

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

**FIRST MONTHLY FEE STATEMENT OF PROTIVITI INC.,
FINANCIAL ADVISOR TO THE DEBTORS AND DEBTORS-IN POSSESSION,
FOR THE PERIOD OF JANUARY 21, 2013 THROUGH FEBRUARY 28, 2013**

Name:	Protiviti Inc.
Authorized to Provide Professional Services to:	Atari Inc., <i>et al.</i>
Date of Order Authorizing Employment:	February 15, 2013
Period Covered by Monthly Statement:	January 21, 2013 through February 28, 2013
100% of Fees Invoiced to Atari Inc.:	\$213,175.40
80% of Fees Invoiced to Atari Inc.:	\$170,540.32
100% of Expenses Invoiced to Atari Inc.:	\$22,184.59
Total Hours Billed to Atari Inc.:	564.6 Hours
Name and Applicable Billing Rate of Each Professional Billing to Atari Inc.:	<u>See page 2</u>
Total Hours Billed and Amount of Billing for Each Professional Billing to Atari Inc.:	<u>See page 2</u>

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

1. Protiviti Inc. (“Protiviti”), financial advisor to the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), hereby submits this monthly fee statement (the “Monthly Statement”) for the period of January 21, 2013 through February 28, 2013 (the “Statement Period”) for payment of professional services rendered and reimbursement of expenses incurred during the Statement Period pursuant to the Court’s *Order Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* [Docket No. 81] (the “Fee Order”). In support of this Monthly Statement, Protiviti respectfully represents as follows:

A. Protiviti Inc.

2. In compliance with Paragraph 2(c) of the Fee Order, the table below lists the individuals and their respective titles who provided services to the Debtors during the Statement Period, their respective billing rates, and the aggregate hours expended by each individual:

<u>Individual</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u> [1]	<u>Value</u>
Davis, Guy A.	Managing Director	172.5	\$ 501.57	\$ 86,520.00
Roski, Suzanne B.	Managing Director	97.4	449.65	43,795.80
Eldred, John P.	Associate Director	8.2	144.39	1,184.00
Williams, Heather G.	Associate Director	82.4	313.87	25,863.00
Koehler, Justin F.	Senior Manager	115.8	332.81	38,539.80
Smith, Matthew S.	Manager	83.8	197.96	16,588.80
Sullivan, Shane M.	Consultant	4.5	152.00	684.00
		<u>564.6</u>	<u>\$ 377.57</u>	<u>\$ 213,175.40</u>

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

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

Code	Description	Hours
441	Asset Disposition	9.5
442	Business Operations	57.6
443	Case Administration	62.6
445	Employee Benefits/Pensions	8.8
446	Prepare Fee/Employment Applications	13.6
448	Financing	107.7
450	Meeting of Creditors	3.3
451	Plan and Disclosure	2.9
456	Corporate Finance	9.3
472	Monthly Operating Reports/Trustee Accounting	22.2
475	Prepare SOFAs and Bankruptcy Schedules	193.1
591	Non-Billable Travel	74.0

4. In further compliance with Paragraph 2(c) of the Fee Order, attached hereto is a reasonably detailed breakdown of the disbursements incurred by Protiviti during the Statement Period when rendering services to the Debtors, and contemporaneously maintained time entries for each individual who rendered services to the Debtors in increments of tenths of an hour during the Statement Period.

5. By this Monthly Statement, Protiviti respectfully requests payment in accordance with Paragraph 2(e) of the Fee Order of eighty percent (80%) of the fees incurred when rendering services to the Debtors, \$170,540.32, and reimbursement of one hundred percent (100%) of the expenses incurred when rendering services to the Debtors, \$22,184.59 as identified in this Monthly Statement.²

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

Dated: March 20, 2013
Richmond, Virginia

PROTIVITI INC.

/s/ Guy A. Davis

Guy A. Davis

1051 East Cary Street, Suite 602

Richmond, Virginia 23219

(804) 644-7000

*Financial Advisor for Debtors and
Debtors-in-Possession*

Exhibit A

Pg 6 of 20
Protiviti Inc.

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

REMITTANCE PAGE

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

March 19, 2013
Invoice No. 9114
Our File No. R13001
Billing Through: 2/28/13

REGARDING: Atari Inc.

TOTAL FEES	\$213,175.40
TOTAL DISBURSEMENTS	22,184.59
TOTAL CHARGES FOR THIS BILL	<u>\$235,359.99</u>

Please remit this copy with your payment

Pg 7 of 20
Protiviti Inc.1051 E. Cary Street
Suite 602
Richmond, VA 23219
Tax ID # 04-3661951

March 19, 2013

Atari Inc.
475 Park Avenue South, 12th Floor
New York, NY 10016Invoice No. 9114
Our File No. R13001
Billing Through: 2/28/13

REGARDING: Atari Inc.

FOR PROFESSIONAL SERVICES RENDERED

<u>Date</u>	<u>Individual</u>	<u>Procedure</u>	<u>Hours</u>
Task:	441	B - Asset Disposition	
1/25/13	SBR	Correspond with K. Keller and A. Jacobson re purchase inquiries.	0.30
1/25/13	SBR	Begin tracking inbound queries.	0.10
1/28/13	SBR	Update tracking sheet with new purchase inquiries. Distribute to group.	0.90
1/29/13	SBR	Field purchase inquiries.	0.60
1/29/13	SBR	Prepare tracking schedule for follow up.	0.80
1/30/13	SBR	Participate in telecon with company and proposed investment banker re M&A process.	0.50
1/30/13	SBR	Update potential purchasers list.	0.30
1/30/13	SBR	Discuss with senior management.	0.30
1/31/13	GAD	Attend investor banker's conference.	1.00
1/31/13	SBR	Update purchase inquiries; research companies and roles of points of contact. Distribute to group.	1.10
1/31/13	SBR	Telecon with P. Partee and R. Mattes re sales process and case status.	0.50
2/4/13	SBR	Field phone call from interested purchaser.	0.20
2/6/13	SBR	Update interested parties list with new purchaser inquiries.	0.30
2/11/13	SBR	Telecon with interested party re purchase; follow up with management.	0.40
2/11/13	SBR	Update interested purchaser list for new inquiries.	0.20
2/12/13	SBR	Telecon with interested party re purchase; follow up with management.	0.40
2/14/13	SBR	Telecon with interested purchaser party.	0.40
2/15/13	SBR	Participate in call with counsel, client and follow up correspondence with client re inventory liquidation.	0.70
2/19/13	GAD	Call Perella regarding investor interest.	0.50
	Total for	B - Asset Disposition	<u>9.50</u>
Task:	442	B - Business Operations	
1/21/13	SBR	Assist client with developing communications plan.	1.20
1/21/13	SBR	Prepare information for operating banks re Company's filing and required handling of Debtors' accounts.	0.90
1/21/13	SBR	Participate in telecon with senior management announcing chapter 11 to team.	0.40
1/21/13	SBR	Draft vendor and employee communications / releases.	1.60
1/22/13	GAD	Meeting with Atari employees re: orientation to Chapter 11.	1.00
1/22/13	SBR	Participate in NY all employee meeting re announcement of Chapter 11 filing.	1.20
1/22/13	SBR	Participate in CA all employee meeting re announcement of Chapter 11 filing.	0.70
1/22/13	SBR	Meet with management re vendor relations, A/P processing.	0.80
1/22/13	SBR	Meet with GC and Licensing re pending vendor audits.	0.20
1/22/13	SBR	Telecons with JPM Chase to discuss go forward procedures re account	0.70

