

Amount of compensation sought as actual, \$208,582.50
reasonable and necessary:

Amount of expense reimbursement sought \$593.62
as actual, reasonable and necessary:

This statement is the eighth 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) \$166,866.00 (80% of \$208,582.50) on account of actual, reasonable and necessary professional services rendered to the Debtors by Akin Gump during the Fee Period and (ii) \$593.62 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.: Kristen J. Keller, Esq.); (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) \$166,866.00 (80% of \$208,582.50 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 \$593.62 incurred on behalf of the Debtors by Akin Gump.

New York, New York
Dated: October 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: KRISTEN KELLER
EVP AND GENERAL COUNSEL
417 FIFTH AVENUE
NEW YORK, NY 10016

Invoice Number 1506218
Invoice Date 10/22/13
Client Number 691767
Matter Number 0001

Re: RESTRUCTURING ADVICE

FOR PROFESSIONAL SERVICES RENDERED THROUGH 09/30/13 :

MATTER SUMMARY OF TIME BILLED BY TASK :

		<u>HOURS</u>	<u>VALUE</u>
0002	General Case Administration	10.80	\$2,904.00
0003	Akin Gump Fee Application/Monthly Billing Reports	9.80	\$4,524.50
0004	Analysis of Other Professionals Fee Applications/Reports	7.20	\$3,066.50
0008	Court Hearings	20.10	\$8,740.50
0009	Financial Reports and Analysis	2.30	\$1,208.50
0011	Executory Contracts/License Agreements	1.10	\$742.50
0012	General Claims Analysis/Claims Objections	45.70	\$28,556.50
0019	Labor Issues/Employee Benefits	1.00	\$675.00
0020	Real Estate Issues/Leases	3.50	\$1,541.00
0022	Plan/Disclosure Statement/Solicitation and Related Documentation	209.50	\$124,676.50
0024	Sale Transaction/Stock Transaction/Business Liquidations (Including)	52.90	\$27,787.00
0025	Travel Time	0.70	\$472.50
0027	General Corporate Matters	4.40	\$3,687.50
	TOTAL	<u>369.00</u>	<u>\$208,582.50</u>

ATARI, INC.

Invoice Number: 1506218

Page 2

October 22, 2013

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
09/03/13	DKB	0002 Review case docket (.2); prepare updates for calendar (.5).	0.70
09/04/13	KGM	0002 Correspondence with S. Alberino re: case related matters.	0.20
09/06/13	DKB	0002 Review case docket (.2); prepare updates for calendar and task list (.6).	0.80
09/12/13	DKB	0002 Review case docket (.2); update case calendar (.6); update task list (.4); review and organize pleadings for attorneys (.4); update team outlook calendar (.3).	1.90
09/13/13	DKB	0002 Review case docket (.2); prepare updates for calendar and task list (.5).	0.70
09/16/13	DKB	0002 Review case docket (.2); prepare updates for calendar and task list (.5); update transcripts file (.5); review and organize pleadings for attorneys (.4).	1.60
09/17/13	DKB	0002 Review case docket (.2); prepare updates for calendar (.2); update team outlook calendar (.3); review and organize pleadings for attorneys (.6).	1.30
09/20/13	DKB	0002 Review and organize pleadings for attorneys (.6); confer with E. Seitz re above (.1).	0.70
09/25/13	DKB	0002 Review case docket (.2); update case calendar (.7); update team outlook calendar (.3); confer with K. Manoukian re status (.1).	1.30
09/30/13	DKB	0002 Review case docket (.2); prepare updates for calendar (.4); research status conference procedures (.5); confer with attorney re status (.1).	1.20
09/30/13	KGM	0002 Correspondence with D. Krasa-Berstell re: calendar updates with new hearing dates and related issues (.3); email E. Seitz re: case calendar (.1).	0.40
09/06/13	ECS	0003 Review August prebill.	0.30
09/09/13	ECS	0003 Review August prebill.	1.00
09/10/13	ECS	0003 Review August prebill.	1.70
09/11/13	ECS	0003 Finalize August prebill (0.7); circulate same to K. Manoukian (0.1).	0.80
09/17/13	PJS	0003 Review and prepare documents re Akin Gump monthly fee statement.	1.70
09/17/13	ECS	0003 Email to K. Manoukian regarding August fee statement.	0.10
09/18/13	ECS	0003 Correspondence with K. Manoukian, P. Sprofera regarding August fee statement.	0.20
09/18/13	KGM	0003 Review Akin Gump prebill.	1.00
09/19/13	PJS	0003 Review and prepare documents re monthly fee statement.	0.40
09/19/13	ECS	0003 Prepare August fee statement (0.6); correspondence with K. Manoukian regarding same (0.1).	0.70
09/20/13	KGM	0003 Correspondence with E. Seitz re: finalizing fee statement.	0.20
09/23/13	KGM	0003 Correspondence with S. Alberino re: Akin Gump fee statement.	0.20
09/24/13	DKB	0003 Confer with K. Manoukian re filing of Akin Gump monthly fee statement (.1); prepare document to be filed (.2); effect the above (.2); prepare document for service (.2); follow up with BMC re above (.1).	0.80
09/24/13	ECS	0003 Finalize August fee statement for filing.	0.50
09/24/13	KGM	0003 Review Akin Gump fee statement.	0.10
09/30/13	KGM	0003 Email E. Seitz and J. Sharp re: Akin Gump interim fee application.	0.10
09/10/13	KGM	0004 Correspondence with T. Shallbetter re: professional outstanding fees and related issues.	0.10
09/11/13	KGM	0004 Call with K. Keller re: professional fee payments.	0.10
09/16/13	ECS	0004 Emails to J. Koehler, J. Wu regarding August fee statements.	0.20
09/19/13	ECS	0004 Review Protiviti August fee statement (0.5); correspondence with J. Koehler regarding same (0.2).	0.70
09/20/13	TS	0004 Prepare and file Protiviti fee statement (.3); prepare service copy of same (.1); prepare and file fee statement of Marks Paneth (.3); prepare service copy of same (.1); coordinate service with BMC (.2).	1.00
09/20/13	ECS	0004 Finalize and effect filing of Protiviti August fee statement.	0.20
09/20/13	JSS	0004 Review Marks Paneth fee statement (1.0); comment on same (0.8); multiple emails to M. Fosorile re same (0.4); arrange for filing of same (0.2).	2.40
09/23/13	TS	0004 Prepare and file Perella monthly fee statement (.3); prepare service copy (.1); coordinate service with BMC (.1).	0.50

