

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re:	)	Chapter 11
ATARI, INC., <i>et al.</i> <sup>1</sup> ,	)	Case No. 13-10176 (JMP)
Debtors.	)	(Jointly Administered)

**FOURTH MONTHLY FEE STATEMENT OF PROTIVITI INC.,  
FINANCIAL ADVISOR TO THE DEBTORS AND DEBTORS-IN POSSESSION,  
FOR THE PERIOD OF MAY 1, 2013 THROUGH MAY 31, 2013**

Name:	Protiviti Inc.
Authorized to Provide Professional Services to:	Atari Inc., <i>et al.</i>
Date of Order Authorizing Employment:	February 15, 2013
Period Covered by Monthly Statement:	May 1, 2013 through May 31, 2013
100% of Fees Invoiced to Atari Inc.:	\$56,774.90
80% of Fees Invoiced to Atari Inc.:	\$45,419.20
100% of Expenses Invoiced to Atari Inc.:	\$69.60
Total Hours Billed to Atari Inc.:	152.7 Hours
Name and Applicable Billing Rate of Each Professional Billing to Atari Inc.:	<u>See page 2</u>
Total Hours Billed and Amount of Billing for Each Professional Billing to Atari Inc.:	<u>See page 2</u>

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<sup>1</sup> The Debtors are Atari, Inc., Atari Interactive, Inc., Humongous, Inc. and California U.S. Holdings, Inc.

1. Protiviti Inc. (“Protiviti”), financial advisor to the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), hereby submits this monthly fee statement (the “Monthly Statement”) for the period of May 1, 2013 through May 31, 2013 (the “Statement Period”) for payment of professional services rendered and reimbursement of expenses incurred during the Statement Period pursuant to the Court’s *Order Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* [Docket No. 81] (the “Fee Order”). In support of this Monthly Statement, Protiviti respectfully represents as follows:

**A. Protiviti Inc.**

2. In compliance with Paragraph 2(c) of the Fee Order, the table below lists the individuals and their respective titles who provided services to the Debtors during the Statement Period, their respective billing rates, and the aggregate hours expended by each individual:

Individual	Title	Hours	Rate	Value
Davis, Guy A.	Managing Director	24.2	\$ 560.00	\$ 13,552.00
Roski, Suzanne B.	Managing Director	3.3	522.00	1,722.60
Lyons, John K.	Managing Director	2.1	522.00	1,096.20
Williams, Heather G.	Associate Director	20.0	370.00	7,400.00
Koehler, Justin F.	Senior Manager	87.1	351.00	30,572.10
Sullivan, Shane M.	Consultant	16.0	152.00	2,432.00
		152.7	\$ 371.81	\$ 56,774.90

3. The following itemization breaks down the services rendered to the Debtors by Protiviti by category as follows:

Code	Description	Hours
443	Case Administration	16.3
444	Claims Administration	6.0
446	Prepare Fee/Employment Applications	7.0
448	Financing	60.2
451	Plan and Disclosure	7.6
459	Tax Consulting	2.1
472	Monthly Operating Reports/Trustee Accounting	16.3
475	Prepare SOFAs and Bankruptcy Schedules	37.2
		152.7

4. In further compliance with Paragraph 2(c) of the Fee Order, attached hereto as Exhibit A is a reasonably detailed breakdown of the disbursements incurred by Protiviti during the Statement Period when rendering services to the Debtors, and contemporaneously maintained time entries for each individual who rendered services to the Debtors in increments of tenths of an hour during the Statement Period.

5. By this Monthly Statement, Protiviti respectfully requests payment in accordance with Paragraph 2(e) of the Fee Order of eighty percent (80%) of the fees incurred when rendering services to the Debtors, \$45,419.92, and reimbursement of one hundred percent (100%) of the expenses incurred when rendering services to the Debtors, \$69.60 as identified in this Monthly Statement.<sup>2</sup>

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<sup>2</sup> Protiviti reserves the right to amend the amounts requested in the event that a subsequent review of Protiviti's records reveals that additional professional services were rendered and/or expenses were incurred on behalf of the Debtors during the Statement Period which were not processed in advance of preparation of the Monthly Statement. In the event that such amendments are required, Protiviti reserves the right to serve a supplement to this Monthly Statement and/or seek additional fees and expenses in any fee applications subsequently filed with the Court.

Dated: June 20, 2013  
Richmond, Virginia

**PROTIVITI INC.**

/s/ Guy A. Davis

Guy A. Davis  
1051 East Cary Street, Suite 602  
Richmond, Virginia 23219  
(804) 644-7000

*Financial Advisor for Debtors and  
Debtors-in-Possession*

# Exhibit A

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**Protiviti Inc.**

1051 E. Cary Street  
Suite 602  
Richmond, VA 23219  
Tax ID # 04-3661951

REMITTANCE PAGE

Atari Inc.  
475 Park Avenue South, 12th Floor  
New York, NY 10016

June 12, 2013  
Invoice No. 9251  
Our File No. R13001  
Billing Through: 5/31/13

REGARDING: Atari Inc.

