

Hearing Date and Time: December 10, 2013 at 10:00 a.m. (ET)
Objection Deadline: December 3, 2013 at 4:00 p.m. (ET)

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.)	

**SUMMARY SHEET ACCOMPANYING THE SECOND INTERIM APPLICATION OF
PROTIVITI INC., FINANCIAL ADVISOR TO THE DEBTORS AND DEBTORS-IN-
POSSESSION, FOR ALLOWANCE OF COMPENSATION FOR PROFESSIONAL
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED
DURING THE PERIOD OF MAY 1, 2013 THROUGH AUGUST 31, 2013**

Name of Applicant:	Protiviti Inc.
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Date of Retention:	February 15, 2013 (<i>nunc pro tunc</i> to January 21, 2013)
Period for Which Compensation and Reimbursement is Sought:	May 1, 2013 through August 31, 2013
Amount of Compensation Sought as Actual, Reasonable and Necessary:	<u>\$257,541.20</u>
Amount of Compensation Previously Paid on a Monthly	<u>\$206,032.96</u>

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

Basis as Actual, Reasonable and Necessary:

Amount of Expense Reimbursement Sought as Actual and Necessary: \$3,612.98

Amount of Expense Reimbursement Previously Paid on a Monthly Basis as Actual and Necessary: \$3,612.98

Total Compensation and Expenses Previously Requested and Paid on a Monthly Basis: \$209,645.94

Total Hours Billed: 682.8 hours

This is an interim final application

Monthly Fee Statements During the Compensation Period:

Time Period	Fees	Expenses	Status
May 1, 2013 through May 31, 2013	\$56,774.90	\$69.60	Paid 80% of fees and 100% of expenses
June 1, 2013 through June 30, 2013	\$78,581.90	\$26.80	Paid 80% of fees and 100% of expenses
July 1, 2013 through July 31, 2013	\$73,305.10	\$3,435.88	Paid 80% of fees and 100% of expenses
August 1, 2013 through August 30, 2013	\$48,879.30	\$80.70	Paid 80% of fees and 100% of expenses
TOTAL	\$257,541.20	\$3,612.98	

Timekeeper Summary:

<u>Timekeeper</u>	<u>Status</u>	<u>Hours</u>	<u>Rate [1]</u>	<u>Value</u>
Davis, Guy A.	Managing Director	163.8	\$ 520.7	\$ 85,288.00
Lyons, John K.	Managing Director	2.1	522.0	1,096.20
Roski, Suzanne B.	Managing Director	5.1	522.0	2,662.20
Hom, Patrick H.	Director	1.1	390.0	429.00
Koons, Denise A.	Associate Director	23.4	390.0	9,126.00
Williams, Heather G.	Associate Director	37.8	370.0	13,986.00
Koehler, Justin F.	Senior Manager	347.2	351.0	121,867.20
Smith, Matthew S.	Manager	40.2	256.0	10,291.20
Stefanik, Jane M.	Manager	40.6	240.0	9,744.00
Sullivan, Shane M.	Consultant	17.7	152.0	2,690.40
August, Hunter J.	Intern	3.8	95.0	361.00
		<u>682.8</u>		<u>\$ 257,541.20</u>

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

Compensation by Project Category:

<u>Code</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
441	Asset Disposition	22.1	\$ 12,376.00
443	Case Administration	33.0	13,163.20
444	Claims Administration and Objections	77.8	32,076.90
446	Prepare Fee / Employ Apps	18.6	6,940.70
448	Financing	131.8	51,173.30
451	Plan and Disclosure	258.7	100,166.90
459	Tax Consulting	34.8	12,619.20
472	Monthly Operating Reports / Trustee Accounting	57.3	17,274.00
475	Prepare SOFAs and Bankruptcy Schedules	37.2	11,751.00
591	Travel Time @ No Charge	11.5	-
		<u>682.8</u>	<u>\$ 257,541.20</u>

Schedule of Disbursements:

Description	Amount (\$)
Out-of-Town Air Travel	\$ 1,545.54
Out-of-Town Ground Transportation	282.50
Out-of-Town Lodging	785.03
Out-of-Town Meals	156.31
Out-of-Town Train Travel	440.00
Copying	403.60
	<u>\$ 3,612.98</u>

Hearing Date and Time: December 10, 2013 at 10:00 a.m. (ET)
Objection Deadline: December 3, 2013 at 4:00 p.m. (ET)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re: ATARI, INC., <i>et al.</i> , ¹ <div style="text-align: right;">Debtors.</div>))))))	Chapter 11 Case No. 13-10176 (JMP) (Jointly Administered)
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**SECOND INTERIM APPLICATION OF PROTIVITI INC., FINANCIAL ADVISOR TO
THE DEBTORS AND DEBTORS-IN- POSSESSION, FOR ALLOWANCE OF
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES INCURRED DURING THE PERIOD OF
MAY 1, 2013 THROUGH AUGUST 31, 2013**

TO THE HONORABLE JAMES M. PECK,
UNITED STATES BANKRUPTCY JUDGE:

Protiviti, Inc. (“Protiviti”), financial advisor to the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) in these chapter 11 cases, hereby submits this application (the “Application”) for an order, (i) allowing interim compensation in the amount of \$257,541.20 for actual, reasonable and necessary professional services rendered by Protiviti to the Debtors during the period of time from May 1, 2013 through August 31, 2013 (the “Compensation Period”), (ii) reimbursing actual and necessary expenses that Protiviti incurred in connection there with in the amount of \$3,612.98, and (iii) authorizing and directing the Debtors to pay Protiviti (to the extent previously not paid pursuant to the Interim Compensation Order) the sum of \$261,154.18 (comprised of 100% of Protiviti’s fees requested herein for services rendered to the Debtors and 100% of Protiviti’s expenses requested herein that were incurred in

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

connection with the rendering of services to the Debtors). In support of this Application, Protiviti respectfully represents as follows:

I. Jurisdiction, Venue and Predicates for Relief

1. The Court has jurisdiction over this Application pursuant to 28 U.S.C. § 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.). Venue of these cases and the Application is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

2. The predicates for the relief requested herein are (a) sections 328, 330 and 331 of Title 11 of the United States Code (the “Bankruptcy Code”), (b) Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), (c) Rule 2016-1 of the Local Rules (the “Local Rules”) for the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court” or the “Court”), (d) General Order M-389, *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases* adopted by the Bankruptcy Court November 25, 2009 (the “Local Guidelines”), (e) the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330* effective January 30, 1996 (the “U.S. Trustee Guidelines,” and with the Local Guidelines, the “Guidelines”), and (f) the *Order Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* [Docket No. 81] (the “Interim Compensation Order”).

II. Factual Background

A. The Debtors’ Chapter 11 Cases

3. On January 21, 2013 (the “Petition Date”), each of the Debtors filed with the Bankruptcy Court their respective voluntary petitions for relief under chapter 11 of the Bankruptcy Code, commencing the above-captioned chapter 11 cases. By an order [Docket No.

27] entered on January 24, 2013, the Debtors' chapter 11 cases have been consolidated for procedural purposes only and are being jointly administered pursuant to Bankruptcy Rule 1015(b).

4. On February 6, 2013, the United States Trustee for the Southern District of New York (the "U.S. Trustee") appointed the official committee of unsecured creditors (the "Creditors' Committee"). No other statutory committee, trustee, or examiner has been appointed in these cases.

5. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or an examiner has been made in these cases and no statutory committees have been appointed or designated.

6. A description of the Debtors' businesses, the reasons for filing these chapter 11 cases and the relief sought from this Court to allow for a smooth transition into operations under chapter 11 is set forth in the *Declaration of Robert A. Mattes (I) In Support of Chapter 11 Petitions and First Day Motions and (II) Pursuant to Local Bankruptcy Rule 1007-2* [Docket No.16] (the "First Day Declaration"), which was filed on January 22, 2013.

B. Retention of Protiviti, Inc.

7. On January 31, 2013, the Debtors filed the *Application of the Debtors and Debtors-in-Possession to Employ and Retain Protiviti Inc. as Their Financial Advisor* [Docket No. 46] (the "Retention Application"). On February 15, 2013, this Court entered the *Order Authorizing the Employment and Retention of Protiviti Inc. as Financial Advisor to the Debtors* [Docket No. 80] (the "Retention Order").

