

COOLEY LLP
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Alex R. Velinsky
Robert B. Winning

*Counsel for the Official Committee
of Unsecured Creditors*

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

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In re:) Chapter 11
)
Atari, Inc., <u>et al.</u> ,) Case No. 13-10176 (JMP)
)
) (Jointly Administered)
Debtors.)
)
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**SEVENTH 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 AUGUST 1, 2013 THROUGH AUGUST 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>August 1, 2013 through August 31, 2013</u>
Amount of Compensation sought as actual, reasonable and necessary:	<u>\$46,341.50 (of which Applicant seeks payment of 80% or \$37,073.20)</u>
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	<u>\$2,533.81</u>

This statement is the seventh 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 \$37,073.20, which is equal to eighty percent (80%) of the total amount of compensation sought (i.e. \$46,341.50) for actual and necessary professional services rendered during the period of August 1, 2013 through August 31, 2013 (the “Fee Period”); and (b) reimbursement of actual and necessary costs and expenses in the amount of \$2,533.81 incurred by Cooley during the Fee Period in connection with these cases.¹ Attached as **Exhibit A** hereto are (i) contemporaneously maintained time entries for each professional who provided services during the Fee Period in increments of tenths (1/10) of an hour, and (ii) an itemization and description of the costs and expenses incurred by Cooley during the Fee Period.

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

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

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

Attorney	Position with the Applicant	Hourly Billing Rate	Total Billed Hours	Total Compensation
Cathy Herschopf	Partner	\$845	1.9	\$1,605.50
Jeffrey L. Cohen	Partner	\$695	33.1	\$23,004.50
Alex R. Velinsky	Associate	\$475	37.7	\$17,907.50
Robert B. Winning	Associate	\$435	4.8	\$2,088.00
David M. Fleischer	Paralegal	\$315	0.4	\$126.00
Rebecca Goldstein	Paralegal	\$270	5.6	\$1,512.00
Kris T. Cachia	Paralegal	\$245	0.4	\$98.00
TOTAL			83.9	\$46,341.50
Blended Rate for Attorneys		\$575.55		

Compensation by Matter

Matter Number	Matter Description	Total Billed Hours	Total Fees Requested
02	Asset Disposition	17.0	\$11,177.00
03	Business Operations	0.4	\$190.00
04	Case Administration	16.1	\$7,625.50
05	Claims	4.4	\$2,332.00
07	Fee/Employment Applications	10.6	\$5,101.00
08	Fee/Employment Objections	2.4	\$1,668.00
10	Litigation	0.1	\$47.50
12	Plan and Disclosure Statement	25.1	\$13,329.50
14	Travel (Billed at ½ time)	1.0	\$629.00
18	Leases and Executory Contracts	2.1	\$1,459.50
19	Preparation for and Attendance at Court Hearings	4.7	\$2,782.50
TOTAL		83.9	\$46,341.50

Expense Summary

Description	Amount
Audio/Video Conferencing Services	\$16.23
Deposition Transcription Services	\$2,323.85
Federal Express	\$125.90
Meals	\$26.31
Reproduction of Documents	\$22.80
Telephone	\$18.72
Total	\$2,533.81

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 \$46,341.50 (of which Applicant requests payment in the amount of **\$37,073.20** which equals 80% of \$46,341.50) 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 **\$2,533.81**, for a total amount for the Fee Period of \$48,875.31 (of which applicant seeks payment in the amount of **\$39,607.01** which equals 80% of the requested compensation and 100% of the requested reimbursement of actual and necessary costs and expenses).

Dated: September 20, 2013
New York, New York

Respectfully submitted,

By: /s/ Jeffrey L. Cohen

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Cathy Hershcopf
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Robert B. Winning

*Counsel for the Official
Committee of Unsecured Creditors*

EXHIBIT A



September 12, 2013

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

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5th floor
San Francisco, CA
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Los Angeles, CA
Shanghai, P. R. China

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For services rendered through August 31, 2013

Fees	\$	46,341.50
Chargeable costs and disbursements	\$	2,533.81
Total Due on Current Invoice	\$	48,875.31



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For services rendered through August 31, 2013 :

