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Counsel to the Debtors and Debtors in Possession

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

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

**COVER SHEET FOR SECOND INTERIM APPLICATION OF
AKIN GUMP STRAUSS HAUER & FELD LLP, COUNSEL TO
THE DEBTORS AND DEBTORS IN POSSESSION, FOR ALLOWANCE
OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR
SERVICES RENDERED FROM MAY 1, 2013 THROUGH AUGUST 31, 2013**

Name of Applicant: Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”)

Authorized to Provide Professional Services to: Debtors and Debtors in Possession

Date of Retention: March 16, 2013 (*nunc pro tunc* to February 6, 2013)

Period for Which Compensation and Reimbursement is Being Sought: May 1, 2013 through August 31, 2013 (the “**Compensation Period**”)

Amount of Compensation Sought as Actual, Reasonable and Necessary: \$1,635,165.00

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

Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary: \$41,971.66

This is Akin Gump’s second interim fee application. On June 20, 2013, Akin Gump filed its first interim fee application (the “*First Interim Fee Application*”) [Docket No. 272]. In the First Interim Fee Application, Akin Gump requested fees in the amount of \$1,030,339.00 and expenses of \$7,679.63. On August 22, 2013, the Court entered an order (the “*First Interim Fee Order*”) [Docket No. 353] awarding Akin Gump fees in the amount of \$1,030,339.00. Pursuant to the *Order Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* (the “*Compensation Order*”) [ECF No. 81], Akin Gump was reimbursed for 100% of its expenses incurred during the First Interim Period (as defined in the First Interim Fee Order).

Monthly Fee Statements Filed During the Compensation Period:

Time Period	Fees	Expenses	Status
05/01/13 – 05/31/13 (Fourth Monthly Fee Statement)	\$452,779.50	\$3,075.68	Pending. Pursuant to the Compensation Order, Akin Gump has received payment of 80% of the fees and 100% expenses requested.
06/01/13 – 06/30/13 (Fifth Monthly Fee Statement)	\$552,417.75	\$13,321.36	Pending. Pursuant to the Compensation Order, Akin Gump has received payment of 80% of the fees and 100% expenses requested.
07/01/13 – 07/31/13 (Sixth Monthly Fee Statement)	\$413,216.50	\$12,568.90	Pending. Pursuant to the Compensation Order, Akin Gump has received payment of 80% of the fees and 100% expenses requested.
08/01/13 – 08/31/13 (Seventh Monthly Fee Statement)	\$216,751.25	\$13,005.72	Pending. Pursuant to the Compensation Order, Akin Gump has received payment of 80% of the fees and 100% expenses requested.

Professionals and Paraprofessionals

PARTNERS	DEPARTMENT	STATE/COUNTRY OF BAR ADMISSION – YEAR	HOURS	HOURLY BILLING RATE	AMOUNT
Scott L. Alberino	Financial Restructuring	Georgia – 2000 District of Columbia – 2002	268.30	\$875.00	\$234,762.50
Ira S. Dizengoff	Financial Restructuring	New Jersey – 1992 New York – 1993	47.00	\$1,100.00	\$51,700.00
Daniel I. Fisher	Corporate	New York – 2003	106.55	\$775.00	\$82,576.25
Ron Grabov-Nardini	Tax	New York – 2003	0.90	\$695.00	\$625.50
Howard B. Jacobson	Tax	District of Columbia – 1979	2.80	\$770.00	\$2,156.00
Daniel F. McInnis	Antitrust & Unfair Competition	Virginia – 1994 District of Columbia - 1996	19.60	\$640.00	\$12,544.00
Sean E. O’Donnell	Litigation	New York – 1098	91.30	\$870.00	\$79,431.00
SENIOR COUNSEL & COUNSEL	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	HOURLY BILLING RATE	AMOUNT
Mark R. Curiel	Labor	California – 2002	0.90	\$625.00	\$562.50
Jo-Ellyn S. Klein	Health	Virginia – 1998 District of Columbia – 1999	0.80	\$595.00	\$476.00
Angeline L. Koo	Litigation	New York – 2005	45.00	\$665.00	\$29,925.00
David C. Lee	Intellectual Property	Virginia – 1999 District of Columbia – 2000	4.10	\$590.00	\$2,419.00
Lauren H. Leyden	Labor	New York – 2006	3.30	\$695.00	\$2,293.50
Austin S. Lilling	Tax	New Jersey – 2001 New York – 2001	0.20	\$650.00	\$130.00
Meng Ru	Corporate	New York – 2005	1.00	\$660.00	\$660.00
David C. Vondle	Intellectual Property	California – 2003 District of Columbia – 2008	67.30	\$600.00	\$40,380.00

ASSOCIATES	DEPARTMENT	STATE/COUNTRY OF BAR ADMISSION – YEAR	HOURS	HOURLY BILLING RATE	AMOUNT
Jennelle D. Arthur	Litigation	New York – 2011	35.40	\$460.00	\$16,284.00
Andrew Barnes	Litigation	New York – 2011	96.50	\$290.00	\$27,985.00
Andrew R. Casillas	Litigation	Texas – 2010	24.10	\$435.00	\$10,483.50
Joseph L. Decker	Litigation	Virginia – 2006 District of Columbia – 2008	6.10	\$310.00	\$1,891.00
Rishikesh R. Gadhia	Corporate	New York – 2009 District of Columbia – 2013	120.45	\$530.00	\$63,838.50
Laura T. Geyer	Intellectual Property	Maryland – 1998 District of Columbia – 1999	2.50	\$470.00	\$1,175.00
Ashleigh M. Hall	Corporate	Indiana – 2009 District of Columbia – 2012	0.40	\$475.00	\$190.00
Yochun K. Lee	Financial Restructuring	California – 2012	6.40	\$400.00	\$2,560.00
Garrett S. Llewellyn	Litigation	California – 2009	65.40	\$475.00	\$31,065.00
Kristine G. Manoukian	Financial Restructuring	New York – 2008 Utah – 2008 Delaware – 2010	699.45	\$675.00	\$472,128.75
Jessica L. Oliff	Litigation	New Jersey – 2009 New York – 2010	90.90	\$525.00	\$47,722.50
Eric C. Seitz	Financial Restructuring	Texas – 2009	215.50	\$500.00	\$107,750.00
Jason S. Sharp	Financial Restructuring	Texas – 2012	188.80	\$400.00	\$75,520.00
Charles E. Sims	Corporate	Not Yet Admitted	72.90	\$365.00	\$26,608.50
David A. Snyder	Tax	New York – 2010	1.30	\$440.00	\$572.00
Scott J. Street	Litigation	California – 2009	5.70	\$530.00	\$3,021.00
Roxanne Tizravesh	Litigation	New York – 2009	116.90	\$580.00	\$67,802.00
Dawn S. Walker	Litigation	Texas – 2010	27.00	\$435.00	\$11,745.00
Jeffrey A. Zuidema	Litigation	California – 2006	52.90	\$275.00	\$14,547.50

LEGAL ASSISTANTS	DEPARTMENT		HOURS	HOURLY BILLING RATE	AMOUNT
Khalib J. Bell	EDiscovery		21.20	\$225.00	\$4,770.00
Vincent E. Colavita	Litigation		34.60	\$235.00	\$8,131.00
Brenda R. Kemp	Financial Restructuring		3.40	\$225.00	\$765.00
Dagmara Krasa-Berstell	Financial Restructuring		235.40	\$245.00	\$57,673.00
Leslie W. Lanphear	Library		3.20	\$230.00	\$736.00
Jacqueline K. Lewis	Financial Restructuring		1.70	\$205.00	\$348.50
Shirley Lui	Litigation		1.80	\$220.00	\$396.00
James W. Ma	E-Discovery		0.30	\$255.00	\$76.50
Lola M. McComb	Library		2.50	\$190.00	\$475.00
Jonathan A. Samper	Financial Restructuring		48.90	\$225.00	\$11,002.50
Francis A. Singer	Litigation		1.40	\$260.00	\$364.00
Tracy Southwell	Financial Restructuring		33.90	\$245.00	\$8,305.50
Peter J. Sprofera	Financial Restructuring		28.30	\$285.00	\$8,065.50
Radu Stancut	EDiscovery		40.60	\$245.00	\$9,947.00
James O. Thompson	EDiscovery		2.30	\$225.00	\$517.50
Jessica R. Waters	Financial Restructuring		0.30	\$205.00	\$61.50
TOTAL FEES REQUESTED			2,947.45		\$1,635,165.00
ATTORNEY BLENDED RATE					\$612.44
BLENDED HOURLY RATE					\$554.77

Hours Billed and Total Fees by Task Code

Project Category	Total Hours	Total Fees
General Case Administration (Task Code 0002)	105.80	\$32,801.00
Akin Gump Fee Application/Monthly Billing Reports (Task Code 0003)	121.90	\$59,146.00
Analysis of Other Professional Fee Applications (Task Code 0004)	27.70	\$13,063.50
Review/Preparation of Schedules, Statements (Task Code 0005)	8.00	\$5,547.00
Retention of Professionals (Task Code (0006)	55.20	\$25,368.00
Court Hearings (Task Code 0008)	175.20	\$88,165.50
Financial Reports and Analysis (Task Code 0009)	7.90	\$4,126.00
DIP, Cash Collateral Usage and Exit Financing (Task Code 0010)	30.90	\$22,988.00
Executory Contracts/License Agreements (Task Code 0011)	144.80	\$85,086.00
General Claims Analysis/Claims Objections (Task Code 0012)	99.40	\$51,361.50
Insurance Issues (Task Code 0014)	1.80	\$1,475.00
Automatic Stay Issues (Task Code 0016)	2.30	\$1,010.00
General Adversary Proceedings (Task Code 0017)	605.00	\$278,898.00
Tax Issues (Task Code 0018)	5.00	\$3,353.50
Labor Issues/ Employee Benefits (Task Code 0019)	461.60	\$288,816.00
Real Estate Issues/Leases (Task Code 0020)	16.00	\$8,264.50
Exclusivity (Task Code 0021)	48.10	\$26,334.00
Plan, Disclosure Statement and Related Plan Documentation (Task Code 0022)	173.00	\$133,301.50
Sale Transaction/Stock Transaction/Business Liquidations (Task Code 0024)	823.50	\$481,891.50
Travel (billed at 50% of actual time) (Task Code 0025)	29.45	\$20,291.00
General Corporate Matters (Task Code 0027)	4.90	\$3,877.50
Total	2,947.45	\$1,635,165.00

Expenses

Computerized Research, Corporate Service Charges and PACER Charges	\$9,406.15
Conference Calls and Telephone Charges	\$63.88
Courier Service and Postage	\$528.21
Duplicating/Document Production	\$2,861.30
Meals/ Meeting Expenses	\$5,739.27
Transcript Charges	\$5,964.69
Travel Expenses – Airfare	\$6,177.85
Travel Expenses – Auto Rental	\$25.99
Travel Expenses – Ground Transportation	\$3,995.93
Travel Expenses – Lodging	\$6,073.61
Travel Expenses – Parking	\$431.00
Travel Expenses – Telephone & Fax	\$110.78
Travel Expenses - Train Fare	\$593.00
TOTAL	\$41,971.66

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Counsel to the Debtors and Debtors in Possession

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

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

SECOND INTERIM APPLICATION OF AKIN GUMP STRAUSS HAUER & FELD LLP, COUNSEL TO THE DEBTORS AND DEBTORS IN POSSESSION, FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR SERVICES RENDERED FROM MAY 1, 2013 THROUGH AUGUST 31, 2013

Akin Gump, counsel to the Debtors and debtors in possession, hereby files its second application (the “*Application*”), pursuant to sections 330 and 331 of title 11 of the United States Code (the “*Bankruptcy Code*”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “*Bankruptcy Rules*”), for interim allowance of compensation for services rendered to the Debtors for the period May 1, 2013 through August 31, 2013 (the “*Compensation Period*”) and

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

for reimbursement of expenses incurred in connection therewith, and respectfully represents as follows:

INTRODUCTION

1. By this Application, Akin Gump seeks (i) an interim allowance and award of compensation for professional services rendered by Akin Gump as counsel for the Debtors during the Compensation Period in the amount of \$1,635,165.00, representing 2,487.65 hours of professional services and 459.80 hours of paraprofessional services, and (ii) reimbursement of actual and necessary expenses incurred by Akin Gump during the Compensation Period in connection with the rendition of such professional and paraprofessional services in the amount of \$41,971.66.

2. During the Compensation Period, the Debtors, with Akin Gump's assistance, made significant progress in these Cases (as defined below). Specifically, among other things, the Debtors, with Akin Gump's assistance: (a) prepared and filed the Debtors' monthly operating reports; (b) responded to discovery requests of the statutory committee of unsecured creditors appointed in these Cases (the "**Committee**") and its retained professionals; (c) obtained approval of a management loyalty plan; (d) successfully conducted and closed sales (the "**Sales**") of a substantial portion of the Debtors' assets; (e) negotiated the terms of a consensual chapter 11 plan between the Debtors, Alden Global Value Recovery Master Fund, L.P. ("**Alden**" or the "**DIP Lender**"), the Committee and Atari, S.A.; and (f) began preparation of a chapter 11 plan and disclosure statement to the plan. To assist the Debtors in these efforts, during the Compensation Period, Akin Gump: (i) prepared and filed approximately thirty-nine (39) motions, applications, responses, supplements, stipulations, fee statements and monthly operating reports; (ii) participated in, and prepared for, four hearings; (iii) obtained fifteen (15)

orders on the Debtors' behalf, ensuring the efficient administration of these Cases and securing much needed relief for the Debtors; and (iv) performed all of the other professional services further described herein.

JURISDICTION

3. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

4. The statutory and other bases for the relief requested herein are (a): (i) Bankruptcy Code sections 330(a) and 331, (ii) Bankruptcy Rule 2016, (iii) Rule 2016-1 of the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the "**Local Bankruptcy Rules**"), and (iv) the guidelines established by the Office of the United States Trustee (the "**UST Guidelines**"), the Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on June 20, 1991 (the "**Fee and Disbursement Guidelines**"), and the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, adopted by the Court on November 25, 2009 (together with the UST Guidelines and the Fee and Disbursement Guidelines, the "**Guidelines**"); (b) the terms of the *Order Authorizing the Employment and Retention of Akin Gump Strauss Hauer & Feld LLP as Counsel to the Debtors and Debtors in Possession Nunc Pro Tunc to February 6, 2013* dated March 6, 2013 [Docket. No. 115] (the "**Retention Order**") and (c) the Compensation Order.

BACKGROUND

5. On January 21, 2013 (the "**Petition Date**"), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code (collectively, the "**Cases**"). The

Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108. No request for the appointment of a trustee or an examiner has been made in these Cases.

6. By an order entered on January 24, 2013, the Cases have been consolidated for procedural purposes only and are being jointly administered [Docket No. 27]. On February 6, 2013, the United States Trustee for the Southern District of New York (the “*U.S. Trustee*”) appointed the Committee in these Cases [Docket No. 64].

7. On March 7, 2013, the Court entered a final order (the “*Final DIP Order*”) [Docket No. 125] approving the postpetition senior secured superpriority financing provided by Alden.

8. Subsequent to the Petition Date, the Debtors selected Akin Gump as their counsel, and on March 6, 2013, the Court entered the Retention Order approving Akin Gump’s retention. This is Akin Gump’s second interim fee application. On June 20, 2013, Akin Gump filed First Interim Fee Application. In it, Akin Gump requested fees in the amount of \$1,030,339.00 and expenses of \$7,679.63. On August 22, 2013, the Court entered the First Interim Fee Order awarding Akin Gump fees in the amount of \$1,030,339.00. Pursuant to the Compensation Order, Akin Gump was reimbursed for 100% of its expenses incurred during the First Interim Period.

**SUMMARY OF PROFESSIONAL COMPENSATION
AND REIMBURSEMENT OF EXPENSES REQUESTED**

9. The Application has been prepared in accordance with the Guidelines and the Compensation Order. The Debtors have approved the amounts requested by Akin Gump for services performed and expenses incurred in each of the monthly fee statements filed with the Court during the Compensation Period.

10. In accordance with the Compensation Order, Akin Gump filed and served on the appropriate notice parties its: (i) monthly fee statement, dated June 21, 2013, for compensation and for reimbursement of expenses for services rendered during the period May 1, 2013 through May 31, 2013 in the amounts of \$452,779.50 for fees and \$3,075.68 for expenses (the “**Fourth Monthly Fee Statement**”); (ii) monthly fee statement, dated July 19, 2013, for compensation and for reimbursement of expenses for services rendered during the period June 1, 2013 through June 30, 2013 in the amounts of \$552,417.75 for fees and \$13,321.36 for expenses (the “**Fifth Monthly Fee Statement**”); (iii) monthly fee statement, dated August 22, 2013, for compensation and for reimbursement of expenses for services rendered during the period July 1, 2013 through July 31, 2013 in the amounts of \$413,216.50 for fees and \$12,568.90 for expenses (the “**Sixth Monthly Fee Statement**”); and (iv) monthly fee statement, dated September 24, 2013, for compensation and for reimbursement of expenses for services rendered during the period August 1, 2013 through August 31, 2013 in the amounts of \$216,751.25 for fees and \$13,005.72 for expenses (the “**Seventh Monthly Fee Statement**” and together with the Fourth Monthly Fee Statement, the Fifth Monthly Fee Statement and the Sixth Monthly Fee Statement, the “**Monthly Fee Statements**”).

11. Subject to the requirements of the Retention Order and the Compensation Order, Akin Gump may receive 80% of its total monthly fees and 100% of its expenses requested in its monthly fee statements, and may request the balance of its fees in connection with its interim fee applications. In accordance with the Retention Order and the Compensation Order, Akin Gump has received payments totaling \$1,350,103.66 for amounts relating to the Monthly Fee Statements, which amounts consist of \$1,308,132 representing 80% of the fees invoiced in the

Monthly Fee Statements and \$41,971.66 representing 100% of the expenses invoiced in the same statements.

12. Except with respect to payments made pursuant to the Retention Order, Akin Gump has received no payment and no promises for payment from any source for services rendered in connection with the Cases. There is no agreement or understanding between Akin Gump and any other person (other than members of Akin Gump) for the sharing of compensation for the services rendered in these Cases.

13. The fees charged by Akin Gump in these Cases are billed in accordance with its existing billing rates and procedures in effect during the Compensation Period. The rates Akin Gump charges for the services rendered by its professionals and paraprofessionals in these Cases are comparable to rates Akin Gump charges for professional and paraprofessional services rendered in non-bankruptcy related matters. Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable non-bankruptcy cases in a competitive national legal market.

14. Akin Gump maintains computerized records of the time spent by all Akin Gump attorneys and paraprofessionals in connection with its representation of the Debtors. Subject to redaction where necessary to preserve the attorney-client privilege, Akin Gump has provided a compilation of itemized time records for professionals and paraprofessionals performing services for the Debtors during the Compensation Period to the appropriate notice parties, including the Debtors, the U.S. Trustee, the Committee and the DIP Lender, and such compilation is annexed hereto as **Exhibit B**. All entries itemized in Akin Gump's time records comply with the requirements set forth in the Guidelines, including the use of separate matter numbers for different project types, as described herein.

15. Akin Gump also maintains records of all actual and necessary out-of-pocket expenses incurred in connection with the rendition of its professional services. A schedule of the categories of expenses and amounts for which reimbursement is requested is annexed hereto as **Exhibit C**. All entries itemized in Akin Gump's expense records comply with the requirements set forth in the Guidelines.

16. As stated in the Declaration of Ira S. Dizengoff, annexed hereto as **Exhibit A**, all of the services for which interim compensation is sought herein were rendered for or on behalf of the Debtors solely in connection with these Cases.

**SUMMARY OF SERVICES PERFORMED
BY AKIN GUMP DURING THE COMPENSATION PERIOD**

17. As described above, during the Compensation Period, Akin Gump rendered an extraordinary level of professional services to assist the Debtors with, among other things, (i) efficiently conducting and closing Sales of certain of the Debtors' assets, (ii) negotiating the terms of a consensual plan of reorganization around the remaining assets, and preparing a chapter 11 plan and disclosure statement in connection therewith, (iii) responding to discovery requests from the Committee with respect to the Committee's investigation of certain prepetition transactions, (iv) successfully negotiating with, and securing payment of significant outstanding royalties, from a sublicensee, (v) employment and workforce reduction issues and (vi) obtaining approval of the Management Loyalty Plan (as defined below). Certain issues and responsibilities of heightened importance to the Cases required significant attention from Akin Gump. Descriptions of some of the more significant tasks performed by Akin Gump with regard to these issues are set forth in the introduction and below. The description of services below is not intended to be a detailed description of the work performed; rather, detailed time entries of Akin Gump professionals and paraprofessionals, by task code, are contained in the Monthly Fee

Statements, which are annexed to the Application as **Exhibit B**. Additionally, a summary chart of the total number of hours and the corresponding total amount of fees relating to each task code is annexed as a cover sheet to **Exhibit B** of this Application.

a. General Case Administration

18. During the Compensation Period, Akin Gump expended significant time and effort in connection with the daily administration of the Cases. Specifically, Akin Gump performed, among others, the following case administration activities:

- Monitored the bankruptcy case docket and other related materials to ensure timely responses to all developments in (or relevant to) the Cases;
- Communicated with the Court, the U.S. Trustee, the Committee's professionals and other parties in interest seeking information about the Cases; and
- Communicated electronically, conducted conference calls and meetings with the Debtors' board of directors, management, the DIP Lender and its advisors, the Committee and its advisors, and other parties in interest to: (i) coordinate all activities in these Cases; (ii) provide updates regarding the progress of the Cases and matters pending before the Court; and (iii) plan for future activities in the Cases.

b. Monthly Fee Statements of Akin Gump and Other Case Professionals

19. During the Compensation Period, Akin Gump reviewed, analyzed and edited its time entries to protect against the disclosure of privileged information. As directed by the Retention Order and Compensation Order, Akin Gump also prepared and filed monthly fee statements as well as the First Interim Fee Application that were provided to each of the required notice parties.

20. Additionally, during the Compensation Period, Akin Gump: (i) reviewed the monthly fee statements of other professionals retained in these Cases to identify any issues regarding such fees and to ensure compliance with the Local Rules and Guidelines; (ii) responded to inquiries regarding monthly fee statements from the Debtors' other professionals

and assisted with filings of same; and (iii) tracked the amount of fees and expenses cumulatively requested by each professional in each of their monthly fee statements and coordinated payment of such professional's fees and expenses in accordance with the Compensation Order.

c. Retention of Professionals

21. During the Compensation Period, the Debtors, with Akin Gump's assistance, negotiated terms for the retention of Frank, Rimerman + Co. ("**Frank Rimerman**") as accountant to the Debtors. Akin Gump prepared and filed the application for the Debtors' retention of Frank Rimerman, which the Court approved on July 25, 2013 [Docket No. 322].

