

DUFF & PHELPS SECURITIES, LLC  
 Brent C. Williams  
 55 E. 52<sup>nd</sup> Street, 31<sup>st</sup> Floor  
 New York, NY 10055  
 Telephone: 212-277-0124  
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*Financial Advisor to the Official  
 Committee of Unsecured Creditors*

**UNITED STATES BANKRUPTCY COURT  
 SOUTHERN DISTRICT OF NEW YORK**

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 :  
 In re : Chapter 11  
 :  
 Atari, Inc., et al.,<sup>1</sup> : Case No. 13-10176 (JMP)  
 :  
 Debtors. : (Jointly Administered)  
 :  
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**STATEMENT OF SERVICES RENDERED AND EXPENSES  
 INCURRED BY DUFF & PHELPS SECURITIES, LLC, FINANCIAL ADVISOR TO  
 THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR  
THE PERIOD OF MAY 1, 2013 THROUGH MAY 31, 2013**

Name of Applicant:	Duff & Phelps Securities, LLC
Authorized to Provide Professional Services to:	Official Committee of Unsecured Creditors
Date of Retention:	March 21, 2013 <i>nunc pro tunc</i> to February 11, 2013
Period for which Compensation and reimbursement is sought:	May 1, 2013 – May 31, 2013
Amount of compensation requested:	\$40,000.00 (80% of \$50,000.00)
Amount of compensation held back:	\$10,000.00
Amount of expense reimbursement requested:	\$ 1,755.34
Amount of payment sought:	\$41,755.34

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

This statement is the third monthly fee statement (the “Fee Statement”) of Duff & Phelps Securities, LLC (“D&P”), financial advisor to the official committee of unsecured creditors (the “Committee”) in the above-captioned cases, filed pursuant to the *Order Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* [Docket No. 81] (the “Interim Compensation Order”). D&P hereby requests: (a) payment of compensation in the amount of \$40,000.00 which is equal to eighty percent (80%) of the total amount of compensation sought (i.e. \$50,000.00) for actual and necessary professional services rendered during the period of May 1, 2013 through May 31, 2013 (the “Fee Period”); and (b) reimbursement of actual and necessary costs and expenses in the amount of \$1,755.34 incurred by D&P during the Fee Period in connection with these cases.<sup>2</sup>

Attached hereto as **Exhibits A and B**, respectively, is a summary and daily breakdown of the time spent by each D&P professional and an itemization that provides an aggregation of disbursements by category of disbursement and details of expenses for the Fee Period.

#### **Notice**

Pursuant to the Interim Compensation Order, D&P has served this Fee Statement by hand or overnight delivery on: the Debtors, Atari, Inc., 475 Park Avenue South, Twelfth Floor, New York, New York 10016, Attn: Robert A. Mattes, CFO; (ii) counsel to Debtors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036, Attn: Ira S. Dizengoff, Esq. and Kristine Manoukian, Esq.; Akin Gump Strauss Hauer & Feld LLP, Robert S. Strauss Building, 1333 New Hampshire Avenue, N.W., Washington, D.C. 20036, Attn: Scott L. Alberino, Esq.; (iii) counsel to DIP lenders, Bracewell & Guiliani LLP, 1251 Avenue of the Americas, 49<sup>th</sup> Floor, New York, New York 10020, Attn: Robert G. Burns, Esq.; and (iv) the

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<sup>2</sup> Additional expenses incurred by Applicant may not have been captured as of the date hereof. Such expenses will be included in the next application to the extent necessary.

Office of the United States Trustee for the Southern District of New York, 271 Cadman Plaza East, Suite 4529, Brooklyn, New York 11201, Attn: Richard C. Morrissey, Esq. In light of the nature of the relief requested, D&P respectfully submits that no further notice need be given.

WHEREFORE, pursuant to the Interim Compensation Order, D&P requests: (a) compensation in the amount of \$50,000.00 (of which Applicant requests payment in the amount of \$40,000.00 which equals 80% of \$50,000.00) on account of reasonable and necessary professional services rendered to the Committee by D&P; and (b) reimbursement of actual and necessary costs and expenses in the amount of \$1,755.34, for a total amount for the Fee Period of \$51,755.34 (of which applicant seeks payment in the amount of \$41,755.34 which equals 80% of the requested compensation and 100% of the requested reimbursement of actual and necessary costs and expenses).

