

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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

**EIGHTH MONTHLY FEE STATEMENT OF PROTIVITI INC.,  
FINANCIAL ADVISOR TO THE DEBTORS AND DEBTORS IN POSSESSION,  
FOR THE PERIOD OF SEPTEMBER 1, 2013 THROUGH SEPTEMBER 30, 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:	September 1, 2013 through September 30, 2013
100% of Fees Invoiced to Atari Inc.:	\$41,846.50
80% of Fees Invoiced to Atari Inc.:	\$33,477.20
100% of Expenses Invoiced to Atari Inc.:	\$43.70
Total Hours Billed to Atari Inc.:	106.5 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>

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<sup>1</sup> 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 September 1, 2013 through September 30, 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:

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	21.0	\$ 560.00	\$ 11,760.00
Williams, Heather G.	Associate Director	4.0	370.00	1,480.00
Koehler, Justin F.	Senior Manager	81.5	351.00	28,606.50
		<u>106.50</u>	<u>\$ 392.92</u>	<u>\$ 41,846.50</u>

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

<u>Code</u>	<u>Description</u>	<u>Hours</u>
443	Case Administration	1.7
444	Claims Administration and Objections	5.2
446	Prepare Fee/Employment Applications	0.8
451	Plan and Disclosure	94.3
472	Monthly Operating Reports/Trustee Accounting	4.5
		<u>106.5</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, \$33,477.20, and reimbursement of one hundred percent (100%) of the expenses incurred when rendering services to the Debtors, \$43.70, as identified in this Monthly Statement.<sup>2</sup>

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<sup>2</sup> 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: October 21, 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

**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

October 17, 2013  
Invoice No. 9513  
Our File No. R13001  
Billing Through: 9/30/13

REGARDING: Atari Inc.

TOTAL FEES	\$41,846.50
TOTAL DISBURSEMENTS	43.70
TOTAL CHARGES FOR THIS BILL	<u><u>\$41,890.20</u></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

October 17, 2013  
Invoice No. 9513  
Our File No. R13001  
Billing Through: 9/30/13

REGARDING: Atari Inc.

**FOR PROFESSIONAL SERVICES RENDERED**

<u>Date</u>	<u>Individual</u>	<u>Procedure</u>	<u>Hours</u>
<b>Task:</b>	<b>443</b>	<b>B - Case Administration</b>	
9/18/13	GAD	Prepare for and attend Atari board meeting.	1.70
	<b>Total for</b>	<b>B - Case Administration</b>	<b>1.70</b>
<b>Task:</b>	<b>444</b>	<b>B - Claims Admin &amp; Objections</b>	
9/11/13	GAD	Conf. call w/ sponsor, council, advisors and sponsorship representatives re claims objection process	0.80
9/12/13	GAD	Conf. call w/ sponsor and counsel re claims objections.	1.50
9/13/13	GAD	Conf. call w/ counsel and client regarding claims classification as defined in disclosure statement.	0.50
9/16/13	GAD	Conf. call re claims objections	0.90
9/18/13	JFK	Review objectionable claims according to committee advisors.	1.50
	<b>Total for</b>	<b>B - Claims Admin &amp; Objections</b>	<b>5.20</b>
<b>Task:</b>	<b>446</b>	<b>B - Prepare Fee/ Employ Apps</b>	
9/19/13	GAD	Prepare monthly fee statement.	0.30
9/19/13	JFK	Prepare August fee application.	0.50
	<b>Total for</b>	<b>B - Prepare Fee/ Employ Apps</b>	<b>0.80</b>
<b>Task:</b>	<b>451</b>	<b>B - Plan &amp; Disclosure</b>	
9/3/13	JFK	Review debtor's cure claim analysis.	1.50
9/4/13	JFK	Review cure claim analysis (1.0) and compare to claims database (0.7).	1.70
9/5/13	JFK	Analyze cashflow analysis re health benefits to respond to Sponsor inquiry.	2.50
9/6/13	JFK	Review sponsor cure claim analysis.	1.50
9/10/13	GAD	Prepare liquidation analysis exhibit for disclosure statements.	1.30
9/10/13	GAD	Review disclosure statement draft.	1.20
9/10/13	JFK	Update plan sponsorship analysis per counsel's request.	2.30
9/10/13	JFK	Prepare liquidation analysis.	2.50
9/10/13	JFK	Review new sponsor requirements re cashflow projections.	3.50
9/11/13	GAD	Conf. call w/ counsel re Revised sponsorship analysis.	1.10
9/11/13	GAD	Review / comment on draft disclosure statement.	0.90
9/11/13	JFK	Review payroll information for inclusion of health benefits for Debtor's projections.	1.30
9/11/13	JFK	Review sponsor's model of cashflow and reconcile to debtor's analysis.	3.50
9/11/13	JFK	Call re: sponsor requirements cashflow model.	0.50
9/11/13	JFK	Update sponsor requirement analysis based on discussions with sponsor.	2.30
9/12/13	GAD	Conf. call w/ counsel re disclosure statement comments.	0.50
9/12/13	JFK	Create liquidation analysis by individual debtor.	4.30
9/12/13	JFK	Review disclosure statement language on debt structure and claims.	1.50
9/12/13	JFK	Update sponsor analysis per counsel's request.	1.00
9/13/13	GAD	Revise disclosure statement language and liquidation analysis.	3.20
9/13/13	GAD	Design financial forecast exhibit for disclosure statement	0.40
9/13/13	JFK	Update disclosure plan document for claim amounts and debt structure.	3.70
9/13/13	JFK	Review Alden secured loan documents for language to use in disclosure statement.	1.50
9/13/13	JFK	Review/revise narrative to accompany disclosure statement liquidation analysis.	1.50
9/13/13	JFK	Create exhibits for disclosure statement and equity commitment letter.	1.70
9/16/13	GAD	Prepare narrative / footnotes re liquidation analysis.	2.10