8. The terms of Protiviti's retention and employment are set forth in the Retention Application and were approved by the Court in the Retention Order. Protiviti charges

professional fees on an hourly basis at rates that are based on the seniority and expertise of Protiviti's consultants and staff. Protiviti also charges for actual and necessary out-of-pocket expenses including but not limited to copying, travel, out-going facsimile, overnight mail, computer research and other disbursements.

**III. Compliance with Guidelines and the Interim Compensation Order
Governing Applications for Compensation and Reimbursement of Expenses**

9. This Application has been prepared in accordance with the Guidelines and the Interim Compensation Order. A certification regarding compliance with the Guidelines and the Interim Compensation Order is attached hereto as **Exhibit H**.

10. On February 15, 2013, the Bankruptcy Court entered the Interim Compensation Order. The Interim Compensation Order authorizes Protiviti and other retained professionals to serve the Debtors and each notice party identified in the Interim Compensation Order with a monthly fee statement (the "Monthly Fee Statement"). After the expiration of a fifteen (15) day objection period, if no objections are filed, the Debtors are authorized and required to pay eighty percent (80%) of the requested fees and one hundred percent (100%) of the requested expenses.

During the Compensation Period, Protiviti submitted the following Monthly Fee Statements:

- a) On June 20, 2013, pursuant to the Interim Compensation Order, Protiviti served its Monthly Fee Statement for the period from May 1, 2013 through May 31, 2013 [Docket No. 267] (the "Fourth Monthly Fee Statement"). Through the Fourth Monthly Fee Statement, Protiviti sought allowance of \$56,774.90 as compensation for services rendered to the Debtors and reimbursement of \$69.60 in expenses charged to the Debtors. As of the date hereof, Protiviti has received payment of \$45,419.92 in fees and \$69.60 in expenses from the Debtors pursuant to the Fourth Monthly Fee Statement. A true and complete copy of the Fourth Monthly Fee Statement is attached hereto as **Exhibit A**.
- b) On July 19, 2013, pursuant to the Interim Compensation Order, Protiviti served its Monthly Fee Statement for the period from June 1, 2013 through June 30, 2013 [Docket No. 307] (the "Fifth Monthly Fee Statement"). Through the Fifth Monthly Fee Statement, Protiviti sought allowance of \$78,581.90 as compensation for services rendered to the

Debtors and reimbursement of \$26.80 in expenses charged to the Debtors. As of the date hereof, Protiviti has received payment of \$62,865.52 in fees and \$26.80 in expenses from the Debtors pursuant to the Fifth Monthly Fee Statement. A true and complete copy of the Fifth Monthly Fee Statement is attached hereto as **Exhibit B**.

- c) On August 23, 2013, pursuant to the Interim Compensation Order, Protiviti served its Monthly Fee Statement for the period from July 1, 2013 through July 30, 2013 [Docket No. 358] (the “Sixth Monthly Fee Statement”). Through the Sixth Monthly Fee Statement, Protiviti sought allowance of \$73,305.10 as compensation for services rendered to the Debtors and reimbursement of \$3,435.88 in expenses charged to the Debtors. As of the date hereof, Protiviti has received payment of \$58,644.08 in fees and \$3,435.88 in expenses from the Debtors pursuant to the Sixth Monthly Fee Statement. A true and complete copy of the Sixth Monthly Fee Statement is attached hereto as **Exhibit C**.
- d) On September 20, 2013, pursuant to the Interim Compensation Order, Protiviti served its Monthly Fee Statement for the period from August 1, 2013 through August 31, 2013 [Docket No. 382] (the “Seventh Monthly Fee Statement”). Through the Seventh Monthly Fee Statement, Protiviti sought allowance of \$48,879.30 as compensation for services rendered to the Debtors and reimbursement of \$80.70 in expenses charged to the Debtors. As of the date hereof, Protiviti has received payment of \$39,103.44 in fees and \$80.70 in expenses from the Debtors pursuant to the Seventh Monthly Fee Statement. A true and complete copy of the Seventh Monthly Fee Statement is attached hereto as **Exhibit D**.

11. Protiviti prepared and had served the Monthly Fee Statements in accordance with the Guidelines and the Interim Compensation Order. As of the date of this Application, none of the Notice Parties (as defined in the Interim Compensation Order) have objected to the Monthly Fee Statements.

12. To the extent that any time or charges for services rendered or disbursements incurred during the Compensation Period were not processed prior to the preparation of this Application and, therefore, are not included in this Application, Protiviti reserves the right to request additional compensation for such services and reimbursement of such expenses in a future application.

IV. Request for Compensation and Reimbursement

13. This Application is the second interim fee application filed by Protiviti in its capacity as financial advisor to the Debtors in these chapter 11 cases and the Application covers the interim period of May 1, 2013 through and including August 31, 2013. Protiviti performed all services for which it is requesting compensation for, or on behalf of, the Debtors and their estates.

14. By this Application, Protiviti seeks interim allowance of compensation for professional services rendered to the Debtors during the Compensation Period in the aggregate amount of \$257,541.20 and reimbursement of expenses incurred in connection with such services in the aggregate amount of \$3,612.98. During the Compensation Period, Protiviti's consultants and staff expended a total of 682.8 hours for which compensation is requested from the Debtors.

15. A schedule setting forth the number of hours expended by each of the managing directors, directors, managers, consultants and staff of Protiviti who rendered services to the Debtors during the Compensation Period and their respective hourly rates is attached hereto as **Exhibit E**.

16. Pursuant to the U.S. Trustee Guidelines, a schedule setting forth a description of the project categories utilized in the Debtors' chapter 11 cases and the aggregate fees associated with each project category is attached hereto as **Exhibit F**. Schedules setting forth the categories of expenses for which Protiviti is seeking reimbursement from the Debtors and the total amount of each such expense category for the Debtors are attached hereto as **Exhibit G**.

17. As more fully described below, Protiviti has rendered professional services on behalf of the Debtors in furtherance of its role as financial advisor to the Debtors. As the Court can observe, Protiviti has successfully endeavored to keep its fees and expenses to a minimum

relative to the nature and complexity of the Debtors' cases in order to help preserve the assets of these estates.

18. Consistent with the applicable provisions of the Bankruptcy Code and the Bankruptcy Rules, Protiviti has received no payment and no promises of payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with these cases, other than compensation previously approved and allowed by order of this Court.

V. Summary of Services Rendered During the Compensation Period

19. During the Compensation Period, Protiviti provided professional services to the Debtors in accordance with section 327(a) of the Bankruptcy Code. For the purpose of seeking interim compensation for the services rendered to the Debtors, Protiviti's consultants and staff have allocated their time entries into categories. Each time entry is identified in Protiviti's time records as relating to a particular category. Protiviti has made a diligent effort to place each time entry into the most appropriate service category, although in a number of instances particular time entries may not fit neatly into a single category. A complete description of the services performed by Protiviti's consultants and staff on a task-by-task basis is set forth in the Monthly Fee Statements that are attached hereto as **Exhibits A-D**.

20. The following descriptions identify the categories of services Protiviti's consultants and staff provided to the Debtors during the Compensation Period:

- a. Asset Disposition (441): During the Compensation Period, the Debtor conducted an auction for substantially all of its assets. Protiviti assisted the Debtor in analyzing the estimated cure costs to facilitate the evaluation of bids provided. Protiviti attended the auction and assisted the Debtor's investment banker and Debtor's counsel in evaluating bid's received.

- b. Case Administration (443): The Creditors' Committee requested large volumes of information from the Debtor after the filing. Protiviti assisted the Debtor in gathering and producing, on a timely basis, documents relating to the Creditors' Committee formal document request and support for the weekly cash flow projections. These functions facilitate information flow and insure that all constituents are able to make informed decisions as the case progresses.

- c. Claims Administration and Objections (444): Protiviti and the Debtor assisted Debtor's counsel in analyzing the claims pool, identifying objectionable claims, and preparing estimates of allowed amounts for plan purposes. Protiviti also assisted counsel in preparing exhibits to the First Omnibus Objection to Certain Claims entered into on August 26, 2013.

