

Notices of Objection to Fee Statement Due: April 5, 2013

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*Counsel to the Debtors and Debtors in Possession*

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

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

**FIRST MONTHLY FEE STATEMENT OF AKIN GUMP STRAUSS HAUER & FELD  
LLP FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF  
EXPENSES AS ATTORNEYS TO THE DEBTORS AND DEBTORS IN  
POSSESSION FOR THE PERIOD FROM FEBRUARY 6, 2013  
THROUGH FEBRUARY 28, 2013**

Name of Applicant:	Akin Gump Strauss Hauer & Feld LLP
Date of Retention:	Order entered on March 6, 2013 retaining Akin Gump Strauss Hauer & Feld LLP (“ <i>Akin Gump</i> ”) <i>nunc pro tunc</i> to February 6, 2013 [Docket No. 115]
Period for which compensation and reimbursement is sought:	February 6, 2013 through February 28, 2013 (the “ <i>Fee Period</i> ”)

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

Amount of compensation sought as actual, \$362,270.75  
reasonable and necessary:

Amount of expense reimbursement sought \$1,081.21  
as actual, reasonable and necessary:

This statement is the first monthly fee statement (the “*Fee Statement*”) of Akin Gump, attorneys to the above-captioned debtors and debtors in possession (collectively, the “*Debtors*”), filed pursuant to the *Order Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* [Docket No. 81] (the “*Interim Compensation Order*”). Akin Gump requests payment in accordance with the provisions of the Interim Compensation Order in the amount of (i) \$289,816.60 (80% of \$362,270.75 on account of actual, reasonable and necessary professional services rendered to the Debtors by Akin Gump during the Fee Period) and (ii) \$1,081.21 on account of reimbursement of actual, reasonable and necessary costs and expenses in the incurred by Akin Gump during the Fee Period. Attached as **Exhibit A** hereto is the detailed itemization and description of the services that Akin Gump rendered during the Fee Period. Specifically, with respect to each individual who provided services on the Debtors’ behalf during the Fee Period, Exhibit A (i) identifies the individuals that rendered services in each subject matter, (ii) describes each activity or service that each individual performed, (iii) states the number of hours (in increments of one-tenth of an hour) spent by each individual providing the services, and (iv) provides a summary of expenses by type, as well as a detailed itemization and description of the disbursements made by Akin Gump on the Debtors’ behalf during the Fee Period. Attached as **Exhibit B** hereto is the number of hours (in increments of one-tenth of an hour) spent by each individual providing the services. Attached as **Exhibit C** hereto is the summary of expenses by type.

**Notice**

Akin Gump has provided notice of this Fee Statement to: (i) the Debtors, Atari, Inc., 475 Park Avenue South, 12<sup>th</sup> Floor, New York, New York 10016 (Attn.: Robert A. Mattes, CFO); (ii) counsel to DIP Lender, Bracewell & Giuliani LLP, 1251 Avenue of the Americas, 49<sup>th</sup> Floor, New York, New York 10020 (Attn.: Robert G. Burns, Esq. and Andrew J. Schouder, Esq.); (iii) counsel to the Official Committee of Unsecured Creditors, Cooley LLP, 1114 Avenue of the Americas, New York, New York 10036 (Attn.: Cathy Hershcopf, Esq. and Jeffrey Cohen, Esq.); and (iv) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21<sup>st</sup> Floor, New York, New York 10004 (Attn.: Richard C. Morrissey, Esq.).

WHEREFORE, pursuant to the Interim Compensation Order, Akin Gump requests: (i) payment of compensation in the amount of \$289,816.60 (80% of \$362,270.75 on account of actual, reasonable and necessary professional services rendered to the Debtors by Akin Gump) and (ii) reimbursement of actual, reasonable and necessary costs and expenses in the amount of \$1,081.21.

New York, New York  
Dated: March 21, 2013

AKIN GUMP STRAUSS HAUER & FELD LLP

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*Counsel to the Debtors and Debtors in Possession*

**Exhibit A**



ATARI, INC.  
ATTN: JIM WILSON  
CHIEF EXECUTIVE OFFICER  
417 FIFTH AVENUE  
NEW YORK, NY 10016

Invoice Number 1471168  
Invoice Date 03/20/13  
Client Number 691767  
Matter Number 0001

Re: RESTRUCTURING ADVICE

FOR PROFESSIONAL SERVICES RENDERED THROUGH 02/28/13 :

MATTER SUMMARY OF TIME BILLED BY TASK :

		<u>HOURS</u>	<u>VALUE</u>
0002	General Case Administration	81.90	\$40,700.00
0003	Akin Gump Fee Application/Monthly Billing Reports	0.80	\$282.00
0004	Analysis of Other Professionals Fee Applications/Reports	0.20	\$135.00
0005	Review/Preparation of Schedules, Statements	3.00	\$675.00
0006	Retention of Professionals	96.80	\$44,598.50
0007	341 Meetings/Creditors' Meetings	3.60	\$2,810.00
0008	Court Hearings	39.50	\$22,285.00
0010	DIP, Cash Collateral Usage and Exit Financing	57.00	\$42,052.50
0011	Executory Contracts/License Agreements	2.20	\$1,362.50
0012	General Claims Analysis/Claims Objections	13.10	\$5,273.00
0013	Analysis of Pre-Petition Transactions	0.90	\$787.50
0017	General Adversary Proceedings/Litigation Matters	19.10	\$16,250.00
0018	Tax Issues	7.30	\$5,942.00
0019	Labor Issues/Employee Benefits	51.00	\$31,754.00
0022	Plan/Disclosure Statement/Solicitation and Related Documentation	5.60	\$1,148.00
0023	363 Transactions (other than asset sales)	180.10	\$117,960.50
0024	Sale Transaction/Stock Transaction/Business Liquidations (Including)	7.60	\$4,815.00
0025	Travel Time	5.25	\$4,443.75
0027	General Corporate Matters	6.80	\$5,525.00
0029	Critical Vendor Issues	20.30	\$13,471.50
	TOTAL	<u>602.05</u>	<u>\$362,270.75</u>

