

Notices of Objection to Fee Statement Due: May 7, 2013

AKIN GUMP STRAUSS HAUER & FELD LLP

One Bryant Park
New York, New York 10036
Telephone: (212) 872-1000
Facsimile: (212) 872-1002
Ira S. Dizengoff
Kristine G. Manoukian

Robert S. Strauss Building
1333 New Hampshire Avenue, N.W.
Washington, DC 20036-1564
Telephone: (202) 887-4000
Facsimile: (202) 887-4288
Scott L. Alberino (*Admitted Pro Hac Vice*)

Counsel to the Debtors and Debtors in Possession

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

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

**SECOND 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 MARCH 1, 2013 THROUGH MARCH 31, 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:	March 1, 2013 through March 31, 2013 (the “ <i>Fee Period</i> ”)

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

Amount of compensation sought as actual, reasonable and necessary:	\$462,874.50
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$4,582.16

This statement is the second 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) \$370,299.60 (80% of \$462,874.50 on account of actual, reasonable and necessary professional services rendered to the Debtors by Akin Gump during the Fee Period) and (ii) \$4,582.16 on account of reimbursement of actual, reasonable and necessary costs and expenses incurred by Akin Gump during the Fee Period.

Attached as **Exhibit A** hereto is a 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, 12th Floor, New York, New York 10016 (Attn.: Robert A. Mattes, CFO); (ii) counsel to the DIP Lender, Bracewell & Giuliani LLP, 1251 Avenue of the Americas, 49th 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, 21st 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 \$370,299.60 (80% of \$462,874.50 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 \$4,582.16 incurred on behalf of the Debtors by Akin Gump.

New York, New York
Dated: April 22, 2013

AKIN GUMP STRAUSS HAUER & FELD LLP

By: /s/ Ira S. Dizengoff
Ira S. Dizengoff
Kristine G. Manoukian
One Bryant Park
New York, New York 10036
Telephone: (212) 872-1000
Facsimile: (212) 872-1002
idizengoff@akingump.com
kmanoukian@akingump.com

Scott L. Alberino
Robert S. Strauss Building
1333 New Hampshire Avenue, N.W.
Washington, DC 20036-1564
Telephone: (202) 887-4000

Facsimile: (202) 887-4288
salberino@akingump.com

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 1476940
Invoice Date 04/22/13
Client Number 691767
Matter Number 0001

Re: RESTRUCTURING ADVICE

FOR PROFESSIONAL SERVICES RENDERED THROUGH 03/31/13 :

MATTER SUMMARY OF TIME BILLED BY TASK :

		<u>HOURS</u>	<u>VALUE</u>
0002	General Case Administration	46.90	\$14,824.00
0003	Akin Gump Fee Application/Monthly Billing Reports	31.90	\$14,071.50
0004	Analysis of Other Professionals Fee Applications/Reports	14.00	\$6,904.00
0005	Review/Preparation of Schedules, Statements	29.20	\$17,885.00
0006	Retention of Professionals	27.60	\$14,501.00
0007	341 Meetings/Creditors' Meetings	7.00	\$3,461.50
0008	Court Hearings	45.00	\$21,880.00
0009	Financial Reports and Analysis	3.30	\$1,883.50
0010	DIP, Cash Collateral Usage and Exit Financing	108.10	\$68,342.50
0011	Executory Contracts/License Agreements	48.30	\$25,647.50
0012	General Claims Analysis/Claims Objections	55.20	\$28,754.00
0017	General Adversary Proceedings/Litigation Matters	46.00	\$26,546.50
0018	Tax Issues	36.10	\$25,114.00
0019	Labor Issues/Employee Benefits	147.70	\$98,110.00
0020	Real Estate Issues/Leases	11.00	\$5,836.50
0022	Plan/Disclosure Statement/Solicitation and Related Documentation	22.50	\$22,730.00
0023	363 Transactions (other than asset sales)	73.60	\$50,730.00
0024	Sale Transaction/Stock Transaction/Business Liquidations (Including)	0.60	\$405.00
0025	Travel Time	5.20	\$4,210.00
0027	General Corporate Matters	14.50	\$8,747.50
0029	Critical Vendor Issues	3.50	\$2,290.50
	TOTAL	777.20	\$462,874.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
03/01/13	DKB	0002 Review case docket (.3); review and organize documents for attorneys (.6); update task list and case calendar (.7); confer with attorney re case status (.1).	1.70
03/01/13	ECS	0002 Attend team conference call re: upcoming tasks and March 6 hearing.	0.50
03/01/13	KGM	0002 Review/revise case calendar/task list.	0.20
03/01/13	JSS	0002 Team conference call re: upcoming tasks and March 6 hearing.	0.50
03/03/13	KGM	0002 Review/revise calendar/task list.	0.30
03/04/13	TS	0002 Confer with D. Krasa-Berstell re various after-hours filings (.1); review docket for related events re same (.3); coordinate service of various documents with BMC (.3).	0.70
03/04/13	DKB	0002 Review case docket (.2); update task list (.4); update case calendar (.3); confer with attorney re case status (.1).	1.00
03/04/13	KGM	0002 Finalize and coordinate filing of various pleadings (.3); draft correspondence to relevant parties circulating copies of same (.2).	0.50
03/05/13	DKB	0002 Prepare sets of recently filed pleadings for chambers (1.1); prepare soft versions of proposed orders (.5); forward the above to court (.2); confer with K. Manoukian re status (.1).	1.90
03/06/13	DKB	0002 Review case docket (.2); confer with K. Manoukian re upcoming case milestones (.2); update task list (.3); update calendar (.3); update Outlook reminders for attorneys (.3).	1.30
03/06/13	ECS	0002 Internal team conference call regarding outstanding issues.	0.50
03/06/13	KGM	0002 Correspondence with D. Krasa-Berstell re: various case management issues (0.5); team call with J. Sharp and E. Seitz re: upcoming matters (0.5).	1.00
03/06/13	JSS	0002 Call with K. Manoukian and E. Seitz re: motions to be drafted (0.5).	0.50
03/07/13	TS	0002 Confer with D. Krasa-Berstell to coordinate filings.	0.10
03/07/13	DKB	0002 Review case docket (.3); review and organize pleadings for K. Manoukian (.5); update transcripts file (.5); update task list (.5); update case calendar (.6); confer with attorney re status (.1); prepare set of entered orders for service (.5); forward the above to BMC for service (.2).	3.20
03/08/13	DKB	0002 Review case docket (.3); update task list (.5); update case calendar (.4); confer with K. Manoukian re status (.1); review and organize additional materials for attorneys (.6).	1.90
03/08/13	KGM	0002 Review critical dates in DIP credit agreement and related documents and revise calendar/task list accordingly.	0.50
03/11/13	DKB	0002 Review case docket (.3); review and organize documents for attorneys (.4); update task list (.6); update calendar (.5); update Outlook reminders for attorneys (.5); confer with attorney re status (.1); update transcripts file (.4).	2.80
03/11/13	KGM	0002 Correspondence with D. Krasa-Berstell re: case calendar and task list.	0.10
03/12/13	DKB	0002 Review case docket (.3); review and organize documents for attorneys (.6); update task list (.6); update calendar (.5); confer with attorney re status (.1).	2.10
03/12/13	ECS	0002 Conference call with co-counsel to discuss open issues, outstanding items.	0.20
03/12/13	KGM	0002 Correspondence with S. Alberino re: case status and related matters (.3); correspondence with E. Seitz and J. Sharp re: case management issues and upcoming matters (.2).	0.50
03/12/13	JSS	0002 Call with K. Manoukian and E. Seitz regarding case status.	0.20
03/13/13	TS	0002 Confer with D. Krasa-Berstell re filings (.1); email to BMC re service of documents (.1); review case service list to respond to questions from BMC re same (.2); review docket (.2).	0.60

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
03/13/13	DKB	0002 Review case docket (.3); review and organize documents for attorneys (1.0); prepare updates for calendar and task list (.5); prepare pleadings for filing (.2); confer with attorney re status (.1).	2.10
03/13/13	KGM	0002 Call with Company re: case status and ongoing matters.	0.50
03/14/13	DKB	0002 Review case docket (.3); update task list (.7); update calendar (.5); review and organize documents for attorneys (1.0); confer with attorney re status (.1); update transcripts file (.5).	3.10
03/14/13	KGM	0002 Correspondence with D. Krasa-Berstell re: case management related issues, service of pleadings and related matters (.4); review/revise case calendar and task list (.2).	0.60
03/15/13	KGM	0002 Review/revise case calendar and task list (.3).	0.30
03/19/13	KGM	0002 Correspondence with K. Keller, A. Schouder re open issues (.8); email exchanges/conferences with team re: various case related and upcoming matters (.5).	1.30
03/20/13	DKB	0002 Review case docket (.3); review and organize documents for attorneys (1.0); prepare updates for task list and case calendar (.7); follow up with transcriber re transcripts of hearing (.3).	2.30
03/21/13	DKB	0002 Review case docket (.2); review and organize documents for attorneys (.3).	0.50
03/21/13	JSS	0002 Call with K. Manoukian re: upcoming projects.	0.30
03/22/13	DKB	0002 Review case docket (.3); review and organize documents for attorneys (1.3); confer with J. Sharp re above (.1); update task list (.6); update calendar (.7); create and update Outlook reminders for attorneys (.8).	3.80
03/22/13	KGM	0002 Conference with D. Krasa-Berstell re: case calendar and task list.	0.20
03/25/13	DKB	0002 Review case docket (.3); review and organize documents for attorneys (.7); review and organize transcripts file (.5); update the above (.3); update task list (.5); update calendar (.5).	2.80
03/25/13	KGM	0002 Conference with D. Krasa-Berstell re: various case management related issues.	0.20
03/26/13	DKB	0002 Review case docket (.3); review and organize documents for attorneys (1.1); review and update transcripts file (.6); forward the above to BMC for service (.2); update task list (.6); update case calendar (.5); update Outlook reminders for attorneys (.5); follow up with transcriber re order (.3).	3.90
03/26/13	KGM	0002 Correspondence with S. Alberino re: case related matters and upcoming items.	0.30
03/27/13	DKB	0002 Review case docket (.3); review and organize documents for attorneys (1.0); prepare updates for case calendar (.5); confer with K. Manoukian re status (.1).	1.90
03/07/13	ECS	0003 Review Akin's February fee statement.	0.20
03/08/13	ECS	0003 Review Akin's February fee statement.	0.40
03/11/13	ECS	0003 Review Akin's February fee statement.	2.20
03/11/13	KGM	0003 Correspondence with E. Seitz re: fee application.	0.10
03/12/13	SAF	0003 Research regarding fee application for K. Manoukian.	0.40
03/12/13	ECS	0003 Review Akin's February statement.	1.40
03/13/13	ECS	0003 Review Akin's February statement.	2.10
03/14/13	ECS	0003 Review Akin's February statement (0.4); prepare February fee statement for filing (0.2).	0.60
03/14/13	KGM	0003 Correspondence with E. Seitz re: Akin Gump fee statement.	0.20
03/15/13	ECS	0003 Draft first monthly fee statement.	1.30
03/15/13	KGM	0003 Review Akin's February statement.	0.50
03/17/13	KGM	0003 Review Akin's February statement.	2.50
03/18/13	ECS	0003 Revise Akin's February fee statement (0.7); correspondence with J. Sharp regarding same (0.3).	1.00
03/18/13	KGM	0003 Correspondence with S. Alberino re: Akin's February fee statement (.1);	2.80

