

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

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

**ORDER GRANTING APPLICATIONS FOR ALLOWANCE OF INTERIM
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Upon consideration of applications for allowance of interim compensation and reimbursement of expenses (the “*Applications*”) for professional services rendered and expenses incurred during the period commencing January 21, 2013 through April 30, 2013; and a hearing having been held before this Court to consider the Applications on August 20, 2013; and notice have been given pursuant to Federal Rules of Bankruptcy Procedure 2002(a)(7) and (c)(2); and due consideration having been given to any responses thereto; and sufficient cause having been shown therefor

IT IS HEREBY ORDERED THAT:

1. The Applications are GRANTED to the extent set forth herein and in **Schedule A**.
2. The objections of the Debtors and Alden Global Value Recovery Master Fund, L.P. (the “*Alden Objection*”) to the *Second Fee Statement of Cooley LLP for Compensation for Services and Reimbursement of Expenses as Attorneys for the Official Committee of Unsecured Creditors for the Period From March 1, 2013 Through March 31, 2013* [ECF No. 191] (“*Cooley’s Second Fee Statement*”) and the *Statement of Services Rendered and Expenses Incurred by Duff & Phelps Securities, LLC, Financial Advisors to the Official Committee of*

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

Unsecured Creditors for the Period of February 11, 2013 Through March 31, 2013 [ECF No. 192] (“*D&P’s First Fee Statement*”) shall be withdrawn without prejudice; *provided, however*, that to the extent the fees and expenses sought in Cooley’s Second Fee Statement and D&P’s First Fee Statement exceed the amounts allocated for such professionals in the Itemized Budget (as defined in the Alden Objection), those excess amounts, which aggregate to \$186,457.36, shall not be paid but shall be reserved by the Debtors until the final hearing on the Applications or such other date as agreed by the parties or ordered by the Court.

Dated: New York, New York
August 22, 2013

s/ James M. Peck
Honorable James M. Peck
United States Bankruptcy Judge

Schedule A

Case No.: 13-10176 (JMP)

Case Name: *In re Atari, Inc., et al.*

FIRST INTERIM PERIOD: JANUARY 21, 2013 THROUGH APRIL 30, 2013

APPLICANT	DATE/DOCKET NO. OF APPLICATION	INTERIM FEES REQUESTED	TOTAL FEES ALLOWED	TOTAL FEES TO BE PAID FOR CURRENT FEE PERIOD ¹	FEES TO BE PAID FROM PRIOR PERIOD(S)	TOTAL FEES TO BE PAID ²	INTERIM EXPENSES REQUESTED	EXPENSES TO BE PAID FOR CURRENT FEE PERIOD ³
Protiviti Inc.	June 20, 2013 [Docket No. 270]	\$410,258.00	\$410,258.00	\$84,050.00	\$0.00	\$84,050.00	\$33,034.95	\$0.00
Perella Weinberg Partners, LP	June 20, 2013 [Docket No. 271]	\$300,000.00	\$300,000.00	\$60,000.00	\$0.00	\$60,000.00	\$18,260.00	\$6,194.00
Akin Gump Strauss Hauer & Feld LLP	June 20, 2013 [Docket No. 272]	\$1,030,339.00	\$1,030,339.00	\$206,067.80	\$0.00	\$206,067.80	\$7,679.63	\$0.00
Cooley LLP	June 20, 2013 [Docket No. 266]	\$472,854.00	\$472,854.00	\$39,091.10	\$0.00	\$39,091.10	\$4,886.87	\$0.00
Duff & Phelps Securities, LLC	June 21, 2013 [Docket No. 275]	\$132,142.86	\$132,142.86	\$15,700.00	\$0.00	\$15,700.00	\$3,238.42	\$0.00

¹ Pursuant to the *Order Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* [ECF No. 81], each of Akin Gump Strauss Hauer & Feld LLP (“*Akin Gump*”) and Perella Weinberg Partners, LP (“*Perella*”) was paid 80% of its requested interim fees, and Protiviti Inc. (“*Protiviti*”) was paid 80% of its requested interim fees less a \$10,000.00 courtesy deduction (the “*Protiviti Discount*”) at the request of the Debtors. Each of Cooley LLP (“*Cooley*”) and Duff & Phelps Securities, LLC (“*D&P*”) was paid 80% of its requested interim fees less the amounts subject to the Alden Objection (the “*Disputed Fees*”). The following amounts represent (i) the balance of each of Akin Gump’s and Perella’s fees outstanding for the First Interim Fee Period, (ii) the balance of Protiviti’s fees outstanding for the First Interim Period adjusted to reflect the Protiviti Discount, and (iii) the respective balances of Cooley’s and D&P’s fees outstanding for the First Interim Period adjusted to reflect the Disputed Fees.

² Pursuant to the *Order Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* [ECF No. 81], each of Akin Gump Strauss Hauer & Feld LLP (“*Akin Gump*”) and Perella Weinberg Partners, LP (“*Perella*”) was paid 80% of its requested interim fees, and Protiviti Inc. (“*Protiviti*”) was paid 80% of its requested interim fees less a \$10,000.00 courtesy deduction (the “*Protiviti Discount*”) at the request of the Debtors. Each of Cooley LLP (“*Cooley*”) and Duff & Phelps Securities, LLC (“*D&P*”) was paid 80% of its requested interim fees less the amounts subject to the Alden Objection (the “*Disputed Fees*”). The following amounts represent (i) the balance of each of Akin Gump’s and Perella’s fees outstanding for the First Interim Fee Period, (ii) the balance of Protiviti’s fees outstanding for the First Interim Period adjusted to reflect the Protiviti Discount, and (iii) the respective balances of Cooley’s and D&P’s fees outstanding for the First Interim Period adjusted to reflect the Disputed Fees.

³ Pursuant to the *Order Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* [ECF No. 81], all Applicants except for Perella Weinberg Partners, LP, were reimbursed for 100% of their expenses incurred during the First Interim Period.

DATE ON WHICH ORDER WAS SIGNED: 8/22/2013

INITIALS: JMP, USBJ