

COOLEY LLP  
1114 Avenue of the Americas  
New York, New York 10036  
Telephone: 212.479.6000  
Facsimile: 212.479.6575  
Cathy Hershcopf  
Jeffrey L. Cohen  
Alex R. Velinsky  
Robert B. Winning

*Counsel for the Official Committee  
of Unsecured Creditors*

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

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In re: )  
 ) Chapter 11  
Atari, Inc., et al., )  
 ) Case No. 13-10176 (JMP)  
 ) (Jointly Administered)  
Debtors. )  
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**THIRD FEE STATEMENT OF COOLEY LLP FOR COMPENSATION  
FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS FOR THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD  
FROM APRIL 1, 2013 THROUGH APRIL 30, 2013**

Name of Applicant: Cooley LLP

Authorized to Provide Professional Services to: Official Committee of Unsecured Creditors of  
Atari, Inc., et al.

Date of Retention: Order entered on March 6, 2013 retaining Cooley  
LLP nunc pro tunc to February 8, 2013

Period for which compensation and reimbursement  
is sought: April 1, 2013 through April 30, 2013

Amount of Compensation sought as actual,  
reasonable and necessary: \$68,539.50 (of which Applicant seeks payment of  
80% or \$54,831.60)

Amount of Expense Reimbursement sought as  
actual, reasonable and necessary: \$1,754.51

This statement is the third monthly fee statement (the “Fee Statement”) of Cooley LLP (“Cooley”), counsel to the official committee of unsecured creditors (the “Committee”) in the above-captioned cases, filed pursuant to the *Order Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* [Docket No. 81] (the “Interim Compensation Order”). Cooley hereby requests: (a) payment of compensation in the amount of \$54,831.60, which is equal to eighty percent (80%) of the total amount of compensation sought (i.e. \$68,539.50) for actual and necessary professional services rendered during the period of April 1, 2013 through April 30, 2013 (the “Fee Period”); and (b) reimbursement of actual and necessary costs and expenses in the amount of \$1,754.51 incurred by Cooley during the Fee Period in connection with these cases.<sup>1</sup> Attached as **Exhibit A** hereto are (i) contemporaneously maintained time entries for each professional who provided services during the Fee Period in increments of tenths (1/10) of an hour, and (ii) an itemization and description of the costs and expenses incurred by Cooley during the Fee Period.

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

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

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

<b>Attorney</b>	<b>Position with the Applicant</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Lawrence C. Gottlieb	Partner	\$995	0.5	\$497.50
Cathy Hershkopf	Partner	\$845	6.4	\$5,408.00
Jeffrey L. Cohen	Partner	\$695	47.7	\$33,151.50
Alex R. Velinsky	Associate	\$475	52.6	\$24,985.00
Dana S. Katz	Associate	\$475	1.3	\$617.50
Robert B. Winning	Associate	\$435	7.6	\$3,306.00
Rebecca Goldstein	Paralegal	\$270	1.4	\$378.00
Kris T. Cachia	Paralegal	\$245	0.8	\$196.00
<b>TOTAL</b>		<b>\$585.40 (Blended Rate<sup>2</sup>)</b>	<b>118.3</b>	<b>\$68,539.50</b>

**Compensation by Matter**

<b>Matter Number</b>	<b>Matter Description</b>	<b>Total Billed Hours</b>	<b>Total Fees Requested</b>
02	Asset Disposition	12.9	\$8,268.50
03	Business Operations	1.9	\$1,034.50
04	Case Administration	14.6	\$8,010.00
05	Claims	8.6	\$4,660.00
06	Employee Benefits/Pensions	21.6	\$11,535.00
07	Fee/Employment Applications	9.5	\$5,715.50
09	Financing and Cash Collateral	1.0	\$643.00
10	Litigation	35.9	\$20,821.50
11	Meetings	2.8	\$1,578.00
12	Plan and Disclosure Statement	6.7	\$4,282.50
19	Preparation For and Attendance at Court Hearings	2.8	\$1,991.00
<b>TOTAL</b>		<b>118.3</b>	<b>\$68,539.50</b>

<sup>2</sup> The Blended Rate does not include paraprofessional time.

**Expense Summary**

Description	Amount
Federal Express	\$21.74
Meals	\$1,380.52
Reproduction of Documents	\$21.60
Research Database / Document Retrieval	\$301.40
Telephone	\$29.25
<b>Total</b>	<b>\$1,754.51</b>

**Notice**

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

WHEREFORE, pursuant to the Interim Compensation Order, Cooley requests: (a) compensation in the amount of \$68,539.50 (of which Applicant requests payment in the amount of **\$54,831.60** which equals 80% of \$68,539.50) on account of reasonable and necessary professional services rendered to the Committee by Cooley; and (b) reimbursement of actual and

necessary costs and expenses in the amount of **\$1,754.51**, for a total amount for the Fee Period of \$70,294.01 (of which applicant seeks payment in the amount of **\$56,586.11** which equals 80% of the requested compensation and 100% of the requested reimbursement of actual and necessary costs and expenses).

