

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

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

**SEVENTH 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 AUGUST 1, 2013 THROUGH AUGUST 31, 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>August 1, 2013 through August 31, 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>\$479</b>
<b>This is Applicant's:</b>	<b>Seventh Monthly Fee Statement</b>

This statement is the seventh 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 \$479 incurred by PWP during the period August 1, 2013 through August 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, 201

Varick Street, Room 1006, New York 10014, 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 \$479.

Dated: September 23, 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	11.0
Adam Verost	Managing Director	21.0
William Glass	Associate	4.0
Reid Spearin	Associate	16.5
Joanne Wu	Analyst	21.5
<b>Total Hours</b>		<b>74.0</b>

**AUGUST EXPENSE SUMMARY**

<b>Expense Category</b>	<b>Total</b>
Meals & Entertainment	\$100
Office Expense	379
<b>Total Disbursements</b>	<b>\$479</b>

**EXHIBIT B**

**ATARI**

**HOURS SUMMARY**

August 1, 2013 - August 31, 2013						
Days	J. Scherer	A. Verost	W. Glass	R. Spearin	J. Wu	Total
August 1, 2013	0.5	2.0	0.5	1.0	0.5	4.5
August 2, 2013	1.0	2.0	-	0.5	2.0	5.5
August 3, 2013	-	-	-	-	-	-
August 4, 2013	-	-	-	-	-	-
August 5, 2013	-	3.0	1.5	2.0	2.0	8.5
August 6, 2013	1.0	2.0	-	1.0	2.0	6.0
August 7, 2013	-	2.0	-	1.0	1.0	4.0
August 8, 2013	1.0	1.0	-	4.0	-	6.0
August 9, 2013	0.5	1.0	1.0	7.0	2.0	11.5
August 10, 2013	-	-	-	-	-	-
August 11, 2013	-	-	-	-	-	-
August 12, 2013	1.0	1.0	-	-	2.0	4.0
August 13, 2013	0.5	2.0	-	-	3.0	5.5
August 14, 2013	-	-	-	-	1.0	1.0
August 15, 2013	1.0	-	-	-	1.0	2.0
August 16, 2013	-	-	-	-	-	-
August 17, 2013	-	-	-	-	-	-
August 18, 2013	0.5	-	-	-	-	0.5
August 19, 2013	-	1.0	-	-	1.0	2.0
August 20, 2013	-	-	-	-	-	-
August 21, 2013	1.0	-	-	-	-	1.0
August 22, 2013	-	-	-	-	-	-
August 23, 2013	1.0	-	-	-	-	1.0
August 24, 2013	-	-	-	-	-	-
August 25, 2013	-	-	-	-	-	-
August 26, 2013	1.0	1.0	1.0	-	1.0	4.0
August 27, 2013	-	1.0	-	-	-	1.0
August 28, 2013	1.0	1.0	-	-	2.0	4.0
August 29, 2013	-	1.0	-	-	1.0	2.0
August 30, 2013	-	-	-	-	-	-
August 31, 2013	-	-	-	-	-	-
<b>Total</b>	<b>11.0</b>	<b>21.0</b>	<b>4.0</b>	<b>16.5</b>	<b>21.5</b>	<b>74.0</b>
General Case Administration	7.0	12.0	2.0	16.5	12.5	50.0
Officer & Director Issues	-	-	-	-	-	-
Travel	-	-	-	-	-	-
Sales Process	4.0	9.0	2.0	-	9.0	24.0
Financial Modeling	-	-	-	-	-	-
Business & Financial	-	-	-	-	-	-
<b>Total</b>	<b>11.0</b>	<b>21.0</b>	<b>4.0</b>	<b>16.5</b>	<b>21.5</b>	<b>74.0</b>

**ATARI  
HOURS SUMMARY**

Joshua Scherer (Partner)			
Date	Hours	Category	Description
Thu. Aug 1	0.5	General Case Administration	Update call with Atari, DIP Lender, Atari S.A. and/or respective advisors ("Consulting Parties")
Fri. Aug 2	1.0	General Case Administration	Call with Consulting Parties regarding post-auction processes
Tue. Aug 6	1.0	General Case Administration	Update call with Consulting Parties
Thu. Aug 8	1.0	General Case Administration	Call with Consulting Parties regarding post-auction processes
Fri. Aug 9	0.5	General Case Administration	Update call with Consulting Parties
Mon. Aug 12	1.0	Sales Process	Call with interested parties regarding remaining assets
Tue. Aug 13	0.5	General Case Administration	Update call with Consulting Parties
Thu. Aug 15	1.0	Sales Process	Emails with interested parties regarding remaining assets
Sun. Aug 18	0.5	General Case Administration	Call with Consulting Parties regarding post-auction processes
Wed. Aug 21	1.0	Sales Process	Call/emails with interested parties regarding remaining assets
Fri. Aug 23	1.0	General Case Administration	Update call with Consulting Parties
Mon. Aug 26	1.0	Sales Process	Call with interested parties regarding remaining assets
Wed. Aug 28	1.0	General Case Administration	Call with Consulting Parties regarding post-auction processes
<b>Total</b>	<b>11.0</b>		