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
02/06/13	ISD	0002 Calls and meetings to discuss transition of case.	1.80
02/06/13	SLA	0002 Correspondence re: service issue.	0.50
02/06/13	KGM	0002 Correspondence with co-counsel re case management issues and status update (.5); multiple correspondence with R. Studner and J. Lewis re: same (.7); multiple correspondence with S. Alberino re: case management issues and related matters (.2); review and revise Akin's notice of appearance (0.3).	1.70
02/06/13	JKL	0002 Assemble case calendar (2.0); review THQ first day pleadings (0.9).	2.90
02/07/13	ISD	0002 Calls and meetings to discuss transition of case.	1.80
02/07/13	DKB	0002 Review and organize pleadings for attorneys (1.0); correspondence with R. Studner re: case status (.1).	1.10
02/08/13	ISD	0002 Calls and meetings re: transition of case.	1.80
02/08/13	DKB	0002 Review case docket (.3); review case calendar (.6); update the above (.4); update attorneys outlook calendar (.2); correspondence with K. Manoukian re: status (.1); research additional dates (1.0); review and organize documents for attorneys (1.0).	3.60
02/08/13	RAS	0002 Attention to administrative matters (3.5); attention to letter to Court (1.1); correspondence re same (1.1); pull documents for K. Manoukian (2.3).	8.00
02/08/13	KGM	0002 Correspondence with J. Lewis and R. Studner re: contact list and related case management issues (.6); review and comment on same (.1); circulate same to relevant professionals (.1); correspondence with Committee counsel re: status update and related issues (.1); correspondence with S. Alberino and Committee counsel re: case update and related issues (.5).	1.40
02/11/13	DKB	0002 Review case docket (.3); update case calendar (.7); update outlook calendar (.2); update working group list (.9).	2.10
02/11/13	KGM	0002 Correspondence with R. Studner re: case management related issues (.3); correspondence with S. Alberino, I. Dizengoff and Company re: upcoming hearing, status of case and related matters (1.0); post-call with S. Alberino re: follow-up items (.1); correspondence with D. Krasa-Berstell re: status of case calendar and related issues (.3); correspondence with R. Studner re: same (.1); correspond w/ S. Alberino re: ordinary course professionals motion (.1).	1.90
02/12/13	KGM	0002 Correspondence with R. Studner re: upcoming case management issues/motions (.5); correspondence with team re: service of pleadings and related issues (.2); review and revise conflicts waiver letter and circulate same to S. Alberino (.3).	1.00
02/12/13	JKL	0002 Correspondence with BMC group re: service of pleadings (.4); update call list (.4); review transcripts re: second-day hearings (.2); review second-day form orders (.3).	1.30
02/13/13	DKB	0002 Draft of notice of adjournment (.5); correspondence with K. Manoukian re preparation of document for filing (.1); prepare notice to be filed (.1); effect the above (.2); prepare document for service (.1); forward the above to BMC for service (.2).	1.20
02/13/13	KGM	0002 Correspondence with R. Studner re: case management issues (.2); review and revise insurance order (.2); review and revise cash management order (0.5).	0.90
02/13/13	JKL	0002 Update task list (.4); review second day orders (1.2) (1.1); assemble redline re second day orders (.8); review BMC proof of service (.1).	3.60
02/14/13	DKB	0002 Review case docket (.3); update calendar (.8); prepare form orders for K. Manoukian (.6); review and organize pleadings for attorneys (.5).	2.20
02/15/13	DKB	0002 Correspondence with R. Studner re: revisions to drafted upcoming motion (.2); revise the above (.6); prepare set of entered orders for attorneys (.5); prepare notice of amendment for filing (.1); effect the	2.80

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		above (.2); prepare document for service (.2); forward the above to BMC for service (.1); correspondence with K. Manoukian re: case status (.1); contact transcriber re: transcript of hearing (.2); review and organize documents for attorneys (.6).	
02/15/13	KGM	0002 Draft agenda for call with Company (.2); draft insert for press release to be published by Atari SA (.3); multiple revisions to same (.3); correspondence with S. Alberino re: same (.3); teleconferences with K. Keller re: same (.3); email exchange and correspondence with Perella re: same (.1); circulate same to K. Coleman (.1); correspondence with S. Alberino re: same (.2); review second day orders and circulate same to client and relevant parties (.4); draft email to Committee re: upcoming sublicense renewal payment (.5).	2.70
02/16/13	SLA	0002 Attend to press release issues and provide comments.	1.00
02/16/13	KGM	0002 Review and comment on press release (.3); correspondence with K. Keller re: same (.3); multiple correspondence with Company re: same (.9).	1.50
02/17/13	KGM	0002 Review communications re: Atari SA non-disclosure agreement.	0.40
02/18/13	ISD	0002 Calls and meetings re case status, open issues (1.0).	1.00
02/18/13	KGM	0002 Review draft board materials (.3).	0.30
02/19/13	ISD	0002 Calls and meetings re outstanding issues; open items (.5).	0.50
02/19/13	DKB	0002 Review case docket (.3); review and organize pleadings for attorneys (.6); update case calendar (.8); obtain hearing transcript (.5); correspondence with K. Manoukian re: case status (.1).	2.30
02/20/13	DKB	0002 Review case docket (.3); update calendar (.5); revise and update task list (.8); correspondence with K. Manoukian re above (.1); review and organize pleadings for attorneys (1.0).	2.70
02/21/13	DKB	0002 Review case docket (.3); update case calendar (.6); correspondence with K. Manoukian re revisions to task list (.2); revise the above (.9); review and organize pleadings for attorneys (1.0).	3.00
02/21/13	KGM	0002 Correspondence with S. Alberino re: various case related matters (.7); correspondence with Akin team re: case calendar and related case management matters (.2); correspondence with D. Krasa-Berstell re: revising case calendar and task list (.2) ; conference w/ D. Krasa-Berstell re: case management issues (.3); correspondence with E. Seitz re: case status update and related issues (.4).	1.80
02/22/13	ISD	0002 Calls and meetings re: case status, open issues (.5).	0.50
02/22/13	DKB	0002 Prepare chambers copies of recently filed pleadings (.6); draft letter to chambers re above (.6); prepare proposed orders for court (.3); forward the above to court (.2); review and organize copies for attorneys (.8).	2.50
02/25/13	ISD	0002 Calls and meetings re: case status, open issues (.5).	0.50
02/25/13	DKB	0002 Correspondence with K. Manoukian re: updates to calendar and task list (.1); review and research dates for same (.8); update calendar (.7); update task list (.6); review and organize pleadings for attorneys (1.1).	3.30
02/25/13	KGM	0002 Review and revise case calendar and task list (.3); correspondence with paralegals re: same (.2); follow-up with company re: monthly operating reports (.1); correspondence with P. Sprofera re: case administration and related issues (.2); multiple iterations of calendar and task list and coordinate update to same with D. Krasa-Berstell (.5); review/revise timekeeper memo (.3).	1.60
02/26/13	DKB	0002 Correspondence with K. Manoukian re: updates to calendar and task list (.1); review and research dates for same (1.1); update calendar (.7); update task list (.5); review and organize pleadings for attorneys (.9).	3.30
02/27/13	ISD	0002 Calls and meetings re: open issues.	1.80
02/27/13	DKB	0002 Review case docket (.3); prepare updates for attorneys (.4); update calendar and task list (.5); correspondence with K. Manoukian re: status	2.40



