

MOR-1

CASE NAME: ATP Oil & Gas Corporation PETITION DATE: 8/17/2012
 CASE NUMBER: 12-36187 DISTRICT OF TEXAS: Southern
 PROPOSED PLAN DATE: To be determined DIVISION: Houston

MONTHLY AMENDED OPERATING REPORT SUMMARY FOR NOVEMBER 2013

MONTH	6/30/2013	7/31/2013	8/31/2013	9/30/2013	10/31/2013	11/30/2013
REVENUES (MOR-6)	\$ 18,063,239	\$ 40,194,554	\$ 36,262,768	\$ 32,890,050	\$ 32,177,279	\$ 181,623
INCOME(LOSS) FROM OPERATIONS (MOR-6)	(163,962,430)	26,502,349	17,682,393	21,868,704	17,144,861	5,128,602
NET INCOME (LOSS) (MOR-6)	(73,489,361)	14,293,460	3,689,379	6,900,709	273,701	(1,508,215,913)
PAYMENTS TO INSIDERS (MOR-9A)	103,055	102,433	102,433	102,433	84,898	55,222
PAYMENTS TO PROFESSIONALS (MOR-9A)	(564,252)	30,000	-	-	797,192	-
TOTAL DISBURSEMENTS (MOR-8)	\$ 50,624,124	\$ 35,476,705	\$ 33,222,366	\$ 40,013,702	\$ 43,329,643	\$ 6,077,704

The original of this document must be filed with the United States Bankruptcy Court and a copy must be sent to the United States Trustee

REQUIRED INSURANCE MAINTAINED AS OF SIGNATURE DATE (1)	Are all accounts receivable being collected within terms? CIRCLE ONE Yes <input type="radio"/> No <input checked="" type="radio"/> Are all post-petition liabilities, including taxes, being paid within terms? Yes <input type="radio"/> No <input checked="" type="radio"/> Have any pre-petition liabilities been paid? Yes <input type="radio"/> No <input checked="" type="radio"/>
CASUALTY YES (X) NO () LIABILITY YES (X) NO () VEHICLE YES (X) NO () WORKER'S YES (X) NO () OTHER YES (X) NO ()	In accordance with the authority that has been granted to ATP under court orders, certain prepetition liabilities relating to payroll, employee expense reimbursements, independent contractor fees, utility fees, capital expenditures for our Clipper project, and fees due on our bank accounts have been paid. Are all funds received being deposited into DIP bank accounts? Yes <input checked="" type="radio"/> No <input type="radio"/> Were any assets disposed of outside the normal course of business? Yes <input type="radio"/> No <input checked="" type="radio"/> If so, describe <u>The Debtor closed the sale of substantially all of its assets to Bennu Oil & Gas, LLC on November 1, 2013.</u> Are all U.S. Trustee Quarterly Fee Payments current? Yes <input checked="" type="radio"/> No <input type="radio"/> What is the status of your Plan of Reorganization? _____

The estate is evaluating options for disposing of its remaining assets, including thru a plan.

ATTORNEY NAME: Charles S. Kelley, Esq.
 FIRM NAME: Mayer Brown, LLP
 ADDRESS: 700 Louisiana St.
Suite 3400
 CITY, STATE, ZIP: Houston, TX 77002
 TELEPHONE/FAX: (713) 238-3000

I certify under penalty of perjury that the following complete Monthly Operating Report (MOR), consisting of MOR-1 through MOR-9B plus attachments, is true and correct.

SIGNED X Albert L. Reese Jr TITLE: Chief Financial Officer
 (ORIGINAL SIGNATURE)
Albert L. Reese Jr January 21, 2014
 (PRINT NAME OF SIGNATORY) DATE Revised 07/01/98

MOR-1

(1) - The current insurance is limited to what is necessary in the Debtor's view following the sale of substantially all of its assets and the cessation of all oil and gas production and related operations by the Debtor as a result of such sale in November 2013. Accordingly, the Debtor believes it maintains "Required Insurance" consisting of general liability and workers comp coverage for its two remaining employees.



