

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re Atari, Inc., et al.

Case No. 13-10176

Debtor [a]

Reporting Period: 10/1/13-10/31/13

Federal Tax I.D. # 13-3689915

CORPORATE MONTHLY OPERATING REPORT

File with the Court and submit a copy to the United States Trustee within 20 days after the end of the month and submit a copy of the report to any official committee appointed in the case.

(Reports for Rochester and Buffalo Divisions of Western District of New York are due 15 days after the end of the month, as are the reports for Southern District of New York.)

REQUIRED DOCUMENTS	Form No.	Document Attached	Explanation Attached
Schedule of Cash Receipts and Disbursements	MOR-1	Yes	
Bank Reconciliation (or copies of debtor's bank reconciliations)	MOR-1 (CONT)	Yes	
Copies of bank statements		[b]	
Cash disbursements journals	MOR-1 (CONT)	Yes	
Statement of Operations	MOR-2	Yes	
Balance Sheet	MOR-3	Yes	
Status of Post-petition Taxes	MOR-4	Yes	
Copies of IRS Form 6123 or payment receipt		n/a	
Copies of tax returns filed during reporting period		n/a	
Summary of Unpaid Post-petition Debts	MOR-4	Yes	
Listing of Aged Accounts Payable	MOR-4 (CONT)	Yes	
Accounts Receivable Reconciliation and Aging	MOR-5	Yes	
Taxes Reconciliation and Aging	MOR-5	n/a	
Payments to Insiders and Professional	MOR-6	Yes	
Post Petition Status of Secured Notes, Leases Payable	MOR-6	Yes	
Debtor Questionnaire	MOR-7	Yes	

I declare under penalty of perjury (28 U.S.C. Section 1746) that this report and the attached documents are true and correct to the best of my knowledge and belief.

Signature of Debtor

Date

Signature of Authorized Individual*

Date

Printed Name of Authorized Individual: Todd Shallbetter

Date

*Authorized individual must be an officer, director or shareholder if debtor is a corporation; a partner if debtor is a partnership; a manager or member if debtor is a limited liability company.

[a] Debtors include Atari, Inc. (13-10176), Atari Interactive, Inc. (13-10177), California U.S. Holdings, Inc. (10-10178), and Humongous, Inc. (13-10179). All results reported on a consolidated basis herein. Cash Disbursements by Debtor are detailed on MOR-1(A) for United States Trustee Fee calculation purposes.

[b] Available upon request

In re Atari, Inc., et al.
Debtor

Case No. 13-10176
Reporting Period: 10/1/13-10/31/13

SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS

Amounts reported should be from the debtor's books and not the bank statement. The beginning cash should be the ending cash from the prior month or, if this is the first report, the amount should be the balance on the date the petition was filed. The amounts reported in the "CURRENT MONTH - ACTUAL" column must equal the sum of the bank account columns. Attach copies of the bank statements and cash disbursements journal. The total disbursements listed in the disbursements journal must equal the total disbursements reported on the page. A bank reconciliation must be attached for each account. [See MOR-1 (CONT)]

ACCOUNT NUMBER (LAST 4)	BANK ACCOUNTS									CURRENT MONTH ACTUAL (TOTAL OF ALL ACCOUNTS)
	Atari, Inc. Operating #4601	Atari Payroll #4903	Atari, Inc. PayPal #8664	Atari, Inc. Money Mkt #7788	Atari, Inc. Lockbox #9898	Atari, Inc. Payroll (C/A) #1153	Atari Interactive, Inc. Operating #4657	Humongous, Inc. Operating #5253		
CASH BEGINNING OF MONTH	\$ 156,416	\$ 5,711	\$ 0	\$ 7,862,770	\$ (0)	\$ 3,733	\$ 5,810	\$ 2,733		\$ 8,037,174
RECEIPTS										
CASH SALES	-	-	-	-	-	-	-	-		-
ACCOUNTS RECEIVABLE - PREPETITION	82,588									82,588
ACCOUNTS RECEIVABLE - POSTPETITION	432,665									432,665
LOANS AND ADVANCES										-
SALE OF ASSETS	-									-
OTHER (ATTACH LIST)	19,252			8						19,259
TRANSFERS (FROM DIP ACCTS)	3,075,000	97,098		450,000			318,000			3,940,098
TOTAL RECEIPTS	3,609,504	97,098	-	450,008	-	-	318,000	-		4,474,610
DISBURSEMENTS										
NET PAYROLL		59,332								59,332
PAYROLL TAXES		37,766								37,766
SALES, USE, & OTHER TAXES										-
INVENTORY PURCHASES / PROD. DEVELOPMENT COSTS	57,223									57,223
SECURED/ RENTAL/ LEASES	76,829									76,829
INSURANCE (INCLUDING EE BENEFITS)	32,764									32,764
ADMINISTRATIVE	52,858	2,839					-			55,698
SELLING	17,260						302,650			319,910
OTHER (ATTACH LIST)	8,762						579			9,341
OWNER DRAW *										-
TRANSFERS (TO DIP ACCTS)	865,098.01			3,075,000						3,940,098
PROFESSIONAL FEES	2,572,294						15,134			2,587,429
U.S. TRUSTEE QUARTERLY FEES	9,100									9,100
COURT COSTS	-	-	-	-	-	-	-	-	-	-
TOTAL DISBURSEMENTS	3,692,188	99,937	-	3,075,000	-	-	318,364	-		7,185,490
NET CASH FLOW (RECEIPTS LESS DISBURSEMENTS)	(82,684)	(2,839)	-	(2,624,992)	-	-	(364)	-		(2,710,879)
CASH - END OF MONTH	\$ 73,733	\$ 2,871	\$ 0	\$ 5,237,778	\$ (0)	\$ 3,733	\$ 5,446	\$ 2,733		\$ 5,326,294

* COMPENSATION TO SOLE PROPRIETORS FOR SERVICES RENDERED TO BANKRUPTCY ESTATE

OTHER RECEIPTS										
THQ	2,100	-	-	-	-	-	-	-		2,100
Employees	493									493
Hudson Valley	2,300									2,300
Cinram	100									100
401K	4,555									4,555
OptumHealth Fincial Services	9,703									9,703
Interest MM				8						8
TOTAL OTHER RECEIPTS	19,252	-	-	8	-	-	-	-		19,259
OTHER DISBURSEMENTS										
401k	6,690	-	-	-	-	-	-	-		6,690
Bank Fee	2,072	-	-	-	-	-	579	-		2,651
TOTAL OTHER DISBURSEMENTS	8,762	-	-	-	-	-	579	-		9,341

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BANK RECONCILIATIONS
Continuation Sheet for MOR-1

A bank reconciliation must be included for each bank account. The debtor's bank reconciliation may be substituted for this page.
(Bank account numbers may be redacted to last four numbers.)