Atari - 00032411	R13001	Invoice No. 9114	Page 2
<u>Date</u>	<u>Individual</u>	<u>Procedure</u>	<u>Hours</u>
		management.	
1/23/13	SBR	Prepare materials for Bank of the West re chapter 11 notification and account management.	0.30
1/23/13	SBR	Assist S. Green and Y. Bulla with banking matters; dishonoring account debits.	0.60
1/23/13	SBR	Participate in daily status meeting with client management team.	0.40
1/23/13	SBR	Discuss unpaid IT staffing invoices.	0.30
1/23/13	SBR	Review accounting -- post vs. pre -- issues with client staff; respond to their questions re same.	0.80
1/23/13	SBR	Review contracts.	0.20
1/23/13	SBR	Discuss options with Hunton.	0.30
1/24/13	SBR	Telecon with K. Mruk (JPM) re cash transactions and go-forward protocols.	0.30
1/24/13	SBR	Work with S. Green and M. Leung re cash transactions and JPM processing.	0.70
1/24/13	SBR	Follow up correspondence with JPM and Hunton re bank transition problems.	0.30
1/24/13	SBR	Follow up correspondence with client personnel re bank transition problems.	0.20
1/25/13	SBR	Assist client with ongoing problems with JPM and cash processing.	0.70
1/28/13	GAD	Design cash flow variance report.	1.40
1/28/13	GAD	Review distribution detail.	0.50
1/28/13	GAD	Conf call with acctg department re: same.	0.60
1/28/13	SBR	Meet with Accounting team re post petition accounting and required procedures.	2.20
1/28/13	SBR	Review upcoming proposed cash disbursements with CFO and cash manager.	0.40
1/28/13	SBR	Assist company with ongoing issues with JPM adhering to post petition procedures and Cash Management motion.	0.40
1/28/13	SBR	Advise company on work arounds / contingency planning re vendors who have refused service.	0.50
1/28/13	SBR	Discuss specific contract situations.	0.20
1/29/13	GAD	Calls with management re: cash flow management, and variance reporting.	2.20
1/29/13	SBR	Participate in daily update meeting with K. Keller and R. Mattes; attend to operating issues including OHM contract.	0.80
1/30/13	GAD	Review and revise variance report, call with management.	1.20
1/30/13	SBR	Assist company with ongoing cash management issues related to JPM.	0.30
1/30/13	SBR	Discuss open accounting issues with accounting staff and CFO.	0.80
1/30/13	SBR	Review and discuss open vendor and operational issues with CFO.	0.70
1/30/13	SBR	Review royalty process, accounting and post petition procedures.	1.00
1/31/13	SBR	Review with client trademark and retail customer open matters, balances, claims.	1.80
1/31/13	SBR	Meet with R. Mattes re open operational issues, vendor and employee matters.	0.50
1/31/13	SBR	Review and update Ordinary Course information for potential motion.	0.40
2/1/13	SBR	Participate in status call with R. Mattes and M. Leung to discuss upcoming payments, vendor relations.	0.50
2/1/13	SBR	Research critical vendor specific provisions; communicate with client and Hunton re vendor issue.	0.40
2/1/13	SBR	Telecons with K. Keller re OCP motion (.4); update draft exhibit re same (.2).	0.60
2/4/13	JFK	Review documents re OCP motion.	1.50
2/4/13	SBR	Participate in call with client accounting and royalty personnel re royalty payments and claims.	1.20
2/4/13	SBR	Review, as per client's request, royalty and license contracts and related spreadsheet analysis.	3.00
2/4/13	SBR	Assist client in finalizing OCP motion research and exhibit.	0.40
2/4/13	SBR	Telecon with R. Mattes re open matters and case status.	0.40
2/4/13	SBR	Research ordinary course professionals and assist with motion re same.	0.50
2/6/13	SBR	Review CV invoices and advise company on payment re same.	0.20
2/8/13	SBR	Telecon with R. Mattes re various operational matters, accounting status, case matters.	1.20
2/11/13	SBR	Discuss critical vendors with R. Mattes and prepare agreement letter re same.	0.70
2/11/13	SBR	Telecon with R. Mattes re open operational and accounting matters.	0.40