- d. Prepare Fee / Employment Apps (446): This category includes drafting Monthly Fee Statements and the First Interim Fee Application. During the Compensation Period, Protiviti prepared four Monthly Fee Statements and its First Interim Fee Application.

- e. Financing (448): Protiviti prepared and revised a detailed 39-week cash flow projection, with documented assumptions and supporting schedules. Protiviti rolled forward the weekly cash flow projections every 30 days as required by the DIP financing facility and presented the revised projections to the DIP lender for approval on several occasions.

- f. Plan and Disclosure (451): Protiviti prepared multiple distribution analyses to facilitate plan negotiations between the Debtor, the DIP Lender, the Creditor's Committee and the Plan Sponsor. The analyses included estimates regarding asset sale proceeds, sponsor funding, wind-down costs, administrative expenses and allowed claims. All parties relied upon the distribution analyses to evaluate the merits of the proposed plan.

- g. Tax Consulting (459): Protiviti's tax professionals researched case law and local regulations to analyze the sales tax obligations created under a §363 asset sale scenario. Protiviti's research was provided to qualified bidders to facilitate the auction process.

- h. Monthly Operating Reports / Trustee Accounting (472): Protiviti assisted the Debtor in preparing monthly operating reports for the months of April, May, June, and July. Protiviti advised and assisted the Debtor in converting their accounting system from Oracle to QuickBooks.

- i. Prepare SOFAs and Bankruptcy Schedules (475): Protiviti prepared amended schedules to reflect certain corrections to the intercompany balances. At the request of Debtor's counsel, Protiviti prepared an analysis and drilldown of all changes to the amended schedules. Protiviti's analysis was provided to the Official Committee of Unsecured Creditors to efficiently explain the impact of the amendments.

- j. Client Non-Billable Travel Time (591): Protiviti agreed not to charge for travel to and from the Debtors' offices. Accordingly all travel time was coded to a non-billable task code.

VI. The Requested Compensation Should be Allowed

21. The allowance of interim compensation for services rendered and reimbursement of expenses incurred in bankruptcy cases is expressly provided for in section 331 of the Bankruptcy Code:

[A] debtor's attorney, or any professional person . . . may apply to the court not more than once every 120 days after an order for relief in a case under this title, or more often if the court permits, for such compensation for services rendered . . . or reimbursement for expenses incurred . . . as is provided under section 330 of this title.

11 U.S.C. § 331.

22. Section 330(a)(1) of the Bankruptcy Code provides that the Court may award a professional person employed under section 327 or 1103 of the Bankruptcy Code:

- (A) reasonable compensation for actual, necessary services rendered by the trustee, examiner, ombudsman, professional person, or attorney and by any paraprofessional person employed by any such person; and
- (B) reimbursement for actual, necessary expenses.

11 U.S.C. § 330(a)(1)(A)-(B). Section 330(a)(3) of the Bankruptcy Code further provides the following standards for the Court's review of a fee application:

In determining the amount of reasonable compensation to be awarded to an examiner, trustee under chapter 11, or professional person, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including--

- (A) the time spent on such services;

- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (F) whether the compensation is reasonable, based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3)(A)-(F).

23. The Second Circuit, in evaluating the reasonableness of a requested fee, has adopted the twelve-factor test of *Johnson v. Georgia Highway Express, Inc.*, 488 F.2d 714 (5th Cir. 1974), which includes factors such as the time and labor involved; the novelty and difficulty of the questions; the skills requisite to perform the legal service properly; the fee customarily charged in the locality; the amount involved and the results obtained; experience, reputation and ability of the attorneys; and awards in similar cases. *See United States Football League v. Nat'l Football League*, 887 F.2d 408, 425 (2d Cir. 1989) (awarding attorney's fees in connection with an antitrust suit); *see also In re Drexel Burnham Lambert Group, Inc.*, 133 B.R. 13, 21-22 (Bankr. S.D.N.Y. 1991) ("In determining the 'reasonableness' of the requested compensation under § 330, Bankruptcy Courts now utilize the 'lodestar' method"). The reasonableness of a compensation request is determined by taking into account the nature, extent and value of the services provided by the professional and the cost of comparable services. *See Colbert v. Furumoto Realty, Inc.*, 144 F. Supp. 2d 251, 260 (S.D.N.Y. 2001).

24. Congress intended that bankruptcy attorneys be compensated at market rates for comparable services in non-bankruptcy cases. *See In re Ames Dept. Stores, Inc.*, 76 F.3d 66, 71 (2d Cir. 1996), *overruled in part on other grounds, Lamie v. United States Trustee*, 540 U.S. 526 (2004); *see also In re Drexel Burnham Lambert Group, Inc.*, 133 B.R. at 22. The policy of Bankruptcy Code section 330 is to ensure that qualified attorneys will “not be deterred from taking bankruptcy cases due to a failure to pay adequate compensation.” *In re Ames Dept. Stores, Inc.*, 76 F.3d at 72.

25. The Court’s determination of the reasonableness of the services provided should be done in an “objective manner, based upon what services a reasonable lawyer or legal firm would have performed” *In re Ames Dept. Stores, Inc.*, 76 F.3d at 72; *see also In re Drexel Burnham Lambert Group, Inc.*, 133 B.R. at 23 (“[T]he appropriate perspective for determining the necessity of the activity should be prospective: hours for an activity or project should be disallowed *only* where a Court is convinced it is readily apparent that no reasonable attorney should have undertaken that activity or project or where the time devoted was excessive”) (emphasis added). Moreover, in passing upon the reasonableness of hours expended, courts should be mindful of the “practical judgments, often with severe time constraints [professionals make] on matters of staffing, assignments, coverage of hearings and meetings, and a wide variety of similar matters.” *In re Drexel Burnham Lambert Group, Inc.*, 133 B.R. at 23. These judgments are presumed to be made in good faith. *See id.*

26. Protiviti respectfully submits that it has satisfied the requirements for the allowance of the compensation and the reimbursement of the expenses sought herein. Protiviti respectfully submits that the services described above and as are set forth with particularity in **Exhibits A-H** were, at the time rendered, believed necessary for, beneficial to, and in the best

interests of the Debtors and parties in interest. Protiviti further submits that the compensation requested herein is reasonable in light of the nature, extent and value of the services to the Debtors. Furthermore, the compensation sought by Protiviti is reasonable because it is based on the customary compensation charged by comparably skilled practitioners outside of bankruptcy. In sum, the services rendered by Protiviti were necessary and beneficial to the Debtors, and were consistently performed in a timely manner commensurate with the complexity, importance, and nature of the issues involved, and approval of the compensation requested herein is warranted.

27. Protiviti's consultants and staff have devoted 682.8 hours of time advising and assisting the Debtors during the Compensation Period. The rates charged by Protiviti are consistent with the customary hourly rates charged to clients both inside and outside of the bankruptcy context. Protiviti represents and would demonstrate that the hourly rates charged by Protiviti are comparable to or lower than the rates charged by other financial advisory firms in the New York market, when taking into account the skill and expertise required in the performance of similar services rendered by other experienced bankruptcy counsel and other professionals in matters of this type. The hourly rates for the individual consultants and staff listed in this Application are consistent with the normal and customary rates charged to clients involved in this size and type of case, and Protiviti submits that those rates and fees are similar to or lower than those charged for like services performed by other firms of a size and expertise comparable to that of Protiviti.

28. The time and attention Protiviti professionals have devoted to these cases likely could have been spent in assisting other clients at similar or higher hourly rates. Protiviti expected at the onset of this engagement to be compensated in accordance with the hourly rates set forth herein, subject to approval of its fees and expenses by this Court.

VII. Disbursements

29. Section 330(a)(1)(B) of the Bankruptcy Code authorizes “reimbursement for actual, necessary expenses” incurred by professionals employed in these chapter 11 cases. *See* 11 U.S.C. § 330(a)(1)(B). Protiviti only seeks reimbursement for actual costs incurred in-house and by third-party vendors. Accordingly, as set forth in **Exhibit H** annexed hereto, Protiviti seeks reimbursement of expenses incurred in rendering services to the Debtors during the Compensation Period.