22. Akin Gump also prepared and filed an application for the Debtors' retention of Marks Paneth and Shron LLP ("**Marks Paneth**") to assist with an audit of the Debtors' 401k plan. Subsequent to the filing of the application to retain Marks Paneth, the U.S. Trustee requested that the proposed retention order be amended to clarify Marks Paneth's timekeeping requirements. During the Compensation Period, Akin Gump worked with Marks Paneth and the U.S. Trustee to resolve the U.S. Trustee's concerns through modifications to the proposed retention order. The Court approved Marks Paneth's retention on August 6, 2013 [Docket No. 336].

d. Court Hearings

23. During the Compensation Period, Akin Gump prepared for and attended four court hearings on behalf of the Debtors on a variety of matters, including: (i) the Debtors' motion for extension of the exclusive periods for filing and soliciting acceptance of a chapter 11 plan; (ii) the Debtors' Management Loyalty Plan; (iii) approval of the Debtors' bid and auction procedures for the Sales; and (iv) approval of the Sales. In connection therewith, Akin Gump prepared arguments, materials, agendas, proposed orders and other required pleadings, and regularly corresponded with chambers to ensure that critical relief could be obtained for the

benefit of the Debtors' estates in a timely and efficient manner. Moreover, with respect to contested matters, Akin Gump worked diligently to resolve the outstanding objections in advance of, or at, the particular hearing.

e. DIP Financing

24. During the Compensation Period, Akin Gump ensured that the Debtors remained in compliance with the terms of the debtor-in-possession (the "**DIP**") credit agreement and the Final DIP Order. In particular, during the Compensation Period, Akin Gump engaged in numerous discussions and negotiations with the DIP Lender and its advisors regarding the DIP budget and amendments thereto, and worked closely with the Debtors' management to ensure that the Debtors fulfilled all of their financial reporting obligations under the Final DIP Order.

f. Executory Contracts/License Agreements

25. During the Compensation Period, Akin Gump reviewed and analyzed various executory contracts, including license and sublicense agreements, to determine, among other things, restrictions on the assumption and assignment or the rejection of such agreements. In connection therewith, Akin Gump researched and analyzed the applicable law on these issues and prepared memoranda with respect to the same, and regularly responded to inquiries from the Debtors' management regarding the parties' respective rights and obligations under the relevant agreements. Additionally, during the Compensation Period, Akin Gump engaged in extensive negotiations and correspondence with one of the Debtors' sublicensees, including drafting and serving demand letters thereon with respect to significant outstanding royalties owed to the Debtors by such sublicensee. Accordingly, the Debtors, with the assistance of Akin Gump, were able to successfully resolve the contractual issues between the Debtors and the sublicensee and secure the payment of the outstanding royalties from the sublicensee.

26. Akin Gump also expended significant time and effort in advising the Debtors regarding the assumption and assignment of certain of the Debtors' executory contracts, including the preparation of the contract schedules and determination of applicable cure amounts in connection with the Sales. Specifically, Akin Gump, on behalf of the Debtors, prepared and filed a notice of attempt to assume and assign certain executory contracts that were subject to assignment as part of the Sales. As a result of these efforts, the Debtors were able to identify and resolve issues related to the assignment of such contracts in advance of the relevant auctions in order to facilitate the smooth transition of the contracts to applicable buyers.

g. General Claims Analysis/Claims Objections

27. During the Compensation Period, Akin Gump expended significant time and effort in advising the Debtors on numerous issues relating to the administration of claims asserted against the Debtors. Among other things, Akin Gump undertook the following claims administration activities during the Compensation Period:

- Advised the Debtors on the applicable bankruptcy rules governing claim objections and assisted the Debtors in identifying the appropriate categories of claims to be included in such objections;
- Prepared and filed an omnibus objection to certain proofs of claim on behalf of the Debtors (the "*First Omnibus Objection*") [Docket No. 363], which was granted by the Court after the Compensation Period [Docket No. 394];
- Negotiated resolutions of certain claims, including certain substantial claims that were subject to the First Omnibus Objection;
- Regularly advised the Debtors on various claims issues and procedures for resolving the same in the most efficient and cost effective manner for the estates;
- Reviewed the Debtors' business records in connection with various intercompany transactions and produced relevant documentation in support of the intercompany claims identified in the Debtors' schedules and statements of financial affairs to the Committee; and

- Reviewed and analyzed the filed claims in the Cases and corresponded with the Debtors' key stakeholders regarding the Debtors' liabilities with respect to the same.

h. Litigation Issues/General Adversary Proceedings

28. During the Compensation Period, Akin Gump, on behalf of the Debtors, responded to numerous discovery and information requests from the Committee regarding certain prepetition transactions, the Debtors' prepetition intercompany and non-Debtor affiliate obligations, and other related issues. Specifically, during the Compensation Period, Akin Gump expended significant time and effort identifying, reviewing and analyzing hundreds of documents in connection with the Committee's Federal Rule of Bankruptcy Procedures 2004 request, and worked closely with the Debtors' management to produce the relevant responsive, non-privileged documents by the applicable deadline. Additionally, Akin Gump responded to various informal requests from, and produced documentation to, the DIP Lender related to the Debtors' prepetition secured and unsecured obligations, the liens asserted against the Debtors' assets and the Debtors' intercompany obligations.

i. Labor Issues/Employment Benefits

29. Akin Gump expended significant time and effort during the Compensation Period addressing various labor issues faced by the Debtors with respect to employee compensation and benefit claims and workforce reductions. Prior to the Compensation Period, Akin Gump, on behalf of the Debtors, filed a motion (the "***Incentive Motion***"), which sought approval of (i) a sale incentive plan (the "***Sale Incentive Plan***") pursuant to which the Debtors proposed to make results-driven incentive payments to executive and senior management level employees and (ii) a loyalty plan (the "***Loyalty Plan***") pursuant to which the Debtors proposed to make payments to rank-and-file employees critical to the Sales process. The Debtors ultimately sought approval of

the Loyalty Plan, which was approved prior to the Compensation Period, separately from the Sale Incentive Plan.

30. During the Compensation Period, Akin Gump, on behalf of the Debtors, sought approval of the Sale Incentive Plan. The Committee and the U.S. Trustee filed objections (the “*Objections*”) to the Sale Incentive Plan. In response, Akin Gump, on behalf of the Debtors, drafted and filed an omnibus reply to the Objections. Additionally, Akin Gump represented certain of the Debtors’ executives and the Debtors’ investment banker at depositions conducted by the Committee in connection with the Sale Incentive Plan and the Objections. Akin Gump also took the deposition of the Committee’s financial advisor regarding the financial advisor’s analysis of the Sale Incentive Plan. Following the initial hearing on the Sale Incentive Plan, Akin Gump, on behalf of the Debtors, engaged in extensive negotiations with the U.S. Trustee and the Committee in an effort to resolve the parties’ dispute. Based on these negotiations, the Debtors, with Akin Gump’s assistance, made certain modifications to the Sale Incentive Plan that resulted in a management loyalty plan (the “*Management Loyalty Plan*”) for the original participants, which resolved the Objections. The Court approved the Management Loyalty Plan on June 19, 2013 [Docket No. 263].

31. In addition, during the Compensation Period, Akin Gump advised the Debtors regarding numerous workforce reduction issues, including the departures of the Debtors’ chief executive officer, chief financial officer and the majority of the Debtors’ personnel. Specifically, Akin Gump advised the Debtors on the applicable labor laws and regulations in connection with such departures and terminations, and assisted the Debtors with preparation of the relevant agreements to effectuate the same.

j. Sale Transactions/Stock Transactions/Business Liquidations

32. During the Compensation Period, the Debtors, with the assistance of Akin Gump and Perella Weinberg Partners (“*PWP*”), the Debtors’ investment banker, conducted a comprehensive Sales process for the sale of the Debtors’ assets in an effort to maximize value for their stakeholders. In connection with this process, Akin Gump expended significant time and effort during the Compensation Period preparing and filing a motion and related pleadings seeking approval of bid and auction procedures, and the Sales. After obtaining approval of the bid procedures on behalf of the Debtors, Akin Gump worked closely with *PWP* to evaluate bids and advise the Debtors with the selection of qualified bidders for the auction of various assets. In addition, Akin Gump expended significant time and effort during the Compensation Period addressing numerous requests from the privacy ombudsman appointed in the Cases to ensure that any proposed transfer of personal identifying data of the Debtors’ customers to potential buyers was properly protected under the applicable data privacy policies.

33. Furthermore, Akin Gump during the Compensation Period assisted the Debtors with the preparation for, and conducting of, the auctions. At the conclusion of each auction, Akin Gump also advised the Debtors and worked closely with the Debtors’ key stakeholders to select successful bidders for each of the asset categories. Following the selection of the successful bidders, Akin Gump, on behalf of the Debtors, engaged in extensive discussions with each of the bidders to finalize the Sales which, among other things, included negotiating the terms of the applicable asset purchase agreements and working with the Debtors to finalize the schedules thereto. As a result of Akin Gump’s efforts, the Court approved the Sales on July 24, 2013, and all but one of the Sales closed during the Compensation Period.

k. Exclusivity

34. During the Compensation Period, Akin Gump, on behalf of the Debtors, prepared and filed two motions to extend the Debtors' exclusive periods during which only the Debtors' may file a chapter 11 plan and solicit acceptances of the same (each an "*Exclusive Period*" and together, the "*Exclusive Periods*"). The Debtors' first motion requested a ninety-day extension of the Exclusive Periods to file a chapter 11 plan and solicit acceptances thereof to and including August 19, 2013 and October 18, 2013, respectively, which extension the Court granted on June 7, 2013 [Docket No. 248]. Prior to the expiration of the Debtors' Exclusive Period to file a chapter 11 plan, Akin Gump prepared the Debtors' second extension motion, which sought an additional sixty-day extension of the respective Exclusive Periods to allow the Debtors the opportunity to conclude the Sales and determine the most value-maximizing path to consummate the Cases. The Committee objected to this second request for extension. In an effort to resolve the Committee's objection and preserve the Exclusive Periods, Akin Gump, on behalf of the Debtors, engaged in extensive discussions with the Committee as well as Atari, S. A. and Alden that ultimately resulted in an agreed form of order extending the Exclusive Periods for the Debtors' to file a plan and solicit acceptances thereof to September 20, 2013 and November 19, 2013, respectively. The Court entered an order approving the agreed extension on August 21, 2013 [Docket No. 351].

l. Plan, Disclosure Statement and Related Plan Documentation

35. During the Compensation Period, following the completion of the Sales process, Akin Gump, on behalf of the Debtors, engaged in extensive discussions with Atari, S.A., Alden and the Committee regarding the most efficient and value-maximizing path to conclude these Cases. After several weeks of intense negotiations, the parties reached an agreement regarding the terms of a chapter 11 plan, pursuant to which Atari, S.A. agreed to sponsor the Debtors' plan

in exchange for receiving the Debtors' remaining assets upon reorganization. During the Compensation Period, Akin Gump worked closely with Atari, S.A.'s counsel to prepare a restructuring term sheet (the "*Term Sheet*") that memorialized the terms of the parties' agreement. To secure Atari, S.A.'s commitments under the Term Sheet, Akin Gump, on behalf of the Debtors, also negotiated a sponsor commitment letter (the "*Commitment Letter*") with Atari, S.A. pursuant to which Atari, S.A. agreed to make certain cash and non-cash contributions that would be used to fund the distributions under the Plan. The Commitment Letter was executive after the Compensation Period.

36. In addition, during the Compensation Period, Akin Gump worked closely with the Debtors' financial advisors and Atari, S.A. to negotiate and finalize the sponsor analysis that outlines the sources and uses of funding for the plan and serves as the basis for Atari, S.A.'s cash contributions. Finally, during the Compensation Period, Akin Gump expended significant time and effort reviewing and revising the preliminary drafts of the proposed plan and the disclosure statement. The plan and the disclosure statement were finalized and filed with the Court after the Compensation Period but prior to the expiration of the Debtors' Exclusive Period to file a plan.

37. The foregoing professional services performed by Akin Gump were (a) necessary and appropriate to the administration of the Cases and (b) in the best interests of the Debtors and their estates. Compensation for the foregoing services as requested is commensurate with the complexity, importance and nature of the problems, issues or tasks.

FACTORS TO BE CONSIDERED IN AWARDING ATTORNEYS' FEES

38. The factors to be considered in awarding attorneys fees have been enumerated in *Red Carpet Corp. of Panama City Beach v. Miller*, 708 F.2d 1576, 1578 (11th Cir. 1983) (citing *Robinson v. Am. Benefit Life Ins. Co. (In re First Colonial Corp. of Am.)*, 544 F.2d 1291,

1298-99 (5th Cir. 1977)), and have been adopted by most courts. Akin Gump respectfully submits that a consideration of these factors should result in this Court's allowance of the full compensation sought in this Application.

- (A) **The Time and Labor Required.** The professional services rendered by Akin Gump on behalf of the Debtors have required the continuous expenditure of substantial time and effort, under significant time pressures. The services rendered required a high degree of professional competence and expertise in order to be administered with skill and dispatch.
- (B) **The Novelty and Difficulty of Questions.** In the Cases, as in all others in which the firm is involved, Akin Gump's effective advocacy and creative approach have helped clarify and resolve a number of complex and novel issues.
- (C) **The Skill Requisite to Perform the Legal Services Properly.** Akin Gump believes that its recognized expertise in the area of corporate reorganization, its ability to draw from highly experienced professionals in other areas of Akin Gump's practice and its creative approach to the resolution of issues has contributed to the successful administration of the Cases and benefited the Debtors' various constituents.
- (D) **The Preclusion of Other Employment by Akin Gump Due to Acceptance of the Case.** Due to the size of Akin Gump's financial restructuring department, Akin Gump's representation of the Debtors has not precluded its acceptance of new clients.
- (E) **The Customary Fee.** The fees sought herein are based upon Akin Gump's normal hourly rates for services of this kind. Akin Gump respectfully submits that the fees sought herein are not unusual given the magnitude and complexity of the Cases and the time expended in attending to the representation of the Debtors, and is commensurate with fees Akin Gump has been awarded in other cases, as well as with fees charged by other attorneys of comparable experience.
- (F) **Whether the Fee is Fixed or Contingent.** Pursuant to Bankruptcy Code sections 330 and 331, all fees sought by professionals employed under Bankruptcy Code section 327 are contingent pending final approval by this Court, and are subject to adjustment dependent upon the services rendered and the results obtained. Thus far, the collective efforts of the various parties in interest and their respective professionals, including Akin Gump, have resulted in the consensual resolution of many significant issues in the Cases in a relatively short period of time given the complexity of the Cases.
- (G) **Time Limitations Imposed by Client or Other Circumstances.** As already indicated, Akin Gump has been required to attend to certain issues arising in the Cases in compressed and urgent time periods.

- (H) **The Amount Involved and Results Obtained.** Through the efforts of Akin Gump, the Debtors have made significant progress in the Cases. Akin Gump's constructive assistance has greatly benefited the interests of the Debtors' creditors and contributed to the efficient administration of the Cases.
- (I) **The Experience, Reputation and Ability of the Attorneys.** Akin Gump has a large and sophisticated financial restructuring practice and is playing or has played a major role in numerous cases of national import including, among others, the reorganization proceedings of *In re Allegiance Telecom, Inc.*, *In re Am. Commercial Lines LLC*, *In re ATA Holdings Corp.*, *In re Bally Total Fitness of Greater N.Y., Inc.*, *In re Calpine Corp.*, *In re Chemtura Corp.*, *In re Delta Air Lines, Inc.*, *In re Exide Techs., Inc.*, *In re Gen. Growth Props., Inc.*, *In re Kaiser Aluminum Corp.*, *In re Loral Space & Commc'ns Ltd.*, *In re Nortel Networks Inc.*, *In re Pegasus Satellite Television, Inc.*, *In re Propex Inc.*, *In re Quebecor World (USA) Inc.*, *In re Solutia Inc.*, *In re TOUSA, Inc.*, *In re Tower Automotive, Inc.*, *In re Wash. Mut. Inc.*, *In re WCI Communities, Inc.*, and *In re WorldCom, Inc.* Akin Gump's experience enables it to perform the services described herein competently and expeditiously. In addition to its expertise in the area of corporate reorganization, Akin Gump has called upon the expertise of its partners, counsel and associates in other practice areas to perform the wide ranging scope of the legal work necessitated by these Cases, including corporate, tax and litigation.
- (J) **The "Undesirability" of the Case.** The Cases are not undesirable.
- (K) **Nature and Length of Professional Relationship.** Akin Gump was selected as counsel to the Debtors after the Cases were commenced. The Court entered an order on March 6, 2013 authorizing the Debtors to employ Akin Gump, *nunc pro tunc* to February 6, 2013. Akin Gump has been rendering services to the Debtors since that time and continuing through and subsequent to the Compensation Period, as necessary and appropriate.

ALLOWANCE OF COMPENSATION

39. The professional services rendered by Akin Gump during the Compensation Period required a high degree of professional competence and expertise so that the numerous issues requiring evaluation and determination by the Debtors could be addressed with skill and dispatch and have, therefore, required the expenditure of substantial time and effort by Akin Gump attorneys. It is respectfully submitted that Akin Gump performed the services set forth herein efficiently, effectively and economically, and the results obtained to date have benefited the Debtors' estates, and concomitantly, the Debtors' creditors.

40. The allowance of interim compensation for services rendered and reimbursement of expenses in bankruptcy cases is expressly provided for in Bankruptcy Code section 331:

Any professional person . . . may apply to the court not more than once every 120 days after an order for relief in a case under this title, or more often if the court permits, for such compensation for services rendered . . . as is provided under section 330 of this title.

11 U.S.C. § 331.

41. With respect to the level of compensation, Bankruptcy Code section 330(a)(1) 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 at 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; and
- (E) 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).

42. The clear Congressional intent and policy expressed in the foregoing statute is to provide for adequate compensation in order to continue to attract qualified and competent bankruptcy practitioners to bankruptcy cases.

43. The time spent by Akin Gump attorneys and paraprofessionals during the Compensation Period totaled 2,947.45 hours. The work involved, and thus the time expended, was carefully assigned in light of the experience and expertise required for a particular task.

44. As shown by this Application and supporting documents, Akin Gump spent its time economically and without unnecessary duplication of time. Attached hereto as **Exhibit D** is a schedule of the hours expended by Akin Gump's professionals and paraprofessionals during the Compensation Period, their normal hourly rates and the value of their services.

45. Akin Gump incurred actual out-of-pocket expenses in connection with the rendition of the professional services to the Debtors during the Compensation Period in the amount of \$41,971.66, for which Akin Gump respectfully requests reimbursement in full. The disbursements and expenses have been incurred in accordance with Akin Gump's normal practice of charging clients for expenses clearly related to and required by the engagement. Akin Gump has endeavored to minimize these expenses to the fullest extent possible. A schedule of the categories of expenses and amounts for which reimbursement is requested is attached hereto as **Exhibit C**.

46. Akin Gump's billing rates do not include charges for photocopying, telephone and facsimile charges, computerized research, travel expenses, "working meals," secretarial overtime, postage and certain other office services, because the needs of each client for such services differ. Akin Gump believes that it is equitable to charge each client only for the services actually used in performing services for such client. Akin Gump charges \$.10 per page for internal duplicating and \$.25 per page for outgoing facsimile transmissions. Akin Gump does not charge for long distance telephone calls, incoming facsimile transmissions or computer printing.

47. No agreement or understanding exists between Akin Gump and any other person (other than members of Akin Gump) for the sharing of any compensation to be received for professional services rendered or to be rendered in connection with these Cases.

48. No prior application has been made in this Court or in any other court for the relief requested herein for the Compensation Period.

RESERVATION

49. To the extent that time or disbursement charges for services rendered or disbursements incurred relate to the Compensation Period but were not processed prior to the preparation of the Application, or Akin Gump has for any other reason not sought compensation or reimbursement of expenses herein with respect to any services rendered or expenses incurred during the Compensation Period, Akin Gump reserves the right to request additional compensation for such services and reimbursement of such expenses in a future application.

NOTICE

50. Akin Gump has (a) provided notice of this Application, and the hearing thereon, to: (i) the Debtors, Atari, Inc., 475 Park Avenue South, 12th Floor, New York, New York 10016 (Attn.: Kristen Keller, Executive Vice President and General Counsel); (ii) counsel to the DIP Lender, Bracewell & Giuliani LLP, 1251 Avenue of the Americas, 49th Floor, New York, New York 10020 (Attn.: Robert G. Burns, Esq. and Andrew J. Schouder, Esq.); (iii) counsel to the Committee, Cooley LLP, 1114 Avenue of the Americas, New York, New York 10036 (Attn.: Cathy Hershcopf, Esq. and Jeffrey Cohen, Esq.); and (iv) the U.S. Trustee, 201 Varick Street, Suite 1006, New York, New York 10014 (Attn.: Richard C. Morrissey, Esq.), and (b) made the Application available to any party in interest upon request.

WHEREFORE, Akin Gump respectfully requests that this Court enter an order:

- (a) Allowing the amount of \$1,635,165.00 for compensation for professional services rendered to the Debtors during the Compensation Period;
- (b) Allowing the amount of \$41,971.66 for reimbursement of actual and necessary expenses incurred by Akin Gump on behalf of the Debtors during the Compensation Period, which amounts represents 100% of the expenses requested in the Application;
- (c) Authorizing and directing the Debtors to pay such fees and expenses less any amounts previously paid by the Debtors to Akin Gump on account of such fees and expenses; and
- (d) Granting such other and further relief as this Court may deem just, proper and equitable.

New York, New York
Dated: November 18, 2013

AKIN GUMP STRAUSS HAUER & FELD LLP

By: /s/ Ira S. Dizengoff
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Counsel to the Debtors and Debtors in Possession

EXHIBIT A

DECLARATION OF IRA S. DIZENGOFF

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Facsimile: (202) 887-4288
Scott L. Alberino (*Admitted Pro Hac Vice*)

Counsel to the Debtors and Debtors in Possession

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

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

**DECLARATION OF IRA S. DIZENGOFF IN
SUPPORT OF THE SECOND INTERIM APPLICATION OF
AKIN GUMP STRAUSS HAUER & FELD LLP, COUNSEL TO
THE DEBTORS AND DEBTORS IN POSSESSION, FOR ALLOWANCE
OF COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR
SERVICES RENDERED FROM MAY 1, 2013 THROUGH AUGUST 31, 2013**

I, Ira S. Dizengoff, hereby declare:

1. I am a member of the firm of Akin Gump Strauss Hauer & Feld LLP (“*Akin Gump*”), which firm maintains offices for the practice of law at One Bryant Park, New York, New York 10036. Akin Gump has acted as counsel to, and rendered professional services on behalf of, the Debtors since February 6, 2013.

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

2. This Declaration is submitted pursuant to Bankruptcy Rule 2016(a) in support of the *Second Interim Application of Akin Gump Strauss Hauer & Feld LLP, Counsel to the Debtors and Debtors in Possession, for Allowance of Compensation and Reimbursement of Expenses for Services Rendered From Period May 1, 2013 through August 31, 2013* (the “**Application**”).²

3. I am authorized to submit this Declaration on behalf of Akin Gump and, if called upon to testify, I could and would testify competently to the facts set forth herein.

