

COOLEY LLP
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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., <u>et al.</u> ,) Case No. 13-10176 (JMP)
)
Debtors.) (Jointly Administered)
)
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**FOURTH 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 MAY 1, 2013 THROUGH MAY 31, 2013**

Name of Applicant:	<u>Cooley LLP</u>
Authorized to Provide Professional Services to:	<u>Official Committee of Unsecured Creditors of Atari, Inc., et al.</u>
Date of Retention:	<u>Order entered on March 6, 2013 retaining Cooley LLP <i>nunc pro tunc</i> to February 8, 2013</u>
Period for which compensation and reimbursement is sought:	<u>May 1, 2013 through May 31, 2013</u>
Amount of Compensation sought as actual, reasonable and necessary:	<u>\$108,739.50 (of which Applicant seeks payment of 80% or \$86,991.60)</u>
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	<u>\$690.61</u>

This statement is the fourth 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 \$86,991.60, which is equal to eighty percent (80%) of the total amount of compensation sought (i.e. \$108,739.50) for actual and necessary professional services rendered during the period of May 1, 2013 through May 31, 2013 (the “Fee Period”); and (b) reimbursement of actual and necessary costs and expenses in the amount of \$690.61 incurred by Cooley during the Fee Period in connection with these cases.¹ 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.

¹ 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:

Attorney	Position with the Applicant	Hourly Billing Rate	Total Billed Hours	Total Compensation
Cathy Herschopf	Partner	\$845	12.0	\$10,140.00
Jeffrey L. Cohen	Partner	\$695	63.0	\$43,785.00
Alex R. Velinsky	Associate	\$475	104.0	\$49,400.00
Robert B. Winning	Associate	\$435	8.6	\$3,741.00
Rebecca Goldstein	Paralegal	\$270	4.2	\$1,134.00
Hector Gonzalez	Clerk	\$270	1.0	\$270.00
Kris T. Cachia	Paralegal	\$245	1.1	\$269.50
TOTAL		\$570.71 (Blended Rate²)	193.9	\$108,739.50

Compensation by Matter

Matter Number	Matter Description	Total Billed Hours	Total Fees Requested
02	Asset Disposition	16.3	\$9,325.50
03	Business Operations	3.9	\$1,852.50
04	Case Administration	6.2	\$2,146.00
05	Claims	4.5	\$2,445.50
06	Employee Benefits/Pensions	82.1	\$45,140.50
07	Fee/Employment Applications	9.6	\$4,673.00
09	Financing and Cash Collateral	3.8	\$2,135.00
10	Litigation	63.0	\$37,890.00
11	Meetings	3.8	\$2,799.00
12	Plan and Disclosure Statement	0.7	\$332.50
TOTAL		193.9	\$108,739.50

² The Blended Rate does not include paraprofessional time.

Expense Summary

Description	Amount
Audio/Video Conferencing Services	\$189.77
Federal Express	\$18.37
Meals	\$44.01
Reproduction of Documents	\$416.30
Research Database / Document Retrieval	\$16.70
Telephone	\$5.46
Total	\$690.61

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 \$108,739.50 (of which Applicant requests payment in the amount of **\$86,991.60** which equals 80% of \$108,739.50) 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 **\$690.61**, for a total amount for the Fee Period of \$109,430.11 (of which applicant seeks payment in the amount of **\$87,682.21** which equals 80% of the requested compensation and 100% of the requested reimbursement of actual and necessary costs and expenses).

Dated: June 20, 2013
New York, New York

Respectfully submitted,

By: /s/ Jeffrey L. Cohen

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Robert B. Winning

*Counsel for the Official
Committee of Unsecured Creditors*

EXHIBIT A



June 13, 2013

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

ATTORNEYS AT LAW

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

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94-1140085

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

Invoice Number: 1300140
CL 01 62105

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For services rendered through May 31, 2013

Fees	\$	108,739.50
Chargeable costs and disbursements	\$	690.61
Total Due on Current Invoice	\$	109,430.11
Outstanding Balance from prior Invoices	\$	225,725.47
Total Amount Due	\$	335,155.58



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For services rendered through May 31, 2013 :

