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*Counsel for the Official Committee  
of Unsecured Creditors*

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

In re:  
  
Atari, Inc., *et al.*,  
  
Debtors.

Chapter 11

Case No. 13-10176 (JMP)  
(Jointly Administered)

**SUMMARY SHEET PURSUANT TO UNITED STATES TRUSTEE  
GUIDELINES FOR REVIEWING APPLICATIONS FOR COMPENSATION  
AND REIMBURSEMENT OF EXPENSES FILED UNDER 11 U.S.C. § 330**

**Name of Applicant:** Cooley LLP, Official Committee of Unsecured Creditors of Atari, Inc., *et al.*  
**Date of Retention:** *Nunc pro tunc* to February 8, 2013  
**Period for which compensation and reimbursement is sought:** May 1, 2013 through August 31, 2013  
**Amount of Fees:** **\$452,590.50**  
**Amount of Expense Reimbursement:** **\$5,132.18**  
**Total Fees and Expenses Due:** **\$457,722.68**  
**This is a(n):** \_\_\_\_\_ Monthly  Interim \_\_\_\_\_ Final Fee Application

This is Cooley LLP's Second Interim fee application in these cases. The following table summarizes the monthly fee statements covered by this Second Interim fee application.

<b>PERIOD COVERED, DATE FILED, AND DOCKET NO.</b>	<b>FEE REQUESTED</b>	<b>FEE PAID OR TO BE PAID (80%)</b>	<b>HOLDBACK (20%)</b>	<b>EXPENSES REQUESTED (100%)</b>	<b>OBJECTIONS</b>
5/1/2013 – 5/31/2013 (FILED 6/20/2013, #265)	\$108,739.50	\$86,991.60	\$21,747.90	\$690.61	NONE
6/1/2013 - 6/30/2013 (FILED 7/19/2013, #309)	\$171,450.00	\$137,160.00	\$34,290.00	\$1,078.96	NONE
7/1/2013 – 7/31/2013 (FILED 8/20/2013, #347)	\$126,059.50	\$100,847.60	\$25,211.90	\$828.80	NONE
8/1/2013 – 8/31/2013 (FILED 9/20/2013, #383)	\$46,341.50	\$37,073.20	\$9,268.30	\$2,533.81	NONE
<b>TOTALS</b>	<b>\$452,590.50</b>	<b>\$362,072.40</b>	<b>\$90,518.10</b>	<b>\$5,132.18</b>	<b>--</b>

**SUMMARY OF SECOND INTERIM FEE APPLICATION OF COOLEY LLP  
FOR THE PERIOD MAY 1, 2013 THROUGH AUGUST 31, 2013**

<b>Name of Professional Person</b>	<b>Position of the Applicant, Number of Years in that Position, Year of Obtaining License to Practice, Area of Expertise</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Lawrence C. Gottlieb	Partner since 1998; Member of New York Bar since 1974; Area of Expertise: Bankruptcy	\$995.00	0.40	\$398.00
Cathy Rae Hershcopf	Partner since 2002; Member of New York Bar since 1989; Area of Expertise: Bankruptcy	\$845.00	33.40	\$28,223.00
Jeffrey L. Cohen	Partner since 2010; Member of New York Bar since 2000; Area of Expertise: Bankruptcy	\$695.00	222.30	\$154,498.50
Michael Aaron Klein	Associate since 2004; Member of the New York Bar since 2005; Area of Expertise: Bankruptcy	\$665.00	9.20	\$6,118.00
Richelle Kalnit	Associate since 2008; Member of the New York Bar since 2005; Area of Expertise: Bankruptcy	\$655.00	79.30	\$51,941.50
Alex R. Velinsky	Associate since 2009; Member of the New York Bar since 2010; Area of Expertise: Bankruptcy	\$475.00	326.50	\$155,087.50
Robert B. Winning	Associate since 2010; Member of the New York Bar since 2011; Area of Expertise: Bankruptcy	\$435.00	91.30	\$39,715.50
David M. Fleischer	Paralegal	\$315.00	0.80	\$252.00
Rebecca Goldstein	Paralegal	\$270.00	18.70	\$5,049.00
Hector Gonzalez	Managing Clerk	\$270.00	1.00	\$270.00
Michelle L. Robinson	Litigation Support Manager	\$265.00	19.30	\$5,114.50
Kris T. Cachia	Paralegal	\$245.00	14.70	\$3,601.50
Victor Bisambu Mayenge	Sr. Litigation Support Analyst	\$235.00	4.90	\$1,151.50
Dmitry Spektor	Litigation Support Systems Analyst	\$220.00	5.00	\$1,100.00
Rafael Sanchez	Research Services Assistant	\$100.00	0.70	\$70.00
<b>Total Fees</b>				<b>\$452,590.50</b>
<b>Total Hours</b>			<b>827.50</b>	
<b>Blended Rate*</b>		<b>\$571.85</b>		

\*Blended rate does not include paraprofessional time.

**COMPENSATION BY WORK TASK CODE FOR SERVICES RENDERED BY  
COOLEY LLP FOR THE PERIOD MAY 1, 2013 THROUGH AUGUST 31, 2013**

<b>Task Code</b>	<b>Task Description</b>	<b>Hours</b>	<b>Fees</b>
B02	Asset Disposition	115.30	\$69,783.50
B03	Business Operations	5.00	\$2,441.00
B04	Case Administration	44.40	\$20,306.50
B05	Claims	17.10	\$9,064.50
B06	Employee Benefits/Pensions	126.20	\$67,055.00
B07	Fee/Employment Applications	51.80	\$22,428.00
B08	Fee/Employment Objections	2.40	\$1,668.00
B09	Financing and Cash Collateral	8.50	\$4,895.50
B18	Leases and Executory Contracts	2.10	\$1,459.50
B10	Litigation	372.90	\$204,427.00
B11	Meetings	8.10	\$5,542.50
B12	Plan and Disclosure Statement	34.20	\$19,015.00
B19	Preparation for and Attendance at Court Hearings	37.40	\$23,353.00
B14	Travel	2.10	\$1,151.50
	<b>Total:</b>	<b>827.50</b>	<b>\$452,590.50</b>

**EXPENSE SUMMARY OF COOLEY LLP FOR THE  
PERIOD MAY 1, 2013 THROUGH AUGUST 31, 2013**

<b>Expenses</b>	<b>Amounts</b>
Audio/Video Conferencing Services	\$237.80
Deposition - TSG Reporting	\$2,323.85
Exclusive Process Service Corp	\$167.00
Federal Express	\$283.47
Meals	\$506.19
Postage	\$1.38
Reproduction of Documents	\$942.60
Research Database/Document Retrieval	\$439.03
Telephone	\$150.86
Transportation	\$80.00
<b>Total:</b>	<b>\$5,132.18</b>

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*Counsel for the Official Committee  
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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:

Atari, Inc., *et al.*,

Debtors.

Chapter 11

Case No. 13-10176 (JMP)  
(Jointly Administered)

**SECOND INTERIM APPLICATION OF COOLEY LLP FOR COMPENSATION  
AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS FOR THE OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD  
FROM MAY 1, 2013 THROUGH AUGUST 31, 2013**

Cooley LLP (“Applicant”), counsel to the Official Committee of Unsecured Creditors (the “Committee”) of Atari, Inc., *et al.* (collectively, the “Debtors”), in the above-captioned chapter 11 cases, respectfully represents:

**INTRODUCTION**

1. This is Applicant’s Second Interim application (the “Application”) for allowance of compensation and reimbursement of expenses pursuant to § 331 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”), the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York

Bankruptcy Cases, promulgated pursuant to General Order M-447 of Chief Bankruptcy Judge Cecelia G. Morris, dated January 29, 2013 (the “Local Guidelines”), and the *Order Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals*, dated February 15, 2013 (Doc. No. 81, the “Interim Compensation Order”).

2. This Application seeks an interim allowance of compensation for legal services rendered by Applicant in the total amount of **\$452,590.50** and reimbursement of certain expenses incurred by (or first billed by outside vendors to) Applicant in the amount of **\$5,132.18** for the period from May 1, 2013 through August 31, 2013 (the “Compensation Period”), all as more fully set forth below.

3. This Application complies with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Interim Compensation Order.

### **BACKGROUND**

4. On January 21, 2013 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York (the “Court”). Pursuant to sections 1107 and 1108 of the Bankruptcy Code, the Debtors continue to operate their businesses and properties as debtors-in-possession. No trustee or examiner has been appointed in these cases.

5. On February 6, 2013, the Committee was appointed in these cases by the Office of the United States Trustee for the Southern District of New York (the “US Trustee”), consisting of the following five members: (i) CD Projekt S.A., f/k/a CD Projekt Red S.A.; (ii) CDV Software Entertainment, USA, Inc.; (iii) Liquid Entertainment; (iv) Rackspace Hosting;<sup>1</sup> and (v) Tavant Technologies, Inc. On May 1, 2013, the Committee selected Cooley LLP as its

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<sup>1</sup> On June 19, 2013, Rackspace Hosting resigned from the Committee.

counsel. On February 11, 2013 the Committee met and selected Duff & Phelps Securities, LLC to serve as its financial advisor in these Chapter 11 cases.

6. On June 20, 2013, Applicant filed its *First Interim Application of Cooley LLP for Compensation for Services and Reimbursement of Expenses as Attorneys for the Official Committee of Unsecured Creditors for the Period from February 8, 2013 Through April 30, 2013* (the “First Interim Application”) (Doc. No. 166). The First Interim Application requested the payment of fees in the amount of \$472,854 and the reimbursement of actual and necessary costs and expenses of \$4,886.87. On August 22, 2013, an order was entered approving the fees and expenses requested in the First Interim Application in full, subject only to a reserve reflecting the amounts subject to filed objections, which were withdrawn without prejudice. The reserved amounts are not payable, pursuant to this Court’s order, until the final hearing on Cooley’s requested fees and expenses or such other date as agreed by the parties or ordered by the Court.

#### **JURISDICTION AND STATUTORY PREDICATES**

7. This Court has jurisdiction to consider this Application pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief requested herein are §§ 105(a), 330 and 331 of the Bankruptcy Code and Bankruptcy Rule 2016.

#### **SERVICES RENDERED DURING COMPENSATION PERIOD**

8. During the Compensation Period, Applicant’s services to the Committee included professional advice and representation in connection with discreet categories in these chapter 11 proceedings. The aggregate hours and amount for each category are set forth on the cover pages to this Application.



9. During the Compensation Period, Applicant, on behalf of and in consultation with the Committee, maintained an active role in these chapter 11 cases.

10. To apprise this Court of the legal services rendered during the Compensation Period, Applicant sets forth the following summary. However, the summary is intended only to highlight the general categories of services performed by Applicant on behalf of the Committee. It is not intended to set forth each and every item of professional services which Applicant performed.<sup>2</sup>

### **Asset Disposition**

11. This category includes time expended by Applicant with respect to the disposition of the Debtors' assets. During the Compensation Period, Applicant expended time in this category on matters related to the sale process with respect to substantially all of the Debtors' assets (the "Sale Process"). Applicant expended time in this category conferring with advisers to the Debtors, their lenders and Atari, S.A. (the "Parent") regarding bid and sale procedures, updates on the Sale Process, bids for certain of the Debtors assets, among other things. In addition, during the Compensation Period, Applicant participated in auctions for certain of the Debtors' assets. Applicant attended and participated in two full days of auctions on July 17th and 18th with respect to certain of the Debtors' assets. During the Auctions, Applicant reviewed various bid documents and consulted with the Debtors and their lenders regarding strategy and the selection of successful bidders. Following the auctions, Applicant reviewed and analyzed final sale documents and proposed sale orders in preparation for the hearing on approval of the asset sales.

12. In total, Applicant expended 115.30 hours of time for a charge of \$69,783.50 for

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<sup>2</sup> Attached as **Exhibit C** is a list of each timekeeper that provided services on each project category during the Compensation Period, as well as the number of hours spent and the amount of compensation requested.

services rendered with respect to the handling of matters relating to asset dispositions.

### **Business Operations**

13. This category includes time expended by Applicant with respect to the Debtors' business operations and other business issues, including Applicant's time on matters concerning the Debtors' financial performance. Applicant spent time in this category reviewing financial reporting provided by the Debtors and corresponding with the Debtors regarding related issues.

14. Applicant expended 5.00 hours of time for a charge of \$2,441.00 for services rendered with respect to matters relating to business operations.

### **Case Administration**

15. This category includes time expended by Applicant on a variety of activities relating to the day-to-day management of these chapter 11 cases. Services rendered in this project category include, *inter alia*, (i) extensive contact with the Committee, creditors, the Committee's financial advisor, and counsel to the Debtors and Alden regarding critical case issues and developments, (ii) the review of pleadings filed by parties in interest, and (iii) the filing and service of pleadings on behalf of the Committee.

16. Applicant expended 44.40 hours of time for a charge of \$20,306.50 for services rendered with respect to the handling of matters relating to case administration.

### **Claims**

17. This category includes time expended by Applicant with respect to various claims against the Debtors. Applicant spent time in this category, among other things, attending to issues related to the treatment of certain claims (including certain disputed intercompany claims), and review and analysis of the Debtors' amended schedules of assets and liabilities. Applicant also spent time in this category corresponding with numerous creditors regarding claims-related

issues.

18. Applicant expended 17.10 hours of time for a charge of \$9,064.50 for services rendered with respect to the handling of matters relating to claims.

**Employee Benefits/Pensions**

19. This category includes time expended by Applicant regarding the Debtors' employee benefits and pensions. Applicant spent time during the Compensation Period in connection with, among other things, review and analysis of the Debtors' key employee incentive program, loyalty program and review of employment agreements with certain executives. Applicant also spent time in this category conferring with the Debtors' advisors regarding their proposed key employee incentive program and prosecuting a related objection. Applicant expended a substantial amount of time in this category preparing for a contested hearing on the Debtors' proposed incentive program, including taking and defending several depositions, filing an objection and prosecuting such objection at a contested, evidentiary hearing. At the contested incentive plan hearing, the Debtors' elected to enter into a settlement with the Committee significantly altering the proposed incentive plan, rather than submitting the matter to the Court for adjudication.

20. Applicant expended 126.20 hours of time for a charge of \$67,055.00 for services rendered with respect to matters relating to employee benefits and pensions.

**Fee/Employment Applications**

21. This category includes time expended by Applicant regarding the retention and compensation of various professionals in the Debtors' bankruptcy proceedings. Applicant spent time during the Compensation Period in connection with, among other things: (i) Applicant's First Interim Application, (ii) Applicant's monthly fee statements, (iii) the appointment of a

consumer privacy ombudsman in connection with sale of the Debtors' assets, and (iv) the invoices of the professionals employed by the Debtors and lenders.

22. Applicant expended 51.80 hours of time for a charge of \$22,428.00 for services rendered with respect to matters relating to fee/employment applications.

### **Fee/Employment Objections**

23. This category includes time expended by Applicant with respect to objections to retention and fee applications filed by various professionals in the Debtors' bankruptcy proceedings. Applicant spent time during the Compensation Period (i) corresponding with Alden regarding their fee objection and (ii) preparing for a contested hearing necessitated by their fee objection.

24. Applicant expended 2.40 hours of time for a charge of \$1,668.00 for services rendered with respect to matters relating to fee/employment objections.

### **Financing and Cash Collateral**

25. This category includes time expended by Applicant with respect to the debtor-in-possession financing facility (the "DIP") and the terms thereof. In connection therewith, Applicant, among other things, attended to issues related to the DIP budget, reviewed and analyzed DIP variance reports and budgets. Applicant also expended time in this category corresponding with the Committee regarding issues related to the DIP.

26. Applicant expended 8.50 hours of time for a charge of \$4,895.50 for services rendered with respect to the handling of matters relating to cash collateral and financing.

### **Leases and Executory Contracts**

27. This category includes time expended by Applicant with respect to leases and executory contracts to which the Debtors are a party. Applicant spent time in this category

reviewing draft provisions in the Debtors' proposed plan of reorganization that would impact the Debtors' leases and executory contracts.

28. Applicant expended 2.10 hours of time for a charge of \$1,459.50 for services rendered with respect to the handling of matters relating to leases and executory contracts.

### **Litigation**

29. This category includes time expended by Applicant with respect to litigation or contested hearings. Applicant expended time in this category in connection with two major undertakings: (i) discovery in connection with the Committee's investigation (the "Investigation") of prepetition claims and interests asserted against the Debtors' estates; and (ii) prosecution of an objection to the Debtors' proposed key employee incentive plan. With respect to the Investigation, Applicant spent time during the Compensation Period propounding discovery requests, conferring with the Debtors and other targets of the Investigation regarding discovery and related confidentiality issues, preparing a 2004 motion and negotiating a related order with the targets of the Investigation, and reviewing a substantial amount of documentation produced in connection with the Investigation. With respect to the incentive plan objection, Applicant spent time in this category, preparing for and participating in several depositions, trial preparations, correspondence with the U.S. Trustee regarding the contested hearing, and attending to confidentiality issues raised by the Debtors in connection with sensitive information related to the incentive plan and Sale Process. Applicant also expended time in this category in connection with settlement correspondence with various parties.

30. Applicant expended 372.90 hours of time for a charge of \$204,427.00 for services rendered with respect to the handling of matters relating to litigation.

### **Meetings**

31. This category includes time expended by Applicant for preparation and attendance at meetings with, among others, the Committee, the financial advisor to the Committee regarding, among other things, the Sale Process, the Investigation, global settlement discussions, proposed incentive plans and case status issues.

32. Applicant expended 8.10 hours of time for a charge of \$5,542.50 for services rendered with respect to preparation for and attendance at meetings.

