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Hearing Date and Time: March 20, 2013 at 10:00 a.m.  
Objection Deadline: March 13, 2013 at 4:00 p.m.

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re:

ATARI, INC., *et al.*,

Debtors.<sup>1</sup>

) Chapter 11

) Case No. 13-10176 (JMP)

) (Jointly Administered)

**SUMMARY SHEET ACCOMPANYING THE FIRST AND FINAL FEE  
APPLICATION OF HUNTON & WILLIAMS LLP AS COUNSEL  
TO THE DEBTORS AND DEBTORS-IN-POSSESSION**

Name of Applicant:	Hunton & Williams LLP
Professional Services Provided to:	The Debtors
Date of Order Authorizing Employment::	February 15, 2013, <i>nunc pro tunc</i> to January 21, 2013
Period for Which Final Compensation and Reimbursement is Sought:	January 21, 2013 through February 27, 2013
Amount of Final Compensation Requested as Actual, Reasonable and Necessary:	\$352,991.93
Amount of Final Expense Reimbursement Requested as Actual and Necessary:	\$7,061.35
Total Hours Billed During the Final Compensation Period:	604.90 Hours
This is an <input type="checkbox"/> interim <input checked="" type="checkbox"/> final application	

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

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*Attorneys for Debtors and Debtors-in-Possession*

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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

**THE FIRST AND FINAL FEE APPLICATION OF HUNTON & WILLIAMS LLP  
AS COUNSEL TO THE DEBTORS AND DEBTORS-IN-POSSESSION**

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

Hunton & Williams LLP (“H&W”) hereby submits this application (the “Application”) for entry of an order, the proposed form of which is annexed hereto as **Exhibit 4** (the “Proposed Order”), (a) allowing, on a final basis, compensation in the amount of \$352,991.93 for actual, reasonable and necessary legal services rendered by H&W to the debtors and debtors-in-possession in the above-captioned chapter 11 cases (collectively, the “Debtors”) during the period of time from January 21, 2013 through February 27, 2013 (the “Final Compensation Period,”), (b) allowing, on a final basis, reimbursement of actual and necessary expenses that H&W incurred in connection therewith in the amount of \$7,061.35, and (c) authorizing and

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

directing the Debtors to pay H&W all amounts approved. In support of this Application, H&W 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 and 330 of Title 11 of the United States Code (as amended, 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) the *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases* adopted by the Bankruptcy Court on January 29, 2013 and effective February 5, 2013 (the “Local Guidelines”), and (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”).

**II. Factual Background**

**A. The 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 statutory committee of unsecured creditors (the “Creditors’ Committee”). The Creditors’ Committee has proposed the retention of the law firm Cooley LLP as its counsel. No other statutory committee, trustee, or examiner has been appointed in these cases.

5. A full description of the Debtors’ business operations, corporate structures, capital structures, and reasons for commencing these cases is set forth in full 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], which is incorporated herein by reference.

**B. Retention of Hunton & Williams LLP**

6. On February 1, 2013, the Debtors filed the *Application of the Debtors and Debtors-in-Possession for Entry of an Order Authorizing the Employment and Retention of Hunton & Williams LLP as Counsel to the Debtors Nunc Pro Tunc to the Petition Date* [Docket No. 54] (the “Retention Application”). On February 15, 2013, this Court entered the *Order Authorizing the Employment and Retention of Hunton & Williams LLP as Counsel to the Debtors Nunc Pro Tunc to the Petition Date* [Docket No. 79] (the “Retention Order”).

7. On or about February 5, 2013, the Debtors’ board of directors was reconstituted. The reconstituted board of directors elected to retain alternate bankruptcy counsel. Accordingly, H&W seeks an award of final compensation through this Application.

8. The terms of H&W’s retention and employment are set forth in the Retention Order. H&W charges legal fees on an hourly basis at rates that are based on the seniority and expertise of H&W’s professionals and paraprofessionals. H&W agreed to apply an aggregate

discount of ten percent (10%) to the fee portion of each invoice sent to the Debtors. H&W also charges for actual and necessary out-of-pocket expenses including but not limited to copying, long distance telephone calls, travel, out-going facsimile, overnight mail, computer research and other disbursements.

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

9. On January 31, 2013, the Debtors filed the *Motion for an Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 47] (the “Compensation Motion”). On February 15, 2013, this Court entered the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Docket No. 81] (the “Compensation Order”).

10. This Application has been prepared in accordance with the Guidelines and Compensation Order. A certification regarding compliance with the Guidelines and Compensation Order is attached hereto as **Exhibit 5**.

11. As of this date, no monthly statements have been filed by the Debtors as they have not yet become due and applicable.

**IV. Request for Compensation and Reimbursement**

12. This Application is the first and final fee application filed by H&W in its capacity as bankruptcy counsel to the Debtors in these cases. All services for which compensation is requested by H&W were performed for, or on behalf of, the Debtors and their estates.

13. By this Application, H&W hereby seeks allowance, on a final basis, of compensation for professional services rendered to the Debtors during the Final Compensation Period in the aggregate amount of \$352,991.93 and reimbursement of expenses incurred in connection with such services in the aggregate amount of \$7,061.35. During the Final

Compensation Period, H&W's attorneys and paraprofessionals expended a total of 604.90 hours for which compensation is requested from the Debtors.

14. For the convenience of the Court and parties in interest, schedules setting forth the number of hours expended by each of the partners, counsels, associates and paraprofessionals of H&W who rendered services to the Debtors during the Final Compensation Period, their respective hourly rates and the year of the first bar admission for each H&W attorney are attached hereto as **Exhibit 1**.

15. For the purpose of seeking compensation for the services rendered to the Debtors, H&W's attorneys and paraprofessionals have allocated their time entries into project categories. Each time entry is identified in H&W's time records as relating to a particular category. H&W has made a diligent effort to place each time entry into the most appropriate project 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 H&W's attorneys and paraprofessionals on a task-by-task basis is attached hereto as **Exhibit 6**.

16. Pursuant to the U.S. Trustee Guidelines, schedules setting forth a description of the project categories utilized in the Debtors' chapter 11 cases and the aggregate fees associated with each project category during the Final Compensation Period are attached hereto as **Exhibit 2**. A reasonably detailed breakdown of expenses setting forth the categories of expenses and the total amount of each such expense category for which H&W is seeking reimbursement from the Debtors for the Final Compensation Period are attached hereto as **Exhibit 3**.

17. As more fully described below, H&W has rendered professional services on behalf of the Debtors in furtherance of its role as bankruptcy counsel to the Debtors. As the Court can observe, H&W has successfully endeavored to keep its fees and expenses to a

minimum relative to the nature and complexity of the Debtors' bankruptcy 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, H&W 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. In addition, there is no agreement or understanding between H&W and any other person other than members of H&W for the sharing of compensation to be received for services rendered to the Debtors in these cases.

#### **V. Summary of Legal Services Rendered**

19. During the Final Compensation Period, H&W provided legal services to the Debtors in accordance with section 327(a) of the Bankruptcy Code. Recitation of each and every item of professional services that H&W performed during the Final Compensation Period would likely span dozens of pages, and unduly burden this Court, which is intimately familiar with the history of these proceedings. Hence, the below summaries highlight the major areas to which H&W devoted time and attention during the Final Compensation Period. The full breadth of H&W's services are reflected in the detailed time records that are contained in **Exhibit 6**.

20. The following summaries, while not exhaustive, identify the categories of services rendered by H&W's attorneys and paraprofessionals during the Final Compensation Period.

#### **Legal Services Rendered During The Final Compensation Period**

- a) Case Administration (B110): This category includes a multitude of tasks performed in the administration of the Debtors' chapter 11 cases, including filing pleadings with the Court, attending to administrative and general case management issues, preparing agenda letters, maintaining a case calendar and reviewing dockets.
- b) Asset Disposition (B130): This category includes the review and analysis of the sales process of the Debtors' assets, including analysis of the investment banker process and selection.

- c) Meetings of and Communications with Creditors (B150): This category includes responding to inquiries from creditors and parties in interest regarding the chapter 11 cases and regarding committee formation.
- d) Fee/Employment Applications (B160): This category includes drafting the First and Final Fee Application, the interim compensation motion, retention applications and attending hearings on such applications.
- e) Assumption/Rejection of Leases and Contracts (B185): This category includes advising and representing the Debtors with respect to issues regarding the assumption and rejection of executory contracts.
- f) Non-Working Travel (B195): This category involves non-working travel time necessitated by the representation of the Debtors.
- g) Business Operations (B210): This category includes advising the Debtors with respect to certain aspects of its business operations impacted by the bankruptcy cases.
- h) Employee Benefits/Pensions (B220): This category includes advising the Debtors with respect to preparation of the employee wage motion.
- i) Financing/Cash Collections (B230): This category includes advising the Debtors regarding debtor-in-possession financing and drafting motion to approve such financing.
- j) Tax Issues (B240): This category includes advising the Debtors regarding various tax issues in connection with the debtor-in-possession financing agreement.
- k) Board of Directors Matters (B260): This category includes advising the Debtors' Board of Directors in connection with the bankruptcy filings.
- l) Claims Administrations and Objections (B310): This category includes preparation and review of the critical vendor claims motion.

## **VI. The Requested Compensation Should be Allowed**

21. 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).

22. 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).

23. 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.

