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*Counsel for the Official Committee
of Unsecured Creditors*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
)	
Atari, Inc., <u>et al.</u> ,)	Case No. 13-10176 (JMP)
)	
Debtors.)	(Jointly Administered)
)	

**FIRST FEE STATEMENT OF COOLEY LLP FOR COMPENSATION
FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS FOR THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD
FROM FEBRUARY 8, 2013 THROUGH FEBRUARY 28, 2013**

Name of Applicant:	<u>Cooley LLP</u>
Authorized to Provide Professional Services to:	<u>Official Committee of Unsecured Creditors of Atari, Inc., et al.</u>
Date of Retention:	<u>Order entered on March 6, 2013 retaining Cooley LLP <i>nunc pro tunc</i> to February 8, 2013</u>
Period for which compensation and reimbursement is sought:	<u>February 8, 2013 through February 28, 2013</u>
Amount of Compensation sought as actual, reasonable and necessary:	<u>\$186,146.00 (of which Applicant seeks payment of 80% or \$148,916.80)</u>
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	<u>\$123.60</u>

This statement is the first monthly fee statement (the “Fee Statement”) of Cooley LLP (“Cooley”), counsel to the official committee of unsecured creditors (the “Committee”) in the above-captioned cases, filed pursuant to the *Order Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* [Docket No. 81] (the “Interim Compensation Order”). Cooley hereby requests: (a) payment of compensation in the amount of \$148,916.80, which is equal to eighty percent (80%) of the total amount of compensation sought (i.e. \$186,146.00) for actual and necessary professional services rendered during the period of February 8, 2013 through February 28, 2013 (the “Fee Period”); and (b) reimbursement of actual and necessary costs and expenses in the amount of \$123.60 incurred by Cooley during the Fee Period in connection with these cases.¹ Attached as **Exhibit A** hereto are (i) contemporaneously maintained time entries for each professional who provided services during the Fee Period in increments of tenths (1/10) of an hour, and (ii) an itemization and description of the costs and expenses incurred by Cooley during the Fee Period.

Further, this Fee Statement includes (i) a billing summary by individual professional, setting forth the name and title of each individual who provided services during the Fee Period, their respective billing rates, and the aggregate hours expended by each individual, and (ii) a reasonably detailed breakdown of the disbursements incurred by Cooley during the Fee Period.

¹ Additional expenses incurred by Applicant may not have been captured as of the date hereof. Such expenses will be included in the next application to the extent necessary.

The Cooley professionals who rendered services in these chapter 11 cases during the Fee Period are:

Attorney	Position with the Applicant	Hourly Billing Rate	Total Billed Hours	Total Compensation
Lawrence C. Gottlieb	Partner	\$995	0.8	\$796.00
Cathy Hershcopf	Partner	\$845	33.3	\$28,138.50
Jeffrey L. Cohen	Partner	\$695	90.0	\$62,550.00
Alex R. Velinsky	Associate	\$475	82.0	\$38,950.00
Robert B. Winning	Associate	\$435	121.1	\$52,678.50
David M. Fleischer	Paralegal	\$315	0.2	\$63.0
Rebecca Goldstein	Paralegal	\$270	11.0	\$2,970.00
TOTAL		\$559.64 (Blended Rate²)	338.4	\$186,146.00

Compensation by Matter

Matter Number	Matter Description	Total Billed Hours	Total Fees Requested
02	Asset Disposition	4.6	\$2,439.00
03	Business Operations	2.9	\$1,575.50
04	Case Administration	56.4	\$29,522.00
05	Claims	15.8	\$7,457.00
06	Employee Benefits/Pensions	1.7	\$1,181.50
07	Fee/Employment Applications	49.4	\$28,479.00
09	Financing and Cash Collateral	98.2	\$54,479.00
10	Litigation	57.1	\$28,127.50
11	Meetings	40.7	\$26,031.50
14	Travel (Billed at ½ time)	0.3	\$142.50
19	Preparation For and Attendance at Court Hearings	11.3	\$6,711.50
TOTAL		338.4	\$186,146.00

Expense Summary

Description	Amount
Reproduction of Documents	\$123.60
Total	\$123.60

² The Blended Rate does not include paraprofessional time.

Notice

Pursuant to the Interim Compensation Order, Cooley has served this Fee Statement by hand or overnight delivery on: (i) the Debtors, Atari, Inc., 475 Park Avenue South, Twelfth Floor, New York, New York 10016, Attn: Robert A. Mattes, CFO; (ii) counsel to Debtors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036, Attn: Ira S. Dizengoff, Esq. and Kristine Manoukian Esq.; Akin Gump Strauss Hauer & Feld LLP, Robert S. Strauss Building, 1333 New Hampshire Avenue, N.W., Washington, District of Columbia 20036, Attn: Scott L. Alberino, Esq.; (iii) counsel to DIP lenders, Bracewell & Giuliani LLP, 1251 Avenue of the Americas, 49th Floor, New York, New York 10020, Attn: Robert G. Burns, Esq.; and (iv) the Office of the United States Trustee for the Southern District of New York, 271 Cadman Plaza East, Suite 4529, Brooklyn, New York 11201, Attn: Richard C. Morrissey, Esq. In light of the nature of the relief requested, Cooley respectfully submits that no further notice need be provided.

WHEREFORE, pursuant to the Interim Compensation Order, Cooley requests: (a) compensation in the amount of \$186,146.00 (of which Applicant requests payment in the amount of **\$148,916.80** which equals 80% of \$186,146.00) on account of reasonable and necessary professional services rendered to the Committee by Cooley; and (b) reimbursement of actual and necessary costs and expenses in the amount of **\$123.60**, for a total amount for the Fee Period of \$186,269.60 (of which applicant seeks payment in the amount of **\$149,040.40** which equals 80% of the requested compensation and 100% of the requested reimbursement of actual and necessary costs and expenses).

Dated: March 20, 2013
New York, New York

Respectfully submitted,

By: /s/ Jeffrey L. Cohen

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*Counsel for the Official
Committee of Unsecured Creditors*

EXHIBIT A



March 14, 2013

Atari Inc.
Atari, Inc. Official Committee of Unsecured Creditors
475 Park Avenue South
New York, NY 10016

ATTORNEYS AT LAW

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Boston, MA
Seattle, WA
Los Angeles, CA
Shanghai, P. R. China

Invoice Number: 1276023
CL 01 62105

319072-201
Atari Creditors' Committee

For services rendered through February 28, 2013

Fees	\$	186,146.00
Chargeable costs and disbursements	\$	123.60
Total Due on Current Invoice	\$	186,269.60



319072-201
Atari Creditors' Committee

Invoice Number: 1276023
CL 01 62105

For services rendered through February 28, 2013 :