Atari - 00032411		R13001	Invoice No. 9114	Page 3
<u>Date</u>	<u>Individual</u>	<u>Procedure</u>	<u>Hours</u>	
2/12/13	GAD	Consult with accounting department on closing issues and treatment of claims.	1.10	
2/12/13	GAD	Prepare for Atari staff meeting re: schedules and close, review balance sheet and trial bal detail.	2.00	
2/12/13	GAD	Draft memo to counsel.	0.70	
2/12/13	SBR	Research relevant KEIP motions / plans and direct staff to provide related information to Company.	0.30	
2/13/13	SBR	Research specific relief requested in Wage Motion and compare to actual data.	0.30	
2/13/13	SBR	Prepare analysis of Royalty / License contracts as per client request.	2.40	
2/14/13	SBR	Telecon with Company re closing and cash recordation.	0.40	
2/15/13	GAD	Attend inventory sale call w/ Akin and Management.	1.50	
2/15/13	SBR	Prepare analysis of Royalty payables and receivables as per client request.	2.80	
2/18/13	SBR	Correspond with R. Mattes re open case issues.	0.20	
2/18/13	SBR	Update accounting memos for distribution to client and Schedules team.	0.50	
2/21/13	GAD	Call Bob Spellerberg re: revised inventory data, revise model for committee.	0.80	
2/22/13	SBR	Correspond with client and H. Williams re accounting issues related to close.	0.30	
2/25/13	GAD	Meet w/ management re LA Closure. Review employee PTOdata.	1.50	
2/26/13	GAD	Provide comments re DIP order.	1.50	
2/27/13	SBR	Telecon with H. Williams to review Royalty and Licensing open accounting issues.	0.60	
Total for B - Business Operations			<hr/> 57.60	
Task:	443	B - Case Administration		
1/21/13	JPE	Review FDM and organize workpapers.	1.20	
1/21/13	HGW	Call w/ S. Roski re Cash Management / JPMorgan.	0.20	
1/21/13	HGW	Respond to inquire re Best Case Software.	0.30	
1/22/13	GAD	Review y/e balance sheet for each debtor meet with management.	1.20	
1/22/13	JFK	Review and research creditors 31-35.	2.70	
1/22/13	JFK	Create demonstratives for first day hearings.	3.50	
1/22/13	SBR	Assist counsel and management prepare for first day hearings and discuss case strategy.	3.80	
1/22/13	SBR	Assist in preparing demonstratives for first day hearings.	0.50	
1/23/13	JFK	Update demonstratives for first day hearings.	1.50	
1/23/13	JFK	Create license and IP schedule.	1.00	
1/23/13	JFK	Update initial disclosure schedules.	4.50	
1/23/13	JFK	Create chart of history of Atari trademark.	1.50	
1/23/13	HGW	Call w/ J. Koehler re Best Case.	0.30	
1/24/13	JFK	Review documents for initial interview.	1.50	
1/25/13	SBR	Participate in daily status call with K. Keller and separately with R. Mattes.	0.40	
1/28/13	JFK	Create budget variance report.	1.50	
1/28/13	JFK	Review documents from Atari and create budget variance analysis.	3.70	
1/29/13	JFK	Prepare documents for initial review in dropbox.	2.70	
1/29/13	JFK	Prepare and update cash flow projections variance analysis.	3.50	
1/30/13	JFK	Review and update initial interview documents.	1.50	
1/30/13	JFK	Review variance analysis for delivery.	1.50	
1/30/13	SBR	Review outstanding tax returns and open audits. Correspond with counsel re possible motion.	0.70	
1/31/13	JFK	Review and update documents for initial review.	1.50	
1/31/13	JFK	Review and update initial debtor review documents.	2.70	
2/1/13	JFK	Prepare final documents for initial debtor interview and send to UST, Atari, and Hunton.	2.50	
2/4/13	SBR	Participate in call with counsel and client re interested parties re Committee role, answer question from UST.	0.40	
2/4/13	SBR	Update financial and accounting, compliance open items list. Share with G. Davis.	0.40	
2/5/13	GAD	Prepare Gantt chart of concurrent chapter 11 responsibilities for management -	1.80	

Atari - 00032411 R13001 Invoice No. 9114 Page 4

<u>Date</u>	<u>Individual</u>	<u>Procedure</u>	<u>Hours</u>
		project management.	
2/5/13	GAD	Call with Hunton.	1.00
2/5/13	GAD	Meeting with JW re: transition to new counsel, prepare for meeting with Akin.	1.00
2/5/13	SBR	Participate in call with client re case status, daily open issues.	0.30
2/6/13	GAD	Meet with CFO re: Gantt chart of concurrent chapter 11 responsibilities for management - project management and bankruptcy schedules.	1.50
2/6/13	GAD	Review/edit variance report.	0.40
2/6/13	SBR	Participate in status update call with client.	0.60
2/6/13	SBR	Coordinate production of updated Top 30 list reflecting adjustments to A/P and closing updates.	0.40
2/7/13	JPE	Discuss same with S. Roski and R. Mattes.	0.70
2/7/13	JPE	Prepare Top 30 creditor supporting schedules.	1.30
2/8/13	GAD	Call with management re data sources and other accounting matters.	2.10
2/12/13	GAD	Prepare/update workplan for bankruptcy schedules.	1.00
2/12/13	GAD	Review comment on Variance report.	0.30
2/12/13	GAD	Meet with management.	0.50
2/12/13	SBR	Discuss all-hands meeting and related analysis requirements with G. Davis.	0.40
2/12/13	MSS	Install dropbox and review documents.	1.40
2/12/13	SMS	Review Documents in DropBox.	0.50
2/15/13	GAD	Prepare system for interim application for professional fees.	0.20
2/18/13	SBR	Review status of DIP, UCC, and other strategic matters with G. Davis.	0.20
2/21/13	JFK	Update org chart for US debtors.	0.30
	Total for	B - Case Administration	<u>62.60</u>
Task:	445	B - Employee Benefit	
2/13/13	GAD	Response to counsel request for 2/14 hearings (employment applications / wages motion.	1.50
2/20/13	MSS	Prepare analysis of potential severance payments.	1.20
2/27/13	GAD	Prepare severance and incentive test analysis for counsel; conference calls re: same.	1.80
2/27/13	JFK	Review incentive and severance plans for analysis.	4.30
	Total for	B - Employee Benefit	<u>8.80</u>
Task:	446	B - Prepare Fee/ Employ Apps	
1/25/13	JFK	Review disclosures for employment application.	2.50
1/30/13	GAD	Prepare retention application and declaration. Research review edit.	4.10
1/30/13	JFK	Create schedules for employment application.	3.50
1/31/13	JFK	Review and update employment application.	1.00
1/31/13	SBR	Assist in completing Protiviti employment application.	0.40
2/6/13	SBR	Review invoicing and confirm pre vs. post invoicing.	0.40
2/6/13	SBR	Collect billable fees and expenses from team.	0.20
2/21/13	JFK	Prepare template for interim fee application.	1.50
	Total for	B - Prepare Fee/ Employ Apps	<u>13.60</u>
Task:	448	B - Financing	
1/21/13	GAD	Further revisions to DIP model and Exhibit per FTI and counsel.	3.20
1/21/13	GAD	Prepare DIP memorandum for management.	1.50
1/21/13	GAD	Review / comment on DIP Motion, commitment letter and order.	2.50
1/21/13	SBR	Determine initial interview requirements (UST) and begin gathering.	1.60
1/22/13	GAD	Review draft DIP motion and order. Comment re: same.	2.50
1/22/13	GAD	Review IP and trademark inventory design exhibit for DIP lender.	0.40
1/23/13	GAD	Prepare for first day hearing.	2.50
1/23/13	GAD	Prepare/review list of conditions precedent to close.	1.00
1/23/13	GAD	Meet with Tenor capital.	3.00
1/23/13	JFK	Research materials for collateral schedule.	3.00