### **Plan and Disclosure Statement**

33. This category includes time expended by Applicant in connection with a plan of reorganization for the Debtors' remaining assets. Applicant expended time in this category reviewing and analyzing a proposed plan term sheet and researching related issues. Applicant also spent time in this category corresponding with the Debtors and the Parent regarding various provisions of the proposed plan, the proposed exclusivity extension, and reviewing and revisions a draft version of the Debtors' plan and related documents.

34. Applicant expended 34.20 hours of time for a charge of \$19,015.00 for services rendered with respect to matters relating to fee/employment objections.

### **Preparation For and Attendance at Court Hearings**

35. This category includes time expended by Applicant with respect to preparation for, and attendance at, Court hearings, including hearings regarding sales of certain of the Debtors' assets, the contested evidentiary hearing on the Debtors' proposed incentive plan, the hearing on the First Interim Application, among others.

36. Applicant expended 37.40 hours of time for a charge of \$23,353.00 for services rendered with respect to preparation for and attendance at Court hearings.

**Travel**

37. This category includes time expended by Applicant for travel. Applicant spent time in this category traveling to and from Court for hearings. All travel time was billed at half-time.

38. Applicant expended 2.10 hours of time for a charge of \$1,151.50 for travel.

**MATTERS PERTAINING TO APPLICANT**

39. Applicant has maintained contemporaneous time records which indicate the time that each attorney has spent working on a particular matter and the nature of the work performed. Copies of these time records are annexed to this Application as **Exhibit B**. The total number of hours expended by Applicant's attorneys and para-professionals during the Compensation Period in conjunction with these cases is 827.50. All of the services have been rendered by those individuals at Applicant's firm as listed on Applicant's personnel chart attached hereto.

40. The personnel who have expended extensive time on this matter during the Compensation Period are as follows: (a) Cathy R. Hershcopf and Jeffrey L. Cohen: Ms. Hershcopf and Mr. Cohen have been actively involved in all aspects of this engagement, with Ms. Hershcopf focusing on sale-related issues and Mr. Cohen taking primary responsibility for all other issues arising during the Compensation Period; (b) Alex R. Velinsky and Robert Winning: Messrs. Velinsky and Winning were responsible for various day-to-day issues that arose during the Compensation Period; and (c) David M. Fleischer, Rebecca Goldstein, and Kris T. Cachia: Mr. Fleischer, Ms. Goldstein and Ms. Cachia were responsible for various para-professional activities that arose during the Compensation Period.

41. It is respectfully submitted that Applicant's expertise in bankruptcy cases has allowed certain matters to be handled without difficulty, and that other bankruptcy attorneys

without such expertise could have had to spend additional time researching issues. Some of the chapter 11 cases in which Applicant has been retained include: Against All Odds in Newark, New Jersey; Alexander Gallo Holdings in New York, NY; Archibald Candy Corporation in Chicago, Illinois; Bag n'Baggage in Dallas, Texas; Boscov's in Wilmington, Delaware; BT Tires in Wilmington, Delaware; Claim Jumper Restaurants in Wilmington, Delaware; Corona Food Products in Brooklyn, New York; Eddie Bauer in Wilmington, Delaware; Edwin Watts in Wilmington, Delaware; EPV Solar in Newark, New Jersey; Filene's Basement in Wilmington, Delaware; Goody's in Wilmington, Delaware; Gottschalks in Wilmington, Delaware; Harvey Electronics in New York, New York; KB Toys in Wilmington, Delaware; Lenox Sales in New York, New York; Levitz Home Furnishings in New York, New York; Long John Silver's Restaurants in Wilmington, Delaware; Marty's Shoes in Wilmington, Delaware; Mervyn's in Wilmington, Delaware; Orchard Brands in Wilmington, Delaware; Princeton Ski Shops in Newark, New Jersey; Ritz Camera in Wilmington, Delaware; Robb & Stucky in Tampa, Florida; Samsonite Company Stores in Wilmington, Delaware; Sharper Image in Wilmington, Delaware; Signature Styles in Wilmington, Delaware; Ski Market in Springfield, Massachusetts; Steve & Barry's in New York, New York; Sweet Factory in Boston, Massachusetts; Ultimate Electronics in Wilmington, Delaware; and Urban Brands in Wilmington, Delaware.

42. Applicant rendered all the professional services for which compensation is requested herein in connection with the Debtors' chapter 11 cases in furtherance of Applicant's professional responsibilities as attorneys for the Committee.

43. During the Compensation Period, the partners, associates and para-professionals of Applicant devoted substantial time, 827.50 hours, in rendering professional services to the Committee, all of which time was reasonable and necessary.



44. Applicant, by experience, training and ability, is fully qualified to perform the services for which compensation is sought here. Applicant represents or holds no interest adverse to the Committee with respect to the matters upon which it is engaged.

45. No agreement or understanding exists between Applicant and any other entity for the sharing of compensation to be received for services rendered in or in connection with these chapter 11 cases.

46. The fees and disbursements sought are billed at rates and in accordance with practices customarily employed by Applicant and are generally accepted by Applicant's clients.

47. Pursuant to the Local Guidelines, annexed hereto as **Exhibit A** is a certification regarding Applicant's compliance with the Interim Compensation Order, the Local Guidelines, and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, dated January 30, 1996.

#### **EXPENSES**

48. Annexed as part of the cover sheet is a list of the necessary and actual disbursements incurred by Applicant during the Compensation Period in connection with the above-described work. This list is derived from the expense detail included in Applicant's monthly invoices annexed hereto as **Exhibit B**. These records indicate that Applicant has advanced, during the Compensation Period, the sum of **\$5,132.18** in necessary and actual out-of-pocket expenses.<sup>3</sup> In connection with said expenses, it should be noted that Applicant charges \$1.00 per page for outgoing telefacsimilies with no charge for incoming telefacsimilies, 10¢ per page for photocopying, and charges for meals only necessitated by meetings with the Debtors or

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<sup>3</sup> Additional expenses incurred by Applicant during the Compensation Period may not have been captured as of the date hereof. Applicant reserves the right to include such expenses in the next application to the extent necessary.

the Committee or when Applicant's personnel would work on these cases through a normal meal period.

### **ALLOWANCE OF INTERIM COMPENSATION**

49. With respect to the level of compensation, section 330 of the Bankruptcy Code provides, in pertinent part, that the Court may award to a professional person, "reasonable compensation for actual, necessary services rendered." Section 330(a)(3), in turn, provides that:

In determining the amount of reasonable compensation to be awarded . . . , the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time which the service was rendered toward the completion of, a case under this title;
- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

50. The congressional policy expressed above provides for adequate compensation in order to continue to attract qualified and competent professionals to bankruptcy cases. See In Re Busy Beaver Bldg. Ctrs., Inc., 19 F.3d 833, 850 (3d Cir. 1994) ("Congress rather clearly intended to provide sufficient economic incentive to lure competent bankruptcy specialists to

practice in the bankruptcy courts.”) (citation and internal quotation marks omitted); In re Drexel Burnham Lambert Group, Inc., 133 B.R. 13, 18 (Bankr. S.D.N.Y. 1991) (“Congress’ objective on requiring that the market, not the Court, establish attorneys’ rates was to ensure that bankruptcy cases were staffed by appropriate legal specialists.”).

51. Applicant asserts that in accordance with the factors enumerated in 11 U.S.C. § 330, the amount requested is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title. It is respectfully submitted that, had counsel with less experience in these types of matters been retained, the cost to the estates would have been much greater. This Application covers a period of approximately four months. During that time, Applicant’s partners, associates and paraprofessionals devoted 827.50 hours in rendering professional services to the Committee, all of which time was reasonable and necessary.

#### **NOTICE**

Pursuant to the Interim Compensation Order, Cooley has served this Application 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 Alden, 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**, Applicant hereby respectfully requests (i) interim allowance of compensation for Applicant's duly authorized, necessary, and valuable service to the Committee during the Compensation Period in the aggregate amount of **\$452,590.50**, and reimbursement to Applicant and Committee Members for actual and necessary expenses incurred during the Compensation Period in connection with the aforesaid services in the aggregate amount of **\$5,132.18**, and (ii) payment of all allowed fees which have not yet been paid to Applicant by the Debtors.

Dated: November 18, 2013  
New York, New York

Respectfully submitted,

By: /s/ Jeffrey L. Cohen

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*Counsel for the Official  
Committee of Unsecured Creditors*

**EXHIBIT A**

COOLEY LLP  
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of Unsecured Creditors*

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

In re:  
  
Atari, Inc., *et al.*,  
  
Debtors.

Chapter 11  
  
Case No. 13-10176 (JMP)  
(Jointly Administered)

**CERTIFICATION OF JEFFREY L. COHEN IN SUPPORT OF SECOND  
INTERIM APPLICATION OF COOLEY LLP FOR COMPENSATION AND  
REIMBURSEMENT OF EXPENSES AS ATTORNEYS FOR THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR  
THE PERIOD FROM MAY 1, 2013 THROUGH AUGUST 31, 2013**

STATE OF NEW YORK     )  
  ) ss:  
COUNTY OF NEW YORK    )

Jeffrey L. Cohen, being first duly sworn, deposes and says;

1. I am an attorney admitted to practice before this Court and a member of the law firm of Cooley LLP (“Applicant”), with offices located at 1114 Avenue of the Americas, New York, New York 10036. Applicant is counsel for the Official Committee of Unsecured Creditors (the “Committee”) of Atari, Inc., *et al.* (collectively, the “Debtors”). I have personal knowledge of all of the facts set forth in this certification except as expressly stated herein.

2. I have read the *Second Interim Application of Cooley LLP for Compensation for Services and Reimbursement of Expenses as Attorneys for The Official Committee of Unsecured Creditors for the Period From May 1, 2013 Through August 31, 2013* (the "Application") for compensation by Applicant and know the contents thereof.

3. The contents of the Application are true to the best of my knowledge, except as to matters therein alleged to be upon information and belief, and as to those matters, I believe them to be true. I have personally performed a portion of the legal services rendered by Applicant and am thoroughly familiar with all other work performed on behalf of the Committee by the attorneys and para-professionals in the firm.

4. To the best of my knowledge, information and belief formed after reasonable inquiry, the Application complies with the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, dated January 30, 1996 (the "UST Guidelines") and the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, promulgated pursuant to General Order M-447 of Chief Bankruptcy Judge Cecelia G. Morris, dated January 29, 2013 (collectively with the UST Guidelines, the "Guidelines").

5. To the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought in the Application fall within the Guidelines. The fees and disbursements sought are billed at rates and in accordance with practices customarily employed by Applicant and are generally accepted by Applicant's clients. In providing reimbursable services, Applicant does not make a profit on such service, whether the service is performed by Applicant in-house or through a third party.

6. A copy of the Application has been provided to the chair of the Committee.

7. Pursuant to the *Order Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals*, dated February 15, 2013 (Doc. No. 81, the "Interim Compensation Order"), Applicant has filed on the docket and served monthly statements on the Debtors, counsel for the Debtors, the U.S. Trustee, and counsel to the Debtors' lenders for its May, June, July and August 2013 invoices.

8. The Debtors and the U.S. Trustee have each been provided with the Application at least 14 days before the hearing on the Application.

9. In accordance with Bankruptcy Rule 2016(a) and § 504 of the Bankruptcy Code, no agreement or understanding exists between Applicant and any other person for the sharing of compensation to be received in connection with these cases.

Dated: November 18, 2013  
New York, New York

By: /s/ Jeffrey L. Cohen  
Jeffrey L. Cohen

Sworn to before me this  
18<sup>th</sup> day of November, 2013

/s/ Theresa K. Hammond  
Notary Public

THERESA K. HAMMOND  
Notary Public, State of New York  
No. 4650925  
Qualified in Suffolk County  
Commission Expires July 31, 2017



**EXHIBIT B**



June 13, 2013

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

ATTORNEYS AT LAW  
  
101 California  
5th floor  
San Francisco, CA  
94111-5800  
MAIN 415 693-2000  
  
www.cooley.com  
  
Taxpayer ID Number  
94-1140085

Palo Alto, CA  
New York, NY  
San Diego, CA  
Reston, VA  
Broomfield, CO  
Washington, DC  
Boston, MA  
Seattle, WA  
Los Angeles, CA  
Shanghai, P. R. China

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*For services rendered through May 31, 2013*

Fees .....	\$	108,739.50
Chargeable costs and disbursements .....	\$	690.61
<b>Total Due on Current Invoice .....</b>	<b>\$</b>	<b>109,430.11</b>
<b>Outstanding Balance from prior Invoices .....</b>	<b>\$</b>	<b>225,725.47</b>
<b>Total Amount Due .....</b>	<b>\$</b>	<b>335,155.58</b>



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**For services rendered through May 31, 2013 :**

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
<b>ASSET DISPOSITION</b>				
05/07/13	Jeffrey L. Cohen	Sale update call with S. Alberino	0.30	208.50
05/07/13	Alex R. Velinsky	Telephone call with S. Alberino re: sale update	0.20	95.00
05/09/13	Alex R. Velinsky	Review H. Goldstein emails re: sale status	0.10	47.50
05/14/13	Jeffrey L. Cohen	Telephone call with S. Alberino re: sale process update	0.40	278.00
05/14/13	Jeffrey L. Cohen	Telephone call with Perella, DPS and Akin re: sale process update	0.40	278.00
05/14/13	Alex R. Velinsky	Review H. Goldstein email re: incentive plan	0.10	47.50
05/14/13	Alex R. Velinsky	Telephone call with Perella and Akin re: sale update	0.20	95.00
05/14/13	Alex R. Velinsky	Detailed email to committee re: amended 2004 order and sale process update	0.40	190.00
05/14/13	Alex R. Velinsky	Telephone call with J. Cohen re: sale update	0.20	95.00
05/14/13	Alex R. Velinsky	Emails with DPS re: sale update call	0.20	95.00
05/15/13	Alex R. Velinsky	Review DPS incentive plan analysis	0.60	285.00
05/15/13	Alex R. Velinsky	Review A. Chong email re: bid status	0.20	95.00
05/15/13	Alex R. Velinsky	Telephone call with DPS re: sale and discovery	0.50	237.50
05/18/13	Alex R. Velinsky	Review K. Manoukian email re: bid procedures	0.20	95.00
05/20/13	Jeffrey L. Cohen	Review and comment re: bid procedures draft	1.30	903.50
05/20/13	Alex R. Velinsky	Telephone call with A. Chong re: sale issues	0.60	285.00
05/20/13	Alex R. Velinsky	Review draft bid procedures	0.30	142.50
05/20/13	Alex R. Velinsky	Detailed emails with J. Cohen re: bid procedures and KEIP	0.40	190.00
05/20/13	Alex R. Velinsky	Email to K. Manoukian re: bid procedures	0.10	47.50
05/20/13	Alex R. Velinsky	Emails with A. Chong re: sale process information	0.20	95.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/20/13	Alex R. Velinsky	Review K. Manoukian email re: schedule to bid procedures	0.10	47.50
05/21/13	Jeffrey L. Cohen	Review and revise proposed bid procedures and discuss same with A. Velinsky	1.20	834.00
05/21/13	Alex R. Velinsky	Review draft confidentiality agreement and asset purchase agreement	0.80	380.00
05/21/13	Alex R. Velinsky	Review revised bid procedures	0.40	190.00
05/21/13	Alex R. Velinsky	Emails with J. Cohen and C. Hershcopf re: revised bid procedures	0.30	142.50
05/21/13	Alex R. Velinsky	Further emails with C. Hershcopf re: revised bid procedures	0.20	95.00
05/21/13	Alex R. Velinsky	Review K. Manoukian email re: bid procedures documents	0.10	47.50
05/21/13	Alex R. Velinsky	Conference with C. Hershcopf re: bid procedures	0.10	47.50
05/21/13	Cathy Rae Hershcopf	Review and comment on bid procedure	0.60	507.00
05/22/13	Alex R. Velinsky	Review bid procedures motion and Verost declaration	0.90	427.50
05/22/13	Alex R. Velinsky	Review Duff & Phelps draft incentive plan materials	0.90	427.50
05/22/13	Alex R. Velinsky	Emails with DPS re: sale incentive plan and bid procedures	0.30	142.50
05/22/13	Alex R. Velinsky	Review K. Manoukian email re: old business records	0.10	47.50
05/23/13	Alex R. Velinsky	Review auction letter and bid information	0.20	95.00
05/24/13	Jeffrey L. Cohen	Review mark-up of bid procedures and comment re: same	0.40	278.00
05/30/13	Alex R. Velinsky	E-mails with Perella re: bidder inquiry	0.10	47.50
05/30/13	Alex R. Velinsky	E-mails with potential bidder re: interest in assets	0.10	47.50
05/30/13	Alex R. Velinsky	Revise proposed bid procedures (.2); e-mail with J. Cohen re: same (.1)	0.30	142.50
05/30/13	Alex R. Velinsky	E-mail with Akin re: proposed bid procedures	0.20	95.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/30/13	Cathy Rae Hershcopf	Review revised bid procedures and give comments to A. Velinsky (.7); emails re same (.4)	1.10	929.50
05/31/13	Alex R. Velinsky	Emails with J. Cohen and C. Hershcopf re: proposed bid procedures	0.20	95.00
05/31/13	Alex R. Velinsky	Further emails with C. Hershcopf re: bid procedures	0.20	95.00
05/31/13	Alex R. Velinsky	Revise bid procedures per C. Hershcopf comments	0.20	95.00
05/31/13	Alex R. Velinsky	Email with T. Shiff re: sale inquiry	0.20	95.00
05/31/13	Cathy Rae Hershcopf	Review bid procedures and follow up emails on comments to bid procedures	0.20	169.00
<b>Task Total:</b>			<b>16.30</b>	<b>9,325.50</b>

