

Notices of Objection to Fee Statement Due: October 9, 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)
)	

SEVENTH 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 AUGUST 1, 2013 THROUGH AUGUST 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:	August 1, 2013 through August 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:	\$216,751.25
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$13,005.72

This statement is the seventh 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) \$173,401.00 (80% of \$216,751.25) on account of actual, reasonable and necessary professional services rendered to the Debtors by Akin Gump during the Fee Period and (ii) \$13,005.72 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) \$173,401.00 (80% of \$216,751.25) 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 \$13,005.72 incurred on behalf of the Debtors by Akin Gump.

New York, New York
Dated: September 24, 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 1501014
Invoice Date 09/24/13
Client Number 691767
Matter Number 0001

Re: RESTRUCTURING ADVICE

FOR PROFESSIONAL SERVICES RENDERED THROUGH 08/31/13 :

MATTER SUMMARY OF TIME BILLED BY TASK :

		<u>HOURS</u>	<u>VALUE</u>
0002	General Case Administration	25.30	\$8,565.00
0003	Akin Gump Fee Application/Monthly Billing Reports	21.60	\$11,457.50
0004	Analysis of Other Professionals Fee Applications/Reports	9.20	\$3,815.50
0006	Retention of Professionals	3.20	\$1,215.00
0008	Court Hearings	16.10	\$7,765.50
0009	Financial Reports and Analysis	2.00	\$1,049.00
0011	Executory Contracts/License Agreements	3.10	\$1,702.50
0012	General Claims Analysis/Claims Objections	29.40	\$15,276.50
0014	Insurance Issues	1.80	\$1,475.00
0017	General Adversary Proceedings/Litigation Matters	0.40	\$252.50
0019	Labor Issues/Employee Benefits	4.30	\$3,322.50
0020	Real Estate Issues/Leases	15.20	\$7,564.50
0021	Exclusivity	12.50	\$8,132.00
0022	Plan/Disclosure Statement/Solicitation and Related Documentation	124.90	\$89,387.00
0024	Sale Transaction/Stock Transaction/Business Liquidations (Including)	106.30	\$52,640.00
0025	Travel Time	3.75	\$3,131.25
	TOTAL	<u>379.05</u>	<u>\$216,751.25</u>

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
08/01/13	ECS	0002 Attention to open issues (0.2); review case calendar (0.1).	0.30
08/05/13	DKB	0002 Review case docket (.2); prepare updates for calendar and task list (.7); confer with attorneys re status (.1); review and organize pleadings for attorneys (.6); update transcripts file (.6).	2.20
08/05/13	ECS	0002 Conference with K. Manoukian regarding open issues, case status.	0.30
08/05/13	KGM	0002 Conference with E. Seitz re: case update and related matters (.3); correspondence with D. Krasa-Berstell re: same (.2); review email exchanges re: same (.2); correspondence with K. Keller re: same (.2); review email exchanges re: case developments and related issues (.5).	1.40
08/06/13	DKB	0002 Review case docket (.2); update Outlook reminders for attorneys (.3); prepare updates for attorneys (.5).	1.00
08/06/13	KGM	0002 Correspondence with S. Alberino re: call re: open issues (.2); email exchanges E. Seitz re: same (.1).	0.30
08/07/13	SLA	0002 Conference call with E. Seitz, K. Manoukian re: open issues.	0.50
08/07/13	DKB	0002 Review case docket (.2); review and prepare updates for attorneys (.6).	0.80
08/07/13	ECS	0002 Conference call with S. Alberino, K. Manoukian regarding open issues (0.5); review task list (0.2).	0.70
08/07/13	KGM	0002 Correspondence with E. Seitz re: same (.1); team call re: outstanding issues/case status (.5).	0.60
08/09/13	DKB	0002 Review case docket (.2); update case calendar (.5); update task list (.4); update attorneys' Outlook reminders (.5); review and organize pleadings for attorneys (.5).	2.10
08/12/13	DKB	0002 Review case docket (.2); prepare updates for attorneys (.5); review and organize pleadings for attorneys (.8); review and prepare for payment auction transcriber's invoices (.5).	2.00
08/13/13	DKB	0002 Review case docket (.2); review and organize pleadings for attorneys (.7); confer with K. Manoukian re status (.1).	1.00
08/14/13	DKB	0002 Review case docket (.2); review and organize pleadings for attorneys (.5); confer with K. Manoukian re status (.1).	0.80
08/14/13	KGM	0002 Call with K. Keller re: various case related matters/upcoming issues.	0.50
08/20/13	KGM	0002 Conference with D. Krasa-Berstell re: case status and upcoming matters.	0.30
08/21/13	DKB	0002 Review case docket (.2); prepare sets of relevant pleadings for attorneys (.5); update case calendar (.6); update task list (.5); update team Outlook reminders (.5); confer with attorneys re status (.1); review and update transcripts file (.5); follow up with transcriber re status (.1).	3.00
08/22/13	DKB	0002 Review case docket (.2); update team Outlook calendar (.3); organize documents for attorneys (.3); review documents and transcripts for attorneys (.7).	1.50
08/22/13	KGM	0002 Correspondence with S. Alberino re: outstanding case related matters (.1); correspondence with D. Krasa-Berstell re: same (.2).	0.30
08/23/13	DKB	0002 Review case docket (.2); confer with T. Southwell re upcoming filings (.1); review and organize pleadings for attorneys (.4).	0.70
08/26/13	DKB	0002 Review case docket (.2); update case calendar (.7); update task list (.5); update team Outlook calendar (.6); confer with E. Seitz re status (.1); prepare updates for attorneys (.7); review and organize case pleadings for attorneys (1.0).	3.80
08/26/13	KGM	0002 Review/respond to email re: case related matters (.2); correspondence with D. Krasa-Berstell re: case calendar and related issues (.1).	0.30
08/27/13	DKB	0002 Review and organize pleadings for attorneys.	0.60
08/29/13	KGM	0002 Call with K. Keller re: various case related issues.	0.30
08/02/13	ECS	0003 Correspondence with M. Leung regarding July fee statements.	0.30
08/05/13	KGM	0003 Correspondence with E. Seitz re: interim fee hearing, Akin's July fee application and related issues.	0.20
08/06/13	ECS	0003 Review July prebill.	1.20
08/07/13	SLA	0003 Correspondence with company, Atari, S.A. re billing issues.	0.40