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
ASSET DISPOSITION				
02/18/13	Alex R. Velinsky	Emails re: inventory sale call	0.10	47.50
02/19/13	Jeffrey L. Cohen	Conference call with Akin & Protiviti re: ordinary course asset sales	0.60	417.00
02/19/13	Alex R. Velinsky	Telephone call with Akin and Protiviti re: inventory sales	0.30	142.50
02/19/13	Robert B. Winning	Call with Debtors re: proposed inventory sale	0.40	174.00
02/21/13	Robert B. Winning	Review historical data on Debtors' inventory sales	0.30	130.50
02/21/13	Cathy Rae Hershcopf	Review historical data on inventory	0.60	507.00
02/26/13	Alex R. Velinsky	Email to Duff & Phelps re: sale update	0.10	47.50
02/26/13	Alex R. Velinsky	Emails to J. Cohen re: Duff & Phelps sale update	0.10	47.50
02/27/13	Alex R. Velinsky	Review draft Duff & Phelps update materials re: sale process	0.30	142.50
02/27/13	Robert B. Winning	Review budget and sale analysis from Duff & Phelps	0.40	174.00
02/28/13	Robert B. Winning	Draft letter to Bracewell re: discovery requests	1.40	609.00
		Task Total:	4.60	2,439.00
BUSINESS OPERATIONS				
02/12/13	Alex R. Velinsky	Emails with J. Cohen re: wages	0.10	47.50
02/12/13	Alex R. Velinsky	Conference with R. Winning re: wages issue	0.10	47.50
02/19/13	Alex R. Velinsky	Review cash flow/DIP projections	0.70	332.50
02/19/13	Alex R. Velinsky	Review cash flow variance reports	0.20	95.00
02/20/13	Jeffrey L. Cohen	Review cash variance report for week ending 2/15/13	0.30	208.50
02/20/13	Jeffrey L. Cohen	Review variance reports for first three weeks of case	0.30	208.50
02/27/13	Alex R. Velinsky	Review weekly variance report	0.10	47.50



319072-201
Atari Creditors' Committee

Invoice Number: 1276023
CL 01 62105

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
02/27/13	Alex R. Velinsky	Review revised budget reporting materials for Duff & Phelps (.2); emails with J. Cohen and A. Chong re: same (.2)	0.40	190.00
02/27/13	Alex R. Velinsky	Emails with J. Cohen re: Duff & Phelps materials	0.20	95.00
02/27/13	Alex R. Velinsky	Telephone call with A. Chong re: Duff & Phelps materials	0.20	95.00
02/27/13	Jeffrey L. Cohen	Review weekly DIP variance report	0.30	208.50
Task Total:			2.90	1,575.50

CASE ADMINISTRATION

02/08/13	Alex R. Velinsky	Emails with J. Cohen and R. Winning re: organizational materials	0.30	142.50
02/08/13	Alex R. Velinsky	Emails with R. Winning re: document requests	0.20	95.00
02/08/13	Jeffrey L. Cohen	Conference call with Akin re: upcoming calendar and case administration	0.80	556.00
02/08/13	Jeffrey L. Cohen	Correspondence with R. Winning re: preparation of administrative material and analysis of second day pleadings	1.20	834.00
02/08/13	Robert B. Winning	Call with Akin Gump re: case status	0.50	217.50
02/08/13	Robert B. Winning	Draft organizational documents for Committee	2.40	1,044.00
02/09/13	Alex R. Velinsky	Telephone call with R. Winning re: DIP objection and document demands	0.30	142.50
02/09/13	Jeffrey L. Cohen	Multiple correspondence with committee re: initial information download	1.10	764.50
02/09/13	Jeffrey L. Cohen	Review and revise administrative material (By-laws, etc)	1.30	903.50
02/09/13	Jeffrey L. Cohen	Multiple correspondence with J. Indyke and C. Hershcopf re: financial advisor interviews and sale process	1.40	973.00
02/09/13	Robert B. Winning	Continue drafting Committee organizational documents and emails re: same	1.30	565.50



319072-201
Atari Creditors' Committee

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CL 01 62105

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
02/11/13	Alex R. Velinsky	Review R. Winning email to committee re: Monday call (.1); review responses to same (.1)	0.20	95.00
02/11/13	Alex R. Velinsky	Review multiple emails re: financial advisor calls	0.20	95.00
02/11/13	Alex R. Velinsky	Review draft engagement letter; revise same	0.30	142.50
02/11/13	Alex R. Velinsky	Review Alberino email re: case issues	0.10	47.50
02/11/13	Alex R. Velinsky	Conference with J. Cohen re: Perella terms and case issues	0.20	95.00
02/11/13	Jeffrey L. Cohen	Review and revise committee correspondence re: settlement meeting	0.30	208.50
02/11/13	Jeffrey L. Cohen	Review critical vendor motion and discuss same with R. Winning	0.80	556.00
02/11/13	Jeffrey L. Cohen	Telephone call with S. Alberino re: meeting with Alden and Debtors	0.40	278.00
02/11/13	Rebecca Goldstein	E file Notice of Appearance (.5); process for service (.2); prepare cover letter to chamber's, process same(.5)	1.20	324.00
02/11/13	Robert B. Winning	Draft, file and serve Cooley notice of appearance	0.40	174.00
02/11/13	Robert B. Winning	Prepare materials for meeting with the Debtors	0.30	130.50
02/11/13	Robert B. Winning	Review presentations of Committee's prospective financial advisors	0.90	391.50
02/11/13	Robert B. Winning	Revise document request of Debtors	0.90	391.50
02/12/13	Jeffrey L. Cohen	Review draft information request and revise same	2.30	1,598.50
02/12/13	Jeffrey L. Cohen	Telephone call with H. Goldstein re: Debtor meeting	0.60	417.00
02/12/13	Jeffrey L. Cohen	Office conference with C. Hershcopf re: Debtor meeting	0.70	486.50
02/12/13	Alex R. Velinsky	Emails with committee re: by-laws	0.20	95.00
02/12/13	Alex R. Velinsky	Review 2/14 hearing agenda	0.20	95.00
02/12/13	Alex R. Velinsky	Review G. Ross email re: bylaws	0.10	47.50



319072-201
Atari Creditors' Committee

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
02/12/13	Robert B. Winning	Prepare materials for meeting with Debtors and DIP Lender	0.60	261.00
02/12/13	Robert B. Winning	Draft additional document request	2.40	1,044.00
02/12/13	Robert B. Winning	Finalize Committee formation documents	0.80	348.00
02/12/13	Robert B. Winning	Revise document request and DIP Lender	1.20	522.00
02/13/13	Jeffrey L. Cohen	Review and revise engagement letter	0.60	417.00
02/13/13	Rebecca Goldstein	Review claims agent website, prepare service list.	1.10	297.00
02/13/13	Alex R. Velinsky	Review F. Stevens email re: bylaws	0.10	47.50
02/13/13	Alex R. Velinsky	Review H. Goldstein email re: bylaws	0.10	47.50
02/13/13	Alex R. Velinsky	Telephone call to T. Carlson re: status	0.10	47.50
02/13/13	Alex R. Velinsky	Review email from J. Cohen re: T. Carlson	0.10	47.50
02/14/13	Rebecca Goldstein	Proof and revise Master Service List (.9); proof e mail service list, update same(.4); prepare draft certificate of service (.3); prepare list of addresses without e mail (.3)	1.90	513.00
02/14/13	Alex R. Velinsky	Email to H. Goldstein re: availability for call	0.10	47.50
02/14/13	Alex R. Velinsky	Review and revise draft Atari SA information request	0.40	190.00
02/14/13	Alex R. Velinsky	Review and revise draft Alden information request	0.30	142.50
02/14/13	Alex R. Velinsky	Email to Akin re: Debtor information request	0.10	47.50
02/14/13	Alex R. Velinsky	Review H. Newman email re: meeting time	0.10	47.50
02/14/13	Robert B. Winning	Review second day orders	0.40	174.00
02/15/13	Alex R. Velinsky	Conference with J. Cohen re: Duff & Phelps	0.10	47.50
02/15/13	Alex R. Velinsky	Review and respond to T. Gross email	0.10	47.50
02/15/13	Lawrence C. Gottlieb	Call with Zyngier of Smith Management re offer to creditors and process of case	0.60	597.00
02/18/13	Robert B. Winning	Prepare for and participate in call with Debtors re: ordinary course professionals	0.60	261.00
02/18/13	Cathy Rae Hershcopf	F/U on document requests (.2); respond to KM email re: D&P request (.2)	0.40	338.00