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CASE NAME: ATP Oil & Gas Corporation
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ASSETS	MONTH	MONTH	MONTH	MONTH	MONTH	MONTH
	6/30/2013	7/31/2013	8/31/2013	9/30/2013	10/31/2013	11/30/2013
CURRENT ASSETS						
Cash (MOR-7A)	\$ 16,288,494	\$ 13,886,775	\$ 22,770,093	\$ 16,136,222	\$ (159,145)	\$ 1,923,451
Restricted Cash	17,110,633	17,110,810	4,865,680	4,865,803	4,865,927	22,606
Accounts Receivable, Net	28,787,458	46,097,679	42,241,897	38,170,667	40,493,302	11,335,371
Accounts Receivable, Related Party	-	-	-	-	-	-
Accounts Receivable, Affiliates	759,151,434	764,352,078	769,604,528	774,538,817	781,627,970	16,189,366
Property held for sale	1,830,342,948	1,833,437,594	1,836,059,385	1,838,420,813	1,842,730,036	-
Prepaid Expenses and Other Current Assets	12,729,884	12,112,852	7,822,423	12,039,626	10,817,394	6,001,824
TOTAL CURRENT ASSETS	2,664,410,851	2,686,997,788	2,683,364,006	2,684,171,948	2,680,375,484	35,472,618
Oil & Gas Properties	1,382,706,131	1,382,706,131	1,382,706,131	1,382,706,131	1,382,706,131	155,170,878
Less Accumulated DD&A and Impairment	1,373,130,112	1,373,130,112	1,373,130,112	1,373,130,112	1,373,130,112	144,427,857
OIL & GAS PROPERTIES, NET	9,576,019	9,576,019	9,576,019	9,576,019	9,576,019	10,743,021
OTHER ASSETS						
1. Deferred Tax Assets	-	-	-	-	-	-
2. Investments in Affiliates	78,365,992	73,419,285	70,012,835	63,967,642	58,893,106	174
3. Deferred Financing Costs - net	503,898	452,593	426,941	401,289	375,636	-
4. Furniture & Fixtures, net	255,452	237,924	220,760	204,322	187,903	-
5. Other Non-current Receivable	12,314,848	12,324,055	12,328,737	12,333,269	12,337,955	12,342,490
6. Non-current Restricted Cash	21,401,784	21,402,363	23,382,595	23,382,617	23,383,783	181
TOTAL ASSETS	\$ 2,786,828,844	\$ 2,804,410,027	\$ 2,799,311,893	\$ 2,794,037,106	\$ 2,785,129,886	\$ 58,558,484

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CASE NAME: ATP Oil & Gas CorporationCASE NUMBER: 12-36187