ATARI, INC.
Invoice Number: 1506218Page 3
October 22, 2013

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
09/23/13	ECS	0004 Review Perella August fee statement (0.2); correspondence with J. Wu regarding same (0.2).	0.40
09/24/13	ECS	0004 Draft proposed fee order for Chapell final fee application.	0.70
09/24/13	KGM	0004 Correspondence with A. Chapell re: fee application order, hearing and related matters (.3); review order (.2); correspondence with E. Seitz re: same (.1).	0.60
09/26/13	TS	0004 Prepare service copy of order re final fee application of A. Chapell (.1); coordinate service with BMC (.1).	0.20
09/30/13	ECS	0004 Correspondence with K. Manoukian regarding Akin Gump second interim fee application.	0.10
09/13/13	TS	0008 Prepare and file notice of adjournment (.3); prepare service copy (.1); coordinate service of notices with BMC (.1).	0.50
09/13/13	DKB	0008 Draft agenda for September 18 hearing (.6); confer with K. Manoukian re status (.1); draft notices of cancellation of hearing re exclusivity (.4); draft notice of adjournment of hearing re Chapell fee application (.3); confer with attorney re status (.1); confer with T. Southwell re logistics of filing and service (.2).	1.70
09/13/13	ECS	0008 Prepare notice of adjournment (0.3) and notice of cancellation of hearing (0.3) regarding Chapell fee application.	0.60
09/23/13	DKB	0008 Draft agenda for September 25 hearing (.8); confer with K. Manoukian re above (.1); prepare hearing notebooks for chambers and attorneys (1.5); review the above (.3); forward notebooks to court (.2); prepare agenda to be filed (.2); effect the above (.2); prepare the above for service (.2).	3.50
09/23/13	ECS	0008 Correspondence with D. Krasa-Berstell, K. Manoukian regarding September 25 hearing agenda.	0.20
09/23/13	KGM	0008 Correspondence with S. Alberino re: hearing on 9/25 (.1); review/comment on hearing agenda (.2); email A. Chapell re: same (.1).	0.40
09/24/13	DKB	0008 Confer with K. Manoukian re preparation for hearing (.2); review and organize materials for attorneys (1.0); review and organize proposed orders (.8); prepare sets of the above for the judge (.5); assist attorneys with preparation of additional claims materials for hearing (2.0); update the above (.7).	5.20
09/24/13	KGM	0008 Prepare for 9/25 hearing (4.5); conference with S. Alberino re: hearing (.5); correspondence with E. Seitz and J. Sharp re: orders for same (.2); conference with D. Krasa-Berstell re: materials for same (.2); correspondence with Cooley re: claims objection hearing (.1).	5.50
09/25/13	KGM	0008 Prepare for hearing (.5); attend same (.7); post-hearing conference with Creditor Committee and Sponsor counsel (.3); provide hearing update to Company and sponsor (.1); provide same to S. Alberino (.1); call with K. Keller re: follow up issues from same (.4); call chambers re: date for status conference (.1); contact Interplay's counsel re: same (.1).	2.30
09/30/13	KGM	0008 Call with chambers re: status conference date (.1); email D. Krasa-Berstell re: notice for same (.1).	0.20
09/09/13	KGM	0009 Call with A. Verost re: fees for monthly operating report (.2); correspondence with Protiviti, Creditor Committee and Alden re: same (.2); correspondence with Bracewell re: same (.2).	0.60
09/16/13	TS	0009 Prepare and file August operating report (.3); prepare service copy (.1); service of same (.1).	0.50
09/16/13	DKB	0009 Confer with K. Manoukian re filing of monthly operating report (.1); confer with T. Southwell re logistics thereof (.1); update attorneys re status (.1).	0.30
09/16/13	KGM	0009 Review/comment on August monthly operating report (.3); multiple exchanges with T. Shallbetter re: same (.3); exchanges with Protiviti re: same (.2); correspondence with A. Verost re: same (.1).	0.90
09/04/13	KGM	0011 Correspondence with K. Keller re: I2G contract.	0.10
09/09/13	KGM	0011 Follow-up with K. Keller re: certain executory contract issues.	0.10

ATARI, INC.