319072-201
Atari Creditors' Committee

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CL 01 62105

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
02/19/13	Jeffrey L. Cohen	Correspondence with S. Alberino re; staffing	0.30	208.50
02/19/13	Alex R. Velinsky	Emails with H. Goldstein re: hearing transcript	0.20	95.00
02/19/13	Alex R. Velinsky	Emails with K. Manoukian re: transcript	0.10	47.50
02/19/13	Alex R. Velinsky	Emails with H. Goldstein re: engagement letter	0.20	95.00
02/19/13	Rebecca Goldstein	Review fee compensation order (.2); Proof and revise hard copy service list, e mail service list and hard copy list of parties without e mail addresses (1.7); Review Notice and Service Procedure Order (.3); prepare case information sheet (.4)	2.60	702.00
02/19/13	Lawrence C. Gottlieb	Call with Cohen re call with Zyngier	0.20	199.00
02/19/13	Robert B. Winning	Call with Akin re: service of Committee pleading	0.10	43.50
02/19/13	Robert B. Winning	Review correspondence re: ordinary course professionals motion	0.40	174.00
02/19/13	Cathy Rae Hershcopf	Confer with Debtors and D&P re info requests	0.90	760.50
02/20/13	David M. Fleischer	Review and download of R Goldstein's case information file re Atari; electronic filing	0.20	63.00
02/20/13	Jeffrey L. Cohen	Review 2012 Annual Report	1.60	1,112.00
02/20/13	Jeffrey L. Cohen	Telephone call with S. Alberino and K. Manouskian re: DIP and case issues	1.20	834.00
02/20/13	Jeffrey L. Cohen	Office conference with A. Velinsky re: open case issues	0.60	417.00
02/20/13	Rebecca Goldstein	Communicate with several individuals at BMC Group re prospective service of retention order (.4); attention to e mails from BMC Group re same (.3); modify for e filing Cooley's retention application (.5); e file same (.4); prepare e mail to BMC re service (.2); prepare cover letter to Chamber's process same. (.5)	2.30	621.00
02/20/13	Robert B. Winning	Review transcript of 2/14 hearing	0.40	174.00
02/21/13	Jeffrey L. Cohen	Review and revise draft settlement letter to Debtors and Alden	0.60	417.00



319072-201
Atari Creditors' Committee

Invoice Number: 1276023
CL 01 62105

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
02/21/13	Jeffrey L. Cohen	Review draft counteroffer illustrations by Duff & Phelps and comment re: same	0.80	556.00
02/21/13	Alex R. Velinsky	Email to committee re: 2/14 transcript	0.10	47.50
02/21/13	Alex R. Velinsky	Emails with R. Goldstein re: chambers copies	0.20	95.00
02/21/13	Alex R. Velinsky	Email to S. Devane re: by-laws	0.10	47.50
02/21/13	Robert B. Winning	Prepare documents produced by Debtors for review by Committee professionals	0.80	348.00
02/22/13	Jeffrey L. Cohen	Office conference with A. Velinsky re: document review	0.40	278.00
02/22/13	Jeffrey L. Cohen	Review debtor-produced documents	2.20	1,529.00
02/25/13	Alex R. Velinsky	Conference with J. Cohen re: DIP order comments	0.20	95.00
02/25/13	Rebecca Goldstein	Attention to e mail from BMC re certificate of service re Cooley retention application (.1); prepare cover letter to Chamber's process same.	0.50	135.00
02/25/13	Robert B. Winning	Review additional document production	0.60	261.00
02/25/13	Robert B. Winning	Prepare additional document production for review	0.50	217.50
02/26/13	Alex R. Velinsky	Review H. Goldstein email re: Duff & Phelps retention documents	0.10	47.50
02/26/13	Robert B. Winning	Continue analysis of claim against Debtor	0.80	348.00
02/26/13	Jeffrey L. Cohen	Telephone call with unsecured claimant re: case status	0.60	417.00
02/26/13	Jeffrey L. Cohen	Review status of information requests sent to Debtors, Alden and Parent	1.60	1,112.00
02/27/13	Rebecca Goldstein	E file limited objection to DIP order (.5); Prepare e mail to BMC re service (.2); Prepare cover letter to Chambers, process same (.5); file maintenance and organization (.2)	1.40	378.00
02/28/13	Jeffrey L. Cohen	Telephone call with K. Manoukian re: disposable equipment	0.30	208.50
Task Total:			56.40	29,522.00



319072-201
Atari Creditors' Committee

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CL 01 62105

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
CLAIMS				
02/11/13	Alex R. Velinsky	Review critical vendor memo	0.20	95.00
02/13/13	Robert B. Winning	Legal research re: re characterization of claim tor equity	0.90	391.50
02/22/13	Alex R. Velinsky	Review Blue Bay security documents provided by Alden	4.30	2,042.50
02/22/13	Alex R. Velinsky	Conference with R. Winning re: review of documents produced by Debtors and Alden	0.20	95.00
02/23/13	Alex R. Velinsky	Emails with R. Winning and J. Cohen re: investigation	0.20	95.00
02/25/13	Alex R. Velinsky	Continue reviewing Blue Bay facility documents	2.40	1,140.00
02/25/13	Alex R. Velinsky	Emails with J. Cohen and Akin re: information request	0.10	47.50
02/25/13	Robert B. Winning	Call with Duff & Phelps re: accounts payable	0.30	130.50
02/26/13	Alex R. Velinsky	Continue reviewing documents produced by debtors re: parent claims	1.40	665.00
02/27/13	Alex R. Velinsky	Review Blue Bay payment information	0.20	95.00
02/27/13	Alex R. Velinsky	Update production tracking chart and review documents produced by debtors re: intercompany claim	2.30	1,092.50
02/28/13	Alex R. Velinsky	Continue reviewing documents produced by Alden and debtors re: Blue Bay claims	2.80	1,330.00
02/28/13	Alex R. Velinsky	Conference with J. Cohen and R. Winning re: lien review	0.20	95.00
02/28/13	Alex R. Velinsky	Conference with R. Winning re: claims analysis	0.30	142.50
Task Total:			15.80	7,457.00
EMPLOYEE BENEFITS/PENSIONS				
02/11/13	Jeffrey L. Cohen	Review employee wages motion and discuss same with R. Winning	0.80	556.00



319072-201
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02/12/13	Jeffrey L. Cohen	Multiple correspondence with S. Alberino re: employee wages	0.90	625.50
Task Total:			1.70	1,181.50

FEE/EMPLOYMENT APPLICATIONS

02/08/13	Alex R. Velinsky	Emails with R. Winning re: retention application	0.20	95.00
02/08/13	Alex R. Velinsky	Review email and materials for retention objections	0.80	380.00
02/08/13	Alex R. Velinsky	Conference with R. Winning and S. Van Aalten re: DIP and retention objection; case strategy	0.80	380.00
02/08/13	Alex R. Velinsky	Conference with R. Winning re: objection to Perella and Protiviti retentions	0.30	142.50
02/08/13	Alex R. Velinsky	Draft objection to Perella and Protiviti retentions	2.20	1,045.00
02/08/13	Jeffrey L. Cohen	Correspondence with interested financial advisors re: scheduling	1.40	973.00
02/08/13	Robert B. Winning	Draft summary of retention application filed by Debtor	1.40	609.00
02/08/13	Cathy Rae Hershcopf	Review materials presented by potential financing advisors (3.9)	3.90	3,295.50
02/09/13	Jeffrey L. Cohen	Correspondence with financial advisors re: guidance to focus presentations and scheduling	1.20	834.00
02/09/13	Jeffrey L. Cohen	Multiple correspondence with C. Hershcopf re: financial advisor interviews	0.60	417.00
02/11/13	Alex R. Velinsky	Emails with J. Cohen and C. Hershcopf re: Duff & Phelps	0.20	95.00
02/11/13	Alex R. Velinsky	Draft detailed email to committee re: meeting with debtors and Perella	0.60	285.00
02/11/13	Alex R. Velinsky	Emails with J. Cohen and Atari re: Perella compensation	0.20	95.00



