

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

COOLEY LLP  
 1114 Avenue of the Americas  
 New York, New York 10036  
 Telephone: 212.479.6000  
 Facsimile: 212.479.6575  
 Cathy Herschopf  
 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**

	)	
	)	Chapter 11
In re:	)	
	)	Case No. 13-10176 (JMP)
Atari, Inc., <u>et al.</u> ,	)	
	)	(Jointly Administered)
Debtors.	)	
	)	

**SIXTH 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 JULY 1, 2013 THROUGH JULY 31, 2013**

Name of Applicant:	<u>Cooley LLP</u>
Authorized to Provide Professional Services to:	<u>Official Committee of Unsecured Creditors of Atari, Inc., et al.</u>
Date of Retention:	<u>Order entered on March 6, 2013 retaining Cooley LLP nunc pro tunc to February 8, 2013</u>
Period for which compensation and reimbursement is sought:	<u>July 1, 2013 through July 31, 2013</u>
Amount of Compensation sought as actual, reasonable and necessary:	<u>\$126,059.50 (of which Applicant seeks payment of 80% or \$100,847.60)</u>
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	<u>\$828.80</u>

This statement is the sixth 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 \$100,847.60, which is equal to eighty percent (80%) of the total amount of compensation sought (i.e. \$126,059.50) for actual and necessary professional services rendered during the period of July 1, 2013 through July 31, 2013 (the "Fee Period"); and (b) reimbursement of actual and necessary costs and expenses in the amount of \$828.80 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:

Attorney	Position with the Applicant	Hourly Billing Rate	Total Billed Hours	Total Compensation
Lawrence C. Gottlieb	Partner	\$995	0.4	\$398.00
Cathy Herschopf	Partner	\$845	9.3	\$7,858.50
Jeffrey L. Cohen	Partner	\$695	53.0	\$36,835.00
Richelle Kalnit	Associate	\$655	30.6	\$20,043.00
Alex R. Velinsky	Associate	\$475	94.2	\$44,745.00
Robert B. Winning	Associate	\$435	32.6	\$14,181.00
Rebecca Goldstein	Paralegal	\$270	1.5	\$405.00
Michelle L. Robinson	Lit. Support Mgr.	\$265	2.9	\$768.50
Kris T. Cachia	Paralegal	\$245	1.8	\$441.00
Victor Mayenge	Sr. Lit. Support Analyst	\$235	0.7	\$164.50
Dmitry Spektor	Lit. Support Systems Analyst	\$220	1.0	\$220.00
<b>TOTAL</b>			<b>228.0</b>	<b>\$126,059.50</b>
<b>Blended Rate for Attorneys</b>		<b>\$563.66</b>		

**Compensation by Matter**

Matter Number	Matter Description	Total Billed Hours	Total Fees Requested
02	Asset Disposition	72.9	\$44,072.50
04	Case Administration	5.1	\$2,627.00
05	Claims	5.9	\$3,278.50
07	Fee/Employment Applications	9.0	\$4,167.00
09	Financing and Cash Collateral	2.2	\$1,441.00
10	Litigation	113.70	\$58,451.50
11	Meetings	3.6	\$2,257.00
12	Plan and Disclosure Statement	8.4	\$5,353.00
14	Travel (Billed at ½ time)	0.5	\$237.50
19	Preparation for and Attendance at Court Hearings	6.7	\$4,174.50
<b>TOTAL</b>		<b>228.0</b>	<b>\$126,059.50</b>

**Expense Summary**

Description	Amount
Federal Express	\$75.00
Meals	\$249.83
Reproduction of Documents	\$2.00
Research Database / Document Retrieval	\$355.74
Telephone	\$66.23
Transportation	\$80.00
<b>Total</b>	<b>\$828.80</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 \$126,059.50 (of which Applicant requests payment in the amount of **\$100,847.60** which equals 80% of \$126,059.50) on account of reasonable and necessary professional services rendered to the Committee by Cooley; and (b) reimbursement of actual and



necessary costs and expenses in the amount of **\$828.80**, for a total amount for the Fee Period of \$126,888.30 (of which applicant seeks payment in the amount of **\$101,676.40** which equals 80% of the requested compensation and 100% of the requested reimbursement of actual and necessary costs and expenses).

Dated: August 20, 2013  
New York, New York

Respectfully submitted,

By: /s/ Jeffrey L. Cohen

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

*Counsel for the Official  
Committee of Unsecured Creditors*

**EXHIBIT A**



August 7, 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](http://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: 1315035**  
CL 01 62105

319072-201

Atari Creditors' Committee

*For services rendered through July 31, 2013*

Fees .....	\$	126,059.50
Chargeable costs and disbursements .....	\$	828.80
<b>Total Due on Current Invoice .....</b>	<b>\$</b>	<b>126,888.30</b>



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Atari Creditors' Committee

Invoice Number: 1315035  
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For services rendered through July 31, 2013 :

