

Notices of Objection to Fee Statement Due: July 8, 2013

AKIN GUMP STRAUSS HAUER & FELD LLP

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

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

Counsel to the Debtors and Debtors in Possession

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

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

FOURTH 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 MAY 1, 2013 THROUGH MAY 31, 2013

Name of Applicant:	Akin Gump Strauss Hauer & Feld LLP
Date of Retention:	Order entered on March 6, 2013 retaining Akin Gump Strauss Hauer & Feld LLP (“ <i>Akin Gump</i> ”) <i>nunc pro tunc</i> to February 6, 2013 [Docket No. 115]
Period for which compensation and reimbursement is sought:	May 1, 2013 through May 31, 2013 (the “ <i>Fee Period</i> ”)

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

Amount of compensation sought as actual, reasonable and necessary:	\$452,779.50
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$3,075.68

This statement is the fourth 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) \$362,223.60 (80% of \$452,779.50) on account of actual, reasonable and necessary professional services rendered to the Debtors by Akin Gump during the Fee Period and (ii) \$3,075.68 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.).

[remainder of page intentionally left blank]

WHEREFORE, pursuant to the Interim Compensation Order, Akin Gump requests: (i) payment of compensation in the amount of \$362,223.60 (80% of \$452,779.50) on account of actual, reasonable and necessary professional services rendered to the Debtors by Akin Gump and (ii) reimbursement of actual, reasonable and necessary costs and expenses in the amount of \$3,075.68 incurred on behalf of the Debtors by Akin Gump.

New York, New York
Dated: June 21, 2013

AKIN GUMP STRAUSS HAUER & FELD LLP

By: /s/ Ira S. Dizengoff

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

Scott L. Alberino
Robert S. Strauss Building
1333 New Hampshire Avenue, N.W.
Washington, DC 20036-1564
Telephone: (202) 887-4000
Facsimile: (202) 887-4288
salberino@akingump.com

Counsel to the Debtors and Debtors in Possession

Exhibit A



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

Invoice Number 1486853
Invoice Date 06/21/13
Client Number 691767
Matter Number 0001

Re: RESTRUCTURING ADVICE

FOR PROFESSIONAL SERVICES RENDERED THROUGH 05/31/13 :

MATTER SUMMARY OF TIME BILLED BY TASK :

		<u>HOURS</u>	<u>VALUE</u>
0002	General Case Administration	37.20	\$11,556.50
0003	Akin Gump Fee Application/Monthly Billing Reports	44.40	\$17,808.50
0004	Analysis of Other Professionals Fee Applications/Reports	9.00	\$5,360.00
0005	Review/Preparation of Schedules, Statements	8.00	\$5,547.00
0006	Retention of Professionals	11.60	\$5,028.00
0008	Court Hearings	3.90	\$1,987.50
0009	Financial Reports and Analysis	1.30	\$705.50
0010	DIP, Cash Collateral Usage and Exit Financing	11.20	\$6,670.50
0011	Executory Contracts/License Agreements	11.80	\$7,930.00
0012	General Claims Analysis/Claims Objections	0.50	\$337.50
0017	General Adversary Proceedings/Litigation Matters	196.70	\$100,254.00
0018	Tax Issues	2.60	\$2,002.00
0019	Labor Issues/Employee Benefits	230.80	\$139,179.00
0021	Exclusivity	28.40	\$15,009.50
0022	Plan/Disclosure Statement/Solicitation and Related Documentation	10.00	\$10,775.00
0024	Sale Transaction/Stock Transaction/Business Liquidations (Including)	194.60	\$120,051.50
0027	General Corporate Matters	3.30	\$2,577.50
	TOTAL	805.30	\$452,779.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
05/01/13	DKB	0002 Review and organize materials for attorneys (.5). Review case docket (.3); prepare updates for calendar (.3); review and organize pleadings for attorneys (.7); correspondence with E. Seitz re status (.2).	2.00
05/02/13	DKB	0002 Review case docket (.2); prepare updates for calendar (.6); update attorneys' outlook reminders (.5); correspondence with K. Manoukian re status (.1); review and organize pleadings for attorneys (.6).	2.00
05/02/13	KGM	0002 Correspondence with D. Krasa-Berstell re: hearing dates and related issues.	0.20
05/03/13	DKB	0002 Review case docket (.2); review and organize documents for attorneys (.6); prepare updates for case calendar and task list (.7).	1.50
05/03/13	KGM	0002 Correspondence with Akin Gump team re: case related matters.	0.70
05/06/13	DKB	0002 Review case docket (.3); update case calendar (.6); update task list (.5); correspondence with K. Manoukian re status (.1); review and organize documents for attorney (.6).	2.10
05/07/13	DKB	0002 Review case docket (.2); prepare updates for case calendar (.6); correspondence with K. Manoukian re status (.1); work on logistics of filing and service (.2); correspondence with T. Southwell re above (.1).	1.20
05/07/13	KGM	0002 Correspondence with D. Krasa-Berstell re: updating case calendar and task list and related case update issues.	0.20
05/08/13	DKB	0002 Review case docket (.2); update case calendar (.6); update task list (.5); review and organize documents for attorneys (.8).	2.10
05/08/13	KGM	0002 Correspondence with Akin Gump team re: case related matters (.5); correspondence with D. Krasa-Berstell re: updates to case calendar/task list and related issues (.3); review/revise same (.5); review outlook calendar entries and discuss upcoming hearing dates w/ D. Krasa-Berstell (.3); correspondence with BMC re: filings (.3).	1.90
05/09/13	DKB	0002 Update case calendar (.5); correspondence with K. Manoukian re above (.1); update attorneys' outlook calendars (1.1); review and organize documents for attorneys (.5).	2.20
05/09/13	KGM	0002 Correspondence with D. Krasa-Berstell re: updates to case calendar/task list and related issues (.3); review same (.4).	0.70
05/10/13	DKB	0002 Review case docket (.2); update case calendar (.4); update task list (.3).	0.90
05/13/13	DKB	0002 Review case docket (.2); update case calendar (.7); update task list (.5); update team's outlook calendar (.7); review and organize pleadings for attorneys (.8).	2.90
05/15/13	DKB	0002 Review case docket (.2); prepare updates for calendar and task list (.8); review and organize documents for attorneys (.6).	1.60
05/17/13	DKB	0002 Review case docket (.2); prepare updates for case calendar (.3); review and organize documents for attorneys (.8).	1.30
05/17/13	KGM	0002 Correspondence with S. Alberino, J. Wilson, K. Keller and R. Mattes re: case update and related issues (.7); post call with S. Alberino re: same and related issues (.2).	0.90
05/22/13	DKB	0002 Review case docket (.3); prepare updates for case calendar and task list (.6); correspondence with K. Manoukian re above (.1); update case calendar (1.6); update task list (1.1); correspondence with K. Manoukian re status (.1); review and organize documents for attorneys (.5).	4.30
05/22/13	KGM	0002 Correspondence with S. Alberino, J. Sharp re: case update and related issues (.4); post call with J. Sharp re: same (.3).	0.70
05/22/13	JSS	0002 Correspondence with S. Alberino and K. Manoukian re: upcoming projects.	0.50
05/23/13	DKB	0002 Review case docket (.2); prepare updates for case calendar (.6); review and organize pleadings for attorneys (.6).	1.40
05/23/13	KGM	0002 Correspondence with D. Krasa-Berstell re: calendar and task list.	0.20
05/24/13	DKB	0002 Review case calendar (.2); update attorneys' outlook calendars (1.3); review and organize pleadings for attorneys (.7).	2.20

