

Notices of Objection to Fee Statement Due: September 6, 2013

AKIN GUMP STRAUSS HAUER & FELD LLP

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Counsel to the Debtors and Debtors in Possession

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

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

**SIXTH MONTHLY FEE STATEMENT OF AKIN GUMP STRAUSS HAUER &
FELD LLP FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF
EXPENSES AS ATTORNEYS TO THE DEBTORS AND DEBTORS IN POSSESSION
FOR THE PERIOD FROM JULY 1, 2013 THROUGH JULY 31, 2013**

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

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

| | |
|--|--------------|
| Amount of compensation sought as actual, reasonable and necessary: | \$413,216.50 |
| Amount of expense reimbursement sought as actual, reasonable and necessary: | \$12,568.90 |

This statement is the sixth monthly fee statement (the “*Fee Statement*”) of Akin Gump, attorneys to the above-captioned debtors and debtors in possession (collectively, the “*Debtors*”), filed pursuant to the *Order Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* [Docket No. 81] (the “*Interim Compensation Order*”). Akin Gump requests payment in accordance with the provisions of the Interim Compensation Order in the amount of (i) \$330,573.20 (80% of \$413,216.50) on account of actual, reasonable and necessary professional services rendered to the Debtors by Akin Gump during the Fee Period and (ii) \$12,568.90 on account of reimbursement of actual, reasonable and necessary costs and expenses incurred by Akin Gump during the Fee Period.

Attached as **Exhibit A** hereto is a detailed itemization and description of the services that Akin Gump rendered during the Fee Period. Specifically, with respect to each individual who provided services on the Debtors’ behalf during the Fee Period, Exhibit A (i) identifies the individuals that rendered services in each subject matter, (ii) describes each activity or service that each individual performed, (iii) states the number of hours (in increments of one-tenth of an hour) spent by each individual providing the services, and (iv) provides a summary of expenses by type, as well as a detailed itemization and description of the disbursements made by Akin Gump on the Debtors’ behalf during the Fee Period. Attached as **Exhibit B** hereto is the number of hours (in increments of one-tenth of an hour) spent by each individual providing the services. Attached as **Exhibit C** hereto is the summary of expenses by type.

Notice

Akin Gump has provided notice of this Fee Statement to: (i) the Debtors, Atari, Inc., 475 Park Avenue South, 12th Floor, New York, New York 10016 (Attn.: Robert A. Mattes, CFO); (ii) counsel to the DIP Lender, Bracewell & Giuliani LLP, 1251 Avenue of the Americas, 49th Floor, New York, New York 10020 (Attn.: Robert G. Burns, Esq. and Andrew J. Schouder, Esq.); (iii) counsel to the Official Committee of Unsecured Creditors, Cooley LLP, 1114 Avenue of the Americas, New York, New York 10036 (Attn.: Cathy Hershcopf, Esq. and Jeffrey Cohen, Esq.); and (iv) the Office of the United States Trustee for the Southern District of New York, 201 Varick Street, Room 1006, New York, New York 10014 (Attn.: Richard C. Morrissey, Esq.).

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WHEREFORE, pursuant to the Interim Compensation Order, Akin Gump requests: (i) payment of compensation in the amount of (i) \$330,573.20 (80% of \$413,216.50) on account of actual, reasonable and necessary professional services rendered to the Debtors by Akin Gump and (ii) reimbursement of actual, reasonable and necessary costs and expenses in the amount of \$12,568.90 incurred on behalf of the Debtors by Akin Gump.

New York, New York
Dated: August 22, 2013

AKIN GUMP STRAUSS HAUER & FELD LLP

By: /s/ Ira S. Dizengoff

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Counsel to the Debtors and Debtors in Possession

Exhibit A

Akin Gump

Strauss Hauer & Feld LLP

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

Invoice Number 1496575
Invoice Date 08/22/13
Client Number 691767
Matter Number 0001

Re: RESTRUCTURING ADVICE

FOR PROFESSIONAL SERVICES RENDERED THROUGH 07/31/13 :

MATTER SUMMARY OF TIME BILLED BY TASK :

| | | <u>HOURS</u> | <u>VALUE</u> |
|------|---|---------------|---------------------|
| 0002 | General Case Administration | 20.00 | \$6,747.00 |
| 0003 | Akin Gump Fee Application/Monthly Billing Reports | 15.50 | \$8,542.00 |
| 0004 | Analysis of Other Professionals Fee Applications/Reports | 2.30 | \$821.00 |
| 0006 | Retention of Professionals | 14.20 | \$5,838.50 |
| 0008 | Court Hearings | 31.30 | \$14,451.00 |
| 0009 | Financial Reports and Analysis | 3.00 | \$1,549.50 |
| 0010 | DIP, Cash Collateral Usage and Exit Financing | 6.10 | \$5,317.50 |
| 0011 | Executory Contracts/License Agreements | 70.30 | \$38,674.00 |
| 0012 | General Claims Analysis/Claims Objections | 40.80 | \$20,820.00 |
| 0016 | Automatic Stay Issues | 2.30 | \$1,010.00 |
| 0017 | General Adversary Proceedings/Litigation Matters | 2.60 | \$2,195.00 |
| 0018 | Tax Issues | 2.40 | \$1,351.50 |
| 0019 | Labor Issues/Employee Benefits | 3.60 | \$3,005.00 |
| 0020 | Real Estate Issues/Leases | 0.80 | \$700.00 |
| 0021 | Exclusivity | 7.20 | \$3,192.50 |
| 0022 | Plan/Disclosure Statement/Solicitation and Related Documentation | 31.00 | \$27,092.50 |
| 0024 | Sale Transaction/Stock Transaction/Business Liquidations (Including) | 456.10 | \$260,318.00 |
| 0025 | Travel Time | 16.35 | \$10,291.50 |
| 0027 | General Corporate Matters | 1.60 | \$1,300.00 |
| | TOTAL | <u>727.45</u> | <u>\$413,216.50</u> |

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| <u>Date</u> | <u>Tkpr</u> | <u>Task</u> | <u>Hours</u> |
|-------------|-------------|--|--------------|
| 07/01/13 | DKB | 0002 Review case docket (.2); update case calendar (.6); update task list (.5); update team outlook calendar (.4); confer with K. Manoukian re status (.1). | 1.80 |
| 07/02/13 | KGM | 0002 Conference with D. Krasa-Berstell re: upcoming case deadlines and related issues (.2); review case calendar (.2). | 0.40 |
| 07/03/13 | KGM | 0002 Teleconference with K. Keller re: case management issues and related matters. | 0.70 |
| 07/10/13 | KGM | 0002 Conferences with J. Samper re: upcoming deadlines and related issues. | 0.30 |
| 07/11/13 | ECS | 0002 Conference with K. Manoukian regarding outstanding issues. | 0.60 |
| 07/11/13 | KGM | 0002 Teleconference with E. Seitz re: case status, upcoming hearing and related issues. | 0.60 |
| 07/16/13 | BRK | 0002 Update case calendar. | 0.20 |
| 07/16/13 | DKB | 0002 Review case docket (.3); update case calendar (.6); update task list (.4); update attorneys outlook reminders (.3); review and organize pleadings for attorneys (.6). | 2.20 |
| 07/19/13 | DKB | 0002 Review case docket (.3); review and organize pleadings for attorneys (.8); update attorneys outlook reminders (.2). | 1.30 |
| 07/19/13 | KGM | 0002 Conference with D. Krasa-Berstell re: upcoming deadlines and case management issues. | 0.20 |
| 07/22/13 | TS | 0002 Prepare and file hearing agenda for 7/24/13 hearing. | 0.30 |
| 07/22/13 | DKB | 0002 Review case docket (.3); update case calendar (.6); update task list (.5); confer with K. Manoukian re status (.1); review and organize pleadings for attorneys (.8); update outlook reminders for attorneys (.2). | 2.50 |
| 07/22/13 | KGM | 0002 Teleconference with S. Alberino re: upcoming deadlines and related issues (.3); conference with K. Keller re: case related issues (.4); email S. Alberino and I. Dizengoff re: same (.1). | 0.80 |
| 07/23/13 | DKB | 0002 Review case docket (.3); review and organize pleadings for attorneys (.6). | 0.90 |
| 07/24/13 | DKB | 0002 Review case docket (.3); prepare sets of relevant sale orders for attorneys (.7). | 1.00 |
| 07/24/13 | ECS | 0002 Correspondence with K. Manoukian regarding open issues. | 0.50 |
| 07/25/13 | DKB | 0002 Review case docket (.2); follow up with transcriber re transcript of sale hearing (.2); update transcripts file (.5); review and organize documents for attorneys (.7). | 1.60 |
| 07/26/13 | ECS | 0002 Email to S. Alberino regarding open case issues. | 0.20 |
| 07/30/13 | DKB | 0002 Review case docket (.2); confer with E. Seitz re status of entered order (.1); review and organize documents for attorneys (.9). | 1.20 |
| 07/31/13 | DKB | 0002 Review case docket (.2); confer with E. Seitz re current case issues (.2); confer with chambers re outstanding orders (.2); confer with attorney re status (.1); review and organize documents for attorneys (1.1). | 1.80 |
| 07/31/13 | ECS | 0002 Review case calendar, docket entries (0.7); email to S. Alberino regarding open issues (0.2). | 0.90 |
| 07/02/13 | ECS | 0003 Correspondence with K. Manoukian, J. Berry regarding June pre-bill. | 0.20 |
| 07/02/13 | KGM | 0003 Review Akin prebill for June. | 1.00 |
| 07/11/13 | KGM | 0003 Correspondence with S. Alberino re: fee estimate (.1); email exchanges with Protiviti re: same (.1); review Akin prebill (.5). | 0.70 |
| 07/15/13 | KGM | 0003 Review Akin prebill for June. | 3.70 |
| 07/16/13 | KGM | 0003 Review Akin prebill for June. | 1.50 |
| 07/17/13 | PJS | 0003 Review and prepare documents re monthly fee statement. | 2.40 |
| 07/17/13 | KGM | 0003 Review Akin prebill for June. | 1.00 |
| 07/18/13 | ECS | 0003 Correspondence with K. Manoukian, P. Sprofera regarding June fee statement. | 0.20 |
| 07/18/13 | KGM | 0003 Review Akin prebill for June. | 1.00 |
| 07/19/13 | PJS | 0003 Review and prepare documents re monthly fee statement. | 0.90 |
| 07/19/13 | TS | 0003 Finalize Akin monthly fee statement and prepare for filing (.3); file same | 0.70 |