VIII. Notice

30. In accordance with the Interim Compensation Order, notice of this Application has been provided to (i) the Office of the United States Trustee for the Southern District of New York, (ii) counsel to the Administrative Agent for the Senior Lenders, (iii) the Debtors, (iv) the attorneys for the Creditors’ Committee, and (v) all parties that have filed a notice of appearance or have requested service in these chapter 11 cases. A copy of this Application has been provided to (i) the Office of the United States Trustee for the Southern District of New York, (ii) counsel to the Administrative Agent for the Senior Lenders, (iii) the attorneys for the Creditors’ Committee, and (iv) the Debtors.

IX. No Prior Request

31. Protiviti has not made a prior request to this or any other Court for payment of fees and reimbursement of expenses for the Compensation Period.

X. Conclusion

WHEREFORE, Protiviti respectfully requests that the Court enter an order (i) allowing interim compensation for professional services rendered to the Debtors in the amount of \$257,541.20 for the Compensation Period, (ii) allowing interim reimbursement of expenses charged to the Debtors in the amount of \$3,612.98 for the Compensation Period, (iii) authorizing

and directing the Debtors to pay Protiviti (to the extent previously not paid pursuant to the Interim Compensation Order) the sum of \$261,154.18 (comprised of 100% of Protiviti's fees requested herein for services rendered to the Debtors and 100% of Protiviti's expenses requested herein that were incurred in connection with the rendering of services to the Debtors), and (iv) granting such other and further relief to Protiviti as this Court may deem necessary and appropriate.

Dated: November 18, 2013
Richmond, Virginia

Respectfully submitted,

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

**FOURTH INTERIM MONTHLY FEE STATEMENT FOR THE PERIOD
MAY 1, 2013 THROUGH MAY 31, 2013**

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)
Debtors.	)	(Jointly Administered)

**FOURTH MONTHLY FEE STATEMENT OF PROTIVITI INC.,
FINANCIAL ADVISOR TO THE DEBTORS AND DEBTORS-IN POSSESSION,
FOR THE PERIOD OF MAY 1, 2013 THROUGH MAY 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:	May 1, 2013 through May 31, 2013
100% of Fees Invoiced to Atari Inc.:	\$56,774.90
80% of Fees Invoiced to Atari Inc.:	\$45,419.20
100% of Expenses Invoiced to Atari Inc.:	\$69.60
Total Hours Billed to Atari Inc.:	152.7 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 May 1, 2013 through May 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:

Individual	Title	Hours	Rate	Value
Davis, Guy A.	Managing Director	24.2	\$ 560.00	\$ 13,552.00
Roski, Suzanne B.	Managing Director	3.3	522.00	1,722.60
Lyons, John K.	Managing Director	2.1	522.00	1,096.20
Williams, Heather G.	Associate Director	20.0	370.00	7,400.00
Koehler, Justin F.	Senior Manager	87.1	351.00	30,572.10
Sullivan, Shane M.	Consultant	16.0	152.00	2,432.00
		152.7	\$ 371.81	\$ 56,774.90

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

Code	Description	Hours
443	Case Administration	16.3
444	Claims Administration	6.0
446	Prepare Fee/Employment Applications	7.0
448	Financing	60.2
451	Plan and Disclosure	7.6
459	Tax Consulting	2.1
472	Monthly Operating Reports/Trustee Accounting	16.3
475	Prepare SOFAs and Bankruptcy Schedules	37.2
		152.7

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, \$45,419.92, and reimbursement of one hundred percent (100%) of the expenses incurred when rendering services to the Debtors, \$69.60 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: June 20, 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

June 12, 2013
Invoice No. 9251
Our File No. R13001
Billing Through: 5/31/13

REGARDING: Atari Inc.

TOTAL FEES	\$56,774.90
TOTAL DISBURSEMENTS	69.60
TOTAL CHARGES FOR THIS BILL	<u>\$56,844.50</u>

Please remit this copy with your payment

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

June 12, 2013

Invoice No. 9251
Our File No. R13001
Billing Through: 5/31/13

REGARDING: Atari Inc.

FOR PROFESSIONAL SERVICES RENDERED

<u>Date</u>	<u>Individual</u>	<u>Procedure</u>	<u>Hours</u>
Task:	443	B - Case Administration	
5/3/13	GAD	Prep, revise documentation for credit committee counsel.	2.10
5/6/13	GAD	Revise / prepare response to committee request re amended schedules.	1.50
5/7/13	SMS	Review Contracts and Agreements Sent to Cooley.	1.50
5/7/13	GAD	Conf call regarding month and year end close. Modifications to account balances.	1.50
5/7/13	JFK	Review contracts sent to Cooley.	1.50
5/7/13	JFK	Review drilldown analysis for information sent to Cooley.	1.50
5/8/13	SMS	Review Contracts and Agreements Sent to Cooley.	1.50
5/8/13	JFK	Review contracts sent to Cooley.	2.50
5/8/13	JFK	Profile contracts sent to Cooley.	2.70
	Total for	B - Case Administration	16.30
Task:	444	B - Claims Admin & Objections	
5/9/13	HGW	Call w/ S. Green re claims reconciliations.	0.20
5/24/13	HGW	Review claims file prepared by client. Call w/ client re claims file and overall process.	2.00
5/24/13	HGW	Prepare sample claims file / reconciliation for client to review.	0.50
5/31/13	GAD	Attend claims analysis call w/ counsel and management.	0.80
5/31/13	HGW	Review BMC claims register. Call w/ client and counsel re claims.	1.50
5/31/13	HGW	Review and edit claims analysis provided by client.	1.00
	Total for	B - Claims Admin & Objections	6.00
Task:	446	B - Prepare Fee/ Employ Apps	
5/9/13	JFK	Review and edit prebill.	0.50
5/14/13	JFK	Prepare quarterly interim fee application.	4.50
5/14/13	SMS	Review and prepare fee app.	1.50
5/17/13	JFK	Review and send fee application to Akin.	0.50
	Total for	B - Prepare Fee/ Employ Apps	7.00
Task:	448	B - Financing	
5/2/13	GAD	Prepare/ distribute DIP exhibit for filing.	0.50
5/3/13	GAD	Conf. calls w/ management re inter-company accounts and accounting.	0.50
5/6/13	GAD	Conf. call w/ counsel and DIP lender re 13-week budget.	0.80
5/9/13	JFK	Update cashflow model for budget vs. actual exhibits.	2.50
5/10/13	JFK	Update cashflow model for an additional 13-weeks.	4.50
5/10/13	JFK	Update cashflow model for actual data through 5/3/13.	2.00
5/13/13	GAD	Review revised 13-week through 39-week cashflow.	1.50