ATARI, INC.
Bill Number: 1486853Page 3
06/21/13

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
05/28/13	DKB	0002 Review case docket (.3); update attorneys' outlook calendars with key dates (1.2); review and organize pleadings for attorneys (.6).	2.10
05/31/13	DKB	0002 Review case docket (.2); prepare updates for calendar and task list (.6); review and organize pleadings for attorneys (.6).	1.40
05/02/13	ECS	0003 Correspondence with K. Manoukian, J. Berry regarding Akin Gump's April prebill.	0.20
05/10/13	ECS	0003 Review/revise Akin Gump's April prebill.	2.10
05/13/13	ECS	0003 Review/revise Akin Gump's April prebill.	0.30
05/14/13	ECS	0003 Correspondence with K. Manoukian, L. Jackson regarding Akin Gump's April prebill.	0.10
05/14/13	KGM	0003 Correspondence with E. Seitz re: Akin Gump's April fee statement (.1); review same (.3).	0.40
05/15/13	ECS	0003 Correspondence with J. Sharp regarding first interim fee application.	0.20
05/15/13	KGM	0003 Correspondence with R. Mattes re: Akin Gump's March fee statement (.1); correspondence with accounting re: same (.1).	0.20
05/15/13	JSS	0003 Draft first interim fee application.	4.00
05/17/13	KGM	0003 Review/comment on Akin Gump's April fee statement (1.5); correspondence with accounting re: same (.3); correspondence with Company re: payment of March fee statement (.2); correspondence with K. Keller re: same (.1); correspondence with S. Alberino and I. Dizengonff re: same (.1).	2.20
05/19/13	KGM	0003 Correspondence with E. Seitz re: Akin Gump's April fee statement.	0.30
05/20/13	PJS	0003 Review and prepare documents re monthly fee statement.	4.90
05/20/13	ECS	0003 Prepare and coordinate filing of Akin Gump's April fee statement.	1.90
05/20/13	KGM	0003 Correspondence with S. Alberino re: finalizing Akin Gump's April fee statement (.1); correspondence with E. Seitz re: same (.1); coordinate same with accounting (.1); review/comment final draft of same (.3); correspondence with E. Seitz re: same (.2).	0.80
05/20/13	JAS	0003 Confirm/verify April monthly fee data (1.6); file April monthly fee statement with court (.3); serve same upon notice parties (.4).	2.30
05/21/13	PJS	0003 Review and prepare documents re April fee statement.	3.70
05/22/13	PJS	0003 Review and prepare documents re April fee statement.	2.10
05/22/13	ECS	0003 Prepare Akin Gump first interim fee application (0.1); correspondence with J. Sharp regarding same (0.1).	0.20
05/23/13	PJS	0003 Review and prepare documents re first interim fee application.	6.90
05/23/13	ECS	0003 Draft Akin Gump first interim fee application (4.7); correspondence with K. Manoukian, J. Sharp regarding same (0.3).	5.00
05/23/13	KGM	0003 Correspondence with E. Seitz re: Akin Gump interim fee application.	0.10
05/24/13	BRK	0003 Review fee application to verify exhibits.	1.00
05/25/13	ECS	0003 Draft Akin Gump first interim fee application (4.4); correspondence with C. Manoukian regarding same (0.1).	4.50
05/31/13	ECS	0003 Revise first interim fee application.	1.00
05/03/13	KGM	0004 Correspondence with S. Alberino re: professionals' fee statements and related issues.	0.40
05/06/13	KGM	0004 Correspondence with R. Morrissey re: BMC fees (.3); correspondence with Bracewell re: objection to fee statement (.3); review same (.2); correspondence with S. Alberino re: same and related issues (.2); correspondence with A. Schouder re: same (.2).	1.20
05/07/13	TS	0004 Review docket re joinder re objection to fees (.1); prepare and file joinder objecting to Cooley and Duff & Phelps fees (.3); coordinate service of same (.1).	0.50
05/07/13	KGM	0004 Draft joinder to DIP lender's objection to Cooley and Duff & Phelps fees (1.8); correspondence with S. Alberino re: same (.3); review/finalize same in preparation for filing (.2); coordinate filing of same (.2).	2.50
05/09/13	KGM	0004 Correspondence with A. Velinsky re: fee objection and related issues (.3); review request for payment and correspondence with S. Alberino	1.00

ATARI, INC.
Bill Number: 1486853

Page 4
06/21/13

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		re: same (.4); correspondence with Cooley re: same (.2); correspondence with Company re: same (.1).	
05/14/13	KGM	0004 Correspondence with Protiviti re: interim fee statement.	0.20
05/17/13	KGM	0004 Correspondence with Perella re: Perella's April fee statement (.1); correspondence with Protiviti re: interim fee statement (.1); correspondence with Company re: Duff & Phelps fee payment (.1); correspondence with A. Velinsky re: same (.1).	0.40
05/20/13	SLA	0004 Attend to fee statement issues.	0.50
05/20/13	ECS	0004 Review and coordinate filing of Protiviti April fee statement (0.7); correspondence with K. Manoukian regarding Perella April fee statement (0.1).	0.80
05/20/13	JSS	0004 Review and comment on Protiviti fee statement for April.	0.60
05/21/13	ECS	0004 Review and coordinate filing of Perella April fee statement.	0.40
05/21/13	JAS	0004 File Perella April monthly fee statement with court (0.3); arrange for service of same upon notice parties (0.2).	0.50
05/01/13	DKB	0005 Correspondence with K. Manoukian re filing of amended schedules and statements (.2); review documents in preparation for service (.4); work on logistics of filing and service (.3); correspondence with T. Southwell re filing and service (.2).	1.10
05/01/13	KGM	0005 Email exchange with A. Velinsky re: Committee's follow up request re: amended schedules (.1); email company re: same (.1).	0.20
05/02/13	KGM	0005 Correspondence with Protiviti re: data for amended schedules (0.2); review amended schedules and comment on same (0.8).	1.00
05/03/13	SLA	0005 Calls re schedules and SOFA amendments.	0.90
05/03/13	KGM	0005 Review/comment on amended schedules (0.5); review data support for amended schedules (.4); correspondence with G. Davis re: same (.4).	1.30
05/06/13	KGM	0005 Review data in support of amended schedules (.7) and draft email to Cooley re: same (.3).	1.00
05/09/13	KGM	0005 Correspondence with R. Mattes re: Committee's request re: amended SOFAs (.2); correspondence with A. Velinsky re: same (.1).	0.30
05/18/13	SLA	0005 Calls re bid procedures and sale issues (.4, .6), review of same (1.2).	2.20
05/14/13	KGM	0006 Correspondence with K. Keller and Y. Bulla re: labor audit firm retention (.2); correspondence with J. Sharp re: same (.2); correspondence with K. Keller re: same (.1).	0.50
05/16/13	JSS	0006 Call with R. Werner re: Marks Paneth retention application (0.3); draft Marks Paneth retention application (5.4); send draft to R. Werner at Marks Paneth for review (0.1).	5.80
05/21/13	JSS	0006 Revise Frank Rimmerman retention application (1.5); correspond with J. Albero and G. Tinaztepe regarding same (0.2); call with A. Forslund at Marks Paneth regarding retention application (0.1).	1.80
05/22/13	PJS	0006 Update schedule of interested parties.	0.30
05/22/13	KGM	0006 Correspondence with U.S. Trustee re: retention issues (.2); correspondence with K. Keller re: same (.2); correspondence with R. Mattes re: same and related issues (.2); correspondence with J. Sharp re: same (.3).	0.90
05/22/13	JSS	0006 Correspondence with R. Werner and K. Manoukian re: Marks Paneth retention application (0.2); revise Albero declaration for Frank Rimmerman retention application (1.3); correspondence with J. Albero regarding same (0.3); call with J. Albero same (0.1).	1.90
05/23/13	KGM	0006 Correspondence with R. Mattes re Rimmerman retention.	0.20
05/24/13	JSS	0006 Correspondence with R. Werner re: Marks Paneth retention application.	0.10
05/30/13	JAS	0006 Send Perella retention application to K. Manoukian.	0.10
05/06/13	KGM	0008 Correspondence with D. Krassa-Berstell re: upcoming hearing dates (.2); correspondence with chambers re: same and related issues (.2); correspondence with S. Alberino re: same (.2).	0.60
05/07/13	DKB	0008 Draft notice of adjournment of hearing (.5); correspondence with K. Manoukian re above (.1).	0.60

ATARI, INC.
Bill Number: 1486853

Page 5
06/21/13

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
05/07/13	KGM	0008 Correspondence with chambers re: notice of adjournment for sale incentive hearing (.1); correspondence with D. Krasa-Berstell re: preparing same (.1); review same (.2).	0.40
05/08/13	KGM	0008 Correspondence with R. Mattes re: hearing on incentive motion and related issues (.5); correspondence with K. Keller re: same (.1).	0.60
05/15/13	KGM	0008 Correspondence with chambers re: future hearing dates.	0.10
05/17/13	KGM	0008 Correspondence with chambers re: sale hearing dates.	0.20
05/21/13	KGM	0008 Call with chambers re: sale hearing date.	0.20
05/30/13	KGM	0008 Correspondence with Akin Gump team re: incentive hearing and related issues.	0.30
05/31/13	DKB	0008 Correspondence with K. Manoukian re preparation for hearing (.1); draft hearing agenda (.7); correspondence with attorney re status (.1).	0.90
05/15/13	TS	0009 Prepare and file monthly operating report (.3); prepare email to U.S. Trustee re service of same (.1).	0.40
05/15/13	KGM	0009 Correspondence with R. Mattes re: April monthly operating report (.1; .3); review same (.3); finalize and coordinate filing of same (.2).	0.90
05/01/13	ISD	0010 Review DIP variance report.	0.20
05/01/13	SLA	0010 Calls with DIP lender re DIP variance report.	0.30
05/02/13	SLA	0010 Correspondence with DIP lender re financing issues.	0.40
05/02/13	DKB	0010 Correspondence with K. Manoukian re filing of amended DIP budget (.2); draft notice of filing thereof (.8); correspondence with attorney re status (.1); revise notice in accordance with attorney's instructions (.2); work on logistics of filing and service (.3); correspondence with T. Southwell re above (.1).	1.70
05/02/13	KGM	0010 Correspondence with R. Mattes and G. Davis re: revised DIP budget (.1); correspondence with Protiviti re: same (.2); correspondence with R. Mattes re: same (.1); review same (.2); correspondence with S. Alberino re: distribution of same (.1).	0.70
05/03/13	SLA	0010 Calls re DIP budget issues.	0.70
05/03/13	TS	0010 Review docket re DIP-related events (.1); correspondence with K. Manoukian to coordinate filing and service of DIP budget (.2); correspondence with BMC re service (.2); prepare for filing (.4).	0.90
05/03/13	KGM	0010 Correspondence with G. Davis re: DIP budget (.2); correspondence with S. Alberino re: same (.1); circulate same to Committee and other key parties (.2); coordinate with D. Krasa-Berstell re: filing same (.3); review/revise notice of filing for same (.4); correspondence with G. Davis re: same (.3); finalize same for filing (.3); correspondence with S. Alberino and T. Southwell re: same (.2).	2.00
05/06/13	DKB	0010 Review and revise notice of DIP amendment (.5); correspondence with K. Manoukian re above (.1); revise notice in accordance with attorney's instructions (.2); prepare document to be filed (.2); effect the above (.2); forward the above to BMC for service (.1).	1.30
05/06/13	KGM	0010 Correspondence with S. Alberino re: filing of amended DIP Budget (.1); correspondence with A. Schouder re: DIP budget (.2); correspondence with G. Davis, R. Mattes re: same and related issues (.8).	1.10
05/08/13	ISD	0010 Review DIP variance report.	0.50
05/15/13	KGM	0010 Review DIP variance report and correspondence with R. Mattes re: same (.2); correspondence with A. Schouder re: same and related issues (.3).	0.50
05/22/13	ISD	0010 Review DIP variance report.	0.40
05/22/13	SLA	0010 Attend to DIP issues.	0.20
05/22/13	KGM	0010 Call with A. Schouder re: DIP Credit Agreement (.2); call with S. Alberino re: same (.1).	0.30
05/01/13	KGM	0011 Correspondence with K. Keller re: licensing and related issues.	1.00
05/02/13	KGM	0011 Correspondence with K. Keller re: trademark registration issue.	0.10
05/06/13	AMH	0011 Correspondence with D. Fisher re: IP license assignment (.1); review research re: same (.3).	0.40
05/06/13	KGM	0011 Draft response to Ideaspark's letter (.3); correspondence with	1.30