319072-201
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
02/11/13	Alex R. Velinsky	Telephone call with Akin re: Perella and case issues	0.20	95.00
02/11/13	Jeffrey L. Cohen	Review and discuss terms of Perella retention with A. Velinsky	0.80	556.00
02/11/13	Jeffrey L. Cohen	Review financial advisor presentation materials in advance of conference call	2.00	1,390.00
02/11/13	Jeffrey L. Cohen	Conduct committee conference call to select financial advisors	2.20	1,529.00
02/11/13	Robert B. Winning	Attention to matters concerning Cooley retention	0.40	174.00
02/12/13	Jeffrey L. Cohen	Multiple correspondence with S. Alberino re: PW compensation	1.10	764.50
02/12/13	Alex R. Velinsky	Review revised Perella retention order	0.10	47.50
02/12/13	Alex R. Velinsky	Telephone call with S. Alberino re: Perella engagement	0.30	142.50
02/13/13	Alex R. Velinsky	Further emails with H. Arthurton re: Cooley retention application	0.10	47.50
02/13/13	Alex R. Velinsky	Emails with J. Cohen and Akin re: Perella order	0.30	142.50
02/13/13	Alex R. Velinsky	Review further revised draft document demands (.2); conference with R. Winning re: same (.2)	0.40	190.00
02/13/13	Alex R. Velinsky	Telephone call with T. Carlson re: Duff & Phelps engagement	0.20	95.00
02/13/13	Alex R. Velinsky	Emails with H. Arthurton re: retention application	0.20	95.00
02/14/13	Alex R. Velinsky	Review revised proposed orders submitted to chambers on retention	0.30	142.50
02/15/13	Alex R. Velinsky	Review extended Perella retention order	0.20	95.00
02/15/13	Alex R. Velinsky	Review draft ordinary course professionals motion	0.40	190.00
02/15/13	Alex R. Velinsky	Emails with R. Winning re: Cooley retention application	0.20	95.00
02/15/13	Alex R. Velinsky	Email to T. Carlson re: compensation terms	0.10	47.50



319072-201
Atari Creditors' Committee

Invoice Number: 1276023
CL 01 62105

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
02/15/13	Alex R. Velinsky	Conference with R. Winning re: Cooley retention application	0.10	47.50
02/15/13	Robert B. Winning	Correspondence with J. Cohen re: document request of DIP Lender	0.40	174.00
02/17/13	Alex R. Velinsky	Emails with C. Hershcopf and Akin re: draft OCP motion	0.40	190.00
02/18/13	Jeffrey L. Cohen	Correspondence with Debtors' counsel re: OCP retentions	0.40	278.00
02/18/13	Alex R. Velinsky	Review additional OCP information from Akin	0.20	95.00
02/18/13	Alex R. Velinsky	Emails with C. Hershcopf and Akin re: OCP	0.20	95.00
02/18/13	Alex R. Velinsky	Telephone call with Akin re: OCP motion	0.30	142.50
02/18/13	Cathy Rae Hershcopf	Call with KM and GC re: OCP motion (.4) and follow up internally re: same (.1)	0.50	422.50
02/19/13	Jeffrey L. Cohen	Correspondence with Debtors' counsel re: terms of Duff & Phelps retention	0.40	278.00
02/19/13	Jeffrey L. Cohen	Correspondence with Carlson re: terms of Duff & Phelps retention	0.60	417.00
02/19/13	Alex R. Velinsky	Review draft Cooley retention order; conference with R. Winning re: same	0.20	95.00
02/19/13	Alex R. Velinsky	Email to committee re: Duff & Phelps retention	0.20	95.00
02/19/13	Alex R. Velinsky	Review emails with J. Cohen and Akin re: Duff & Phelps retention	0.20	95.00
02/19/13	Alex R. Velinsky	Review proposed Duff & Phelps retention terms	0.10	47.50
02/19/13	Alex R. Velinsky	Review K. Monoukian emails re: OCP motion	0.20	95.00
02/19/13	Robert B. Winning	Draft Cooley retention application (.9), declaration support (1.3) and proposed order (.5)	2.70	1,174.50
02/19/13	Robert B. Winning	Email Committee chair re: Cooley retention papers	0.20	87.00
02/19/13	Robert B. Winning	Email U.S. Trustee re: Cooley retention papers	0.20	87.00
02/19/13	Cathy Rae Hershcopf	Confer with AG re: D&P issues	0.40	338.00



319072-201
Atari Creditors' Committee

Invoice Number: 1276023
CL 01 62105

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
02/19/13	Cathy Rae Hershcopf	Confer with Debtors on OCP (.3) and F/U with Committee re: same (.2)	0.50	422.50
02/19/13	Cathy Rae Hershcopf	Confer with Committee and D&P re: Contingent fee proposal (.8) and F/U with Debtors re: same (.2)	1.00	845.00
02/20/13	Alex R. Velinsky	Review DIP draft engagement letter; email to J. Cohen re: same	0.30	142.50
02/20/13	Alex R. Velinsky	Emails with Duff & Phelps re: retention	0.10	47.50
02/20/13	Alex R. Velinsky	Telephone call with R. Bouley re: Duff & Phelps engagement letter	0.10	47.50
02/20/13	Alex R. Velinsky	Review and respond to C. Hershcopf email re: OCP	0.10	47.50
02/20/13	Alex R. Velinsky	Emails with R. Bouley re: Duff & Phelps retention	0.20	95.00
02/20/13	Alex R. Velinsky	Draft Duff & Phelps retention application	0.80	380.00
02/20/13	Alex R. Velinsky	Draft email to committee re: OCP	0.20	95.00
02/20/13	Alex R. Velinsky	Follow up emails with committee and C. Hershcopf re: OCP	0.20	95.00
02/20/13	Alex R. Velinsky	Review revised Duff & Phelps engagement letter	0.20	95.00
02/20/13	Alex R. Velinsky	Review/revise draft notice of Cooley retention application	0.20	95.00
02/20/13	Alex R. Velinsky	Review Duff & Phelps email re: retention	0.10	47.50
02/20/13	Cathy Rae Hershcopf	Calls and emails re OCP motion	0.90	760.50
02/20/13	Robert B. Winning	Finalize and file Cooley retention papers and attention to matter re: same	1.70	739.50
02/20/13	Robert B. Winning	Correspondence re: Duff & Phelps retention matters	0.40	174.00
02/21/13	Jeffrey L. Cohen	Review and revise Duff & Phelps engagement letter	0.80	556.00
02/21/13	Alex R. Velinsky	Email to R. Winning re: Duff & Phelps retention papers	0.10	47.50
02/21/13	Alex R. Velinsky	Review Duff & Phelps conflict issues and revised engagement letter	0.20	95.00