Invoice Number: 1506218

Page 4

October 22, 2013

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
09/10/13	KGM	0011 Call with contract counterparty (.4); email exchange with K. Keller re: same (.1).	0.50
09/12/13	KGM	0011 Draft email to S. Alberino re: I2G issue (.1).	0.10
09/25/13	KGM	0011 Follow up with K. Keller re: licensee proposal (.1); email exchange with licensee re: same (.2).	0.30
09/03/13	KGM	0012 Review Creditor Committee email and inquiry re: claims objection (.3); email S. Alberino re: same (.1); email J. Sharp re: same (.1); email K. Keller re: same (.1); email exchange with Interplay counsel (.1).	0.70
09/03/13	JSS	0012 Review of additional claims for inclusion in omnibus objection (0.6); send email discussing analysis of same to K. Manoukian (0.6).	1.20
09/04/13	KGM	0012 Call with Cooley re: claim issue (.2); email S. Alberino re: same (.1); correspondence with K. Keller re: Interplay claim (.1); calls with K. Keller re: claims and related issues (1.1).	1.50
09/06/13	SLA	0012 Calls re cure issues (.3, .3), reviewing correspondence re same (.2).	0.80
09/06/13	DCV	0012 Correspondence with K. Manoukian regarding Interplay dispute (0.3); analyze materials regarding same (3.7); attend telephone conference regarding same (0.3).	4.30
09/06/13	ECS	0012 Correspondence with J. Sharp regarding claims objection.	0.20
09/06/13	KGM	0012 Correspondence with K. Keller re: Interplay claim (.2); correspondence and call with D. Vondle re: same (.5); call with Interplay counsel re: same (.5); update email to S. Alberino re: same (.1); pre-call with K. Keller re: same (.2).	1.50
09/09/13	JSS	0012 Research re Interplay claim (1.0); draft results of same and send to K. Manoukian (0.4).	1.40
09/10/13	KGM	0012 Email F. Chanais re: call re: claims (.1); correspondence with S. Alberino re: same (.1); review research re: Interplay claim and follow up with J. Sharp re: same (.3); email correspondence with Company re: certain claims and related issues (.2); email S. Alberino analysis re: certain substantive claims (.2).	0.90
09/11/13	SLA	0012 Calls re claim objections.	0.90
09/11/13	KGM	0012 Call with K. Keller re: claims reconciliation status and related issues (.2); review claims analysis and email exchange with Company re: same (.2); call with Company re: claims reconciliation process and related issues (1.8).	2.20
09/11/13	JSS	0012 Interplay claim research (0.7); draft results of same and send to K. Manoukian (0.9).	1.60
09/12/13	KGM	0012 Calls with K. Keller re: claims issues (.3); correspondence with I. Dizengoff re: same (.2); correspondence with S. Alberino re: same (.1).	0.60
09/12/13	KGM	0012 Call with Company, Protiviti, Akin and Sponsor re: claims objections and related issues (.5).	0.50
09/13/13	ECS	0012 Attention to email from BMC regarding inquiry from Domnern Somgiat Boonma regarding claim objection.	0.10
09/16/13	KGM	0012 Call with F. Chanais and K. Keller re: claims objections (.3); call with claimant (.2); call with Interplay's counsel (.4); post-call discussion with K. Keller re: same (.2); review inquiry from claimant re: claims objection and correspondence with J. Sharp re: same (.2); calls with D. Krasa-Berstell re: claim (.3).	1.60
09/16/13	JSS	0012 Draft email to claimant who filed late claim (0.6); send same to K. Manoukian for review (0.1).	0.70
09/17/13	SLA	0012 Calls re claim objections.	0.50
09/17/13	KGM	0012 Call with S. Alberino, A. Velinsky re: claims objection and related issues (.2); draft email to S. Alberino re: update on claims objection (.1).	0.30
09/17/13	JSS	0012 Send email to claimant who filed late claim.	0.10
09/18/13	SLA	0012 Calls re claim objections (.3, .4).	0.70
09/18/13	KGM	0012 Research re: claims and draft email to J. Cho re: same (.4); review Interplay's response to claims objection (.2); circulate same (.1); call with S. Alberino, K. Keller re: ICM claim (.3); call with S. Alberino,	1.60