	Atari, Inc. Operating #4601	Atari Payroll #4903	Atari, Inc. PayPal #8664	Atari, Inc. Money Mkt #7788	Atari, Inc. Lockbox #9898	Atari, Inc. Payroll (CA) #1153	Atari Interactive, Inc. Operating #4687	Humongous, Inc. Operating #5253	Total
BALANCE PER BOOKS	\$ 73,733	\$ 2,871	\$ 0	\$ 5,237,778	\$ (0)	\$ 3,733	\$ 5,446	\$ 2,733	\$ 5,326,294
BANK BALANCE	85,237	6,119	-	5,237,778	-	3,733	7,642	2,733	5,343,242
(+) DEPOSITS IN TRANSIT (ATTACH LIST)	-	-	-	-	-	-	-	-	-
(-) OUTSTANDING CHECKS (ATTACH LIST):	11,503	3,247	-	-	-	-	2,196	-	16,947
OTHER (ATTACH EXPLANATION)	-	-	-	-	-	-	-	-	-
ADJUSTED BANK BALANCE *	\$ 73,733	\$ 2,871	\$ -	\$ 5,237,778	\$ -	\$ 3,733	\$ 5,446	\$ 2,733	\$ 5,326,295

***Adjusted Bank Balance" must equal "Balance per Books"

DEPOSITS IN TRANSIT	Date	Amount
NONE		
CHECKS OUTSTANDING	Ck. #	Amount
BEANSTALK GROUP LLC	600054	459
FLUIK ENTERTAINMENT INC.	600117	268
EMPLOYEE	600118	825
LAW OFFICE OF CHUN T. WRIGHT, PLLC	600119	525
SYMANTEC	600135	327
US TRUSTEE	600138	650
US TRUSTEE	600139	325
US TRUSTEE	600140	325
US TRUSTEE	600141	7,800
TOTAL - OPERATING		11,503
TOTAL - PAYROLL-CA		-
EMPLOYEE	7044	3,127
FSA CLAIM	100097	120
TOTAL - PAYROLL-NYC		3,247
DIGITAL ECLIPSE SOFTWARE, INC.	2004	86
JUAN MIGUEL FREIRA	2005	1,338
JUAN MIGUEL FREIRA	2007	771
TOTAL - INTERACTIVE		2,196
TOTAL - HUMONGOUS		-

CASH DISBURSEMENTS JOURNAL
Continuation Sheet for MOR-1

A cash disbursements journal must be included. The total disbursements listed in the disbursements journal must equal the total disbursements (less transfers to other DIP accounts) reported on the Cash Receipts and Disbursements Schedule.

Payee	Check / Wire No.	Date	Amount
ADP (PAYROLL/TAXES/FEES)	EFT	Various	\$ 99,937.44
401K	EFT	Various	6,689.59
JP MORGAN (BANK FEES)	EFT	Various	2,651.29
EMPLOYEE	80008008	10/01/13	2,000.00
CHRIS SAWYER	20001992	10/03/13	35,547.50
FRONTIER DEVELOPMENTS LIMITED	20001993	10/03/13	267,016.04
BLUEHORNET NETWORKS, INC.	600094	10/03/13	5,495.00
EMPLOYEE	600095	10/03/13	300.00
DORSEY & WHITNEY LLP	600096	10/03/13	18,157.00
EMC CORPORATION	600097	10/03/13	6,617.42
FLUIK ENTERTAINMENT INC.	600098	10/03/13	268.01
MY MEDIABOX	600099	10/03/13	4,400.00
EMPLOYEE	600100	10/03/13	3,000.00
OHM SYSTEMS, INC.	600101	10/03/13	4,800.00
SYMANTEC	600102	10/03/13	326.62
UNITED PARCEL SERVICE (MAIN)	600103	10/03/13	225.20
VITAL RECORDS INC	600104	10/03/13	1,186.24
WILLIAM B MEYER INC	600105	10/03/13	3,782.78
ZGAMES, LLC	600106	10/03/13	16.03
AMEX-Office Expense	80008011	10/04/13	1,105.57
AMEX-Office Expense	80008011	10/04/13	-102.73
AMEX-Other Product Development	80008011	10/04/13	4,030.34
475 BUILDING COMPANY, LLC	80008009	10/04/13	26,842.62
ALAN CHAPPELL & ASSOCIATES, LLC	80008010	10/04/13	8,940.00
AMERICAN EXPRESS	80008011	10/04/13	0.00
BMC GROUP, INC.	80008012	10/04/13	11,479.43
CRYPTIC STUDIOS, INC.	80008013	10/04/13	2,789.14
GAME CENTER GROUP, LLC	80008014	10/04/13	5,977.71
HUDSON VALLEY COMPUTER SERVICES LLC	80008015	10/04/13	16,585.50
MERCEDES-BENZ ACCESSORIES GMBH	80008016	10/04/13	642.36
MICROSOFT CORPORATION	80008017	10/04/13	4,131.97
RACKSPACE MANAGED HOSTING	80008018	10/04/13	36,421.62
SONY DADC AUSTRIA AG	80008019	10/04/13	5,524.78
TRANSAMERICA FINANCIAL LIFE INSURANCE CO	80008020	10/04/13	2,781.00
DIGITAL ECLIPSE SOFTWARE, INC.	2004	10/05/13	86.46
JUAN MIGUEL FREIRA	2005	10/05/13	1,338.40
LIVINGSTON, ALEXANDER & LEVY	2006	10/05/13	1,865.35
ABU-GHAZALEH INTELLECTUAL PROPERTY (AGIP)	20001994	10/05/13	1,687.65
BAKER & MCKENZIE	20001995	10/05/13	3,645.15
COGENT COMMUNICATIONS, INC.	600107	10/11/13	900.00
COHEN BROTHERS REALTY CORP.	600108	10/11/13	354.82
FIBERMEDIA GROUP, LLC.	600109	10/11/13	3,117.00
GOOGLE, INCORPORATED	600110	10/11/13	55.00
KONICA MINOLTA	600111	10/11/13	623.49
EMPLOYEE	600112	10/11/13	708.31
MCGRAW COMMUNICATIONS	600113	10/11/13	1,211.54
WEEKS-LERMAN GROUP LLC	600114	10/11/13	310.13
EMPLOYEE	80008021	10/11/13	2,000.00
EDGECAST NETWORKS, INC.	600115	10/17/13	5,596.81
EUGENE IRWIN DAVIS	600116	10/17/13	25,000.00
FLUIK ENTERTAINMENT INC.	600117	10/17/13	268.01
EMPLOYEE	600118	10/17/13	825.00
LAW OFFICE OF CHUN T. WRIGHT, PLLC	600119	10/17/13	525.00
NEW MOMENTUM, INC.	600120	10/17/13	6,666.67
PREFERRED PENSION CONCEPTS	600121	10/17/13	2,250.00
EMPLOYEE	600122	10/17/13	50.00
SUN LIFE ASSURANCE CO OF CANADA	600123	10/17/13	365.05
UNITED HEALTHCARE	600124	10/17/13	26,488.20
UNITED PARCEL SERVICE (MAIN)	600125	10/17/13	289.40
VERIZON (MAIN)	600126	10/17/13	476.92
VISION SERVICE PLAN (VSP)	600127	10/17/13	769.80