**ATARI  
HOURS SUMMARY**

Adam Verost (Managing Director)			
Date	Hours	Category	Description
Thu. Aug 1	2.0	Sales Process	Email correspondence with potential bidders regarding auction
Fri. Aug 2	2.0	General Case Administration	Calls & emails with Atari regarding post-auction processes
Mon. Aug 5	1.0	General Case Administration	Email correspondence with Consulting Parties
Mon. Aug 5	1.0	Sales Process	Emails with interested parties regarding remaining assets
Mon. Aug 5	1.0	General Case Administration	Calls & emails regarding post-auction processes
Tue. Aug 6	1.0	Sales Process	Calls & emails regarding auction deposits
Tue. Aug 6	1.0	General Case Administration	Calls & emails with Consulting Parties
Wed. Aug 7	1.0	Sales Process	Emails with interested parties regarding remaining assets
Wed. Aug 7	1.0	General Case Administration	Calls & emails regarding post-auction processes
Thu. Aug 8	1.0	General Case Administration	Calls & emails with Consulting Parties
Fri. Aug 9	1.0	General Case Administration	Calls & emails regarding post-auction processes
Mon. Aug 12	1.0	General Case Administration	Calls & emails with Consulting Parties regarding remaining assets
Tue. Aug 13	2.0	Sales Process	Emails with interested parties regarding remaining assets
Mon. Aug 19	1.0	General Case Administration	Calls & emails regarding post-auction processes
Mon. Aug 26	1.0	Sales Process	Emails with interested parties regarding remaining assets
Tue. Aug 27	1.0	Sales Process	Emails with interested parties regarding remaining assets
Wed. Aug 28	1.0	General Case Administration	Calls & emails regarding post-auction processes
Thu. Aug 29	1.0	Sales Process	Emails with interested parties regarding remaining assets
<b>Total</b>	<b>21.0</b>		

ATARI  
HOURS SUMMARY

William Glass (Associate)			
Date	Hours	Category	Description
Thu. Aug 1	0.5	General Case Administration	Call with Atari regarding escrow account
Mon. Aug 5	0.5	Sales Process	Discussions with interested parties regarding remaining assets
Mon. Aug 5	0.5	Sales Process	Asset sale closing discussions
Mon. Aug 5	0.5	Sales Process	Asset sale closing discussions
Fri. Aug 9	0.5	Sales Process	Asset sale closing discussions
Fri. Aug 9	0.5	Sales Process	Calls & emails regarding potential de minimis asset sales
Mon. Aug 26	1.0	Sales Process	Discussions with interested parties regarding remaining assets
<b>Total</b>	<b>4.0</b>		



**ATARI  
HOURS SUMMARY**

<b>Reid Spearin (Associate)</b>			
<b>Date</b>	<b>Hours</b>	<b>Category</b>	<b>Description</b>
Thu. Aug 1	1.0	General Case Administration	Calls & emails with winning bidders regarding post-auction processes
Fri. Aug 2	0.5	Sales Process	Closing call with Akin
Mon. Aug 5	2.0	General Case Administration	Calls & emails with winning bidders and Akin regarding post-auction processes
Tue. Aug 6	1.0	General Case Administration	Calls & emails with winning bidders regarding post-auction processes
Wed. Aug 7	1.0	General Case Administration	Calls & emails wih Atari and winning bidders regarding post-auction processes
Thu. Aug 8	1.0	General Case Administration	Calls & emails with interested parties regarding de minimis asset sales
Thu. Aug 8	3.0	General Case Administration	Calls & emails with Atari regarding post-auction processes
Fri. Aug 9	4.0	Sales Process	Calls & emails with interested parties regarding de minimis asset sales
Fri. Aug 9	3.0	General Case Administration	Calls & emails with Atari regarding post-auction processes
<b>Total</b>	<b>16.5</b>		

**ATARI  
HOURS SUMMARY**

Joanne Wu (Analyst)			
Date	Hours	Category	Description
Thu. Aug 1	0.5	General Case Administration	Call with Atari regarding escrow account
Fri. Aug 2	2.0	Sales Process	Facilitating contact between bidders, Atari and the escrow agent
Mon. Aug 5	2.0	Sales Process	Emails with interested parties regarding remaining assets
Tue. Aug 6	2.0	Sales Process	Facilitating contact between bidders, Atari and the escrow agent
Wed. Aug 7	1.0	General Case Administration	Calls & emails with Atari and winning bidders regarding post-auction processes
Fri. Aug 9	2.0	Sales Process	Calls & emails with interested parties regarding potential de minimis asset sales
Mon. Aug 12	1.0	Sales Process	Facilitating contact between bidders, Atari and the escrow agent
Mon. Aug 12	1.0	Sales Process	Emails with interested parties regarding remaining assets
Tue. Aug 13	1.0	Sales Process	Calls and emails with bidders regarding deposit returns
Tue. Aug 13	1.0	General Case Administration	Calls & emails with Atari and winning bidders regarding post-auction processes
Tue. Aug 13	1.0	Sales Process	Emails with interested parties regarding remaining assets
Wed. Aug 14	1.0	General Case Administration	Emails with Akin retarding post-auction processes
Thu. Aug 15	1.0	Sales Process	Emails with interested parties regarding remaining assets
Mon. Aug 19	1.0	General Case Administration	Emails with Akin retarding post-auction processes
Mon. Aug 26	1.0	Sales Process	Emails with interested parties regarding remaining assets
Wed. Aug 28	1.0	Sales Process	Calls and emails regarding deposit returns
Wed. Aug 28	1.0	General Case Administration	Emails with Akin retarding post-auction processes
Thu. Aug 29	1.0	Sales Process	Emails with interested parties regarding remaining assets
<b>Total</b>	<b>21.5</b>		