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
08/07/13	ECS	0003 Correspondence with L. Jackson regarding July prebill.	0.10
08/08/13	ECS	0003 Review July prebill.	1.70
08/09/13	ECS	0003 Review/revise July prebill.	1.60
08/12/13	KGM	0003 Review Akin's July pre-bill (.3); email J. Sharp and E. Seitz re: preparing July fee statement (.1).	0.40
08/18/13	KGM	0003 Review Akin's July prebill.	2.50
08/19/13	PJS	0003 Review and prepare documents re July monthly fee statement.	2.40
08/19/13	SLA	0003 Attend to interim fee application issues.	0.60
08/19/13	ECS	0003 Draft order regarding first interim fee application (0.9); correspondence with K. Manoukian regarding same (0.2).	1.10
08/19/13	KGM	0003 Review July prebill (1.0); review/revise proposed interim fee order (1.3); circulate same for review/sign-off (.2).	2.50
08/20/13	PJS	0003 Review and prepare documents for July monthly fee statement.	1.30
08/20/13	TS	0003 Confer with P. Sprofera re filing monthly fee statement (.1); confer with D. Krasa-Berstell re same (.1).	0.20
08/20/13	ECS	0003 Prepare July fee statement.	0.80
08/20/13	KGM	0003 Correspondence with S. Alberino re: Akin July fee statement.	0.20
08/21/13	DKB	0003 Confer with E. Seitz re preparation of monthly fee statements (.2); assist attorneys with preparation thereof (.5).	0.70
08/21/13	KGM	0003 Further revise interim fee order (.5); correspondence with A. Schouder re: same (.2); correspondence with K. Keller re: same (.1); conference with A. Velinsky re: same (.3); conferences with chambers re: further revisions to the interim fee order (.3); revise same (.5); correspondence with each of the parties re: same (.3).	2.20
08/22/13	TS	0003 Prepare and file monthly fee statement (.3); prepare service copy of same (.1); coordinate service of same with BMC (.1).	0.50
08/22/13	ECS	0003 Finalize July fee statement for filing (0.4); correspondence with T. Southwell regarding same (0.1).	0.50
08/22/13	KGM	0003 Correspondence with E. Seitz re: finalizing/filing Akin July fee statement.	0.20
08/06/13	JSS	0004 Correspondence to M. Fosorile re: Marks Paenth retention order and monthly fee statements.	0.80
08/12/13	KGM	0004 Correspondence with J. Sharp and E. Seitz re: other professionals' fee statements.	0.10
08/13/13	TS	0004 Confer with K. Manoukian re filing Chapell final fee application (.1); prepare and file same (.4).	0.50
08/13/13	ECS	0004 Correspondence with Protiviti, Perella regarding July fee statements.	0.30
08/13/13	KGM	0004 Correspondence with A. Chapell re: fee application (.2); conference with T. Southwell re: filing same (.1).	0.30
08/15/13	KGM	0004 Exchange with A. Chapell re: fee application.	0.10
08/20/13	TS	0004 Coordinate service of Perella fee statement with BMC, and follow-up re same (.1); emails with K. Manoukian re status of fee statements (.1).	0.20
08/20/13	ECS	0004 Correspondence with Perella (0.2), Protiviti (0.1) regarding July fee statements.	0.30
08/20/13	KGM	0004 Conference with U.S. Trustee re: Protiviti's fee statement (.5); conference with G. Davis re: same (.5).	1.00
08/20/13	JSS	0004 Review Protiviti monthly fee statement (0.1); correspondence with K. Manoukian re: same (0.1); correspondence to M. Smith re revisions to same (0.2).	0.40
08/21/13	TS	0004 Confer and emails with E. Seitz and K. Manoukian re filing fee statements (.2); coordinate same with BMC (.2); prepare and file Perella fee statement (.8).	1.20
08/21/13	ECS	0004 Review Protiviti July fee statement (0.1); correspondence with K. Manoukian regarding same (0.1).	0.20
08/23/13	TS	0004 Prepare and file Protiviti fee statement (.3); prepare service copy of same (.1).	0.40
08/23/13	ECS	0004 Prepare notice of ombudsman fee application.	0.60

