

DUFF & PHELPS SECURITIES, LLC
 Brent C. Williams
 55 E. 52nd Street, 31st 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.,¹ : 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 JULY 1, 2013 THROUGH JULY 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:	July 1, 2013 – July 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:	\$ 1,421.13
Amount of payment sought:	\$41,421.13

¹ The Debtors are Atari, Inc., Atari Interactive, Inc., Humongous, Inc., and California U.S. Holdings, Inc.

This statement is the fifth 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 July 1, 2013 through July 31, 2013 (the “Fee Period”); and (b) reimbursement of actual and necessary costs and expenses in the amount of \$1,421.13 incurred by D&P during the Fee Period in connection with these cases.²

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, 49th Floor, New York, New York 10020, Attn: Robert G. Burns, Esq.; and (iv) the

² 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 \$1,421.13, for a total amount for the Fee Period of \$51,421.13 (of which applicant seeks payment in the amount of \$41,421.13 which equals 80% of the requested compensation and 100% of the requested reimbursement of actual and necessary costs and expenses).

Dated: August 20, 2013
New York, New York

DUFF & PHELPS SECURITIES, LLC



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EXHIBIT A

Atari, Inc.
Duff & Phelps Securities, LLC
[Summary of Hours for the Period 7/1/13 through 7/31/13](#)

Summary of Hours for the Period 7/1/13 through 7/31/13

July-13

Professional	Title	Hours
Brent Williams	Managing Director	4.5
Alice Chong	Associate	50.5
Ray Peng	Analyst	50.0
Total		105.0

Atari, Inc.

Duff & Phelps Securities, LLC

Summary of Hours for the Period 7/1/13 through 7/31/13

Brent Williams, Managing Director

Date	Description	Hours
7/1/13	Internal correspondence (email/calls) on Case issues and related analysis	0.5
7/2/13	Internal correspondence (email/calls) on Case issues and related analysis	0.5
7/10/13	Internal correspondence (email/calls) on Case issues and related analysis	0.5
7/11/13	Correspondence and/or Discussion with Case Professionals	0.5
7/11/13	Reviewed and analyzed due diligence items	0.5
7/11/13	Internal correspondence (email/calls) on Case issues and related analysis	0.5
7/22/13	Prepared/reviewed presentation for UCC	0.5
7/22/13	Preparation/Call with UCC and/or Counsel	0.5
7/29/13	Internal correspondence (email/calls) on Case issues and related analysis	0.5
July 1, 2013 through July 31, 2013		4.5

Atari, Inc.

Duff & Phelps Securities, LLC

Summary of Hours for the Period 7/1/13 through 7/31/13

Alice Chong, Associate

Date	Description	Hours
7/1/13	Reviewed and analyzed due diligence items	5.5
7/1/13	Internal correspondence (email/calls) on Case issues and related analysis	0.5
7/2/13	Reviewed and analyzed due diligence items	6.0
7/2/13	Correspondence and/or Discussion with Case Professionals	1.0
7/2/13	Internal correspondence (email/calls) on Case issues and related analysis	0.5
7/3/13	Reviewed and analyzed due diligence items	5.5
7/3/13	Correspondence and/or Discussion with Case Professionals	1.0
7/8/13	Reviewed and analyzed due diligence items	6.0
7/8/13	Correspondence and/or Discussion with Case Professionals	0.5
7/9/13	Reviewed and analyzed due diligence items	4.0
7/10/13	Correspondence and/or Discussion with Case Professionals	1.5
7/10/13	Reviewed and analyzed due diligence items	3.0
7/10/13	Internal correspondence (email/calls) on Case issues and related analysis	1.0
7/11/13	Correspondence and/or Discussion with Case Professionals	1.0
7/11/13	Reviewed and analyzed due diligence items	6.0
7/12/13	Internal correspondence (email/calls) on Case issues and related analysis	0.5
7/18/13	Correspondence and/or Discussion with Case Professionals	0.5
7/18/13	Internal correspondence (email/calls) on Case issues and related analysis	0.5
7/20/13	Prepared/reviewed fee application	0.5
7/22/13	Prepared/reviewed presentation for UCC	1.5
7/22/13	Preparation/Call with UCC and/or Counsel	1.0
7/23/13	Reviewed and analyzed due diligence items	0.5
7/23/13	Internal correspondence (email/calls) on Case issues and related analysis	0.5
7/24/13	Internal correspondence (email/calls) on Case issues and related analysis	0.5
7/24/13	Internal correspondence (email/calls) on Case issues and related analysis	0.5
7/26/13	Reviewed and analyzed due diligence items	1.0
July 1, 2013 through July 31, 2013		50.5

Atari, Inc.