Dated: May 20, 2013  
New York, New York

Respectfully submitted,

By: /s/ Jeffrey L. Cohen

COOLEY LLP  
1114 Avenue of the Americas  
New York, New York 10036  
Telephone: 212.479.6000  
Facsimile: 212.479.6575  
Cathy Hershcopf  
Jeffrey L. Cohen  
Alex R. Velinsky  
Robert B. Winning

*Counsel for the Official  
Committee of Unsecured Creditors*

**EXHIBIT A**



May 13, 2013

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

ATTORNEYS AT LAW  
Palo Alto, CA  
New York, NY  
San Diego, CA  
Reston, VA  
Broomfield, CO  
Washington, DC  
Boston, MA  
Seattle, WA  
Los Angeles, CA  
Shanghai, P. R. China

101 California  
5th floor  
San Francisco, CA  
94111-5800  
MAIN 415 693-2000

www.cooley.com

Taxpayer ID Number  
94-1140085

**Invoice Number: 1291995**  
CL 01 62105

**319072-201**  
**Atari Creditors' Committee**

*For services rendered through April 30, 2013*

Fees .....	\$	68,539.50
Chargeable costs and disbursements .....	\$	1,754.51
<b>Total Due on Current Invoice .....</b>	<b>\$</b>	<b>70,294.01</b>
<b>Outstanding Balance from prior Invoices .....</b>	<b>\$</b>	<b>404,804.27</b>
<b>Total Amount Due .....</b>	<b>\$</b>	<b>475,098.28</b>



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**Atari Creditors' Committee**

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**For services rendered through April 30, 2013 :**

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
<b>ASSET DISPOSITION</b>				
04/02/13	Alex R. Velinsky	Telephone call with K. Manoukian re: asset abandonment	0.10	47.50
04/02/13	Alex R. Velinsky	Email to J. Cohen re: asset abandonment	0.10	47.50
04/02/13	Alex R. Velinsky	Email to Atari re: equipment abandonment	0.10	47.50
04/08/13	Jeffrey L. Cohen	Multiple correspondence with DPS re: indicative bids received	1.10	764.50
04/09/13	Jeffrey L. Cohen	Telephone call with A. Schouder re: Alden stand-still in light of lack of sale information	0.40	278.00
04/09/13	Jeffrey L. Cohen	Correspondence with committee members re: lack of sale information	1.10	764.50
04/09/13	Jeffrey L. Cohen	Telephone call with S. Alberino re: board restrictions on sharing bids	0.40	278.00
04/09/13	Alex R. Velinsky	Review J. Cohen emails re: indicative bids	0.20	95.00
04/09/13	Alex R. Velinsky	Conference with J. Cohen re: sale status	0.10	47.50
04/09/13	Alex R. Velinsky	Review T. Carlson email re: sale update	0.10	47.50
04/10/13	Alex R. Velinsky	Telephone call with Duff & Phelps re: sale process	0.50	237.50
04/10/13	Alex R. Velinsky	Review K. Manoukian email re: initial bids	0.10	47.50
04/10/13	Alex R. Velinsky	Review email from J. Cohen re: sale update	0.10	47.50
04/10/13	Alex R. Velinsky	Review indicative bid information	0.10	47.50
04/10/13	Jeffrey L. Cohen	Review bid summary page and correspondence re: same	0.90	625.50
04/10/13	Jeffrey L. Cohen	Conference call with DPS re: indicative bids and related issues	0.80	556.00
04/10/13	Cathy Rae Hershcopf	Call with D&P re bids (.4); follow up with ABG (.3)	0.70	591.50
04/10/13	Robert B. Winning	Review bid summary	0.30	130.50
04/11/13	Jeffrey L. Cohen	Correspond with DPS re: sales process	1.10	764.50
04/12/13	Lawrence C. Gottlieb	Review email re status of deal with Alden and future steps	0.10	99.50





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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04/16/13	Alex R. Velinsky	Telephone call with A. Chong re: sale update	0.10	47.50
04/16/13	Alex R. Velinsky	Emails with J. Cohen re: sale update	0.20	95.00
04/17/13	Alex R. Velinsky	Emails with H. Goldstein and J. Cohen re: update	0.20	95.00
04/18/13	Jeffrey L. Cohen	Multiple correspondence re: sale process update	1.10	764.50
04/19/13	Alex R. Velinsky	Review K. Manoukian email re: sale of office furniture (.1); J. Cohen email re: same (.1)	0.20	95.00
04/22/13	Jeffrey L. Cohen	Multiple correspondence with S. Alberino re: sale process status	0.60	417.00
04/22/13	Alex R. Velinsky	Email to A. Chong re: status	0.10	47.50
04/23/13	Jeffrey L. Cohen	Call with S. Alberino re: sale update	0.40	278.00
04/23/13	Alex R. Velinsky	Review A. Chong email re: bid status	0.10	47.50
04/23/13	Alex R. Velinsky	Emails with A. Chong re: sale update	0.20	95.00
04/23/13	Alex R. Velinsky	Emails with H. Goldstein re: sale update	0.20	95.00
04/23/13	Alex R. Velinsky	Emails with A. Chong re: sale update	0.20	95.00
04/24/13	Alex R. Velinsky	Telephone call with J. Cohen re: sale update	0.20	95.00
04/24/13	Alex R. Velinsky	Review UST objection to sale incentive plan	0.40	190.00
04/24/13	Alex R. Velinsky	Review K. Coleman email re: discovery letter	0.10	47.50
04/29/13	Lawrence C. Gottlieb	Emails re negotiations with buyer	0.20	199.00
<b>Task Total:</b>			12.90	8,268.50

