

**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 Administrated)
_____	)	

**FIFTH MONTHLY FEE STATEMENT OF PERELLA WEINBERG  
PARTNERS LP FOR ALLOWANCE OF COMPENSATION AND  
REIMBURSEMENT OF EXPENSES AS INVESTMENT BANKER TO THE DEBTORS  
FOR THE PERIOD JUNE 1, 2013 THROUGH JUNE 30, 2013**

<b>Name of Applicant:</b>	<b>Perella Weinberg Partners LP</b>
<b>Name of Client:</b>	<b>Atari, Inc., <i>et al.</i></b>
<b>Date of Retention Order:</b>	<b>February 15, 2013 (effective <i>nunc pro tunc</i> to January 31, 2013)</b>
<b>Period Covered:</b>	<b>June 1, 2013 through June 30, 2013</b>
<b>Amount of Professional Fees Sought as Actual, Reasonable, and Necessary:</b>	<b>\$80,000</b>
<b>Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary:</b>	<b>\$294</b>
<b>This is Applicant's:</b>	<b>Fifth Monthly Fee Statement</b>

This statement is the fifth monthly fee statement (this "Fee Statement") of Perella Weinberg Partners LP ("PWP"), investment banker to the above-captioned debtors and debtors

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

in possession (collectively, the “Debtors”), filed pursuant to the *Order Establishing Procedures for Interim Monthly Compensation and Reimbursement of Professionals* [Docket No. 81] (the “Interim Compensation Order”). PWP requests: (a) payment of compensation in the amount of \$80,000 (80 percent of \$100,000 of fees on account of reasonable and necessary professional services rendered to the Debtors by PWP); and (b) reimbursement of actual and necessary costs and expenses in the amount of \$294 incurred by PWP during the period June 1, 2013 through June 30, 2013 (the “Fee Period”). Attached hereto as Exhibit A is a summary of the expenses incurred by PWP during the Fee Period and a time summary of services provided by each professional during the Fee Period. Attached hereto as Exhibit B is a categorized summary of the hours each professional incurred in rendering services to the Debtors during the Fee Period.

### **Notice**

Pursuant to the Interim Compensation Order, notice of this Fee Statement has been given to the following parties: (i) 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 G. Manoukian Esq.; Akin Gump Strauss Hauer & Feld LLP, Robert S. Strauss Building, 1333 New Hampshire Avenue, N.W., Washington, District of Columbia 20036, Attn: Scott L. Alberino, Esq.; (iii) counsel to DIP Lender, Bracewell & Giuliani LLP, 1251 Avenue of the Americas, 49th Floor, New York, New York 10020, Attn: Robert G. Burns, Esq.; (vi) counsel to the Official Committee of Unsecured Creditors, Cooley LLP, 1114 Avenue of the Americas, New York, New York 10036, Attn.: Cathy Hershcopf, Esq. and Jeffrey Cohen, Esq.; and (v) the Office of the United States Trustee for the Southern District of New York, 33

Whitehall Street, 21<sup>st</sup> Floor, New York 10004, Attn: Richard C. Morrissey, Esq. PWP submits that no other or further notice need be provided.

WHEREFORE, pursuant to the Interim Compensation Order, PWP requests:  
(a) payment of compensation in the amount of \$80,000 (80 percent of \$100,000 of fees on account of reasonable and necessary professional services rendered to the Debtors by PWP); and  
(b) reimbursement of actual and necessary costs and expenses in the amount of \$294.