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		email accounting re: same (.1); further review/revise Akin's February fee statement (2.1); review/revise Akin's first fee statement (.5).	
03/19/13	KGM	0003 Correspondence with P. Sprofera and J. Sharp re: Akin's first fee statement (.2); conference with P. Sprofera re: same (.1).	0.30
03/20/13	PJS	0003 Review and prepare documents re monthly fee statement.	0.70
03/20/13	KGM	0003 Multiple email exchanges with co-counsel re: status of Akin's first monthly fee statement (.3); conference with S. Alberino re: comments to same (.1); email exchanges with J. Samper and P. Sprofera re: revising same (.3).	0.70
03/20/13	JSS	0003 Edit Akin's first fee statement.	0.40
03/21/13	PJS	0003 Review and prepare exhibits for monthly fee statement.	5.70
03/21/13	KGM	0003 Review S. Alberino's comments to Akin's first fee statement and coordinate same with accounting (.2); email exchanges with co-counsel re: revisions to same (.1); review/revise/finalize same (.3).	0.60
03/21/13	KGM	0003 Review/revise Akin's final invoice for first fee statement (.5).	0.50
03/21/13	JAS	0003 Develop first monthly fee statement (3.1); file same (.3); e-mail same to claims agent for service (.1).	3.50
03/22/13	PJS	0003 Review and prepare documents re monthly fee statement.	3.80
03/01/13	JSS	0004 Draft summary of Hunton & Williams' fee application.	0.60
03/05/13	KGM	0004 Correspondence with A. Schouder re: Hunton fee application (.2); conference with I. Dizengoff re: same (.2).	0.40
03/11/13	KGM	0004 Correspondence with R. Mattes re: Bracewell's invoice (.1); correspondence with K. Keller re: same and Hunton's invoice (.1).	0.20
03/13/13	JSS	0004 Review draft of Protiviti's fee statement.	0.40
03/14/13	ECS	0004 Correspondence with A. Verost regarding PWP's fee statement (0.2); correspondence with J. Sharp regarding same (0.1).	0.30
03/14/13	KGM	0004 Correspondence with PWP and Protiviti re: fee application filing deadline.	0.10
03/14/13	JSS	0004 Call with Protiviti re: fee statement (0.1); review Protiviti's monthly fee statement (0.5); review monthly fee statement guidelines (0.3).	0.90
03/15/13	KGM	0004 Correspondence with E. Rosenberg re: PWP fee application and retention related issues (.3); research re: same (.4); correspondence with A. Verost re: same (.2).	0.90
03/15/13	JSS	0004 Review Protiviti's monthly fee statement.	0.60
03/18/13	BRK	0004 Research and retrieve fee applications and retention applications of accounting firms.	0.80
03/18/13	KGM	0004 Email exchange with Bracewell re: their invoice (.1); review interim comp order (.2); email exchanges with Protiviti and PWP re: fee applications (.2); correspondence with A. Verost re: same and related issues (.2); review Protiviti's fee application (.2); correspondence with D. Krasa-Berstell re: same (.1); email exchanges with J. Sharp re: revisions to same (.2); correspondence with U.S. Trustee re: PWP's fee application and related matters (.2); correspondence with A. Verost re: same (.2).	1.60
03/18/13	JSS	0004 Review Protiviti's monthly fee statement (0.6); send e-mails to M. Smith re: same (0.2); send same to D. Krasa-Berstell (0.1).	0.90
03/19/13	KGM	0004 Draft detailed response to R. Mattes re: payment of professionals' fees and related issues (.3); draft response to K. Keller re: payment of Hunton's fees (.2).	0.50
03/20/13	DKB	0004 Confer with K. Manoukian re filing of monthly fee statements for Protiviti and PWP (.2); prepare the documents to be filed (.4); effect the same (.5); prepare documents to be served (.3); forward the above to BMC for service (.2); confer with attorney re status (.1).	1.70
03/20/13	KGM	0004 Correspondence with J. Sharp re: status of Protiviti's fee statement (.1); email A. Verost re: status of PWP's fee statement (.1); multiple email	1.30

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		exchanges (.3) and teleconferences (.3) with PWP re: finalizing their first monthly fee statement; conferences with J. Sharp and D. Krasa-Berstell re: finalizing same for filing (.3); conference with D. Krasa-Berstell re: finalizing Protiviti's fee statement for filing (.2).	
03/20/13	JSS	0004 Final review of Protiviti's monthly fee statement (0.3); revise PWP's monthly fee statement (1.4).	1.70
03/21/13	KGM	0004 Correspondence with A. Verost re: PWP's fee statement (.1); correspondence with J. Sharp re: same (.1); circulate filed fee statements to relevant professionals and R. Mattes with direction re: payment and objection deadlines (.1); correspondence with D. Krasa-Berstell re: updating calendars with same info (.1).	0.40
03/25/13	KGM	0004 Review Bracewell's February invoice.	0.20
03/26/13	KGM	0004 Correspondence with R. Mattes re: Hunton's fee payment.	0.10
03/27/13	KGM	0004 Correspondence with A. Schouler re: Imperial's and counsel fees (.2); email exchanges with A. Schouler and Company re: Hunton's fee payment (.2).	0.40
03/01/13	ECS	0005 Conference call with Protiviti, client regarding schedules (0.5); review global notes and SOFA's (1.1).	1.60
03/01/13	KGM	0005 Research re: statements and schedules (.4); correspondence with R. Mattes re: same (.1); correspondence with team re: same and related issues (.5); correspondence with R. Mattes, G. Davis and E. Seitz re: issues related to same (.5).	1.50
03/02/13	SLA	0005 Review Schedules and SOFAs.	2.10
03/02/13	ECS	0005 Review global notes, SOFAs (1.1); correspondence with Protiviti regarding same (0.1).	1.20
03/02/13	KGM	0005 Correspondence with E. Seitz and Protiviti re: statements and schedules.	0.20
03/03/13	ECS	0005 Review schedules (1.7); correspondence with Protiviti regarding same (0.1).	1.80
03/04/13	SLA	0005 Review of schedules.	1.50
03/04/13	ECS	0005 Review draft schedules (3.4); correspondence with Protiviti regarding same (0.2).	3.60
03/04/13	KGM	0005 Correspondence with E. Seitz and Protiviti re: revisions to statements and schedules (.2); correspondence with R. Mattes and G. Davis re: same (.4); correspondence with S. Alberino re: same (.2).	0.80
03/05/13	SLA	0005 Review of schedules (1.1); correspondence with co-counsel re same (0.4).	1.50
03/05/13	KGM	0005 Correspondence with S. Alberino, G. Davis and R. Mattes re: statements and schedules (.5); email exchanges and teleconferences with G. Davis re: same (.3); email exchanges and teleconferences with R. Mattes re: same (.4); correspondence with creditor re: schedules and related issues (.5); review and circulate global notes (.2).	1.90
03/06/13	SLA	0005 Review of schedules (0.7) and calls with co-counsel, R. Mattes re same (0.5).	1.20
03/06/13	DKB	0005 Confer with K. Manoukian re filing of schedules and statements (.2); prepare the above for efilng (.6); effect the above (1.2); prepare filed schedules and statements for service (.7); forward the above to BMC for service (.2); confer with attorney re status (.1).	3.00
03/06/13	KGM	0005 Multiple teleconferences with creditor re: schedules/statements (1.0); email exchanges with G. Davis re: same (.3); review/comment on statements, schedules and global notes (3.8); coordinate filing of schedules and statements (.5); circulate same to relevant parties (.1).	5.70
03/14/13	KGM	0005 Correspondence with R. Mattes re: amendments to schedules and related issues.	0.50
03/15/13	KGM	0005 Correspondence with G. Davis re: amendments to schedules.	0.30
03/28/13	BRK	0005 Retrieve Schedules of debtor entities.	0.80