Dated: June 20, 2013  
New York, New York

**DUFF & PHELPS SECURITIES, LLC**



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*Financial Advisor to the Official  
Committee of Unsecured Creditors*

# EXHIBIT A

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Atari, Inc.  
Duff & Phelps Securities, LLC  
[Summary of Hours for the Period 5/1/13 through 5/31/13](#)

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**Summary of Hours for the Period 5/1/13 through 5/31/13**

**May-13**

<b>Professional</b>	<b>Title</b>	<b>Hours</b>
Brent Williams	Managing Director	52.5
Alice Chong	Associate	119.5
Ray Peng	Analyst	103.0
<b>Total</b>		<b>275.0</b>

Atari, Inc.

Duff & Phelps Securities, LLC

Summary of Hours for the Period 5/1/13 through 5/31/13

**Brent Williams, Managing Director**

Date	Description	Hours
5/1/13	Internal correspondence (email/calls) on Case issues and related analysis	1.0
5/6/13	Prepared/reviewed presentation for UCC	1.5
5/3/13	Reviewed/analyzed court docket and court documents	1.0
5/3/13	Correspondence and/or Discussion with Case Professionals	1.5
5/6/13	Prepared/reviewed presentation for UCC	1.5
5/6/13	Internal correspondence (email/calls) on Case issues and related analysis	0.5
5/7/13	Correspondence and/or Discussion with Case Professionals	1.0
5/8/13	Prepared/reviewed presentation for UCC	1.5
5/8/13	Correspondence and/or Discussion with Case Professionals	1.0
5/9/13	Correspondence and/or Discussion with Case Professionals	1.0
5/9/13	Reviewed/analyzed court docket and court documents	1.0
5/13/13	Internal correspondence (email/calls) on Case issues and related analysis	2.0
5/14/13	Internal correspondence (email/calls) on Case issues and related analysis	1.5
5/14/13	Correspondence and/or Discussion with Case Professionals	1.0
5/17/13	Correspondence and/or Discussion with Case Professionals	2.0
5/18/13	Internal correspondence (email/calls) on Case issues and related analysis	1.0
5/21/13	Internal correspondence (email/calls) on Case issues and related analysis	1.0
5/22/13	Internal correspondence (email/calls) on Case issues and related analysis	1.5
5/22/13	Prepared/reviewed presentation for UCC	1.5
5/23/13	Prepared/reviewed presentation for UCC	2.0
5/24/13	Prepared court documents for hearing	3.5
5/25/13	Prepared court documents for hearing	2.5
5/25/13	Internal correspondence (email/calls) on Case issues and related analysis	2.0
5/27/13	Internal correspondence (email/calls) on Case issues and related analysis	2.0
5/27/13	Prepared court documents for hearing	2.5
5/27/13	Prepared/reviewed analysis	1.5
5/28/13	Prepared court documents for hearing	1.5
5/28/13	Prepared/reviewed analysis	2.0
5/28/13	Prepared/reviewed presentation for UCC	1.5
5/28/13	Correspondence and/or Discussion with Case Professionals	2.0
5/29/13	Preparation/Call with UCC and/or Counsel	1.0
5/30/13	Internal correspondence (email/calls) on Case issues and related analysis	1.0
5/30/13	Correspondence and/or Discussion with Case Professionals	1.0
5/31/13	Prepared/reviewed analysis	1.0
5/31/13	Correspondence and/or Discussion with Case Professionals	1.5
<b>May 1, 2013 through May 31, 2013</b>		<b>52.5</b>

Atari, Inc.

