

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

*Counsel for the Official Committee  
of Unsecured Creditors*

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

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In re:	) Chapter 11
	)
Atari, Inc., <u>et al.</u> ,	) Case No. 13-10176 (JMP)
	)
	) (Jointly Administered)
Debtors.	)
	)
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**FIFTH MONTHLY 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 JUNE 1, 2013 THROUGH JUNE 30, 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 nunc pro tunc to February 8, 2013</u>
Period for which compensation and reimbursement is sought:	<u>June 1, 2013 through June 30, 2013</u>
Amount of Compensation sought as actual, reasonable and necessary:	<u>\$171,450.00 (of which Applicant seeks payment of 80% or \$137,160.00)</u>
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	<u>\$1,078.96</u>

This statement is the fifth 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 \$137,160.00, which is equal to eighty percent (80%) of the total amount of compensation sought (i.e. \$171,450.00) for actual and necessary professional services rendered during the period of June 1, 2013 through June 30, 2013 (the “Fee Period”); and (b) reimbursement of actual and necessary costs and expenses in the amount of \$1,078.96 incurred by Cooley during the Fee Period in connection with these cases.<sup>1</sup> Attached as **Exhibit A** hereto are (i) contemporaneously maintained time entries for each professional who provided services during the Fee Period in increments of tenths (1/10) of an hour, and (ii) an itemization and description of the costs and expenses incurred by Cooley during the Fee Period.

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

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

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

<b>Attorney</b>	<b>Position with the Applicant</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Cathy Herschopf	Partner	\$845	10.2	\$8,619.00
Jeffrey L. Cohen	Partner	\$695	73.2	\$50,874.00
Michael Klein	Associate	\$665	9.2	\$6,118.00
Richelle Kalnit	Associate	\$655	48.7	\$31,898.50
Alex R. Velinsky	Associate	\$475	90.6	\$43,035.00
Robert B. Winning	Associate	\$435	45.3	\$19,705.50
David Fleischer	Paralegal	\$315	0.4	\$126.00
Rebecca Goldstein	Paralegal	\$270	7.4	\$1,998.00
Michelle L. Robinson	Lit. Support Mgr.	\$265	16.4	\$4,346.00
Kris T. Cachia	Paralegal	\$245	11.4	\$2,793.00
Victor Mayenge	Sr. Lit. Support Analyst	\$235	4.2	\$987.00
Dmitry Spektor	Lit. Support Systems Analyst	\$220	4.0	\$880.00
Rafael Sanchez	Research Librarian	\$100	0.7	\$70.00
<b>TOTAL</b>			<b>321.7</b>	<b>\$171,450.00</b>
<b>Blended Rate for Attorneys</b>		<b>\$578.10</b>		

**Compensation by Matter**

<b>Matter Number</b>	<b>Matter Description</b>	<b>Total Billed Hours</b>	<b>Total Fees Requested</b>
02	Asset Disposition	9.1	\$5,208.50
03	Business Operations	0.7	\$398.50
04	Case Administration	17.0	\$7,908.00
05	Claims	2.3	\$1,008.50
06	Employee Benefits/Pensions	44.10	\$21,914.50
07	Fee/Employment Applications	22.6	\$8,487.00
09	Financing and Cash Collateral	2.5	\$1,319.50
10	Litigation	196.1	\$108,038.00
11	Meetings	0.7	\$486.50
14	Travel (Billed at ½ time)	0.6	\$285.00
19	Preparation for and Attendance at Court Hearings	26.0	\$16,396.00
<b>TOTAL</b>		<b>321.7</b>	<b>\$171,450.00</b>

**Expense Summary**

<b>Description</b>	<b>Amount</b>
Audio/Video Conferencing	\$31.80
Federal Express	\$64.20
Meals	\$186.04
Filing Fees	\$167.00
Postage	\$1.38
Reproduction of Documents	\$501.50
Research Database / Document Retrieval	66.59
Telephone	\$60.45
<b>Total</b>	<b>\$1,078.96</b>

**Notice**

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

WHEREFORE, pursuant to the Interim Compensation Order, Cooley requests: (a) compensation in the amount of \$171,450.00 (of which Applicant requests payment in the amount of **\$137,160.00** which equals 80% of \$171,450.00) on account of reasonable and necessary professional services rendered to the Committee by Cooley; and (b) reimbursement of actual and necessary costs and expenses in the amount of **\$1,078.96**, for a total amount for the Fee Period of \$172,528.96 (of which applicant seeks payment in the amount of **\$138,238.96** which equals 80% of the requested compensation and 100% of the requested reimbursement of actual and necessary costs and expenses).

Dated: July 19, 2013  
New York, New York

Respectfully submitted,

By: /s/ Jeffrey L. Cohen

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

*Counsel for the Official  
Committee of Unsecured Creditors*

**EXHIBIT A**



July 9, 2013

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

ATTORNEYS AT LAW  
  
101 California  
5th floor  
San Francisco, CA  
94111-5800  
MAIN 415 693-2000  
  
www.cooley.com  
  
Taxpayer ID Number  
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: 1310000**  
CL 01 62105

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

*For services rendered through June 30, 2013*

Fees .....	\$	171,450.00
Chargeable costs and disbursements .....	\$	1,078.96
<b>Total Due on Current Invoice .....</b>	<b>\$</b>	<b>172,528.96</b>
<b>Outstanding Balance from prior Invoices .....</b>	<b>\$</b>	<b>278,569.47</b>
<b>Total Amount Due .....</b>	<b>\$</b>	<b>451,098.43</b>



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**Atari Creditors' Committee**

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

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
<b>ASSET DISPOSITION</b>				
06/02/13	Alex R. Velinsky	Emails with C. Hershcopf and J. Cohen re: bid procedures comments	0.20	95.00
06/02/13	Alex R. Velinsky	Email to Akin re: bid procedures	0.10	47.50
06/03/13	Jeffrey L. Cohen	Telephone call with S. Alberino and Manoukian re: bid procedures	0.60	417.00
06/03/13	Alex R. Velinsky	Telephone call with Akin re: bid procedures comments	0.20	95.00
06/04/13	Alex R. Velinsky	Emails with Akin re: bid procedures	0.20	95.00
06/04/13	Alex R. Velinsky	Email to K. Manoukian re: bid procedures	0.20	95.00
06/04/13	Alex R. Velinsky	Emails with C. Hershcopf re: bid procedures comments	0.20	95.00
06/05/13	Robert B. Winning	Review proposed bid procedure (.4); meeting with C. Hershcopf re: same (.2)	0.60	261.00
06/05/13	Alex R. Velinsky	Emails with C. Hershcopf re: bid procedures	0.20	95.00
06/07/13	Robert B. Winning	Review asset schedules for auction	0.30	130.50
06/10/13	Alex R. Velinsky	Review exhibits to Bid Procedures material	0.20	95.00
06/11/13	Alex R. Velinsky	Review revised bid procedures order	0.20	95.00
06/11/13	Alex R. Velinsky	Emails with C. Hershcopf and J. Cohen re: revised bid procedures order	0.20	95.00
06/11/13	Alex R. Velinsky	Review R. Morrissey email re: procedures order	0.10	47.50
06/11/13	Cathy Rae Hershcopf	Emails re: bid procedures and Alden's right to credit bid and restrictions (.8)	0.80	676.00
06/12/13	Alex R. Velinsky	Emails with J. Cohen re: revised bid procedures order	0.10	47.50
06/12/13	Alex R. Velinsky	Review K. Manoukian email re: revised bid procedures order	0.10	47.50
06/12/13	Alex R. Velinsky	Review proposed changes to bid procedures order	0.20	95.00
06/13/13	Alex R. Velinsky	Emails with Akin re: bid procedures order	0.20	95.00