**BUSINESS OPERATIONS**

05/01/13	Alex R. Velinsky	Review weekly DIP variance report	0.20	95.00
05/02/13	Alex R. Velinsky	Continue drafting committee KEIP objection	0.70	332.50
05/03/13	Alex R. Velinsky	Email to K. Manoukian re: KEIP objection deadline	0.10	47.50
05/03/13	Alex R. Velinsky	Email to J. Cohen re: incentive plan objection	0.10	47.50
05/09/13	Alex R. Velinsky	Review Atari interactive balance sheet	0.20	95.00
05/09/13	Alex R. Velinsky	Email to K. Manoukian re: amended SOFA	0.10	47.50
05/09/13	Alex R. Velinsky	Emails with A. Chong re: interactive balance sheets	0.20	95.00
05/13/13	Alex R. Velinsky	Review K. Manoukian email re: discovery	0.10	47.50
05/13/13	Alex R. Velinsky	Review documents provided by debtors	1.60	760.00
05/15/13	Alex R. Velinsky	Review April monthly operating report	0.60	285.00
<b>Task Total:</b>			<b>3.90</b>	<b>1,852.50</b>

**CASE ADMINISTRATION**



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/01/13	Kris T. Cachia	Conversation with Judge Peck's Law Clerk and A. Velinsky re issue as to proposed Order and exhibit	0.20	49.00
05/02/13	Alex R. Velinsky	Review C. Herschopf email re: S. Greissman	0.10	47.50
05/14/13	Alex R. Velinsky	Review H. Goldstein emails re: ud pate	0.20	95.00
05/23/13	Jeffrey L. Cohen	Telephone call with H. Goldstein re: KEIP and case status	0.60	417.00
05/27/13	Alex R. Velinsky	Review M. Nowakowski's e-mail re: Committee call	0.10	47.50
05/28/13	Alex R. Velinsky	E-mails to Committee re: Wednesday's call	0.20	95.00
05/28/13	Rebecca Goldstein	Attention to e mails from A. Velinsky (.2); e file objection re sale incentive plan (.4); discuss sealing procedures, t/c to Court re availability of Judge (.3); prepare correspondence to Chamber's process same (.5)	1.40	378.00
05/30/13	Robert B. Winning	Attention to matters re: filing declaration in support of KEIP under seal	0.60	261.00
05/30/13	Rebecca Goldstein	Attention to e mail string from Winning and Velinsky re sealing motion re Williams Declaration (.3); e file same (.5); transfer Declaration in pdf format to CD (.2), prepare cover letter to clerk and assemble package to be sealed (.6); discuss same with H. Gonzalez, prepare memo with instructions (.3)	1.90	513.00
05/31/13	Rebecca Goldstein	Attention to filing of document to be filed under seal (Williams Declaration, discuss same with H. Gonzalez(.4); Prepare correspondence to Chambers re Affidavit of Service re docket number 226, process same (.5)	0.90	243.00
<b>Task Total:</b>			<b>6.20</b>	<b>2,146.00</b>

**CLAIMS**



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/01/13	Jeffrey L. Cohen	Review amended schedules and SOFA and discuss changes with A. Velinsky	0.80	556.00
05/01/13	Alex R. Velinsky	Email to A. Chong re: claims and revised schedules	0.20	95.00
05/01/13	Alex R. Velinsky	Email to Akin re: amended schedules/SOFAs	0.30	142.50
05/01/13	Alex R. Velinsky	Review amended schedules and global notes	0.60	285.00
05/01/13	Alex R. Velinsky	Emails with J. Cohen re: amended schedules/SOFAs	0.20	95.00
05/02/13	Alex R. Velinsky	Review and respond to A. Chong email re: amended schedules/SOFAs	0.20	95.00
05/03/13	Alex R. Velinsky	Emails with A. Chong re: claims analysis	0.20	95.00
05/06/13	Alex R. Velinsky	Review K. Manoukian emails re: amended schedules	0.20	95.00
05/10/13	Alex R. Velinsky	Review K. Manoukian email re: Pong and related documents	0.40	190.00
05/28/13	Alex R. Velinsky	Review Duff & Phelps recovery scenarios	0.30	142.50
05/29/13	Alex R. Velinsky	Telephone call with B. Williams re: claims issue	0.10	47.50
05/29/13	Alex R. Velinsky	E-mail to Committee re: DPS presentation	0.20	95.00
05/29/13	Alex R. Velinsky	Conference with J. Cohen re: DPS presentation	0.20	95.00
05/29/13	Jeffrey L. Cohen	Review DPS claims analysis and possible settlement structures	0.60	417.00
<b>Task Total:</b>			4.50	2,445.50

**EMPLOYEE BENEFITS/PENSIONS**

05/06/13	Jeffrey L. Cohen	Correspond with S. Alberino re: depositions on KEIP motion	0.30	208.50
05/06/13	Alex R. Velinsky	Conference with J. Cohen re: KEIP objection timing	0.10	47.50
05/06/13	Alex R. Velinsky	Continue drafting objection to incentive plan	0.60	285.00
05/06/13	Alex R. Velinsky	Emails with J. Cohen re: KEIP objection	0.20	95.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/13/13	Alex R. Velinsky	Continue drafting KEIP objection	0.80	380.00
05/13/13	Alex R. Velinsky	Review J. Wilson employment contract	0.30	142.50
05/14/13	Jeffrey L. Cohen	Office conference with A. Velinsky re: KEIP objection and discovery schedule	0.60	417.00
05/15/13	Alex R. Velinsky	Conference with J. Cohen re: committee objection to sale incentive plan	0.20	95.00
05/16/13	Alex R. Velinsky	Draft B. Williams declaration in support of committee incentive plan objection	1.20	570.00
05/16/13	Alex R. Velinsky	Review incentive plan materials in connection with committee objection	0.80	380.00
05/16/13	Alex R. Velinsky	Research incentive plan objection issues	1.20	570.00
05/17/13	Alex R. Velinsky	Continue drafting KEIP objection	0.60	285.00
05/20/13	Alex R. Velinsky	Emails with J. Cohen re: incentive plan depositions	0.20	95.00
05/21/13	Jeffrey L. Cohen	Discuss staff reduction plan with Debtors' counsel	0.40	278.00
05/21/13	Jeffrey L. Cohen	Telephone call with A. Velinsky re: KEIP alternative proposal	0.60	417.00
05/21/13	Alex R. Velinsky	Emails with A. Chong re: member plan	0.20	95.00
05/21/13	Alex R. Velinsky	Review S. Alberino email re: staffing	0.20	95.00
05/21/13	Alex R. Velinsky	Emails with C. Hershcopf and J. Cohen re: debtors staffing issues	0.30	142.50
05/21/13	Alex R. Velinsky	Telephone call with J. Cohen re: Alberino update re: incentive	0.30	142.50
05/21/13	Alex R. Velinsky	Draft detailed email to committee re: sale incentive plan	0.30	142.50
05/21/13	Alex R. Velinsky	Telephone call with A. Chong re: sale incentive plan	0.20	95.00
05/21/13	Cathy Rae Hershcopf	Confer internally about revising incentive plan	0.90	760.50
05/22/13	Jeffrey L. Cohen	Review and revise alternative KEIP proposal	0.60	417.00
05/22/13	Jeffrey L. Cohen	Review and revise draft KEIP objection	1.20	834.00
05/22/13	Alex R. Velinsky	Emails with A. Chong and J. Cohen re: incentive plan	0.10	47.50





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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/22/13	Alex R. Velinsky	Further emails with J. Cohen re: incentive plan proposal	0.20	95.00
05/22/13	Alex R. Velinsky	Emails with A. Chong re: draft KEIP proposal	0.20	95.00
05/22/13	Alex R. Velinsky	Further emails with A. Chong re: draft KEIP materials	0.30	142.50
05/22/13	Alex R. Velinsky	Emails with J. Cohen re: KEIP	0.20	95.00
05/22/13	Alex R. Velinsky	Emails with J. Cohen re: KEIP objection	0.20	95.00
05/22/13	Alex R. Velinsky	Revise KEIP objection per J. Cohen comments	1.80	855.00
05/22/13	Alex R. Velinsky	Further emails with J. Cohen re: KEIP objection	0.20	95.00
05/23/13	Jeffrey L. Cohen	E-mail correspondence with Committee re: alternative KEIP proposal and related discussions	1.20	834.00
05/23/13	Jeffrey L. Cohen	Review and revise KEIP objection	2.60	1,807.00
05/23/13	Jeffrey L. Cohen	Multiple telephone calls with S. Alberino re: KEIP discussions	1.20	834.00
05/23/13	Jeffrey L. Cohen	Review and revise Williams Declaration	0.80	556.00
05/23/13	Alex R. Velinsky	Review J. Cohen comments to KEIP objection	0.60	285.00
05/23/13	Alex R. Velinsky	Revise KEIP objection per J. Cohen comments	4.20	1,995.00
05/23/13	Alex R. Velinsky	Email to B. Williams re: KEIP objection	0.40	190.00
05/23/13	Alex R. Velinsky	Conference with J. Cohen re: KEIP objection	0.30	142.50
05/23/13	Alex R. Velinsky	Further conference with J. Cohen re: KEIP negotiations	0.10	47.50
05/23/13	Alex R. Velinsky	Review motion to seal Williams declaration	0.60	285.00
05/23/13	Alex R. Velinsky	Emails with J. Cohen re: committee KEIP proposal	0.30	142.50
05/23/13	Alex R. Velinsky	Review revised DPS KEIP materials	0.40	190.00
05/23/13	Alex R. Velinsky	Continue drafting Williams declaration re: committee KEIP objection	0.60	285.00
05/23/13	Robert B. Winning	Review KEIP objection and research re: same	0.50	217.50
05/23/13	Robert B. Winning	Call with A. Velinsky re: KEIP objection	0.40	174.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/24/13	Jeffrey L. Cohen	Review and revise draft KEIP objection and Williams Declaration	2.10	1,459.50
05/24/13	Alex R. Velinsky	Revise Williams declaration per DPS call	0.80	380.00
05/24/13	Alex R. Velinsky	E-mails with C. Hershcopf re: KEIP objection	0.20	95.00
05/24/13	Alex R. Velinsky	E-mail to S. O'Donnell re: deposition topics	0.10	47.50
05/24/13	Alex R. Velinsky	E-mails with J. Cohen and R. Winning re: deposition notices	0.20	95.00
05/24/13	Alex R. Velinsky	Review revised deposition notices	0.20	95.00
05/24/13	Alex R. Velinsky	Further revision to KEIP objection (.6); e-mails with J. Cohen re: same (.2)	0.80	380.00
05/24/13	Alex R. Velinsky	Draft deposition outline for A. Verost	3.60	1,710.00
05/24/13	Alex R. Velinsky	Conference with J. Cohen re: KEIP objection	0.20	95.00
05/24/13	Alex R. Velinsky	Telephone call with DPS re: Williams declaration	0.50	237.50
05/24/13	Alex R. Velinsky	Further revision to Williams declaration per J. Cohen's comments	0.40	190.00
05/24/13	Alex R. Velinsky	E-mails with J. Cohen re: deposition scheduling	0.20	95.00
05/24/13	Alex R. Velinsky	E-mails with Atari re: deposition scheduling	0.20	95.00
05/24/13	Alex R. Velinsky	Draft deposition topic list (.3); e-mails with J. Cohen re: same (.1)	0.40	190.00
05/24/13	Alex R. Velinsky	E-mails with R. Winning re: deposition notices	0.20	95.00
05/24/13	Robert B. Winning	Draft notice of Verost deposition	0.30	130.50
05/24/13	Robert B. Winning	Draft notice of Wilson deposition	0.20	87.00
05/24/13	Robert B. Winning	Draft notice of Mattes declaration	0.20	87.00
05/24/13	Robert B. Winning	Review Wilson employee agreement	0.40	174.00
05/24/13	Robert B. Winning	Review KEIP objection	0.40	174.00
05/24/13	Robert B. Winning	Research for KEIP objection	0.60	261.00
05/24/13	Robert B. Winning	Review severance documents	0.50	217.50
05/24/13	Cathy Rae Hershcopf	Review objection to incentive bonus plan and emails re same	1.90	1,605.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/25/13	Alex R. Velinsky	Continue drafting A. Verost deposition outline	5.80	2,755.00
05/25/13	Alex R. Velinsky	E-mails with J. Cohen re: Verost deposition outline	0.20	95.00
05/27/13	Jeffrey L. Cohen	Review and revise latest draft of KEIP objection	0.60	417.00
05/27/13	Alex R. Velinsky	E-mails with A. Chong re: incentive plan objection	0.20	95.00
05/28/13	Alex R. Velinsky	Continue drafting objection to incentive plan	0.60	285.00
05/28/13	Alex R. Velinsky	Review revised exhibits to Williams declaration	0.20	95.00
05/28/13	Alex R. Velinsky	Continue drafting J. Wilson deposition outline	0.70	332.50
05/28/13	Alex R. Velinsky	Draft R. Mattes deposition outline	1.80	855.00
05/28/13	Alex R. Velinsky	Review revised B. Williams declaration and comparables exhibits	0.60	285.00
05/28/13	Alex R. Velinsky	E-mails with C. Hershcopf re: objection comments	0.10	47.50
05/28/13	Alex R. Velinsky	Revise KEIP objection per Duff & Phelps comments	0.30	142.50
05/28/13	Alex R. Velinsky	Telephone call with A. Chong re: exhibit to Williams declaration	0.40	190.00
05/28/13	Alex R. Velinsky	Conference with J. Cohen re: Williams declaration	0.10	47.50
05/28/13	Alex R. Velinsky	Conference with C. Hershcopf re: objection comments	0.30	142.50
05/28/13	Alex R. Velinsky	Revise objection to incentive plan per C. Hershcopf's comments	0.40	190.00
05/28/13	Alex R. Velinsky	Final revisions to incentive plan objection	0.40	190.00
05/28/13	Alex R. Velinsky	Telephone call with chambers re: sealing motion	0.10	47.50
05/28/13	Alex R. Velinsky	Draft chambers letter re: sealing motion	0.20	95.00
05/28/13	Alex R. Velinsky	Conference with R. Goldstein re: filing objection and sealing motion	0.20	95.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/28/13	Alex R. Velinsky	E-mails to Akin re: objection to Williams declaration	0.20	95.00
05/28/13	Alex R. Velinsky	E-mails with J. Cohen re: Verost deposition outline	0.20	95.00
05/28/13	Alex R. Velinsky	Telephone call with J. Cohen re: objection	0.10	47.50
05/28/13	Alex R. Velinsky	E-mail to A. Chong re: Williams declaration	0.10	47.50
05/28/13	Alex R. Velinsky	Draft J. Wilson deposition outline	2.30	1,092.50
05/28/13	Jeffrey L. Cohen	Review and revise latest version of KEIP objection	0.80	556.00
05/28/13	Robert B. Winning	Review filed objection to KEIP	0.40	174.00
05/28/13	Cathy Rae Hershcopf	Confer internally re problems with incentive plan proposed (.7); review plan and proposed objection (2.2) and follow up with A. Velinsky re same (.4)	3.30	2,788.50
05/29/13	Alex R. Velinsky	Telephone call with Committee re: incentive plan and status issues	1.60	760.00
05/29/13	Alex R. Velinsky	E-mails with Akin re: deposition arrangements	0.20	95.00
05/29/13	Alex R. Velinsky	Continue drafting J. Wilson's deposition outline	0.40	190.00
05/29/13	Alex R. Velinsky	Revise Mattes deposition outline per J. Cohen's comments	0.40	190.00
05/29/13	Alex R. Velinsky	Compile documents and exhibits for incentive plan depositions	0.40	190.00
05/29/13	Alex R. Velinsky	Research sale incentive plan issue per J. Cohen	0.60	285.00
05/29/13	Alex R. Velinsky	E-mail with J. Cohen and Akin re: deposition timing	0.20	95.00
05/29/13	Alex R. Velinsky	Conference with H. Arthurton re: deposition preparation	0.20	95.00
05/29/13	Alex R. Velinsky	Revise J. Wilson's deposition outline per J. Cohen's comments	0.30	142.50
05/30/13	Jeffrey L. Cohen	Telephone call with S. Alberino re: KEIP settlement discussions	0.60	417.00



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**Atari Creditors' Committee**