<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		(.1); review and organize documents for attorneys (.7); correspondence with BMC re: updates to notice lists (.4).	
02/27/13	KGM	0002 Correspondence with management re: coordinating status call (.2); arrange same (.1); draft agenda for same (.2); correspondence with Akin team and Perella re: same (.1); follow-up correspondence with K. Keller re: various case related issues (.7).	1.30
02/28/13	ISD	0002 Calls and meetings re outstanding issues (1.0).	1.00
02/28/13	SLA	0002 Calls with Company and advisors re pending issues.	1.00
02/28/13	DKB	0002 Review case docket (.3); update case calendar (.5); update task list (.7); correspondence with K. Manoukian re: status (.1); review and organize pleadings for attorneys (.7).	2.30
02/28/13	KGM	0002 Correspondence and teleconference with management re: various case related issues (1.3); post-call correspondence with S. Alberino re: upcoming matters (.2); correspondence with team re: same (.1).	1.60
02/11/13	KGM	0003 Correspondence with R. Cohen and teleconference re: Akin's retention application.	0.20
02/26/13	TS	0003 Emails with D. Krasa-Berstell and K. Manoukian re: filing and service of notice of hearing re: Akin retention (.1); review docket re: events (.1); prepare and file notice re: Akin retention application (.3); follow-up with BMC re: service of same (.1).	0.60
02/19/13	KGM	0004 Teleconferences with Protiviti re: fee application.	0.20
02/20/13	JAS	0005 Revise Atari's accounts receivables list in schedules.	3.00
02/06/13	PJS	0006 Review and prepare documents re: retention application, declaration and related schedules.	1.10
02/06/13	KGM	0006 Correspondence with R. Studner re: Akin's retention application (.2); coordinate preparation of same (.2).	0.40
02/07/13	PJS	0006 Review and prepare documents re: retention application, declaration and related schedules.	4.10
02/07/13	SLA	0006 Revise letter re: Akin Gump retention.	0.60
02/07/13	DKB	0006 Research retention precedent (.8); correspondence with K. Manoukian re: results of research (.2).	1.00
02/07/13	KGM	0006 Correspondence with J. Lewis and R. Studner re: S. Alberino's pro hac motion and order (.1); review and comment on same (.4).	0.50
02/07/13	KGM	0006 Review and revise letter to Judge Peck re: Akin's retention (.6); correspondence with S. Alberino re: substitution of counsel (.1); correspondence with chambers re: same (.1); research re: substitution of counsel and correspondence with chambers re: same (.4); correspondence with S. Alberino re: letter to Judge Peck (.2); review board resolutions for various debtor entities re: board reconstitutions, corporate organizational chart and first day declaration (.5); revise letter to Judge Peck accordingly (.6); circulate same to Hunton & Williams and Akin Team (.1).	2.60
02/07/13	JKL	0006 Review bankruptcy rules re: substitution of counsel (1.0); review Perella Weinberg retention application (1.1).	2.10
02/08/13	PJS	0006 Prepare documents re: retention application, declaration and related schedules.	3.90
02/08/13	KGM	0006 Review and finalize letter to Judge Peck re: substitution of counsel (.2); coordinate submission of same to chambers and relevant parties (.3); correspondence with S. Alberino re: same (.1).	0.60
02/11/13	PJS	0006 Review and prepare documents re retention application.	5.80
02/11/13	DKB	0006 Research retention precedent for K. Manoukian (1.0); correspondence with attorney re: results of research (.2).	1.20
02/12/13	PJS	0006 Review and prepare documents re retention application, declaration and related schedules.	8.90
02/12/13	KGM	0006 Participate in call with Committee counsel re: Perella retention	1.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		application and related issues (.3); post-call correspondence with S. Alberino re: same (.2); revise Perella retention order (.8); circulate same to Perella and Cooley for review (.2).	
02/13/13	PJS	0006 Review and prepare documents re: Akin's retention application, declaration and related schedules.	9.80
02/13/13	SLA	0006 Attend to Perella retention issues.	0.60
02/13/13	RAS	0006 Draft ordinary course professionals motion.	3.10
02/13/13	KGM	0006 Correspondence with Committee counsel re: Perella retention order (.2); correspondence with S. Alberino and G. Davis re: retention order for Protiviti (.1); review and revise the same based on UST's comments (.4); correspondence with G. Davis re: UST's comments to retention order and hearing related matters (.3) correspondence with UST re: comments to Perella retention order (.3); review and make multiple revisions to same based on comments to UST and Perella (.5); correspondence with Perella re: same (.3); correspondence with UST re: Protiviti retention order and related issues (.2); correspondence with client re: ordinary course professionals motion (.3); revise same (.2); correspondence with S. Alberino re: preparing same (.1); correspondence with R. Studner re: same (.1).	3.00
02/14/13	ISD	0006 Meetings with Akin team re: committee advisor issues (1.0).	1.00
02/14/13	SLA	0006 Attend to committee advisor issues.	0.30
02/14/13	RAS	0006 Draft conflicts waiver letter (2.1).	2.10
02/15/13	ISD	0006 Meetings w/Akin team re: committee advisor issues and related matters (0.5).	0.50
02/15/13	KGM	0006 Review and revise ordinary course professionals motion (2.5); correspondence with R. Studner re same (.2); circulate same for comments to UST, Committee and DIP lender (.2); correspondence with S. Alberino re: same (.1); correspondence with K. Keller re: same (.3); circulate same to K. Keller with email re: filing deadlines and related issues (.1); correspondence with chambers re: wages order (.2).	3.60
02/17/13	KGM	0006 Correspondence with C. Herschopf re: ordinary course professionals motion.	0.20
02/18/13	KGM	0006 Correspondence with K. Keller and Committee counsel re: ordinary course professionals motion (.4); post-call with K. Keller re: same (.3); prepare schedule for same and correspondence with K. Keller re: same (.3); correspondence with C. Herschopf re: Committee comments to ordinary course professionals motion (.2); review and revise Akin's retention application (2.0); correspondence with R. Studner re: notices for ordinary course professionals motion and Akin retention (.1); correspondence with R. Studner re: Akin retention application (.2); correspondence with B. Burns re: Duff & Phelps retention (.1); correspondence with S. Alberino re: same (.1); correspondence with J. Cohen re: same (.1).	3.80
02/19/13	SLA	0006 Attend to committee advisor issues.	0.30
02/19/13	DKB	0006 Draft notice re Akin Gump retention application (.5); revise the above in accordance with attorney's instructions (.1); correspondence with K. Manoukian re status (.1).	0.70
02/19/13	RAS	0006 Research re: objection deadlines and local rules for Akin's retention application.	2.20
02/19/13	KGM	0006 Correspondence with C. Herschopf re: ordinary course professionals motion (.1); correspondence with K. Keller re: same (.1); correspondence with J. Cohen re: Duff & Phelps retention (.1); review and revise Akin retention application (2.1); correspondence with R. Studner re: notices of ordinary course professionals motion and Akin retention application (.2); review order establishing notice procedures in	3.40

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		connection with same (.2); revise ordinary course professionals motion (.2); correspondence with K. Keller re: Committee's follow-up questions re: same (.2); draft detailed email to Committee counsel re: same (.2).	
02/19/13	JAS	0006 Draft notice of ordinary course professional motion (1.4); revise same (.7).	2.10
02/20/13	PJS	0006 Review and prepare documents re: Akin's retention application, declaration and related schedules.	3.30
02/20/13	SLA	0006 Review and comment on Akin Gump retention application.	1.00
02/20/13	DKB	0006 Correspondence with K. Manoukian re: filing of ordinary course professionals motion (.1); revise the above in accordance with attorney's instructions (.6); research notice parties (.2); revise notice (.4); correspondence with attorney re: status (.1); revise Akin Gump retention application in accordance with attorney's instructions (.6); update motion to shorten notice (.4).	2.40
02/20/13	KGM	0006 Correspondence with K. Keller re: revisions to ordinary course professionals motion (.2); review/revise same (.2); correspondence with C. Herschcopf re: same (.2); correspondence with R. Studner re: incentive plan motion (.2); review board materials re: same (.3); revise Akin's retention application and circulate same to Company (.2); review and finalize ordinary course professionals notice and motion for filing (1.2); review and finalize Akin's retention application (.6); review and revise incentive motion (2.5).	5.60
02/21/13	DKB	0006 Correspondence with K. Manoukian re filing of Akin's retention application (.1); revise the above (.2); review and revise motion to shorten notice re: same (.5); prepare the documents to be filed (.2); effect the above (.3); prepare documents for service (.2); forward same to BMC for service (.1).	1.60
02/21/13	RAS	0006 Draft motion to shorten notice re: Akin's retention application (3.2); finalize same for filing (1.4); correspondence with co-counsel re same (0.4).	5.00
02/21/13	KGM	0006 Review, revise, finalize Akin's retention application (.3); correspondence with R. Studner re: motion to shorten and notice for same (.2); correspondence with S. Alberino re: status of same (.1); teleconference and correspondence with K. Keller re: additional ordinary course professionals issue (.3); follow-up with UST re: comments to Akin retention application (.1); email A. Schouder re: same (.1); follow-up email exchange with K. Keller re: additional ordinary course professionals issues (.1); correspondence with C. Herschcopf re: same (.1); correspondence with UST re: same (.1); correspondence with A. Shane re: same (.1); review and revise motion to shorten notice re: Akin's retention application (1.3); coordinate with D. Krasa-Berstell and R. Studner filing of Akin retention application and related motion to shorten (.3); correspondence with R. Studner re: notices for same (.2); review and revise notice of amendment of ordinary course professionals motion (.3); review, revise and finalize Akin retention application and motion to shorten (.3), ordinary course professionals amendment notice and related matters in preparation for filing (.2).	4.10
02/21/13	JAS	0006 Revise retention notice for Akin Gump (0.3); research precedents for notice requirements (0.9).	1.20
02/26/13	DKB	0006 Review order shortening notice re: Akin retention application (.2); update notice for same (.5); correspondence with K. Manoukian re: status of same (.1); prepare documents for filing and service (.2); correspondence with T. Southwell re: filing same (.1); work on service logistics with BMC (.2).	1.30
02/26/13	KGM	0006 Review/revise notice re: Akin retention application.	0.30