Atari - 00032411		R13001	Invoice No. 9114	Page 5
<u>Date</u>	<u>Individual</u>	<u>Procedure</u>	<u>Hours</u>	
1/23/13	SBR	Assist with researching and compiling documents required by DIP lender for closing.	3.60	
1/24/13	GAD	Prepare revised budget for Alden DIP.	0.90	
1/24/13	GAD	Review conditions precedent with counsel and management.	0.80	
1/24/13	GAD	Prepare collateral listing for DIP lender.	1.20	
1/24/13	GAD	Circulate and call.	0.60	
1/24/13	GAD	Attend first day hearings.	4.00	
1/24/13	JFK	Update collateral schedule for DIP lender.	3.00	
1/24/13	JFK	Review and update collateral schedule for counsel.	4.70	
1/24/13	SBR	Assist with researching and compiling documents required by Alden DIP lender for closing.	2.10	
1/24/13	SBR	Telecon with K. Keller re Initial Debtor Information, insurance certificates, operating guidelines.	0.30	
1/25/13	GAD	Revise dip budget for US trustee request.	0.70	
2/1/13	GAD	DIP memo revision.	0.80	
2/1/13	JFK	Review and update DIP motion memo for company.	1.00	
2/5/13	SBR	Telecon with counsel re DIP provisions, draft credit agreement.	0.30	
2/5/13	SBR	Review professional fee projections and provide comments to G. Davis re same.	0.40	
2/6/13	GAD	Prepare for and attend meeting with Akin, prepare for hearings on 2/14/13.	1.50	
2/6/13	GAD	Prepare comments / edits to Dip terms for final hearing.	1.80	
2/7/13	GAD	Call w/ counsel re comments to DIP for Motion.	2.10	
2/7/13	GAD	Research DIP milestone changes.	0.30	
2/7/13	GAD	Black line DIP term sheet for final hearing.	0.40	
2/7/13	GAD	Manage other conditions precedent for final hearing on DIP.	0.40	
2/8/13	GAD	Prepare revised DIP exhibit to reflect suggested changes to DIP for final hearing. Send exhibit and blackline to counsel.	1.30	
2/11/13	GAD	Call w/ client re cash and DIP extension.	0.30	
2/15/13	GAD	Revise 13-week model for distribution to Committee per counsel's request.	2.50	
2/18/13	GAD	Develop draft revision to 13 week cash flow with actual data for first three weeks, revise assumptions, call with Jim Wilson, Ron Mattes, and Akin.	6.50	
2/18/13	JFK	Update 13-week cashflow for 26-weeks.	1.50	
2/18/13	JFK	Update cashflow model for actual data for 3-weeks.	2.50	
2/18/13	JFK	Review cashflow model and assumptions by supporting schedule.	1.30	
2/19/13	GAD	Call with committee advisors and Perella re: original 13 week cash flow.	1.50	
2/19/13	JFK	Review procedures for interim monthly compensation.	1.50	
2/19/13	JFK	Update cashflow model to take out deferrals, add 4th week of actual data and CFO changes.	3.70	
2/20/13	GAD	Develop Updated 26 week projections, revise model and assumptions per strategic direction provided by management.	4.90	
2/20/13	GAD	Call with Bracewell re: final hearing on DIP and Inventory sale process.	0.60	
2/20/13	GAD	Prepare bridge analysis of original projections to updated projections.	1.30	
2/20/13	GAD	Prepare / analyze company data responsive to DIP lender request.	1.40	
2/20/13	JFK	Review and edit cashflow bridge analysis.	0.50	
2/20/13	JFK	Create template for monthly fee applications and interim applications.	1.50	
2/21/13	GAD	Call with management re additional revisions to updated model.	1.10	
2/22/13	GAD	Prepare for and attend call with Akin, PW and management re: draft updated 26 week projections.	1.50	
2/22/13	GAD	Design, prepare revisions to same.	1.00	
2/22/13	JFK	Review updated cash flow model.	1.50	
2/22/13	JFK	Create powerpoint presentation slides for cash flow model.	1.70	
2/22/13	JFK	Create DIP chart.	0.50	
2/25/13	GAD	Call w/ counsel re DIP re loan document.	1.00	
2/25/13	GAD	Review DIP loan document. Redline comments.	2.10	
2/25/13	GAD	Revise model and bridge analysis per management changes.	0.30	

Atari - 00032411		R13001	Invoice No. 9114	Page 6
<u>Date</u>	<u>Individual</u>	<u>Procedure</u>	<u>Hours</u>	
2/25/13	GAD	Prepare for attend call w/ DIP lenders.	3.50	
2/25/13	JFK	Review updated cash flow model.	1.30	
2/25/13	SBR	Review revised DIP agreement and provide comments to Company.	1.10	
2/25/13	SBR	Participate in call with counsel and client re DIP agreement.	1.00	
2/26/13	SBR	Review DIP agreement for Schedules requirements and model same.	1.10	
2/27/13	GAD	Distribute and review draft global notes; conference call re: same.	1.40	
2/27/13	GAD	Call with committee re: updated projections.	0.40	
2/27/13	GAD	Communicate with PW re: changes.	0.40	
2/28/13	GAD	Call re: Loan documents revisions.	1.50	
2/28/13	SBR	Review materials from counsel re revised DIP agreements.	0.40	
Total for B - Financing			<u>107.70</u>	
Task:	450	B - Meeting of Creditors		
2/12/13	GAD	Attend initial Creditor committee meeting (teleconf).	0.70	
2/14/13	GAD	Call committee advisors.	0.50	
2/15/13	GAD	Call w/ committee advisor to review 13-week projection.	1.30	
2/19/13	GAD	Call with UCC regarding inventory sale process.	0.80	
Total for B - Meeting of Creditors			<u>3.30</u>	
Task:	451	B - Plan & Disclosure		
2/12/13	SBR	Prepare template for waterfall analysis.	1.40	
2/25/13	JFK	Research new value plans case law.	1.50	
Total for B - Plan & Disclosure			<u>2.90</u>	
Task:	456	B - Data Analysis		
1/23/13	GAD	Prepare IP title flow chart for DIP counsel.	1.20	
2/19/13	GAD	Meet with Management re: intercompany accounts.	1.40	
2/19/13	GAD	Develop responses to Cooley request.	1.20	
2/19/13	GAD	Provide variance reporting to committee advisors and gathered/reviewed additional financial info responsive to committee requests.	2.00	
2/19/13	GAD	Historical data.	1.90	
2/19/13	GAD	Data downloads.	0.20	
2/19/13	GAD	Cooley information requests.	0.20	
2/26/13	GAD	Attend meeting re intercompany accounts production.	1.20	
Total for B - Data Analysis			<u>9.30</u>	
Task:	472	MORs / Trustee Accounting		
1/21/13	JFK	Review initial disclosure requirements.	2.50	
1/21/13	JFK	Create Insurance schedule for initial disclosure.	1.50	
1/21/13	JFK	Create initial disclosure schedules.	3.00	
1/22/13	JFK	Update initial disclosure schedules.	5.70	
1/22/13	SBR	Assist in expanding Top 30 list as per UST request.	0.70	
1/25/13	SBR	Prepare materials required for Initial Debtor interview.	0.90	
1/29/13	SBR	Prepare materials required for Initial Debtor interview.	1.70	
1/30/13	SBR	Update and add materials to data room for initial debtor information.	1.40	
1/31/13	SBR	Review with CFO, materials prepared for UST and initial interview.	0.70	
2/1/13	SBR	Telecons with K. Keller and R. Mattes re Initial Debtor Information.	0.60	
2/1/13	SBR	Finalize Initial Debtor Information package for distribution to UST, counsel, company.	0.30	
2/4/13	GAD	Meet with management and counsel re: trustee inquiries.	0.60	
2/5/13	SBR	Participate in call with client and UST re initial debtor information, guidelines, and SDNY local requirements.	0.80	
2/6/13	SBR	Update Schedules and SOFA workplan for new information / discussion with client.	0.40	
2/7/13	SBR	Prepare documents for inclusion in Schedules / SOFAs.	1.40	