24. 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.*

25. H&W respectfully submits that it has satisfied the requirements for the allowance of the compensation and the reimbursement of the expenses sought herein. H&W respectfully

submits that the services described above and as are set forth with particularity in Exhibit 6 were, at the time rendered, believed necessary for, beneficial to, and in the best interests of the Debtors and parties in interest. H&W 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 H&W is reasonable because it is based on the customary compensation charged by comparably skilled practitioners outside of bankruptcy. In sum, the services rendered by H&W 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.

26. H&W's attorneys and paraprofessionals have devoted 604.90 hours of time advising and representing the Debtors during the Final Compensation Period. The rates charged by H&W are consistent with the customary hourly rates charged to clients both inside and outside of the bankruptcy context. H&W represents and would demonstrate that the hourly rates charged by H&W are comparable to the rates charged by other large law 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 attorneys and paraprofessionals listed in this Application are consistent with the normal and customary rates charged to clients involved in this size and type of case, and H&W submits that those rates and fees are similar to those charged for like services performed by other firms of a size and expertise comparable to that of H&W.

27. The time and attention H&W professionals have devoted to these cases likely could have been spent in the representation of other clients at similar or higher hourly rates.

H&W 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. The Requested Expenses Should be Allowed**

28. Section 330(a)(1)(B) of the Bankruptcy Code authorizes “reimbursement for actual, necessary expenses” incurred by professionals employed in these chapter 11 cases. 11 U.S.C. § 330(a)(1)(B). H&W only seeks reimbursement for actual costs incurred in-house and by third-party vendors. Accordingly, as set forth in **Exhibit 3** attached hereto, H&W seeks reimbursement of expenses incurred in rendering services to the Debtors during the Final Compensation Period.

**VIII. Notice**

29. Notice of this Motion will be provided in accordance with the Compensation Order approving interim compensation and reimbursement of expenses of professionals [Docket No. 81].

**IX. No Prior Request**

30. H&W has not made a prior request to this or any other Court for the relief requested herein.

**X. Conclusion**

31. WHEREFORE, H&W respectfully requests that the Court enter an order (a) allowing compensation for professional services rendered, on a final basis, in the amount of \$352,991.93 and allowing reimbursement of expenses, on a final basis, in the amount of \$7,061.35 for the Final Compensation Period; (b) authorizing and directing the Debtors to pay H&W all amounts approved; and (c) granting such other and further relief to H&W as this Court may deem just or proper.

Dated: February 27, 2013

Respectfully submitted,

HUNTON & WILLIAMS LLP

/s/ Peter S. Partee, Sr.

Peter S. Partee, Sr.

Michael P. Richman

Andrew Kamensky

Richard P. Norton

Robert A. Rich

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(212) 309-1000

*Attorneys for the Debtors and Debtors-in-Possession*

**EXHIBIT 1**

**TIMEKEEPER SUMMARY FOR THE  
FINAL COMPENSATION PERIOD**

<b>TIMEKEEPER</b>	<b>STATUS</b>	<b>YEAR OF ADMISSION</b>	<b>HOURS</b>	<b>RATE</b>	<b>VALUE(\$)</b>
P PARTEE	Partner	1992	92.70	995.00	92,236.50
J M BLAIR	Partner	1993	9.50	660.00	6,270.00
N S BURGARD	Partner	1992	12.00	865.00	10,380.00
A KAMENSKY	Partner	1997	72.70	700.00	50,890.00
M P RICHMAN	Partner	1979	54.70	995.00	54,426.50
M P RICHMAN Travel	Partner	1979	1.50	497.50	746.25
L S HANSEN	Counsel	1992	2.20	605.00	1,331.00
R P NORTON	Counsel	2000	83.00	805.00	66,815.00
S E DAILY	Associate	2010	19.60	315.00	6,174.00
R A RICH	Associate	2009	137.80	495.00	68,211.00
R A RICH Travel	Associate	2009	1.00	247.50	247.50
C ANDONIAN	Paralegal	n/a	115.60	295.00	34,102.00
C ANDONIAN Travel	Paralegal	n/a	1.00	147.50	147.50
B C MULDER Travel	Paralegal	n/a	1.60	147.50	236.00
			604.90		392,213.25
LESS Discount 10%					(39,221.32)
<b>TOTAL</b>					<b>352,991.93</b>

**Blended Attorney Rate: \$662.17**

**EXHIBIT 2**

**COMPENSATION BY PROJECT CATEGORY  
FOR THE FINAL COMPENSATION PERIOD**

<b>DESCRIPTION</b>	<b>CODE</b>	<b>HOURS</b>	<b>VALUE</b>
Case Administration	B110	132.70	91,200.50
Asset Disposition	B130	14.50	12,598.50
Meetings of and Communications with Creditors	B150	7.20	5,731.00
Fee/Employment Applications	B160	227.00	112,947.00
Assumption/Rejection of Leases and Contracts	B185	18.00	12,195.00
Non-Working Travel	B195	5.10	1,377.25
Business Operations	B210	3.30	2,829.50
Employee Benefits/Pensions	B220	5.50	2,964.50
Financing/Cash Collections	B230	159.20	128,497.00
Tax Issues	B240	9.50	6,270.00
Board of Directors Matters	B260	18.10	13,227.00
Claims Administration and Objections	B310	4.80	2,376.00
			392,213.25
LESS Discount 10%			(39,221.32)
<b>TOTAL</b>		<b>604.90</b>	<b>352,991.93</b>

**EXHIBIT 3**

**BREAKDOWN OF EXPENSES FOR THE FINAL COMPENSATION PERIOD**

<b>CODE</b>	<b>DESCRIPTION</b>	<b>DATE</b>	<b>DESCRIPTION</b>	<b>AMOUNT(\$)</b>
E101	Copying			206.90
<b>TOTAL E101 COPYING</b>				<b>206.90</b>
E106	Online Research			739.11
<b>TOTAL E106 ONLINE RESEARCH</b>				<b>739.11</b>
E107	Delivery/Messenger Services			68.51
<b>TOTAL E107 DELIVERY/MESSENGER SERVICES</b>				<b>68.51</b>
E108	Postage			2.99
<b>TOTAL E108 POSTAGE</b>				<b>2.99</b>
E109	Local Travel	01/21/2013	VENDOR: Rich, Robert A; INVOICE#: 12587012113; DATE: 1/21/2013 - New York, NY 01/21/13 & 02/01/13 - Taxi fares home, worked late	12.00
E109	Local Travel	01/24/2013	VENDOR: Rich, Robert A; INVOICE#: 12587012413; DATE: 1/24/2013 - New York, NY 01/24/13 - Taxi fare to attend hearing	24.25
E109	Local Travel	01/24/2013	VENDOR: Norton, Richard P; INVOICE#: 11680012413; DATE: 1/24/2013 - New York, NY 01/24/13 - Mileage, Parking & tolls to attend New York City Bankruptcy Court	45.03
E109	Local Travel	01/31/2013	VENDOR: Petty Cash; INVOICE#: INV0131113; DATE: 01/31/13 Michael Richman 01/22/13 - Taxi fare to client's office with Peter Partee	7.10
<b>TOTAL E109 LOCAL TRAVEL</b>				<b>88.38</b>
E111	Meals	01/27/2013	VENDOR: Seamlessweb Professional Solution LLC; INVOICE#: 1342915; DATE: 1/27/2013 Richard Norton 01/24/13 - Working lunch	19.42



<b>CODE</b>	<b>DESCRIPTION</b>	<b>DATE</b>	<b>DESCRIPTION</b>	<b>AMOUNT(\$)</b>
E111	Meals	01/27/2013	VENDOR: Seamlessweb Professional Solution LLC; INVOICE#: 1342915; DATE: 1/27/2013 Peter Partee 01/23/13 - Lunch meeting with Rob Mattes, Kristin Kelles, Guy Davis, David Kay, Hugh McDonald, Ryan Jacobs & James Wilson	164.77
<b>TOTAL E111 MEALS</b>				<b>184.19</b>
E112	Court Fees	01/21/2013	VENDOR: American Express - P Card; INVOICE#: 43716735; DATE: 1/21/2013 Connie Andonian - US Bankruptcy Court Southern District of NY - Fee to file Petitions for Atari Inc, Atari Interactive Inc, California U.S. Holdings Inc and Humongous Inc @ \$1,213.00 each	4,852.00
<b>TOTAL E112 COURT FEES</b>				<b>4,852.00</b>
E116	Trial Transcripts	01/25/2013	VENDOR: AAA Electronic Sound Reporters; INVOICE#: 3374; DATE: 1/25/2013 - Court Reporter fee at 1/24/13 Hearing in USBC/SDNY	367.25
<b>TOTAL E116 TRIAL TRANSCRIPTS</b>				<b>367.25</b>
E124	Other	01/25/2013	VENDOR: Champion Courier Inc; INVOICE#: 239852; DATE: 1/25/2013 Connie Andonian 01/23/13 - Hand delivery to James Wilson at Atari Inc at 475 Park Avenue South, NYC	9.00
E124	Other	01/21/2013	VENDOR: CSC; INVOICE#: 81100337416; DATE: 1/21/2013 - Document Retrieval work in California, disbursement/cost	92.00
E124	Other	01/22/2013	VENDOR: CSC; INVOICE#: 81100338945; DATE: 1/22/2013 - Status/Information search in California	74.04

