

Notices of Objection to Fee Statement Due: June 4, 2013

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Counsel to the Debtors and Debtors in Possession

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

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

**THIRD 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 APRIL 1, 2013 THROUGH APRIL 30, 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:	April 1, 2013 through April 30, 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:	\$205,193.75
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$2,016.26

This statement is the third 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) \$164,155.00 (80% of \$205,193.75 on account of actual, reasonable and necessary professional services rendered to the Debtors by Akin Gump during the Fee Period) and (ii) \$2,016.26 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.).

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WHEREFORE, pursuant to the Interim Compensation Order, Akin Gump requests: (i) payment of compensation in the amount of \$164,155.00 (80% of \$205,193.75 on account of actual, reasonable and necessary professional services rendered to the Debtors by Akin Gump) and (ii) reimbursement of actual, reasonable and necessary costs and expenses in the amount of \$2,016.26 incurred on behalf of the Debtors by Akin Gump.

New York, New York
Dated: May 20, 2013

AKIN GUMP STRAUSS HAUER & FELD LLP

By: /s/ Ira S. Dizengoff

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Counsel to the Debtors and Debtors in Possession

Exhibit A



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

Invoice Number 1481662
Invoice Date 05/20/13
Client Number 691767
Matter Number 0001

Re: RESTRUCTURING ADVICE

FOR PROFESSIONAL SERVICES RENDERED THROUGH 04/30/13 :

MATTER SUMMARY OF TIME BILLED BY TASK :

		<u>HOURS</u>	<u>VALUE</u>
0002	General Case Administration	37.90	\$14,123.50
0003	Akin Gump Fee Application/Monthly Billing Reports	36.10	\$17,518.00
0004	Analysis of Other Professionals Fee Applications/Reports	10.90	\$5,674.50
0005	Review/Preparation of Schedules, Statements	13.60	\$7,976.00
0006	Retention of Professionals	4.90	\$2,620.00
0007	341 Meetings/Creditors' Meetings	1.00	\$675.00
0008	Court Hearings	24.00	\$11,967.00
0009	Financial Reports and Analysis	2.10	\$1,202.50
0010	DIP, Cash Collateral Usage and Exit Financing	8.70	\$5,863.50
0011	Executory Contracts/License Agreements	26.10	\$17,390.00
0012	General Claims Analysis/Claims Objections	15.30	\$9,885.00
0014	Insurance Issues	1.40	\$1,257.50
0017	General Adversary Proceedings/Litigation Matters	6.60	\$5,115.00
0018	Tax Issues	0.70	\$685.00
0019	Labor Issues/Employee Benefits	46.70	\$28,551.50
0020	Real Estate Issues/Leases	0.50	\$337.50
0022	Plan/Disclosure Statement/Solicitation and Related Documentation	12.90	\$8,310.00
0024	Sale Transaction/Stock Transaction/Business Liquidations (Including)	92.70	\$57,866.00
0025	Travel Time	1.45	\$978.75
0027	General Corporate Matters	7.40	\$4,175.00
0028	Intercompany Claims	4.50	\$3,022.50
	TOTAL	355.45	\$205,193.75

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
04/01/13	DKB	0002 Review case docket (.3); prepare updates for task list and calendar (.6); update the above (.5); review and organize documents for attorneys (.8); update transcripts file (.5).	2.70
04/01/13	KGM	0002 Draft email to S. Alberino re: outstanding items and case related issues (.2); correspondence with K. Keller re: various case related issues (.3).	0.50
04/02/13	DKB	0002 Review and organize pleadings for attorneys (.7); review and update attorneys outlook reminders (.6).	1.30
04/02/13	KGM	0002 Correspondence with S. Alberino re: case status and upcoming matters (.2); review calendar and task list and identify upcoming matters requiring attention (.2).	0.40
04/03/13	KGM	0002 Correspondence with S. Alberino re: case related issues and updates (.3).	0.30
04/04/13	DKB	0002 Review case docket (.2); prepare updates for task list and calendar (.6); update attorneys outlook reminders (.4); review and organize documents for attorneys (.6).	1.80
04/05/13	SLA	0002 Calls re recovery analysis.	1.00
04/05/13	DKB	0002 Review case docket (.3); update task list (.6); update calendar (.5); review and organize documents for attorneys (.8); confer with K. Manoukian re status (.1).	2.30
04/08/13	DKB	0002 Review case docket (.3); prepare updates for calendar and task list (.8); review and organize documents for attorneys (.8); confer with K. Manoukian re status (.1).	2.00
04/08/13	KGM	0002 Correspondence with D. Krasa-Berstell re: upcoming case related matters, U.S. Trustee quarterly fee payments and related issues (.4).	0.40
04/10/13	DKB	0002 Review case docket (.2); update task list (.5); update case calendar (.4); review and organize materials for attorneys (.3).	1.40
04/10/13	KGM	0002 Correspondence with D. Krasa-Berstell re: case update and related matters.	0.30
04/11/13	DKB	0002 Review case docket (.3); prepare updates for task list and calendar (.7); confer with K. Manoukian re status (.1); review and organize documents for attorneys (.6); prepare entered orders to be served (.2); forward the above for service to BMC (.1).	2.00
04/12/13	DKB	0002 Review case docket (.3); Review and organize documents for attorneys (.7); confer with K. Manoukian re status (.1).	1.10
04/14/13	SLA	0002 Review press release.	0.40
04/14/13	KGM	0002 Review press release to be issued by Atari SA (.3); correspondence to S. Alberino re: same (.2); correspondence with K. Coleman re: same (.1).	0.60
04/15/13	KGM	0002 Review/revise press release by Atari S.A. (3.5); conference with S. Alberino re: same (.1); draft email to client re: same (.2).	3.80
04/16/13	DKB	0002 Review case docket (.3); update task list (.5); update calendar (.5); follow up with transcriber re transcript (.2); review and organize pleadings for attorneys (.7).	2.20
04/16/13	KGM	0002 Review/revise press release by Atari S.A. (.3); correspondence with client and Perella re: revisions to same (.4); circulate same to K. Coleman (.1); correspondence with K. Coleman re: same (.3); review transcript of DIP hearing in connection with same (.3); correspondence with S. Alberino re: same (.4); further review/revise same (.6).	2.40
04/17/13	DKB	0002 Review case docket (.3); draft notice of adjournment of hearing (.6); confer with K. Manoukian re above (.1); prepare updates for case calendar and task list (.5); review and organize pleadings for attorneys (.5).	2.00
04/17/13	KGM	0002 Review and further revise press release based on exchanges with K. Coleman.	0.30
04/18/13	DKB	0002 Review case docket (.3); update task list (.5); update case calendar (.4); update outlook reminders for attorneys (.4); update transcripts file (.5); review and organize documents for attorneys (.3).	2.40