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
<b>ASSET DISPOSITION</b>				
07/02/13	Alex R. Velinsky	Review DPS emails re: asset schedules	0.20	95.00
07/03/13	Jeffrey L. Cohen	Office conference with A. Velinsky re: sale process update	0.40	278.00
07/03/13	Alex R. Velinsky	Review documents produced by Atari SA	1.30	617.50
07/03/13	Alex R. Velinsky	Review A. Chong and J. Cohen emails re: asset value allocation	0.20	95.00
07/03/13	Alex R. Velinsky	Review A. Chong email re: cure	0.20	95.00
07/03/13	Alex R. Velinsky	Telephone call with A. Chong re: cure schedule	0.20	95.00
07/03/13	Robert B. Winning	Review schedules to draft APA regarding contracts	0.40	174.00
07/05/13	Alex R. Velinsky	Review J. Wu's e-mail re: sale process	0.10	47.50
07/05/13	Alex R. Velinsky	E-mails with M. Nowakowski & C. Hershcopf re: sale issues	0.20	95.00
07/08/13	Alex R. Velinsky	Review J. Cohen's e-mail re: asset value allocation	0.10	47.50
07/08/13	Alex R. Velinsky	E-mail to A. Chung re: CD Projekt	0.10	47.50
07/08/13	Jeffrey L. Cohen	Review DPS sales update and correspondence re: same	0.40	278.00
07/09/13	Alex R. Velinsky	Review A. Chung's e-mail and bid update	0.20	95.00
07/09/13	Jeffrey L. Cohen	Correspondence with S. Alberino re: sale process update	0.40	278.00
07/10/13	Alex R. Velinsky	Review A. Chong's e-mail and bid update	0.20	95.00
07/10/13	Jeffrey L. Cohen	Review list of contracts bidders have expressed interest	0.40	278.00
07/10/13	Jeffrey L. Cohen	Correspondence with DPS re: bid status	0.40	278.00
07/10/13	Jeffrey L. Cohen	Preliminary bid review and related correspondence	1.10	764.50
07/11/13	Alex R. Velinsky	Conference with J. Cohen and C. Hershcopf re: bids	0.30	142.50