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
03/06/13	JSS	0006 Draft limited objection to Duff & Phelps' retention application.	6.00
03/07/13	ECS	0006 Review objection to Duff & Phelps retention (0.3); correspondence with J. Sharp regarding same (0.1).	0.40
03/07/13	JSS	0006 Revise limited objection to the Duff & Phelps' retention application.	2.60
03/12/13	KGM	0006 Correspondence with J. Cohen re: Duff & Phelps' retention application (.2); email S. Alberino re: update on same (.1); review/revise Duff & Phelps' objection (2.1); correspondence with S. Alberino re: same (.2); email J. Sharp and E. Seitz re: same (.1).	2.70
03/13/13	SLA	0006 Review reservation of rights with respect to Duff & Phelps' retention application (0.8); calls re same (0.4, 0.3).	1.50
03/13/13	TS	0006 Research objection parties re Duff & Phelps' retention application and correspondence with K. Manoukian re same (.2); prepare and ECF file reservation of rights re same (.5).	0.70
03/13/13	KGM	0006 Review/revise reservation of rights with respect to Duff & Phelps' retention application (.7); further revise same (1.5); conference with A. Verost re: same and related issues (.2); email exchanges with paralegal and BMC re: service instructions for same (.2); revise/finalize/file the same (.5); circulate same to relevant parties (.1).	3.20
03/14/13	SLA	0006 Review reservation of rights re Duff & Phelps' retention application (0.8), calls re same (0.4, 0.3).	1.50
03/14/13	KGM	0006 Email exchanges with J. Sharp re: retention applications and related issues (.3).	0.30
03/14/13	JSS	0006 Research regarding filing of retention applications on presentment.	0.60
03/15/13	JSS	0006 Draft e-mail to J. Alberino re: Frank, Rimmerman retention application (0.3); e-mail to B. Kemp re: retrieval of fee applications (0.1).	0.40
03/18/13	JSS	0006 Draft Frank, Rimmerman retention application (2.3); summarize Committee's Reply to Alden's Objection and Debtors' Reservation of Rights to the Duff & Phelps' Retention Application (0.9).	3.20
03/18/13	JSS	0006 Review Protiviti's retention application and order (0.2).	0.20
03/19/13	SLA	0006 Calls with co-counsel re Duff & Phelps' retention hearing (0.5, 0.6).	1.10
03/19/13	JSS	0006 Revise Frank Rimmerman retention application (0.9); send e-mail to S. Alberino re: same (0.2).	1.10
03/21/13	JSS	0006 Revise PWP's retention order to comply with time requirements.	0.60
03/25/13	PJS	0006 Update retention Schedule 1.	0.20
03/25/13	KGM	0006 Review Nixon Peabody's ordinary course professionals affidavit and email correspondence re: same (.2).	0.20
03/26/13	JSS	0006 Call with S. Alberino re: Frank, Reimerman retention application.	0.10
03/27/13	DKB	0006 Review Nixon Peabody's ordinary course professionals affidavit (.2); prepare document to be filed (.2); effect the above (.2); prepare document for service (.2); forward the above for service to BMC (.1); confer with K. Manoukian re status (.1).	1.00
03/11/13	KGM	0007 Correspondence with U.S. Trustee re: 341 meeting notice (.2); email exchange with S. Alberino re: same (.1).	0.30
03/12/13	KGM	0007 Email exchange with J. Sharp re: 341 meeting notice (.1); email exchange with the Company re: same (.1).	0.20
03/12/13	JSS	0007 Draft Notice of Commencement and 341 meeting.	0.50
03/13/13	TS	0007 Prepare and ECF file 341 notice (.5); follow-up correspondence with BMC re service of same (.2).	0.70
03/13/13	KGM	0007 Review/revise 341 meeting notice (.2); email exchange with T. Southwell re: filing of same (.1); email exchanges with BMC re: publication of same and related issue (.2).	0.50
03/14/13	KGM	0007 Correspondence with J. Sharp re: publication of 341 meeting notice and related issues (.1); email exchanges with J. Sharp re: same (.1); correspondence with A. Schouler re: same (.1); draft email to R. Mattes re: notice of commencement publication and related issues (.2).	0.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
03/14/13	JSS	0007 Call with K. Manoukian re: Notice of Commencement and 341 meeting (0.1); draft e-mail to K. Manoukian re: publishing requirement, deadlines, and cost for same (0.7); revise same (0.2); research re: allowable modification for publishing same (1.0).	2.00
03/15/13	KGM	0007 Correspondence with J. Sharp re: publication of notice of commencement.	0.10
03/18/13	KGM	0007 Correspondence with publishing agent re: notice of commencement/341 meeting (.3); draft email explanation to client re: same (.2).	0.50
03/18/13	JSS	0007 E-mail with A. Levin and K. Manoukian re Notice of Commencement publication (0.2); draft 341 Meeting Memorandum for client (0.7); e-mailing same to K. Manoukian (0.1).	1.00
03/21/13	KGM	0007 Review/ finalize 341 memo.	0.40
03/27/13	KGM	0007 Correspondence with Akin and PWP teams re: meeting with Committee.	0.20
03/28/13	KGM	0007 Email exchange with Company re: 341 meeting.	0.10
03/02/13	KGM	0008 Correspondence with S. Alberino re: agenda for 3/6 hearing.	0.10
03/03/13	KGM	0008 Draft agenda for 3/6 hearing.	1.00
03/04/13	TS	0008 Prepare and ECF file hearing agenda.	0.30
03/04/13	DKB	0008 Confer with K. Manoukian re preparation for upcoming hearing (.2); revise hearing agenda (1.0); confer with attorney re status (.1); review chambers procedures (.2); prepare hearing notebooks (2.1); work on additional hearing materials (.8).	4.40
03/04/13	KGM	0008 Conference with D. Krasa-Berstell re: revisions to agenda for 3/6 hearing (.1); correspondence with S. Alberino re: hearing and related issues (.3); correspondence with D. Krasa-Berstell re: hearing prep and related issues (.3); review/revise agenda (.2).	0.90
03/05/13	DKB	0008 Prepare hearing agenda (.2); file same (.2); review and revise hearing notebooks (.6); update the above (.3); confer with attorney re status (.1); forward documents to court (.2); review and organize additional materials for hearing (1.6); prepare soft versions of proposed orders (.6); review and organize redlines (1.0); confer with K. Manoukian re status (.2).	5.00
03/05/13	KGM	0008 Review/revise amended agenda (.3); correspondence with management re: 3/6 hearing (.7); review orders/binders to be presented to the Judge and in preparation for hearing (.8); prepare for hearing (2.0); correspondence with S. Alberino re: hearing (.5).	4.30
03/05/13	JKL	0008 Assemble book for upcoming hearing.	0.90
03/06/13	SLA	0008 Prepare for (1.2) and attend DIP hearing (2.3).	3.50
03/06/13	KGM	0008 Prepare for hearing (.7); participate in and attend the same (2.3).	3.00
03/11/13	KGM	0008 Review transcript from March 6 hearing and circulate same to key parties.	0.30
03/14/13	DKB	0008 Confer with K. Manoukian re preparation for hearing (.2); draft hearing agenda (.5); work on hearing materials (.6); confer with attorney re status (.1).	1.40
03/14/13	KGM	0008 Correspondence w/ S. Alberino re: upcoming matters/hearing dates.	0.20
03/15/13	DKB	0008 Confer with K. Manoukian re draft hearing agenda (.2); revise the above (.2); prepare hearing notebooks for court and attorneys (2.5); prepare additional materials for hearing (.7).	3.60
03/15/13	KGM	0008 Correspondence with chambers re: hearing dates (.2); email S. Alberino re: same (.1); review/revise agenda for 3/20 hearing (.2).	0.50
03/15/13	KGM	0008 Correspondence with A. Schouder and S. Alberino re: upcoming hearing and case related matters.	0.30
03/18/13	DKB	0008 Confer with K. Manoukian re preparation for hearing (.2); revise hearing agenda (.3); prepare document to be filed (.2); effect the above (.2); prepare document for service (.1); draft notice of adjournment (.3); prepare document to be filed (.1); effect the above (.2); prepare	5.00

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		document for service (.1); forward agenda and notice to BMC for service (.2); update hearing notebooks (1.7); work on additional materials for hearing (1.3); confer with attorney re status (.1).	
03/18/13	KGM	0008 Correspondence with S. Alberino re: 3/20 agenda (.1); review/finalize same for filing (.2); conference with D. Krasa-Berstell re: hearing prep (.2); review Judge's hearing binders (.2).	0.70
03/19/13	TS	0008 Confer with K. Manoukian re agenda (.1); prepare amended agenda (.3); coordinate service of same (.1); ECF file agenda (.2).	0.70
03/19/13	KGM	0008 Correspondence with D. Krasa-Berstell re: hearing binders and related matters (.2); correspondence with A. Verost re: 3/20 hearing (.2); correspondence with S. Alberino re: hearing and related issues (.5); review email correspondence from B. Burns re: hearing on Duff & Phelps' retention application (.1); review/revise amended agenda (.3); prepare for hearing (3.2); correspondence with S. Alberino and A. Schouder re: hearing and related issues (.7).	5.20
03/20/13	KGM	0008 Prepare for hearing (1.0); participate in same (2.5); draft detailed summary of same for S. Alberino (.2).	3.70
03/14/13	KGM	0009 Correspondence with R. Mattes, A. Velinsky and A. Chong re: Committee professional fees for monthly operating reports and related matters.	0.20
03/15/13	DKB	0009 Review monthly operating report (.2); prepare document to be filed (.2); effect the above (.2); forward the above to U.S. Trustee (.1); confer with attorney re status (.1).	0.80
03/15/13	KGM	0009 Review/comment on monthly operating reports (.7); correspondence with R. Mattes re: revisions to same (.3); multiple email exchanges with R. Mattes re: revisions to same (.3); review/finalize and coordinate filing of same (.4).	1.70
03/18/13	KGM	0009 Correspondence with R. Morrissey re: monthly operating reports (.1); correspondence with R. Mattes re: same (.2).	0.30
03/19/13	KGM	0009 Review R. Mattes' response re: monthly operating report question from U.S. Trustee and follow-up with U.S. Trustee re: same.	0.30
03/01/13	SLA	0010 Negotiate credit agreement and DIP order.	0.90
03/01/13	MR	0010 Conference call with Atari and advisors with respect to revised DIP agreement (1.2); communicate with specialists with respect to review of DIP agreement (0.4); review ancillary documents (1.0); correspondence with Bracewell with respect to legal issues on the DIP Agreement (0.5); conference call with respect to DIP agreement (0.7); revise DIP Agreement (2.3).	6.10
03/01/13	KGM	0010 Correspondence re: DIP credit agreement and related issues (1.6); correspondence with R. Mattes re: DIP order and related issues (.3); participate in call amongst Debtors' professionals and Company re: DIP credit agreement and related issues (.7); participate in all hands call re: same (.6); correspondence with S. Alberino re: same (.2); correspondence with M. Ru, K. Keller and D. Vondle re: IP schedules to credit agreement and related issues (.5); teleconferences with A. Schouder re: DIP credit agreement and related issues (.3); review/revise DIP order (.8).	5.00
03/02/13	MR	0010 Correspondence with S. Alberino with respect to DIP Agreement.	1.10
03/02/13	KGM	0010 Correspondence with S. Alberino and M. Ru re: DIP credit agreement.	0.20
03/03/13	MR	0010 Revise and distribute DIP Agreement.	0.70
03/03/13	KGM	0010 Review Committee's objection to DIP motion.	0.70
03/04/13	SLA	0010 Calls with company re sale process and financing issues.	1.00
03/04/13	SLA	0010 Prepare for DIP hearing (2.0, 1.2); negotiate changes to order and credit agreement (1.3).	4.50
03/04/13	TS	0010 Research for K. Manoukian re filing amended DIP documents (.5); assist	3.00