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
02/11/13	KGM	0007 Review correspondence with DIP lender's and Committee counsel re: all-hands meeting and related issues.	0.20
02/11/13	KGM	0007 Draft email to DIP lender and Committee re: in-person meeting and coordinate same with R. Cohen (.3); coordinate in-person meeting between key constituents and respond to emails re: same (.3); correspondence with S. Alberino re: in-person meeting, agenda for same (.2); correspondence with various attendees re: same (.2).	1.00
02/12/13	SLA	0007 Prepare for and attend meeting with Committee.	1.60
02/15/13	SLA	0007 Attend to committee advisor issues.	0.30
02/20/13	KGM	0007 Correspondence with S. Alberino re: Committee call (.5).	0.50
02/11/13	DKB	0008 Correspondence with R. Studner re: preparation for hearing (.2); review case docket (.5); draft hearing agenda (.8); correspondence with attorney re: above (.1); organize hearing materials (1.0); prepare hearing notebooks for judge and attorneys (2.8).	5.40
02/11/13	KGM	0008 Correspondence with chambers re: hearing dates (.1); correspondence with S. Alberino re: same (.2); email client re: adjourning DIP hearing (.1); review correspondence between S. Alberino and Committee counsel re: same and related issues (.1); review correspondence between S. Alberino and DIP lender's counsel re: same and related issues (.1); correspondence with R. Cohen re: adjournment of hearings and related issues (.2); correspondence with R. Studner re: hearing agenda and review preliminary draft of same (.2).	1.00
02/11/13	KGM	0008 Correspondence with Committee counsel re: various second day motions (.4).	0.40
02/12/13	DKB	0008 Revise hearing agenda (.6); prepare document for filing (.1); effect the above (.2); prepare document for service (.2); forward documents for service to BMC (.1); correspondence with attorney re: status (.1); update hearing notebooks (1.5).	2.80
02/12/13	KGM	0008 Correspondence with R. Studner re: hearing prep (.5); participate in hearing prep discussions with S. Alberino (.5); revise hearing agenda (.3); review and sign-off on hearing binders (.4).	1.70
02/13/13	ISD	0008 Meetings with Akin team re: 2nd day hearing and related issues (1.6).	1.60
02/13/13	SLA	0008 Negotiate changes to second day orders.	1.00
02/13/13	SLA	0008 Prepare for first day hearing.	1.40
02/13/13	DKB	0008 Review and update hearing notebooks (1.0); forward the above to court (.2); review and organize additional hearing materials (.5); prepare sets of finalized proposed orders for attorneys (1.2); prepare additional materials for hearing (.6).	3.50
02/13/13	RAS	0008 Prepare hearing binders (2.0); correspondence re same (0.3).	2.30
02/13/13	KGM	0008 Review binders and related materials in preparation for hearing (.2); coordinate with R. Studner re: finalizing orders and related matters for the hearing (.2); prepare for hearing (1.9); review and comment on notice of adjournment (.1); correspondence with I. Dizengoff re: hearing (.2); review final hearing binders for chambers (.3); correspondence with client re: hearing prep (.2); review first and second day pleadings going forward at 2/14 hearing and prepare for same (2.3); discussion various issues in advance of hearing with UST (.3); discuss same with client (.5); participate in hearing (1.0).	7.20
02/13/13	KGM	0008 Review and finalize all second day orders (.5); circulate same to UST and other key stakeholders (.2).	0.70
02/13/13	JKL	0008 Correspondence with court call re upcoming hearing.	0.20
02/14/13	RAS	0008 Draft notes on board composition for hearing (1.0).	1.00
02/14/13	KGM	0008 Prepare for second-day hearing (6.0); discuss various issues in advance of hearing with UST (.3); discuss same with client (.5); participate in	9.30

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		hearing (1.0); post-hearing follow-up with R. Studner (.3); finalize various second-day orders and submit same for entry to the Court (1.0); correspondence with S. Alberino re: hearing update and related issues (.2).	
02/06/13	SLA	0010 Calls with Alden counsel re: DIP issues (0.3); review DIP budget and collateral analysis (1.2).	1.50
02/07/13	SLA	0010 Correspondence with co-counsel re financing issues (0.3); prepare for same (0.2).	0.50
02/08/13	SLA	0010 Correspondence with Akin Gump team re: financing issues.	0.90
02/11/13	BK	0010 Attention to DIP term sheet and credit agreement.	1.50
02/15/13	ISD	0010 Calls and meetings w/Akin team re: financing issues (0.5).	0.50
02/15/13	SLA	0010 Correspondence with Akin Gump team re: financing issues.	0.60
02/16/13	KGM	0010 Review DIP budget.	0.30
02/17/13	KGM	0010 Review correspondence re: DIP budget.	0.20
02/18/13	SLA	0010 Calls and correspondence re: budget and financing issues.	0.50
02/18/13	KGM	0010 Review DIP budget and correspondence re: same (.4); correspondence with R. Mattes re: revisions to same (.3); correspondence with S. Alberino re: same (.2); draft email to Committee and Alden re: same (.2); correspondence with Committee re: DIP budget (.2).	1.30
02/21/13	MR	0010 Review DIP Agreement (3.0); provide comments thereto (0.5).	3.50
02/21/13	KGM	0010 Correspondence with J. Cohen re: DIP order (.2); draft final DIP order (4.5); correspondence with S. Alberino and J. Cohen re: DIP issues (.5).	5.20
02/22/13	SLA	0010 Review and comment on DIP presentation.	1.00
02/22/13	MR	0010 Review DIP Agreement (1.0); provide comments thereto (2.7).	3.70
02/22/13	KGM	0010 Draft final DIP order (4.9); correspondence with Bracewell re: DIP and related issues (.7).	5.60
02/23/13	BK	0010 Review DIP credit agreement.	1.00
02/23/13	MR	0010 Review markup of DIP Agreement per comments from K. Manoukian	0.70
02/23/13	KGM	0010 Draft final DIP order (3.0); correspondence with M. Ru re: credit agreement (.3); review and comments on same (.6).	3.90
02/25/13	ISD	0010 Calls and meetings re: financing issues (1.3).	1.30
02/25/13	SLA	0010 Review financing order markup (1.0), review credit agreement markup (1.1), call with Company re: same (0.5).	2.60
02/25/13	MR	0010 Correspondence with company and Protiviti re DIP Agreement (0.5); revise same (1.3).	1.80
02/25/13	KGM	0010 Correspondence with S. Alberino re: final DIP order (.2); review and revise same (.2) and circulate same to DIP lender (.1); coordinate call with Company re: DIP credit agreement (.2); participate in call with Company re: DIP credit agreement (1.0); review/revise final DIP order and circulate same to Company (.2).	1.90
02/26/13	ISD	0010 Calls and meetings re financing issues (1.0).	1.00
02/26/13	SLA	0010 Review financing order markups from Committee and DIP Lenders (1.0), review credit agreement markup (1.1), call with Company re same (0.5).	2.60
02/26/13	MR	0010 Revise markup of DIP Agreement (1.7); correspondence with K. Manoukian re: same (0.1).	1.80
02/26/13	KGM	0010 Correspondence with Akin team re: DIP credit agreement (.2); correspondence with Company re: DIP Order (.1); review DIP lenders' and Committee's comments to same (1.3); correspondence with R. Mattes and G. Davis re: same and related issues (.3); correspondence with Bracewell re: comments same (.5); post-call correspondence with S. Alberino re: same (.3); revise final DIP order based on same (.8); circulate same to DIP Lender and Committee counsel (.1); draft email to DIP Lender re: certain issues re: same (.1); correspondence with Committee counsel re: DIP budget (.1); correspondence with email S.	4.00