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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/13/13	Alex R. Velinsky	Update critical dates calendar with sale dates	0.20	95.00
06/13/13	Alex R. Velinsky	Review Cohen email re: bid procedures order	0.10	47.50
06/13/13	Alex R. Velinsky	Emails with J. Cohen and C. Hershcopf re: Alden issues with bid procedures	0.20	95.00
06/13/13	Cathy Rae Hershcopf	E-mails re: open issues on bid procedures with Alden credit bidding	0.60	507.00
06/14/13	Alex R. Velinsky	Review bid procedures order submitted to chambers	0.20	95.00
06/14/13	Alex R. Velinsky	Review emails from Duff & Phelps re: sale process update and bidder lists	0.30	142.50
06/14/13	Cathy Rae Hershcopf	Share thoughts on choosing a stalking horse vs. naked auction	0.40	338.00
06/15/13	Alex R. Velinsky	Review C. Hershcopf email re: bid process	0.10	47.50
06/19/13	Alex R. Velinsky	Review revised APA for July auction	0.70	332.50
06/21/13	Robert B. Winning	Review emails re: sale update	0.20	87.00
06/21/13	Robert B. Winning	Review revision to draft stalking horse APA	0.40	174.00
06/21/13	Alex R. Velinsky	Review multiple emails from A. Chong and C. Hershcopf re: sale process update	0.40	190.00
06/21/13	Cathy Rae Hershcopf	E-mails re: bids and decision making on stalking horse	0.40	338.00
<b>Task Total:</b>			9.10	5,208.50

**BUSINESS OPERATIONS**

06/17/13	Alex R. Velinsky	Review May monthly operating report	0.40	190.00
06/20/13	Jeffrey L. Cohen	Review DIP variance report	0.30	208.50
<b>Task Total:</b>			0.70	398.50

**CASE ADMINISTRATION**

06/05/13	Rebecca Goldstein	Assist A. Velinsky re contested hearing, obtain documents, organize and prepare binders.	3.60	972.00
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/06/13	David M. Fleischer	TC with A Velinsky re filing; electronic filing of Motion of the Official Committee to Preclude Testimony Regarding "Precedent Incentive Plans" ( docket entry # 243); TC with R Goldstein re filing, service	0.40	126.00
06/07/13	Alex R. Velinsky	Emails with T. Gross re: change of address	0.20	95.00
06/07/13	Alex R. Velinsky	Emails with T. Gross re: expense reimbursement	0.10	47.50
06/07/13	Alex R. Velinsky	Coordinate expense reimbursement processing for Committee expenses	0.20	95.00
06/07/13	Alex R. Velinsky	Review notice of adjournment of hearing	0.10	47.50
06/10/13	Jeffrey L. Cohen	Telephone conference with H. Goldstein re: KEIP and auction status	0.80	556.00
06/10/13	Alex R. Velinsky	Review agenda for 6/12 hearing	0.10	47.50
06/10/13	Alex R. Velinsky	Email to T. Gross re: reimbursement	0.10	47.50
06/10/13	Alex R. Velinsky	Telephone call with R. Goldstein re: CDV address	0.10	47.50
06/11/13	Alex R. Velinsky	Internal email re: Committee member expense reimbursements	0.40	190.00
06/11/13	Alex R. Velinsky	Emails with Akin re: Cooley fees for MOR	0.20	95.00
06/11/13	Alex R. Velinsky	Conference with L. Durtschi re: hearing preparation	0.10	47.50
06/11/13	Alex R. Velinsky	Emails with R. Goldstein re: CDV change of address	0.20	95.00
06/12/13	Jeffrey L. Cohen	Office conference with C. Hershcopf re: hearing update	0.40	278.00
06/13/13	Rebecca Goldstein	Transfer stipulation re Notice of Presentment re Atari SAS and Creditor Committee to CD (.3); e file Notice of Presentment re same (.4); Prepare e mail for service to Claims agent (.2); Prepare cover letter re certificate of service re Docket No, 251 to chambers (3); Prepare cover letter re Notice of Presentment, docket no, 255 to chambers, process same(.5)	1.70	459.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/13/13	Jeffrey L. Cohen	Telephone calls with Dow Jones and Law 360 re: bid procedures hearing	0.60	417.00
06/13/13	Jeffrey L. Cohen	Review inter-company transfer documents	1.40	973.00
06/14/13	Jeffrey L. Cohen	Discussions re: resignation of committee chairperson	0.80	556.00
06/14/13	Alex R. Velinsky	Review H. Goldstein email re: resignation	0.10	47.50
06/18/13	Jeffrey L. Cohen	Telephone call with T. Gross re: Goldstein resignation	0.60	417.00
06/18/13	Rebecca Goldstein	Diary Notice of presentment date (.1); prepare cover letter to Chambers, re certificate of service re docket number 257, process same(.5)	0.60	162.00
06/18/13	Alex R. Velinsky	Email to committee re: H. Goldstein resignation	0.20	95.00
06/18/13	Alex R. Velinsky	Review H. Newman email re: resignation	0.10	47.50
06/18/13	Cathy Rae Hershcopf	Calls and emails regarding chairs' resignation	0.60	507.00
06/19/13	Alex R. Velinsky	Emails with Rackspace counsel re: Rackspace resignation	0.20	95.00
06/19/13	Alex R. Velinsky	Emails with J. Cohen re: Rackspace resignation	0.20	95.00
06/19/13	Alex R. Velinsky	Email to R. Winning re: Committee contact information	0.10	47.50
06/19/13	Alex R. Velinsky	Review Rackspace voicemail re: expense reimbursement (.1); email to R. Winning re: same (.1)	0.20	95.00
06/20/13	Jeffrey L. Cohen	Telephone call with Rackspace counsel re: committee resignation	0.20	139.00
06/25/13	Rebecca Goldstein	Attention to Notice of Presentment re docket number 251 (Stipulation and Protective Order re BlueBay), prepare e mail to R. Kalnit re same (.1); prepare e mail to Chambers (.5)	0.60	162.00
06/25/13	Cathy Rae Hershcopf	Call with Goldstein re Rackspace	0.40	338.00
06/27/13	Rebecca Goldstein	Prepare e mail to chambers re Notice of Presentment re docket no. 255;(,5); file maintenance and organization, (.4)	0.90	243.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/28/13	Robert B. Winning	Call with creditors re: Atari	0.30	130.50
06/29/13	Alex R. Velinsky	Emails with J. Cohen and R. Winning re: challenge deadline	0.20	95.00
<b>Task Total:</b>			17.00	7,908.00