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		K. Manoukian with filing of same (2.5).	
03/04/13	MR	0010 Negotiate DIP Agreement.	4.20
03/04/13	DCV	0010 Analyze DIP credit agreement and issues therein relating to intellectual property.	3.80
03/04/13	DKB	0010 Confer with K. Manoukian re revisions to proposed final DIP order and exhibits (.2); work on the above (1.2); prepare redlines for attorneys (.5); revise the documents in accordance with attorney's instructions (.6); confer with attorney re status (.1).	2.60
03/04/13	EJC	0010 Review DIP documents (2.0); coordinate closing deliverables (0.2).	2.20
03/04/13	KGM	0010 Multiple email exchanges with M. Ru re: status of DIP credit agreement and related issues (.7); correspondence with M. Ru re revisions to same and related issues (1.0); multiple email exchanges with Bracewell and teams re: same (.7); correspondence with S. Alberino re: DIP order and credit agreement and related issues (.5); correspondence with Bracewell, and K. Coleman re: DIP and related issues (.3); review/revise final DIP order (2.5); correspondence with A. Verost re: DIP milestones (.2); email exchanges with Company re: DIP related questions (.4); review final DIP budget and email conferences with G. Davis re: same (.3); email S. Alberino re: same (.1); correspondence with M. Ru and B. Simonetti re: DIP credit agreement (.2); correspondence with G. Davis and R. Mattes re: revisions to final DIP order (.7); correspondence with J. Schaerer re: DIP milestones (.1); correspondence with T. Southwell re: notice of filing of DIP credit agreement (.1); multiple correspondence with R. Mattes re: DIP order and related issues (.5); multiple correspondence with S. Alberino re: same (.5); review and respond to multiple email exchanges among the DIP lender's counsel and other parties re: same (.3); review final DIP budget and discuss same with G. Davis and M. Ru (.3); discuss same with S. Alberino (.2); circulate same to DIP lender's counsel for review and signoff (.1); draft notice of filing of DIP credit agreement (.3); review/revise/finalize same and coordinate filing of same (.3).	10.30
03/05/13	SLA	0010 Prepare for DIP hearing (1.5, 1.8), negotiate changes to order and credit agreement (1.0).	4.30
03/05/13	SLA	0010 Calls with company re: sale process and financing issues.	1.00
03/05/13	MR	0010 Revise DIP Agreement (2.0); prepare chart comparing DIP Term Sheet and DIP Agreement (0.7); attend to ancillary and disclosure documents to DIP Agreement (1.2).	3.90
03/05/13	SAF	0010 Research regarding DIP budget for K. Manoukian.	3.50
03/05/13	EJC	0010 Draft closing documents (1.9); order deliverables (0.1); draft disclosure schedules; review DIP (0.2).	3.20
03/05/13	KGM	0010 Multiple correspondence with M. Ru re: revisions to the DIP order and credit documents (.7); multiple correspondence and email exchanges with S. Alberino re: same (.4); email exchanges between Akin Gump team, Alden's counsel and Atari SA counsel re: same and related issues (.5); multiple email exchanges and teleconferences with R. Mattes re: further comments to the DIP order (.4); review/prepare outline of DIP milestones and email exchanges with PWP re: same (.4); review, revise and finalize DIP order in preparation for filing (1.3); review/revise notice of filing of same (.3); coordinate filing of same and DIP order (.4); multiple correspondence with A. Schouder re: revisions to the DIP credit agreement and related issues (.4); email exchanges with U.S. Trustee re: comments to the same (.1).	4.90
03/05/13	KGM	0010 Correspondence w/ M. Ru re: DIP credit agreement (.1).	0.10
03/06/13	DKB	0010 Confer with M. Ru re DIP precedent research (.1); research the above (.8); prepare sets of relevant documents for attorneys (.2).	1.10

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
03/06/13	KGM	0010 Revise/finalize final DIP order and circulate same to parties (.3); circulate same to chambers (.2).	0.50
03/07/13	SLA	0010 Calls w/ Company re: financing issues (.5).	0.50
03/07/13	MR	0010 Review collateral agent fee letter; revise DIP Agreement.	1.00
03/07/13	KGM	0010 Email re: further modifications to DIP credit agreement (.2); correspondence with M. Ru re same (.1).	0.30
03/08/13	MR	0010 Review and negotiate collateral agent fee letter.	1.00
03/08/13	EJC	0010 Follow up re outstanding deliverables re DIP.	0.30
03/11/13	SLA	0010 Review financing issues and correspondence re: same.	0.50
03/11/13	MR	0010 Further revise DIP agreement (0.3); attention to disclosure schedules (1.0); coordinate collateral agent fees and expenses (0.5).	1.80
03/12/13	MR	0010 Review closing deliverables (1.9); coordinate payment of fees and expenses (0.5).	2.40
03/12/13	EJC	0010 Draft closing documents (3.0); correspondence re closing mechanics (0.8); review and incorporate lender comments; update DIP and schedules (0.2).	4.00
03/12/13	KGM	0010 Correspondence with finance team re: revisions to DIP credit agreement, collateral fee letter and related issues (.2); correspondence with R. Meng re: same (.1); email exchanges with DIP lender's counsel re: same (.1); review correspondence re: additional revisions to DIP credit agreement (.2).	0.60
03/13/13	MR	0010 Attention to IP schedules to DIP Agreement (0.8); review revised DIP closing deliverables (0.4).	1.20
03/13/13	EJC	0010 Correspondence with Company and Alden's counsel re insurance endorsements for DIP credit agreement.	0.40
03/13/13	KGM	0010 Correspondence with finance team re: status of DIP credit agreement (.2); review email exchanges between finance team and Bracewell team re: same (.2); review various schedules to the DIP credit agreement and exchanges re: same (.3).	0.70
03/14/13	MR	0010 Attention to disclosure schedules to DIP Agreement.	1.40
03/14/13	EJC	0010 Update disclosure schedules (1.5); correspondence re filings, closing, schedules and insurance (0.4).	1.90
03/14/13	KGM	0010 Correspondence with A. Schouder re: DIP credit agreement closing and related issues (.2); correspondence with M. Ru re: same (.1).	0.30
03/18/13	MR	0010 Attention to closing deliverables to DIP Agreement.	1.50
03/18/13	ECS	0010 Attention to correspondence from M. Ru regarding DIP closing.	0.20
03/18/13	EJC	0010 Correspondence re insurance certificates, closing mechanics, comments on disclosure schedules, closing deliverables (0.3); revise disclosure schedules (2.6).	2.90
03/18/13	KGM	0010 Follow-up with R. Meng re: status of DIP closing.	0.10
03/19/13	MR	0010 Attention to IP schedules to DIP Agreement.	0.80
03/19/13	EJC	0010 Correspondence re insurance and schedules to DIP Agreement.	0.90
03/20/13	MR	0010 Attention to closing deliverables to DIP Agreement.	2.00
03/20/13	EJC	0010 Correspondence re closing deliverables, insurance, and closing mechanics (0.6); revise certificates (1.2).	1.80
03/21/13	MR	0010 Attention to revised IP schedules to DIP Agreement.	0.70
03/21/13	EJC	0010 Correspondence re DIP closing mechanics.	0.20
03/21/13	KGM	0010 Correspondence with R. Mattes re: amended DIP budget and related issues (.4); conference with R. Mattes and A. Verost re: same (.2); email exchanges with finance team re: status of DIP credit agreement (.1).	0.70
03/22/13	MR	0010 Attention to closing of DIP agreement.	0.60
03/25/13	MR	0010 Attention to IP issues with respect to closing of DIP Agreement (1.0); coordinate satisfaction of closing conditions (0.2).	1.20
03/25/13	EJC	0010 Compile closing documents re DIP Agreement.	1.40
03/25/13	KGM	0010 Email exchange and correspondence with M. Ru re: DIP credit	0.40

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
03/26/13	MR	0010 agreement and related matters (.2); email exchange with A. Schouder re: same (.1); correspondence with K. Keller re: DIP schedules (.1). Attention to delivery of business plan and satisfaction of other closing conditions for DIP Agreement.	0.70
03/26/13	KGM	0010 Multiple email exchanges with team and Company re: finalizing DIP credit agreement (.3); email exchanges with Bracewell team re: same (.2); email exchanges with Company re: outstanding documents and related issues (.3); correspondence with K. Keller re: same (.3).	1.10
03/27/13	MR	0010 Attention to DIP closing.	1.30
03/27/13	EJC	0010 Update closing documents for DIP Agreement.	0.40
03/27/13	KGM	0010 Correspondence with S. Alberino re: DIP budget (.2); email exchanges with A. Verost and the Company re: finalizing DIP credit agreement (.2); email exchanges with Bracewell re: same (.2); teleconferences with R. Mattes re: DIP budget and related issues (.3); email A. Schouder re: same (.1); email exchange with team re: finalizing DIP credit agreement (.2).	1.20
03/28/13	MR	0010 Attention to IP schedules to DIP Agreement.	0.40
03/28/13	EJC	0010 Correspondence re schedules to DIP Agreement.	0.50
03/01/13	DCV	0011 Review Roller Coaster Tycoon agreements regarding assignability and assumption in view of sale process.	4.80
03/01/13	DIF	0011 Attention to Roller Coaster Tycoon license contract and related issues.	0.80
03/01/13	AMH	0011 Attention to inquiry re: RTC assignment consent issue.	0.60
03/01/13	KGM	0011 Correspondence with D. Vondel re: Chris Sawyer and related license agreement issues (.3); email exchanges with D. Vondle and D. Fisher re: same (.2); correspondence with D. Fisher re: same (.2); correspondence with J. Sharp re: research re: same (.1).	0.80
03/04/13	JSS	0011 Research regarding the assignability of intellectual property licenses.	1.40
03/05/13	KGM	0011 Correspondence with K. Keller re: Roller Coaster Tycoon issue.	0.30
03/05/13	JSS	0011 Draft memorandum regarding assignability of license agreements.	3.70
03/07/13	DCV	0011 Analyze Roller Coaster Tycoon agreements.	5.60
03/07/13	HHK	0011 Correspondence re: UK license agreement issues.	0.40
03/07/13	KGM	0011 Draft detailed email to H. Keegan re: UK contract issue with respect to Roller Coaster Tycoon contract.	0.20
03/08/13	JSB	0011 Correspondence re assignability of English law contracts with H. Keegan and L. Murphy.	0.50
03/08/13	DCV	0011 Analyze Roller Coaster Tycoon agreements and results of research regarding assignability.	3.20
03/08/13	HHK	0011 Review documents re: assignment and related issues w/r/t license agreements governed by UK law.	2.20
03/08/13	KGM	0011 Review memo re: consent rights with respect to to Roller Coaster Tycoon contract and comment on same (1.0); review L. Murphy's analysis re: UK law on same (.2) and email client re: same (.2).	1.40
03/08/13	LPM	0011 Review of Roller Coaster Tycoon License Agreement and related documents/communications.	5.90
03/11/13	JSS	0011 Researching applicability of choice of law provisions in bankruptcy court.	0.50
03/12/13	JSS	0011 Research regarding the enforceability of choice of law provisions in executory contracts.	4.10
03/13/13	JSS	0011 Revise memorandum regarding assignability of intellectual property	6.00