Duff & Phelps Securities, LLC

Summary of Hours for the Period 7/1/13 through 7/31/13

Ray Peng, Analyst

Date	Description	Hours
7/1/13	Reviewed and analyzed due diligence items	1.5
7/1/13	Internal correspondence (email/calls) on Case issues and related analysis	0.5
7/2/13	Reviewed and analyzed due diligence items	2.0
7/2/13	Correspondence and/or Discussion with Case Professionals	0.5
7/2/13	Internal correspondence (email/calls) on Case issues and related analysis	0.5
7/3/13	Reviewed and analyzed due diligence items	2.0
7/9/13	Reviewed and analyzed due diligence items	1.0
7/10/13	Reviewed and analyzed due diligence items	2.0
7/10/13	Internal correspondence (email/calls) on Case issues and related analysis	1.0
7/11/13	Reviewed and analyzed due diligence items	2.0
7/11/13	Internal correspondence (email/calls) on Case issues and related analysis	1.0
7/17/13	Attended Debtors' asset auction	5.0
7/18/13	Attended Debtors' asset auction	8.0
7/18/13	Internal correspondence (email/calls) on Case issues and related analysis	0.5
7/19/13	Prepared/reviewed analysis	2.5
7/22/13	Prepared/reviewed analysis	3.5
7/22/13	Prepared/reviewed presentation for UCC	2.0
7/22/13	Preparation/Call with UCC and/or Counsel	1.0
7/23/13	Prepared time entries	2.0
7/23/13	Prepared/reviewed analysis	3.0
7/23/13	Internal correspondence (email/calls) on Case issues and related analysis	1.0
7/23/13	Reviewed and analyzed due diligence items	1.5
7/24/13	Reviewed and analyzed due diligence items	2.0
7/24/13	Correspondence and/or Discussion with Case Professionals	1.0
7/30/13	Reviewed and analyzed due diligence items	2.5
7/31/13	Internal correspondence (email/calls) on Case issues and related analysis	0.5
July 1, 2013 through July 31, 2013		50.0

EXHIBIT B

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

EXPENSE DETAIL LOCATED ON THE FOLLOWING PAGE(S)

July 2013	
Category	Amount
Business Meals	399.33
Parking / Transportation	243.00
Professional Services	778.80
Total	\$ 1,421.13

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

July 2013	
Category	Amount
Business Meals	399.33
Parking / Transportation	243.00
Professional Services	778.80
Total	\$ 1,421.13

Meals Detail

Professional	Date	Description	Amount
Chong, Alice	06/13/13	Late Night Working Dinner - One Professional	\$ 25.00
Chong, Alice	06/14/13	Late Night Working Dinner - One Professional	\$ 25.00
Chong, Alice	06/15/13	Late Night Working Dinner - One Professional	\$ 25.00
Chong, Alice	06/15/13	Late Night Working Dinner - One Professional	\$ 15.00
Chong, Alice	06/18/13	Late Night Working Dinner - One Professional	\$ 25.00
Chong, Alice	06/20/13	Late Night Working Dinner - One Professional	\$ 25.00
Chong, Alice	06/21/13	Weekend Working Lunch - One Professional	\$ 25.00
Chong, Alice	06/26/13	Weekend Working Dinner - One Professional	\$ 25.00
Chong, Alice	07/02/13	Late Night Working Dinner - One Professional	\$ 25.00
Chong, Alice	07/08/13	Late Night Working Dinner - One Professional	\$ 25.00
Peng, Ray	07/18/13	Late Night Working Dinner - One Professional	\$ 24.50
Professional	07/03/13	Late Night Working Dinner - One Professional	\$ 24.73
Professional	07/03/13	Late Night Working Dinner - One Professional	\$ 25.80
Professional	07/17/13	Late Night Working Dinner - One Professional	\$ 24.67
Professional	07/17/13	Late Night Working Dinner - One Professional	\$ 24.90
Professional	07/29/13	Late Night Working Dinner - One Professional	\$ 23.03
Professional	07/31/13	Late Night Working Dinner - One Professional	\$ 11.70
			<u>\$ 399.33</u>

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

Professional	Date	Description	Amount
Chong, Alice	06/13/13	Late Night NYC Taxi from Office to Home	\$ 20.00
Chong, Alice	06/14/13	Late Night NYC Taxi from Office to Home	20.00
Chong, Alice	06/15/13	Late Night NYC Taxi from Office to Home	20.00
Chong, Alice	06/15/13	Weekend Taxi from Home to Office	20.00
Chong, Alice	06/18/13	Late Night NYC Taxi from Office to Home	20.00
Chong, Alice	06/20/13	Late Night NYC Taxi from Office to Home	20.00
Chong, Alice	06/21/13	Late Night NYC Taxi from Office to Home	20.00
Chong, Alice	06/26/13	Late Night NYC Taxi from Office to Home	20.00
Chong, Alice	07/02/13	Late Night NYC Taxi from Office to Home	20.00
Chong, Alice	07/08/13	Late Night NYC Taxi from Office to Home	20.00
Peng, Ray	07/17/13	Taxi from Bankruptcy Auction	18.00
Peng, Ray	07/20/13	Weekend Taxi from Office to Home	25.00
			<u>\$ 243.00</u>

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

Professional	Date	Description	Amount
Miller, Erica	7/1/13 - 7/31/13	Processing of Retention / Fee Application	\$ 778.80
			<u>\$ 778.80</u>

Duff & Phelps Securities, LLC

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

Period from July 1, 2013 through July 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-Jul-13	Reviewed docket. Worked on June.	0.70	\$ 118.00	\$ 82.60
2-Jul-13	Worked on June statement.	0.50	\$ 118.00	\$ 59.00
3-Jul-13	Reviewed case docket.	0.30	\$ 118.00	\$ 35.40
8-Jul-13	Reviewed case docket.	0.30	\$ 118.00	\$ 35.40
9-Jul-13	Worked on June. Reviewed docket.	0.60	\$ 118.00	\$ 70.80
10-Jul-13	Worked on June.	0.50	\$ 118.00	\$ 59.00
22-Jul-13	Worked on June statement. Emails/ phone calls re: same.	1.50	\$ 118.00	\$ 177.00
23-Jul-13	Finalized and sent June statement.	1.00	\$ 118.00	\$ 118.00
25-Jul-13	Reviewed docket. Emails re: status.	0.40	\$ 118.00	\$ 47.20
31-Jul-13	Reviewed case docket. Prepared schedule. Emails re: same.	0.80	\$ 118.00	\$ 94.40
Total July Hours		6.60		\$ 778.80