CASH DISBURSEMENTS JOURNAL
Continuation Sheet for MOR-1

A cash disbursements journal must be included. The total disbursements listed in the disbursements journal must equal the total disbursements (less transfers to other DIP accounts) reported on the Cash Receipts and Disbursements Schedule.

Payee	Check / Wire No.	Date	Amount
VITAL RECORDS INC	600128	10/17/13	1,132.33
WILLIAM B MEYER INC	600129	10/17/13	3,652.57
BMC GROUP, INC.	80008022	10/17/13	16,582.27
SONY DADC AUSTRIA AG	80008023	10/17/13	6,245.08
INTERACTIVE GAME GROUP, LLC	80008024	10/17/13	8,069.42
JUAN MIGUEL FREIRA	2007	10/24/13	771.00
BAKER & MCKENZIE	20001996	10/24/13	2,175.67
HIKARI PATENT OFFICE	20001997	10/24/13	1,971.27
KIM AND CHO	20001998	10/24/13	1,680.00
BLUEHORNET NETWORKS, INC.	600130	10/24/13	5,495.00
DORSEY & WHITNEY LLP	600131	10/24/13	4,010.50
EDGECAST NETWORKS, INC.	600132	10/24/13	4,172.71
OLSHAN FROME WOLOSKY LLP	600133	10/24/13	2,752.50
EMPLOYEE	600134	10/24/13	2,500.00
SYMANTEC	600135	10/24/13	326.62
WEEKS-LERMAN GROUP LLC	600136	10/24/13	410.31
BMC GROUP, INC.	80008025	10/24/13	27,940.38
CRYPTIC STUDIOS, INC.	80008026	10/24/13	2,274.81
GAME CENTER GROUP, LLC	80008027	10/24/13	5,730.84
HUDSON VALLEY COMPUTER SERVICES LLC	80008028	10/24/13	9,008.00
US TRUSTEE	600137	10/29/13	13,000.00
US TRUSTEE	600137	10/29/13	-13,000.00
US TRUSTEE	600138	10/29/13	650.00
US TRUSTEE	600139	10/29/13	325.00
US TRUSTEE	600140	10/29/13	325.00
WILLIAM GALLAGHER ASSOCIATES	80008029	10/29/13	110.07
EMPLOYEE	80008030	10/29/13	2,000.00
US TRUSTEE	600141	10/30/13	7,800.00
AKIN GUMP STRAUSS HAUSER & FELD LLP	80008031	10/31/13	1,350,103.66
BRACEWELL & GIULIANI LLP	80008032	10/31/13	115,734.89
COOLEY LLP	80008033	10/31/13	367,204.58
DUFF & PHELPS, LLC	80008034	10/31/13	166,500.29
PERELLA WEINBERG PARTNERS LLP	80008035	10/31/13	241,052.00
PROTIVITI INC	80008036	10/31/13	209,645.22
			<u>\$ 3,245,392</u>

In re Atari, Inc., et al.

Debtor

Case No.

Reporting Period:

MOR-1(A)

13-10176

10/1/13-10/31/13

SCHEDULE OF CASH RECEIPTS AND DISBURSEMENTS

Amounts reported should be from the debtor's books and not the bank statement. The beginning cash should be the ending cash from the prior month or, if this is the first report, the amount should be the balance on the date the petition was filed. The amounts reported in the "CURRENT MONTH - ACTUAL" column must equal the sum of the four bank account columns. Attach copies of the bank statements and the cash disbursements journal. The total disbursements listed in the disbursements journal must equal the total disbursements reported on this page. A bank reconciliation must be attached for each account. [See MOR-1 (CON'T)]

THE FOLLOWING SECTION MUST BE COMPLETED

DISBURSEMENTS FOR CALCULATING U.S. TRUSTEE QUARTERLY FEES: (FROM CURRENT MONTH ACTUAL COLUMN)