ATARI, INC.
Invoice Number: 1506218

Page 5
October 22, 2013

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
09/19/13	KGM	0012 ICM counsel (.4); post-call follow-up with ICM counsel re: same (.2). Call with K. Keller re: claims issues (.2); correspondence with BMC re: same (.3).	0.50
09/23/13	SLA	0012 Calls re claim issues.	0.50
09/23/13	ECS	0012 Correspondence with K. Manoukian regarding Interplay claim objection (0.2); research regarding same (0.1).	0.30
09/23/13	KGM	0012 Call with counsel to Interplay re: claims objection (.2); email Company and Sponsor re: same (.1); correspondence with S. Alberino re: same (.2); calls with company re: claims objection (.5; .8); calls with J. Cho re: same (.5); call with S. Alberino, A. Velinsky re: same (.3); call with SA and Company re: same (.3); correspondence with E. Seitz re: same (.2); calls with Interplay's counsel re: same (.3).	3.40
09/24/13	SLA	0012 Attention to claim resolution issues.	0.70
09/24/13	KGM	0012 Draft email to Cooley re: Interplay claim (.4); email Sponsor and Company re: Interplay claim (.1); calls with K. Keller re: same and related issues (.4); calls with Interplay's counsel (.7); draft email update to S. Alberino (.1); correspondence with various parties re: same (.1); calls with K. Keller re: various claims issues (.3); correspondence with Creditor Committee counsel re: same (.2); correspondence with S. Alberino re: Interplay's claims and related issues (.3); correspondence with S. Alberino re: claims objection order and related issues (.2); correspondence with J. Sharp re: claims objection order and related issues (.2); correspondence with K. Keller re: Storm City (.2); conference with K. Keller re: same (.1); email BMC re: certain claims (.1); review response re: same (.1); review/revise omni claims objection order (.2); call with K. Keller re: Tenor claim (.1); email I. Dizengoff re: same (.1); correspondence with S. Alberino (.1); conference with J. Sharp re: revisions to proposed omni claims order (.3); review/comment on same (.2).	4.50
09/24/13	JSS	0012 Prepare proposed omnibus claim objection order and associated schedules and redlines from version submitted (0.9); revise same (0.5) (0.4) (0.4) (0.4); multiple correspondence with K. Manoukian re same (0.2).	2.80
09/25/13	SLA	0012 Calls re claim issues.	0.50
09/25/13	ECS	0012 Correspondence with K. Manoukian, J. Sharp regarding claims settlement process.	0.20
09/25/13	KGM	0012 Draft email to J. Sharp re: claim stipulations (.1); follow up with ICM re: claim (.1); correspondence with I. Dizengoff and S. Alberino re: Tenor claim (.2).	0.40
09/26/13	SLA	0012 Calls re claim issues.	0.50
09/26/13	TS	0012 Prepare service copy of order on 1st omnibus claims objection (.1); coordinate service of same with BMC (.1).	0.20
09/26/13	KGM	0012 Call with F. Chesnais and K. Keller re: Interplay (.4); post-call with K. Keller re: same (.1); call with J. Sharp re: same (.1); correspondence with Interplay's counsel re: claim obj (.1); correspondence with K. Keller re: same (.1); conference with S. Alberino re: claim settlements (.2).	1.00
09/26/13	JSS	0012 Research re 9019 stipulations (2.0); draft results of research (0.5); send same to K. Manoukian (0.1).	2.60
09/27/13	KGM	0012 Call with Interplay's counsel re: claims (.2); email K. Keller re: same (.1); correspondence with J. Sharp re: stipulations re: claims objections (.2); research local rules re: same (.2).	0.70
09/27/13	JSS	0012 Discussion with M. Haynes re 9019 motions (0.1); send email to K. Manoukian re same (0.1).	0.20
09/30/13	SLA	0012 Attend to claim resolution issues (.2, .3); review liquidation analysis (.4).	0.90
09/30/13	KGM	0012 Email E. Seitz re: claimant inquiry (.1); call with K. Keller re: claims reconciliation status (.2); research/review precedents re: omni claim	1.80

ATARI, INC.
Invoice Number: 1506218

Page 6
October 22, 2013

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		settlements (1.2); call chambers re: same (.1); correspondence with J. Sharp re: stipulations re: claims objections (.2).	
09/30/13	JSS	0012 Send email to K. Manoukian re omnibus 9019 motions.	0.10
09/05/13	KGM	0019 Call with K. Keller re: employee related issues (.7); correspondence with J. Koehler re: same (.2).	0.90
09/09/13	KGM	0019 Review correspondence re: management loyalty payments.	0.10
09/04/13	ECS	0020 Correspondence with K. Manoukian regarding Park Avenue lease assumption/rejection deadline.	0.20
09/04/13	KGM	0020 Conference with chambers re: 365(d)(4) motion (.2); email exchange with E. Seitz re: same (.2).	0.40
09/05/13	ECS	0020 Draft declaration in support of lease assumption/rejection extension motion (0.5); correspondence with J. Itkowitz regarding same (0.1).	0.60
09/06/13	TS	0020 Prepare declaration re lease motion for filing (.2); file same (.2); prepare service copy (.1); coordinate service with BMC (.2).	0.70
09/06/13	ECS	0020 Finalize declaration in support of lease extension motion for filing (0.2); correspondence with J. Itkowitz regarding same (0.2).	0.40
09/06/13	KGM	0020 Review/comment on affidavit in support of 364(d)(5) motion.	0.20
09/11/13	DKB	0020 Confer with K. Manoukian re service of entered order extending time to assume lease (.2); prepare document to be served (.2); follow up with BMC re service (.2).	0.60
09/11/13	ECS	0020 Review order approving lease assumption/rejection deadline (0.1); circulate same to Lessor's counsel (0.1).	0.20
09/11/13	KGM	0020 Follow up with chamber re: lease extension motion.	0.10
09/30/13	ECS	0020 Correspondence with K. Manoukian regarding office equipment lease.	0.10
08/02/13	ISD	0022 Attention to plan of reorganization issues (1.0); correspondence with S. Alberino re: same (0.1).	1.10
08/05/13	ISD	0022 Attention to plan of reorganization issues (.6); correspondence with S. Alberino re: same (.5).	1.10
08/19/13	ISD	0022 Attention to plan of reorganization issues (.6); correspondence with client re: same (.5).	1.10
09/03/13	SLA	0022 Review plan comments.	0.50
09/03/13	ECS	0022 Correspondence with J. Sharp, K. Manoukian regarding disclosure statement/solicitation motion (0.3); research precedent regarding same (0.2).	0.50
09/03/13	KGM	0022 Follow up with A&O re: status of plan and disclosure statement (.1); email S. Alberino re: same (.1); email G. Davis re: equity commitment letter (.1); email exchange with E. Seitz re: solicitation and related materials (.1); call with J. Sharp re: same (.1); email S. Alberino re: solicitation procedures (.1).	0.60
09/03/13	JSS	0022 Review draft chapter 11 plan (1.2); begin drafting solicitation materials (1.8).	3.00
09/04/13	KGM	0022 Call with J. Cho re: status of plan and disclosure statement and related issues.	0.20
09/04/13	JSS	0022 Continue drafting solicitation materials (1.1); begin draft of disclosure statement motion (3.0).	4.10
09/05/13	SLA	0022 Call re cash flow issues related to plan.	0.40
09/05/13	ECS	0022 Correspondence with J. Sharp regarding disclosure statement and solicitation procedures motion (0.3); review draft disclosure statement (0.1).	0.40
09/05/13	KGM	0022 Email S. Alberino re: status of disclosure statement (.1); email exchange with E. Seitz and J. Sharp re: solicitation materials (.2); email exchange with Protiviti re: cash flow forecasts for plan purposes (.2).	0.50
09/05/13	JSS	0022 Continue draft (3.6) and revision of disclosure statement motion (3.0); discuss same with E. Seitz (0.4).	7.00
09/06/13	DKB	0022 Confer with K. Manoukian re plan precedent research (.2); research the above (1.2); prepare sets of relevant precedent for attorneys (.6); confer with attorney re status (.1).	2.10

