

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

**SECOND MONTHLY FEE STATEMENT OF PROTIVITI INC.,
FINANCIAL ADVISOR TO THE DEBTORS AND DEBTORS-IN POSSESSION,
FOR THE PERIOD OF MARCH 1, 2013 THROUGH MARCH 31, 2013**

Name:	Protiviti Inc.
Authorized to Provide Professional Services to:	Atari Inc., <i>et al.</i>
Date of Order Authorizing Employment:	February 15, 2013
Period Covered by Monthly Statement:	March 1, 2013 through March 31, 2013
100% of Fees Invoiced to Atari Inc.:	\$124,881.20
80% of Fees Invoiced to Atari Inc.:	\$99,904.96
100% of Expenses Invoiced to Atari Inc.:	\$9,600.34
Total Hours Billed to Atari Inc.:	342.5 Hours
Name and Applicable Billing Rate of Each Professional Billing to Atari Inc.:	<u>See page 2</u>
Total Hours Billed and Amount of Billing for Each Professional Billing to Atari Inc.:	<u>See page 2</u>

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

1. Protiviti Inc. (“Protiviti”), financial advisor to the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), hereby submits this monthly fee statement (the “Monthly Statement”) for the period of March 1, 2013 through March 31, 2013 (the “Statement Period”) for payment of professional services rendered and reimbursement of expenses incurred during the Statement Period pursuant to the Court’s *Order Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* [Docket No. 81] (the “Fee Order”). In support of this Monthly Statement, Protiviti respectfully represents as follows:

A. Protiviti Inc.

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

<u>Individual</u>	<u>Title</u>	<u>Hours</u>	<u>Rate</u>	^[1]	<u>Value</u>
Davis, Guy A.	Managing Director	57.3	\$ 560.00		\$ 32,088.00
Roski, Suzanne B.	Managing Director	13.2	522.00		6,890.40
Lyons, John K.	Managing Director	25.0	522.00		13,050.00
Hom, Patrick H.	Director	14.8	390.00		5,772.00
Williams, Heather G.	Associate Director	60.9	333.55		20,313.00
Koehler, Justin F.	Senior Manager	73.9	351.00		25,938.90
Grant, Meghan	Manager	36.7	225.44		8,273.70
Smith, Matthew S.	Manager	51.7	216.39		11,187.20
Sullivan, Shane M.	Consultant	9.0	152.00		1,368.00
		<u>342.5</u>	<u>\$ 364.62</u>		<u>\$ 124,881.20</u>

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

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

<u>Code</u>	<u>Description</u>	<u>Hours</u>
441	Asset Disposition	43.9
443	Case Administration	8.4
446	Prepare Fee/Employment Applications	9.8
448	Financing	35.7
450	Meeting of Creditors	1.0
451	Plan and Disclosure	50.7
456	Corporate Finance	19.6
459	Tax Consulting	40.5
472	Monthly Operating Reports/Trustee Accounting	31.2
475	Prepare SOFAs and Bankruptcy Schedules	82.7
591	Non-Billable Travel	19.0

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

5. By this Monthly Statement, Protiviti respectfully requests payment in accordance with Paragraph 2(e) of the Fee Order of eighty percent (80%) of the fees incurred when rendering services to the Debtors, \$99,904.96, and reimbursement of one hundred percent (100%) of the expenses incurred when rendering services to the Debtors, \$9,600.34 as identified in this Monthly Statement.²

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

Dated: April 19, 2013
Richmond, Virginia

PROTIVITI INC.

/s/ Guy A. Davis

Guy A. Davis

1051 East Cary Street, Suite 602

Richmond, Virginia 23219

(804) 644-7000

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

Exhibit A

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Protiviti Inc.

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

REMITTANCE PAGE

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

April 19, 2013
Invoice No. 9171
Our File No. R13001
Billing Through: 3/31/13

REGARDING: Atari Inc.

TOTAL FEES	\$124,881.20
TOTAL DISBURSEMENTS	9,600.34
TOTAL CHARGES FOR THIS BILL	<u>\$134,481.54</u>

Please remit this copy with your payment

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

April 19, 2013

Atari Inc.
475 Park Avenue South, 12th Floor
New York, NY 10016Invoice No. 9171
Our File No. R13001
Billing Through: 3/31/13

REGARDING: Atari Inc.

