

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

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

**SIXTH 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 JULY 1, 2013 THROUGH JULY 31, 2013**

| | |
|---|---|
| Name of Applicant: | Perella Weinberg Partners LP |
| Name of Client: | Atari, Inc., <i>et al.</i> |
| Date of Retention Order: | February 15, 2013 (effective <i>nunc pro tunc</i> to January 31, 2013) |
| Period Covered: | July 1, 2013 through July 31, 2013 |
| Amount of Professional Fees Sought as Actual, Reasonable, and Necessary: | \$80,000 |
| Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary: | \$450 |
| This is Applicant's: | Sixth Monthly Fee Statement |

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

¹ 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 \$450 incurred by PWP during the period July 1, 2013 through July 31, 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, 21st 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 \$450.

Dated: August 21, 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

| Name of Professional | Title | Hours Spent |
|-----------------------------|-------------------|--------------------|
| Joshua Scherer | Partner | 21.5 |
| Adam Verost | Managing Director | 37.0 |
| William Glass | Associate | 14.5 |
| Reid Spearin | Associate | 78.0 |
| Joanne Wu | Analyst | 26.5 |
| Total Hours | | 177.5 |

JULY EXPENSE SUMMARY

| Expense Category | Total |
|----------------------------|--------------|
| Meals & Entertainment | \$110 |
| Taxi/Bus/Other | 210 |
| Office Expense | 130 |
| Total Disbursements | \$450 |

EXHIBIT B

ATARI

HOURS SUMMARY

| July 1, 2013 - July 31, 2013 | | | | | | |
|------------------------------|-------------|-------------|-------------|-------------|-------------|--------------|
| Days | J. Scherer | A. Verost | W. Glass | R. Spearin | J. Wu | Total |
| July 1, 2013 | - | 1.0 | - | - | - | 1.0 |
| July 2, 2013 | 0.5 | 1.5 | 0.5 | 3.5 | 0.5 | 6.5 |
| July 3, 2013 | - | 1.0 | 0.5 | 3.0 | - | 4.5 |
| July 4, 2013 | 0.5 | 1.5 | 0.5 | 2.5 | 0.5 | 5.5 |
| July 5, 2013 | - | 1.0 | - | 4.0 | 4.0 | 9.0 |
| July 6, 2013 | - | 1.0 | - | 0.5 | - | 1.5 |
| July 7, 2013 | - | - | - | - | - | - |
| July 8, 2013 | - | 2.5 | 1.0 | 4.0 | - | 7.5 |
| July 9, 2013 | - | - | - | 3.0 | - | 3.0 |
| July 10, 2013 | 1.0 | 1.5 | 1.0 | 4.0 | 3.0 | 10.5 |
| July 11, 2013 | 1.0 | 1.5 | - | 4.0 | 1.0 | 7.5 |
| July 12, 2013 | 1.0 | 1.0 | 1.0 | 3.0 | 1.0 | 7.0 |
| July 13, 2013 | - | - | - | - | - | - |
| July 14, 2013 | - | - | - | - | - | - |
| July 15, 2013 | - | - | - | 4.0 | - | 4.0 |
| July 16, 2013 | 1.0 | 0.5 | 1.0 | 4.0 | 1.0 | 7.5 |
| July 17, 2013 | 6.0 | 8.0 | 3.0 | 8.0 | 3.0 | 28.0 |
| July 18, 2013 | 6.0 | 5.0 | - | 8.0 | - | 19.0 |
| July 19, 2013 | 1.0 | 1.0 | 1.0 | 5.0 | 1.0 | 9.0 |
| July 20, 2013 | - | - | - | - | - | - |
| July 21, 2013 | - | 2.0 | - | - | - | 2.0 |
| July 22, 2013 | 1.0 | 1.0 | 1.0 | 4.0 | 2.0 | 9.0 |
| July 23, 2013 | 0.5 | 1.0 | 1.0 | 4.5 | 2.5 | 9.5 |
| July 24, 2013 | - | 1.0 | 0.5 | 2.0 | 2.0 | 5.5 |
| July 25, 2013 | 0.5 | 1.0 | 0.5 | 2.5 | 2.5 | 7.0 |
| July 26, 2013 | 1.5 | 3.0 | 2.0 | 2.5 | 2.5 | 11.5 |
| July 27, 2013 | - | - | - | - | - | - |
| July 28, 2013 | - | - | - | - | - | - |
| July 29, 2013 | - | - | - | 1.0 | - | 1.0 |
| July 30, 2013 | - | - | - | 1.0 | - | 1.0 |
| July 31, 2013 | - | - | - | - | - | - |
| Total | 21.5 | 37.0 | 14.5 | 78.0 | 26.5 | 177.5 |
| General Case Administration | 9.5 | 13.0 | 9.5 | 11.5 | 9.5 | 53.0 |
| Officer & Director Issues | - | - | - | - | - | - |
| Travel | - | - | - | - | - | - |
| Sales Process | 12.0 | 24.0 | 5.0 | 66.5 | 17.0 | 124.5 |
| Financial Modeling | - | - | - | - | - | - |
| Business & Financial | - | - | - | - | - | - |
| Total | 21.5 | 37.0 | 14.5 | 78.0 | 26.5 | 177.5 |