Dated: July 22, 2013

**PERELLA WEINBERG PARTNERS LP**

**/s/Joshua Scherer**

Joshua Scherer  
Partner  
Perella Weinberg Partners LP  
767 Fifth Avenue  
New York, New York 10153  
Telephone: 212-287-3241  
Facsimile: 646-786-4096

Investment Banker for the Debtors

**EXHIBIT A**

**SUMMARY OF SERVICES OF THE FEE PERIOD BY PROFESSIONAL**

<b>Name of Professional</b>	<b>Title</b>	<b>Hours Spent</b>
Joshua Scherer	Partner	10.5
Adam Verost	Managing Director	50.2
William Glass	Associate	37.0
Reid Spearin	Associate	41.0
Tom Han	Analyst	42.0
Joanne Wu	Analyst	51.5
<b>Total Hours</b>		<b>232.2</b>

**JUNE EXPENSE SUMMARY**

<b>Expense Category</b>	<b>Total</b>
Meals & Entertainment	\$111
Taxi/Bus/Other	82
Office Expense	102
<b>Total Disbursements</b>	<b>\$294</b>

**EXHIBIT B**

**ATARI**

**HOURS SUMMARY**

June 1, 2013 - June 30, 2013							
Days	J. Scherer	A. Verost	W. Glass	R. Spearin	T. Han	J. Wu	Total
June 1, 2013	-	-	5.0	-	4.0	6.0	15.0
June 2, 2013	-	1.0	-	-	-	-	1.0
June 3, 2013	-	5.0	1.0	-	2.0	1.0	9.0
June 4, 2013	0.5	2.5	6.0	-	7.0	6.0	22.0
June 5, 2013	-	1.0	3.0	-	2.5	2.0	8.5
June 6, 2013	-	8.0	-	-	-	-	8.0
June 7, 2013	0.5	1.2	0.5	-	1.0	0.5	3.7
June 8, 2013	-	0.5	-	-	-	-	0.5
June 9, 2013	-	-	-	-	-	-	-
June 10, 2013	-	1.5	0.5	-	1.0	1.0	4.0
June 11, 2013	2.0	1.0	0.5	-	2.0	2.5	8.0
June 12, 2013	0.5	5.5	4.0	-	5.0	3.0	18.0
June 13, 2013	-	1.0	-	3.0	-	-	4.0
June 14, 2013	1.0	2.0	1.0	3.0	2.5	4.0	13.5
June 15, 2013	-	-	-	-	-	-	-
June 16, 2013	-	-	-	-	-	-	-
June 17, 2013	-	3.5	0.5	1.5	1.0	2.0	8.5
June 18, 2013	1.5	1.5	3.5	3.5	6.5	4.5	21.0
June 19, 2013	0.5	1.5	1.5	3.0	3.0	2.5	12.0
June 20, 2013	0.5	1.5	0.5	3.0	1.0	1.0	7.5
June 21, 2013	1.5	3.0	2.0	2.5	3.5	2.0	14.5
June 22, 2013	-	-	0.5	-	-	1.0	1.5
June 23, 2013	-	-	-	-	-	-	-
June 24, 2013	-	1.0	0.5	3.5	-	2.0	7.0
June 25, 2013	0.5	2.5	2.5	4.5	-	4.5	14.5
June 26, 2013	1.0	1.5	2.0	3.5	-	2.5	10.5
June 27, 2013	-	1.5	1.0	6.0	-	1.0	9.5
June 28, 2013	0.5	2.5	1.0	4.0	-	2.5	10.5
June 29, 2013	-	-	-	-	-	-	-
June 30, 2013	-	-	-	-	-	-	-
<b>Total</b>	<b>10.5</b>	<b>50.2</b>	<b>37.0</b>	<b>41.0</b>	<b>42.0</b>	<b>51.5</b>	<b>232.2</b>
General Case Administration	3.5	35.7	6.0	3.0	5.0	7.0	60.2
Officer & Director Issues	1.0	-	13.5	-	14.5	12.5	41.5
Travel	-	-	-	-	-	-	-
Sales Process	6.0	14.5	17.5	37.0	22.5	31.0	128.5
Financial Modeling	-	-	-	-	-	-	-
Business & Financial	-	-	-	1.0	-	1.0	2.0
<b>Total</b>	<b>10.5</b>	<b>50.2</b>	<b>37.0</b>	<b>41.0</b>	<b>42.0</b>	<b>51.5</b>	<b>232.2</b>