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
04/19/13	DKB	0002 Review case docket (.3); update task list (.4); update case calendar (.3); confer with K. Manoukian re status (.1).	1.10
04/23/13	DKB	0002 Review case docket (.3); review and organize documents for attorneys (.3).	0.60
04/25/13	DKB	0002 Review case docket (.3); review and organize documents for attorneys (.6); update calendar (.5); update task list (.5); review and update outlook reminders (.3); confer with K. Manoukian re status (.1).	2.30
04/26/13	DKB	0002 Review case docket (.2); review and organize documents for attorneys (.5); prepare updates for calendar and task list (.3); confer with K. Manoukian re status (.2).	1.20
04/26/13	KGM	0002 Correspondence with S. Alberino re: case status and related issues.	0.20
04/29/13	DKB	0002 Review case docket (.3); review and organize pleadings for attorneys (.6).	0.90
04/02/13	KGM	0003 Correspondence with E. Seitz re: Akin Gump March fee statement.	0.10
04/03/13	ECS	0003 Revise March prebill.	0.20
04/04/13	PJS	0003 Review and prepare documents re monthly fee statement.	2.90
04/04/13	ECS	0003 Revise March prebill.	0.30
04/04/13	KGM	0003 Email exchanges with M. Leung re: Akin Gump fees (.1); correspondence with accounting re: same (.1).	0.20
04/05/13	ECS	0003 Review/revise March prebill.	4.10
04/08/13	PJS	0003 Review and prepare documents re monthly fee statement.	1.90
04/08/13	KGM	0003 Review Akin Gump fee statement and correspondence with S. Alberino re: same.	1.40
04/09/13	ECS	0003 Revise March pre-bill.	0.90
04/10/13	ECS	0003 Correspondence with K. Manoukian regarding March pre-bill.	0.20
04/15/13	KGM	0003 Review Akin Gump March fee statement.	1.20
04/16/13	ECS	0003 Prepare Akin Gump fee statement (0.3); correspondence with P. Sprofera regarding same (0.1).	0.40
04/16/13	KGM	0003 Review Akin Gump March fee statement (3.4); correspondence with E. Seitz re: same (.1).	3.50
04/17/13	ECS	0003 Review Akin Gump March fee statement (0.3); correspondence with P. Sprofera regarding March fee statement (0.1).	0.40
04/17/13	KGM	0003 Correspondence with R. Mattes re: Akin Gump fee statement (.1); follow-up with K. Keller re: same (.1); review/revise Akin Gump March fee statement (3.3).	3.50
04/18/13	ECS	0003 Draft March fee statement (1.1); correspondence with K. Manoukian regarding same (0.1).	1.20
04/18/13	KGM	0003 Correspondence with K. Keller re: Akin Gump February fee statement (.3); correspondence with D. Vondle re: same (.3); correspondence and correspondence with D. Fisher re: same (.3); review same (.3); correspondence with S. Alberino re: same (.2); research re: same (.4).	1.80
04/18/13	JAS	0003 Review/summarize Akin fee statements.	2.30
04/19/13	KGM	0003 Correspondence with S. Alberino re: February fee statement (.2); correspondence with K. Keller re: same (.3); conference with S. Alberino re: Akin Gump March fee statement (.1); review same (.3).	0.90
04/22/13	PJS	0003 Review and prepare documents re monthly fee statement.	3.90
04/22/13	TS	0003 Prepare and file Akin Gump monthly fee statement.	0.30
04/22/13	KGM	0003 Review Akin Gump March fee statement (1.6); correspondence with accounting re: same (.1); review/finalize Akin Gump fee statement (.7).	2.40
04/22/13	JAS	0003 Verify fee data in monthly fee statement (2.0); correspondence with K. Manoukian re same (.1).	2.10
04/01/13	KGM	0004 Review Bracewell invoice.	0.20
04/02/13	KGM	0004 Correspondence with K. Keller re: professionals' fees and related issues (.3); correspondence with R. Mattes re: same (.4); correspondence with A. Schouder re: Bracewell fees and related issues (.3).	1.00
04/03/13	KGM	0004 Correspondence with R. Mattes re: payment of professionals' fees (.1); correspondence with G. Davis re: same (.1).	0.20

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
04/08/13	DKB	0004 Review U.S. Trustee fee procedures and amounts (.5).	0.50
04/08/13	KGM	0004 Correspondence with R. Mattes re: quarterly fee payments (.2).	0.20
04/08/13	KGM	0004 Follow-up with Perella re: February fee payment (.1); follow-up with Protiviti re: same (.1); correspondence with R. Mattes re: payment re: same (.2); correspondence with G. Davis re: same (.1).	0.50
04/10/13	KGM	0004 Follow-up with Cooley, Duff & Phelps and Bracewell re: March fee statements.	0.10
04/11/13	KGM	0004 Email exchanges with Company re: March professional fees.	0.10
04/15/13	ECS	0004 Review BMC March fee statement.	0.20
04/15/13	KGM	0004 Correspondence with client re professionals' invoices (.2); review and comment on same (.2).	0.40
04/16/13	ECS	0004 Review BMC March fee statement (0.1); email to K. Manoukian regarding same (0.2).	0.30
04/16/13	KGM	0004 Correspondence with Perella re: fee statement and related issues (0.3); email exchanges with E. Seitz re: BMC fee statement (.1); email R. Mattes re: same (.1); correspondence with E. Seitz re: Protiviti fee statement (.1).	0.60
04/16/13	JSS	0004 Review and comment on Protiviti Monthly Fee Statement.	0.30
04/17/13	KGM	0004 Correspondence with J. Sharp re: Protiviti fee statement.	0.10
04/18/13	KGM	0004 Review Protiviti second monthly fee statement and comment on same (.6); circulate comments re same to Protiviti (.2); multiple correspondence with J. Kohler re: U.S. Trustee guidelines re: fees and disbursements and related issues (.2).	1.00
04/19/13	KGM	0004 Review Protiviti second fee statement and finalize same for filing.	0.30
04/22/13	TS	0004 Prepare and file Perella monthly fee statement (.3); coordinate service of fee statements with BMC (.2).	0.50
04/22/13	DKB	0004 Assist with preparation of Protiviti monthly fee statement.	0.60
04/22/13	KGM	0004 Correspondence with E. Rosenberg at Perella re: second fee statement (.2); review same (.2); correspondence with J. Wu re: same (.2).	0.60
04/25/13	JSS	0004 Analyze Cooley monthly fee statement (0.5); discuss same with B. Kemp (0.2).	0.70
04/26/13	KGM	0004 Correspondence with S. Alberino re: Cooley fee statement and related issues.	0.20
04/26/13	JSS	0004 Analyze Cooley monthly fee statement (2.2); send results of same to K. Manoukian (0.1).	2.30
04/09/13	KGM	0005 Review amended Global Notes to Statements/Schedules.	0.20
04/10/13	KGM	0005 Correspondence with J. Sharp re: status of additional OCP retention application (0.2); correspondence with Company re: monthly operating reports (.2); follow up with Cooley and Duff & Phelps (.1) and Bracewell re: same (.1).	0.60
04/22/13	KGM	0005 Correspondence with R. Mattes and G. Davis re: amended statements and schedules.	0.20
04/24/13	KGM	0005 Draft detailed email to S. Alberino re: issues with respect to amending schedules and related matters (.5); follow-up correspondence with S. Alberino re: same (.2).	0.70
04/29/13	KGM	0005 Correspondence with R. Mattes and G. Davis re: amended schedules.	0.70
04/30/13	DKB	0005 Confer with K. Manoukian re preparation of amended schedules for filing (.2); assist with preparation thereof (1.3); revise notice of filing (.2); prepare amended schedules for filing (.5); effect the above (.2); prepare documents for service (.2); forward the documents to BMC for service (.1); confer with attorney re status (.1).	2.80
04/30/13	KGM	0005 Correspondence with Bracewell re: amended schedules and related matters (.6); review/revise/comment on global notes and amended schedules (3.6); multiple correspondence with G. Davis re: same and amended schedules (1.5); correspondence with the Company re: same and related issues (.5); correspondence with K. Keller re: same (.2); correspondence with S. Alberino re: same (.1); correspondence with	8.40