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| <u>Date</u> | <u>Tkpr</u> | <u>Task</u> | <u>Hours</u> |
|-------------|-------------|--|--------------|
| | | (.2); prepare service copy (.1); coordinate service of same with BMC (.1). | |
| 07/19/13 | ECS | 0003 Draft June fee statement (1.2) and effect filing of same (0.3). | 1.50 |
| 07/19/13 | KGM | 0003 Correspondence with accounting re: June prebill (.1); finalize same (.3); correspondence with E. Seitz re: finalizing June fee statement (.2); correspondence with accounting re: same (.1). | 0.70 |
| 07/11/13 | KGM | 0004 Correspondence with various case professionals re: estimated fees. | 0.30 |
| 07/18/13 | ECS | 0004 Correspondence with J. Kohler regarding Protiviti June fee statement (0.1); review same (0.1). | 0.20 |
| 07/19/13 | TS | 0004 Prepare Protiviti fee statement for filing (.2); file same (.2); prepare service copy (.1); coordinate service of same with BMC (.1). | 0.60 |
| 07/22/13 | TS | 0004 Prepare Perella June statement for filing (.2); file same (.2); prepare service copy (.1); email to BMC re service of same (.2). | 0.70 |
| 07/22/13 | JSS | 0004 Review Perella Fee Statement (0.4); send same to T. Southwell for filing (0.1). | 0.50 |
| 07/01/13 | DKB | 0006 Correspondence with K. Manoukian re filing of Bird & Bird's ordinary course professionals affidavit (.1); prepare document to be filed (.1); effect the above (.2); forward the above to BMC for service (.2). | 0.60 |
| 07/01/13 | KGM | 0006 Review ordinary course professionals affidavit for Italian counsel and coordinate filing of same (.2); conference with D. Krasa-Berstell re: service of same (.1). | 0.30 |
| 07/03/13 | KGM | 0006 Review/finalize Paneth retention application. | 1.40 |
| 07/03/13 | JSS | 0006 Revise Paneth retention application (1.0); send same to M. Fosorile, A. Forslund, R. Mattes, and K. Keller for review (0.2). | 1.20 |
| 07/09/13 | JSS | 0006 Correspondence with R. Mattes re: Paneth retention application. | 0.10 |
| 07/10/13 | KGM | 0006 Teleconference with chambers re: Frank, Rimerman order (.1); review/finalize same for submission to court (.3). | 0.40 |
| 07/10/13 | JSS | 0006 Send Marks Paneth claim withdrawal form to BMC. | 0.20 |
| 07/10/13 | JSS | 0006 Correspondence with K. Manoukian re: Paneth retention application (0.1); revise and finalize Paneth retention application for filing (1.0); send same to K. Manoukian (0.1). | 1.20 |
| 07/11/13 | TS | 0006 Coordinate service of Paneth retention application with BMC (.1); prepare and file same (0.5); prepare service copy (.1); follow-up with BMC re same (.1). | 0.80 |
| 07/11/13 | KGM | 0006 Teleconferences with chambers re: Frank, Rimerman retention order (.2); correspondence with J. Sharp re: same (.1); research re: same (.1); review/finalize Paneth retention application for filing (.5); teleconference with T. Southwell re: service issues (.2). | 1.10 |
| 07/11/13 | JSS | 0006 Finalize Paneth retention application (0.3); send same to T. Southwell (0.1); correspondence with K. Manoukian re: same (0.2). | 0.60 |
| 07/12/13 | KGM | 0006 Correspondence with J. Cohen re: Paneth retention (.2); email exchanges with K. Keller re: same (.1). | 0.30 |
| 07/23/13 | JSS | 0006 Email to J. Albero re: Frank Rimerman retention (0.2); call with J. Albero re: same (0.1). | 0.30 |
| 07/24/13 | DKB | 0006 Correspondence with E. Seitz re Paneth retention presentment (.3); prepare set of documents for court (.6); prepare cover letter (.3); forward documents to court (.2). | 1.40 |
| 07/26/13 | ECS | 0006 Correspondence with D. Krasa-Berstell regarding presentment of Paneth retention application. | 0.30 |
| 07/26/13 | JSS | 0006 Call to U.S. Trustee re: Marks Paneth and Shron retention application. | 0.10 |
| 07/29/13 | JAS | 0006 Correspondence with E. Seitz, D. Krasa-Berstell, and Chambers about Paneth retention order (.3); draft letter to chambers (.2); arrange for delivery of electronic and hard copies of the retention application and order to chambers (1.1). | 1.60 |
| 07/30/13 | JAS | 0006 Correspondence with office services and E. Seitz re chambers' receipt of Paneth retention order (0.1); correspondence with E. Seitz re Paneth retention order (.1); confer with court clerk re same (.1); arrange for | 0.80 |

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| <u>Date</u> | <u>Tkpr</u> | <u>Task</u> | <u>Hours</u> |
|-------------|-------------|--|--------------|
| | | chambers to receive electronic and hard copies of Paneth retention application and proposed retention order (.5). | |
| 07/31/13 | ECS | 0006 Correspondence with J. Sharp regarding Paneth retention application. | 0.20 |
| 07/31/13 | JSS | 0006 Call with R. Morrissey re: Paneth retention application (0.1); revise proposed order for same (0.8); discuss changes with E. Seitz (0.2); email to M. Fosorile at Marks Paneth re: changes (0.2). | 1.30 |
| 07/12/13 | KGM | 0008 Teleconference with chambers re: 7/24 hearing. | 0.10 |
| 07/16/13 | KGM | 0008 Correspondence with D. Krasa-Berstell re: 7/24 hearing and related issues. | 0.10 |
| 07/19/13 | DKB | 0008 Correspondence with K. Manoukian re preparation for hearing (.2); draft agenda (.8); confer with attorneys re status (.1); review and prepare notice of successful bidder for filing (.2). | 1.30 |
| 07/19/13 | KGM | 0008 Correspondence with D. Krasa-Berstell re: agenda for 7/24 hearing and related issues. | 0.20 |
| 07/22/13 | ECS | 0008 Prepare for July 24 hearing. | 2.10 |
| 07/22/13 | RRG | 0008 Prepare for sale hearing. | 3.00 |
| 07/22/13 | KGM | 0008 Correspondence with E. Seitz re: agenda for 7/24 hearing (.1; .2); conference with E. Seitz and D. Krasa-Berstell re: hearing prep (.4). | 0.70 |
| 07/23/13 | DKB | 0008 Revise hearing agenda (.5); prepare hearing notebooks for chambers (1); prepare hearing notebooks for attorneys (1.3); amend hearing agenda (.2); prepare agenda to be filed (.1); effect the above (.1); revise and update hearing notebook (1.2); prepare additional sets of hearing materials for attorneys (1.5); prepare soft copies of proposed orders (.5); confer with K. Manoukian re status (.2). | 6.60 |
| 07/23/13 | ECS | 0008 Prepare for July 24 hearing. | 2.20 |
| 07/23/13 | DIF | 0008 Prepare for hearing. | 0.80 |
| 07/23/13 | KGM | 0008 Correspondence with S. Alberino re: sale hearing prep and related issues (.2); email J. Sharp re: same (.1); email E. Seitz re: same (.1); conferences with D. Krasa-Berstell re: hearing prep and related issues (.4); conference with E. Seitz re: hearing prep, script and related issues (.8); review/revise hearing agenda (.2); prepare for hearing (.5). | 2.30 |
| 07/23/13 | JAS | 0008 Prepare for hearing on July 24. | 1.00 |
| 07/24/13 | SLA | 0008 Travel to New York for hearing (3.0). Prepare for sale hearing (1.0); attend sale hearing and status conference (2.1). | 3.10 |
| 07/24/13 | DKB | 0008 Correspondence with E. Seitz re additional preparation for hearing (.2); prepare additional hearing materials for attorneys (1.1); prepare additional soft copies of proposed orders (.5); confer with K. Manoukian re status (.2); review additional hearing materials (1.2); confer with E. Seitz re additional materials for court (.2); prepare the above (.8); forward the above to court (.2). | 4.40 |
| 07/24/13 | KGM | 0008 Prepare for 7/24 hearing (1.0); attend same (.7); post hearing conference with Akin team and K. Keller (.7). | 2.40 |
| 07/24/13 | JAS | 0008 Prepare for hearing on July 24. | 1.00 |
| 07/01/13 | KGM | 0009 Conference with D. Krasa-Berstell re: U.S. Trustee quarterly fees (.2); conference with R. Mattes re: same (.2); research re: same (.2). | 0.60 |
| 07/03/13 | KGM | 0009 Correspondence with R. Mattes re: June Monthly operating report. | 0.10 |
| 07/15/13 | TS | 0009 Prepare and file June operating report (.4); attention to service of same (.2). | 0.60 |
| 07/15/13 | KGM | 0009 Correspondence with R. Mattes re: June Monthly operating report (.2); coordinate filing re: same (.2); review same (.3); teleconference with R. Mattes re: same (.1). | 0.80 |
| 07/23/13 | JSS | 0009 Calculate second quarter U.S. Trustee fees due (0.5); send same to E. Seitz (0.1). | 0.60 |
| 07/24/13 | ECS | 0009 Review monthly operating reports and U.S. Trustee fee schedules (0.2); correspondence with company regarding payment of fees (0.1). | 0.30 |
| 07/01/13 | KGM | 0010 Correspondence with R. Mattes re: DIP Budget and variance report. | 0.10 |
| 07/12/13 | SLA | 0010 Review waterfall analysis. | 1.90 |