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
08/23/13	KGM	0004 Correspondence with Protiviti re: fee statement (.1); correspondence with J. Sharp re: same (.1).	0.20
08/23/13	JSS	0004 Review and comment on Protiviti monthly fee statement (0.7); prepare same for filing (0.1); calls and emails with M. Smith (0.3), T. Southwell and BMC (0.1), and K. Manoukian re same (0.1).	1.30
08/26/13	DKB	0004 Confer with E. Seitz re filing of notice of Chapell fee application (.1); prepare document to be filed (.2); effect the above (.2); prepare document for service (.1); follow up with BMC re service of notice and application (.4); confer with attorney re status (.1).	1.10
08/26/13	KGM	0004 Correspondence with E. Seitz re: Chapell fee application notice.	0.20
08/01/13	DKB	0006 Prepare revised Paneth retention order for chambers (.5); prepare cover letter (.3); forward the above to court (.2).	1.00
08/01/13	ECS	0006 Correspondence with J. Sharp, D. Krasa-Berstell regarding Paneth retention application.	0.40
08/01/13	JSS	0006 Revise proposed order for Marks Paneth retention (0.5); call with R. Morrissey re: same (0.1); further correspondence with R. Morrissey re: same (0.1); correspondence to D. Krasa-Berstell re: sending proposed order to Judge Peck's chambers (0.1).	0.80
08/05/13	ECS	0006 Correspondence with J. Sharp, D. Krasa-Berstell regarding Paneth retention order (0.3); correspondence with client regarding same (0.2).	0.50
08/05/13	JSS	0006 Email to J. Albero re: Frank Rimerman retention approval and monthly fee statements.	0.50
08/05/13	KGM	0008 Conference with chambers re: upcoming hearing dates (.2); correspondence with S. Alberino re: same (.2); email J. Cohen re: same (.2); correspondence with E. Seitz re: same (.2).	0.80
08/06/13	DKB	0008 Confer with K. Manoukian re adjournment of hearing (.1); draft notice of adjournment (.4); confer with attorney re status (.1); prepare the above to be filed (.2); effect the above (.2); follow up with BMC re service (.1).	1.10
08/06/13	ECS	0008 Prepare notice of adjournment of first interim fee application hearing (0.3).	0.30
08/06/13	KGM	0008 Correspondence with A. Schouder re: hearing dates and related issues (.1); email K. Coleman re: same (.1); review notice of agenda of fee application hearing (.2); call with chambers re: same (.1).	0.50
08/06/13	JSS	0008 Review notice of adjournment for fee statement hearing (0.2); send same to E. Seitz (0.1).	0.30
08/19/13	DKB	0008 Confer with K. Manoukian re preparation for hearing (.1); review case docket (.2); draft hearing agenda (.6); prepare hearing notebooks for court (1.0); prepare notebooks for attorneys (.4); prepare agenda to be filed (.2); effect the above (.2); follow up with BMC re service (.2); prepare additional materials for court (.4); prepare soft copies of proposed orders (.2); confer with attorney re status (.1).	3.60
08/19/13	KGM	0008 Correspondence with D. Krasa-Berstell re: 8/20 hearing agenda (.2); email E. Seitz re: same (.1); review/revise same (.8); conferences with D. Krasa-Berstell re: 8/20 hearing prep and related issues (.5); multiple exchanges with various professionals re: contested matters going forward (.6); correspondence with S. Alberino re: same (.2); follow up with U.S. Trustee re: hearing (.1); correspondence with U.S. Trustee re: hearing (.4); prepare for hearing (1.5).	4.40
08/19/13	JKL	0008 Assemble book for August 20 hearing.	0.70
08/20/13	SLA	0008 Attend August 20 hearing.	1.00
08/20/13	DKB	0008 Prepare revised versions of proposed orders for court (1.0); prepare soft copies for chambers (.3); prepare redlines (.3); confer with attorney re status (.1).	1.70
08/20/13	KGM	0008 Prepare for 8/20 hearing (.5); attend same (1.0).	1.50
08/21/13	DKB	0008 Follow up with chambers re additional hearing dates.	0.20
08/12/13	KGM	0009 Draft correspondence to company re: July monthly operating report.	0.10

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
08/14/13	KGM	0009 Correspondence with M. Smith re: monthly operating report.	0.10
08/15/13	DKB	0009 Confer with K. Manoukian re filing of monthly operating report (.1); prepare document to be filed (.2); effect the above (.2); prepare set of filed documents for attorneys (.1); distribute courtesy copies (.1).	0.70
08/15/13	KGM	0009 Conference with K. Keller re: July monthly operating report (.1); conference with K. Keller and T. Shallbetter re: same (.2); review/finalize same for filing (.8).	1.10
08/02/13	ECS	0011 Review turnover demand letter re: outstanding royalties (0.4); correspondence with J. Sharp regarding same (0.1).	0.50
08/02/13	JSS	0011 Draft turnover demand letter for outstanding royalties (1.0); send to E. Seitz for review (0.1).	1.10
08/06/13	KGM	0011 Correspondence with Tommo's counsel re: executory contracts (.1); exchanges with R. Gadhia re: same (.2).	0.30
08/12/13	KGM	0011 Follow up with K. Keller re: Ideaspark dispute.	0.10
08/19/13	KGM	0011 Call with K. Keller re: contract termination issue.	0.20
08/20/13	KGM	0011 Conference with S. Alberino and K. Keller re: royalty payments and related issues.	0.30
08/22/13	KGM	0011 Conference with contract counter-party re: assignment issue (.2); review related documents (.2).	0.40
08/29/13	KGM	0011 Correspondence with company re: outstanding payments from licensee.	0.20
08/06/13	KGM	0012 Email exchange with S. Alberino re: waterfall analysis (.1); correspondence with J. Koehler re: same (.1).	0.20
08/09/13	KGM	0012 Review claims objection and draft correspondence to A&O re: same (.6); call with J. Sharp re: same (.1); call with E. Seitz re: same (.1).	0.80
08/09/13	JSS	0012 Call with K. Manoukian re Interplay claim.	0.20
08/12/13	KGM	0012 Correspondence with J. Sharp and E. Seitz re: updating omni claims objection (0.1); review and forward credit inquiries to Creditor Committee counsel (0.1).	0.20
08/12/13	JSS	0012 Reconcile claims for omnibus objection with data received from T. Shallbetter.	1.30
08/13/13	SLA	0012 Correspondence with K. Manoukian re claim objections.	0.40
08/13/13	ECS	0012 Attend portion of conference call with company regarding first omnibus claims objection.	0.70
08/13/13	KGM	0012 Correspondence with S. Alberino, J. Sharp, K. Keller, T. Shallbetter, M. Leung and E. Seitz re: claims objection.	1.00
08/13/13	JSS	0012 Prepare for call re claims for omnibus objection (0.2); call re same with K. Manoukian, K. Keller, E. Seitz, T. Shallbetter, and M. Leung (1.1); revise objection schedules for omnibus claims objection (1.6).	2.90
08/14/13	ECS	0012 Revise first omnibus claims objection (0.9); review and revise global and customized notices thereof (1.1); review all schedules thereto (0.9); correspondence with BMC regarding service regarding same (0.2).	3.10
08/14/13	KGM	0012 Correspondence with E. Seitz and J. Sharp re: claims objection (.2); call with chambers re: hearing for same (.1); correspondence with J. Sharp re: finalizing and filing of same (.2).	0.50
08/14/13	JSS	0012 Update and revise schedules for omnibus claims objection (0.7); update and revise global and individual notices for same objection (0.9).	1.60
08/15/13	ECS	0012 Prepare first omnibus claims objection, exhibits and notices for filing.	1.80
08/15/13	KGM	0012 Review/comment on first omni claims objection and related exhibits (2.4); review notices of same (.4); correspondence with J. Sharp re: filing/service of omni claims objection (.2).	3.00
08/15/13	JSS	0012 Revise first omnibus claims objection (1.1) and associated notices (1.5).	2.60
08/16/13	ECS	0012 Revise claim objection (0.7), notices (0.3) and exhibits (0.7) thereto; correspondence with company regarding same (0.3); correspondence with K. Manoukian re same (0.4).	2.40
08/16/13	KGM	0012 Review final drafts of omni claim objection and related documents (2.0); correspondence with E. Seitz re: same (0.4).	2.40
08/26/13	DKB	0012 Confer with E. Seitz re filing of omnibus objection to claims (.1);	1.20