**ATARI**  
**HOURS SUMMARY**

<b>Joshua Scherer (Partner)</b>			
<b>Date</b>	<b>Hours</b>	<b>Category</b>	<b>Description</b>
Tue. Jun 4	0.5	Sales Process	Call w/potential buyer
Fri. Jun 7	0.5	Sales Process	Bidder update to Company
Tue. Jun 11	1.0	Officer & Director Issues	Review KEIP exhibits
Tue. Jun 11	1.0	Sales Process	Bidders outreach
Wed. Jun 12	0.5	General Case Administration	Interim Compensation Application
Fri. Jun 14	0.5	Sales Process	Update call with Constiuent
Fri. Jun 14	0.5	Sales Process	Update call with Company
Tue. Jun 18	0.5	Sales Process	Update call with Constiuent
Tue. Jun 18	1.0	General Case Administration	Interim Compensation Application
Wed. Jun 19	0.5	General Case Administration	Interim Compensation Application
Thu. Jun 20	0.5	General Case Administration	Interim Compensation Application
Fri. Jun 21	0.5	Sales Process	Update call with Company
Fri. Jun 21	1.0	Sales Process	Bidder Outreach
Tue. Jun 25	0.5	Sales Process	Update call with Constiuent
Wed. Jun 26	1.0	General Case Administration	Call with Akin and Company
Fri. Jun 28	0.5	Sales Process	Update call with Company
<b>Total</b>	<b>10.5</b>		

**ATARI  
HOURS SUMMARY**

Adam Verost (Managing Director)			
Date	Hours	Category	Description
Sun. Jun 2	1.0	General Case Administration	Email/phone correspondence
Mon. Jun 3	3.0	General Case Administration	D&P KEIP deposition and related meetings
Mon. Jun 3	1.0	General Case Administration	Review of KEIP materials
Mon. Jun 3	1.0	General Case Administration	Email/phone correspondence
Tue. Jun 4	1.0	General Case Administration	KEIP discussion
Tue. Jun 4	0.5	Sales Process	Call w/potential buyer
Tue. Jun 4	1.0	General Case Administration	Email/phone correspondence
Wed. Jun 5	1.0	General Case Administration	Email/phone correspondence
Thu. Jun 6	7.0	General Case Administration	Atari KEIP hearing and related meetings
Thu. Jun 6	1.0	General Case Administration	Email/phone correspondence
Fri. Jun 7	0.2	General Case Administration	Call w/Company, Akin re customer lists
Fri. Jun 7	1.0	General Case Administration	Email/phone correspondence
Sat. Jun 8	0.5	Sales Process	Call w/potential buyer
Mon. Jun 10	0.5	Sales Process	Call w/potential buyer
Mon. Jun 10	1.0	General Case Administration	Email/phone correspondence
Tue. Jun 11	1.0	General Case Administration	Email/phone correspondence
Wed. Jun 12	4.0	Sales Process	Atari KEIP hearing and related meetings
Wed. Jun 12	0.5	Sales Process	Call w/potential buyer
Wed. Jun 12	1.0	General Case Administration	Email/phone correspondence
Thu. Jun 13	1.0	General Case Administration	Email/phone correspondence
Fri. Jun 14	0.5	Sales Process	Update Call w/Duff & Phelps
Fri. Jun 14	0.5	Sales Process	Update Call w/Company
Fri. Jun 14	1.0	General Case Administration	Email/phone correspondence
Mon. Jun 17	0.5	General Case Administration	Internal Meeting
Mon. Jun 17	2.0	Sales Process	Various calls w/potential buyers
Mon. Jun 17	1.0	General Case Administration	Email/phone correspondence
Tue. Jun 18	0.5	Sales Process	Update Call w/Duff & Phelps
Tue. Jun 18	1.0	General Case Administration	Email/phone correspondence
Wed. Jun 19	0.5	Sales Process	Call w/Akin, JPM re escrow account
Wed. Jun 19	1.0	General Case Administration	Email/phone correspondence
Thu. Jun 20	0.5	Sales Process	Call w/potential buyer
Thu. Jun 20	1.0	General Case Administration	Email/phone correspondence
Fri. Jun 21	0.5	Sales Process	Update Call w/Company
Fri. Jun 21	0.5	General Case Administration	Call w/Akin
Fri. Jun 21	1.0	Sales Process	Various calls w/potential buyers
Fri. Jun 21	1.0	General Case Administration	Email/phone correspondence
Mon. Jun 24	1.0	General Case Administration	Email/phone correspondence
Tue. Jun 25	0.5	General Case Administration	Call w/Akin, Company re APA schedules
Tue. Jun 25	0.5	Sales Process	Update Call w/Duff & Phelps
Tue. Jun 25	0.5	Sales Process	Call w/potential buyer
Tue. Jun 25	1.0	General Case Administration	Email/phone correspondence
Wed. Jun 26	0.5	Sales Process	Call w/potential buyer
Wed. Jun 26	1.0	General Case Administration	Email/phone correspondence
Thu. Jun 27	0.5	General Case Administration	Call w/Akin, Company re APA schedules
Thu. Jun 27	1.0	General Case Administration	Email/phone correspondence
Fri. Jun 28	0.5	Sales Process	Update Call w/Company
Fri. Jun 28	0.5	General Case Administration	Call w/Akin, Company re APA schedules
Fri. Jun 28	0.5	Sales Process	Call w/potential licensing party
Fri. Jun 28	1.0	General Case Administration	Email/phone correspondence
<b>Total</b>	<b>50.2</b>		