<u>Date</u>	<u>Individual</u>	<u>Procedure</u>	<u>Hours</u>
9/16/13	JFK	Revise liquidation analysis.	1.30
9/16/13	JFK	Revise sponsor analysis.	1.50
9/16/13	JFK	Review and comment on plan documents.	3.70
9/16/13	JFK	Edit disclosure statement language for liquidation analysis.	2.50
9/17/13	GAD	Draft and edit liquidation analysis and narrative.	2.50
9/17/13	JFK	Review plan confirmation documents.	3.50
9/17/13	JFK	Revise liquidation analysis.	1.50
9/17/13	JFK	Update sponsor analysis.	1.50
9/18/13	JFK	Review plan and disclosure documents to prepare for board meeting.	2.30
9/19/13	GAD	Negotiate and revise Plan terms w/ sponsor.	0.50
9/19/13	GAD	Investigate Atari SA financial condition and ability to pay A/R in Chapter 7 scenario.	0.60
9/19/13	JFK	Review and comment on draft of plan and disclosure statement.	2.30
9/19/13	JFK	Update sponsor analysis for inclusion as an exhibit to disclosure statement.	1.30
9/20/13	JFK	Research intercompany activity and balance data to facilitate plan negotiations with sponsor	1.50
9/20/13	JFK	Update sponsor analysis to provide counsel with exhibit for plan and disclosure statement.	2.50
9/20/13	JFK	Review and comment on draft of disclosure statement.	1.00
9/20/13	JFK	Review and comment on draft plan of reorganization.	0.50
9/24/13	JFK	Research intercompany activity and balance data to facilitate plan negotiations with sponsor	1.00
9/24/13	JFK	Update liquidation analysis footnotes.	2.30
9/25/13	GAD	Revise liquidation analysis for individual debtors.	1.00
9/25/13	JFK	Update liquidation analysis on a consolidated basis for submission in disclosure statement per counsel's request.	3.50
9/26/13	JFK	Update liquidation analysis by debtor for counsel.	1.50
9/27/13	JFK	Review and revise liquidation analysis by debtor.	1.00
9/30/13	JFK	Review and revise liquidation analysis by debtor with counsel.	1.00
9/30/13	JFK	Update liquidation analysis by debtor.	3.50
	<b>Total for</b>	<b>B - Plan &amp; Disclosure</b>	<b>94.30</b>
<b>Task:</b>	<b>472</b>	<b>MORs / Trustee Accounting</b>	
9/16/13	JFK	Revise August MOR.	0.50
9/13/13	HGW	Review MOR. Provide comments / edits to Company.	4.00
	<b>Total for</b>	<b>MORs / Trustee Accounting</b>	<b>4.50</b>
	<b>Total hours for this matter</b>		<b>106.50</b>
<b>DISBURSEMENTS</b>			
9/30/13		Copies - internal for September 2013	43.70
	<b>Total disbursements for this matter</b>		<b>\$43.70</b>



**Timekeeper Summary**

<u>Name</u>		<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
GAD	Davis, Guy A.	21.00	560.00	11,760.00
HGW	Williams, Heather G.	4.00	370.00	1,480.00
JFK	Koehler, Justin F.	<u>81.50</u>	351.00	<u>28,606.50</u>
	<b>Total fees for this matter</b>	106.50 hrs		\$41,846.50

**BILLING SUMMARY**

TOTAL FEES	\$41,846.50
TOTAL DISBURSEMENTS	<u>43.70</u>
TOTAL CHARGES FOR THIS BILL	<u><u>\$42,618.70</u></u>