4. In accordance with General Order M-389 section A.1, I hereby certify that (i) I have read the Application, (ii) to the best of my knowledge, information and belief formed after reasonable inquiry, the fees and expenses sought in the Application comply within General Order M-389 and the United States Trustee Guidelines, (iii) the fees and expenses sought in the Application are billed at rates and in accordance with practices customarily employed by Akin Gump and generally accepted by Akin Gump’s clients and (iv) in providing a reimbursable service, Akin Gump does not make a profit on that service, whether the service is performed by Akin Gump in-house or through a third party.

5. As required by General Order M-389 section A.2, I certify that Akin Gump’s monthly statements have been sent to counsel to the Committee, the Debtors and the U.S. Trustee, among others.

6. As required by General Order M-389 section A.3, I certify that the counsel to the Committee, the Debtors and the U.S. Trustee, among others, will each be timely provided with a copy of the Application.

7. No payments made by the Debtors to Akin Gump have been shared by Akin Gump with any other party, nor are these or any other payments subject to a sharing agreement between Akin Gump and any third party.

² Capitalized terms not defined herein shall have the meaning ascribed to them in the Application.

8. All services for which compensation is requested by Akin Gump were professional and paraprofessional services performed for and on behalf of the Debtors and not on behalf of any other person or entity.

9. Neither I nor any member or associate of Akin Gump has entered into any agreement, express or implied, with any other party in interest for the purpose of fixing the amount of any of the fees or other compensation to be allowed out of or paid from the Debtors' estates.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on November 18, 2013

/s/ Ira S. Dizengoff

Ira S. Dizengoff

EXHIBIT B

**ATARI, INC., ET AL.
COMPENSATION BY PROJECT CATEGORY
MAY 1, 2013 THROUGH AUGUST 31, 2013**

Project Category	Total Hours	Total Fees
General Case Administration (Task Code 0002)	105.80	\$32,801.00
Akin Gump Fee Application/Monthly Billing Reports (Task Code 0003)	121.90	\$59,146.00
Analysis of Other Professional Fee Applications (Task Code 0004)	27.70	\$13,063.50
Review/Preparation of Schedules, Statements (Task Code 0005)	8.00	\$5,547.00
Retention of Professionals (Task Code (0006)	55.20	\$25,368.00
Court Hearings (Task Code 0008)	175.20	\$88,165.50
Financial Reports and Analysis (Task Code 0009)	7.90	\$4,126.00
DIP, Cash Collateral Usage and Exit Financing (Task Code 0010)	30.90	\$22,988.00
Executory Contracts/License Agreements (Task Code 0011)	144.80	\$85,086.00
General Claims Analysis/Claims Objections (Task Code 0012)	99.40	\$51,361.50
Insurance Issues (Task Code 0014)	1.80	\$1,475.00
Automatic Stay Issues (Task Code 0016)	2.30	\$1,010.00
General Adversary Proceedings (Task Code 0017)	605.00	\$278,898.00
Tax Issues (Task Code 0018)	5.00	\$3,353.50
Labor Issues/ Employee Benefits (Task Code 0019)	461.60	\$288,816.00
Real Estate Issues/Leases (Task Code 0020)	16.00	\$8,264.50
Exclusivity (Task Code 0021)	48.10	\$26,334.00
Plan, Disclosure Statement and Related Plan Documentation (Task Code 0022)	173.00	\$133,301.50

Project Category	Total Hours	Total Fees
Sale Transaction/Stock Transaction/Business Liquidations (Task Code 0024)	823.50	\$481,891.50
Travel (billed at 50% of actual time) (Task Code 0025)	29.45	\$20,291.00
General Corporate Matters (Task Code 0027)	4.90	\$3,877.50
Total	2,947.45	\$1,635,165.00

Notices of Objection to Fee Statement Due: July 8, 2013

AKIN GUMP STRAUSS HAUER & FELD LLP

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Scott L. Alberino (*Admitted Pro Hac Vice*)

Counsel to the Debtors and Debtors in Possession

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

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

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

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

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

Amount of compensation sought as actual, reasonable and necessary:	\$452,779.50
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$3,075.68

This statement is the fourth monthly fee statement (the “*Fee Statement*”) of Akin Gump, attorneys to the above-captioned debtors and debtors in possession (collectively, the “*Debtors*”), filed pursuant to the *Order Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* [Docket No. 81] (the “*Interim Compensation Order*”). Akin Gump requests payment in accordance with the provisions of the Interim Compensation Order in the amount of (i) \$362,223.60 (80% of \$452,779.50) on account of actual, reasonable and necessary professional services rendered to the Debtors by Akin Gump during the Fee Period and (ii) \$3,075.68 on account of reimbursement of actual, reasonable and necessary costs and expenses incurred by Akin Gump during the Fee Period.

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

Notice

Akin Gump has provided notice of this Fee Statement to: (i) the Debtors, Atari, Inc., 475 Park Avenue South, 12th Floor, New York, New York 10016 (Attn.: Robert A. Mattes, CFO); (ii) counsel to the DIP Lender, Bracewell & Giuliani LLP, 1251 Avenue of the Americas, 49th Floor, New York, New York 10020 (Attn.: Robert G. Burns, Esq. and Andrew J. Schouder, Esq.); (iii) counsel to the Official Committee of Unsecured Creditors, Cooley LLP, 1114 Avenue of the Americas, New York, New York 10036 (Attn.: Cathy Hershcopf, Esq. and Jeffrey Cohen, Esq.); and (iv) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn.: Richard C. Morrissey, Esq.).

[remainder of page intentionally left blank]

WHEREFORE, pursuant to the Interim Compensation Order, Akin Gump requests: (i) payment of compensation in the amount of \$362,223.60 (80% of \$452,779.50) on account of actual, reasonable and necessary professional services rendered to the Debtors by Akin Gump and (ii) reimbursement of actual, reasonable and necessary costs and expenses in the amount of \$3,075.68 incurred on behalf of the Debtors by Akin Gump.

New York, New York
Dated: June 21, 2013

AKIN GUMP STRAUSS HAUER & FELD LLP

By: /s/ Ira S. Dizengoff

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Counsel to the Debtors and Debtors in Possession

Exhibit A

Akin Gump

Strauss Hauer & Feld LLP

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

Invoice Number 1486853
Invoice Date 06/21/13
Client Number 691767
Matter Number 0001

Re: RESTRUCTURING ADVICE

FOR PROFESSIONAL SERVICES RENDERED THROUGH 05/31/13 :

MATTER SUMMARY OF TIME BILLED BY TASK :

		<u>HOURS</u>	<u>VALUE</u>
0002	General Case Administration	37.20	\$11,556.50
0003	Akin Gump Fee Application/Monthly Billing Reports	44.40	\$17,808.50
0004	Analysis of Other Professionals Fee Applications/Reports	9.00	\$5,360.00
0005	Review/Preparation of Schedules, Statements	8.00	\$5,547.00
0006	Retention of Professionals	11.60	\$5,028.00
0008	Court Hearings	3.90	\$1,987.50
0009	Financial Reports and Analysis	1.30	\$705.50
0010	DIP, Cash Collateral Usage and Exit Financing	11.20	\$6,670.50
0011	Executory Contracts/License Agreements	11.80	\$7,930.00
0012	General Claims Analysis/Claims Objections	0.50	\$337.50
0017	General Adversary Proceedings/Litigation Matters	196.70	\$100,254.00
0018	Tax Issues	2.60	\$2,002.00
0019	Labor Issues/Employee Benefits	230.80	\$139,179.00
0021	Exclusivity	28.40	\$15,009.50
0022	Plan/Disclosure Statement/Solicitation and Related Documentation	10.00	\$10,775.00
0024	Sale Transaction/Stock Transaction/Business Liquidations (Including)	194.60	\$120,051.50
0027	General Corporate Matters	3.30	\$2,577.50
	TOTAL	<u>805.30</u>	<u>\$452,779.50</u>

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
05/01/13	DKB	0002 Review and organize materials for attorneys (.5). Review case docket (.3); prepare updates for calendar (.3); review and organize pleadings for attorneys (.7); correspondence with E. Seitz re status (.2).	2.00
05/02/13	DKB	0002 Review case docket (.2); prepare updates for calendar (.6); update attorneys' outlook reminders (.5); correspondence with K. Manoukian re status (.1); review and organize pleadings for attorneys (.6).	2.00
05/02/13	KGM	0002 Correspondence with D. Krasa-Berstell re: hearing dates and related issues.	0.20
05/03/13	DKB	0002 Review case docket (.2); review and organize documents for attorneys (.6); prepare updates for case calendar and task list (.7).	1.50
05/03/13	KGM	0002 Correspondence with Akin Gump team re: case related matters.	0.70
05/06/13	DKB	0002 Review case docket (.3); update case calendar (.6); update task list (.5); correspondence with K. Manoukian re status (.1); review and organize documents for attorney (.6).	2.10
05/07/13	DKB	0002 Review case docket (.2); prepare updates for case calendar (.6); correspondence with K. Manoukian re status (.1); work on logistics of filing and service (.2); correspondence with T. Southwell re above (.1).	1.20
05/07/13	KGM	0002 Correspondence with D. Krasa-Berstell re: updating case calendar and task list and related case update issues.	0.20
05/08/13	DKB	0002 Review case docket (.2); update case calendar (.6); update task list (.5); review and organize documents for attorneys (.8).	2.10
05/08/13	KGM	0002 Correspondence with Akin Gump team re: case related matters (.5); correspondence with D. Krasa-Berstell re: updates to case calendar/task list and related issues (.3); review/revise same (.5); review outlook calendar entries and discuss upcoming hearing dates w/ D. Krasa-Berstell (.3); correspondence with BMC re: filings (.3).	1.90
05/09/13	DKB	0002 Update case calendar (.5); correspondence with K. Manoukian re above (.1); update attorneys' outlook calendars (1.1); review and organize documents for attorneys (.5).	2.20
05/09/13	KGM	0002 Correspondence with D. Krasa-Berstell re: updates to case calendar/task list and related issues (.3); review same (.4).	0.70
05/10/13	DKB	0002 Review case docket (.2); update case calendar (.4); update task list (.3).	0.90
05/13/13	DKB	0002 Review case docket (.2); update case calendar (.7); update task list (.5); update team's outlook calendar (.7); review and organize pleadings for attorneys (.8).	2.90
05/15/13	DKB	0002 Review case docket (.2); prepare updates for calendar and task list (.8); review and organize documents for attorneys (.6).	1.60
05/17/13	DKB	0002 Review case docket (.2); prepare updates for case calendar (.3); review and organize documents for attorneys (.8).	1.30
05/17/13	KGM	0002 Correspondence with S. Alberino, J. Wilson, K. Keller and R. Mattes re: case update and related issues (.7); post call with S. Alberino re: same and related issues (.2).	0.90
05/22/13	DKB	0002 Review case docket (.3); prepare updates for case calendar and task list (.6); correspondence with K. Manoukian re above (.1); update case calendar (1.6); update task list (1.1); correspondence with K. Manoukian re status (.1); review and organize documents for attorneys (.5).	4.30
05/22/13	KGM	0002 Correspondence with S. Alberino, J. Sharp re: case update and related issues (.4); post call with J. Sharp re: same (.3).	0.70
05/22/13	JSS	0002 Correspondence with S. Alberino and K. Manoukian re: upcoming projects.	0.50
05/23/13	DKB	0002 Review case docket (.2); prepare updates for case calendar (.6); review and organize pleadings for attorneys (.6).	1.40
05/23/13	KGM	0002 Correspondence with D. Krasa-Berstell re: calendar and task list.	0.20
05/24/13	DKB	0002 Review case calendar (.2); update attorneys' outlook calendars (1.3); review and organize pleadings for attorneys (.7).	2.20

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
05/28/13	DKB	0002 Review case docket (.3); update attorneys' outlook calendars with key dates (1.2); review and organize pleadings for attorneys (.6).	2.10
05/31/13	DKB	0002 Review case docket (.2); prepare updates for calendar and task list (.6); review and organize pleadings for attorneys (.6).	1.40
05/02/13	ECS	0003 Correspondence with K. Manoukian, J. Berry regarding Akin Gump's April prebill.	0.20
05/10/13	ECS	0003 Review/revise Akin Gump's April prebill.	2.10
05/13/13	ECS	0003 Review/revise Akin Gump's April prebill.	0.30
05/14/13	ECS	0003 Correspondence with K. Manoukian, L. Jackson regarding Akin Gump's April prebill.	0.10
05/14/13	KGM	0003 Correspondence with E. Seitz re: Akin Gump's April fee statement (.1); review same (.3).	0.40
05/15/13	ECS	0003 Correspondence with J. Sharp regarding first interim fee application.	0.20
05/15/13	KGM	0003 Correspondence with R. Mattes re: Akin Gump's March fee statement (.1); correspondence with accounting re: same (.1).	0.20
05/15/13	JSS	0003 Draft first interim fee application.	4.00
05/17/13	KGM	0003 Review/comment on Akin Gump's April fee statement (1.5); correspondence with accounting re: same (.3); correspondence with Company re: payment of March fee statement (.2); correspondence with K. Keller re: same (.1); correspondence with S. Alberino and I. Dizengoff re: same (.1).	2.20
05/19/13	KGM	0003 Correspondence with E. Seitz re: Akin Gump's April fee statement.	0.30
05/20/13	PJS	0003 Review and prepare documents re monthly fee statement.	4.90
05/20/13	ECS	0003 Prepare and coordinate filing of Akin Gump's April fee statement.	1.90
05/20/13	KGM	0003 Correspondence with S. Alberino re: finalizing Akin Gump's April fee statement (.1); correspondence with E. Seitz re: same (.1); coordinate same with accounting (.1); review/comment final draft of same (.3); correspondence with E. Seitz re: same (.2).	0.80
05/20/13	JAS	0003 Confirm/verify April monthly fee data (1.6); file April monthly fee statement with court (.3); serve same upon notice parties (.4).	2.30
05/21/13	PJS	0003 Review and prepare documents re April fee statement.	3.70
05/22/13	PJS	0003 Review and prepare documents re April fee statement.	2.10
05/22/13	ECS	0003 Prepare Akin Gump first interim fee application (0.1); correspondence with J. Sharp regarding same (0.1).	0.20
05/23/13	PJS	0003 Review and prepare documents re first interim fee application.	6.90
05/23/13	ECS	0003 Draft Akin Gump first interim fee application (4.7); correspondence with K. Manoukian, J. Sharp regarding same (0.3).	5.00
05/23/13	KGM	0003 Correspondence with E. Seitz re: Akin Gump interim fee application.	0.10
05/24/13	BRK	0003 Review fee application to verify exhibits.	1.00
05/25/13	ECS	0003 Draft Akin Gump first interim fee application (4.4); correspondence with C. Manoukian regarding same (0.1).	4.50
05/31/13	ECS	0003 Revise first interim fee application.	1.00
05/03/13	KGM	0004 Correspondence with S. Alberino re: professionals' fee statements and related issues.	0.40
05/06/13	KGM	0004 Correspondence with R. Morrissey re: BMC fees (.3); correspondence with Bracewell re: objection to fee statement (.3); review same (.2); correspondence with S. Alberino re: same and related issues (.2); correspondence with A. Schouler re: same (.2).	1.20
05/07/13	TS	0004 Review docket re joinder re objection to fees (.1); prepare and file joinder objecting to Cooley and Duff & Phelps fees (.3); coordinate service of same (.1).	0.50
05/07/13	KGM	0004 Draft joinder to DIP lender's objection to Cooley and Duff & Phelps fees (1.8); correspondence with S. Alberino re: same (.3); review/finalize same in preparation for filing (.2); coordinate filing of same (.2).	2.50
05/09/13	KGM	0004 Correspondence with A. Velinsky re: fee objection and related issues (.3); review request for payment and correspondence with S. Alberino	1.00

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		re: same (.4); correspondence with Cooley re: same (.2); correspondence with Company re: same (.1).	
05/14/13	KGM	0004 Correspondence with Protiviti re: interim fee statement.	0.20
05/17/13	KGM	0004 Correspondence with Perella re: Perella's April fee statement (.1); correspondence with Protiviti re: interim fee statement (.1); correspondence with Company re: Duff & Phelps fee payment (.1); correspondence with A. Velinsky re: same (.1).	0.40
05/20/13	SLA	0004 Attend to fee statement issues.	0.50
05/20/13	ECS	0004 Review and coordinate filing of Protiviti April fee statement (0.7); correspondence with K. Manoukian regarding Perella April fee statement (0.1).	0.80
05/20/13	JSS	0004 Review and comment on Protiviti fee statement for April.	0.60
05/21/13	ECS	0004 Review and coordinate filing of Perella April fee statement.	0.40
05/21/13	JAS	0004 File Perella April monthly fee statement with court (0.3); arrange for service of same upon notice parties (0.2).	0.50
05/01/13	DKB	0005 Correspondence with K. Manoukian re filing of amended schedules and statements (.2); review documents in preparation for service (.4); work on logistics of filing and service (.3); correspondence with T. Southwell re filing and service (.2).	1.10
05/01/13	KGM	0005 Email exchange with A. Velinsky re: Committee's follow up request re: amended schedules (.1); email company re: same (.1).	0.20
05/02/13	KGM	0005 Correspondence with Protiviti re: data for amended schedules (0.2); review amended schedules and comment on same (0.8).	1.00
05/03/13	SLA	0005 Calls re schedules and SOFA amendments.	0.90
05/03/13	KGM	0005 Review/comment on amended schedules (0.5); review data support for amended schedules (.4); correspondence with G. Davis re: same (.4).	1.30
05/06/13	KGM	0005 Review data in support of amended schedules (.7) and draft email to Cooley re: same (.3).	1.00
05/09/13	KGM	0005 Correspondence with R. Mattes re: Committee's request re: amended SOFAs (.2); correspondence with A. Velinsky re: same (.1).	0.30
05/18/13	SLA	0005 Calls re bid procedures and sale issues (.4, .6), review of same (1.2).	2.20
05/14/13	KGM	0006 Correspondence with K. Keller and Y. Bulla re: labor audit firm retention (.2); correspondence with J. Sharp re: same (.2); correspondence with K. Keller re: same (.1).	0.50
05/16/13	JSS	0006 Call with R. Werner re: Marks Paneth retention application (0.3); draft Marks Paneth retention application (5.4); send draft to R. Werner at Marks Paneth for review (0.1).	5.80
05/21/13	JSS	0006 Revise Frank Rimmerman retention application (1.5); correspond with J. Albero and G. Tinaztepe regarding same (0.2); call with A. Forslund at Marks Paneth regarding retention application (0.1).	1.80
05/22/13	PJS	0006 Update schedule of interested parties.	0.30
05/22/13	KGM	0006 Correspondence with U.S. Trustee re: retention issues (.2); correspondence with K. Keller re: same (.2); correspondence with R. Mattes re: same and related issues (.2); correspondence with J. Sharp re: same (.3).	0.90
05/22/13	JSS	0006 Correspondence with R. Werner and K. Manoukian re: Marks Paneth retention application (0.2); revise Albero declaration for Frank Rimmerman retention application (1.3); correspondence with J. Albero regarding same (0.3); call with J. Albero same (0.1).	1.90
05/23/13	KGM	0006 Correspondence with R. Mattes re Rimmerman retention.	0.20
05/24/13	JSS	0006 Correspondence with R. Werner re: Marks Paneth retention application.	0.10
05/30/13	JAS	0006 Send Perella retention application to K. Manoukian.	0.10
05/06/13	KGM	0008 Correspondence with D. Krassa-Berstell re: upcoming hearing dates (.2); correspondence with chambers re: same and related issues (.2); correspondence with S. Alberino re: same (.2).	0.60
05/07/13	DKB	0008 Draft notice of adjournment of hearing (.5); correspondence with K. Manoukian re above (.1).	0.60

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
05/07/13	KGM	0008 Correspondence with chambers re: notice of adjournment for sale incentive hearing (.1); correspondence with D. Krasa-Berstell re: preparing same (.1); review same (.2).	0.40
05/08/13	KGM	0008 Correspondence with R. Mattes re: hearing on incentive motion and related issues (.5); correspondence with K. Keller re: same (.1).	0.60
05/15/13	KGM	0008 Correspondence with chambers re: future hearing dates.	0.10
05/17/13	KGM	0008 Correspondence with chambers re: sale hearing dates.	0.20
05/21/13	KGM	0008 Call with chambers re: sale hearing date.	0.20
05/30/13	KGM	0008 Correspondence with Akin Gump team re: incentive hearing and related issues.	0.30
05/31/13	DKB	0008 Correspondence with K. Manoukian re preparation for hearing (.1); draft hearing agenda (.7); correspondence with attorney re status (.1).	0.90
05/15/13	TS	0009 Prepare and file monthly operating report (.3); prepare email to U.S. Trustee re service of same (.1).	0.40
05/15/13	KGM	0009 Correspondence with R. Mattes re: April monthly operating report (.1; .3); review same (.3); finalize and coordinate filing of same (.2).	0.90
05/01/13	ISD	0010 Review DIP variance report.	0.20
05/01/13	SLA	0010 Calls with DIP lender re DIP variance report.	0.30
05/02/13	SLA	0010 Correspondence with DIP lender re financing issues.	0.40
05/02/13	DKB	0010 Correspondence with K. Manoukian re filing of amended DIP budget (.2); draft notice of filing thereof (.8); correspondence with attorney re status (.1); revise notice in accordance with attorney's instructions (.2); work on logistics of filing and service (.3); correspondence with T. Southwell re above (.1).	1.70
05/02/13	KGM	0010 Correspondence with R. Mattes and G. Davis re: revised DIP budget (.1); correspondence with Protiviti re: same (.2); correspondence with R. Mattes re: same (.1); review same (.2); correspondence with S. Alberino re: distribution of same (.1).	0.70
05/03/13	SLA	0010 Calls re DIP budget issues.	0.70
05/03/13	TS	0010 Review docket re DIP-related events (.1); correspondence with K. Manoukian to coordinate filing and service of DIP budget (.2); correspondence with BMC re service (.2); prepare for filing (.4).	0.90
05/03/13	KGM	0010 Correspondence with G. Davis re: DIP budget (.2); correspondence with S. Alberino re: same (.1); circulate same to Committee and other key parties (.2); coordinate with D. Krasa-Berstell re: filing same (.3); review/revise notice of filing for same (.4); correspondence with G. Davis re: same (.3); finalize same for filing (.3); correspondence with S. Alberino and T. Southwell re: same (.2).	2.00
05/06/13	DKB	0010 Review and revise notice of DIP amendment (.5); correspondence with K. Manoukian re above (.1); revise notice in accordance with attorney's instructions (.2); prepare document to be filed (.2); effect the above (.2); forward the above to BMC for service (.1).	1.30
05/06/13	KGM	0010 Correspondence with S. Alberino re: filing of amended DIP Budget (.1); correspondence with A. Schouder re: DIP budget (.2); correspondence with G. Davis, R. Mattes re: same and related issues (.8).	1.10
05/08/13	ISD	0010 Review DIP variance report.	0.50
05/15/13	KGM	0010 Review DIP variance report and correspondence with R. Mattes re: same (.2); correspondence with A. Schouder re: same and related issues (.3).	0.50
05/22/13	ISD	0010 Review DIP variance report.	0.40
05/22/13	SLA	0010 Attend to DIP issues.	0.20
05/22/13	KGM	0010 Call with A. Schouder re: DIP Credit Agreement (.2); call with S. Alberino re: same (.1).	0.30
05/01/13	KGM	0011 Correspondence with K. Keller re: licensing and related issues.	1.00
05/02/13	KGM	0011 Correspondence with K. Keller re: trademark registration issue.	0.10
05/06/13	AMH	0011 Correspondence with D. Fisher re: IP license assignment (.1); review research re: same (.3).	0.40
05/06/13	KGM	0011 Draft response to Ideaspark's letter (.3); correspondence with	1.30