ATARI, INC.
Invoice Number: 1506218

Page 7
October 22, 2013

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
09/06/13	KGM	0022 Review/comment on latest drafts of plan and disclosure statement (1.0); email S. Alberino re: same (.2); correspondence with J. Sharp re: updating motions in support of same with relevant info (.2); correspondence with D. Krasa-Berstell re: precedents for disclosure statement (.2).	1.60
09/06/13	JSS	0022 Draft disclosure statement motion order (1.3) and general unsecured claim ballot (1.0); discuss same with E. Seitz (0.2); revise same (1.0).	3.50
09/09/13	HBJ	0022 Review plan and disclosure statement (0.3); correspondence with B. Morris re plan and disclosure statement tax issues (0.3).	0.60
09/09/13	SLA	0022 Review plan and disclosure statement (.7, .4); calls re same (.3, .4).	1.80
09/09/13	DCV	0022 Analyze draft plan and disclosure statement.	3.30
09/09/13	ECS	0022 Review disclosure statement and solicitation procedures motion (1.6); provide comments to same (0.3).	1.90
09/09/13	DIF	0022 Review plan and disclosure statement.	0.60
09/09/13	KGM	0022 Call with A. Verost re: plan related issues (.2); correspondence with S. Alberino re: plan and related issues (.6); review/comment on same (.5); review/comment on disclosure statement (1.5); correspondence with Akin team members re: same (.2); email G. Davis re: disclosure statement (.1); review correspondence re: equity commitment letter and related issues (.2).	3.30
09/09/13	JSS	0022 Revise solicitation materials (3.2); send same to E. Seitz (0.1).	3.30
09/09/13	BTM	0022 Review and revise plan and disclosure statement with respect to tax issues.	1.20
09/10/13	ISD	0022 Review plan of reorganization (.5) and disclosure statement (.6).	1.10
09/10/13	SLA	0022 Review plan and disclosure statement (.7, .5), calls re same (.4, .5).	2.10
09/10/13	ECS	0022 Correspondence with K. Manoukian, J. Cho regarding plan milestones and deadlines (0.4); review revised draft plan (0.2); revise disclosure statement motion and solicitation procedures (3.1); correspondence with J. Sharp regarding same (0.2).	3.90
09/10/13	DIF	0022 Review plan (0.4) and disclosure statement (0.3).	0.70
09/10/13	KGM	0022 Correspondence with S. Alberino re: plan related issues (.2); correspondence with E. Seitz re: same (.2); correspondence with A&O re: same and related matters (.2); review/revise plan based on additional internal comments (.5); email exchange with A&O re: commitment letter and related issues (.2); review/comment on disclosure statement (4.4); call with A&O re: plan and related issues (.5); correspondence with H. Jacobson re: plan (.3); circulate equity commitment letter to H. Jacobson (.1); email exchange with E. Seitz and J. Sharp re: disclosure statement motion (.2); review and further revise plan based on call with A&O and other comments (1.2); correspondence with J. Cho and E. Seitz re: same (.3); circulate same to A&O (.1); correspondence re: call to discuss plan sponsor analysis (.1).	8.50
09/10/13	JSS	0022 Revise disclosure statement motion.	1.00
09/10/13	BTM	0022 Review and revise plan and disclosure statement with respect to tax issues (3.3); communicate with H. Jacobson re: the same (.5).	3.80
09/11/13	HBJ	0022 Meeting with B. Morris re open tax issues in plan, disclosure statement (0.4); review edits to both (1.4).	1.80
09/11/13	SLA	0022 Calls re sponsor analysis issues.	1.50
09/11/13	DIF	0022 Review disclosure statement.	0.50
09/11/13	KGM	0022 Correspondence with S. Alberino, G. Davis and J. Koehler re: plan sponsor analysis and related issues (.5); all-hands call between Akin, Company, Sponsor, A&O and Protiviti re: status of plan and related issues (.7); research and review disclosure statement precedents (3.0); review/revise disclosure statement (2.8); review disclosure statement motion (2.0).	9.00
09/11/13	BTM	0022 Review and revise plan and disclosure statement with respect to tax issues (5.8); communicate with H. Jacobson re: the same (.4).	6.20