ATARI

HOURS SUMMARY

| Joshua Scherer (Partner) | | | |
|--------------------------|-------------|-----------------------------|-------------------------------------|
| Date | Hours | Category | Description |
| Tue. Jul 2 | 0.5 | General Case Administration | Update call with Consulting Parties |
| Thu. Jul 4 | 0.5 | General Case Administration | Update call with Consulting Parties |
| Wed. Jul 10 | 1.0 | General Case Administration | Update call with Consulting Parties |
| Thu. Jul 11 | 1.0 | General Case Administration | Update call with Consulting Parties |
| Fri. Jul 12 | 1.0 | General Case Administration | Update call with Consulting Parties |
| Tue. Jul 16 | 1.0 | General Case Administration | Update call with Consulting Parties |
| Wed. Jul 17 | 6.0 | Sales Process | Auctions |
| Thu. Jul 18 | 6.0 | Sales Process | Auctions |
| Fri. Jul 19 | 1.0 | General Case Administration | Update call with Consulting Parties |
| Mon. Jul 22 | 1.0 | General Case Administration | Update call with Consulting Parties |
| Tue. Jul 23 | 0.5 | General Case Administration | Update call with Consulting Parties |
| Thu. Jul 25 | 0.5 | General Case Administration | Update call with Consulting Parties |
| Fri. Jul 26 | 1.5 | General Case Administration | Update call with Consulting Parties |
| Total | 21.5 | | |

ATARI

HOURS SUMMARY

| Adam Verost (Managing Director) | | | |
|---------------------------------|-------------|-----------------------------|--|
| Date | Hours | Category | Description |
| Mon. Jul 1 | 1.0 | General Case Administration | Email / phone correspondence with Consulting Parties |
| Tue. Jul 2 | 1.0 | General Case Administration | Email / phone correspondence with Consulting Parties |
| Tue. Jul 2 | 0.5 | Sales Process | Call with potential buyer |
| Wed. Jul 3 | 1.0 | General Case Administration | Email / phone correspondence with Consulting Parties |
| Thu. Jul 4 | 1.0 | General Case Administration | Email / phone correspondence with Consulting Parties |
| Thu. Jul 4 | 0.5 | General Case Administration | Call with Atari SA |
| Fri. Jul 5 | 1.0 | General Case Administration | Email / phone correspondence with Consulting Parties |
| Sat. Jul 6 | 1.0 | Sales Process | Call with potential buyer |
| Mon. Jul 8 | 1.0 | General Case Administration | Email / phone correspondence with Consulting Parties |
| Mon. Jul 8 | 0.5 | General Case Administration | Internal meeting regarding auction |
| Mon. Jul 8 | 0.5 | General Case Administration | Call with Akin |
| Mon. Jul 8 | 0.5 | Sales Process | Call with potential bidder |
| Wed. Jul 10 | 0.5 | Sales Process | Call with management regarding auction |
| Wed. Jul 10 | 1.0 | Sales Process | Call with Akin |
| Thu. Jul 11 | 0.5 | Sales Process | Update call with Company |
| Thu. Jul 11 | 0.5 | Sales Process | Call with potential bidder |
| Thu. Jul 11 | 0.5 | Sales Process | Update call with Duff & Phelps |
| Fri. Jul 12 | 0.5 | Sales Process | Call with Akin |
| Fri. Jul 12 | 0.5 | Sales Process | Call with committee professionals |
| Tue. Jul 16 | 0.5 | General Case Administration | Internal meeting regarding auction |
| Wed. Jul 17 | 8.0 | Sales Process | Auctions |
| Thu. Jul 18 | 5.0 | Sales Process | Auctions |
| Fri. Jul 19 | 1.0 | Sales Process | Call with Management regarding auction |
| Sun. Jul 21 | 2.0 | General Case Administration | Atari Board call preparation |
| Mon. Jul 22 | 1.0 | General Case Administration | Atari Board call |
| Tue. Jul 23 | 1.0 | Sales Process | Call with various potential bidder |
| Wed. Jul 24 | 1.0 | Sales Process | Call with various potential bidder |
| Thu. Jul 25 | 1.0 | Sales Process | Call with various potential bidder |
| Fri. Jul 26 | 1.0 | Sales Process | Call with various potential bidder |
| Fri. Jul 26 | 0.5 | General Case Administration | Calls with Akin |
| Fri. Jul 26 | 0.5 | General Case Administration | Call with Atari SA |
| Fri. Jul 26 | 1.0 | General Case Administration | Calls with Consulting Parties |
| Total | 37.0 | | |