LIABILITIES & OWNERS' EQUITY	MONTH 6/30/2013	MONTH 7/31/2013	MONTH 8/31/2013	MONTH 9/30/2013	MONTH 10/31/2013	MONTH 11/30/2013
LIABILITIES						
POST-PETITION LIABILITIES(MOR-4)	\$ 833,898,212	\$ 830,221,009	\$ 831,658,249	\$ 839,224,338	\$ 856,101,888	\$ 82,578,827
PRE-PETITION LIABILITIES						
Secured obligations	1,679,901,030	1,679,901,030	1,679,901,030	1,680,497,199	1,680,703,845	1,625,751,344
Priority unsecured obligations	10,759,598	10,759,598	10,759,598	10,759,598	10,759,598	10,759,598
Unsecured obligations	122,422,523	122,422,523	122,889,953	122,889,952	122,889,952	107,502,622
Other pre-petition obligations	-	-	-	-	-	-
TOTAL CLAIMABLE PRE-PETITION LIABILITIES	1,813,083,151	1,813,083,151	1,813,550,581	1,814,146,749	1,814,353,395	1,744,013,564
Asset Retirement Obligation (1)	150,296,720	150,577,182	151,718,204	152,283,665	152,876,244	43,180,972
Other obligations (2)	299,789,937	311,429,849	302,899,742	287,972,172	266,847,899	2,581,815
TOTAL LIABILITIES	3,097,068,020	3,105,311,191	3,099,826,776	3,093,626,924	3,090,179,426	1,872,355,178
OWNERS' EQUITY (DEFICIT)						
PREFERRED STOCK	136,457,044	136,457,044	136,457,044	136,457,044	136,457,044	136,457,044
COMMON STOCK	73,288	73,288	73,288	73,289	73,289	86,541
TREASURY STOCK	(911,729)	(911,729)	(911,729)	(911,729)	(911,729)	(911,729)
ADDITIONAL PAID-IN CAPITAL	678,820,314	678,811,573	678,914,926	679,023,209	678,299,034	677,758,984
RETAINED EARNINGS: Filing Date	(811,214,593)	(811,214,593)	(811,214,593)	(811,214,593)	(811,214,593)	(811,214,593)
RETAINED EARNINGS: Post Filing Date	(275,571,942)	(261,278,482)	(257,589,103)	(250,727,129)	(250,415,429)	(1,758,635,786)
Equity in earnings of ATPIP and ATP Titan: Post Filing Date	(37,891,558)	(42,838,265)	(46,244,716)	(52,289,909)	(57,337,156)	(57,337,156)
TOTAL OWNERS' EQUITY (DEFICIT)	(310,239,176)	(300,901,164)	(300,514,883)	(299,589,818)	(305,049,540)	(1,813,796,695)
TOTAL LIABILITIES & OWNERS' EQUITY	\$ 2,786,828,844	\$ 2,804,410,027	\$ 2,799,311,893	\$ 2,794,037,106	\$ 2,785,129,886	\$ 58,558,484

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- (1) ARO represents GAAP present value estimate of future cash flows to abandon two remaining properties held by debtor.
- (2) Other obligations for November decreased by term NPI and ORRI interests, which were transferred to the purchaser.

CASE NAME: ATP Oil & Gas Corporation
CASE NUMBER: 12-36187

SCHEDULE OF POST-PETITION LIABILITIES

	MONTH 6/30/2013	MONTH 7/31/2013	MONTH 8/31/2013	MONTH 9/30/2013	MONTH 10/31/2013	MONTH 11/30/2013	
TRADE ACCOUNTS PAYABLE (MOR-5)	\$ 27,512,495	\$ 12,802,659	\$ 8,921,165	\$ 11,241,658	\$ 26,795,116	\$ 6,019,067	(1)
ACCOUNTS PAYABLE - AFFILIATES	1,485,400	6,485,400	12,885,400	13,335,400	3,106,579	6,579	
TAX PAYABLE							
Federal Payroll Taxes	-	-	-	-	-	-	
State Payroll Taxes	-	-	-	-	-	-	
Ad Valorem Taxes	-	-	-	-	-	-	
Other Taxes	-	-	-	-	-	-	
TOTAL TAXES PAYABLE	-	-	-	-	-	-	
SECURED DEBT POST-PETITION	724,658,306	730,550,202	736,544,557	742,090,824	747,958,748	68,018,508	(1)
ACCRUED INTEREST PAYABLE	5,750,779	7,425,573	7,425,573	6,801,791	7,430,653	-	
ACCRUED PROFESSIONAL FEES*	1,902,579	331,036	10,481,279	13,863,926	22,502,252	-	(2)
OTHER ACCRUED LIABILITIES							
1. Payroll accruals	-	-	-	-	-	-	
2. Other accruals	47,543,130	51,640,704	45,593,881	43,192,655	38,239,032	673,121	
3. Other payables	25,045,523	20,985,435	9,806,394	8,698,084	10,069,508	7,861,552	
TOTAL POST-PETITION LIABILITIES (MOR-3)	\$ 833,898,212	\$ 830,221,009	\$ 831,658,249	\$ 839,224,338	\$ 856,101,888	\$ 82,578,827	

*Payment requires Court Approval

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(1) Balance is based on preliminary settlement statement and is subject to revision or amendment in future periods.

(2) Accrued professional fees were assumed in total by Bennu Oil & Gas, LLC and paid at closing.