**BUSINESS OPERATIONS**

04/02/13	Alex R. Velinsky	Review KEIP deadline extension email from Akin	0.10	47.50
04/03/13	Alex R. Velinsky	Review DIP variance report	0.20	95.00
04/10/13	Alex R. Velinsky	Review DIP variance report	0.20	95.00
04/16/13	Alex R. Velinsky	Review March monthly operating report	0.40	190.00
04/17/13	Jeffrey L. Cohen	Review DIP variance report	0.30	208.50
04/17/13	Alex R. Velinsky	Review DIP variance report	0.20	95.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04/24/13	Jeffrey L. Cohen	Review DIP variance report and discuss same	0.30	208.50
04/24/13	Alex R. Velinsky	Review weekly DIP variance report	0.20	95.00
<b>Task Total:</b>			1.90	1,034.50

**CASE ADMINISTRATION**

04/02/13	Jeffrey L. Cohen	Telephone call with S. Alberino re: case status and continued Alden discussions	0.70	486.50
04/02/13	Jeffrey L. Cohen	Multiple telephone calls with T. Carlson re: DPS fees	1.10	764.50
04/02/13	Alex R. Velinsky	Emails with T. Gross re: expense reimbursement	0.20	95.00
04/02/13	Alex R. Velinsky	Email to Akin re: 3/20 hearing transcript	0.10	47.50
04/03/13	Jeffrey L. Cohen	Multiple office conferences with C. Hershcopf re: Alden proposal	0.80	556.00
04/03/13	Alex R. Velinsky	Emails re: transcript with K. Manoukian	0.10	47.50
04/03/13	Alex R. Velinsky	Email to H. Goldstein re: call availability	0.10	47.50
04/03/13	Rebecca Goldstein	File maintenance and organization.	0.20	54.00
04/03/13	Robert B. Winning	Review transcript of March 20 hearing	0.30	130.50
04/04/13	Alex R. Velinsky	Emails with H. Goldstein re: expense reimbursement	0.20	95.00
04/04/13	Alex R. Velinsky	Further email with H. Goldstein re: expense reimbursement	0.20	95.00
04/04/13	Alex R. Velinsky	Emails with R. Winning re: 341 meeting	0.10	47.50
04/04/13	Robert B. Winning	Committee call re: Alden settlement proposal	0.90	391.50
04/05/13	Alex R. Velinsky	Conference with R. Winning re: 341 meeting	0.20	95.00
04/05/13	Alex R. Velinsky	Internal emails re: W-9 forms	0.10	47.50
04/05/13	Alex R. Velinsky	Email to R. Mattes re: W9	0.10	47.50
04/05/13	Robert B. Winning	Correspondence re: 341 meeting	0.30	130.50
04/05/13	Robert B. Winning	Prepare for and attend 341 meeting	1.10	478.50
04/11/13	Alex R. Velinsky	Email to K. Manoukian re: estimated fees	0.10	47.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04/12/13	Jeffrey L. Cohen	Multiple correspondence with H. Goldstein re: Alden change in position	1.30	903.50
04/12/13	Jeffrey L. Cohen	Telephone call with S. Alberino re: status of Alden discussions and KEIP	0.70	486.50
04/12/13	Jeffrey L. Cohen	Multiple correspondence with committee re: status of Alden discussions and re-commencement of investigation efforts	1.20	834.00
04/16/13	Alex R. Velinsky	Telephone call with chambers re: filing Carlson declaration under seal	0.20	95.00
04/17/13	Alex R. Velinsky	Review K. Manoukian and Jeff Cohen emails re: adjourned KEIP hearing	0.10	47.50
04/22/13	Rebecca Goldstein	Review case administrative order re fee applications (.2); e file second monthly fee statement of Cooley (.4); e file 1st monthly fee statement of Duff and Phelps(.4); prepare e mail to BMC re service of same (.2)	1.20	324.00
04/26/13	Kris T. Cachia	Finalize and file Ex Parte Motion re Rule 2004 and Cohen Declaration (0.4); prepare letter to Judge Peck re required chamber copies and proposed Order (0.2); conversation with L. Bets re service issues (0.1); prepare email to A. Velinsky re status of filing (0.1)	0.80	196.00
04/26/13	Jeffrey L. Cohen	Telephone call with H. Goldstein re: Alden call	0.60	417.00
04/26/13	Alex R. Velinsky	Telephone call with K. Cachia re: filing 2004 motion	0.20	95.00
04/26/13	Alex R. Velinsky	Telephone call with chambers re: filing 2004 motion	0.10	47.50
04/29/13	Jeffrey L. Cohen	Multiple correspondence with committee members re: Alden demand	0.50	347.50
04/29/13	Jeffrey L. Cohen	Telephone call with DPS re: staffing changes	0.30	208.50
04/30/13	Jeffrey L. Cohen	Telephone call with A. Schouder re: Alden deal withdrawal	0.30	208.50
04/30/13	Alex R. Velinsky	Review J. Cohen email to committee re: Carlson	0.10	47.50
04/30/13	Alex R. Velinsky	Review K. Manoukian email re: amended schedules	0.10	47.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
<b>Task Total:</b>			14.60	8,010.00
<b>CLAIMS</b>				
04/02/13	Alex R. Velinsky	Emails with Duff & Phelps re: claims analysis	0.10	47.50
04/02/13	Alex R. Velinsky	Telephone call with A. Chong re: claims analysis	0.50	237.50
04/02/13	Alex R. Velinsky	Review A. Chong email re: claims analysis	0.20	95.00
04/03/13	Jeffrey L. Cohen	Review Debtor's claims analysis and discuss same with A. Velinsky	1.20	834.00
04/03/13	Jeffrey L. Cohen	Review DPS materials and claims pool ranges	0.40	278.00
04/03/13	Alex R. Velinsky	Telephone call with A. Chong re: claim analysis presentation	0.20	95.00
04/03/13	Alex R. Velinsky	Email to A. Chong re: claims analysis	0.10	47.50
04/03/13	Alex R. Velinsky	Further revisions to claim analysis materials	0.30	142.50
04/03/13	Alex R. Velinsky	Emails with A. Chong re: claims analysis material	0.20	95.00
04/03/13	Alex R. Velinsky	Review and revise Duff & Phelps materials re: claims estimates	0.70	332.50
04/03/13	Alex R. Velinsky	Communications with A. Chong re: claims analysis materials	0.40	190.00
04/04/13	Robert B. Winning	Research re: size of claims pool	0.90	391.50
04/05/13	Alex R. Velinsky	Review and respond to Rackspace email re: claim (.2); review claims docket for response (.2)	0.40	190.00
04/18/13	Alex R. Velinsky	Review filed proofs of claim to analyze size of claims pool	0.60	285.00
04/19/13	Alex R. Velinsky	Review M. D'Amore email re: Rackspace POC (.1); review claims register (.2); email M. D'Amore re: same (.1)	0.40	190.00
04/22/13	Alex R. Velinsky	Review M. D'Amore email re: POC	0.10	47.50
04/29/13	Cathy Rae Hershcopf	Emails with creditors re proof of filing claims	0.70	591.50
04/29/13	Alex R. Velinsky	Email to committee re: bar date	0.20	95.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04/29/13	Alex R. Velinsky	Emails with C. Hershcopf re: claims	0.20	95.00
04/29/13	Alex R. Velinsky	Email to H. Newman re: claim form	0.20	95.00
04/29/13	Alex R. Velinsky	Email to T. Gross re: claim form	0.20	95.00
04/29/13	Alex R. Velinsky	Review BMC list of filed claim forms	0.20	95.00
04/29/13	Alex R. Velinsky	Email to A. Chong re: claims	0.20	95.00
<b>Task Total:</b>			8.60	4,660.00