**ATARI**  
**HOURS SUMMARY**

William Glass (Associate)			
Date	Hours	Category	Description
Sat. Jun 1	5.0	Officer & Director Issues	KEIP Research
Mon. Jun 3	1.0	Sales Process	Compile Auction Schedules
Tue. Jun 4	1.0	Officer & Director Issues	Review and work on KEIP Supplemental Declaration
Tue. Jun 4	4.0	Officer & Director Issues	KEIP Research
Tue. Jun 4	1.0	Sales Process	Review and Maintain Potential Bidders List
Wed. Jun 5	3.0	Officer & Director Issues	Review and work on KEIP Supplemental Declaration
Fri. Jun 7	0.5	Sales Process	Provide Bidder Report to Company
Mon. Jun 10	0.5	Sales Process	Fulfilling Due Diligence Requests
Tue. Jun 11	0.5	Officer & Director Issues	Review and work on KEIP Exhibits
Wed. Jun 12	1.0	Sales Process	Meeting with potential bidders
Wed. Jun 12	1.5	General Case Administration	Interim Compensation Application
Wed. Jun 12	1.5	General Case Administration	Interim Compensation Application
Fri. Jun 14	0.5	Sales Process	Update call with Constiutents
Fri. Jun 14	0.5	Sales Process	Update call with Company
Mon. Jun 17	0.5	Sales Process	Review and Maintain Potential Bidders List
Tue. Jun 18	0.5	Sales Process	Update call with Constiutents
Tue. Jun 18	1.5	General Case Administration	Interim Compensation Application
Tue. Jun 18	0.5	Sales Process	Call with potential bidders
Tue. Jun 18	1.0	Sales Process	Fulfilling Due Diligence Requests
Wed. Jun 19	0.5	Sales Process	Call to set up escrow accounts
Wed. Jun 19	1.0	General Case Administration	Interim Compensation Application
Thu. Jun 20	0.5	General Case Administration	Interim Compensation Application
Fri. Jun 21	0.5	Sales Process	Update call with Company
Fri. Jun 21	0.5	Sales Process	Call with potential bidders
Fri. Jun 21	1.0	Sales Process	Fulfilling Due Diligence Requests
Sat. Jun 22	0.5	Sales Process	Fulfilling Due Diligence Requests
Mon. Jun 24	0.5	Sales Process	Fulfilling Due Diligence Requests
Tue. Jun 25	0.5	Sales Process	Call regarding Exec Contracts
Tue. Jun 25	1.0	Sales Process	Call with potential bidders
Tue. Jun 25	0.5	Sales Process	Update call with Constiutents
Tue. Jun 25	0.5	Sales Process	Fulfilling Due Diligence Requests
Wed. Jun 26	1.0	Sales Process	Call with potential bidders
Wed. Jun 26	0.5	Sales Process	Call with potential bidders
Wed. Jun 26	0.5	Sales Process	Fulfilling Due Diligence Requests
Thu. Jun 27	1.0	Sales Process	Fulfilling Due Diligence Requests
Fri. Jun 28	0.5	Sales Process	Update call with Company
Fri. Jun 28	0.5	Sales Process	Call with potential bidders
<b>Total</b>	<b>37.0</b>		



