

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)
)	(Jointly Administered)
Debtors.)	

**SIXTH MONTHLY FEE STATEMENT OF PROTIVITI INC.,
FINANCIAL ADVISOR TO THE DEBTORS AND DEBTORS-IN POSSESSION,
FOR THE PERIOD OF JULY 1, 2013 THROUGH JULY 31, 2013**

Name:	Protiviti Inc.
Authorized to Provide Professional Services to:	Atari Inc., <i>et al.</i>
Date of Order Authorizing Employment:	February 15, 2013
Period Covered by Monthly Statement:	July 1, 2013 through July 31, 2013
100% of Fees Invoiced to Atari Inc.:	\$73,305.10
80% of Fees Invoiced to Atari Inc.:	\$58,644.08
100% of Expenses Invoiced to Atari Inc.:	\$3,435.88
Total Hours Billed to Atari Inc.:	203.5 Hours
Name and Applicable Billing Rate of Each Professional Billing to Atari Inc.:	<u>See page 2</u>
Total Hours Billed and Amount of Billing for Each Professional Billing to Atari Inc.:	<u>See page 2</u>

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

1. Protiviti Inc. (“Protiviti”), financial advisor to the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), hereby submits this monthly fee statement (the “Monthly Statement”) for the period of July 1, 2013 through July 31, 2013 (the “Statement Period”) for payment of professional services rendered and reimbursement of expenses incurred during the Statement Period pursuant to the Court’s *Order Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* [Docket No. 81] (the “Fee Order”). In support of this Monthly Statement, Protiviti respectfully represents as follows:

A. Protiviti Inc.

2. In compliance with Paragraph 2(c) of the Fee Order, the table below lists the individuals and their respective titles who provided services to the Debtors during the Statement Period, their respective billing rates, and the aggregate hours expended by each individual:

<u>Individual</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u> [1]	<u>Value</u>
Davis, Guy A.	Managing Director	57.0	\$ 447.02	\$25,480.00
Koehler, Justin F.	Senior Manager	114.1	351.00	40,049.10
Stefanik, Jane M.	Manager	32.4	240.00	7,776.00
		<u>203.50</u>	<u>\$ 360.22</u>	<u>\$73,305.10</u>

[1] Average hourly rate. Includes non-chargeable travel time.

3. The following itemization breaks down the services rendered to the Debtors by Protiviti by category as follows:

Code	Description	Hours
441	Asset Disposition	22.1
443	Case Administration	0.4
444	Claims Administration	35.4
446	Prepare Fee/Employment Applications	2.7
448	Financing	13.0
451	Plan and Disclosure	86.0
472	Monthly Operating Reports/Trustee Accounting	32.4
591	Client Non Billable	11.5
		<u>203.5</u>

4. In further compliance with Paragraph 2(c) of the Fee Order, attached hereto as Exhibit A is a reasonably detailed breakdown of the disbursements incurred by Protiviti during the Statement Period when rendering services to the Debtors, and contemporaneously maintained time entries for each individual who rendered services to the Debtors in increments of tenths of an hour during the Statement Period.

5. By this Monthly Statement, Protiviti respectfully requests payment in accordance with Paragraph 2(e) of the Fee Order of eighty percent (80%) of the fees incurred when rendering services to the Debtors, \$58,644.08, and reimbursement of one hundred percent (100%) of the expenses incurred when rendering services to the Debtors, \$3,435.88, as identified in this Monthly Statement.²

² Protiviti reserves the right to amend the amounts requested in the event that a subsequent review of Protiviti's records reveals that additional professional services were rendered and/or expenses were incurred on behalf of the Debtors during the Statement Period which were not processed in advance of preparation of the Monthly Statement. In the event that such amendments are required, Protiviti reserves the right to serve a supplement to this Monthly Statement and/or seek additional fees and expenses in any fee applications subsequently filed with the Court.

Dated: August 23, 2013
Richmond, Virginia

PROTIVITI INC.

/s/ Guy A. Davis

Guy A. Davis
1051 East Cary Street, Suite 602
Richmond, Virginia 23219
(804) 644-7000

*Financial Advisor for Debtors and
Debtors-in-Possession*

Exhibit A

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Protiviti Inc.

1051 E. Cary Street
Suite 602
Richmond, VA 23219
Tax ID # 04-3661951

REMITTANCE PAGE

Atari Inc.
475 Park Avenue South, 12th Floor
New York, NY 10016

August 20, 2013
Invoice No. 9419
Our File No. R13001
Billing Through: 7/31/13

REGARDING Atari Inc.