ATARI, INC.
Invoice Number: 1506218

Page 8
October 22, 2013

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
09/12/13	HBJ	0022 Review edits to plan/DS (0.8) and meet with B. Morris re same (0.2).	1.00
09/12/13	SLA	0022 Calls re equity commitment letter.	1.00
09/12/13	ECS	0022 Review revised draft plan (0.4); review draft disclosure statement (0.3).	0.70
09/12/13	KGM	0022 Call with Protiviti re: comments to disclosure statement (.3); correspondence with J. Koehler re: same (.2); draft email to Board re: plan and related issues (.3); conference with S. Alberino re: disclosure statement (.2); conferences with J. Cho re: same (.2); review comments from various parties (2.5); review precedents in connection with same (2.0); revise same based on comments from various parties (2.7); revise plan based on comments from tax team (2.0) and make conforming changes from comments to disclosure statement (2.6).	13.00
09/12/13	BTM	0022 Review and revise plan and disclosure statement with respect to tax issues (1.7); communicate with H. Jacobson re: the same (.2).	1.90
09/13/13	SLA	0022 Review disclosure statement markup.	1.00
09/13/13	TS	0022 Prepare and file notice of cancellation re exclusivity motion (.3); prepare service copy (.1).	0.40
09/13/13	ECS	0022 Correspondence with K. Manoukian, J. Sharp regarding plan and disclosure statement revisions.	0.20
09/13/13	KGM	0022 Review additional comments to disclosure statement (1.0); review/revise same (2.0); calls with K. Keller and G. Davis re: comments to same (.4); calls with J. Cho re: same (.3); correspondence with Protiviti re: same (.1); call with G. Davis re: revisions to same (.2); correspondence with J. Sharp re: same comments to plan and disclosure statement (.1); email same to E. Seitz and J. Sharp (.1); revise plan (2.1).	6.30
09/13/13	JSS	0022 Call with K. Manoukian re disclosure statement and plan (0.1); edit plan (1.4).	1.50
09/16/13	SLA	0022 Review markups of plan documents (0.9); calls re same (.5, .5).	1.90
09/16/13	DCV	0022 Analyze draft plan and disclosure statement.	1.30
09/16/13	ECS	0022 Attention to email from K. Manoukian regarding disclosure statement order.	0.10
09/16/13	DIF	0022 Review plan of reorganization and equity commitment letter.	0.80
09/16/13	KGM	0022 Prepare for all-hands call re: plan and disclosure statement (.3); participate in same (.7); correspondence with A. Schouder re: comments to same (.2); review revised plan, disclosure statement and equity commitment letter with Sponsor comments (.4); participate in all-hands call re: plan documents (.5); review further revised drafts of same and comment on same (1.0); call with K. Keller re: comments to plan documents (.3); correspondence with S. Alberino re: same (.2); review correspondence with Board re: same (.1); correspondence with A. Schouder re: same (.3).	4.00
09/16/13	JSS	0022 Revise solicitation materials.	2.20
09/16/13	BTM	0022 Review and revise plan and disclosure statement.	0.20
09/17/13	HBJ	0022 Follow-up with B. Morris re tax revisions to plan and disclosure statement.	0.40
09/17/13	SLA	0022 Review plan (0.6) and disclosure statement (0.7) comments; calls re same (0.3, 0.4).	2.00
09/17/13	ECS	0022 Correspondence with K. Manoukian, J. Sharp regarding disclosure statement motion (0.5); review revised plan (0.4) and disclosure statement (0.2).	1.10
09/17/13	DIF	0022 Attend to equity commitment letter issues.	0.30
09/17/13	KGM	0022 Correspondence with E. Seitz and J. Sharp re: plan related dates (.4); call with chambers re: same (.1); correspondence with S. Alberino re: plan related issues (.1); call with G. Davis re: same (.1); prepare materials for the board call (.8); calls with G. Davis re: same (.3); review Creditor Committee comments to disclosure statement and email re: same to S. Alberino (.5); call with A. Schouder re: comments to plan and disclosure statement (.6); correspondence with S. Alberino re: same (.2);	7.50

ATARI, INC.
Invoice Number: 1506218

Page 9
October 22, 2013

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		calls with Protiviti re: sponsor analysis (.2); correspondence with J. Cho re: plan documents (.2); review/finalize same for distribution to the board (.5); call with A. Velinsky re: same (.3); call with A. Schouder re: follow-up discussion re: same (.3); prepare plan documents for distribution to Creditor Committee (.3); circulate same (.1); revise plan and disclosure statement based on comments from Alden and Creditor Committee (2.2); prepare and circulate same to key stakeholders (.3). Confer with E. Seitz re confirmation timeline (0.7); revise solicitation materials (1.6).	
09/17/13	JSS	0022	2.30
09/17/13	BTM	0022	1.70
09/18/13	HBJ	0022	0.20
09/18/13	ISD	0022	0.90
09/18/13	SLA	0022	1.80
09/18/13	ECS	0022	4.50
09/18/13	KGM	0022	10.50
09/18/13	JSS	0022	4.70
09/19/13	HBJ	0022	0.20
09/19/13	SLA	0022	1.30
09/19/13	TS	0022	2.80
09/19/13	DKB	0022	0.70
09/19/13	ECS	0022	3.50
09/19/13	KGM	0022	11.10
09/19/13	JSS	0022	6.40
09/19/13	BTM	0022	0.70
09/20/13	HBJ	0022	0.10