CASE NAME: ATP Oil & Gas CorporationCASE NUMBER: 12-36187

AGING OF POST-PETITION LIABILITIES

MONTH

November 30, 2013

DAYS	TOTAL	TRADE ACCOUNTS	FEDERAL TAXES	STATE TAXES	AD VALOREM, OTHER TAXES	
0-30	\$ 739,945	\$ 739,945				
31-60	893,938	893,938				
61-90	391,524	391,524				
91+	3,993,660	3,993,660				
TOTAL	\$ 6,019,067	\$ 6,019,067				

AGING OF ACCOUNTS RECEIVABLE

DAYS	TOTAL	Revenue	Joint Interest ⁽¹⁾			
0-30 DAYS	\$ 14,441	\$ -	\$ 14,441			
31-60 DAYS	173,443		173,443			
61-90 DAYS	19,100		19,100			
91+ DAYS	11,128,387		11,128,387			
TOTAL	\$ 11,335,371	\$ -	\$ 11,335,371	\$ -		

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Revised 07/01/98

(1) 91+ day balance includes \$1.3 million of amounts regarding Black Elk/Nippon lawsuit, with the balance related to receivables for which counterparties assert an offset for a claim against ATP.

CASE NAME: ATP Oil & Gas Corporation
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	MONTH 6/30/2013	MONTH 7/31/2013	MONTH 8/31/2013	MONTH 9/30/2013	MONTH 10/31/2013	MONTH 11/30/2013	FILING TO DATE
REVENUES (MOR-1)	\$ 18,063,239	\$ 40,194,554	\$ 36,262,768	\$ 32,890,050	\$ 32,177,279	\$ 181,623	\$ 490,761,406
GROSS PROFIT	18,063,239	40,194,554	36,262,768	32,890,050	32,177,279	181,623	490,761,406
OPERATING EXPENSES:							
Lease Operating Expenses	8,356,451	7,432,904	11,464,685	4,209,187	9,478,489	(4,525,239)	112,707,191
Processing fees, related party	5,000,000	5,000,000	5,000,000	5,000,000	5,000,000	-	87,925,290
Depreciation, depletion and amortization	24,567	17,529	17,194	16,439	16,418	-	148,901,420
Impairment of oil and gas properties	166,487,929	-	-	-	-	-	204,183,991
Accretion	972,520	293,726	1,262,491	610,810	616,386	172,953	13,395,085
Abandonment(Gain)/Loss	-	-	-	-	-	-	158,454
Compensation Expense	560,732	539,063	553,431	454,984	461,959	-	12,168,458
Professional Fees	78,458	82,999	1,554	145,845	87,278	419	5,918,126
Other General & Administrative	545,012	325,984	281,020	584,081	(628,112)	(595,112)	1,812,248
TOTAL OPERATING EXPENSES	182,025,669	13,692,205	18,580,375	11,021,346	15,032,418	(4,946,979)	587,170,263
INCOME (LOSS) FROM OPERATIONS (MOR-1)	(163,962,430)	26,502,349	17,682,393	21,868,704	17,144,861	5,128,602	(96,408,857)
INTEREST INCOME	5,251,608	5,184,364	5,230,837	5,111,481	1,190,182	5,196,930	74,455,254
INTEREST (EXPENSE), NET	(18,357,082)	(17,165,157)	(18,169,637)	(16,706,685)	(15,254,159)	(23,947)	(234,525,726)
DERIVATIVES GAIN/(LOSS)	(366,829)	-	-	-	-	-	(1,588,240)
DEBT EXTINGUISHMENT GAIN/(LOSS)	107,889,161	-	-	-	-	-	100,952,061
ABANDONMENT/SALE OF PROPERTY GAIN/(LOSS)	-	102,940	-	-	6,020,939	(1,518,492,941)	(1,512,369,062)
TOTAL INT. DER. & OTHER ITEMS	94,416,858	(11,877,853)	(12,938,800)	(11,595,204)	(8,043,038)	(1,513,319,958)	(1,573,075,713)
NET INCOME (LOSS) BEFORE REORGANIZATION EXPENSES	(69,545,572)	14,624,496	4,743,593	10,273,500	9,101,823	(1,508,191,356)	(1,669,484,570)
REORGANIZATION (EXPENSES):							
US Trustee fees	(30,000)	-	-	-	(30,000)	-	(180,000)
Professional fees	(3,913,789)	(331,036)	(1,054,214)	(3,372,791)	(8,798,122)	(24,557)	(62,809,844)
Debt valuation adjustments	-	-	-	-	-	-	-
Claims adjustments	-	-	-	-	-	-	(26,156,192)
Interest income	-	-	-	-	-	-	-
REORGANIZATION EXPENSES, NET:	(3,943,789)	(331,036)	(1,054,214)	(3,372,791)	(8,828,122)	(24,557)	(89,146,036)
NET INCOME (LOSS) (MOR-1)	\$ (73,489,361)	\$ 14,293,460	\$ 3,689,379	\$ 6,900,709	273,701	(1,508,215,913)	(1,758,630,606)