Atari, Inc.	CURRENT MONTH	QUARTER TO DATE
TOTAL DISBURSEMENTS	\$ 6,867,126	\$ 6,867,126
LESS: TRANSFERS TO OTHER DEBTOR IN POSSESSION ACCOUNTS	3,940,098	\$ 3,940,098
PLUS: ESTATE DISBURSEMENTS MADE BY OUTSIDE SOURCES (i.e. from escrow accounts)	-	\$ -
TOTAL DISBURSEMENTS FOR CALCULATING U.S. TRUSTEE QUARTERLY FEES	2,927,028	\$ 2,927,028

Atari Interactive, Inc.	CURRENT MONTH	QUARTER TO DATE
TOTAL DISBURSEMENTS	318,364	\$ 318,364
LESS: TRANSFERS TO OTHER DEBTOR IN POSSESSION ACCOUNTS	-	\$ -
PLUS: ESTATE DISBURSEMENTS MADE BY OUTSIDE SOURCES (i.e. from escrow accounts)	-	\$ -
TOTAL DISBURSEMENTS FOR CALCULATING U.S. TRUSTEE QUARTERLY FEES	318,364	\$ 318,364

California U.S. Holdings, Inc.	CURRENT MONTH	QUARTER TO DATE
TOTAL DISBURSEMENTS	-	\$ -
LESS: TRANSFERS TO OTHER DEBTOR IN POSSESSION ACCOUNTS	-	\$ -
PLUS: ESTATE DISBURSEMENTS MADE BY OUTSIDE SOURCES (i.e. from escrow accounts)	-	\$ -
TOTAL DISBURSEMENTS FOR CALCULATING U.S. TRUSTEE QUARTERLY FEES	-	\$ -

Humongous, Inc.	CURRENT MONTH	QUARTER TO DATE
TOTAL DISBURSEMENTS	-	\$ -
LESS: TRANSFERS TO OTHER DEBTOR IN POSSESSION ACCOUNTS	-	\$ -
PLUS: ESTATE DISBURSEMENTS MADE BY OUTSIDE SOURCES (i.e. from escrow accounts)	-	\$ -
TOTAL DISBURSEMENTS FOR CALCULATING U.S. TRUSTEE QUARTERLY FEES	-	\$ -

Atari, Inc., et al. (Consolidated)	CURRENT MONTH	QUARTER TO DATE
TOTAL DISBURSEMENTS	7,185,490	\$ 7,185,490
LESS: TRANSFERS TO OTHER DEBTOR IN POSSESSION ACCOUNTS	3,940,098	\$ 3,940,098
PLUS: ESTATE DISBURSEMENTS MADE BY OUTSIDE SOURCES (i.e. from escrow accounts)	-	\$ -
TOTAL DISBURSEMENTS FOR CALCULATING U.S. TRUSTEE QUARTERLY FEES	\$ 3,245,392	\$ 3,245,392

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STATEMENT OF OPERATIONS (Income Statement)
reported in thousands (000's)

The Statement of Operations is to be prepared on an accrual basis. The accrual basis of accounting recognizes revenue when it is realized and expenses when they are incurred, regardless of when cash is actually received or paid.

REVENUES	MONTH	CUMULATIVE -FILING TO DATE
Gross Revenues	\$ 1,056	\$ 20,458
Less: Returns and Allowances	(2)	205
Net Revenue	1,058	20,253
COST OF GOODS SOLD		
Beginning Inventory	n/a	n/a
Add: Purchases	n/a	n/a
Add: Cost of Labor	n/a	n/a
Add: Other Costs (attach schedule)	n/a	n/a
Less: Ending Inventory	n/a	n/a
Cost of Goods Sold	407	7,309
Gross Profit	651	12,944
OPERATING EXPENSES		
Advertising	2	56
Auto and Truck Expense	-	-
Bad Debts	-	172
Contributions	-	-
Employee Benefits Programs	46	381
Officer/Insider Compensation*	-	-
Insurance	17	389
Management Fees/Bonuses	-	-
Office Expense	0	44
Pension & Profit-Sharing Plans	-	-
Repairs and Maintenance	-	-
Rent and Lease Expense	29	374
Salaries/Commissions/Fees	106	3,129
Supplies	-	-
Taxes - Payroll [a]	-	-
Taxes - Real Estate	-	-
Taxes - Other	-	-
Travel and Entertainment	0	57
Utilities	8	216
Other (attach schedule)	117	1,267
Total Operating Expenses Before Depreciation	326	6,085
Depreciation/Depletion/Amortization	30	4,079
Net Profit (Loss) Before Other Income & Expenses	296	2,781
OTHER INCOME AND EXPENSES		
Other Income (attach schedule)	-	-
Interest Expense	31	215
Other Expense (attach schedule)	-	984
Net Profit (Loss) Before Reorganization Items	264	1,581

REORGANIZATION ITEMS		
Professional Fees	(161)	9,707
U. S. Trustee Quarterly Fees	9	20
Interest Earned on Accumulated Cash from Chapter 11 <i>(see continuation sheet)</i>	-	-
Gain (Loss) from Sale of Equipment	-	-
Other Reorganization Expenses <i>(attach schedule)</i>	-	-
Total Reorganization Expenses	(152)	9,727
Income Taxes	-	-
Net Profit (Loss)	\$ 416	\$ (8,146)

[a] Payroll taxes are included in the Salaries line item.

*"Insider" is defined in 11 U.S.C. Section 101(31).

BREAKDOWN OF "OTHER" CATEGORIES

OTHER COSTS

None	\$ -	\$ -
TOTAL OTHER COSTS	\$ -	\$ -

OTHER OPERATIONAL EXPENSES

Research and Development	0	51
Bank Fees	4	27
Distribution Costs	2	87
Consulting	36	495
Legal Fees	63	472
Reversal of Income Tax Receivable	-	8
Accounting Fees	12	126
TOTAL OTHER OPERATIONAL EXPENSES	\$ 117	\$ 1,267

OTHER INCOME

	\$ -	\$ -
	-	-
TOTAL OTHER INCOME	\$ -	\$ -

OTHER EXPENSES

Foreign Exchange Conversion (Gain) / Loss	-	39
Amortization	-	945
TOTAL OTHER EXPENSES	\$ -	\$ 984

OTHER REORGANIZATION EXPENSES

None	\$ -	\$ -
TOTAL OTHER REORGANIZATION EXPENSES	\$ -	\$ -

Reorganization Items - Interest Earned on Accumulated Cash from Chapter 11:

Interest earned on cash accumulated during the chapter 11 case, which would not have been earned but for the bankruptcy proceeding, should be reported as a reorganization item.