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		Ideaspark's counsel re: same and related issues (.3); correspondence with K. Keller re: various licensing issues (.7).	
05/10/13	KGM	0011 Review Ideaspark's response, related agreement and prepare response to same.	0.70
05/13/13	KGM	0011 Correspondence with K. Keller re: response to Ideaspark letter (.1); draft same (2.3); correspondence with S. Alberino re: same (.1).	2.50
05/14/13	SLA	0011 Calls re Ideaspark dispute.	0.30
05/14/13	KGM	0011 Correspondence with K. Keller re: Ideaspark letter and related issues (.4); finalize same and send to Ideaspark's counsel (1.0); correspondence with K. Keller re: same (.1).	1.50
05/15/13	KGM	0011 Correspondence with Company re: Ideaspark report (.1); correspondence with R. Mattes re: same (.1).	0.20
05/17/13	MR	0011 Review updated trademark report.	1.00
05/21/13	KGM	0011 Correspondence with K. Keller re: Ideaspark issues.	0.30
05/22/13	KGM	0011 Draft termination letter to Ideaspark (1.0); revise same (.3).	1.30
05/23/13	KGM	0011 Correspondence with Company re: Ideaspark termination letter and related issues (.2); finalize same (.2).	0.40
05/30/13	KGM	0011 Correspondence with Ideaspark's counsel re: royalty payments (.3); correspondence with K. Keller re: same (.3); correspondence with Ideaspark's counsel re: same (.1).	0.70
05/31/13	KGM	0011 Correspondence re: Ideaspark royalty issue.	0.10
05/31/13	KGM	0012 Correspondence with S. Alberino re: claims pool (.1); correspondence with R. Mattes re: same (.2); correspondence with R. Mattes, H. Williams and G. Davis re: same (.2).	0.50
05/01/13	SLA	0017 Attend to 2004 motion and response thereto.	0.50
05/01/13	ECS	0017 Draft motion for reconsideration of Rule 2004 order (2.0); draft motion for shortened notice (0.8); correspondence with K. Manoukian regarding same (0.3).	3.10
05/01/13	KGM	0017 Multiple correspondence with A. Schouler re: response to 2004 motion and related issues (2.0); correspondence with S. Alberino re: same (.2); draft letter to chambers re: 2004 motion (.5); correspondence with A. Schouler re: same (.3); correspondence with chambers re: same (.2); review order approving same (.3); email A. Koo re: same (.1); correspondence with S. Alberino re: motion to reconsider (.2); correspondence with Bracewell re: same (.3); correspondence with E. Seitz re: same (.3); draft detailed email to E. Seitz re: arguments for same (.3); correspondence with E. Seitz re: same and related issues (.4); correspondence with D. Krasa-Berstell re: precedents for same (.3); review/revise response to 2004 motion (.6).	6.00
05/02/13	SLA	0017 Attend to 2004 motion and response thereto.	1.30
05/02/13	ALK	0017 Correspondence with Committee counsel re: discovery request (0.3); correspondence with team regarding same (0.7); review 2004 pleadings (0.8).	1.80
05/02/13	KGM	0017 Email exchange with Bracewell and S. Alberino re: response to 2004 motion (.2); correspondence with A. Schouler re: same and related matters (.7); conferences with S. Alberino re: same (.3); correspondence with A. Koo re: preparation for same, document production and related issues (.4); correspondence with K. Keller re: same (.4); call with A. Koo and S. Alberino re: response to 2004 request (.1); call with Cooley re: same (.4); post-call with Akin Gump team re: same (.1); draft email to Cooley re: amending 2004 order (.2); draft email to K. Coleman and A. Schouler re: production deadline and related issues (.2); email Committee counsel re: meet and confer (.1); email K. Keller re: same and related issues (.1).	3.20
05/06/13	SLA	0017 Attend to 2004 motion and response thereto.	1.30
05/06/13	ALK	0017 Correspondence with client re discovery issues (0.7); preparation for same (0.3); call with client and outside counsel regarding data privacy	2.10

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
05/06/13	KGM	0017 issues (0.5); review analysis concerning data privacy (0.6). Correspondence with A. Koo re: Committee discovery request (.5); correspondence with A. Koo, K. Keller and R. Mattes re: same (1.6); call re: applicable privacy laws in connection with Committee discovery request (.4); correspondence re: meet and correspondence with Committee re: discovery request (.2); correspondence with K. Keller re: Committee discovery request (.2); correspondence with K. Keller re: same and related issues (.3).	3.20
05/07/13	ALK	0017 Meet and confer call with Committee counsel (0.8); prepare for same (0.7); correspondence with team regarding same (0.9); correspondence with S. Alberino re: same (0.2).	2.60
05/07/13	KGM	0017 Correspondence with Cooley and Akin Gump team re: document production (.9); post-call correspondence with A. Koo (.1); draft email to K. Keller and R. Mattes re: same (.1); correspondence with K. Keller re: same (.3).	1.40
05/08/13	ALK	0017 Coordinate document review preparation with R. Tizravesh (0.6); correspondence with Committee counsel regarding discovery (1).	1.60
05/08/13	RT	0017 Meeting with A. Koo re UCC's discovery request (.2); review related pleadings (.3).	0.50
05/08/13	KGM	0017 Correspondence with K. Keller re: Committee document request (.2); review/comment on amended Rule 2004 order (.2).	0.40
05/09/13	SLA	0017 Attend to discovery issues (0.5, 0.4), confer with team re: same (0.6).	1.50
05/09/13	ALK	0017 Call with Committee counsel regarding discovery (0.2); correspondence with team regarding same (0.7); email to client regarding same (0.7); analysis regarding same (0.5).	2.10
05/09/13	KGM	0017 Review amended 2004 Order and comment on same (.2); correspondence with client re: electronic document request (.1); correspondence with A. Koo re: same (.3); correspondence with R. Mattes and A. Koo re: same and related issues (.2); review trademark settlement re: Hadley litigation and related documents (.6); draft email re: same to Committee and Alden (.4).	1.80
05/10/13	SLA	0017 Attend to discovery issues (0.7); correspondence with team same (0.6).	1.30
05/10/13	ALK	0017 Correspondence with clients regarding discovery and preparation for same (1.5); coordination with team regarding data collection meeting (0.5).	2.00
05/10/13	RT	0017 Participated in call with Debtors re document discovery.	0.60
05/10/13	KGM	0017 Correspondence with G. Davis re: Committee discovery request (.1); correspondence with client and A. Koo re: production issues and related matters (.8).	0.90
05/13/13	JWM	0017 Process case documents for attorneys' review re: UCC discovery request.	0.30
05/13/13	SLA	0017 Attend to issues re 2004 production.	0.60
05/13/13	ALK	0017 Client meeting regarding discovery and preparation for same (1.2); correspondence with team regarding data collection (0.7).	1.90
05/13/13	RS	0017 Meet at client site with R. Mattes, K. Keller, A. Koo, and client IT staff regarding email collection and processing (1.5); request purchase of two external hard drives for collection purposes (0.2); provide A. Koo with processing cost estimate (0.2).	1.90
05/13/13	KGM	0017 Review correspondence from K. Keller re: Committee discovery requests and follow-up with Cooley re: same (.3); correspondence with A. Schouder re: trademark litigation settlement issue (.1); correspondence with K. Keller re: same (.1).	0.50
05/14/13	ALK	0017 Email to client regarding document collection issues (0.5); coordination with team regarding same (0.5).	1.00
05/14/13	RS	0017 Package external hard drive and send to client.	0.20
05/15/13	ALK	0017 Call with client regarding data collection (0.5); preparation for same (0.4); correspondence with with team regarding discovery and collection (0.7).	1.60

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
05/15/13	RT	0017 Review correspondence re Atari filings and document requests (.7); correspondence with E-Discovery re documents and review (.5); review Committee's 2004 Motion (.2); review Rule 2004 document requests from Committee to Debtors and Alden and notes re current status of discovery (1.5).	2.90
05/15/13	RS	0017 Provide link, instructions, and chain of custody form to R. Sayani for data collection (1.5); correspondence with A. Koo and client regarding further collection specifications (0.2).	0.90
05/16/13	ALK	0017 Correspondence with client and K. Manoukian regarding diligence issues.	0.20
05/16/13	RT	0017 Review pleadings re Rule 2004 discovery (0.2); review intercompany transfers (0.5).	0.70
05/17/13	SEO	0017 Correspondence re incentive plan discovery and hearing.	0.30
05/17/13	KGM	0017 Correspondence with R. Mattes and K. Keller re: Committee discovery request.	0.30
05/20/13	SEO	0017 Prepare for and attend meeting re 2004 motion and discovery issues.	2.50
05/20/13	ALK	0017 Correspondence with client and Committee counsel regarding diligence issues.	1.50
05/21/13	SEO	0017 Staff and prepare for incentive plan hearing (.7); correspondence with S.Alberino re same (.3).	1.00
05/21/13	ALK	0017 Coordination with team and client regarding data collection and discovery issues.	0.70
05/21/13	FAS	0017 Retrieve cases from Westlaw cited in incentive motion and objection thereto.	1.20
05/21/13	GSL	0017 Correspondence with R. Tizravesh re document review project.	0.10
05/21/13	RT	0017 Meeting with A. Koo and E-Discovery re document collection and review (.3); correspondence with staffing manager re document review (.2); correspondence with document review team re upcoming review (.5); correspondence with E-Discovery re document collection (1.3); review pleadings re bankruptcy in preparation for document review (2.3); correspondence with head paralegal re discovery issues (.3).	4.90
05/21/13	RS	0017 Correspondence with A. Koo and R. Tizravesh regarding client data collection (0.2); correspondence with R. Sayani regarding external hard drive return (0.2); correspondence with B. Burnor regarding data processing support (0.2).	0.60
05/22/13	SLA	0017 Calls re 2004 and discovery issues.	0.50
05/22/13	ALK	0017 Coordination of data collection and preparation for document review.	0.80
05/22/13	DKB	0017 Correspondence with K. Manoukian re turnover precedent research (.2); research the above (1.2); prepare set of relevant documents for attorneys (.4).	1.80
05/22/13	JLO	0017 Correspondence with K. Manoukian re: turnover complaint and incentive plan depositions (0.3); correspondence with S. O'Donnell about deposition; review Atari materials (0.9).	1.20
05/22/13	RT	0017 Draft document review memo (2.7); summarize key points from pleadings for document reviewers (1.1); confer with E-Discovery re review platform and review capabilities (.8); correspondence with paralegal re case status and upcoming discovery efforts (.3); correspondence with Atari general counsel re potentially privileged communications (.3).	5.20
05/22/13	RS	0017 Confirm search terms and date range to be applied to client data with A. Koo (0.5); request additional external hard drives for client use and data storage (0.1).	0.60
05/22/13	KGM	0017 Correspondence with K. Keller re: Committee discovery and related issues (.2); conferences with D. Krasa-Berstell re: precedent for turnover complaint (.2); review same (.3); correspondence with J. Oliff re: same (.1); research and forward relevant correspondence/documents to J. Oliff with respect to turnover complaint (1.2).	2.00

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
05/22/13	SL	0017 Update data room (0.5); meeting with R. Tizvareh re same (0.5).	1.00
05/23/13	ALK	0017 Coordination with team regarding document collection issues.	0.60
05/23/13	RT	0017 Confer with E-Discovery re documents (.5); revise document review memo (.4); correspondence with A. Koo re document review memo (.1); prepare for calls with document review teams re review protocol (.2); correspondence with paralegal and team for call with document reviewers (.2).	1.40
05/23/13	RS	0017 Email with R. Mattes and client IT group regarding email extraction status (.1); test Dropbox access to be used for email export transfer (0.2).	0.30
05/23/13	SL	0017 Scan documents and update eroom re: discovery responses.	0.80
05/24/13	AB	0017 Review background materials in preparation for document review (1.0); correspondence with R. Tizvareh and D. Walker re document review (0.5).	1.50
05/24/13	ALK	0017 Coordination with team regarding transmission of electronic data.	0.70
05/24/13	GSL	0017 Correspondence with R. Tizvareh re document review project (.2); review materials provided by R. Tizvareh in preparation for document review (1.5); conference call with R. Tizvareh and J. Zuidema re document review project (.6).	2.30
05/24/13	RT	0017 Confer with E-Discovery re document collection (1.4); manage processing of documents and searches for document review re 2004 discovery (.5); prepare for conference calls with document review teams (1.0); correspondence with litigation team re document collection process (.5); correspondence with document reviewers re document review protocol (1.0); correspondence with team re background materials (.7).	5.10
05/24/13	DSW	0017 Review and revise document review memo.	0.70
05/24/13	JAZ	0017 Review document requests, organizational chart, and memorandum to prepare for document review (.3); correspondence with R. Tizvareh and G. Llewellyn re same (.5).	0.80
05/24/13	RS	0017 Download client email data from FTP to network; submit data processing request with specifications confirmed by A. Koo (1.2); correspondence with R. Tizvareh to review, database application to be used in document review (0.9).	3.10
05/27/13	ALK	0017 Correspondence with team regarding processing of electronic data.	0.80
05/27/13	SJS	0017 Review background materials to prepare for document review project.	1.20
05/27/13	RT	0017 Confer with E-Discovery re document searches and review (.3); review search term lists and hits (.1); correspondence with litigation team re document searches and review (.2).	0.60
05/27/13	KJB	0017 Perform electronic discovery processing and analysis of electronically stored information for inclusion in document review platform.	3.50
05/28/13	ALK	0017 Coordination with R. Tizvareh regarding document production (0.9); analysis regarding same (1.0); correspondence with Committee counsel regarding same (0.2).	2.10
05/28/13	RT	0017 Correspondence with litigation team re document collection and review process (.6); correspondence with E-Discovery re search terms and data load (1.8); manage document collection process (1.2).	3.60
05/28/13	RS	0017 Correspondence with R. Tizvareh and K. Bell regarding email data processing (0.1); confirm delivery of HD data sent out by client (0.2); create user accounts and security settings for database review (1.1).	1.40
05/28/13	KGM	0017 Correspondence with S. O'Donnell and J. Oliff re: depositions re: incentive plan (.4); correspondence with clients re: same (.3); correspondence with A. Verost re: same (.2); coordinate logistics for same (.3); correspondence with litigation team re: deposition and related issues (.2); correspondence with S. O'Donnell re: same (.2); correspondence with S. Alberino re: same (.1); correspondence with A. Schouder re: same (.3); correspondence with A. Koo re: 2004 discovery related issues (.2).	2.20

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
05/28/13	KJB	0017 Perform electronic discovery processing and analysis of electronically stored information for inclusion in document review platform.	1.60
05/29/13	ALK	0017 Coordination with R. Tizravesh regarding discovery issues.	0.70
05/29/13	FAS	0017 Prepare correspondence re Ideaspeak royalty dispute for J. Oliff.	0.20
05/29/13	RT	0017 Confer with E-Discovery re documents and searches on documents (2.9); review documents for 2004 document production (4.3); confer with document review team re documents and review (.3); confer with litigation team re document review (.6).	8.10
05/29/13	RS	0017 Run email domain screens against loaded data to identify potentially privilege as well as potentially spam communication (2.1); create report of email counts by sender and email to R. Tizravesh for review (0.9); apply highlighting for search terms across documents in database (1.2); create batches in review database (1.2).	5.40
05/29/13	KJB	0017 Perform electronic discovery processing and analysis of electronically stored information for inclusion in document review platform per the request of A. Koo.	1.70
05/30/13	AB	0017 Review documents in preparation for production in response to Rule 2004 request.	5.50
05/30/13	ALK	0017 Coordinate with R. Tizravesh regarding discovery issues.	0.80
05/30/13	SJS	0017 Review documents to prepare for production to Committee.	2.30
05/30/13	ARC	0017 Review memo and document review background materials (1.0); review and analyze documents regarding the Committee's document requests (1.2).	2.20
05/30/13	GSL	0017 Review and tag documents for production.	3.10
05/30/13	GSL	0017 Begin document review (0.7); correspondence with R. Tizravesh re same (0.1).	0.80
05/30/13	RT	0017 Confer with E-Discovery re documents and searches on documents (2.0); review documents for 2004 document production (2.8); draft summary of search term problems (1.4); correspondence with document review team re documents and review (1.2); correspondence with litigation team re documents (.7).	8.10
05/30/13	DSW	0017 Review documents in preparation for response to Committee's Rule 2004 request.	1.60
05/30/13	JAZ	0017 Review requests for production of documents for document review.	4.00
05/30/13	RS	0017 Apply searches to newly loaded data on review database (1.3); create new review binders in database (1.2); assist G. Llewellyn with database access (0.2).	2.70
05/30/13	KGM	0017 Correspondence with K. Keller re: Ernst & Young report in connection with 2004 request (.2).	0.20
05/30/13	KJB	0017 Perform electronic discovery processing and analysis of electronically stored information for inclusion in document review platform.	1.40
05/31/13	ISD	0017 Correspondence with S. Alberino and S. O'Donnell re: Committee discovery (.5); correspondence with S. Alberino re: trial preparation notes (.6).	1.10
05/31/13	AB	0017 Review documents in preparation for production in response to UCC's Rule 2004 request.	10.00
05/31/13	ALK	0017 Correspondence with with R. Tizravesh regarding discovery and document review (0.8); analysis regarding discovery strategy (0.8).	1.60
05/31/13	SJS	0017 Review documents to prepare for production to Committee.	2.20
05/31/13	ARC	0017 Review and analyze documents regarding the Committee's document requests.	0.70
05/31/13	GSL	0017 Review and tag documents for production.	5.70
05/31/13	RT	0017 Confer with E-Discovery re documents and searches on documents (1.2); review documents for 2004 document production (2.6); managed document review and correspondence with document review team re documents and review (1.7); correspondence with litigation team re documents (.4).	5.90

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
05/31/13	DSW	0017 Review documents in preparation for response to Committee.	0.90
05/31/13	JAZ	0017 Review documents in preparation for Rule 2004 production.	3.20
05/31/13	RS	0017 Create additional review batches in database for Rule 2004 production (1.5); create saved searches in database for specific terms (1.3); assist D. Walker with database viewer issues (0.1).	2.90
05/31/13	KJB	0017 Perform electronic discovery processing and analysis of electronically stored information for inclusion in document review platform.	1.30
05/07/13	HBJ	0018 Prepare for (0.2), then call with R. Mattes, J. Alberino and J. Lyons re tax reporting issues (0.8).	1.00
05/08/13	HBJ	0018 Discussion of possible tax holdback with S. Alberino (0.5); call with R. Mattes re same (0.3).	0.80
05/09/13	HBJ	0018 Correspondence with J. Reardon re tax issues.	0.30
05/10/13	HBJ	0018 Correspondence with J. Reardon re tax issues.	0.30
05/17/13	HBJ	0018 Review board materials for tax analysis.	0.20
05/01/13	ISD	0019 Review incentive plan proposal (.1); correspondence with S. Alberino re: Committee offer (.2).	0.30
05/01/13	SLA	0019 Review U.S. Trustee's response to incentive plan.	0.50
05/01/13	ECS	0019 Revise response to objection to incentive motion (2.3); correspondence with K. Manoukian regarding same (.1).	2.40
05/03/13	ISD	0019 Review incentive plan proposal (.3); correspondence with S. Alberino re: Committee offer (.1).	0.40
05/07/13	TS	0019 Review docket re incentive motion (.1); prepare and file notice of adjournment re sale incentive motion (.3); coordinate service of same (.1).	0.50
05/15/13	KGM	0019 Correspondence with K. Keller and R. Mattes re: loyalty plan related issue (.4); draft email to S. Alberino re: same (.1).	0.50
05/17/13	SLA	0019 Calls re labor issues.	0.30
05/17/13	KGM	0019 Correspondence with R. Mattes re: employee related issues (.3); correspondence with S. Alberino re: same (.2).	0.50
05/20/13	KGM	0019 Review sale incentive pleadings and circulate same to S. O'Donnell (.4); correspondence with S. O'Donnell and S. Alberino re: same (1.0).	1.40
05/20/13	JKL	0019 Research re employee incentive plans.	0.50
05/21/13	ISD	0019 Review incentive plan proposal.	1.10
05/21/13	LHL	0019 Correspondence with K. Manoukian re record employment issues (0.2); correspondence with K. Manoukian, K. Keller and Y. Bulla re same (0.1).	0.30
05/21/13	KGM	0019 Correspondence with S. Alberino, I. Dizengoff, K. Keller, J. Wilson and R. Mattes re: labor issues (.7); correspondence with L. Layden re: HR records issue (.3); correspondence with L. Layden and K. Keller re: same (.3).	1.30
05/22/13	ISD	0019 Correspondence with S. Alberino re: Committee offer re: sale incentive plan.	0.20
05/22/13	MRC	0019 Correspondence with K. Keller re loyalty agreement (0.2); review same (0.2).	0.40
05/22/13	SLA	0019 Calls re incentive plan reply brief (1.0); review U.S. Trustee objection (0.5); review relevant authorities (0.9).	2.40
05/22/13	KGM	0019 Review correspondence re: release agreements and related issues (.2); correspondence with L. Leyden re: same (.3); correspondence with K. Keller re: same (.2).	0.70
05/22/13	KGM	0019 Correspondence with S. O'Donnell re: deposition prep (.2); correspondence with J. Oliff re: same and related issues (.3).	0.50
05/22/13	JSS	0019 Research for response to U.S. Trustee objection to incentive plan.	3.30
05/23/13	ISD	0019 Review incentive plan proposal with Alden (.8); correspondence with S. Alberino re: Committee offer (.2).	1.00
05/23/13	MRC	0019 Review edits to loyalty plan agreement (0.3); email with K. Keller and L. Leyden re same (0.2).	0.50
05/23/13	SLA	0019 Calls re incentive plan objection and settlement issues.	1.40