FOR PROFESSIONAL SERVICES RENDERED

<u>Date</u>	<u>Individual</u>	<u>Procedure</u>	<u>Hours</u>
Task:	441	B - Asset Disposition	
3/1/13	GAD	Call w/ PW and CEO re Business Plan.	1.30
3/1/13	JFK	Review information powerpoint for business plan.	1.50
3/5/13	GAD	Discuss Business Plan development.	1.00
3/5/13	JFK	Review powerpoint slides for game titles.	2.00
3/5/13	SBR	Participate in business plan calls and arrange for Protiviti assistance to update / finalize plans.	3.20
3/5/13	SBR	Provide G. Davis with Business Plan templates for client use re DIP requirement.	0.40
3/6/13	MG	Meet with client re Kids Franchise section of main presentation.	0.40
3/6/13	MG	Prepare and format Kids Franchise background slide and presentation.	0.70
3/6/13	MG	Research kids tablet market; prepare slides re types of kids tablets.	2.80
3/6/13	MG	Review documents and data provided by client re Kids Franchises.	2.00
3/6/13	MG	Prepare and format strategy and execution slides for Kids Franchise section of main presentation.	1.70
3/6/13	MG	Prepare for and attend conference call with investment bankers re main business plan presentation.	1.50
3/6/13	MG	Attend conference call re status and review of individual franchise business plan presentations.	0.50
3/7/13	MSS	Prepare business plan.	1.70
3/7/13	MG	Meet with client re historical Kids Franchise sales and available reports; review data provided re same.	1.50
3/7/13	MG	Prepare changes to Kids Franchise section of main presentation per client's review; distribute updated presentation.	1.90
3/7/13	MG	Research and prepare slides re Humongous Entertainment characters.	1.70
3/7/13	MG	Attend conference call with client re individual Kids Franchise business plan presentation.	0.50
3/7/13	MG	Prepare presentation template for individual Kids Franchise business plan.	0.90
3/7/13	MG	Prepare responses to CSC Q&A based on answers provided by client; correspond with client re same.	2.00
3/7/13	MG	Prepare and distribute updated Q&A spreadsheet for CSC, shareholders and K. Harris.	0.50
3/8/13	MG	Review Humongous Entertainment information provided by client; prepare slides on key themes and storylines.	2.50
3/8/13	MG	Review Backyard Sports information provided by client and research franchise; prepare slides re characters and themes.	2.10
3/11/13	MG	Update Kids Franchise business plan to include Humongous Entertainment and Backyard Sports digital product release plans.	1.50