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BALANCE SHEET
reported in thousands (000's)

The Balance Sheet is to be completed on an accrual basis only. Pre-petition liabilities must be classified separately from post-petition obligations.

ASSETS	BOOK VALUE AT END OF CURRENT REPORTING MONTH	BOOK VALUE AT END OF PRIOR REPORTING MONTH	BOOK VALUE ON PETITION DATE OR SCHEDULED
CURRENT ASSETS			
Unrestricted Cash and Equivalents	\$ 5,326	\$ 8,037	\$ 751
Restricted Cash and Cash Equivalents (see continuation sheet)	-	-	-
Accounts Receivable (Net)	(113)	(140)	2,842
Notes Receivable	-	-	-
Inventories	-	-	542
Prepaid Expenses	8	13	56
Professional Retainers	-	-	-
Other Current Assets (attach schedule)[a]	284	284	489
TOTAL CURRENT ASSETS	5,505	8,194	4,680
PROPERTY & EQUIPMENT			
Real Property and Improvements	-	-	-
Machinery and Equipment	-	-	-
Furniture, Fixtures and Office Equipment	18,111	18,110.80	18,104.51
Leasehold Improvements	19	19	19
Vehicles	-	-	-
Less: Accumulated Depreciation	(17,981)	(17,967)	(17,851)
TOTAL PROPERTY & EQUIPMENT	149	163	272
OTHER ASSETS			
Amounts due from Insiders*	26,220	26,024	25,294
Other Assets (attach schedule)	3,467	3,476	6,976
TOTAL OTHER ASSETS	29,687	29,500	32,270
TOTAL ASSETS	35,341	37,857	37,222
LIABILITIES AND OWNER EQUITY	BOOK VALUE AT END OF CURRENT REPORTING MONTH	BOOK VALUE AT END OF PRIOR REPORTING MONTH	BOOK VALUE ON PETITION DATE OR SCHEDULED
LIABILITIES NOT SUBJECT TO COMPROMISE (Postpetition)			
Accounts Payable [b]	2,643	4,973	113
Taxes Payable (refer to FORM MOR-4)	-	-	-
Wages Payable	24	25	58
Notes Payable	-	-	-
Rent / Leases - Building/Equipment	88	90	105
Secured Debt / Adequate Protection Payments	3,716	3,684	-
Professional Fees	487	1,129	-
Amounts Due to Insiders*	-	-	-
Other Post-petition Liabilities (attach schedule)	2,303	2,224	288
TOTAL POST-PETITION LIABILITIES	9,260	12,125	564
LIABILITIES SUBJECT TO COMPROMISE (Pre-Petition)			
Secured Debt	-	-	-
Priority Debt	127	127	525
Unsecured Debt	321,815	321,874	323,848
TOTAL PRE-PETITION LIABILITIES	321,942	322,002	324,373
TOTAL LIABILITIES	331,202	334,127	324,937
OWNERS' EQUITY			
Capital Stock	1,178,126	1,178,126	1,178,126
Additional Paid-In Capital	-	-	-
Partners' Capital Account	-	-	-
Owner's Equity Account	-	-	-
Retained Earnings - Pre-Petition [a]	(1,465,841)	(1,465,841)	(1,465,841)
Retained Earnings - Post-petition	(8,146)	(8,555)	-
Adjustments to Owner Equity (attach schedule)	-	-	-
Post-petition Contributions (attach schedule)	-	-	-
NET OWNERS' EQUITY	(295,861)	(296,270)	(287,715)
TOTAL LIABILITIES AND OWNERS' EQUITY	\$ 35,341	\$ 37,857	\$ 37,222

[a] Prior period adjustment made of \$1.95 million to reflect Debtor intangibles previously recorded as a top side entry at a parent company level.

[b] The difference between the A/P balance reported above and the amount on Schedule MOR-4 is \$319K which represents additional accruals.

**Insider" is defined in 11 U.S.C. Section 101(31).

BALANCE SHEET - continuation section

ASSETS			
	BOOK VALUE AT END OF CURRENT REPORTING MONTH	BOOK VALUE AT END OF PRIOR REPORTING MONTH	BOOK VALUE ON PETITION DATE OR SCHEDULED
Other Current Assets			
Security Deposits	259	259	282
Royalty Receivable	25	25	200
Tax Receivable	-	-	7
Other Assets			
Intangibles (Capitalized Development Costs / Trademarks) [a]	3,467	3,476	6,976
LIABILITIES AND OWNER EQUITY			
	BOOK VALUE AT END OF CURRENT REPORTING MONTH	BOOK VALUE AT END OF PRIOR REPORTING MONTH	BOOK VALUE ON PETITION DATE OR SCHEDULED
Other Post-petition Liabilities			
Deferred Revenue (GAAP)	66	67	288
Royalty Payable	2,237	2,158	-
Adjustments to Owner's Equity			
Post-Petition Contributions			

Restricted Cash: Cash that is restricted for a specific use and not available to fund operations.
Typically, restricted cash is segregated into a separate account, such as an escrow account.

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STATUS OF POST-PETITION TAXES

The beginning tax liability should be the ending liability from the prior month or, if this is the first report, the amount should be zero.

Attach photocopies of IRS Form 6123 or payment receipt to verify payment or deposit of federal payroll taxes.

Attach photocopies of any tax returns filed during the reporting period.