**EMPLOYEE BENEFITS/PENSIONS**

04/02/13	Alex R. Velinsky	Review J. Cohen email re: KEIP objection deadline	0.10	47.50
04/05/13	Alex R. Velinsky	Review J. Cohen emails re: KEIP objection deadline extension	0.20	95.00
04/08/13	Alex R. Velinsky	Email to J. Cohen re: KEIP reservation of rights	0.20	95.00
04/08/13	Alex R. Velinsky	Draft reservation of rights in connection with KEIP motion	0.40	190.00
04/09/13	Jeffrey L. Cohen	Telephone call with R. Morrissey re: Debtors' proposed incentive plans	0.60	417.00
04/09/13	Alex R. Velinsky	Emails with J. Cohen re: reservation of rights and KEIP	0.20	95.00
04/09/13	Alex R. Velinsky	Review K. Manoukian email re: order on incentive plan	0.10	47.50
04/09/13	Cathy Rae Hershcopf	Confer re allowing loyalty program to go forward without sale incentive program and respond to emails re same	0.30	253.50
04/10/13	Alex R. Velinsky	Review revised loyalty plan order; emails with Akin re: same	0.20	95.00
04/10/13	Alex R. Velinsky	Telephone call with R. Morrissey re: incentive plan	0.40	190.00
04/10/13	Alex R. Velinsky	Review draft proposed order re: loyalty plan	0.20	95.00
04/10/13	Alex R. Velinsky	Email to J. Cohen re: Morrissey call	0.20	95.00
04/10/13	Alex R. Velinsky	Email to K. Manoukian re: loyalty program order	0.10	47.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04/11/13	Alex R. Velinsky	Conference with J. Cohen re: loyalty plan hearing	0.10	47.50
04/12/13	Alex R. Velinsky	Email to J. Cohen re: KEIP objection	0.10	47.50
04/12/13	Alex R. Velinsky	Review J. Cohen email re: KEIP objection	0.10	47.50
04/12/13	Alex R. Velinsky	Emails with J. Cohen re: extension of KEIP objection deadline	0.10	47.50
04/15/13	Jeffrey L. Cohen	Telephone call with S. Alberino re: KEIP hearing status	0.40	278.00
04/15/13	Alex R. Velinsky	Conference with J. Cohen re: KEIP objection	0.20	95.00
04/15/13	Alex R. Velinsky	Review KEIP motion and related information in connection with drafting objection	2.70	1,282.50
04/15/13	Alex R. Velinsky	Research issues related to debtors incentive plan motion	1.90	902.50
04/15/13	Alex R. Velinsky	Email to J. Cohen re: Morrissey call	0.10	47.50
04/15/13	Alex R. Velinsky	Telephone call with R. Morrissey re: KEIP objection	0.10	47.50
04/15/13	Alex R. Velinsky	Review S. Alberino email re: extension of deadline to object to KEIP	0.10	47.50
04/16/13	Jeffrey L. Cohen	Review and revise draft KEIP objection and related papers	2.30	1,598.50
04/16/13	Jeffrey L. Cohen	Telephone call with S. Alberino re: adjournment of KEIP hearing	0.30	208.50
04/16/13	Alex R. Velinsky	Emails with T. Carlson re: KEIP objection	0.20	95.00
04/16/13	Alex R. Velinsky	Draft committee objection to sale incentive plan	2.60	1,235.00
04/16/13	Alex R. Velinsky	Conference with R. Goldstein re: filing Carlson affidavit under seal	0.20	95.00
04/16/13	Alex R. Velinsky	Conference with D. Katz re: sealing motion in connection with KEIP	0.20	95.00
04/16/13	Alex R. Velinsky	Review and revise draft sealing motion re: KEIP	0.40	190.00
04/16/13	Alex R. Velinsky	Emails with J. Cohen and D. Katz re: sealing motion	0.20	95.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04/16/13	Alex R. Velinsky	Conference with R. Winning re: sale incentive plan	0.10	47.50
04/16/13	Robert B. Winning	Attention to matter re: objection to KEIP	0.60	261.00
04/16/13	Dana S. Katz	Draft motion to seal Carlson affidavit in support of KEIP objection and related proposed order	1.10	522.50
04/17/13	Jeffrey L. Cohen	Review draft KEIP objection and comments re: same	1.20	834.00
04/17/13	Alex R. Velinsky	Email to committee re: adjourned incentive plan hearing update	0.10	47.50
04/24/13	Jeffrey L. Cohen	Review UST objection to KEIP motion	0.60	417.00
04/29/13	Alex R. Velinsky	Continue drafting committee objection to sale incentive plan	2.20	1,045.00
04/29/13	Alex R. Velinsky	Conference with J. Cohen re: KEIP objection	0.20	95.00
<b>Task Total:</b>			<b>21.60</b>	<b>11,535.00</b>