ATARI
HOURS SUMMARY

| William Glass (Associate) | | | |
|---------------------------|-------------|-----------------------------|---|
| Date | Hours | Category | Description |
| Tue. Jul 2 | 0.5 | General Case Administration | Update call with Consulting Parties |
| Wed. Jul 3 | 0.5 | General Case Administration | Call with Constituents |
| Thu. Jul 4 | 0.5 | General Case Administration | Call with Constituents |
| Mon. Jul 8 | 0.5 | General Case Administration | Internal Organization Meeting |
| Mon. Jul 8 | 0.5 | Sales Process | Call with Potential Bidders |
| Wed. Jul 10 | 1.0 | General Case Administration | Update call with Consulting Parties |
| Fri. Jul 12 | 1.0 | General Case Administration | Update call with Consulting Parties |
| Tue. Jul 16 | 1.0 | General Case Administration | Update call with Consulting Parties |
| Wed. Jul 17 | 3.0 | Sales Process | Auctions |
| Fri. Jul 19 | 1.0 | General Case Administration | Update call with Consulting Parties |
| Mon. Jul 22 | 1.0 | General Case Administration | Update call with Consulting Parties |
| Tue. Jul 23 | 0.5 | General Case Administration | Update call with Consulting Parties |
| Tue. Jul 23 | 0.5 | Sales Process | Facilitating due diligence request & bidders outreach |
| Wed. Jul 24 | 0.5 | Sales Process | Facilitating due diligence request & bidders outreach |
| Thu. Jul 25 | 0.5 | General Case Administration | Update call with Consulting Parties |
| Fri. Jul 26 | 1.5 | General Case Administration | Update call with Consulting Parties |
| Fri. Jul 26 | 0.5 | Sales Process | Facilitating due diligence request & bidders outreach |
| Total | 14.5 | | |