**ATARI  
HOURS SUMMARY**

Reid Spearin (Associate)			
Date	Hours	Category	Description
Thu. Jun 13	3.0	Sales Process	Facilitating due diligence request
Fri. Jun 14	3.0	Sales Process	Facilitating due diligence request
Mon. Jun 17	1.5	Sales Process	Bidders outreach
Tue. Jun 18	2.0	Sales Process	Facilitating due diligence request
Tue. Jun 18	0.5	Business & Financial	Update call with Duff & Phelps
Tue. Jun 18	1.0	General Case Administration	Interim Compensation Application
Wed. Jun 19	2.0	Sales Process	Bidders outreach
Wed. Jun 19	1.0	General Case Administration	Interim Compensation Application
Thu. Jun 20	2.0	Sales Process	Facilitating due diligence request
Thu. Jun 20	1.0	General Case Administration	Interim Compensation Application
Fri. Jun 21	2.0	Sales Process	Facilitating due diligence request
Fri. Jun 21	0.5	Sales Process	Bidders outreach
Mon. Jun 24	2.0	Sales Process	Facilitating due diligence request
Mon. Jun 24	1.5	Sales Process	Bidders outreach
Tue. Jun 25	4.0	Sales Process	Bidders outreach
Tue. Jun 25	0.5	Business & Financial	Update call with Duff & Phelps
Wed. Jun 26	2.0	Sales Process	Facilitating due diligence request
Wed. Jun 26	1.5	Sales Process	Bidders outreach
Thu. Jun 27	3.0	Sales Process	Facilitating due diligence request
Thu. Jun 27	3.0	Sales Process	Bidders outreach
Fri. Jun 28	2.0	Sales Process	Facilitating due diligence request
Fri. Jun 28	2.0	Sales Process	Bidders outreach
<b>Total</b>	<b>41.0</b>		

**ATARI  
HOURS SUMMARY**

Tom Han (Analyst)			
Date	Hours	Category	Description
Sat. Jun 1	4.0	Officer & Director Issues	KEIP Research
Mon. Jun 3	2.0	Sales Process	Facilitating due diligence request
Tue. Jun 4	3.0	Officer & Director Issues	Work on KEIP Supplemental Declaration
Tue. Jun 4	3.0	Officer & Director Issues	KEIP Research
Tue. Jun 4	1.0	Sales Process	Facilitating due diligence request
Wed. Jun 5	2.5	Officer & Director Issues	KEIP Research
Fri. Jun 7	1.0	Sales Process	Facilitating due diligence request
Mon. Jun 10	1.0	Sales Process	Facilitating due diligence request
Tue. Jun 11	2.0	Officer & Director Issues	KEIP Research
Wed. Jun 12	3.0	Sales Process	Facilitating due diligence request
Wed. Jun 12	1.0	General Case Administration	Interim Compensation Application
Wed. Jun 12	1.0	General Case Administration	Interim Compensation Application
Fri. Jun 14	2.0	Sales Process	Facilitating due diligence request
Fri. Jun 14	0.5	Sales Process	Update call with Company
Mon. Jun 17	1.0	Sales Process	Facilitating due diligence request
Tue. Jun 18	0.5	Sales Process	Update call with Constiutents
Tue. Jun 18	1.0	General Case Administration	Interim Compensation Application
Tue. Jun 18	3.0	Sales Process	Bidder outreach
Tue. Jun 18	2.0	Sales Process	Facilitating due diligence request
Wed. Jun 19	2.0	Sales Process	Bidder outreach
Wed. Jun 19	1.0	General Case Administration	Interim Compensation Application
Thu. Jun 20	1.0	General Case Administration	Interim Compensation Application
Fri. Jun 21	0.5	Sales Process	Update call with Company
Fri. Jun 21	2.0	Sales Process	Bidder outreach
Fri. Jun 21	1.0	Sales Process	Facilitating due diligence request
<b>Total</b>	<b>42.0</b>		