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		prepare objection to be filed (.3); effect the above (.2); prepare set of filed pleadings for attorneys (.2); prepare documents for service (.1); follow up with BMC re above (.1); prepare chambers copies (.2).	
08/26/13	ECS	0012	2.10
08/26/13	KGM	0012	0.70
		Finalize and effect filing and service of omnibus claims objection.	
		Correspondence with S. Alberino re: filing first omni claims objection (.1); coordinate with team re: same (.2); conference with chambers re: hearing date for same (.1); review final drafts of same (.3).	
08/29/13	KGM	0012	0.20
		Review Interplay's response to claims objection (.1); correspondence with K. Keller and S. Alberino re: same (.1).	
08/30/13	KGM	0012	0.10
08/09/13	SLA	0014	0.70
08/09/13	KGM	0014	0.50
08/30/13	SLA	0014	0.60
08/29/13	ECS	0017	0.10
08/29/13	KGM	0017	0.30
		Correspondence with K. Manoukian regarding stay violation letter.	
		Correspondence with K. Keller re: stay violation letter (.1); teleconference with K. Keller re: same (.2).	
08/09/13	SLA	0019	0.40
08/12/13	SLA	0019	0.30
08/19/13	SLA	0019	0.40
08/19/13	KGM	0019	0.20
08/21/13	SLA	0019	0.40
		Attend to employee issues.	
		Attend to loyalty payment issues.	
		Respond to loyalty plan inquiries from company.	
		Correspondence with S. Alberino and K. Keller re: loyalty payments.	
		Call with K. Manoukian re loyalty plan payments (0.2); follow-up correspondence re same (0.2).	
08/21/13	KGM	0019	1.50
		Conference with S. Alberino re: loyalty payments (.2); email G. Davis re: same (.1); email K. Keller re: same (.1); conference with K. Keller and T. Shallbetter re: same (.2); call with A. Schouder re: same (.2); draft correspondence to Alden re: payment of outstanding loyalty amounts (.5); conference with K. Keller re: same (.2).	
08/22/13	SLA	0019	0.60
08/22/13	KGM	0019	0.50
		Correspondence with company, Alden re loyalty plan payments.	
		Correspondence with A. Schouder re: management loyalty payments (.2); conference with G. Davis re: same (.2); conference with K. Keller re: same (.1).	
08/06/13	ECS	0020	0.50
		Correspondence with K. Manoukian regarding lease expiration (0.3); research regarding same (0.2).	
08/06/13	KGM	0020	0.30
08/07/13	KGM	0020	0.30
		Call with J. Sharp re: 365(d)(4) expiration issues.	
		Call with K. Keller re: New York office lease (.2); update S. Alberino re: same (.1).	
08/12/13	KGM	0020	0.10
08/13/13	ECS	0020	1.70
		Follow up with E. Seitz re: New York lease.	
		Correspondence with K. Keller regarding 365(d)(4) extension consent (0.3); research regarding same (1.4).	
08/14/13	ECS	0020	1.60
08/14/13	KGM	0020	0.40
		Research regarding 365(d)(4) extension (1.4); correspondence with J. Sharp regarding same (0.2).	
		Correspondence with K. Keller and E. Seitz re: lease extension issues (.2); review letter to landlord re: same (.1); update to S. Alberino re: New York lease issue (.1).	
08/15/13	ECS	0020	1.50
08/15/13	KGM	0020	0.40
		Review/revise motion to extend lease assumption deadline (1.3); correspondence with lessor regarding same (0.2).	
		Correspondence with E. Seitz re: 365(d)(4) motion (.1); review same (.3).	
08/15/13	JSS	0020	2.40
		Draft motion for second extension for period for assume or reject nonresidential real property leases.	
08/16/13	ECS	0020	1.10
08/16/13	KGM	0020	0.80
		Revise lease extension motion (0.7); correspondence with lessor regarding same (0.4).	
		Review assumption/rejection extension motion with regard to lease (.7); correspondence with E. Seitz re: same (.1).	
08/19/13	DKB	0020	0.50
08/19/13	ECS	0020	1.10
		Prepare notice of presentment re deadline extension to be filed (.2); effect the above (.2); follow up with BMC re service (.1).	
		Finalize lease extension motion for filing.	