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		license agreements.	
03/15/13	JSS	0011 Draft executory contract assumption / rejection procedures motion.	1.70
03/18/13	JSS	0011 Revise executory contracts procedures motion.	1.00
03/25/13	KGM	0011 Review email from G. Davis re: contract assumption/rejection issues (.1); correspondence with A. Verost re: same (.1); correspondence with G. Davis, R. Mattes, K. Keller and A. Verost re: same and related issues (.5); review Ideaspark's sublicense agreement and letter re: issues related to same (.9); email exchanges with D. Vondle re: same (.1); correspondence with K. Keller re: same (.2); email exchanges with Company re: same and related issues (.1).	2.00
03/26/13	DIF	0011 Attention to Roller Coaster Tycoon issues.	0.70
03/26/13	KGM	0011 Email exchange with the Company re: Ideaspark's sublicense agreement and related issues.	0.20
03/28/13	KGM	0011 Review email from client re Ideaspark licensing issue and draft response to same.	0.30
03/06/13	JSS	0012 Correspondence with S. Alberino, K. Manoukian, and E. Seitz re: General Order M-386 and bar date Applications.	0.40
03/07/13	ECS	0012 Conference with J. Sharp regarding bar date motion.	0.10
03/07/13	JSS	0012 Draft bar date motion.	3.50
03/08/13	KGM	0012 Review/comment on bar date motion (.7); email exchanges and correspondence with J. Sharp re: questions re: same (.4); research re: same and related issues (.3).	1.40
03/08/13	JSS	0012 Revise bar date motion (3.9); and send copy of the same to K. Manoukian and the claims agent (0.1).	4.00
03/11/13	SLA	0012 Attend to bar date issues.	0.60
03/11/13	KGM	0012 Review/revise bar date motion (7.2); attend to issues re: same (2.0); correspondence with S. Alberino re: same (.2); correspondence with A. Schouder re: same and related issues (.3).	9.70
03/12/13	SLA	0012 Review bar date motion (0.8); calls re same (0.4).	1.20
03/12/13	KGM	0012 Correspondence with J. Sharp re: revisions to bar date motion (.2); teleconferences with J. Sharp re: same and related matters (.5); research re: requirements for filing same (.2); correspondence with S. Alberino re: same (.2); review/further revise bar date motion (.6); draft email to key stakeholders re: same (.2).	1.90
03/12/13	JSS	0012 Revise bar date Notice (4.6); send e-mail re: changes to bar date motion and BMC comments regarding the same to K. Manoukian (0.1); send e-mail to BMC re: bar date motion and proof of claim form (0.2).	4.90
03/13/13	KGM	0012 Correspondence with Company re: bar date motion (.1); email exchanges with J. Sharp re: notice of publication with respect to same (.1); review correspondence re: same and follow-up with various parties for comments to same (.2); review Bracewell's comments to same (.1); review Committee's comments to same (.1); multiple email exchanges with J. Sharp re: notice of publication of bar date and related issues (.4); email exchanges with S. Alberino re: inter-Debtor bar date issues (.2); email exchanges with R. Mattes re: same (.4); email exchanges with Committee counsel re: same (.4). correspondence with R. Mattes re: inter-debtor claims as they relate to bar date motion (.2); revise bar date motion (.4); correspondence with G. Davis re: same and related issues (.2).	2.80
03/13/13	JSS	0012 Email A. Levin re: bar date publication notice (0.3); revising bar date Publication Notice (1.2).	1.50
03/14/13	SLA	0012 Calls re bar date filing.	0.40
03/14/13	TS	0012 Coordinate service of bar date motion (.2); assist K. Manoukian with bar date motion (.6).	0.80
03/14/13	KGM	0012 Correspondence with J. Sharp re: notice of publication of bar date (.2);	3.80

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>	
		teleconferences with A. Velinsky re: inter-debtor claims (.3); email exchange with A. Velinsky re: issues related to same (.1); email R. Mattes and G. Davis re: same and related matters (.1); teleconferences and email exchanges with A. Schouder re: bar date publication issues and related matters (.6); review/revise/finalize bar date motion and related documents for filing (2.0); email exchanges/correspondence with T. Southwell re: filing of same (.2); correspondence with S. Alberino re: status of same and related issues (.2); correspondence with K. Keller re: notice of bar date and related issues (.1)		
03/14/13	JSS	0012	Revise bar date Publication Notice.	0.70
03/15/13	DKB	0012	Confer with K. Manoukian re preparation and filing of bar date motion (.2); review motion in preparation for filing (.3); prepare exhibits (.5); prepare documents to be filed (.4); effect the above (.3); prepare documents for service (.3); forward documents to BMC for service (.2); confer with attorney re status (.1).	2.30
03/15/13	KGM	0012	Correspondence with D. Krasa-Berstell re: filing of bar date motion and related issues (.3); teleconferences with chambers re: same (.2); review/revise/finalize bar date motion and related documents for filing and service (.7).	1.20
03/21/13	KGM	0012	Conference with chambers re: bar date order (.2); correspondence and email exchanges with J. Sharp re: same, distribution of bar date packages and related issues (.4); email re: same to S. Alberino (.1).	0.70
03/21/13	JSS	0012	Review bar date order (0.3); send multiple e-mails to BMC re: bar date order (0.2); send multiple e-mails to Levin advertising re: publication notice (0.2); e-mail to BMC re: bar date notice changes (0.2).	0.90
03/22/13	JSS	0012	E-mail to D. Krasa-Berstell re: changes to bar date notice (0.1); revise bar date notice (1.2); e-mail with S. Ordaz re: proof of claim address (0.3).	1.60
03/25/13	DKB	0012	Prepare chambers copies of notice of presentment of bar date order (.9); forward the above to court (.2).	1.10
03/26/13	JSS	0012	Research regarding settlement of claims (2.8); research regarding impairment of claims (1.4).	4.20
03/27/13	KGM	0012	Email exchange with R. Mattes re: publication of bar date notice.	0.10
03/27/13	JSS	0012	E-mail to K. Manoukian re: status of service of bar date notice.	0.10
03/28/13	KGM	0012	Correspondence with Company and G. Davis re: claims analysis (.7); email exchange with K. Keller re: filing of proofs of claim (.1); follow up with J. Sharp re: same (.1).	0.90
03/28/13	JSS	0012	Research re: impairment of claims under the bankruptcy code (1.8); draft memo re: the same (2.0); send results of the same to K. Manoukian (0.1); draft e-mail to K. Keller re: proof of claim inquiries (0.2).	4.10
03/29/13	KGM	0012	Correspondence with G. Davis re: claims analysis and related issues.	0.30
03/14/13	KGM	0017	Correspondence with R. Mattes re: intercompany balances and related issues w/r/t UCC diligence request (.7); correspondence with S. Alberino re: same (.1).	0.80
03/15/13	KGM	0017	Correspondence with A. Schouder re: diligence request and related issues.	0.30
03/18/13	KGM	0017	Review intercompany balance info in connection with Committee diligence request.	0.30
03/20/13	SLA	0017	Attend to shareholder issues w/r/t UCC diligence request.	1.00
03/20/13	KGM	0017	Correspondence with R. Mattes and G. Davis re: additional documents to be produced to Committee re: diligence request (.2); review same and circulate to key stakeholders (.4).	0.60
03/21/13	SLA	0017	Review intercompany analysis in connection with UCC diligence request.	0.50
03/21/13	KGM	0017	Correspondence with S. Alberino re: Committee's document production	0.30

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		request (.2); email exchange with A. Velinsky re: same (.1).	
03/21/13	JSS	0017 Research regarding inter-company claims in the Second Circuit.	1.30
03/22/13	ALK	0017 Correspondence with S. Alberino regarding Committee discovery request.	0.10
03/22/13	ECS	0017 Correspondence with co-counsel regarding pre-petition claims analysis (0.9); research regarding same (0.4).	1.30
03/22/13	KGM	0017 Correspondence with J. Sharp re: research re: key litigation issues (.3); correspondence with E. Seitz re: same (.3); review and forward relevant materials to J. Sharp and E. Seitz (.2); correspondence with E. Seitz and J. Sharp re: research and analysis on key litigable issues in the case and related matters (.3).	1.10
03/22/13	JSS	0017 Call with K. Manoukian and E. Seitz re: research on key litigation issues in the case (0.9); correspondence with E. Seitz re: same (0.2).	1.10
03/25/13	ALK	0017 Correspondence with S. Alberino regarding UCC's discovery request (0.1); confer with K. Manoukian regarding same (0.4); review documents in preparation for discovery calls (1.5).	2.00
03/25/13	ECS	0017 Research re: key legal issues in the case (1.1); conference with J. Sharp regarding same (0.2).	1.30
03/25/13	KGM	0017 Correspondence with A. Koo re: Committee investigation and related request (.2); review documents and email same to A. Koo (.2); correspondence with K. Keller re: pending labor litigation issue (.2).	0.60
03/26/13	ALK	0017 Confer with K. Manoukian regarding discovery and correspondence with client regarding same (0.5). Reviewed filings and first phase production materials (0.8).	1.30
03/26/13	ECS	0017 Research re: key legal issues.	1.10
03/26/13	KGM	0017 Call with R. Mattes, K. Keller and G. Davis re: Committee Diligence Request (Phase 2) (1.2); draft responses to same (1.3); correspondence with K. Keller re: same (.4); correspondence with A. Koo re: related issues (.3); draft email to K. Keller re: same (.2); correspondence with K. Keller re: questions related to same (.3); draft email to E. Seitz and J. Sharp re: research of key legal issues in the case and related matters (.2); draft email to K. Keller re: pending PTO litigation and related issues (.3).	4.20
03/26/13	KGM	0017 Correspondence with J. Sharp re: potential stay violation issue and research re: same.	0.30
03/26/13	JSS	0017 Research re: key legal issues.	1.90
03/26/13	JSS	0017 Research regarding violation issue.	1.10
03/27/13	ALK	0017 Correspondence with K. Manoukian regarding discovery (0.3); confer with client regarding same (0.8); preparation for call and review of information request notes and filings (1.5); confer with K. Manoukian regarding same (0.2); review documents from K. Manoukian relating to intercompany issue in connection with same (0.8).	3.60
03/27/13	ECS	0017 Research re: key legal issues (2.4); correspondence with J. Sharp regarding same (0.4).	2.80
03/27/13	KGM	0017 Review/comment on analysis re: waiver of estate claims.	0.80
03/27/13	KGM	0017 Correspondence with K. Keller re: Committee diligence request and related issues (.2); conference with A. Koo re: same (.3); email exchanges with A. Koo re: same and related issues (.2); correspondence with A. Koo, K. Keller and R. Mattes re: Committee search terms and related issues (.9); post-call conference with A. Koo re: same (.1).	1.70
03/27/13	JSS	0017 Research regarding settlement of pre-petition claims (1.5); draft memorandum re: same (1.2); send to K. Manoukian for review (0.1); revise same based on comments received (0.5).	3.30
03/28/13	JWM	0017 Set up document review database.	0.50
03/28/13	ALK	0017 Client call regarding committee discovery (0.7); confer with K.	2.60