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		Atari S.A. counsel and Bracewell re: same and related issues (.2); correspondence with paralegal re: finalizing same in preparation for filing (.3); revise notice of filing of same (.6); finalize same in preparation for filing (.7); circulate courtesy copies of same to key stakeholders (.1).	
04/03/13	KGM	0006 Correspondence with J. Sharp re: modified Perella retention order (.1); correspondence with J. Sharp re: Frank Rimmerman retention application (.1); correspondence with R. Mattes re: same and retention application for Deloitte (.1); correspondence with chambers re: modified Perella retention order (.2); correspondence with J. Sharp re: same (.2).	0.70
04/03/13	JSS	0006 Research procedures for submitting Amended Perella retention order to Court (0.4); call with K. Manoukian re: same (0.1); review transcripts re: U.S. Trustee request to modify Perella retention order (0.8); draft amended Perella retention order (0.9); redline amended Perella retention order against Perella retention order entered by the Court (0.1); send redline and clean versions of the amended Perella retention order to K. Manoukian re: same (0.1); call to J. Alberino re: retention application (0.1).	2.50
04/05/13	KGM	0006 Correspondence with A. Verost re: revised Perella retention order (.2); review/finalize same in preparation for submission (.3); email same to U.S. Trustee (.1); review/revise Perella's retention order (0.8).	1.40
04/10/13	KGM	0006 Correspondence with D. Krasa-Berstell re: modified Perella order (.2); revise same (.1).	0.30
04/05/13	KGM	0007 Prepare for and participate in 341 meeting (.8); correspondence with S. Alberino re: same (.1); correspondence with K. Keller re: same (.1).	1.00
04/03/13	KGM	0008 Correspondence with A. Velinsky re: hearing transcript (.1); email D. Krasa-Berstell re: same (.1).	0.20
04/04/13	KGM	0008 Correspondence with D. Krasa-Berstell re: upcoming hearing and objection deadlines.	0.20
04/05/13	DKB	0008 Confer with K. Manoukian re preparation for hearing (.2); review and organize materials for hearing (.3); update hearing agenda (.4); confer with K. Manoukian re status (.1).	1.00
04/05/13	KGM	0008 Email D. Krasa-Berstell re: hearing agenda.	0.10
04/08/13	DKB	0008 Confer with K. Manoukian re preparation for hearing (.1); review materials therefor (.5).	0.60
04/08/13	KGM	0008 Correspondence with S. Alberino re: upcoming hearing (.4); correspondence with K. Keller re: same (.5); correspondence with I. Dizengoff re: same (.1); follow-up with chambers re: same (.1).	1.10
04/09/13	TS	0008 Prepare and file notice of adjournment re 4/11/13 hearing (.3); prepare and file hearing agenda for 4/11/13 (.3); coordinate service of notices (.2).	0.80
04/09/13	DKB	0008 Confer with K. Manoukian re preparation for hearing (.1); review hearing materials (.5); prepare sets of hearing materials for attorneys (.8); confer with attorney re revisions to the agenda (.1); draft notice of adjournment of hearing (.6); confer with attorney re status (.1).	2.20
04/09/13	KGM	0008 Correspondence with D. Krasa-Berstell re: hearing preparation and related issues (0.3); correspondence with chambers re: hearing dates on incentive motion (.2); correspondence with S. Alberino re: same (.1); correspondence with J. Wilson, K. Keller, S. Alberino and I. Dizengoff re: hearing on incentive motion and related issues (.4); correspondence with S. Alberino re: agenda for 4/11 hearing and related issues (.2); revise same (.4); conference with D. Krasa-Berstell re: same and hearing preparation (.3); conference with D. Krasa-Berstell re: notice of adjournment (.1); conference with chambers re: same (.1); review/revise same (.4); circulate same and agenda to S. Alberino for review (.1); conference with S. Alberino re: same and proposed order (.2); coordinate filing of agenda and notice of adjournment (.2).	3.00