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		Alberino re: same and related issues (.1); correspondence with R. Mattes re: same (.1).	
02/27/13	SLA	0010 Calls with advisors re: DIP budget issue.	0.40
02/27/13	SLA	0010 Negotiate credit agreement and order.	0.50
02/27/13	KGM	0010 Correspondence with J. Scherer and S. Alberino re: DIP budget and related issues (.3); follow-up correspondence re: same (.1); correspondence with G. Davis re: same (.2); correspondence with management re: same (.1); correspondence with R. Meng re: same (.2); correspondence with Bracewell re: Committee objection (.8).	1.70
02/28/13	MR	0010 Correspondence with K. Manoukian re: DIP (1.0); review revised DIP agreement and prepare an issues list (2.0).	3.00
02/28/13	ECS	0010 Review Committee's limited objection to final DIP.	0.30
02/28/13	KGM	0010 Review correspondence between Akin and DIP lender re: revisions to DIP Credit Agreement (.2).	0.20
02/28/13	KGM	0010 Correspondence with Bracewell re: DIP issues, and related matters (.7); draft email to Committee re: DIP budget (.2); correspondence with A. Schouler re: Committee DIP objection and related issues (.5); email exchange re same (.1).	1.50
02/08/13	KGM	0011 Correspondence with S. Alberino and R. Studner re: research re: executory contracts and licensing agreements (.3); correspondence with R. Studner re: same and related issues (.4).	0.70
02/11/13	KGM	0011 Correspondence with R. Cohen re: assumption/rejection of license agreements.	0.20
02/21/13	KGM	0011 Correspondence with S. Alberino re: assumption/rejection issues (.2); correspondence with R. Studner re: same (.2).	0.40
02/27/13	ECS	0011 Correspondence with K. Manoukian, J. Sharp regarding assumption/rejection of license agreements (0.4); review memorandum regarding same (0.3).	0.70
02/27/13	KGM	0011 Correspondence with CIT Finance re: equipment lease issue.	0.20
02/12/13	DKB	0012 Correspondence with R. Studner re: bar date precedent research (.2); research the above (1.5); draft bar date motion (4.6).	6.30
02/13/13	DKB	0012 Correspondence with R. Studner re revisions to bar date motion (.2); revise the above (.9).	1.10
02/13/13	RAS	0012 Draft bar date motion.	4.70
02/28/13	SLA	0012 Negotiate credit agreement and order.	1.00
02/12/13	SLA	0013 Calls and correspondence re parent information request issues.	0.90
02/06/13	SLA	0017 Review financing order.	1.00
02/14/13	SLA	0017 Correspondence re Committee information request issues.	0.90
02/15/13	SLA	0017 Calls and correspondence re: Committee information request issues.	0.70
02/18/13	SLA	0017 Calls and correspondence re: Committee information request issues.	0.80
02/18/13	KGM	0017 Correspondence with Company and S. Alberino re: Committee info request (.2); correspondence with R. Mattes re: same (.7); draft email to S. Alberino and K. Keller re: same (.1).	1.00
02/19/13	SLA	0017 Calls and correspondence re Committee information request issues.	0.70
02/19/13	KGM	0017 Correspondence with R. Mattes, K. Keller and G. Davis re: Committee diligence request (1.2); email Committee counsel re: diligence items and related issues (.2); draft update email to S. Alberino re: same (.1). correspondence w/K Keller re: UCC diligence request (.2)	1.70
02/20/13	SLA	0017 Calls re: Committee information request issues (0.9); calls and correspondence re: settlement issues (0.8).	1.70
02/20/13	KGM	0017 Teleconferences with K. Keller re: Committee diligence request (.2); correspondence with S. Alberino, J. Cohen and K. Herschcopf re: Committee diligence request list and other case related matters (.9); correspondence with K. Keller re: same (.2).	1.30
02/21/13	ISD	0017 Calls and meetings re: settlement, intercreditor issues.	1.80

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
02/21/13	SLA	0017 Correspondence re: Committee information request issues (0.8); correspondence re: settlement issues (0.5), reviewing Intercreditor issues (0.9).	2.20
02/21/13	KGM	0017 Correspondence with R. Mattes re: Committee diligence request and related issues (.7).	0.70
02/22/13	ISD	0017 Calls and meetings re: intercreditor issues (.7) and settlement issues (.6).	1.30
02/22/13	SLA	0017 Calls and correspondence re: Committee information request issues (0.8); calls and correspondence re: settlement issues (0.5); review Intercreditor issues (0.9).	2.20
02/23/13	KGM	0017 Correspondence with R. Matters re: Committee diligence items (.2); review and comments on same (.4).	0.60
02/25/13	KGM	0017 Correspondence with K. Keller re: certain corporate matters (.1); correspondence with corporate team re: same (.2). Correspondence with R. Mattes re: outstanding Committee diligence request (.2); correspondence with Committee counsel re: same (.1); follow-up with Company re: same (.1).	0.40
02/28/13	KGM	0017 Draft email to K. Coleman re: Committee info request (.1).	0.10
02/11/13	HBJ	0018 Review first day affidavit and draft asset purchase agreement in connection with tax issues (0.9); discuss with S. Naegel and A. Hall (0.2).	1.10
02/11/13	ISD	0018 Calls and meetings re: sale process (1.0) and severance/benefits issues (.8).	1.80
02/11/13	SLN	0018 Review first day declarations (0.4) and asset purchase agreement in connection w/ tax analysis (1.0).	1.40
02/12/13	HBJ	0018 Review materials re tax issues and structure.	0.40
02/13/13	HBJ	0018 Research re net operating losses (0.9); correspondence with I. Dizengoff and W. Glass re same (0.2).	1.10
02/13/13	ISD	0018 Calls and meetings with Akin team re: NOL issues (0.2).	0.20
02/14/13	HBJ	0018 Prepare for (0.1) and participate in (0.6) tax call re net operating losses.	0.70
02/25/13	BES	0019 Correspondence with A. Lilling re: welfare benefits.	0.30
02/27/13	SLN	0018 Review comments to asset purchase agreement w/r/t tax issues.	0.30
02/06/13	ASL	0019 Attention to health plan issues (1.9); correspondence with D. Fisher re: same (0.1).	2.00
02/06/13	KGM	0019 Review wages motion with S. Alberino.	0.50
02/07/13	SLA	0019 Calls with Akin Gump team re benefits issues.	0.60
02/07/13	ASL	0019 Attention to health plan issues.	1.50
02/07/13	KGM	0019 Research re: incentive plans and circulate sample pleadings to S. Alberino (.2); review correspondence between company and S. Alberino re: same (.1).	0.30
02/08/13	SLA	0019 Correspondence with Akin Gump team re: benefits issues (.6). calls re: severance issues (.8).	1.40
02/08/13	KGM	0019 Correspondence with S. Alberino re: incentive plans and related issues (.2); correspondence with R. Studner re: same (.1); review relevant materials for incentive plan in preparation for call with client including prior incentive plans implemented in district (1.4); participate in call with client re: Incentive plan and severance plan (1.0); correspondence with S. Alberino and R. Studner re: same (.2).	2.90
02/11/13	SLA	0019 Correspondence re severance and benefit issues.	0.70
02/11/13	ASL	0019 Review employee benefit plan documents.	0.50
02/11/13	KGM	0019 Review proposal for incentive and severance plans (.1); correspondence with S. Alberino and client re: same (.2); draft email to Perella re: analysis of same and related issues (.2); correspondence with A. Verost re: severance and incentive plan and related issues (.5).	1.00
02/12/13	SLA	0019 Calls re benefit issues.	0.60
02/13/13	SLA	0019 Attend to severance and incentive issues.	0.90