Atari - 00032411		R13001	Invoice No. 9251	Page 2
<u>Date</u>	<u>Individual</u>	<u>Procedure</u>	<u>Hours</u>	
5/13/13	GAD	Call CFO re projections.	0.40	
5/13/13	JFK	Update cashflow model to include another 13-week period.	3.70	
5/13/13	JFK	Update cashflow model for actual activity through May 10.	2.50	
5/14/13	JFK	Review cashflow model.	1.50	
5/15/13	GAD	REview 13-week update.	0.20	
5/15/13	JFK	Update 13 week cashflow model to reduce the weeks through August.	3.70	
5/15/13	JFK	Update the cashflow model for receipts and COGS.	1.50	
5/16/13	GAD	Call to discuss 13-week budget and winddown strategy (board meeting)	0.90	
5/16/13	JFK	Update 13-week cashflow budget and send to R. Mattes.	4.70	
5/17/13	JFK	Update 13-week budget and send to R. Mattes.	4.50	
5/17/13	JFK	Review 13-week cash flow budget.	1.00	
5/17/13	GAD	Review extended 13-week cashflow. Provide comments to CFO.	1.90	
5/20/13	JFK	Review cashflow model.	2.70	
5/21/13	JFK	Review cashflow model.	2.30	
5/22/13	JFK	Review cashflow model.	1.50	
5/23/13	JFK	Review Motion for Bid procedures.	4.50	
5/24/13	JFK	Review cashflow model.	1.50	
5/28/13	JFK	Review cash flow model.	2.30	
5/29/13	JFK	Review most recent cash flow projections.	2.50	
5/30/13	GAD	Review 13-week projections.	1.10	
5/30/13	JFK	Analyze 13-week cashflow projections.	1.50	
5/30/13	JFK	Review waterfall analysis.	1.50	
	Total for	B - Financing	<u>60.20</u>	
Task:	451	B - Plan & Disclosure		
5/17/13	SBR	Telecons with G. Davis and R. Mattes re wind-down plan.	0.30	
5/20/13	GAD	Develop winddown plan and liquidation template.	2.40	
5/20/13	GAD	Conf. calls w/ CFO re winddown.	1.90	
5/20/13	SBR	Assist in developing wind-down plan as per DIP lender request.	0.60	
5/20/13	SBR	Telecon with R. Mattes re wind down tasks and staffing.	0.60	
5/20/13	SBR	Update workplan, tasks, staffing model for wind-down.	0.90	
5/21/13	SBR	Review workplan. Prepare for and participate in call re wind-down; follow up call with R. Mattes.	0.90	
	Total for	B - Plan & Disclosure	<u>7.60</u>	
Task:	459	B - Tax Consulting		
5/7/13	JKL	Preparation for and conference call w R Mattes, H Jacobson and J Alberto	2.10	
	Total for	B - Tax Consulting	<u>2.10</u>	
Task:	472	MORs / Trustee Accounting		
5/1/13	GAD	Conf call re amendment accounting and MOR preparation.	1.50	
5/1/13	HGW	Review / call re amended schedules and MOR.	1.00	
5/7/13	HGW	Call w/ S. Green re MOR.	0.20	
5/13/13	HGW	Call w/ client re status of April MOR.	0.50	
5/14/13	HGW	Review, edit and update MOR schedules prepared by client.	5.50	
5/15/13	HGW	Participate is status calls re MOR and updated balance sheets.	1.30	
5/15/13	HGW	Update and finalized MOR.	5.70	
5/21/13	HGW	Coordinate call re MOR.	0.10	
5/22/13	HGW	Call w/ client re MOR. Discuss items changed / corrected.	0.50	
	Total for	MORs / Trustee Accounting	<u>16.30</u>	
Task:	475	B - Prepare SOFAs & B / R Sch		
5/1/13	GAD	Review workpapers for amendment. Respond to credit committee request.	1.80	
5/1/13	JFK	Create amended schedule drilldown.	4.50	
5/1/13	JFK	Review amended schedule drilldown.	2.30	

Atari - 00032411 R13001 Invoice No. 9251 Page 3

<u>Date</u>	<u>Individual</u>	<u>Procedure</u>	<u>Hours</u>
5/1/13	SMS	Review and organize materials re Amended Atari Schedules.	6.00
5/2/13	GAD	Prepare workpapers for creditors committee counsel re amended schedules.	2.50
5/2/13	JFK	Update amended schedule drilldown binder.	3.50
5/2/13	JFK	Update amended schedule drilldown binder.	3.70
5/2/13	SMS	Review and organize materials re Amended Atari Schedules.	4.00
5/3/13	GAD	Call w/ counsel re walk-through amendment workpapers.	0.40
5/3/13	JFK	Update amended schedule drilldown.	1.00
5/3/13	JFK	Prepare drilldown analyses for creditors committee.	3.50
5/3/13	JFK	Review drilldown summary with R. Mattes.	1.00
5/3/13	JFK	Prepare amended schedule drilldown to send to creditor committee.	1.50
5/3/13	SMS	Review and organize materials re Amended Atari Schedules.	1.50
Total for B - Prepare SOFAs & B / R Sch			37.20
Total hours for this matter			152.70

DISBURSEMENTS

4/30/13	Work dinner for G. Davis, M. Smith and J. Koehler	60.00
5/31/13	Copies - internal for May 2013	9.60
Total disbursements for this matter		\$69.60

Timekeeper Summary

<u>Name</u>		<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
GAD	Davis, Guy A.	24.20	560.00	13,552.00
HGW	Williams, Heather G.	20.00	370.00	7,400.00
JFK	Koehler, Justin F.	87.10	351.00	30,572.10
JKL	Lyons, John K.	2.10	522.00	1,096.20
SBR	Roski, Suzanne B.	3.30	522.00	1,722.60
SMS	Sullivan, Shane M.	16.00	152.00	2,432.00
Total fees for this matter		152.70 hrs		\$56,774.90

BILLING SUMMARY

TOTAL FEES	\$56,774.90
TOTAL DISBURSEMENTS	69.60
TOTAL CHARGES FOR THIS BILL	\$56,844.50

EXHIBIT B

**FIFTH INTERIM MONTHLY FEE STATEMENT FOR THE PERIOD
JUNE 1, 2013 THROUGH JUNE 30, 2013**

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.)	

**FIFTH MONTHLY FEE STATEMENT OF PROTIVITI INC.,
FINANCIAL ADVISOR TO THE DEBTORS AND DEBTORS-IN POSSESSION,
FOR THE PERIOD OF JUNE 1, 2013 THROUGH JUNE 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:	June 1, 2013 through June 30, 2013
100% of Fees Invoiced to Atari Inc.:	\$78,581.90
80% of Fees Invoiced to Atari Inc.:	\$62,865.52
100% of Expenses Invoiced to Atari Inc.:	\$26.80
Total Hours Billed to Atari Inc.:	199.1 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 June 1, 2013 through June 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:

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>	<u>Value</u>
Davis, Guy A.	Managing Director	45.0	\$ 560.00	\$ 25,200.00
Roski, Suzanne B.	Managing Director	1.8	522.00	939.60
Hom, Patrick H.	Director	1.1	390.00	429.00
Koons, Denise A.	Associate Director	23.4	390.00	9,126.00
Williams, Heather G.	Associate Director	13.2	370.00	4,884.00
Koehler, Justin F.	Senior Manager	100.9	351.00	35,415.90
Stefanik, Jane M.	Manager	8.2	240.00	1,968.00
Sullivan, Shane M.	Consultant	1.7	152.00	258.40
August, Hunter J.	Administrative	3.8	95.00	361.00
		<u>199.1</u>	<u>\$ 394.69</u>	<u>\$ 78,581.90</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	15.7
444	Claims Administration	36.4
446	Prepare Fee/Employment Applications	6.2
448	Financing	58.6
451	Plan and Disclosure	45.5
459	Tax Consulting	32.7
472	Monthly Operating Reports/Trustee Accounting	4.0
		<u>199.1</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, \$62,865.52, and reimbursement of one hundred percent (100%) of the expenses incurred when rendering services to the Debtors, \$26.80 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: July 19, 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

Pg 37 of 69
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

July 15, 2013
Invoice No. 9282
Our File No. R13001
Billing Through: 6/30/13

REGARDING: Atari Inc.

TOTAL FEES	\$78,581.90
TOTAL DISBURSEMENTS	26.80
TOTAL CHARGES FOR THIS BILL	<u>\$78,608.70</u>

Please remit this copy with your payment

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

July 15, 2013

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

Invoice No. 9282
Our File No. R13001
Billing Through: 6/30/13

REGARDING: Atari Inc.