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
05/23/13	LHL	0019 Review and revise group termination template severance and release agreements (2.8); correspondence with K. Manoukian re same (0.2).	3.00
05/23/13	KGM	0019 Correspondence with J. Sharp re: response to U.S. Trustee's objection to incentive motion (.2); correspondence with L. Layden re: release agreements (.2); correspondence with K. Keller re: same (.2).	0.60
05/23/13	KGM	0019 Correspondence with S. Alberino re: depositions re: incentive plans (.1); email S. O'Donnell re: same (.1).	0.20
05/23/13	JSS	0019 Revise response to U.S. Trustee objection to the incentive plan.	5.20
05/24/13	SEO	0019 Coordinate deposition schedule with Committee counsel (.2); confer with team re same (.1); follow-up re issues list and witness prep (.3).	0.60
05/24/13	SLA	0019 Calls re incentive plan objection and settlement issues.	1.40
05/24/13	DKB	0019 Correspondence with K. Manoukian re incentive plan precedent research (.2); research the above (1.4); prepare sets of relevant materials for attorneys (.6).	2.20
05/24/13	JLO	0019 Review case law cited in the motion to approve the sale incentive plan and the opposition thereto (2.1); correspondence with S. O'Donnell about depositions (0.4); correspondence with K. Manoukian about depositions (0.3); coordinate logistics for depositions (0.3).	3.10
05/24/13	KGM	0019 Correspondence with litigation team re: deposition notices and related issues (.3); correspondence with A. Verost, J. Wilson and R. Mattes re: scheduling of same and related issues (.4).	0.70
05/24/13	KGM	0019 Revise reply brief to objection to incentive plan.	5.00
05/25/13	KGM	0019 Correspondence with litigation team re: scope and related issues re: incentive plan depositions (.3); review notices of deposition prepared by Committee (.3); correspondence with each deponent re: same (.3).	0.90
05/26/13	SEO	0019 Review deposition notices.	0.30
05/26/13	KGM	0019 Correspondence with litigation team re: scheduling of depositions re: incentive plan and related issues (.2); correspondence with each deponent re: same (.3).	0.50
05/28/13	ISD	0019 Review incentive plan proposal (.8); correspondence with S. Alberino re: Committee offer (.5).	1.30
05/28/13	SEO	0019 Prepare for Committee depositions.	4.50
05/28/13	SLA	0019 Correspondence with Akin Gump team re deposition preparation.	0.50
05/28/13	TS	0019 Correspondence with K. Manoukian re incentive plan research (.1); research and retrieval of precedent documents for K. Manoukian (1.0).	1.10
05/28/13	ECS	0019 Review Committee's objection to incentive plan.	0.50
05/28/13	JLO	0019 Draft confidentiality agreement for use with Committee in depositions and hearing (1.1); review Trustee's objection (1.4); review Committee's objection and declaration in support (1.5); coordinate logistics for depositions (0.2); continue work on turnover complaint (1.4).	4.60
05/28/13	KGM	0019 Revise response to U.S. Trustee objection to incentive motion (3.8); review case law cited in UST's objection (2.1); further research re: responses to same (2.5); review precedents for responses to KEIP objections (1.9); correspondence with J. Sharp re: same (1.2); correspondence with S. Alberino re: same (.3); correspondence with paralegals re: gathering precedents for same (.3); review Committee's objection and related pleadings (1.0).	13.10
05/28/13	JSS	0019 Review Committee sale incentive plan objection (1.0); research regarding comparable incentive plans (2.5); correspondence with Atari personnel re: same (0.8); correspondence with K. Manoukian re: same (0.3).	4.60
05/29/13	ISD	0019 Review incentive plan proposal (.9); correspondence with S. Alberino re: Committee offer (.3).	1.20
05/29/13	SEO	0019 Deposition preparation (5.5), meeting with witnesses (1.5), and follow-up analysis (1.5).	8.50
05/29/13	SLA	0019 Attend deposition preparation sessions (1.0); calls re incentive plan settlement issues (.4).	1.40

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
05/29/13	TS	0019 Correspondence with K. Manoukian and D. Krasa-Berstell re incentive plan research (.2); prepare case binder re Committee's objection to incentive plan (1.0); research incentive plan precedent (1.7).	2.90
05/29/13	DKB	0019 Correspondence with K. Manoukian re incentive plan precedent research (.2); correspondence with T. Southwell and J. Samper re logistics of the project (.2); research precedent (2.7); prepare sets of relevant pleadings for attorneys (1.2); correspondence with attorney re status (.2).	4.50
05/29/13	ECS	0019 Research regarding objection to incentive motion (4.1); memo to co-counsel regarding same (0.3).	4.40
05/29/13	JLO	0019 Participate in deposition preparation (6.1); send notes to K. Manoukian (0.4); follow up with court reporter (0.3).	6.80
05/29/13	KGM	0019 Correspondence with J. Sharp re: reply to objections to sale incentive plan (1.0); correspondence with E. Seitz re: same (.7); review research re: same (1.0); correspondence with Perella team re: comps for same (.2); correspondence with D. Krasa-Berstell re: precedents for same (.3); review same (1.5); correspondence with Akin Gump team re: research on sale incentive plan (.2); correspondence with E. Seitz re: same (.5); review market comps and correspondence re: same (.4).	5.80
05/29/13	KGM	0019 Prepare for and participate in deposition preparation re: sale incentive plan (6.7); correspondence with S. O'Donnell re: same (.1); correspondence with J. Oliff and A. Velinsky re: deposition schedule (.1); draft summary of deposition preparation session (1.7).	8.60
05/29/13	JSS	0019 Draft reply to objections to the sale incentive plan (1.2); review of objections to sale incentive plan (2.2); review cases/precedents cited in same (2.3); conduct further research re: same (1.5); call with K. Manoukian re: same (0.7).	7.90
05/29/13	JAS	0019 Retrieve incentive plan precedents from various bankruptcy cases and email same to K. Manoukian (3.4); correspondence with D. Krasa-Berstell re same (.1).	3.50
05/30/13	ISD	0019 Correspondence with S. Alberino re: Committee offer on incentive plan.	0.60
05/30/13	SEO	0019 Prepare for and defend depositions.	9.50
05/30/13	SLA	0019 Correspondence re incentive plan depositions (1.1); correspondence with Company re settlement issues (.5); correspondence re research issues (.4); review correspondence re same (.3).	2.30
05/30/13	LWL	0019 Research precedents relating to incentive plans for E. Seitz.	0.60
05/30/13	ECS	0019 Review objections to sale incentive plan (1.5) and identify issues for reply (.5); review and revise reply to objection to incentive motion (4.0); correspondence with J. Sharp regarding same (0.3); research regarding same (2.9).	9.20
05/30/13	JLO	0019 Attend depositions (6.5); summarize notes from deposition and send to K. Manoukian and team for use in reply briefing (1.6); correspondence with S. O'Donnell about next steps (0.1); arrange court reporter for next deposition (0.3); correspondence with counsel regarding next deposition (0.1); conduct research on extra jurisdictional depositions (0.2); draft materials for noticing and issuing subpoena (0.5); correspondence with managing clerk's office to arrange for service (0.2).	9.50
05/30/13	KGM	0019 Prepare for and participate in depositions re: sale incentive plan (6.5); follow-up meeting with Akin Gump team and A. Verost (.3); correspondence re: deposition of B. Williams and related issues (.7); correspondence with S. O'Donnell re: same (.1); correspondence with J. Oliff and A. Velinsky re: deposition schedule (.1); draft summary of deposition prep session (1.7).	9.40
05/30/13	KGM	0019 Correspondence with A. Schouder re: incentive plan and related issues (.7); correspondence with S. Alberino re: same (.3); correspondence with K. Keller re: same and related issues (.5); correspondence with Perella re: precedents for same (.2); correspondence with J. Sharp re: same (.3); correspondence with E. Seitz and J. Sharp re: draft of reply brief (.3);	6.60

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
05/30/13	JSS	0019 research re: reply brief and draft portions of same (4.3). Research case law re: incentive plans (3.5); summarize same (3.0); draft omnibus reply to objections to the sale incentive plan (3.7); correspondence with E. Seitz re: same (0.2).	10.40
05/30/13	JAS	0019 Research bankruptcy cases for incentive plan affidavits.	1.00
05/31/13	ISD	0019 Conference call with Alden and Company re: incentive plan and global proposal (1.0).	1.00
05/31/13	SEO	0019 Prepare and coordinate depositions.	2.00
05/31/13	SLA	0019 Attend to incentive plan litigation issues (.9), calls re same (.4, .5).	1.80
05/31/13	LWL	0019 Research unpublished opinions relating to incentive plans for E. Seitz.	2.60
05/31/13	ECS	0019 Review/revise reply to objections to incentive plan (3.9); correspondence with J. Sharp regarding same (0.3).	4.20
05/31/13	JLO	0019 Draft and email notice of Goldstein deposition (0.9); participate in calls with team (0.4); correspondence with S. O'Donnell about depositions (0.2); draft section of reply related to business judgment standard (6.0); draft outline for Williams deposition (5.0).	12.50
05/31/13	KGM	0019 Correspondence with Akin Gump team re: incentive plan and related issues (.6); review cases cited in Committee objection (1.5); review deposition transcripts in connection with reply brief (2.2); research re: incentive plans (3.2); review case law cited by objections to sale incentive plan (2.8); revise reply brief (4.7).	15.00
05/31/13	JSS	0019 Edit and revise reply to sale incentive plan objections.	2.80
05/07/13	SLA	0021 Review exclusivity motion and issues (.8); correspondence with team re bridge order (.6).	1.40
05/07/13	DKB	0021 Correspondence with K. Manoukian re exclusivity precedent research (.2); work on same (1.4); prepare sets of relevant pleadings for attorneys (.6); correspondence with attorney re status (.1).	2.30
05/07/13	KGM	0021 Correspondence with S. Alberino re: exclusivity motion (.5); research re: timing for filing same and related issues (.8); correspondence with chambers re: same (.3); correspondence with J. Sharp re: preparing same (.3); correspondence with Bracewell and Cooley re: filing of same and related issues (.3); correspondence with D. Krasa-Berstel re: precedents for same (.2); review/revise exclusivity motion and related pleadings (4.8).	7.20
05/07/13	JSS	0021 Call with K. Manoukian re: exclusivity extension motion (0.1); review precedents for same (2.1); draft same (3.0); draft notice of filing for exclusivity extension motion (0.3).	5.50
05/08/13	SLA	0021 Review exclusivity pleadings (.5); correspondence with team re bridge order (.6).	1.10
05/08/13	DKB	0021 Correspondence with K. Manoukian re filing of exclusivity motion (.1); assist with preparation thereof (.8); review precedent (.6); correspondence with BMC re service (.1).	1.60
05/08/13	KGM	0021 Review/revise exclusivity motion and related pleadings (1.8); review/revise notice of same (.4).	2.20
05/09/13	SLA	0021 Review exclusivity motion.	0.60
05/09/13	DKB	0021 Correspondence with K. Manoukian re preparation for filing of exclusivity motion (.2); review and revise the document (.5); correspondence with attorney re above (.1); revise the above in accordance with attorney's instructions (.5); prepare document to be filed (.3); effect the above (.2); prepare documents for service (.2); forward the above to notice agent for service (.2); prepare chambers copies (.6); prepare soft copy of the proposed bridge order (.2); forward documents to court (.2); correspondence with attorney re status (.1).	3.30
05/09/13	KGM	0021 Review/revise exclusivity motion and related pleadings based on comments from S. Alberino (1.0); review/revise notice of same (.2); finalize exclusivity motion and related pleadings for filing (.5); coordinate filing of same (.2); distribute courtesy copies of same (.1);	2.20

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		review Judge's copy (.2).	
05/13/13	DKB	0021 Prepare bridge exclusivity order for service (.2); forward the above to BMC for service (.1); correspondence with K. Manoukian re status (.1).	0.40
05/13/13	KGM	0021 Correspondence with R. Mattes re: exclusivity motion (.2); correspondence with S. Alberino re: same (.1); correspondence with chambers re: bridge order (.1); review and circulate same (.1); coordinate with D. Krasa-Berstel re: service of same (.1).	0.60
05/02/13	ISD	0022 Review Alden settlement offer.	0.60
05/03/13	ISD	0022 Review Alden settlement offer (0.5); review plan of reorganization issues (0.5).	1.00
05/07/13	ISD	0022 Correspondence re: Alden settlement offer.	1.10
05/08/13	ISD	0022 Attention to plan of reorganization issues.	0.60
05/14/13	ISD	0022 Attention to plan of reorganization issues.	1.00
05/15/13	ISD	0022 Review Alden settlement offer and options (.7); correspondence with S. Alberino re plan of reorganization issues (1.0).	1.70
05/21/13	ISD	0022 Correspondence re: settlement offer.	0.40
05/28/13	ISD	0022 Correspondence re: Alden settlement offer.	1.10
05/29/13	ISD	0022 Review Alden settlement offer.	0.60
05/30/13	ISD	0022 Review Alden settlement offer (.3); review plan of reorganization issues (.6).	0.90
05/31/13	SLA	0022 Participate in calls re plan proposals.	1.00
05/01/13	SLA	0024 Calls re sale process.	0.60
05/01/13	DIF	0024 Call re: asset purchase agreement issues.	0.60
05/01/13	KGM	0024 Correspondence with A. Schouder re: sale process and related issues (1.3); correspondence with S. Alberino, D. Fisher and A. Verost re: sale process and related issues (.5); post-call with S. Alberino re: same (.1).	1.90
05/02/13	ISD	0024 Office conference with G. Davis re: sales process update and Alden offer (.4); review auction issues (.5); correspondence with S. Alberino re: same (.2).	0.40
05/02/13	SLA	0024 Calls re sale process.	1.30
05/02/13	DIF	0024 Calls re: asset purchase agreement issues.	1.40
05/02/13	KGM	0024 Correspondence with Akin Gump and Perella teams re: sale process (.4); call between Akin Gump, Alden, Perella and Company re: same (.5); review bid procedures precedents and draft same (1.0).	1.90
05/03/13	SLA	0024 Calls re sale process.	1.30
05/03/13	KGM	0024 Correspondence with A. Schouder re: sale related issues.	0.70
05/06/13	DIF	0024 Attend to asset purchase agreement issues.	0.30
05/07/13	SLA	0024 Calls re sale process (.6, .7); calls with DIP lender re same (.4).	1.70
05/07/13	DIF	0024 Attend to asset purchase agreement issues.	0.60
05/07/13	KGM	0024 Participate in call with Akin Gump and Perella teams re: sale process.	0.30
05/08/13	SLA	0024 Calls re sale process (.8, .5); calls with Company re same (.3).	1.60
05/08/13	ECS	0024 Correspondence with J. Sharp regarding sale motion (0.2); email precedent documents (0.1).	0.30
05/08/13	DIF	0024 Attend to asset purchase agreement issues.	0.30
05/08/13	KGM	0024 Correspondence with J. Sharp re: sale pleadings (.2); review precedents for sale pleadings (3.2).	3.40
05/08/13	JSS	0024 Draft 363 sale motion, bidding procedures, and associated notices and proposed orders.	5.90
05/09/13	SLA	0024 Calls re sale process issues (0.6, 0.3), correspondence with team re same (.5).	1.40
05/09/13	ECS	0024 Correspondence with J. Sharp regarding sale motion and related pleadings (0.2); review proposed order (0.1).	0.30
05/09/13	JSS	0024 Draft bid procedures order, notices, assumption and assignment procedures, and sale order (7.1); send documents to K. Manoukian and E. Seitz for review (0.1).	7.20
05/10/13	SLA	0024 Calls re sale process (0.6, 0.7); calls with DIP lender re same (0.4).	1.70
05/10/13	KGM	0024 Review/revise sale pleadings.	1.50

ATARI, INC.
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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
05/13/13	ISD	0024 Correspondence with G. Davis re: sales process update and Alden offer (.6); review auction issues (.6); correspondence with S. Alberino and Perella re: same (.4).	1.60
05/13/13	KGM	0024 Further revise sale pleadings based on comments (1.6); review/revise sale pleadings (1.0); email A. Verost re: same (.1); correspondence with S. Alberino re: same (.1).	2.80
05/14/13	ISD	0024 Correspondence with G. Davis re: sales process update and Alden offer.	0.30
05/14/13	DIF	0024 Call re: asset purchase agreement/status/related matters.	0.40
05/14/13	KGM	0024 Correspondence with K. Keller and R. Mattes re: sale process (.7); correspondence with corporate team re: post-sale issues (.2); correspondence with S. Kuhn re: same (.3); correspondence with D. Fisher re: same (.2); participate in weekly call re: sale process with Akin Gump, Perella, Duff & Phelps and Cooley (.3); review/revise sale pleadings (4.0).	5.70
05/15/13	SLA	0024 Calls re sale process issues (.3, .4), review bidding procedures (.2).	5.50
05/15/13	KGM	0024 Review/revise sale pleadings.	7.80
05/15/13	JSS	0024 Revise bid procedures, bid procedures order, and related notices (2.4); send same to K. Manoukian (0.1).	2.50
05/16/13	ISD	0024 Review auction issues (1.0); correspondence with S. Alberino re: same (.3).	1.30
05/16/13	SLA	0024 Calls re sale process issues (.3, .4), review bidding procedures (.2).	0.90
05/16/13	DKB	0024 Correspondence with K. Manoukian re IP sale precedent research (.2); research re: same (1.7); prepare set of relevant materials for attorneys (.7); correspondence with attorney re status (.1).	2.70
05/16/13	DIF	0024 Attend to asset purchase agreement issues.	1.70
05/16/13	KGM	0024 Review bid procedures/sale motion precedents (2.0); review/revise sale motion (3.5); review/revise bid procedures (2.5); review/revise proposed bid procedures order (1.8); review/revise sale and assumption notices (1.8); multiple conferences with Perella re: sale process and related issues (1.1); correspondence with I. Dizengoff re: same (.6); correspondence with S. Alberino re: same and related issues (.5); correspondence/conferences w/ J. Sharp re: same and related issues (1.2).	15.00
05/17/13	SLA	0024 Calls re sale procedures and pleadings.	1.40
05/17/13	RRG	0024 Draft IP asset purchase agreement.	3.00
05/17/13	KGM	0024 Multiple conferences with S. Alberino re: sale pleadings and related issues (.3); correspondence with J. Scharer re: same (.2); review/revise same (2.5).	3.00
05/18/13	DIF	0024 Review and comment on bid procedures and related emails.	0.90
05/18/13	KGM	0024 Review/revise bid procedures (1.5); conferences with J. Sharp re: same (.5); correspondence with D. Fisher re: same (.3); correspondence with S. Alberino re: same and related issues (.2); circulate same to Committee, Alden and Atari SA (.1); correspondence with A. Schouder re: same (.3); revise sale motion (2.5); correspondence with Perella team re: bid procedures and related issues (.2).	5.60
05/18/13	JSS	0024 Revise bid procedures (4.0); send same to S. Alberino and D. Fisher for approval (0.2); revise sale motion, bid procedures order, and associated notices (4.4); send same to K. Manoukian (0.1).	8.70
05/19/13	KGM	0024 Review/revise sale motion (3.1); review/revise bid procedures (2.1); review precedents for de minimus asset sales (1.1); email J. Sharp re: same (.1); email S. Alberino re: same (.1); circulate bid procedures to the board (.1).	6.60
05/19/13	JSS	0024 Revise sale motion, bid procedures order, and associated notices.	1.20
05/20/13	SLA	0024 Review and revise sale pleadings (2.1, 0.9); calls re bid procedures and declaration (1.2).	4.20
05/20/13	DKB	0024 Correspondence with K. Manoukian re research of sale precedent (.2); research the above (1.2); review and organize relevant materials for	2.10

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		attorneys (.7).	
05/20/13	RRG	0024 Review revised bid procedures.	1.00
05/20/13	DIF	0024 Attend to bid procedure.	0.60
05/20/13	KGM	0024 Correspondence with A. Shane re: schedules to bid procedures (.2); correspondence with Akin Gump team re: same (.2); correspondence with Perella team re: same (.1); revise Verost declaration in support of bid procedures (2.4); review comments to bid procedures from K. Coleman (.2); correspondence with Akin Gump team re: same (.2); review comments to bid procedures from Bracewell (.2); correspondence with A. Schouder re: same (.4); correspondence with Akin Gump team re: same (.2); correspondence with S. Alberino re: same (.2); revise bid procedures based on same (2.3); revise sale motion based on same (2.3); revise sale and assumption notices (1.1).	10.00
05/20/13	JSS	0024 Revise Verost declaration for sale motion.	0.70
05/21/13	SLA	0024 Review and revise sale pleadings (2.8); calls re bid procedures and declaration (1.7).	4.50
05/21/13	DKB	0024 Correspondence with K. Manoukian re filing of sale pleadings (.2); work on logistics thereof (.3); draft notice of motion (1.2); correspondence with J. Sharp re above (.2); review and organize exhibits (2.2); correspondence with K. Manoukian re de minimis sales precedent (.2); research the above (1); prepare set of relevant pleadings for attorneys (.6); assist with revising motion and exhibits (1.2); review and organize documents in preparation for filing (1); prepare document to be filed (.6); effect the above (.5); correspondence with K. Manoukian re status (.2); contact BMC re service logistics (.2).	9.60
05/21/13	RRG	0024 Revisions to asset purchase agreement.	1.50
05/21/13	DIF	0024 Attend to purchase agreement and sale issues.	1.20
05/21/13	KGM	0024 Revise bid procedures (.3); circulate same to Committee, Alden and Atari S.A.'s representatives (.1); correspondence with S. Alberino re: same and related issues (.2); correspondence with S. Alberino re: de minimis asset sales (.2); correspondence with A. Schouder re: bid procedures (.4); correspondence with S. Alberino re: same (.3); correspondence with A. Verost re: sale and related issues (.3); correspondence with K. Coleman re: bid procedures (.3); correspondence with J. Sharp re: conforming changes to sale notices, order (.2); revise/finalize sale motion in preparation for filing (1.8); revise/finalize bid procedures (1.6); revise/finalize Verost declaration (1.6); finalize schedules to bid procedures (1.6); coordinate filing and service issues (1.2); correspondence with S. Alberino re: same (1.0); revise/finalize bid procedures order (1.4); correspondence with A. Verost re: same (1.0); correspondence re: service issues of same (.3).	13.80
05/21/13	JSS	0024 Correspondence with BMC regarding notice of sale pleadings (0.5); revise sale motion (2.5), bid procedures order (2.2), and associated notices (1.4); correspondence with K. Manoukian regarding same (0.5).	7.10
05/22/13	ISD	0024 Correspondence with G. Davis re: sales process update and Alden offer (.2); review auction issues (.2); correspondence with S. Alberino re: same (.1).	0.50
05/22/13	DKB	0024 Review and prepare sale pleadings for service (.4); forward documents to BMC for service (.2); prepare sets of sale documents for attorneys (1.2); prepare chambers copies (.3); forward documents to court (.2); correspondence with K. Manoukian re status (.1).	2.40
05/22/13	KGM	0024 Correspondence with J. Samper re: sale milestones (.3); review/revise same (.4); correspondence with Committee's and Alden's counsel re: disposition of records (.1); correspondence with Bracewell re: same (.1); correspondence with K. Keller re: same (.1); correspondence with BMC re: service of sale pleadings (.1); correspondence with A. Verost re: same (.1); correspondence with S. Alberino re: auction and related issues	6.00