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
04/10/13	DKB	0008 Confer with K. Manoukian re preparation for hearing (.2); update hearing materials (.5); prepare hearing notebooks (1.0); prepare sets of additional materials for hearing (.5); prepare sets of proposed orders for chambers (.3); confer with attorney re status (.1).	2.60
04/10/13	KGM	0008 Correspondence with S. Alberino re: hearing preparation (.1); follow-up with A. Verost re: same (.1); prepare for same (2.0).	2.20
04/11/13	SLA	0008 Preparing for hearing (1.1); attending hearing (1.0); follow-up meeting with U.S. Trustee re incentive plan issues (0.6).	2.70
04/11/13	DKB	0008 Follow up with transcriber re transcript from the latest hearing (.2); work on logistics thereof (.4).	0.60
04/11/13	KGM	0008 Prepare for and attend loyalty plan hearing.	1.20
04/15/13	DKB	0008 Confer with K. Manoukian re preparation for hearing (.2); draft hearing agenda (.6); revise the above in accordance with attorney's instructions (.3); review and organize materials for hearing (.5); confer with attorney re status (.1); review and organize documents for attorneys (.6).	2.30
04/15/13	KGM	0008 Correspondence with S. Alberino re: incentive hearing (.1); conference with R. Morrissey re: same (.1).	0.20
04/16/13	KGM	0008 Email exchanges with S. Alberino re: incentive hearing (.2); correspondence with U.S. Trustee re: same and related issues (.5); correspondence with S. Alberino re: same (.1); draft email to S. Alberino re: same and related issues (.1).	0.90
04/17/13	DKB	0008 Prepare notice of adjournment (.2); file same (0.2); prepare filed version for service (.1); forward the document to BMC for service (.1).	0.60
04/17/13	KGM	0008 Correspondence with S. Alberino re: hearing on sale incentive plan and related issues (.2); correspondence with chambers re: same (.1); email Cooley re: same (.1); email U.S. Trustee re: same (.1); review/revise notice of adjournment re: same (.3).	0.80
04/18/13	KGM	0008 Correspondence with D. Krasa-Berstell re: upcoming hearing dates (.2); correspondence with A. Velinsky re: hearing transcript (.1).	0.30
04/19/13	DKB	0008 Update agenda for upcoming hearing.	0.40
04/08/13	KGM	0009 Correspondence with company re: monthly operating reports.	0.20
04/15/13	DKB	0009 Prepare monthly operating report to be filed (.2); effect the above (.2); forward the document to U.S. Trustee (.1).	0.50
04/15/13	KGM	0009 Correspondence with D. Krasa-Berstell re: filing of monthly operating report and related issues (0.3); correspondence with R. Mattes re: February Monthly operating report (.3); review/comment on same (.7); finalize same for filing (.1).	1.40
04/02/13	KGM	0010 Correspondence with R. Mattes re: DIP budget and related issues (.2); email A. Schouder re: same (.1); email S. Alberino re: DIP Credit Agreement (.1).	0.40
04/03/13	KGM	0010 Review DIP variance report (.1); correspondence with client re: DIP litigation schedule (.1); correspondence with S. Alberino and M. Ru re: same (.2).	0.40
04/04/13	MR	0010 Review updated DIP litigation schedule.	0.20
04/04/13	KGM	0010 Email A. Schouder re: DIP litigation summary schedule (.1); correspondence with M. Ru re: same (.2).	0.30
04/05/13	MR	0010 Review updated DIP litigation schedule.	0.20
04/05/13	KGM	0010 Correspondence with M. Ru re: amended DIP credit agreement schedules.	0.10
04/11/13	MR	0010 Phone call with G. Davis with respect to DIP draw and budget.	0.20
04/11/13	KGM	0010 Review correspondence re: cash flow analysis.	0.10
04/17/13	KGM	0010 Correspondence with G. Davis re: DIP budget.	0.10
04/19/13	KGM	0010 Multiple correspondence with R. Mattes re: DIP budget and related issues (.8); review same and comment on same (.3); correspondence with S. Alberino re: same (.3); multiple correspondence with R. Mattes re: revisions to same (.4); correspondence with I. Dizengoff re: same (.1); multiple correspondence with Bracewell re: same and related issues	3.20

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		(.3); correspondence with R. Mattes re: amended DIP budget and related issues (1.0).	
04/20/13	KGM	0010 Review/respond to correspondence re: DIP Budget.	0.30
04/22/13	KGM	0010 Correspondence with R. Mattes and G. Davis re: DIP budget (.5); multiple correspondence with R. Mattes re: further revisions to same and related issues (.5); correspondence with I. Dizengoff re: same and related issues (.2).	1.20
04/23/13	KGM	0010 Correspondence with K. Keller re: DIP schedules.	0.10
04/25/13	KGM	0010 Correspondence with Bracewell re: DIP budget and related issues (.7); correspondence with Protiviti, R. Mattes and Bracewell same (1.0).	1.70
04/26/13	KGM	0010 Correspondence with Bracewell re: DIP budget (.1); correspondence with Company re: same (.1).	0.20
04/01/13	KGM	0011 Research re: Rackspace issue and correspondence with R. Mattes re: same (.3); review email from B. Mardel re: Ideaspark issue and follow-up re: same (.3).	0.60
04/02/13	KGM	0011 Correspondence with K. Keller re: Edgecast contract and related issues (.1); correspondence with K. Keller re: same (.1); correspondence with A. Jacobson re: Liquid's inquiries and related issues (0.2).	0.40
04/02/13	KGM	0011 Correspondence with K. Keller re: licensor issue (.3); follow-up with Ideaspark re: same (.1); correspondence with K. Keller and A. Jacobson re: game termination and licensing issues (.7); review memo re: licensee's rights in bankruptcy and related issues (.7).	1.80
04/03/13	SLA	0011 Calls re royalty issues.	0.30
04/03/13	KGM	0011 Correspondence with K. Keller re: Ideaspark license issue (.2); follow-up with Ideaspark's counsel re: same (.1); correspondence with K. Keller re: Six Waves distribution agreement and related issues (.3); correspondence with counsel to Ideaspark re: outstanding royalty payments and related issues (.3); multiple correspondence with K. Keller re: same (.7); draft email to J. Sundberg re: same (.7); revise same based on comments from client (.8); review research memo re: termination of license agreements and related issues (.2).	3.30
04/04/13	SLA	0011 Calls re royalty issues.	0.30
04/04/13	KGM	0011 Correspondence with K. Keller re: certain license issues (.5); correspondence with S. Alberino re: same (.2); correspondence with D. Vondle re: same (.1); review memo on rejection of executory contracts and related issues (1.5).	2.30
04/05/13	KGM	0011 Follow-up with counsel for Ideaspark re: royalty payments (.1); review/revise research memo re: termination of license agreements and related issues (.7).	0.80
04/08/13	ECS	0011 Correspondence with K. Manoukian regarding Ideaspark demand letter.	0.10
04/08/13	KGM	0011 Revise memo re: rejection of executory contracts/license agreements (1.1); follow-up with Ideaspark's counsel re: payment of royalties (.1); draft email to S. Alberino re: same (.1); correspondence with E. Seitz re: same (.1); correspondence with client re: same (.1); review/revise memo re: RTC issue (.7).	2.20
04/08/13	JSS	0011 Revise memorandum re: assignability of license agreements by debtor licensee (0.6); send same to K. Manoukian (0.1).	0.70
04/09/13	ECS	0011 Draft demand letter to Ideaspark (1.2); correspondence with K. Manoukian regarding same (0.2); revisions to same (0.3).	1.70
04/09/13	KGM	0011 Correspondence with Brand Genuity re: licensing issues (.1); review/revise demand letter to Ideaspark (1.0).	1.10
04/10/13	KGM	0011 Correspondence with E. Seitz re: Demand Letter to Ideaspark (.1); review/revise same (.5); revise memo re: rejection/assignment of executory contracts (.2).	0.80
04/11/13	KGM	0011 Correspondence with client re: termination issues with respect to to certain licenses/games and related issues (0.7); review/revise Ideaspark demand letter (.4); correspondence with S. Alberino re: same (.1).	1.20