Accrual Accounting Required. Otherwise Footnote with Explanation.

MOR-6

Revised 07/01/98

- (1) Credit amount for the month is the result of reversal of prepaid insurance charges.
- (2) Includes \$826,790 in November related to reversal of stock-based compensation.
- (3) Depending on final adjusted sale price, this amount is subject to revision or amendment.
- (4) Includes impairment of intercompany investments (\$110.0MM), loss on sale of properties (\$1,497.5MM) offset by write off of ARO of rejected properties.

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CASH RECEIPTS AND DISBURSEMENTS	MONTH	MONTH	MONTH	MONTH	MONTH	MONTH	MONTH	FILING TO
	5/31/2013	6/30/2013	7/31/2013	8/31/2013	9/30/2013	10/31/2013	11/1/2013	DATE
1. CASH-BEGINNING OF MONTH	\$ 22,526,092	\$ 36,337,323	\$ 16,288,494	\$ 13,886,775	\$ 22,770,093	\$ 16,136,222	\$ (159,145)	\$ 6,119,734
RECEIPTS:								
1. COLLECTION OF NET REVENUE ACCOUNTS RECEIVABLE	61,301,507	22,423,862	17,674,757	41,756,582	33,239,414	26,825,900	8,115,076	475,130,332
2. COLLECTION OF JOINT INTEREST ACCOUNTS RECEIVABLE	260,503	814,859	295,119	334,385	126,043	14,152	362	5,403,493
3. OTHER OPERATING RECEIPTS (MOR-7B)	2,918,720	820,577	105,110	14,717	14,374	194,224	44,862	6,654,813
4. FINANCING RECEIPTS (MOR-7B)	1,899,003	6,515,997	15,000,000	-	-	-	-	694,113,472
TOTAL RECEIPTS**	66,379,733	30,575,295	33,074,986	42,105,684	33,379,831	27,034,276	8,160,300	1,181,302,110
(Withdrawal) Contribution by Individual Debtor MFR-2*								
DISBURSEMENTS:								
5. TERM-LIMITED ORRI	13,613,636	9,051,032	4,366,389	11,190,576	8,617,189	7,926,709	-	86,526,743
6. TERM-LIMITED NPI	8,636,457	-	11,574,702	1,537,353	8,303,369	2,349,807	5,895,129	152,677,119
7. DERIVATIVE SETTLEMENTS PAID (RECEIVED)	196,824	366,829	-	-	-	-	-	3,818,739
8. LEASE OPERATING COSTS	5,527,925	14,296,965	9,513,314	8,221,392	5,967,610	9,203,943	-	120,095,642
9. GOMEZ PIPELINE OBLIGATION	934,760	-	-	-	-	-	-	9,098,726
10. TITAN FEE	-	11,000,000	-	-	5,000,000	13,700,000	-	86,200,000
11. ATPIP FEES	1,590,000	-	-	-	-	-	-	15,482,614
12. GENERAL & ADMINISTRATIVE (MOR-7B)	1,349,760	836,588	963,345	845,673	720,332	822,627	182,575	22,350,575
13. OTHER OPERATING DISBURSEMENTS (MOR-7B)	-	-	-	-	-	-	-	-
TOTAL DISBURSEMENTS FROM OPERATIONS	31,849,362	35,551,414	26,417,750	21,794,994	28,608,500	34,003,086	6,077,704	496,250,158
14. CAPEX CASH DISBURSMENTS (MOR-7B)	6,115,245	8,905,489	3,258,919	4,981,619	4,543,594	2,707,395	-	205,866,847
15. BANKRUPTCY & PROFESSIONAL FEES (MOR-9A)	8,688,447	(564,252)	30,000	-	-	797,192	-	41,228,552
16. FINANCING PAYMENTS - PRINCIPAL AND INTEREST (MOR-7B)	5,915,448	6,731,473	5,770,036	6,445,753	6,861,608	5,821,970	-	442,152,836
TOTAL DISBURSEMENTS**	52,568,502	50,624,124	35,476,705	33,222,366	40,013,702	43,329,643	6,077,704	1,185,498,393
17. NET CASH FLOW	13,811,231	(20,048,829)	(2,401,719)	8,883,318	(6,633,871)	(16,295,367)	2,082,596	(4,196,283)
18. CASH - END OF MONTH (MOR-2)	\$ 36,337,323	\$ 16,288,494	\$ 13,886,775	\$ 22,770,093	\$ 16,136,222	\$ (159,145)	\$ 1,923,451	\$ 1,923,451