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
ASSET DISPOSITION				
05/07/13	Jeffrey L. Cohen	Sale update call with S. Alberino	0.30	208.50
05/07/13	Alex R. Velinsky	Telephone call with S. Alberino re: sale update	0.20	95.00
05/09/13	Alex R. Velinsky	Review H. Goldstein emails re: sale status	0.10	47.50
05/14/13	Jeffrey L. Cohen	Telephone call with S. Alberino re: sale process update	0.40	278.00
05/14/13	Jeffrey L. Cohen	Telephone call with Perella, DPS and Akin re: sale process update	0.40	278.00
05/14/13	Alex R. Velinsky	Review H. Goldstein email re: incentive plan	0.10	47.50
05/14/13	Alex R. Velinsky	Telephone call with Perella and Akin re: sale update	0.20	95.00
05/14/13	Alex R. Velinsky	Detailed email to committee re: amended 2004 order and sale process update	0.40	190.00
05/14/13	Alex R. Velinsky	Telephone call with J. Cohen re: sale update	0.20	95.00
05/14/13	Alex R. Velinsky	Emails with DPS re: sale update call	0.20	95.00
05/15/13	Alex R. Velinsky	Review DPS incentive plan analysis	0.60	285.00
05/15/13	Alex R. Velinsky	Review A. Chong email re: bid status	0.20	95.00
05/15/13	Alex R. Velinsky	Telephone call with DPS re: sale and discovery	0.50	237.50
05/18/13	Alex R. Velinsky	Review K. Manoukian email re: bid procedures	0.20	95.00
05/20/13	Jeffrey L. Cohen	Review and comment re: bid procedures draft	1.30	903.50
05/20/13	Alex R. Velinsky	Telephone call with A. Chong re: sale issues	0.60	285.00
05/20/13	Alex R. Velinsky	Review draft bid procedures	0.30	142.50
05/20/13	Alex R. Velinsky	Detailed emails with J. Cohen re: bid procedures and KEIP	0.40	190.00
05/20/13	Alex R. Velinsky	Email to K. Manoukian re: bid procedures	0.10	47.50
05/20/13	Alex R. Velinsky	Emails with A. Chong re: sale process information	0.20	95.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/20/13	Alex R. Velinsky	Review K. Manoukian email re: schedule to bid procedures	0.10	47.50
05/21/13	Jeffrey L. Cohen	Review and revise proposed bid procedures and discuss same with A. Velinsky	1.20	834.00
05/21/13	Alex R. Velinsky	Review draft confidentiality agreement and asset purchase agreement	0.80	380.00
05/21/13	Alex R. Velinsky	Review revised bid procedures	0.40	190.00
05/21/13	Alex R. Velinsky	Emails with J. Cohen and C. Hershcopf re: revised bid procedures	0.30	142.50
05/21/13	Alex R. Velinsky	Further emails with C. Hershcopf re: revised bid procedures	0.20	95.00
05/21/13	Alex R. Velinsky	Review K. Manoukian email re: bid procedures documents	0.10	47.50
05/21/13	Alex R. Velinsky	Conference with C. Hershcopf re: bid procedures	0.10	47.50
05/21/13	Cathy Rae Hershcopf	Review and comment on bid procedure	0.60	507.00
05/22/13	Alex R. Velinsky	Review bid procedures motion and Verost declaration	0.90	427.50
05/22/13	Alex R. Velinsky	Review Duff & Phelps draft incentive plan materials	0.90	427.50
05/22/13	Alex R. Velinsky	Emails with DPS re: sale incentive plan and bid procedures	0.30	142.50
05/22/13	Alex R. Velinsky	Review K. Manoukian email re: old business records	0.10	47.50
05/23/13	Alex R. Velinsky	Review auction letter and bid information	0.20	95.00
05/24/13	Jeffrey L. Cohen	Review mark-up of bid procedures and comment re: same	0.40	278.00
05/30/13	Alex R. Velinsky	E-mails with Perella re: bidder inquiry	0.10	47.50
05/30/13	Alex R. Velinsky	E-mails with potential bidder re: interest in assets	0.10	47.50
05/30/13	Alex R. Velinsky	Revise proposed bid procedures (.2); e-mail with J. Cohen re: same (.1)	0.30	142.50
05/30/13	Alex R. Velinsky	E-mail with Akin re: proposed bid procedures	0.20	95.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/30/13	Cathy Rae Hershcopf	Review revised bid procedures and give comments to A. Velinsky (.7); emails re same (.4)	1.10	929.50
05/31/13	Alex R. Velinsky	Emails with J. Cohen and C. Hershcopf re: proposed bid procedures	0.20	95.00
05/31/13	Alex R. Velinsky	Further emails with C. Hershcopf re: bid procedures	0.20	95.00
05/31/13	Alex R. Velinsky	Revise bid procedures per C. Hershcopf comments	0.20	95.00
05/31/13	Alex R. Velinsky	Email with T. Shiff re: sale inquiry	0.20	95.00
05/31/13	Cathy Rae Hershcopf	Review bid procedures and follow up emails on comments to bid procedures	0.20	169.00
Task Total:			16.30	9,325.50

BUSINESS OPERATIONS

05/01/13	Alex R. Velinsky	Review weekly DIP variance report	0.20	95.00
05/02/13	Alex R. Velinsky	Continue drafting committee KEIP objection	0.70	332.50
05/03/13	Alex R. Velinsky	Email to K. Manoukian re: KEIP objection deadline	0.10	47.50
05/03/13	Alex R. Velinsky	Email to J. Cohen re: incentive plan objection	0.10	47.50
05/09/13	Alex R. Velinsky	Review Atari interactive balance sheet	0.20	95.00
05/09/13	Alex R. Velinsky	Email to K. Manoukian re: amended SOFA	0.10	47.50
05/09/13	Alex R. Velinsky	Emails with A. Chong re: interactive balance sheets	0.20	95.00
05/13/13	Alex R. Velinsky	Review K. Manoukian email re: discovery	0.10	47.50
05/13/13	Alex R. Velinsky	Review documents provided by debtors	1.60	760.00
05/15/13	Alex R. Velinsky	Review April monthly operating report	0.60	285.00
Task Total:			3.90	1,852.50

CASE ADMINISTRATION



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/01/13	Kris T. Cachia	Conversation with Judge Peck's Law Clerk and A. Velinsky re issue as to proposed Order and exhibit	0.20	49.00
05/02/13	Alex R. Velinsky	Review C. Herschopf email re: S. Greissman	0.10	47.50
05/14/13	Alex R. Velinsky	Review H. Goldstein emails re: ud pate	0.20	95.00
05/23/13	Jeffrey L. Cohen	Telephone call with H. Goldstein re: KEIP and case status	0.60	417.00
05/27/13	Alex R. Velinsky	Review M. Nowakowski's e-mail re: Committee call	0.10	47.50
05/28/13	Alex R. Velinsky	E-mails to Committee re: Wednesday's call	0.20	95.00
05/28/13	Rebecca Goldstein	Attention to e mails from A. Velinsky (.2); e file objection re sale incentive plan (.4); discuss sealing procedures, t/c to Court re availability of Judge (.3); prepare correspondence to Chamber's process same (.5)	1.40	378.00
05/30/13	Robert B. Winning	Attention to matters re: filing declaration in support of KEIP under seal	0.60	261.00
05/30/13	Rebecca Goldstein	Attention to e mail string from Winning and Velinsky re sealing motion re Williams Declaration (.3); e file same (.5); transfer Declaration in pdf format to CD (.2), prepare cover letter to clerk and assemble package to be sealed (.6); discuss same with H. Gonzalez, prepare memo with instructions (.3)	1.90	513.00
05/31/13	Rebecca Goldstein	Attention to filing of document to be filed under seal (Williams Declaration, discuss same with H. Gonzalez(.4); Prepare correspondence to Chambers re Affidavit of Service re docket number 226, process same (.5)	0.90	243.00
Task Total:			6.20	2,146.00