Atari - 00032411		R13001	Invoice No. 9114	Page 7
Total for MORs / Trustee Accounting			22.20	
Task:	475	B - Prepare SOFAs & B / R Sch		
1/21/13	JFK	Review workplan for Sofas and schedules.	1.50	
1/28/13	SBR	Prepare Schedules workplan and hold kick-off meeting with Atari team re items required for Schedules.	1.80	
2/4/13	GAD	Review documents provided re: schedules and SOFA's.	2.10	
2/5/13	GAD	Meet with management regarding schedules - source documents / issues.	1.50	
2/5/13	JFK	Review documents for Schedules and Sofas.	3.50	
2/5/13	SBR	Participate in call with G. Davis re open compliance, reporting matters, and Schedules transition.	0.80	
2/6/13	JFK	Review and update files for schedules.	1.50	
2/7/13	GAD	Prepare for meeting with Rob Mattes re: Bankruptcy schedules. Review data provided to-date.	0.40	
2/11/13	SBR	Place additional documents in DropBox; update workplan and provide to G. Davis.	1.10	
2/11/13	HGW	Upload Drop Box software. Review files.	0.50	
2/12/13	HGW	Calls w/ G. Davis re BS / SOFA's. Meet w/ S. Roski re same.	0.50	
2/12/13	HGW	Prepare sample of Chapter 11 employee incentive plans. Forward to S. Roski.	2.00	
2/12/13	HGW	Review work plan and drop box documents.	1.00	
2/13/13	GAD	Meeting with staff re; info request for schedules. Review multiple data submissions regarding assets and liabilities, revise workplan.	5.50	
2/13/13	GAD	Telecon with staff to coordinate / supervise interpretation of data provided.	1.50	
2/13/13	GAD	Develop list of insiders with management.	0.40	
2/13/13	JFK	Review SOFAs and information needed to complete.	3.50	
2/13/13	HGW	Prepare for and participate in call w/ client re Schedules.	2.00	
2/13/13	HGW	Review Schedule workplan and related client documents.	1.80	
2/13/13	MSS	Review workplan for bankruptcy schedules.	2.30	
2/13/13	SMS	Prepare exhibit 3(b).	1.00	
2/14/13	GAD	Gather ADP information.	0.30	
2/14/13	GAD	Meet with management regarding schedules.	1.50	
2/14/13	GAD	Gather info for SOFA re Insiders.	2.50	
2/14/13	JFK	Review and update SOFAs.	2.50	
2/14/13	HGW	Prepare bankruptcy schedules.	3.90	
2/14/13	HGW	Prepare bankruptcy schedules.	3.10	
2/14/13	MSS	Prepare SOFA 4.	0.40	
2/14/13	MSS	Prepare SOFA 7.	0.50	
2/14/13	MSS	Prepare SOFA 11.	0.50	
2/14/13	MSS	Prepare SOFA 14.	0.40	
2/14/13	MSS	Prepare SOFA 18.	0.60	
2/14/13	MSS	Prepare SOFA 23.	0.30	
2/14/13	MSS	Prepare SOFA 22.	0.30	
2/14/13	MSS	Prepare SOFA 21.	0.30	
2/14/13	MSS	Prepare SOFA 20.	0.30	
2/14/13	MSS	Prepare SOFA 19.	0.60	
2/14/13	MSS	Prepare SOFA 13.	0.30	
2/14/13	MSS	Prepare SOFA 12.	0.30	
2/14/13	MSS	Prepare SOFA 3B.	1.60	
2/14/13	MSS	Prepare SOFA 3C.	0.60	
2/14/13	SMS	Prepare exhibit 3 C.	0.50	
2/14/13	SMS	Prepare SOFA 9.	1.50	
2/15/13	JFK	Review and update SOFAs.	2.00	
2/15/13	HGW	Prepare for and participate in call w/ client to review workplan.	1.50	
2/15/13	HGW	Prepare templates for all schedules / SOFA's applicable to client.	2.30	
2/15/13	MSS	Prepare data requests of client for SOFAs.	2.10	
2/15/13	MSS	Review workplan for SOFAs.	1.80	

Atari - 00032411		R13001	Invoice No. 9114	Page 8
<u>Date</u>	<u>Individual</u>	<u>Procedure</u>	<u>Hours</u>	
2/19/13	HGW	Review Atari balance sheet and trial balances.	1.90	
2/19/13	HGW	Review payroll data provided for Schedule E.	1.00	
2/19/13	HGW	Meet w/ client to discuss intercompany transactions.	0.20	
2/19/13	HGW	Update Atari bankruptcy schedules per draft trial balance.	3.10	
2/19/13	HGW	Update HUMG bankruptcy schedules per draft trial balance.	1.00	
2/19/13	HGW	Update Interactive bankruptcy schedules per draft trial balance.	1.00	
2/19/13	HGW	Update CUSH bankruptcy schedules per draft trial balance.	1.00	
2/19/13	MSS	Prepare Schedule B.13.	0.20	
2/19/13	MSS	Prepare Schedule B.35.	0.20	
2/19/13	MSS	Prepare SOFA 3B.	0.60	
2/19/13	MSS	Prepare Schedule B.2.	0.20	
2/19/13	MSS	Prepare Schedule B.35.	0.20	
2/19/13	MSS	Review data requests with client for SOFAs.	0.80	
2/19/13	MSS	Update Schedule B.2.	0.40	
2/19/13	MSS	Update SOFA 3C.	0.50	
2/19/13	MSS	Update SOFA 3B.	1.60	
2/19/13	MSS	Update SOFA 9.	0.40	
2/19/13	MSS	Update SOFA 7.	0.50	
2/19/13	MSS	Update SOFA 25.	0.10	
2/19/13	MSS	Prepare Schedule G.	1.80	
2/19/13	SMS	Prepare Schedule F re creditor addresses.	1.00	
2/20/13	HGW	Meet w/ B. Mardel re royalty liabilities. Review supporting documents and reconcile to balance sheet.	2.10	
2/20/13	HGW	Meet w/ R. Mattes re status of financial statements and intercompany analysis.	0.50	
2/20/13	HGW	Meet w/ S. Green re prepaids and FA.	0.40	
2/20/13	HGW	Review Fixed Asset files. Prepare Schedule B.28.	1.90	
2/20/13	HGW	Update schedule B.3 with additional prepaid information from S. Green. Reconcile to balance sheet.	0.90	
2/20/13	HGW	Update schedule B.3 with additional prepaid information from S. Green. Reconcile to balance sheet.	0.90	
2/20/13	MSS	Review data requests with client for SOFAs.	1.30	
2/20/13	MSS	Update Schedule B.16.	1.50	
2/20/13	MSS	Update Schedule B.28.	0.80	
2/21/13	SBR	Review settlement documents and discuss same with G. Davis.	0.30	
2/21/13	SBR	Review client financials provided for Petition Date.	0.50	
2/21/13	MSS	Prepare Schedule G.	2.40	
2/21/13	MSS	Review potential setoffs re SOFA 13.	0.30	
2/22/13	HGW	Review new balance sheets by entity provided by client.	2.90	
2/22/13	HGW	Update Schedule B.28.	1.60	
2/22/13	HGW	Research and respond client inquiry re LSTC reclassifications.	0.90	
2/22/13	HGW	Call w/ R. Mattes to review / discuss intercompany analysis.	0.20	
2/22/13	MSS	Prepare Schedule G - download executory contracts.	1.50	
2/22/13	MSS	Prepare Schedule G.	1.30	
2/24/13	MSS	Prepare Schedule G.	0.20	
2/24/13	MSS	Prepare Schedule G.	0.50	
2/24/13	MSS	Prepare Schedule G.	0.20	
2/24/13	MSS	Prepare Schedule G.	4.30	
2/25/13	GAD	Attend meeting re SOFA and outstanding items.	1.20	
2/25/13	HGW	Meet w/ client re Schedule F.	0.50	
2/25/13	HGW	Update A/R with new data provided by client. Prepare trial balance reconciliation.	2.00	
2/25/13	HGW	Update Inventory with new data provided by client. Prepare trial balance reconciliation.	1.00	
2/25/13	HGW	Update trial balance reconciliations w/ new account balances.	2.20	