**CLAIMS**

06/01/13	Alex R. Velinsky	Review J. Cohen emails re: settlement issues	0.20	95.00
06/24/13	Robert B. Winning	Call with Duff and Phelps re: intercompany claims analysis	0.30	130.50
06/25/13	Robert B. Winning	Analyze proofs of claim filed by Atari S.A.	0.70	304.50
06/26/13	Robert B. Winning	Review proofs of claim filed against Atari, Inc. and Atari International	1.10	478.50
<b>Task Total:</b>			2.30	1,008.50

**EMPLOYEE BENEFITS/PENSIONS**

06/01/13	Jeffrey L. Cohen	Correspondence with S. Alberino re: KEIP settlement discussions	0.60	417.00
06/02/13	Alex R. Velinsky	Review J. Oliff email re: chambers call	0.10	47.50
06/03/13	Alex R. Velinsky	Prepare B. Williams for deposition	1.80	855.00
06/03/13	Alex R. Velinsky	Review K. Manoukian email re: conference with Peck	0.10	47.50
06/03/13	Alex R. Velinsky	Review Perella engagement documents in connection with inventive plan issues	0.40	190.00
06/03/13	Alex R. Velinsky	Emails with DPS re: hearing preparation	0.20	95.00
06/03/13	Alex R. Velinsky	Correspondence with A. Chong re: hearing preparation	0.20	95.00
06/03/13	Alex R. Velinsky	Conference with J. Cohen re: Goldstein deposition issues	0.20	95.00
06/03/13	Alex R. Velinsky	Review S. O'Donnell emails re: discovery issues	0.20	95.00
06/03/13	Alex R. Velinsky	Emails with J. Cohen re: KEIP hearing adjournments	0.20	95.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/03/13	Alex R. Velinsky	Telephone call with A. Chong re: KEIP hearing preparation	0.10	47.50
06/03/13	Alex R. Velinsky	Draft notes re: hearing preparation	0.60	285.00
06/03/13	Alex R. Velinsky	Conference with J. Cohen re: contested hearing preparation	0.60	285.00
06/03/13	Alex R. Velinsky	Attend B. Williams deposition	2.30	1,092.50
06/03/13	Alex R. Velinsky	Correspondence with TSG re: deposition transcripts	0.20	95.00
06/03/13	Alex R. Velinsky	Review Williams deposition transcript	0.80	380.00
06/04/13	Alex R. Velinsky	Draft outline of Verost cross examination	3.20	1,520.00
06/04/13	Alex R. Velinsky	Review settlement emails	0.10	47.50
06/04/13	Alex R. Velinsky	Review notice of agenda for incentive plan hearing	0.10	47.50
06/04/13	Alex R. Velinsky	Draft outline of B. Williams direct examination	1.30	617.50
06/04/13	Alex R. Velinsky	Review detailed email from A. Chong re: KEIP issues	0.20	95.00
06/04/13	Alex R. Velinsky	Conference with J. Cohen re: hearing preparation	0.10	47.50
06/04/13	Alex R. Velinsky	Review Debtors' letter and cases re: sealing issues	0.40	190.00
06/04/13	Alex R. Velinsky	Status conference with J. Peck re: KEIP hearing	0.80	380.00
06/04/13	Alex R. Velinsky	Review Mattes deposition transcript	0.60	285.00
06/04/13	Alex R. Velinsky	Email to Akin re: witness list	0.10	47.50
06/04/13	Alex R. Velinsky	Review Wilson deposition transcript	0.60	285.00
06/04/13	Alex R. Velinsky	Review Verost deposition transcript	0.90	427.50
06/04/13	Alex R. Velinsky	Emails with A. Chong re: hearing preparation	0.30	142.50
06/04/13	Alex R. Velinsky	Telephone call with A. Chong re: incentive plan hearing	0.20	95.00
06/04/13	Alex R. Velinsky	Emails with J. Cohen re: hearing preparation	0.20	95.00
06/05/13	Alex R. Velinsky	Conference with R. Goldstein re: hearing preparation	0.30	142.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/05/13	Alex R. Velinsky	Email with S. O'Donnell re: witness list	0.10	47.50
06/05/13	Alex R. Velinsky	Review K. Manoukian email re: offer letters	0.10	47.50
06/05/13	Alex R. Velinsky	Emails with Akin and J. Cohen re: opening statements	0.20	95.00
06/05/13	Alex R. Velinsky	Draft motion to preclude	1.30	617.50
06/05/13	Alex R. Velinsky	Review Debtors' amended omnibus reply	0.60	285.00
06/05/13	Alex R. Velinsky	Review offer letters provided by debtors and compare same to severance grid	0.70	332.50
06/05/13	Alex R. Velinsky	Emails with J. Cohen and DPS re: RIF	0.20	95.00
06/05/13	Alex R. Velinsky	Review Alden statement in support of incentive plan	0.20	95.00
06/05/13	Alex R. Velinsky	Telephone call with R. Morrissey	0.60	285.00
06/05/13	Alex R. Velinsky	Follow up telephone call with R. Morrissey	0.80	380.00
06/05/13	Alex R. Velinsky	Review revised notice of agenda	0.20	95.00
06/05/13	Alex R. Velinsky	Review debtors' omnibus reply	0.60	285.00
06/05/13	Alex R. Velinsky	Telephone call with S. O'Donnell re: joint statement	0.20	95.00
06/05/13	Alex R. Velinsky	Telephone call with A. Chong re: hearing preparation	0.20	95.00