Federal	Beginning Tax	Amount Withheld and/or Accrued	Amount Paid	Date Paid	Check # or EFT	Ending Tax
Withholding	\$ -	\$ 19,545	\$ 19,545	Various	[a]	\$ -
FICA-Employee	-	5,173	5,173	Various	[a]	-
FICA-Employer	-	4,949	4,949	Various	[a]	-
Unemployment	-	-	-	Various	[a]	-
Income	-	-	-			-
Other: Franchise Tax	-	-	-	Various	[a]	-
Total Federal Taxes	-	29,668	29,668	Various	[a]	-
State and Local						
Withholding	-	7,960	7,960	Various	[a]	-
Sales	-	-	-			-
Excise	-	-	-			-
Unemployment	-	138	138	Various	[a]	-
Real Property	-	-	-			-
Personal Property	-	-	-			-
Other:	-	-	-			-
Total State and Local	-	8,098	8,098	Various	[a]	-
Total Taxes						
	\$ -	\$ 37,766	\$ 37,766	Various	[a]	\$ -

[a] Various

SUMMARY OF UNPAID POST-PETITION DEBTS

Attach aged listing of accounts payable. See MOR-4 (CONT)

	Number of Days Past Due					
	Current	0-30	31-60	61-90	Over 91	Total
Accounts Payable	\$ (1,052,714)	\$ 413,536	\$ 953,947	\$ 842,134	\$ 1,021,334	\$ 2,178,236
Wages Payable	23,669	-	-	-	-	23,669
Taxes Payable	-	-	-	-	-	-
Rent/Leases-Building	87,952	-	-	-	-	87,952
Rent/Leases-Equipment	-	-	-	-	-	-
Secured Debt/Adequate Protection Payments	3,715,510	-	-	-	-	3,715,510
Professional Fees	487,091	-	-	-	-	487,091
Amounts Due to Insiders	-	-	-	-	-	-
Other: <u>Royalties Payable</u>	2,237,055	-	-	-	-	2,237,055
Other:	-	-	-	-	-	-
Total Post-petition Debts	\$ 5,498,563	\$ 413,536	\$ 953,947	\$ 842,134	\$ 1,021,334	\$ 8,729,514

Explain how and when the Debtor intends to pay any past due post-petition debts.

The main past due balance includes professional fees related to bankruptcy [regular and 20% hold back].

SUMMARY OF UNPAID POST-PETITION DEBTS

Continuation Sheet for MOR-4

Attach aged listing of accounts payable.