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
04/15/13	KGM	0011 Revise demand letter to Ideaspark.	0.40
04/16/13	KGM	0011 Correspondence with R. Mattes re: licensing issue and related matters.	0.30
04/17/13	SLA	0011 Review Ideaspark demand letter.	0.40
04/17/13	KGM	0011 Correspondence with K. Keller re: Builder's Gate sublicense issues (.3); correspondence with S. Alberino re: same (.2); revise demand letter to Ideaspark based on comments from K. Keller (1.9).	2.40
04/17/13	KGM	0011 Correspondence with S. Alberino re: licensing issues (.1); correspondence with R. Mattes re: same (.1).	0.20
04/18/13	SLA	0011 Review Ideaspark demand letter.	0.40
04/18/13	KGM	0011 Review/finalize demand letter to Ideaspark and send same to opposing counsel (0.3); review/revise memo re: assignability of IP contracts in sale process and related issues (1.0).	1.30
04/22/13	KGM	0011 Correspondence with IGT counsel re: license agreement and related issues (.6); conference with client re: same (.2); correspondence with K. Keller re: utility agreements and related issues (.4); correspondence with K. Keller re: licensing and royalty payment issues (.4).	1.60
04/23/13	KGM	0011 Correspondence with K. Keller re: licensing issues (.2); correspondence with K. Keller re: outstanding royalty payments (.1).	0.30
04/24/13	KGM	0011 Email exchanges with IGT counsel re: license agreement and related issues (.2); correspondence with K. Keller re: same (.1); correspondence with S. Alberino re: intercompany royalty payments (.3).	0.60
04/29/13	KGM	0011 Review Ideaspark response to demand/breach letter and email client re: same (.2); review sublicense agreement and specific sections referenced in response letter (.3); follow-up with R. Mattes re: notice from Edgecast (.1).	0.60
04/02/13	KGM	0012 Correspondence with G. Davis re: priority claims (.2); follow-up with creditor re: claims issue (.1); correspondence with S. Alberino re: claims related issues (.1); email G. Davis re: same (.1); correspondence with G. Davis and A. Schouler re: claims process (.9); follow-up call with A. Schouler re: same and related issues (.7); correspondence with R. Mattes re: claims analysis issues (.3); correspondence with various creditors re: Atari bankruptcy cases (.5); email J. Sharp re: same (.1).	3.00
04/03/13	KGM	0012 Correspondence with R. Mattes re: claims related issues (.4); review waterfall analysis (.2); correspondence with BMC re: same and related issues (.2); correspondence with R. Mattes re: status of filed claims (.1); email S. Alberino re: same (.1).	1.00
04/04/13	KGM	0012 Email exchanges with K. Keller and Y. Bulla re: employee claims (.1); correspondence with BMC re: same (.1).	0.20
04/05/13	KGM	0012 Correspondence with BMC re: claims issues (0.2); correspondence with Company, Protiviti and Perella re: claims analysis (.6); post call with A. Verost re: same (.2); post call with G. Davis re: same (.2); post call with S. Alberino re: same and related issues (.2).	1.20
04/05/13	JSS	0012 Edit and revise memo regarding pre-petition claims.	1.90
04/08/13	KGM	0012 Correspondence with G. Davis re: waterfall analysis and related issues.	0.20
04/10/13	KGM	0012 Correspondence with BMC re: claims and noticing issues.	0.20
04/15/13	SLA	0012 Attend to press release issues.	0.40
04/18/13	KGM	0012 Email exchanges with K. Keller and R. Mattes re: claims issues (.2); correspondence with R. Mattes re: same and related issues (.2).	0.40
04/22/13	KGM	0012 Correspondence with BMC re: bar date related issues.	0.20
04/23/13	KGM	0012 Correspondence with K. Keller re: bar date issues.	0.20
04/24/13	KGM	0012 Correspondence with K. Keller re: claim issues (.2); prepare for call re: same (.3); participate in pre-call to call re: employee claims with K. Keller (.3); participate in same (1.1); post-call with S. Alberino re: same (.2); correspondence with K. Keller re: executory contracts schedule and related issues (.4); correspondence with R. Mattes re: same (.4); correspondence with G. Davis re: same (.2).	3.10
04/25/13	KGM	0012 Correspondence with K. Keller re: claims process and related issues	3.00

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		(1.0); research bar date order and draft email to K. Keller and Y. Bulla re: same (.2); correspondence with R. Mattes and G. Davis re: amending schedules (1.8).	
04/26/13	KGM	0012 Correspondence with K. Keller and Y. Bulla re: claims process and related issues.	0.30
04/04/13	KGM	0014 Draft email to S. Alberino re: insurance issue (.2); correspondence with S. Alberino re: same (.2).	0.40
04/12/13	ISD	0014 Call with J. Wilson and K. Keller re: tail insurance.	0.50
04/12/13	SLA	0014 Call re insurance issues.	0.50
04/01/13	KGM	0017 Correspondence with K. Keller re: Creditor Committee diligence request (.1); correspondence with R. Mattes re: same (.1); correspondence with R. Mattes re: diligence items (.2).	0.40
04/02/13	SLA	0017 Call re litigation and settlement issues.	0.70
04/02/13	KGM	0017 Correspondence re: litigation and settlement issues (.7); correspondence with S. Alberino re: same (.2); draft email to S. Alberino and I. Dizengoff re: same (.2); follow-up with E. Seitz and J. Sharp re: research re: various litigation issues (.1).	1.20
04/03/13	SLA	0017 Review settlement term sheet (0.9); calls re same (0.4).	1.30
04/04/13	SLA	0017 Review settlement term sheet (0.9); calls re same (0.4).	1.30
04/15/13	KGM	0017 Review Creditor Committee's updated document request and email to S. Alberino re: same.	0.20
04/26/13	KGM	0017 Correspondence with S. Alberino re: Creditor Committee's 2004 motion (.2); review same and draft email to client re: same (.4).	0.60
04/29/13	KGM	0017 Email correspondence with A. Koo re: Creditor Committee's 2004 motion (.1); correspondence with Bracewell re: same (.1).	0.20
04/30/13	KGM	0017 Correspondence re: 2004 motion (.5); correspondence with S. Alberino re: same (.2).	0.70
03/14/13	ISD	0018 Correspondence with S. Alberino re: IRS update.	0.50
04/02/13	KGM	0018 Correspondence with K. Keller re: Massachusetts state taxes (.1); follow-up email K. Keller re: same (.1).	0.20
04/02/13	MRC	0019 Review layoff rules, termination agreement, and incentive plan motion.	1.60
04/02/13	SLA	0019 Call re benefit plan issues.	0.40
04/02/13	KGM	0019 Correspondence with K. Keller re: benefit plan issues (.5); correspondence with S. Alberino re: same (.2); correspondence with S. Alberino re: objection deadline for incentive motion (.1); email UCC counsel re: same (.1); correspondence with K. Keller re: severance agreement (.1); follow-up with M. Curiel re: same (.1); correspondence with K. Keller re: incentive plan (.2); email R. Mattes re: same (.1).	1.40
04/03/13	MRC	0019 Review ADEA separation rules (1.2); correspondence with K. Keller and K. Manoukian re same (0.2).	1.40
04/03/13	KGM	0019 Correspondence with K. Keller and R. Mattes re: employee practices insurance policy issues (.3); correspondence with K. Keller and R. Mattes re: same (.3); correspondence with M. Curiel re: release agreement and related issues (.3).	0.90
04/04/13	MRC	0019 Revise loyalty plan severance agreement (1.8); research case law re same (0.6); correspondence with K. Manoukian re same (0.2).	2.60
04/05/13	MRC	0019 Correspondence with K. Manoukian re severance agreement, vacation wages, and related issues.	0.40
04/05/13	SLA	0019 Attend to incentive plan issues; review severance policy issues.	0.80
04/05/13	KGM	0019 Review/comment on release/severance agreement (.4); forward same to S. Alberino for comment (.1); email re: same to K. Keller (.2); correspondence with K. Keller re: wage/vacation pay questions (.7); research re: same (.4); correspondence with M. Curiel re: same (.2); correspondence with S. Alberino re: same (.2); correspondence with C. Padien re: same (.1); correspondence with J. Sharp re: research re: same (.4).	2.70
04/05/13	JSS	0019 Review Wages Motion re: paid-time-off issues (0.6); correspondence	0.70