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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/11/13	Alex R. Velinsky	Review J. Cohen email to committee	0.10	47.50
07/11/13	Alex R. Velinsky	Telephone call with A. Chong re: bid	0.20	95.00
07/11/13	Alex R. Velinsky	Review bid packages	0.80	380.00
07/11/13	Alex R. Velinsky	Emails with A. Chong and J. Cohen re: bids	0.30	142.50
07/11/13	Jeffrey L. Cohen	Multiple correspondence with Committee members re: bid status	1.20	834.00
07/11/13	Jeffrey L. Cohen	Office conference with C. Herschopf re: bids received	0.60	417.00
07/11/13	Jeffrey L. Cohen	Review submitted bids and discuss same with S. Alberino	1.20	834.00
07/11/13	Lawrence C. Gottlieb	Emails with Committee re auction and sale process, etc.	0.20	199.00
07/11/13	Robert B. Winning	Review bid	0.60	261.00
07/11/13	Cathy Rae Herschopf	Email to Committee on bids and email to Cohen	0.20	169.00
07/12/13	Alex R. Velinsky	Telephone call with A. Chong re: bid status	0.30	142.50
07/12/13	Alex R. Velinsky	Review ATG asset purchase agreement; emails with J. Cohen re: same	0.40	190.00
07/12/13	Alex R. Velinsky	Telephone call with Akin and PWP re: sale update	0.60	285.00
07/12/13	Alex R. Velinsky	Review updated bid summary	0.10	47.50
07/12/13	Alex R. Velinsky	Telephone call with Akin and PNP re: sale update	0.60	285.00
07/12/13	Alex R. Velinsky	Review updated bid summary	0.10	47.50
07/12/13	Jeffrey L. Cohen	Conference call with Akin & PWP re: sale status	1.10	764.50
07/12/13	Jeffrey L. Cohen	Multiple correspondence with Alberino re: bid status	0.80	556.00
07/12/13	Jeffrey L. Cohen	Review APA markings submitted by bidders	1.80	1,251.00
07/12/13	Robert B. Winning	Review bids and correspondence re: same	0.40	174.00
07/12/13	Cathy Rae Herschopf	Call with Debtor re: strategy given bids	0.60	507.00
07/13/13	Alex R. Velinsky	Review J. Cohen email re: Alden credit bidding	0.10	47.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/15/13	Jeffrey L. Cohen	Multiple correspondence with Akin re: bid status	0.90	625.50
07/15/13	Robert B. Winning	Review waterfall analysis prepared by Debtors based on current bids	0.30	130.50
07/16/13	Jeffrey L. Cohen	Call with T. Gross re: auction process update	0.70	486.50
07/16/13	Jeffrey L. Cohen	Email update to committee re: sale process	0.40	278.00
07/16/13	Jeffrey L. Cohen	Call with Alberino re: auction update	0.60	417.00
07/16/13	Jeffrey L. Cohen	Office conference with A. Velinsky re: auction status	0.60	417.00
07/16/13	Alex R. Velinsky	Review Evergreen markup of BYS purchase agreement	0.60	285.00
07/16/13	Alex R. Velinsky	Conference with J. Cohen re: status of sale	0.20	95.00
07/16/13	Alex R. Velinsky	Review G. Belmont bid letter	0.10	47.50
07/16/13	Alex R. Velinsky	Review bid documents re: preparation for 7/17 auction	0.30	142.50
07/16/13	Robert B. Winning	Review Backyard Sports bid	0.30	130.50
07/17/13	Alex R. Velinsky	Review A. Verost email re: Moonbase Commander	0.10	47.50
07/17/13	Alex R. Velinsky	Review auction schedule	0.10	47.50
07/17/13	Alex R. Velinsky	Conference with J. Cohen re: sale status	0.10	47.50
07/17/13	Alex R. Velinsky	Participate in auction for Atari assets	4.60	2,185.00
07/17/13	Alex R. Velinsky	Emails with R. Kalnit and R. Winning re: complaint	0.20	95.00
07/17/13	Alex R. Velinsky	Email to committee re: auction results	0.30	142.50
07/17/13	Jeffrey L. Cohen	Attend first day of auctions at Akin	5.60	3,892.00
07/17/13	Robert B. Winning	Call with Duff & Phelps re: sale issue	0.20	87.00
07/17/13	Robert B. Winning	Meeting with A. Velinsky re: sale process	0.30	130.50
07/17/13	Cathy Rae Hershcopf	Attend auction	2.20	1,859.00
07/18/13	Jeffrey L. Cohen	Attend second day of auction for certain assets of Debtors	6.50	4,517.50
07/18/13	Alex R. Velinsky	E-mail to Committee re: auction results	0.20	95.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/18/13	Alex R. Velinsky	E-mail with Duff & Phelps re: auction results	0.10	47.50
07/18/13	Alex R. Velinsky	Participate in auction for Atari assets	6.30	2,992.50
07/18/13	Robert B. Winning	Meeting with A. Velinsky re: sale process	0.20	87.00
07/19/13	Jeffrey L. Cohen	Multiple correspondence with committee members re: sale results	1.40	973.00
07/19/13	Alex R. Velinsky	Review Microsoft objection	0.20	95.00
07/19/13	Alex R. Velinsky	Review objection and reservation of rights filed by Aston Martin	0.20	95.00
07/19/13	Alex R. Velinsky	Further e-mails with R. Winning re meal expenses	0.10	47.50
07/22/13	Alex R. Velinsky	Review Duff & Phelps materials re: auction results	0.30	142.50
07/22/13	Alex R. Velinsky	Emails with J. Cohen and Duff & Phelps re: Committee call materials	0.20	95.00
07/22/13	Alex R. Velinsky	Review notice of appointment of privacy ombudsman and related documents	0.30	142.50
07/22/13	Alex R. Velinsky	Review Perella emails re: de minimis assets sale	0.20	95.00
07/22/13	Alex R. Velinsky	Review R. Morrissey email re: ombudsman appointment	0.10	47.50
07/23/13	Alex R. Velinsky	Review notice of proposed sale orders (.1); review proposed sale orders and APAs (1.3)	1.40	665.00
07/23/13	Alex R. Velinsky	E-mails with Akin re: proposed sale orders	0.30	142.50
07/23/13	Alex R. Velinsky	Review docket for additional proposed orders	0.20	95.00
07/23/13	Alex R. Velinsky	E-mails with J. Cohen re: sale hearing	0.20	95.00
07/23/13	Alex R. Velinsky	Review K. Manoukian's e-mail re: ombudsman	0.10	47.50
07/23/13	Alex R. Velinsky	Review Atari sale press coverage	0.80	380.00
07/23/13	Alex R. Velinsky	E-mail with J. Cohen re: Atari S A correspondence	0.20	95.00
07/23/13	Jeffrey L. Cohen	Telephone call with K. Coleman and A. Schouder re: Atari SA proposal	0.60	417.00
07/23/13	Jeffrey L. Cohen	Telephone call with S. Alberino re: Atari SA proposal	1.00	695.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/23/13	Jeffrey L. Cohen	Review proposed sale orders	1.20	834.00
07/24/13	Alex R. Velinsky	Conference with C. Herschopf re: chambers conference	0.20	95.00
07/24/13	Alex R. Velinsky	Review proposed sale order and final APA for Backyard Sports	0.80	380.00
07/24/13	Alex R. Velinsky	Review proposed order and final APA for Master of Orion	0.60	285.00
07/24/13	Alex R. Velinsky	Review proposed sale order and final APA for Total Annihilation	0.70	332.50
07/24/13	Alex R. Velinsky	Review declaration of K. Keller in support of sale	0.20	95.00
07/25/13	Jeffrey L. Cohen	Telephone calls with S. Alberino re: potential plan sponsor offer	0.80	556.00
07/25/13	Jeffrey L. Cohen	Telephone call with K. Coleman re: potential plan sponsor offer	0.40	278.00
07/25/13	Alex R. Velinsky	Review Battlezone sale order	0.20	95.00
07/25/13	Alex R. Velinsky	Review entered Total Annihilation sale order	0.20	95.00
07/25/13	Alex R. Velinsky	Review entered Master of Universe sale order	0.20	95.00
07/25/13	Alex R. Velinsky	Review entered sale order re: Star Control	0.20	95.00
07/25/13	Alex R. Velinsky	Review entered sale order re: Moonbase Commander	0.20	95.00
07/25/13	Alex R. Velinsky	Review entered sale order re: Humongous	0.20	95.00
07/25/13	Cathy Rae Herschopf	Confer with Jeffries re client interest and referral to Perella	0.30	253.50
07/26/13	Jeffrey L. Cohen	Conference call with Atari SA and Alden re: potential plan sponsor proposal (.8); and related conference with C. Herschopf re: same	1.20	834.00
07/29/13	Jeffrey L. Cohen	Review counter-proposal details and discuss same	1.10	764.50
07/29/13	Alex R. Velinsky	Review C. Herschopf and J. Cohen emails re: de minimis asset proposal	0.20	95.00
07/29/13	Alex R. Velinsky	Review de minimis asset offer email and documents	0.30	142.50