CLAIMS



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/01/13	Jeffrey L. Cohen	Review amended schedules and SOFA and discuss changes with A. Velinsky	0.80	556.00
05/01/13	Alex R. Velinsky	Email to A. Chong re: claims and revised schedules	0.20	95.00
05/01/13	Alex R. Velinsky	Email to Akin re: amended schedules/SOFAs	0.30	142.50
05/01/13	Alex R. Velinsky	Review amended schedules and global notes	0.60	285.00
05/01/13	Alex R. Velinsky	Emails with J. Cohen re: amended schedules/SOFAs	0.20	95.00
05/02/13	Alex R. Velinsky	Review and respond to A. Chong email re: amended schedules/SOFAs	0.20	95.00
05/03/13	Alex R. Velinsky	Emails with A. Chong re: claims analysis	0.20	95.00
05/06/13	Alex R. Velinsky	Review K. Manoukian emails re: amended schedules	0.20	95.00
05/10/13	Alex R. Velinsky	Review K. Manoukian email re: Pong and related documents	0.40	190.00
05/28/13	Alex R. Velinsky	Review Duff & Phelps recovery scenarios	0.30	142.50
05/29/13	Alex R. Velinsky	Telephone call with B. Williams re: claims issue	0.10	47.50
05/29/13	Alex R. Velinsky	E-mail to Committee re: DPS presentation	0.20	95.00
05/29/13	Alex R. Velinsky	Conference with J. Cohen re: DPS presentation	0.20	95.00
05/29/13	Jeffrey L. Cohen	Review DPS claims analysis and possible settlement structures	0.60	417.00
Task Total:			4.50	2,445.50

EMPLOYEE BENEFITS/PENSIONS

05/06/13	Jeffrey L. Cohen	Correspond with S. Alberino re: depositions on KEIP motion	0.30	208.50
05/06/13	Alex R. Velinsky	Conference with J. Cohen re: KEIP objection timing	0.10	47.50
05/06/13	Alex R. Velinsky	Continue drafting objection to incentive plan	0.60	285.00
05/06/13	Alex R. Velinsky	Emails with J. Cohen re: KEIP objection	0.20	95.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/13/13	Alex R. Velinsky	Continue drafting KEIP objection	0.80	380.00
05/13/13	Alex R. Velinsky	Review J. Wilson employment contract	0.30	142.50
05/14/13	Jeffrey L. Cohen	Office conference with A. Velinsky re: KEIP objection and discovery schedule	0.60	417.00
05/15/13	Alex R. Velinsky	Conference with J. Cohen re: committee objection to sale incentive plan	0.20	95.00
05/16/13	Alex R. Velinsky	Draft B. Williams declaration in support of committee incentive plan objection	1.20	570.00
05/16/13	Alex R. Velinsky	Review incentive plan materials in connection with committee objection	0.80	380.00
05/16/13	Alex R. Velinsky	Research incentive plan objection issues	1.20	570.00
05/17/13	Alex R. Velinsky	Continue drafting KEIP objection	0.60	285.00
05/20/13	Alex R. Velinsky	Emails with J. Cohen re: incentive plan depositions	0.20	95.00
05/21/13	Jeffrey L. Cohen	Discuss staff reduction plan with Debtors' counsel	0.40	278.00
05/21/13	Jeffrey L. Cohen	Telephone call with A. Velinsky re: KEIP alternative proposal	0.60	417.00
05/21/13	Alex R. Velinsky	Emails with A. Chong re: member plan	0.20	95.00
05/21/13	Alex R. Velinsky	Review S. Alberino email re: staffing	0.20	95.00
05/21/13	Alex R. Velinsky	Emails with C. Hershcopf and J. Cohen re: debtors staffing issues	0.30	142.50
05/21/13	Alex R. Velinsky	Telephone call with J. Cohen re: Alberino update re: incentive	0.30	142.50
05/21/13	Alex R. Velinsky	Draft detailed email to committee re: sale incentive plan	0.30	142.50
05/21/13	Alex R. Velinsky	Telephone call with A. Chong re: sale incentive plan	0.20	95.00
05/21/13	Cathy Rae Hershcopf	Confer internally about revising incentive plan	0.90	760.50
05/22/13	Jeffrey L. Cohen	Review and revise alternative KEIP proposal	0.60	417.00
05/22/13	Jeffrey L. Cohen	Review and revise draft KEIP objection	1.20	834.00
05/22/13	Alex R. Velinsky	Emails with A. Chong and J. Cohen re: incentive plan	0.10	47.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/22/13	Alex R. Velinsky	Further emails with J. Cohen re: incentive plan proposal	0.20	95.00
05/22/13	Alex R. Velinsky	Emails with A. Chong re: draft KEIP proposal	0.20	95.00
05/22/13	Alex R. Velinsky	Further emails with A. Chong re: draft KEIP materials	0.30	142.50
05/22/13	Alex R. Velinsky	Emails with J. Cohen re: KEIP	0.20	95.00
05/22/13	Alex R. Velinsky	Emails with J. Cohen re: KEIP objection	0.20	95.00
05/22/13	Alex R. Velinsky	Revise KEIP objection per J. Cohen comments	1.80	855.00
05/22/13	Alex R. Velinsky	Further emails with J. Cohen re: KEIP objection	0.20	95.00
05/23/13	Jeffrey L. Cohen	E-mail correspondence with Committee re: alternative KEIP proposal and related discussions	1.20	834.00
05/23/13	Jeffrey L. Cohen	Review and revise KEIP objection	2.60	1,807.00
05/23/13	Jeffrey L. Cohen	Multiple telephone calls with S. Alberino re: KEIP discussions	1.20	834.00
05/23/13	Jeffrey L. Cohen	Review and revise Williams Declaration	0.80	556.00
05/23/13	Alex R. Velinsky	Review J. Cohen comments to KEIP objection	0.60	285.00
05/23/13	Alex R. Velinsky	Revise KEIP objection per J. Cohen comments	4.20	1,995.00
05/23/13	Alex R. Velinsky	Email to B. Williams re: KEIP objection	0.40	190.00
05/23/13	Alex R. Velinsky	Conference with J. Cohen re: KEIP objection	0.30	142.50
05/23/13	Alex R. Velinsky	Further conference with J. Cohen re: KEIP negotiations	0.10	47.50
05/23/13	Alex R. Velinsky	Review motion to seal Williams declaration	0.60	285.00
05/23/13	Alex R. Velinsky	Emails with J. Cohen re: committee KEIP proposal	0.30	142.50
05/23/13	Alex R. Velinsky	Review revised DPS KEIP materials	0.40	190.00
05/23/13	Alex R. Velinsky	Continue drafting Williams declaration re: committee KEIP objection	0.60	285.00
05/23/13	Robert B. Winning	Review KEIP objection and research re: same	0.50	217.50
05/23/13	Robert B. Winning	Call with A. Velinsky re: KEIP objection	0.40	174.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/24/13	Jeffrey L. Cohen	Review and revise draft KEIP objection and Williams Declaration	2.10	1,459.50
05/24/13	Alex R. Velinsky	Revise Williams declaration per DPS call	0.80	380.00
05/24/13	Alex R. Velinsky	E-mails with C. Hershcopf re: KEIP objection	0.20	95.00
05/24/13	Alex R. Velinsky	E-mail to S. O'Donnell re: deposition topics	0.10	47.50
05/24/13	Alex R. Velinsky	E-mails with J. Cohen and R. Winning re: deposition notices	0.20	95.00
05/24/13	Alex R. Velinsky	Review revised deposition notices	0.20	95.00
05/24/13	Alex R. Velinsky	Further revision to KEIP objection (.6); e-mails with J. Cohen re: same (.2)	0.80	380.00
05/24/13	Alex R. Velinsky	Draft deposition outline for A. Verost	3.60	1,710.00
05/24/13	Alex R. Velinsky	Conference with J. Cohen re: KEIP objection	0.20	95.00
05/24/13	Alex R. Velinsky	Telephone call with DPS re: Williams declaration	0.50	237.50
05/24/13	Alex R. Velinsky	Further revision to Williams declaration per J. Cohen's comments	0.40	190.00
05/24/13	Alex R. Velinsky	E-mails with J. Cohen re: deposition scheduling	0.20	95.00
05/24/13	Alex R. Velinsky	E-mails with Atari re: deposition scheduling	0.20	95.00
05/24/13	Alex R. Velinsky	Draft deposition topic list (.3); e-mails with J. Cohen re: same (.1)	0.40	190.00
05/24/13	Alex R. Velinsky	E-mails with R. Winning re: deposition notices	0.20	95.00
05/24/13	Robert B. Winning	Draft notice of Verost deposition	0.30	130.50
05/24/13	Robert B. Winning	Draft notice of Wilson deposition	0.20	87.00
05/24/13	Robert B. Winning	Draft notice of Mattes declaration	0.20	87.00
05/24/13	Robert B. Winning	Review Wilson employee agreement	0.40	174.00
05/24/13	Robert B. Winning	Review KEIP objection	0.40	174.00
05/24/13	Robert B. Winning	Research for KEIP objection	0.60	261.00
05/24/13	Robert B. Winning	Review severance documents	0.50	217.50
05/24/13	Cathy Rae Hershcopf	Review objection to incentive bonus plan and emails re same	1.90	1,605.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/25/13	Alex R. Velinsky	Continue drafting A. Verost deposition outline	5.80	2,755.00
05/25/13	Alex R. Velinsky	E-mails with J. Cohen re: Verost deposition outline	0.20	95.00
05/27/13	Jeffrey L. Cohen	Review and revise latest draft of KEIP objection	0.60	417.00
05/27/13	Alex R. Velinsky	E-mails with A. Chong re: incentive plan objection	0.20	95.00
05/28/13	Alex R. Velinsky	Continue drafting objection to incentive plan	0.60	285.00
05/28/13	Alex R. Velinsky	Review revised exhibits to Williams declaration	0.20	95.00
05/28/13	Alex R. Velinsky	Continue drafting J. Wilson deposition outline	0.70	332.50
05/28/13	Alex R. Velinsky	Draft R. Mattes deposition outline	1.80	855.00
05/28/13	Alex R. Velinsky	Review revised B. Williams declaration and comparables exhibits	0.60	285.00
05/28/13	Alex R. Velinsky	E-mails with C. Hershcopf re: objection comments	0.10	47.50
05/28/13	Alex R. Velinsky	Revise KEIP objection per Duff & Phelps comments	0.30	142.50
05/28/13	Alex R. Velinsky	Telephone call with A. Chong re: exhibit to Williams declaration	0.40	190.00
05/28/13	Alex R. Velinsky	Conference with J. Cohen re: Williams declaration	0.10	47.50
05/28/13	Alex R. Velinsky	Conference with C. Hershcopf re: objection comments	0.30	142.50
05/28/13	Alex R. Velinsky	Revise objection to incentive plan per C. Hershcopf's comments	0.40	190.00
05/28/13	Alex R. Velinsky	Final revisions to incentive plan objection	0.40	190.00
05/28/13	Alex R. Velinsky	Telephone call with chambers re: sealing motion	0.10	47.50
05/28/13	Alex R. Velinsky	Draft chambers letter re: sealing motion	0.20	95.00
05/28/13	Alex R. Velinsky	Conference with R. Goldstein re: filing objection and sealing motion	0.20	95.00