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
08/19/13	KGM	0020 Review lease extension motion prior to filing.	0.80
08/29/13	DKB	0020 Prepare presentment materials for court re: 365(d)(4) motion (1.0); confer with K. Manoukian re status (.1).	1.10
08/29/13	ECS	0020 Correspondence with D. Krasa-Berstell regarding proposed order regarding lease extension motion.	0.20
08/29/13	KGM	0020 Conference with D. Krasa-Berstell re: second lease extension assumption/rejection motion (.2); review presentment materials for court (.2).	0.40
08/02/13	ECS	0021 Correspondence with Committee, Alden, Atari S.A. regarding exclusivity motion.	0.20
08/05/13	ECS	0021 Correspondence with S. Alberino regarding exclusivity motion (0.1); revise same to incorporate comments (0.7).	0.80
08/06/13	DKB	0021 Confer with E. Seitz re filing of second exclusivity motion (.1); draft notice of motion (.6); confer with attorney re status (.1); prepare documents to be filed (.2); effect the above (.2); follow up with BMC re service (.1); prepare chambers copies (.1).	1.40
08/06/13	ECS	0021 Revise and finalize exclusivity motion for filing.	0.70
08/06/13	JSS	0021 Revise second exclusivity extension (0.4); send same to E. Seitz (0.1).	0.50
08/06/13	JRW	0021 File second exclusivity motion.	0.30
08/13/13	ECS	0021 Review Committee objection to exclusivity motion (0.2); correspondence with K. Manoukian regarding same (0.1).	0.30
08/13/13	KGM	0021 Review exclusivity objection (.2); exchanges with E. Seitz re: same (.1); follow up with S. Alberino re: same (.1).	0.40
08/14/13	ECS	0021 Further review of revised Committee objection to exclusivity motion (0.1); correspondence with K. Manoukian regarding same (0.1).	0.20
08/14/13	KGM	0021 Correspondence with E. Seitz re: Creditor Committee objection.	0.10
08/16/13	SLA	0021 Calls with Creditor Committee, Alden re exclusivity issues.	1.10
08/19/13	SLA	0021 Calls re exclusivity issues (.5, .6, .6); review sponsorship analysis (.4, .3); calls with team re same (1.0); review exclusivity order (.3).	3.70
08/19/13	KGM	0021 Draft order re: exclusivity (1.9); further revise same based on comments (.9).	2.80
08/01/13	SLA	0022 Calls re sponsor plan proposal.	0.70
08/02/13	SLA	0022 Calls re sponsor plan proposal.	0.90
08/05/13	SLA	0022 Calls re sponsor plan (.3, .5, .3), review waterfall analysis (.5).	1.60
08/05/13	KGM	0022 Review updated plan proposals.	0.20
08/06/13	SLA	0022 Calls re proposed sponsor plan.	1.10
08/06/13	KGM	0022 Call with A. Schouler re: plan process (.2); email K. Keller re: same (.1); call with S. Alberino re: status of plan discussions (.2); email K. Keller re: same (.1); review revised plan term sheet (1.0).	1.60
08/07/13	SLA	0022 Review and analyze plan waterfall analysis (1.6); calls re same (.4, .8, .1.0).	3.80
08/07/13	ECS	0022 Conference call with Atari S.A. regarding plan term sheet (0.8); review same (0.8); follow-up conference with S. Alberino, K. Manoukian regarding comments to same (0.5); revise plan term sheet (0.9); draft letter to J. Cohen regarding plan process (0.4).	3.40
08/07/13	KGM	0022 Review plan term sheet (.4); correspondence with K. Keller re: same (.1); call with S. Alberino and E. Seitz re: same (.5); draft open issues list re: plan sponsor requirements (.2); circulate same to company and other relevant parties (.2); correspondence with A&O re: call to discuss same (.1); review/comment on same (.5); call with Protiviti re: same and related issues (1.1); prepare for call with K. Keller, T. Shallbetter and S. Alberino re: plan term sheet and related issues (.4); call with same (.6); comment on plan term sheet/create issues list (.5); pre-call with G. Davis and S. Alberino re: same (.5); call with S.A. and counsel, Akin team and Protiviti re: same (1.0); call with S. Alberino and E. Seitz re: term sheet (.8); call with E. Seitz re: same and related issues (.2); review precedent term sheets (1.5); revise/mark-up term-sheet (2.3).	10.90

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
08/07/13	KGM	0022 Correspondence with S. Alberino re: response to Creditor Committee letter re: plan process.	0.10
08/08/13	SLA	0022 Review and revise plan term sheet (2.1, .6), calls re same (.2, .2); calls re plan waterfall analysis (.3, .2, .2).	3.80
08/08/13	SLA	0022 Attend to plan-related issues.	0.40
08/08/13	ECS	0022 Review (0.8) and edit (1.0) equity commitment letter; correspondence with K. Manoukian regarding same (0.2); revise plan term sheet (0.3); draft transmittal email regarding same (0.5); correspondence with K. Manoukian regarding same (0.3).	3.10
08/08/13	RRG	0022 Review draft of equity commitment letter.	1.40
08/08/13	KGM	0022 Revise term sheet based on comments from S. Alberino (2.0); further revise same (2.7; 1.0).	5.70
08/09/13	SLA	0022 Draft letter to Committee re plan issues (1.2); review and revise plan term sheet (.5, .4); calls re same (.2, .2); correspondence re same (.5).	3.00
08/09/13	SLA	0022 Correspondence with team re pending plan-related issues.	0.50
08/09/13	ECS	0022 Draft letter to Committee regarding plan process (1.1); revise plan term sheet (0.3); research regarding equity Committee letters (1.2).	2.60
08/09/13	KGM	0022 Correspondence with S. Alberino re: plan term sheet (.2); revise same (.2); correspondence with E. Seitz re: same (.2).	0.60
08/09/13	KGM	0022 Correspondence with S. Alberino re: plan-related matters (.2); review/revise letter to Creditor Committee re: plan process (.2); circulate same (.2).	0.60
08/12/13	SLA	0022 Review and revise plan term sheet (.5, .2); calls re same (.2, .3); calls re waterfall analysis (.2, .2).	1.60
08/12/13	KGM	0022 Review sponsor's comments to Debtor's revisions to plan term sheet (.2); email S. Alberino re: same (.1); conference with S. Alberino re: same (.1); review correspondence with stakeholders re: same (.1); discuss with J. Cho (.3).	0.80
08/13/13	SLA	0022 Review term sheet markup and equity commitment letter (.3, .4); correspondence re same (.3, .2).	1.20
08/13/13	KGM	0022 Further revise plan term sheet (.7); circulate same to S. Alberino for review (.1); email correspondence with S. Alberino re: same (.2); review cash flow projections (.2).	1.20
08/14/13	SLA	0022 Review equity commitment letter and term sheet and provide comments (.5, .6, .5); calls re same (.8, .4); review and comment on plan claims analysis (.5, .4).	3.70
08/14/13	ECS	0022 Review and revise equity commitment letter (0.6); review plan term sheet (0.2); attention to correspondence from J. Cho regarding same (0.1).	0.90
08/14/13	KGM	0022 Correspondence with S. Alberino re: equity commitment letter (.1); review same (.8; .7); correspondence with S. Alberino re: plan term sheet (.1); correspondence with E. Seitz re: same (.1); revise equity commitment letter and plan term sheet (1.8).	3.60
08/15/13	SLA	0022 Review equity commitment letter and term sheet and provide comments (.5, .7, .5); conference call re same (.9); review and comment on claims analysis (.5, .4).	3.50
08/15/13	ECS	0022 Attend conference call regarding plan term sheet and equity commitment letter (0.9); review revisions to documents (0.2).	1.10
08/15/13	DIF	0022 Review equity commitment letter.	0.80
08/15/13	KGM	0022 Correspondence with S. Alberino re: A&O's mark-up of term sheet and equity commitment letter (.1); review/comment on same (.5); review revised multiple iterations of same by A&O and comment on same (1.0); call with A&O re: same (.9); post-call with S. Alberino re: same (.1); correspondence with D. Fisher re: changes to same (.2); further review/revise same (.2); correspondence with Protiviti re: same (.2); call G. Davis re: same (.1); correspondence with D. Fisher re: same (.2);	5.60