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<u>Date</u>	<u>Individual</u>	<u>Procedure</u>	<u>Hours</u>	
3/11/13	MG	Update Kids Franchise business plan to include licensing strategy plan and forecast.	3.10	
3/11/13	MG	Update Kids Franchise business plan to include multimedia plan.	1.00	
3/11/13	MG	Revise and update Kids Franchise business plan presentation format.	1.40	
3/12/13	MG	Update Kids Franchise business plan per the main business plan presentation.	1.50	
3/15/13	SBR	Correspond with J. Wilson and M. Grant re business plan process.	0.20	
3/25/13	HGW	Call w/ client / counsel re bid valuations.	0.50	
3/26/13	SBR	Review Committee request list and discuss same with G. Davis re impact on bid valuation.	0.40	
Total for B - Asset Disposition			<hr/> 43.90	
Task:	443	B - Case Administration		
3/4/13	GAD	Attend meetings w/ management re disclosures, IP, responses to SOFAs by debtor.	2.60	
3/6/13	GAD	Conf call with counsel re: DIP lender comments to global notes.	1.70	
3/7/13	GAD	Send schedule data to BMC.	0.30	
3/7/13	GAD	Discuss Trustee request w/ management.	0.50	
3/11/13	MSS	Update mailing matrix for delivery to BMC.	1.20	
3/21/13	GAD	Prepare open items list for management.	0.30	
3/21/13	GAD	Research re lease disclosure.	0.50	
3/27/13	GAD	Calls w/ A/P re Committee discovery.	0.50	
3/28/13	GAD	Call w/ counsel re document production.	0.80	
Total for B - Case Administration			<hr/> 8.40	
Task:	446	B - Prepare Fee/ Employ Apps		
3/7/13	GAD	Prepare January/ February 2013 fee statement.	1.40	
3/8/13	JFK	Review employment application.	1.00	
3/12/13	JFK	Review fee application.	0.50	
3/13/13	JFK	Review fee application.	1.00	
3/14/13	MSS	Prepare monthly fee application.	1.40	
3/18/13	GAD	Review / revise fee statement.	1.00	
3/18/13	JFK	Review monthly fee application.	1.50	
3/18/13	MSS	Update monthly fee application.	0.50	
3/19/13	JFK	Review fee application.	0.70	
3/19/13	MSS	Update monthly fee application.	0.80	
Total for B - Prepare Fee/ Employ Apps			<hr/> 9.80	
Task:	448	B - Financing		
3/1/13	GAD	Calls w/ counsel and DIP lender re loan documents.	1.90	
3/4/13	GAD	Conf. call w/ counsel and Perella re Final DIP hearing.	0.80	
3/4/13	GAD	Review and provide comments to security agreement.	1.80	
3/4/13	JFK	Update DIP exhibit for final order.	1.50	
3/4/13	SBR	Review various drafts of DIP documents and provide comments on same.	2.20	
3/5/13	GAD	Provide comments to final DIP order.	0.90	
3/5/13	GAD	Prepare for hearing re: DIP, prepare DIP budget exhibit for Final.	2.10	
3/6/13	GAD	Prepare for attendance to final DIP hearing..	3.00	
3/21/13	GAD	Review/ revise 26-week projections. Attend conf. calls w/ management.	2.40	
3/21/13	JFK	Create bridge analysis.	1.00	
3/21/13	JFK	Review cashflow model.	1.50	
3/21/13	JFK	Update cashflow model for actual data through week 8.	3.70	
3/21/13	JFK	Review and update cashflow model.	2.50	
3/21/13	JFK	Update cashflow model.	1.50	
3/21/13	JFK	Review cashflow model.	1.30	
3/22/13	GAD	Review/ revise 26-week cashflow per DIP agreement.	0.80	
3/22/13	GAD	Attend conf. call w/ management re 26-week cashflow per DIP agreement.	0.50	