**Invoice Number: 1300140**  
CL 01 62105

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/30/13	Alex R. Velinsky	Review e-mail correspondence with Akin re: H. Goldstein's deposition	0.20	95.00
05/30/13	Alex R. Velinsky	E-mails with J. Cohen re: incentive plan discussion with Akin	0.10	47.50
05/30/13	Alex R. Velinsky	Review and revise Mattes deposition outline and exhibits in preparation for deposition	0.80	380.00
05/30/13	Alex R. Velinsky	Conference with J. Cohen re: deposition preparation	0.20	95.00
05/30/13	Alex R. Velinsky	Participate in depositions of J. Wilson, R. Mattes and A. Verost	5.20	2,470.00
05/30/13	Alex R. Velinsky	E-mails with R. Winning re: sealing order	0.20	95.00
05/30/13	Alex R. Velinsky	Conference with A. Chong re: depositions	0.20	95.00
05/30/13	Alex R. Velinsky	E-mails with Akin re: scheduling Williams deposition	0.20	95.00
05/30/13	Alex R. Velinsky	E-mails with Williams re: deposition scheduling	0.20	95.00
05/30/13	Alex R. Velinsky	E-mail to estate parties re: Williams declaration	0.20	95.00
05/30/13	Cathy Rae Hershcopf	Develop counter proposals for employee incentive plan and emails re same (.4); emails and verbal report on depositions (.7)	1.10	929.50
05/31/13	Jeffrey L. Cohen	Correspondence with S. Alberino re: KEIP settlement discussions	0.40	278.00
05/31/13	Alex R. Velinsky	Emails with R. Goldstein and H. Gonzalez re: sealing order	0.10	47.50
05/31/13	Alex R. Velinsky	Emails with B. Williams re: deposition preparation	0.20	95.00
05/31/13	Alex R. Velinsky	Revise letter re: Goldstein deposition per J. Cohen comments	0.10	47.50
05/31/13	Alex R. Velinsky	Emails with Akin and J. Cohen re: Goldstein deposition	0.30	142.50
05/31/13	Alex R. Velinsky	Email to S. O'Donnell re: J. Cohen letter	0.10	47.50
05/31/13	Alex R. Velinsky	Review H. Goldstein deposition notice (.1); emails with J. Cohen re: same (.2)	0.30	142.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/31/13	Alex R. Velinsky	Preparation for Williams deposition	0.40	190.00
05/31/13	Alex R. Velinsky	Draft J. Cohen letter to Akin re: Goldstein deposition	0.20	95.00
05/31/13	Alex R. Velinsky	Conference with R. Goldstein re: submitting sealed declaration	0.10	47.50
05/31/13	Cathy Rae Hershcopf	Review and respond to emails re employee incentive plan and potential deposition of committee chair (.9); strategy call re same .6)	1.50	1,267.50
<b>Task Total:</b>			<b>82.10</b>	<b>45,140.50</b>

**FEE/EMPLOYMENT APPLICATIONS**

05/06/13	Jeffrey L. Cohen	Review April pre-bill for compliance with Local Rules	0.70	486.50
05/06/13	Alex R. Velinsky	Review Alden objection to Cooley and Duff & Phelps fees	0.20	95.00
05/06/13	Robert B. Winning	Review Alden objection to Cooley fees and research re: same	0.40	174.00
05/07/13	Alex R. Velinsky	Review records for professional fee budget correspondence	0.30	142.50
05/07/13	Alex R. Velinsky	Email to J. Cohen re: professional fee budget	0.10	47.50
05/07/13	Alex R. Velinsky	Email to J. Cohen re: professional fee budget	0.10	47.50
05/07/13	Alex R. Velinsky	Review A. Chong email re: professional fees	0.20	95.00
05/07/13	Alex R. Velinsky	Email with Debtors re: April fee estimate	0.20	95.00
05/07/13	Alex R. Velinsky	Emails with J. Cohen re: interim compensation procedures	0.20	95.00
05/07/13	Alex R. Velinsky	Emails with J. Cohen re: interim compensation procedures	0.20	95.00
05/07/13	Alex R. Velinsky	Emails with A. Chong re: fee objection	0.20	95.00
05/08/13	Alex R. Velinsky	Review debtors' joinder to Alden objection to committee professional fee statement	0.20	95.00
05/08/13	Jeffrey L. Cohen	Review objections to Cooley and DPS fees and related responsive information	1.10	764.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/09/13	Alex R. Velinsky	Emails with J. Cohen re: Cooley outstanding fees	0.20	95.00
05/09/13	Alex R. Velinsky	Detailed email to debtors re: Cooley and DPS outstanding fees	0.40	190.00
05/09/13	Alex R. Velinsky	Telephone call with K. Manoukian re: committee fees	0.20	95.00
05/14/13	Alex R. Velinsky	Emails with A. Chong re: fee issues	0.20	95.00
05/17/13	Alex R. Velinsky	Emails with A. Chong and K. Manoukian re: fee payments	0.30	142.50
05/20/13	Kris T. Cachia	Conversation with R. Winning re filing of monthly fee statements (0.1); finalize and file Duff & Phelps 2nd Monthly Fee Statement (0.2); finalize and file Cooley's 3rd Monthly Fee Statement (0.2); prepare service of materials (0.1)	0.60	147.00
05/20/13	Alex R. Velinsky	Emails with J. Cohen re: Cooley fee statement	0.20	95.00
05/20/13	Alex R. Velinsky	Emails with A. Chong and R. Winning re: DPS fee statement	0.20	95.00
05/20/13	Alex R. Velinsky	Review draft Cooley April monthly fee statement	0.20	95.00
05/20/13	Alex R. Velinsky	Review Akin fee statement	0.40	190.00
05/20/13	Alex R. Velinsky	Emails with J. Cohen re: Cooley fees	0.10	47.50
05/20/13	Alex R. Velinsky	Review R. Winning email re: Cooley fee statement	0.10	47.50
05/20/13	Robert B. Winning	Prepare and file monthly fee statement	1.20	522.00
05/20/13	Robert B. Winning	Review fee application of Debtor's counsel and FA	0.30	130.50
05/21/13	Kris T. Cachia	Prepare Certificate of Service re monthly fee applications (0.1); electronically file Certificate of Service (0.2)	0.30	73.50
05/21/13	Alex R. Velinsky	Review Perella Weinberg fee statement	0.20	95.00
05/21/13	Alex R. Velinsky	Review Proskauer fee statement; compare to budget	0.30	142.50
05/21/13	Alex R. Velinsky	Email to J. Cohen re: budgeted fees	0.10	47.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
<b>Task Total:</b>			9.60	4,673.00

**FINANCING AND CASH COLLATERAL**

05/01/13	Jeffrey L. Cohen	Review DIP variance report	0.30	208.50
05/03/13	Jeffrey L. Cohen	Review updated DIP budget and related assumptions	0.60	417.00
05/03/13	Alex R. Velinsky	Review updated DIP budget and weekly cash flow model	0.20	95.00
05/06/13	Alex R. Velinsky	Emails with A. Chong re: revised DIP budget	0.10	47.50
05/07/13	Jeffrey L. Cohen	Review DIP budget analysis by DPS and comment re: same	0.60	417.00
05/07/13	Alex R. Velinsky	Review Duff & Phelps draft presentation re: DIP budget	0.20	95.00
05/08/13	Alex R. Velinsky	Review DIP variance report	0.20	95.00
05/08/13	Alex R. Velinsky	Review revised DPS report on DIP budget (.2); emails with A. Chong re: same (.1)	0.30	142.50
05/08/13	Alex R. Velinsky	Emails with A. Chong re: updated DIP presentation	0.20	95.00
05/08/13	Alex R. Velinsky	Email to committee re: DIP budget and Alden fee objection	0.20	95.00
05/15/13	Alex R. Velinsky	Review DIP facility variance report	0.20	95.00
05/20/13	Alex R. Velinsky	Review DIP order for milestones	0.30	142.50
05/22/13	Alex R. Velinsky	Review DIP variance report	0.20	95.00
05/29/13	Alex R. Velinsky	Review weekly DIP variance report	0.20	95.00
<b>Task Total:</b>			3.80	2,135.00

**LITIGATION**

05/01/13	Alex R. Velinsky	Review H. Goldstein email re: settlement discussions	0.10	47.50
05/01/13	Alex R. Velinsky	Telephone call with chambers re: 2004 order	0.10	47.50





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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/01/13	Alex R. Velinsky	Email with chambers re: Exhibit A to 2004 motion	0.30	142.50
05/02/13	Jeffrey L. Cohen	Conference call with debtors' counsel re: 2004 order compliance	0.40	278.00
05/02/13	Jeffrey L. Cohen	Multiple correspondence with debtor, Alden and parent re: amended 2004 order	0.80	556.00
05/02/13	Alex R. Velinsky	Review K. Manoukian email re: 2004 order	0.10	47.50
05/02/13	Alex R. Velinsky	Review A. Schouder email re: 2004 motion	0.10	47.50
05/02/13	Alex R. Velinsky	Telephone call with Akin re: 2004 motion production	0.20	95.00
05/02/13	Alex R. Velinsky	Emails with Akin re: 2004 motion call	0.20	95.00
05/02/13	Alex R. Velinsky	Review K. Coleman email re: 2004 deadline	0.10	47.50
05/02/13	Alex R. Velinsky	Emails with J. Cohen re: amended order on 2004 motion	0.20	95.00
05/02/13	Alex R. Velinsky	Draft amended 2004 order	0.60	285.00
05/03/13	Jeffrey L. Cohen	Telephone call with counsel to Blue Bay re: 2004 Order	0.30	208.50
05/03/13	Jeffrey L. Cohen	Review draft amended 2004 Order and comment re: same	0.40	278.00
05/03/13	Jeffrey L. Cohen	Multiple correspondence with Bluebay's counsel re: discovery dispute	1.20	834.00
05/03/13	Alex R. Velinsky	Telephone call with J. Cohen re: Blue Bay response to 2004 order	0.20	95.00
05/03/13	Alex R. Velinsky	Review J. Cohen and A. Hammond emails re: Blue Bay response to 2004 motion	0.20	95.00
05/03/13	Alex R. Velinsky	Revise amended 2004 order per J. Cohen comments	0.20	95.00
05/03/13	Alex R. Velinsky	Email to Akin, Bracewell and Allen & Overy re: 2004 motion	0.10	47.50
05/03/13	Alex R. Velinsky	Email to A. Hammond re: 2004 order	0.10	47.50
05/06/13	Jeffrey L. Cohen	Correspond with Bluebay's counsel re: 2004 Order comments	0.30	208.50
05/06/13	Alex R. Velinsky	Review K. Coleman email re: 2004 production	0.10	47.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/06/13	Alex R. Velinsky	Revise amended order re: 2004 motion	0.20	95.00
05/06/13	Alex R. Velinsky	Review K. Coleman emails re: 2004 scope objection	0.10	47.50
05/06/13	Alex R. Velinsky	Emails with K. Manoukian re: scheduling meet and confer	0.20	95.00
05/07/13	Jeffrey L. Cohen	Further telephone calls with A. Hammond re: Bluebay cooperation	0.70	486.50
05/07/13	Jeffrey L. Cohen	Multiple correspondence with H. Goldstein re: 2004 update	0.80	556.00
05/07/13	Jeffrey L. Cohen	Review document requests to Debtors to prepare for meet and confer	0.60	417.00
05/07/13	Jeffrey L. Cohen	Meet and confer teleconference with Debtors	1.20	834.00
05/07/13	Jeffrey L. Cohen	Office conference with R. Kanowitz re: amended 2004 Order	0.40	278.00
05/07/13	Jeffrey L. Cohen	Office conference with A. Velinsky re: edits to amended 2004 Order	0.40	278.00
05/07/13	Alex R. Velinsky	Participate in telephone call with Akin re: committee document requests	0.80	380.00
05/07/13	Alex R. Velinsky	Review document demand sand production tracking summary in preparation for Akin call	0.70	332.50
05/07/13	Alex R. Velinsky	Emails with R. Winning re: debtor production tracking document	0.20	95.00
05/07/13	Alex R. Velinsky	Email to committee re: 2004 order	0.20	95.00
05/07/13	Alex R. Velinsky	Email with H. Goldstein re: status of presentation	0.30	142.50
05/07/13	Alex R. Velinsky	Email to J. Cohen re: revised amended 2004 order	0.20	95.00
05/07/13	Robert B. Winning	Review documents produced of Debtors	0.40	174.00
05/08/13	Alex R. Velinsky	Review K. Manoukian email re: 2004 order	0.10	47.50
05/08/13	Alex R. Velinsky	Review J. Cohen email re: Blue Bay comments on 2004 order	0.10	47.50
05/08/13	Alex R. Velinsky	Review A. Koo email re: discovery	0.20	95.00
05/08/13	Alex R. Velinsky	Review Akin's proposed search term list	0.60	285.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/08/13	Alex R. Velinsky	Review A. Koo email re: search terms (.1); follow-up call re: same (.1)	0.20	95.00
05/08/13	Alex R. Velinsky	Review K. Coleman email re: 2004 order (.1); revise order per same (.1)	0.20	95.00
05/08/13	Alex R. Velinsky	Review documents provided by debtors	1.80	855.00
05/08/13	Alex R. Velinsky	Review Blue Boy comments to amended 2004 order	0.20	95.00
05/08/13	Alex R. Velinsky	Emails with J. Cohen re: Blue Bay comments to amended 2004 order	0.20	95.00
05/08/13	Alex R. Velinsky	Conference with R. Winning re: search terms	0.20	95.00
05/08/13	Alex R. Velinsky	Emails with J. Cohen re: discovery process	0.20	95.00
05/08/13	Alex R. Velinsky	Email to A. Koo re: discovery	0.10	47.50
05/08/13	Jeffrey L. Cohen	Telephone call with A. Hammond re: comments to 2004 Order	0.40	278.00
05/08/13	Jeffrey L. Cohen	Telephone call with Akin Gump re: time limits on production	0.30	208.50
05/08/13	Jeffrey L. Cohen	Review comments to amended 2004 Order and discuss same with A. Velinsky	0.80	556.00
05/08/13	Robert B. Winning	Review additional documents production by Debtor	0.50	217.50
05/08/13	Robert B. Winning	Review proposed search terms and conference with A. Velinsky re: same	0.70	304.50
05/09/13	Alex R. Velinsky	Email to producing parties re: 2004 order	0.20	95.00
05/09/13	Alex R. Velinsky	Emails with J. Cohen re: 2004 order	0.10	47.50
05/09/13	Alex R. Velinsky	Emails with K. Manoukian re: committee fees (.1); conference with J. Cohen re: same (.1)	0.20	95.00
05/09/13	Alex R. Velinsky	Email to J. Cohen re: amended 2004 order	0.10	47.50
05/09/13	Alex R. Velinsky	Email to A. Schouder re: amended 2004 order	0.10	47.50
05/09/13	Alex R. Velinsky	Review A. Schouder email re: discovery	0.10	47.50
05/09/13	Alex R. Velinsky	Review Alden document request and summarize missing information for J. Cohen	0.40	190.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/09/13	Jeffrey L. Cohen	Telephone call with A. Schouder re: 2004 Order	0.40	278.00
05/10/13	Alex R. Velinsky	Review A. Hammond emails re: 2004 order	0.20	95.00
05/10/13	Alex R. Velinsky	Telephone call with A. Koo re: discovery issues	0.20	95.00
05/10/13	Alex R. Velinsky	Email to chambers re: amended 2004 order	0.20	95.00
05/10/13	Alex R. Velinsky	Telephone call with chambers re: amended 2004 order	0.10	47.50
05/10/13	Alex R. Velinsky	Email to J. Cohen re: 2004 order	0.10	47.50
05/10/13	Jeffrey L. Cohen	Finalize amended 2004 Order	0.60	417.00
05/14/13	Alex R. Velinsky	Emails with J. Cohen re: discovery	0.20	95.00
05/14/13	Alex R. Velinsky	Review entered amended 2004 order (.1); emails with J. Cohen re: same (.1)	0.20	95.00
05/15/13	Jeffrey L. Cohen	Review draft confidentiality stipulation re: Blue Bay	0.40	278.00
05/15/13	Jeffrey L. Cohen	Review Blue Bay information request and conference call with A. Hammond to discuss same	1.20	834.00
05/15/13	Alex R. Velinsky	Telephone call with A. Hammond re: discovery	0.40	190.00
05/15/13	Alex R. Velinsky	Email to R. Winning re: confidentiality agreement	0.10	47.50
05/15/13	Alex R. Velinsky	Emails with J. Cohen re: Blue Bay payments	0.10	47.50
05/15/13	Alex R. Velinsky	Emails with K. Manoukian re: Blue Bay payments	0.20	95.00
05/15/13	Alex R. Velinsky	Research discovery issues	0.60	285.00
05/15/13	Alex R. Velinsky	Emails with J. Cohen re: Blue Bay information request	0.20	95.00
05/15/13	Alex R. Velinsky	Review Blue Bay information request in preparation for call with A. Hammond	0.40	190.00
05/15/13	Alex R. Velinsky	Email to A. Hammond re: Blue Bay payments	0.10	47.50
05/15/13	Alex R. Velinsky	Emails with J. Cohen re: Blue Bay confidentiality agreement	0.20	95.00
05/15/13	Alex R. Velinsky	Draft Blue Bay protective order and stipulation	0.30	142.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/15/13	Alex R. Velinsky	Emails with A. Hammond and J. Cohen re: discovery call	0.10	47.50
05/16/13	Jeffrey L. Cohen	Review draft Protective Order re: Blue Bay and comment re: same	0.40	278.00
05/16/13	Alex R. Velinsky	Continue review of documents produced by debtors	1.60	760.00
05/16/13	Alex R. Velinsky	Continue drafting stipulation and protective order for Blue Bay	1.90	902.50
05/16/13	Alex R. Velinsky	Emails with J. Cohen re: Blue Bay stipulation	0.20	95.00
05/16/13	Alex R. Velinsky	Emails with A. Hammond re: stipulation/protective order	0.10	47.50
05/20/13	Alex R. Velinsky	Review K. Manoukian email re: production of documents	0.10	47.50
05/20/13	Alex R. Velinsky	Emails with A. Chong re: dropbox	0.20	95.00
05/21/13	Alex R. Velinsky	Review additional information produced by debtors	0.30	142.50
05/22/13	Jeffrey L. Cohen	Review DIP variance report	0.30	208.50
05/23/13	Alex R. Velinsky	Emails with A. Chong re: litigation issue	0.20	95.00
05/24/13	Alex R. Velinsky	Review BlueBay discovery objection	0.20	95.00
05/24/13	Alex R. Velinsky	Review Atari SA discovery objection	0.20	95.00
05/27/13	Jeffrey L. Cohen	Review draft deposition outline template and exhibits re: same	1.40	973.00
05/27/13	Jeffrey L. Cohen	Review objections by Atari SA and BlueBay to 2004 information requests	1.50	1,042.50
05/28/13	Alex R. Velinsky	Telephone call with A. Koo re: e-mail collections	0.10	47.50
05/28/13	Jeffrey L. Cohen	Review and revise draft deposition outline for Verost	3.60	2,502.00
05/28/13	Jeffrey L. Cohen	Review revised Williams Declaration and discussed same	1.10	764.50
05/28/13	Jeffrey L. Cohen	Deposition preparation	2.40	1,668.00
05/29/13	Alex R. Velinsky	Draft Stipulation and protective order for Atari SA	0.40	190.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/29/13	Alex R. Velinsky	Review A. Schouder's e-mail re: settlement	0.10	47.50
05/29/13	Alex R. Velinsky	Draft settlement letter	0.40	190.00
05/29/13	Alex R. Velinsky	Revise settlement letter per J. Cohen's and C. Hershcopf's comments	0.30	142.50
05/29/13	Jeffrey L. Cohen	Review and revise deposition outlines for Wilson and Mattes	1.60	1,112.00
05/29/13	Jeffrey L. Cohen	Deposition preparation for KEIP contested matter	2.50	1,737.50
05/29/13	Jeffrey L. Cohen	Review and revise draft settlement letter to Alden and discuss same with A. Velinsky	0.60	417.00
05/29/13	Robert B. Winning	Email re: severance documents	0.40	174.00
05/30/13	Jeffrey L. Cohen	Telephone call with S. Alberino re: request to depose Committee chair	0.30	208.50
05/30/13	Jeffrey L. Cohen	Prepare for and conduct depositions of Wilson, Mattes and Verost	6.00	4,170.00
05/30/13	Hector Gonzalez	Conference with paralegal on rules and procedures for filing documents under seal with the USBC-SDNY.	0.50	135.00
05/30/13	Alex R. Velinsky	Review BlueBay comments to Stipulation/Protective Order (.2); e-mail to J. Cohen re: same (.1)	0.30	142.50
05/30/13	Alex R. Velinsky	Review J. Cohen's e-mail to Committee re: Bracewell's correspondence	0.10	47.50
05/31/13	Hector Gonzalez	Review and prepared two documents for filing under seal with the USBC-SDNY. Forward documents with envelopes to an outside service for filing with the USBC-SDNY.	0.50	135.00
05/31/13	Jeffrey L. Cohen	Review notice of deposition of Harvey Goldstein and discuss same with A. Velinsky and C. Hershcopf	0.80	556.00
05/31/13	Jeffrey L. Cohen	Multiple correspondence with H. Goldstein re: deposition notice	1.30	903.50
05/31/13	Jeffrey L. Cohen	Discuss and review response letter to deposition notice and comment re: same	0.70	486.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
05/31/13	Jeffrey L. Cohen	Multiple correspondence with Akin re: Goldstein deposition notice	1.40	973.00
05/31/13	Alex R. Velinsky	Email to J. Cohen re: email discovery	0.20	95.00
05/31/13	Alex R. Velinsky	Telephone call with R. Tizravesh re: email discovery	0.40	190.00
05/31/13	Alex R. Velinsky	Emails with R. Tizvareh re: search terms	0.20	95.00
<b>Task Total:</b>			63.00	37,890.00