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		review further revised drafts of same (1.5); circulate same to various parties (.2); correspondence with G. Davis re: cash flow analysis for plan (.2); correspondence with S. Alberino re: same (.2).	
08/16/13	SLA	0022	1.50
08/16/13	KGM	0022	1.80
		Correspondence re plan issues.	
		Conference with G. Davis re: sponsor analysis for Plan contribution (.4); email S. Alberino re: same (.1); call with K. Keller and T. Shallbetter re: same (.3); correspondence with Akin team re: term sheet/equity commitment letter (.2); call with J. Cho re: same (.2); review Protiviti's analysis of same (.3); correspondence and call with G. Davis re: same (.3).	
08/19/13	KGM	0022	1.60
		Correspondence with G. Davis and S. Alberino re: call to discuss plan distributions and related issues (.1); call with G. Davis re: same (.1); participate in call re: same (1.0); calls with J. Cho re: equity commitment letter and term sheet (.3); calls with S. Alberino re: same (.1).	
08/20/13	SLA	0022	1.40
08/21/13	SLA	0022	0.70
08/21/13	KGM	0022	1.30
		Calls re plan sponsor analysis (.5, .4); correspondence re same (.3, .2).	
		Review sponsor analysis re: plan (.2); review correspondence re: same (.2); conferences with G. Davis re: same (.3, .4); review correspondence re: same (.2).	
08/22/13	SLA	0022	1.20
08/23/13	SLA	0022	2.00
		Multiple calls re sponsorship analysis.	
		Review term sheet and equity commitment letter markups (.4, .5); calls re same (.3); review draft reorganization plan (.5, .3).	
08/23/13	ECS	0022	1.20
08/23/13	KGM	0022	2.10
		Review draft plan of reorganization.	
		Review revised equity commitment letter, term sheet and Plan (1.5); correspondence with K. Keller re: same (.2); exchanges with J. Cho re: disclosure statement (.2); correspondence with team re: same (.2).	
08/25/13	ECS	0022	1.00
08/25/13	KGM	0022	4.50
08/26/13	ECS	0022	0.30
		Draft narrative of sales process for disclosure statement.	
		Review/comment on joint plan.	
		Review and draft disclosure statement insert regarding loyalty plans (0.2); correspondence with J. Sharp regarding same (0.1).	
08/26/13	KGM	0022	13.60
		Research precedent plans (2.6); review/revise A&O draft of the joint plan (2.3; 2.5); review term sheet/equity commitment letter in connection with same (.5); further revise plan based on additional research of precedents and related matters (4.6); correspondence with J. Cho re: same (.2); correspondence with G. Davis and T. Shallbetter re: same (.2); correspondence with BMC re: same (.3); correspondence with S. Alberino and G. Davis re: sponsor analysis with regard to plan contribution (.4).	
08/26/13	JSS	0022	2.10
		Draft incentive plan description for disclosure statement (1.8); discuss same with E. Seitz (0.2); send same to K. Manoukian (0.1).	
08/27/13	SLA	0022	3.00
		Calls re sponsor plan analysis and equity commitment letter (.4, .8); calls re plan comments (.4, .3); review plan comments (1.1).	
08/27/13	KGM	0022	3.50
		Review and further revise plan (2.5); review insert re: sale process for disclosure statement and comment on same (.3); review/revise insert re: incentive plan for disclosure statement (.7).	
08/28/13	SLA	0022	2.20
08/28/13	KGM	0022	6.20
		Review and revise draft plan of reorganization.	
		Correspondence with S. Alberino re: comments to the plan (.8); call with G. Davis and S. Alberino re: plan sponsorship analysis and related issues (.3); review correspondence re: same (.2); review and further revise plan based on comments (4.5); correspondence with A&O re: same (.2); circulate same to Creditor Committee (.2).	
08/29/13	SLA	0022	3.00
08/29/13	KGM	0022	0.70
		Review Creditor Committee comments to plan (.3); correspondence with S. Alberino re: same (.2); correspondence with J. Cho re: same (.1);	
		correspondence with K. Keller re: same (.1).	
08/01/13	ECS	0024	0.40
		Correspondence with R. Spearin regarding de minimis asset sales (0.2);	