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| <u>Date</u> | <u>Tkpr</u> | <u>Task</u> | <u>Hours</u> |
|-------------|-------------|--|--------------|
| 07/13/13 | SLA | 0010 Calls re waterfall analysis. | 1.90 |
| 07/15/13 | SLA | 0010 Attention to waterfall analysis. | 1.30 |
| 07/22/13 | SLA | 0010 Calls re budget issues. | 0.40 |
| 07/23/13 | SLA | 0010 Call re budget issues. | 0.30 |
| 07/25/13 | SLA | 0010 Call re budget issues. | 0.20 |
| 07/01/13 | SLA | 0011 Calls re Ideaspark dispute. | 0.30 |
| 07/01/13 | KGM | 0011 Teleconference with K. Keller re: executory contract schedules (.2); teleconference with K. Keller re: Ideaspark issue (.3); correspondence with D. Vondle re: same (.2); draft email to Ideaspark's counsel re: call re: same (.1); review finalized executory contract schedules and comment on same (.3). | 1.10 |
| 07/02/13 | SLA | 0011 Calls re Ideaspark dispute. | 0.80 |
| 07/02/13 | KGM | 0011 Correspondence with Ideaspark's counsel (.1); correspondence with K. Keller, D. Vondle and Ideaspark's counsel (.8); review correspondence re: executory contract schedules (.1); correspondence with K. Keller re: same (.1); correspondence with D. Vondle re: same and related issues (.2); review/comment on executory contract schedule (.4). | 2.10 |
| 07/04/13 | KGM | 0011 Teleconference with K. Keller re: Ideaspark's settlement proposal (.4); review/comments on email response to same (.3); email exchange with S. Alberino re: same (.1). | 0.80 |
| 07/05/13 | SLA | 0011 Correspondence re Ideaspark issues. | 0.70 |
| 07/05/13 | KGM | 0011 Review correspondence re: Ideaspark's settlement proposal (.1); further revise response to same (.5). | 0.60 |
| 07/06/13 | KGM | 0011 Correspondence re: response to Ideaspark's licensing issues. | 0.20 |
| 07/08/13 | ECS | 0011 Research regarding assumption of IP contracts. | 1.30 |
| 07/08/13 | KGM | 0011 Review Ideaspark's response and email Company re: same (.2); email exchange with J. Wilson re: same (.1); draft email to J. Wilson, K. Keller and T. Shallbetter re: call to discuss same (.1); teleconference with K. Keller, T. Shallbetter and B. Mardel re: royalty amounts (.3); teleconferences with K. Keller re: executory contract schedules (.3); correspondence with D. Fisher re: same (.1); draft email to J. Sharp and E. Seitz re: same (.1); review memo on assignment of license agreements (.3); pre-call with K. Keller, T. Shallbetter and B. Mardel re: call with Ideaspark on royalty issues (.2); teleconference with Ideaspark re: same (.8); post call with K. Keller re: same (.5); correspondence with I. Dizengoff re: buy-out options (.2); teleconference with K. Keller re: Ideaspark sublicense agreement (.4); teleconference with Ideaspark's counsel re: same (.5); draft email to BMC re: service of assumption/assignment notice (.1). | 4.20 |
| 07/08/13 | JSS | 0011 Research regarding assumption and assignment of intellectual property agreements (2.2); send results of same to S. Alberino, D. Fisher, and K. Manoukian (0.5). | 2.70 |
| 07/09/13 | ECS | 0011 Prepare notice of attempt to assume/assign contracts (2.1, 1.1); review exhibits thereto (0.3); correspondence with K. Keller regarding same (0.2). | 3.70 |
| 07/09/13 | KGM | 0011 Correspondence with J. Sharp re: research on assumption of contracts (.1); email exchanges with E. Seitz re: notice and related issues (.1); teleconference with K. Keller and R. Mattes re: executory contract assumption issues (.4); teleconference with Ideaspark's counsel re: licensing issues (.5); teleconference with K. Keller re: same (.9); multiple conferences with K. Keller re: notice of assumption and related issues (.3); email S. Alberino, D. Fisher and A. Verost re: same (.1); review notice of assumption and comment on same (.2); draft email to S. Alberino and D. Fisher re: license-out contracts and related issues (.1); review term sheet from Ideaspark (.2). | 2.90 |
| 07/09/13 | JSS | 0011 Research regarding assumption and assignment of intellectual property agreements (2.1); send same to S. Alberino, D. Fisher, and K. | 2.30 |

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Invoice Number: 1496575

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| <u>Date</u> | <u>Tkpr</u> | <u>Task</u> | <u>Hours</u> |
|-------------|-------------|---|--------------|
| | | Manoukian (0.2). | |
| 07/10/13 | SLA | 0011 Calls re Ideaspark dispute. | 0.40 |
| 07/10/13 | DCV | 0011 Analyze Baldur's Gates and Hasbro agreements (2.0); communications with K. Manoukian regarding same (0.1); research regarding same (0.7). | 2.80 |
| 07/10/13 | KGM | 0011 Teleconference with K. Keller re: Ideaspark (.2); teleconference with Ideaspark's counsel (.1); email exchange with K. Keller re: executory contract schedules and related issues (.2). | 0.50 |
| 07/10/13 | JSS | 0011 Research regarding assumption and assignment of trademark licenses (1.5); send same to S. Alberino, D. Fisher, and K. Manoukian (0.2). | 1.70 |
| 07/11/13 | SLA | 0011 Call re Ideaspark dispute. | 0.30 |
| 07/11/13 | TS | 0011 Correspondence with BMC re instructions for serving and preparing notices to contract parties re assumption notice (.3, .3, .2, .1); review client spreadsheet re contracts (.2); multiple conferences with E. Seitz re same (.8); further emails with BMC re revisions to same (.4); prepare exhibits to notice (2.2); prepare and file assumption notice (1.2); prepare service copy (.1); follow-up with BMC re same (.1). | 5.90 |
| 07/11/13 | DCV | 0011 Analyze Baldur's Gates and Hasbro agreements; communications with K. Manoukian regarding same. | 4.80 |
| 07/11/13 | ECS | 0011 Revise notice of assumption of contracts (0.6); review and revise exhibits thereto (2.7); multiple conferences with T. Southwell regarding same (0.9); multiple correspondence with client, BMC regarding same (0.9); effect filing of same (1.1); draft proposed sale order (0.5). | 6.70 |
| 07/11/13 | KGM | 0011 Teleconference with K. Keller re: Ideaspark license issues (.3); correspondence with S. Alberino re: same (.2); draft email to D. Vondle re: same (.1); conference with K. Keller and R. Mattes re: executory contract schedule (.2); review/revise assumption notice (.2); correspondence with S. Alberino re: same (.1); email exchanges with E. Seitz re: finalizing same for filing (.2); conference with S. Alberino re: executory contract schedule (.1); conference with D. Fisher re: same (.1); conferences with K. Keller re: same (.2); email exchanges with BMC team re: services issues re: same (.3); multiple exchanges with E. Seitz re: finalizing same (.5); teleconference with E. Seitz re: same (.2). | 2.70 |
| 07/12/13 | TS | 0011 Correspondence with E. Seitz re contracts exhibit. | 0.10 |
| 07/12/13 | ECS | 0011 Effect service of notice of attempted assumption (1.9); correspondence with BMC regarding same (0.4); telephone conferences with S. Christianson regarding Oracle contracts (0.2, 0.1). | 2.60 |
| 07/12/13 | KGM | 0011 Correspondence with E. Seitz re: executory contracts (.1); review exchanges from BMC re: service of same (.1); review analysis of Hasbro contract (.2); email exchanges with D. Vondle re: same (.4); teleconference with K. Keller re: same (.2); correspondence with D. Vondle re: Ideaspark transaction (.4); email S. Alberino re: same (.1); review Hasbro agreement (.3); review email exchanges with E. Seitz re: inquiries re: assumption issues (.2); email exchanges with R. Mattes re: Navarre payment (.1); email exchange with E. Seitz re: executory contract issues (.1); teleconference with Ideaspark's counsel (.3); teleconference with D. Vondle re: update on same (.2); call with K. Keller and R. Mattes re: Navarre and Ideaspark (.2); review Ideaspark's latest royalty statement (.2); circulate same (.1); email exchanges with K. Keller re: same (.1); review Atari's royalty statement (.1); circulate same (.1). | 3.50 |
| 07/15/13 | ECS | 0011 Effect service of assumption notice. | 1.20 |
| 07/15/13 | KGM | 0011 Research re: outstanding payment from licensee (.1); draft email to licensee re: same (.2); call re: royalty statement with K. Keller, R. Mattes and B. Mardel (1.1); correspondence with I. Dizengoff regarding same (.1); email exchange with K. Keller re: same (.1). | 1.60 |
| 07/16/13 | ECS | 0011 Correspondence with BMC, client regarding service of contract assumption notice. | 0.80 |

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| <u>Date</u> | <u>Tkpr</u> | <u>Task</u> | <u>Hours</u> |
|-------------|-------------|---|--------------|
| 07/16/13 | KGM | 0011 Draft response to Atari, S.A.'s inquiry re: Ideaspark royalty issue (.4); exchanges with K. Keller re: same (.2); correspondence re: Navarre royalties (.1). | 0.70 |
| 07/18/13 | DCL | 0011 Conduct French trademark registration status for GT Interactive Software's registrations (1.3) and conduct copyright investigation (0.3). | 1.60 |
| 07/19/13 | ECS | 0011 Review objections to assumption of executory contracts. | 0.30 |
| 07/19/13 | KGM | 0011 Correspondence with D. Krasa-Berstell re: objections to assumption notice (.2); email exchanges with J. Sharp re: summaries of same (.2); review Microsoft's objection (.3) and email exchanges with team re: same (.3); call with S. Alberino re: same (.1); call with Microsoft's counsel re: same (.2); draft email to same (.2); research re: same (.4); follow-up exchanges with D. Vondle and D. Fisher re: same (.2); teleconference with counsel to each of the affected buyers re: same (.7); draft further response to Microsoft's counsel re: objection to assumption/assignment notice (.5). | 3.20 |
| 07/19/13 | JSS | 0011 Summarize Microsoft objection to attempt to assume (0.7); research re: whether Microsoft agreement permits assignment (0.6); send same to S. Alberino, D. Fisher, K. Manoukian and E. Seitz (0.2); revise Microsoft objection summary (0.7); discussion with E. Seitz re: contracts to be assumed in Backyard Sports and Battlezone sales (0.3); email to K. Manoukian re: same (0.2); review and summarize Aston Martin objection (0.8); send same to S. Alberino, D. Fisher, K. Manoukian and E. Seitz (0.2). | 3.70 |
| 07/22/13 | KGM | 0011 Draft email to F. Chanis re: Ideaspark offer. | 0.20 |
| 07/25/13 | ECS | 0011 Correspondence with contract counter-parties regarding assumption of agreements. | 0.30 |
| 07/26/13 | ECS | 0011 Correspondence with K. Keller, T. Shallbetter, B. Spellerberg regarding licensing issues with Ideaspark, Navarre. | 0.70 |
| 07/31/13 | ECS | 0011 Correspondence with K. Keller, T. Shallbetter regarding Navarre. | 0.30 |
| 07/01/13 | KGM | 0012 Conference with J. Sharp re: claims issues. | 0.30 |
| 07/01/13 | JSS | 0012 Draft first omnibus claim objection. | 2.60 |
| 07/02/13 | BRK | 0012 Prepare binder of rejection category proofs of claim. | 1.30 |
| 07/02/13 | KGM | 0012 Correspondence with J. Sharp, G. Davis, R. Mattes and K. Keller re: claims objections (.4); follow-up correspondence with same parties re: same (1.7); post-call discussion with J. Sharp re: same (.6); conference with J. Samper re: precedents for same (.3); research same (1.4). | 4.40 |
| 07/02/13 | JSS | 0012 Revise First Omnibus Objection (1.7); call with K. Manoukian, company, and Protiviti re: proofs of claim (2.5). | 4.20 |
| 07/02/13 | JAS | 0012 Coordinate development of proof of claim file (.1); confer with K. Manoukian re omnibus objection to claims (.1). | 0.20 |
| 07/03/13 | KGM | 0012 Correspondence with Protiviti team re: claims objection (.3); email exchanges with J. Sharp re: same (.2); research re: same (.5); teleconference with J. Sharp and J. Kohler re: same (1.2); multiple email exchanges with J. Sharp re: omni procedural claims objection (.3); follow-up exchanges with J. Kohler and J. Sharp re: same (.2); teleconferences with J. Sharp re: exhibits to omni claim objection and related issues (1.0); draft email to S. Alberino re: same (.1). | 3.80 |
| 07/03/13 | JSS | 0012 Call with K. Manoukian and J. Kohler re: proofs of claim (1.1); draft first omnibus claims objection and revise accompanying exhibits (5.7); send same to K. Manoukian for review (0.1). | 6.90 |
| 07/03/13 | JAS | 0012 Review precedent case history for debtors' omnibus objection to claims and confer with K. Manoukian. | 0.20 |
| 07/03/13 | JAS | 0012 Pull liquidating trustee claims objections in precedent cases and email to K. Manoukian. | 0.20 |
| 07/05/13 | SLA | 0012 Review claims objection. | 0.50 |
| 07/05/13 | KGM | 0012 Review/revise first omnibus claims objection (3.5); email exchanges with J. Sharp re: same (.3). | 3.80 |