FOR PROFESSIONAL SERVICES RENDERED

<u>Date</u>	<u>Individual</u>	<u>Procedure</u>	<u>Hours</u>
Task:	443	B - Case Administration	
6/13/13	GAD	Review bidding procedures and design bid evaluation template.	2.80
6/13/13	GAD	Calls re Creditors Committee doc request.	1.20
6/13/13	GAD	Review select documents for document request per counsel request.	0.60
6/13/13	SMS	Review Sleepy Giant and Rackspace invoices for production.	1.50
6/14/13	GAD	Prepare for and attend call re contract assumptions.	3.10
6/14/13	GAD	Prepare response to Committee requests re internal computations; call management re same.	1.90
6/19/13	HJA	Compile 26- and 32-week cash flow projection binder.	1.30
6/25/13	GAD	Conf. call re executive contracts and transfer taxes.	0.60
6/26/13	GAD	Research escrow account requirements.	0.20
6/27/13	HJA	Download, assemble, and review documents.	0.70
6/27/13	HJA	Download, compile, and review documents.	1.80
	Total for	B - Case Administration	15.70
Task:	444	B - Claims Admin & Objections	
6/3/13	HGW	Call w/ client re claims reconciliation and quickbooks conversion.	0.50
6/3/13	HGW	Review BMC claims file. Prepare reconciliation.	1.00
6/4/13	HGW	Prepare claims reconciliation.	0.80
6/5/13	HGW	Prepare claims reconciliation file.	6.00
6/6/13	HGW	Finalize draft claims reconciliation and forward to client.	0.90
6/11/13	GAD	Prepare claims analysis. by debtor.	0.80
6/18/13	GAD	Conf. call w/ management and counsel re Rejection Claims Data and Analysis.	1.10
6/19/13	GAD	Telecoms re executory contract, assumption/ rejection claims and distribution agreements.	1.20
6/21/13	GAD	Conf. call re executory contracts / cure claims.	1.00
6/26/13	GAD	Conf call re \Omnibus Claims Objections.	1.80
6/26/13	GAD	Conf. call re Executory Contracts, Cure claims and escrow accounts.	1.00
6/26/13	GAD	Prepare Omnibus Objections. Develop objection categories. Review claims.	2.40
6/26/13	JFK	Update claims analysis for non-substantive objections.	2.50
6/26/13	JFK	Review claim objections.	4.50
6/27/13	JFK	Create exhibits for omnibus objections.	3.50
6/27/13	JFK	Review claim objections.	3.70
6/27/13	SMS	Prepare and research claimant information.	0.20
6/28/13	JFK	Update objection analysis.	3.50
	Total for	B - Claims Admin & Objections	36.40

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<u>Date</u>	<u>Individual</u>	<u>Procedure</u>	<u>Hours</u>
Task:	446	B - Prepare Fee/ Employ Apps	
6/10/13	GAD	Review prebill.	0.40
6/10/13	JFK	Review time and prepare fee application for May.	1.50
6/13/13	GAD	Prepare first fee application.	2.40
6/14/13	GAD	Review/ revise first fee application.	0.90
6/19/13	JFK	Update May fee application.	1.00
	Total for	B - Prepare Fee/ Employ Apps	6.20
Task:	448	B - Financing	
6/3/13	GAD	Review and revise 13-week cash flow. Review with client.	2.40
6/3/13	GAD	Prepare for presentation of 13-week to counsel.	0.80
6/3/13	JFK	Review and update cashflow for client.	3.30
6/3/13	JFK	Review model with client.	0.50
6/3/13	JFK	Update model for recent activity.	3.50
6/4/13	GAD	Review 13-week w/ counsel. Discuss significant assumptions. Revise and distribute.	1.80
6/4/13	JFK	Update DIP budget and model.	2.30
6/4/13	JFK	Update statement of significant assumptions.	0.50
6/4/13	JFK	Update 13-week cashflow model for client changes.	4.50
6/5/13	JFK	Update model, bridge analysis, and DIP budget.	4.50
6/6/13	JFK	Review and update expenditure analysis supporting borrowing notice.	2.70
6/6/13	JFK	Review cashflow model.	1.50
6/7/13	JFK	Review model and update notice of borrowing.	4.30
6/10/13	JFK	Update cashflow model.	2.50
6/10/13	JFK	Review cashflow model / send to client.	1.30
6/12/13	GAD	Conf. calls w/ management re bidding procedures, cure claims, KERP, 13-week projection updates.	1.80
6/13/13	GAD	Call w/ client re interest computations.	0.80
6/18/13	JFK	Update 32-week cashflow model.	4.50
6/18/13	JFK	Review cashflow model with debtor.	1.50
6/18/13	JFK	Review cashflow model.	3.30
6/19/13	GAD	Prepare for and present weekly cashflow model for management approval.	3.40
6/19/13	JFK	Update 32-week cashflow model.	4.70
6/20/13	GAD	Review/ comment on 13-week budget. Call w/ counsel re same.	0.90
6/27/13	GAD	Review 13-week cashflow and waterfall.	0.80
6/27/13	JFK	Review cashflow model with D&P.	0.50
	Total for	B - Financing	58.60
Task:	451	B - Plan & Disclosure	
6/13/13	JFK	Review Perella contract database.	2.50
6/13/13	JFK	Review distribution analysis.	1.50
6/13/13	SBR	Review / update waterfall and contract schedule in preparation for auction.	1.00
6/14/13	GAD	Revise/ update distribution analysis for bid minimums.	0.80
6/14/13	JFK	Review distribution analysis.	2.50
6/14/13	JFK	Update assumptions on distribution analysis.	3.50
6/14/13	SBR	Review updated waterfall analysis and open items with G. Davis.	0.80
6/17/13	GAD	Prepare/ review waterfall template.	0.50
6/17/13	JFK	Update contract list from Perella website of material contracts.	1.50
6/17/13	JFK	Review distribution analysis.	1.50
6/17/13	JFK	Update distribution analysis for updated information.	4.50
6/17/13	JFK	Update claims analysis on distribution model.	2.30
6/18/13	GAD	Review and edit waterfall analysis. Prepare for call w/ client.	3.50
6/18/13	GAD	Conf call w/ CFO to review waterfall analysis.	2.10
6/19/13	JFK	Review distribution analysis.	1.50

Atari - 00032411 R13001 Invoice No. 9282 Page 3

<u>Date</u>	<u>Individual</u>	<u>Procedure</u>	<u>Hours</u>
6/20/13	JFK	Review distribution analysis.	1.50
6/20/13	JFK	Update distribution analysis with new information.	5.50
6/21/13	JFK	Update distribution analysis.	2.50
6/28/13	GAD	Review waterfall analysis.	2.00
6/28/13	JFK	Review distribution model.	4.00
	Total for	B - Plan & Disclosure	<u>45.50</u>
Task:	459	B - Tax Consulting	
6/11/13	JMS	Review and analyze conversion of Oracle financials to Quickbooks.	1.00
6/13/13	JMS	Conference call to discuss changing financials over to Quickbooks.	1.00
6/21/13	PKH	Review and analyze the NYS bulk sale rules.	0.80
6/21/13	DAK	Review case of Automation, Inc. d/b/a PC America related to source code taxability.	2.20
6/21/13	DAK	Prepare email to G. Davis related to the bulk sale rules in New York and the possibility of intangible assets being "reclassified" to tangible personal property.	2.80
6/21/13	DAK	Review case of Suffolk Center Corp related to proper value placed on tangible personal property.	2.50
6/24/13	PKH	Review and analyze the NYS bulk sale rules.	0.30
6/24/13	DAK	Review New York Tax Law related to sales tax for transfer of property in a bulk sale.	2.20
6/24/13	DAK	Review Technical Service Memos in New York related to intangible assets, bulk sales, etc.	1.60
6/24/13	DAK	Review case law related to the transfer of assets in a bulk sale and the taxability related intangible assets.	2.10
6/25/13	DAK	Review case law related to the transfer of assets in a bulk sale and the taxability related intangible assets.	2.50
6/25/13	DAK	Prepare memo to G. Davis related to the taxability of the tangible assets of the company in a transfer made in a bulk sale of the assets.	2.80
6/25/13	DAK	Prepare memo to G. Davis related to th bulk sale provisions and the responsibility of the seller in the transaction.	2.60
6/25/13	DAK	Telephone New York Department of Taxation related to possible sales tax on intangible assets and responsibility of seller or purchaser on changes made by the State in the review of a bulk sale.	2.10
6/28/13	JMS	Conference call to discuss conversion to Quickbooks.	0.50
6/28/13	JMS	Research Quickbooks online service, best option for Quickbooks.	0.50
6/28/13	JMS	Review export process for transfer into quickbooks.	2.00
6/28/13	JMS	Prepare template for importing into Quickbooks.	1.60
6/28/13	JMS	Review created templates for importing vendors and customers into Quickbooks.	1.60
	Total for	B - Tax Consulting	<u>32.70</u>
Task:	472	MORs / Trustee Accounting	
6/11/13	HGW	Review April file and respond to S. Green inquiries re classification of expenses.	1.00
6/12/13	HGW	Review MOR files provided by client.	0.90
6/13/13	HGW	Call w/ R. Mattes to review MOR files provided.	0.50
6/14/13	HGW	Finalize MOR edits / comments.	1.50
6/17/13	HGW	Call w/ R. Mattes re MOR.	0.10
	Total for	MORs / Trustee Accounting	<u>4.00</u>
	Total hours for this matter		<u>199.10</u>