* Applies to Individual debtors only

MOR-7A

**Numbers for the current month should balance (match)

RECEIPTS and CHECKS/OTHER DISBURSEMENTS lines on MOR-8

Revised 07/01/98

CASE NAME: ATP Oil & Gas Corporation
CASE NUMBER: 12-36187

CASH RECEIPTS AND DISBURSEMENTS DETAIL	MONTH 5/31/2013	MONTH 6/30/2013	MONTH 7/31/2013	MONTH 8/31/2013	MONTH 9/30/2013	MONTH 10/31/2013	MONTH 11/30/2013	FILING TO DATE
OTHER OPERATING RECEIPTS (Line 3)								
Miscellaneous	\$ 2,918,720	\$ 820,577	\$ 105,110	\$ 14,717	\$ 14,374	\$ 194,224	\$ 44,862	\$ 6,654,813
GENERAL & ADMINISTRATIVE (Line 12)								
Compensation	639,680	558,622	477,765	450,079	483,721	461,959	103,400	12,127,217
Rent	50,735	106,845	152,088	-	-	-	-	625,668
Office and general costs	197,716	27,005	74,870	33,458	23,912	63,284	1,317	752,266
Travel related	6,340	15,302	-	5,734	145	12,268	-	142,893
D&O	-	-	11,700	-	11,700	-	-	1,465,653
Other costs	455,289	128,814	246,922	356,402	200,854	285,116	77,858	7,236,878
GENERAL & ADMINISTRATIVE TOTAL	1,349,760	836,588	963,345	845,673	720,332	822,627	182,575	22,350,575
OTHER OPERATING DISBURSEMENTS (Line 13)	-	-	-	-	-	-	-	-
CAPEX CASH DISBURSMENTS (Line 14)								
Maintenance/Other	315,801	-	-	-	-	-	-	6,430,824
Clipper project	4,742,581	7,198,813	2,425,280	2,862,680	4,543,594	2,707,395	-	164,741,656
Gomez #9 project	-	-	-	-	-	-	-	-
Plugging and abandonment of oil and gas properties	1,056,863	1,706,676	833,639	2,118,939	-	-	-	34,694,367
CAPEX CASH DISBURSMENTS TOTAL	6,115,245	8,905,489	3,258,919	4,981,619	4,543,594	2,707,395	-	205,866,847
FINANCING PAYMENTS - PRINCIPAL AND INTEREST (Line 16)								
1st lien principal and interest	-	-	-	-	-	-	-	367,338,823
New facility principal and interest	5,915,448	6,731,473	5,770,036	6,445,753	6,861,608	5,821,970	-	74,814,013
FINANCING PAYMENTS - PRINCIPAL AND INTEREST TOTAL	5,915,448	6,731,473	5,770,036	6,445,753	6,861,608	5,821,970	-	442,152,836
FINANCING RECEIPTS (Line 4)								
New facility proceeds	\$ 1,899,003	\$ 6,515,997	\$ 15,000,000	\$ -	\$ -	\$ -	\$ -	\$ 694,113,472