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| 07/05/13 | JSS | 0012 Correspondence with K. Manoukian re: omnibus objection. | 0.20 |
| 07/08/13 | KGM | 0012 Correspondence with J. Sharp re: first omnibus claims objection (.2); email exchanges with Protiviti team re: same (.2); email exchange with R. Mattes re: same (.1); email exchange with J. Sharp re: notices for same (.1); teleconference with J. Sharp re: status of claims objection (.1); teleconference with chambers re: claims objection related issues (.1). | 0.80 |
| 07/08/13 | KGM | 0012 Teleconference with J. Sharp re: case management issues and upcoming items. | 0.30 |
| 07/08/13 | JSS | 0012 Revise omnibus objection and associated exhibits (3.4); draft notices for objection (1.2); send same to K. Manoukian for review (0.1). | 4.70 |
| 07/09/13 | TS | 0012 Coordinate service of omnibus claims objection with BMC (.2); review exhibit to same re notice parties (.1); emails with K. Manoukian and J. Sharp re same (.2). | 0.50 |
| 07/09/13 | KGM | 0012 Correspondence with J. Sharp re: status of omni claim objection (.1); teleconference with chambers re: same (.1); email exchanges with R. Mattes re: same (.1); teleconference with J. Sharp re: claims objections (.3); teleconference with chambers re: same (.1); email S. Alberino re: same (.2); review latest draft of claims objection (.2); coordinate filing and service with T. Southwell (.1); email exchanges with J. Sharp re: same and related issues (.1); review/revise claims objection notices (.7). | 2.00 |
| 07/09/13 | JSS | 0012 Revise omnibus objection to add amended and superseded claims (1.5); revise and finalize claim objection exhibits (1.3). | 2.80 |
| 07/10/13 | SLA | 0012 Calls re omni claim objections. | 0.30 |
| 07/10/13 | KGM | 0012 Correspondence with M. Leung re: claims issues. | 0.10 |
| 07/11/13 | SLA | 0012 Review omni claim objections. | 0.60 |
| 07/24/13 | JAS | 0012 Pull proofs of claims and send to BMC. | 0.10 |
| 07/22/13 | JSS | 0016 Draft letter to Aston Martin re: automatic stay violation (1.3); send same to K. Manoukian (0.1). | 1.40 |
| 07/24/13 | ECS | 0016 Review stay violation letter (0.2); revise same (0.3); correspondence with S. Alberino regarding same (0.1). | 0.60 |
| 07/29/13 | ECS | 0016 Revise and send stay violation letter to Aston Martin. | 0.30 |
| 07/01/13 | SLA | 0017 Attend to mediation issues. | 0.40 |
| 07/01/13 | KGM | 0017 Review mediation request letter. | 0.40 |
| 07/02/13 | SLA | 0017 Calls re mediation issues. | 0.40 |
| 07/03/13 | SLA | 0017 Calls re mediation issues. | 0.50 |
| 07/08/13 | SLA | 0017 Calls re mediation issues. | 0.20 |
| 07/09/13 | SLA | 0017 Calls re mediation issues. | 0.70 |
| 07/29/13 | HBJ | 0018 Follow-up on FIRPTA certificates for asset sale closings. | 0.20 |
| 07/29/13 | RG | 0018 Prepare FIRPTA certificate (0.3); research regarding same (0.6). | 0.90 |
| 07/29/13 | DAS | 0018 Prepare FIRPTA certificates of Non-Foreign Status for the purchases of Moonbase and Battlezone Assets with respect to each seller. | 1.30 |
| 07/08/13 | SLA | 0019 Correspondence re CEO departure. | 0.50 |
| 07/09/13 | SLA | 0019 Correspondence re CEO departure. | 0.60 |
| 07/09/13 | KGM | 0019 Correspondence with K. Keller re: reduction in force issues. | 0.20 |
| 07/19/13 | SLA | 0019 Review employee issues. | 0.50 |
| 07/19/13 | KGM | 0019 Review correspondence re: D&O policy and related issues. | 0.30 |
| 07/22/13 | SLA | 0019 Attend to employee issues. | 0.30 |
| 07/23/13 | SLA | 0019 Attend to employee issues. | 0.20 |
| 07/24/13 | ASL | 0019 Reply to 401(k) query. | 0.20 |
| 07/25/13 | SLA | 0019 Attend to employee issues. | 0.30 |
| 07/28/13 | SLA | 0019 Calls re employee issues. | 0.50 |
| 07/08/13 | SLA | 0020 Calls and correspondence re 365 research issues. | 0.80 |
| 07/24/13 | ECS | 0021 Correspondence with S. Alberino, J. Sharp regarding exclusivity extension. | 0.20 |
| 07/24/13 | JSS | 0021 Start draft of second exclusivity extension motion. | 0.90 |
| 07/25/13 | JSS | 0021 Draft motion to extend exclusivity (2.4); send same to E. Seitz for | 2.50 |

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| | | review (0.1). | |
| 07/26/13 | ECS | 0021 Review/revise second exclusivity motion. | 0.80 |
| 07/29/13 | JSS | 0021 Revise exclusivity extension motion. | 0.50 |
| 07/30/13 | ECS | 0021 Review/revise second exclusivity motion (0.4); correspondence with S. Alberino regarding same (0.1). | 0.50 |
| 07/30/13 | JSS | 0021 Revise second exclusivity extension motion (1.0); discuss same with E. Seitz (0.2); send same to E. Seitz (0.1). | 1.30 |
| 07/31/13 | SLA | 0021 Review exclusivity motion. | 0.30 |
| 07/31/13 | ECS | 0021 Correspondence with Committee, Alden, Atari S.A. regarding exclusivity extension. | 0.20 |
| 07/11/13 | KGM | 0022 Teleconference with G. Davis re: distribution analysis. | 0.20 |
| 07/12/13 | ISD | 0022 Review Atari S.A. plan proposal. | 1.20 |
| 07/12/13 | SLA | 0022 Call re plan issues. | 0.60 |
| 07/12/13 | KGM | 0022 Review distribution analysis (.2); review revised draft of same (.1); discuss same with S. Alberino (.1); email exchanges re: same (.2); draft email to Bracewell and Cooley re: same (.1). | 0.70 |
| 07/13/13 | SLA | 0022 Calls re plan issues. | 0.60 |
| 07/14/13 | KGM | 0022 Correspondence re: waterfall analysis and related issues. | 0.30 |
| 07/15/13 | ISD | 0022 Correspondence regarding Atari S.A. plan proposal. | 1.10 |
| 07/15/13 | SLA | 0022 Attention to plan issues. | 1.20 |
| 07/18/13 | ISD | 0022 Correspondence with Atari SA re: proposal. | 0.60 |
| 07/18/13 | SLA | 0022 Meetings with Creditors Committee and Alden re plan issues. | 0.90 |
| 07/18/13 | SLA | 0022 Meetings with company re administrative expense issues w/r/t plan process. | 0.50 |
| 07/19/13 | SLA | 0022 Calls with parent and Alden re plan issues (0.4, 0.5); meetings with company re administrative expense issues (0.5); review budget issues (.5). | 1.90 |
| 07/19/13 | KGM | 0022 Conference call re: waterfall analysis (.9); conference with R. Mattes re: same (.5); call with G. Davis and R. Mattes re: same and related issues (.4). | 1.80 |
| 07/22/13 | SLA | 0022 Calls with parent and Alden re plan issues. | 1.10 |
| 07/22/13 | KGM | 0022 Call with Atari SA and DIP Lender re: plan term sheet (1.0); teleconference with R. Mattes re: waterfall and related issues (.2); teleconference with A. Schouder re: same (.2); email exchanges re: same with S. Alberino and A. Schouder (.2); teleconference with G. Davis re: same (.2). | 1.80 |
| 07/23/13 | SLA | 0022 Calls with parent and Alden re plan issues. | 0.90 |
| 07/24/13 | SLA | 0022 Review plan sponsor analysis (.5); calls re same (.3). | 0.80 |
| 07/25/13 | SLA | 0022 Calls with company re sponsor proposal (1.0); review waterfall analysis (.8). | 1.80 |
| 07/25/13 | DIF | 0022 Review proposed plan and commitment letter. | 1.30 |
| 07/26/13 | SLA | 0022 Attend meeting regarding Atari S.A. plan proposal. | 6.90 |
| 07/29/13 | ISD | 0022 Correspondence with Atari SA re: plan proposal. | 1.00 |
| 07/29/13 | SLA | 0022 Calls re sponsor plan proposal. | 0.80 |
| 07/30/13 | SLA | 0022 Calls re sponsor plan proposal. | 1.20 |
| 07/31/13 | ISD | 0022 Correspondence with Atari SA re: plan proposal. | 0.80 |
| 07/31/13 | SLA | 0022 Call re sponsor plan proposal. | 1.00 |
| 07/01/13 | SLA | 0024 Call re sale process. | 0.50 |
| 07/01/13 | DIF | 0024 Review APA schedules. | 0.90 |
| 07/01/13 | KGM | 0024 Teleconference with potential bidder (.2); follow-up exchange re: same (.1); conference with D. Krasa-Berstell re: sale process (.2); review asset purchase agreement schedules and correspondence with D. Fisher re: same (.1); correspondence with D. Vondle re: same (.1). | 0.70 |
| 07/02/13 | SLA | 0024 Calls re sale process. | 0.50 |
| 07/02/13 | DCV | 0024 Analyze draft APA schedules (4.5); communications with team regarding same (0.1). | 4.60 |
| 07/02/13 | DIF | 0024 Review asset purchase agreement. | 0.70 |