Atari - 00032411		R13001	Invoice No. 9114	Page 9
<u>Date</u>	<u>Individual</u>	<u>Procedure</u>	<u>Hours</u>	
2/25/13	HGW	Meet w/ B. Mardel re capitalized leases and development costs.	0.40	
2/25/13	HGW	Reconcile to existing exhibits / schedules.	0.60	
2/25/13	HGW	Update bankruptcy schedules w/ new balances from client. Reconcile to trial balance accordingly.	2.50	
2/25/13	MSS	Prepare SOFA 11.	0.10	
2/25/13	MSS	Prepare SOFA 18.	0.20	
2/25/13	MSS	Prepare Schedule G.	3.70	
2/25/13	MSS	Review data requests with client.	1.10	
2/26/13	GAD	Prepare, review Statement of Financial Affairs.	4.20	
2/26/13	GAD	Prepare, review Statement of Financial Affairs.	4.30	
2/26/13	GAD	Research supervision of global notes.	4.40	
2/26/13	GAD	Research and supervision of global notes preparation.	3.10	
2/26/13	HGW	Review A/P from client. Reconcile to TB. Follow-up w/ client re discrepancies.	3.90	
2/26/13	HGW	Prepare list of open items re Schedules.	1.00	
2/26/13	HGW	Update B.16 (A/R) with new balances.	0.60	
2/26/13	MSS	Prepare SOFA 2.	0.10	
2/26/13	MSS	Prepare SOFA 15.	0.10	
2/26/13	MSS	Prepare SOFA 19.	0.30	
2/26/13	MSS	Prepare SOFA 21.	0.20	
2/26/13	MSS	Reconcile bank statements to SOFA 3B.	0.20	
2/26/13	MSS	Prepare SOFA 2.	0.10	
2/26/13	MSS	Prepare SOFA 15.	0.10	
2/26/13	MSS	Prepare SOFA 19.	0.30	
2/26/13	MSS	Prepare SOFA 21.	0.20	
2/26/13	MSS	Prepare SOFA 2.	0.10	
2/26/13	MSS	Prepare SOFA 15.	0.10	
2/26/13	MSS	Prepare SOFA 19.	0.30	
2/26/13	MSS	Prepare SOFA 21.	0.20	
2/26/13	MSS	Prepare SOFA 2.	0.10	
2/26/13	MSS	Prepare SOFA 15.	0.10	
2/26/13	MSS	Prepare SOFA 19.	0.30	
2/26/13	MSS	Prepare SOFA 21.	0.20	
2/26/13	MSS	Prepare SOFA 24.	0.10	
2/26/13	MSS	Reconcile bank statements to SOFA 3B.	0.20	
2/26/13	MSS	Prepare Schedule G.	3.80	
2/26/13	MSS	Prepare SOFA 2.	0.10	
2/26/13	MSS	Update SOFA 7.	0.20	
2/26/13	MSS	Prepare SOFA 10a.	0.10	
2/26/13	MSS	Review potential setoffs - SOFA 13.	0.20	
2/26/13	MSS	Prepare SOFA 14.	0.10	
2/26/13	MSS	Prepare SOFA 15.	0.10	
2/26/13	MSS	Prepare SOFA 19.	0.30	
2/26/13	MSS	Prepare SOFA 20.	0.20	
2/26/13	MSS	Prepare SOFA 21.	0.20	
2/26/13	MSS	Prepare SOFA 24.	0.10	
2/26/13	MSS	Reconcile bank statements to SOFA 3B.	2.40	
2/27/13	HGW	Review updated A/P file provided by client. Update Sch. F.	2.60	
2/27/13	HGW	Participate in call w/ client to review Schedules.	1.50	
2/27/13	HGW	Update trial balance reconciliations for Sch B, E and F.	2.80	
2/27/13	MSS	Prepare Schedule and SOFAs for review by client and counsel.	0.50	
2/27/13	MSS	Prepare Schedule B.	0.30	
2/27/13	MSS	Prepare Schedule B.	0.20	
2/27/13	MSS	Prepare Schedule F.	0.20	
2/27/13	MSS	Prepare Schedules and SOFAs for review by client and counsel.	0.30	
2/27/13	MSS	Prepare Schedule B.	0.30	
2/27/13	MSS	Prepare Schedule F.	0.50	
2/27/13	MSS	Prepare Schedules and SOFAs for review by client and counsel.	0.30	
2/27/13	MSS	Reconcile bank statements to SOFA 3B.	1.60	