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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/30/13	Jeffrey L. Cohen	Review Atari SA counter-proposal and discuss same with C. Herschopf	1.10	764.50
07/30/13	Alex R. Velinsky	Review J. Cohen and Perella emails re: de minimis assets	0.20	95.00
07/31/13	Jeffrey L. Cohen	Multiple correspondence with Committee and its members re: Atari SA proposal	2.10	1,459.50
07/31/13	Jeffrey L. Cohen	Office conference with C. Herschopf re: Atari SA proposal	0.60	417.00
07/31/13	Jeffrey L. Cohen	Telephone calls with K. Coleman re: Atari SA proposal	0.80	556.00
<b>Task Total:</b>			72.90	44,072.50

**CASE ADMINISTRATION**

07/02/13	Jeffrey L. Cohen	Telephone call with S. Alberino re: case update	0.60	417.00
07/02/13	Jeffrey L. Cohen	Correspondence with Committee re: J. Wilson transition timing	0.40	278.00
07/02/13	Alex R. Velinsky	Review J. Cohen email re: J. Wilson departure	0.10	47.50
07/02/13	Robert B. Winning	Review email from J. Cohen to Committee re: case update	0.10	43.50
07/02/13	Cathy Rae Herschopf	Calls with creditors re: Harvey Goldstein's resignation	0.40	338.00
07/03/13	Alex R. Velinsky	Emails with A. Chong and K. Manoukian re: monthly operating report fee estimate	0.20	95.00
07/03/13	Rebecca Goldstein	Prepare e mail to BMC re so-ordered stipulations docket numbers 289 and 290 for service.	0.50	135.00
07/17/13	Alex R. Velinsky	Review June monthly operating report	0.30	142.50
07/18/13	Alex R. Velinsky	E-mails with Committee re: call	0.20	95.00
07/18/13	Alex R. Velinsky	E-mail to T. Gross re availability	0.10	47.50
07/19/13	Alex R. Velinsky	E-mail to Committee members re: call	0.20	95.00
07/19/13	Alex R. Velinsky	E-mail with J. Cohen re: Committee call	0.10	47.50





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07/22/13	Alex R. Velinsky	Emails with R. Goldstein re: challenge date notice	0.20	95.00
07/22/13	Rebecca Goldstein	Attention to Velinsky e mail; e file notice of extension of time (.4); prepare cover letter to chambers, process same(.5)	1.00	270.00
07/23/13	Alex R. Velinsky	Review Notice of Agenda for 7/24 hearing	0.10	47.50
07/25/13	Cathy Rae Hershcopf	Emails with Dizengoff re email protocol	0.40	338.00
07/30/13	Alex R. Velinsky	Review DPS fee schedule	0.10	47.50
07/31/13	Alex R. Velinsky	Emails with J. Cohen and C. Hershcopf re: CD Projekt	0.10	47.50
<b>Task Total:</b>			5.10	2,627.00

#### CLAIMS

07/02/13	Robert B. Winning	Review materials prepared by Duff & Phelps re: inter-debtor claims	0.60	261.00
07/02/13	Robert B. Winning	Analysis of preference exposure of trade creditors	0.70	304.50
07/03/13	Alex R. Velinsky	Review A. Chong email and attachments re: intercompany claims	0.30	142.50
07/15/13	Jeffrey L. Cohen	Review claims waterfall provided by Debtors and discuss same with DPS	1.10	764.50
07/22/13	Jeffrey L. Cohen	Review DPS claims waterfall analysis	0.60	417.00
07/22/13	Alex R. Velinsky	Emails with A. Chong re: claims analysis	0.20	95.00
07/23/13	Alex R. Velinsky	E-mail to A. Chong re: claim estimate	0.20	95.00
07/26/13	Alex R. Velinsky	Telephone call with R. Winthrop re: status issues	0.30	142.50
07/29/13	Alex R. Velinsky	Emails with J. Cohen re: counter offer	0.40	190.00
07/29/13	Alex R. Velinsky	Email counteroffer to SA/Alden	0.20	95.00
07/29/13	Alex R. Velinsky	Review A. Schouder email re: counter proposal	0.10	47.50
07/30/13	Alex R. Velinsky	Review SA unsecured claims pool analysis	0.30	142.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/30/13	Alex R. Velinsky	Emails with J. Cohen and DPS re: claims pool analysis	0.20	95.00
07/31/13	Jeffrey L. Cohen	Review analysis of GUC claims pool and discuss same with A. Chong	0.70	486.50
<b>Task Total:</b>			5.90	3,278.50