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CL 01 62105

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/28/13	Alex R. Velinsky	E-mails to Akin re: objection to Williams declaration	0.20	95.00
05/28/13	Alex R. Velinsky	E-mails with J. Cohen re: Verost deposition outline	0.20	95.00
05/28/13	Alex R. Velinsky	Telephone call with J. Cohen re: objection	0.10	47.50
05/28/13	Alex R. Velinsky	E-mail to A. Chong re: Williams declaration	0.10	47.50
05/28/13	Alex R. Velinsky	Draft J. Wilson deposition outline	2.30	1,092.50
05/28/13	Jeffrey L. Cohen	Review and revise latest version of KEIP objection	0.80	556.00
05/28/13	Robert B. Winning	Review filed objection to KEIP	0.40	174.00
05/28/13	Cathy Rae Hershcopf	Confer internally re problems with incentive plan proposed (.7); review plan and proposed objection (2.2) and follow up with A. Velinsky re same (.4)	3.30	2,788.50
05/29/13	Alex R. Velinsky	Telephone call with Committee re: incentive plan and status issues	1.60	760.00
05/29/13	Alex R. Velinsky	E-mails with Akin re: deposition arrangements	0.20	95.00
05/29/13	Alex R. Velinsky	Continue drafting J. Wilson's deposition outline	0.40	190.00
05/29/13	Alex R. Velinsky	Revise Mattes deposition outline per J. Cohen's comments	0.40	190.00
05/29/13	Alex R. Velinsky	Compile documents and exhibits for incentive plan depositions	0.40	190.00
05/29/13	Alex R. Velinsky	Research sale incentive plan issue per J. Cohen	0.60	285.00
05/29/13	Alex R. Velinsky	E-mail with J. Cohen and Akin re: deposition timing	0.20	95.00
05/29/13	Alex R. Velinsky	Conference with H. Arthurton re: deposition preparation	0.20	95.00
05/29/13	Alex R. Velinsky	Revise J. Wilson's deposition outline per J. Cohen's comments	0.30	142.50
05/30/13	Jeffrey L. Cohen	Telephone call with S. Alberino re: KEIP settlement discussions	0.60	417.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/30/13	Alex R. Velinsky	Review e-mail correspondence with Akin re: H. Goldstein's deposition	0.20	95.00
05/30/13	Alex R. Velinsky	E-mails with J. Cohen re: incentive plan discussion with Akin	0.10	47.50
05/30/13	Alex R. Velinsky	Review and revise Mattes deposition outline and exhibits in preparation for deposition	0.80	380.00
05/30/13	Alex R. Velinsky	Conference with J. Cohen re: deposition preparation	0.20	95.00
05/30/13	Alex R. Velinsky	Participate in depositions of J. Wilson, R. Mattes and A. Verost	5.20	2,470.00
05/30/13	Alex R. Velinsky	E-mails with R. Winning re: sealing order	0.20	95.00
05/30/13	Alex R. Velinsky	Conference with A. Chong re: depositions	0.20	95.00
05/30/13	Alex R. Velinsky	E-mails with Akin re: scheduling Williams deposition	0.20	95.00
05/30/13	Alex R. Velinsky	E-mails with Williams re: deposition scheduling	0.20	95.00
05/30/13	Alex R. Velinsky	E-mail to estate parties re: Williams declaration	0.20	95.00
05/30/13	Cathy Rae Hershcopf	Develop counter proposals for employee incentive plan and emails re same (.4); emails and verbal report on depositions (.7)	1.10	929.50
05/31/13	Jeffrey L. Cohen	Correspondence with S. Alberino re: KEIP settlement discussions	0.40	278.00
05/31/13	Alex R. Velinsky	Emails with R. Goldstein and H. Gonzalez re: sealing order	0.10	47.50
05/31/13	Alex R. Velinsky	Emails with B. Williams re: deposition preparation	0.20	95.00
05/31/13	Alex R. Velinsky	Revise letter re: Goldstein deposition per J. Cohen comments	0.10	47.50
05/31/13	Alex R. Velinsky	Emails with Akin and J. Cohen re: Goldstein deposition	0.30	142.50
05/31/13	Alex R. Velinsky	Email to S. O'Donnell re: J. Cohen letter	0.10	47.50
05/31/13	Alex R. Velinsky	Review H. Goldstein deposition notice (.1); emails with J. Cohen re: same (.2)	0.30	142.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/31/13	Alex R. Velinsky	Preparation for Williams deposition	0.40	190.00
05/31/13	Alex R. Velinsky	Draft J. Cohen letter to Akin re: Goldstein deposition	0.20	95.00
05/31/13	Alex R. Velinsky	Conference with R. Goldstein re: submitting sealed declaration	0.10	47.50
05/31/13	Cathy Rae Hershcopf	Review and respond to emails re employee incentive plan and potential deposition of committee chair (.9); strategy call re same .6)	1.50	1,267.50
Task Total:			82.10	45,140.50

FEE/EMPLOYMENT APPLICATIONS

05/06/13	Jeffrey L. Cohen	Review April pre-bill for compliance with Local Rules	0.70	486.50
05/06/13	Alex R. Velinsky	Review Alden objection to Cooley and Duff & Phelps fees	0.20	95.00
05/06/13	Robert B. Winning	Review Alden objection to Cooley fees and research re: same	0.40	174.00
05/07/13	Alex R. Velinsky	Review records for professional fee budget correspondence	0.30	142.50
05/07/13	Alex R. Velinsky	Email to J. Cohen re: professional fee budget	0.10	47.50
05/07/13	Alex R. Velinsky	Email to J. Cohen re: professional fee budget	0.10	47.50
05/07/13	Alex R. Velinsky	Review A. Chong email re: professional fees	0.20	95.00
05/07/13	Alex R. Velinsky	Email with Debtors re: April fee estimate	0.20	95.00
05/07/13	Alex R. Velinsky	Emails with J. Cohen re: interim compensation procedures	0.20	95.00
05/07/13	Alex R. Velinsky	Emails with J. Cohen re: interim compensation procedures	0.20	95.00
05/07/13	Alex R. Velinsky	Emails with A. Chong re: fee objection	0.20	95.00
05/08/13	Alex R. Velinsky	Review debtors' joinder to Alden objection to committee professional fee statement	0.20	95.00
05/08/13	Jeffrey L. Cohen	Review objections to Cooley and DPS fees and related responsive information	1.10	764.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/09/13	Alex R. Velinsky	Emails with J. Cohen re: Cooley outstanding fees	0.20	95.00
05/09/13	Alex R. Velinsky	Detailed email to debtors re: Cooley and DPS outstanding fees	0.40	190.00
05/09/13	Alex R. Velinsky	Telephone call with K. Manoukian re: committee fees	0.20	95.00
05/14/13	Alex R. Velinsky	Emails with A. Chong re: fee issues	0.20	95.00
05/17/13	Alex R. Velinsky	Emails with A. Chong and K. Manoukian re: fee payments	0.30	142.50
05/20/13	Kris T. Cachia	Conversation with R. Winning re filing of monthly fee statements (0.1); finalize and file Duff & Phelps 2nd Monthly Fee Statement (0.2); finalize and file Cooley's 3rd Monthly Fee Statement (0.2); prepare service of materials (0.1)	0.60	147.00
05/20/13	Alex R. Velinsky	Emails with J. Cohen re: Cooley fee statement	0.20	95.00
05/20/13	Alex R. Velinsky	Emails with A. Chong and R. Winning re: DPS fee statement	0.20	95.00
05/20/13	Alex R. Velinsky	Review draft Cooley April monthly fee statement	0.20	95.00
05/20/13	Alex R. Velinsky	Review Akin fee statement	0.40	190.00
05/20/13	Alex R. Velinsky	Emails with J. Cohen re: Cooley fees	0.10	47.50
05/20/13	Alex R. Velinsky	Review R. Winning email re: Cooley fee statement	0.10	47.50
05/20/13	Robert B. Winning	Prepare and file monthly fee statement	1.20	522.00
05/20/13	Robert B. Winning	Review fee application of Debtor's counsel and FA	0.30	130.50
05/21/13	Kris T. Cachia	Prepare Certificate of Service re monthly fee applications (0.1); electronically file Certificate of Service (0.2)	0.30	73.50
05/21/13	Alex R. Velinsky	Review Perella Weinberg fee statement	0.20	95.00
05/21/13	Alex R. Velinsky	Review Proskauer fee statement; compare to budget	0.30	142.50
05/21/13	Alex R. Velinsky	Email to J. Cohen re: budgeted fees	0.10	47.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
Task Total:			9.60	4,673.00