ATARI, INC.
Bill Number: 1486853

Page 6
06/21/13

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		Ideaspark's counsel re: same and related issues (.3); correspondence with K. Keller re: various licensing issues (.7).	
05/10/13	KGM	0011 Review Ideaspark's response, related agreement and prepare response to same.	0.70
05/13/13	KGM	0011 Correspondence with K. Keller re: response to Ideaspark letter (.1); draft same (2.3); correspondence with S. Alberino re: same (.1).	2.50
05/14/13	SLA	0011 Calls re Ideaspark dispute.	0.30
05/14/13	KGM	0011 Correspondence with K. Keller re: Ideaspark letter and related issues (.4); finalize same and send to Ideaspark's counsel (1.0); correspondence with K. Keller re: same (.1).	1.50
05/15/13	KGM	0011 Correspondence with Company re: Ideaspark report (.1); correspondence with R. Mattes re: same (.1).	0.20
05/17/13	MR	0011 Review updated trademark report.	1.00
05/21/13	KGM	0011 Correspondence with K. Keller re: Ideaspark issues.	0.30
05/22/13	KGM	0011 Draft termination letter to Ideaspark (1.0); revise same (.3).	1.30
05/23/13	KGM	0011 Correspondence with Company re: Ideaspark termination letter and related issues (.2); finalize same (.2).	0.40
05/30/13	KGM	0011 Correspondence with Ideaspark's counsel re: royalty payments (.3); correspondence with K. Keller re: same (.3); correspondence with Ideaspark's counsel re: same (.1).	0.70
05/31/13	KGM	0011 Correspondence re: Ideaspark royalty issue.	0.10
05/31/13	KGM	0012 Correspondence with S. Alberino re: claims pool (.1); correspondence with R. Mattes re: same (.2); correspondence with R. Mattes, H. Williams and G. Davis re: same (.2).	0.50
05/01/13	SLA	0017 Attend to 2004 motion and response thereto.	0.50
05/01/13	ECS	0017 Draft motion for reconsideration of Rule 2004 order (2.0); draft motion for shortened notice (0.8); correspondence with K. Manoukian regarding same (0.3).	3.10
05/01/13	KGM	0017 Multiple correspondence with A. Schouder re: response to 2004 motion and related issues (2.0); correspondence with S. Alberino re: same (.2); draft letter to chambers re: 2004 motion (.5); correspondence with A. Schouder re: same (.3); correspondence with chambers re: same (.2); review order approving same (.3); email A. Koo re: same (.1); correspondence with S. Alberino re: motion to reconsider (.2); correspondence with Bracewell re: same (.3); correspondence with E. Seitz re: same (.3); draft detailed email to E. Seitz re: arguments for same (.3); correspondence with E. Seitz re: same and related issues (.4); correspondence with D. Krasa-Berstell re: precedents for same (.3); review/revise response to 2004 motion (.6).	6.00
05/02/13	SLA	0017 Attend to 2004 motion and response thereto.	1.30
05/02/13	ALK	0017 Correspondence with Committee counsel re: discovery request (0.3); correspondence with team regarding same (0.7); review 2004 pleadings (0.8).	1.80
05/02/13	KGM	0017 Email exchange with Bracewell and S. Alberino re: response to 2004 motion (.2); correspondence with A. Schouder re: same and related matters (.7); conferences with S. Alberino re: same (.3); correspondence with A. Koo re: preparation for same, document production and related issues (.4); correspondence with K. Keller re: same (.4); call with A. Koo and S. Alberino re: response to 2004 request (.1); call with Cooley re: same (.4); post-call with Akin Gump team re: same (.1); draft email to Cooley re: amending 2004 order (.2); draft email to K. Coleman and A. Schouder re: production deadline and related issues (.2); email Committee counsel re: meet and confer (.1); email K. Keller re: same and related issues (.1).	3.20
05/06/13	SLA	0017 Attend to 2004 motion and response thereto.	1.30
05/06/13	ALK	0017 Correspondence with client re discovery issues (0.7); preparation for same (0.3); call with client and outside counsel regarding data privacy	2.10

ATARI, INC.
Bill Number: 1486853

Page 7
06/21/13

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
05/06/13	KGM	0017 issues (0.5); review analysis concerning data privacy (0.6). Correspondence with A. Koo re: Committee discovery request (.5); correspondence with A. Koo, K. Keller and R. Mattes re: same (1.6); call re: applicable privacy laws in connection with Committee discovery request (.4); correspondence re: meet and correspondence with Committee re: discovery request (.2); correspondence with K. Keller re: Committee discovery request (.2); correspondence with K. Keller re: same and related issues (.3).	3.20
05/07/13	ALK	0017 Meet and confer call with Committee counsel (0.8); prepare for same (0.7); correspondence with team regarding same (0.9); correspondence with S. Alberino re: same (0.2).	2.60
05/07/13	KGM	0017 Correspondence with Cooley and Akin Gump team re: document production (.9); post-call correspondence with A. Koo (.1); draft email to K. Keller and R. Mattes re: same (.1); correspondence with K. Keller re: same (.3).	1.40
05/08/13	ALK	0017 Coordinate document review preparation with R. Tizravesh (0.6); correspondence with Committee counsel regarding discovery (1).	1.60
05/08/13	RT	0017 Meeting with A. Koo re UCC's discovery request (.2); review related pleadings (.3).	0.50
05/08/13	KGM	0017 Correspondence with K. Keller re: Committee document request (.2); review/comment on amended Rule 2004 order (.2).	0.40
05/09/13	SLA	0017 Attend to discovery issues (0.5, 0.4), confer with team re: same (0.6).	1.50
05/09/13	ALK	0017 Call with Committee counsel regarding discovery (0.2); correspondence with team regarding same (0.7); email to client regarding same (0.7); analysis regarding same (0.5).	2.10
05/09/13	KGM	0017 Review amended 2004 Order and comment on same (.2); correspondence with client re: electronic document request (.1); correspondence with A. Koo re: same (.3); correspondence with R. Mattes and A. Koo re: same and related issues (.2); review trademark settlement re: Hadley litigation and related documents (.6); draft email re: same to Committee and Alden (.4).	1.80
05/10/13	SLA	0017 Attend to discovery issues (0.7); correspondence with team same (0.6).	1.30
05/10/13	ALK	0017 Correspondence with clients regarding discovery and preparation for same (1.5); coordination with team regarding data collection meeting (0.5).	2.00
05/10/13	RT	0017 Participated in call with Debtors re document discovery.	0.60
05/10/13	KGM	0017 Correspondence with G. Davis re: Committee discovery request (.1); correspondence with client and A. Koo re: production issues and related matters (.8).	0.90
05/13/13	JWM	0017 Process case documents for attorneys' review re: UCC discovery request.	0.30
05/13/13	SLA	0017 Attend to issues re 2004 production.	0.60
05/13/13	ALK	0017 Client meeting regarding discovery and preparation for same (1.2); correspondence with team regarding data collection (0.7).	1.90
05/13/13	RS	0017 Meet at client site with R. Mattes, K. Keller, A. Koo, and client IT staff regarding email collection and processing (1.5); request purchase of two external hard drives for collection purposes (0.2); provide A. Koo with processing cost estimate (0.2).	1.90
05/13/13	KGM	0017 Review correspondence from K. Keller re: Committee discovery requests and follow-up with Cooley re: same (.3); correspondence with A. Schouler re: trademark litigation settlement issue (.1); correspondence with K. Keller re: same (.1).	0.50
05/14/13	ALK	0017 Email to client regarding document collection issues (0.5); coordination with team regarding same (0.5).	1.00
05/14/13	RS	0017 Package external hard drive and send to client.	0.20
05/15/13	ALK	0017 Call with client regarding data collection (0.5); preparation for same (0.4); correspondence with with team regarding discovery and collection (0.7).	1.60