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<u>Date</u>	<u>Individual</u>	<u>Procedure</u>	<u>Hours</u>	
3/22/13	JFK	Updating cashflow model bridge analysis.	1.50	
3/22/13	JFK	Review cashflow model.	0.50	
3/22/13	JFK	Update cashflow model.	4.30	
	Total for	B - Financing		35.70
Task:	450	B - Meeting of Creditors		
3/20/13	GAD	Attend conf. call re 341.	0.20	
3/26/13	GAD	Conf call re Creditor Committee request for production.	0.80	
	Total for	B - Meeting of Creditors		1.00
Task:	451	B - Plan & Disclosure		
3/4/13	SBR	Update draft template re Waterfall Analysis.	0.30	
3/5/13	JFK	Review waterfall analysis documents.	1.00	
3/5/13	SBR	Update Waterfall Analysis and transition same to J. Koehler.	1.60	
3/6/13	JFK	Prepare waterfall analysis template with updated schedule information.	3.00	
3/7/13	JFK	Review documents for distribution analysis.	1.50	
3/7/13	JFK	Review distribution analysis.	1.00	
3/7/13	SBR	Locate and provide additional analyses to J. Koehler re Distribution Analysis. Update template.	0.90	
3/8/13	JFK	Review documents for distribution analysis.	1.00	
3/11/13	JFK	Create distribution analysis.	3.50	
3/12/13	JFK	Update distribution analysis.	5.30	
3/13/13	JFK	Update distribution analysis.	4.50	
3/19/13	JFK	Review distribution analysis.	2.50	
3/19/13	SBR	Review and revise draft Waterfall / Distribution Analysis.	1.20	
3/20/13	JFK	Review distribution analysis.	1.00	
3/20/13	JFK	Update distribution analysis.	2.50	
3/20/13	SBR	Review and revise Distribution Analysis for recent changes made and additional information.	1.10	
3/22/13	GAD	Review waterfall analysis.	0.80	
3/22/13	JFK	Update distribution analysis.	2.30	
3/25/13	JFK	Review distribution analysis.	2.50	
3/25/13	SBR	Review Distribution Analysis and participate in call with counsel and client re same.	1.50	
3/25/13	SMS	Prepare and review distribution analysis.	3.50	
3/27/13	JFK	Review management projections re waterfall analysis.	1.50	
3/28/13	JFK	Review distribution analysis.	2.00	
3/29/13	HGW	Prepare GUC claims pool analysis / exhibit for waterfall analysis.	1.70	
3/29/13	MSS	Prepare summary schedule of Schedule F for waterfall analysis.	3.00	
	Total for	B - Plan & Disclosure		50.70
Task:	456	B - Data Analysis		
3/12/13	SMS	Research Critical Vendors re Chris Sawyer.	0.50	
3/20/13	GAD	Review variance analysis. Prepare disclaimer and exhibits for submission to Committee.	2.60	
3/25/13	GAD	Prepare/ attend conf call re cure claims and rejection damages.	1.50	
3/25/13	JFK	Review contract assumption rejection claims.	1.00	
3/25/13	HGW	Call w/ client / counsel re cure / rejection claims.	0.50	
3/26/13	GAD	Call w/ Mattes re cure claims/ rejection claims and committee products request.	0.50	
3/26/13	GAD	Review/ design draft cure claim spreadsheet.	2.30	
3/26/13	JFK	Review contract database in Perella dataroom.	1.30	
3/26/13	JFK	Create contract rejection assumption model.	3.50	
3/26/13	JFK	Review contract rejection model.	1.50	
3/27/13	JFK	Review contract rejection model.	1.00	
3/28/13	JFK	Create spreadsheet for K. Keller re payments in 90 days prior to bankruptcy.	0.30	