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
02/13/13	KGM	0019 Correspondence with UST re: revisions to the wages order (.2); correspondence with S. Alberino re: same (.3); revise same (.2).	0.70
02/14/13	SLA	0019 Calls re severance issues.	1.60
02/14/13	ASL	0019 Correspondence with S. Alberino re labor issues (.3); Voluntary Employee Benefits Association research (.3).	0.60
02/15/13	BES	0019 Review of issues related to welfare plans.	0.80
02/15/13	SLA	0019 Correspondence with co-counsel re benefits issues (0.6); severance issues (0.8).	1.40
02/15/13	ASL	0019 Correspondence with client re: healthcare (.5); follow up call re: healthcare with company (.3).	0.80
02/18/13	RAS	0019 Draft incentive plan motion.	6.60
02/19/13	ISD	0019 Calls with Co. re severance (0.3).	0.30
02/19/13	BES	0019 Correspondence with A. Lilling re welfare benefits.	0.30
02/19/13	SLA	0019 Calls re severance issues (0.6).	0.60
02/19/13	ASL	0019 Prepare for Voluntary Employee Benefits Association medical call (.5); correspondence re same (.3).	0.80
02/19/13	RAS	0019 Draft incentive motion.	3.90
02/20/13	RAS	0019 Draft incentive plan motion.	4.30
02/20/13	JKL	0019 Cite check incentive motion.	1.70
02/21/13	ECS	0019 Conference with K. Manoukian regarding incentive motion (0.7); review documents related to same (0.2).	0.90
02/21/13	KGM	0019 Correspondence with E. Seitz re: incentive plans and related issues.	0.70
02/22/13	ASL	0019 Call with PricewaterhouseCoopers re: COBRA issues.	0.20
02/22/13	RAS	0019 Draft motion to shorten notice for incentive motion.	1.10
02/25/13	ECS	0019 Draft incentive motion.	2.70
02/25/13	ASL	0019 Correspondence with company re: health plans.	0.10
02/26/13	ECS	0019 Draft incentive motion and proposed order (1.9); research regarding same (0.2).	2.10
02/27/13	SLA	0019 Attend to severance issues.	0.50
02/27/13	ECS	0019 Draft incentive motion and proposed order (3.9); correspondence with K. Manoukian regarding same (0.2).	4.10
02/27/13	KGM	0019 Correspondence with G. Davis re: incentive/severance issues.	0.80
02/28/13	SLA	0019 Attend to severance issues.	0.50
02/08/13	JKL	0022 Assemble task list (1.2); file notice of appearance and motion for pro hac vice (0.9); research precedents for asset purchase agreements disclosure schedules (1.0); update case calendar (0.9); correspondence with BMC group re service (0.1); research precedents for incentive motion (1.2); update contact list (0.3).	5.60
02/06/13	SLA	0023 Meeting with Company re sale process and related issues (2.8); correspondence with co-counsel regarding same (0.5).	3.30
02/06/13	DIF	0023 Review corporate documents (1.5); draft non-disclosure agreement (1.6).	3.10
02/06/13	AMH	0023 Correspondence with co-counsel re: Atari sale process, background and key assets (0.3); review precedent asset purchase agreements (1.0).	1.30
02/07/13	SLA	0023 Review intellectual property and sale process issues.	1.30
02/07/13	SLA	0023 Attend to non-disclosure agreement revisions (0.4); meeting with stakeholders re: sale process (1.0).	1.40
02/07/13	DCV	0023 Analyze materials relating to intellectual property.	4.80
02/07/13	DIF	0023 Draft asset purchase agreements (1.4) and Non-disclosure agreements (1.3).	2.70
02/07/13	AMH	0023 Review and analyze diligence documents (3.1); draft asset purchase agreement (5.2); correspondence with D. Fisher re: same (0.9).	9.20
02/08/13	SLA	0023 Meetings re sale process (1.2); review intellectual property sale issues (.9); attend to non-disclosure agreement issues (.5).	2.60
02/08/13	DCV	0023 Analyze materials relating to intellectual property (2.3); analyze draft asset purchase agreements (2.2).	4.50