ATARI, INC.
Bill Number: 1486853

Page 8
06/21/13

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
05/15/13	RT	0017 Review correspondence re Atari filings and document requests (.7); correspondence with E-Discovery re documents and review (.5); review Committee's 2004 Motion (.2); review Rule 2004 document requests from Committee to Debtors and Alden and notes re current status of discovery (1.5).	2.90
05/15/13	RS	0017 Provide link, instructions, and chain of custody form to R. Sayani for data collection (1.5); correspondence with A. Koo and client regarding further collection specifications (0.2).	0.90
05/16/13	ALK	0017 Correspondence with client and K. Manoukian regarding diligence issues.	0.20
05/16/13	RT	0017 Review pleadings re Rule 2004 discovery (0.2); review intercompany transfers (0.5).	0.70
05/17/13	SEO	0017 Correspondence re incentive plan discovery and hearing.	0.30
05/17/13	KGM	0017 Correspondence with R. Mattes and K. Keller re: Committee discovery request.	0.30
05/20/13	SEO	0017 Prepare for and attend meeting re 2004 motion and discovery issues.	2.50
05/20/13	ALK	0017 Correspondence with client and Committee counsel regarding diligence issues.	1.50
05/21/13	SEO	0017 Staff and prepare for incentive plan hearing (.7); correspondence with S. Alberino re same (.3).	1.00
05/21/13	ALK	0017 Coordination with team and client regarding data collection and discovery issues.	0.70
05/21/13	FAS	0017 Retrieve cases from Westlaw cited in incentive motion and objection thereto.	1.20
05/21/13	GSL	0017 Correspondence with R. Tizravesh re document review project.	0.10
05/21/13	RT	0017 Meeting with A. Koo and E-Discovery re document collection and review (.3); correspondence with staffing manager re document review (.2); correspondence with document review team re upcoming review (.5); correspondence with E-Discovery re document collection (1.3); review pleadings re bankruptcy in preparation for document review (2.3); correspondence with head paralegal re discovery issues (.3).	4.90
05/21/13	RS	0017 Correspondence with A. Koo and R. Tizravesh regarding client data collection (0.2); correspondence with R. Sayani regarding external hard drive return (0.2); correspondence with B. Burnor regarding data processing support (0.2).	0.60
05/22/13	SLA	0017 Calls re 2004 and discovery issues.	0.50
05/22/13	ALK	0017 Coordination of data collection and preparation for document review.	0.80
05/22/13	DKB	0017 Correspondence with K. Manoukian re turnover precedent research (.2); research the above (1.2); prepare set of relevant documents for attorneys (.4).	1.80
05/22/13	JLO	0017 Correspondence with K. Manoukian re: turnover complaint and incentive plan depositions (0.3); correspondence with S. O'Donnell about deposition; review Atari materials (0.9).	1.20
05/22/13	RT	0017 Draft document review memo (2.7); summarize key points from pleadings for document reviewers (1.1); confer with E-Discovery re review platform and review capabilities (.8); correspondence with paralegal re case status and upcoming discovery efforts (.3); correspondence with Atari general counsel re potentially privileged communications (.3).	5.20
05/22/13	RS	0017 Confirm search terms and date range to be applied to client data with A. Koo (0.5); request additional external hard drives for client use and data storage (0.1).	0.60
05/22/13	KGM	0017 Correspondence with K. Keller re: Committee discovery and related issues (.2); conferences with D. Krasa-Berstell re: precedent for turnover complaint (.2); review same (.3); correspondence with J. Oliff re: same (.1); research and forward relevant correspondence/documents to J. Oliff with respect to turnover complaint (1.2).	2.00

ATARI, INC.
Bill Number: 1486853

Page 9
06/21/13

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
05/22/13	SL	0017 Update data room (0.5); meeting with R. Tizvareh re same (0.5).	1.00
05/23/13	ALK	0017 Coordination with team regarding document collection issues.	0.60
05/23/13	RT	0017 Confer with E-Discovery re documents (.5); revise document review memo (.4); correspondence with A. Koo re document review memo (.1); prepare for calls with document review teams re review protocol (.2); correspondence with paralegal and team for call with document reviewers (.2).	1.40
05/23/13	RS	0017 Email with R. Mattes and client IT group regarding email extraction status (.1); test Dropbox access to be used for email export transfer (0.2).	0.30
05/23/13	SL	0017 Scan documents and update eroom re: discovery responses.	0.80
05/24/13	AB	0017 Review background materials in preparation for document review (1.0); correspondence with R. Tizvareh and D. Walker re document review (0.5).	1.50
05/24/13	ALK	0017 Coordination with team regarding transmission of electronic data.	0.70
05/24/13	GSL	0017 Correspondence with R. Tizvareh re document review project (.2); review materials provided by R. Tizvareh in preparation for document review (1.5); conference call with R. Tizvareh and J. Zuidema re document review project (.6).	2.30
05/24/13	RT	0017 Confer with E-Discovery re document collection (1.4); manage processing of documents and searches for document review re 2004 discovery (.5); prepare for conference calls with document review teams (1.0); correspondence with litigation team re document collection process (.5); correspondence with document reviewers re document review protocol (1.0); correspondence with team re background materials (.7).	5.10
05/24/13	DSW	0017 Review and revise document review memo.	0.70
05/24/13	JAZ	0017 Review document requests, organizational chart, and memorandum to prepare for document review (.3); correspondence with R. Tizvareh and G. Llewellyn re same (.5).	0.80
05/24/13	RS	0017 Download client email data from FTP to network; submit data processing request with specifications confirmed by A. Koo (1.2); correspondence with R. Tizvareh to review, database application to be used in document review (0.9).	3.10
05/27/13	ALK	0017 Correspondence with team regarding processing of electronic data.	0.80
05/27/13	SJS	0017 Review background materials to prepare for document review project.	1.20
05/27/13	RT	0017 Confer with E-Discovery re document searches and review (.3); review search term lists and hits (.1); correspondence with litigation team re document searches and review (.2).	0.60
05/27/13	KJB	0017 Perform electronic discovery processing and analysis of electronically stored information for inclusion in document review platform.	3.50
05/28/13	ALK	0017 Coordination with R. Tizvareh regarding document production (0.9); analysis regarding same (1.0); correspondence with Committee counsel regarding same (0.2).	2.10
05/28/13	RT	0017 Correspondence with litigation team re document collection and review process (.6); correspondence with E-Discovery re search terms and data load (1.8); manage document collection process (1.2).	3.60
05/28/13	RS	0017 Correspondence with R. Tizvareh and K. Bell regarding email data processing (0.1); confirm delivery of HD data sent out by client (0.2); create user accounts and security settings for database review (1.1).	1.40
05/28/13	KGM	0017 Correspondence with S. O'Donnell and J. Oliff re: depositions re: incentive plan (.4); correspondence with clients re: same (.3); correspondence with A. Verost re: same (.2); coordinate logistics for same (.3); correspondence with litigation team re: deposition and related issues (.2); correspondence with S. O'Donnell re: same (.2); correspondence with S. Alberino re: same (.1); correspondence with A. Schouder re: same (.3); correspondence with A. Koo re: 2004 discovery related issues (.2).	2.20

ATARI, INC.
Bill Number: 1486853

Page 10
06/21/13

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
05/28/13	KJB	0017 Perform electronic discovery processing and analysis of electronically stored information for inclusion in document review platform.	1.60
05/29/13	ALK	0017 Coordination with R. Tizravesh regarding discovery issues.	0.70
05/29/13	FAS	0017 Prepare correspondence re Ideaspeak royalty dispute for J. Oliff.	0.20
05/29/13	RT	0017 Confer with E-Discovery re documents and searches on documents (2.9); review documents for 2004 document production (4.3); confer with document review team re documents and review (.3); confer with litigation team re document review (.6).	8.10
05/29/13	RS	0017 Run email domain screens against loaded data to identify potentially privilege as well as potentially spam communication (2.1); create report of email counts by sender and email to R. Tizravesh for review (0.9); apply highlighting for search terms across documents in database (1.2); create batches in review database (1.2).	5.40
05/29/13	KJB	0017 Perform electronic discovery processing and analysis of electronically stored information for inclusion in document review platform per the request of A. Koo.	1.70
05/30/13	AB	0017 Review documents in preparation for production in response to Rule 2004 request.	5.50
05/30/13	ALK	0017 Coordinate with R. Tizravesh regarding discovery issues.	0.80
05/30/13	SJS	0017 Review documents to prepare for production to Committee.	2.30
05/30/13	ARC	0017 Review memo and document review background materials (1.0); review and analyze documents regarding the Committee's document requests (1.2).	2.20
05/30/13	GSL	0017 Review and tag documents for production.	3.10
05/30/13	GSL	0017 Begin document review (0.7); correspondence with R. Tizravesh re same (0.1).	0.80
05/30/13	RT	0017 Confer with E-Discovery re documents and searches on documents (2.0); review documents for 2004 document production (2.8); draft summary of search term problems (1.4); correspondence with document review team re documents and review (1.2); correspondence with litigation team re documents (.7).	8.10
05/30/13	DSW	0017 Review documents in preparation for response to Committee's Rule 2004 request.	1.60
05/30/13	JAZ	0017 Review requests for production of documents for document review.	4.00
05/30/13	RS	0017 Apply searches to newly loaded data on review database (1.3); create new review binders in database (1.2); assist G. Llewellyn with database access (0.2).	2.70
05/30/13	KGM	0017 Correspondence with K. Keller re: Ernst & Young report in connection with 2004 request (.2).	0.20
05/30/13	KJB	0017 Perform electronic discovery processing and analysis of electronically stored information for inclusion in document review platform.	1.40
05/31/13	ISD	0017 Correspondence with S. Alberino and S. O'Donnell re: Committee discovery (.5); correspondence with S. Alberino re: trial preparation notes (.6).	1.10
05/31/13	AB	0017 Review documents in preparation for production in response to UCC's Rule 2004 request.	10.00
05/31/13	ALK	0017 Correspondence with with R. Tizravesh regarding discovery and document review (0.8); analysis regarding discovery strategy (0.8).	1.60
05/31/13	SJS	0017 Review documents to prepare for production to Committee.	2.20
05/31/13	ARC	0017 Review and analyze documents regarding the Committee's document requests.	0.70
05/31/13	GSL	0017 Review and tag documents for production.	5.70
05/31/13	RT	0017 Confer with E-Discovery re documents and searches on documents (1.2); review documents for 2004 document production (2.6); managed document review and correspondence with document review team re documents and review (1.7); correspondence with litigation team re documents (.4).	5.90

