

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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

**NINTH MONTHLY FEE STATEMENT OF PROTIVITI INC.,  
FINANCIAL ADVISOR TO THE DEBTORS AND DEBTORS IN POSSESSION,  
FOR THE PERIOD OF OCTOBER 1, 2013 THROUGH OCTOBER 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:	October 1, 2013 through October 31, 2013
100% of Fees Invoiced to Atari Inc.:	\$19,789.50
80% of Fees Invoiced to Atari Inc.:	\$15,831.60
100% of Expenses Invoiced to Atari Inc.:	\$64.50
Total Hours Billed to Atari Inc.:	51.2 Hours
Name and Applicable Billing Rate of Each Professional Billing to Atari Inc.:	<u>See page 2</u>
Total Hours Billed and Amount of Billing for Each Professional Billing to Atari Inc.:	<u>See page 2</u>

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<sup>1</sup> The Debtors are Atari, Inc., Atari Interactive, Inc., Humongous, Inc. and California U.S. Holdings, Inc.

1. Protiviti Inc. (“Protiviti”), financial advisor to the above-captioned debtors and debtors in possession (collectively, the “Debtors”), hereby submits this monthly fee statement (the “Monthly Statement”) for the period of October 1, 2013 through October 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:

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	Amount
Davis, Guy A.	Managing Director	8.70	560.00	\$ 4,872.00
Koehler, Justin F.	Senior Manager	42.50	351.00	14,917.50
		<u>51.20</u>	<u>\$ 386.51</u>	<u>\$ 19,789.50</u>

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

Code	Description	Hours
446	Prepare Fee/Employment Applications	1.0
451	Plan and Disclosure	50.2
		<u>51.2</u>

4. In further compliance with Paragraph 2(c) of the Fee Order, attached hereto as Exhibit A is a 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, \$15,831.60, and reimbursement of one hundred percent (100%) of the expenses incurred when rendering services to the Debtors, \$64.50, as identified in this Monthly Statement.<sup>2</sup>

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

Dated: November 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

November 12, 2013  
Invoice No. 9569  
Our File No. R13001  
Billing Through: 10/31/13

REGARDING: Atari Inc.

TOTAL FEES	\$19,789.50
TOTAL DISBURSEMENTS	64.50
TOTAL CHARGES FOR THIS BILL	<u>\$19,854.00</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

November 12, 2013  
Invoice No. 9569  
Our File No. R13001  
Billing Through: 10/31/13

REGARDING: Atari Inc.

**FOR PROFESSIONAL SERVICES RENDERED**

<u>Date</u>	<u>Individual</u>	<u>Procedure</u>	<u>Hours</u>
<b>Task:</b>	<b>446</b>	<b>B - Prepare Fee/ Employ Apps</b>	
10/18/13	JFK	Prepare September fee application.	0.50
10/21/13	JFK	Prepare fee application.	0.50
	<b>Total for</b>	<b>B - Prepare Fee/ Employ Apps</b>	<b>1.00</b>
<b>Task:</b>	<b>451</b>	<b>B - Plan &amp; Disclosure</b>	
10/1/13	GAD	Conf. calls with counsel re Liquidation Analysis.	0.50
10/1/13	JFK	Update liquidation analysis by debtor for plan supplement.	2.50
10/1/13	JFK	Call with counsel re: liquidation plan by debtor and consolidated.	1.00
10/2/13	GAD	Revise Liquidation Analysis. Consider impact of litigation outcome and subcon.	0.50
10/2/13	JFK	Update liquidation analysis by debtor per counsel request.	2.50
10/3/13	JFK	Update liquidation analysis by debtor with counsel comments.	3.50
10/3/13	JFK	Review supplemental exhibits for plan and disclosure statement.	1.50
10/7/13	GAD	Review debtor projection for accuracy (per counsel's request) to be filed w/ Disclosure Statement.	0.80
10/7/13	GAD	Review classification and claim history for Cinram and Alden for Plan purposes per counsel.	1.00
10/7/13	JFK	Review Cinram documents and payment history.	1.50
10/7/13	JFK	Review projection template received from sponsor.	0.50
10/8/13	JFK	Review claim list from BMC. Incorporate into liquidation analysis.	1.50
10/9/13	GAD	Call re projection for Plan. Revise exhibit and distribution analysis.	0.90
10/9/13	JFK	Review projections received from sponsor for exhibit to disclosure statement supplement.	1.00
10/10/13	GAD	Review BMC Ballot, analysis and claims matching as requested by counsel.	0.50
10/10/13	JFK	Review duplicate claims with counsel for balloting purposes.	2.50
10/11/13	JFK	Prepare professional fee analysis per Debtors request.	1.00
10/11/13	JFK	Update liquidation analysis for counsel to submit to UCC for approval.	1.50
10/14/13	JFK	Prepare three scenarios of liquidation analysis per UCC's request.	3.50
10/15/13	JFK	Conference call with counsel re liquidation analysis.	0.50
10/15/13	JFK	Conference call with UCC re liquidation analysis.	0.50
10/15/13	JFK	Update liquidation analysis per UCC's request.	3.50
10/16/13	GAD	Revise Liquidation Analysis per Committee request.	1.00
10/16/13	GAD	Conf. call w/ counsel and Committee re Liquidation Analysis.	0.70
10/16/13	JFK	Update reference footnotes in liquidation analysis.	1.50
10/16/13	JFK	Update liquidation analysis for distribution by counsel.	1.70
10/16/13	JFK	Revise liquidation analysis based on UCC's comments.	1.00

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R13001

Invoice No. 9569

<u>Date</u>	<u>Individual</u>	<u>Procedure</u>	<u>Hours</u>
10/17/13	GAD	Revise Disclosure Statement exhibits. (Liquidation analysis ad projections)	0.80
10/17/13	JFK	Revise liquidation analysis for distribution to all parties.	3.50
10/18/13	GAD	Revise Liquidation Analysis based on telecom w/ counsel.	0.80
10/18/13	JFK	Update liquidation analysis for disclosure statement supplement.	2.30
10/24/13	GAD	Revise Disclosure Statement w/ counsel re Cost Benefit of Liquidation.	0.70
10/24/13	GAD	Revise language in Amended Disclosure Statement.	0.50
10/24/13	JFK	Review disclosure statement redline version per counsel request.	1.50
10/28/13	JFK	Prepare documents and analyses for disclosure statement hearing.	1.50
<b>Total for B - Plan &amp; Disclosure</b>			<b>50.20</b>
 <b>Total hours for this matter</b>			 51.20

**DISBURSEMENTS**

10/31/13	Copies - internal for October 2013	64.50
<b>Total disbursements for this matter</b>		<b>\$64.50</b>

**Timekeeper Summary**

<u>Name</u>		<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
GAD	Davis, Guy A.	8.70	560.00	4,872.00
JFK	Koehler, Justin F.	42.50	351.00	14,917.50
<b>Total fees for this matter</b>		<b>51.20 hrs</b>		<b>\$19,789.50</b>

**BILLING SUMMARY**

TOTAL FEES	\$19,789.50
TOTAL DISBURSEMENTS	64.50
<b>TOTAL CHARGES FOR THIS BILL</b>	<b>\$19,854.00</b>