Duff & Phelps Securities, LLC

Summary of Hours for the Period 5/1/13 through 5/31/13

**Alice Chong, Associate**

Date	Description	Hours
5/1/13	Reviewed and analyzed due diligence items	2.5
5/1/13	Internal correspondence (email/calls) on Case issues and related analysis	1.0
5/2/13	Reviewed and analyzed due diligence items	3.0
5/2/13	Internal correspondence (email/calls) on Case issues and related analysis	0.5
5/3/13	Reviewed and analyzed due diligence items	1.5
5/3/13	Reviewed/analyzed court docket and court documents	1.5
5/3/13	Correspondence and/or Discussion with Case Professionals	1.0
5/6/13	Prepared/reviewed presentation for UCC	4.5
5/6/13	Internal correspondence (email/calls) on Case issues and related analysis	0.5
5/7/13	Reviewed/analyzed court docket and court documents	1.0
5/7/13	Reviewed and analyzed due diligence items	3.0
5/7/13	Correspondence and/or Discussion with Case Professionals	1.0
5/7/13	Prepared/reviewed presentation for UCC	4.0
5/8/13	Internal correspondence (email/calls) on Case issues and related analysis	1.5
5/8/13	Prepared/reviewed presentation for UCC	3.0
5/8/13	Correspondence and/or Discussion with Case Professionals	1.5
5/9/13	Correspondence and/or Discussion with Case Professionals	1.0
5/9/13	Reviewed/analyzed court docket and court documents	1.5
5/13/13	Internal correspondence (email/calls) on Case issues and related analysis	2.0
5/14/13	Internal correspondence (email/calls) on Case issues and related analysis	1.5
5/14/13	Correspondence and/or Discussion with Case Professionals	1.0
5/15/13	Prepared/reviewed analysis	1.5
5/15/13	Internal correspondence (email/calls) on Case issues and related analysis	1.0
5/15/13	Correspondence and/or Discussion with Case Professionals	1.0
5/15/13	Reviewed and analyzed due diligence items	0.5
5/16/13	Prepared time entries	0.5
5/16/13	Reviewed/analyzed court docket and court documents	1.5
5/17/13	Prepared time entries	1.0
5/17/13	Correspondence and/or Discussion with Case Professionals	1.5
5/17/13	Internal correspondence (email/calls) on Case issues and related analysis	0.5
5/18/13	Prepared/reviewed analysis	4.0
5/18/13	Internal correspondence (email/calls) on Case issues and related analysis	1.0
5/19/13	Prepared/reviewed analysis	4.5
5/20/13	Internal correspondence (email/calls) on Case issues and related analysis	0.5
5/20/13	Prepared/reviewed analysis	4.0
5/21/13	Prepared/reviewed analysis	4.5
5/21/13	Internal correspondence (email/calls) on Case issues and related analysis	1.0
5/22/13	Reviewed/analyzed court docket and court documents	2.0
5/22/13	Internal correspondence (email/calls) on Case issues and related analysis	1.5
5/22/13	Prepared/reviewed presentation for UCC	4.0
5/22/13	Internal correspondence (email/calls) on Case issues and related analysis	1.5
5/23/13	Correspondence and/or Discussion with Case Professionals	1.5
5/23/13	Prepared/reviewed presentation for UCC	1.5
5/24/13	Prepared documents in connection with the hearing	3.5

Atari, Inc.

Duff & Phelps Securities, LLC

Summary of Hours for the Period 5/1/13 through 5/31/13

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**Alice Chong, Associate**

<b>Date</b>	<b>Description</b>	<b>Hours</b>
5/25/13	Prepared documents in connection with the hearing	3.0
5/25/13	Internal correspondence (email/calls) on Case issues and related analysis	2.0
5/25/13	Prepared/reviewed presentation for UCC	2.5
5/26/13	Prepared documents in connection with the hearing	4.0
5/27/13	Prepared/reviewed presentation for UCC	4.5
5/27/13	Prepared/reviewed analysis	7.5
5/27/13	Internal correspondence (email/calls) on Case issues and related analysis	2.0
5/28/13	Prepared/reviewed presentation for UCC	1.0
5/28/13	Correspondence and/or Discussion with Case Professionals	2.0
5/29/13	Prepared/reviewed presentation for UCC	1.5
5/29/13	Preparation/Call with UCC and/or Counsel	1.0
5/30/13	Internal correspondence (email/calls) on Case issues and related analysis	1.0
5/30/13	Correspondence and/or Discussion with Case Professionals	1.0
5/31/13	Prepared/reviewed analysis	3.0
5/31/13	Correspondence and/or Discussion with Case Professionals	1.5
<b>May 1, 2013 through May 31, 2013</b>		<b>119.5</b>



Atari, Inc.