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
ASSET DISPOSITION				
08/01/13	Jeffrey L. Cohen	Review accrued professional fees and correspond with Atari SA counsel re: same	1.00	695.00
08/01/13	Jeffrey L. Cohen	Telephone call with K. Coleman re: Atari SA proposal	0.30	208.50
08/01/13	Alex R. Velinsky	Review J. Cohen email re: professional fees	0.10	47.50
08/05/13	Jeffrey L. Cohen	Review admin waterfall and financial information provided by Atari S A	0.80	556.00
08/06/13	Jeffrey L. Cohen	Telephone call with counsel to Atari S A re: lack of delivery on deal documents	0.40	278.00
08/06/13	Jeffrey L. Cohen	Telephone call with S. Alberino re: discussions with Atari S A	0.30	208.50
08/06/13	Jeffrey L. Cohen	Update Committee on status of Atari S A discussions	0.80	556.00
08/06/13	Alex R. Velinsky	Draft letter to Akin re: sale process	0.20	95.00
08/07/13	Jeffrey L. Cohen	Review draft term sheet provided by Atari S A and comment re: same	1.10	764.50
08/07/13	Jeffrey L. Cohen	Telephone call with counsel to Atari S A re: binding agreement requirement	0.30	208.50
08/07/13	Alex R. Velinsky	Continue drafting Akin letter (.2); email to J. Cohen re: same (.1)	0.30	142.50
08/07/13	Alex R. Velinsky	Email to Akin re: J. Cohen letter	0.10	47.50
08/08/13	Alex R. Velinsky	Emails with J. Cohen re: payment of fees	0.20	95.00
08/08/13	Alex R. Velinsky	Emails with Akin re: asset sales	0.20	95.00
08/08/13	Jeffrey L. Cohen	Telephone call with S. Alberino re: status of Atari S A discussions	0.40	278.00
08/09/13	Alex R. Velinsky	Emails with creditor R. Kain re: sale process	0.40	190.00
08/09/13	Alex R. Velinsky	Emails with J. Cohen re: plan terms	0.20	95.00
08/09/13	Alex R. Velinsky	Review Akin letter re: sale	0.20	95.00
08/09/13	Jeffrey L. Cohen	Telephone call with Dan Guyder re: lack of progress by Atari S A	0.60	417.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
08/09/13	Jeffrey L. Cohen	Review debtors' markup of proposed term sheet and comment re: same	1.20	834.00
08/12/13	Jeffrey L. Cohen	Review S A's markup to term sheet and correspondence re: same	0.80	556.00
08/14/13	Jeffrey L. Cohen	Review financial information provided by F. Chenais and correspondence re: same	1.00	695.00
08/15/13	Jeffrey L. Cohen	Preliminary review of draft documents circulated by S A	1.10	764.50
08/16/13	Jeffrey L. Cohen	Detailed review of draft commitment letter, updated budget, term sheet	2.20	1,529.00
08/16/13	Jeffrey L. Cohen	Multiple telephone calls with S. Alberino and Coleman re: exclusivity motion and draft documents	1.80	1,251.00
08/21/13	Alex R. Velinsky	Draft notice of further extension of investigation termination date	0.20	95.00
08/21/13	Alex R. Velinsky	Email to J. Cohen re: notice of investigation termination date extension	0.20	95.00
08/27/13	Alex R. Velinsky	Review and respond to A. Chong email re: Cooley fee estimates	0.60	285.00
Task Total:			17.00	11,177.00