**FEE/EMPLOYMENT APPLICATIONS**

04/02/13	Alex R. Velinsky	Email to T. Gross re: expense report	0.10	47.50
04/02/13	Alex R. Velinsky	Email to R. Winning re: T. Gross expenses	0.10	47.50
04/02/13	Cathy Rae Hershcopf	Calls re D&P and follow up emails	0.60	507.00
04/03/13	Alex R. Velinsky	Conference with J. Cohen re: Duff & Phelps fees	0.20	95.00
04/03/13	Cathy Rae Hershcopf	Calls and emails re D&P	0.40	338.00
04/04/13	Jeffrey L. Cohen	Review monthly pre-bill for compliance with Local Rules and UST Guidelines	1.20	834.00
04/04/13	Alex R. Velinsky	Telephone call with T. Carlson re: Duff & Phelps fee	0.20	95.00
04/04/13	Alex R. Velinsky	Review J. Cohen email re: Duff & Phelps fee issue	0.10	47.50
04/04/13	Cathy Rae Hershcopf	Review and respond to emails on D&P	0.30	253.50
04/04/13	Robert B. Winning	Attend to matters re: Committee expense reimbursement	0.50	217.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04/05/13	Jeffrey L. Cohen	Continue review monthly pre-bill for compliance with Local Rules and UST Guidelines	1.10	764.50
04/05/13	Alex R. Velinsky	Review A. Goldstein email re: Duff & Phelps fee issues	0.10	47.50
04/05/13	Cathy Rae Hershcopf	Emails and calls re D&P	0.40	338.00
04/09/13	Cathy Rae Hershcopf	Confer internally and with Goldstein re D&P	0.40	338.00
04/11/13	Alex R. Velinsky	Emails re: March fees	0.20	95.00
04/18/13	Alex R. Velinsky	Review and respond to E. Miller email re: Duff & Phelps fee statement	0.10	47.50
04/18/13	Alex R. Velinsky	Email to J. Cohen re: H. Goldstein expenses	0.10	47.50
04/18/13	Alex R. Velinsky	Telephone call with J. Cohen re: H. Goldstein expenses	0.10	47.50
04/18/13	Alex R. Velinsky	Email to H. Goldstein re: meal expense reimbursement	0.20	95.00
04/19/13	Alex R. Velinsky	Review revised Rackspace reimbursement form (.1); email to H. Goldstein re: same (.1)	0.20	95.00
04/19/13	Alex R. Velinsky	Review Duff & Phelps draft fee statement (.1); conference with R. Winning re: same (.1)	0.20	95.00
04/19/13	Alex R. Velinsky	Review draft Cooley fee statement	0.20	95.00
04/19/13	Alex R. Velinsky	Emails with R. Winning re: CD Projekt expenses	0.10	47.50
04/19/13	Alex R. Velinsky	Review Bracewell March time entries	0.20	95.00
04/19/13	Alex R. Velinsky	Conference with R. Winning re: H. Goldstein expenses	0.10	47.50
04/19/13	Alex R. Velinsky	Review order re: Perella engagement timekeeping	0.20	95.00
04/19/13	Robert B. Winning	Draft fee statement	0.90	391.50
04/19/13	Robert B. Winning	Attention to matters re: Duff & Phelps fee statement	0.30	130.50
04/19/13	Robert B. Winning	Attention to matters re: Committee member expense reimbursement	0.30	130.50
04/29/13	Alex R. Velinsky	Emails with J. Cohen re: Duff & Phelps	0.10	47.50





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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04/29/13	Alex R. Velinsky	Telephone call with Duff & Phelps re: case status	0.30	142.50
<b>Task Total:</b>			9.50	5,715.50

**FINANCING AND CASH COLLATERAL**

04/03/13	Jeffrey L. Cohen	Review DIP variance report	0.20	139.00
04/03/13	Robert B. Winning	Review DIP budget variance report	0.20	87.00
04/16/13	Jeffrey L. Cohen	Review DIP milestones and related deadlines	0.60	417.00
<b>Task Total:</b>			1.00	643.00