**FEE/EMPLOYMENT APPLICATIONS**

07/03/13	Jeffrey L. Cohen	Review pre-bill for compliance with Local Rules and UST Guidelines	1.10	764.50
07/05/13	Alex R. Velinsky	Review notice of adjourned hearing date and objection deadline re: interim fees	0.10	47.50
07/11/13	Alex R. Velinsky	Review K. Manoukian e-mail re: fee estimates	0.10	47.50
07/11/13	Alex R. Velinsky	Email with J. Cohen re: fee estimate	0.10	47.50
07/12/13	Jeffrey L. Cohen	Review Marks Paneth retention application and correspondence with S. Alberino re: same	0.60	417.00
07/15/13	Alex R. Velinsky	Review K. Manoukian email re: Marks Paneth retention	0.10	47.50
07/15/13	Alex R. Velinsky	Emails with J. Cohen re: Marks Paneth	0.20	95.00
07/19/13	Kris T. Cachia	Confer with R. Winning re filing issues as to 5th Monthly Fee Application (June 2013) (0.1); finalize 5th Monthly Application and electronically file same (0.3); prepare service of materials (0.2)	0.60	147.00
07/19/13	Alex R. Velinsky	Review Akin First Interim Fee Application	0.70	332.50
07/19/13	Alex R. Velinsky	E-mails with R. Winning re: fee statement	0.10	47.50
07/19/13	Alex R. Velinsky	Conference with R. Winning re: June expenses	0.10	47.50
07/19/13	Robert B. Winning	Attend to matter re: Committee member reimbursement	0.30	130.50
07/19/13	Robert B. Winning	Review Akin Gump's June invoice	0.20	87.00
07/19/13	Robert B. Winning	Prepare and file fifth monthly fee application	0.90	391.50
07/23/13	Alex R. Velinsky	Review Akin fee statement for June services	0.80	380.00



319072-201  
Atari Creditors' Committee

Invoice Number: 1315035  
CL 01 62105

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/23/13	Alex R. Velinsky	E-mails with R. Winning re: DPS fee statement	0.20	95.00
07/23/13	Kris T. Cachia	Conversation with R. Winning re filing issue as to Duff & Phelps monthly application (0.1); prepare service list of monthly application (0.2)	0.30	73.50
07/24/13	Kris T. Cachia	Confer with R. Winning re revision to Duff & Phelps monthly fee statement (0.2); revise and finalize Duff & Phelps 4th Monthly Fee Statement (0.2); prepare Proofs of Service for Cooley and Duff's monthly fee applications (0.2); electronically file Duff's 4th Monthly and Proofs of Service (0.3)	0.90	220.50
07/24/13	Alex R. Velinsky	Review R. Winning and E. Miller e-mails re: DPS fee statement	0.20	95.00
07/24/13	Robert B. Winning	Review and file Duff & Phelps fee statement	0.30	130.50
07/25/13	Alex R. Velinsky	Emails with J. Cohen re: Marks Paneth application	0.20	95.00
07/25/13	Alex R. Velinsky	Review J. Cohen email to S. Alberino re: Marks Paneth	0.10	47.50
07/26/13	Alex R. Velinsky	Review Cooley fee estimate and payment history (.2); internal emails re: same (.1)	0.30	142.50
07/29/13	Alex R. Velinsky	Emails with J. Cohen re: DPS fee structure	0.30	142.50
07/29/13	Alex R. Velinsky	Emails with DPS re: fee structure	0.20	95.00
<b>Task Total:</b>			9.00	4,167.00

**FINANCING AND CASH COLLATERAL**

07/01/13	Jeffrey L. Cohen	Review DIP bridge analysis and discuss same with C. Herschopf	0.40	278.00
07/02/13	Jeffrey L. Cohen	Review proposal DIP budget detail and correspondence with DPS re: same	1.10	764.50
07/02/13	Alex R. Velinsky	Review J. Cohen email re: DIP update	0.10	47.50
07/03/13	Jeffrey L. Cohen	Review DIP variance report	0.30	208.50
07/03/13	Alex R. Velinsky	Review DIP variance report	0.30	142.50



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Atari Creditors' Committee

Invoice Number: 1315035  
CL 01 62105

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
<b>Task Total:</b>			2.20	1,441.00
<b>LITIGATION</b>				
07/01/13	Richelle Kalnit	Confer with Winning re open action items (.1); continued drafting of complaint (.4)	0.50	327.50
07/01/13	Jeffrey L. Cohen	Telephone call with chambers re: revisions to protective orders	0.30	208.50
07/01/13	Jeffrey L. Cohen	Telephone call with R. Kalnit re: protective order revisions by court	0.20	139.00
07/01/13	Alex R. Velinsky	Review R. Kalnit email re: BlueBay protective order	0.10	47.50
07/01/13	Alex R. Velinsky	Review R. Kalnit email re: Atari SA protective order	0.10	47.50
07/02/13	Richelle Kalnit	Continued drafting of complaint	5.20	3,406.00
07/02/13	Robert B. Winning	Call with creditor re: Atari prepetition activity	0.30	130.50
07/02/13	Robert B. Winning	Analysis of asset schedules for auction	0.80	348.00
07/02/13	Robert B. Winning	Parent Company document review	2.20	957.00
07/02/13	Robert B. Winning	Call with creditor re: Atari's prepetition activity	0.30	130.50
07/03/13	Alex R. Velinsky	Review Atari SA proofs of claim	0.40	190.00
07/03/13	Alex R. Velinsky	Conference with R. Winning re: interdebtor claims	0.30	142.50
07/03/13	Alex R. Velinsky	Conference with R. Kalnit re: document review summary	0.40	190.00
07/03/13	Alex R. Velinsky	Conference with J. Cohen re: case status	0.20	95.00
07/03/13	Alex R. Velinsky	Telephone call with A. Chong re: discussion topics for Protiviti call	1.40	665.00
07/03/13	Alex R. Velinsky	Review draft complaint	0.60	285.00
07/03/13	Alex R. Velinsky	Review A. Chong emails re: intercompany claims	0.10	47.50
07/03/13	Alex R. Velinsky	Conference with J. Cohen re: litigation	0.20	95.00
07/03/13	Richelle Kalnit	Continued drafting of complaint (3.3); conference with Velinsky re complaint issues (.3)	3.60	2,358.00