DISBURSEMENTS

6/13/13	Work lunch for G. Davis re client call.	9.30
6/30/13	Copies - internal for June 2013	17.50
	Total disbursements for this matter	<u>\$26.80</u>

Atari - 00032411

R13001

Invoice No. 9282

Page 4

Timekeeper Summary

<u>Name</u>		<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
DAK	Koons, Denise A.	23.40	390.00	9,126.00
GAD	Davis, Guy A.	45.00	560.00	25,200.00
HGW	Williams, Heather G.	13.20	370.00	4,884.00
HJA	August, Hunter J.	3.80	95.00	361.00
JFK	Koehler, Justin F.	100.90	351.00	35,415.90
JMS	Stefanik, Jane M.	8.20	240.00	1,968.00
PKH	Hom, Patrick H.	1.10	390.00	429.00
SBR	Roski, Suzanne B.	1.80	522.00	939.60
SMS	Sullivan, Shane M.	1.70	152.00	258.40
	Total fees for this matter	<u>199.10</u> hrs		<u>\$78,581.90</u>

BILLING SUMMARY

TOTAL FEES	\$78,581.90
TOTAL DISBURSEMENTS	26.80
TOTAL CHARGES FOR THIS BILL	<u><u>\$78,608.70</u></u>

EXHIBIT C

**SIXTH INTERIM MONTHLY FEE STATEMENT FOR THE PERIOD
JULY 1, 2013 THROUGH JULY 30, 2013**

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:

<u>Code</u>	<u>Description</u>	<u>Hours</u>
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

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

Atari - 00032411	R13001	Invoice Nc	9419	Page	2
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	

Atari - 00032411	R13001	Invoice Nc	9419	Page	3
<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

Atari - 00032411	R13001	Invoice Nc	9419	Page	4
<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	3,435.88
TOTAL CHARGES FOR THIS BILL	<u><u>76,740.98</u></u>

EXHIBIT D

**SEVENTH INTERIM MONTHLY FEE STATEMENT FOR THE PERIOD
AUGUST 1, 2013 THROUGH AUGUST 31, 2013**

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.)	

**SEVENTH MONTHLY FEE STATEMENT OF PROTIVITI INC.,
FINANCIAL ADVISOR TO THE DEBTORS AND DEBTORS-IN POSSESSION,
FOR THE PERIOD OF AUGUST 1, 2013 THROUGH AUGUST 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:	August 1, 2013 through August 31, 2013
100% of Fees Invoiced to Atari Inc.:	\$48,879.30
80% of Fees Invoiced to Atari Inc.:	\$39,103.44
100% of Expenses Invoiced to Atari Inc.:	\$80.70
Total Hours Billed to Atari Inc.:	127.5 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 August 1, 2013 through August 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	37.6	\$ 560.00	\$21,056.00
Williams, Heather G.	Associate Director	4.6	370.00	1,702.00
Koehler, Justin F.	Senior Manager	45.1	351.00	15,830.10
Smith, Matthew S.	Manager	40.2	256.00	10,291.20
		<u>127.50</u>	<u>\$ 383.37</u>	<u>\$48,879.30</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:

<u>Code</u>	<u>Description</u>	<u>Hours</u>
443	Case Administration	0.6
446	Prepare Fee/Employment Applications	2.7
451	Plan and Disclosure	119.6
472	Monthly Operating Reports/Trustee Accounting	<u>4.6</u>
		<u>127.5</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, \$39,103.44, and reimbursement of one hundred percent (100%) of the expenses incurred when rendering services to the Debtors, \$80.70, 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: September 20, 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

September 10, 2013
Invoice No. 9439
Our File No. R13001
Billing Through: 8/31/13

REGARDING: Atari Inc.

TOTAL FEES	\$48,879.30
TOTAL DISBURSEMENTS	80.70
TOTAL CHARGES FOR THIS BILL	<u>\$48,960.00</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

September 10, 2013
Invoice No. 9439
Our File No. R13001
Billing Through: 8/31/13

REGARDING: Atari Inc.

FOR PROFESSIONAL SERVICES RENDERED

<u>Date</u>	<u>Individual</u>	<u>Procedure</u>	<u>Hours</u>
Task:	443	B - Case Administration	
8/22/13	GAD	Calls w/ management and counsel re payment of director obligations	0.60
	Total for	B - Case Administration	0.60
Task:	446	B - Prepare Fee/ Employ Apps	
8/20/13	MSS	Prepare monthly fee statement.	2.20
8/22/13	GAD	Prepare fee statement for July 2013.	0.50
	Total for	B - Prepare Fee/ Employ Apps	2.70
Task:	451	B - Plan & Disclosure	
8/1/13	JFK	Update distribution analysis to facilitate Plan negotiations.	3.00
8/2/13	JFK	Review and update distribution analysis per updated information from debtor.	3.30
8/2/13	JFK	Review distribution analysis with debtor.	2.50
8/5/13	JFK	Update cashflow model (0.5). Extend projection period to revised effective date (1.0).	1.50
8/7/13	JFK	Update 13-week cash flow projection with actual data through 8/2.	3.50
8/7/13	GAD	Calls w/ counsel and Plan Sponsor (0.7). Review draft term sheet and waterfall schedule. (3.8)	4.50
8/7/13	JFK	Review plan term sheet (0.5) and update distribution analysis (1.0).	1.50
8/7/13	JFK	Update distribution analysis per updated information from debtor.	4.50
8/8/13	GAD	Develop 13-week cashflow through October 31. (1.5) Call w/ Todd re receipts/ disbursements. (0.5)	2.00
8/8/13	JFK	Update DIP budget projections through October to estimate cash balance at effective date.	3.30
8/8/13	JFK	Update DIP budget projections through October to estimate cash balance at effective date.	4.50
8/8/13	MSS	Update 13-week cash flow projection with actual data through 8/2.	3.80
8/9/13	JFK	Update model through October with actual information.	3.70
8/9/13	JFK	Update cashflow model to project through October.	2.50
8/9/13	MSS	Update 13-week cash flow projection to project through October.	3.70
8/9/13	MSS	Update 13-week cash flow projection to project through October.	4.50
8/9/13	GAD	Review and update weekly projection updates and sponsorship plan.	2.80
8/12/13	MSS	Update 13-week cash flow projection to project through October.	1.50
8/12/13	GAD	Call with debtor re weekly cash projections.	0.50
8/13/13	GAD	Conf. call w/ debtor re July MOR.	0.50
8/13/13	MSS	Review and update cashflow projections with debtor.	2.60
8/14/13	MSS	Review and update cashflow projections with debtor.	3.20
8/14/13	MSS	Revise cashflow projections to incorporate updated loyalty payment information.	1.40
8/15/13	MSS	Review and update cashflow projections with debtor to facilitate negotiations with Sponsor	3.00