FINANCING AND CASH COLLATERAL

05/01/13	Jeffrey L. Cohen	Review DIP variance report	0.30	208.50
05/03/13	Jeffrey L. Cohen	Review updated DIP budget and related assumptions	0.60	417.00
05/03/13	Alex R. Velinsky	Review updated DIP budget and weekly cash flow model	0.20	95.00
05/06/13	Alex R. Velinsky	Emails with A. Chong re: revised DIP budget	0.10	47.50
05/07/13	Jeffrey L. Cohen	Review DIP budget analysis by DPS and comment re: same	0.60	417.00
05/07/13	Alex R. Velinsky	Review Duff & Phelps draft presentation re: DIP budget	0.20	95.00
05/08/13	Alex R. Velinsky	Review DIP variance report	0.20	95.00
05/08/13	Alex R. Velinsky	Review revised DPS report on DIP budget (.2); emails with A. Chong re: same (.1)	0.30	142.50
05/08/13	Alex R. Velinsky	Emails with A. Chong re: updated DIP presentation	0.20	95.00
05/08/13	Alex R. Velinsky	Email to committee re: DIP budget and Alden fee objection	0.20	95.00
05/15/13	Alex R. Velinsky	Review DIP facility variance report	0.20	95.00
05/20/13	Alex R. Velinsky	Review DIP order for milestones	0.30	142.50
05/22/13	Alex R. Velinsky	Review DIP variance report	0.20	95.00
05/29/13	Alex R. Velinsky	Review weekly DIP variance report	0.20	95.00
Task Total:			3.80	2,135.00