ATARI

HOURS SUMMARY

| Reid Spearin (Associate) | | | |
|--------------------------|-------------|-----------------------------|---|
| Date | Hours | Category | Description |
| Tue. Jul 2 | 0.5 | General Case Administration | Update call with Consulting Parties |
| Tue. Jul 2 | 3.0 | Sales Process | Facilitating due diligence request & bidders outreach |
| Wed. Jul 3 | 3.0 | Sales Process | Facilitating due diligence request & bidders outreach |
| Thu. Jul 4 | 0.5 | General Case Administration | Update call with Consulting Parties |
| Thu. Jul 4 | 2.0 | Sales Process | Facilitating due diligence request & bidders outreach |
| Fri. Jul 5 | 4.0 | Sales Process | Facilitating due diligence request & bidders outreach |
| Sat. Jul 6 | 0.5 | Sales Process | Bidders outreach |
| Mon. Jul 8 | 4.0 | Sales Process | Facilitating due diligence request & bidders outreach |
| Tue. Jul 9 | 3.0 | Sales Process | Facilitating due diligence request & bidders outreach |
| Wed. Jul 10 | 1.0 | General Case Administration | Update call with Consulting Parties |
| Wed. Jul 10 | 3.0 | Sales Process | Facilitating due diligence request |
| Thu. Jul 11 | 1.0 | General Case Administration | Update call with Consulting Parties |
| Thu. Jul 11 | 3.0 | Sales Process | Bidders outreach |
| Fri. Jul 12 | 1.0 | General Case Administration | Update call with Consulting Parties |
| Fri. Jul 12 | 2.0 | Sales Process | Facilitating due diligence request & bidders outreach |
| Mon. Jul 15 | 4.0 | Sales Process | Facilitating due diligence request & bidders outreach |
| Tue. Jul 16 | 1.0 | General Case Administration | Update call with Consulting Parties |
| Tue. Jul 16 | 3.0 | Sales Process | Facilitating due diligence request & bidders outreach |
| Wed. Jul 17 | 8.0 | Sales Process | Auctions |
| Thu. Jul 18 | 8.0 | Sales Process | Auctions |
| Fri. Jul 19 | 4.0 | Sales Process | Facilitating due diligence request & bidders outreach |
| Fri. Jul 19 | 1.0 | General Case Administration | Update call with Consulting Parties |
| Mon. Jul 22 | 1.0 | General Case Administration | Update call with Consulting Parties |
| Mon. Jul 22 | 3.0 | Sales Process | Facilitating due diligence request & bidders outreach |
| Tue. Jul 23 | 0.5 | General Case Administration | Update call with Consulting Parties |
| Tue. Jul 23 | 4.0 | Sales Process | Facilitating due diligence request & bidders outreach |
| Wed. Jul 24 | 2.0 | Sales Process | Facilitating due diligence request & bidders outreach |
| Thu. Jul 25 | 0.5 | General Case Administration | Update call with Consulting Parties |
| Thu. Jul 25 | 2.0 | Sales Process | Facilitating due diligence request & bidders outreach |
| Fri. Jul 26 | 1.5 | General Case Administration | Update call with Consulting Parties |
| Fri. Jul 26 | 1.0 | Sales Process | Facilitating due diligence request & bidders outreach |
| Mon. Jul 29 | 1.0 | General Case Administration | Calls & emails |
| Tue. Jul 30 | 1.0 | General Case Administration | Calls & emails |
| Total | 78.0 | | |

ATARI
HOURS SUMMARY

| Joanne Wu (Analyst) | | | |
|----------------------------|--------------|-----------------------------|---|
| Date | Hours | Category | Description |
| Tue. Jul 2 | 0.5 | General Case Administration | Update call with Consulting Parties |
| Thu. Jul 4 | 0.5 | General Case Administration | Update call with Consulting Parties |
| Fri. Jul 5 | 4.0 | Sales Process | Facilitating due diligence request & bidders outreach |
| Wed. Jul 10 | 1.0 | General Case Administration | Update call with Consulting Parties |
| Wed. Jul 10 | 2.0 | Sales Process | Facilitating due diligence request |
| Thu. Jul 11 | 1.0 | General Case Administration | Update call with Consulting Parties |
| Fri. Jul 12 | 1.0 | General Case Administration | Update call with Consulting Parties |
| Tue. Jul 16 | 1.0 | General Case Administration | Update call with Consulting Parties |
| Wed. Jul 17 | 3.0 | Sales Process | Auctions |
| Fri. Jul 19 | 1.0 | General Case Administration | Update call with Consulting Parties |
| Mon. Jul 22 | 1.0 | General Case Administration | Update call with Consulting Parties |
| Mon. Jul 22 | 1.0 | Sales Process | Facilitating due diligence request & bidders outreach |
| Tue. Jul 23 | 0.5 | General Case Administration | Update call with Consulting Parties |
| Tue. Jul 23 | 2.0 | Sales Process | Facilitating due diligence request & bidders outreach |
| Wed. Jul 24 | 2.0 | Sales Process | Facilitating due diligence request & bidders outreach |
| Thu. Jul 25 | 0.5 | General Case Administration | Update call with Consulting Parties |
| Thu. Jul 25 | 2.0 | Sales Process | Facilitating due diligence request & bidders outreach |
| Fri. Jul 26 | 1.5 | General Case Administration | Update call with Consulting Parties |
| Fri. Jul 26 | 1.0 | Sales Process | Facilitating due diligence request & bidders outreach |
| Total | 26.5 | | |