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		Manoukian regarding same (0.2); preparation for client call and review of discovery/case materials and documents for production (1.7).	
03/28/13	ECS	0017 Research re: various key issues (3.1); draft memo regarding same (2.2).	5.30
03/28/13	KGM	0017 Correspondence with K. Keller re: trademark litigation issue.	0.20
03/28/13	KGM	0017 Review/revise analysis re: waiver of estate claims.	0.70
03/28/13	KGM	0017 Draft email to S. Alberino re: pending trademark action (.1); conference with A. Koo re: Committee diligence request (.1); call with Company and A. Koo re: same (.8).	1.00
03/29/13	ALK	0017 Correspondence with client regarding document collection issues (0.3).	0.50
03/29/13	KGM	0017 correspondence with litigation support team regarding same (0.2). Review analysis re: impairment of claims and follow-up with J. Sharp re: same.	0.30
03/31/13	ECS	0017 Correspondence with K. Manoukian regarding claims analysis memo.	0.20
03/01/13	HBJ	0018 Correspondence with S. Naegel re review of DIP tax provisions.	0.10
03/01/13	SLN	0018 Review DIP credit agreement (1.0) ; correspondence with A. Jones re: Bracewell tax questions on credit agreement (0.1).	1.10
03/07/13	HBJ	0018 Review first day materials, DIP documents and research re ownership change for NOLs.	1.20
03/07/13	SLA	0018 Calls re tax issues (0.6, 0.7).	1.30
03/11/13	HBJ	0018 Review French entity documents and analysis to determine whether there may have been an ownership change (1.3); internal correspondence re same (0.6).	1.90
03/11/13	SLA	0018 Review tax issues.	0.70
03/12/13	HBJ	0018 Call with R. Mattes, J. Lyons and S. Naegel re ownership change issues (0.5); prepare for and follow-up issues from call with S. Naegel (0.3).	0.80
03/12/13	SLN	0018 Correspondence with H. Jacobson re: tax issues (.2); correspondence with J. Lyons, H. Jacobson, R. Mattes, and J. Wilson re: tax issues (.6); review ORANES documents and asset purchase agreement (1.9).	2.70
03/13/13	HBJ	0018 Meet with S. Naegel re treatment of ORANES (1.1); discussion with R. Grabov-Nardini re same (0.2); discussion with A. Jones re same (0.2).	1.50
03/13/13	SLN	0018 Review ORANES materials (2.4); conference with H. Jacobson re same (1.1).	3.50
03/14/13	HBJ	0018 Research and analysis on ORANES (1.5); call with R. Mattes, J. Lyons and S. Naegel re NOL and ownership change analysis (0.5).	2.00
03/14/13	HBJ	0018 Meet with S. Naegel re tax research on treatment of ORANES.	0.80
03/14/13	SLA	0018 Attend to tax issues.	0.50
03/14/13	SLN	0018 Analyze classification of ORANES.	4.40
03/15/13	HBJ	0018 Prepare for and call with A. Jones and J. Reardon (Bracewell) and S. Naegel re tax analysis of ownership change and ORANES (0.5); email to team re same (0.1); call with R. Mattes re same (0.4); call with J. Lyons re alternative tax reporting positions (0.9).	1.90
03/15/13	SLA	0018 Meetings re tax issues.	0.50
03/15/13	SLN	0018 Correspondence with H. Jacobson, A. Jones, and J. Reardon re: ORANES (.5); review ORANES documents and tax returns (1.2).	1.70
03/18/13	HBJ	0018 Review returns for NUBIG or NUBIL (0.9); call R. Mattes re same (0.3).	1.20
03/19/13	HBJ	0018 Conference with R. Mattes re tax issues.	0.60
03/20/13	HBJ	0018 Analysis and research of ORANES and ownership change tax issues.	1.10
03/21/13	HBJ	0018 Additional analysis in preparation for tax call (0.3); call with R. Mattes and J. Lyons re ORANES and tax issues (0.6).	0.90
03/22/13	HBJ	0018 Call with team and A. Verost re NOLs (0.5); additional analysis re NOLs following call (0.4); phone call with J. Lyons re reporting positions (0.4).	1.30
03/22/13	SLA	0018 Call with team and A. Verost re tax issues.	0.50
03/22/13	KGM	0018 Correspondence with S. Alberino, H. Jacobson and A. Verost re: NOL	0.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		issues.	
03/28/13	HBJ	0018 Review materials and discuss tax issues with A. Jones; draft summary of tax consequences in various scenarios and circulate draft for discussion.	2.10
03/29/13	HBJ	0018 Review Atari summary to prepare for call with R. Mattes.	0.40
03/29/13	SLN	0018 Review tax scenarios.	0.90
03/01/13	ISD	0019 Correspondence with S. Alberino re: KEIP issues.	0.90
03/01/13	BES	0019 Review and comment re ERISA provisions of employment agreement.	1.70
03/01/13	SLA	0019 Attend to severance issues.	0.80
03/01/13	KGM	0019 Correspondence with A. Verost re: incentive/severance issues (.4); correspondence and email exchanges with S. Alberino re: same (.1).	0.50
03/02/13	SLA	0019 Attend to severance issues.	0.50
03/02/13	KGM	0019 Correspondence with PWP re: incentive motion.	0.20
03/03/13	ECS	0019 Conference with K. Manoukian regarding changes to incentive plans.	0.30
03/03/13	KGM	0019 Correspondence with E. Seitz re: revisions to incentive motion.	0.50
03/04/13	BES	0019 Review and comment re ERISA provisions of employment agreement.	0.60
03/04/13	ECS	0019 Revise incentive motion to incorporate comments from K. Manoukian (1.4); correspondence with K. Manoukian regarding same (0.1).	1.50
03/04/13	KGM	0019 Correspondence with A. Verost re: incentive plan (.3); draft detailed email to E. Seitz re: same (.2); correspondence with S. Alberino re: same (.1); correspondence with J. Scherer re: incentive plan and related issues (.2); review draft motion (0.3).	1.10
03/05/13	ECS	0019 Review incentive motion (1.6); correspondence with K. Manoukian regarding same (0.1); draft declaration in support of same (1.8); correspondence with A. Verost regarding same (0.1).	3.60
03/05/13	KGM	0019 Correspondence with R. Meng re: severance issues (.2); email exchanges with K. Keller re: same (.2); correspondence with S. Alberino re: same (.1); email exchanges with E. Seitz re: incentive motion (.2); email A. Verost re: same (.1); correspondence with PWP re: incentive plans and related issues (.2); review draft incentive motion (2.1).	3.10
03/05/13	JSS	0019 Draft motion to seal re: incentive plan.	3.90
03/06/13	ECS	0019 Prepare exhibits for incentive motion (1.9); revisions to incentive motion to incorporate K. Manoukian's comments (2.1); multiple correspondence with K. Manoukian regarding same (0.4).	4.40
03/06/13	KGM	0019 Correspondence with chambers re: incentive motion and related issues (.2); email S. Alberino re: same (.4); teleconferences with K. Keller re: same (.2); email exchanges with Company re: same (.2); teleconferences with E. Seitz and email exchanges re: incentive motion (.4); review/revise and draft sections of same (2.0).	3.40
03/06/13	JSS	0019 Edit motion to seal re: incentive plan.	1.20
03/07/13	ISD	0019 Correspondence with G. Davis re: KEIP issues.	0.20
03/07/13	SLA	0019 Calls and meetings re incentive motion issues (1.4, 1.2); review case law re same (1.0).	3.60
03/07/13	ECS	0019 Revise incentive motion (2.0); correspondence with K. Manoukian regarding same (0.3).	2.30
03/07/13	KGM	0019 Review/revise incentive motion (13.1); review/revise declaration in support of same (3.0); correspondence with A. Verost re: same and related issues (.5); correspondence with S. Alberino re: same (.3); teleconferences with E. Seitz re: revisions to same (.3).	17.20
03/08/13	SLA	0019 Review incentive motion (0.5, 0.9), correspondence re same (0.3, 0.5).	2.20
03/08/13	ECS	0019 Conference call with company, PWP regarding incentive plans (1.1); follow-up call with K. Manoukian (0.2); correspondence with K. Manoukian regarding incentive motion (0.3); revise same (0.3).	1.90
03/08/13	KGM	0019 Review/revise incentive motion (4.8); conference with J. Wilson, K. Keller, E. Seitz and A. Verost re: incentive plans and related issues (1.3); post-call exchange with E. Seitz re: motion for same (.3).	6.40

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
03/09/13	ECS	0019 Revise incentive motion based on S. Alberino's comments (4.8) and conference call with company and PWP re: same (.3).	5.10
03/09/13	KGM	0019 Correspondence with K. Keller and E. Seitz re: incentive plan, motion and related issues (.3); review and revise incentive motion (2.5).	2.80
03/10/13	KGM	0019 Review and revise incentive motion based on comments from S. Alberino.	10.20
03/11/13	ISD	0019 Correspondence with S. Alberino re: KEIP issues.	0.80
03/11/13	ECS	0019 Revise incentive motion (2.7); review declaration in support thereof (2.0).	4.70
03/11/13	KGM	0019 Correspondence with E. Seitz re: declaration to Incentive Motion (.1); correspondence with K. Keller re: incentive motion and related matters (.4); further revise incentive motion based on comments from S. Alberino (2.0); correspondence with A. Verost re: revisions to incentive motion (.3).	2.80
03/12/13	SLA	0019 Review incentive motion (0.8, 0.9); calls re same (0.5, 0.6).	2.80
03/12/13	ECS	0019 Revise motion to seal exhibits to incentive motion (0.8); review revised incentive motion, exhibits, and declaration (0.2).	1.00
03/12/13	KGM	0019 Revise incentive motion (1.7); correspondence with S. Alberino re: declaration in support of incentive motion (.3); review/revise same and make corresponding changes to the motion (.5); circulate same for review to client and PWP (.2).	2.70
03/13/13	DZV	0019 Conference with A. Lilling regarding continuation of health benefits issues (0.2); review law regarding same (0.6).	0.80
03/13/13	ASL	0019 Confer with D. Vira re health benefits issue.	0.20
03/13/13	KGM	0019 Revise incentive motion based on comments from K. Keller (.5); review/comment on incentive plan deck (.2); correspondence with A. Verost re: same (.1); correspondence with S. Alberino re: same and related issues (.2); draft email to Committee, Alden's counsel and U.S. Trustee re: distribution of same (.2).	1.20
03/13/13	JSS	0019 Revise motion to seal re: incentive motion.	0.40
03/14/13	DZV	0019 Research and review law regarding continuation of health benefits.	1.40
03/14/13	KGM	0019 Review/revise/finalize incentive motion and related documents for distribution to U.S. Trustee, Bracewell, K. Coleman and Cooley (.4); email exchanges with various key parties re: incentive motion (.2); correspondence with S. Alberino re: same (.1); correspondence with U.S. Trustee re: details of same and related issue (.5); review/revise motion to seal portions of Incentive Motion (3.0); revise email re: distribution of incentive motion (.3); circulate relevant pleadings to key constituents (.3); email exchanges with K. Coleman re: same (.1); email exchanges with Committee counsel re: same (.1).	5.00
03/15/13	ISD	0019 Conference with G. Davis re: KEIP issues (.2); calls with S. Alberino re: same (.2).	0.40
03/15/13	KGM	0019 Correspondence with Cooley, S. Alberino and A. Verost re: incentive plans and related issues (.5); email exchange with R. Mattes and S. Alberino re: same (.2); correspondence with J. Sharp re: preparing same (.1); correspondence with A. Verost re: revisions to exhibits to incentive motion and related issues (.3); review same and circulate same to Cooley (.4).	1.50
03/17/13	KGM	0019 Correspondence with K. Coleman re: incentive motion.	0.20
03/18/13	DZV	0019 Review Department of Labor guidance regarding health benefits issues (0.3); conference with A. Lilling regarding same (0.2); follow-up research regarding health benefits (0.7).	1.20
03/18/13	SLA	0019 Review Committee advisor response to incentive motion.	0.30
03/18/13	SLA	0019 Calls re incentive program (0.8, 0.5, 0.4); correspondence re same (0.4, 0.3).	2.40