06/05/13	Alex R. Velinsky	Telephone call with B. Williams re: hearing preparation	0.20	95.00
06/05/13	Alex R. Velinsky	Continue drafting A. Verost exam outline	1.20	570.00
06/05/13	Alex R. Velinsky	Continue drafting B. Williams exam outline	2.20	1,045.00
06/05/13	Alex R. Velinsky	Review draft joint statement of facts (.3); revise same (.3)	0.60	285.00
06/05/13	Alex R. Velinsky	Emails with Akin re: joint statement	0.20	95.00
06/05/13	Alex R. Velinsky	Conference with J. Cohen re: exhibits	0.20	95.00
06/05/13	Cathy Rae Hershcopf	Review Alden reply (.4) and email with Goldstein re: same (.2)	0.60	507.00
06/06/13	Alex R. Velinsky	Review emails with S. O'Donnell re: hearing materials	0.40	190.00
06/06/13	Alex R. Velinsky	Emails with Akin re: trial exhibits	0.60	285.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/06/13	Alex R. Velinsky	Conference with J. Cohen re: demonstrative exhibit	0.20	95.00
06/06/13	Alex R. Velinsky	Finalize and file committee motion to preclude	0.30	142.50
06/06/13	Alex R. Velinsky	Emails with Akin re: opening statement procedures	0.20	95.00
06/06/13	Alex R. Velinsky	Review proposed redactions to statement of facts (.2); emails with Akin and UST re: same (.2)	0.40	190.00
06/06/13	Alex R. Velinsky	Meeting with J. Cohen, C. Hershcopf and DPS re: hearing strategy	0.80	380.00
06/06/13	Alex R. Velinsky	Draft email to committee re: hearing on incentive plan	0.30	142.50
06/07/13	Alex R. Velinsky	Emails with Committee members re: KEIP hearing	0.20	95.00
06/07/13	Alex R. Velinsky	Emails with J. Cohen re: KEIP settlement discussions	0.20	95.00
06/07/13	Alex R. Velinsky	Emails with J. Cohen re: exhibits for KEIP hearing	0.20	95.00
06/07/13	Cathy Rae Hershcopf	Calls and emails re: incentive plan	0.90	760.50
06/10/13	Robert B. Winning	Review revised KEIP proposal	0.40	174.00
06/10/13	Alex R. Velinsky	Review J. Cohen email to Akin re: KEIP changes	0.10	47.50
06/10/13	Alex R. Velinsky	Review KEIP hearing transcript for use of exhibits	0.80	380.00
06/10/13	Alex R. Velinsky	Email to Akin re: exhibits	0.10	47.50
06/10/13	Alex R. Velinsky	Review J. Cohen email re: KEIP revised plan summary	0.20	95.00
06/10/13	Alex R. Velinsky	Detailed email to J. Cohen re: KEIP hearing exhibits	0.20	95.00
06/10/13	Alex R. Velinsky	Review Akin email re: revised KEIP	0.10	47.50
06/11/13	Jeffrey L. Cohen	Telephone call with S. Alberino re: revised KEIP proposal and 6/12 hearing	0.70	486.50
06/11/13	Alex R. Velinsky	Review J. Cohen and Alberino emails re: KEIP	0.10	47.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/11/13	Alex R. Velinsky	Conference with J. Cohen. re: KEIP settlement	0.20	95.00
06/11/13	Alex R. Velinsky	Emails with Akin re: exhibit binder	0.20	95.00
06/11/13	Alex R. Velinsky	Review documents in preparation for review of Debtors' supplemental production	1.80	855.00
06/11/13	Alex R. Velinsky	Review J. Cohen Emails re: KEIP hearing exhibits	0.10	47.50
06/11/13	Alex R. Velinsky	Email to J. Cohen re: BlueBay stipulation	0.10	47.50
06/11/13	Alex R. Velinsky	Review Akin email to R. Morrissey re: KEIP	0.10	47.50
06/11/13	Alex R. Velinsky	Emails with J. Cohen and Akin re: KEIP exhibits	0.20	95.00
06/12/13	Robert B. Winning	Review final KEIP proposal	0.30	130.50
06/12/13	Alex R. Velinsky	Review J. Cohen emails and committee responses re: KEIP hearing	0.20	95.00
06/12/13	Alex R. Velinsky	Emails with J. Cohen re: severance plan	0.20	95.00
06/14/13	Jeffrey L. Cohen	Review draft management loyalty plan order and provide comments re: same	0.70	486.50
06/14/13	Alex R. Velinsky	Review proposed order re: Management Loyalty Plan	0.20	95.00
06/14/13	Alex R. Velinsky	Review J. Cohen emails re: KEIP order	0.10	47.50
06/14/13	Alex R. Velinsky	Emails to J. Cohen re: KEIP order	0.20	95.00
06/17/13	Alex R. Velinsky	Email to J. Oliff re: proposed redactions	0.10	47.50
06/17/13	Alex R. Velinsky	Telephone call with K. Manoukian re: KEIP order	0.10	47.50
06/17/13	Alex R. Velinsky	Review Akin email to chambers re: KEIP order	0.10	47.50
06/17/13	Alex R. Velinsky	Review R. Morrissey email re: proposed KEIP order	0.10	47.50
06/17/13	Alex R. Velinsky	Review redline of proposed KEIP order	0.20	95.00
06/17/13	Alex R. Velinsky	Review Akin emails re: redacted exhibits	0.20	95.00
06/17/13	Alex R. Velinsky	Review redacted exhibits related to KEIP trial	0.40	190.00
06/17/13	Alex R. Velinsky	Emails with J. Cohen re: KEIP exhibits	0.10	47.50
06/17/13	Alex R. Velinsky	Review further revised KEIP order	0.20	95.00