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		with K. Manoukian re: same (0.1).	
04/08/13	SLA	0019 Attend to incentive plan issues.	0.40
04/08/13	LHL	0019 Email with K. Manoukian re New York employment law.	0.20
04/08/13	KGM	0019 Correspondence with S. Alberino re: paid time-off issues and related matters (.3); correspondence with K. Keller re: same (.3); multiple correspondence with G. Davis re: same (.3); draft follow-up email to S. Alberino re: same (.2); correspondence with L. Layden re: New York labor law issues (.2).	1.30
04/09/13	ISD	0019 Calls with J. Wilson, K. Keller re: KEIP issues.	0.50
04/09/13	MRC	0019 Review comments to loyalty plan agreement (.3); email with K. Keller re same (.2).	0.50
04/09/13	SLA	0019 Attend to employee issues (.4); attend to incentive plan issues (.4).	0.80
04/09/13	KGM	0019 Telephone conference with U.S. Trustee re: incentive motion and related issues (1.5); post-call with S. Alberino re: same (.2); research and draft order re: approval of incentive motion (1.6); correspondence with K. Keller re: paid time-off and incentive motion (.2); correspondence with K. Keller re: comments to the form of release agreement (.3); email M. Curiel and S. Alberino re: same (.1); draft email to key parties re: revised proposed order re: incentive motion (.1).	4.00
04/10/13	MRC	0019 Correspondence call with K. Keller and K. Manoukian re loyalty agreement.	0.30
04/10/13	MLB	0019 Review and revise confidentiality agreement.	1.60
04/10/13	KGM	0019 Correspondence with K. Keller and M. Curiel re: release agreement (.3); revise and circulate same (.1); correspondence with U.S. Trustee re: loyalty plan order (.2); correspondence with S. Alberino re: same (.1); revise same (.1); correspondence with Cooley re: same (.1); correspondence with K. Keller re: loyalty plan and related issues (.4).	1.30
04/11/13	ECS	0019 Attention to email from K. Manoukian regarding incentive motion.	0.10
04/11/13	KGM	0019 Review loyalty plan order (.2); correspondence with company re: same (.1); correspondence with U.S. Trustee and S. Alberino re: sale incentive plan and related issues (.5); correspondence with K. Keller re: memo to employees re: loyalty plan and related issues (.3); review/revise same (1.6); correspondence with S. Alberino re: same (.2).	2.90
04/12/13	SLA	0019 Review employment memo.	0.50
04/12/13	KGM	0019 Email exchanges with K. Keller re: memo to employees re: loyalty plan (.2); correspondence with S. Alberino re: same (.2); revise same (.2); correspondence with K. Keller re: loyalty plan payments and related issues (.4); correspondence with T. Han re: same (.3); correspondence with A. Verost re: same (.2).	1.50
04/15/13	KGM	0019 Correspondence with K. Keller and A. Verost re: supplemental declaration with respect to sale incentive plan (.1); review correspondence re: incentive hearing (.1); correspondence with E. Seitz re: same (.2).	0.40
04/23/13	KGM	0019 Correspondence with K. Keller re: sale incentive plan.	0.20
04/24/13	SLA	0019 Review and analyze U.S. Trustee objection to Incentive Motion (0.5); correspondence re same (0.1).	0.60
04/24/13	ECS	0019 Review U.S. Trustee's objection to incentive motion.	0.20
04/24/13	KGM	0019 Correspondence with K. Keller re: employee severance and related issues.	0.30
04/25/13	KGM	0019 Review U.S. Trustee's objection to incentive motion and email company re: same.	1.40
04/25/13	JSS	0019 Summarize U.S. Trustee Objection to Incentive Motion (0.7); email same to K. Manoukian (0.1).	0.80
04/26/13	ECS	0019 Attention to email from K. Manoukian regarding response to U.S. Trustee objection to incentive motion.	0.20
04/26/13	KGM	0019 Draft email to E. Seitz and J. Sharp re: response to U.S. Trustee's objection to incentive motion.	0.10

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
04/29/13	ECS	0019 Draft response to U.S. Trustee objection to incentive motion (2.2); correspondence with J. Sharp regarding same (0.1); research regarding same (0.8).	3.10
04/29/13	JSS	0019 Research regarding U.S. Trustee Objection to Incentive Motion.	1.10
04/30/13	ECS	0019 Draft response to objection to incentive motion (7.1); correspondence with J. Sharp regarding same (0.2).	7.30
04/30/13	JSS	0019 Draft section of response to U.S. Trustee Objection to Incentive Motion (2.1); send same to E. Seitz (0.1).	2.20
04/04/13	KGM	0020 Correspondence with D. Krasa-Berstell re: lease rejection/assumption motion and procedures for presentment of same.	0.30
04/09/13	KGM	0020 Review order extending time to assume/reject unexpired leases and circulate same to relevant parties.	0.20
04/01/13	ECS	0022 Correspondence with J. Sharp regarding research regarding classification of pre-petition claims.	0.30
04/01/13	ECS	0022 Correspondence with J. Sharp regarding claims classification research.	0.20
04/01/13	KGM	0022 Correspondence with J. Sharp re: impairment analysis. Review claims analysis prepared by Protiviti.	0.50
04/01/13	JSS	0022 Research regarding pre-petition claims (2.1); draft memo re: same (2.9); revise memo re: impairment of claims under the bankruptcy code (1.0); correspondence with K. Manoukian re: same (0.1).	6.10
04/02/13	ECS	0022 Correspondence with K. Manoukian regarding claims analysis memo.	0.20
04/02/13	KGM	0022 Review/comment on research re: impairment and related issues.	0.50
04/03/13	KGM	0022 Review plan term sheet.	0.50
04/04/13	KGM	0022 Review Plan Term Sheet (.6); draft email to S. Alberino re: issues list re: same (.2); review correspondence re: Term Sheet and Creditor Committee's comments to same (.3).	1.10
04/12/13	ISD	0022 Review plan term sheet.	1.00
04/16/13	ISD	0022 Review plan term sheet.	1.30
04/16/13	KGM	0022 Correspondence re: plan and settlement issues.	0.20
04/23/13	ISD	0022 Review plan term sheet.	1.00
03/14/13	ISD	0024 Correspondence with S. Alberino re: sales update.	0.50
04/02/13	DIF	0024 Work on sale.	0.70
04/02/13	KGM	0024 Correspondence with K. Keller re: disposition of certain equipment (.3); correspondence with A. Schouder re: same (.2); correspondence with A. Velinsky re: same (.2).	0.70
04/03/13	ISD	0024 Analysis of bids (1.2); correspondence with S. Alberino (0.3).	1.50
04/03/13	SLA	0024 Review bid documents (1.2); calls re sale process (0.7).	1.90
04/03/13	DIF	0024 Attention to bid issues (2.1); review bid documents (0.8).	2.90
04/03/13	KGM	0024 Call re: sale process update with Perella.	0.70
04/03/13	KGM	0024 Correspondence with S. Alberino re: case related issues and updates (.3); correspondence with A. Schouder re: disposition of certain equipment (.1); correspondence with K. Keller re: same (.1).	0.20
04/04/13	SLA	0024 Calls re sale process (0.8); review bid documents (1.0).	1.80
04/04/13	DCV	0024 Analyze distribution agreements and termination provisions (5.0); research regarding same (0.8).	5.80
04/04/13	DIF	0024 Review bids.	1.30
04/05/13	SLA	0024 Calls re sale process issues.	0.60
04/05/13	KGM	0024 Correspondence with K. Keller re: disposition of property upon closing (.1); research re: same (.3).	0.40
04/08/13	SLA	0024 Attend to sale process issues.	0.70
04/10/13	KGM	0024 Correspondence with S. Alberino re: sale process (.1); draft email to Cooley re: same (.1); correspondence with A. Schouder re: same and related issues (.3); correspondence with S. Alberino re: same (.1).	0.60
04/16/13	ISD	0024 Analysis of bids (1.0) ; office conference with S. Alberino and D. Fisher re: same (.2).	1.20
04/16/13	SLA	0024 Attend to sale process issues (0.4); calls re same (0.3).	0.70
04/16/13	DIF	0024 Attention to stalking horse bidder/Asset Purchase Agreement issues.	0.80