<b>CODE</b>	<b>DESCRIPTION</b>	<b>DATE</b>	<b>DESCRIPTION</b>	<b>AMOUNT(\$)</b>
E124	Other	01/23/2013	VENDOR: CSC; INVOICE#: 81100345740; DATE: 1/23/2013 - Document Retrieval work in California, disbursement/cost	90.37
E124	Other	01/25/2013	VENDOR: Elite Limousine Plus Inc.; INVOICE#: 1537032; DATE: 1/25/2013 Margaret Dragan 01/22/13 - O/T transp [P. Partee]	121.41
E124	Other	01/25/2013	VENDOR: Elite Limousine Plus Inc.; INVOICE#: 1537032; DATE: 1/25/2013 Connie Andonian 01/22/13 - O/T transp [P. Partee]	165.20
<b>TOTAL E124 OTHER</b>				<b>552.02</b>
<b>TOTAL CURRENT EXPENSES (\$)</b>				<b>7,061.35</b>

**EXHIBIT 4**

**PROPOSED ORDER**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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

**ORDER GRANTING FIRST AND FINAL FEE APPLICATION  
OF HUNTON & WILLIAMS LLP AS COUNSEL  
TO THE DEBTORS AND DEBTORS-IN-POSSESSION**

Upon consideration of the final application (the “Application”)<sup>2</sup> of Hunton & Williams LLP (“H&W”), as counsel to the above-captioned debtors and debtors-in-possession (the “Debtors”), for allowance of compensation and reimbursement of expenses incurred during the period of January 21, 2013 through February 27, 2013; and a hearing (the “Hearing”) having been held before this Court to consider the Application; and due and adequate notice of the Application and the Hearing having been provided; and the Court being satisfied that no other or further notice of the Application and the Hearing need be provided; and the Court having determined it has jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. § 1334 and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska, C.J.); and the Court having determined that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and the Court having determined that venue of these cases and the Application are proper pursuant to 28 U.S.C. §§ 1408 and 1409; and due consideration having been given to the responses, if any, to the Application; and due consideration having been given to the statements of counsel at the Hearing; and the Court having determined that

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

<sup>2</sup> Unless otherwise defined herein, all capitalized terms have the meanings ascribed to them in the Application.

compensation requested in the Application is fair and reasonable given: (a) the complexity of these chapter 11 cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of the services, and (e) the costs of comparable services other than in a case under Title 11 of the United States Code; and good and sufficient cause having been shown thereof,

IT IS HEREBY ORDERED THAT:

1. The Application is **GRANTED** on a final basis to the extent set forth in the attached Appendix 1 pursuant to Bankruptcy Code section 330.

2. The Debtors are authorized and directed to pay the amounts awarded as detailed in the attached Appendix 1.

3. The Court shall retain jurisdiction over any and all disputes arising or otherwise relating to the interpretation, performance, and enforcement of the terms and provisions of this Order.

Dated: March \_\_, 2013  
New York, New York

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THE HONORABLE JAMES M. PECK  
UNITED STATES BANKRUPTCY JUDGE

**Appendix 1**

**Case Number: 13-10176 (JMP)**

**Case Name: In re Atari, Inc., et al.**

<b>Applicant</b>	<b>Date/Docket No. of Application</b>	<b>Period Covered</b>	<b>Amount of Fees Requested and Incurred During Period</b>	<b>Amount of Fees Approved on a Final Basis</b>	<b>Amount of Fees Paid to Date</b>	<b>Total Fees allowed and payable by the Debtors (to the extent not already paid)</b>
Hunton & Williams LLP	February 27, 2013 D.E. # ____	01/21/13 – 2/27/13	\$352,991.93	\$ _____	\$0.00	\$ _____
			<b>Amount of Expenses Requested and Incurred During Period</b>	<b>Amount of Expenses Approved on a Final Basis</b>	<b>Amount of Expenses Reimbursed to Date</b>	<b>Total Expenses allowed and payable by the Debtors (to the extent not already paid)</b>
			\$7,061.35	\$ _____	\$0.00	\$ _____

DATE: March \_\_, 2013

INITIALS: \_\_\_\_ USBJ

**EXHIBIT 5**

**CERTIFICATION OF PETER S. PARTEE, SR.**

Peter S. Partee, Sr.  
Michael P. Richman  
Andrew Kamensky  
Richard P. Norton  
Robert A. Rich  
HUNTON & WILLIAMS LLP  
200 Park Avenue, 53<sup>rd</sup> Floor  
New York, New York 10166-0136  
(212) 309-1000

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re:

ATARI, INC., *et al.*,

Debtors.<sup>1</sup>

) Chapter 11

) Case No. 13-10176 (JMP)

) (Jointly Administered)

**CERTIFICATION OF PETER S. PARTEE, SR. UNDER GUIDELINES FOR FEES  
AND DISBURSEMENTS FOR PROFESSIONALS IN RESPECT OF FIRST  
AND FINAL FEE APPLICATION OF HUNTON & WILLIAMS LLP AS  
COUNSEL TO THE DEBTORS AND DEBTORS-IN-POSSESSION**

I, Peter S. Partee, Sr. hereby certify that:

1. I am an attorney-at-law, duly admitted and in good standing to practice in the State of New York, the United States Courts of Appeals for the Fourth Circuit, and the United States District and Bankruptcy Courts for the Southern District of New York, and the District of Colorado. I am a member of the law firm of Hunton & Williams LLP (“H&W”), counsel to the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”).

2. I am the professional designated by H&W in respect of compliance with the *Amended 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

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



of New York on January 29, 2013 and effective February 5, 2013 (the “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 with respect to the *First and Final Fee Application of Hunton & Williams LLP as Counsel to the Debtors and Debtors-in-Possession* (the “Application”).

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

5. No agreement exists between H&W 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 H&W 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 H&W’s clients;

- (d) in providing a reimbursable service, H&W does not make a profit on that service, whether the service is performed by H&W in-house or through a third-party vendor;
- (e) in charging for a particular service, H&W 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, and will have at least fourteen (14) days to review such Application prior to any objection deadline with respect thereto.

Dated: February 27, 2013  
New York, New York

\_\_\_\_\_  
*/s/ Peter S. Partee, Sr.*  
Peter S. Partee, Sr.

**EXHIBIT 6**

**DESCRIPTION OF SERVICES PERFORMED ON A TASK-BY-TASK BASIS**

<b>DATE</b>	<b>TIMEKEEPER</b>	<b>TASK</b>	<b>DESCRIPTION</b>	<b>HOURS</b>	<b>VALUE</b>
01/21/2013	A KAMENSKY	B110	Work on first day pleadings, confer with client re: same.	2.00	1,400.00
01/21/2013	C ANDONIAN	B110	Multiple email correspondence with Hunton team regarding filing logistics (0.3); multiple office conferences with R. Rich regarding edits to first day pleadings (0.7); multiple revisions to all first day pleadings (0.5); edits to Top 30 list (0.3); preparation of Notice of Commencement (0.7); prepare Agenda for First Day Pleadings (0.5); revise Notice of Hearing of First Day Pleadings (.30); multiple email correspondence with Hunton team regarding filing UCC searches, certificates of good standing, articles of incorporation, and regarding first day binders (0.5).	3.80	1,121.00
01/21/2013	R A RICH	B110	Continue preparing first-day declaration of Robert Mattes (2.0); final review of all first-day pleadings for filing (3.0);	5.00	2,475.00
01/21/2013	R P NORTON	B110	Chapter 11 filing work and preparation for first day hearings.	5.00	4,025.00
01/21/2013	P S PARTEE	B110	Multiple phone conferences with and e-mails to and from Hunton working group, client and potential buyers regarding filing of case and related matters.	2.00	1,990.00

<b>DATE</b>	<b>TIMEKEEPER</b>	<b>TASK</b>	<b>DESCRIPTION</b>	<b>HOURS</b>	<b>VALUE</b>
01/22/2013	C ANDONIAN	B110	Telephone and office conferences with P. Partee regarding Notice of Hearing and Notice of Proposed Agenda (0.6); email correspondence with Financial Advisors regarding Top 31-35 Creditors and forward same to U.S. Trustee by email (0.6); prepare, review and e-file Notice of Hearing and Notice of Proposed Agenda (1.5); prepare correspondence to Chambers and US Trustee enclosing 1st day hearing binders (0.7); email to Allen & Overy (counsel for Parent) and Scott Greissman at White & Case (counsel for BB) containing electronic version of 1st day pleadings (0.4); coordinate and assist with creation of first day hearing binders (2.8); email correspondence with proposed claims agent regarding service of Notice of First Day Hearing and Notice of Proposed Agenda (0.6); upload various agreements from Atari to electronic client workroom at the request of R. Norton (0.5).	7.70	2,271.50
01/22/2013	A KAMENSKY	B110	Review J. Peck procedural rules and Local SDNY Bankruptcy Rules (0.4); Attention to several case administrative matters (0.5).	0.90	630.00
01/22/2013	M P RICHMAN	B110	Review first day motions and related preparations for first day hearings (3.0); addressing comments from UST and JPMorganChase re various first days (2.0); meetings at company HQ with R. Mattes, K. Keller, Protiviti, others regarding general preparations for first day hearings (3.0)	8.00	7,960.00