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06/17/13	Alex R. Velinsky	Review K. Manoukian email re: KEIP order	0.10	47.50
06/17/13	Alex R. Velinsky	Review proposed exhibit to KEIP order	0.20	95.00
06/17/13	Alex R. Velinsky	Review S. O'Donnell email re: KEIP exhibits	0.10	47.50
06/17/13	Alex R. Velinsky	Telephone call with J. Cohen re: KEIP evidence issue	0.10	47.50
06/17/13	Alex R. Velinsky	Email to K. Manoukian re: KEIP order exhibit	0.10	47.50
06/18/13	Alex R. Velinsky	Review K. Manoukian email re: RIF	0.10	47.50
06/19/13	Alex R. Velinsky	Emails with Akin re: reduction in force	0.20	95.00
06/19/13	Alex R. Velinsky	Emails with J. Cohen re: exhibit binders	0.10	47.50
06/19/13	Alex R. Velinsky	Email to committee re: RIF	0.20	95.00
06/19/13	Alex R. Velinsky	Emails with K. Manoukian re: binders	0.20	95.00
<b>Task Total:</b>			<b>44.10</b>	<b>21,914.50</b>

**FEE/EMPLOYMENT APPLICATIONS**

06/10/13	Jeffrey L. Cohen	Review pre-bill for compliance with Local Rules and UST Guidelines	1.20	834.00
06/13/13	Kris T. Cachia	Prepare fees/costs analysis for 1st Interim Period	1.10	269.50
06/13/13	Alex R. Velinsky	Telephone call with Manoukian re: interim fee application	0.10	47.50
06/13/13	Alex R. Velinsky	Emails with E. Miller re: DPS fee application	0.20	95.00
06/13/13	Alex R. Velinsky	Emails with K. Manoukian re: interim fee hearing	0.20	95.00
06/13/13	Alex R. Velinsky	Emails with J. Cohen re: Cooley fees	0.20	95.00
06/13/13	Alex R. Velinsky	Emails with K. Manoukian re: first interim fee application	0.20	95.00
06/13/13	Alex R. Velinsky	Detailed email to K. Cachia re: Atari first interim fee application	0.20	95.00
06/13/13	Alex R. Velinsky	Emails with R. Winning re: DPS fee application	0.10	47.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/14/13	Kris T. Cachia	Continuing work on fees/costs analysis for 1st Interim Period (1.6); prepare draft 1st interim fee application (1.7); prepare email to A. Velinsky re status of same (0.2)	3.50	857.50
06/14/13	Alex R. Velinsky	Emails with K. Cachia re: Cooley first interim fee application	0.20	95.00
06/17/13	Kris T. Cachia	Conversation with A. Velinsky re issues as to fees/costs analysis (0.1); revise and finalize fees/costs analysis re voluntary reductions (0.5); revise 1st Interim Fee Application (0.3)	0.90	220.50
06/17/13	Alex R. Velinsky	Draft Cooley's first interim fee application	2.20	1,045.00
06/17/13	Alex R. Velinsky	Telephone call with K. Cachia re: first interim fee application	0.20	95.00
06/18/13	Kris T. Cachia	Prepare omnibus notice of hearing re 1st Interim Fee Applications (0.7); prepare email to A. Velinsky re status of same (0.2); prepare email to G. Glynn re cost documentation for 1st Interim Period (0.1)	1.00	245.00
06/18/13	Jeffrey L. Cohen	Review first interim fee application draft and comments re: same	1.10	764.50
06/18/13	Alex R. Velinsky	Email to J. Cohen re: Cooley interim fee application	0.10	47.50
06/18/13	Alex R. Velinsky	Revise Cooley first interim fee application per J. Cohen comments	0.70	332.50
06/18/13	Alex R. Velinsky	Review and revise draft omnibus notice for Cooley and DPS fee application	0.30	142.50
06/18/13	Alex R. Velinsky	Emails with R. Winning re: Cooley fee application	0.10	47.50
06/18/13	Alex R. Velinsky	Emails with J. Cohen re: interim fee application	0.10	47.50
06/19/13	Kris T. Cachia	Conversation with R. Winning re issues as to cost documentation (0.2); conversation with G. Glynn re status of same (0.1); review and redact cost documentation per compensation guidelines (0.4)	0.70	171.50
06/19/13	Robert B. Winning	Revise first interim fee application	0.70	304.50



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06/19/13	Alex R. Velinsky	Conference with R. Winning re: finalizing Cooley fee application	0.10	47.50
06/20/13	Kris T. Cachia	Multiple conversations with R. Winning and R. Goldstein re filing issues as to monthly and interim fee applications for Cooley and Duff & Phelps (0.4); review Duff & Phelps' monthly and interim applications (0.2); revise Omnibus Notice of Hearing (0.4); exchange emails with R. Winning re filing issues as to Cooley's applications (0.2); revise and finalize Notice of Hearing (0.3); electronically file Cooley's monthly and interim applications (0.4); prepare letter to Judge Peck re required chamber copies (0.2); prepare email to Noticing Agent re service of materials (0.3); prepare email to R. Winning re status of same (0.2); prepare Notice of Hearing for Duff & Phelps' application (0.2)	2.80	686.00
06/20/13	Robert B. Winning	Attend to matters re: interim fee statement	0.70	304.50
06/20/13	Robert B. Winning	Review Duff & Phelps interim fee application	0.40	174.00
06/20/13	Robert B. Winning	Prepare and file May fee statement	0.80	348.00
06/21/13	Kris T. Cachia	Conversation with R. Winning re filing status of Duff & Phelps' interim application (0.1); revise and finalize Notice of Hearing for Duff & Phelps' application (0.1); electronically file Duff & Phelps' monthly and interim applications (0.4); prepare letter to Judge Peck re required chamber copies (0.2); prepare email to Noticing Agent re service of materials (0.3); prepare email to Duff & Phelps re status of same (0.1)	1.20	294.00
06/21/13	Robert B. Winning	Attend to matters re: D&P fee application	0.50	217.50
06/21/13	Alex R. Velinsky	Emails with R. Winning re: Cooley and Duff & Phelps fee applications	0.20	95.00
06/25/13	Kris T. Cachia	Prepare letter to Judge Peck re chamber copies of Affidavits of Service for professionals' fee applications	0.20	49.00
06/26/13	Robert B. Winning	Correspondence with Rackspace re: expense reimbursement	0.20	87.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/26/13	Alex R. Velinsky	Review emails from Akin and J. Cohen re: adjournment of fee hearing	0.20	95.00
<b>Task Total:</b>			22.60	8,487.00

**FINANCING AND CASH COLLATERAL**

06/05/13	Alex R. Velinsky	Review weekly DIP variance report	0.20	95.00
06/12/13	Jeffrey L. Cohen	Review DIP variance report	0.20	139.00
06/12/13	Alex R. Velinsky	Review DIP motion and interim order	0.70	332.50
06/12/13	Alex R. Velinsky	Review weekly DIP variance report	0.20	95.00
06/18/13	Jeffrey L. Cohen	Telephone call with S. Alberino re: DIP budget and extension	0.40	278.00
06/19/13	Alex R. Velinsky	Conference with J. Cohen re: RIF and budget issues	0.20	95.00
06/26/13	Alex R. Velinsky	Review DIP variance report	0.30	142.50
06/27/13	Alex R. Velinsky	Review A. Chong and J. Cohen emails re: DIP update	0.30	142.50
<b>Task Total:</b>			2.50	1,319.50

**LITIGATION**

06/01/13	Jeffrey L. Cohen	Multiple correspondence with Akin re: dispute over Goldstein deposition request	1.30	903.50
06/01/13	Jeffrey L. Cohen	Multiple correspondence with H. Goldstein re: discovery dispute	1.40	973.00
06/01/13	Jeffrey L. Cohen	Multiple correspondence with C. Hershcopf and A. Velinsky re: discovery dispute	1.20	834.00
06/01/13	Alex R. Velinsky	Emails with J. Cohen and Akin re: discovery	0.30	142.50
06/02/13	Alex R. Velinsky	Review J. Cohen and S. O'Donnell emails re: discovery issues	0.20	95.00
06/03/13	Jeffrey L. Cohen	Office conferences with A. Velinsky re: discovery dispute	0.80	556.00
06/03/13	Jeffrey L. Cohen	Prepare B. Williams for deposition	2.00	1,390.00