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| 07/02/13 | KGM | 0024 Teleconference with R. Mattes re: sale process (.3); correspondence with D. Fisher re: asset purchase agreement schedules (.1); call with D. Vondle and D. Fisher re: same (.2); correspondence with potential buyer re: deposit (.1); email exchange with R. Mattes re: same (.1); review finalized escrow agreement (.1). | 0.90 |
| 07/03/13 | SLA | 0024 Calls re asset purchase agreement schedules (0.9); calls re sale process (0.8). | 1.70 |
| 07/03/13 | DCV | 0024 Analyze draft and revised schedules (3.0); communications with team regarding same (0.2). | 3.20 |
| 07/03/13 | KGM | 0024 Teleconference with potential buyer (.1); email PW team re: same (.1); teleconference with R. Spearin re: sale process (.2); review Stardock's bid and email PW and Akin teams re: same (.2); teleconference with P. Sanchez re: auction logistics (.2). | 0.80 |
| 07/05/13 | KGM | 0024 Correspondence with BMC re: sale pleadings service related matters (.5); research re: same (.3); correspondence and teleconference with J. Wu re: same (.3); draft email to S. Alberino re: same (.1); teleconference with A. Verost re: sale process and related matters (.4). | 1.60 |
| 07/06/13 | DIF | 0024 Correspondence re sales process. | 0.90 |
| 07/06/13 | KGM | 0024 Correspondence with BMC re: service issues of sale pleadings. | 0.20 |
| 07/07/13 | KGM | 0024 Multiple email exchanges with PW re: inquiries from potential buyers re: sale process (1.0); attention to same (1.0); email exchanges with S. Alberino re: same (.2); email exchanges with D. Fisher re: same (.2). | 2.40 |
| 07/08/13 | ISD | 0024 Analyze bids. | 1.00 |
| 07/08/13 | SLA | 0024 Calls re auction process (0.3, 0.5); reviewing bid documents (0.2, 0.3, 0.2). | 1.50 |
| 07/08/13 | DIF | 0024 Attention to asset purchase agreement issues. | 1.10 |
| 07/08/13 | KGM | 0024 Correspondence with PW team re: bid requirements and related issues (.3); teleconference with A. Verost and J. Wu re: same (.2); review inquiries from potential buyers and address same (.3); teleconference with R. Spearin re: escrow issues (.2); attention to service issues (.2); email exchanges with A. Verost and PW team re: deposits and related issues (.2); teleconference with A. Verost re: potential bidder inquiry and related issues (.3); correspondence with R. Spearin re: same (.1); teleconference with S. Alberino, D. Fisher, J. Scharer and A. Verost re: status update on sale process and related issues (.5); correspondence with S. Alberino re: same (.1). | 2.40 |
| 07/09/13 | ISD | 0024 Analyze bids (0.5); correspondence with S. Alberino re: same (0.4). | 0.90 |
| 07/09/13 | SLA | 0024 Calls re auction process (.2, .4); reviewing bid documents (0.2, 0.1, 0.3). | 1.20 |
| 07/09/13 | DIF | 0024 Attention to sale issues. | 1.10 |
| 07/09/13 | KGM | 0024 Correspondence with A. Verost re: sale process and bids (.3); email exchanges with potential buyer (.2); email exchanges with R. Spearin re: escrow services (.1); email JPM team re: same (.1); review bid materials (.3); multiple email exchanges with PW team re: bids (1.2); respond to inquiries from potential bidders (.2); confirm qualified bid status for certain bidders (.7); email exchanges with Akin team re: same (.2); email exchanges with PW team re: same (.2); teleconference with R. Spearin re: escrow issues (.2); review email from JPM re: same (.1). | 3.80 |
| 07/10/13 | SLA | 0024 Review bid information (0.5, 0.6); calls re same (0.5, 0.2). | 1.80 |
| 07/10/13 | ECS | 0024 Correspondence with K. Manoukian regarding sales process. | 0.30 |
| 07/10/13 | RRG | 0024 Review of bids/APAs (3.0); draft comparison chart of same (1.0). | 4.00 |
| 07/10/13 | DIF | 0024 Review bids (3.0); calls re: same (0.2). | 3.20 |
| 07/10/13 | KGM | 0024 Teleconferences with A. Verost re: sale process and related issues (.4); teleconference with R. Spearin re: same/bids (.3); email exchanges with PW team re: escrow questions (.2); teleconferences with potential bidders (.6); review/evaluate bids (2.0); respond to bidder inquiries (.5); teleconferences with A. Verost re: same and related issues (.5); conference with S. Alberino re: bids and related issues (.7); review | 6.80 |

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| | | additional bids received (.4); email exchanges with PW re: same (.2); | |
| | | email exchanges with Akin corporate team re: same (.2); email | |
| | | exchanges with E. Seitz re: same (.1); participate in call with PW and | |
| | | Akin teams re: bid results (.5); post call discussion with S. Alberino (.2). | |
| 07/11/13 | SLA | 0024 Review bid information (0.5, 0.3, 0.4); calls re same (0.5, 0.4). | 2.10 |
| 07/11/13 | RRG | 0024 Further review bids and APA (3.5); provide analysis of same to debtors | 4.20 |
| | | and other advisors (.7); | |
| 07/11/13 | DIF | 0024 Review asset purchase agreement. | 1.60 |
| 07/11/13 | KGM | 0024 Correspondence with D. Fisher and R. Gadhia re: bids (.3); | 2.90 |
| | | teleconference with R. Spearin re: bid related issues (.2); teleconference | |
| | | with K. Keller and R. Mattes re: same and next steps (.5); conference | |
| | | with K. Keller and R. Mattes re: sale process and related issues (.5); | |
| | | teleconference with G. Davis re: same (.4); email exchanges with D. | |
| | | Fisher re: qualified bid issues (.2); email exchanges with PW re: same | |
| | | (.2); email exchanges with S. Alberino re: same (.2); teleconference with | |
| | | potential buyer (.4). | |
| 07/12/13 | LMM | 0024 Research to obtain current addresses for The Pharcyde, Annie Fox and | 2.00 |
| | | Laurie Bauman Arnold. | |
| 07/12/13 | DCV | 0024 Prepare assignment and related agreements relating to purchase | 5.40 |
| | | agreement. | |
| 07/12/13 | ECS | 0024 Draft proposed sale order. | 1.90 |
| 07/12/13 | RRG | 0024 Review IP Assignment Agreement. | 0.50 |
| 07/12/13 | DIF | 0024 Attention to auction issues. | 1.40 |
| 07/12/13 | KGM | 0024 Teleconference with Akin and Company re: sale (.4); teleconference | 2.80 |
| | | with A. Verost re: bids and related issues (.3); teleconference with PW | |
| | | and Akin re: auction process (.4); call with Creditors Committee | |
| | | professionals, Akin and PW re: same (.4); email exchanges with | |
| | | management re: same (.2); circulate same (.1) respond to bidder | |
| | | inquiries (.2); email exchanges with K. Keller team re: same (.2); | |
| | | auction update call with PW, K. Keller, J. Wilson and R. Mattes (.6). | |
| 07/13/13 | DIF | 0024 Review ancillary sale documents. | 0.60 |
| 07/14/13 | RRG | 0024 Draft bill of sale (1.0), assignment and assumption (1.0) and other IP | 3.00 |
| | | assignment agreement (1.0). | |
| 07/14/13 | KGM | 0024 Correspondence with PW re: bids and related issues. | 0.30 |
| 07/15/13 | SLA | 0024 Review asset purchase agreement issues. | 1.00 |
| 07/15/13 | BRK | 0024 Retrieve and forward sale orders from precedent cases docket to E. Seitz | 0.90 |
| | | and K. Manoukian. | |
| 07/15/13 | LMM | 0024 Research to verify current addresses for Fox US Productions 23 Inc. and | 0.50 |
| | | TVM Productions Inc. | |
| 07/15/13 | ECS | 0024 Draft proposed form of sale order (4.9); correspondence with K. | 5.20 |
| | | Manoukian regarding same (0.3). | |
| 07/15/13 | RRG | 0024 Prepare for 363 auction (3.0); draft bidder specific APAs (2.5); discuss | 6.50 |
| | | same with D. Fisher (1.0). | |
| 07/15/13 | DIF | 0024 Attention to auction issues (1.0); review documents re same (0.3). | 1.30 |
| 07/15/13 | KGM | 0024 Correspondence with K. Keller, R. Mattes and S. Alberino re: status | 4.10 |
| | | update on sale/auction and related issues (.7); post-call with K. Keller | |
| | | and R. Mattes re: same (.1); call with S. Alberino re: sale order (.2); call | |
| | | with E. Seitz re: same (.1); email exchanges with S. Kuhn re: same (.2); | |
| | | review precedents for same (.3); call with PW and Akin teams re: | |
| | | auctions and related issues (.5); draft email to K. Keller, A. Verost and | |
| | | Akin team re: privacy issues (.1); review correspondence between D. | |
| | | Fisher and PW re: asset purchase agreements (.1); email exchanges with | |
| | | E. Seitz re: sale order (.2); coordinate auction logistics (.5); email | |
| | | exchanges re: same (.3); teleconference with K. Coleman re: same (.1); | |
| | | email exchanges with various parties re: same (.2); teleconference with | |
| | | G. Davis re: auctions (.1); email R. Mattes re: same (.1); email | |
| | | exchanges with PW re: auction process (.2); email exchange with R. | |