319072-201
Atari Creditors' Committee

Invoice Number: 1276023
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
02/21/13	Alex R. Velinsky	Continue drafting Duff & Phelps engagement papers; emails to Duff & Phelps re: same	0.40	190.00
02/21/13	Alex R. Velinsky	Review draft Duff & Phelps retention order (.2); email to R. Winning re: same (.1)	0.30	142.50
02/21/13	Alex R. Velinsky	Review R. Winning email re: amended OCP motion	0.10	47.50
02/21/13	Alex R. Velinsky	Telephone call with J. Cohen re: Duff & Phelps engagement letter	0.20	95.00
02/21/13	Robert B. Winning	Review Debtors' amendment to ordinary course professionals list and correspondence re: same	0.30	130.50
02/21/13	Robert B. Winning	Draft proposed order for Duff & Phelps retention	0.70	304.50
02/21/13	Robert B. Winning	Draft motion to shorten time re: Duff & Phelps retention	0.90	391.50
02/21/13	Robert B. Winning	Draft declaration in support of motion to shorten notice of Duff & Phelps retention	0.70	304.50
02/21/13	Robert B. Winning	Draft form of order granting motion to shorten notice of hearing on Duff & Phelps retention	0.40	174.00
02/22/13	Jeffrey L. Cohen	Review application to employ Akin Gump and discuss same with A. Velinsky	0.60	417.00
02/22/13	Alex R. Velinsky	Review J. Cohen email re: Akin retention	0.10	47.50
02/22/13	Alex R. Velinsky	Review Akin Gump retention application (.3); internal emails re: same (.2)	0.50	237.50
02/22/13	Alex R. Velinsky	Emails with Duff & Phelps and J. Cohen re: Duff & Phelps retention	0.20	95.00
02/22/13	Alex R. Velinsky	Review Duff & Phelps retention motion; revise motion to shorten notice	0.20	95.00
02/22/13	Robert B. Winning	Revise Duff & Phelps retention papers	0.70	304.50
02/25/13	Alex R. Velinsky	Revise motion to shorten time re: Duff & Phelps retention application	0.20	95.00
02/25/13	Alex R. Velinsky	Review A. Chong email re: Duff & Phelps retention	0.10	47.50
02/25/13	Alex R. Velinsky	Email to Duff & Phelps re: retention papers	1.00	475.00



319072-201
Atari Creditors' Committee

Invoice Number: 1276023
CL 01 62105

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
02/25/13	Alex R. Velinsky	Draft notice of Duff & Phelps retention application	0.20	95.00
02/26/13	Alex R. Velinsky	Email to committee re: Akin retention disclosures	0.20	95.00
02/26/13	Alex R. Velinsky	Emails with J. Cohen re: Akin	0.10	47.50
02/26/13	Alex R. Velinsky	Telephone call with chambers re: Duff & Phelps retention	0.10	47.50
02/26/13	Alex R. Velinsky	Email to H. Goldstein re: Duff & Phelps retention	0.20	95.00
02/26/13	Alex R. Velinsky	Emails with Duff & Phelps retention papers	0.20	95.00
02/26/13	Alex R. Velinsky	Conference with R. Winning re: Duff & Phelps disclosure	0.20	95.00
02/26/13	Alex R. Velinsky	Review revised Duff & Phelps retention papers	0.60	285.00
02/26/13	Jeffrey L. Cohen	Telephone call with T. Carlson re: Duff & Phelps retention	0.60	417.00
02/28/13	Alex R. Velinsky	Email to T. Carlson re: Duff & Phelps retention papers	0.10	47.50
Task Total:			49.40	28,479.00

FINANCING AND CASH COLLATERAL

02/08/13	Robert B. Winning	Review interim DIP order and DIP term sheet	1.60	696.00
02/08/13	Robert B. Winning	Begin drafting objection to DIP	4.40	1,914.00
02/09/13	Robert B. Winning	Continue drafting objection to DIP motion	4.80	2,088.00
02/10/13	Robert B. Winning	Continue drafting DIP objection	4.30	1,870.50
02/11/13	Jeffrey L. Cohen	Review DIP term sheet and related material	1.60	1,112.00
02/13/13	Jeffrey L. Cohen	Review and revise draft information request	1.60	1,112.00
02/13/13	Jeffrey L. Cohen	Office conference with A. Velinsky re: lien investigation	1.20	834.00
02/13/13	Jeffrey L. Cohen	Strategy call with Duff & Phelps re: lien investigation	0.80	556.00
02/13/13	Jeffrey L. Cohen	Office conference with Cooley team re: investigation strategy	1.10	764.50



319072-201
Atari Creditors' Committee

Invoice Number: 1276023
CL 01 62105

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
02/13/13	Jeffrey L. Cohen	Review further revised information request	1.10	764.50
02/14/13	Jeffrey L. Cohen	Review and revise draft information requests to Parent & Alden	2.10	1,459.50
02/15/13	Jeffrey L. Cohen	Review and revise draft information requests of Alden & Parent company	1.60	1,112.00
02/15/13	Jeffrey L. Cohen	Review DIP Term Sheet and related documents	1.20	834.00
02/15/13	Alex R. Velinsky	Conference with J. Cohen re: DIP	0.20	95.00
02/15/13	Alex R. Velinsky	Email to Akin re: draft DIP order	0.10	47.50
02/15/13	Robert B. Winning	Call with Duff & Phelps re: Protiviti budget document	0.30	130.50
02/18/13	Jeffrey L. Cohen	Review of DIP budget and correspondence re: same	0.60	417.00
02/18/13	Alex R. Velinsky	Review Akin email re: DIP budget and attachments	0.40	190.00
02/18/13	Robert B. Winning	Review assumptions and back-up to DIP budget	0.90	391.50
02/19/13	Jeffrey L. Cohen	Office conference with Cooley team re: DIP objection	0.60	417.00
02/19/13	Jeffrey L. Cohen	Review draft budget and assumptions	1.60	1,112.00
02/19/13	Alex R. Velinsky	Conference with J. Cohen and C. Hershcopf re: DIP	0.20	95.00
02/19/13	Robert B. Winning	Revise DIP objection	2.70	1,174.50
02/20/13	Alex R. Velinsky	Conference with R. Winning re: DIP objection	0.30	142.50
02/20/13	Alex R. Velinsky	Conference with J. Cohen re: DIP	0.40	190.00
02/20/13	Alex R. Velinsky	Review draft DIP objection; revise same	0.80	380.00
02/20/13	Alex R. Velinsky	Telephone call with Akin re: DIP issues and document requests	0.90	427.50
02/20/13	Alex R. Velinsky	Emails with Duff & Phelps and J. Cohen re: DIP budget	0.20	95.00
02/20/13	Alex R. Velinsky	Telephone call with R. Winning re: comments to DIP objection	0.20	95.00
02/20/13	Alex R. Velinsky	Review transcript for 2/14 hearing	0.40	190.00