<b>DATE</b>	<b>TIMEKEEPER</b>	<b>TASK</b>	<b>DESCRIPTION</b>	<b>HOURS</b>	<b>VALUE</b>
01/22/2013	R A RICH	B110	Revise and finalize declaration of R. Mattes in support of first-day motions (1.0); revise proposed form of order establishing noticing and service procedures (0.5); coordinate service of first-day motions and notice of hearing (0.5); prepare for first-day hearing (2.0).	4.00	1,980.00
01/22/2013	P S PARTEE	B110	Review, revise, finalize and distribute first day pleadings and orders other than DIP financing motion and order.	5.70	5,671.50
01/23/2013	C ANDONIAN	B110	Office conference with R. Rich, M. Richman and P. Partee regarding logistics of hearing and files needed (0.6); extract, review and revise proposed orders for first day motions scheduled to be heard at first day hearing to prepare CD flash drive for Judge Peck and arrange for hand delivery to chambers (3.5); follow up email correspondence with CSC regarding certificates of good standing for entities who filed petitions (0.5); email correspondence to mail room staff to coordinate hand delivery of first day hearing book to Mr. Wilson and prepare and send same (0.9); email correspondence and telephone conference with claims agent regarding certificates of service (0.6); print various research items, blacklines of orders, and e-filed first day pleadings (3.1).	9.20	2,714.00
01/23/2013	A KAMENSKY	B110	Review correspondence, e-mails and bankruptcy case docket.	0.40	280.00
01/23/2013	M P RICHMAN	B110	Additional preparations for first day motion presentations (3.5); reviewing and evaluating further comments on first day pleadings from UST and JPMorgan Chase (1.5)	5.00	4,975.00

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
01/23/2013	R A RICH	B110	Prepare proposed forms of order on first-day motions (1.5); review affidavit of service for first-day motions (0.2); research re application of section 366 to internet service providers (1.0).	2.70	1,336.50
01/23/2013	R P NORTON	B110	Review all interim orders entered in bankruptcy case and forward same to appropriate parties, including JPM and Protiviti (1.5); emails with JPMorgan regarding outstanding checks and approval of cash management system (0.4).	1.90	1,529.50
01/24/2013	C ANDONIAN	B110	Hearing preparation for first day hearing (1.0); attendance at first day hearing (3.0); email transcription service regarding transcript of first day hearing (0.3).	4.30	1,268.50
01/24/2013	M P RICHMAN	B110	Preparation and working travel to court for first day hearings (0.5); attend first day hearings, including pre- and post-hearing meetings and related court matters (3.0); working on all first-day orders and related issues as follow-up to hearings (3.5)	7.00	6,965.00
01/24/2013	P S PARTEE	B110	Preparation for first day hearings (2.6); hearing on first day motions (3.0).	5.60	5,572.00
01/24/2013	R A RICH	B110	Revise and circulate revised notice procedures order (0.5); prepare for first day hearing (2.0) and attend first day hearing (3.0).	5.50	2,722.50
01/24/2013	A KAMENSKY	B110	Assist with preparations for first day hearings (1.4); meetings with client and parties-in-interest (1.0); revisions to proposed orders (0.4).	2.80	1,960.00
01/24/2013	R P NORTON	B110	Communications with banks regarding cash management motion and order.	0.50	402.50

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
01/25/2013	C ANDONIAN	B110	Prepare draft of notice of hearing for February 14, 2012 (0.5); telephone conference and multiple email correspondence with AAA transcription service regarding obtaining transcript of first day hearing (0.5).	1.00	295.00
01/25/2013	R A RICH	B110	Coordinate service of first-day orders (0.5); review orders granting various first-day motions (1.0).	1.50	742.50
01/25/2013	A KAMENSKY	B110	Review correspondence, docket, pleadings, service notices.	0.60	420.00
01/25/2013	R P NORTON	B110	Calls/emails with Court and parties-in-interest regarding various first day order issues (2.5); communications with JP Morgan regarding checks and cash management order (0.5).	3.00	2,415.00
01/28/2013	A KAMENSKY	B110	Attention to several case administrative issues.	0.60	420.00
01/29/2013	C ANDONIAN	B110	Prepare notice of hearing for Interim Compensation Motion.	0.50	147.50
01/29/2013	R P NORTON	B110	Review/revise interim compensation for professionals motion.	0.80	644.00
01/29/2013	A KAMENSKY	B110	Review case docket, draft pleadings, confer with parties-in-interest re: status.	1.00	700.00
01/30/2013	P S PARTEE	B110	Phone conference with J. Scherer regarding issues in and theory of case and related issues.	0.50	497.50
01/31/2013	C ANDONIAN	B110	Review and e-file Interim Compensation Motion and related Notice of Hearing (0.5); review and e-file Protiviti Retention Application and related Notice of Filing of Exhibit 1 to Davis Declaration in Support of same (0.5).	1.00	295.00
01/31/2013	R P NORTON	B110	Review documents and files prepared by FA to be turned over to UST per operating guidelines.	1.00	805.00

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
01/31/2013	S E DAILY	B110	E-mail communication with Mr. Rich regarding ex parte motion to shorten the notice period.	0.10	31.50
01/31/2013	P S PARTEE	B110	Phone conference with K. Keller and J. Wilson regarding lunch with K. Coleman and related issues.	0.40	398.00
02/01/2013	C ANDONIAN	B110	Review and revise working group contact list (0.7); prepare correspondence to Chambers and US Trustee enclosing various February 1 filings and CD containing Word formatted proposed orders and send same (1.9).	2.60	767.00
02/01/2013	M P RICHMAN	B110	Review status of motions, tasks.	0.50	497.50
02/01/2013	P S PARTEE	B110	E-mails to and from J. Wilson regarding various issues (1.0); multiple phone conferences with K. Keller and J. Wilson regarding various issues (1.0); office conferences with M. Richman regarding same (1.0).	3.00	2,985.00
02/02/2013	P S PARTEE	B110	E-mails to and from J. Wilson and K. Keller regarding status of various matters and issues.	1.00	995.00
02/04/2013	R A RICH	B110	Prepare revised forms of order for February 14th hearing (1.0); review affidavits of service from BMC Group for filing (0.2); prepare notice of final hearing on various first-day motions (1.0).	2.20	1,089.00
02/04/2013	A KAMENSKY	B110	Review chapter 11 case docket, correspondence, confer with parties-in-interest re: status.	1.50	1,050.00
02/04/2013	P S PARTEE	B110	Review e-mail from US Trustee regarding potential committee members and phone conference with R. Morrissey regarding same (0.5); phone conference with company and Protiviti regarding same and related issues (0.6); e-mails to and from M. Richman regarding same (0.3).	1.40	1,393.00



<b>DATE</b>	<b>TIMEKEEPER</b>	<b>TASK</b>	<b>DESCRIPTION</b>	<b>HOURS</b>	<b>VALUE</b>
02/05/2013	R A RICH	B110	Finalize and coordinate filing and service of notice of final hearing on certain "first-day" motions.	1.00	495.00
02/05/2013	M P RICHMAN	B110	Emails regarding schedule for all-hands meeting on status and strategy.	0.50	497.50
02/05/2013	C ANDONIAN	B110	Review R. Norton's list of DIP dates and deadlines from Term Sheet and forward same to docketing for calendaring (0.5); email correspondence with docketing regarding questions on DIP dates and deadlines (0.3); review and e-file Notice of Hearing on Certain First Day Motions (0.4); review and e-file Notice of Hearing on Hunton Retention Application (0.4); coordinate service of Notice of Hearing on Certain First Day Motions and Notice of Hearing on Hunton's Retention Application (0.3); prepare correspondence to Chambers and US Trustee enclosing Notices of Hearing and send same (0.6); upload docket items 44 through 60 to Hunton network and forward same to docketing for calendaring (0.8).	3.30	973.50
02/06/2013	A KAMENSKY	B110	Review case docket, pleadings, correspondence, attention to several matters concerning transition of legal responsibilities from H&W to Akin Gump.	1.70	1,190.00
02/06/2013	R A RICH	B110	Coordinate transfer of various pending issues to Akin Gump.	0.50	247.50

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
02/06/2013	M P RICHMAN	B110	Extensive emails and meetings with P. ParTEE regarding issues arising from board reconstitution and counsel transition matters (2.0); counsel transition call with Akin Gump (0.5); call with Akin Gump and R. Morrissey at UST regarding counsel transition and associated issues (0.5)	3.00	2,985.00
02/06/2013	C ANDONIAN	B110	Upload docket items 61 and 62 to Hunton network and forward same to docketing for calendaring.	0.40	118.00
02/06/2013	P S PARTEE	B110	Work on transition issues.	4.00	3,980.00
02/07/2013	M P RICHMAN	B110	Further emails, calls, meetings re counsel transition matters (2.0); review, comment on Akin Gump draft letter to J. Peck re same, and associated emails (0.8); review status of other pending matters and tasks to assure no remaining transition issues (0.7).	3.50	3,482.50
02/07/2013	A KAMENSKY	B110	Work on Atari billing/termination issues.	0.50	350.00
02/08/2013	M P RICHMAN	B110	Emails and meeting with H&W legal team regarding further transitional issues.	1.00	995.00
02/21/2013	R A RICH	B110	Emails with K. Manoukian re transfer of files to Akin Gump.	0.10	49.50
			<b>TOTAL B110</b>	<b>132.70</b>	
01/24/2013	A KAMENSKY	B130	Review and analysis of legal issues raised by J. Peck at first day hearings (0.7); confer with parties-in-interest re: same (0.3); work on pleadings (1.0).	2.00	1,400.00
01/28/2013	M P RICHMAN	B130	Telephone conferences and emails with client and candidates regarding investment banker candidates and process.	1.00	995.00
01/28/2013	A KAMENSKY	B130	Confer with several parties-in-interest re: Atari assets, plan and/or sale process, potential auction.	1.70	1,190.00