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
03/18/13	ASL	0019 Confer with D. Vira re health benefits issue.	0.20
03/18/13	KGM	0019 Follow-up with A. Schouder re: comments to incentive motion (.1); incorporate same (.3); review/revise declaration in support of same (.8); correspondence with U.S. Trustee re: incentive motion (.2); correspondence with A. Verost re: same and related issues (.3); review email exchanges between S. Alberino and PWP re: incentive plans and related issues (.2).	1.90
03/19/13	SLA	0019 Calls re incentive program (0.5, 0.8, 0.5); correspondence re same (0.3, 0.5).	2.60
03/19/13	DKB	0019 Confer with K. Manoukian re filing of incentive motion (.2); draft notice thereof (.7); confer with attorney re status (.1); review the motion in preparation for filing (.3); revise notice and motion in accordance with attorney's instructions (.5); prepare documents to be filed (.2); effect the above (.2); prepare documents for service (.3); confer with attorney re status (.1).	2.60
03/19/13	KGM	0019 Correspondence with A. Verost re: incentive motion and related issues (.2); review email correspondence with Committee counsel re: same (.1); correspondence with S. Alberino re: motion to seal (.1); teleconferences with chambers re: same and related issues (.3); conference with D. Krasa-Berstell re: notice for incentive motion (.1); review/revise the sealing motion, incentive motion, related exhibits and declaration in support of incentive motion in preparation for filing (2.6); teleconferences with chambers re: status of sealing motion (.3); finalize incentive pleadings in preparation for filing (.5); coordinate same with D. Krasa-Berstell (.3); circulate courtesy copies to key stakeholders (.2); draft detailed email to U.S. Trustee re: same and related issues (.3); draft correspondence to the Board (.2) and Company re: filed pleadings (.2); multiple conferences with PWP and team re: incentive motion and related issues (.3).	5.70
03/19/13	JSS	0019 Revise notice of filing of incentive motion.	0.20
03/20/13	SLA	0019 Calls re incentive program issues (0.5, 0.7); correspondence re same (0.5, 0.6).	2.30
03/20/13	DKB	0019 Confer with K. Manoukian re preparation of Incentive Motion and sealed exhibits for the clerk of the court (.2); prepare package of documents for court (1.3); forward the above to court (.2).	1.70
03/20/13	KGM	0019 Correspondence with S. Alberino re: incentive motion and related issues (.2); correspondence with K. Keller re: same (.3); email exchanges with management re: same (.2); conferences with D. Krasa-Berstell re: submission of exhibits to Clerk of the Court and related issues (.2); correspondence with S. Alberino re: incentive motion, board approval of same and related issues (.3); correspondence with S. Alberino, K. Keller and J. Wilson re: same (.5); call with French counsel re: same and related issues (.2); review board materials and related documents re: compensation structure, certain documents filed in France (1.5) and draft analysis of same for S. Alberino and I. Dizengoff (1.0).	4.40
03/21/13	SLA	0019 Calls re incentive program issues (0.5, 0.8); correspondence re same (0.4).	1.70
03/21/13	KGM	0019 Correspondence with S. Alberino re: incentive related issues (.1); correspondence with French counsel, K. Keller and S. Alberino re: incentive plans (.8); post-call with S. Alberino and K. Keller re: same (.2); review board resolution re: incentive plan (.4) .	1.50
03/22/13	SLA	0019 Calls re incentive program issues (1.5, 0.4), correspondence re same (0.4).	2.30
03/22/13	KGM	0019 Pre-call to Committee call re: incentive payment with S. Alberino and A. Verost (.3); call with Committee re: same (1.2); post-call with S.	2.60

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		Alberino and A. Verost (.2); email exchanges with K. Keller re: severance (.2); review board resolutions approving same (.2); email exchanges with A. Hall re: same (.2); teleconferences with A. Hall re: same (.2); correspondence with T. Han from PWP re: exhibits to same (.1).	
03/23/13	SLA	0019	1.10
03/25/13	KGM	0019	0.40
		0019	
03/26/13	ISD	0019	1.20
03/26/13	SLA	0019	1.00
03/26/13	DKB	0019	0.60
03/26/13	KGM	0019	1.10
03/27/13	MRC	0019	0.50
03/27/13	KGM	0019	1.60
		0019	
03/28/13	KGM	0019	0.10
03/28/13	KGM	0019	0.40
03/29/13	KGM	0019	0.10
03/14/13	JSS	0020	1.10
03/21/13	KGM	0020	2.90
03/21/13	JSS	0020	2.80
03/22/13	TS	0020	0.70
03/22/13	DKB	0020	0.50
03/22/13	KGM	0020	3.00
03/04/13	KGM	0022	0.50
03/05/13	ISD	0022	2.00

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		Committee settlement update (.8).	
03/06/13	ISD	0022 Correspondence with S. Alberino re: Committee settlement update (.5); correspondence with S. Alberino re: plan of reorganization structuring issues (.4).	0.90
03/07/13	ISD	0022 Analysis of plan proposal and strategy re: same.	1.30
03/08/13	ISD	0022 Correspondence with S. Alberino re: Committee settlement update (.6); correspondence with S. Alberino re: plan of reorganization structuring issues (.4).	1.00
03/08/13	KGM	0022 Correspondence with A. Schouler re: plan issues.	0.30
03/11/13	ISD	0022 Correspondence with S. Alberino re: Committee settlement update (.2); correspondence with S. Alberino re: plan of reorganization structuring issues (.3).	0.50
03/12/13	ISD	0022 Correspondence with S. Alberino re: Committee settlement update (.3); correspondence with S. Alberino re: Plan of reorganization structuring issues (.2).	0.50
03/13/13	ISD	0022 Analysis of plan proposal and strategy re: same (1.1); office conference with S. Alberino re: Committee settlement update and related issues (.9).	2.00
03/14/13	ISD	0022 Correspondence with S. Alberino re: Committee settlement update (.9); correspondence with S. Alberino re: Plan of reorganization structuring issues and related issues (.4).	1.30
03/15/13	ISD	0022 Analysis of plan proposal and strategy re: same (.6); conferences and correspondence with co-counsel re same (1.1).	1.70
03/21/13	KGM	0022 Correspondence with S. Alberino re: plan and related issues (.3); correspondence with J. Sharp re: research in connection with same (.3); correspondence with A. Schouler re: plan and related issues (.7).	1.30
03/22/13	KGM	0022 Correspondence with S. Alberino re: plan related issues (.2); correspondence with A. Schouler re: same (.3).	0.50
03/26/13	ISD	0022 Correspondence with S. Alberino re: plan of reorganization structuring issues.	0.30
03/27/13	ISD	0022 Analysis of plan proposal and strategy re: same (.5); correspondence with co-counsel re: plan issues (.5).	1.00
03/27/13	JSS	0022 Research regarding claim impairment under plan of reorganization.	1.10
03/28/13	ISD	0022 Analysis of plan proposal and strategy re: same (3.0); correspondence with S. Alberino re: Committee settlement update (.4).	3.40
03/28/13	KGM	0022 Review/revise analysis re: impairment issue.	0.20
03/29/13	ISD	0022 Analysis of plan proposal and strategy re: same (1.1); correspondence with S. Alberino re: Committee settlement update (.8); correspondence with S. Alberino re: plan of reorganization structuring issues (.7).	2.60
03/29/13	ECS	0022 Correspondence with J. Sharp regarding classification research.	0.10
03/01/13	SLA	0023 Attend to IP/sale process issues.	0.80
03/02/13	SLA	0023 Attend to sale incentive issues (.5).	0.50
03/04/13	DIF	0023 Attention to sale process issues and nondisclosure agreements.	1.20
03/04/13	AMH	0023 Edit and revise nondisclosure agreement.	1.30
03/05/13	ISD	0023 Correspondence with S. Alberino and PWP re: management presentations in connection w/ sale process.	0.60
03/05/13	DCV	0023 Analyze contracts and other materials relating to IP diligence in connection w/ sale process.	4.50
03/05/13	DIF	0023 Draft nondisclosure agreements.	0.40
03/06/13	DCV	0023 Analyze DIP credit agreement and issues therein relating to intellectual property.	2.70
03/06/13	DIF	0023 Work on nondisclosure agreements.	0.60
03/07/13	ISD	0023 Analysis of IP issues with respect to sale process.	0.60
03/07/13	SLA	0023 Calls with company sale process.	0.50
03/07/13	DIF	0023 Calls re: sale issues and non-disclosure agreements.	1.80
03/07/13	AMH	0023 Attention and response to diligence requests.	0.40