319072-201
Atari Creditors' Committee

Invoice Number: 1276023
CL 01 62105

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
02/20/13	Alex R. Velinsky	Review further revised DIP objection; revise same	1.80	855.00
02/20/13	Robert B. Winning	Legal research for DIP objection	1.80	783.00
02/20/13	Robert B. Winning	Continue revising DIP objection	5.80	2,523.00
02/21/13	Jeffrey L. Cohen	Telephone call with S. Alberino re: DIP issues	0.70	486.50
02/21/13	Jeffrey L. Cohen	Telephone call with A. Schouder re: DIP related issues	0.80	556.00
02/21/13	Alex R. Velinsky	Review J. Cohen and A. Schouder emails re: DIP issues	0.20	95.00
02/21/13	Alex R. Velinsky	Review and revise draft DIP objection	1.20	570.00
02/21/13	Robert B. Winning	Revise DIP objection	1.10	478.50
02/21/13	Robert B. Winning	Legal research for DIP objection	1.30	565.50
02/21/13	Robert B. Winning	Correspondence with J. Cohen re: DIP objection	0.70	304.50
02/21/13	Cathy Rae Hershcopf	Review DIP budget and follow up with D&P re same	0.60	507.00
02/22/13	Jeffrey L. Cohen	Review DIP issues and correspondence with A. Schouder re: same	0.80	556.00
02/22/13	Jeffrey L. Cohen	Review and revise draft DIP objection	1.60	1,112.00
02/22/13	Alex R. Velinsky	Review J. Cohen email re: DIP issues	0.10	47.50
02/22/13	Alex R. Velinsky	Review K. Manoukian email re: final DIP order	0.10	47.50
02/25/13	Jeffrey L. Cohen	Review and revise draft DIP Order markup	2.20	1,529.00
02/25/13	Jeffrey L. Cohen	Review and revise draft DIP objection	3.60	2,502.00
02/25/13	Jeffrey L. Cohen	Office conference with R. Winning and A. Velinsky re: DIP edits	0.60	417.00
02/25/13	Alex R. Velinsky	Conference with R. Winning re: changes to DIP order	0.30	142.50
02/25/13	Alex R. Velinsky	Review further revised DIP order redline; revise same	0.90	427.50
02/25/13	Alex R. Velinsky	Review draft comments to DIP order (.7); revise same (.2)	0.90	427.50
02/25/13	Alex R. Velinsky	Review and respond to J. Cohen email re: DIP order	0.10	47.50



319072-201
Atari Creditors' Committee

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CL 01 62105

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
02/25/13	Alex R. Velinsky	Emails to K. Manoukian re: DIP order	0.20	95.00
02/25/13	Alex R. Velinsky	Conference with J. Cohen and R. Winning re: DIP issues	0.30	142.50
02/25/13	Alex R. Velinsky	Review J. Cohen comments to DIP objection (.3); conference with R. Winning re: same (.1)	0.40	190.00
02/25/13	Alex R. Velinsky	Emails with J. Cohen and R. Winning re: DIP markup	0.20	95.00
02/25/13	Robert B. Winning	Correspondence re: mark-up of final DIP order	0.30	130.50
02/25/13	Robert B. Winning	Legal research for DIP objection	0.60	261.00
02/25/13	Robert B. Winning	Draft proposed final DIP order	3.10	1,348.50
02/25/13	Robert B. Winning	Revise DIP objection	2.90	1,261.50
02/26/13	Alex R. Velinsky	Emails with J. Cohen re: DIP order comments	0.30	142.50
02/26/13	Alex R. Velinsky	Revise DIP order per J. Cohen comments (.2); email re: same to Akin and Bracewell (.1)	0.30	142.50
02/26/13	Alex R. Velinsky	Review and revise DIP objection (.8); email to J. Cohen re: same (.1)	0.90	427.50
02/26/13	Alex R. Velinsky	Conference with R. Winning re: DIP objection research	0.20	95.00
02/26/13	Alex R. Velinsky	Research issues related to DIP objection	0.80	380.00
02/26/13	Alex R. Velinsky	Review debtors' proposed final DIP order	0.70	332.50
02/26/13	Alex R. Velinsky	Review J. Cohen emails re: DIP order	0.20	95.00
02/26/13	Cathy Rae Hershcopf	Edit DIP objection (.8) and confer with Cohen (.2) and Winning (.4) re same	1.40	1,183.00
02/26/13	Robert B. Winning	Research re: investigation budgets in SDNY cases	0.80	348.00
02/26/13	Robert B. Winning	Additional revision to DIP objection	1.90	826.50
02/26/13	Jeffrey L. Cohen	Further review and revision of draft DIP objection	2.70	1,876.50
02/26/13	Jeffrey L. Cohen	Office conference with R. Winning re: DIP objection comments	0.70	486.50
02/27/13	Alex R. Velinsky	Review K. Manoukian and J. Cohen emails re: DIP budget	0.20	95.00



319072-201
Atari Creditors' Committee

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CL 01 62105

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
02/27/13	Alex R. Velinsky	Revise redline DIP order for DIP objection exhibit (.2); emails with J. Cohen re: same (.1)	0.30	142.50
02/27/13	Alex R. Velinsky	Email to committee re: DIP objection	0.20	95.00
02/27/13	Alex R. Velinsky	Further revisions to Exhibit A to DIP objection	0.30	142.50
02/27/13	Alex R. Velinsky	Email to committee re: DIP objection and Duff & Phelps materials	0.20	95.00
02/27/13	Alex R. Velinsky	Emails with R. Goldstein re: filing DIP objection	0.20	95.00
02/27/13	Cathy Rae Hershcopf	Review final DIP objection (.4) and confer with creditors' committee members re same (.6)	1.00	845.00
02/27/13	Robert B. Winning	Finalize DIP objection and prepare same for filing	1.60	696.00
02/27/13	Jeffrey L. Cohen	Review final version of draft DIP Objection and comment before filing	2.20	1,529.00
02/27/13	Jeffrey L. Cohen	Review Duff & Phelps report on DIP forecasts and comments re: same	1.10	764.50
02/27/13	Jeffrey L. Cohen	Review DIP related documents and revise order and objection accordingly	1.70	1,181.50
02/27/13	Jeffrey L. Cohen	Telephone call with A. Schouder re: Limited DIP Objection	0.80	556.00
02/27/13	Jeffrey L. Cohen	Review DIP Order redline received from Debtors' counsel	1.20	834.00
02/28/13	Alex R. Velinsky	Review updated DIP budget and cash flow projections	0.60	285.00
02/28/13	Alex R. Velinsky	Conference with J. Cohen re: Bracewell call	0.10	47.50
02/28/13	Jeffrey L. Cohen	Office conference with R. Winning and A. Velinsky to discuss preparation for DIP hearing	0.70	486.50
02/28/13	Jeffrey L. Cohen	Review updated DIP budget received from Debtors	1.10	764.50
02/28/13	Jeffrey L. Cohen	Telephone calls with A. Schouder re: limited DIP objection	0.40	278.00
Task Total:			98.20	54,479.00



319072-201
Atari Creditors' Committee

Invoice Number: 1276023
CL 01 62105

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
LITIGATION				
02/08/13	Robert B. Winning	Begin drafting information request of Debtor	0.60	261.00
02/09/13	Robert B. Winning	Draft document request of Debtor and DIP lenders	2.70	1,174.50
02/10/13	Robert B. Winning	Continue drafting document request of Debtor and DIP Lenders	3.70	1,609.50
02/12/13	Alex R. Velinsky	Conference with R. Winning and J. Cohen re: document demands	0.30	142.50
02/12/13	Alex R. Velinsky	Conference with R. Winning re: draft information requests	0.20	95.00
02/12/13	Alex R. Velinsky	Review and revise draft initial document request	0.70	332.50
02/12/13	Cathy Rae Hershcopf	Call with Committee Member re: potential litigation (.6)	0.60	507.00
02/13/13	Alex R. Velinsky	Telephone call with Duff & Phelps and Cooley team re: case strategy	0.80	380.00
02/13/13	Alex R. Velinsky	Conference call with J. Cohen and C. Hershcopf re: case strategy	0.30	142.50
02/13/13	Alex R. Velinsky	Review further revised draft of information request	0.20	95.00
02/13/13	Alex R. Velinsky	Conference with R. Winning re: further revisions to document requests	0.20	95.00
02/13/13	Alex R. Velinsky	Conference with J. Cohen re: litigation strategy	0.30	142.50
02/13/13	Alex R. Velinsky	Conference with R. Winning re: Alden information requests	0.20	95.00
02/13/13	Robert B. Winning	Begin drafting document requests of parent company	0.60	261.00
02/13/13	Robert B. Winning	Revise document requests of Debtors	2.10	913.50
02/13/13	Robert B. Winning	Legal research re: substantive consolidation standard	1.20	522.00
02/14/13	Alex R. Velinsky	Review J. Cohen comments to document requests; revise per same	0.40	190.00