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
01/28/2013	P S PARTEE	B130	Multiple phone conferences with and e-mails to and from client regarding investment banker selection and retention process for same.	1.20	1,194.00
01/29/2013	M P RICHMAN	B130	Further emails regarding investment banker selection and status.	0.50	497.50
02/01/2013	M P RICHMAN	B130	Emails with P. Partee re investment banker process and media.	0.50	497.50
02/01/2013	P S PARTEE	B130	Phone conferences with J. Scherer at Perella and J. Wilson regarding sale logistics and schedule and related issues (1.0); multiple e-mails to and from J. O'Connor, K. Keller and J. Scherer regarding confidentiality agreement for bidders (0.5).	1.50	1,492.50
02/02/2013	P S PARTEE	B130	Review Perella's PowerPoint slide regarding timeline and milestones for sale.	0.50	497.50
02/04/2013	A KAMENSKY	B130	Several e-mails and telephone conferences with parties-in-interest re: Debtors' assets, auction process, investment banker, due diligence, NDA issues.	2.50	1,750.00
02/04/2013	P S PARTEE	B130	Review and revise NDA to incorporate Perella's comments and mine (0.7); e-mails to and from working group regarding same (0.5); multiple e-mails to and from J. Scherer regarding interested parties and sale process issues (1.0).	2.20	2,189.00
02/05/2013	P S PARTEE	B130	Phone conference with J. Henes regarding interested buyer (0.4); phone conferences with and e-mails to and from K. Keller and J. Scherer regarding sale process issues (0.5).	0.90	895.50
			<b>TOTAL B130</b>	<b>14.50</b>	
01/21/2013	A KAMENSKY	B150	E-mail with counsel for Blue Bay re: first day pleadings.	0.10	70.00

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
01/22/2013	A KAMENSKY	B150	Respond to several inquiries from parties-in-interest re: case status.	0.90	630.00
01/23/2013	A KAMENSKY	B150	Confer with parties-in-interest re: case status.	0.30	210.00
01/25/2013	M P RICHMAN	B150	Fielding calls and emails from various parties interested in DIP and asset purchase process.	1.00	995.00
01/25/2013	A KAMENSKY	B150	Confer with parties-in-interest re: case updates.	0.40	280.00
01/28/2013	P S PARTEE	B150	Review landlord correspondence; e-mail to client regarding same.	0.20	199.00
01/30/2013	A KAMENSKY	B150	Respond to inquiries from parties-in-interest re: case status, assets, plan of reorganization.	0.50	350.00
01/30/2013	R P NORTON	B150	Field calls from interested parties and creditors regarding status of cases.	0.40	322.00
01/31/2013	A KAMENSKY	B150	Confer with parties-in-interest re: status of chapter 11 cases; buying and selling opportunities.	0.90	630.00
02/03/2013	M P RICHMAN	B150	Emails with P. Partee re communications with UST re committee formation and related committee matters.	0.50	497.50
02/04/2013	M P RICHMAN	B150	Additional emails regarding committee formation questions and status.	0.50	497.50
02/06/2013	A KAMENSKY	B150	Respond to several inquiries by parties-in-interest concerning case status, hearings, Debtors' assets, professional retentions.	1.50	1,050.00
			<b>TOTAL B150</b>	<b>7.20</b>	
01/22/2013	A KAMENSKY	B160	Confer with professionals re: retention issues.	0.40	280.00
01/22/2013	R A RICH	B160	Finalize application to retain BMC Group as noticing and claims agent and supporting declarations.	2.50	1,237.50

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
01/23/2013	P S PARTEE	B160	Multiple phone conferences with and e-mails to and from investment banker candidates and client regarding retention.	1.80	1,791.00
01/24/2013	R A RICH	B160	Coordinate conflicts search for H&W retention application (0.5); preparation of Hunton & Williams' retention application (1.0).	1.50	742.50
01/24/2013	A KAMENSKY	B160	Attention to professional retentions and conflict screening matters.	0.50	350.00
01/24/2013	C ANDONIAN	B160	Office conferences and email correspondence with R. Rich regarding conflicts check to prepare Hunton Retention Application (0.3); telephone conference with conflicts department regarding conflicts check to prepare Hunton Retention Application (0.3); review and revise list of entities from financial advisor and submit same to conflicts department to run conflicts check to prepare Hunton Retention Application (2.6).	3.20	944.00
01/25/2013	C ANDONIAN	B160	Email correspondence with conflicts department regarding Hunton Retention Application (0.3); preparation of Schedule 1, list of individuals and entities by category regarding Hunton Retention Application (2.7); begin schedules 1, results of conflicts check for Hunton Retention Application (0.7); office conferences with R. Rich regarding additional entities needing conflicts check and follow-up email to conflicts department regarding same (0.5).	4.20	1,239.00
01/25/2013	A KAMENSKY	B160	Work on implementation of task code list for professional billings, confer with estate professionals re: same.	0.30	210.00
01/28/2013	R A RICH	B160	Research and prepare motion establishing procedures for interim compensation of professionals.	0.50	247.50

<b>DATE</b>	<b>TIMEKEEPER</b>	<b>TASK</b>	<b>DESCRIPTION</b>	<b>HOURS</b>	<b>VALUE</b>
01/28/2013	C ANDONIAN	B160	Prepare, review and revise Schedules 1 and 2 to Partee Declaration to Hunton Retention Application (5.0); prepare draft of Financial Advisor Retention Application and supporting Declaration (2.0).	7.00	2,065.00
01/28/2013	A KAMENSKY	B160	Attention to professional retention matters, confer with interested parties re: same.	0.30	210.00
01/29/2013	R A RICH	B160	Call with C. Desiderio re retention of Nixon Peabody as ordinary course professional for post petition IP work (0.2); conferences with C. Andonian re H&W retention application (1.0); research and prepare application for retention of Hunton & Williams as Debtors' counsel (3.5); continue preparing motion to approve procedures for interim compensation of professionals (3.0).	7.70	3,811.50
01/29/2013	C ANDONIAN	B160	Email correspondence with P. Partee and M. Richman regarding conflicts checks to prepare Hunton Retention Application (0.5); prepare draft email to be sent to firm personnel regarding any connectedness of related parties to Hunton firm employees (0.5); office conference with R. Rich regarding Hunton Retention Application and further email correspondence to conflicts regarding same (0.5); review and revise Hunton Retention Application (2.5).	4.00	1,180.00
01/29/2013	M P RICHMAN	B160	Work on firm email for connections disclosures in Hunton retention application and related team emails.	1.00	995.00

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
01/29/2013	S E DAILY	B160	Prepare Application for the Retention of Debtors' Investment Banker and Proposed Order (2.4); telephone communications with Mr. Norton regarding retention application (0.2).	2.60	819.00
01/29/2013	R P NORTON	B160	Preparation of retention applications for proposed investment bankers, financial advisor and HW.	2.80	2,254.00
01/30/2013	C ANDONIAN	B160	Office conferences with R. Rich regarding schedules 1 and 2 to Partee Declaration to Hunton Retention Application (1.0); initial review and revise schedules 1 and 2 to Partee Declaration to Hunton Retention Application (7.0); continue review and revise schedules 1 and 2 to Partee Declaration to Hunton Retention Application (4.5).	12.50	3,687.50
01/30/2013	R A RICH	B160	Continue preparing application for retention of Hunton & Williams as debtors' counsel (5.0); continue preparing application for retention of Protiviti Inc. as financial advisor (4.0).	9.00	4,455.00
01/30/2013	M P RICHMAN	B160	Further work on Firm email for connections disclosures in Hunton retention application.	0.50	497.50
01/30/2013	S E DAILY	B160	Prepare and revise Application for the Retention of Debtors' Investment Banker and Proposed Order (3.5); e-mail communication to Mr. Norton regarding retention application (0.1); prepare declaration in support of application for retention of investment banker (1.8); e-mail communications with Mr. Norton regarding application for retention of investment banker and declaration in support (0.2).	5.60	1,764.00

<b>DATE</b>	<b>TIMEKEEPER</b>	<b>TASK</b>	<b>DESCRIPTION</b>	<b>HOURS</b>	<b>VALUE</b>
01/30/2013	P S PARTEE	B160	Multiple e-mails and phone conferences with J. Wilson, Perella, K. Keller et al regarding employment of Perella as investment banker (1.7); review and comment on engagement letter and compare and contrast with Duff & Phelps proposed engagement letter (1.0).	2.70	2,686.50
01/30/2013	R P NORTON	B160	Preparation of draft retention application for investment banker.	1.00	805.00
01/31/2013	C ANDONIAN	B160	Office conferences with R. Rich regarding schedules 1 and 2 to Partee Declaration to Hunton Retention Application (1.0); review, revise, summarize responses to and coordinate sending of email to all firm regarding connections to Atari parties for Hunton Retention Application (0.5); review and revise schedules 1 and 2 to Partee Declaration to Hunton Retention Application (5.5); email correspondence with R. Rich and review and revise schedules 1 and 2 to Partee Declaration to Hunton Retention Application (2.5); prepare Notice of Hearing on Retention Applications (0.5); review and e-file Notice of Hearing of BMC Group Retention Application and Protiviti Retention Application and coordinate service with BMC Group regarding same (0.5).	10.50	3,097.50



DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
01/31/2013	R A RICH	B160	Continue preparing application for retention of Hunton & Williams as debtors' counsel and declaration of P. Partee in support of application (8.5); finalize application for retention of Protiviti Inc. as financial advisor (2.0); revise and finalize motion to establish procedures for interim compensation of professionals (2.0); review notices of hearing and coordinate service of retention applications (1.5).	14.00	6,930.00
01/31/2013	M P RICHMAN	B160	Finalize work on Firm email for connections disclosures in Hunton retention app (0.5); review/revise Hunton retention app and order (1.0); review Protiviti retention app (0.7); review interim compensation motion (0.5); related emails and calls on motions and orders for filing (0.5).	3.20	3,184.00
01/31/2013	A KAMENSKY	B160	Work on professional compensation procedures, pleadings, review Local Rules re: same (0.4); attention to several professional retention issues (H&W, Protiviti Perella Weinberg) (0.3); confer with parties-in-interest re: same (0.5); review/revise draft pleadings (0.5); analysis of conflict issues (0.3).	2.00	1,400.00
01/31/2013	S E DAILY	B160	Prepare draft of ordinary course professionals motion (0.4); telephone conference with Mr. Norton regarding ordinary course professionals motion (0.1).	0.50	157.50
01/31/2013	R P NORTON	B160	Attend to preparation/revisions of Protiviti and HW retention applications (1.0); preparation of motion to approve retention of ordinary course professionals (1.8).	3.10	2,495.50

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
01/31/2013	P S PARTEE	B160	Phone conference with J. Scherer, E. Rosenberg and K. Keller regarding terms of Perella's engagement and related issues (0.6); draft press release for same (0.7).	1.30	1,293.50
02/01/2013	C ANDONIAN	B160	Review and alphabetize Schedules 1 and 2 to Partee Declaration of Hunton's Retention Application to ensure Top 30 List parties are included (0.5); prepare draft Notice of Hearing on Hunton Retention Application (0.4); office conferences with R. Rich regarding various aspects of Schedules 1 and 2 to Partee Declaration of Hunton's Retention Application (0.4); further review and revisions to Schedules 1 and 2 to Partee Declaration of Hunton's Retention Application (1.0); review, prepare PDF files and e-file Hunton Retention Application (0.7); review, prepare PDF files and e-file Ex Parte Motion to Shorten Time regarding Hunton Retention Application (0.4); prepare correspondence to Chambers and US Trustee enclosing Hunton Retention Application and related Ex Parte Motion (0.4); prepare original file copies and courtesy copies of Interim Compensation Motion and related notice of hearing and Employment Applications with related notices of hearing to be sent to chambers and US Trustee (0.5); email correspondence with BMC Group regarding full execution of their engagement letter and also regarding establishing that they receive ECF notices from the Court (0.5).	4.80	1,416.00

<b>DATE</b>	<b>TIMEKEEPER</b>	<b>TASK</b>	<b>DESCRIPTION</b>	<b>HOURS</b>	<b>VALUE</b>
02/01/2013	R A RICH	B160	Finalize application for retention of Hunton & Williams as bankruptcy counsel and proposed form of order (3.0); finalize declaration of Peter S. Partee, Sr. in support of Hunton retention application (9.0); prepare ex parte motion to hear Hunton retention application on shortened notice (3.5); coordinate filing and service of retention application documents (0.5).	16.00	7,920.00

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
02/01/2013	S E DAILY	B160	E-mail correspondence with Messrs. Norton and Rich regarding declaration in support of investment banker retention application (0.2); prepare and revise motion to shorten notice period and objection deadline for Hunton retention application and proposed order (1.3); prepare and revise ordinary course professionals motion, proposed order, and supporting affidavits (2.8); review declaration in support of retention application received from Perella Weinberg (0.3); e-mail communication with Mr. Norton regarding ordinary course professionals motion (0.1); e-mail communications with Mr. Rich regarding Motion to Shorten Notice Period for Hunton Retention Application (0.2); revise investment banker retention application and proposed order to incorporate relevant terms from the investment banker engagement letter (2.6); e-mail correspondence with Messrs. Norton and Rich regarding investment banker retention application (0.3); telephone conference with Mr. Norton regarding investment banker retention application (0.2); revise declaration in support of investment banker retention application to incorporate relevant terms from the investment banker engagement letter (1.3).	9.30	2,929.50
02/01/2013	A KAMENSKY	B160	Work on retention issues, including pleadings for H&W and Perella.	3.80	2,660.00

<b>DATE</b>	<b>TIMEKEEPER</b>	<b>TASK</b>	<b>DESCRIPTION</b>	<b>HOURS</b>	<b>VALUE</b>
02/01/2013	R P NORTON	B160	Review/revise proposed retention application and supporting declaration for Perella as investment banker (2.7); telephone calls with various parties in interest regarding ordinary course professional motion and vendors seeking post-petition payments (0.6); Review/revise motion to shorten time on Perella retention application (0.8).	4.10	3,300.50
02/01/2013	P S PARTEE	B160	Review and revise employment application for Hunton (0.7); e-mails to and from and office conferences with R. Rich regarding same (0.5).	1.20	1,194.00
02/04/2013	R A RICH	B160	Prepare application for employment and retention of Perella Weinberg as investment banker (1.5); prepare ex parte motion to shorten notice period with respect to Perella Weinberg retention application (1.5).	3.00	1,485.00
02/04/2013	S E DAILY	B160	Prepare Motion to Shorten Notice Period for Perella Application and Ordinary Course Professionals Motion (1.3); e-mail communication with Mr. Norton regarding the same (0.2).	1.50	472.50
02/04/2013	R P NORTON	B160	Review/revise Perella retention application and ordinary course professional motion (3.5); review/revise motion to shorten notice in connection with Perella and OCP hearings (0.6).	4.10	3,300.50

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
02/05/2013	R A RICH	B160	Review order granting ex parte motion shortening notice period with respect to Hunton & Williams' retention application (0.2); prepare notice of hearing on Hunton & Williams' retention application (0.5); finalize and coordinate filing of application to retain Perella as investment banker (2.5); prepare motion for retention of ordinary course professionals (2.5).	5.70	2,821.50
02/05/2013	A KAMENSKY	B160	Review and revise draft motion to implement retention of ordinary course professionals (3.0); work on Perrela Weinberg retention matters (3.0).	6.00	4,200.00
02/05/2013	C ANDONIAN	B160	Review, prepare PDF files and e-file Perella Retention Application (0.4); review, prepare PDF files and e-file Motion to Shorten Time regarding Perella Retention Application (0.4).	0.80	236.00
02/05/2013	R P NORTON	B160	Review/revise Perella retention application and ordinary course professional motion.	1.70	1,368.50
02/05/2013	P S PARTEE	B160	Office conference with K. Keller regarding Hunton's employment; multiple office conferences with and e-mails to and from and phone conferences with Office of General Counsel and NY bankruptcy team members.	2.00	1,990.00

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
02/06/2013	C ANDONIAN	B160	Begin preparation of Hunton's First and Final Fee Application (1.5); prepare original file copies of Perella Retention Application and related Ex Parte Motion to Shorten Time with ECF receipts for records (0.4); prepare correspondence to Chambers and US Trustee enclosing copies of Perella Retention Application and related Ex Parte Motion to Shorten Time with CD containing Word format proposed Orders and arrange for hand delivery and overnight delivery regarding same (0.9).	2.80	826.00
02/07/2013	C ANDONIAN	B160	Review Trustee and USBC/SDNY Fee Application Guidelines (0.8); continue preparation of Hunton's First and Final Fee Application (1.9).	2.70	796.50
02/07/2013	R A RICH	B160	Review General Order M-447 and conferences with C. Andonian re preparation of Hunton & Williams' first and final fee application.	0.50	247.50
02/08/2013	P S PARTEE	B160	Review/revise final fee application.	2.00	1,990.00
02/11/2013	C ANDONIAN	B160	Continue preparation of Hunton's First and Final Fee Application.	3.30	973.50
02/11/2013	R A RICH	B160	Prepare first and final fee application of Hunton & Williams LLP.	2.00	990.00
02/12/2013	C ANDONIAN	B160	Review and finalize Hunton First and Final Fee Application.	6.00	1,770.00
02/12/2013	R A RICH	B160	Continue preparing first and final fee application of Hunton & Williams LLP (7.0); prepare revised proposed form of order approving application for retention of Hunton & Williams LLP (0.4).	7.40	3,663.00