Vendor	Vendor No.	Invoice No.	Due Date	Category	Amount
AKIN GUMP STRAUSS HAUER & FELD LLP	[a]	1471168C	3/20/13	Restructuring (HOLD)	(1,180.00)
AKIN GUMP STRAUSS HAUER & FELD LLP	[a]	1486853	7/21/13	Restructuring (HOLD)	455,855.18
AKIN GUMP STRAUSS HAUER & FELD LLP	[a]	1491226	8/18/13	Restructuring (HOLD)	565,739.11
AKIN GUMP STRAUSS HAUER & FELD LLP	[a]	1496575	9/21/13	Restructuring (HOLD)	425,785.40
AKIN GUMP STRAUSS HAUER & FELD LLP	[a]	1501014	10/24/13	Restructuring (HOLD)	229,756.97
AKIN GUMP STRAUSS HAUER & FELD LLP	[a]	1486853OAC	10/31/13	Restructuring (HOLD)	(365,299.28)
AKIN GUMP STRAUSS HAUER & FELD LLP	[a]	1491226OAC	10/31/13	Restructuring (HOLD)	(455,255.56)
AKIN GUMP STRAUSS HAUER & FELD LLP	[a]	1496575OAC	10/31/13	Restructuring (HOLD)	(343,142.10)
AKIN GUMP STRAUSS HAUER & FELD LLP	[a]	1501014OAC	10/31/13	Restructuring (HOLD)	(186,406.72)
AKIN GUMP STRAUSS HAUER & FELD LLP		1506218	11/21/13	Restructuring	209,176.12
AMERICAN EXPRESS		AMEX102813	10/28/13	Other Employee Related Expenses	6,020.22
BMC GROUP, INC.	[a]	316130331	4/30/13	Restructuring (HOLD)	13,869.00
BMC GROUP, INC.	[a]	316130331OAC	10/5/13	Restructuring (HOLD)	(3,869.00)
BMC GROUP, INC.		316130831	10/10/13	Restructuring	10,054.90
BMC GROUP, INC.		316130930	11/8/13	Restructuring	15,783.04
COOLEY LLP	[a]	1276023	4/13/13	Restructuring (HOLD)	114,440.40
COOLEY LLP	[a]	1283537	5/11/13	Restructuring (HOLD)	43,633.70
COOLEY LLP	[a]	1291995	6/12/13	Restructuring (HOLD)	13,707.90
COOLEY LLP	[a]	1300140	7/13/13	Restructuring (HOLD)	109,430.11
COOLEY LLP	[a]	1310000	8/8/13	Restructuring (HOLD)	172,528.96
COOLEY LLP	[a]	APR2013ADJUST	9/5/13	Restructuring (HOLD)	(39,091.10)
COOLEY LLP	[a]	1315035	9/6/13	Restructuring (HOLD)	126,888.30
COOLEY LLP	[a]	1323857	10/12/13	Restructuring (HOLD)	48,875.31
COOLEY LLP	[a]	1300140OAC	10/31/13	Restructuring (HOLD)	(87,682.21)
COOLEY LLP	[a]	1310000OAC	10/31/13	Restructuring (HOLD)	(138,238.96)
COOLEY LLP	[a]	1315035OAC	10/31/13	Restructuring (HOLD)	(101,676.40)
COOLEY LLP	[a]	1323857OAC	10/31/13	Restructuring (HOLD)	(39,607.01)
COOLEY LLP		1334629	11/11/13	Restructuring	33,847.41
DUFF & PHELPS, LLC	[a]	033113	4/30/13	Restructuring (HOLD)	59,342.86
DUFF & PHELPS, LLC	[a]	DP043013	6/19/13	Restructuring (HOLD)	10,000.00
DUFF & PHELPS, LLC	[a]	DP053113	6/30/13	Restructuring (HOLD)	51,755.34
DUFF & PHELPS, LLC	[a]	DP063013	8/4/13	Restructuring (HOLD)	52,313.12
DUFF & PHELPS, LLC	[a]	DP073113	8/30/13	Restructuring (HOLD)	51,421.13
DUFF & PHELPS, LLC	[a]	APR2013ADJUST	9/5/13	Restructuring (HOLD)	(15,700.00)
DUFF & PHELPS, LLC	[a]	DP083113	9/30/13	Restructuring (HOLD)	51,010.70
DUFF & PHELPS, LLC	[a]	DP053113OAC	10/31/13	Restructuring (HOLD)	(41,755.34)
DUFF & PHELPS, LLC	[a]	DP063013OAC	10/31/13	Restructuring (HOLD)	(42,313.12)
DUFF & PHELPS, LLC	[a]	DP073113OAC	10/31/13	Restructuring (HOLD)	(41,421.13)
DUFF & PHELPS, LLC	[a]	DP083113OAC	10/31/13	Restructuring (HOLD)	(41,010.70)
EMC CORPORATION		5200300058	10/5/13	MIS-IT	598.89
HUDSON FIBER NETWORK		37388452	10/16/13	MIS-IT	2,247.25
HUDSON VALLEY COMPUTER SERVICES LLC [b]		022113C	2/21/13	MIS-IT	(7,000.00)
JOHN KAUDERER		ATARI002	11/24/13	Consultant	750.00
MAILFINANCE INC.		N4278735	11/26/13	Office Expense	587.73
MARKS PANETH & SHRON LLP		374681	11/14/13	Restructuring	10,499.00
MILLER ADVERTISING AGENCY, INC.		766535	11/30/13	Restructuring	3,975.00
OPTUMHEALTH FINANCIAL SERVICES		196655	10/5/13	Other Employee Related Expenses	838.00
PERELLA WEINBERG PARTNERS LLP	[a]	3680820204	6/30/13	Restructuring (HOLD)	100,308.00
PERELLA WEINBERG PARTNERS LLP	[a]	3680820205	9/4/13	Restructuring (HOLD)	100,294.00
PERELLA WEINBERG PARTNERS LLP	[a]	3680820206	9/21/13	Restructuring (HOLD)	100,450.00
PERELLA WEINBERG PARTNERS LLP	[a]	CB3680820208	10/4/13	Restructuring (HOLD)	(800,000.00)
PERELLA WEINBERG PARTNERS LLP	[a]	3680820207	10/9/13	Restructuring (HOLD)	100,479.00
PERELLA WEINBERG PARTNERS LLP	[a]	3680820208	10/9/13	Restructuring (HOLD)	800,000.00
PERELLA WEINBERG PARTNERS LLP	[a]	3680820204OAC	10/31/13	Restructuring (HOLD)	(80,308.00)
PERELLA WEINBERG PARTNERS LLP	[a]	3680820205OAC	10/31/13	Restructuring (HOLD)	(80,294.00)
PERELLA WEINBERG PARTNERS LLP	[a]	3680820206OAC	10/31/13	Restructuring (HOLD)	(80,450.00)
PERELLA WEINBERG PARTNERS LLP		3680820209	11/3/13	Restructuring	850,146.00
PROTIVITI INC	[a]	9251	6/30/13	Restructuring (HOLD)	56,844.50
PROTIVITI INC	[a]	9282	9/4/13	Restructuring (HOLD)	78,608.70
PROTIVITI INC	[a]	9419	9/19/13	Restructuring (HOLD)	76,740.98
PROTIVITI INC	[a]	9439	9/30/13	Restructuring (HOLD)	48,960.00
PROTIVITI INC	[a]	9251OAC	10/31/13	Restructuring (HOLD)	(45,488.80)
PROTIVITI INC	[a]	9282OAC	10/31/13	Restructuring (HOLD)	(62,892.32)
PROTIVITI INC	[a]	9419OAC	10/31/13	Restructuring (HOLD)	(62,079.96)
PROTIVITI INC	[a]	9439OAC	10/31/13	Restructuring (HOLD)	(39,184.14)
PROTIVITI INC		9513	11/16/13	Restructuring	41,890.20
RACKSPACE MANAGED HOSTING		100954131	11/4/13	MIS-IT	32,801.64
TVR ENGINEERING LIMITED		810897A1306POS	8/29/13	Royalty	131.44
UNITED HEALTHCARE		0032893361	10/29/13	Other Employee Related Expenses	18,334.27
UNITED PARCEL SERVICE (MAIN)		000072824W423	11/3/13	Office Expense	22.00
UNITED PARCEL SERVICE (MAIN)		000072824W433	11/10/13	Office Expense	22.00
VISION SERVICE PLAN (VSP)		NOV2013DIV0011	10/31/13	Other Employee Related Expenses	88.44
VOLKSWAGEN AG		81114B1306POST	7/30/13	Royalty	326.92

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WILLIAM C. MOYER JR.	1066775	11/11/13	Legal	200.00
AGENCY INTELS LATVIA	200991	10/05/13	Legal	1,250.00
BIOWARE CORPORATION	81303A1303POST	10/05/13	Royalty / Licensing	47,103.92
BIOWARE CORPORATION	81303A1306POST	10/05/13	Royalty / Licensing	32,764.22
GUERRERO-NOBLE, PEREZ-ORAMA & GUERREO-CAL	13342	10/11/13	Legal	1,085.00

Total Post-petition Accounts Payable (Trade)

\$ 2,178,236.43

[a] Represents the 20% holdback
 [b] Represents a deposit made by Debtor, to be applied to the final invoice.