**LITIGATION**

04/03/13	Alex R. Velinsky	Emails with committee re: settlement proposal and call	0.40	190.00
04/03/13	Alex R. Velinsky	Review draft term sheet	0.60	285.00
04/03/13	Cathy Rae Hershcopf	Review Alden's proposed term sheet/email re settlement	0.90	760.50
04/03/13	Robert B. Winning	Review Alden settlement term sheet	0.60	261.00
04/04/13	Cathy Rae Hershcopf	Review term sheet provided by Alden (.4) and follow up with J. Cohen re problems (.3)	0.70	591.50
04/10/13	Alex R. Velinsky	Review H. Goldstein email re: settlement status	0.10	47.50
04/10/13	Alex R. Velinsky	Telephone call with H. Goldstein re: settlement	0.20	95.00
04/12/13	Alex R. Velinsky	Review J. Cohen email re: settlement	0.10	47.50
04/12/13	Cathy Rae Hershcopf	Emails with Jeff and Harvey re Alden	0.30	253.50
04/15/13	Jeffrey L. Cohen	Office conference with A. Velinsky re: investigation letters	0.60	417.00
04/15/13	Jeffrey L. Cohen	Review and revise draft letters	0.80	556.00
04/15/13	Alex R. Velinsky	Revise Akin letter per J. Cohen comments	0.40	190.00
04/15/13	Alex R. Velinsky	Revise K. Coleman letter per J. Cohen comments	0.30	142.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04/15/13	Alex R. Velinsky	Draft letter to Bracewell re: information request	0.40	190.00
04/15/13	Alex R. Velinsky	Email to J. Cohen re: information request letters	0.10	47.50
04/15/13	Alex R. Velinsky	Finalize letters to Akin and Allen & Overy re: document requests	0.30	142.50
04/15/13	Alex R. Velinsky	Revise J. Cohen letter to Bracewell re: Cohen comments	0.20	95.00
04/15/13	Alex R. Velinsky	Continue draft 2004 motion re: Blue Bay	0.60	285.00
04/15/13	Alex R. Velinsky	Conference with J. Cohen re: investigation	0.20	95.00
04/15/13	Alex R. Velinsky	Draft letter to K. Coleman re: investigation	0.40	190.00
04/15/13	Alex R. Velinsky	Draft letter to S. Alberino re: investigation	0.70	332.50
04/16/13	Jeffrey L. Cohen	Telephone call with A. Schouder re: Alden's request for standstill	0.70	486.50
04/16/13	Jeffrey L. Cohen	Review Schouder's correspondence re: Alden's request for further standstill and discuss same	0.40	278.00
04/16/13	Jeffrey L. Cohen	Correspondence with Committee re: Alden's request for further standstill	1.20	834.00
04/16/13	Dana S. Katz	Emails re: procedures for filing motion under seal (.1); review local rules and chambers procedures re: same (.1)	0.20	95.00
04/16/13	Alex R. Velinsky	Review J. Cohen email to committee and responses re: investigation	0.20	95.00
04/16/13	Alex R. Velinsky	Review J. Cohen email to Bracewell re: investigation	0.10	47.50
04/16/13	Cathy Rae Hershcopf	Review and respond to emails re resuming discovery	0.40	338.00
04/22/13	Jeffrey L. Cohen	Review draft 2004 motion and comment re: same	1.40	973.00
04/22/13	Jeffrey L. Cohen	Review and comment on discovery letters	0.40	278.00
04/22/13	Alex R. Velinsky	Emails with J. Cohen re: failure to produce letters	0.20	95.00
04/22/13	Alex R. Velinsky	Emails with J. Cohen re: production deadlines	0.20	95.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04/22/13	Alex R. Velinsky	Draft letter to Akin re: failure to produce	0.30	142.50
04/22/13	Alex R. Velinsky	Draft letter to Bracewell re: failure to produce	0.20	95.00
04/22/13	Alex R. Velinsky	Draft letter to Allen & Overy re: failure to produce	0.20	95.00
04/22/13	Alex R. Velinsky	Draft 2004 motion for Alden, Parent, debtors and Blue Bay	0.70	332.50