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06/03/13	Jeffrey L. Cohen	Attend and defend B. Williams deposition	4.50	3,127.50
06/03/13	Jeffrey L. Cohen	Participate on court conference with court re: scheduling and confidentiality	0.40	278.00
06/03/13	Jeffrey L. Cohen	Telephone call with R. Morrissey (UST) re: sealing motion and related issues	0.60	417.00
06/03/13	Jeffrey L. Cohen	Office conference with A. Velinsky re: trial preparation	1.20	834.00
06/03/13	Alex R. Velinsky	Email to R. Tizravesh re: search terms	0.20	95.00
06/04/13	Jeffrey L. Cohen	Prepare for evidentiary hearing re: KEIP	6.50	4,517.50
06/04/13	Jeffrey L. Cohen	Multiple discovery conferences re: KEIP hearing	1.20	834.00
06/04/13	Jeffrey L. Cohen	Participate in court conference re: sealing issues	0.60	417.00
06/05/13	Jeffrey L. Cohen	Telephone call with R. Morrissey re: hearing preparation	0.60	417.00
06/05/13	Jeffrey L. Cohen	Continue preparation for KEIP hearing	12.50	8,687.50
06/05/13	Rafael Sanchez	Research and obtain case law for R. Goldstein	0.70	70.00
06/06/13	Richelle Kalnit	Call with Akin re document production issues (.3); follow up with Velinsky re same (.2)	0.50	327.50
06/06/13	Jeffrey L. Cohen	Continue preparation for KEIP hearing	3.50	2,432.50
06/07/13	Jeffrey L. Cohen	Review exhibits for KEIP evidentiary record	1.30	903.50
06/07/13	Jeffrey L. Cohen	Telephone call with S. Alberino re: KEIP settlement discussions	0.60	417.00
06/07/13	Alex R. Velinsky	Revise draft Atari SA stipulation/protective order and notice of presentment	0.60	285.00
06/07/13	Alex R. Velinsky	Email to J. Cho re: Atari SA protective order	0.10	47.50
06/07/13	Alex R. Velinsky	Email to Cohen re: BlueBay protective order	0.10	47.50
06/07/13	Alex R. Velinsky	Revise BlueBay protective order notice	0.20	95.00
06/07/13	Alex R. Velinsky	Email to K. Haviv re: BlueBay stipulation	0.30	142.50
06/07/13	Alex R. Velinsky	Research French privacy statute issues	2.30	1,092.50
06/07/13	Alex R. Velinsky	Telephone call with Tizravesh re: email and H-drive production	0.20	95.00



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06/09/13	Richelle Kalnit	Review background materials re investigation issues	1.10	720.50
06/10/13	Jeffrey L. Cohen	Review Debtors' settlement proposal and discuss same with Committee members	1.30	903.50
06/10/13	Jeffrey L. Cohen	Telephone call with S. Alberino re: KEIP settlement discussions	0.40	278.00
06/10/13	Alex R. Velinsky	Conference with R. Kalnit re: document production status	0.20	95.00
06/10/13	Alex R. Velinsky	Conference with R. Winning re: updates to document production chart	0.20	95.00
06/11/13	Jeffrey L. Cohen	Telephone call with R. Morrissey re: KEIP settlement	0.50	347.50
06/11/13	Jeffrey L. Cohen	Review 6/6 hearing transcript	1.30	903.50
06/11/13	Alex R. Velinsky	Conference with R. Goldstein re: BlueBay stipulation	0.10	47.50
06/11/13	Alex R. Velinsky	Make final edits to BlueBay stipulation and protective order	0.20	95.00
06/11/13	Alex R. Velinsky	Email to J. Cho re: stipulation	0.10	47.50
06/12/13	Jeffrey L. Cohen	E-mail correspondence with Committee re: 6/12 hearing	0.80	556.00
06/12/13	Alex R. Velinsky	Conference with R. Kalnit re: production review issues	0.20	95.00
06/12/13	Alex R. Velinsky	Emails with Akin re: document production	0.40	190.00
06/12/13	Alex R. Velinsky	Emails with litigation support re: Atari production	0.20	95.00
06/12/13	Alex R. Velinsky	Telephone call with M. Robinson re: Akin production	0.10	47.50
06/12/13	Alex R. Velinsky	Conference with J. Cohen re: case strategy	0.40	190.00
06/12/13	Cathy Rae Hershcopf	Internal meeting re: discovery	0.90	760.50
06/12/13	Michelle L. Robinson	Coordinate document production	0.50	132.50
06/13/13	Alex R. Velinsky	Review K. Manoukian email re: intercompany transfers	0.10	47.50



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06/13/13	Alex R. Velinsky	Email to A. Chang re: intercompany transfers info	0.10	47.50
06/13/13	Alex R. Velinsky	Review intercompany transfer memos provided by Debtor	0.80	380.00
06/13/13	Alex R. Velinsky	Emails with R. Goldstein re: filing SA stipulation	0.20	95.00
06/13/13	Alex R. Velinsky	Draft memo to Committee re: discovery issues/EU privacy laws	2.90	1,377.50
06/13/13	Alex R. Velinsky	Review J. Cho email re: SA protective order	0.10	47.50
06/13/13	Alex R. Velinsky	Make final revisions to SA protective order (.3); email re: same to J. Cho (.1)	0.40	190.00
06/13/13	Alex R. Velinsky	Emails with BlueBay re: documents	0.10	47.50
06/14/13	Alex R. Velinsky	Telephone call with A. Koo re: SA privilege documents	0.10	47.50
06/14/13	Alex R. Velinsky	Email to R. Kalnit re: SA privilege issue	0.20	95.00
06/14/13	Alex R. Velinsky	Conference with R. Winning re: Dropbox updates	0.10	47.50
06/14/13	Alex R. Velinsky	Continue drafting committee memo re: privacy laws	1.20	570.00
06/14/13	Alex R. Velinsky	Review K. Manoukian email re: non-ESI production	0.10	47.50
06/14/13	Alex R. Velinsky	Review K. Manoukian email re: NOLs and ORANes	0.20	95.00
06/14/13	Alex R. Velinsky	Review ORANE offering documents	1.30	617.50
06/14/13	Alex R. Velinsky	Review message from K. Coleman re: discovery response	0.10	47.50
06/14/13	Alex R. Velinsky	Review SA production cover letter and email	0.20	95.00
06/14/13	Alex R. Velinsky	Emails with J. Cho re: Atari SA production	0.20	95.00
06/14/13	Alex R. Velinsky	Review documents produced by Atari SA	0.60	285.00
06/14/13	Alex R. Velinsky	Emails with M. Robinson and V. Mayenge re: Atari SA production	0.20	95.00
06/14/13	Michelle L. Robinson	Coordinate document production and review	0.70	185.50



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06/15/13	Alex R. Velinsky	Review R. Tizravesh email re: document production and objection	0.30	142.50
06/15/13	Alex R. Velinsky	Emails with Akin and Cooley litigation support re: document downloads	0.40	190.00
06/15/13	Victor Bisambu Mayenge	Coordinate document production review logistics with representative from Akin Gump; (prepare electronic stored information at the request of A. Velinsky	1.00	235.00
06/17/13	Jeffrey L. Cohen	Multiple correspondence with Akin re: submission of evidence from KEIP hearing	0.60	417.00
06/17/13	Jeffrey L. Cohen	Review drafts of management loyalty plan schedule A and discuss with A. Velinsky	0.70	486.50
06/17/13	Jeffrey L. Cohen	Review responses and production status from 2004 producing parties	1.60	1,112.00
06/17/13	Robert B. Winning	Review additional document production by Debtors	0.40	174.00
06/17/13	Alex R. Velinsky	Email to J. Cho re: Atari SA production	0.10	47.50
06/17/13	Alex R. Velinsky	Review non-ESI document production	1.20	570.00
06/17/13	Alex R. Velinsky	Further emails with V. Mayenge re: production issues	0.20	95.00
06/17/13	Alex R. Velinsky	Email to R. Winning re: non-ESI production	0.20	95.00
06/17/13	Alex R. Velinsky	Emails with J. Cohen re: debtors' objections to 2004	0.20	95.00
06/17/13	Alex R. Velinsky	Conference with M. Robinson re: document review issues	0.20	95.00
06/17/13	Victor Bisambu Mayenge	Manage documents received from opposing party for attorney review and analysis	1.80	423.00
06/17/13	Michelle L. Robinson	Conduct quality control of incoming document production; prepare documents for attorney review	2.80	742.00
06/18/13	Richelle Kalnit	Meeting re case and litigation issues (.8); multiple follow up with Velinsky re same (1.0); review investigation memo and draft questions based on same (.3)	2.10	1,375.50