**ATARI  
HOURS SUMMARY**

<b>Joanne Wu (Analyst)</b>			
<b>Date</b>	<b>Hours</b>	<b>Category</b>	<b>Description</b>
Sat. Jun 1	6.0	Officer & Director Issues	KEIP Research
Mon. Jun 3	1.0	Sales Process	Compile Auction Schedules
Tue. Jun 4	4.0	Officer & Director Issues	Work on KEIP Supplemental Declaration
Tue. Jun 4	2.0	Sales Process	Maintain Potential Bidders List
Wed. Jun 5	2.0	Officer & Director Issues	Work on KEIP Supplemental Declaration
Fri. Jun 7	0.5	Sales Process	Provide Bidder Report to Company
Mon. Jun 10	1.0	Sales Process	Process NDAs
Tue. Jun 11	0.5	Officer & Director Issues	Work on KEIP Exhibits
Tue. Jun 11	2.0	Sales Process	Facilitating due diligence request
Wed. Jun 12	1.0	Sales Process	Bidders outreach
Wed. Jun 12	2.0	General Case Administration	Interim Compensation Application
Fri. Jun 14	2.0	Sales Process	Facilitating due diligence request
Fri. Jun 14	2.0	Sales Process	Process NDAs
Mon. Jun 17	2.0	Sales Process	Maintain Potential Bidders List
Tue. Jun 18	0.5	Business & Financial	Update call with Duff & Phelps
Tue. Jun 18	2.0	General Case Administration	Interim Compensation Application
Tue. Jun 18	1.0	Sales Process	Facilitating due diligence request
Tue. Jun 18	1.0	Sales Process	Process NDAs
Wed. Jun 19	0.5	Sales Process	Call to set up escrow accounts
Wed. Jun 19	2.0	General Case Administration	Interim Compensation Application
Thu. Jun 20	1.0	General Case Administration	Interim Compensation Application
Fri. Jun 21	0.5	Sales Process	Update call with Company
Fri. Jun 21	0.5	Sales Process	Process NDAs
Fri. Jun 21	1.0	Sales Process	Facilitating due diligence request
Sat. Jun 22	1.0	Sales Process	Facilitating due diligence request
Mon. Jun 24	2.0	Sales Process	Facilitating due diligence request
Tue. Jun 25	1.0	Sales Process	Call regarding Exec Contracts
Tue. Jun 25	1.0	Sales Process	Process NDAs
Tue. Jun 25	0.5	Business & Financial	Update call with Duff & Phelps
Tue. Jun 25	2.0	Sales Process	Facilitating due diligence request
Wed. Jun 26	1.0	Sales Process	Process NDAs
Wed. Jun 26	0.5	Sales Process	Bidders outreach
Wed. Jun 26	1.0	Sales Process	Facilitating due diligence request
Thu. Jun 27	1.0	Sales Process	Facilitating due diligence request
Fri. Jun 28	0.5	Sales Process	Update call with Company
Fri. Jun 28	2.0	Sales Process	Bidders outreach
<b>Total</b>	<b>51.5</b>		