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Atari Creditors' Committee

Invoice Number: 1315035  
CL 01 62105

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/03/13	Michelle L. Robinson	Conduct electronic search of database for attorney review	1.10	291.50
07/03/13	Dmitry Spektor	Assist case team with document review	1.00	220.00
07/03/13	Victor Bisambu Mayenge	Manage documents received from opposing party; update and manage production log for case team	0.70	164.50
07/03/13	Robert B. Winning	Review document tagged re: substantive consolidation	0.70	304.50
07/03/13	Robert B. Winning	Call with Duff and Phelps re: intercompany transfers	1.40	609.00
07/03/13	Robert B. Winning	Prepare discovery material for second level review by A. Velinsky	0.60	261.00
07/05/13	Alex R. Velinsky	Continue reviewing selected documents from Atari SA production	1.20	570.00
07/05/13	Alex R. Velinsky	Review documents produced by Atari SA	4.30	2,042.50
07/05/13	Alex R. Velinsky	Review selected documents from Atari SA production	1.80	855.00
07/08/13	Alex R. Velinsky	Review selected documents from Debtors' production	1.30	617.50
07/08/13	Alex R. Velinsky	E-mails with J. Cohen and A. Chung re: interco claims analysis	0.20	95.00
07/08/13	Alex R. Velinsky	Continue reviewing selected documents for Debtors' production	4.60	2,185.00
07/08/13	Alex R. Velinsky	Review selected Atari SA documents	0.30	142.50
07/08/13	Alex R. Velinsky	Conference with R. Winning re: litigation issues	0.40	190.00
07/08/13	Jeffrey L. Cohen	Review DPS diligence list and related information requests	1.20	834.00
07/08/13	Robert B. Winning	Meeting with A. Velinsky re: substantive-consolidation complaint	0.40	174.00
07/08/13	Robert B. Winning	Prepare list of facts for substantive-consolidation complaint	0.90	391.50
07/09/13	Alex R. Velinsky	Telephone call with A. Chong re: interco claims	1.00	475.00





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Atari Creditors' Committee

Invoice Number: 1315035  
CL 01 62105

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/09/13	Alex R. Velinsky	Review interco claims summary	0.60	285.00
07/09/13	Michelle L. Robinson	Prepare documents for attorney review	0.70	185.50
07/09/13	Robert B. Winning	Call with A. Chong re: intercompany claims analysis	0.90	391.50
07/09/13	Robert B. Winning	Review intercompany analysis from Duff & Phelps	0.40	174.00
07/10/13	Alex R. Velinsky	Continue drafting complaint	2.40	1,140.00
07/10/13	Michelle L. Robinson	Prepare documents for attorney review	1.10	291.50
07/10/13	Robert B. Winning	Review sub-con complaint (.4) and meeting with A. Velinsky re: same (.3)	0.70	304.50
07/10/13	Robert B. Winning	Draft potential complaint re: substantive consolidation	4.60	2,001.00
07/11/13	Robert B. Winning	Continue drafting substantive consolidation analysis	2.10	913.50
07/12/13	Alex R. Velinsky	Conference with R. Winning re: litigation	0.20	95.00
07/12/13	Alex R. Velinsky	Continue drafting complaint	2.30	1,092.50
07/12/13	Robert B. Winning	Additional research re: recharacterization	0.90	391.50
07/12/13	Robert B. Winning	Meeting with A. Velinsky re: substantive-consolidation portion of complaint	0.40	174.00
07/13/13	Alex R. Velinsky	Continue drafting complaint	4.60	2,185.00
07/14/13	Alex R. Velinsky	Continue drafting complaint	3.80	1,805.00
07/15/13	Richelle Kalnit	Review and revisions to complaint (7.9); conferences with Velinsky and Winning re same (.9); status update re complaint issues with Velinsky (.3)	9.10	5,960.50
07/15/13	Alex R. Velinsky	Conference with R. Winning re: revisions to complaint	0.30	142.50
07/15/13	Alex R. Velinsky	Conference with R. Kalnit re: litigation status	0.30	142.50
07/15/13	Alex R. Velinsky	Continue drafting complaint	1.40	665.00
07/15/13	Alex R. Velinsky	Conference with R. Kalnit and R. Winning re: complaint	0.80	380.00
07/15/13	Alex R. Velinsky	Continue drafting complaint	3.80	1,805.00