BUSINESS OPERATIONS

08/16/13	Alex R. Velinsky	Review July MOR	0.40	190.00
Task Total:			0.40	190.00

CASE ADMINISTRATION

08/06/13	Alex R. Velinsky	Review notice of hearing adjournment	0.10	47.50
08/06/13	Alex R. Velinsky	Email to R. Winning re: fee hearing	0.10	47.50
08/07/13	Jeffrey L. Cohen	Review exclusivity motion and discuss same with S. Alberino	0.60	417.00
08/07/13	Jeffrey L. Cohen	Office conference with A. Velinsky re: exclusivity motion	0.40	278.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
08/09/13	Jeffrey L. Cohen	Multiple correspondence with R. Crain re: creditor inquiry	1.10	764.50
08/13/13	Rebecca Goldstein	Efile objection of creditor committee re debtor's exclusivity motion (.4); prepare e mail to claims agent re service (.2); prepare cover letter to Chamber's process same (.5)	1.10	297.00
08/14/13	Rebecca Goldstein	Attention to e mail from A. Velinsky (.3); e file objection to include exhibit (.4); prepare cover letter to chamber's process same (.5)	1.20	324.00
08/14/13	Alex R. Velinsky	Review G. Davis voicemail re: budget	0.10	47.50
08/14/13	Alex R. Velinsky	Emails with J. Cohen and R. Winning re: July invoice	0.20	95.00
08/14/13	Alex R. Velinsky	Review K. Manoukian email	0.10	47.50
08/14/13	Alex R. Velinsky	Emails with J. Cohen re: Pong issue	0.40	190.00
08/14/13	Alex R. Velinsky	Attention to ethical wall issues	0.30	142.50
08/15/13	Rebecca Goldstein	Prepare correspondence to chamber's re certificate of service re creditor committee objection, process same.	0.50	135.00
08/19/13	Jeffrey L. Cohen	Prepare for contested exclusivity hearing	2.40	1,668.00
08/19/13	Jeffrey L. Cohen	Multiple correspondence with S. Alberino and Coleman re: exclusivity hearing	1.20	834.00
08/20/13	Alex R. Velinsky	Telephone call with A. Feng re: Pong	0.10	47.50
08/20/13	Rebecca Goldstein	Attention to emails from RW (.3); e file Cooley's 3rd monthly fee statement (.4); E file Duff And Phelps July 2013 Monthly fee statement (.4); Process for service by Fed Ex (.8); prepare COS (.3); e file same (.4)	2.60	702.00
08/20/13	Robert B. Winning	Call with A. Velinsky re: Committee challenge deadline	0.20	87.00
08/21/13	David M. Fleischer	Exchange of e-mails with A Velinsky re assignment; electronic filing of Notice of Further Extension, docket entry #350; e-mailing filing receipt	0.40	126.00
08/21/13	Alex R. Velinsky	Emails with D. Fleisher re: filing notice of investigation deadline	0.20	95.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
08/22/13	Alex R. Velinsky	Emails with J. Cohen. re: Pong issue	0.20	95.00
08/22/13	Rebecca Goldstein	File maintenance and organization	0.20	54.00
08/23/13	Alex R. Velinsky	Emails with R. Winning and J. Cohen re: Pong issue	0.80	380.00
08/23/13	Alex R. Velinsky	Review draft supplemental Cohen declaration	0.20	95.00
08/23/13	Robert B. Winning	Draft email to Committee re Cohen's supplemental declaration	0.40	174.00
08/23/13	Robert B. Winning	Research re conflict issues	0.60	261.00
08/23/13	Robert B. Winning	Attend to filing and service of J. Cohen rule 2014 affidavit	0.40	174.00
Task Total:			16.10	7,625.50

CLAIMS

07/19/13	Alex R. Velinsky	E-mail to DPS re: analysis of claims pool and waterfall	0.20	95.00
08/01/13	Jeffrey L. Cohen	Review administrative claim waterfall analysis prepared by Debtors	1.10	764.50
08/01/13	Alex R. Velinsky	Emails with J. Cohen and DPS re: claims	0.10	47.50
08/01/13	Alex R. Velinsky	Emails with J. Cohen re: waterfall analysis	0.20	95.00
08/05/13	Alex R. Velinsky	Review Atari SA admin claims analysis	0.20	95.00
08/05/13	Alex R. Velinsky	Emails with J. Cohen re: admin claims analysis	0.10	47.50
08/12/13	Alex R. Velinsky	Review K. Manoukian email re: creditor inquiry	0.10	47.50
08/12/13	Alex R. Velinsky	Emails with K. Joyce re: creditor inquiry	0.40	190.00
08/26/13	Alex R. Velinsky	Review claims objection filed by debtors	0.60	285.00
08/28/13	Alex R. Velinsky	Telephone call with A. Chong re: claims reconciliation	0.30	142.50
08/29/13	Alex R. Velinsky	Review A. Chong email re: disputed claims	0.10	47.50
08/29/13	Alex R. Velinsky	Review disputed claims analysis prepared by Duff & Phelps	0.30	142.50
08/29/13	Alex R. Velinsky	Review claims spreadsheet from DPS	0.20	95.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
08/29/13	Alex R. Velinsky	Email to A. Chong re: claim	0.10	47.50
08/29/13	Alex R. Velinsky	Telephone call with A. Chong re: claims	0.20	95.00
08/29/13	Alex R. Velinsky	Email to Akin re: claims objections	0.20	95.00
Task Total:			4.40	2,332.00