<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
02/08/13	AMH	0023 Draft and revise asset purchase agreement (6.9); prepare for and participate in conference call with Perella Weinberg re: key assets and anticipated sale process (1.6); correspondence with D. Fisher re: same (0.2); correspondence with D. Vondle re: intellectual property issues (0.1).	8.80
02/09/13	DIF	0023 Review draft asset purchase agreement.	1.80
02/09/13	AMH	0023 Draft and revise asset purchase agreement.	5.60
02/10/13	DIF	0023 Review draft asset purchase agreement.	1.40
02/10/13	AMH	0023 Edit and revise asset purchase agreement.	2.60
02/11/13	SLA	0023 Attend sale process meeting (1.0); attend to non-disclosure agreement issues (0.5).	1.50
02/11/13	SLA	0023 Attend to committee issues.	0.30
02/11/13	DCV	0023 Analyze materials relating to intellectual property issues.	3.80
02/11/13	DIF	0023 Attend to data room issues (1.0); negotiate non-disclosure agreements and related issues (0.5).	1.50
02/11/13	AMH	0023 Correspondence with S. Naegel re: tax issues for asset purchase agreement (0.3); prepare for and participate in conference calls re: Project Asteroid dataroom (2.0).	2.30
02/11/13	KGM	0023 Correspondence with Perella and Company re: data room.	0.30
02/12/13	ISD	0023 Calls and meetings regarding sale process and related issues.	1.80
02/12/13	SLA	0023 Attend to sale process issues (0.8); attend to non-disclosure agreement issues (0.5).	1.30
02/12/13	DIF	0023 Work on non-disclosure agreements (2.0), asset purchase agreements (1.3); correspondence with company and Perella re: same (0.4).	3.70
02/12/13	RAS	0023 Draft memo re: intellectual property and 363 sale issues (5.6); research re: same (5.0).	10.60
02/12/13	AMH	0023 Prepare for and participate in conference call re: dataroom and intellectual property issues/disclosure.	1.40
02/12/13	KGM	0023 Prepare for meeting with key constituents (1.3); participate in same (1.3); participate in post-meeting discussions with Company (.5).	3.10
02/12/13	KGM	0023 Correspondence with S. Alberino and K. Keller re: intellectual property assets and data room (.5); coordinate call with Debtors' professionals re: same (.1).	0.60
02/13/13	DIF	0023 Draft non-disclosure agreements (3.0); diligence related thereto (0.2).	3.20
02/13/13	AMH	0023 Correspondence with R. Studner and S. Alberino re: Perella dataroom and disclosures (0.4); attention to email and phone calls re: same (1.0).	1.40
02/14/13	ISD	0023 Calls and meetings re asset sale (0.8).	0.80
02/14/13	DIF	0023 Attention to non-disclosure agreements.	2.80
02/14/13	RAS	0023 Draft memo re: intellectual property assumption issues in connection w/ sale process.	5.90
02/14/13	JKL	0023 Review and pull cases re: rejection of license agreements.	0.70
02/15/13	ISD	0023 Calls and meetings re: asset sale (.8).	0.80
02/15/13	SLA	0023 Meetings re: sale process (1.3); attend to non-disclosure agreement issues (0.5).	1.80
02/15/13	DIF	0023 Review and comment on non-disclosure agreements.	2.20
02/15/13	AMH	0023 Edit and revise strategic buyer non-disclosure agreement (1.7); correspondence with D. Fisher re: same (0.1).	1.80
02/16/13	DIF	0023 Review and comment on non-disclosure agreements.	0.40
02/16/13	KGM	0023 Correspondence with K. Keller and R. Studner re: interactive materials for data room.	0.20
02/17/13	SLA	0023 Attend to parent non-disclosure agreement issues (0.8), parent press release issues (0.8).	1.60
02/17/13	DIF	0023 Review and comment on non-disclosure agreements.	0.60
02/18/13	ISD	0023 Calls/meetings re: sale process and related issues (0.8).	0.80
02/18/13	SLA	0023 Calls and correspondence re: sale issues (0.5); review and comment on	1.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		board deck (1.0).	
02/18/13	DIF	0023 Review and comment on non-disclosure agreements.	1.20
02/18/13	KGM	0023 Email company interactive materials for data room.	0.10
02/19/13	DIF	0023 Review and comment on multiple non-disclosure agreements.	1.20
02/19/13	KGM	0023 Review revised Atari SA non-disclosure agreement and email S. Alberino re: same (.2); further correspondence with S. Alberino re: revisions to same (.3); email K. Coleman re: same (.2).	0.70
02/20/13	ISD	0023 Calls re sales issues (0.8); correspondence with S. Alberino re same (1.0).	1.80
02/20/13	SLA	0023 Confer with I. Dizengoff re: sales issues.	1.00
02/20/13	DIF	0023 Review and comment on non-disclosure agreements (2.0); correspondence with co-counsel re: same (0.3).	2.30
02/20/13	AMH	0023 Edit and revise non-disclosure agreement (1.0); respond to inquiry re: status of Delaware subs (.7).	1.70
02/20/13	KGM	0023 Correspondence with Perella re: data room.	0.10
02/21/13	SLA	0023 Correspondence re: sale issues.	0.50
02/21/13	DCL	0023 Conduct copyright ownership investigation for Atari game titles in connection w/ sale.	3.80
02/21/13	DCV	0023 Analyze materials relating to intellectual property in connection w/ sale.	5.60
02/21/13	DIF	0023 Review non-disclosure agreements.	2.20
02/21/13	AMH	0023 Edit and revise non-disclosure agreement (1.0); respond to inquiry re: status of Delaware subs (0.2); correspondence with P. Gunn re: same (0.2).	1.40
02/21/13	KGM	0023 Correspondence with K. Keller (.1) and D. Vondle (.1) re: intellectual property issues in connection with data room.	0.20
02/22/13	SLA	0023 Calls and correspondence re: sale issues.	0.50
02/22/13	DCV	0023 Analyze materials relating to intellectual property issues with regard to sale process.	3.10
02/22/13	DIF	0023 Review non-disclosure agreements (2.4); attention to data room issues (1.0).	3.40
02/22/13	AMH	0023 Review intellectual property summaries for dataroom (0.9); correspondence with D. Fisher and D. Vondle re: same (0.5); draft data room disclaimer language (0.5).	1.90
02/23/13	DIF	0023 Review non-disclosure agreements.	0.40
02/24/13	DIF	0023 Review non-disclosure agreements.	0.70
02/25/13	DIF	0023 Review non-disclosure agreements (2.1); attention to asset purchase agreements issues (1.0).	3.10
02/25/13	AMH	0023 Edit and revise asset purchase agreements.	4.20
02/26/13	ISD	0023 Calls and meetings re sale issues (.8).	0.80
02/26/13	SLA	0023 Reviewing draft asset purchase agreements and process letter (1.5); calls and correspondence re sale issues (0.5).	2.00
02/26/13	DIF	0023 Calls and work on process letter and non-disclosure agreements (2.0); attention to sale issues (0.3).	2.30
02/26/13	AMH	0023 Correspondence with M. Ru re: ownership of Debtor entities (0.2); prepare for and participate in conference call with Perella re: sale process letter (1.1); edit and revise same (1.2); correspondence with K. Eide re: parallel plan/auction process (0.2).	2.70
02/26/13	KGM	0023 Correspondence with D. Fisher, S. Alberino and Perella team re: sale process letter.	0.30
02/27/13	DCV	0023 Analyze materials relating to intellectual property license agreements w/r/t sale process.	4.10
02/27/13	DIF	0023 Work on process letter and non-disclosure agreements.	1.30
02/27/13	KGM	0023 Correspondence with co-counsel re: research on certain intellectual property sale-related issues (.3); research re: same (.7).	1.00
02/27/13	JSS	0023 Research regarding intellectual property licensee's rights in bankruptcy	2.60

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		(1.5); draft analysis of same (1.1).	
02/28/13	ISD	0023	0.80
02/28/13	SLA	0023	0.50
02/28/13	DCV	0023	1.80
		Research relating to intellectual property agreements in connection with sale.	
02/28/13	ECS	0023	1.20
02/28/13	DIF	0023	1.70
		Draft email to client regarding treatment of licenses in bankruptcy.	
		Review non-disclosure agreements (1.0); attention to outstanding subs issues (0.7).	
02/28/13	AMH	0023	2.00
02/28/13	KGM	0023	0.80
		Prepare for conference call with A. Verost re: designation of lots (2.0). Correspondence with A. Verost and K. Keller re: sale process and related issues.	
02/12/13	DCV	0024	4.20
		Analyze materials relating to intellectual property issues (3.5); attend telephone conference regarding same (0.7).	
02/15/13	KGM	0024	0.70
		Correspondence with Company re: inventory sales issue (.5); correspondence with S. Alberino re: same (.1); email Committee re: same (.1).	
02/17/13	KGM	0024	0.20
		Correspondence with company re: call with Committee re: sale of inventory.	
02/18/13	KGM	0024	0.30
		Correspondence with Company re: call with Committee re: inventory sales (.2); correspondence with Committee re: same (.1).	
02/19/13	KGM	0024	0.80
		Precall with R. Mattes and G. Davis re: inventory sales (.3); correspondence with Committee counsel re: same (.3); correspondence with DIP Lender's counsel re: same (.1); coordinate same with company (.1).	
02/20/13	KGM	0024	0.50
02/21/13	KGM	0024	0.50
		Correspondence with Bracewell re: inventory sales. Correspondence with G. Davis re: inventory sales (.1); review correspondence from Company re: same (.3); distribute relevant materials to Committee and DIP Lender (.1).	
02/28/13	KGM	0024	0.40
		Correspondence with client re sale of certain equipment (.2); correspondence with A. Schouder re same (.1); correspondence with J. Cohen re same (.1).	
02/06/13	SLA	0025	1.50
02/07/13	SLA	0025	1.50
02/12/13	SLA	0025	1.50
02/14/13	KGM	0025	0.75
02/08/13	DIF	0027	3.50
		Travel to New York for meetings. (Actual time - 3.0) Return travel to DC. (Actual time - 3.0) Travel to New York; return travel to DC. (Actual time - 3.0) Travel to and from hearing. (Actual time - 1.5) Draft Non-disclosure agreements (1.3); draft asset purchase agreements (1.3); review documents re same (0.9).	
02/19/13	ISD	0027	1.00
02/19/13	SLA	0027	1.00
02/19/13	KGM	0027	0.50
		Prep for and attend board meeting (1.0). Prepare for and attend board meeting (1.0). Email Perella re: precall for Board meeting (.1); precall with Perella and Akin re: Board meeting (.4).	
02/21/13	KGM	0027	0.10
02/25/13	KGM	0027	0.30
		Correspondence with A. Hall re: certain corporate issues (.1). Correspondence with K. Keller re: certain corporate matters (.1); correspondence with corporate team re: same (.2).	
02/28/13	AMH	0027	0.20
		Correspondence with P. Gunn and K. Manoukian re: status of GameNation entities (0.2).	
02/28/13	KGM	0027	0.20
		Correspondence with client and corporate team re: corporate standing of certain entities and related issues.	
02/06/13	DCV	0029	2.20
02/07/13	KGM	0029	2.70
		Analyze materials relating to intellectual property. Correspondence with S. Alberino re: Rackspace motion and stipulation and issues re: same (.2); review correspondence re: same (.2); review reconsideration motion filed by Rackspace and related stipulation and draft detailed email to client with recommendations re: same (2.2); correspondence with S. Alberino re: same (.1).	
02/08/13	SLA	0029	1.00
		Attend to vendor issues.	