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<u>Date</u>	<u>Individual</u>	<u>Procedure</u>	<u>Hours</u>
8/16/13	GAD	Review Term Sheet and ECA. (0.5) Research issues identified by counsel. (5.5) Participate in conf. calls re same. (0.5)	6.50
8/16/13	MSS	Update sponsorship plan to determine minimum cash requirements.	1.80
8/16/13	MSS	Review and update cashflow projections with debtor to facilitate negotiations with Sponsor	3.20
8/19/13	GAD	Revise requirement analysis and cashflow forecast. (3.5) Develop and revise sources and uses of cash. (1.0)	4.50
8/19/13	GAD	Call w/ counsel re plan sponsor proposal.	1.20
8/19/13	GAD	Prepare for call w/ sponsor re: required capital contributions.	1.90
8/19/13	MSS	Review sponsorship plan with debtor.	2.40
8/19/13	MSS	Update sponsorship plan to determine minimum cash requirements.	3.30
8/20/13	GAD	Prepare for call w/ Plan Sponsor re Plan Sponsorship proposals and Plan feasibility analysis.	1.20
8/20/13	GAD	Teleconf w/ counsel re Plan Sponsorship proposals and Plan feasibility analysis.	1.10
8/20/13	GAD	Revise Plan model as requested by debtor and Plan Sponsor.	1.80
8/21/13	MSS	Revise cashflow projections to incorporate updated payroll information.	1.80
8/21/13	GAD	Call with Plan Sponsor re reserves, cash requirements, and plan negotiations	2.60
8/21/13	GAD	Conf. call w/ management re loyalty payments projections, timing and comparison to DIP budget	0.40
8/23/13	GAD	Call w/ counsel re confirm that revised term sheet reflected proper cash requirements pursuant to recent negotiations.	0.80
8/26/13	JFK	Review sponsor requirement model with debtor and Plan Sponsor.	3.30
8/26/13	GAD	Call w/ counsel re Plan terms and analysis of cash reserves.	0.40
8/27/13	JFK	Review and update sponsorship model with debtor and Plan Sponsor.	2.50
8/27/13	GAD	Call CC re Sponsorship Plan (0.7). Send live model to Olive Dhay (0.1).	0.80
8/28/13	JFK	Review and update sponsorship analysis.	2.50
8/28/13	JFK	Update contract assumption analysis to share with Plan Sponsor	1.50
8/28/13	GAD	Conference call with CC advisor re sponsorship analysis and weekly cashflow.	1.50
8/28/13	GAD	Call counsel & client re: cure claims for sponsorship analysis. (1.3) Circulate model to sponsor. (0.2)	1.50
8/28/13	MSS	Call with Creditors' Committee to review waterfall analysis.	1.80
8/30/13	JFK	Review updated plan of reorganization (0.7) and disclosure statement (0.8).	1.50
	Total for	B - Plan & Disclosure	119.60
Task:	472	MORs / Trustee Accounting	
8/5/13	HGW	Correspond w/ T. Shallbetter re July MOR.	1.40
8/6/13	HGW	Correspond w/ client re MOR.	0.20
8/13/13	HGW	Review and provide comments for July MOR.	3.00
	Total for	MORs / Trustee Accounting	4.60
	Total hours for this matter		127.50
DISBURSEMENTS			
8/31/13		Copies - internal for August 2013	80.70
	Total disbursements for this matter		\$80.70

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Timekeeper Summary

<u>Name</u>		<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
GAD	Davis, Guy A.	37.60	560.00	21,056.00
HGW	Williams, Heather G.	4.60	370.00	1,702.00
JFK	Koehler, Justin F.	45.10	351.00	15,830.10
MSS	Smith, Matthew S.	40.20	256.00	10,291.20
Total fees for this matter		<u>127.50 hrs</u>		<u>\$48,879.30</u>

BILLING SUMMARY

TOTAL FEES	\$48,879.30
TOTAL DISBURSEMENTS	80.70
TOTAL CHARGES FOR THIS BILL	<u>\$48,960.00</u>

EXHIBIT E

TIMEKEEPER SUMMARY

<u>Timekeeper</u>	<u>Status</u>	<u>Hours</u>	<u>Rate [1]</u>	<u>Value</u>
Davis, Guy A.	Managing Director	163.8	\$ 520.7	\$ 85,288.00
Lyons, John K.	Managing Director	2.1	522.0	1,096.20
Roski, Suzanne B.	Managing Director	5.1	522.0	2,662.20
Hom, Patrick H.	Director	1.1	390.0	429.00
Koons, Denise A.	Associate Director	23.4	390.0	9,126.00
Williams, Heather G.	Associate Director	37.8	370.0	13,986.00
Koehler, Justin F.	Senior Manager	347.2	351.0	121,867.20
Smith, Matthew S.	Manager	40.2	256.0	10,291.20
Stefanik, Jane M.	Manager	40.6	240.0	9,744.00
Sullivan, Shane M.	Consultant	17.7	152.0	2,690.40
August, Hunter J.	Intern	3.8	95.0	361.00
		<u>682.8</u>		<u>\$ 257,541.20</u>

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

EXHIBIT F

COMPENSATION BY PROJECT CATEGORY

<u>Code</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
441	Asset Disposition	22.1	\$ 12,376.00
443	Case Administration	33.0	13,163.20
444	Claims Administration and Objections	77.8	32,076.90
446	Prepare Fee / Employ Apps	18.6	6,940.70
448	Financing	131.8	51,173.30
451	Plan and Disclosure	258.7	100,166.90
459	Tax Consulting	34.8	12,619.20
472	Monthly Operating Reports / Trustee Accounting	57.3	17,274.00
475	Prepare SOFAs and Bankruptcy Schedules	37.2	11,751.00
591	Travel Time @ No Charge	11.5	-
		<u>682.8</u>	<u>\$ 257,541.20</u>

EXHIBIT G

SCHEDULE OF DISBURSEMENTS

<u>Description</u>	<u>Amount (\$)</u>
Out-of-Town Air Travel	\$ 1,545.54
Out-of-Town Ground Transportation	282.50
Out-of-Town Lodging	785.03
Out-of-Town Meals	156.31
Out-of-Town Train Travel	440.00
Copying	403.60
	<u>\$ 3,612.98</u>

EXHIBIT H

CERTIFICATION OF GUY A. DAVIS

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)
Debtors.	)	(Jointly Administered)

CERTIFICATION OF GUY A. DAVIS UNDER GUIDELINES FOR FEES AND DISBURSEMENTS FOR PROFESSIONALS IN SUPPORT OF THE SECOND INTERIM APPLICATION OF PROTIVITI, INC., FINANCIAL ADVISOR TO DEBTORS AND DEBTORS -IN -POSSESSION, FOR ALLOWANCE OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED DURING THE PERIOD OF MAY 1, 2013 THROUGH AUGUST 31, 2013

I, Guy A. Davis hereby certify that:

1. I am a Managing Director with Protiviti Inc. (“Protiviti”), a financial advisory services firm with numerous offices throughout the United States and abroad. I have been providing chapter 11 financial advisory services for debtors, trustees, secured creditors, and unsecured creditors for over 23 years. I have also been engaged as a fiduciary in chapter 11 matters to guide the orderly wind down of business operations for the benefit of creditors and other interested parties. I am a certified public accountant and a certified insolvency and restructured advisory. I hold a certification in distressed business valuation and a master degree’s in business administration.

2. I am the professional designated by Protiviti in respect of compliance with the *Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases*, adopted by the United States Bankruptcy Court for the Southern District of New York on June 21, 1991 and amended on April 19, 1995 and on November 25, 2009 (the

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

“Local Guidelines”), and the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330* effective January 30, 1996 (the “U.S. Trustee Guidelines,” and with the Local Guidelines, the “Guidelines”).

3. This certification is made in support of the *Second Interim Application of Protiviti, Inc., Financial Advisor to the Debtors and Debtors in Possession, for an Award of Compensation for Professional Services Rendered and Reimbursement of Expenses Incurred During the Period of May 1, 2013 through August 31, 2013* (the “Application”).

4. All of the services for which compensation is sought by Protiviti were performed for and on behalf of the Debtors and not on behalf of any other person or entity.

5. No agreement exists between Protiviti and any other entity for the sharing of compensation received or to be received for services rendered in or in connection with the above-captioned cases.

6. In accordance with the Guidelines, I hereby certify that

- (a) I have read the Application;
- (b) to the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought in the Application fall within the Guidelines;
- (c) except to the extent that fees or disbursements are prohibited by the Local Guidelines or the U.S. Trustee Guidelines, the fees and disbursements sought are consistent with arrangements entered into by Protiviti for similar services to be provided to clients such as the Debtors for representations of the type and complexity described in the Application and are generally accepted by Protiviti's clients;

- (d) in providing a reimbursable service, Protiviti does not make a profit on that service, whether the service is performed by Protiviti in-house or through a third-party vendor;
- (e) in charging for a particular service, Protiviti does not include in the amount for which reimbursement is sought the amortization of the cost of any investment, equipment, or capital outlay; and
- (f) the Office of the United States Trustee for the Southern District of New York, the Debtors and the attorneys for the Official Committee of Unsecured Creditors will be provided with a copy of this Application contemporaneously with the filing thereof, and will have at least ten (10) days to review such Application prior to any objection deadline with respect thereto.

7. Protiviti's Monthly Fee Statements have been served on the Notice Parties (as defined in the Interim Compensation Order).

Dated: November 18, 2013
Richmond, Virginia

/s/ Guy A. Davis
Guy A. Davis