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
04/16/13	AMH	0024 Confer with D. Fisher re: sale process (0.3); review potential stalking horse bids (0.4); attention and response to email re: same (0.1).	0.80
04/16/13	KGM	0024 Review bid letters (.2); correspondence with S. Alberino re: same (.1).	0.30
04/17/13	DIF	0024 Attention to stalking horse bidder/Asset Purchase Agreement issues.	0.40
04/18/13	DIF	0024 Review potential Stalking Horse Asset Purchase Agreement markup.	1.10
04/18/13	AMH	0024 Prepare for and participate in conference call re: sale process and potential stalking horse bids (0.5); draft Non-Disclosure Agreement (1.1).	1.60
04/18/13	KGM	0024 Correspondence with K. Keller re: sale process and related issues (.4); correspondence with Perella and J. Wilson re: update on sale process (.3).	0.70
04/19/13	DKB	0024 Confer with K. Manoukian re sale precedent research (.2); research precedent (1.2); prepare sets of relevant documents for attorneys (.8); confer with attorney re status (.1).	2.30
04/19/13	ECS	0024 Correspondence with K. Manoukian regarding sale motion (0.2); additional correspondence regarding same (0.3).	0.50
04/19/13	DIF	0024 Work on potential Stalking Horse Bidder Asset Purchase Agreement.	1.40
04/19/13	AMH	0024 Edit and revise potential Stalking Horse Bidder Asset Purchase Agreement (1.0); correspondence with D. Fisher and K. Manoukian re: same (0.6).	1.60
04/19/13	KGM	0024 Research re: sale/bid procedures motion (.8); correspondence with E. Seitz re: same (.3); correspondence with A. Verost re: same (.3); review and comment on stalking horse Asset Purchase Agreement (.7); correspondence with E. Seitz re: same (.2); follow-up re: same with Perella (.2); correspondence with K. Keller and R. Mattes re: office equipment sales (.3); correspondence with DIP Lender's counsel re: same (.2); correspondence with Committee counsel re: same (.2); correspondence with R. Mattes and K. Keller re: same (.1).	3.30
04/20/13	ECS	0024 Review bid procedures precedent (1.1); correspondence with K. Manoukian regarding same (0.1).	1.20
04/20/13	DIF	0024 Review potential Stalking Horse Bidder Asset Purchase Agreement.	0.40
04/21/13	ECS	0024 Correspondence with K. Manoukian regarding 363 sale motion (0.2); draft same (2.2).	2.40
04/22/13	SLA	0024 Attend to sales process issues (0.4); review bid procedures (0.5).	0.50
04/22/13	ECS	0024 Draft sale motion (3.2); draft solicitation procedures (2.1); correspondence with K. Manoukian, A. Verost regarding same (0.5).	5.80
04/22/13	DIF	0024 Review potential Stalking Horse Bidder Asset Purchase Agreement.	0.40
04/22/13	AMH	0024 Edit and revise potential Stalking Horse Bidder Asset Purchase Agreement (1.2); correspondence with D. Fisher and K. Manoukian re: same (0.6).	1.80
04/22/13	KGM	0024 Review draft sale pleadings (.3); correspondence with E. Seitz and A. Verost re: same (.5).	0.80
04/23/13	ISD	0024 Analysis of bids (1.0); correspondence with S. Alberino and D. Fisher re: same (.3); review waterfall analysis (.6); correspondence with S. Alberino re: same (.2).	2.10
04/23/13	DCV	0024 Analyze materials relating to bid procedures motion and order.	3.50
04/23/13	ECS	0024 Revise sale motion (4.1); draft Verost declaration in support thereof (2.4); correspondence with K. Manoukian, J. Sharp regarding various 363 sale issues (0.6).	7.10
04/23/13	DIF	0024 Attention to sale issues list.	1.10
04/23/13	AMH	0024 Edit and revise Asset Purchase Agreement (3.0); draft priority issues list (0.8); confer with K. Manoukian re: assignment of IP contracts (0.1).	3.90
04/23/13	KGM	0024 Call with Company and Perella re: sale process (.5); review/comment on prospective buyer Asset Purchase Agreement (1.0); review/comment on issues list re: same (.3); review/revise sale motion (.5); correspondence with E. Seitz re: same (.2); correspondence with A. Hall re: same and related issues (.5); correspondence with D. Vondle and E. Seitz and J.	3.60