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06/18/13	Michael Aaron Klein	Emails with Kalnit and review background memos on investigation project	0.40	266.00
06/18/13	Jeffrey L. Cohen	Review memo re: EU privacy laws	0.70	486.50
06/18/13	Robert B. Winning	Strategy session with J. Cohen and C. Hershcopf re: substantive consolidation	0.80	348.00
06/18/13	Robert B. Winning	Review materials provided by Debtors	1.80	783.00
06/18/13	Robert B. Winning	Research re: legal standard for re-characterization	0.40	174.00
06/18/13	Dmitry Spektor	Assist case team with document review	0.50	110.00
06/18/13	Alex R. Velinsky	Update privacy law memo (.3); emails with J. Cohen re: same (.1)	0.40	190.00
06/18/13	Alex R. Velinsky	Email to White & Case re: documents	0.20	95.00
06/18/13	Alex R. Velinsky	Emails with M. Robinson re: document review issues	0.20	95.00
06/18/13	Alex R. Velinsky	Conference with R. Kalnit re: document review issues	0.30	142.50
06/18/13	Alex R. Velinsky	Research substantive consolidation issues	0.40	190.00
06/18/13	Alex R. Velinsky	Emails with litigation support re: production issues	0.20	95.00
06/18/13	Alex R. Velinsky	Email to K. Manoukian re: exhibit binders	0.10	47.50
06/18/13	Alex R. Velinsky	Email to committee re: privacy law memo	0.20	95.00
06/18/13	Alex R. Velinsky	Telephone call with A. Koo re: additional documents	0.10	47.50
06/18/13	Alex R. Velinsky	Email to R. Tizravesh re: additional documents	0.10	47.50
06/18/13	Alex R. Velinsky	Draft review protocol	0.40	190.00
06/18/13	Alex R. Velinsky	Internal litigation status meeting	1.40	665.00
06/18/13	Alex R. Velinsky	Review DIP documents re: standing issue (.2); internal emails re: same (.2)	0.40	190.00
06/18/13	Victor Bisambu Mayenge	Coordinate document load logistics with M. Robinson and assist and maintain production log for case team	0.60	141.00



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06/18/13	Cathy Rae Hershcopf	Discuss potential claims and investigation internally	0.80	676.00
06/18/13	Michelle L. Robinson	Prepare vendor quote for document review; prepare documents for attorney ; conduct quality control of incoming document production	3.20	848.00
06/19/13	Jeffrey L. Cohen	Office conference with A. Velinsky and M. Klein re: document review	1.00	695.00
06/19/13	Michael Aaron Klein	Meetings re recharacterization/substantive consolidation document review	0.70	465.50
06/19/13	Richelle Kalnit	Confer with Klein and Velinsky re investigation issues (.3); confer with Winning re documents for same (.2); emails and calls with litigation support re document productions (.4); call with Robinson re parent production issues (.2); email parent counsel re same (.1); review background materials in preparation for drafting complaint outline (1.5); draft complaint outline (.9)	3.60	2,358.00
06/19/13	Robert B. Winning	Review Debtors production of document	1.40	609.00
06/19/13	Robert B. Winning	Revise outline for draft complaint	1.20	522.00
06/19/13	Robert B. Winning	Call with vendor re: document review software	0.30	130.50
06/19/13	Alex R. Velinsky	Conference with R. Kalnit and M. Klein re: committee investigation	0.60	285.00
06/19/13	Alex R. Velinsky	Emails with litigation support re: BlueBay documents	0.20	95.00
06/19/13	Victor Bisambu Mayenge	Review production log at the request of case team for submission to the case team	0.80	188.00
06/19/13	Michelle L. Robinson	Coordinate document review	1.60	424.00
06/20/13	Richelle Kalnit	Confer with Winning re potential claims and supporting documents (.4); confer with Klein and Winning re review of documents (.3); conferences with litigation support re document review and issues (.8); review documents in furtherance of investigation (2.1)	3.60	2,358.00
06/20/13	Michael Aaron Klein	Begin document review	0.50	332.50