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		correspondence with J. Geiger regarding domain name transfer agreement (0.2).	
08/01/13	RRG	0024 Prepare for closing of Moonbase (1.5) and Battlezone (1.7) asset sales to Rebellion.	3.20
08/01/13	DIF	0024 Attention to Moonbase and Battlezone sales closing issues.	0.60
08/01/13	CES	0024 Review and revise trademark assignment confirmations relating to sale of Battlezone and Moonbase asset sales (2.0); discuss transaction progress with R. Gadhia (0.2).	2.20
08/02/13	DCL	0024 Prepare confirmation of assignment forms for the Battlezone (1.2) and Moonbase (1.3) copyright properties.	2.50
08/02/13	ECS	0024 Review asset purchase agreements regarding cure cost provision (0.7); correspondence with R. Gadhia regarding same (0.3); review asset purchase agreement schedules (0.8).	1.80
08/02/13	RRG	0024 Close Moonbase and Battlezone asset sales.	1.00
08/02/13	DIF	0024 Close Rebellion sale.	0.40
08/02/13	CES	0024 Review and finalize exhibits to Total Annihilation, Master of Orion, Stardock and Backyard Sports asset purchase agreements.	2.50
08/03/13	CES	0024 Review and finalize exhibits to Total Annihilation, Master of Orion, Stardock and Backyard Sports asset purchase agreements.	1.60
08/04/13	DCV	0024 Analyze materials relating to Master of Magic copyright assignment.	3.50
08/05/13	DCV	0024 Analyze materials relating to Master of Magic copyright assignment.	3.40
08/05/13	ECS	0024 Correspondence with R. Gadhia regarding sales closings (0.2); review asset purchase agreements regarding same (1.6).	1.80
08/05/13	RRG	0024 Prepare for closing of Total Annihilation, Master of Orion, Stardock and Backyard Sports asset sales.	2.50
08/05/13	DIF	0024 Attend to closing issues with respect to Total Annihilation, Master of Orion, Stardock and Backyard Sports.	0.60
08/05/13	KGM	0024 Correspondence with corporate team re: sale closings (.1); correspondence with E. Seitz re: same (.2).	0.30
08/05/13	CES	0024 Draft closing documents with respect to Total Annihilation (1.2), Master of Orion (1.5), Stardock (1.5) and Backyard Sports (2.0).	6.20
08/06/13	RRG	0024 Prepare for closing of Total Annihilation (1.0), Master of Orion (1.0), Star Control (.5), and Backyard Sports (.5) asset sales.	3.00
08/06/13	DIF	0024 Attend to closing issues with respect to Total Annihilation, Master of Orion, Stardock and Backyard Sports.	0.70
08/06/13	KGM	0024 Conference with R. Gadhia re: sale closings and related issues (.2); email exchanges re: sale closing issues (.3).	0.50
08/06/13	CES	0024 Prepare closing documents for asset sales (3.0); revise same based on comments (2.0); correspondence with R. Gadhia re same (0.9).	5.90
08/07/13	RRG	0024 Efforts towards closing of asset sales (1.6); calls with buyer's counsel re same (1.0); calls with counsel to several buyers (2.0); draft of side letter re Total Annihilation and Master of Orion sales (1.0).	5.60
08/07/13	DIF	0024 Attend to closing issues re Total Annihilation, Master of Orion, Stardock and Backyard Sports.	0.90
08/07/13	KGM	0024 Call with R. Gadhia re: sale closing issues (.2); correspondence with R. Gadhia and D. Fisher re: same (.2); correspondence with D. Vondle re: domain name sale (.1); correspondence with E. Seitz re: same (.1).	0.60
08/07/13	CES	0024 Prepare closing deliverables for certain asset sales (3.9); revise same based on comments (2.0); correspondence with buyer counsel (0.2); discuss deal progress with R. Gadhia (0.1); correspondence with company (0.1); update closing checklist (0.2).	6.50
08/08/13	SLA	0024 Correspondence with team re pending asset sale issues.	0.50
08/08/13	DCV	0024 Analyze materials relating to sale of certain domain name.	2.80
08/08/13	RRG	0024 Prepare for closing of Total Annihilation; Master of Orion and Star Control asset sales.	2.20
08/08/13	KGM	0024 Correspondence with Cooley re: asset sales (.1); exchanges with R. Gadhia re: same (.1).	0.20

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
08/08/13	CES	0024 Prepare closing sets (0.1); prepare closing documents (1.0); participate in closing conference calls (0.9); correspondence with parties involved in the transactions (0.1); prepare signature pages for closing (0.1); correspondence with various deal parties (0.1); discuss transactions with R. Gadhia (0.1); all with respect to Total Annihilation, Master of Orion, Stardock and Backyard Sports.	6.40
08/09/13	RRG	0024 Closing of Total Annihilation, Master of Orion and Star Control asset sales.	1.50
08/09/13	DIF	0024 Close Total Annihilation, Master of Orion, Stardock and Backyard Sports sales.	0.60
08/09/13	KGM	0024 Correspondence with E. Seitz re: de minimis sales (.1); review same (.1); exchanges with R. Gadhia re: buyer request (.1); respond to same (.1); exchanges re: certain sale closings (.2).	0.60
08/09/13	CES	0024 Follow up with G. Perlmutter regarding post closing items related to Stardocks transaction (4.3); correspondence with R. Gadhia regarding transaction status (0.2); correspondence with K. Keller regarding shipment of assets to buyers (0.2); correspondence with H. Kim regarding Wargaming post closing items (0.8).	5.50
08/12/13	RRG	0024 Prepare for Backyard Sports closing.	1.00
08/12/13	DIF	0024 Attention to Backyard Sports closing.	0.40
08/12/13	KGM	0024 Review correspondence re: sale closings (.2); respond to inquiries from Perella re: sale closings (.2).	0.40
08/13/13	DIF	0024 Close Backyard Sports asset sales.	1.20
08/13/13	KGM	0024 Correspondence with R. Gadhia re: Backyard Sports sale closing and related issues.	0.20
08/15/13	ECS	0024 Correspondence with D. Cohen regarding certain domain sale (0.3); revise transfer agreement (0.4).	0.70
08/16/13	DIF	0024 Review closing documents.	0.30
08/16/13	KGM	0024 Correspondence with K. Keller re: proposed equipment sales.	0.20
08/16/13	CES	0024 Attention to issues with respect to Tommo asset sale.	2.20
08/20/13	DIF	0024 Attend to Tommo closing issues.	0.30
08/21/13	ECS	0024 Correspondence with K. Manoukian, R. Gadhia, BMC regarding service regarding Humongous sale.	0.30
08/21/13	CES	0024 Review Tommo schedules for licensing agreement to unreal engine.	0.20
08/22/13	SLA	0024 Calls re outstanding asset sale issues.	0.70
08/22/13	KGM	0024 Correspondence with E. Seitz re: domain name sale (.1); conference with K. Keller re: same (.1); conference with K. Keller re: Humongous sale closing (.1).	0.30
08/23/13	SLA	0024 Calls re Humongous asset sale issue.	0.30
08/23/13	RRG	0024 Draft list of Assumed Contracts with overlapping assets for Tommo (2.1) and analyze assumption strategy re same (1.1).	3.20
08/26/13	RRG	0024 Call with Tommo re closing of Humongous de minimis asset sale.	1.20
08/27/13	RRG	0024 Calls with Tommo re closing of Humongous asset sale (1.0); draft of side letter re same (1.0).	2.00
08/27/13	DIF	0024 Attend to Tommo closing issues.	0.70
08/27/13	KGM	0024 Call with R. Gadhia re: status of outstanding sale closing.	0.20
08/27/13	CES	0024 Draft Humongous asset sale closing documents (3.5); comment on post closing assistance draft letter (0.2); prepare IP schedules for IP assignment agreement (0.3); discuss transaction progress with R. Gadhia (0.3).	4.30
08/28/13	ECS	0024 Attention to emails from K. Keller, K. Manoukian regarding sale of certain patent.	0.30
08/28/13	RRG	0024 Calls with Tommo re closing of Humongous de minimis asset sale.	3.00
08/28/13	KGM	0024 Correspondence with K. Keller re: patent sale issue (.1); research re: same (.3).	0.40
08/29/13	RRG	0024 Calls with Tommo and Atari re closing of Humongous de minimis asset sale.	2.00