ATARI, INC.
Invoice Number: 1506218

Page 10
October 22, 2013

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
09/20/13	SLA	0022	Calls re plan issues (.2, .5, .3); review procedures motion (.5). 1.50
09/20/13	DKB	0022	Confer with K. Manoukian re filing of plan, disclosure statement and motion to approve disclosure statement (.2); review and organize pleadings (.5); review the exhibits (.6); revise the documents in accordance with attorney's instructions (.9); review and organize documents for filing (.7); effect the above (1.0); prepare documents to be served (.6); follow up with BMC re service (.2); confer with attorney re status (.2). 4.90
09/20/13	ECS	0022	Finalize plan (0.8) and disclosure statement (1.1) for filing; correspondence with K. Manoukian, J. Sharp regarding same (0.6); finalize disclosure statement motion for filing (2.3); correspondence with K. Manoukian, J. Sharp regarding same (0.4). 6.20
09/20/13	KGM	0022	Calls with J. Cho re: status of plan and related issues (.3); calls with Protiviti re: same (.2); correspondence with Creditor Committee, Alden and Sponsor's counsel re: same (.1); correspondence with E. Seitz and J. Sharp re: finalizing plan docs (.2); call with J. Cho and J. Cohen re: comments to plan documents (.2); post-call with S. Alberino (.2); correspondence with BMC re: comments to the disclosure statement motion (.2); review/finalize plan (2.0), disclosure statement (2.0) and disclosure statement motion with associated exhibits (1.5) in preparation for filing; multiple conferences with J. Cho re: same (.5); multiple correspondence with E. Seitz re: same (.5); conferences with D. Krasa-Berstell re: logistics for filing and service of same (.3). 8.20
09/20/13	JSS	0022	Review disclosure statement motion. 0.50
09/20/13	BTM	0022	Review disclosure statement. 0.30
09/24/13	SLA	0022	Review plan liquidation analysis. 0.50
09/24/13	KGM	0022	Review email from A&O re: plan related questions (.1); correspondence with S. Alberino regarding same (.1); email response to A&O (.1). 0.30
09/25/13	KGM	0022	Call with creditor re: disclosure statement notice and related issues (.1); email exchange with S. Alberino re: liquidation analysis (.1) review same (.3); email exchange with Protiviti re: same (.1); call with J. Koehler re: same (.2). 0.80
09/26/13	JSS	0022	Send email to Frank Rimerman re disclosure statement notice. 0.10
09/27/13	KGM	0022	Correspondence with Protiviti re: liquidation analysis (.1); email S. Alberino re: same (.1). 0.20
09/02/13	RRG	0024	Review of contracts and revenue reports re Humongous/De Minimis asset sale to Tommo (2.4); revisions to closing documents for same (2.1). 4.50
09/03/13	RRG	0024	Review revenue reports (1.8) and closing documents (2.0) for Humongous/De Minimis asset sale. 3.80
09/03/13	DIF	0024	Attend to Tommo closing issues. 0.50
09/04/13	RRG	0024	Attend to closing issues re: Humongous assets (2.5); review revenue closing documents (2.5); review documents (2.0); coordination of Humongous closing (1.2). 8.20
09/04/13	DIF	0024	Attend to Tommo closing issues. 0.50
09/04/13	CES	0024	Finalize closing documents for Humongous assets (2.5); review same (2.5); discuss same with team (1.0); coordinate logistics for same (2.4). 8.40
09/05/13	SLA	0024	Call re outstanding sale issues. 0.30
09/05/13	RRG	0024	Attention to closing of Humongous sale issues (2.5); revise/finalize closing documents (2.8); discuss issues w/ buyer (1.1). 6.40
09/05/13	DIF	0024	Attend to Tommo closing issues. 0.70
09/05/13	KGM	0024	Review correspondence re: final Tommo sale closing (.1); draft sale closing update to key stakeholders (.1). 0.20
09/05/13	CES	0024	Handle post closing items related to Tommo asset sale (2.0); communicate with R. Gadhia and K. Keller regarding post closing issues (0.1). 2.10
09/08/13	RRG	0024	Attention to post-closing matters with respect to Humongous sale. 1.60