319072-201
Atari Creditors' Committee

Invoice Number: 1276023
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
02/14/13	Alex R. Velinsky	Review S. Alberino email re: document requests	0.10	47.50
02/14/13	Alex R. Velinsky	Review Duff & Phelps comments to document requests (.2); conference with R. Winning re: same (.2)	0.40	190.00
02/14/13	Robert B. Winning	Office conference with A. Velinsky re: second day hearing	0.40	174.00
02/14/13	Robert B. Winning	Additional revision to document requests of the Debtors, DIP Lenders, and parent company	4.60	2,001.00
02/14/13	Robert B. Winning	Additional legal research re: substantive consolidation issues	0.90	391.50
02/14/13	Robert B. Winning	Calls and emails with Duff & Phelps re: document requests	0.80	348.00
02/15/13	Alex R. Velinsky	Further revise DIP lender information request	0.30	142.50
02/15/13	Alex R. Velinsky	Further revise Parent information requests	0.40	190.00
02/15/13	Alex R. Velinsky	Email to K. Coleman re: information request	0.10	47.50
02/15/13	Alex R. Velinsky	Email to R. Burns re: information request	0.10	47.50
02/15/13	Alex R. Velinsky	Review J. Cohen comments to Alden information requests; revise per same	0.90	427.50
02/15/13	Alex R. Velinsky	Review J. Cohen comments to Parent information requests; revise per same	0.80	380.00
02/15/13	Robert B. Winning	Additional revision to information request of parent company	0.40	174.00
02/17/13	Alex R. Velinsky	Review J. Cohen email re: Alden	0.10	47.50
02/19/13	Alex R. Velinsky	Review R. Winning email re: information request	0.10	47.50
02/19/13	Robert B. Winning	Review and revise Duff & Phelps supplemental document request (.6); correspondence with Debtor re: same (.5)	1.10	478.50
02/20/13	Alex R. Velinsky	Review R. Bouley email re: settlement scenarios	0.10	47.50
02/20/13	Cathy Rae Hershcopf	Review settlement scenarios for counter offer and revise to simplify	1.10	929.50



319072-201
Atari Creditors' Committee

Invoice Number: 1276023
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
02/20/13	Robert B. Winning	Prepare Debtors' production of documents for review	0.40	174.00
02/20/13	Robert B. Winning	Prepare DIP lenders' document production for review	0.30	130.50
02/20/13	Robert B. Winning	Initial review of Debtor's document production	0.80	348.00
02/20/13	Robert B. Winning	Initial review of documents produced by DIP Lenders	0.60	261.00
02/20/13	Robert B. Winning	Review annual report of Debtors' parent company	0.60	261.00
02/21/13	Jeffrey L. Cohen	Review 2/14 hearing transcript and discuss same with committee members	1.20	834.00
02/21/13	Alex R. Velinsky	Email to committee re: settlement correspondence	0.10	47.50
02/21/13	Alex R. Velinsky	Review documents provided by Alden	0.90	427.50
02/21/13	Alex R. Velinsky	Emails with Duff & Phelps re: further revisions to engagement letter	0.20	95.00
02/21/13	Alex R. Velinsky	Review draft settlement scenarios (.2); conferences re: same with C. Hershcopf and J. Cohen (.6)	0.80	380.00
02/21/13	Alex R. Velinsky	Email to committee re: settlement scenarios	0.20	95.00
02/21/13	Alex R. Velinsky	Draft settlement proposal letter	0.30	142.50
02/21/13	Alex R. Velinsky	Telephone calls and emails with Duff & Phelps re: revisions to settlement scenarios	0.40	190.00
02/21/13	Alex R. Velinsky	Emails with Duff & Phelps re: settlement scenarios	0.10	47.50
02/21/13	Alex R. Velinsky	Draft letter re: settlement per J. Cohen	0.40	190.00
02/21/13	Alex R. Velinsky	Revise settlement further per J. Cohen and C. Hershcopf comments	0.30	142.50
02/21/13	Alex R. Velinsky	Email to Alden and debtors re: settlement	0.10	47.50
02/21/13	Alex R. Velinsky	Telephone call with S. Alberino and J. Cohen re: DIP issues	0.40	190.00
02/21/13	Alex R. Velinsky	Review further revised settlement scenarios (.2); conference with A. Chong re: same (.1)	0.30	142.50
02/21/13	Robert B. Winning	Review document production by Debtors	1.30	565.50



319072-201
Atari Creditors' Committee

Invoice Number: 1276023
CL 01 62105

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
02/21/13	Robert B. Winning	Prepare chart summarizing documents produced by Debtors	0.60	261.00
02/21/13	Robert B. Winning	Review Duff & Phelps sensitivity analysis re: potential settlements	0.40	174.00
02/21/13	Cathy Rae Hershcopf	Finalize settlement offers to Alden (1.2) and call with Committee re same (.7)	1.90	1,605.50
02/21/13	Cathy Rae Hershcopf	Call with Committee to discuss settlement proposals for Alden/Parent issues and follow up with D&F re same	1.70	1,436.50
02/22/13	Alex R. Velinsky	Review production chart re: debtors' document production (.2); conference with R. Winning re: same (.2)	0.40	190.00
02/22/13	Robert B. Winning	Continue preparing chart summarizing Debtors' document production	1.80	783.00
02/22/13	Robert B. Winning	Continue review of documents produced by Debtors	1.30	565.50
02/22/13	Robert B. Winning	Prepare populate e-room for Cooley and Duff & Phelps professionals	1.20	522.00
02/22/13	Robert B. Winning	Review securities filings of French parent for 2009 thru 2011	2.10	913.50
02/22/13	Robert B. Winning	Research re: affiliates of DIP Lenders	0.80	348.00
02/22/13	Robert B. Winning	Research re: Atari S.A. acquisition of Atari Inc.	1.10	478.50
02/22/13	Cathy Rae Hershcopf	Confer internally re document production	0.80	676.00
02/28/13	Robert B. Winning	Review documents produced by Debtors	2.60	1,131.00
02/28/13	Robert B. Winning	Research re: Debtors' assets of liabilities	1.80	783.00
02/28/13	Robert B. Winning	Research re: Rule 2004	0.70	304.50
02/28/13	Robert B. Winning	Meeting of A. Velinsky re: document review	0.40	174.00
Task Total:			57.10	28,127.50