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
02/13/2013	M P RICHMAN	B160	Review changes to Hunton employment application and email to R. Morrissey re same	0.50	497.50
02/13/2013	C ANDONIAN	B160	Review time entries for proper task coding for creation of tables and schedules to Hunton First and Final Fee Application (2.20) and communications with accounting department regarding same (.30); prepare modified hearing book for P. Partee including Revised Proposed Form of Order on CD for chambers with copies and blackline copies of same (.30).	2.80	826.00
02/14/2013	M P RICHMAN	B160	Preparation and attendance in court at 2nd day hearings in connection with case status and Hunton retention application	2.00	1,990.00
02/14/2013	P S PARTEE	B160	Hearing on application for employment of Hunton & Williams.	2.00	1,990.00
02/15/2013	R A RICH	B160	Conform H&W time entries to U.S. Trustee guidelines;	2.00	990.00
02/15/2013	A KAMENSKY	B160	Work on invoice, prebill for H&W's first and final fee application, conform to SDNY rules and U.S. Trustee Guidelines; review and conform all postpetition time entries for application.	2.50	1,750.00
02/20/2013	R A RICH	B160	Conferences with C. Andonian re revisions to H&W final fee application.	0.50	247.50
02/20/2013	C ANDONIAN	B160	Review and revise Hunton's Retention Application to incorporate recently entered orders in addition to further review of exhibits.	2.00	590.00
02/20/2013	R P NORTON	B160	Review/revise first and final fee application for Atari case.	1.50	1,207.50
02/21/2013	R A RICH	B160	Revisions to final fee application of Hunton & Williams LLP.	0.80	396.00



DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
02/21/2013	C ANDONIAN	B160	Review and revise Hunton First and Final Fee Application.	0.50	147.50
02/22/2013	R A RICH	B160	Finalize first and final fee application of Hunton & Williams LLP.	2.00	990.00
02/22/2013	C ANDONIAN	B160	B160 Review and revise Hunton First and Final Fee Application (3.50); telephone conference with chambers to request a hearing date regarding same (.30); prepare notice of hearing of First and Final Fee Application; prepare correspondence to chambers and US Trustee enclosing same (.50); prepare affidavit of service of Hunton First and Final Fee Application and related notice of hearing (0.70).	5.00	1,475.00
02/25/2013	C ANDONIAN	B160	Revisions to Hunton's First and Final Fee Application.	2.00	590.00
02/25/2013	P S PARTEE	B160	Review and revise final fee application.	1.00	995.00
02/27/2013	C ANDONIAN	B160	Review, revise and e-file of Hunton's First and Final Fee Application and related notice of hearing (1.30); prepare correspondence to Chambers and US Trustee enclosing Hunton's First and Final Fee Application, related notice of hearing and proposed order and send same (.70); perform service of Hunton's First and Final Fee Application and related notice of hearing (.50); review, revise and e-file Affidavit of Service of Hunton's First and Final Fee Application and related notice of hearing (.50).	3.00	885.00
			<b>TOTAL B160</b>	<b>227.00</b>	

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
01/22/2013	A KAMENSKY	B185	Work on motion to reject License Agreement (1.0); research case law for same (1.2); review contracts in connection therewith (1.0); draft declaration in support of rejection (1.8).	5.00	3,500.00
01/22/2013	C ANDONIAN	B185	Research various dockets in USBC/SDNY for sample trademark motions to reject at the request of A. Kamensky.	1.00	295.00
01/23/2013	A KAMENSKY	B185	Review and analyze Debtors' business contracts (1.7); work on contract rejection pleadings (1.3); research and analyze case law for same (1.5).	4.50	3,150.00
01/29/2013	A KAMENSKY	B185	Review Atari contracts with Babel, analyze legal issues for client.	1.00	700.00
01/31/2013	A KAMENSKY	B185	Emails with client re: strategy for executory contract assumption (0.4); further review of clients' executory business contracts (1.1).	1.50	1,050.00
02/02/2013	A KAMENSKY	B185	Review and analyze vendor business contracts (1.4); analyze same for treatment during chapter 11 bankruptcy cases (1.6).	3.00	2,100.00
02/05/2013	A KAMENSKY	B185	Review and analysis of Wal-Mart supplier agreement and appendix, analyze potential business matters regarding same, examine for assumption issues.	2.00	1,400.00
			<b>TOTAL B185</b>	<b>18.00</b>	
01/24/2013	C ANDONIAN	B195	Travel to and from first day hearing.	1.00	147.50
01/24/2013	M P RICHMAN	B195	Non-working travel post-first day hearings.	0.50	248.75
01/24/2013	R A RICH	B195	Travel to and from first-day hearing.	1.00	247.50
02/04/2013	B C MULDER	B195	Delivered by hand to Judge Peck Chambers copy of motion to retain Hunton & Williams as counsel to the Debtors and the related ex parte motion to shorten time.	0.80	118.00

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
02/06/2013	B C MULDER	B195	Delivered by hand to Judge Peck Chambers copy of motion to retain Perella as investment banker for the Debtors and the related ex parte motion to shorten time.	0.80	118.00
02/14/2013	M P RICHMAN	B195	Travel to and from court at 2nd day hearings in connection with case status and Hunton retention application	1.00	497.50
			<b>TOTAL B195</b>	<b>5.10</b>	
01/29/2013	P S PARTEE	B210	Phone conference with K. Keller and B. Spellerberg regarding retailer issues.	0.60	597.00
01/30/2013	R A RICH	B210	Call with counsel for Rackspace re order prohibiting discrimination by designated Utilities.	0.30	148.50
01/30/2013	R P NORTON	B210	Communications with client and Rackspace regarding utility deposit and post-petition services.	0.60	483.00
01/30/2013	P S PARTEE	B210	Multiple e-mails to and from and phone conferences with K. Keller and internal working group regarding utility issues relating to Rackspace.	0.40	398.00
01/31/2013	P S PARTEE	B210	Phone conference with R. Mattes and S. Roski regarding third-party payment issues.	0.40	398.00
02/04/2013	R P NORTON	B210	Calls/emails with company and Rackspace counsel regarding utility motion and request for post-petition payment.	0.40	322.00
02/05/2013	R P NORTON	B210	Emails with client regarding Perella, professionals motion, and request for payment by Rackspace (0.4); emails to/from counsel for Rackspace regarding post-petition payments (0.2).	0.60	483.00
			<b>TOTAL B210</b>	<b>3.30</b>	
01/21/2013	R A RICH	B220	Finalize and e-file motion to authorize payment of prepetition employee wages and benefits.	3.00	1,485.00

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
01/25/2013	R A RICH	B220	Review order granting motion to authorize payment of prepetition wages and benefits.	0.30	148.50
02/04/2013	L S HANSEN	B220	Review Credit Agreement ERISA terms for Atari, forwarded by R. Norton.	1.20	726.00
02/05/2013	L S HANSEN	B220	Final review of credit agreement; provide comments on ERISA language to R. Norton; calls with R. Norton on same.	1.00	605.00
			<b>TOTAL B220</b>	<b>5.50</b>	
01/21/2013	A KAMENSKY	B230	Attention to several case administrative and financial duties, confer with legal team re: same, review news stories regarding filings and analyze impact of same upon financing needs.	0.90	630.00
01/21/2013	R A RICH	B230	Review and comment on proposed interim order approving DIP financing facility (2.5); continue preparing motion to approve DIP financing facility (3.0)	5.50	2,722.50
01/21/2013	R P NORTON	B230	Attend to preparation/revisions of DIP financing motion and orders.	9.80	7,889.00
01/22/2013	M P RICHMAN	B230	Telephone conferences and emails with client/proposed lender re DIP financing issues.	2.00	1,990.00
01/22/2013	R A RICH	B230	Revise and finalize motion to approve DIP financing (2.0); research statutes and case law re burden of proof under section 364(d)(2) (1.0); research statutes and case law re recharacterization of parent company debt (1.0); prepare research memorandum re standard for approving DIP financing arrangement (1.5).	5.50	2,722.50

<b>DATE</b>	<b>TIMEKEEPER</b>	<b>TASK</b>	<b>DESCRIPTION</b>	<b>HOURS</b>	<b>VALUE</b>
01/22/2013	R P NORTON	B230	Review/revise/file DIP financing motion and attendant changes to first day declaration (6.5); calls/emails with Tenor Capital counsel regarding DIP term sheet, motion and order (0.8); first day hearing preparation regarding DIP including research on lien priming arguments (1.5); review UCC statements from Atari and licenses of Test Drive IP (2.0).	10.80	8,694.00
01/22/2013	P S PARTEE	B230	Review, revise finalize and distribute DIP financing motion and proposed interim order (3.2); analysis of and preparation for lien priming argument (2.2); office conferences with and e-mails to and from and phone conferences with Hunton working group and client regarding same (1.9).	7.30	7,263.50
01/22/2013	C ANDONIAN	B230	Review and e-file DIP Motion, Corrected DIP Motion, Claims Agent Retention Application.	3.10	914.50
01/23/2013	A KAMENSKY	B230	Review and analysis of Blue Bay objections to proposed DIP Financing and initial vendor motions; review unsecured creditor's response to same.	0.80	560.00
01/23/2013	M P RICHMAN	B230	All-hands meeting at Hunton with Tenor Capital regarding DIP and associated DIP issues (2.0); follow-up meetings with Tenor and client and work on DIP issues (1.0); emails and telephone conferences with Tenor and client regarding new DIP proposal and deal with Arden and work on same (3.5).	6.50	6,467.50