LITIGATION

05/01/13	Alex R. Velinsky	Review H. Goldstein email re: settlement discussions	0.10	47.50
05/01/13	Alex R. Velinsky	Telephone call with chambers re: 2004 order	0.10	47.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/01/13	Alex R. Velinsky	Email with chambers re: Exhibit A to 2004 motion	0.30	142.50
05/02/13	Jeffrey L. Cohen	Conference call with debtors' counsel re: 2004 order compliance	0.40	278.00
05/02/13	Jeffrey L. Cohen	Multiple correspondence with debtor, Alden and parent re: amended 2004 order	0.80	556.00
05/02/13	Alex R. Velinsky	Review K. Manoukian email re: 2004 order	0.10	47.50
05/02/13	Alex R. Velinsky	Review A. Schouder email re: 2004 motion	0.10	47.50
05/02/13	Alex R. Velinsky	Telephone call with Akin re: 2004 motion production	0.20	95.00
05/02/13	Alex R. Velinsky	Emails with Akin re: 2004 motion call	0.20	95.00
05/02/13	Alex R. Velinsky	Review K. Coleman email re: 2004 deadline	0.10	47.50
05/02/13	Alex R. Velinsky	Emails with J. Cohen re: amended order on 2004 motion	0.20	95.00
05/02/13	Alex R. Velinsky	Draft amended 2004 order	0.60	285.00
05/03/13	Jeffrey L. Cohen	Telephone call with counsel to Blue Bay re: 2004 Order	0.30	208.50
05/03/13	Jeffrey L. Cohen	Review draft amended 2004 Order and comment re: same	0.40	278.00
05/03/13	Jeffrey L. Cohen	Multiple correspondence with Bluebay's counsel re: discovery dispute	1.20	834.00
05/03/13	Alex R. Velinsky	Telephone call with J. Cohen re: Blue Bay response to 2004 order	0.20	95.00
05/03/13	Alex R. Velinsky	Review J. Cohen and A. Hammond emails re: Blue Bay response to 2004 motion	0.20	95.00
05/03/13	Alex R. Velinsky	Revise amended 2004 order per J. Cohen comments	0.20	95.00
05/03/13	Alex R. Velinsky	Email to Akin, Bracewell and Allen & Overy re: 2004 motion	0.10	47.50
05/03/13	Alex R. Velinsky	Email to A. Hammond re: 2004 order	0.10	47.50
05/06/13	Jeffrey L. Cohen	Correspond with Bluebay's counsel re: 2004 Order comments	0.30	208.50
05/06/13	Alex R. Velinsky	Review K. Coleman email re: 2004 production	0.10	47.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/06/13	Alex R. Velinsky	Revise amended order re: 2004 motion	0.20	95.00
05/06/13	Alex R. Velinsky	Review K. Coleman emails re: 2004 scope objection	0.10	47.50
05/06/13	Alex R. Velinsky	Emails with K. Manoukian re: scheduling meet and confer	0.20	95.00
05/07/13	Jeffrey L. Cohen	Further telephone calls with A. Hammond re: Bluebay cooperation	0.70	486.50
05/07/13	Jeffrey L. Cohen	Multiple correspondence with H. Goldstein re: 2004 update	0.80	556.00
05/07/13	Jeffrey L. Cohen	Review document requests to Debtors to prepare for meet and confer	0.60	417.00
05/07/13	Jeffrey L. Cohen	Meet and confer teleconference with Debtors	1.20	834.00
05/07/13	Jeffrey L. Cohen	Office conference with R. Kanowitz re: amended 2004 Order	0.40	278.00
05/07/13	Jeffrey L. Cohen	Office conference with A. Velinsky re: edits to amended 2004 Order	0.40	278.00
05/07/13	Alex R. Velinsky	Participate in telephone call with Akin re: committee document requests	0.80	380.00
05/07/13	Alex R. Velinsky	Review document demand sand production tracking summary in preparation for Akin call	0.70	332.50
05/07/13	Alex R. Velinsky	Emails with R. Winning re: debtor production tracking document	0.20	95.00
05/07/13	Alex R. Velinsky	Email to committee re: 2004 order	0.20	95.00
05/07/13	Alex R. Velinsky	Email with H. Goldstein re: status of presentation	0.30	142.50
05/07/13	Alex R. Velinsky	Email to J. Cohen re: revised amended 2004 order	0.20	95.00
05/07/13	Robert B. Winning	Review documents produced of Debtors	0.40	174.00
05/08/13	Alex R. Velinsky	Review K. Manoukian email re: 2004 order	0.10	47.50
05/08/13	Alex R. Velinsky	Review J. Cohen email re: Blue Bay comments on 2004 order	0.10	47.50
05/08/13	Alex R. Velinsky	Review A. Koo email re: discovery	0.20	95.00
05/08/13	Alex R. Velinsky	Review Akin's proposed search term list	0.60	285.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/08/13	Alex R. Velinsky	Review A. Koo email re: search terms (.1); follow-up call re: same (.1)	0.20	95.00
05/08/13	Alex R. Velinsky	Review K. Coleman email re: 2004 order (.1); revise order per same (.1)	0.20	95.00
05/08/13	Alex R. Velinsky	Review documents provided by debtors	1.80	855.00
05/08/13	Alex R. Velinsky	Review Blue Boy comments to amended 2004 order	0.20	95.00
05/08/13	Alex R. Velinsky	Emails with J. Cohen re: Blue Bay comments to amended 2004 order	0.20	95.00
05/08/13	Alex R. Velinsky	Conference with R. Winning re: search terms	0.20	95.00
05/08/13	Alex R. Velinsky	Emails with J. Cohen re: discovery process	0.20	95.00
05/08/13	Alex R. Velinsky	Email to A. Koo re: discovery	0.10	47.50
05/08/13	Jeffrey L. Cohen	Telephone call with A. Hammond re: comments to 2004 Order	0.40	278.00
05/08/13	Jeffrey L. Cohen	Telephone call with Akin Gump re: time limits on production	0.30	208.50
05/08/13	Jeffrey L. Cohen	Review comments to amended 2004 Order and discuss same with A. Velinsky	0.80	556.00
05/08/13	Robert B. Winning	Review additional documents production by Debtor	0.50	217.50
05/08/13	Robert B. Winning	Review proposed search terms and conference with A. Velinsky re: same	0.70	304.50
05/09/13	Alex R. Velinsky	Email to producing parties re: 2004 order	0.20	95.00
05/09/13	Alex R. Velinsky	Emails with J. Cohen re: 2004 order	0.10	47.50
05/09/13	Alex R. Velinsky	Emails with K. Manoukian re: committee fees (.1); conference with J. Cohen re: same (.1)	0.20	95.00
05/09/13	Alex R. Velinsky	Email to J. Cohen re: amended 2004 order	0.10	47.50
05/09/13	Alex R. Velinsky	Email to A. Schouder re: amended 2004 order	0.10	47.50
05/09/13	Alex R. Velinsky	Review A. Schouder email re: discovery	0.10	47.50