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		Sharp re: same and related issues (.3); research re: assignment/assumption procedures with respect to licenses in connection with sale (.3).	
04/23/13	JSS	0024 Draft bid procedures order (2.0); research regarding IP license bidding procedures (2.2).	4.20
04/24/13	ECS	0024 Revise sale motion (1.8) and bid procedures (0.9); conference with J. Sharp regarding procedures related thereto (0.2).	2.90
04/24/13	DIF	0024 Attention to sale issues.	0.40
04/24/13	AMH	0024 Attention and response to email re Asset Purchase Agreement and potential stalking horse bid (0.6); review research re: IP license assignments (0.3).	0.90
04/24/13	KGM	0024 Correspondence with J. Sharp and D. Vondle re: assignment/assumption procedures in connection with sale (.5); review documents re: same (.5); correspondence with K. Keller re: Asset Purchase Agreement issues (.2).	1.20
04/24/13	JSS	0024 Meet with E. Seitz regarding IP assignment research (0.2); send multiple correspondence to K. Manoukian regarding results of same research (0.8).	1.00
04/25/13	SLA	0024 Calls with potential bidder re Asset Purchase Agreement issues (0.6); preparation for same (0.3).	0.90
04/25/13	ECS	0024 Revise sale motion (1.4); research regarding same (1.0); correspondence with A. Verost regarding declaration in support thereof (0.2); correspondence with K. Manoukian regarding same (0.2).	2.80
04/25/13	DIF	0024 Asset Purchase Agreement call and issues.	0.60
04/25/13	AMH	0024 Prepare for and participate in conference call re: potential Stalking Horse Bidder Asset Purchase Agreement.	0.50
04/25/13	KGM	0024 Draft email to E. Seitz re: sale motion (.1); participate in call with Perella and potential buyer (.6).	0.70
04/26/13	ECS	0024 Revise sale motion (1.6); bidding procedures (0.3) and Verost declaration (0.3); correspondence with A. Verost, K. Manoukian regarding same (0.2).	2.40
04/26/13	DIF	0024 Follow-up re potential Stalking Horse Bidder Asset Purchase Agreement.	0.20
04/26/13	KGM	0024 Correspondence with Perella, Company and Protiviti re: sale process and related issues.	0.80
04/30/13	SLA	0024 Calls re sale process.	0.70
04/30/13	DIF	0024 Correspondence regarding sale issues.	0.40
04/30/13	KGM	0024 Correspondence re: sale process (.3); correspondence with I. Dizengoff re: same and related issues (.2).	0.50
04/05/13	KGM	0025 Travel to/from 341 meeting. (Actual time - 1.6)	0.80
04/11/13	KGM	0025 Travel to/from hearing. (Actual time - 1.3)	0.65
04/01/13	SLA	0027 Review board minutes (0.2); comments re same (0.2).	0.40
04/01/13	DIF	0027 Attention to Board meeting issues.	1.40
04/01/13	AMH	0027 Edit and revise Special Meeting minutes (1.0); review disclosure schedules from GT Interactive/California U.S. Holdings transaction (0.4).	1.40
04/01/13	KGM	0027 Review board minutes and comment on same.	0.20
04/03/13	AMH	0027 Prepare for and participate in conference call re: sale process update (1.0); correspondence with D. Fisher re: same (0.2); attention and response to email re: disclosure schedules from GT Interactive/California U.S. Holdings transaction (0.6).	1.80
04/12/13	MLB	0027 Draft meeting minutes and resolutions.	0.80
04/12/13	AMH	0027 Confer with K. Manoukian re: draft minutes (0.1); attention and response to email re: same (0.2); confer with M. Bonsignore re: same (0.1).	0.40
04/15/13	AMH	0027 Review and finalize minutes of the March 25, 2013 board meetings for each of Atari Inc., Humongous, Inc., Atari Interactive, Inc. and California U.S. Holdings, Inc.	0.80

ATARI, INC.

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May 20, 2013

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>	
04/18/13	KGM	0027	Review finalized board resolutions/minutes and email S. Alberino re: same.	0.20
04/22/13	KGM	0028	Correspondence with K. Keller re: intercompany claims and related issues (.2); correspondence with M. Ru re: same (.3); correspondence with R. Mattes re same (.3).	0.80
04/23/13	MR	0028	Correspondence/call with R. Mattes and K. Manoukian with respect to Atari SA revolver.	1.00
04/23/13	KGM	0028	Email exchanges with R. Mattes re: intercompany claim issues.	0.20
04/24/13	KGM	0028	Correspondence with R. Mattes, M. Ru and K. Keller re: intercompany balances and related issues (1.5); subsequent correspondence with K. Keller re: same (.3).	1.80
04/29/13	KGM	0028	Research re: filing of Creditor Committee continuation statement in connection with Atari S.A.'s financing statement/claim (.5); draft email to S. Alberino re: same (.2).	0.70
			Total Hours	<hr/> 355.45

Exhibit B

ATARI INC., et al.
APRIL 1, 2013 THROUGH APRIL 30, 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	21.40	\$875.00	\$18,725.00
Ira S. Dizengoff	Financial Restructuring	New Jersey – 1992 New York – 1993	10.10	\$1,100.00	\$11,110.00
Daniel I. Fisher	Corporate	New York – 2003	13.50	\$775.00	\$10,462.50
COUNSEL	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	HOURLY BILLING RATE	AMOUNT
Mark R. Curiel	Labor	California – 2002	6.80	\$625.00	\$4,250.00
Lauren H. Leyden	Labor	New York – 2006	0.20	\$695.00	\$139.00
Meng Ru	Corporate	New York – 2005	1.60	\$660.00	\$1,056.00
David C. Vondle	Intellectual Property	California – 2003 District of Columbia – 2008	9.30	\$600.00	\$5,580.00
ASSOCIATES	DEPARTMENT	STATE/COUNTRY OF BAR ADMISSION – YEAR	HOURS	HOURLY BILLING RATE	AMOUNT
Michael Bonsignore	Labor	Maryland – 2009 District of Columbia – 2010	2.40	\$475.00	\$1,140.00
Ashleigh M. Hall	Corporate	Indiana – 2009 District of Columbia – 2012	15.50	\$475.00	\$7,362.50
Kristine G. Manoukian	Financial Restructuring	New York – 2008 Utah – 2008 Delaware – 2010	144.45	\$675.00	\$97,503.75
Eric C. Seitz	Financial Restructuring	Texas – 2009	46.70	\$500.00	\$23,350.00
Jason S. Sharp	Financial Restructuring	Texas – 2012	24.50	\$400.00	\$9,800.00

LEGAL ASSISTANTS	DEPARTMENT		HOURS	HOURLY BILLING RATE	AMOUNT
Dagmara Krasa-Berstell	Financial Restructuring		44.30	\$245.00	\$10,853.50
Jonathan A. Samper	Financial Restructuring		4.40	\$225.00	\$990.00
Tracy Southwell	Financial Restructuring		1.60	\$245.00	\$392.00
Peter J. Sprofera	Financial Restructuring		8.70	\$285.00	\$2,479.50
TOTAL FEES			355.45		\$205,193.75

Exhibit C

ATARI INC., et al.
DISBURSEMENT SUMMARY
APRIL 1, 2013 THROUGH APRIL 30, 2013

Computerized Research/Corporate Service Charges/PACER Charges	\$2,060.37
Conference Calls/ Telephone Charges	\$3.39
Courier Service/Postage	\$164.78
Meals/Meeting Expenses	\$37.60
Professional Fees	\$78.00
Transcript Charges	\$82.26
Travel Expenses – Ground Transportation	\$311.08
Credit for Prior Travel Expenses – Airfare	(\$721.22)
TOTAL	\$2,016.26