<b>DATE</b>	<b>TIMEKEEPER</b>	<b>TASK</b>	<b>DESCRIPTION</b>	<b>HOURS</b>	<b>VALUE</b>
01/23/2013	P S PARTEE	B230	Negotiate DIP Financing with each of Tenor and Alden, including multiple phone conferences with and e-mails to and from same and client and review and revision of multiple drafts of term sheets and related documents.	7.00	6,965.00
01/23/2013	R A RICH	B230	Research rules of evidence and case law re admissibility of CFO valuation testimony (1.0); prepare memorandum re first-day hearing issues (1.5); review and analyze Blue Bay objections to critical vendor and DIP financing motions (0.5); prepare revised proposed form of order approving DIP financing (2.0); prepare for first-day hearing (7.0); obtain certificates of good standing for DIP Financing closing checklist (0.3).	12.30	6,088.50
01/23/2013	R P NORTON	B230	Continued work on DIP papers including new Alden DIP and review of new term sheet and interim order (2.4); preparation for interim loan closing with Alden (2.8).	5.20	4,186.00
01/23/2013	P S PARTEE	B230	All hands meeting with client representatives and Tenor Capital representatives regarding DIP Financing and related issues (2.0); negotiations regarding DIP Financing with Tenor Capital counsel, including resolution of lien priming issue, fees and related matters (4.7).	6.70	6,666.50
01/23/2013	C ANDONIAN	B230	Office conference with R. Rich regarding upcoming deadlines from orders to be entered and from Material Terms of DIP Facility.	0.60	177.00
01/24/2013	M P RICHMAN	B230	Working on post-hearing DIP order changes/issues.	0.50	497.50
01/24/2013	P S PARTEE	B230	Negotiate DIP financing with Alden Capital; review and revise documents for same.	4.00	3,980.00

<b>DATE</b>	<b>TIMEKEEPER</b>	<b>TASK</b>	<b>DESCRIPTION</b>	<b>HOURS</b>	<b>VALUE</b>
01/24/2013	R A RICH	B230	Revisions to order authorizing entry into DIP financing facility.	3.00	1,485.00
01/24/2013	R P NORTON	B230	Work on completion of conditions to closing interim dip loan per term sheet (4.0); review/revisions to interim DIP order to be submitted for entry including emails with Alden and Parent's counsel (2.8); preparation for/emails regarding first day hearing including competing proposed DIP loans (1.7).	8.50	6,842.50
01/25/2013	M P RICHMAN	B230	Attention to finalizing DIP order for filing, including final comments/changes from UST.	1.50	1,492.50
01/25/2013	R A RICH	B230	Final revisions to order approving DIP financing motion and prepare email to chambers submitting the same (2.5); coordinate preparation of closing documents for DIP Financing facility (1.2).	3.70	1,831.50
01/25/2013	P S PARTEE	B230	Closing of interim post-petition financing (1.5); multiple phone conferences with and e-mails to and from client and opposing counsel regarding same (2.8); review and revise interim DIP Financing order multiple times (1.0); e-mails and phone conferences with client and opposing counsel and R. Rich and R. Norton regarding same (1.0).	6.30	6,268.50
01/25/2013	R P NORTON	B230	Review/revise proposed interim DIP Order (0.8); calls/emails with client and insurance broker regarding endorsements for DIP lender (0.7).	1.50	1,207.50
01/28/2013	P S PARTEE	B230	Multiple e-mails to and from company representatives and DIP counsel regarding disclosure issues and related topics.	4.00	3,980.00

<b>DATE</b>	<b>TIMEKEEPER</b>	<b>TASK</b>	<b>DESCRIPTION</b>	<b>HOURS</b>	<b>VALUE</b>
01/29/2013	M P RICHMAN	B230	Telephone conferences, emails and meeting with P. Partee regarding relationships among affiliates and between affiliates and DIP lender.	2.00	1,990.00
01/29/2013	R P NORTON	B230	Review DIP order and term sheet for milestones and other default provisions (1.0); calls/emails with client, P. Partee and DIP Lenders' counsel regarding DIP and with Protiviti in connection with weekly reporting obligations (0.7).	1.70	1,368.50
01/29/2013	P S PARTEE	B230	Multiple internal conferences with M. Richman and e-mails to DIP lender and client and phone conferences with client regarding various issues with respect to DIP lender.	4.10	4,079.50
01/30/2013	M P RICHMAN	B230	Numerous emails with client and DIP lender regarding DIP credit agreement and issues pertaining to DIP lender relationships, and DIP lender requests for information.	1.50	1,492.50
01/30/2013	P S PARTEE	B230	Multiple e-mails to and from DIP lender counsel regarding multiple issues.	1.00	995.00
01/30/2013	R P NORTON	B230	Review and calendar all important deadlines/milestones in connection with interim dip order and term sheet (1.0); review weekly variance report prepared by Protiviti in connection with DIP (0.2).	1.20	966.00
01/31/2013	R P NORTON	B230	Review emails and correspondence from Alden relating to DIP motion and credit agreement and speak with N. Burgard and P. Partee regarding comments to same (2.2); review EY valuation report prepared in December (0.8).	3.00	2,415.00



DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
01/31/2013	P S PARTEE	B230	E-mails to and from DIP lender counsel regarding various issues (2.7); internal office conferences with M. Richman regarding same and related matters (0.5).	3.20	3,184.00
02/01/2013	N S BURGARD	B230	Conference with Rich Norton regarding draft DIP documents and timing for review and comment on same (0.4); begin review of same (0.6).	1.00	865.00
02/01/2013	R P NORTON	B230	Review interim order and term sheet for conditions precedent and discussions with P. Partee regarding same.	0.80	644.00
02/03/2013	N S BURGARD	B230	Review of and draft revisions to proposed DIP loan agreement and review of precedents for same (3.5); correspondence with Rich Norton regarding tax and ERISA review as part of DIP loan (0.5).	4.00	3,460.00
02/04/2013	N S BURGARD	B230	Draft revisions to proposed DIP loan agreement.	4.00	3,460.00
02/04/2013	R P NORTON	B230	Review of lender's draft DIP agreement and coordinate review by Tax and ERISA counsel.	3.80	3,059.00
02/05/2013	R A RICH	B230	Review declaration of Michael Anderson in support of final order approving DIP Financing facility.	0.20	99.00
02/05/2013	N S BURGARD	B230	Draft revisions to proposed DIP loan agreement and conferences with Rich Norton regarding same.	3.00	2,595.00
02/05/2013	A KAMENSKY	B230	Review Declaration and Exhibits of Michael Andersen in Support of Entry of Final DIP Order (Alden Global Capital), analyze implication of same.	1.90	1,330.00
02/05/2013	R P NORTON	B230	Review/comment upon proposed DIP credit agreement and discuss comments with N. Burgard.	4.20	3,381.00

DATE	TIMEKEEPER	TASK	DESCRIPTION	HOURS	VALUE
02/05/2013	P S PARTEE	B230	Multiple e-mails to and from DIP lender counsel regarding timing, CP and related issues (1.0); begin review of comments to DIP facility (0.6).	1.60	1,592.00
			<b>TOTAL B230</b>	<b>159.20</b>	
02/04/2013	J M BLAIR	B240	Review tax issues and revise DIP credit agreement.	7.00	4,620.00
02/05/2013	J M BLAIR	B240	Review tax issues and revise DIP credit agreement; correspondence with Richard Norton regarding same.	2.50	1,650.00
			<b>TOTAL B240</b>	<b>9.50</b>	
01/21/2013	R A RICH	B260	Prepare board of director resolutions appointing Secretary.	0.30	148.50
01/31/2013	P S PARTEE	B260	Phone conference with and e-mails to and from K. Keller regarding various issues and conduct of case.	1.00	995.00
02/01/2013	A KAMENSKY	B260	Research and analysis of various corporate issues (1.5); confer with H&W legal team re: same (0.3); research and analysis of bankruptcy case law governing related matters (2.2).	4.00	2,800.00
02/02/2013	R A RICH	B260	Research certain corporate issues.	1.30	643.50
02/02/2013	A KAMENSKY	B260	Work on legal strategy for certain corporate issues (1.4); review and analyze case law concerning same (1.4); prepare draft pleadings (1.2); research and analyze case law (1.5).	5.50	3,850.00
02/03/2013	P S PARTEE	B260	E-mails to and from K. Keller and J. Scherer and M. Richman and phone conference with K. Keller regarding board reconstitution and related issues.	1.00	995.00
02/04/2013	A KAMENSKY	B260	Legal analysis of certain corporate issues (2.2); review and analyze certain corporate strategies (1.8).	4.00	2,800.00

<b>DATE</b>	<b>TIMEKEEPER</b>	<b>TASK</b>	<b>DESCRIPTION</b>	<b>HOURS</b>	<b>VALUE</b>
02/05/2013	M P RICHMAN	B260	Emails with P. Partee regarding overall case status and Board reconstitution.	1.00	995.00
			<b>TOTAL B260</b>	<b>18.10</b>	
01/21/2013	R A RICH	B310	Revise and finalize motion for payment of prepetition claims held by critical vendors.	3.00	1,485.00
01/24/2013	R A RICH	B310	Revise and circulate revised form of order approving payments on critical vendor claims.	1.00	495.00
02/05/2013	R A RICH	B310	Prepare form of order granting critical vendor claims motion with respect to Chris Sawyer.	0.80	396.00
			<b>TOTAL B310</b>	<b>4.80</b>	
			<b>TOTAL HOURS</b>	<b>604.90</b>	