TOTAL FEES	73,305.10
TOTAL DISBURSEMENTS	3,435.88
TOTAL CHARGES FOR THIS BILL	<u>76,740.98</u>

Protiviti Inc.
1051 E. Cary Street
Suite 602
Richmond, VA 23219
Tax ID # 04-3661951

Atari Inc.
475 Park Avenue South, 12th Floor
New York, NY 10016

August 20, 2013
Invoice No. 9419
Our File No. R13001
Billing Through: 7/31/13

REGARDING Atari Inc.

FOR PROFESSIONAL SERVICES RENDERED

<u>Date</u>	<u>Individual</u>	<u>Procedure</u>	<u>Hours</u>
Task: 441		B - Asset Disposition	
7/9/13	GAD	Prepare for Auction (1.3). Review bid evaluation template (1.2).	2.50
7/9/13	GAD	Call client re Auction and committee report.	0.50
7/9/13	GAD	Call Allison Chung re requests and call.	0.30
7/15/13	GAD	Prepare for Auction.	1.50
7/16/13	GAD	Prepare for Auction (1.6) Review Prepared APA's and Cure Costs (1.2).	2.80
7/17/13	GAD	Participate in Atari auctions.	8.00
7/18/13	GAD	Participate in Atari auctions.	<u>6.50</u>
	Total for	B - Asset Disposition	22.10
Task: 443		B - Case Administration	
7/3/13	GAD	Call client re UCC document request.	<u>0.40</u>
	Total for	B - Case Administration	0.40
Task: 444		B - Claims Admin & Objections	
7/1/13	GAD	Conf. call with debtor re executory contract	0.50
7/1/13	JFK	Reconcile cure claims with allowed claim pool.	3.50
7/2/13	GAD	Review claims objection exhibits with counsel.	2.50
7/2/13	JFK	Create omnibus claim objection exhibits.	4.30
7/2/13	JFK	Create omnibus claim objection exhibits.	2.50
7/2/13	JFK	Update omnibus claim objection exhibits.	1.50
7/3/13	GAD	Review omnibus claim objection exhibits.	0.50
7/3/13	JFK	Update claim objection exhibits.	2.70
7/3/13	JFK	Update omnibus claim objection exhibits.	1.00
7/3/13	JFK	Update omnibus claim objection exhibits.	3.50
7/8/13	JFK	Review and update first omnibus objection exhibits.	3.30
7/10/13	GAD	Meet w/ R. Mattes re Contract Rejection Claims and CC requests.	4.00
7/11/13	GAD	Review claims distribution analysis (2.5). Call with counsel re same (1.0).	3.50
7/12/13	GAD	Call w/ creditors' committee advisor re inter-company claims.	0.60
7/23/13	JFK	Review claims objection exhibits with counsel.	<u>1.50</u>
	Total for	B - Claims Admin & Objections	35.40