MEETINGS

02/08/13	Jeffrey L. Cohen	Multiple correspondence with committee members re: immediate action items	1.60	1,112.00
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
02/08/13	Jeffrey L. Cohen	Conduct first committee meeting re: first steps and Financial Advisors interviews	1.20	834.00
02/08/13	Cathy Rae Hershcopf	Meeting with creditors (.9) and follow up with Cohen re: same (.6); emails with AG re: call with them (.4); emails and calls with individual committee members (.8)	2.70	2,281.50
02/11/13	Alex R. Velinsky	Telephone meeting with committee re: financial advisor selections	1.90	902.50
02/11/13	Alex R. Velinsky	Emails with C. Hershcopf and J. Cohen re: meeting with debtors	0.20	95.00
02/11/13	Alex R. Velinsky	Email to K. Manoukian re: meeting	0.10	47.50
02/11/13	Alex R. Velinsky	Email to committee re: 2/12 meeting	0.10	47.50
02/11/13	Alex R. Velinsky	Email with J. Cohen re: 2/12 meeting	0.10	47.50
02/11/13	Alex R. Velinsky	Review T. Carlson email re: meeting timing	0.10	47.50
02/11/13	Alex R. Velinsky	Emails with T. Carlson and J. Cohen re: 2/12 meeting	0.20	95.00
02/11/13	Alex R. Velinsky	Review K. Manoukian email re: meeting with debtor	0.10	47.50
02/11/13	Robert B. Winning	Attend Committee call re: financial adviser selection and other case issues	1.90	826.50
02/11/13	Robert B. Winning	Prepare materials for Committee call	0.40	174.00
02/11/13	Cathy Rae Hershcopf	Confer with JC re: meeting at Akin (.6); discuss same with Carlson (.4) and committee members (.7)	1.70	1,436.50
02/11/13	Cathy Rae Hershcopf	Participate in call to choose financial advisors and call and email candidates afterwards (2.9); negotiate fee structure with D&F (.6)	3.50	2,957.50
02/12/13	Jeffrey L. Cohen	Attend in-person meeting with Debtors and Alden	2.00	1,390.00
02/12/13	Alex R. Velinsky	Conference with J. Cohen re: meeting with debtors	0.10	47.50
02/12/13	Alex R. Velinsky	Email to committee re: meeting with debtors	0.10	47.50
02/12/13	Alex R. Velinsky	Attend in person meeting with Debtors and Alden	2.20	1,045.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
02/12/13	Alex R. Velinsky	Emails on committee re: follow up to meeting	0.20	95.00
02/12/13	Robert B. Winning	Meeting and correspondence with Cooley team re: meeting with Debtors and case strategy	1.10	478.50
02/12/13	Robert B. Winning	Attend meeting with Debtors and DIP Lender	1.60	696.00
02/12/13	Cathy Rae Hershcopf	In person meeting with Debtors and Alden and committee telephonically (1.5) and follow up with committee members re: same (.9)	2.40	2,028.00
02/13/13	Robert B. Winning	Call with Duff & Phelps re: case strategy	0.60	261.00
02/13/13	Robert B. Winning	Office conference with Cooley team re: case strategy	0.30	130.50
02/13/13	Cathy Rae Hershcopf	Meeting on discovery and other issues in case	0.80	676.00
02/14/13	Jeffrey L. Cohen	Office conference with Cooley team re: debtor information request revisions	1.20	834.00
02/14/13	Alex R. Velinsky	Conference with C. Hershcopf re: hearing	0.20	95.00
02/14/13	Alex R. Velinsky	Draft detailed email to committee re: 2/14 hearing and next committee meeting	0.70	332.50
02/14/13	Cathy Rae Hershcopf	Call with DP and Winning (.6) re: info request	0.60	507.00
02/15/13	Jeffrey L. Cohen	Discuss scheduling committee meeting with A. Velinsky and agenda of same	0.30	208.50
02/15/13	Alex R. Velinsky	Emails with committee members re: document requests and meeting	0.20	95.00
02/15/13	Alex R. Velinsky	Emails with F. Stevens re: Tuesday meeting	0.10	47.50
02/19/13	Jeffrey L. Cohen	Conference call with the committee re: DIP and case status	1.20	834.00
02/19/13	Alex R. Velinsky	Telephone call with Committee re: various case issues; including Duff & Phelps retention	1.20	570.00
02/19/13	Robert B. Winning	Call with Committee and follow-up conference with Cooley team	1.60	696.00
02/19/13	Cathy Rae Hershcopf	Atari Meeting - Committee call and F/U with D&F thereafter (1.6)	1.60	1,352.00
02/21/13	Jeffrey L. Cohen	Participate on committee conference call re: Alden discussions	1.10	764.50



319072-201
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
02/21/13	Jeffrey L. Cohen	Office conference with C. Hershcopf and A. Velinsky to discuss revisions to possible proposals	1.10	764.50
02/21/13	Alex R. Velinsky	Email to committee re: telephonic meeting	0.20	95.00
02/21/13	Alex R. Velinsky	Telephone call with committee re: settlement proposal issues	0.80	380.00
02/21/13	Robert B. Winning	Office conference with Cooley team re: settlement proposal	0.60	261.00
02/21/13	Robert B. Winning	Call with Committee re: settlement proposal	0.50	217.50
02/28/13	Robert B. Winning	Meeting with J. Cohen re: case status	0.30	130.50
Task Total:			40.70	26,031.50

TRAVEL

02/14/13	Alex R. Velinsky	Travel to/from 2/14 hearing (billed at 1/2 time)	0.30	142.50
Task Total:			0.30	142.50

PREPARATION FOR AND ATTENDANCE AT COURT HEARINGS

02/11/13	Robert B. Winning	Review matters going forward at Thursday's hearing and correspond with parties in interim re: same	1.90	826.50
02/13/13	Alex R. Velinsky	Email with J. Cohen re: 2/14 hearing	0.20	95.00
02/13/13	Alex R. Velinsky	Review pleadings in preparation for 2/14 hearing	0.80	380.00
02/13/13	Alex R. Velinsky	Review emails from debtors re: further revised proposed orders (.2); review revised proposed orders (.2)	0.40	190.00
02/14/13	Jeffrey L. Cohen	Prepare for, travel to and participate in second day hearing	3.50	2,432.50
02/14/13	Alex R. Velinsky	Attend 2/14 hearing	2.30	1,092.50
02/14/13	Robert B. Winning	Prepare materials for second day hearing	0.40	174.00
02/14/13	Cathy Rae Hershcopf	Confer with Velinsky and Cohen re: hearing (.6) and F/U with Committee members re: same (.3)	0.90	760.50



319072-201
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
02/20/13	Cathy Rae Hershcopf	Review February 14 transcript (.7) and follow up with J. Cohen re same	0.90	760.50
Task Total:			11.30	6,711.50

Total Fees **\$186,146.00**

Fee Summary:

<u>Timekeeper</u>	<u>Type</u>	<u>Rate</u>	<u>Hours</u>	<u>Total</u>
Lawrence C. Gottlieb	Partner	995	.80	796.00
Cathy Rae Hershcopf	Partner	845	33.30	28,138.50
Jeffrey L. Cohen	Partner	695	90.00	62,550.00
Alex R. Velinsky	Associate	475	82.00	38,950.00
Robert B. Winning	Associate	435	121.10	52,678.50
David M. Fleischer	Paralegal	315	.20	63.00
Rebecca Goldstein	Paralegal	270	11.00	2,970.00

For costs and disbursements recorded through February 28, 2013 :

Reproduction of Documents 123.60

Total Costs **\$123.60**

Total: **\$186,269.60**



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March 14, 2013

Atari Inc.
 Atari, Inc. Official Committee of Unsecured Creditors
 475 Park Avenue South
 New York, NY 10016

319072-201
Atari Creditors' Committee

Invoice Number: 1276023
 CL 01 62105

REMITTANCE ADVICE

Please include this Remittance Advice with your payment

For current services rendered through 2/28/2013-Invoice No. 1276023:		
Fees	\$	186,146.00
Chargeable costs and disbursements	\$	123.60
Total Due on Current Invoice	\$	186,269.60

Cooley LLP
 101 California Street, 5th floor
 San Francisco, CA 94111-5800

Tax ID# 94-1140085

Payment may be made by wire transfer:
 Bank of America - Main Branch - San Francisco, CA 94104
 Account # 14997-50919 ABA Routing # 026009593 Swift # BOFAUS3N
Reference: Provide Name of Payor and Invoice Number(s)

Invoices are due and payable upon receipt. Any unpaid balance after 30 days may accrue late charges.