FEE/EMPLOYMENT APPLICATIONS

08/01/13	Alex R. Velinsky	Emails with J. Cohen and DPS re: fee estimate	0.20	95.00
08/02/13	Alex R. Velinsky	Review J. Cohen email re: July fee estimates	0.10	47.50
08/05/13	Jeffrey L. Cohen	Review pre-bill for compliance with Local Rules and Court Guidelines	0.70	486.50
08/05/13	Alex R. Velinsky	Review K. Manoukian email re: interim fee application hearing	0.10	47.50
08/08/13	Alex R. Velinsky	Conference with R. Winning re: fee issue	0.10	47.50
08/08/13	Robert B. Winning	Correspond with A. Velinsky re: Atari expenses	0.20	87.00
08/13/13	Alex R. Velinsky	Review A. Chapnell fee application	0.30	142.50
08/13/13	Robert B. Winning	Attention to matter re: July invoice	0.20	87.00
08/14/13	Robert B. Winning	Calls with accounting re: change in July invoice in a advance of filing	0.30	130.50
08/14/13	Robert B. Winning	Analysis of Cooley fees for Protivity	0.30	130.50
08/19/13	Alex R. Velinsky	Review draft fee order (.1); emails with J. Cohen and Akin re: same (.2)	0.30	142.50
08/19/13	Alex R. Velinsky	Review A. Schouler and J. Cohen emails re: fee hearing	0.20	95.00
08/19/13	Alex R. Velinsky	Emails with Akin and J. Cohen re: fee statement objections	0.30	142.50
08/20/13	Jeffrey L. Cohen	Review fee history at request of court	0.40	278.00
08/20/13	Alex R. Velinsky	Telephone call with J. Cohen re: fee issue	0.10	47.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
08/20/13	Alex R. Velinsky	Review Cooley and Duff & Phelps fee payment history and calculate amounts due as of interim hearing (.7); email to J. Cohen re: same (.2)	0.90	427.50
08/20/13	Alex R. Velinsky	Review emails re: revisions to interim fee order	0.20	95.00
08/20/13	Alex R. Velinsky	Review interim fee application in preparation for fee hearing	0.30	142.50
08/20/13	Alex R. Velinsky	Review further revised interim fee order from Akin	0.20	95.00
08/20/13	Alex R. Velinsky	Review revised interim fee order	0.20	95.00
08/20/13	Alex R. Velinsky	Telephone call with K. Manoukian re: Cooley and Duff & Phelps interim fees	0.20	95.00
08/20/13	Alex R. Velinsky	Draft detailed email to K. Manoukian re: committee fees	0.30	142.50
08/20/13	Robert B. Winning	Draft, file and serve seventh monthly fee application	0.80	348.00
08/21/13	Alex R. Velinsky	Review modified language for interim fee order (.1); emails with K. Manoukian re: same (.1)	0.20	95.00
08/21/13	Jeffrey L. Cohen	Review revised fee order and schedule	0.20	139.00
08/22/13	Alex R. Velinsky	Emails with E. Miller re: DPS fee payments	0.20	95.00
08/23/13	Kris T. Cachia	Finalize Supplemental Cohen Declaration re employment disclosures and electronically file same (0.3); prepare email to Noticing Agent re service instructions as to declaration (0.1)	0.40	98.00
08/23/13	Robert B. Winning	Draft supplemental affidavit of J. Cohen under rule 2014	1.40	609.00
08/26/13	Alex R. Velinsky	Review Protivity July fee statement	0.30	142.50
08/26/13	Alex R. Velinsky	Review Akin's July fee statement	0.60	285.00
08/26/13	Alex R. Velinsky	Review Perella Weinberg July fee statement	0.30	142.50
08/26/13	Alex R. Velinsky	Review notice of hearing on ombudsman fee application	0.10	47.50
Task Total:			10.60	5,101.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
FEE/EMPLOYMENT OBJECTIONS				
08/19/13	Jeffrey L. Cohen	Review fee objections and prepare for contested fee hearing	1.60	1,112.00
08/19/13	Jeffrey L. Cohen	Multiple correspondence with A. Schouder re: Alden fee objection resolution	0.80	556.00
Task Total:			2.40	1,668.00
LITIGATION				
08/20/13	Alex R. Velinsky	Email to A. Schouder re: investigation termination date	0.10	47.50
Task Total:			0.10	47.50
PLAN AND DISCLOSURE STATEMENT				
08/01/13	Alex R. Velinsky	Emails with J. Cohen re: plan support agreement terms	0.10	47.50
08/05/13	Alex R. Velinsky	Review J. Cohen email to K. Coleman re: waterfall	0.10	47.50
08/05/13	Alex R. Velinsky	Emails with Akin re: exclusivity	0.10	47.50
08/05/13	Alex R. Velinsky	Review J. Cohen and K. Coleman emails re: preferences	0.20	95.00
08/06/13	Alex R. Velinsky	Emails with A&O re: call	0.10	47.50
08/06/13	Alex R. Velinsky	Telephone call with Allen & Overy re: plan support agreement	0.30	142.50
08/06/13	Alex R. Velinsky	Review exclusivity motion	0.20	95.00