<u>Date</u>	<u>Individual</u>	<u>Procedure</u>	<u>Hours</u>
3/29/13	HGW	Prepare trial balance reconciliations.	3.10
	Total for	B - Data Analysis	19.60
Task:	459	B - Tax Consulting	
3/1/13	JKL	Review and analysis of NOL carryforwards pursuant to IRC §382.	1.50
3/4/13	JKL	Review and analysis of NOLs and IRC §382.	1.50
3/5/13	JKL	Review and analysis of NOLs.	3.00
3/7/13	GAD	Participate in call re NOL.	0.70
3/7/13	JKL	Review and analysis of the NOL issues.	3.00
3/8/13	JKL	Review and analysis of the NOL issues.	6.00
3/11/13	JKL	Review and analysis of the NOLs and the ORANES.	4.00
3/12/13	JKL	Preparation for and conference call with R Mattes and H Jacobson.	1.00
3/13/13	PKH	Research the treatment of convertible debt upon the sale of a company and the impact of it to Sec. 382 NOL Carryover.	2.90
3/13/13	PKH	Review cases and rulings regarding the treatment of convertible debt upon the sale of a company and the impact of it to Sec. 382 NOL Carryover.	2.40
3/14/13	PKH	Review and analyze the Orane documents for comparison to the facts in the FSA and Notice.	2.10
3/14/13	PKH	Research the treatment of convertible debt upon the sale of a company and the impact of it to Sec. 382 NOL Carryover.	2.20
3/14/13	PKH	Review and analyze the FSA and Notice.	2.50
3/14/13	JKL	Conference call w R Mattes and H Jacobson re NOL and ORANES.	0.70
3/15/13	PKH	Assist with response to FSA and Notice. Research the treatment of convertible debt upon the sale of a company and the impact of it to Sec. 382 NOL Carryover.	2.70
3/15/13	JKL	Review and analysis of the information regarding the classification of claims and related issues.	2.50
3/18/13	JKL	Review and analysis of NOL; call w R Mattes and H Jacobson.	0.60
3/19/13	JKL	Review responses from france re ORANES.	0.50
3/21/13	JKL	Conference call re ORANES.	0.70
	Total for	B - Tax Consulting	40.50
Task:	472	MORs / Trustee Accounting	
3/7/13	MSS	Review MOR with CFO.	1.10
3/11/13	HGW	Meet w/ client staff to discuss information needed to complete MOR.	0.50
3/11/13	HGW	Modify MOR template to accommodate client information.	2.00
3/11/13	HGW	Meet w/ S. Green to review cash disbursement files.	0.50
3/11/13	HGW	Update cash disbursements schedule w/ bank account balances as of petition date and month end.	2.90
3/12/13	HGW	Prepare / reconcile cash receipts and disbursements to change in cash.	3.10
3/12/13	HGW	Participate in meetings w/ staff re accounting for pre/post liabilities.	2.30
3/12/13	HGW	Update MOR and provide draft to R. Mattes.	2.10
3/12/13	HGW	Meet w/ B. Mardel re royalties payable.	0.60
3/12/13	HGW	Work w/ S. Green re discrepancies in trade A/P; reconcile file and forward to M. Leung.	1.90
3/13/13	HGW	Meet w/ B. Mardel re A/P issues.	0.20
3/13/13	HGW	Update MOR w/ new A/P aging (MOR-4) P&L.	2.80
3/13/13	HGW	Meet w/ S. Green re reconciliation of A/P items.	0.30
3/13/13	HGW	Update MOR.	1.80
3/13/13	HGW	Prepare MOR-1 Cash Disbursement Journal; reconcile to cash receipts and disbursements schedule.	0.90
3/13/13	HGW	Review balance sheet w/ R. Mattes and L. Lee; identify changes / edits.	0.50
3/13/13	HGW	Breakout receipts between pre / post; correspond w/ S. Green re open items.	0.80
3/14/13	HGW	Review updated data w/ R. Mattes.	1.70
3/15/13	SBR	Correspond with M. Smith, J. Koehler re BMC request for updated mailing matrix and noticing.	0.20