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
03/08/13	SLA	0023 Attend to sale process issues (1.0); call with Company re same (0.5).	1.50
03/08/13	DIF	0023 Attention to sales and consent issues.	1.30
03/11/13	SLA	0023 Attend to sale process issues (1.1); call with Company re same (0.7).	1.80
03/11/13	DIF	0023 Attention to nondisclosure agreements (.4), sale process (.5), and license agreement issues (.5).	1.40
03/12/13	SLA	0023 Attend to sale process issues (1.0); call with Company re same (.5).	1.50
03/12/13	DIF	0023 Work on nondisclosure agreements and Asset Purchase Agreement (2.0); revise Asset Purchase Agreement (0.4).	2.40
03/12/13	AMH	0023 Prepare for conference call re: Atari Asset Purchase Agreement (0.1); edit and revise same (4.0); confer with D. Fisher, K. Manoukian and H. Jacobson re: same (0.1).	4.20
03/12/13	KGM	0023 Participate in call re: Asset Purchase Agreement (.4); email exchanges with corporate team re: revisions to same (.3).	0.70
03/13/13	SLA	0023 Attend to sale process issues.	0.90
03/13/13	DCV	0023 Analyze disclosure schedules relating to intellectual property w/r/t sale process.	3.50
03/13/13	AMH	0023 Edit and revise Asset Purchase Agreement.	1.70
03/14/13	SLA	0023 Attend to sale process issues (0.5); call with Company re same (0.4).	0.90
03/14/13	DCV	0023 Analyze DIP agreement and disclosure schedules relating to intellectual property.	3.80
03/14/13	DIF	0023 Attention to nondisclosure agreement and Asset Purchase Agreement/sale process issues.	0.80
03/15/13	ISD	0023 Analysis of sales IP issues and process (.2); correspondence with S. Alberino and PWP re: management presentations (.2).	0.40
03/15/13	SLA	0023 Attend to sale process issues (0.3); call with Company re same (0.9).	1.20
03/15/13	DIF	0023 Attention to sale process issues and review business presentations.	1.50
03/18/13	SLA	0023 Attend to sale process issues (0.8); call with Company re same (0.1).	0.90
03/18/13	DIF	0023 Review management presentations and nondisclosure agreements.	1.30
03/18/13	KGM	0023 Review management presentation schedule to potential buyers.	0.20
03/19/13	SLA	0023 Attend to sale process issues (0.5); calls with Company and advisors re same (0.5).	1.00
03/19/13	DIF	0023 Attention to nondisclosure agreements and management presentation issues.	0.80
03/19/13	AMH	0023 Review proposed nondisclosure agreement (0.2); edit and revise same (0.1).	0.30
03/20/13	SLA	0023 Attend to sale process issues (0.5); call with Company re same. (0.3).	0.80
03/20/13	DIF	0023 Work on nondisclosure agreements.	2.20
03/20/13	AMH	0023 Edit and revise nondisclosure agreement (3.6); review bylaws/certificates of organization for Debtor entities (0.3); draft summary of same (0.2).	4.10
03/20/13	KGM	0023 Correspondence with A. Hall and D. Fisher re: sale process and related issues.	0.20
03/21/13	SLA	0023 Attend to sale process issues (0.5); call with Company re same (0.8).	1.30
03/21/13	DCV	0023 Analyze draft disclosure schedules relating to intellectual property and previous agreements relating to disclosure schedules w/r/t sale process.	4.70
03/21/13	KGM	0023 Correspondence with K. Keller re: sale process and related issues.	0.30
03/22/13	SLA	0023 Attend to sale process issues.	0.30
03/25/13	DIF	0023 Attention to sale issues and related matters.	1.60
03/26/13	DCV	0023 Analyze draft disclosure schedules relating to intellectual property and previous agreements relating to disclosure schedules w/r/t sale process.	3.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>	
03/29/13	DCV	0023	Attend telephone conference with potential bidder.	0.50
03/29/13	DCV	0023	Analyze materials relating to ownership and/or interests relating to properties identified in the data room.	2.40
03/29/13	DIF	0023	Attention to sale process issues.	1.40
03/31/13	DIF	0023	Teleconference with potential bidder counsel.	0.40
03/14/13	KGM	0024	Correspondence with R. Mattes and Navaar reps re: inventory sales and related issues (.3); correspondence with S. Alberino re: same (.2).	0.50
03/18/13	KGM	0024	Correspondence with counsel for Navaar re: inventory sale and related issues.	0.10
03/05/13	SLA	0025	Travel to NYC for a hearing (Actual time - 3.5).	1.75
03/06/13	SLA	0025	Return travel to DC from hearing in NYC (Actual time - 3.5).	1.75
03/06/13	KGM	0025	Travel to and from hearing (Actual time - 2.0).	1.00
03/20/13	KGM	0025	Travel to and from the hearing (Actual time - 1.4).	0.70
03/05/13	AMH	0027	Attention and response to inquiry re: parent loan agreement (0.4); research CA Secretary of State records re: same (0.3); attention to diligence documents (0.1).	0.80
03/21/13	SLA	0027	Attend to corporate issues w/r/t parent.	1.00
03/21/13	AMH	0027	Correspondence with S. Alberino re: draft board resolutions.	0.30
03/22/13	SLA	0027	Attend to board issues.	1.00
03/22/13	AMH	0027	Phone calls with N. Cartmell (Pillsbury) re: GT Interactive / CUSH transaction.	0.60
03/22/13	AMH	0027	Draft notice re: special meetings of debtor's board of directors (1.5); correspondence with S. Alberino and K. Manoukian re: same (0.2); edit/revise same (0.4); circulate notice to Board and other participants (0.2).	2.30
03/23/13	AMH	0027	Attention to email re: GT interactive / CUSH transaction and proof of representation.	0.20
03/25/13	SLA	0027	Attend board call (0.6); prep for same (0.2).	0.80
03/25/13	AMH	0027	Attention and response to inquiry re: GT Interactive / CUSH transaction.	0.20
03/25/13	AMH	0027	Prepare and take notes for Special Meetings of the Debtors' respective Boards of Directors.	0.70
03/25/13	KGM	0027	Correspondence with A. Hall re: various corporate issues.	0.10
03/26/13	DIF	0027	Review Board minutes.	0.70
03/26/13	AMH	0027	Confer with D. Fisher re: Roller Coaster Tycoon nondisclosure agreement (0.2); draft minutes of special meeting of the board of directors (0.6).	0.80
03/27/13	DIF	0027	Draft minutes and nondisclosure agreements.	0.80
03/27/13	AMH	0027	Confer with D. Fisher re: minutes and nondisclosure agreement (0.1); review same (0.3).	0.40
03/28/13	DIF	0027	Attention to stock re-issue matters (0.5), nondisclosure agreement (0.2).	0.70
03/28/13	AMH	0027	Review Blue Bay credit agreement and organizational documents with respect to lost stock certificates (2.5); confer with K. Manoukian and D. Fisher re: same (0.3).	2.80
03/28/13	KGM	0027	Correspondence with A. Hall re: replacement stock certificates (.2); email exchanges with K. Keller re: same (.1).	0.30
03/01/13	SLA	0029	Attend to critical vendor issues.	0.50
03/01/13	KGM	0029	Correspondence with K. Keller re: certain critical vendor issues (.5); correspondence with A. Schoulder re: same (.1); correspondence with A. Velinsky re: same (.1); correspondence with A. Verost re: same (.1); correspondence with S. Alberino re: same (.1).	0.90
03/04/13	TS	0029	Prepare and ECF file stipulated amendment re critical vendors motion.	0.40
03/04/13	KGM	0029	Correspondence with K. Keller re: critical vendor issues (.1); correspondence with R. Morrissey re: same (.1); email exchanges with Committee counsel re: same (.1); correspondence with chambers re:	1.10

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
03/18/13	KGM	0029 same (.1); draft notice of amendment of Critical Vendor Order (.7). Correspondence with D. Krasa-Berstell re: notice of adjournment with respect to Chris Sawyer motion (.1); review/revise same (.3).	0.40
03/19/13	KGM	0029 Draft email to Navarre re: release of payment.	0.20
Total Hours			<hr/> 777.20

Exhibit B

ATARI INC., et al.
MARCH 1, 2013 THROUGH MARCH 31, 2013

PARTNERS	DEPARTMENT	STATE/COUNTRY OF BAR ADMISSION – YEAR	HOURS	HOURLY BILLING RATE	AMOUNT
Scott L. Alberino	Financial Restructuring	Georgia – 2000 District of Columbia – 2002	78.10	\$875.00	\$68,337.50
Steve Blakeley	International Corporate Transactions	England – 1980	0.50	\$955.00	\$477.50
Ira S. Dizengoff	Financial Restructuring	New Jersey – 1992 New York – 1993	23.60	\$1,100.00	\$25,960.00
Daniel I. Fisher	Corporate	New York – 2003	22.80	\$775.00	\$17,670.00
Howard B. Jacobson	Tax	District of Columbia – 1979	17.80	\$770.00	\$13,706.00
Harry Keegan	International Corporate Transactions	England – 1999	2.60	\$795.00	\$2,067.00
Bruce E. Simonetti	Tax	New York – 1995	2.30	\$830.00	\$1,909.00
SENIOR COUNSEL & COUNSEL	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	HOURLY BILLING RATE	AMOUNT
Mark R. Curiel	Labor	California – 2002	0.50	\$625.00	\$312.50
Angeline L. Koo	Litigation	New York – 2005	10.10	\$665.00	\$6,716.50
Austin S. Lilling	Tax	New Jersey – 2001 New York – 2001	0.40	\$650.00	\$260.00
Shannen L. Naegel	Tax	Virginia – 2007 District of Columbia – 2011	14.30	\$560.00	\$8,008.00
Meng Ru	Corporate	New York – 2005	34.00	\$660.00	\$22,440.00
David C. Vondle	Intellectual Property	California – 2003 District of Columbia – 2008	43.00	\$600.00	\$25,800.00

ASSOCIATES	DEPARTMENT	STATE/COUNTRY OF BAR ADMISSION – YEAR	HOURS	HOURLY BILLING RATE	AMOUNT
Eunice J. Chang	Corporate	New York – 2009	20.10	\$585.00	\$11,758.50
Ashleigh M. Hall	Corporate	Indiana – 2009 District of Columbia – 2012	21.70	\$475.00	\$10,307.50
Kristine G. Manoukian	Financial Restructuring	New York – 2008 Utah – 2008 Delaware – 2010	226.40	\$675.00	\$152,820.00
Liam P. Murphy	International Corporate Transactions	England – 2010	5.90	\$445.00	\$2,625.50
Eric C. Seitz	Financial Restructuring	Texas – 2009	56.50	\$500.00	\$28,250.00
Jason S. Sharp	Financial Restructuring	Texas – 2012	89.00	\$400.00	\$35,600.00
Daniel Z. Vira	Tax	New Jersey – 1992 New York – 1993	3.40	\$645.00	\$2,193.00
LEGAL ASSISTANTS	DEPARTMENT		HOURS	HOURLY BILLING RATE	AMOUNT
Scott A. Fener	Library		3.90	\$205.00	\$799.50
Brenda R. Kemp	Financial Restructuring		1.60	\$225.00	\$360.00
Dagmara Krasa- Berstell	Financial Restructuring		74.70	\$245.00	\$18,301.50
Jacqueline K. Lewis	Financial Restructuring		0.90	\$205.00	\$184.50
James W. Ma	E-Discovery		0.50	\$255.00	\$127.50
Jonathan A. Samper	Financial Restructuring		3.50	\$225.00	\$787.50
Tracy Southwell	Financial Restructuring		8.70	\$245.00	\$2,131.50
Peter J. Sprofera	Financial Restructuring		10.40	\$285.00	\$2,964.00
TOTAL FEES			777.20		\$462,874.50

Exhibit C

ATARI INC., et al.
DISBURSEMENT SUMMARY
MARCH 1, 2013 THROUGH MARCH 31, 2013

Computerized Research/Corporate Service Charges/PACER Charges	\$881.36
Courier Service/Postage	\$65.38
Duplicating/Document Production	\$182.40
Meals/Meeting Expenses	\$253.49
Transcripts	\$582.32
Travel Expenses – Airfare	\$988.51
Travel Expenses – Ground Transportation	\$723.16
Travel Expenses – Lodging	\$483.54
Travel Expenses – Parking	\$37.00
Travel Expenses – Train Fare	\$385.00
TOTAL	\$4,582.16