TOTAL FEES	\$56,774.90
TOTAL DISBURSEMENTS	69.60
TOTAL CHARGES FOR THIS BILL	<u>\$56,844.50</u>

Please remit this copy with your payment

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**Protiviti Inc.**1051 E. Cary Street  
Suite 602  
Richmond, VA 23219  
Tax ID # 04-3661951

June 12, 2013

Atari Inc.  
475 Park Avenue South, 12th Floor  
New York, NY 10016Invoice No. 9251  
Our File No. R13001  
Billing Through: 5/31/13

REGARDING: Atari Inc.

## FOR PROFESSIONAL SERVICES RENDERED

<u>Date</u>	<u>Individual</u>	<u>Procedure</u>	<u>Hours</u>
Task:	443	B - Case Administration	
5/3/13	GAD	Prep, revise documentation for credit committee counsel.	2.10
5/6/13	GAD	Revise / prepare response to committee request re amended schedules.	1.50
5/7/13	SMS	Review Contracts and Agreements Sent to Cooley.	1.50
5/7/13	GAD	Conf call regarding month and year end close. Modifications to account balances.	1.50
5/7/13	JFK	Review contracts sent to Cooley.	1.50
5/7/13	JFK	Review drilldown analysis for information sent to Cooley.	1.50
5/8/13	SMS	Review Contracts and Agreements Sent to Cooley.	1.50
5/8/13	JFK	Review contracts sent to Cooley.	2.50
5/8/13	JFK	Profile contracts sent to Cooley.	2.70
	Total for	B - Case Administration	<u>16.30</u>
Task:	444	B - Claims Admin & Objections	
5/9/13	HGW	Call w/ S. Green re claims reconciliations.	0.20
5/24/13	HGW	Review claims file prepared by client. Call w/ client re claims file and overall process.	2.00
5/24/13	HGW	Prepare sample claims file / reconciliation for client to review.	0.50
5/31/13	GAD	Attend claims analysis call w/ counsel and management.	0.80
5/31/13	HGW	Review BMC claims register. Call w/ client and counsel re claims.	1.50
5/31/13	HGW	Review and edit claims analysis provided by client.	1.00
	Total for	B - Claims Admin & Objections	<u>6.00</u>
Task:	446	B - Prepare Fee/ Employ Apps	
5/9/13	JFK	Review and edit prebill.	0.50
5/14/13	JFK	Prepare quarterly interim fee application.	4.50
5/14/13	SMS	Review and prepare fee app.	1.50
5/17/13	JFK	Review and send fee application to Akin.	0.50
	Total for	B - Prepare Fee/ Employ Apps	<u>7.00</u>
Task:	448	B - Financing	
5/2/13	GAD	Prepare/ distribute DIP exhibit for filing.	0.50
5/3/13	GAD	Conf. calls w/ management re inter-company accounts and accounting.	0.50
5/6/13	GAD	Conf. call w/ counsel and DIP lender re 13-week budget.	0.80
5/9/13	JFK	Update cashflow model for budget vs. actual exhibits.	2.50
5/10/13	JFK	Update cashflow model for an additional 13-weeks.	4.50
5/10/13	JFK	Update cashflow model for actual data through 5/3/13.	2.00
5/13/13	GAD	Review revised 13-week through 39-week cashflow.	1.50