**MEETINGS**

05/14/13	Robert B. Winning	Conference call with PWP re: sale process	0.20	87.00
05/15/13	Jeffrey L. Cohen	Telephone call with DPS re: sale process, investigation and KEIP status	0.60	417.00
05/29/13	Jeffrey L. Cohen	Participate on Committee conference call re: KEIP and case strategy	1.60	1,112.00
05/29/13	Cathy Rae Hershcopf	Committee call re: KEIP and case status	1.40	1,183.00
<b>Task Total:</b>			3.80	2,799.00

**PLAN AND DISCLOSURE STATEMENT**

05/07/13	Alex R. Velinsky	Review J. Cohen and K. Manoukian emails re: plan exclusivity motion	0.10	47.50
05/09/13	Alex R. Velinsky	Review debtors motion to extend exclusivity	0.30	142.50
05/30/13	Alex R. Velinsky	Further revision to bid procedures (.2); e-mail to J. Cohen re: same (.1)	0.30	142.50
<b>Task Total:</b>			0.70	332.50

**Total Fees**

**\$108,739.50**



**319072-201**  
**Atari Creditors' Committee**

**Invoice Number: 1300140**  
CL 01 62105

**Fee Summary:**

<u>Timekeeper</u>	<u>Type</u>	<u>Rate</u>	<u>Hours</u>	<u>Total</u>
Cathy Rae Hershcopf	Partner	845	12.00	10,140.00
Jeffrey L. Cohen	Partner	695	63.00	43,785.00
Alex R. Velinsky	Associate	475	104.00	49,400.00
Robert B. Winning	Associate	435	8.60	3,741.00
Kris T. Cachia	Paralegal	245	1.10	269.50
Rebecca Goldstein	Paralegal	270	4.20	1,134.00
Hector Gonzalez	Other Timekeepers	270	1.00	270.00

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

Audio/Video Conferencing Services	189.77
Federal Express	18.37
Meals	44.01
Reproduction of Documents	416.30
Research Database / Document Retrieval	16.70
Telephone	5.46
<b>Total Costs</b>	<b>\$690.61</b>
<b>Total:</b>	<b>\$109,430.11</b>





July 9, 2013

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

ATTORNEYS AT LAW  
  
101 California  
5th floor  
San Francisco, CA  
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94-1140085

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New York, NY  
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Seattle, WA  
Los Angeles, CA  
Shanghai, P. R. China

**Invoice Number: 1310000**  
CL 01 62105

**319072-201**  
**Atari Creditors' Committee**

*For services rendered through June 30, 2013*

Fees .....	\$	171,450.00
Chargeable costs and disbursements .....	\$	1,078.96
<b>Total Due on Current Invoice .....</b>	<b>\$</b>	<b>172,528.96</b>
<b>Outstanding Balance from prior Invoices .....</b>	<b>\$</b>	<b>278,569.47</b>
<b>Total Amount Due .....</b>	<b>\$</b>	<b>451,098.43</b>



**319072-201**  
**Atari Creditors' Committee**

**Invoice Number: 1310000**  
CL 01 62105

**For services rendered through June 30, 2013 :**

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
<b>ASSET DISPOSITION</b>				
06/02/13	Alex R. Velinsky	Emails with C. Hershcopf and J. Cohen re: bid procedures comments	0.20	95.00
06/02/13	Alex R. Velinsky	Email to Akin re: bid procedures	0.10	47.50
06/03/13	Jeffrey L. Cohen	Telephone call with S. Alberino and Manoukian re: bid procedures	0.60	417.00
06/03/13	Alex R. Velinsky	Telephone call with Akin re: bid procedures comments	0.20	95.00
06/04/13	Alex R. Velinsky	Emails with Akin re: bid procedures	0.20	95.00
06/04/13	Alex R. Velinsky	Email to K. Manoukian re: bid procedures	0.20	95.00
06/04/13	Alex R. Velinsky	Emails with C. Hershcopf re: bid procedures comments	0.20	95.00
06/05/13	Robert B. Winning	Review proposed bid procedure (.4); meeting with C. Hershcopf re: same (.2)	0.60	261.00
06/05/13	Alex R. Velinsky	Emails with C. Hershcopf re: bid procedures	0.20	95.00
06/07/13	Robert B. Winning	Review asset schedules for auction	0.30	130.50
06/10/13	Alex R. Velinsky	Review exhibits to Bid Procedures material	0.20	95.00
06/11/13	Alex R. Velinsky	Review revised bid procedures order	0.20	95.00
06/11/13	Alex R. Velinsky	Emails with C. Hershcopf and J. Cohen re: revised bid procedures order	0.20	95.00
06/11/13	Alex R. Velinsky	Review R. Morrissey email re: procedures order	0.10	47.50
06/11/13	Cathy Rae Hershcopf	Emails re: bid procedures and Alden's right to credit bid and restrictions (.8)	0.80	676.00
06/12/13	Alex R. Velinsky	Emails with J. Cohen re: revised bid procedures order	0.10	47.50
06/12/13	Alex R. Velinsky	Review K. Manoukian email re: revised bid procedures order	0.10	47.50
06/12/13	Alex R. Velinsky	Review proposed changes to bid procedures order	0.20	95.00
06/13/13	Alex R. Velinsky	Emails with Akin re: bid procedures order	0.20	95.00



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**Atari Creditors' Committee**

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/13/13	Alex R. Velinsky	Update critical dates calendar with sale dates	0.20	95.00
06/13/13	Alex R. Velinsky	Review Cohen email re: bid procedures order	0.10	47.50
06/13/13	Alex R. Velinsky	Emails with J. Cohen and C. Hershcopf re: Alden issues with bid procedures	0.20	95.00
06/13/13	Cathy Rae Hershcopf	E-mails re: open issues on bid procedures with Alden credit bidding	0.60	507.00
06/14/13	Alex R. Velinsky	Review bid procedures order submitted to chambers	0.20	95.00
06/14/13	Alex R. Velinsky	Review emails from Duff & Phelps re: sale process update and bidder lists	0.30	142.50
06/14/13	Cathy Rae Hershcopf	Share thoughts on choosing a stalking horse vs. naked auction	0.40	338.00
06/15/13	Alex R. Velinsky	Review C. Hershcopf email re: bid process	0.10	47.50
06/19/13	Alex R. Velinsky	Review revised APA for July auction	0.70	332.50
06/21/13	Robert B. Winning	Review emails re: sale update	0.20	87.00
06/21/13	Robert B. Winning	Review revision to draft stalking horse APA	0.40	174.00
06/21/13	Alex R. Velinsky	Review multiple emails from A. Chong and C. Hershcopf re: sale process update	0.40	190.00
06/21/13	Cathy Rae Hershcopf	E-mails re: bids and decision making on stalking horse	0.40	338.00
<b>Task Total:</b>			9.10	5,208.50

**BUSINESS OPERATIONS**

06/17/13	Alex R. Velinsky	Review May monthly operating report	0.40	190.00
06/20/13	Jeffrey L. Cohen	Review DIP variance report	0.30	208.50
<b>Task Total:</b>			0.70	398.50

**CASE ADMINISTRATION**

06/05/13	Rebecca Goldstein	Assist A. Velinsky re contested hearing, obtain documents, organize and prepare binders.	3.60	972.00
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**Invoice Number: 1310000**  
CL 01 62105

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/06/13	David M. Fleischer	TC with A Velinsky re filing; electronic filing of Motion of the Official Committee to Preclude Testimony Regarding "Precedent Incentive Plans" ( docket entry # 243); TC with R Goldstein re filing, service	0.40	126.00
06/07/13	Alex R. Velinsky	Emails with T. Gross re: change of address	0.20	95.00
06/07/13	Alex R. Velinsky	Emails with T. Gross re: expense reimbursement	0.10	47.50
06/07/13	Alex R. Velinsky	Coordinate expense reimbursement processing for Committee expenses	0.20	95.00
06/07/13	Alex R. Velinsky	Review notice of adjournment of hearing	0.10	47.50
06/10/13	Jeffrey L. Cohen	Telephone conference with H. Goldstein re: KEIP and auction status	0.80	556.00
06/10/13	Alex R. Velinsky	Review agenda for 6/12 hearing	0.10	47.50
06/10/13	Alex R. Velinsky	Email to T. Gross re: reimbursement	0.10	47.50
06/10/13	Alex R. Velinsky	Telephone call with R. Goldstein re: CDV address	0.10	47.50
06/11/13	Alex R. Velinsky	Internal email re: Committee member expense reimbursements	0.40	190.00
06/11/13	Alex R. Velinsky	Emails with Akin re: Cooley fees for MOR	0.20	95.00
06/11/13	Alex R. Velinsky	Conference with L. Durtschi re: hearing preparation	0.10	47.50
06/11/13	Alex R. Velinsky	Emails with R. Goldstein re: CDV change of address	0.20	95.00
06/12/13	Jeffrey L. Cohen	Office conference with C. Hershcopf re: hearing update	0.40	278.00
06/13/13	Rebecca Goldstein	Transfer stipulation re Notice of Presentment re Atari SAS and Creditor Committee to CD (.3); e file Notice of Presentment re same (.4); Prepare e mail for service to Claims agent (.2); Prepare cover letter re certificate of service re Docket No, 251 to chambers (3); Prepare cover letter re Notice of Presentment, docket no, 255 to chambers, process same(.5)	1.70	459.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/13/13	Jeffrey L. Cohen	Telephone calls with Dow Jones and Law 360 re: bid procedures hearing	0.60	417.00
06/13/13	Jeffrey L. Cohen	Review inter-company transfer documents	1.40	973.00
06/14/13	Jeffrey L. Cohen	Discussions re: resignation of committee chairperson	0.80	556.00
06/14/13	Alex R. Velinsky	Review H. Goldstein email re: resignation	0.10	47.50
06/18/13	Jeffrey L. Cohen	Telephone call with T. Gross re: Goldstein resignation	0.60	417.00
06/18/13	Rebecca Goldstein	Diary Notice of presentment date (.1); prepare cover letter to Chambers, re certificate of service re docket number 257, process same(.5)	0.60	162.00
06/18/13	Alex R. Velinsky	Email to committee re: H. Goldstein resignation	0.20	95.00
06/18/13	Alex R. Velinsky	Review H. Newman email re: resignation	0.10	47.50
06/18/13	Cathy Rae Hershcopf	Calls and emails regarding chairs' resignation	0.60	507.00
06/19/13	Alex R. Velinsky	Emails with Rackspace counsel re: Rackspace resignation	0.20	95.00
06/19/13	Alex R. Velinsky	Emails with J. Cohen re: Rackspace resignation	0.20	95.00
06/19/13	Alex R. Velinsky	Email to R. Winning re: Committee contact information	0.10	47.50
06/19/13	Alex R. Velinsky	Review Rackspace voicemail re: expense reimbursement (.1); email to R. Winning re: same (.1)	0.20	95.00
06/20/13	Jeffrey L. Cohen	Telephone call with Rackspace counsel re: committee resignation	0.20	139.00
06/25/13	Rebecca Goldstein	Attention to Notice of Presentment re docket number 251 (Stipulation and Protective Order re BlueBay), prepare e mail to R. Kalnit re same (.1); prepare e mail to Chambers (.5)	0.60	162.00
06/25/13	Cathy Rae Hershcopf	Call with Goldstein re Rackspace	0.40	338.00
06/27/13	Rebecca Goldstein	Prepare e mail to chambers re Notice of Presentment re docket no. 255;(,5); file maintenance and organization, (.4)	0.90	243.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/28/13	Robert B. Winning	Call with creditors re: Atari	0.30	130.50
06/29/13	Alex R. Velinsky	Emails with J. Cohen and R. Winning re: challenge deadline	0.20	95.00
<b>Task Total:</b>			17.00	7,908.00

**CLAIMS**

06/01/13	Alex R. Velinsky	Review J. Cohen emails re: settlement issues	0.20	95.00
06/24/13	Robert B. Winning	Call with Duff and Phelps re: intercompany claims analysis	0.30	130.50
06/25/13	Robert B. Winning	Analyze proofs of claim filed by Atari S.A.	0.70	304.50
06/26/13	Robert B. Winning	Review proofs of claim filed against Atari, Inc. and Atari International	1.10	478.50
<b>Task Total:</b>			2.30	1,008.50

**EMPLOYEE BENEFITS/PENSIONS**

06/01/13	Jeffrey L. Cohen	Correspondence with S. Alberino re: KEIP settlement discussions	0.60	417.00
06/02/13	Alex R. Velinsky	Review J. Oliff email re: chambers call	0.10	47.50
06/03/13	Alex R. Velinsky	Prepare B. Williams for deposition	1.80	855.00
06/03/13	Alex R. Velinsky	Review K. Manoukian email re: conference with Peck	0.10	47.50
06/03/13	Alex R. Velinsky	Review Perella engagement documents in connection with inventive plan issues	0.40	190.00
06/03/13	Alex R. Velinsky	Emails with DPS re: hearing preparation	0.20	95.00
06/03/13	Alex R. Velinsky	Correspondence with A. Chong re: hearing preparation	0.20	95.00
06/03/13	Alex R. Velinsky	Conference with J. Cohen re: Goldstein deposition issues	0.20	95.00
06/03/13	Alex R. Velinsky	Review S. O'Donnell emails re: discovery issues	0.20	95.00
06/03/13	Alex R. Velinsky	Emails with J. Cohen re: KEIP hearing adjournments	0.20	95.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/03/13	Alex R. Velinsky	Telephone call with A. Chong re: KEIP hearing preparation	0.10	47.50
06/03/13	Alex R. Velinsky	Draft notes re: hearing preparation	0.60	285.00
06/03/13	Alex R. Velinsky	Conference with J. Cohen re: contested hearing preparation	0.60	285.00
06/03/13	Alex R. Velinsky	Attend B. Williams deposition	2.30	1,092.50
06/03/13	Alex R. Velinsky	Correspondence with TSG re: deposition transcripts	0.20	95.00
06/03/13	Alex R. Velinsky	Review Williams deposition transcript	0.80	380.00
06/04/13	Alex R. Velinsky	Draft outline of Verost cross examination	3.20	1,520.00
06/04/13	Alex R. Velinsky	Review settlement emails	0.10	47.50
06/04/13	Alex R. Velinsky	Review notice of agenda for incentive plan hearing	0.10	47.50
06/04/13	Alex R. Velinsky	Draft outline of B. Williams direct examination	1.30	617.50
06/04/13	Alex R. Velinsky	Review detailed email from A. Chong re: KEIP issues	0.20	95.00
06/04/13	Alex R. Velinsky	Conference with J. Cohen re: hearing preparation	0.10	47.50
06/04/13	Alex R. Velinsky	Review Debtors' letter and cases re: sealing issues	0.40	190.00
06/04/13	Alex R. Velinsky	Status conference with J. Peck re: KEIP hearing	0.80	380.00
06/04/13	Alex R. Velinsky	Review Mattes deposition transcript	0.60	285.00
06/04/13	Alex R. Velinsky	Email to Akin re: witness list	0.10	47.50
06/04/13	Alex R. Velinsky	Review Wilson deposition transcript	0.60	285.00
06/04/13	Alex R. Velinsky	Review Verost deposition transcript	0.90	427.50
06/04/13	Alex R. Velinsky	Emails with A. Chong re: hearing preparation	0.30	142.50
06/04/13	Alex R. Velinsky	Telephone call with A. Chong re: incentive plan hearing	0.20	95.00
06/04/13	Alex R. Velinsky	Emails with J. Cohen re: hearing preparation	0.20	95.00
06/05/13	Alex R. Velinsky	Conference with R. Goldstein re: hearing preparation	0.30	142.50