MOR-7B

CASE NAME: ATP Oil & Gas Corporation
 CASE NUMBER: 12-36187

CASH ACCOUNT RECONCILIATION
MONTH OF November 2013

BANK NAME	JPMorgan Chase	JPMorgan Chase	JPMorgan Chase	JPMorgan Chase	JPMorgan Chase	Green Bank	
ACCOUNT NUMBER	XXXXXXX4321	XXXXXXX7441	XXXXXXX0955	XXXXXXX6488	XXXXXXX8670	XXXXXXX7239	
ACCOUNT TYPE	<i>Operating</i>	<i>Deposit</i>	<i>Controlled Disbursement</i>	<i>Cafeteria Plan</i>	<i>Clipper Operating</i>	<i>Payroll</i>	<i>TOTAL</i>
BANK BALANCE	\$ 91,296	\$ -	\$ (44,835)	\$ 27,141	\$ 1,819,982	\$ 29,867	\$ 1,923,451
DEPOSITS IN TRANSIT	-	-	-	-	-	-	-
OUTSTANDING CHECKS	-	-	-	-	-	-	-
ADJUSTED BANK BALANCE	\$ 91,296	\$ -	\$ (44,835)	\$ 27,141	\$ 1,819,982	\$ 29,867	\$ 1,923,451
BEGINNING CASH - PER BOOKS	\$ 4,258,093	\$ -	\$ (6,402,090)	\$ 31,585	\$ 1,870,000	\$ 83,267	\$ (159,145)
RECEIPTS*	6,965,521	1,194,779	-	-	-	-	8,160,300
TRANSFERS BETWEEN ACCOUNTS (WITHDRAWAL) OR CONTRIBUTION BY INDIVIDUAL DEBTOR MFR-2	(5,163,793)	(1,194,779)	6,358,572	-	(50,000)	50,000	-
CHECKS/OTHER DISBURSEMENTS*	5,968,526	-	1,317	4,444	18	103,400	6,077,704
ENDING CASH - PER BOOKS	\$ 91,296	\$ -	\$ (44,835)	\$ 27,141	\$ 1,819,982	\$ 29,867	\$ 1,923,451

MOR-8

*Numbers should balance (match) TOTAL RECEIPTS and
 TOTAL DISBURSEMENTS lines on MOR-7A

Revised 07/01/98

CASE NAME: ATP Oil & Gas Corporation
 CASE NUMBER: 12-36187

PAYMENTS TO INSIDERS AND PROFESSIONALS

Of the total disbursements shown for the month, list the amount paid to insiders (as defined in Section 101(31)(A)-(F) of the U.S. Bankruptcy Code) and the professionals. Also, for insiders, identify the type of compensation paid (e.g., salary, commission, bonus, etc.) (Attach additional pages as necessary).

INSIDERS: NAME/COMP TYPE	MONTH 5/31/2013	MONTH 6/30/2013	MONTH 7/31/2013	MONTH 8/31/2013	MONTH 9/30/2013	MONTH 10/31/2013	MONTH 11/30/2013
Leland E. Tate (salary)	28,464	28,339	28,339	28,339	28,339	28,339	30,172
Albert L. Reese Jr. (salary)	25,069	24,965	24,752	24,752	24,752	24,752	25,050
George R. Morris (salary)	25,652	25,454	25,320	25,320	25,320	16,126	-
Keith R. Godwin (salary)	24,327	24,297	24,022	24,022	24,022	15,681	-
TOTAL INSIDERS (MOR-1)	\$ 103,512	\$ 103,055	\$ 102,433	\$ 102,433	\$ 102,433	\$ 84,898	\$ 55,222