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|-------------|-------------|---|--------------|
| 07/16/13 | SLA | 0024 Gadhia re: auction schedule (.1). Calls re auctions procedures (0.3, 0.4, 0.5); review sale order (0.5); review auction procedures (0.4); calls and core re auction issues (0.2, 0.3, 0.4); review asset purchase agreement issues (0.5); attend to credit bid issues (0.4). | 3.90 |
| 07/16/13 | DKB | 0024 Correspondence with K. Manoukian and J. Samper re preparation for 7/17 auction (.3); review relevant auction documents (1.5); prepare sets of key documents for each bidder (1.5); prepare indices therefor (.6); confer with attorney re status (.2); follow up with financial advisor re outstanding item (.2); update bidding materials (.8); assist with additional preparation for auction (1.3); confer with attorneys re status (.2). | 6.60 |
| 07/16/13 | ECS | 0024 Draft proposed form of sale order (2.8); revise same to incorporate comments (0.9). | 3.70 |
| 07/16/13 | RRG | 0024 Review of received bids and related documents (2.0); prepare for auction (2.2). | 4.20 |
| 07/16/13 | DIF | 0024 Prepare for auction (3.8) and review bid documents and asset purchase agreements (3.0). | 6.80 |
| 07/16/13 | KGM | 0024 Attention to auction logistics and related issues (1.6); conferences with D. Krasa-Berstell and J. Samper re: same (.5); teleconference with A. Verost re: same (.3); teleconference with R. Spearin re: same (.2); correspondence with A. Verost and K. Keller re: privacy ombudsman (.2); call with S. Alberino, D. Fisher and PW team re: auction and related issues (.7); post-call discussion re: logistics with J. Samper (.6); review/comment on draft sale order (.8); email exchanges with S. Alberino re: same (.2); teleconferences with PW team re: auction process and related issues (.4); email exchanges with potential bidders (.2); teleconference with A. Schouler re: July 17 auction and related issues (.2); conferences with D. Krasa-Berstell re: materials for auctions (.5); email exchange with G. Davis and R. Mattes re: cure schedules for auctions (.3); email R. Morrissey re: privacy ombudsman issue (.2); further attention to auction logistics (1.0); conference with D. Fisher re: Asset purchase agreement schedules (.4); email exchanges with K. Keller re: same (.3); email exchanges with S. Alberino and E. Seitz re: form sale order (.2). | 8.80 |
| 07/16/13 | JAS | 0024 Prepare auction materials (3.0); coordinate logistics for same (2.5); address bidders' questions re: logistics and related issues (2.5); conferences with K. Manoukian re: same (1.0). | 9.00 |
| 07/17/13 | SLA | 0024 Attend auction. | 4.00 |
| 07/17/13 | DKB | 0024 Correspondence with K. Manoukian and J. Samper re preparation for 7/18 auction (.3); review relevant auction documents (1.3); prepare sets of key documents for each bidder (1.9); prepare indices therefore (.7); confer with attorney re status (.2); follow up with financial advisor re outstanding item (.2); update bidding materials (1.2); assist with additional preparation for auction (1.5); confer with attorneys re status (.2). | 7.50 |
| 07/17/13 | RRG | 0024 Attend auction (7.1); draft (4.0) and negotiate multiple APAs for closing of asset sales (5.1). | 16.20 |
| 07/17/13 | DIF | 0024 Prepare for auction (3.5); attend same (4.0); negotiate APAs w/ bidders (4.0); review APAs and related schedules (3.5); conferences w/ K. Keller re: same and updates to same (3.5). | 18.50 |
| 07/17/13 | KGM | 0024 Prepare for auction (1.5); coordinate with Akin team re: logistics for same (1.0); respond to bidder inquiries (1.0); respond to inquiries from PW re: assets, process, asset purchase agreement and related questions (.5); conferences with DIP lender re: same (.5); meet with bidders (.5); participate in auction (2.5); participate in post-auction related discussions with Akin team re: finalizing sale docs (.5); conference with | 9.10 |

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| <u>Date</u> | <u>Tkpr</u> | <u>Task</u> | <u>Hours</u> |
|-------------|-------------|--|--------------|
| 07/17/13 | JAS | 0024 U.S. Trustee re: appointment of ombudsman (.4); conferences with Akin corporate team and client re: asset schedules and related issues (.5); email exchanges with S. Alberino re: auction related issues (.2). Assist with Atari auction proceedings (3.5); correspondence w/ PW team re: bidder request (1.0); conferences w/ K. Manoukian re: status and logistics for same (2.5); prepare documents for same (4.0). | 11.00 |
| 07/18/13 | ISD | 0024 Analyze bids (.8); correspondence with S. Alberino re: same (.2). | 1.00 |
| 07/18/13 | JSK | 0024 Preliminary review of privacy policies (.3); emails with K. Manoukian and privacy subspecialists re same (.3). | 0.60 |
| 07/18/13 | SLA | 0024 Attend auction. | 1.50 |
| 07/18/13 | DCV | 0024 Communications with potential buyer (0.4); prepare sale agreement (4.0); research regarding trademarks and copyrights (0.3). | 4.70 |
| 07/18/13 | DKB | 0024 Review and update documents for auctions (1.6); assist attorneys therewith (1); prepare sets of relevant documents for attorneys (2.5); update documents for auctions (1.6); assist attorneys therewith (1); prepare sets of relevant documents for attorneys (2.5). | 5.00 |
| 07/18/13 | ECS | 0024 Prepare notice of successful bidders (1.9); prepare sale orders for various franchise asset purchase agreements (2.9); correspondence with K. Manoukian regarding same (0.3). | 5.10 |
| 07/18/13 | RRG | 0024 Attend auction (6.3); draft and negotiate multiple APAs for closing of asset sales (4.0); conferences w/ Company re: finalizing schedules for same (2.0); respond to bidder inquiries re: same (1.9). | 14.20 |
| 07/18/13 | DIF | 0024 Attend auction (6.3); negotiate with buyers (4.0); finalize APAs (4.0); finalize and negotiate schedules to same (2.0). | 16.30 |
| 07/18/13 | KGM | 0024 Attend to auctions (6.0); respond to bidder inquiries (3.0); coordinate w/ PW re: same (1.0). | 10.00 |
| 07/18/13 | JAS | 0024 Assist with Atari auction proceedings (4.0); attend to logistics for same (4.5). | 8.50 |
| 07/19/13 | DFM | 0024 Correspondence with K. Manoukian re privacy issue (0.2); brief research re FTC precedents (1.9). | 2.20 |
| 07/19/13 | JSK | 0024 Correspondence with K. Manoukian re review of privacy policies. | 0.20 |
| 07/19/13 | TS | 0024 Research events re sale notice (.2); email with E. Seitz re same (.1); prepare and file notice of successful bidder (.3); prepare service copy of same (.1); prepare and file notice of sale of de minimis assets (.3); prepare service copy of same (.1); coordinate service and web posting of notices with BMC (.2). | 1.30 |
| 07/19/13 | DCV | 0024 Analyze materials relating to Microsoft objection to sales (0.4); communications with buyer's counsel (0.3); prepare web site domain sale agreement (4.1). | 4.80 |
| 07/19/13 | ECS | 0024 Revise proposed sale orders (1.6); draft notice of proposed sale of de minimis assets (1.9) and effect filing and service of same (0.4); prepare for sale hearing (1.0); correspondence with K. Manoukian regarding same (0.4). | 5.30 |
| 07/19/13 | RRG | 0024 Calls with successful bidders re APAs and closing process (1.0); post-closing logistics re asset sales (2.0). | 3.00 |
| 07/19/13 | DIF | 0024 Attention to post-signing issues (3.1); review closing documents (3.3). | 6.40 |
| 07/19/13 | KGM | 0024 Correspondence with D. McInnis re: privacy issues with respect to sale (.4); email exchange J. Sakowitz re: same (.3); conference with D. Krasa-Berstell re: same (.1); email exchange with D. Vondle re: de minimis asset sales (.2); email exchange with D. Fisher re: same (.1); teleconference with buyer re: same (.1); email exchange with A. Verost re: same (.1); email exchange with E. Seitz re: filing and service issue with respect to to same (.1); multiple exchanges with PW team re: same and related issues (.2); email exchanges with back-up bidders (.2); circulate proposed sale order (.1); review/revise notice of de minimis asset sale (.5); email exchanges with BMC re: service of same (.2); conference with R. Mattes re: return of escrow deposits (.2); email | 4.70 |