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		(.1); correspondence with K. Keller re: sale schedules and related issues (.4); correspondence with J. Samper re: key sale dates (.1); correspondence with J. Sharp re: same (.1); correspondence with A. Verost re: contract assumption issues with respect to sale (.1); correspondence with A. Verost re: publication of sale notice and related issues (.3); correspondence with J. Sharp re: costs of same (.1); correspondence with A. Schouler re: sale related issues (.2); review same (.2); review/revise Perella's sale process letters (2.5); correspondence with Perella team re: same (.5); review final draft of same prior to distribution (.2).	
05/22/13	JSS	0024	0.20
05/22/13	JAS	0024	2.60
		Correspondence with A. Levin re: sale notice publication.	
		Review sale motion and develop key dates data related to the sale proceedings (2.2); correspondence with K. Manoukian re same (.1); edit same (.3).	
05/22/13	JKL	0024	0.50
05/23/13	DIF	0024	0.40
05/23/13	KGM	0024	0.50
		Research re sale motion.	
		Review bid procedure order.	
		Coordinate logistics for the auctions (.3); correspondence with Perella team re: responses to bidder questions/requests (.2).	
05/24/13	DKB	0024	0.90
		Correspondence with K. Manoukian re preparation for auction (.2); research transcriber services for auctions (.5); correspondence with attorney re rates for same (.2).	
05/24/13	KGM	0024	0.40
		Correspondence with prospective buyers re: sale process (.2); review correspondence between same and Perella re: assets subject to sale and related issues (.2).	
05/24/13	JSS	0024	0.80
05/28/13	DIF	0024	0.60
		Attend to asset purchase agreement, auction, and nondisclosure agreement issues.	
05/29/13	ISD	0024	0.40
05/29/13	DIF	0024	0.40
		Attend to non-disclosure agreement issues.	
05/30/13	ISD	0024	0.20
05/30/13	DIF	0024	0.50
		Attend to asset purchase agreement issues and evergreen issues.	
05/30/13	KGM	0024	1.10
		Correspondence with Akin Gump team re: sale process and asset lists (.2); correspondence with K. Keller re: same (.2); correspondence with Perella team re: same (.1); review Committee's comments to bid procedures (.2); correspondence with Committee re: same (.2); correspondence with S. Alberino re: same (.2).	
05/31/13	DCV	0024	3.20
		Analyze bid procedures order and related materials (2.1); attend telephone conference regarding schedules to APA (1.1).	
05/31/13	DIF	0024	0.80
05/31/13	KGM	0024	0.70
		Participate in call re: IP issues related to sale.	
		Correspondence re: sale process (.1); correspondence with counsel to prospective buyer (.1); correspondence with K. Keller re: same (.1); participate in call re: sale process (.4).	
05/17/13	SLA	0027	0.90
05/17/13	DIF	0027	1.70
		Attend board meeting (.5), calls re same (.4).	
05/17/13	KGM	0027	0.70
		Attend board call.	
		Participate in board call (.5); post-call with S. Alberino and D. Fisher re: same (.2).	
Total Hours			805.30

Exhibit B

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

PARTNERS	DEPARTMENT	STATE/COUNTRY OF BAR ADMISSION – YEAR	HOURS	HOURLY BILLING RATE	AMOUNT
Scott L. Alberino	Financial Restructuring	Georgia – 2000 District of Columbia – 2002	55.60	\$875.00	\$48,650.00
Ira S. Dizengoff	Financial Restructuring	New Jersey – 1992 New York – 1993	23.00	\$1,100.00	\$25,300.00
Daniel I. Fisher	Corporate	New York – 2003	12.40	\$775.00	\$9,610.00
Howard B. Jacobson	Tax	District of Columbia – 1979	2.60	\$770.00	\$2,002.00
Sean E. O'Donnell	Litigation	New York – 1998	29.20	\$870.00	\$25,404.00
COUNSEL	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	HOURLY BILLING RATE	AMOUNT
Mark R. Curiel	Labor	California – 2002	0.90	\$625.00	\$562.50
Lauren H. Leyden	Labor	New York – 2006	3.30	\$695.00	\$2,293.50
Angeline L. Koo	Litigation	New York – 2005	27.20	\$665.00	\$18,088.00
Meng Ru	Corporate	New York – 2005	1.00	\$660.00	\$660.00
David C. Vondle	Intellectual Property	California – 2003 District of Columbia – 2008	3.20	\$600.00	\$1,920.00
ASSOCIATES	DEPARTMENT	STATE/COUNTRY OF BAR ADMISSION – YEAR	HOURS	HOURLY BILLING RATE	AMOUNT
Andrew Barnes	Litigation	New York – 2011	17.00	\$290.00	\$4,930.00
Andrew R. Casillas	Litigation	Texas – 2010	2.90	\$435.00	\$1,261.50
Rishikesh R. Gadhia	Corporate	New York – 2009 District of Columbia – 2009	5.50	\$530.00	\$2,915.00
Ashleigh M. Hall	Corporate	Indiana – 2009 District of Columbia – 2012	0.40	\$475.00	\$190.00
Garrett S. Llewellyn	Litigation	California – 2009	12.00	\$475.00	\$5,700.00

ASSOCIATES	DEPARTMENT	STATE/COUNTRY OF BAR ADMISSION – YEAR	HOURS	HOURLY BILLING RATE	AMOUNT
Kristine G. Manoukian	Financial Restructuring	New York – 2008 Utah – 2008 Delaware – 2010	234.10	\$675.00	\$158,017.50
Jessica L. Oliff	Litigation	New Jersey – 2009 New York – 2010	37.70	\$525.00	\$19,792.50
Eric C. Seitz	Financial Restructuring	Texas – 2009	41.10	\$500.00	\$20,550.00
Jason S. Sharp	Financial Restructuring	Texas – 2012	88.70	\$400.00	\$35,480.00
Scott J. Street	Litigation	California – 2008	5.70	\$530.00	\$3,021.00
Roxanne Tizravesh	Litigation	New York – 2009	47.60	\$580.00	\$27,608.00
Dawn S. Walker	Litigation	Texas – 2010	3.20	\$435.00	\$1,392.00
Jeffrey A. Zuidema	Litigation	California – 2006	8.00	\$275.00	\$2,200.00
LEGAL ASSISTANTS	DEPARTMENT		HOURS	HOURLY BILLING RATE	AMOUNT
Khalib J. Bell	EDiscovery		9.50	\$225.00	\$2,137.50
Brenda R. Kemp	Financial Restructuring		1.00	\$225.00	\$225.00
Dagmara Krasa-Berstell	Financial Restructuring		70.60	\$245.00	\$17,297.00
Leslie W. Lanphear	Library		3.20	\$230.00	\$736.00
Jacqueline K. Lewis	Financial Restructuring		1.00	\$205.00	\$205.00
Shirley Lui	Litigation		1.80	\$220.00	\$396.00
James W. Ma	EDiscovery		0.30	\$255.00	\$76.50
Jonathan A. Samper	Financial Restructuring		10.00	\$225.00	\$2,250.00
Francis A. Singer	Litigation		1.40	\$260.00	\$364.00
Tracy Southwell	Financial Restructuring		6.30	\$245.00	\$1,543.50

LEGAL ASSISTANTS	DEPARTMENT		HOURS	HOURLY BILLING RATE	AMOUNT
Peter J. Sprofera	Financial Restructuring		17.90	\$285.00	\$5,101.50
Radu Stancut	EDiscovery		20.00	\$245.00	\$4,900.00
TOTAL FEES			805.30		\$452,779.50

Exhibit C

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

Computerized Research/Corporate Service Charges/PACER Charges	\$2,371.91
Courier Service/Postage	\$66.80
Duplicating	\$100.00
Meals/Meeting Expenses	\$211.00
Travel Expenses – Ground Transportation	\$325.97
TOTAL	\$3,075.68

Notices of Objection to Fee Statement Due: August 5, 2013

AKIN GUMP STRAUSS HAUER & FELD LLP

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New York, New York 10036
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Kristine G. Manoukian

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Telephone: (202) 887-4000
Facsimile: (202) 887-4288
Scott L. Alberino (*Admitted Pro Hac Vice*)

Counsel to the Debtors and Debtors in Possession

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

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

**FIFTH MONTHLY FEE STATEMENT OF AKIN GUMP STRAUSS HAUER &
FELD LLP FOR COMPENSATION FOR SERVICES AND REIMBURSEMENT OF
EXPENSES AS ATTORNEYS TO THE DEBTORS AND DEBTORS IN POSSESSION
FOR THE PERIOD FROM JUNE 1, 2013 THROUGH JUNE 30, 2013**

Name of Applicant:	Akin Gump Strauss Hauer & Feld LLP
Date of Retention:	Order entered on March 6, 2013 retaining Akin Gump Strauss Hauer & Feld LLP (“ <i>Akin Gump</i> ”) <i>nunc pro tunc</i> to February 6, 2013 [Docket No. 115]
Period for which compensation and reimbursement is sought:	June 1, 2013 through June 30, 2013 (the “ <i>Fee Period</i> ”)

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

Amount of compensation sought as actual, reasonable and necessary:	\$552,417.75
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$13,321.36

This statement is the fifth monthly fee statement (the “*Fee Statement*”) of Akin Gump, attorneys to the above-captioned debtors and debtors in possession (collectively, the “*Debtors*”), filed pursuant to the *Order Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* [Docket No. 81] (the “*Interim Compensation Order*”). Akin Gump requests payment in accordance with the provisions of the Interim Compensation Order in the amount of (i) \$441,934.20 (80% of \$552,417.75) on account of actual, reasonable and necessary professional services rendered to the Debtors by Akin Gump during the Fee Period and (ii) \$13,321.36 on account of reimbursement of actual, reasonable and necessary costs and expenses incurred by Akin Gump during the Fee Period.

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

Notice

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

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WHEREFORE, pursuant to the Interim Compensation Order, Akin Gump requests: (i) payment of compensation in the amount of (i) \$441,934.20 (80% of \$552,417.75) on account of actual, reasonable and necessary professional services rendered to the Debtors by Akin Gump and (ii) reimbursement of actual, reasonable and necessary costs and expenses in the amount of \$13,321.36 incurred on behalf of the Debtors by Akin Gump.

New York, New York
Dated: July 19, 2013

AKIN GUMP STRAUSS HAUER & FELD LLP

By: /s/ Ira S. Dizengoff

Ira S. Dizengoff
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Counsel to the Debtors and Debtors in Possession

Exhibit A

Akin Gump

Strauss Hauer & Feld LLP

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

Invoice Number 1491226
Invoice Date 07/19/13
Client Number 691767
Matter Number 0001

Re: RESTRUCTURING ADVICE

FOR PROFESSIONAL SERVICES RENDERED THROUGH 06/30/13 :

MATTER SUMMARY OF TIME BILLED BY TASK :

		<u>HOURS</u>	<u>VALUE</u>
0002	General Case Administration	23.30	\$5,932.50
0003	Akin Gump Fee Application/Monthly Billing Reports	40.40	\$21,338.00
0004	Analysis of Other Professionals Fee Applications/Reports	7.20	\$3,067.00
0006	Retention of Professionals	26.20	\$13,286.50
0008	Court Hearings	123.90	\$63,961.50
0009	Financial Reports and Analysis	1.60	\$822.00
0010	DIP, Cash Collateral Usage and Exit Financing	13.60	\$11,000.00
0011	Executory Contracts/License Agreements	59.60	\$36,779.50
0012	General Claims Analysis/Claims Objections	28.70	\$14,927.50
0017	General Adversary Proceedings/Litigation Matters	405.30	\$176,196.50
0019	Labor Issues/Employee Benefits	222.90	\$143,309.50
0022	Plan/Disclosure Statement/Solicitation and Related Documentation	7.10	\$6,047.00
0024	Sale Transaction/Stock Transaction/Business Liquidations (Including)	66.50	\$48,882.00
0025	Travel Time	9.35	\$6,868.25
	TOTAL	<u>1035.65</u>	<u>\$552,417.75</u>

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
06/04/13	DKB	0002 Review case docket (.3); prepare updates for calendar (.6).	0.90
06/05/13	DKB	0002 Review case docket (.2); review and organize documents for J. Oliff (.7); prepare set of relevant documents for attorney (.5).	1.40
06/07/13	DKB	0002 Review case docket (.2); update case calendar (.7); update task list (.6); review and organize pleadings for attorneys (.7).	2.20
06/10/13	DKB	0002 Review case docket (.3); update case calendar (.6); update task list (.5); update attorneys outlook calendars (.7); review and organize pleadings for attorneys (.6).	2.70
06/11/13	DKB	0002 Review and update transcripts file.	0.50
06/11/13	JAS	0002 Retrieve first day pleadings and orders in precedent cases (1.5); e-mail same to K. Manoukian (.2).	1.70
06/12/13	DKB	0002 Review case docket (.2); review and organize documents for attorneys (.6); prepare updates for calendar and task list (.7); confer with attorney re status (.1).	1.60
06/14/13	DKB	0002 Review case docket (.3); update case calendar (.8); update task list (.5); update attorneys outlook calendars (.5); review and organize pleadings for attorneys (.7); confer with attorney re status (.1).	2.90
06/14/13	KGM	0002 Conference with D. Krasa-Berstell re: upcoming deadlines and related issues.	0.20
06/17/13	DKB	0002 Confer with K. Manoukian re hearing transcripts (.1); follow up with transcriber re above (.2); review and update transcripts file (.3) review and organize documents for attorneys (.8).	1.40
06/19/13	DKB	0002 Review case docket (.2); update case calendar (.5); update task list (.4); update attorneys outlook calendars (.4); confer with K. Manoukian re status (.1); review and organize pleadings for attorneys (.6).	2.20
06/19/13	KGM	0002 Conference with D. Krasa-Berstell re: upcoming filings and related issues (.2); review calendar and task list (.2).	0.40
06/26/13	DKB	0002 Review case docket (.2); confer with K. Manoukian re prospective filings (.1); follow up with BMC re above (.2); review and organize documents for attorneys (.7).	1.20
06/27/13	DKB	0002 Review case docket (.2); prepare updates for attorneys (.6); prepare updates for calendar (.5); review and organize pleadings for attorneys (.5).	1.80
06/28/13	DKB	0002 Review case docket (.2); review and organize updates for calendar and task list (.8); confer with attorney re status (.1); update transcripts file (.5); confer with E. Seitz re above (.1); review and organize pleadings for attorneys (.5).	2.20
06/02/13	ECS	0003 Correspondence with K. Manoukian regarding first interim fee application.	0.10
06/04/13	ECS	0003 Review May prebill (0.1); correspondence with J. Berry regarding same (0.1).	0.20
06/05/13	ECS	0003 Review/revise May prebill.	3.40
06/07/13	ECS	0003 Review/revise May prebill.	1.60
06/10/13	ECS	0003 Review/revise May prebill.	1.20
06/10/13	KGM	0003 Research re: Akin's April fee payment.	0.20
06/11/13	ECS	0003 Review/revise Akin Gump May prebill (0.3); correspondence with K. Manoukian, L. Jackson re same (0.2).	0.50
06/11/13	KGM	0003 Research re: interim compensation requirements.	0.20
06/13/13	KGM	0003 Correspondence with R. Mattes re: fee payments (.1).	0.10
06/14/13	KGM	0003 Conference with R. Mattes re: fee payment (.2); conference with I. Dizengoff re: same (.1).	0.30
06/17/13	ECS	0003 Correspondence with K. Manoukian regarding first interim fee application.	0.30
06/17/13	KGM	0003 Review/revise Akin's interim fee application.	7.20
06/18/13	PJS	0003 Review and prepare documents re monthly fee statement.	2.40

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
06/18/13	TS	0003 Review and confirm data in first interim fee application.	1.20
06/18/13	DKB	0003 Confer with E. Seitz re preparation of interim fee application (.1); review pleadings in preparation thereof (.7); prepare status note for attorney (.4); confer with attorney re status (.1).	1.30
06/18/13	ECS	0003 Revise first interim fee application (2.1); correspondence with K. Manoukian regarding same (0.3).	2.40
06/18/13	KGM	0003 Review/revise Akin's first interim fee application (1.0); multiple email exchanges with E. Seitz re: same (.5); correspondence with J. Samper re: same (.1); review/revise Akin's May prebill (2.2).	3.80
06/19/13	PJS	0003 Review and prepare documents re monthly fee statement.	0.80
06/19/13	SLA	0003 Review fee issues.	0.40
06/19/13	ECS	0003 Draft notice of first interim fee application (0.7); review and revise May fee statement (0.6).	1.30
06/19/13	KGM	0003 Correspondence with accounting re: Akin's invoices.	0.10
06/19/13	KGM	0003 Review Akin's May prebill and circulate same to S. Alberino (.3); correspondence with E. Seitz re: same (.2).	0.50
06/20/13	PJS	0003 Review and prepare documents re monthly fee statement.	0.20
06/20/13	SLA	0003 Review interim fee application.	0.90
06/20/13	TS	0003 Prepare and ECF file Akin's first interim fee application, afterhours.	1.20
06/20/13	DKB	0003 Confer with K. Manoukian re interim fee applications (.2); work on logistics thereof (.3); draft omnibus notice of filing (.6); confer with attorney re status (.1).	1.20
06/20/13	ECS	0003 Prepare notice of hearing regarding interim fee application (0.9); revise May fee application (0.3); correspondence with K. Manoukian, P. Sprofera regarding same (0.3).	1.50
06/20/13	KGM	0003 Correspondence with E. Seitz re: status of Akin's May fee application and related issues (.1); teleconference with S. Alberino re: same (.1); revise/finalize Akin's interim fee app and coordinate filing and service of same (2.0).	2.20
06/21/13	TS	0003 Finalize May fee statement (.4); prepare and ECF file same (.3); coordinate service of same with BMC (.1).	0.80
06/21/13	ECS	0003 Finalize May fee statement (0.8); coordinate filing of same (0.3); correspondence with K. Manoukian regarding same (0.2).	1.30
06/21/13	KGM	0003 Review S. Alberino's comments to May prebill and address same (.5); conference with D. Krasa-Berstell re: filing of same (.1); email E. Seitz re: same (.1); finalize May prebill for filing (.5).	1.20
06/25/13	KGM	0003 Correspondence with R. Mattes re: Akin fee payment (.1); correspondence with accounting re: same (.1).	0.20
06/27/13	KGM	0003 Correspondence with accounting re: Akin's fee payments (.1); correspondence with R. Mattes re: same (.1).	0.20
06/11/13	KGM	0004 Correspondence with various profs re: interim fee applications.	0.20
06/12/13	ECS	0004 Review Protiviti fee application (0.7); provide comments to same (0.2).	0.90
06/12/13	KGM	0004 Correspondence with various professionals re: interim fee apps.	0.20
06/13/13	KGM	0004 Correspondence with R. Mattes re: professionals' fee payments (.1); correspondence with Cooley re: same (.1).	0.20
06/18/13	KGM	0004 Correspondence with E. Seitz re: Protiviti's interim fee app (.1); email PWP re: interim fee app (.1).	0.20
06/18/13	JAS	0004 Verify interim fee order data.	1.20
06/19/13	KGM	0004 Correspondence with R. Mattes re: April prof. fee payments.	0.10
06/20/13	TS	0004 Prepare and ECF file 4th monthly fee statement for Protiviti (.3); prepare and ECF file 4th monthly fee statement for Perella (.3); prepare and ECF file first interim fee application for Protiviti (.4); prepare and ECF file first interim fee application for Perella (.4); assist K. Manoukian with hearing notice (.3); ECF file same (.2); coordinate service of all fee applications with BMC (.2).	2.10
06/20/13	ECS	0004 Review/revise Protiviti and PWP's fee applications and May fee statements (0.8); prepare same for filing (0.3).	1.10

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
06/20/13	KGM	0004 Correspondence with PWP and Protiviti re: status of their respective fee statements and applications (.2); email exchanges with E. Seitz re: same (.3); review Protiviti's fourth monthly fee statement and coordinate filing of same (.1); review Perella's fourth monthly fee statement and coordinate filing of same (.1); attention to service issues (.3).	1.00
06/05/13	JSS	0006 Review and revise Marks Paneth retention application.	0.30
06/06/13	KGM	0006 Correspondence with J. Sharp re: retention for 401k auditor.	0.10
06/10/13	KGM	0006 Review/revise 401k auditor retention application (1.8); research re: filing same on presentment (.2).	2.00
06/11/13	KGM	0006 Revise 401k plan auditor retention application.	1.30
06/12/13	JSS	0006 Revise Marks Paneth retention application (2.0); send same to Marks Paneth for review (0.2); call with R. Werner re: same (0.2); revise Frank, Rimerman retention application (0.6).	3.00
06/13/13	KGM	0006 Correspondence with J. Sharp re: Frank Rimmerman retention application (.2); review/revise same (1.6).	1.80
06/13/13	KGM	0006 Correspondence with J. Sharp re: Marks Paneth retention application.	0.10
06/13/13	JSS	0006 Revise Frank Rimerman retention application (0.8); draft claim withdrawal forms for Frank Rimerman and Marks Paneth (0.5); email to K. Manoukian re: Frank Rimerman and Marks Paneth retention applications (0.1); email to K. Keller re: status of Marks Paneth retention application (0.2).	1.60
06/18/13	KGM	0006 Email exchange with J. Sharp re: Paneth and Frank Rimerman retentions.	0.20
06/19/13	KGM	0006 Review/revise Frank, Rimerman retention application (1.3); teleconference with J. Sharp re: same (.1); correspondence with J. Sharp re: same (.1).	1.50
06/19/13	JSS	0006 Revise Frank Rimerman Retention Application (1.5), Declaration (.9) and Proposed Order (.8); send multiple emails to G. Tinazape and J. Albero re: same (0.5); revise Frank Rimerman claim withdrawal form (0.2); call with K. Manoukian re: same (0.1); revise Marks Paneth Retention Application (1.5); revise Marks Paneth claim withdrawal form (0.2); email to R. Werner and M. Fosorile re: same (0.5).	6.20
06/20/13	JSS	0006 Multiple calls with J. Albero re: Frank, Rimerman retention application (0.3); revise Frank, Rimerman retention application (0.4); send same to K. Manoukian (0.1); email to M. Fosorile re: Marks Paneth retention application (0.1).	0.90
06/21/13	KGM	0006 Teleconference with Frank, Rimerman office re: Albero declaration (.2); email exchange with J. Sharp re: same (.1).	0.30
06/21/13	KGM	0006 Correspondence re: status of Rimerman and Paneth retention apps (.2); review Rimerman retention app (.9).	1.10
06/21/13	JSS	0006 Call with K. Manoukian re: Frank, Rimerman retention application (0.1); edit same (0.1); send multiple emails to BMC re: Frank, Rimerman and Marks Paneth claim withdrawal forms (0.2).	0.40
06/25/13	KGM	0006 Correspondence with J. Sharp re: Rimerman retention app (.3); correspondence with R. Mattes re: same (.2); correspondence with J. Sharp re: Marks Paneth retention app (.2); teleconference with chambers re: hearings on same (.1); attention to filing issues re: Rimerman retention (.2).	1.00
06/25/13	JSS	0006 Finalize Frank, Rimerman retention application (0.7); send same to R. Mattes for approval (0.2); send email to M. Fosorile re: status of Marks Paneth retention application (0.2).	1.10
06/26/13	TS	0006 Coordinate filing of Frank, Rimerman retention application with D. Krasa-Berstell and K. Manoukian (.1); prepare and ECF file same (.4); prepare for service (.1); coordinate service of same with BMC (.1).	0.70
06/26/13	KGM	0006 Teleconference with chambers re: Rimerman retention application (.2); conference with D. Krasa-Berstell re: filing of same (.2); review/finalize same for filing (.6); coordinate filing and service of same (.2).	1.20