PROFESSIONALS	MONTH 5/31/2013	MONTH 6/30/2013	MONTH 7/31/2013	MONTH 8/31/2013	MONTH 9/30/2013	MONTH 10/31/2013	MONTH 11/30/2013
Debtor Professionals (MOR-9B)	\$ 4,171,210	\$ -	\$ -	\$ -	\$ -	\$ 767,192	\$ -
DIP Lender Professionals (MOR-9B)	2,679,787	-	-	-	-	-	-
Committee Professionals (MOR-9B)	1,826,782	(564,252)	-	-	-	-	-
US Trustee (MOR-9B)	-	-	30,000	-	-	30,000	-
TOTAL PROFESSIONALS (MOR-1)	\$ 8,677,779	\$ (564,252)	\$ 30,000	\$ -	\$ -	\$ 797,192	\$ -

(1)

MOR-9A

(1) Accrued professional fees were assumed in total by Bennu Oil & Gas, LLC and paid at closing.

CASE NAME: ATP Oil & Gas Corporation
 CASE NUMBER: 12-36187

PROFESSIONALS	MONTH 6/30/2013	MONTH 7/31/2013	MONTH 8/31/2013	MONTH 9/30/2013	MONTH 10/31/2013	MONTH 11/30/2013 (1)
DEBTOR PROFESSIONALS						
<i>Debtor Legal Advisors</i>						
1 Mayer Brown, LLP	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
2 Munsch, Hardt, Kopf & Harr, PC	-	-	-	-	-	-
3 Slatery, Marino & Roberts	-	-	-	-	-	-
<i>Debtor Financial Advisors</i>						
4 Jefferies & Company, Inc.	-	-	-	-	-	-
5 Opportune, LLP	-	-	-	-	-	-
<i>Debtor Other</i>						
6 Kurtzman Carson Consultants, LLC	-	-	-	-	146,654	-
7 Blackhill Advisors, LP	-	-	-	-	-	-
8 RVM, Inc	-	-	-	-	-	-
9 FTI consulting	-	-	-	-	357,395	-
10 PricewaterhouseCoopers	-	-	-	-	125,000	-
11 EPIQ Bankruptcy Solutions	-	-	-	-	13,143	-
12 Federal Trade Commission	-	-	-	-	125,000	-
TOTAL DEBTOR PROFESSIONALS (MOR-9A):	-	-	-	-	767,192	-
DIP LENDER PROFESSIONALS						
<i>DIP Legal Advisors</i>						
13 Bingham McCutchen LLP	-	-	-	-	-	-
14 Cravath, Swaine & Moore LLP	-	-	-	-	-	-
15 Winstead PC	-	-	-	-	-	-
16 Haynes and Boone, LLP	-	-	-	-	-	-
17 Slaughter and May	-	-	-	-	-	-
18 De Brauw Blackstone	-	-	-	-	-	-
<i>DIP Financial Advisors</i>						
19 Houlihan Lokey	-	-	-	-	-	-
<i>DIP Other</i>						
20 Netherland Sewell & Associates, Inc.	-	-	-	-	-	-
21 Arthur C. Leblanc, Jr	-	-	-	-	-	-
22 Bryan Cave LLP	-	-	-	-	-	-
23 Merrill Communications	-	-	-	-	-	-
24 Spencer Stuart	-	-	-	-	-	-
TOTAL DIP PROFESSIONALS (MOR-9A):	-	-	-	-	-	-
COMMITTEE PROFESSIONALS						
<i>Committee Legal Advisors</i>						
24 Milbank, Tweed, Hadley & McCloy, LLP	(564,252)	-	-	-	-	-
25 Porter Hedges, LLP	-	-	-	-	-	-
<i>Committee Financial Advisors</i>						
26 Duff & Phelps Securities	-	-	-	-	-	-
<i>Committee Other</i>						
27 RCI consultants	-	-	-	-	-	-
28 Capital Ventures	-	-	-	-	-	-
29 Latham & Watkins	-	-	-	-	-	-
TOTAL COMMITTEE PROFESSIONALS (MOR-9A):	(564,252)	-	-	-	-	-
30 US Trustee Payment Center (MOR-9A)	\$ -	\$ 30,000	\$ -	\$ -	\$ 30,000	-

MOR-9B

(1) Accrued professional fees were assumed in total by the Purchasor and paid at closing.