Duff & Phelps Securities, LLC

Summary of Hours for the Period 5/1/13 through 5/31/13

**Ray Peng, Analyst**

Date	Description	Hours
5/1/13	Reviewed and analyzed due diligence items	1.5
5/1/13	Internal correspondence (email/calls) on Case issues and related analysis	1.0
5/2/13	Reviewed and analyzed due diligence items	2.0
5/2/13	Internal correspondence (email/calls) on Case issues and related analysis	0.5
5/3/13	Reviewed and analyzed due diligence items	2.5
5/4/13	Prepared/reviewed presentation for UCC	2.0
5/6/13	Prepared/reviewed presentation for UCC	5.0
5/6/13	Reviewed and analyzed due diligence items	0.5
5/7/13	Prepared/reviewed presentation for UCC	4.5
5/7/13	Reviewed and analyzed due diligence items	1.0
5/8/13	Prepared/reviewed presentation for UCC	4.5
5/8/13	Reviewed and analyzed due diligence items	1.0
5/8/13	Internal correspondence (email/calls) on Case issues and related analysis	1.5
5/9/13	Reviewed/analyzed court docket and court documents	2.0
5/13/13	Internal correspondence (email/calls) on Case issues and related analysis	1.0
5/14/13	Internal correspondence (email/calls) on Case issues and related analysis	1.5
5/14/13	Correspondence and/or Discussion with Case Professionals	1.0
5/15/13	Prepared/reviewed analysis	5.5
5/15/13	Reviewed and analyzed due diligence items	1.0
5/15/13	Internal correspondence (email/calls) on Case issues and related analysis	1.0
5/16/13	Prepared time entries	3.0
5/20/13	Prepared/reviewed analysis	5.5
5/20/13	Internal correspondence (email/calls) on Case issues and related analysis	0.5
5/20/13	Prepared/reviewed analysis	5.5
5/21/13	Prepared/reviewed analysis	5.0
5/21/13	Internal correspondence (email/calls) on Case issues and related analysis	1.0
5/22/13	Reviewed/analyzed court docket and court documents	1.0
5/22/13	Prepared/reviewed presentation for UCC	5.5
5/22/13	Internal correspondence (email/calls) on Case issues and related analysis	1.0
5/23/13	Prepared/reviewed presentation for UCC	2.0
5/24/13	Prepared/reviewed presentation for UCC	4.5
5/25/13	Internal correspondence (email/calls) on Case issues and related analysis	1.0
5/25/13	Prepared/reviewed presentation for UCC	1.5
5/27/13	Prepared/reviewed presentation for UCC	3.5
5/27/13	Internal correspondence (email/calls) on Case issues and related analysis	2.0
5/27/13	Prepared/reviewed analysis	10.0
5/28/13	Prepared/reviewed presentation for UCC	1.5
5/29/13	Preparation/Call with UCC and/or Counsel	1.0
5/30/13	Internal correspondence (email/calls) on Case issues and related analysis	1.0
5/30/13	Prepared/reviewed analysis	1.5
5/31/13	Internal correspondence (email/calls) on Case issues and related analysis	1.0
5/31/13	Prepared/reviewed analysis	4.0
<b>May 1, 2013 through May 31, 2013</b>		<b>103.0</b>

## EXHIBIT B

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**Duff & Phelps Securities, LLC**  
**Expense Detail for Atari, Inc.**  
**Period from May 1, 2013 through May 31, 2013**

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**EXPENSE DETAIL LOCATED ON THE FOLLOWING PAGE(S)**

<b>May 2013</b>	
<b>Category</b>	<b>Amount</b>
Business Meals	88.74
Parking / Transportation	227.00
Professional Services	1,439.60
<b>Total</b>	<b>\$ 1,755.34</b>

**Duff & Phelps Securities, LLC**

**Expense Detail for Atari, Inc.**

**Period from May 1, 2013 through May 31, 2013**

May 2013	
Category	Amount
Business Meals	88.74
Parking / Transportation	227.00
Professional Services	1,439.60
<b>Total</b>	<b>\$ 1,755.34</b>

**Meals Detail**

Professional	Date	Description	Amount
Chong, Alice	05/02/13	Late Night Working Dinner - One Professional	\$ 25.00
Chong, Alice	05/06/13	Late Night Working Dinner - One Professional	\$ 25.00
Peng, Ray	05/27/13	Weekend Working Lunch - One Professional	\$ 14.25
Peng, Ray	05/27/13	Weekend Working Dinner - One Professional	\$ 24.49
			<u>\$ 88.74</u>