ATARI, INC.
Bill Number: 1486853

Page 11
06/21/13

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
05/31/13	DSW	0017 Review documents in preparation for response to Committee.	0.90
05/31/13	JAZ	0017 Review documents in preparation for Rule 2004 production.	3.20
05/31/13	RS	0017 Create additional review batches in database for Rule 2004 production (1.5); create saved searches in database for specific terms (1.3); assist D. Walker with database viewer issues (0.1).	2.90
05/31/13	KJB	0017 Perform electronic discovery processing and analysis of electronically stored information for inclusion in document review platform.	1.30
05/07/13	HBJ	0018 Prepare for (0.2), then call with R. Mattes, J. Albero and J. Lyons re tax reporting issues (0.8).	1.00
05/08/13	HBJ	0018 Discussion of possible tax holdback with S. Alberino (0.5); call with R. Mattes re same (0.3).	0.80
05/09/13	HBJ	0018 Correspondence with J. Reardon re tax issues.	0.30
05/10/13	HBJ	0018 Correspondence with J. Reardon re tax issues.	0.30
05/17/13	HBJ	0018 Review board materials for tax analysis.	0.20
05/01/13	ISD	0019 Review incentive plan proposal (.1); correspondence with S. Alberino re: Committee offer (.2).	0.30
05/01/13	SLA	0019 Review U.S. Trustee's response to incentive plan.	0.50
05/01/13	ECS	0019 Revise response to objection to incentive motion (2.3); correspondence with K. Manoukian regarding same (.1).	2.40
05/03/13	ISD	0019 Review incentive plan proposal (.3); correspondence with S. Alberino re: Committee offer (.1).	0.40
05/07/13	TS	0019 Review docket re incentive motion (.1); prepare and file notice of adjournment re sale incentive motion (.3); coordinate service of same (.1).	0.50
05/15/13	KGM	0019 Correspondence with K. Keller and R. Mattes re: loyalty plan related issue (.4); draft email to S. Alberino re: same (.1).	0.50
05/17/13	SLA	0019 Calls re labor issues.	0.30
05/17/13	KGM	0019 Correspondence with R. Mattes re: employee related issues (.3); correspondence with S. Alberino re: same (.2).	0.50
05/20/13	KGM	0019 Review sale incentive pleadings and circulate same to S. O'Donnell (.4); correspondence with S. O'Donnell and S. Alberino re: same (1.0).	1.40
05/20/13	JKL	0019 Research re employee incentive plans.	0.50
05/21/13	ISD	0019 Review incentive plan proposal.	1.10
05/21/13	LHL	0019 Correspondence with K. Manoukian re record employment issues (0.2); correspondence with K. Manoukian, K. Keller and Y. Bulla re same (0.1).	0.30
05/21/13	KGM	0019 Correspondence with S. Alberino, I. Dizengoff, K. Keller, J. Wilson and R. Mattes re: labor issues (.7); correspondence with L. Layden re: HR records issue (.3); correspondence with L. Layden and K. Keller re: same (.3).	1.30
05/22/13	ISD	0019 Correspondence with S. Alberino re: Committee offer re: sale incentive plan.	0.20
05/22/13	MRC	0019 Correspondence with K. Keller re loyalty agreement (0.2); review same (0.2).	0.40
05/22/13	SLA	0019 Calls re incentive plan reply brief (1.0); review U.S. Trustee objection (0.5); review relevant authorities (0.9).	2.40
05/22/13	KGM	0019 Review correspondence re: release agreements and related issues (.2); correspondence with L. Leyden re: same (.3); correspondence with K. Keller re: same (.2).	0.70
05/22/13	KGM	0019 Correspondence with S. O'Donnell re: deposition prep (.2); correspondence with J. Oliff re: same and related issues (.3).	0.50
05/22/13	JSS	0019 Research for response to U.S. Trustee objection to incentive plan.	3.30
05/23/13	ISD	0019 Review incentive plan proposal with Alden (.8); correspondence with S. Alberino re: Committee offer (.2).	1.00
05/23/13	MRC	0019 Review edits to loyalty plan agreement (0.3); email with K. Keller and L. Leyden re same (0.2).	0.50
05/23/13	SLA	0019 Calls re incentive plan objection and settlement issues.	1.40

ATARI, INC.
Bill Number: 1486853

Page 12
06/21/13

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
05/23/13	LHL	0019 Review and revise group termination template severance and release agreements (2.8); correspondence with K. Manoukian re same (0.2).	3.00
05/23/13	KGM	0019 Correspondence with J. Sharp re: response to U.S. Trustee's objection to incentive motion (.2); correspondence with L. Layden re: release agreements (.2); correspondence with K. Keller re: same (.2).	0.60
05/23/13	KGM	0019 Correspondence with S. Alberino re: depositions re: incentive plans (.1); email S. O'Donnell re: same (.1).	0.20
05/23/13	JSS	0019 Revise response to U.S. Trustee objection to the incentive plan.	5.20
05/24/13	SEO	0019 Coordinate deposition schedule with Committee counsel (.2); confer with team re same (.1); follow-up re issues list and witness prep (.3).	0.60
05/24/13	SLA	0019 Calls re incentive plan objection and settlement issues.	1.40
05/24/13	DKB	0019 Correspondence with K. Manoukian re incentive plan precedent research (.2); research the above (1.4); prepare sets of relevant materials for attorneys (.6).	2.20
05/24/13	JLO	0019 Review case law cited in the motion to approve the sale incentive plan and the opposition thereto (2.1); correspondence with S. O'Donnell about depositions (0.4); correspondence with K. Manoukian about depositions (0.3); coordinate logistics for depositions (0.3).	3.10
05/24/13	KGM	0019 Correspondence with litigation team re: deposition notices and related issues (.3); correspondence with A. Verost, J. Wilson and R. Mattes re: scheduling of same and related issues (.4).	0.70
05/24/13	KGM	0019 Revise reply brief to objection to incentive plan.	5.00
05/25/13	KGM	0019 Correspondence with litigation team re: scope and related issues re: incentive plan depositions (.3); review notices of deposition prepared by Committee (.3); correspondence with each deponent re: same (.3).	0.90
05/26/13	SEO	0019 Review deposition notices.	0.30
05/26/13	KGM	0019 Correspondence with litigation team re: scheduling of depositions re: incentive plan and related issues (.2); correspondence with each deponent re: same (.3).	0.50
05/28/13	ISD	0019 Review incentive plan proposal (.8); correspondence with S. Alberino re: Committee offer (.5).	1.30
05/28/13	SEO	0019 Prepare for Committee depositions.	4.50
05/28/13	SLA	0019 Correspondence with Akin Gump team re deposition preparation.	0.50
05/28/13	TS	0019 Correspondence with K. Manoukian re incentive plan research (.1); research and retrieval of precedent documents for K. Manoukian (1.0).	1.10
05/28/13	ECS	0019 Review Committee's objection to incentive plan.	0.50
05/28/13	JLO	0019 Draft confidentiality agreement for use with Committee in depositions and hearing (1.1); review Trustee's objection (1.4); review Committee's objection and declaration in support (1.5); coordinate logistics for depositions (0.2); continue work on turnover complaint (1.4).	4.60
05/28/13	KGM	0019 Revise response to U.S. Trustee objection to incentive motion (3.8); review case law cited in UST's objection (2.1); further research re: responses to same (2.5); review precedents for responses to KEIP objections (1.9); correspondence with J. Sharp re: same (1.2); correspondence with S. Alberino re: same (.3); correspondence with paralegals re: gathering precedents for same (.3); review Committee's objection and related pleadings (1.0).	13.10
05/28/13	JSS	0019 Review Committee sale incentive plan objection (1.0); research regarding comparable incentive plans (2.5); correspondence with Atari personnel re: same (0.8); correspondence with K. Manoukian re: same (0.3).	4.60
05/29/13	ISD	0019 Review incentive plan proposal (.9); correspondence with S. Alberino re: Committee offer (.3).	1.20
05/29/13	SEO	0019 Deposition preparation (5.5), meeting with witnesses (1.5), and follow-up analysis (1.5).	8.50
05/29/13	SLA	0019 Attend deposition preparation sessions (1.0); calls re incentive plan settlement issues (.4).	1.40