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

**Invoice Number: 1310000**  
CL 01 62105

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/20/13	Michael Aaron Klein	Begin document review process	1.00	665.00
06/20/13	Robert B. Winning	Document review	0.90	391.50
06/20/13	Robert B. Winning	Meetings with R. Kalnit re: equitable subordinate claim	0.40	174.00
06/20/13	Dmitry Spektor	Assist case team with document review	0.50	110.00
06/20/13	Dmitry Spektor	Manage litigation support vendor regarding project objectives and established timelines	0.50	110.00
06/20/13	Michelle L. Robinson	Coordinate document review; confer with counsel re: document production specifications; attend Relativity training; conduct quality control of review database	4.50	1,192.50
06/21/13	Richelle Kalnit	Review documents produced by Debtors in furtherance of investigation	5.60	3,668.00
06/21/13	Michael Aaron Klein	Continued document review	0.40	266.00
06/21/13	Michael Aaron Klein	Review key case documents in furtherance of litigation	0.70	465.50
06/21/13	Robert B. Winning	Review documents produced by Debtors	2.90	1,261.50
06/21/13	Michelle L. Robinson	Coordinate analysis of document production re: foreign language documents; assist with document review; conduct quality control of review database	3.10	821.50
06/23/13	Richelle Kalnit	Review documents produced by Debtors in furtherance of investigation	3.20	2,096.00
06/23/13	Robert B. Winning	Review non-ESI production and prepare report re: same	2.80	1,218.00
06/24/13	Richelle Kalnit	Review documents produced by Atari in furtherance of investigation (5.7); conferences with Winning and Klein re documents supporting claims (.4); review various supporting documents provided by Winning in furtherance of investigation (1.3); conferences with Spektor re document review process (.2)	7.80	5,109.00
06/24/13	Michael Aaron Klein	Document review	2.80	1,862.00
06/24/13	Robert B. Winning	Review documents and prepare sub-con materials for complaint	3.90	1,696.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/24/13	Robert B. Winning	Meeting with M. Klein re: document review protocols	0.50	217.50
06/24/13	Robert B. Winning	Meeting with R. Kalnit re: draft complaint	0.40	174.00
06/24/13	Robert B. Winning	Prepare materials for draft complaint	0.70	304.50
06/24/13	Dmitry Spektor	Assist case team with document review	1.50	330.00
06/25/13	Richelle Kalnit	Continued review of documents provided by R. Winning (.8); conferences with Winning re same, including interpretation of financial documents and various agreements (.7); additions to complaint outline (1.1); draft complaint (6.9); review D&P analysis (.4) and confer with Winning re same (.2)	10.10	6,615.50
06/25/13	Michael Aaron Klein	Continue document review	1.70	1,130.50
06/25/13	Michael Aaron Klein	Further review of key case documents in furtherance of Blue Boy review	0.40	266.00
06/25/13	Jeffrey L. Cohen	Telephone call with S. Alberino re: proposed mediation	0.40	278.00
06/25/13	Jeffrey L. Cohen	Telephone call with C. Hershcopf re: proposed mediation and Debtor's recommendation	0.40	278.00
06/25/13	Robert B. Winning	Call with A. Chang re: analysis of intercompany claims	1.80	783.00
06/25/13	Robert B. Winning	Document review for draft complaint	2.20	957.00
06/25/13	Robert B. Winning	Analysis of back-up information to schedules	1.40	609.00
06/25/13	Robert B. Winning	Prepare search terms for targeted searching	0.40	174.00
06/25/13	Dmitry Spektor	Assist case team with document review	1.00	220.00
06/26/13	Richelle Kalnit	Review Blue Bay documents tagged by Klein (.8); confer with Winning re documents reviewed by D&P and analysis thereof (.3); legal research regarding various causes of action (1.4); draft complaint (4.3); call with Cohen, Klein and Winning re complaint issues and case issues (.7)	7.50	4,912.50
06/26/13	Michael Aaron Klein	Meeting re status of complaint	0.60	399.00
06/26/13	Robert B. Winning	Email with R. Kalnit re: draft complaint	0.40	174.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/26/13	Robert B. Winning	Review claims analysis prepared by Duff & Phelps	0.60	261.00
06/26/13	Robert B. Winning	Call with Duff & Phelps re: substantive consolidation analysis	1.30	565.50
06/26/13	Robert B. Winning	Call with J. Cohen re: complaint	0.70	304.50
06/26/13	Robert B. Winning	Meeting with R. Kalnit re: complaint	0.40	174.00
06/26/13	Robert B. Winning	Review claims filed by parent company	2.20	957.00
06/27/13	Richelle Kalnit	Conference with Winning re intercompany claim issues	0.40	262.00
06/27/13	Alex R. Velinsky	Review J. Cohen email re: mediation	0.10	47.50
06/27/13	Robert B. Winning	Legal research re: substantive consolidation	0.70	304.50
06/27/13	Robert B. Winning	Email Committee members re: investigation	0.40	174.00
06/27/13	Robert B. Winning	Call with creditor re: case issues	0.40	174.00
06/27/13	Robert B. Winning	Meeting with R. Kalnit re: Duff & Phelps analysis of intercompany claim	0.30	130.50
06/27/13	Robert B. Winning	Review documents produced by Parent	1.60	696.00
06/28/13	Richelle Kalnit	Review tagged documents related to investigation (1.6); review D&P analyses (.5)	2.10	1,375.50
06/28/13	Robert B. Winning	Review parent production	3.40	1,479.00
06/29/13	Richelle Kalnit	Review tagged documents in furtherance of investigation	1.10	720.50
06/29/13	Robert B. Winning	Emails re: complaint	0.40	174.00
<b>Task Total:</b>			196.10	108,038.00

**MEETINGS**

06/18/13	Jeffrey L. Cohen	Internal meeting and discuss sale process, investigation status and case issues	0.70	486.50
<b>Task Total:</b>			0.70	486.50

**TRAVEL**



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

**Invoice Number: 1310000**  
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/06/13	Alex R. Velinsky	Travel to and from incentive plan hearing (billed at 1/2 time)	0.40	190.00
06/12/13	Alex R. Velinsky	Travel from KEIP hearing (billed at 1/2 time)	0.20	95.00
<b>Task Total:</b>			0.60	285.00

**PREPARATION FOR AND ATTENDANCE AT COURT HEARINGS**

06/03/13	Alex R. Velinsky	Telephone call with chambers re: KEIP hearing	0.40	190.00
06/05/13	Alex R. Velinsky	Multiple conferences with R. Goldstein re: hearing preparation	0.40	190.00
06/05/13	Alex R. Velinsky	Review materials in preparation for hearing	1.20	570.00
06/06/13	Jeffrey L. Cohen	Attend KEIP hearing and prosecute Committee objection	7.50	5,212.50
06/06/13	Alex R. Velinsky	Emails with B. Williams re: hearing preparation	0.30	142.50
06/06/13	Alex R. Velinsky	Participate in contested hearing re: incentive plan	5.20	2,470.00
06/06/13	Cathy Rae Hershcopf	Prepare for, attend and follow up after successful hearing on employee incentive plan	3.80	3,211.00
06/12/13	Jeffrey L. Cohen	Prepare for and attend continuation of KEIP hearing	4.50	3,127.50
06/12/13	Alex R. Velinsky	Review revised bid procedures order and C. Hershcopf comments re: same in preparation for hearing	0.30	142.50
06/12/13	Alex R. Velinsky	Participate in hearing re: incentive plan and bid procedures	2.40	1,140.00
<b>Task Total:</b>			26.00	16,396.00

**Total Fees**

**\$171,450.00**



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**Atari Creditors' Committee**

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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	10.20	8,619.00
Jeffrey L. Cohen	Partner	695	73.20	50,874.00
Alex R. Velinsky	Associate	475	90.60	43,035.00
Richelle Kalnit	Associate	655	48.70	31,898.50
Robert B. Winning	Associate	435	45.30	19,705.50
Michael Aaron Klein	Associate	665	9.20	6,118.00
Kris T. Cachia	Paralegal	245	11.40	2,793.00
David M. Fleischer	Paralegal	315	.40	126.00
Rebecca Goldstein	Paralegal	270	7.40	1,998.00
Michelle L. Robinson	Lit/E-Discovery Svcs.	265	16.40	4,346.00
Victor Bisambu Mayenge	Lit/E-Discovery Svcs.	235	4.20	987.00
Dmitry Spektor	Lit/E-Discovery Svcs.	220	4.00	880.00
Rafael Sanchez	Other Timekeepers	100	.70	70.00

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

Audio/Video Conferencing Services	31.80
Federal Express	64.20
Meals	186.04
Submission of docs to be filed under seal at USDC for SDNY, 5/31/13 Exclusive Process Service, Corp.	167.00
Postage	1.38
Reproduction of Documents	501.50
Research Database / Document Retrieval	66.59
Telephone	60.45
<b>Total Costs</b>	<b>\$1,078.96</b>

**Total: \$172,528.96**