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
06/27/13	JSS	0006 Send emails to K. Keller and M. Fosorile re: Marks Paneth retention application (0.2); incorporate M. Fosorile's comments into same (0.4); revise Marks Paneth's claim withdrawal form and send same to M. Fosorile (0.1).	0.70
06/28/13	JSS	0006 Incorporate M. Fosorile's comments into the Marks Paneth Retention Application (0.6); send same to M. Fosorile for approval (0.1).	0.70
06/03/13	DKB	0008 Confer with K. Manoukian re preparation for hearing (.3); draft notice of hearing time change (.4); confer with attorney re above (.1); review and revise the agenda in accordance with attorney's instructions (.5); confer with attorney re status (.1); review and organize hearing materials (2.3).	3.70
06/03/13	KGM	0008 Conference with chambers, Cooley and UST re: sale incentive hearing logistics and related issues (.4); post-call discussions with Akin team (.5); teleconference with J. Wilson and S. O'Donnell re: hearing prep (.4); post-call with S. O'Donnell re: same (.2); review notice of change of time re: same (.3); review/revise hearing agenda (.4).	2.20
06/04/13	SEO	0008 Prep for KEIP hearing (3.5). Participate in call w/ court re: same (0.5) and prep for same (1.0).	5.00
06/04/13	DKB	0008 Review and update draft agenda for June 6 hearing (.4); confer with K. Manoukian re status (.1); review pleadings for upcoming hearing (.4).	0.90
06/04/13	ECS	0008 Preparation for June 6 sale incentive hearing (1.1); correspondence with co-counsel regarding same (0.4).	1.40
06/04/13	KGM	0008 Conference with S. O'Donnell and J. Oliff re: hearing prep (.7); correspondence with parties re: status conference (.1).	0.80
06/04/13	VEC	0008 Trial preparation (1.0); collect relevant documents and prepare for use in court room (1.0); assemble and organize trial binders (0.9).	2.90
06/04/13	JAS	0008 File agenda for June 6, 2013 hearing (.3); preparation documents/binders for June 6 hearing (.7).	1.20
06/05/13	SEO	0008 Prepare for trial on Incentive Motion (5.5).	5.50
06/05/13	DKB	0008 Confer with K. Manoukian re preparation for hearing (.2); review and organize additional hearing materials for attorneys (1); update hearing notebooks (.8); review and update agenda (.7); prepare amended agenda to be efiled (.2); effect the above (.2); prepare documents for service (.2); forward the above to BMC for service (.2); confer with attorney re status (.1); prepare additional materials for hearing for attorneys (1.5); prepare sets of revised proposed orders for hearing (.9).	6.00
06/05/13	KGM	0008 Prepare for sale incentive hearing (4.0); review pleading re: same (1.8); review/revise amended agenda (.3); conference with S. Alberino re: hearing and related matters (.3); coordinate filing and service of agenda (.1).	6.50
06/05/13	VEC	0008 Prepared materials for trial re: hearing re: employee incentive plan (6.5); correspondence and conferences with J. Oliff re: same (1.0).	7.50
06/06/13	SEO	0008 Prep for trial on incentive motion (3.5) and conduct trial (4.5); various follow-up re same (2.0).	10.00
06/06/13	DKB	0008 Prepare additional materials for hearing for attorneys (.7); confer with K. Manoukian re status (.1).	0.80
06/06/13	JLO	0008 Prepare for hearing on sale incentive plan (0.5). Attend and participate in hearing (4.5).	5.00
06/06/13	KGM	0008 Prepare for (2.0) and participate in sale incentive hearing (4.2); post-hearing discussions with Cooley (.3).	6.50
06/06/13	VEC	0008 Attend trial on sale incentive motion, prepare materials for same (4.3) and provide support for same (4.5).	8.80
06/07/13	DKB	0008 Confer with K. Manoukian re preparation for June 12 hearing (.2); draft notice of adjournment of hearing (.5); draft agenda (.7); confer with attorney re status (.1).	1.50
06/07/13	KGM	0008 Review/revise agenda for 6/11 hearing.	0.20
06/10/13	SEO	0008 Prep for hearing on sale incentive plan and confer w/ team.	0.50
06/10/13	DKB	0008 Review and update hearing agenda (.6); prepare document to be efiled	6.80

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		(.2); effect the above (.2); prepare document for service (.1); forward the above to BMC for service (.1); prepare hearing notebooks (2.1); prepare index therefore (.7); confer with K. Manoukian re status (.2); review and organize additional materials for hearing (2.6).	
06/10/13	KGM	0008	0.20
06/10/13	KGM	0008	0.80
		Correspondence re: 6/12 hearing agenda (.1); conference with D. Krasa-Berstell re: 6/6 hearing transcript (.1); conference with S. Alberino re: bid procedures hearing and related issues (.2); review hearing transcript (.2); review/revise hearing agenda (.2).	
06/10/13	VEC	0008	2.10
		Collect new demonstrative materials and update trial binders for sale incentive hearing.	
06/11/13	SEO	0008	5.50
06/11/13	DKB	0008	7.30
		Review and update hearing notebooks (2.6); review and organize exhibits for hearing (1.8); prepare sets of revised proposed orders (1.0); confer with K. Manoukian re additional preparation for hearing (.2); review and organize additional hearing materials (2.0); confer with attorney re status (.2); prepare set of hearing materials for S. Alberino (1.3).	
06/11/13	JLO	0008	0.30
06/11/13	KGM	0008	0.20
06/11/13	KGM	0008	1.90
		Prepare materials for sale incentive hearing (0.3). Correspondence with D. Krasa-Berstell re: sale incentive hearing. Teleconference with S. O'Donnell, S. Alberino and A. Verost re: sale incentive hearing (.4); prepare for 6/11 hearing (1.5).	
06/11/13	VEC	0008	3.40
		Update and prepare trial binders for sale incentive hearing with updated demonstratives (2.4); update and organize court documents (1.0).	
06/12/13	SEO	0008	1.00
06/12/13	SLA	0008	5.40
		Prep for hearing (1.0). Prepare for sale procedures and KEIP hearing (1.9); attend hearing (2.5); calls re hearing (0.3, 0.2); review orders (0.5).	
06/12/13	DKB	0008	1.50
		Prepare additional materials for hearing (.7); assist attorneys therewith (.4); confer with K. Manoukian re status (.1); prepare additional materials for chambers (.3).	
06/12/13	JLO	0008	2.00
		Prepare materials for the upcoming sale incentive hearing (1.5). Confer with S. O'Donnell about hearing (0.5).	
06/12/13	KGM	0008	2.00
06/12/13	VEC	0008	1.20
		Participate in hearing re: sale incentive plan and bid procedures. Prepare demonstratives for potential use in sale incentive hearing trial books.	
06/13/13	SEO	0008	0.30
06/13/13	KGM	0008	0.70
		Follow-up re sale incentive hearing and confer w J. Oliff re same. Correspondence with S. Alberino re: interim fee hearing (.1); correspondence and teleconference with A. Velinsky re: same (.3); correspondence with A. Schouder re: interim fee hearing (.2); teleconference with chambers re: same (.1).	
06/14/13	JLO	0008	0.20
06/17/13	KGM	0008	0.10
		Address issue with binders from sale incentive hearing. Teleconference with D. Krasa-Berstell re: status of 6/12 hearing transcript (.1).	
06/18/13	KGM	0008	0.30
		Coordinate with D. Krasa-Berstell re: obtaining 6/12 hearing transcript (.2); circulate same to relevant parties (.1).	
06/26/13	SLA	0008	0.20
06/26/13	KGM	0008	0.70
		Calls re interim fee hearing scheduling. Teleconference with S. Alberino re: interim fee hearing (.2); draft email to Cooley re: same (.2); follow-up with A. Schouder re: same (.1); correspondence with J. Cohen re: same (.2).	
06/27/13	SLA	0008	0.20
06/27/13	DKB	0008	1.70
		Calls re interim fee hearing scheduling. Draft notice of adjournment of the fee hearing (.9); confer with K. Manoukian re status (.1); prepare document to be efiled (.2); effect the above (.2); prepare document for service (.1); follow up with BMC re above (.1); confer with attorney re status (.1).	
06/27/13	KGM	0008	0.60
		Correspondence with S. Alberino re: interim fee hearing (.1); teleconference with chambers re: same (.1); revise notice of adjournment of same (.4).	

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
06/28/13	SLA	0008	0.20
06/28/13	KGM	0008	0.20
06/11/13	KGM	0009	0.30
06/12/13	KGM	0009	0.20
06/17/13	DKB	0009	0.60
06/17/13	KGM	0009	0.50
05/06/13	SLA	0010	0.60
06/04/13	SLA	0010	1.80
06/04/13	KGM	0010	1.80
06/07/13	SLA	0010	0.30
06/07/13	KGM	0010	0.80
06/10/13	SLA	0010	0.30
06/10/13	KGM	0010	0.20
06/11/13	ISD	0010	0.80
06/12/13	KGM	0010	0.30
06/13/13	SLA	0010	0.70
06/13/13	KGM	0010	0.20
06/14/13	SLA	0010	0.40
06/14/13	KGM	0010	0.10
06/17/13	SLA	0010	0.90
06/18/13	SLA	0010	0.90
06/18/13	KGM	0010	0.10
06/19/13	SLA	0010	0.50
06/19/13	KGM	0010	0.50
06/20/13	SLA	0010	0.30
06/21/13	SLA	0010	0.20
06/21/13	KGM	0010	0.10
06/24/13	SLA	0010	0.30
06/24/13	KGM	0010	0.10
06/25/13	SLA	0010	0.20
06/26/13	KGM	0010	0.80
06/27/13	KGM	0010	0.40
06/04/13	KGM	0011	0.30
06/06/13	KGM	0011	0.30
06/07/13	KGM	0011	1.30
06/10/13	KGM	0011	0.30
06/10/13	KGM	0011	0.70
06/12/13	JLO	0011	3.10
06/13/13	JLO	0011	3.80

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
06/14/13	KGM	0011 Correspondence with J. Oliff re: turnover complaint re: royalty issues and related issues (.2); correspondence with S. O'Donnell re: same (.2).	0.40
06/17/13	KGM	0011 Review K. Keller's email re: Ideaspark's breach (.1); follow-up with Ideaspark's counsel re: same (.1); correspondence with B. Mardel re: revised royalty statement (.1); correspondence with J. Oliff re: turnover complaint (.1); research re: game engine ownership issues (.3); draft email to S. O'Donnell re: status of dispute (.1); draft email to Ideaspark's counsel re: same (.1); multiple exchanges with K. Keller re: same (.4); correspondence with R. Mattes re: escrow account for royalty payments (.1).	1.40
06/18/13	KGM	0011 Email exchanges with K. Keller, B. Mardel and J. Wilson re: Ideaspark royalty issues (.8); email exchanges with R. Mattes re: executory contract list (.1); review same (.1); teleconference with R. Mattes re: same (.1); teleconference with R. Mattes, K. Keller and G. Davis re: same and related issues (.8); post call with G. Davis re: same (.2); post call with S. Alberino re: same (.3); follow-up call with K. Keller, R. Mattes and G. Davis re: executory contract lists and related issues (.3).	2.70
06/19/13	SLA	0011 Review royalty dispute issues (.4); calls re same (.6).	1.00
06/19/13	DCV	0011 Communications with K. Manoukian regarding Ideaspark issue (0.6); analyze agreements regarding same (2.0); research regarding same (1.0).	3.60
06/19/13	KGM	0011 Correspondence w/ R. Mattes re: executory contract schedules	0.20
06/19/13	KGM	0011 Teleconference with Ideaspark's counsel (.8); post-call with K. Keller re: same (.3); teleconference with S. Alberino re: same (.6); review game engine license agreement (.5); teleconference with D. Vondle re: same (.3); review/respond to J. Wilson's email re: same/related issues (.1); email exchanges with S. O'Donnell re: turnover action w/r/t royalties (.2).	2.80
06/20/13	SLA	0011 Calls re licensing and royalty dispute.	0.80
06/20/13	DCV	0011 Analyze materials regarding Baldur's Gate IP issue.	5.80
06/20/13	KGM	0011 Review executory contract schedules (.2); teleconference with D. Vondle re: Ideaspark (.1); forward docs to D. Vondle re: same (.2).	0.50
06/20/13	KGM	0011 Teleconference with K. Keller re: Ideaspark issue.	1.20
06/21/13	DCV	0011 Analyze materials regarding Baldur's Gate IP issue.	3.80
06/21/13	VEC	0011 Review (1.0), organize (1.0), and assemble (1.2) Ideaspark documents for review by S. O'Donnell.	3.20
06/24/13	SLA	0011 Calls re licensing and royalty dispute.	0.80
06/25/13	KGM	0011 Teleconference with K. Keller re: Ideaspark issue (.3); research re: same (.3); teleconference with S. Alberino re: same (.2); email exchange with K. Keller re: Ferrari license agreement (.2); research re: same (.3); review Ideaspark revenue statement (.2); correspondence re: same (.1).	1.60
06/25/13	KGM	0011 Participate in call with Company, Protiviti and PWP re: finalizing executory contract list.	0.30
06/26/13	SLA	0011 Calls re Ideaspark licensing issues.	0.30
06/26/13	DCV	0011 Analyze contracts and related materials regarding Baldur's Gate IP issues (0.6); research regarding same (2.0).	2.60
06/26/13	KGM	0011 Participate in call with PWP, Protiviti and R. Mattes re: contract schedules.	1.00
06/26/13	KGM	0011 Research re: Ferrari contract issue (.4); correspondence with K. Keller and R. Mattes re: same (.3); email exchanges with S. Alberino re: same (.2); research/review DIP budgets re: Ferrari payments (.3); multiple teleconference with R. Mattes re: same (.4); email S. Alberino re: same (.1); participate in call with K. Keller and B. Mardel re: Ideaspark (.6); draft email to S. Alberino re: same (.1); follow-up with D. Vondle re: same (.1); teleconference with S. Alberino re: Ferrari (.1); follow up with K. Keller re: same (.1).	2.70
06/27/13	SLA	0011 Calls re Ideaspark licensing issues.	0.30
06/27/13	DCV	0011 Analyze contracts and related materials regarding Baldur's Gate.	4.50

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
06/27/13	KGM	0011 Teleconference with D. Vondle re: Ideaspark license dispute (.7); research re: same (.2); teleconference with K. Keller re: same (.2); review Ideaspark settlement proposal (.2); circulate same to S. Alberino and D. Vondle (.1); teleconference with R. Mattes and K. Keller re: exec contract list (.3); review updated list (.4); correspondence with S. Alberino re: same (.1).	2.20
06/28/13	SLA	0011 Calls re executory contract schedules for sale.	0.80
06/28/13	DCV	0011 Communications with team regarding Baldur's Gate (0.8); analyze materials regarding same (3.0).	3.80
06/28/13	KGM	0011 Review Ideaspark's proposal (.2); teleconference with S. Alberino and D. Vondle re: same (.3); draft email to Company re: same (.2); further correspondence with Company re: same (.1); teleconference with PWP, Proviti, S. Alberino, K. Keller and R. Mattes re: exec contract list (.7).	1.50
06/11/13	KGM	0012 Conference with A. Schouder re: claims.	0.30
06/11/13	KGM	0012 Correspondence with BMC re: claims issues (.2); correspondence with G. Davis re: same (.2); correspondence with A. Verost re: claims (.2).	0.60
06/14/13	KGM	0012 Teleconference with G. Davis re: waterfall.	0.30
06/18/13	KGM	0012 Review waterfall analysis and circulate same to Akin and PWP teams (.3); teleconference with G. Davis re: same (.1).	0.40
06/25/13	ECS	0012 Correspondence with K. Manoukian regarding claims objection (0.1); research precedent/local rules and follow-up with J. Sharp regarding same (0.3).	0.40
06/25/13	KGM	0012 Teleconference with S. Alberino re: claims objections (.2); research re: same (.8); teleconference with G. Davis re: same (.5); teleconference with J. Sharp re: same (.4); research re: local rules on non-substantive claims objections (.5); correspondence with Company and Protiviti re: claims process (.2).	2.60
06/25/13	JSS	0012 Call with K. Manoukian re: omnibus claims objection (0.3); research re: same (1.1).	1.40
06/26/13	SLA	0012 Calls and correspondence re claim objection issues.	0.50
06/26/13	DKB	0012 Confer with E. Seitz re filed claims (.1); review the above (.6); prepare sets of relevant claims for attorneys (.8).	1.50
06/26/13	ECS	0012 Conference call with company, Protiviti regarding claims objections (1.2); follow-up correspondence with K. Manoukian regarding same (0.3); analysis of claims for omnibus claims objections (2.0); correspondence with J. Sharp regarding same (0.2).	3.70
06/26/13	KGM	0012 Conference with K. Keller, R. Mattes, M. Leung, G. Davis and E. Seitz re: claims objections (1.3); post-call with E. Seitz re: same (.6); multiple email exchanges with K. Keller, R. Mattes and M. Leung re: certain claims (.4); teleconference with S. Alberino re: claims objections and related issues (.3).	2.60
06/26/13	JSS	0012 Call with K. Manoukian and E. Seitz re: claim objections (0.2); meeting with E. Seitz re: claim objection (0.4).	0.60
06/27/13	SLA	0012 Calls and correspondence re claim objection issues.	0.40
06/27/13	ECS	0012 Research regarding potential claims objections (3.3); correspondence with K. Manoukian regarding same (0.1).	3.40
06/27/13	KGM	0012 Teleconference with A. Schouder re: claims issues (.6); draft email to E. Seitz re: same (.1).	0.70
06/28/13	ECS	0012 Research re potential claims objections (1.9) and omnibus claims objection procedures (1.0); draft memo to K. Manoukian re same (1.4); correspondence with J. Sharp re same (0.1).	4.40
06/28/13	JSS	0012 Draft First Omnibus Objection to Claims (2.2); send email to G. Davis re: same (0.1); call with G. Davis re: same (0.1); review filed proofs of claim (2.5).	4.90
06/01/13	SLA	0017 Correspondence re discovery issues (.5).	0.50
06/01/13	AB	0017 Review documents in preparation for production.	2.50
06/01/13	GSL	0017 Review, analyze, and tag documents for production in bankruptcy	1.10

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		matter.	
06/02/13	SLA	0017 Correspondence re discovery issues (.5).	0.50
06/02/13	AB	0017 Review documents in preparation for production.	1.50
06/02/13	ARC	0017 Review and analyze documents from Atari regarding the Committee's document requests.	2.00
06/02/13	GSL	0017 Review, analyze, and tag documents for production in connection with UCC discovery request.	1.80
06/02/13	DSW	0017 Review documents in preparation for response to Official Committee of Unsecured Creditors discovery request.	2.30
06/03/13	JOT	0017 Perform electronic discovery processing and analysis of electronically stored information for inclusion in document review platform per the request of A. Koo.	0.70
06/03/13	JOT	0017 Perform electronic discovery processing and analysis of electronically stored information for inclusion in document review platform.	0.60
06/03/13	AB	0017 Document review with regard to UCC document request.	9.00
06/03/13	ALK	0017 Coordination of document review and production process.	1.00
06/03/13	ARC	0017 Review and analyze documents from Atari regarding the Committee's document requests.	5.30
06/03/13	GSL	0017 Review email from R. Tizravesh re document review process.	0.10
06/03/13	GSL	0017 Review, analyze, and tag documents for production (5.2); continue reviewing documents (1.5); confer with R. Tizvareh re document review (.2).	6.90
06/03/13	RT	0017 Conferred with E-Discovery re documents and searches on documents (.7); Reviewed documents for 2004 document production (2.9); Managed document review and conferred with document review team re documents and review (1); Conferred with litigation team re documents (.5).	5.10
06/03/13	DSW	0017 Review documents in preparation for response to Official Committee of Unsecured Creditors discovery request.	3.90
06/03/13	RS	0017 Create second level review binders in database (.3). Render non-Excel documents in said binders to tiff images in preparation for upcoming production (.5). Teleconference with K. Bell regarding hard drive data received and processing status (.3).	1.10
06/03/13	KJB	0017 Perform electronic discovery processing (1.1) and analysis of electronically stored information for inclusion in document review platform (1.0).	2.10
06/04/13	AB	0017 Document review w/r/t R. 2004 request.	8.50
06/04/13	ALK	0017 Coordination of document review/discovery issues.	0.80
06/04/13	ARC	0017 Review and analyze documents from Atari regarding the Committee's document requests.	2.30
06/04/13	GSL	0017 Review, analyze and tag documents in connection with document production (3.2); continue document review (4.1).	7.30
06/04/13	RT	0017 Conferred with E-Discovery re document searches and review (.5); Conferred with E-Discovery re H-drive documents and searches (.8); Reviewed documents for production (1); Managed document review and conferred with document review team re documents (1.7); Meeting with J. Menendez re document review protocol and case (.3).	4.30
06/04/13	DSW	0017 Review documents in preparation for response to Official Committee of Unsecured Creditors discovery request.	3.80
06/04/13	JDM	0017 Confer with R. Tizravesh re document review (0.4); review document review memo and supporting materials (0.6).	1.00
06/04/13	JAZ	0017 Review documents w/r/t UCC R. 2004 request.	6.40
06/04/13	RS	0017 Assist J. Menendez with database access, navigation, and tagging (.4). Review search term report with R. Tizravesh and request changes of DC processing team (.5). Confirm auto-creation of second level batches in database with R. Tizravesh (.5).	1.40
06/04/13	KJB	0017 Perform electronic discovery processing (.8) and analysis of	1.90