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Atari Creditors' Committee

Invoice Number: 1315035  
CL 01 62105

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/15/13	Alex R. Velinsky	Review documents in connection with drafting complaint	1.30	617.50
07/15/13	Alex R. Velinsky	Email with J. Cohen re: complaint	0.20	95.00
07/15/13	Alex R. Velinsky	Emails with J. Cohen re: standing motion	0.10	47.50
07/15/13	Alex R. Velinsky	Emails with R. Winning re: complaint issues	0.30	142.50
07/15/13	Richelle Kalnit	Conferences with Velinsky and Winning re complaint issues (1.4); substantial revisions to and research for complaint (6.2)	7.60	4,978.00
07/15/13	Robert B. Winning	Revise complaint sections concerning substantive consolidation	4.60	2,001.00
07/15/13	Robert B. Winning	Meeting with A. Velinsky and R. Kalnit re: complaint	0.80	348.00
07/16/13	Richelle Kalnit	Revisions to complaint (1.8); conferences with Velinsky re same and standing motion (.5)	2.30	1,506.50
07/16/13	Jeffrey L. Cohen	Review draft substantive consolidation, recharacterization complaint	2.30	1,598.50
07/16/13	Alex R. Velinsky	Review J. Cohen email re: Challenge deadline	0.10	47.50
07/16/13	Alex R. Velinsky	Conference with R. Winning re: revision to complaint	0.20	95.00
07/16/13	Alex R. Velinsky	Conference with J. Cohen re: draft complaint	0.20	95.00
07/16/13	Alex R. Velinsky	Draft standing motion	3.80	1,805.00
07/16/13	Robert B. Winning	Meeting with A. Velinsky re: complaint	0.30	130.50
07/16/13	Robert B. Winning	Research re: Atari's prepetition activity for complaint	0.80	348.00
07/17/13	Richelle Kalnit	Revisions to complaint, including to reflect Cohen comments	2.30	1,506.50
07/17/13	Alex R. Velinsky	Review A. Chong email re: Cush claim	0.20	95.00
07/17/13	Alex R. Velinsky	Continue drafting standing motion	1.10	522.50
07/17/13	Robert B. Winning	Additional research on Atari history for complaint	0.80	348.00
07/19/13	Alex R. Velinsky	Draft Notice of Extension of investigation termination date	0.30	142.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/19/13	Alex R. Velinsky	E-mails with J. Cohen re: Notice of Extension of termination date	0.10	47.50
07/19/13	Alex R. Velinsky	E-mail to A. Schouler re: Notice of Extension of termination date	0.20	95.00
07/22/13	Alex R. Velinsky	Emails with J. Cohen re: notice of challenge date extension	0.20	95.00
07/22/13	Alex R. Velinsky	Email to Bracewell re: challenge date extension notice	0.10	47.50
07/22/13	Alex R. Velinsky	Review A. Schouler email re: challenge date notice	0.10	47.50
07/25/13	Alex R. Velinsky	Conference with J. Cohen re: Atari SA registration	0.20	95.00
07/25/13	Alex R. Velinsky	Emails with J. Cohen and Akin re: meeting with S.A.	0.40	190.00
07/26/13	Alex R. Velinsky	Emails with J. Cohen and C. Hershcopf re: proposed counter offer language	0.40	190.00
07/30/13	Robert B. Winning	Meeting with A. Velinsky re: settlement offer from Atari S.A.	0.20	87.00
07/31/13	Lawrence C. Gottlieb	Emails re possible settlement	0.20	199.00
07/31/13	Robert B. Winning	Review revised settlement proposed from Atari S.A.	0.30	130.50
<b>Task Total:</b>			113.70	58,451.50

**MEETINGS**

07/22/13	Jeffrey L. Cohen	Committee conference call to discuss Atari SA proposal	0.80	556.00
07/22/13	Alex R. Velinsky	Telephonic meeting with Committee	0.80	380.00
07/22/13	Robert B. Winning	Participate in Committee call re: investigation	0.70	304.50
07/22/13	Cathy Rae Hershcopf	Call with Committee	1.10	929.50
07/24/13	Robert B. Winning	Meeting with A. Velinsky re: 7/24 status conference	0.20	87.00
<b>Task Total:</b>			3.60	2,257.00