05/09/13	Alex R. Velinsky	Review Alden document request and summarize missing information for J. Cohen	0.40	190.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/09/13	Jeffrey L. Cohen	Telephone call with A. Schouder re: 2004 Order	0.40	278.00
05/10/13	Alex R. Velinsky	Review A. Hammond emails re: 2004 order	0.20	95.00
05/10/13	Alex R. Velinsky	Telephone call with A. Koo re: discovery issues	0.20	95.00
05/10/13	Alex R. Velinsky	Email to chambers re: amended 2004 order	0.20	95.00
05/10/13	Alex R. Velinsky	Telephone call with chambers re: amended 2004 order	0.10	47.50
05/10/13	Alex R. Velinsky	Email to J. Cohen re: 2004 order	0.10	47.50
05/10/13	Jeffrey L. Cohen	Finalize amended 2004 Order	0.60	417.00
05/14/13	Alex R. Velinsky	Emails with J. Cohen re: discovery	0.20	95.00
05/14/13	Alex R. Velinsky	Review entered amended 2004 order (.1); emails with J. Cohen re: same (.1)	0.20	95.00
05/15/13	Jeffrey L. Cohen	Review draft confidentiality stipulation re: Blue Bay	0.40	278.00
05/15/13	Jeffrey L. Cohen	Review Blue Bay information request and conference call with A. Hammond to discuss same	1.20	834.00
05/15/13	Alex R. Velinsky	Telephone call with A. Hammond re: discovery	0.40	190.00
05/15/13	Alex R. Velinsky	Email to R. Winning re: confidentiality agreement	0.10	47.50
05/15/13	Alex R. Velinsky	Emails with J. Cohen re: Blue Bay payments	0.10	47.50
05/15/13	Alex R. Velinsky	Emails with K. Manoukian re: Blue Bay payments	0.20	95.00
05/15/13	Alex R. Velinsky	Research discovery issues	0.60	285.00
05/15/13	Alex R. Velinsky	Emails with J. Cohen re: Blue Bay information request	0.20	95.00
05/15/13	Alex R. Velinsky	Review Blue Bay information request in preparation for call with A. Hammond	0.40	190.00
05/15/13	Alex R. Velinsky	Email to A. Hammond re: Blue Bay payments	0.10	47.50
05/15/13	Alex R. Velinsky	Emails with J. Cohen re: Blue Bay confidentiality agreement	0.20	95.00
05/15/13	Alex R. Velinsky	Draft Blue Bay protective order and stipulation	0.30	142.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/15/13	Alex R. Velinsky	Emails with A. Hammond and J. Cohen re: discovery call	0.10	47.50
05/16/13	Jeffrey L. Cohen	Review draft Protective Order re: Blue Bay and comment re: same	0.40	278.00
05/16/13	Alex R. Velinsky	Continue review of documents produced by debtors	1.60	760.00
05/16/13	Alex R. Velinsky	Continue drafting stipulation and protective order for Blue Bay	1.90	902.50
05/16/13	Alex R. Velinsky	Emails with J. Cohen re: Blue Bay stipulation	0.20	95.00
05/16/13	Alex R. Velinsky	Emails with A. Hammond re: stipulation/protective order	0.10	47.50
05/20/13	Alex R. Velinsky	Review K. Manoukian email re: production of documents	0.10	47.50
05/20/13	Alex R. Velinsky	Emails with A. Chong re: dropbox	0.20	95.00
05/21/13	Alex R. Velinsky	Review additional information produced by debtors	0.30	142.50
05/22/13	Jeffrey L. Cohen	Review DIP variance report	0.30	208.50
05/23/13	Alex R. Velinsky	Emails with A. Chong re: litigation issue	0.20	95.00
05/24/13	Alex R. Velinsky	Review BlueBay discovery objection	0.20	95.00
05/24/13	Alex R. Velinsky	Review Atari SA discovery objection	0.20	95.00
05/27/13	Jeffrey L. Cohen	Review draft deposition outline template and exhibits re: same	1.40	973.00
05/27/13	Jeffrey L. Cohen	Review objections by Atari SA and BlueBay to 2004 information requests	1.50	1,042.50
05/28/13	Alex R. Velinsky	Telephone call with A. Koo re: e-mail collections	0.10	47.50
05/28/13	Jeffrey L. Cohen	Review and revise draft deposition outline for Verost	3.60	2,502.00
05/28/13	Jeffrey L. Cohen	Review revised Williams Declaration and discussed same	1.10	764.50
05/28/13	Jeffrey L. Cohen	Deposition preparation	2.40	1,668.00
05/29/13	Alex R. Velinsky	Draft Stipulation and protective order for Atari SA	0.40	190.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/29/13	Alex R. Velinsky	Review A. Schouder's e-mail re: settlement	0.10	47.50
05/29/13	Alex R. Velinsky	Draft settlement letter	0.40	190.00
05/29/13	Alex R. Velinsky	Revise settlement letter per J. Cohen's and C. Hershcopf's comments	0.30	142.50
05/29/13	Jeffrey L. Cohen	Review and revise deposition outlines for Wilson and Mattes	1.60	1,112.00
05/29/13	Jeffrey L. Cohen	Deposition preparation for KEIP contested matter	2.50	1,737.50
05/29/13	Jeffrey L. Cohen	Review and revise draft settlement letter to Alden and discuss same with A. Velinsky	0.60	417.00
05/29/13	Robert B. Winning	Email re: severance documents	0.40	174.00
05/30/13	Jeffrey L. Cohen	Telephone call with S. Alberino re: request to depose Committee chair	0.30	208.50
05/30/13	Jeffrey L. Cohen	Prepare for and conduct depositions of Wilson, Mattes and Verost	6.00	4,170.00
05/30/13	Hector Gonzalez	Conference with paralegal on rules and procedures for filing documents under seal with the USBC-SDNY.	0.50	135.00
05/30/13	Alex R. Velinsky	Review BlueBay comments to Stipulation/Protective Order (.2); e-mail to J. Cohen re: same (.1)	0.30	142.50
05/30/13	Alex R. Velinsky	Review J. Cohen's e-mail to Committee re: Bracewell's correspondence	0.10	47.50
05/31/13	Hector Gonzalez	Review and prepared two documents for filing under seal with the USBC-SDNY. Forward documents with envelopes to an outside service for filing with the USBC-SDNY.	0.50	135.00
05/31/13	Jeffrey L. Cohen	Review notice of deposition of Harvey Goldstein and discuss same with A. Velinsky and C. Hershcopf	0.80	556.00
05/31/13	Jeffrey L. Cohen	Multiple correspondence with H. Goldstein re: deposition notice	1.30	903.50
05/31/13	Jeffrey L. Cohen	Discuss and review response letter to deposition notice and comment re: same	0.70	486.50