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<u>Date</u>	<u>Individual</u>	<u>Procedure</u>	<u>Hours</u>	
3/15/13	HGW	Update MOR and supporting schedules with new balance sheet.	3.80	
3/15/13	HGW	Prepare final MOR and send to client.	1.20	
	Total for	MORs / Trustee Accounting	<u>31.20</u>	
Task:	475	B - Prepare SOFAs & B / R Sch		
2/13/13	HGW	Update Bankruptcy Schedules. Review data files forwarded from client.	1.70	
3/1/13	GAD	Review and revise bankruptcy schedules.	5.50	
3/1/13	JFK	Update Schedule G.	2.70	
3/1/13	HGW	Status call w/ counsel re Schedules and SOFA's.	1.50	
3/1/13	HGW	Finalize Schedule F for Atari.	2.80	
3/1/13	HGW	Prepare drafts of Schedule and SOFA's. Forward to client and counsel for review.	1.70	
3/1/13	HGW	Update Schedules w/ G. Davis and client edits.	0.70	
3/1/13	HGW	Prepare drafts of Schedule and SOFA's. Forward to client and counsel for review.	1.30	
3/1/13	SMS	Prepare schedule F.	4.50	
3/4/13	GAD	Prepare and review bankruptcy schedules and SOFAs for each debtor.	6.50	
3/4/13	HGW	Update intercompany amounts. Reconcile to trial balances and local balance sheets.	2.50	
3/4/13	HGW	Participate in conference call re intercompany balances and secured debt w/ SA.	0.80	
3/4/13	HGW	Compare new trial balances to previous balances. Update Schedules accordingly.	2.10	
3/4/13	HGW	Review counsel's edits / comments re draft Schedules and SOFA's. Update accordingly.	1.40	
3/4/13	MSS	Update SOFA 3B.	0.70	
3/4/13	MSS	Update SOFA 9.	0.10	
3/4/13	MSS	Update Global Notes to Schedules and SOFAs.	1.60	
3/4/13	MSS	Update Schedule G.	1.30	
3/4/13	MSS	Update Schedule F.	2.10	
3/4/13	MSS	Update Schedules per counsel's comments.	1.50	
3/4/13	MSS	Update Schedule B.22.	3.00	
3/4/13	MSS	Compile Schedules and SOFAs for review by debtor and counsel.	2.60	
3/4/13	MSS	Update SOFAs per counsel's comments.	1.30	
3/5/13	GAD	Prepare / review bankruptcy schedules, revise, edit global notes.	5.50	
3/5/13	GAD	Conduct final review of schedules and SOFAs with management, QC changes.	2.80	
3/5/13	GAD	Review, discuss counsel's comments to schedules / sofas / global notes	1.10	
3/5/13	HGW	Respond to various inquiries re Schedule F.	1.90	
3/5/13	MSS	Update Schedule B.22.	4.20	
3/5/13	MSS	Update Schedule B.23.	2.60	
3/5/13	MSS	Update Global Notes.	1.00	
3/5/13	MSS	Review Schedules and SOFAs with debtor.	4.60	
3/5/13	MSS	Prepare Schedules and SOFAs for review by counsel.	1.60	
3/6/13	GAD	Review blackline to global notes.	0.40	
3/6/13	MSS	Update Schedule D.	1.00	
3/6/13	MSS	Reconcile list of top 30 creditors to Schedule F.	1.10	
3/6/13	MSS	Review Global Notes to Schedules and SOFAs.	0.60	
3/6/13	MSS	Prepare final version of Schedules and SOFAs.	1.60	
3/7/13	MSS	Compile Schedules and SOFAs for document production and delivery to interested parties.	1.50	
3/8/13	SMS	Prepare letters re schedules and statement of financial affairs.	0.50	
3/29/13	HGW	Prepare trial balance reconciliations for Interactive.	0.80	
	Total for	B - Prepare SOFAs & B / R Sch	<u>82.70</u>	
Task:	591	Client Non Billable		
3/3/13	MSS	Travel to client.	3.00	
3/5/13	MG	Travel to New York.	2.50	
3/8/13	MSS	Travel home.	5.00	
3/8/13	MG	Travel from New York.	2.50	

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<u>Date</u>	<u>Individual Procedure</u>	<u>Hours</u>
3/11/13	HGW Travel to NY from Richmond (travel delays)	3.00
3/13/13	HGW Travel from NY to Richmond.	3.00
	Total for Client Non Billable	19.00
	Total hours for this matter	342.50