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Atari Creditors' Committee

Invoice Number: 1315035  
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
<b>PLAN AND DISCLOSURE STATEMENT</b>				
07/22/13	Jeffrey L. Cohen	Telephone call with A. Schouder re: Atari SA/Alden plan proposal	0.40	278.00
07/26/13	Alex R. Velinsky	Conferences with C. Hershcopf re: structure of committee proposal	0.30	142.50
07/26/13	Alex R. Velinsky	Drafted detailed email re: committee proposal framework	0.80	380.00
07/26/13	Alex R. Velinsky	Review J. Cohen and J. Cho emails re: call	0.20	95.00
07/26/13	Alex R. Velinsky	Telephone call with Alden and SA re: potential plan	0.60	285.00
07/26/13	Alex R. Velinsky	View proposed plan term sheet and related documents	1.20	570.00
07/26/13	Cathy Rae Hershcopf	Call with Alix and SA re framework to settle with SA as Plan Sponsor (.7); follow up with Debtor re same (.3); review and respond to counteroffer to SA (.6)	1.60	1,352.00
07/26/13	Robert B. Winning	Review Atari SA plan proposal (.3) and meeting with A. Velinsky re: same (.2)	0.50	217.50
07/30/13	Alex R. Velinsky	Review K. Coleman email and proposal	0.20	95.00
07/30/13	Alex R. Velinsky	Review I. Dizengoff and J. Cohen emails re: SA proposal	0.20	95.00
07/30/13	Cathy Rae Hershcopf	Confer with SA re plan sponsor proposal (.4); review and respond to emails re same	0.40	338.00
07/31/13	Cathy Rae Hershcopf	Email re exclusivity	0.10	84.50
07/31/13	Cathy Rae Hershcopf	Review and respond to emails re SA offer as plan sponsor (.7) and follow up discussions internally (.4) re same and emails with Committee members re same (.3)	1.40	1,183.00
07/31/13	Alex R. Velinsky	Review Akin and J. Cohen emails re: exclusivity	0.20	95.00
07/31/13	Alex R. Velinsky	Emails with J. Cohen re: terms of proposed plan sponsor agreement	0.20	95.00
07/31/13	Alex R. Velinsky	Review J. Cohen email to Committee re: plan sponsor agreement proposal	0.10	47.50



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Invoice Number: 1315035  
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
Task Total:			8.40	5,353.00
TRAVEL				
07/24/13	Alex R. Velinsky	Travel to and from court (billed @ 1/2 time)	0.50	237.50
Task Total:			0.50	237.50
PREPARATION FOR AND ATTENDANCE AT COURT HEARINGS				
07/24/13	Jeffrey L. Cohen	Prepare for and attend sale hearing for certain assets	3.50	2,432.50
07/24/13	Alex R. Velinsky	Participate in sale hearing and chambers conference	2.60	1,235.00
07/24/13	Cathy Rae Herschopf	Debrief with Cohen and Velinsky re sale hearing	0.60	507.00
Task Total:			6.70	4,174.50
Total Fees				\$126,059.50





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Atari Creditors' Committee

Invoice Number: 1315035  
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**Fee Summary:**

<u>Timekeeper</u>	<u>Type</u>	<u>Rate</u>	<u>Hours</u>	<u>Total</u>
Lawrence C. Gottlieb	Partner	995	.40	398.00
Cathy Rae Herschopf	Partner	845	9.30	7,858.50
Jeffrey L. Cohen	Partner	695	53.00	36,835.00
Alex R. Velinsky	Associate	475	94.20	44,745.00
Richelle Kalnit	Associate	655	30.60	20,043.00
Robert B. Winning	Associate	435	32.60	14,181.00
Kris T. Cachia	Paralegal	245	1.80	441.00
Rebecca Goldstein	Paralegal	270	1.50	405.00
Michelle L. Robinson	Lit/E-Discovery Svcs.	265	2.90	768.50
Victor Bisambu Mayenge	Lit/E-Discovery Svcs.	235	.70	164.50
Dmitry Spektor	Lit/E-Discovery Svcs.	220	1.00	220.00

**For costs and disbursements recorded through July 31, 2013 :**

Federal Express	75.00
Meals	249.83
Reproduction of Documents	2.00
Research Database / Document Retrieval	355.74
Telephone	66.23
Transportation	80.00
<b>Total Costs</b>	<b>\$828.80</b>
<b>Total:</b>	<b>\$126,888.30</b>



August 7, 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  
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Reston, VA  
Broomfield, CO  
Washington, DC  
Boston, MA  
Seattle, WA  
Los Angeles, CA  
Shanghai, P. R. China

319072-201  
Atari Creditors' Committee

Invoice Number: 1315035  
CL 01 62105

# REMITTANCE ADVICE

Please include this Remittance Advice with your payment

For current services rendered through 7/31/2013-Invoice No. 1315035:

Fees	\$	126,059.50
Chargeable costs and disbursements	\$	828.80
<b>Total Due on Current Invoice</b>	<b>\$</b>	<b>126,888.30</b>

Outstanding Balance from prior Invoices as of 8/7/2013 (May not reflect recent payments)

Invoice Number	Invoice Date	Balance	Charges	Balance Due
1276023	3/14/2013	37,229.20	0.00	37,229.20
1283537	4/11/2013	118,202.26	0.00	118,202.26
1291995	5/13/2013	13,707.90	0.00	13,707.90
1300140	6/13/2013	109,430.11	0.00	109,430.11
1310000	7/09/2013	172,528.96	0.00	172,528.96

**Total Outstanding Balance from prior Invoices (Disregard if paid)** . . . . . \$ **451,098.43**

**Total Amount Due on Current and Prior Invoices.** . . . . . \$ **577,986.73**



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Atari Creditors' Committee

Invoice Number: 1315035  
CL 01 62105

**Cooley LLP**  
101 California Street, 5th floor  
San Francisco, CA 94111-5800

Tax ID# 94-1140085

**Payment may be made by wire transfer:**

Bank of America - Main Branch - San Francisco, CA 94104  
Account # 14997-50919 ABA Routing # 026009593 Swift # BOFAUS3N  
**Reference: Provide Name of Payor and Invoice Number(s)**

Invoices are due and payable upon receipt. Any unpaid balance after 30 days may  
accrue late charges.