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
02/08/13	SLA	0029 Attend to utility motion issues (.4).	0.40
02/08/13	KGM	0029 Correspondence with client re: Rackspace contract (.1); correspondence with S. Alberino re: same (.1); review utilities order and motion and Rackspace's motion for reconsideration in preparation for call with client (.5); correspondence with client re: same (.8); analyze provisions in Rackspace contract and draft email analysis re: same to S. Alberino (.3).	1.80
02/10/13	KGM	0029 Review and analyze EdgeCast's proposed amendment to contract and related issues (2.1); email analysis of same to S. Alberino (0.4).	2.50
02/11/13	SLA	0029 Calls re vendor issues.	0.80
02/11/13	KGM	0029 Correspondence with S. Alberino re: EdgeCast and Sawyer contracts and related issues (.2); email exchange with Committee counsel re: critical vendor motion and related issues (.1); review Sawyer contract and analysis of same (.3); review first day declaration re: treatment of same (.2); correspondence with R. Mates re: vendor claims (.5); correspondence with S. Alberino re: same (.3).	1.60
02/12/13	JKL	0029 Review ordinary course professionals motion.	1.80
02/13/13	SLA	0029 Correspondence re vendor issues.	0.70
02/13/13	KGM	0029 Correspondence with UST re: revisions to critical vendor order (.1); correspondence with S. Alberino re: same (.3); revise same (.1).	0.50
02/15/13	SLA	0029 Attend to critical vendor issues.	1.00
02/15/13	KGM	0029 Revise notice of amendment of critical vendor payments.	0.30
02/15/13	KGM	0029 Correspondence with Company re: certain outstanding issues and upcoming ordinary course payments (1.2).	1.20
02/28/13	KGM	0029 Correspondence with J. Wilson, K. Keller and A. Verost re: Chris Sawyer (.3); detailed email to D. Vondle re: RTC agreements and analysis of same (.2); draft detailed email re: same to S. Alberino and I. Dizengoff (.2); multiple teleconferences (x3) with K. Keller re: Escalation critical vendor issues (.6); review vendor order and research re: issue in connection with certain vendor payments (.2); draft detailed email to S. Alberino re: same (.3).	1.80

Total Hours

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602.05

**Exhibit B**

**ATARI INC., et al.**  
**FEBRUARY 6, 2013 THROUGH FEBRUARY 28, 2013**

<b>PARTNERS</b>	<b>DEPARTMENT</b>	<b>STATE OF BAR ADMISSION – YEAR</b>	<b>HOURS</b>	<b>HOURLY BILLING RATE</b>	<b>AMOUNT</b>
Scott L. Alberino	Financial Restructuring	Georgia – 2000 District of Columbia – 2002	72.10	\$875.00	\$63,087.50
Ira S. Dizengoff	Financial Restructuring	New Jersey – 1992 New York – 1993	30.60	\$1,100.00	\$33,660.00
Daniel I. Fisher	Corporate	New York – 2003	46.70	\$775.00	\$36,192.50
Howard B. Jacobson	Corporate	District of Columbia – 1979	3.30	\$770.00	\$2,541.00
Brian Kim	Corporate	New York – 2001	2.50	\$850.00	\$2,125.00
Bruce E. Simonetti	ERISA	New York – 1995	1.40	\$830.00	\$1,162.00
<b>SENIOR COUNSEL &amp; COUNSEL</b>	<b>DEPARTMENT</b>	<b>STATE OF BAR ADMISSION – YEAR</b>	<b>HOURS</b>	<b>HOURLY BILLING RATE</b>	<b>AMOUNT</b>
David C. Lee	Intellectual Property	Virginia – 1999 District of Columbia – 2000	3.80	\$590.00	\$2,242.00
Austin S. Lilling	Tax	New Jersey – 2001 New York – 2001	6.50	\$640.00	\$4,160.00
Shannen L. Naegel	Tax	Virginia – 2007 District of Columbia – 2011	1.70	\$560.00	\$952.00
Meng Ru	Corporate	New York – 2005	14.50	\$660.00	\$9,570.00
David C. Vondle	Intellectual Property	California – 2003 District of Columbia – 2008	34.10	\$600.00	\$20,460.00

<b>ASSOCIATES</b>	<b>DEPARTMENT</b>	<b>STATE OF BAR ADMISSION – YEAR</b>	<b>HOURS</b>	<b>HOURLY BILLING RATE</b>	<b>AMOUNT</b>
Ashleigh M. Hall	Corporate	Indiana – 2009 District of Columbia – 2012	48.50	\$475.00	\$23,037.50
Kristine G. Manoukian	Financial Restructuring	New York – 2008 Utah – 2008 Delaware – 2010	135.15	\$675.00	\$91,226.25
Eric C. Seitz	Financial Restructuring	Texas – 2009	12.00	\$500.00	\$6,000.00
Jason S. Sharp	Financial Restructuring	Texas – 2012	2.60	\$400.00	\$1,040.00
Riana A. Studner	Financial restructuring	New York – 2011	60.80	\$550.00	\$33,440.00
<b>LEGAL ASSISTANTS</b>	<b>DEPARTMENT</b>		<b>HOURS</b>	<b>HOURLY BILLING RATE</b>	<b>AMOUNT</b>
Dagmara Krasa- Berstell	Financial Restructuring		62.10	\$245.00	\$15,214.50
Jacqueline K. Lewis	Financial Restructuring		19.90	\$205.00	\$4,079.50
Jonathan A. Samper	Financial Restructuring		6.30	\$225.00	\$1,417.50
Tracy Southwell	Financial Restructuring		0.60	\$245.00	\$147.00
Peter J. Sprofera	Financial Restructuring		36.90	\$285.00	\$10,516.50
<b>TOTAL FEES</b>			<b>602.05</b>		<b>\$362,270.75</b>

**Exhibit C**



**ATARI INC., et al.**  
**DISBURSEMENT SUMMARY**  
**FEBRUARY 6, 2013 THROUGH FEBRUARY 28, 2013**

Computerized Research/Corporate Service Charges/PACER Charges	\$51.41
Courier Service/Postage	\$39.50
Duplicating/Document Production	\$208.30
Filing Fees	\$200.00
Meals/Meeting Expenses	\$84.00
Transcripts	\$319.06
Travel Expenses – Ground Transportation	\$178.94
<b>TOTAL</b>	<b>\$1,081.21</b>