**319072-201**  
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/05/13	Alex R. Velinsky	Email with S. O'Donnell re: witness list	0.10	47.50
06/05/13	Alex R. Velinsky	Review K. Manoukian email re: offer letters	0.10	47.50
06/05/13	Alex R. Velinsky	Emails with Akin and J. Cohen re: opening statements	0.20	95.00
06/05/13	Alex R. Velinsky	Draft motion to preclude	1.30	617.50
06/05/13	Alex R. Velinsky	Review Debtors' amended omnibus reply	0.60	285.00
06/05/13	Alex R. Velinsky	Review offer letters provided by debtors and compare same to severance grid	0.70	332.50
06/05/13	Alex R. Velinsky	Emails with J. Cohen and DPS re: RIF	0.20	95.00
06/05/13	Alex R. Velinsky	Review Alden statement in support of incentive plan	0.20	95.00
06/05/13	Alex R. Velinsky	Telephone call with R. Morrissey	0.60	285.00
06/05/13	Alex R. Velinsky	Follow up telephone call with R. Morrissey	0.80	380.00
06/05/13	Alex R. Velinsky	Review revised notice of agenda	0.20	95.00
06/05/13	Alex R. Velinsky	Review debtors' omnibus reply	0.60	285.00
06/05/13	Alex R. Velinsky	Telephone call with S. O'Donnell re: joint statement	0.20	95.00
06/05/13	Alex R. Velinsky	Telephone call with A. Chong re: hearing preparation	0.20	95.00
06/05/13	Alex R. Velinsky	Telephone call with B. Williams re: hearing preparation	0.20	95.00
06/05/13	Alex R. Velinsky	Continue drafting A. Verost exam outline	1.20	570.00
06/05/13	Alex R. Velinsky	Continue drafting B. Williams exam outline	2.20	1,045.00
06/05/13	Alex R. Velinsky	Review draft joint statement of facts (.3); revise same (.3)	0.60	285.00
06/05/13	Alex R. Velinsky	Emails with Akin re: joint statement	0.20	95.00
06/05/13	Alex R. Velinsky	Conference with J. Cohen re: exhibits	0.20	95.00
06/05/13	Cathy Rae Hershcopf	Review Alden reply (.4) and email with Goldstein re: same (.2)	0.60	507.00
06/06/13	Alex R. Velinsky	Review emails with S. O'Donnell re: hearing materials	0.40	190.00
06/06/13	Alex R. Velinsky	Emails with Akin re: trial exhibits	0.60	285.00





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**Atari Creditors' Committee**

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/06/13	Alex R. Velinsky	Conference with J. Cohen re: demonstrative exhibit	0.20	95.00
06/06/13	Alex R. Velinsky	Finalize and file committee motion to preclude	0.30	142.50
06/06/13	Alex R. Velinsky	Emails with Akin re: opening statement procedures	0.20	95.00
06/06/13	Alex R. Velinsky	Review proposed redactions to statement of facts (.2); emails with Akin and UST re: same (.2)	0.40	190.00
06/06/13	Alex R. Velinsky	Meeting with J. Cohen, C. Hershcopf and DPS re: hearing strategy	0.80	380.00
06/06/13	Alex R. Velinsky	Draft email to committee re: hearing on incentive plan	0.30	142.50
06/07/13	Alex R. Velinsky	Emails with Committee members re: KEIP hearing	0.20	95.00
06/07/13	Alex R. Velinsky	Emails with J. Cohen re: KEIP settlement discussions	0.20	95.00
06/07/13	Alex R. Velinsky	Emails with J. Cohen re: exhibits for KEIP hearing	0.20	95.00
06/07/13	Cathy Rae Hershcopf	Calls and emails re: incentive plan	0.90	760.50
06/10/13	Robert B. Winning	Review revised KEIP proposal	0.40	174.00
06/10/13	Alex R. Velinsky	Review J. Cohen email to Akin re: KEIP changes	0.10	47.50
06/10/13	Alex R. Velinsky	Review KEIP hearing transcript for use of exhibits	0.80	380.00
06/10/13	Alex R. Velinsky	Email to Akin re: exhibits	0.10	47.50
06/10/13	Alex R. Velinsky	Review J. Cohen email re: KEIP revised plan summary	0.20	95.00
06/10/13	Alex R. Velinsky	Detailed email to J. Cohen re: KEIP hearing exhibits	0.20	95.00
06/10/13	Alex R. Velinsky	Review Akin email re: revised KEIP	0.10	47.50
06/11/13	Jeffrey L. Cohen	Telephone call with S. Alberino re: revised KEIP proposal and 6/12 hearing	0.70	486.50
06/11/13	Alex R. Velinsky	Review J. Cohen and Alberino emails re: KEIP	0.10	47.50



**319072-201**  
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/11/13	Alex R. Velinsky	Conference with J. Cohen. re: KEIP settlement	0.20	95.00
06/11/13	Alex R. Velinsky	Emails with Akin re: exhibit binder	0.20	95.00
06/11/13	Alex R. Velinsky	Review documents in preparation for review of Debtors' supplemental production	1.80	855.00
06/11/13	Alex R. Velinsky	Review J. Cohen Emails re: KEIP hearing exhibits	0.10	47.50
06/11/13	Alex R. Velinsky	Email to J. Cohen re: BlueBay stipulation	0.10	47.50
06/11/13	Alex R. Velinsky	Review Akin email to R. Morrissey re: KEIP	0.10	47.50
06/11/13	Alex R. Velinsky	Emails with J. Cohen and Akin re: KEIP exhibits	0.20	95.00
06/12/13	Robert B. Winning	Review final KEIP proposal	0.30	130.50
06/12/13	Alex R. Velinsky	Review J. Cohen emails and committee responses re: KEIP hearing	0.20	95.00
06/12/13	Alex R. Velinsky	Emails with J. Cohen re: severance plan	0.20	95.00
06/14/13	Jeffrey L. Cohen	Review draft management loyalty plan order and provide comments re: same	0.70	486.50
06/14/13	Alex R. Velinsky	Review proposed order re: Management Loyalty Plan	0.20	95.00
06/14/13	Alex R. Velinsky	Review J. Cohen emails re: KEIP order	0.10	47.50
06/14/13	Alex R. Velinsky	Emails to J. Cohen re: KEIP order	0.20	95.00
06/17/13	Alex R. Velinsky	Email to J. Oliff re: proposed redactions	0.10	47.50
06/17/13	Alex R. Velinsky	Telephone call with K. Manoukian re: KEIP order	0.10	47.50
06/17/13	Alex R. Velinsky	Review Akin email to chambers re: KEIP order	0.10	47.50
06/17/13	Alex R. Velinsky	Review R. Morrissey email re: proposed KEIP order	0.10	47.50
06/17/13	Alex R. Velinsky	Review redline of proposed KEIP order	0.20	95.00
06/17/13	Alex R. Velinsky	Review Akin emails re: redacted exhibits	0.20	95.00
06/17/13	Alex R. Velinsky	Review redacted exhibits related to KEIP trial	0.40	190.00
06/17/13	Alex R. Velinsky	Emails with J. Cohen re: KEIP exhibits	0.10	47.50
06/17/13	Alex R. Velinsky	Review further revised KEIP order	0.20	95.00



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**Atari Creditors' Committee**

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/17/13	Alex R. Velinsky	Review K. Manoukian email re: KEIP order	0.10	47.50
06/17/13	Alex R. Velinsky	Review proposed exhibit to KEIP order	0.20	95.00
06/17/13	Alex R. Velinsky	Review S. O'Donnell email re: KEIP exhibits	0.10	47.50
06/17/13	Alex R. Velinsky	Telephone call with J. Cohen re: KEIP evidence issue	0.10	47.50
06/17/13	Alex R. Velinsky	Email to K. Manoukian re: KEIP order exhibit	0.10	47.50
06/18/13	Alex R. Velinsky	Review K. Manoukian email re: RIF	0.10	47.50
06/19/13	Alex R. Velinsky	Emails with Akin re: reduction in force	0.20	95.00
06/19/13	Alex R. Velinsky	Emails with J. Cohen re: exhibit binders	0.10	47.50
06/19/13	Alex R. Velinsky	Email to committee re: RIF	0.20	95.00
06/19/13	Alex R. Velinsky	Emails with K. Manoukian re: binders	0.20	95.00
<b>Task Total:</b>			<b>44.10</b>	<b>21,914.50</b>

**FEE/EMPLOYMENT APPLICATIONS**

06/10/13	Jeffrey L. Cohen	Review pre-bill for compliance with Local Rules and UST Guidelines	1.20	834.00
06/13/13	Kris T. Cachia	Prepare fees/costs analysis for 1st Interim Period	1.10	269.50
06/13/13	Alex R. Velinsky	Telephone call with Manoukian re: interim fee application	0.10	47.50
06/13/13	Alex R. Velinsky	Emails with E. Miller re: DPS fee application	0.20	95.00
06/13/13	Alex R. Velinsky	Emails with K. Manoukian re: interim fee hearing	0.20	95.00
06/13/13	Alex R. Velinsky	Emails with J. Cohen re: Cooley fees	0.20	95.00
06/13/13	Alex R. Velinsky	Emails with K. Manoukian re: first interim fee application	0.20	95.00
06/13/13	Alex R. Velinsky	Detailed email to K. Cachia re: Atari first interim fee application	0.20	95.00
06/13/13	Alex R. Velinsky	Emails with R. Winning re: DPS fee application	0.10	47.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/14/13	Kris T. Cachia	Continuing work on fees/costs analysis for 1st Interim Period (1.6); prepare draft 1st interim fee application (1.7); prepare email to A. Velinsky re status of same (0.2)	3.50	857.50
06/14/13	Alex R. Velinsky	Emails with K. Cachia re: Cooley first interim fee application	0.20	95.00
06/17/13	Kris T. Cachia	Conversation with A. Velinsky re issues as to fees/costs analysis (0.1); revise and finalize fees/costs analysis re voluntary reductions (0.5); revise 1st Interim Fee Application (0.3)	0.90	220.50
06/17/13	Alex R. Velinsky	Draft Cooley's first interim fee application	2.20	1,045.00
06/17/13	Alex R. Velinsky	Telephone call with K. Cachia re: first interim fee application	0.20	95.00
06/18/13	Kris T. Cachia	Prepare omnibus notice of hearing re 1st Interim Fee Applications (0.7); prepare email to A. Velinsky re status of same (0.2); prepare email to G. Glynn re cost documentation for 1st Interim Period (0.1)	1.00	245.00
06/18/13	Jeffrey L. Cohen	Review first interim fee application draft and comments re: same	1.10	764.50
06/18/13	Alex R. Velinsky	Email to J. Cohen re: Cooley interim fee application	0.10	47.50
06/18/13	Alex R. Velinsky	Revise Cooley first interim fee application per J. Cohen comments	0.70	332.50
06/18/13	Alex R. Velinsky	Review and revise draft omnibus notice for Cooley and DPS fee application	0.30	142.50
06/18/13	Alex R. Velinsky	Emails with R. Winning re: Cooley fee application	0.10	47.50
06/18/13	Alex R. Velinsky	Emails with J. Cohen re: interim fee application	0.10	47.50
06/19/13	Kris T. Cachia	Conversation with R. Winning re issues as to cost documentation (0.2); conversation with G. Glynn re status of same (0.1); review and redact cost documentation per compensation guidelines (0.4)	0.70	171.50
06/19/13	Robert B. Winning	Revise first interim fee application	0.70	304.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/19/13	Alex R. Velinsky	Conference with R. Winning re: finalizing Cooley fee application	0.10	47.50
06/20/13	Kris T. Cachia	Multiple conversations with R. Winning and R. Goldstein re filing issues as to monthly and interim fee applications for Cooley and Duff & Phelps (0.4); review Duff & Phelps' monthly and interim applications (0.2); revise Omnibus Notice of Hearing (0.4); exchange emails with R. Winning re filing issues as to Cooley's applications (0.2); revise and finalize Notice of Hearing (0.3); electronically file Cooley's monthly and interim applications (0.4); prepare letter to Judge Peck re required chamber copies (0.2); prepare email to Noticing Agent re service of materials (0.3); prepare email to R. Winning re status of same (0.2); prepare Notice of Hearing for Duff & Phelps' application (0.2)	2.80	686.00
06/20/13	Robert B. Winning	Attend to matters re: interim fee statement	0.70	304.50
06/20/13	Robert B. Winning	Review Duff & Phelps interim fee application	0.40	174.00
06/20/13	Robert B. Winning	Prepare and file May fee statement	0.80	348.00
06/21/13	Kris T. Cachia	Conversation with R. Winning re filing status of Duff & Phelps' interim application (0.1); revise and finalize Notice of Hearing for Duff & Phelps' application (0.1); electronically file Duff & Phelps' monthly and interim applications (0.4); prepare letter to Judge Peck re required chamber copies (0.2); prepare email to Noticing Agent re service of materials (0.3); prepare email to Duff & Phelps re status of same (0.1)	1.20	294.00
06/21/13	Robert B. Winning	Attend to matters re: D&P fee application	0.50	217.50
06/21/13	Alex R. Velinsky	Emails with R. Winning re: Cooley and Duff & Phelps fee applications	0.20	95.00
06/25/13	Kris T. Cachia	Prepare letter to Judge Peck re chamber copies of Affidavits of Service for professionals' fee applications	0.20	49.00
06/26/13	Robert B. Winning	Correspondence with Rackspace re: expense reimbursement	0.20	87.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/26/13	Alex R. Velinsky	Review emails from Akin and J. Cohen re: adjournment of fee hearing	0.20	95.00
<b>Task Total:</b>			22.60	8,487.00

**FINANCING AND CASH COLLATERAL**

06/05/13	Alex R. Velinsky	Review weekly DIP variance report	0.20	95.00
06/12/13	Jeffrey L. Cohen	Review DIP variance report	0.20	139.00
06/12/13	Alex R. Velinsky	Review DIP motion and interim order	0.70	332.50
06/12/13	Alex R. Velinsky	Review weekly DIP variance report	0.20	95.00
06/18/13	Jeffrey L. Cohen	Telephone call with S. Alberino re: DIP budget and extension	0.40	278.00
06/19/13	Alex R. Velinsky	Conference with J. Cohen re: RIF and budget issues	0.20	95.00
06/26/13	Alex R. Velinsky	Review DIP variance report	0.30	142.50
06/27/13	Alex R. Velinsky	Review A. Chong and J. Cohen emails re: DIP update	0.30	142.50
<b>Task Total:</b>			2.50	1,319.50

**LITIGATION**

06/01/13	Jeffrey L. Cohen	Multiple correspondence with Akin re: dispute over Goldstein deposition request	1.30	903.50
06/01/13	Jeffrey L. Cohen	Multiple correspondence with H. Goldstein re: discovery dispute	1.40	973.00
06/01/13	Jeffrey L. Cohen	Multiple correspondence with C. Hershcopf and A. Velinsky re: discovery dispute	1.20	834.00
06/01/13	Alex R. Velinsky	Emails with J. Cohen and Akin re: discovery	0.30	142.50
06/02/13	Alex R. Velinsky	Review J. Cohen and S. O'Donnell emails re: discovery issues	0.20	95.00
06/03/13	Jeffrey L. Cohen	Office conferences with A. Velinsky re: discovery dispute	0.80	556.00
06/03/13	Jeffrey L. Cohen	Prepare B. Williams for deposition	2.00	1,390.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/03/13	Jeffrey L. Cohen	Attend and defend B. Williams deposition	4.50	3,127.50
06/03/13	Jeffrey L. Cohen	Participate on court conference with court re: scheduling and confidentiality	0.40	278.00
06/03/13	Jeffrey L. Cohen	Telephone call with R. Morrissey (UST) re: sealing motion and related issues	0.60	417.00
06/03/13	Jeffrey L. Cohen	Office conference with A. Velinsky re: trial preparation	1.20	834.00
06/03/13	Alex R. Velinsky	Email to R. Tizravesh re: search terms	0.20	95.00
06/04/13	Jeffrey L. Cohen	Prepare for evidentiary hearing re: KEIP	6.50	4,517.50
06/04/13	Jeffrey L. Cohen	Multiple discovery conferences re: KEIP hearing	1.20	834.00
06/04/13	Jeffrey L. Cohen	Participate in court conference re: sealing issues	0.60	417.00
06/05/13	Jeffrey L. Cohen	Telephone call with R. Morrissey re: hearing preparation	0.60	417.00
06/05/13	Jeffrey L. Cohen	Continue preparation for KEIP hearing	12.50	8,687.50
06/05/13	Rafael Sanchez	Research and obtain case law for R. Goldstein	0.70	70.00
06/06/13	Richelle Kalnit	Call with Akin re document production issues (.3); follow up with Velinsky re same (.2)	0.50	327.50
06/06/13	Jeffrey L. Cohen	Continue preparation for KEIP hearing	3.50	2,432.50
06/07/13	Jeffrey L. Cohen	Review exhibits for KEIP evidentiary record	1.30	903.50
06/07/13	Jeffrey L. Cohen	Telephone call with S. Alberino re: KEIP settlement discussions	0.60	417.00
06/07/13	Alex R. Velinsky	Revise draft Atari SA stipulation/protective order and notice of presentment	0.60	285.00
06/07/13	Alex R. Velinsky	Email to J. Cho re: Atari SA protective order	0.10	47.50
06/07/13	Alex R. Velinsky	Email to Cohen re: BlueBay protective order	0.10	47.50
06/07/13	Alex R. Velinsky	Revise BlueBay protective order notice	0.20	95.00
06/07/13	Alex R. Velinsky	Email to K. Haviv re: BlueBay stipulation	0.30	142.50
06/07/13	Alex R. Velinsky	Research French privacy statute issues	2.30	1,092.50
06/07/13	Alex R. Velinsky	Telephone call with Tizravesh re: email and H-drive production	0.20	95.00