ATARI, INC.
Bill Number: 1486853

Page 13
06/21/13

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
05/29/13	TS	0019 Correspondence with K. Manoukian and D. Krasa-Berstell re incentive plan research (.2); prepare case binder re Committee's objection to incentive plan (1.0); research incentive plan precedent (1.7).	2.90
05/29/13	DKB	0019 Correspondence with K. Manoukian re incentive plan precedent research (.2); correspondence with T. Southwell and J. Samper re logistics of the project (.2); research precedent (2.7); prepare sets of relevant pleadings for attorneys (1.2); correspondence with attorney re status (.2).	4.50
05/29/13	ECS	0019 Research regarding objection to incentive motion (4.1); memo to co-counsel regarding same (0.3).	4.40
05/29/13	JLO	0019 Participate in deposition preparation (6.1); send notes to K. Manoukian (0.4); follow up with court reporter (0.3).	6.80
05/29/13	KGM	0019 Correspondence with J. Sharp re: reply to objections to sale incentive plan (1.0); correspondence with E. Seitz re: same (.7); review research re: same (1.0); correspondence with Perella team re: comps for same (.2); correspondence with D. Krasa-Berstell re: precedents for same (.3); review same (1.5); correspondence with Akin Gump team re: research on sale incentive plan (.2); correspondence with E. Seitz re: same (.5); review market comps and correspondence re: same (.4).	5.80
05/29/13	KGM	0019 Prepare for and participate in deposition preparation re: sale incentive plan (6.7); correspondence with S. O'Donnell re: same (.1); correspondence with J. Oliff and A. Velinsky re: deposition schedule (.1); draft summary of deposition preparation session (1.7).	8.60
05/29/13	JSS	0019 Draft reply to objections to the sale incentive plan (1.2); review of objections to sale incentive plan (2.2); review cases/precedents cited in same (2.3); conduct further research re: same (1.5); call with K. Manoukian re: same (0.7).	7.90
05/29/13	JAS	0019 Retrieve incentive plan precedents from various bankruptcy cases and email same to K. Manoukian (3.4); correspondence with D. Krasa-Berstell re same (.1).	3.50
05/30/13	ISD	0019 Correspondence with S. Alberino re: Committee offer on incentive plan.	0.60
05/30/13	SEO	0019 Prepare for and defend depositions.	9.50
05/30/13	SLA	0019 Correspondence re incentive plan depositions (1.1); correspondence with Company re settlement issues (.5); correspondence re research issues (.4); review correspondence re same (.3).	2.30
05/30/13	LWL	0019 Research precedents relating to incentive plans for E. Seitz.	0.60
05/30/13	ECS	0019 Review objections to sale incentive plan (1.5) and identify issues for reply (.5); review and revise reply to objection to incentive motion (4.0); correspondence with J. Sharp regarding same (0.3); research regarding same (2.9).	9.20
05/30/13	JLO	0019 Attend depositions (6.5); summarize notes from deposition and send to K. Manoukian and team for use in reply briefing (1.6); correspondence with S. O'Donnell about next steps (0.1); arrange court reporter for next deposition (0.3); correspondence with counsel regarding next deposition (0.1); conduct research on extra jurisdictional depositions (0.2); draft materials for noticing and issuing subpoena (0.5); correspondence with managing clerk's office to arrange for service (0.2).	9.50
05/30/13	KGM	0019 Prepare for and participate in depositions re: sale incentive plan (6.5); follow-up meeting with Akin Gump team and A. Verost (.3); correspondence re: deposition of B. Williams and related issues (.7); correspondence with S. O'Donnell re: same (.1); correspondence with J. Oliff and A. Velinsky re: deposition schedule (.1); draft summary of deposition prep session (1.7).	9.40
05/30/13	KGM	0019 Correspondence with A. Schouder re: incentive plan and related issues (.7); correspondence with S. Alberino re: same (.3); correspondence with K. Keller re: same and related issues (.5); correspondence with Perella re: precedents for same (.2); correspondence with J. Sharp re: same (.3); correspondence with E. Seitz and J. Sharp re: draft of reply brief (.3);	6.60

ATARI, INC.
Bill Number: 1486853

Page 14
06/21/13

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
05/30/13	JSS	0019 research re: reply brief and draft portions of same (4.3). Research case law re: incentive plans (3.5); summarize same (3.0); draft omnibus reply to objections to the sale incentive plan (3.7); correspondence with E. Seitz re: same (0.2).	10.40
05/30/13	JAS	0019 Research bankruptcy cases for incentive plan affidavits.	1.00
05/31/13	ISD	0019 Conference call with Alden and Company re: incentive plan and global proposal (1.0).	1.00
05/31/13	SEO	0019 Prepare and coordinate depositions.	2.00
05/31/13	SLA	0019 Attend to incentive plan litigation issues (.9), calls re same (.4, .5).	1.80
05/31/13	LWL	0019 Research unpublished opinions relating to incentive plans for E. Seitz.	2.60
05/31/13	ECS	0019 Review/revise reply to objections to incentive plan (3.9); correspondence with J. Sharp regarding same (0.3).	4.20
05/31/13	JLO	0019 Draft and email notice of Goldstein deposition (0.9); participate in calls with team (0.4); correspondence with S. O'Donnell about depositions (0.2); draft section of reply related to business judgment standard (6.0); draft outline for Williams deposition (5.0).	12.50
05/31/13	KGM	0019 Correspondence with Akin Gump team re: incentive plan and related issues (.6); review cases cited in Committee objection (1.5); review deposition transcripts in connection with reply brief (2.2); research re: incentive plans (3.2); review case law cited by objections to sale incentive plan (2.8); revise reply brief (4.7).	15.00
05/31/13	JSS	0019 Edit and revise reply to sale incentive plan objections.	2.80
05/07/13	SLA	0021 Review exclusivity motion and issues (.8); correspondence with team re bridge order (.6).	1.40
05/07/13	DKB	0021 Correspondence with K. Manoukian re exclusivity precedent research (.2); work on same (1.4); prepare sets of relevant pleadings for attorneys (.6); correspondence with attorney re status (.1).	2.30
05/07/13	KGM	0021 Correspondence with S. Alberino re: exclusivity motion (.5); research re: timing for filing same and related issues (.8); correspondence with chambers re: same (.3); correspondence with J. Sharp re: preparing same (.3); correspondence with Bracewell and Cooley re: filing of same and related issues (.3); correspondence with D. Krasa-Berstell re: precedents for same (.2); review/revise exclusivity motion and related pleadings (4.8).	7.20
05/07/13	JSS	0021 Call with K. Manoukian re: exclusivity extension motion (0.1); review precedents for same (2.1); draft same (3.0); draft notice of filing for exclusivity extension motion (0.3).	5.50
05/08/13	SLA	0021 Review exclusivity pleadings (.5); correspondence with team re bridge order (.6).	1.10
05/08/13	DKB	0021 Correspondence with K. Manoukian re filing of exclusivity motion (.1); assist with preparation thereof (.8); review precedent (.6); correspondence with BMC re service (.1).	1.60
05/08/13	KGM	0021 Review/revise exclusivity motion and related pleadings (1.8); review/revise notice of same (.4).	2.20
05/09/13	SLA	0021 Review exclusivity motion.	0.60
05/09/13	DKB	0021 Correspondence with K. Manoukian re preparation for filing of exclusivity motion (.2); review and revise the document (.5); correspondence with attorney re above (.1); revise the above in accordance with attorney's instructions (.5); prepare document to be filed (.3); effect the above (.2); prepare documents for service (.2); forward the above to notice agent for service (.2); prepare chambers copies (.6); prepare soft copy of the proposed bridge order (.2); forward documents to court (.2); correspondence with attorney re status (.1).	3.30
05/09/13	KGM	0021 Review/revise exclusivity motion and related pleadings based on comments from S. Alberino (1.0); review/revise notice of same (.2); finalize exclusivity motion and related pleadings for filing (.5); coordinate filing of same (.2); distribute courtesy copies of same (.1);	2.20