04/22/13	Lawrence C. Gottlieb	Emails re discovery, plan, etc with Alden	0.20	199.00
04/23/13	Jeffrey L. Cohen	Review and revise discovery letters	0.60	417.00
04/23/13	Jeffrey L. Cohen	Review and revise 2004 motion	2.20	1,529.00
04/23/13	Alex R. Velinsky	Continue drafting 2004 motion	2.20	1,045.00
04/23/13	Alex R. Velinsky	Email to J. Cohen re: draft 2004 motion	0.20	95.00
04/23/13	Alex R. Velinsky	Revise 2004 motion per J. Cohen comments	0.70	332.50
04/23/13	Alex R. Velinsky	Draft declaration in support of 2004 motion	0.80	380.00
04/23/13	Alex R. Velinsky	Emails with J. Cohen re: discovery letters to debtors, Bracewell and parent	0.20	95.00
04/23/13	Alex R. Velinsky	Revise letters to debtors, Bracewell and parent per J. Cohen comments	0.70	332.50
04/23/13	Alex R. Velinsky	Email to K. Coleman re: J. Cohen letter	0.10	47.50
04/23/13	Alex R. Velinsky	Email to Bracewell re: J. Cohen letter	0.10	47.50
04/23/13	Alex R. Velinsky	Email to Akin re: J. Cohen letter	0.10	47.50
04/23/13	Alex R. Velinsky	Review K. Coleman email re: J. Cohen letter (.1); email to J. Cohen re: same (.1)	0.20	95.00
04/24/13	Jeffrey L. Cohen	Review and revise further draft of 2004 motion	2.10	1,459.50
04/24/13	Alex R. Velinsky	Continue drafting J. Cohen declaration in support of 2004 motion	0.60	285.00
04/24/13	Alex R. Velinsky	Further revisions to 2004 motion	0.20	95.00
04/24/13	Alex R. Velinsky	Email to J. Cohen re: 2004 motion and declaration	0.20	95.00
04/24/13	Alex R. Velinsky	Compile exhibits for 2004 motion and J. Cohen declaration	0.40	190.00
04/24/13	Alex R. Velinsky	Review J. Cohen comments to 2004 motion and declaration	0.30	142.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04/24/13	Alex R. Velinsky	Emails with J. Cohen re: 2004 motion	0.20	95.00
04/25/13	Jeffrey L. Cohen	Review revised 2004 motion and declaration	1.10	764.50
04/25/13	Alex R. Velinsky	Email to committee re: 2004 motion	0.10	47.50
04/25/13	Alex R. Velinsky	Emails with J. Cohen re: 2004 motion revisions	0.20	95.00
04/25/13	Alex R. Velinsky	Review 2004 motion and declaration per J. Cohen comments	1.80	855.00
04/26/13	Jeffrey L. Cohen	Final revisions to 2004 motion	0.80	556.00
04/26/13	Jeffrey L. Cohen	Telephone call with A. Schouder re: Alden response to 2004 motion	0.60	417.00
04/26/13	Alex R. Velinsky	Review J. Cohen comments to declaration in support of 2004 motion; revise per same	1.60	760.00
04/26/13	Alex R. Velinsky	Emails with K. Cachia re: filing 2004 motion	0.30	142.50
04/26/13	Alex R. Velinsky	Email with J. Cohen re: 2004 motion	0.30	142.50
04/26/13	Alex R. Velinsky	Review Nowakowski email re: 2004 motion	0.10	47.50
04/26/13	Alex R. Velinsky	Review H. Goldstein email re: 2004 motion	0.10	47.50
04/26/13	Alex R. Velinsky	Telephone call with J. Cohen re: 2004 motion	0.10	47.50
04/26/13	Alex R. Velinsky	Email to committee re: filing 2004 motion	0.20	95.00
04/26/13	Alex R. Velinsky	Review J. Cohen email re: Bracewell	0.10	47.50
04/27/13	Alex R. Velinsky	Review Bracewell email re: 2004 motion	0.10	47.50
04/27/13	Alex R. Velinsky	Review H. Goldstein email re: 2004 motion	0.10	47.50
04/29/13	Alex R. Velinsky	Review J. Cohen email re: Bracewell response	0.10	47.50
04/30/13	Alex R. Velinsky	Review J. Cohen email re: Bracewell correspondence	0.10	47.50
04/30/13	Alex R. Velinsky	Conference with J. Cohen re: 2004 motion status	0.10	47.50
<b>Task Total:</b>			<b>35.90</b>	<b>20,821.50</b>