Atari - 00032411 R13001 Invoice No. 9114 Page 10

<u>Date</u>	<u>Individual</u>	<u>Procedure</u>	<u>Hours</u>
2/27/13	MSS	Update Schedule B.	1.20
2/27/13	MSS	Update Schedule D.	0.20
2/27/13	MSS	Update Schedule G.	0.20
2/27/13	MSS	Prepare Schedules and SOFAs for review by client and counsel.	0.30
2/28/13	GAD	Prepare / review bankruptcy schedules.	1.80
2/28/13	GAD	Research Data issues re: insurance, payables. Address EXEC KS and IP assets.	4.10
2/28/13	HGW	Update pre-paid schedule based on information from client.	2.00
2/28/13	HGW	Finalize Schedule F for Inc.	2.50
2/28/13	HGW	Update Schedules w/ G. Davis edits.	1.20
2/28/13	HGW	Prepare Schedule F for Humongous.	0.80
2/28/13	HGW	Prepare Schedule F for Interactive.	0.90
2/28/13	MSS	Update SOFAs.	0.60
2/28/13	MSS	Prepare drilldown for SOFAs.	0.80
2/28/13	MSS	Update SOFAs.	0.30
2/28/13	MSS	Prepare drilldown for SOFAs.	0.40
2/28/13	MSS	Update SOFAs.	0.30
2/28/13	MSS	Prepare drilldown for SOFAs.	0.40
2/28/13	MSS	Update SOFAs.	1.20
2/28/13	MSS	Prepare drilldown for SOFAs.	1.60
Total for B - Prepare SOFAs & B / R Sch			193.10
Task:	591	Client Non Billable	
1/21/13	JPE	Travel from NY to Richmond.	5.00
1/21/13	JFK	Travel.	3.00
1/23/13	SBR	Return travel to Richmond.	4.30
1/24/13	JFK	Travel.	3.00
1/28/13	SBR	Travel to New York from Richmond.	4.00
1/31/13	SBR	Return travel from New York to Richmond.	4.10
2/4/13	GAD	Non billable travel.	3.00
2/4/13	SBR	Research and follow up on FedEx deliveries of Initial Debtor Interview packages.	0.30
2/5/13	SBR	Telecon with Hunton re transition to new counsel.	0.80
2/6/13	GAD	Non-billable travel.	3.00
2/12/13	GAD	Non chargeable travel.	3.00
2/14/13	GAD	Non-billable travel.	3.00
2/18/13	GAD	Non billable travel.	3.00
2/18/13	HGW	Travel to NY from Richmond.	3.00
2/18/13	MSS	Travel to client.	3.00
2/20/13	HGW	Travel from NY to Richmond.	3.50
2/20/13	MSS	Travel home.	3.00
2/20/13	MSS	Prepare analysis of potential severance payments.	2.50
2/22/13	MSS	Prepare Schedule G - download executory contracts.	4.50
2/25/13	HGW	Travel to NY from Richmond.	3.50
2/25/13	MSS	Travel to client site.	3.00
2/26/13	GAD	Non-billable travel.	3.00
2/26/13	HGW	Call w/ counsel re APA.	2.50
2/27/13	MSS	Travel to Richmond.	3.00
Total for Client Non Billable			74.00
Total hours for this matter			564.60

DISBURSEMENTS

1/21/13	Roundtrip air travel for J. Koehler 01/21 - 01/25/13	1,082.10
1/21/13	Two-night lodging for G. Davis	523.56
1/21/13	Three-night lodging for J. Eldred.	1,117.22
1/21/13	Taxi service for S. Roski	7.70

Atari - 00032411	R13001	Invoice No. 9114	Page 11
1/21/13	Taxi service for G. Davis		7.10
1/21/13	Taxi service for G. Davis		7.38
1/21/13	Taxi service for G. Davis		9.10
1/21/13	Taxi service from RIC home for J. Eldred		60.50
1/21/13	Taxi service to JFK for J. Eldred		91.00
1/21/13	Cab service for J. Koehler		7.80
1/21/13	Cab service for J. Koehler		9.50
1/21/13	Cab service for J. Koehler		9.60
1/21/13	Taxi service from airport for J. Koehler		44.30
1/21/13	Amtrak parking for J. Eldred		22.00
1/21/13	Travel meal for S. Roski		12.96
1/21/13	Travel meal for J. Koehler, G. Davis and S. Roski		60.00
1/21/13	Travel meal for G. Davis.		4.00
1/21/13	Travel meal for G. Davis		29.89
1/21/13	Travel meal for G. Davis, S. Roski and J. Koehler		207.47
1/21/13	Travel meal for J. Eldred.		6.08
1/21/13	Travel meal for J. Eldred.		31.45
1/22/13	Baggage fees for J. Eldred		25.00
1/22/13	Taxi service for G. Davis		8.75
1/22/13	Taxi service for G. Davis		11.75
1/22/13	Cab service for J. Koehler		8.30
1/22/13	Working meal for G. Davis, J. Wilson and Kristin K.		46.54
1/22/13	Travel meal for J. Koehler.		9.33
1/22/13	Travel meal for J. Koehler		29.13
1/23/13	Two-night lodging for G. Davis		829.10
1/23/13	Taxi service from JFK to Manhattan for S. Roski		57.30
1/23/13	Taxi service from RIC home for S. Roski		63.00
1/23/13	Taxi service for G. Davis		8.12
1/23/13	Taxi service for G. Davis		9.37
1/23/13	Cab service for J. Koehler		8.50
1/23/13	Train service from NY for G. Davis		239.00
1/23/13	Travel meal for S. Roski		9.80
1/23/13	Travel meal for S. Roski		12.16
1/23/13	Travel meal for J. Koehler and S. Roski		20.50
1/23/13	Travel meal for S. Roski		22.86
1/23/13	Travel meal for J. Koehler.		3.58
1/23/13	Travel meal for J. Koehler		9.47
1/24/13	Three-night lodging for J. Koehler		1,232.84
1/24/13	Taxi service for G. Davis re PD - Kang		11.00
1/24/13	Taxi service for G. Davis		13.00
1/24/13	Taxi service for G. Davis		14.15
1/24/13	Taxi service for G. Davis		24.88
1/24/13	Cab service for J. Koehler		8.30
1/24/13	Cab service for J. Koehler		40.10
1/24/13	RIC parking for J. Koehler		48.00
1/24/13	Working lunch for G. Davis and S. Roski		37.18
1/24/13	Travel meal for J. Koehler.		3.58
1/24/13	Travel meal for J. Koehler		6.49
1/24/13	Travel meal for J. Koehler.		14.00
1/25/13	Air booking fee for G. Davis 01/25 - 01/28/13		7.00
1/25/13	Travel meal for G. Davis re PD Kang		12.16
1/27/13	RIC parking for G. Davis		96.00
1/27/13	Train service Richmond to DC for S. Roski		49.00
1/27/13	Train service DC to NY for S. Roski		174.00
1/28/13	Roundtrip air travel for J. Koehler 01/28 - 01/31/13		1,131.80