**Transportation Detail [All in-town late night taxis are allowed after 8pm, otherwise public transportation is used]**

Professional	Date	Description	Amount
Chong, Alice	05/02/13	Late Night NYC Taxi from Office to Home	\$ 20.00
Peng, Ray	05/03/13	Late Night NYC Taxi from Office to Home	16.00
Peng, Ray	05/04/13	Weekend Taxi from Home to Office	18.00
Chong, Alice	05/06/13	Late Night NYC Taxi from Office to Home	20.00
Peng, Ray	05/07/13	Late Night NYC Taxi from Office to Home	11.00
Peng, Ray	05/07/13	Late Night NYC Taxi from Office to Home	16.00
Peng, Ray	05/15/13	Late Night NYC Taxi from Office to Home	16.00
Peng, Ray	05/21/13	Late Night NYC Taxi from Office to Home	16.00
Peng, Ray	05/21/13	Late Night NYC Taxi from Office to Home	16.00
Peng, Ray	05/23/13	Late Night NYC Taxi from Office to Home	16.00
Peng, Ray	05/23/13	Late Night NYC Taxi from Office to Home	15.50
Peng, Ray	05/26/13	Weekend Working NYC Taxi from Office to Home	15.00
Peng, Ray	05/26/13	Weekend Working NYC taxi from Home to Office	14.00
Peng, Ray	05/27/13	Weekend Working NYC Taxi from Office to Home	17.50
			<u>\$ 227.00</u>

**Professional Services [Hours Detail and Invoice(s) Attached]**

Professional	Date	Description	Amount
Miller, Erica	5/1/13 - 5/31/13	Processing of Retention / Fee Application	\$ 1,439.60
			<u>\$ 1,439.60</u>

**Duff & Phelps Securities, LLC**

**Summary of Atari, Inc., et al. hours for Erica Jones Miller**

**Period from May 1, 2013 through May 31, 2013**

**Professional Services Performed for Duff & Phelps, Securities LLC**

<u>Date</u>	<u>Description</u>	<u>Hours</u>	<u>Rate/Hour</u>	<u>Billed Amount</u>
1-May-13	Reviewed case docket.	0.30	\$ 118.00	\$ 35.40
2-May-13	Worked on April statement.	0.80	\$ 118.00	\$ 94.40
3-May-13	Worked on April. Reviewed docket and filings.	1.00	\$ 118.00	\$ 118.00
7-May-13	Worked on April.	0.50	\$ 118.00	\$ 59.00
8-May-13	Reviewed case docket.	0.30	\$ 118.00	\$ 35.40
9-May-13	Reviewed docket and case filings. Emails re: objections.	1.50	\$ 118.00	\$ 177.00
10-May-13	Reviewed docket. Worked on April.	0.30	\$ 118.00	\$ 35.40
14-May-13	Reviewed case docket.	0.30	\$ 118.00	\$ 35.40
15-May-13	Worked on April. Emails re: expenses.	0.50	\$ 118.00	\$ 59.00
16-May-13	Worked on April.	0.60	\$ 118.00	\$ 70.80
17-May-13	Worked on April.	0.60	\$ 118.00	\$ 70.80
18-May-13	Emails re: April fee statement.	0.30	\$ 118.00	\$ 35.40
20-May-13	Reviewed docket. Emails re: fee statement.	0.50	\$ 118.00	\$ 59.00
21-May-13	Reviewed case docket. Emails re: payments.	0.50	\$ 118.00	\$ 59.00
22-May-13	Reviewed case docket.	0.30	\$ 118.00	\$ 35.40
23-May-13	Reviewed case docket. Emails re: status.	0.50	\$ 118.00	\$ 59.00
24-May-13	Reviewed docket. Worked on May.	0.60	\$ 118.00	\$ 70.80
28-May-13	Reviewed docket. Worked on May.	0.70	\$ 118.00	\$ 82.60
29-May-13	Reviewed case docket. Worked on statement.	0.70	\$ 118.00	\$ 82.60
30-May-13	Worked on statement. Reviewed WIP.	0.70	\$ 118.00	\$ 82.60
31-May-13	Reviewed docket. Worked on May.	0.70	\$ 118.00	\$ 82.60
<b>Total May Hours</b>		<b>12.20</b>		<b>\$ 1,439.60</b>