In re Atari, Inc., et al.
Debtor

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ACCOUNTS RECEIVABLE RECONCILIATION AND AGING

Accounts Receivable Reconciliation	Amount
Total Accounts Receivable at the beginning of the reporting period	\$ (140,166)
Plus: Amounts billed during the period	542,386
Less: Amounts collected during the period	515,253
Total Accounts Receivable at the end of the reporting period	\$ (113,033)

Accounts Receivable Aging	0-30 Days	31-60 Days	61-90 Days	91+ Days	Total
Retail A/R	\$ -	\$ -	\$ 6,200	\$ 593,320	\$ 599,520
Royalty A/R	713,172	60,218	45,000	67,820	886,211
Total Accounts Receivable	713,172	60,218	51,200	661,140	1,485,731
Less: Bad Debts (Amount considered uncollectible)					1,598,763
Net Accounts Receivable	\$ 713,172	\$ 60,218	\$ 51,200	\$ 661,140	\$ (113,032)

In re Atari, Inc., et al.
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PAYMENTS TO INSIDERS AND PROFESSIONALS

Of the total disbursements shown on the Cash Receipts and Disbursements Report (MOR-1) list the amount paid to insiders (as defined in Section 101(31) (A)-(F) of the U.S. Bankruptcy Code) and to professionals. For payments to insiders, identify the type of compensation paid (e.g. Salary, Bonus, Commissions, Insurance, Housing Allowance, Travel, Car Allowance, Etc.). Attach additional sheets if necessary.

INSIDERS			
NAME	TYPE OF PAYMENT	AMOUNT PAID	TOTAL PAID TO DATE
Keller, Kristen J.	Payroll	\$ 24,277	\$ 230,634
Keller, Kristen J.	Vacation payout	\$ -	\$ 18,207
Keller, Kristen J.	Mgmt Loyalty	\$ -	\$ 189,152
Mattes, Robert	Payroll	\$ -	\$ 119,792
Mattes, Robert	Vacation payout	\$ -	\$ 13,269
Mattes, Robert	Mgmt Loyalty	\$ -	\$ 149,501
Wilson, James W.	Payroll	\$ -	\$ 239,472
Wilson, James W.	Mgmt Loyalty	\$ -	\$ 275,878
Keller, Kristen J.	Travel & Exp	\$ -	\$ 2,367
Wilson, James W.	Travel & Exp	\$ -	\$ 3,292
Mattes, Robert	Travel & Exp	\$ -	\$ 1,530
TOTAL PAYMENTS TO INSIDERS		\$ 24,277	\$ 1,243,094

PROFESSIONALS					
NAME	DATE OF COURT ORDER AUTHORIZING PAYMENT	AMOUNT APPROVED	AMOUNT PAID	TOTAL PAID TO DATE	TOTAL INCURRED & UNPAID*
Akin Gump Strauss Hauer & Feld LLP	2/15/2013	\$ -	\$ -	\$ 2,383,402	\$ 688,030
Perella Weinberg Partners LP	2/15/2013	\$ -	\$ -	\$ 553,118	\$ 1,010,625
Protiviti Inc.	2/15/2013	\$ -	\$ -	\$ 652,937	\$ 114,030
Hunton Williams LLP	3/21/2013	\$ -	\$ -	\$ 218,857	\$ -
Bracewell & Giuliani LLP	3/17/2013	\$ -	\$ -	\$ 432,352	\$ 4,197
BMC Group	2/15/2013	\$ -	\$ -	\$ 110,778	\$ 55,838
Imperial Capital Loan Trading, LLC (Collateral Agent)			\$ -	\$ 5,000	\$ -
Cooley LP [a]	2/15/2013	\$ -	\$ -	\$ 712,255	\$ 287,056
Duff & Phelps Securities LLC [a]	2/15/2013	\$ -	\$ -	\$ 248,239	\$ 193,643
TOTAL PAYMENTS TO PROFESSIONALS		\$ -	\$ -	\$ 5,316,936	\$ 2,353,419

* INCLUDE ALL FEES INCURRED, BOTH APPROVED AND UNAPPROVED

[a] Official Committee of Unsecured Creditors Professional

POST-PETITION STATUS OF SECURED NOTES, LEASES PAYABLE AND ADEQUATE PROTECTION PAYMENTS

NAME OF CREDITOR	SCHEDULED MONTHLY PAYMENT DUE	AMOUNT PAID DURING MONTH	TOTAL UNPAID POST-PETITION
Alden Global Value Recovery Master Fund, LP	\$ -	\$ -	\$ 3,715,510
475 Building Company	26,843	26,843	-
	-	-	-
	-	-	-
	-	-	-
TOTAL PAYMENTS		\$ 26,843	\$ 3,715,510

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DEBTOR QUESTIONNAIRE

Must be completed each month. If the answer to any of the questions is "Yes", provide a detailed explanation of each item. Attach additional sheets if necessary.		Yes	No
1	Have any assets been sold or transferred outside the normal course of business this reporting period?		✓
2	Have any funds been disbursed from any account other than a debtor in possession account this reporting period?		✓
3	Is the Debtor delinquent in the timely filing of any post-petition tax returns?		✓
4	Are workers compensation, general liability or other necessary insurance coverages expired or cancelled, or has the debtor received notice of expiration or cancellation of such policies?		✓
5	Is the Debtor delinquent in paying any insurance premium payment?		✓
6	Have any payments been made on pre-petition liabilities this reporting period?		✓
7	Are any post petition receivables (accounts, notes or loans) due from related parties?		✓
8	Are any post petition payroll taxes past due?		✓
9	Are any post petition State or Federal income taxes past due?		✓
10	Are any post petition real estate taxes past due?		✓
11	Are any other post petition taxes past due?		✓
12	Have any pre-petition taxes been paid during this reporting period?		✓
13	Are any amounts owed to post petition creditors delinquent?	✓	
14	Are any wage payments past due?		✓
15	Have any post petition loans been received by the Debtor from any party?		✓
16	Is the Debtor delinquent in paying any U.S. Trustee fees?		✓
17	Is the Debtor delinquent with any court ordered payments to attorneys or other professionals?	✓	
18	Have the owners or shareholders received any compensation outside of the normal course of business?		✓

Explanations

(13) Certain post petition amounts are past due because of untimely receipt of invoices and supporting documents. Amounts will be paid upon review and approval of such invoices.

(17) Certain post petition amounts related to fees and expenses of estates' professionals remain unpaid.