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<u>Date</u>	<u>Individual</u>	<u>Procedure</u>	<u>Hours</u>	
5/13/13	GAD	Call CFO re projections.	0.40	
5/13/13	JFK	Update cashflow model to include another 13-week period.	3.70	
5/13/13	JFK	Update cashflow model for actual activity through May 10.	2.50	
5/14/13	JFK	Review cashflow model.	1.50	
5/15/13	GAD	REview 13-week update.	0.20	
5/15/13	JFK	Update 13 week cashflow model to reduce the weeks through August.	3.70	
5/15/13	JFK	Update the cashflow model for receipts and COGS.	1.50	
5/16/13	GAD	Call to discuss 13-week budget and winddown strategy (board meeting)	0.90	
5/16/13	JFK	Update 13-week cashflow budget and send to R. Mattes.	4.70	
5/17/13	JFK	Update 13-week budget and send to R. Mattes.	4.50	
5/17/13	JFK	Review 13-week cash flow budget.	1.00	
5/17/13	GAD	Review extended 13-week cashflow. Provide comments to CFO.	1.90	
5/20/13	JFK	Review cashflow model.	2.70	
5/21/13	JFK	Review cashflow model.	2.30	
5/22/13	JFK	Review cashflow model.	1.50	
5/23/13	JFK	Review Motion for Bid procedures.	4.50	
5/24/13	JFK	Review cashflow model.	1.50	
5/28/13	JFK	Review cash flow model.	2.30	
5/29/13	JFK	Review most recent cash flow projections.	2.50	
5/30/13	GAD	Review 13-week projections.	1.10	
5/30/13	JFK	Analyze 13-week cashflow projections.	1.50	
5/30/13	JFK	Review waterfall analysis.	1.50	
	Total for	B - Financing	<u>60.20</u>	
Task:	451	B - Plan & Disclosure		
5/17/13	SBR	Telecons with G. Davis and R. Mattes re wind-down plan.	0.30	
5/20/13	GAD	Develop winddown plan and liquidation template.	2.40	
5/20/13	GAD	Conf. calls w/ CFO re winddown.	1.90	
5/20/13	SBR	Assist in developing wind-down plan as per DIP lender request.	0.60	
5/20/13	SBR	Telecon with R. Mattes re wind down tasks and staffing.	0.60	
5/20/13	SBR	Update workplan, tasks, staffing model for wind-down.	0.90	
5/21/13	SBR	Review workplan. Prepare for and participate in call re wind-down; follow up call with R. Mattes.	0.90	
	Total for	B - Plan & Disclosure	<u>7.60</u>	
Task:	459	B - Tax Consulting		
5/7/13	JKL	Preparation for and conference call w R Mattes, H Jacobson and J Alberto	2.10	
	Total for	B - Tax Consulting	<u>2.10</u>	
Task:	472	MORs / Trustee Accounting		
5/1/13	GAD	Conf call re amendment accounting and MOR preparation.	1.50	
5/1/13	HGW	Review / call re amended schedules and MOR.	1.00	
5/7/13	HGW	Call w/ S. Green re MOR.	0.20	
5/13/13	HGW	Call w/ client re status of April MOR.	0.50	
5/14/13	HGW	Review, edit and update MOR schedules prepared by client.	5.50	
5/15/13	HGW	Participate is status calls re MOR and updated balance sheets.	1.30	
5/15/13	HGW	Update and finalized MOR.	5.70	
5/21/13	HGW	Coordinate call re MOR.	0.10	
5/22/13	HGW	Call w/ client re MOR. Discuss items changed / corrected.	0.50	
	Total for	MORs / Trustee Accounting	<u>16.30</u>	
Task:	475	B - Prepare SOFAs & B / R Sch		
5/1/13	GAD	Review workpapers for amendment. Respond to credit committee request.	1.80	
5/1/13	JFK	Create amended schedule drilldown.	4.50	
5/1/13	JFK	Review amended schedule drilldown.	2.30	



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<u>Date</u>	<u>Individual</u>	<u>Procedure</u>	<u>Hours</u>
5/1/13	SMS	Review and organize materials re Amended Atari Schedules.	6.00
5/2/13	GAD	Prepare workpapers for creditors committee counsel re amended schedules.	2.50
5/2/13	JFK	Update amended schedule drilldown binder.	3.50
5/2/13	JFK	Update amended schedule drilldown binder.	3.70
5/2/13	SMS	Review and organize materials re Amended Atari Schedules.	4.00
5/3/13	GAD	Call w/ counsel re walk-through amendment workpapers.	0.40
5/3/13	JFK	Update amended schedule drilldown.	1.00
5/3/13	JFK	Prepare drilldown analyses for creditors committee.	3.50
5/3/13	JFK	Review drilldown summary with R. Mattes.	1.00
5/3/13	JFK	Prepare amended schedule drilldown to send to creditor committee.	1.50
5/3/13	SMS	Review and organize materials re Amended Atari Schedules.	1.50
Total for B - Prepare SOFAs & B / R Sch			<u>37.20</u>
Total hours for this matter			<u>152.70</u>

DISBURSEMENTS

4/30/13	Work dinner for G. Davis, M. Smith and J. Koehler	60.00
5/31/13	Copies - internal for May 2013	9.60
Total disbursements for this matter		<u>\$69.60</u>

Timekeeper Summary

<u>Name</u>		<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
GAD	Davis, Guy A.	24.20	560.00	13,552.00
HGW	Williams, Heather G.	20.00	370.00	7,400.00
JFK	Koehler, Justin F.	87.10	351.00	30,572.10
JKL	Lyons, John K.	2.10	522.00	1,096.20
SBR	Roski, Suzanne B.	3.30	522.00	1,722.60
SMS	Sullivan, Shane M.	16.00	152.00	2,432.00
Total fees for this matter		<u>152.70</u> hrs		<u>\$56,774.90</u>

BILLING SUMMARY

TOTAL FEES	\$56,774.90
TOTAL DISBURSEMENTS	69.60
TOTAL CHARGES FOR THIS BILL	<u><u>\$56,844.50</u></u>