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06/09/13	Richelle Kalnit	Review background materials re investigation issues	1.10	720.50
06/10/13	Jeffrey L. Cohen	Review Debtors' settlement proposal and discuss same with Committee members	1.30	903.50
06/10/13	Jeffrey L. Cohen	Telephone call with S. Alberino re: KEIP settlement discussions	0.40	278.00
06/10/13	Alex R. Velinsky	Conference with R. Kalnit re: document production status	0.20	95.00
06/10/13	Alex R. Velinsky	Conference with R. Winning re: updates to document production chart	0.20	95.00
06/11/13	Jeffrey L. Cohen	Telephone call with R. Morrissey re: KEIP settlement	0.50	347.50
06/11/13	Jeffrey L. Cohen	Review 6/6 hearing transcript	1.30	903.50
06/11/13	Alex R. Velinsky	Conference with R. Goldstein re: BlueBay stipulation	0.10	47.50
06/11/13	Alex R. Velinsky	Make final edits to BlueBay stipulation and protective order	0.20	95.00
06/11/13	Alex R. Velinsky	Email to J. Cho re: stipulation	0.10	47.50
06/12/13	Jeffrey L. Cohen	E-mail correspondence with Committee re: 6/12 hearing	0.80	556.00
06/12/13	Alex R. Velinsky	Conference with R. Kalnit re: production review issues	0.20	95.00
06/12/13	Alex R. Velinsky	Emails with Akin re: document production	0.40	190.00
06/12/13	Alex R. Velinsky	Emails with litigation support re: Atari production	0.20	95.00
06/12/13	Alex R. Velinsky	Telephone call with M. Robinson re: Akin production	0.10	47.50
06/12/13	Alex R. Velinsky	Conference with J. Cohen re: case strategy	0.40	190.00
06/12/13	Cathy Rae Hershcopf	Internal meeting re: discovery	0.90	760.50
06/12/13	Michelle L. Robinson	Coordinate document production	0.50	132.50
06/13/13	Alex R. Velinsky	Review K. Manoukian email re: intercompany transfers	0.10	47.50





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06/13/13	Alex R. Velinsky	Email to A. Chang re: intercompany transfers info	0.10	47.50
06/13/13	Alex R. Velinsky	Review intercompany transfer memos provided by Debtor	0.80	380.00
06/13/13	Alex R. Velinsky	Emails with R. Goldstein re: filing SA stipulation	0.20	95.00
06/13/13	Alex R. Velinsky	Draft memo to Committee re: discovery issues/EU privacy laws	2.90	1,377.50
06/13/13	Alex R. Velinsky	Review J. Cho email re: SA protective order	0.10	47.50
06/13/13	Alex R. Velinsky	Make final revisions to SA protective order (.3); email re: same to J. Cho (.1)	0.40	190.00
06/13/13	Alex R. Velinsky	Emails with BlueBay re: documents	0.10	47.50
06/14/13	Alex R. Velinsky	Telephone call with A. Koo re: SA privilege documents	0.10	47.50
06/14/13	Alex R. Velinsky	Email to R. Kalnit re: SA privilege issue	0.20	95.00
06/14/13	Alex R. Velinsky	Conference with R. Winning re: Dropbox updates	0.10	47.50
06/14/13	Alex R. Velinsky	Continue drafting committee memo re: privacy laws	1.20	570.00
06/14/13	Alex R. Velinsky	Review K. Manoukian email re: non-ESI production	0.10	47.50
06/14/13	Alex R. Velinsky	Review K. Manoukian email re: NOLs and ORANes	0.20	95.00
06/14/13	Alex R. Velinsky	Review ORANE offering documents	1.30	617.50
06/14/13	Alex R. Velinsky	Review message from K. Coleman re: discovery response	0.10	47.50
06/14/13	Alex R. Velinsky	Review SA production cover letter and email	0.20	95.00
06/14/13	Alex R. Velinsky	Emails with J. Cho re: Atari SA production	0.20	95.00
06/14/13	Alex R. Velinsky	Review documents produced by Atari SA	0.60	285.00
06/14/13	Alex R. Velinsky	Emails with M. Robinson and V. Mayenge re: Atari SA production	0.20	95.00
06/14/13	Michelle L. Robinson	Coordinate document production and review	0.70	185.50



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06/15/13	Alex R. Velinsky	Review R. Tizravesh email re: document production and objection	0.30	142.50
06/15/13	Alex R. Velinsky	Emails with Akin and Cooley litigation support re: document downloads	0.40	190.00
06/15/13	Victor Bisambu Mayenge	Coordinate document production review logistics with representative from Akin Gump; (prepare electronic stored information at the request of A. Velinsky	1.00	235.00
06/17/13	Jeffrey L. Cohen	Multiple correspondence with Akin re: submission of evidence from KEIP hearing	0.60	417.00
06/17/13	Jeffrey L. Cohen	Review drafts of management loyalty plan schedule A and discuss with A. Velinsky	0.70	486.50
06/17/13	Jeffrey L. Cohen	Review responses and production status from 2004 producing parties	1.60	1,112.00
06/17/13	Robert B. Winning	Review additional document production by Debtors	0.40	174.00
06/17/13	Alex R. Velinsky	Email to J. Cho re: Atari SA production	0.10	47.50
06/17/13	Alex R. Velinsky	Review non-ESI document production	1.20	570.00
06/17/13	Alex R. Velinsky	Further emails with V. Mayenge re: production issues	0.20	95.00
06/17/13	Alex R. Velinsky	Email to R. Winning re: non-ESI production	0.20	95.00
06/17/13	Alex R. Velinsky	Emails with J. Cohen re: debtors' objections to 2004	0.20	95.00
06/17/13	Alex R. Velinsky	Conference with M. Robinson re: document review issues	0.20	95.00
06/17/13	Victor Bisambu Mayenge	Manage documents received from opposing party for attorney review and analysis	1.80	423.00
06/17/13	Michelle L. Robinson	Conduct quality control of incoming document production; prepare documents for attorney review	2.80	742.00
06/18/13	Richelle Kalnit	Meeting re case and litigation issues (.8); multiple follow up with Velinsky re same (1.0); review investigation memo and draft questions based on same (.3)	2.10	1,375.50



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06/18/13	Michael Aaron Klein	Emails with Kalnit and review background memos on investigation project	0.40	266.00
06/18/13	Jeffrey L. Cohen	Review memo re: EU privacy laws	0.70	486.50
06/18/13	Robert B. Winning	Strategy session with J. Cohen and C. Hershcopf re: substantive consolidation	0.80	348.00
06/18/13	Robert B. Winning	Review materials provided by Debtors	1.80	783.00
06/18/13	Robert B. Winning	Research re: legal standard for re-characterization	0.40	174.00
06/18/13	Dmitry Spektor	Assist case team with document review	0.50	110.00
06/18/13	Alex R. Velinsky	Update privacy law memo (.3); emails with J. Cohen re: same (.1)	0.40	190.00
06/18/13	Alex R. Velinsky	Email to White & Case re: documents	0.20	95.00
06/18/13	Alex R. Velinsky	Emails with M. Robinson re: document review issues	0.20	95.00
06/18/13	Alex R. Velinsky	Conference with R. Kalnit re: document review issues	0.30	142.50
06/18/13	Alex R. Velinsky	Research substantive consolidation issues	0.40	190.00
06/18/13	Alex R. Velinsky	Emails with litigation support re: production issues	0.20	95.00
06/18/13	Alex R. Velinsky	Email to K. Manoukian re: exhibit binders	0.10	47.50
06/18/13	Alex R. Velinsky	Email to committee re: privacy law memo	0.20	95.00
06/18/13	Alex R. Velinsky	Telephone call with A. Koo re: additional documents	0.10	47.50
06/18/13	Alex R. Velinsky	Email to R. Tizravesh re: additional documents	0.10	47.50
06/18/13	Alex R. Velinsky	Draft review protocol	0.40	190.00
06/18/13	Alex R. Velinsky	Internal litigation status meeting	1.40	665.00
06/18/13	Alex R. Velinsky	Review DIP documents re: standing issue (.2); internal emails re: same (.2)	0.40	190.00
06/18/13	Victor Bisambu Mayenge	Coordinate document load logistics with M. Robinson and assist and maintain production log for case team	0.60	141.00



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06/18/13	Cathy Rae Hershcopf	Discuss potential claims and investigation internally	0.80	676.00
06/18/13	Michelle L. Robinson	Prepare vendor quote for document review; prepare documents for attorney ; conduct quality control of incoming document production	3.20	848.00
06/19/13	Jeffrey L. Cohen	Office conference with A. Velinsky and M. Klein re: document review	1.00	695.00
06/19/13	Michael Aaron Klein	Meetings re recharacterization/substantive consolidation document review	0.70	465.50
06/19/13	Richelle Kalnit	Confer with Klein and Velinsky re investigation issues (.3); confer with Winning re documents for same (.2); emails and calls with litigation support re document productions (.4); call with Robinson re parent production issues (.2); email parent counsel re same (.1); review background materials in preparation for drafting complaint outline (1.5); draft complaint outline (.9)	3.60	2,358.00
06/19/13	Robert B. Winning	Review Debtors production of document	1.40	609.00
06/19/13	Robert B. Winning	Revise outline for draft complaint	1.20	522.00
06/19/13	Robert B. Winning	Call with vendor re: document review software	0.30	130.50
06/19/13	Alex R. Velinsky	Conference with R. Kalnit and M. Klein re: committee investigation	0.60	285.00
06/19/13	Alex R. Velinsky	Emails with litigation support re: BlueBay documents	0.20	95.00
06/19/13	Victor Bisambu Mayenge	Review production log at the request of case team for submission to the case team	0.80	188.00
06/19/13	Michelle L. Robinson	Coordinate document review	1.60	424.00
06/20/13	Richelle Kalnit	Confer with Winning re potential claims and supporting documents (.4); confer with Klein and Winning re review of documents (.3); conferences with litigation support re document review and issues (.8); review documents in furtherance of investigation (2.1)	3.60	2,358.00
06/20/13	Michael Aaron Klein	Begin document review	0.50	332.50



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06/20/13	Michael Aaron Klein	Begin document review process	1.00	665.00
06/20/13	Robert B. Winning	Document review	0.90	391.50
06/20/13	Robert B. Winning	Meetings with R. Kalnit re: equitable subordinate claim	0.40	174.00
06/20/13	Dmitry Spektor	Assist case team with document review	0.50	110.00
06/20/13	Dmitry Spektor	Manage litigation support vendor regarding project objectives and established timelines	0.50	110.00
06/20/13	Michelle L. Robinson	Coordinate document review; confer with counsel re: document production specifications; attend Relativity training; conduct quality control of review database	4.50	1,192.50
06/21/13	Richelle Kalnit	Review documents produced by Debtors in furtherance of investigation	5.60	3,668.00
06/21/13	Michael Aaron Klein	Continued document review	0.40	266.00
06/21/13	Michael Aaron Klein	Review key case documents in furtherance of litigation	0.70	465.50
06/21/13	Robert B. Winning	Review documents produced by Debtors	2.90	1,261.50
06/21/13	Michelle L. Robinson	Coordinate analysis of document production re: foreign language documents; assist with document review; conduct quality control of review database	3.10	821.50
06/23/13	Richelle Kalnit	Review documents produced by Debtors in furtherance of investigation	3.20	2,096.00
06/23/13	Robert B. Winning	Review non-ESI production and prepare report re: same	2.80	1,218.00
06/24/13	Richelle Kalnit	Review documents produced by Atari in furtherance of investigation (5.7); conferences with Winning and Klein re documents supporting claims (.4); review various supporting documents provided by Winning in furtherance of investigation (1.3); conferences with Spektor re document review process (.2)	7.80	5,109.00
06/24/13	Michael Aaron Klein	Document review	2.80	1,862.00
06/24/13	Robert B. Winning	Review documents and prepare sub-con materials for complaint	3.90	1,696.50



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06/24/13	Robert B. Winning	Meeting with M. Klein re: document review protocols	0.50	217.50
06/24/13	Robert B. Winning	Meeting with R. Kalnit re: draft complaint	0.40	174.00
06/24/13	Robert B. Winning	Prepare materials for draft complaint	0.70	304.50
06/24/13	Dmitry Spektor	Assist case team with document review	1.50	330.00
06/25/13	Richelle Kalnit	Continued review of documents provided by R. Winning (.8); conferences with Winning re same, including interpretation of financial documents and various agreements (.7); additions to complaint outline (1.1); draft complaint (6.9); review D&P analysis (.4) and confer with Winning re same (.2)	10.10	6,615.50
06/25/13	Michael Aaron Klein	Continue document review	1.70	1,130.50
06/25/13	Michael Aaron Klein	Further review of key case documents in furtherance of Blue Boy review	0.40	266.00
06/25/13	Jeffrey L. Cohen	Telephone call with S. Alberino re: proposed mediation	0.40	278.00
06/25/13	Jeffrey L. Cohen	Telephone call with C. Hershcopf re: proposed mediation and Debtor's recommendation	0.40	278.00
06/25/13	Robert B. Winning	Call with A. Chang re: analysis of intercompany claims	1.80	783.00
06/25/13	Robert B. Winning	Document review for draft complaint	2.20	957.00
06/25/13	Robert B. Winning	Analysis of back-up information to schedules	1.40	609.00
06/25/13	Robert B. Winning	Prepare search terms for targeted searching	0.40	174.00
06/25/13	Dmitry Spektor	Assist case team with document review	1.00	220.00
06/26/13	Richelle Kalnit	Review Blue Bay documents tagged by Klein (.8); confer with Winning re documents reviewed by D&P and analysis thereof (.3); legal research regarding various causes of action (1.4); draft complaint (4.3); call with Cohen, Klein and Winning re complaint issues and case issues (.7)	7.50	4,912.50
06/26/13	Michael Aaron Klein	Meeting re status of complaint	0.60	399.00
06/26/13	Robert B. Winning	Email with R. Kalnit re: draft complaint	0.40	174.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/26/13	Robert B. Winning	Review claims analysis prepared by Duff & Phelps	0.60	261.00
06/26/13	Robert B. Winning	Call with Duff & Phelps re: substantive consolidation analysis	1.30	565.50
06/26/13	Robert B. Winning	Call with J. Cohen re: complaint	0.70	304.50
06/26/13	Robert B. Winning	Meeting with R. Kalnit re: complaint	0.40	174.00
06/26/13	Robert B. Winning	Review claims filed by parent company	2.20	957.00
06/27/13	Richelle Kalnit	Conference with Winning re intercompany claim issues	0.40	262.00
06/27/13	Alex R. Velinsky	Review J. Cohen email re: mediation	0.10	47.50
06/27/13	Robert B. Winning	Legal research re: substantive consolidation	0.70	304.50
06/27/13	Robert B. Winning	Email Committee members re: investigation	0.40	174.00
06/27/13	Robert B. Winning	Call with creditor re: case issues	0.40	174.00
06/27/13	Robert B. Winning	Meeting with R. Kalnit re: Duff & Phelps analysis of intercompany claim	0.30	130.50
06/27/13	Robert B. Winning	Review documents produced by Parent	1.60	696.00
06/28/13	Richelle Kalnit	Review tagged documents related to investigation (1.6); review D&P analyses (.5)	2.10	1,375.50
06/28/13	Robert B. Winning	Review parent production	3.40	1,479.00
06/29/13	Richelle Kalnit	Review tagged documents in furtherance of investigation	1.10	720.50
06/29/13	Robert B. Winning	Emails re: complaint	0.40	174.00
<b>Task Total:</b>			196.10	108,038.00

**MEETINGS**

06/18/13	Jeffrey L. Cohen	Internal meeting and discuss sale process, investigation status and case issues	0.70	486.50
<b>Task Total:</b>			0.70	486.50

**TRAVEL**



**319072-201**  
**Atari Creditors' Committee**

**Invoice Number: 1310000**  
CL 01 62105

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
06/06/13	Alex R. Velinsky	Travel to and from incentive plan hearing (billed at 1/2 time)	0.40	190.00
06/12/13	Alex R. Velinsky	Travel from KEIP hearing (billed at 1/2 time)	0.20	95.00
<b>Task Total:</b>			0.60	285.00