08/06/13	Alex R. Velinsky	Review plan term sheet	0.30	142.50
08/06/13	Alex R. Velinsky	Conference with J. Cohen re: Akin letter	0.10	47.50
08/06/13	Alex R. Velinsky	Review J. Cohen email re: plan discussions	0.10	47.50
08/07/13	Alex R. Velinsky	Review J. Cohen email to A&O re: plan term sheet	0.10	47.50
08/07/13	Alex R. Velinsky	Conference with J. Cohen re: draft plan term sheet	0.10	47.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
08/07/13	Alex R. Velinsky	Review draft plan term sheet per J. Cohen comments	0.70	332.50
08/07/13	Alex R. Velinsky	Further revisions to term sheet per J. Cohen comments	0.20	95.00
08/07/13	Alex R. Velinsky	Emails to A&O re: revised term sheet	0.20	95.00
08/07/13	Alex R. Velinsky	Draft committee objection to exclusivity motion	1.10	522.50
08/07/13	Alex R. Velinsky	Emails with A&O re: Cooley July fees	0.20	95.00
08/08/13	Alex R. Velinsky	Continue drafting exclusivity objection	2.20	1,045.00
08/09/13	Alex R. Velinsky	Review debtors' comments for plan term sheet	0.30	142.50
08/09/13	Alex R. Velinsky	Continue drafting exclusivity objection	1.10	522.50
08/09/13	Jeffrey L. Cohen	Review and revise objection to Debtor's exclusivity motion	1.30	903.50
08/12/13	Jeffrey L. Cohen	Review revised exclusivity objection and comment re: same	0.70	486.50
08/12/13	Alex R. Velinsky	Review S. Alberino email re: plan terms	0.10	47.50
08/12/13	Alex R. Velinsky	Review A. Schouder email re: plan terms	0.10	47.50
08/12/13	Alex R. Velinsky	Email to committee re: plan update and exclusivity	0.40	190.00
08/12/13	Alex R. Velinsky	Further revisions to exclusivity objection per J. Cohen comments	0.30	142.50
08/12/13	Alex R. Velinsky	Review J. Cohen comments to exclusivity objection	0.20	95.00
08/12/13	Alex R. Velinsky	Revise draft exclusivity objection per J. Cohen comments	0.40	190.00
08/12/13	Alex R. Velinsky	Review Atari S.A. comments to term sheet	0.30	142.50
08/12/13	Alex R. Velinsky	Review J. Cohen email re: plan terms	0.10	47.50
08/12/13	Cathy Rae Hershcopf	Review and respond to Plan term sheet comments (.9); confer internally re Peck and exclusivity objection (.4)	1.30	1,098.50
08/13/13	Jeffrey L. Cohen	Final review of objection to exclusivity motion and correspondence re: same	1.20	834.00
08/13/13	Alex R. Velinsky	Finalize committee objection to exclusivity	0.30	142.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
08/13/13	Alex R. Velinsky	Emails with R. Goldstein re: filing exclusivity objection	0.20	95.00
08/13/13	Alex R. Velinsky	Emails with J. Cohen re: exclusivity objection	0.10	47.50
08/14/13	Alex R. Velinsky	Review J. Cohen and J. Cho email re: plan terms	0.40	190.00
08/14/13	Alex R. Velinsky	Emails with J. Cohen and R. Goldstein re: exclusivity objection	0.20	95.00
08/16/13	Alex R. Velinsky	Review J. Cohen email re: A&O decision	0.10	47.50
08/16/13	Alex R. Velinsky	Review J. Cho email re: plan issues	0.10	47.50
08/16/13	Alex R. Velinsky	Review J. Cho email re: plan update	0.10	47.50
08/16/13	Alex R. Velinsky	Review revised plan term sheet and related documents	0.70	332.50
08/19/13	Alex R. Velinsky	Review revised exclusivity order (.2); emails re: same (.2)	0.40	190.00
08/19/13	Cathy Rae Hershcopf	Review and respond to emails re exclusivity	0.30	253.50
08/20/13	Alex R. Velinsky	Email to committee re: exclusivity and plan negotiations	0.20	95.00
08/23/13	Alex R. Velinsky	Review further revised equity commitment letter and term sheet	1.10	522.50
08/23/13	Alex R. Velinsky	Emails with J. Cohen and J. Cho re: plan draft	0.20	95.00
08/23/13	Alex R. Velinsky	Review draft plan	0.80	380.00
08/23/13	Alex R. Velinsky	Review J. Cohen email to A&O re: letter	0.10	47.50
08/23/13	Alex R. Velinsky	Review emails with J. Cohen and DPS re: funding	0.10	47.50
08/26/13	Alex R. Velinsky	Review K. Manoukian email re: exclusivity order	0.10	47.50
08/28/13	Alex R. Velinsky	Review K. Manoukian email re: plan (.1) review debtors' comments to plan (.3)	0.40	190.00
08/28/13	Alex R. Velinsky	Review J. Cohen email re: plan	0.10	47.50
08/29/13	Alex R. Velinsky	Detailed email to J. Cohen re: Akin plan comments	0.70	332.50
08/29/13	Alex R. Velinsky	Review respond to J. Cohen email re: plan issues	0.20	95.00