ATARI, INC.
Bill Number: 1486853

Page 15
06/21/13

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		review Judge's copy (.2).	
05/13/13	DKB	0021 Prepare bridge exclusivity order for service (.2); forward the above to BMC for service (.1); correspondence with K. Manoukian re status (.1).	0.40
05/13/13	KGM	0021 Correspondence with R. Mattes re: exclusivity motion (.2); correspondence with S. Alberino re: same (.1); correspondence with chambers re: bridge order (.1); review and circulate same (.1); coordinate with D. Krasa-Berstel re: service of same (.1).	0.60
05/02/13	ISD	0022 Review Alden settlement offer.	0.60
05/03/13	ISD	0022 Review Alden settlement offer (0.5); review plan of reorganization issues (0.5).	1.00
05/07/13	ISD	0022 Correspondence re: Alden settlement offer.	1.10
05/08/13	ISD	0022 Attention to plan of reorganization issues.	0.60
05/14/13	ISD	0022 Attention to plan of reorganization issues.	1.00
05/15/13	ISD	0022 Review Alden settlement offer and options (.7); correspondence with S. Alberino re plan of reorganization issues (1.0).	1.70
05/21/13	ISD	0022 Correspondence re: settlement offer.	0.40
05/28/13	ISD	0022 Correspondence re: Alden settlement offer.	1.10
05/29/13	ISD	0022 Review Alden settlement offer.	0.60
05/30/13	ISD	0022 Review Alden settlement offer (.3); review plan of reorganization issues (.6).	0.90
05/31/13	SLA	0022 Participate in calls re plan proposals.	1.00
05/01/13	SLA	0024 Calls re sale process.	0.60
05/01/13	DIF	0024 Call re: asset purchase agreement issues.	0.60
05/01/13	KGM	0024 Correspondence with A. Schouder re: sale process and related issues (1.3); correspondence with S. Alberino, D. Fisher and A. Verost re: sale process and related issues (.5); post-call with S. Alberino re: same (.1).	1.90
05/02/13	ISD	0024 Office conference with G. Davis re: sales process update and Alden offer (.4); review auction issues (.5); correspondence with S. Alberino re: same (.2).	0.40
05/02/13	SLA	0024 Calls re sale process.	1.30
05/02/13	DIF	0024 Calls re: asset purchase agreement issues.	1.40
05/02/13	KGM	0024 Correspondence with Akin Gump and Perella teams re: sale process (.4); call between Akin Gump, Alden, Perella and Company re: same (.5); review bid procedures precedents and draft same (1.0).	1.90
05/03/13	SLA	0024 Calls re sale process.	1.30
05/03/13	KGM	0024 Correspondence with A. Schouder re: sale related issues.	0.70
05/06/13	DIF	0024 Attend to asset purchase agreement issues.	0.30
05/07/13	SLA	0024 Calls re sale process (.6, .7); calls with DIP lender re same (.4).	1.70
05/07/13	DIF	0024 Attend to asset purchase agreement issues.	0.60
05/07/13	KGM	0024 Participate in call with Akin Gump and Perella teams re: sale process.	0.30
05/08/13	SLA	0024 Calls re sale process (.8, .5); calls with Company re same (.3).	1.60
05/08/13	ECS	0024 Correspondence with J. Sharp regarding sale motion (0.2); email precedent documents (0.1).	0.30
05/08/13	DIF	0024 Attend to asset purchase agreement issues.	0.30
05/08/13	KGM	0024 Correspondence with J. Sharp re: sale pleadings (.2); review precedents for sale pleadings (3.2).	3.40
05/08/13	JSS	0024 Draft 363 sale motion, bidding procedures, and associated notices and proposed orders.	5.90
05/09/13	SLA	0024 Calls re sale process issues (0.6, 0.3), correspondence with team re same (.5).	1.40
05/09/13	ECS	0024 Correspondence with J. Sharp regarding sale motion and related pleadings (0.2); review proposed order (0.1).	0.30
05/09/13	JSS	0024 Draft bid procedures order, notices, assumption and assignment procedures, and sale order (7.1); send documents to K. Manoukian and E. Seitz for review (0.1).	7.20
05/10/13	SLA	0024 Calls re sale process (0.6, 0.7); calls with DIP lender re same (0.4).	1.70
05/10/13	KGM	0024 Review/revise sale pleadings.	1.50

ATARI, INC.
Bill Number: 1486853

Page 16
06/21/13

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
05/13/13	ISD	0024 Correspondence with G. Davis re: sales process update and Alden offer (.6); review auction issues (.6); correspondence with S. Alberino and Perella re: same (.4).	1.60
05/13/13	KGM	0024 Further revise sale pleadings based on comments (1.6); review/revise sale pleadings (1.0); email A. Verost re: same (.1); correspondence with S. Alberino re: same (.1).	2.80
05/14/13	ISD	0024 Correspondence with G. Davis re: sales process update and Alden offer.	0.30
05/14/13	DIF	0024 Call re: asset purchase agreement/status/related matters.	0.40
05/14/13	KGM	0024 Correspondence with K. Keller and R. Mattes re: sale process (.7); correspondence with corporate team re: post-sale issues (.2); correspondence with S. Kuhn re: same (.3); correspondence with D. Fisher re: same (.2); participate in weekly call re: sale process with Akin Gump, Perella, Duff & Phelps and Cooley (.3); review/revise sale pleadings (4.0).	5.70
05/15/13	SLA	0024 Calls re sale process issues (.3, .4), review bidding procedures (.2).	5.50
05/15/13	KGM	0024 Review/revise sale pleadings.	7.80
05/15/13	JSS	0024 Revise bid procedures, bid procedures order, and related notices (2.4); send same to K. Manoukian (0.1).	2.50
05/16/13	ISD	0024 Review auction issues (1.0); correspondence with S. Alberino re: same (.3).	1.30
05/16/13	SLA	0024 Calls re sale process issues (.3, .4), review bidding procedures (.2).	0.90
05/16/13	DKB	0024 Correspondence with K. Manoukian re IP sale precedent research (.2); research re: same (1.7); prepare set of relevant materials for attorneys (.7); correspondence with attorney re status (.1).	2.70
05/16/13	DIF	0024 Attend to asset purchase agreement issues.	1.70
05/16/13	KGM	0024 Review bid procedures/sale motion precedents (2.0); review/revise sale motion (3.5); review/revise bid procedures (2.5); review/revise proposed bid procedures order (1.8); review/revise sale and assumption notices (1.8); multiple conferences with Perella re: sale process and related issues (1.1); correspondence with I. Dizengoff re: same (.6); correspondence with S. Alberino re: same and related issues (.5); correspondence/conferences w/ J. Sharp re: same and related issues (1.2).	15.00
05/17/13	SLA	0024 Calls re sale procedures and pleadings.	1.40
05/17/13	RRG	0024 Draft IP asset purchase agreement.	3.00
05/17/13	KGM	0024 Multiple conferences with S. Alberino re: sale pleadings and related issues (.3); correspondence with J. Scharer re: same (.2); review/revise same (2.5).	3.00
05/18/13	DIF	0024 Review and comment on bid procedures and related emails.	0.90
05/18/13	KGM	0024 Review/revise bid procedures (1.5); conferences with J. Sharp re: same (.5); correspondence with D. Fisher re: same (.3); correspondence with S. Alberino re: same and related issues (.2); circulate same to Committee, Alden and Atari SA (.1); correspondence with A. Schouder re: same (.3); revise sale motion (2.5); correspondence with Perella team re: bid procedures and related issues (.2).	5.60
05/18/13	JSS	0024 Revise bid procedures (4.0); send same to S. Alberino and D. Fisher for approval (0.2); revise sale motion, bid procedures order, and associated notices (4.4); send same to K. Manoukian (0.1).	8.70
05/19/13	KGM	0024 Review/revise sale motion (3.1); review/revise bid procedures (2.1); review precedents for de minimus asset sales (1.1); email J. Sharp re: same (.1); email S. Alberino re: same (.1); circulate bid procedures to the board (.1).	6.60
05/19/13	JSS	0024 Revise sale motion, bid procedures order, and associated notices.	1.20
05/20/13	SLA	0024 Review and revise sale pleadings (2.1, 0.9); calls re bid procedures and declaration (1.2).	4.20
05/20/13	DKB	0024 Correspondence with K. Manoukian re research of sale precedent (.2); research the above (1.2); review and organize relevant materials for	2.10

ATARI, INC.
Bill Number: 1486853

Page 17
06/21/13

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		attorneys (.7).	
05/20/13	RRG	0024 Review revised bid procedures.	1.00
05/20/13	DIF	0024 Attend to bid procedure.	0.60
05/20/13	KGM	0024 Correspondence with A. Shane re: schedules to bid procedures (.2); correspondence with Akin Gump team re: same (.2); correspondence with Perella team re: same (.1); revise Verost declaration in support of bid procedures (2.4); review comments to bid procedures from K. Coleman (.2); correspondence with Akin Gump team re: same (.2); review comments to bid procedures from Bracewell (.2); correspondence with A. Schouder re: same (.4); correspondence with Akin Gump team re: same (.2); correspondence with S. Alberino re: same (.2); revise bid procedures based on same (2.3); revise sale motion based on same (2.3); revise sale and assumption notices (1.1).	10.00
05/20/13	JSS	0024 Revise Verost declaration for sale motion.	0.70
05/21/13	SLA	0024 Review and revise sale pleadings (2.8); calls re bid procedures and declaration (1.7).	4.50
05/21/13	DKB	0024 Correspondence with K. Manoukian re filing of sale pleadings (.2); work on logistics thereof (.3); draft notice of motion (1.2); correspondence with J. Sharp re above (.2); review and organize exhibits (2.2); correspondence with K. Manoukian re de minimis sales precedent (.2); research the above (1); prepare set of relevant pleadings for attorneys (.6); assist with revising motion and exhibits (1.2); review and organize documents in preparation for filing (1); prepare document to be filed (.6); effect the above (.5); correspondence with K. Manoukian re status (.2); contact BMC re service logistics (.2).	9.60
05/21/13	RRG	0024 Revisions to asset purchase agreement.	1.50
05/21/13	DIF	0024 Attend to purchase agreement and sale issues.	1.20
05/21/13	KGM	0024 Revise bid procedures (.3); circulate same to Committee, Alden and Atari S.A.'s representatives (.1); correspondence with S. Alberino re: same and related issues (.2); correspondence with S. Alberino re: de minimis asset sales (.2); correspondence with A. Schouder re: bid procedures (.4); correspondence with S. Alberino re: same (.3); correspondence with A. Verost re: sale and related issues (.3); correspondence with K. Coleman re: bid procedures (.3); correspondence with J. Sharp re: conforming changes to sale notices, order (.2); revise/finalize sale motion in preparation for filing (1.8); revise/finalize bid procedures (1.6); revise/finalize Verost declaration (1.6); finalize schedules to bid procedures (1.6); coordinate filing and service issues (1.2); correspondence with S. Alberino re: same (1.0); revise/finalize bid procedures order (1.4); correspondence with A. Verost re: same (1.0); correspondence re: service issues of same (.3).	13.80
05/21/13	JSS	0024 Correspondence with BMC regarding notice of sale pleadings (0.5); revise sale motion (2.5), bid procedures order (2.2), and associated notices (1.4); correspondence with K. Manoukian regarding same (0.5).	7.10
05/22/13	ISD	0024 Correspondence with G. Davis re: sales process update and Alden offer (.2); review auction issues (.2); correspondence with S. Alberino re: same (.1).	0.50
05/22/13	DKB	0024 Review and prepare sale pleadings for service (.4); forward documents to BMC for service (.2); prepare sets of sale documents for attorneys (1.2); prepare chambers copies (.3); forward documents to court (.2); correspondence with K. Manoukian re status (.1).	2.40
05/22/13	KGM	0024 Correspondence with J. Samper re: sale milestones (.3); review/revise same (.4); correspondence with Committee's and Alden's counsel re: disposition of records (.1); correspondence with Bracewell re: same (.1); correspondence with K. Keller re: same (.1); correspondence with BMC re: service of sale pleadings (.1); correspondence with A. Verost re: same (.1); correspondence with S. Alberino re: auction and related issues	6.00