**PREPARATION FOR AND ATTENDANCE AT COURT HEARINGS**

06/03/13	Alex R. Velinsky	Telephone call with chambers re: KEIP hearing	0.40	190.00
06/05/13	Alex R. Velinsky	Multiple conferences with R. Goldstein re: hearing preparation	0.40	190.00
06/05/13	Alex R. Velinsky	Review materials in preparation for hearing	1.20	570.00
06/06/13	Jeffrey L. Cohen	Attend KEIP hearing and prosecute Committee objection	7.50	5,212.50
06/06/13	Alex R. Velinsky	Emails with B. Williams re: hearing preparation	0.30	142.50
06/06/13	Alex R. Velinsky	Participate in contested hearing re: incentive plan	5.20	2,470.00
06/06/13	Cathy Rae Hershcopf	Prepare for, attend and follow up after successful hearing on employee incentive plan	3.80	3,211.00
06/12/13	Jeffrey L. Cohen	Prepare for and attend continuation of KEIP hearing	4.50	3,127.50
06/12/13	Alex R. Velinsky	Review revised bid procedures order and C. Hershcopf comments re: same in preparation for hearing	0.30	142.50
06/12/13	Alex R. Velinsky	Participate in hearing re: incentive plan and bid procedures	2.40	1,140.00
<b>Task Total:</b>			26.00	16,396.00

**Total Fees**

**\$171,450.00**





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**Atari Creditors' Committee**

**Invoice Number: 1310000**  
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**Fee Summary:**

<u>Timekeeper</u>	<u>Type</u>	<u>Rate</u>	<u>Hours</u>	<u>Total</u>
Cathy Rae Hershcopf	Partner	845	10.20	8,619.00
Jeffrey L. Cohen	Partner	695	73.20	50,874.00
Alex R. Velinsky	Associate	475	90.60	43,035.00
Richelle Kalnit	Associate	655	48.70	31,898.50
Robert B. Winning	Associate	435	45.30	19,705.50
Michael Aaron Klein	Associate	665	9.20	6,118.00
Kris T. Cachia	Paralegal	245	11.40	2,793.00
David M. Fleischer	Paralegal	315	.40	126.00
Rebecca Goldstein	Paralegal	270	7.40	1,998.00
Michelle L. Robinson	Lit/E-Discovery Svcs.	265	16.40	4,346.00
Victor Bisambu Mayenge	Lit/E-Discovery Svcs.	235	4.20	987.00
Dmitry Spektor	Lit/E-Discovery Svcs.	220	4.00	880.00
Rafael Sanchez	Other Timekeepers	100	.70	70.00

**For costs and disbursements recorded through June 30, 2013 :**

Audio/Video Conferencing Services	31.80
Federal Express	64.20
Meals	186.04
Submission of docs to be filed under seal at USDC for SDNY, 5/31/13 Exclusive Process Service, Corp.	167.00
Postage	1.38
Reproduction of Documents	501.50
Research Database / Document Retrieval	66.59
Telephone	60.45
<b>Total Costs</b>	<b>\$1,078.96</b>

**Total: \$172,528.96**



August 7, 2013

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

ATTORNEYS AT LAW

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Palo Alto, CA  
New York, NY  
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Broomfield, CO  
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Boston, MA  
Seattle, WA  
Los Angeles, CA  
Shanghai, P. R. China

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**Atari Creditors' Committee**

*For services rendered through July 31, 2013*

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



**319072-201**  
**Atari Creditors' Committee**

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**For services rendered through July 31, 2013 :**

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



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



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



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



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



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

**CASE ADMINISTRATION**

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





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

**CLAIMS**

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



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

**FEE/EMPLOYMENT APPLICATIONS**

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



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

**FINANCING AND CASH COLLATERAL**

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



**319072-201**  
**Atari Creditors' Committee**

**Invoice Number: 1315035**  
CL 01 62105

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



**319072-201**  
**Atari Creditors' Committee**

**Invoice Number: 1315035**  
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/03/13	Michelle L. Robinson	Conduct electronic search of database for attorney review	1.10	291.50
07/03/13	Dmitry Spektor	Assist case team with document review	1.00	220.00
07/03/13	Victor Bisambu Mayenge	Manage documents received from opposing party; update and manage production log for case team	0.70	164.50
07/03/13	Robert B. Winning	Review document tagged re: substantive consolidation	0.70	304.50
07/03/13	Robert B. Winning	Call with Duff and Phelps re: intercompany transfers	1.40	609.00
07/03/13	Robert B. Winning	Prepare discovery material for second level review by A. Velinsky	0.60	261.00
07/05/13	Alex R. Velinsky	Continue reviewing selected documents from Atari SA production	1.20	570.00
07/05/13	Alex R. Velinsky	Review documents produced by Atari SA	4.30	2,042.50
07/05/13	Alex R. Velinsky	Review selected documents from Atari SA production	1.80	855.00
07/08/13	Alex R. Velinsky	Review selected documents from Debtors' production	1.30	617.50
07/08/13	Alex R. Velinsky	E-mails with J. Cohen and A. Chung re: interco claims analysis	0.20	95.00
07/08/13	Alex R. Velinsky	Continue reviewing selected documents for Debtors' production	4.60	2,185.00
07/08/13	Alex R. Velinsky	Review selected Atari SA documents	0.30	142.50
07/08/13	Alex R. Velinsky	Conference with R. Winning re: litigation issues	0.40	190.00
07/08/13	Jeffrey L. Cohen	Review DPS diligence list and related information requests	1.20	834.00
07/08/13	Robert B. Winning	Meeting with A. Velinsky re: substantive-consolidation complaint	0.40	174.00
07/08/13	Robert B. Winning	Prepare list of facts for substantive-consolidation complaint	0.90	391.50
07/09/13	Alex R. Velinsky	Telephone call with A. Chong re: interco claims	1.00	475.00



**319072-201**  
**Atari Creditors' Committee**

**Invoice Number: 1315035**  
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/09/13	Alex R. Velinsky	Review interco claims summary	0.60	285.00
07/09/13	Michelle L. Robinson	Prepare documents for attorney review	0.70	185.50
07/09/13	Robert B. Winning	Call with A. Chong re: intercompany claims analysis	0.90	391.50
07/09/13	Robert B. Winning	Review intercompany analysis from Duff & Phelps	0.40	174.00
07/10/13	Alex R. Velinsky	Continue drafting complaint	2.40	1,140.00
07/10/13	Michelle L. Robinson	Prepare documents for attorney review	1.10	291.50
07/10/13	Robert B. Winning	Review sub-con complaint (.4) and meeting with A. Velinsky re: same (.3)	0.70	304.50
07/10/13	Robert B. Winning	Draft potential complaint re: substantive consolidation	4.60	2,001.00
07/11/13	Robert B. Winning	Continue drafting substantive consolidation analysis	2.10	913.50
07/12/13	Alex R. Velinsky	Conference with R. Winning re: litigation	0.20	95.00
07/12/13	Alex R. Velinsky	Continue drafting complaint	2.30	1,092.50
07/12/13	Robert B. Winning	Additional research re: recharacterization	0.90	391.50
07/12/13	Robert B. Winning	Meeting with A. Velinsky re: substantive-consolidation portion of complaint	0.40	174.00
07/13/13	Alex R. Velinsky	Continue drafting complaint	4.60	2,185.00
07/14/13	Alex R. Velinsky	Continue drafting complaint	3.80	1,805.00
07/15/13	Richelle Kalnit	Review and revisions to complaint (7.9); conferences with Velinsky and Winning re same (.9); status update re complaint issues with Velinsky (.3)	9.10	5,960.50
07/15/13	Alex R. Velinsky	Conference with R. Winning re: revisions to complaint	0.30	142.50
07/15/13	Alex R. Velinsky	Conference with R. Kalnit re: litigation status	0.30	142.50
07/15/13	Alex R. Velinsky	Continue drafting complaint	1.40	665.00
07/15/13	Alex R. Velinsky	Conference with R. Kalnit and R. Winning re: complaint	0.80	380.00
07/15/13	Alex R. Velinsky	Continue drafting complaint	3.80	1,805.00



**319072-201**  
**Atari Creditors' Committee**

**Invoice Number: 1315035**  
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
07/15/13	Alex R. Velinsky	Review documents in connection with drafting complaint	1.30	617.50
07/15/13	Alex R. Velinsky	Email with J. Cohen re: complaint	0.20	95.00
07/15/13	Alex R. Velinsky	Emails with J. Cohen re: standing motion	0.10	47.50
07/15/13	Alex R. Velinsky	Emails with R. Winning re: complaint issues	0.30	142.50
07/15/13	Richelle Kalnit	Conferences with Velinsky and Winning re complaint issues (1.4); substantial revisions to and research for complaint (6.2)	7.60	4,978.00
07/15/13	Robert B. Winning	Revise complaint sections concerning substantive consolidation	4.60	2,001.00
07/15/13	Robert B. Winning	Meeting with A. Velinsky and R. Kalnit re: complaint	0.80	348.00
07/16/13	Richelle Kalnit	Revisions to complaint (1.8); conferences with Velinsky re same and standing motion (.5)	2.30	1,506.50
07/16/13	Jeffrey L. Cohen	Review draft substantive consolidation, recharacterization complaint	2.30	1,598.50
07/16/13	Alex R. Velinsky	Review J. Cohen email re: Challenge deadline	0.10	47.50
07/16/13	Alex R. Velinsky	Conference with R. Winning re: revision to complaint	0.20	95.00
07/16/13	Alex R. Velinsky	Conference with J. Cohen re: draft complaint	0.20	95.00
07/16/13	Alex R. Velinsky	Draft standing motion	3.80	1,805.00
07/16/13	Robert B. Winning	Meeting with A. Velinsky re: complaint	0.30	130.50
07/16/13	Robert B. Winning	Research re: Atari's prepetition activity for complaint	0.80	348.00
07/17/13	Richelle Kalnit	Revisions to complaint, including to reflect Cohen comments	2.30	1,506.50
07/17/13	Alex R. Velinsky	Review A. Chong email re: Cush claim	0.20	95.00
07/17/13	Alex R. Velinsky	Continue drafting standing motion	1.10	522.50
07/17/13	Robert B. Winning	Additional research on Atari history for complaint	0.80	348.00
07/19/13	Alex R. Velinsky	Draft Notice of Extension of investigation termination date	0.30	142.50



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

**MEETINGS**

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





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**Atari Creditors' Committee**

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



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Invoice Number: 1315035  
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		<b>Task Total:</b>	8.40	5,353.00

**TRAVEL**

07/24/13	Alex R. Velinsky	Travel to and from court (billed @ 1/2 time)	0.50	237.50
		<b>Task Total:</b>	0.50	237.50

**PREPARATION FOR AND ATTENDANCE AT COURT HEARINGS**

07/24/13	Jeffrey L. Cohen	Prepare for and attend sale hearing for certain assets	3.50	2,432.50
07/24/13	Alex R. Velinsky	Participate in sale hearing and chambers conference	2.60	1,235.00
07/24/13	Cathy Rae Hershcopf	Debrief with Cohen and Velinsky re sale hearing	0.60	507.00
		<b>Task Total:</b>	6.70	4,174.50

**Total Fees** **\$126,059.50**



**319072-201**  
**Atari Creditors' Committee**

**Invoice Number: 1315035**  
CL 01 62105

**Fee Summary:**

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

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

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

**Total: \$126,888.30**



September 12, 2013

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

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Seattle, WA  
Los Angeles, CA  
Shanghai, P. R. China

**Invoice Number: 1323857**  
CL 01 62105

**319072-201**  
**Atari Creditors' Committee**

*For services rendered through August 31, 2013*

Fees .....	\$	46,341.50
Chargeable costs and disbursements .....	\$	2,533.81
<b>Total Due on Current Invoice .....</b>	<b>\$</b>	<b>48,875.31</b>



**319072-201**  
**Atari Creditors' Committee**

**Invoice Number: 1323857**  
CL 01 62105

**For services rendered through August 31, 2013 :**

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
<b>ASSET DISPOSITION</b>				
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
<b>Task Total:</b>			17.00	11,177.00

**BUSINESS OPERATIONS**

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



**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>
08/09/13	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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**Atari Creditors' Committee**

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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
<b>Task Total:</b>			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
<b>Task Total:</b>			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
<b>Task Total:</b>			10.60	5,101.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
<b>FEE/EMPLOYMENT OBJECTIONS</b>				
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
<b>Task Total:</b>			2.40	1,668.00
<b>LITIGATION</b>				
08/20/13	Alex R. Velinsky	Email to A. Schouder re: investigation termination date	0.10	47.50
<b>Task Total:</b>			0.10	47.50
<b>PLAN AND DISCLOSURE STATEMENT</b>				
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



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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	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
<b>Task Total:</b>			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
<b>Task Total:</b>			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
<b>Task Total:</b>			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
<b>Task Total:</b>			4.70	2,782.50



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

**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
<b>Total Costs</b>	<b>\$2,533.81</b>
<b>Total:</b>	<b>\$48,875.31</b>

**EXHIBIT C**

<b>Task Code</b>	<b>Category</b>	<b>Timekeeper</b>	<b>Hours</b>	<b>Amount</b>
B02	Asset Disposition	Alex R. Velinsky	47.40	\$22,515.00
		Robert B. Winning	4.20	\$1,827.00
		Lawrence C. Gottlieb	0.20	\$199.00
		Cathy Rae Hershcopf	7.40	\$6,253.00
		Jeffrey L. Cohen	56.10	\$38,989.50
<b>Subtotal:</b>			<b>115.30</b>	<b>\$69,783.50</b>
B03	Business Operations	Alex R. Velinsky	4.70	\$2,232.50
		Jeffrey L. Cohen	0.30	\$208.50
<b>Subtotal:</b>			<b>5.00</b>	<b>\$2,441.00</b>
B04	Case Administration	Kris T. Cachia	0.20	\$49.00
		Alex R. Velinsky	8.20	\$3,895.00
		Robert B. Winning	2.60	\$1,131.00
		David M. Fleischer	0.80	\$252.00
		Cathy Rae Hershcopf	1.80	\$1,521.00
		Rebecca Goldstein	18.70	\$5,049.00
		Jeffrey L. Cohen	12.10	\$8,409.50
<b>Subtotal:</b>			<b>44.40</b>	<b>\$20,306.50</b>
B05	Claims	Alex R. Velinsky	8.80	\$4,180.00
		Robert B. Winning	3.40	\$1,479.00
		Jeffrey L. Cohen	4.90	\$3,405.50
<b>Subtotal:</b>			<b>17.10</b>	<b>\$9,064.50</b>
B06	Employee Benefits/Pensions	Alex R. Velinsky	95.40	\$45,315.00
		Robert B. Winning	4.60	\$2,001.00
		Cathy Rae Hershcopf	10.20	\$8,619.00
		Jeffrey L. Cohen	16.00	\$11,120.00
<b>Subtotal:</b>			<b>126.20</b>	<b>\$67,055.00</b>
B07	Fee/Employment Applications	Kris T. Cachia	14.50	\$3,552.50
		Alex R. Velinsky	20.10	\$9,547.50
		Robert B. Winning	10.10	\$4,393.50
		Jeffrey L. Cohen	9.50	\$6,602.50
<b>Subtotal:</b>			<b>54.20</b>	<b>\$24,096.00</b>
B09	Financing and Cash Collateral	Alex R. Velinsky	4.60	\$2,185.00
		Jeffrey L. Cohen	3.90	\$2,710.50
<b>Subtotal:</b>			<b>8.50</b>	<b>\$4,895.50</b>



Task Code	Category	Timekeeper	Hours	Amount
B18	Leases and Executory Contracts	Jeffrey L. Cohen	2.10	\$1,459.50
<b>Subtotal:</b>			<b>2.10</b>	<b>\$1,459.50</b>
B10	Litigation	Michelle L. Robinson	19.30	\$5,114.50
		Alex R. Velinsky	95.40	\$45,315.00
		Victor Bisambu Mayenge	4.90	\$1,151.50
		Richelle Kalnit	79.30	\$51,941.50
		Robert B. Winning	64.80	\$28,188.00
		Hector Gonzalez	1.00	\$270.00
		Dmitry Spektor	5.00	\$1,100.00
		Lawrence C. Gottlieb	0.20	\$199.00
		Cathy Rae Hershcopf	1.70	\$1,436.50
		Jeffrey L. Cohen	91.40	\$63,523.00
		Michael Aaron Klein	9.20	\$6,118.00
Rafael Sanchez	0.70	\$70.00		
<b>Subtotal:</b>			<b>372.90</b>	<b>\$204,427.00</b>
B11	Meetings	Alex R. Velinsky	0.80	\$380.00
		Robert B. Winning	1.10	\$478.50
		Cathy Rae Hershcopf	2.50	\$2,112.50
		Jeffrey L. Cohen	3.70	\$2,571.50
<b>Subtotal:</b>			<b>8.10</b>	<b>\$5,542.50</b>
B12	Plan and Disclosure Statement	Alex R. Velinsky	24.70	\$11,732.50
		Robert B. Winning	0.50	\$217.50
		Cathy Rae Hershcopf	5.40	\$4,563.00
		Jeffrey L. Cohen	3.60	\$2,502.00
<b>Subtotal:</b>			<b>34.20</b>	<b>\$19,015.00</b>
B19	Preparation for and Attendance at Court Hearings	Alex R. Velinsky	15.00	\$7,125.00
		Cathy Rae Hershcopf	4.40	\$3,718.00
		Jeffrey L. Cohen	18.00	\$12,510.00
<b>Subtotal:</b>			<b>37.40</b>	<b>\$23,353.00</b>
B14	Travel	Alex R. Velinsky	1.40	\$665.00
		Jeffrey L. Cohen	0.70	\$486.50
<b>Subtotal:</b>			<b>2.10</b>	<b>\$1,151.50</b>
<b>Grand Total:</b>			<b>827.50</b>	<b>\$452,590.50</b>