ATARI, INC.
Invoice Number: 1506218

Page 11
October 22, 2013

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
09/09/13	DCV	0024 Analyze asset purchase agreements and related materials (2.0); prepare materials regarding same (2.2).	4.20
09/09/13	RRG	0024 Attend to post closing issues with respect to Humongous sale.	1.20
09/09/13	CES	0024 Manage post-closing items with respect to Humongous sale.	0.20
09/10/13	DCV	0024 Analyze asset purchase agreements and related materials in connection w/ Humongous asset closing (2.5); discussions re: same w/ team (1.0); identify final issues list re: same (1.0).	4.50
09/11/13	RRG	0024 Attention to post-closing issues re Star Control (1.3); attention to post-closing issues re Humongous/De Minimis (1.2).	2.50
09/12/13	RRG	0024 Call with counsel for Stardock re Star Control 3 closing.	0.70
09/13/13	RRG	0024 Call with counsel for Stardock re Star Control 3 closing (0.3) and review of asset purchase agreement re source code issues (1.1).	1.40
09/30/13	ISD	0024 Update call on sale closings and related issues.	0.50
09/30/13	KGM	0024 Call with Perella re: status of outstanding assets.	0.50
09/25/13	KGM	0025 Travel to/from 9/25 hearing. (Actual time - 1.4)	0.70
09/13/13	DIF	0027 Attend to Board issues.	0.20
09/16/13	DIF	0027 Attend to Board meeting issues.	0.30
09/18/13	ISD	0027 Attend Board call.	0.70
09/18/13	SLA	0027 Prepare for (.5) and attend (.7) board call.	1.20
09/18/13	DIF	0027 Attend Board call (0.7); prepare minutes thereof (0.1).	0.80
09/18/13	KGM	0027 Participate in board call.	0.70
09/30/13	DIF	0027 Prepare mintues of 9/18 Board call.	0.50
Total Hours			369.00

TIMEKEEPER TIME SUMMARY:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
H B JACOBSON	4.30 at	\$770.00 =	\$3,311.00
I S DIZENGOFF	6.50 at	\$1100.00 =	\$7,150.00
S L ALBERINO	24.80 at	\$875.00 =	\$21,700.00
D I FISHER	6.40 at	\$775.00 =	\$4,960.00
D C VONDLE	17.60 at	\$600.00 =	\$10,560.00
E C SEITZ	33.70 at	\$500.00 =	\$16,850.00
R R GADHIA	30.30 at	\$530.00 =	\$16,059.00
K G MANOUKIAN	127.10 at	\$675.00 =	\$85,792.50
J S SHARP	52.70 at	\$400.00 =	\$21,080.00
C E SIMS	10.70 at	\$365.00 =	\$3,905.50
B T MORRIS	16.00 at	\$475.00 =	\$7,600.00
P J SPROFERA	2.10 at	\$285.00 =	\$598.50
T SOUTHWELL	6.80 at	\$245.00 =	\$1,666.00
D KRASA-BERSTELL	30.00 at	\$245.00 =	\$7,350.00

Current Fees

\$208,582.50

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Computerized Legal Research - Lexis	\$199.35
Courier Service/Messenger Service- Off Site	\$17.39
Duplication - In House	\$48.00
Document Production - In House	\$5.40
Meals (100%)	\$72.88
Transcripts	\$77.09

ATARI, INC.
Invoice Number: 1506218

Page 12
October 22, 2013

Travel - Ground Transportation	\$173.51	
Current Expenses		<u>\$593.62</u>
Total Amount of This Invoice		\$209,176.12

Exhibit B

ATARI INC., et al.
SEPTEMBER 1, 2013 THROUGH SEPTEMBER 30, 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	24.80	\$875.00	\$21,700.00
Ira S. Dizengoff	Financial Restructuring	New Jersey – 1992 New York – 1993	6.50	\$1,100.00	\$7,150.00
Daniel I. Fisher	Corporate	New York – 2003	6.40	\$775.00	\$4,960.00
Howard B. Jacobson	Tax	District of Columbia – 1979	4.30	\$770.00	\$3,311.00
COUNSEL	DEPARTMENT	STATE/COUNTRY OF BAR ADMISSION – YEAR	HOURS	HOURLY BILLING RATE	AMOUNT
David C. Vondle	Intellectual Property	California – 2002 District of Columbia – 2008	17.60	\$600.00	\$10,560.00
ASSOCIATES	DEPARTMENT	STATE/COUNTRY OF BAR ADMISSION – YEAR	HOURS	HOURLY BILLING RATE	AMOUNT
Rishikesh R. Gadhia	Corporate	New York – 2009 District of Columbia – 2013	30.30	\$530.00	\$16,059.00
Kristine G. Manoukian	Financial Restructuring	New York – 2008 Utah – 2008 Delaware – 2010	127.10	\$675.00	\$85,792.50
Brandon T. Morris	Tax	New York – 2009	16.00	\$475.00	\$7,600.00
Eric C. Seitz	Financial Restructuring	Texas – 2009	33.70	\$500.00	\$16,850.00
Charles E. Sims	Corporate	Not Yet Admitted	10.70	\$365.00	\$3,905.50
Jason S. Sharp	Financial Restructuring	Texas – 2012	52.70	\$400.00	\$21,080.00

LEGAL ASSISTANTS	DEPARTMENT		HOURS	HOURLY BILLING RATE	AMOUNT
Dagmara Krasa-Berstell	Financial Restructuring		30.00	\$245.00	\$7,350.00
Tracy Southwell	Financial Restructuring		6.80	\$245.00	\$1,666.00
Peter J. Sprofera	Financial Restructuring		2.10	\$285.00	\$598.50
TOTAL FEES			369.00		\$208,582.50

Exhibit C

ATARI INC., et al.
DISBURSEMENT SUMMARY
SEPTEMBER 1, 2013 THROUGH SEPTEMBER 30, 2013

Computerized Research/Corporate Service Charges/PACER Charges	\$199.35
Courier Service/Postage	\$17.39
Duplicating	\$53.40
Meals/Meeting Expenses	\$72.88
Transcripts	\$77.09
Travel Expenses – Ground Transportation	\$173.51
TOTAL	\$593.62