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Date	Individual	Procedure			Hours
Task: 446		B - Prepare Fee/ Employ Apps			
7/10/13	JFK	Prepare June monthly fee application.			1.50
7/15/13	JFK	Update June monthly fee application.			0.50
7/16/13	GAD	Review Interim Billing Statement.			0.20
7/18/13	JFK	Review June fee application.			<u>0.50</u>
	Total for	B - Prepare Fee/ Employ Apps			2.70
Task: 448		B - Financing			
7/9/13	JFK	Roll-forward 13-week cashflow model as required monthly under DIP agreement.			2.00
7/10/13	JFK	Update 13-week cashflow model with actual data through 6/30.			2.50
7/11/13	JFK	Update 13-week cashflow budget and circulate to counsel and management for comments.			3.50
7/16/13	JFK	Update DIP budget projections for holdback payments to professionals.			0.50
7/19/13	GAD	Review Roll-forward of 13-week cashflow (1.0). Participate in conf. call with management and counsel re same (0.5).			1.50
7/22/13	GAD	Call with CFO re: board meeting and liquidation plan.			1.50
7/22/13	JFK	Update DIP budget for comments from management and counsel. Projected cash balance results used as basis for Sponsorship Plan negotiations			<u>1.50</u>
	Total for	B - Financing			13.00
Task: 451		B - Plan & Disclosure			
7/1/13	JFK	Revise distribution analysis to include new cure claim data to facilitate bid evaluations.			4.30
7/8/13	JFK	Update distribution analysis to include selected contract cure claims data.			4.00
7/9/13	JFK	Update distribution analysis to include revised trade payable and professional fee estimates (2.2). Cross reference final exhibit to supporting schedules (1.3).			3.50
7/9/13	JFK	Revise distribution analysis format to assume substantive consolidation per counsel's request.			2.30
7/10/13	JFK	Update distribution analysis for contractual minimum auction bids and debtor's revised list of assumed contracts (cure costs).			3.50
7/11/13	JFK	Update distribution analysis with new cash flow projection information to confirm no overlap in the assessment of debtor's financial obligations (under liquidating plan).			4.30
7/11/13	JFK	Update/Revise distribution analysis with updated debtor information.			2.50
7/12/13	JFK	Create cash requirement analysis under liquidating plan scenario to provide to UCC.			4.30
7/12/13	JFK	Update distribution analysis schedules with information from debtor. Include minimum bid requirements by debtor from bidding procedures motion.			3.50
7/12/13	JFK	Update cash requirement analysis for distribution to UCC.			0.50
7/15/13	JFK	Update distribution analysis with revised contract assumptions and professional fee projections.			3.50
7/15/13	JFK	Update distribution analysis per information from debtor re: loyalty plan obligations.			1.50
7/16/13	GAD	Call w/ Committee Advisor re Distribution Analysis.			1.10
7/16/13	JFK	Review bidding procedures and draft APA to prepare template for Atari auction.			2.50
7/16/13	JFK	Prepare analyses - revised bid evaluation template for Atari auction.			4.30
7/16/13	JFK	Revise distribution analysis for revised assumptions / data from debtor			1.50
7/17/13	JFK	Research data re: contract assumptions and claims to assist with bed assessments .			1.50
7/18/13	GAD	Meet w/ Potential Plan Sponsor and review distribution analysis.			1.00
7/18/13	JFK	Update distribution analysis with information from debtor and potential plan sponsor.			1.50
7/19/13	GAD	Prepare Plan Sponsor Analysis based on initial meeting with proposed sponsor. (4.0) Participate in conference call with debtor re same (1.0).			5.00
7/19/13	GAD	Review contract assumption analysis prepared by debtor (0.7). Advise IB re logic of contracts selected by certain purchasers (0.4).			1.10
7/22/13	JFK	Convert distribution analysis to plan sponsor analysis			2.50

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<u>Date</u>	<u>Individual</u>	<u>Procedure</u>			<u>Hours</u>
7/22/13	JFK	Prepare research documents for upcoming Atari auction.			3.50
7/22/13	JFK	Review documents re Atari auction.			1.70
7/23/13	JFK	Update professional fee payments and projections for incorporation into plan sponsorship model.			2.00
7/23/13	JFK	Revise sponsorship plan to determine minimum cash requirements and assess proposed plan feasibility.			1.00
7/25/13	JFK	Revise sponsorship plan to determine minimum cash requirements and assess proposed plan feasibility.			1.80
7/26/13	JFK	Update plan sponsorship analysis with information from debtor - revised employee. termination dates, loyalty payments and royalty payments.			2.50
7/26/13	JFK	Review and update DIP budget model to reflect changes in distribution analysis.			4.30
7/26/13	JFK	Review distribution analysis (1.0). Conference call with debtor re same (0.5).			1.50
7/29/13	JFK	Update distribution analysis with new information from debtor.			3.50
7/30/13	JFK	Update distribution analysis with new information from debtor.			1.00
7/31/13	JFK	Review distribution analysis with client.			<u>3.50</u>
	Total for	B - Plan & Disclosure			86.00
Task: 472		MORs / Trustee Accounting			
7/2/13	JMS	Email correspondence with Robert Matts regarding Quickbook purchase and importing customer and vendor lists.			1.00
7/10/13	JMS	Phone conference with Rob Mattes relating to Quickbooks conversion.			0.50
7/11/13	JMS	Review spreadsheets for Quickbooks import.			1.20
7/12/13	JMS	Convert Atari, Inc to Quickbooks importing vendor list and history as of June 30, 2013.			1.20
7/12/13	JMS	Convert Atari, Inc. to Quickbooks moving open invoices for 2013.			1.50
7/12/13	JMS	Convert Atari, Inc to Quickbooks with month ending June 2013.			1.60
7/12/13	JMS	Convert Atari, Inc to Quickbooks.			1.30
7/17/13	JMS	Preparation for conference call relating to conversion of books to Quickbooks.			1.50
7/17/13	JMS	Review conversion, chart of accounts and balance sheet relating to questions from Atari management.			1.60
7/17/13	JMS	Preparation of materials for conference call regarding Quickbooks.			0.60
7/17/13	JMS	Review and analyze information pertaining to Quickbooks conversion.			0.30
7/17/13	JMS	Conference call with debtor relating to timing and methods for conversion from Oracle accounting system to Quickbooks.			1.50
7/17/13	JMS	Conference call with debtor relating to timing and methods for conversion from Oracle accounting system to Quickbooks.			1.50
7/18/13	JMS	Review and analyze questions pertaining to conversion of Oracle to Quickbooks for the four companies.			2.30
7/18/13	JMS	Review and analyze issues relating with Quickbook conversation for four companies.			1.60
7/18/13	JMS	Review and analyze questions pertaining to accounts payable for Atari, Inc.			1.00
7/18/13	JMS	Conference call with debtor pertaining to conversion of Oracle to Quickbooks for four companies.			1.50
7/19/13	JMS	Review and analyze issues relating to conversion to Quickbooks.			2.10
7/19/13	JMS	Review accounts receivable issue with Quickbooks from the conversion.			1.40
7/19/13	JMS	Conference call with debtor regarding conversion to Quickbooks.			1.60
7/24/13	JMS	Review spreadsheet and issues relating to accounts payable for Inc.			1.60
7/24/13	JMS	Discussion with Shawn and Michael regarding Accounts Payable and invoices.			1.00
7/25/13	JMS	Review accounts payable from general ledgers in regards to conversion issue with Quickbooks.			1.80
7/25/13	JMS	Address issue of multiple accounts payable accounts.			<u>1.20</u>
	Total for	MORs / Trustee Accounting			32.40