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| <u>Date</u> | <u>Tkpr</u> | <u>Task</u> | <u>Hours</u> |
|-------------|-------------|--|--------------|
| | | exchanges re: same (.1); review/revise notice of successful and back-up bidders (.2); teleconference with privacy ombudsman (.2); email exchanges with same (.2; .2); email K. Keller re: same (.1); conference with chambers re: appearance of same telephonically at hearing (.1); email exchanges with team re: filing and service of bidder and de minimis notices (.3); email exchange with PW re: de minimis asset bids (.2); review ombudsman questions and respond to same (.3). | |
| 07/20/13 | DFM | 0024 Research FTC case law on privacy policies in bankruptcy (1.9); review Atari and related privacy polices (0.5); memo to K. Manoukian re same (0.3). | 2.70 |
| 07/20/13 | ECS | 0024 Correspondence with K. Manoukian regarding asset purchase agreements and proposed sale orders. | 0.30 |
| 07/20/13 | RRG | 0024 Attention to post-closing logistics re asset sales. | 2.00 |
| 07/20/13 | DIF | 0024 Finalize sale documents and miscellaneous issues. | 0.60 |
| 07/21/13 | ECS | 0024 Revise proposed sale orders (0.7); correspondence with J. Sharp regarding same (0.1). | 0.80 |
| 07/21/13 | DIF | 0024 Finalize sale documents and miscellaneous issues. | 0.60 |
| 07/21/13 | KGM | 0024 Conference with counsel to Epic Gear (.4); email exchanges with K. Keller and D. Fisher re: same (.2); email exchanges with K. Keller re: privacy ombudsman issue (.2). | 0.80 |
| 07/22/13 | DFM | 0024 Correspondence with K. Manoukian re privacy ombudsman; review due diligence request (5.1); correspondence with K. Manoukian et al. re responses (0.3); review and revise responses (1.4). | 7.00 |
| 07/22/13 | SLA | 0024 Attention to sale issues. | 1.20 |
| 07/22/13 | TS | 0024 Correspondence with D. Krasa-Berstell re filing sale orders and procedures (.2); prepare and file same (2.8); prepare same for posting to website (.2); email to BMC re same (.2). | 3.40 |
| 07/22/13 | DKB | 0024 Correspondence with E. Seitz re asset purchase agreements (.1); prepare notebooks therewith (.9); review proposed in preparation for filing (1.1); prepare exhibits thereto (.7); confer with attorney re status (.1); confer with T. Southwell re logistics of filings (.2). | 3.10 |
| 07/22/13 | ECS | 0024 Review/revise proposed sale orders (4.1); revise hearing agenda (0.4); revise notice of filing of proposed sale orders (1.0); correspondence with K. Manoukian regarding same (0.6). | 6.10 |
| 07/22/13 | RRG | 0024 Attend board call and draft minutes re same. | 1.20 |
| 07/22/13 | DIF | 0024 Attention to post-closing issues. | 3.20 |
| 07/22/13 | KGM | 0024 Correspondence with K. Keller and D. Fisher re: same consumer privacy issues (.2); email exchanges with K. Keller and D. Fisher re: doc requests from Epic Gear (.2); email exchanges with Epic Gear's counsel re: same (.2); email exchanges with E. Seitz re: sale order and related issues (.2); email exchanges with R. Gadhia re: asset purchase agreements (.2); email exchanges with E. Seitz re: same (.1); teleconference with B. Schartz at K&E (.2); draft email to same re: press release (.1); teleconference with B. Schartz re: privacy language in sale order (.2); revise same (.2); email exchanges with Akin team re: same (.1); teleconference with R. Gadhia re: privacy policy issues (.3); call with Wargaming counsel re: same (.2); follow-up with ombudsman re: same (.2); circulate revised order to counsel to K&E (.2); conference with ombudsman re: various issues (.5); further attention to privacy issue in the context of sale orders (.5); conferences with D. McInnis and R. Gadhia re: same (.5); conference with D. McInnis and K. Keller re: same (.5); conference with E. Seitz and D. Krasa-Berstell re: notice of filing of sale orders (.4); revised same and relevant sale orders (1.5); email exchanges with E. Seitz re: filing and service issues re: same (.4); email exchanges with BMC re: service parties and related issues (.3); draft email to K&E re: further update on ombudsman requirements for sale order (.4). | 7.80 |

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| <u>Date</u> | <u>Tkpr</u> | <u>Task</u> | <u>Hours</u> |
|-------------|-------------|--|--------------|
| 07/22/13 | JSS | 0024 Draft sale order notice (1.5); send same to K. Manoukian (0.1). | 1.60 |
| 07/22/13 | CES | 0024 Finalize closing documents (2.8); draft closing checklist (0.2). | 3.00 |
| 07/23/13 | DFM | 0024 Correspondence re ombudsman questions (0.6); review FTC precedent (1.1); draft privacy related deal terms (5.3); correspondence with K. Manoukian and K. Keller re same (0.7). | 7.70 |
| 07/23/13 | SLA | 0024 Calls re sale order and privacy issues. | 0.70 |
| 07/23/13 | DKB | 0024 Correspondence with K. Manoukian re privacy precedent research (.2); research precedent (.7); prepare set of relevant documents for attorney (.3); Correspondence with E. Seitz re asset purchase agreements (.2); review and organize the above (.5); review and organize schedules thereto (1.1); prepare complete sets for attorneys (1); confer with attorneys re status (.2); prepare exhibits to proposed sale orders to be filed (.5); review and revise proposed orders (.2); prepare documents to be filed (.2); effect the above (.5); prepare Keller declaration to be filed (.1); effect the above (.1); prepare filed versions of pleadings for attorneys (.2). | 6.00 |
| 07/23/13 | ECS | 0024 Revise proposed sale orders (2.9); review and revise supplemental notices (2.3); prepare hearing script (3.4); prepare Keller declaration (0.8). | 9.40 |
| 07/23/13 | RRG | 0024 Review side letter to asset purchase agreement. | 1.00 |
| 07/23/13 | DIF | 0024 Attention to post-signing issues (2.0); sale order and closing issues (1.0). | 3.00 |
| 07/23/13 | KGM | 0024 Correspondence with K. Keller follow-up questions from consumer privacy issues (.2); email exchanges with ombudsman re: same (.2); email exchanges with D. McInnis re: same (.1); email exchanges with buyers' counsel re: same (.1); draft email to Wargaming's counsel re: same and related issues (.3); conferences with R. Gadhia re: assumption/assignment issues (.3); conference with I. Dizengoff re: same (.1); email exchanges with S. Alberino and D. Fisher re: same (.2); email E. Seitz re: revising sale orders to incorporate same (.1); draft email to ombudsman re: follow-up from buyers re privacy language in sale orders (.2); email exchanges with K&E re: same (.2); conferences with K. Keller re: follow-up questions from ombudsman (.3); conferences with I. Dizengoff re: assumption/assignment language in sale orders (.2); email exchanges with S. Alberino re: same (.2); research re: same (.2); conference with S. Alberino re: sale orders (.2); multiple conferences with K&E re: same (.3); conferences with Wargaming counsel re: same (.3); further discussions and emails with D. McInnis re: same related to privacy issues (.5); email exchanges with ombudsman re: same (.2); teleconference with R. Gadhia re: same and related issues (.2); email exchanges with K. Keller re: same (.1); email exchanges with Creditors Committee's counsel re: proposed sale orders (.1); email exchanges with E. Seitz re: same (.1); further attention to privacy issues and related matters (.5); conference with R. Morrissey re: update on sales/auction (.3); email exchanges with K. Keller re: privacy issues (.3); conferences with D. McInnis re: same (.2); conferences with K. Keller and D. McInnis re: further follow-up re: ombudsman requests and related issues (.5); multiple exchanges with counsel to buyers re: applicable sale orders (1.5); multiple conferences with S. Alberino re: same (.3); conference with D. Fisher, D. McInnis, K. Keller and R. Gadhia re: transfers of assets and related Asset purchase agreement issues (.2); conferences with K. Keller and D. McInnis re: privacy issues re: transfer of customer data and related issues (.3); attention to sale orders (1.0); attention to filing/service issues for same (.5); revise notice of same (.2); review/revise Keller Declaration re: personally identifiable information (.2); circulate same to K. Keller (.1); conference with K. Keller re: same (.2); serve same on U.S. Trustee (.1). | 11.30 |
| 07/24/13 | ECS | 0024 Attend sale hearing (1.6); prepare for same (1.0); attend post-hearing | 4.50 |

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| <u>Date</u> | <u>Tkpr</u> | <u>Task</u> | <u>Hours</u> |
|-------------|-------------|---|--------------|
| | | conference (0.4); review schedules to asset purchase agreements (1.0); correspondence with BMC regarding service of same (0.3); correspondence with R. Gadhia regarding same (0.2). | |
| 07/24/13 | RRG | 0024 Review ancillary closing corporate documents in connection with closing of Moonbase and Battlezone sales (2.0); Efforts towards closing Total Annihilation and Master of Orion sales (2.0). | 4.00 |
| 07/24/13 | DIF | 0024 Attend sale order hearing (2.0); attention to closing issues (5.0). | 7.00 |
| 07/24/13 | CES | 0024 Draft closing documents (3.1); draft closing checklist (0.1). | 3.20 |
| 07/25/13 | DKB | 0024 Correspondence with E. Seitz re attending to post-sale matters (.2); review and organize documents for attorneys (1.2); confer with attorney re status (.1); assist attorneys with post-sale matters (.7). | 2.20 |
| 07/25/13 | ECS | 0024 Effect service of sale orders. | 1.80 |
| 07/25/13 | CES | 0024 Revise closing documents (4.7); update closing checklist (0.4). | 5.10 |
| 07/26/13 | ECS | 0024 Correspondence with R. Gadhia regarding various asset purchase agreements (0.1); effect service of sale orders approving same (0.9). | 1.00 |
| 07/26/13 | RRG | 0024 Review ancillary closing corporate documents in connection with closing of Moonbase and Battlezone sales. | 2.20 |
| 07/26/13 | LG | 0024 Draft IP assignment confirmation (1.0); verify status and ownership of trademarks (0.5). | 1.50 |
| 07/26/13 | DIF | 0024 Attention to closing/contract issues. | 0.80 |
| 07/26/13 | CES | 0024 Draft ancillary documents to asset purchase agreements. | 2.50 |
| 07/27/13 | DIF | 0024 Attention to closing/contract issues. | 0.60 |
| 07/28/13 | SLA | 0024 Calls re closing issues. | 0.40 |
| 07/29/13 | SLA | 0024 Calls re closing issues. | 0.70 |
| 07/29/13 | ECS | 0024 Attention to outstanding sale closing issues (1.0); correspondence with K. Keller, R. Gadhia regarding same (0.3). | 1.30 |
| 07/29/13 | RRG | 0024 Review ancillary closing corporate documents in connection with closing of Moonbase and Battlezone sales. | 3.20 |
| 07/29/13 | DIF | 0024 Attention to closing/contract issues. | 1.40 |
| 07/29/13 | CES | 0024 Draft ancillary agreements to purchase agreements (Rebellion assets). | 5.40 |
| 07/30/13 | SLA | 0024 Calls re closing issues. | 0.70 |
| 07/30/13 | ECS | 0024 Correspondence with R. Michaelson regarding Wargaming side letter agreement (0.2); correspondence with R. Gadhia regarding same (0.2); review patent purchase offer (0.2); correspondence with Perella, client regarding same (0.1). | 0.70 |
| 07/30/13 | RRG | 0024 Review ancillary closing corporate documents in connection with closing of Star Control (1.0), Master of Orion (1.0), Total Annihilation (1.0), Moonbase and Battlezone sales (1.2). | 4.20 |
| 07/30/13 | DIF | 0024 Attention to closing issues. | 0.80 |
| 07/30/13 | CES | 0024 Draft closing documents; prepare signature pages (0.2); prepare side letter (0.3); discuss deal with R. Gadhia (0.1); participate in conference call with buyer (0.1). | 4.80 |
| 07/31/13 | SLA | 0024 Correspondence re closing issues. | 0.40 |
| 07/31/13 | ECS | 0024 Attention to correspondence regarding various de minimis asset sales (0.4); correspondence with Perella regarding same (0.3); correspondence with R. Gadhia regarding Wargaming asset purchase agreements (0.2); review various offers for de minimis assets (0.9). | 1.80 |
| 07/31/13 | RRG | 0024 Prepare for closing of Moobase and Battlezone Assets | 1.50 |
| 07/31/13 | LG | 0024 IP-related due diligence (0.3); prepare materials for copyright assignment (0.7). | 1.00 |
| 07/31/13 | DIF | 0024 Attention to closing issues. | 0.70 |
| 07/31/13 | CES | 0024 Prepare asset purchase agreement ancillary documents (5.0); correspondence with R. Gadhia regarding deal status (0.2). | 5.20 |
| 07/16/13 | RRG | 0025 Travel to auction. (Actual time - 3.0) | 1.50 |
| 07/17/13 | SLA | 0025 Travel to New York; return travel. (Actual time - 6.0) | 3.00 |
| 07/19/13 | RRG | 0025 Travel to auction. (Actual time - 3.1) | 1.55 |
| 07/22/13 | ECS | 0025 Travel from Dallas to New York office for sale hearing. (Actual time - | 3.55 |