DISBURSEMENTS

1/30/13	Train service for S. Roski from WAS to RVR.	49.00
1/30/13	Train service from NY to WAS for S. Roski.	224.00
2/25/13	Taxi service from LGA to hotel for M. Smith.	41.15
2/25/13	Travel meal for M. Smith.	5.72
2/26/13	Travel meal for M. Smith.	9.18
2/26/13	Travel meal for M. Smith and H. Williams.	17.91
2/26/13	Travel meal for M. Smith.	20.00
2/27/13	Hotel stay (2/25-2/26) for M. Smith.	541.74
2/27/13	Taxi service from client site to LGA for M. Smith.	70.00
2/27/13	Richmond airport parking for M. Smith (2/25-2/27).	36.00
2/27/13	Travel meal for M. Smith.	5.72
2/27/13	Travel meal for M. Smith.	5.76
2/27/13	Travel meal for M. Smith.	10.75
3/3/13	Roundtrip travel for M. Smith 03/03 - 03/08/13.	891.60
3/3/13	Taxi service from LGA to hotel for M. Smith.	37.70
3/3/13	Travel meal for M. Smith.	16.93
3/4/13	Roundtrip travel for G. Davis 03/04 - 03/06/13.	1,050.80
3/4/13	Hotel stay (3/3) for M. Smith.	231.86
3/4/13	Taxi service from LGA for G. Davis.	70.00
3/4/13	Travel meal for G. Davis and M. Smith.	40.00
3/4/13	Travel meal for M. Smith.	5.72
3/4/13	Travel meal for M. Smith.	14.37
3/5/13	One-way train service from WAS to RVR for G. Davis.	56.00
3/5/13	One-way express train service from NY to WAS for G. Davis.	249.00
3/5/13	One way Amtrak to NYC; M. Grant.	143.00
3/5/13	Travel meal for M. Smith.	13.75
3/5/13	Travel meal for G. Davis and M. Smith.	40.00
3/6/13	Hotel stay (3/4-3/5) for M. Smith.	647.34
3/6/13	Two-night lodging for G. Davis.	647.34
3/6/13	Travel meal for M. Smith.	5.72
3/6/13	Travel meal for M. Smith.	10.75
3/6/13	Travel meal for M. Smith.	20.00
3/6/13	Travel meal for G. Davis.	9.00
3/6/13	Lunch in NYC; M. Grant.	10.32
3/6/13	Dinner in NYC; M. Grant.	16.50
3/7/13	Taxi service to RIC for G. Davis.	60.00
3/7/13	RIC parking for G. Davis.	39.00
3/7/13	Breakfast in NYC; M. Grant.	6.53
3/7/13	Dinner in NYC; M. Grant.	11.70
3/7/13	Travel meal for M. Smith.	5.72
3/7/13	Travel meal for M. Smith and M. Grant.	17.96
3/7/13	Travel meal for M. Smith.	20.00
3/8/13	Hotel stay (3/6-3/7) for M. Smith.	692.01
3/8/13	Three night hotel stay in NYC; M. Grant.	907.03
3/8/13	Taxi service from client site to LGA for M. Smith.	69.39
3/8/13	Richmond airport parking for M. Smith (3/3-3/8).	72.00
3/8/13	One way Amtrak from NY to Baltimore; M. Grant.	143.00

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3/8/13	Breakfast in NYC; M. Grant.		5.01
3/8/13	Travel meal for M. Smith.		5.76
3/8/13	Travel meal for M. Smith.		9.47
3/8/13	Travel meal for M. Smith.		20.00
3/11/13	Roundtrip travel for H. Williams 03/11 - 03/14/13.		1,073.80
3/11/13	Taxi from LGA to client; H. Williams.		38.33
3/11/13	Travel meal for H. Williams.		10.14
3/11/13	Travel meal for H. Williams.		20.00
3/12/13	Travel meal for H. Williams.		14.41
3/12/13	Travel meal for H. Williams.		15.02
3/12/13	Travel meal for H. Williams.		20.00
3/13/13	Hotel stay for H. Williams (2 nights).		889.46
3/13/13	Taxi from client to LGA; H. Williams.		42.88
3/13/13	Parking for H. Williams @ RIC (3 days).		36.00
3/13/13	Travel meal for H. Williams.		12.05
3/13/13	Travel meal for H. Williams.		18.04
3/13/13	Travel meal for H. Williams.		20.00
3/29/13	Copies - internal for March 2013.		41.00
	Total disbursements for this matter		<u>\$9,600.34</u>

Timekeeper Summary

<u>Name</u>		<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
GAD	Davis, Guy A.	57.30	560.00	32,088.00
HGW	Williams, Heather G.	6.00	0.00	0.00
HGW	Williams, Heather G.	54.90	370.00	20,313.00
JFK	Koehler, Justin F.	73.90	351.00	25,938.90
JKL	Lyons, John K.	25.00	522.00	13,050.00
MG	Grant, Meghan	5.00	0.00	0.00
MG	Grant, Meghan	31.70	261.00	8,273.70
MSS	Smith, Matthew S.	8.00	0.00	0.00
MSS	Smith, Matthew S.	43.70	256.00	11,187.20
PKH	Hom, Patrick H.	14.80	390.00	5,772.00
SBR	Roski, Suzanne B.	13.20	522.00	6,890.40
SMS	Sullivan, Shane M.	9.00	152.00	1,368.00
	Total fees for this matter	<u>342.50</u> hrs		<u>\$124,881.20</u>

BILLING SUMMARY

TOTAL FEES	\$124,881.20
TOTAL DISBURSEMENTS	9,600.34
TOTAL CHARGES FOR THIS BILL	<u><u>\$134,481.54</u></u>