Atari - 00032411	R13001	Invoice No. 9114	Page 12
1/28/13	Roundtrip air travel for S. Roski 01/28 - 01/30/13		967.80
1/28/13	Lodging for S. Roski		500.66
1/28/13	Travel meal for S. Roski		33.00
1/28/13	Taxi service for S. Roski		8.30
1/28/13	Taxi service for S. Roski		9.50
1/28/13	Train service from home to Amtrak for S. Roski		26.00
1/28/13	Travel meal for S. Roski		9.36
1/29/13	Travel meal for S. Roski		6.75
1/29/13	Travel meal for S. Roski		9.74
1/29/13	Travel meal for S. Roski		9.80
1/29/13	Travel meal for S. Roski		40.00
1/30/13	Travel meal for S. Roski		5.88
1/30/13	Travel meal for S. Roski		8.87
1/30/13	Travel meal for S. Roski		46.65
1/31/13	One-night lodging for S. Roski		256.81
1/31/13	Taxi service for S. Roski		10.10
1/31/13	Taxi service for S. Roski from train station home.		27.00
1/31/13	Travel meal for S. Roski		8.00
1/31/13	Work lunch for R. Mattes and S. Roski		20.52
2/4/13	Roundtrip travel for G. Davis 02/04 - 02/06/13		1,065.10
2/4/13	Taxi service for G. Davis		9.25
2/4/13	Taxi service for G. Davis		10.62
2/4/13	Taxi service for G. Davis		41.00
2/4/13	RIC parking for G. Davis		36.00
2/4/13	Travel meal for G. Davis		4.73
2/5/13	Taxi service for G. Davis		9.60
2/5/13	Taxi service for G. Davis		9.88
2/5/13	Travel meal for G. Davis		57.88
2/6/13	Taxi service from JFK to Manhattan for G. Davis		57.30
2/6/13	Travel meal for G. Davis		4.34
2/6/13	Travel meal for G. Davis		8.92
2/6/13	Travel meal for G. Davis		9.55
2/6/13	Travel meal for G. Davis		15.18
2/12/13	Roundtrip travel for G. Davis 02/12 - 02/14/13		1,065.10
2/12/13	Taxi service for G. Davis		13.50
2/12/13	Taxi service for G. Davis		41.30
2/12/13	RIC parking for G. Davis		36.00
2/12/13	Travel meal for G. Davis		50.46
2/13/13	Taxi service for G. Davis		10.00
2/13/13	Travel meal for G. Davis re Atari		45.46
2/14/13	Two-night lodging for G. Davis		795.36
2/14/13	Taxi service for G. Davis		23.40
2/14/13	Taxi service for S. Roski		54.45
2/18/13	Roundtrip travel for H. Williams 02/18 - 02/20/13		1,053.10
2/18/13	Roundtrip travel for M. Smith 02/18 - 02/20/13		1,053.10
2/18/13	Taxi service for G. Davis		40.69
2/18/13	RIC parking for G. Davis		25.50
2/18/13	Travel meal for G. Davis		8.50
2/18/13	Work dinner w/ G. Davis, H. Williams and M. Smith		149.34
2/18/13	Additional airline fees for G. Davis		9.00
2/19/13	Taxi service for G. Davis		8.95
2/19/13	Taxi service for G. Davis		10.90
2/19/13	Travel meal for G. Davis		9.09
2/19/13	Breakfast for M. Smith.		13.23
2/19/13	Lunch for M. Smith and H. Williams.		19.00

Atari - 00032411	R13001	Invoice No. 9114	Page 13
2/19/13	Travel meal for H. Williams		7.95
2/19/13	Travel meal for H. Williams, G. Davis and M. Smith		257.75
2/20/13	Hotel Chandler 2/18-2/20; M. Smith		532.56
2/20/13	Hotel stay for H. Williams 2/18 - 2/20 (2 nights)		557.56
2/20/13	Taxi for H. Williams and M. Smith from client site to LGA		50.00
2/20/13	Airport parking 2/18-2/20; M. Smith		36.00
2/20/13	Parking at RIC airport for H. Williams (3 days)		36.00
2/20/13	Breakfast for M. Smith.		5.72
2/20/13	Meal for M. Smith.		21.50
2/20/13	Working dinner for M. Smith and H. Williams.		30.28
2/20/13	Travel meal for H. Williams		14.32
2/20/13	Travel meal for H. Williams and M. Smith		32.63
2/24/13	Roundtrip travel for G. Davis 02/24 - 02/27/13		1,050.80
2/24/13	Taxi service for G. Davis		42.87
2/24/13	Travel meal for G. Davis		38.15
2/25/13	Roundtrip travel for H. Williams 02/25 - 02/27/13		1,067.80
2/25/13	Roundtrip travel for M. Smith 02/25 - 02/27/13		1,506.51
2/25/13	Taxi for H. Williams, G. Davis and M. Smith to hotel		7.50
2/25/13	Travel meal for H. Williams		15.02
2/25/13	Travel meal for H. Williams and M. Smith		31.00
2/25/13	Travel meal for H. Williams, G. Davis and M. Smith		144.10
2/26/13	Two-night lodging for G. Davis		552.08
2/26/13	Hotel stay for H. Williams 2/25-2/26 (1 night)		270.87
2/26/13	NY taxi service for G. Davis		41.70
2/26/13	Taxi for H. Williams - client site to airport		37.80
2/26/13	RIC parking for G. Davis		36.00
2/26/13	Parking for H. Williams at airport (2 days)		24.00
2/26/13	Travel meal for G. Davis, M. Smith and H. Williams		23.39
2/26/13	Working dinner for G. Davis and M. Smith		60.63
2/26/13	Travel meal for H. Williams		12.83
2/28/13	Copies - internal for February 2013		54.00
	Total disbursements for this matter		\$22,184.59

Atari - 00032411

R13001

Invoice No. 9114

Page 14

Timekeeper Summary

<u>Name</u>		<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
GAD	Davis, Guy A.	18.00	0.00	0.00
GAD	Davis, Guy A.	154.50	560.00	86,520.00
HGW	Williams, Heather G.	12.50	0.00	0.00
HGW	Williams, Heather G.	69.90	370.00	25,863.00
JFK	Koehler, Justin F.	6.00	0.00	0.00
JFK	Koehler, Justin F.	109.80	351.00	38,539.80
JPE	Eldred, John P.	5.00	0.00	0.00
JPE	Eldred, John P.	3.20	370.00	1,184.00
MSS	Smith, Matthew S.	19.00	0.00	0.00
MSS	Smith, Matthew S.	64.80	256.00	16,588.80
SBR	Roski, Suzanne B.	13.50	0.00	0.00
SBR	Roski, Suzanne B.	83.90	522.00	43,795.80
SMS	Sullivan, Shane M.	4.50	152.00	684.00
Total fees for this matter		564.60 hrs		\$213,175.40

BILLING SUMMARY

TOTAL FEES	\$213,175.40
TOTAL DISBURSEMENTS	22,184.59
TOTAL CHARGES FOR THIS BILL	<u><u>\$235,359.99</u></u>