319072-201
Atari Creditors' Committee

Invoice Number: 1300140
CL 01 62105

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/31/13	Jeffrey L. Cohen	Multiple correspondence with Akin re: Goldstein deposition notice	1.40	973.00
05/31/13	Alex R. Velinsky	Email to J. Cohen re: email discovery	0.20	95.00
05/31/13	Alex R. Velinsky	Telephone call with R. Tizravesh re: email discovery	0.40	190.00
05/31/13	Alex R. Velinsky	Emails with R. Tizvaresh re: search terms	0.20	95.00
Task Total:			63.00	37,890.00

MEETINGS

05/14/13	Robert B. Winning	Conference call with PWP re: sale process	0.20	87.00
05/15/13	Jeffrey L. Cohen	Telephone call with DPS re: sale process, investigation and KEIP status	0.60	417.00
05/29/13	Jeffrey L. Cohen	Participate on Committee conference call re: KEIP and case strategy	1.60	1,112.00
05/29/13	Cathy Rae Hershcopf	Committee call re: KEIP and case status	1.40	1,183.00
Task Total:			3.80	2,799.00

PLAN AND DISCLOSURE STATEMENT

05/07/13	Alex R. Velinsky	Review J. Cohen and K. Manoukian emails re: plan exclusivity motion	0.10	47.50
05/09/13	Alex R. Velinsky	Review debtors motion to extend exclusivity	0.30	142.50
05/30/13	Alex R. Velinsky	Further revision to bid procedures (.2); e-mail to J. Cohen re: same (.1)	0.30	142.50
Task Total:			0.70	332.50

Total Fees

\$108,739.50



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Fee Summary:

<u>Timekeeper</u>	<u>Type</u>	<u>Rate</u>	<u>Hours</u>	<u>Total</u>
Cathy Rae Hershcopf	Partner	845	12.00	10,140.00
Jeffrey L. Cohen	Partner	695	63.00	43,785.00
Alex R. Velinsky	Associate	475	104.00	49,400.00
Robert B. Winning	Associate	435	8.60	3,741.00
Kris T. Cachia	Paralegal	245	1.10	269.50
Rebecca Goldstein	Paralegal	270	4.20	1,134.00
Hector Gonzalez	Other Timekeepers	270	1.00	270.00

For costs and disbursements recorded through May 31, 2013 :

Audio/Video Conferencing Services	189.77
Federal Express	18.37
Meals	44.01
Reproduction of Documents	416.30
Research Database / Document Retrieval	16.70
Telephone	5.46
Total Costs	\$690.61
Total:	\$109,430.11