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<u>Date</u>	<u>Individual</u>	<u>Procedure</u>			<u>Hours</u>
Task: 591		Client Non Billable			
7/9/13	GAD	Travel to NY.			2.50
7/17/13	GAD	Travel to NYC.			3.00
7/18/13	GAD	Travel to Richmond.			<u>6.00</u>
Total for		Client Non Billable			<u>11.50</u>
Total hours for this matter					203.50

DISBURSEMENTS

7/9/13	Roundtrip travel (Richmond-NY-Richmond) for G. Davis 07/09 - 07/10/2013 re response to Committee requests.	918.68
7/9/13	Credit for cancelled return flight	-456.34
7/9/13	Taxi service from LGA to hotel for G. Davis	40.00
7/9/13	Travel meal for G. Davis	4.30
7/9/13	Travel meal for G. Davis	20.00
7/10/13	One-night lodging for G. Davis	333.99
7/10/13	NY taxi service for G. Davis	9.50
7/10/13	Taxi service from train station to home for G. Davis	20.00
7/10/13	Train service from NYC to Richmond for G. Davis	440.00
7/10/13	Travel meal for G. Davis	20.00
7/11/13	Taxi service from home to RIC for G. Davis	50.00
7/11/13	RIC parking for G. Davis	24.00
7/17/13	Roundtrip travel (Richmond-NY-Richmond) for G. Davis 07/17 - 07/18/2013 to attend auction	1,078.25
7/17/13	Taxi service for G. Davis from LGA to hotel	50.00
7/17/13	Travel meal for G. Davis	20.00
7/17/13	Travel meal for G. Davis	20.00
7/18/13	One-night lodging for G. Davis	451.04
7/18/13	Travel meal for G. Davis	2.71
7/19/13	Taxi service to LGA for G. Davis	65.00
7/19/13	RIC parking for G. Davis	24.00
7/19/13	In-flight internet service for G. Davis	4.95
7/31/13	Copies - internal for July 2013	<u>295.80</u>
Total disbursements for this matter		\$3,435.88

Timekeeper Summary

<u>Name</u>		<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
GAD	Davis, Guy A.	11.50	0.00	0.00
GAD	Davis, Guy A.	45.50	560.00	25,480.00
JFK	Koehler, Justin F.	114.10	351.00	40,049.10
JMS	Stefanik, Jane M.	<u>32.40</u>	240.00	<u>7,776.00</u>
	Total fees for this matter	203.50		\$73,305.10

BILLING SUMMARY

TOTAL FEES	73,305.10
TOTAL DISBURSEMENTS	<u>3,435.88</u>
TOTAL CHARGES FOR THIS BILL	<u><u>76,740.98</u></u>