ATARI, INC.
Bill Number: 1486853

Page 18
06/21/13

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		(.1); correspondence with K. Keller re: sale schedules and related issues (.4); correspondence with J. Samper re: key sale dates (.1); correspondence with J. Sharp re: same (.1); correspondence with A. Verost re: contract assumption issues with respect to sale (.1); correspondence with A. Verost re: publication of sale notice and related issues (.3); correspondence with J. Sharp re: costs of same (.1); correspondence with A. Schouler re: sale related issues (.2); review same (.2); review/revise Perella's sale process letters (2.5); correspondence with Perella team re: same (.5); review final draft of same prior to distribution (.2).	
05/22/13	JSS	0024	0.20
05/22/13	JAS	0024	2.60
		Correspondence with A. Levin re: sale notice publication.	
		Review sale motion and develop key dates data related to the sale proceedings (2.2); correspondence with K. Manoukian re same (.1); edit same (.3).	
05/22/13	JKL	0024	0.50
05/23/13	DIF	0024	0.40
05/23/13	KGM	0024	0.50
		Research re sale motion.	
		Review bid procedure order.	
		Coordinate logistics for the auctions (.3); correspondence with Perella team re: responses to bidder questions/requests (.2).	
05/24/13	DKB	0024	0.90
		Correspondence with K. Manoukian re preparation for auction (.2); research transcriber services for auctions (.5); correspondence with attorney re rates for same (.2).	
05/24/13	KGM	0024	0.40
		Correspondence with prospective buyers re: sale process (.2); review correspondence between same and Perella re: assets subject to sale and related issues (.2).	
05/24/13	JSS	0024	0.80
05/28/13	DIF	0024	0.60
		Attend to asset purchase agreement, auction, and nondisclosure agreement issues.	
05/29/13	ISD	0024	0.40
05/29/13	DIF	0024	0.40
		Attend to non-disclosure agreement issues.	
05/30/13	ISD	0024	0.20
05/30/13	DIF	0024	0.50
		Attend to asset purchase agreement issues and evergreen issues.	
05/30/13	KGM	0024	1.10
		Correspondence with Akin Gump team re: sale process and asset lists (.2); correspondence with K. Keller re: same (.2); correspondence with Perella team re: same (.1); review Committee's comments to bid procedures (.2); correspondence with Committee re: same (.2); correspondence with S. Alberino re: same (.2).	
05/31/13	DCV	0024	3.20
		Analyze bid procedures order and related materials (2.1); attend telephone conference regarding schedules to APA (1.1).	
05/31/13	DIF	0024	0.80
05/31/13	KGM	0024	0.70
		Participate in call re: IP issues related to sale.	
		Correspondence re: sale process (.1); correspondence with counsel to prospective buyer (.1); correspondence with K. Keller re: same (.1); participate in call re: sale process (.4).	
05/17/13	SLA	0027	0.90
05/17/13	DIF	0027	1.70
		Attend board meeting (.5), calls re same (.4).	
05/17/13	KGM	0027	0.70
		Attend board call.	
		Participate in board call (.5); post-call with S. Alberino and D. Fisher re: same (.2).	
Total Hours			805.30

Exhibit B

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

PARTNERS	DEPARTMENT	STATE/COUNTRY OF BAR ADMISSION – YEAR	HOURS	HOURLY BILLING RATE	AMOUNT
Scott L. Alberino	Financial Restructuring	Georgia – 2000 District of Columbia – 2002	55.60	\$875.00	\$48,650.00
Ira S. Dizengoff	Financial Restructuring	New Jersey – 1992 New York – 1993	23.00	\$1,100.00	\$25,300.00
Daniel I. Fisher	Corporate	New York – 2003	12.40	\$775.00	\$9,610.00
Howard B. Jacobson	Tax	District of Columbia – 1979	2.60	\$770.00	\$2,002.00
Sean E. O'Donnell	Litigation	New York – 1998	29.20	\$870.00	\$25,404.00
COUNSEL	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	HOURLY BILLING RATE	AMOUNT
Mark R. Curiel	Labor	California – 2002	0.90	\$625.00	\$562.50
Lauren H. Leyden	Labor	New York – 2006	3.30	\$695.00	\$2,293.50
Angeline L. Koo	Litigation	New York – 2005	27.20	\$665.00	\$18,088.00
Meng Ru	Corporate	New York – 2005	1.00	\$660.00	\$660.00
David C. Vondle	Intellectual Property	California – 2003 District of Columbia – 2008	3.20	\$600.00	\$1,920.00
ASSOCIATES	DEPARTMENT	STATE/COUNTRY OF BAR ADMISSION – YEAR	HOURS	HOURLY BILLING RATE	AMOUNT
Andrew Barnes	Litigation	New York – 2011	17.00	\$290.00	\$4,930.00
Andrew R. Casillas	Litigation	Texas – 2010	2.90	\$435.00	\$1,261.50
Rishikesh R. Gadhia	Corporate	New York – 2009 District of Columbia – 2009	5.50	\$530.00	\$2,915.00
Ashleigh M. Hall	Corporate	Indiana – 2009 District of Columbia – 2012	0.40	\$475.00	\$190.00
Garrett S. Llewellyn	Litigation	California – 2009	12.00	\$475.00	\$5,700.00

ASSOCIATES	DEPARTMENT	STATE/COUNTRY OF BAR ADMISSION – YEAR	HOURS	HOURLY BILLING RATE	AMOUNT
Kristine G. Manoukian	Financial Restructuring	New York – 2008 Utah – 2008 Delaware – 2010	234.10	\$675.00	\$158,017.50
Jessica L. Oliff	Litigation	New Jersey – 2009 New York – 2010	37.70	\$525.00	\$19,792.50
Eric C. Seitz	Financial Restructuring	Texas – 2009	41.10	\$500.00	\$20,550.00
Jason S. Sharp	Financial Restructuring	Texas – 2012	88.70	\$400.00	\$35,480.00
Scott J. Street	Litigation	California – 2008	5.70	\$530.00	\$3,021.00
Roxanne Tizravesh	Litigation	New York – 2009	47.60	\$580.00	\$27,608.00
Dawn S. Walker	Litigation	Texas – 2010	3.20	\$435.00	\$1,392.00
Jeffrey A. Zuidema	Litigation	California – 2006	8.00	\$275.00	\$2,200.00
LEGAL ASSISTANTS	DEPARTMENT		HOURS	HOURLY BILLING RATE	AMOUNT
Khalib J. Bell	EDiscovery		9.50	\$225.00	\$2,137.50
Brenda R. Kemp	Financial Restructuring		1.00	\$225.00	\$225.00
Dagmara Krasa-Berstell	Financial Restructuring		70.60	\$245.00	\$17,297.00
Leslie W. Lanphear	Library		3.20	\$230.00	\$736.00
Jacqueline K. Lewis	Financial Restructuring		1.00	\$205.00	\$205.00
Shirley Lui	Litigation		1.80	\$220.00	\$396.00
James W. Ma	EDiscovery		0.30	\$255.00	\$76.50
Jonathan A. Samper	Financial Restructuring		10.00	\$225.00	\$2,250.00
Francis A. Singer	Litigation		1.40	\$260.00	\$364.00
Tracy Southwell	Financial Restructuring		6.30	\$245.00	\$1,543.50

LEGAL ASSISTANTS	DEPARTMENT		HOURS	HOURLY BILLING RATE	AMOUNT
Peter J. Sprofera	Financial Restructuring		17.90	\$285.00	\$5,101.50
Radu Stancut	EDiscovery		20.00	\$245.00	\$4,900.00
TOTAL FEES			805.30		\$452,779.50

Exhibit C

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

Computerized Research/Corporate Service Charges/PACER Charges	\$2,371.91
Courier Service/Postage	\$66.80
Duplicating	\$100.00
Meals/Meeting Expenses	\$211.00
Travel Expenses – Ground Transportation	\$325.97
TOTAL	\$3,075.68