**MEETINGS**

04/04/13	Jeffrey L. Cohen	Participate on Committee conference call re: settlement proposal	1.20	834.00
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
04/04/13	Alex R. Velinsky	Telephonic committee meeting re: Alden proposal	1.20	570.00
04/04/13	Robert B. Winning	Meeting with J. Cohen re: Alden settlement proposal	0.40	174.00
<b>Task Total:</b>			2.80	1,578.00

**PLAN AND DISCLOSURE STATEMENT**

04/02/13	Jeffrey L. Cohen	Telephone call with A. Schouder re: term sheet	0.70	486.50
04/02/13	Jeffrey L. Cohen	Telephone call with H. Goldstein re: Alden discussions	0.60	417.00
04/03/13	Jeffrey L. Cohen	Review and comment on Term Sheet	2.30	1,598.50
04/04/13	Jeffrey L. Cohen	Discuss Plan Term Sheet with A. Velinsky	0.60	417.00
04/04/13	Alex R. Velinsky	Further revisions to plan term sheet per J. Cohen comments	0.20	95.00
04/04/13	Alex R. Velinsky	Conference with J. Cohen re: plan term sheet	0.30	142.50
04/04/13	Alex R. Velinsky	Revise plan term sheet per J. Cohen comments	0.70	332.50
04/04/13	Alex R. Velinsky	Email to J. Cohen re: revised term sheet	0.10	47.50
04/04/13	Alex R. Velinsky	Review J. Cohen and Bracewell emails re: term sheet	0.20	95.00
04/05/13	Jeffrey L. Cohen	Multiple telephone calls with H. Goldstein and T. Carlson	0.80	556.00
04/24/13	Alex R. Velinsky	Emails with A. Chong re: sale update	0.20	95.00
<b>Task Total:</b>			6.70	4,282.50

**PREPARATION FOR AND ATTENDANCE AT COURT HEARINGS**

04/11/13	Jeffrey L. Cohen	Prepare for, travel to and attend initial KEIP hearing	2.50	1,737.50
04/11/13	Cathy Rae Hershcopf	Confer with J. Cohen re discussions with Alberino	0.30	253.50
<b>Task Total:</b>			2.80	1,991.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
<b>Total Fees</b>				<b>\$68,539.50</b>

**Fee Summary:**

<u>Timekeeper</u>	<u>Type</u>	<u>Rate</u>	<u>Hours</u>	<u>Total</u>
Lawrence C. Gottlieb	Partner	995	.50	497.50
Cathy Rae Hershcopf	Partner	845	6.40	5,408.00
Jeffrey L. Cohen	Partner	695	47.70	33,151.50
Alex R. Velinsky	Associate	475	52.60	24,985.00
Robert B. Winning	Associate	435	7.60	3,306.00
Dana S. Katz	Associate	475	1.30	617.50
Kris T. Cachia	Paralegal	245	.80	196.00
Rebecca Goldstein	Paralegal	270	1.40	378.00

**For costs and disbursements recorded through April 30, 2013 :**

Federal Express	21.74
Meals	1,380.52
Reproduction of Documents	21.60
Research Database / Document Retrieval	301.40
Telephone	29.25
<b>Total Costs</b>	<b>\$1,754.51</b>
<b>Total:</b>	<b>\$70,294.01</b>