319072-201
Atari Creditors' Committee

Invoice Number: 1323857
CL 01 62105

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
08/29/13	Alex R. Velinsky	Continue reviewing Akin comments to plan	2.60	1,235.00
08/29/13	Alex R. Velinsky	Revise Akin version of plan	0.70	332.50
08/29/13	Alex R. Velinsky	Email to J. Cohen re: comments to plan	0.20	95.00
08/29/13	Alex R. Velinsky	Email to debtors and plan sponsor re: comments to plan	0.20	95.00
08/29/13	Cathy Rae Hershcopf	Follow up re term sheet	0.30	253.50
Task Total:			25.10	13,329.50

TRAVEL

08/20/13	Jeffrey L. Cohen	Travel to and from court hearing (billed at 1/2 time)	0.70	486.50
08/20/13	Alex R. Velinsky	Travel to/from court for 8/20 hearing (billed at 1/2 time)	0.30	142.50
Task Total:			1.00	629.00

LEASES AND EXECUTORY CONTRACTS

08/29/13	Jeffrey L. Cohen	Review plan provisions and correspondence re: same with Velinsky	2.10	1,459.50
Task Total:			2.10	1,459.50

PREPARATION FOR AND ATTENDANCE AT COURT HEARINGS

08/19/13	Alex R. Velinsky	Review hearing agenda (.1); conference with J. Cohen re: pending objections (.2)	0.30	142.50
08/19/13	Alex R. Velinsky	Emails with J. Cohen re: hearing preparation	0.20	95.00
08/19/13	Alex R. Velinsky	Review fee applications and objections in preparation for 8/20 hearing	0.60	285.00
08/20/13	Jeffrey L. Cohen	Prepare for and attend exclusivity and fee hearing	2.50	1,737.50
08/20/13	Alex R. Velinsky	Attend a hearing on interim fee application and exclusivity	1.10	522.50
Task Total:			4.70	2,782.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
Total Fees				\$46,341.50

Fee Summary:

<u>Timekeeper</u>	<u>Type</u>	<u>Rate</u>	<u>Hours</u>	<u>Total</u>
Cathy Rae Hershcopf	Partner	845	1.90	1,605.50
Jeffrey L. Cohen	Partner	695	33.10	23,004.50
Alex R. Velinsky	Associate	475	37.70	17,907.50
Robert B. Winning	Associate	435	4.80	2,088.00
Kris T. Cachia	Paralegal	245	.40	98.00
David M. Fleischer	Paralegal	315	.40	126.00
Rebecca Goldstein	Paralegal	270	5.60	1,512.00

For costs and disbursements recorded through August 31, 2013 :

Audio/Video Conferencing Services	16.23
Deposition Brent C. Williams, 6/3/13 TSG Reporting, Inc.	878.15
Deposition James W. Wilson/Robert Mattes/Adam Verost, 5/30/13 TSG Reporting, Inc.	1,445.70
Federal Express	125.90
Meals	26.31
Reproduction of Documents	22.80
Telephone	18.72
Total Costs	\$2,533.81
Total:	\$48,875.31