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| <u>Date</u> | <u>Tkpr</u> | <u>Task</u> | <u>Hours</u> |
|-------------|-------------|---|--------------|
| | | 7.1) | |
| 07/24/13 | SLA | 0025 Travel to New York for sale hearing. (Actual time - 3.0) | 1.50 |
| 07/24/13 | ECS | 0025 Travel to and from sale hearing. (Actual time - 1.0) | 0.50 |
| 07/24/13 | DIF | 0025 Travel to sales hearing (1.5). (Actual time - 1.5) | 0.75 |
| 07/24/13 | KGM | 0025 Travel to/from sale hearing. (Actual time - 1.5) | 0.75 |
| 07/25/13 | ECS | 0025 Travel from New York to Dallas for sale hearing. (Actual time - 6.5) | 3.25 |
| 07/03/13 | DIF | 0027 Attention to emails re: sale process. | 0.60 |
| 07/16/13 | KGM | 0027 Correspondence with re: board minutes. | 0.20 |
| 07/21/13 | SLA | 0027 Calls and correspondence re board meeting. | 0.80 |
| Total Hours | | | 727.45 |

TIMEKEEPER TIME SUMMARY:

| <u>Timekeeper</u> | <u>Hours</u> | | <u>Rate</u> | = | <u>Value</u> |
|-------------------|--------------|----|-------------|---|--------------|
| H B JACOBSON | 0.20 | at | \$770.00 | = | \$154.00 |
| I S DIZENGOFF | 7.60 | at | \$1100.00 | = | \$8,360.00 |
| S L ALBERINO | 68.50 | at | \$875.00 | = | \$59,937.50 |
| D F MCINNIS | 19.60 | at | \$640.00 | = | \$12,544.00 |
| R GRABOV-NARDINI | 0.90 | at | \$695.00 | = | \$625.50 |
| D I FISHER | 82.95 | at | \$775.00 | = | \$64,286.25 |
| J S KLEIN | 0.80 | at | \$595.00 | = | \$476.00 |
| D C LEE | 1.60 | at | \$590.00 | = | \$944.00 |
| A S LILLING | 0.20 | at | \$650.00 | = | \$130.00 |
| D C VONDLE | 30.30 | at | \$600.00 | = | \$18,180.00 |
| E C SEITZ | 86.40 | at | \$500.00 | = | \$43,200.00 |
| R R GADHIA | 81.15 | at | \$530.00 | = | \$43,009.50 |
| K G MANOUKIAN | 152.45 | at | \$675.00 | = | \$102,903.75 |
| J S SHARP | 46.10 | at | \$400.00 | = | \$18,440.00 |
| C E SIMS | 29.20 | at | \$365.00 | = | \$10,658.00 |
| D A SNYDER | 1.30 | at | \$440.00 | = | \$572.00 |
| L T GEYER | 2.50 | at | \$470.00 | = | \$1,175.00 |
| P J SPROFERA | 3.30 | at | \$285.00 | = | \$940.50 |
| B R KEMP | 2.40 | at | \$225.00 | = | \$540.00 |
| T SOUTHWELL | 14.90 | at | \$245.00 | = | \$3,650.50 |
| D KRASA-BERSTELL | 59.00 | at | \$245.00 | = | \$14,455.00 |
| J A SAMPER | 33.60 | at | \$225.00 | = | \$7,560.00 |
| L M MCCOMB | 2.50 | at | \$190.00 | = | \$475.00 |

Current Fees

\$413,216.50

FOR COSTS ADVANCED AND EXPENSES INCURRED:

| | |
|---|------------|
| Courier Service/Messenger Service- Off Site | \$54.45 |
| Document Retrieval | \$1,868.00 |
| Duplication - In House | \$1,119.00 |
| Meals - Business | \$111.52 |
| Meals (100%) | \$345.05 |
| Meals - Travel 100% | \$100.00 |
| Research | \$261.50 |
| Audio and Web Conference Services | \$13.25 |
| Telephone - Long Distance | \$35.78 |
| Transcripts | \$145.41 |

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| | | |
|--------------------------------------|------------|---------------------|
| Travel - Airfare | \$2,120.80 | |
| Travel - Auto (mileage) | \$25.99 | |
| Travel - Ground Transportation | \$2,065.66 | |
| Travel - Lodging (Hotel, Apt, Other) | \$3,851.71 | |
| Travel - Parking | \$340.00 | |
| Travel - Telephone & Fax | \$110.78 | |
| | | |
| Current Expenses | | <u>\$12,568.90</u> |
| | | |
| Total Amount of This Invoice | | \$425,785.40 |

Exhibit B

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

| PARTNERS | DEPARTMENT | STATE/COUNTRY OF BAR ADMISSION – YEAR | HOURS | HOURLY BILLING RATE | AMOUNT |
|-------------------------------------|---------------------------------|---|--------------|----------------------------|---------------|
| Scott L. Alberino | Financial Restructuring | Georgia – 2000 District of Columbia – 2002 | 68.50 | \$875.00 | \$59,937.50 |
| Ira S. Dizengoff | Financial Restructuring | New Jersey – 1992 New York – 1993 | 7.60 | \$1,100.00 | \$8,360.00 |
| Daniel I. Fisher | Corporate | New York – 2003 | 82.95 | \$775.00 | \$64,286.25 |
| Ron Grabov-Nardini | Tax | New York – 2003 | 0.90 | \$695.00 | \$625.50 |
| Howard B. Jacobson | Tax | District of Columbia – 1979 | 0.20 | \$770.00 | \$154.00 |
| Daniel F. McInnis | Anti-Trust & Unfair Competition | Virginia – 1994 District of Columbia – 1996 | 19.60 | \$640.00 | \$12,544.00 |
| SENIOR COUNSEL & COUNSEL | DEPARTMENT | STATE/COUNTRY OF BAR ADMISSION – YEAR | HOURS | HOURLY BILLING RATE | AMOUNT |
| Jo-Ellyn S. Klein | Health | Virginia – 1998 District of Columbia – 1999 | 0.80 | \$595.00 | \$476.00 |
| David C. Lee | Intellectual Property | Virginia – 1999 District of Columbia – 2000 | 1.60 | \$590.00 | \$944.00 |
| Austin S. Lilling | Tax | New Jersey – 2001 New York – 2001 | 0.20 | \$650.00 | \$130.00 |
| David C. Vondle | Intellectual Property | California – 2003 District of Columbia – 2008 | 30.30 | \$600.00 | \$18,180.00 |
| ASSOCIATES | DEPARTMENT | STATE/COUNTRY OF BAR ADMISSION – YEAR | HOURS | HOURLY BILLING RATE | AMOUNT |
| Rishikesh R. Gadhia | Corporate | New York – 2009 District of Columbia – 2013 | 81.15 | \$530.00 | \$43,009.50 |
| Laura Talley Geyer | Intellectual Property | Maryland – 1998 District of Columbia – 1999 | 2.50 | \$470.00 | \$1,175.00 |
| Kristine G. Manoukian | Financial Restructuring | New York – 2008 Utah – 2008 Delaware – 2010 | 152.45 | \$675.00 | \$102,903.75 |
| Eric C. Seitz | Financial Restructuring | Texas – 2009 | 86.40 | \$500.00 | \$43,200.00 |

| ASSOCIATES | DEPARTMENT | STATE/COUNTRY OF BAR ADMISSION – YEAR | HOURS | HOURLY BILLING RATE | AMOUNT |
|-----------------------------|----------------------------|--|---------------|------------------------------------|---------------------|
| Charles E. Sims | Corporate | Not Yet Admitted | 29.20 | \$365.00 | \$10,658.00 |
| Jason S. Sharp | Financial Restructuring | Texas – 2012 | 46.10 | \$400.00 | \$18,440.00 |
| David A. Snyder | Tax | New York – 2010 | 1.30 | \$440.00 | \$572.00 |
| LEGAL ASSISTANTS | DEPARTMENT | | HOURS | HOURLY BILLING RATE | AMOUNT |
| Brenda R. Kemp | Financial Restructuring | | 2.40 | \$225.00 | \$540.00 |
| Dagmara Krasa- Berstell | Financial Restructuring | | 59.00 | \$245.00 | \$14,455.00 |
| Lola M. McComb | Library | | 2.50 | \$190.00 | \$475.00 |
| Jonathan A. Samper | Financial Restructuring | | 33.60 | \$225.00 | \$7,560.00 |
| Tracy Southwell | Financial Restructuring | | 14.90 | \$245.00 | \$3,650.50 |
| Peter J. Sprofera | Financial Restructuring | | 3.30 | \$285.00 | \$940.50 |
| TOTAL FEES | | | 727.45 | | \$413,216.50 |

Exhibit C

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

| | |
|---|--------------------|
| Computerized Research/Corporate Service Charges/PACER Charges | \$2,129.50 |
| Conference Call/Telephone Charges | \$49.03 |
| Courier Service/Postage | \$54.45 |
| Duplicating | \$1,119.00 |
| Meals/Meeting Expenses | \$556.57 |
| Transcripts | \$145.41 |
| Travel Expenses – Airfare | \$2,120.80 |
| Travel expenses – Auto Mileage | \$25.99 |
| Travel Expenses – Ground Transportation | \$2,065.66 |
| Travel Expenses – Lodging | \$3,851.71 |
| Travel Expenses – Parking | \$340.00 |
| Travel Expenses – Telephone & Fax | \$110.78 |
| | |
| TOTAL | \$12,568.90 |