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
08/29/13	DIF	0024 Attend to Humongous sale closing issues.	0.30
08/29/13	CES	0024 Discuss Humongous sale closing progress with R. Gadhia.	0.20
08/30/13	KGM	0024 Call with R. Gadhia re: Humongous sale closing (.2); review emails re: same (.1).	0.30
08/31/13	RRG	0024 Calls with Tommo re closing of Humongous asset sale.	1.00
08/20/13	SLA	0025 Travel to hearing and preparing for same (3.0); return travel to DC (3.0). (Actual time - 6.0)	3.00
08/20/13	KGM	0025 Travel to/from hearing. (Actual time - 1.5)	0.75
Total Hours			379.05

TIMEKEEPER TIME SUMMARY:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
S L ALBERINO	56.40 at	\$875.00 =	\$49,350.00
D I FISHER	7.80 at	\$775.00 =	\$6,045.00
D C LEE	2.50 at	\$590.00 =	\$1,475.00
D C VONDLE	9.70 at	\$600.00 =	\$5,820.00
E C SEITZ	50.70 at	\$500.00 =	\$25,350.00
R R GADHIA	33.80 at	\$530.00 =	\$17,914.00
K G MANOUKIAN	114.15 at	\$675.00 =	\$77,051.25
J S SHARP	18.80 at	\$400.00 =	\$7,520.00
C E SIMS	43.70 at	\$365.00 =	\$15,950.50
P J SPROFERA	3.70 at	\$285.00 =	\$1,054.50
T SOUTHWELL	3.00 at	\$245.00 =	\$735.00
D KRASA-BERSTELL	33.80 at	\$245.00 =	\$8,281.00
J K LEWIS	0.70 at	\$205.00 =	\$143.50
J R WATTERS	0.30 at	\$205.00 =	\$61.50

Current Fees

\$216,751.25

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Computerized Legal Research - Westlaw	\$52.48
Courier Service/Messenger Service- Off Site	\$217.43
Document Retrieval	\$4.20
Duplication - In House	\$174.90
Document Production - In House	\$56.20
Meals - Business	\$273.19
Meals (100%)	\$4,143.99
Audio and Web Conference Services	\$14.85
Transcripts	\$2,144.94
Travel - Airfare	\$3,135.04
Travel - Ground Transportation	\$560.55
Travel - Lodging (Hotel, Apt, Other)	\$1,576.95
Travel - Parking	\$58.00
Travel - Train Fare	\$593.00

Current Expenses

\$13,005.72

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Total Amount of This Invoice

\$229,756.97

REMITTANCE COPY

Return with Payment

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

Invoice Number 1501014
Invoice Date 09/24/13
Client Number 691767
Matter Number 0001

FED I.D. NO. 75-1338644

If sending remittance via Postal Mail
please remit to:

AKIN GUMP STRAUSS HAUER & FELD LLP

Dept. 7247-6838
Philadelphia, PA 19170-6838

If sending remittance via Overnight Courier
please remit to:

FIRST DATA REMITCO
AKIN GUMP STRAUSS - 6838
400 White Clay Center Drive
Newark, DE 19711

If sending remittance via Wire
Please use the following instructions:

AKIN GUMP STRAUSS HAUER & FELD LLP

CITIBANK, NA
399 Park Avenue
New York, NY 10022

Account #: 3044-7604
ABA# 0210-0008-9
Ref: 691767/0001, Invoice No. 1501014

(For wires originating outside the US reference Swift ID# CITIUS33)

Exhibit B

ATARI INC., et al.
AUGUST 1, 2013 THROUGH AUGUST 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	56.40	\$875.00	\$49,350.00
Daniel I. Fisher	Corporate	New York – 2003	7.80	\$775.00	\$6,045.00
SENIOR COUNSEL & COUNSEL	DEPARTMENT	STATE/COUNTRY OF BAR ADMISSION – YEAR	HOURS	HOURLY BILLING RATE	AMOUNT
David C. Lee	Intellectual Property	Virginia – 1999 District of Columbia – 2000	2.50	\$590.00	\$1,475.00
David C. Vondle	Intellectual Property	California – 2002 District of Columbia – 2008	9.70	\$600.00	\$5,820.00
ASSOCIATES	DEPARTMENT	STATE/COUNTRY OF BAR ADMISSION – YEAR	HOURS	HOURLY BILLING RATE	AMOUNT
Rishikesh R. Gadhia	Corporate	New York – 2009 District of Columbia – 2013	33.80	\$530.00	\$17,914.00
Kristine G. Manoukian	Financial Restructuring	New York – 2008 Utah – 2008 Delaware – 2010	114.15	\$675.00	\$77,051.25
Eric C. Seitz	Financial Restructuring	Texas – 2009	50.70	\$500.00	\$25,350.00
Charles E. Sims	Corporate	Not Yet Admitted	43.70	\$365.00	\$15,950.50
Jason S. Sharp	Financial Restructuring	Texas – 2012	18.80	\$400.00	\$7,520.00

LEGAL ASSISTANTS	DEPARTMENT		HOURS	HOURLY BILLING RATE	AMOUNT
Dagmara Krasa-Berstell	Financial Restructuring		33.80	\$245.00	\$8,281.00
Jacqueline K, Lewis	Financial Restructuring		0.70	\$205.00	\$143.50
Tracy Southwell	Financial Restructuring		3.00	\$245.00	\$735.00
Peter J. Sprofera	Financial Restructuring		3.70	\$285.00	\$1,054.50
Jessica A. Watters	Financial Restructuring		0.30	\$205.00	\$61.50
TOTAL FEES			379.05		\$216,751.25

Exhibit C

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

Computerized Research/Corporate Service Charges/PACER Charges	\$56.68
Conference Call/Telephone Charges	\$14.85
Courier Service/Postage	\$217.43
Duplicating	\$231.10
Meals/Meeting Expenses	\$4,417.18
Transcripts	\$2,144.94
Travel Expenses – Airfare	\$3,135.04
Travel Expenses – Ground Transportation	\$560.55
Travel Expenses – Lodging	\$1,576.95
Travel Expenses – Parking	\$58.00
Travel Expenses – Train Fare	\$593.00
TOTAL	\$13,005.72