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		electronically stored information for inclusion in document review platform (.8).	
06/05/13	AB	0017 Document review w/r/t UCC R. 2004 request.	4.50
06/05/13	ALK	0017 Coordination of document review and production process.	0.60
06/05/13	ARC	0017 Review and analyze documents from Atari regarding the Committee's document requests.	2.40
06/05/13	GSL	0017 Review email from R. Tizravesh re document review procedures (.1); Review, analyze and tag documents for production in connection with UCC R 2004 request (4.0); continue reviewing documents in connection with same (4.4).	8.50
06/05/13	RT	0017 Conducted second level review of documents for UCC production.	3.50
06/05/13	DSW	0017 Review documents in preparation for response to Official Committee of Unsecured Creditors.	3.40
06/05/13	JDM	0017 Review documents w/r/t UCC R. 2004 request (4.8); confer and correspond with R. Tizravesh re same (0.5).	5.30
06/05/13	JAZ	0017 Review documents w/r/t UCC R. 2004 request.	5.10
06/05/13	RS	0017 Email with K. Bell regarding discovery searches (.3). Create new database review template (.3).	0.60
06/05/13	KJB	0017 Perform electronic discovery processing (.5) and analysis of electronically stored information for inclusion in document review platform (1.0).	1.50
06/06/13	SLA	0017 Attending KEIP hearing (5.0); preparing argument (1.1); calls re settlement issues (0.5, 0.4, 0.6).	7.60
06/06/13	AB	0017 Document review w/r/t UCC R. 2004 request.	9.00
06/06/13	DKB	0017 Review case docket (.3); prepare updates for calendar (.3); review and organize pleadings for attorneys (.6); confer with K. Manoukian re status (.1).	1.30
06/06/13	ARC	0017 Review and analyze documents from Atari regarding the Committee's document requests.	4.50
06/06/13	GSL	0017 Review, analyze, and tag documents for production w/r/t UCC R. 2004 request (1.0); continue document review (7.9).	8.90
06/06/13	RT	0017 Call with opposing counsel re documents (.2); Managed document review (1); Second level reviewed documents (.6).	1.80
06/06/13	DSW	0017 Review documents in preparation for response to Official Committee of Unsecured Creditors discovery request.	1.00
06/06/13	JDM	0017 Review documents w/r/t UCC R. 2004 request (3.0); confer and correspond with R. Tizravesh re same (1.1).	4.10
06/06/13	JAZ	0017 Review documents w/r/t UCC R 2004 request.	10.00
06/06/13	RS	0017 Teleconference and email with R. Tizravesh regarding UCC discovery request production issues (1.0); Email exchanges w/ client re: same (.3).	1.30
06/06/13	KJB	0017 Perform electronic discovery processing (.5) and analysis of electronically stored information for inclusion in document review platform (1.4).	1.90
06/07/13	AB	0017 Document review w/r/t UCC R. 2004 request.	1.50
06/07/13	ALK	0017 Coordination of document review/production.	0.80
06/07/13	ARC	0017 Review and analyze documents from Atari regarding the Committee's document requests.	2.40
06/07/13	GSL	0017 Review, analyze, and tag documents for production w/r/t UCC R. 2004 request.	2.40
06/07/13	RT	0017 Managed document review and conferred with first level reviewers re documents (2.2); Conducted second level review of documents (2.4); Conferred with counsel for Atari re documents (.2); Confer with counsel for UCC re documents (.2).	5.00
06/07/13	DSW	0017 Review documents in preparation for response to Official Committee of Unsecured Creditors' Rule 2004 request.	1.40
06/07/13	JDM	0017 Review documents (2.8); confer and correspond with R. Tizravesh re same (1.0).	3.80

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
06/07/13	RS	0017 Place into database review batches of newly loaded data w/r/t R. 2004 request.	1.10
06/07/13	KJB	0017 Perform electronic discovery (.5) processing and analysis of electronically stored information for inclusion in document review platform (.6).	1.10
06/08/13	DSW	0017 Review documents in preparation for Response to Official Committee of Unsecured Creditors discovery request.	0.30
06/08/13	KJB	0017 Perform electronic discovery processing (1.2) and analysis of electronically stored information for inclusion in document review platform (2.0).	3.20
06/09/13	GSL	0017 Review, analyze, and tag documents (.7); continue document review (7.7).	8.40
06/10/13	JOT	0017 Perform electronic discovery processing and analysis of electronically stored information for inclusion in document review platform.	0.60
06/10/13	AB	0017 Document review w/r/t UCC R. 2004 request.	8.00
06/10/13	ALK	0017 Coordination of document review/production (0.8). Emails w/ team regarding same (0.2).	1.00
06/10/13	ARC	0017 Review and analyze documents from Atari regarding the Committee's document requests.	2.30
06/10/13	GSL	0017 Review, analyze, and tag documents for production.	2.50
06/10/13	GSL	0017 Review, analyze, and tag documents for production.	2.00
06/10/13	GSL	0017 Review, analyze, and tag documents.	1.10
06/10/13	RT	0017 Conferred with E-Discovery re additional documents and searches re Rule 2004 production (1.8); Conferred with E-Discovery re privileged documents (.8); Conferred with litigation team re status of document review (.2); Conducted second level review of documents re Rule 2004 production (2.6); Conferred with E-Discovery re production (.2); Managed document review (2.1).	7.70
06/10/13	JDM	0017 Review documents w/r/t UCC Rule 2004 request (2.8); confer and correspond with R. Tizravesh re same (1.2).	4.00
06/10/13	JAZ	0017 Email correspondence with R. Tizravesh re document review re: Rule 2004 production.	0.50
06/10/13	RS	0017 Create additional batches in review database (.6). Apply additional privilege screen to second level review batches (.5). Provide document counts for emails in review set and loose electronic files responsive to modified search terms (.5).	1.60
06/10/13	KGM	0017 Follow-up with A. Koo re: status of doc production (.1).	0.10
06/11/13	ALK	0017 Coordination of document review/production w/r/t UCC's R. 2004 request (0.6). Review/analyze documents (0.5).	1.10
06/11/13	GSL	0017 Review, analyze, and tag documents w/r/t UCC's R. 2004 request.	2.40
06/11/13	RT	0017 Second level reviewed documents for Rule 2004 production (3.4); Meeting with A. Koo re document review status (.3); Conferred with E-Discovery re documents and searches (1.1); Managed document review and conferred with first level reviewers re documents (.7).	5.50
06/11/13	DSW	0017 Review documents in preparation for response to Official Committee of Unsecured Creditors discovery request (3.8); Conferred with document review team regarding document review (0.2).	4.00
06/11/13	JDM	0017 Review documents for Rule 2004 production (0.7); confer and correspond with R. Tizravesh re same (0.5).	1.20
06/11/13	RS	0017 Email revised search terms to R. Tizravesh (.2). Create new issue tags in database (.3). Run targeted searches on review documents (.6). Create privilege review batches in database (.6).	1.70
06/11/13	YKL	0017 Review memo and background materials for Rule 2004 document review.	0.90
06/12/13	JOT	0017 Perform electronic discovery processing and analysis of electronically stored information for inclusion in document review platform.	0.40
06/12/13	AB	0017 Document review w/r/t Rule 2004 production.	12.00

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
06/12/13	ALK	0017 Coordination of document review/production (1). Document review and analysis (0.9).	1.90
06/12/13	RT	0017 Second level reviewed documents re Rule 2004 discovery (4.4); Conferred with E-Discovery re documents (.8); Conferred with litigation team re status of review (.3); Managed document review and conferred with first level reviewers (1.6).	7.10
06/12/13	DSW	0017 Review documents in preparation for response to Official Committee of Unsecured Creditors discovery request.	2.40
06/12/13	JDM	0017 Review documents re: Rule 2004 discovery (6.1); confer and correspond with R. Tizravesh re same (1.0).	7.10
06/12/13	JAZ	0017 Review documents w/r/t Rule 2004 request.	9.60
06/12/13	RS	0017 Attention to document production issues (.7). Teleconference with A. Koo regarding same (.3). Email related documents to R. Tizravesh (.2).	1.20
06/12/13	YKL	0017 Rule 2004 document review (5.0); call with R. Tizravesh re same (0.5).	5.50
06/13/13	AB	0017 Document review w/r/t Rule 2004 request.	7.50
06/13/13	ALK	0017 Coordination of document review and production w/r/t Rule 2004 request.	1.40
06/13/13	JLD	0017 Document review with regard to UCC discovery request.	6.10
06/13/13	RT	0017 Second level reviewed documents (7.2); Prepared documents for production (.8); Conferred with litigation team re production and documents (.4); Managed document review and conferred with first level reviewers (2.1).	10.50
06/13/13	DSW	0017 Review documents in preparation for response to Official Committee of Unsecured Creditors discovery request.	1.30
06/13/13	JDM	0017 Review documents for Rule 2004 production (2.0); confer and correspond with R. Tizravesh re same (0.6); confer and correspond with R. Tizravesh re responses and objections (1.0).	3.60
06/13/13	JAZ	0017 Review documents for Rule 2004 production.	2.50
06/13/13	RS	0017 Create bates stamped document production set of first batch of responsive documents.	2.60
06/13/13	KGM	0017 Review outstanding discovery items (2.3); teleconference with R. Mattes, G. Davis, K. Keller and R. Tizravesh re: same (1.0); email R. Jacobson re: same (.1); teleconference with R. Mattes and H. Jacobson re: same and related issues (.3); update discovery response list (.6); circulate same to R. Mattes, K. Keller, G. Davis and Akin team for review and comments (.1); review response to request 17 and comment on same (.3).	4.70
06/14/13	SLA	0017 Calls re 2004 issues (.3).	0.30
06/14/13	AB	0017 Document review for Rule 2004 production.	4.50
06/14/13	ALK	0017 Call w/ committee counsel re: Rule 2004 production (0.2). Confer w/ team regarding coordination of document production (0.8). Emails w/ team regarding same (1.4). Document review/analysis (1.9). Revised objections/responses (0.8).	5.10
06/14/13	RT	0017 Second level reviewed documents (4.5); Conferred with E-Discovery re production of documents (2.6); Conferred with litigation team re production and documents (.3); Drafted and revised responses and objections to document requests (2.2); Conferred with litigation team re privilege review (1.3); Conferred with litigation team re responses and objections to document requests (.2); Conducted final review of documents (.6).	11.70
06/14/13	JDM	0017 Review responses and objections re: Rule 2004 production (2.0); review documents and confer with R. Tizravesh and A. Barnes re same (3.3).	5.30
06/14/13	RS	0017 Attention to document production issues (2.2); identify relevant documents for production and transmit same (1.0).	3.20
06/14/13	KGM	0017 Correspondence and conference with R. Mattes re: UCC discovery request (.3); correspondence with R. Tizravesh re: same (.1); research re: same (.2); teleconference with A. Koo re: e-discovery production and	2.80

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		related issues (.3); correspondence with Akin team re: final phase of document production (.1); finalize discovery production (1.3); conferences with R. Mattes re: same (.2); conference with R. Tizravesh re: same (.3).	
06/15/13	ALK	0017	0.80
06/15/13	RT	0017	1.60
		Coordination of document production.	
		Conferred with E-Discovery re document production (.6); Managed production of documents (.4); Revised production cover letter (.4); Conferred with litigation team re production (.2).	
06/15/13	RS	0017	3.70
		Identify final set of responsive documents (1.7) and prepare same for production (2.0).	
06/16/13	JLO	0017	1.10
		Conduct additional research for Atari turnover complaint re: royalty issues (1.0). Send research and analysis to K. Manoukian (1.0).	
06/17/13	SLA	0017	0.90
06/17/13	ALK	0017	1.10
		Calls re mediation issues.	
		Confer w/ R. Tizravesh and K. Manoukian regarding amended order issues (0.7). Attention to supplemental production of documents (0.4).	
06/17/13	RT	0017	3.20
		Reviewed documents for production (2.7); Conferred with litigation team re amended order (.1); Reviewed amended 2004 order (.2); Conferred with litigation team re potentially privileged documents (.2)	
06/17/13	RS	0017	0.30
06/17/13	KGM	0017	0.20
		Identify responsive documents and prepare same for production.	
		Conference with A. Koo re: document production (.1); review A. Velinsky's email re: same (.1).	
06/18/13	SLA	0017	1.40
06/18/13	AB	0017	8.50
06/18/13	ALK	0017	1.40
		Calls re mediation issues (.5, .3); review mediation issues (.6).	
		Review documents w/r/t Rule 2004 request.	
		Confer w/ committee counsel regarding discovery (0.2). Confer and coordinate with R. Tizravesh regarding supplemental production (0.7). Document review (0.5).	
06/18/13	RT	0017	0.90
		Meeting with A. Koo re privileged documents (.2); Conferred with A. Barnes re privilege review (.3); Conferred with UCC re additional production (.1); Conferred with E-Discovery re production (.3).	
06/18/13	KGM	0017	0.20
		Teleconference with S. Alberino re: mediation request letter (.1); email S. O'Donnell re: same (.1).	
06/19/13	SEO	0017	0.50
06/19/13	SLA	0017	1.40
06/19/13	AB	0017	2.50
06/19/13	ALK	0017	0.30
06/19/13	RT	0017	1.10
		Calls/emails re evidentiary submission and mediation.	
		Calls re mediation issues (.5, .4), correspondence re same (.5).	
		Document review.	
		Coordination of supplemental discovery.	
		Conferred with A. Barnes re privilege review (.2); Reviewed final documents for production (.3); Managed production of documents (.2); Conferred with E-Discovery re additional production of documents (.3); Corresponded with UCC re production of documents (.1).	
06/19/13	RS	0017	0.80
06/20/13	ALK	0017	0.50
		Attention to document production issues.	
		Call w/ S. O'Donnell regarding discovery matters (0.2). Emails w/ R. Tizravesh regarding same (0.3).	
06/20/13	JLO	0017	0.20
		Finalize shipment of sale incentive hearing exhibits to chambers (0.1). Call Chambers about same (0.1).	
06/20/13	RT	0017	0.30
		Conferred with litigation team re document production status.	
06/01/13	SLA	0019	0.90
06/01/13	KGM	0019	12.00
		Calls re settlement proposal w/r/t sale incentive plan.	
		Review/revise reply brief to objections to sale incentive plan (4.5); review case law cited in same (3.0); research re: sale incentive plans (2.5); multiple edits to reply brief based on comments from team (2.0).	
06/02/13	SEO	0019	2.50
06/02/13	SLA	0019	2.60
06/02/13	ECS	0019	1.10
		Depo prep (2.0) and confer with S. Alberino re case strategy (.5).	
		Calls re settlement proposal (.4); revising reply brief (2.2).	
		Review revisions to reply to objections to incentive plan (0.2); draft supplemental declaration in support thereof (0.9).	
06/02/13	JLO	0019	0.50
		Email team about communication with Perella (.2). Draft outline for depositions (.3).	
06/02/13	KGM	0019	0.40
06/03/13	ISD	0019	0.50
		Review S. Alberino's comments to reply brief.	
		Analysis of KEIP issues and settlement.	

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06/03/13	ISD	0019 Calls w/ management re: KEIP and settlement offer.	0.50
06/03/13	SEO	0019 Confer with UCC re sealing issues re: sale incentive motion and hearing (.5); follow up internally re same (.5); review case law and statute re sealing (3.2).	4.20
06/03/13	SEO	0019 Prep and take depo w/r/t sale incentive plan (4.5); confer with court (.5); confer with UCC counsel (.3); internal strategy and analysis re: same (1.0).	6.30
06/03/13	SLA	0019 Calls re settlement proposal (0.4); correspondence re discovery issues (.5); revising reply briefing (1.3); calls re sealing issues (0.6, .4).	3.20
06/03/13	TS	0019 Conferences with D. Krasa-Berstell re precedent research re sale incentive hearing for K. Manoukian (.2); research courtroom sealing motions re same (2.5).	2.70
06/03/13	DKB	0019 Confer with attorney re status (.1); confer with K. Manoukian re courtroom sealing precedent (.2); research the above (1.3); confer with T. Southwell re additional research re above (.2); review additional precedent (.5).	2.30
06/03/13	ECS	0019 Draft supplemental declaration in support of reply to objection to incentive plan (1.6); draft sealing motion (2.7); research regarding same (2.1).	6.40
06/03/13	JLO	0019 Prepare for deposition of B. Williams (2.5). Participate in deposition (2.0). Participate in calls with S. O'Donnell, K. Manoukian and others re: sealing issues (0.5).	6.50
06/03/13	JAZ	0019 Review document review materials (5.8) and review documents (5.0).	10.80
06/03/13	KGM	0019 Conferences with J. Oliff and S. O'Donnell re: sealing courtroom for sale incentive hearing (.3); research re: same (.5); conference with D. Krasa-Berstell re: precedents for same (.3); conference with A. Schouder re: same and related issues (.2) teleconference with S. Alberino re: sealing issue and related matters (.3); teleconference with S. Alberino, S. O'Donnell and J. Oliff re: same (.7); teleconferences with E. Seitz and J. Sharp re: research re: same (.3); review results of same and correspondence with team re: same (.2); review additional research on sealing issue and correspondence with team re: same (.3).	3.10
06/03/13	KGM	0019 Participate in deposition of B. Williams (1.5); conferences with Akin team re: same (.5).	2.00
06/03/13	KGM	0019 Revise reply brief (3.5); conference with S. Alberino re: same (.3); teleconference with J. Sharp re: same (.2); draft email to UST re: follow-up items re: Sale Incentive Plan (.2); revise reply brief based on comments from team (4.2); teleconferences w/A. Verost re: same (0.5); review declaration on supp. of same (0.5).	9.40
06/03/13	JSS	0019 Revise Omnibus Reply to Sale Incentive Plan Objections (1.7); research precedent plans and issues related to same (3.0); call with K. Manoukian re: same (0.2); draft sealing order for the Reply, Sale Incentive Plan Hearing and Hearing Transcript (1.5).	6.40
06/04/13	ISD	0019 Analysis of KEIP issues and settlement.	1.00
06/04/13	SEO	0019 Prepare Q&As and joint statement of facts for sale incentive hearing (2.5); draft and circulate letter re sealing (1.0).	3.50
06/04/13	SLA	0019 Calls re sealing issues w/r/t KEIP (0.4, 0.3); revising reply re: same (1.4); calls re settlement issues re: same (.5, .2).	2.80
06/04/13	DKB	0019 Review and organize precedent for attorneys (1.8); confer with J. Oliff re above (.2).	2.00
06/04/13	ECS	0019 Draft sealing motion (0.4).	0.40
06/04/13	JLO	0019 Participate in calls (0.5) and meetings (1.0) with S. O'Donnell and K. Manoukian, draft statement of undisputed facts (2.5). Draft outline of Daubert argument for use at trial (2.5). Work with paralegal to get documents ready for review and trial (1.5).	8.00
06/04/13	KGM	0019 Circulate letter to Judge Peck in connection with incentive hearing (.1); draft order to seal hearing (1.0); teleconference with Judge Peck and	1.60

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
06/04/13	KGM	0019 other parties in interest re: sealing issue (.5). Correspondence with A. Verost re: supplemental declaration in support of reply brief (.2); call re: same (.4); correspondence with J. Sharp re: filing reply brief under seal (.1); review rules re: same (.1); teleconference with chambers re: sealing reply brief and related issues (.2); teleconference with S. Alberino re: same and related issues (.2); correspondence with Akin team re: same (.2); revise reply brief (3.0); revise supplemental declaration re: same (.3).	4.70
06/04/13	JSS	0019 Draft Motion to Seal Reply to Objections to Sale Incentive Plan (2.4); revise same (1.4); send to K. Manoukian for review (0.1).	3.90
06/05/13	ISD	0019 Analysis of KEIP issues and settlement.	1.50
06/05/13	ISD	0019 O/c w/GD re: KEIP settlement options.	0.20
06/05/13	SEO	0019 Review deposition transcripts (2.0); review statement of undisputed facts and comment on same (2.0); correspondence w/Akin team re: same and trial prep (1.0); calls and emails w/S. Alberino re: same (0.5); calls/emails w/J. Oliff and K. Manoukian re: same (1.0); review pleadings and case law w/r/t same (4.5).	11.00
06/05/13	SLA	0019 Calls re sealing issues (0.4, 0.3); reviewing sealing papers (0.3); meetings with team re trial prep (0.5, 0.5, 0.6).	2.60
06/05/13	SLA	0019 Reviewing statement of facts (0.9); revising reply brief (2.1).	3.00
06/05/13	DKB	0019 Confer with K. Manoukian re filing of omnibus reply objection to sale incentive motion (.2); research additional precedent for attorneys (1.5); review and organize the above for attorneys (1); prepare set of relevant soft and hard copies for attorneys (.5); prepare motion to seal parts of the reply to be efiled (.2); effect the above (.2); prepare documents for service (.2); review and revise the reply (.7); prepare document to be efiled (.2); effect the above (.2); prepare sealing motion and order and reply for service (.3); forward the above to BMC for service (.2); confer with attorney re status (.1).	5.50
06/05/13	JLO	0019 Prepare and edit undisputed statement of facts (7.5). Meet with Team (2.0). Talk to S. O'Donnell about expert and Daubert (0.5). Talk to paralegal about legal research (0.3). Email opposing counsel and client (0.2). Participate in prep of A. Verost deposition (3.8). Email A. Schouler re: same and other depo logistics (0.3). Emails to K. Maoukian re: depos and related issues (0.5). Emails to S. O'Donnell re: same (0.5).	15.10
06/05/13	KGM	0019 Correspondence with Akin team re: joint statement of facts and reply brief w/r/t sale incentive plans and objections to same (.3); correspondence with Cooley re: same (.2); revise reply brief based on comments from S. O'Donnell (1.0); conference with chambers re: filing of same under seal (.2); revise sealing motion (.5); review/revise/finalize the reply brief (3.5), motion to seal (2.0) and related documents in preparation for filing (1.0); multiple conferences and exchanges with Akin team re: same (.5); conference with A. Verost re: same (.4); conferences with chambers re: same and related issues (.2); coordinate filing and services of same (.3); prepare proposed order approving sale incentive plan (.3); correspondence with BMC re: services of the reply and related pleadings (.2).	10.60
06/05/13	JSS	0019 Call with K. Manoukian re: research for reply brief (0.1); review Alden's statement in support of same (0.2).	0.30
06/06/13	ISD	0019 Analysis of KEIP issues and settlement.	0.60
06/06/13	JLO	0019 Send sale incentive hearing exhibits to committee counsel (0.3). Prepare outline for statement regarding sealing the courtroom (1.0). Prepare notes on issues of expert testimony (1.0).	2.30
06/06/13	JAS	0019 Retrieve Unsecured Committee motion in limine and circulate to team.	0.20
06/07/13	SEO	0019 Confer w S. Alberino re: sale incentive plan.	0.20
06/07/13	SLA	0019 Analyzing settlement proposals re: sale incentive plan (0.8), (1.1); calls	3.40

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		re same (0.5, 0.3, 0.7); calls re KEIP hearing.	
06/09/13	SLA	0019 Reviewing settlement proposal worksheet (0.2); calls with PWP re same (0.3), calls re KEIP issues (0.4,0.6).	1.50
06/10/13	ISD	0019 Analysis of KEIP issues and settlement (1.0); o/c S. Alberino re: above (.5).	1.50
06/10/13	SLA	0019 Review settlement proposal worksheet re: sale incentive plan (0.4, 0.3); calls with company and PWP re same (0.5); calls re KEIP issues (0.4, 0.6).	2.20
06/10/13	KGM	0019 Follow-up with J. Oliff re: status of turnover complaint (.1).	0.10
06/10/13	KGM	0019 Correspondence with S. Alberino re: precedents for severance payments (.1); review same (.2); correspondence with J. Sharp re: same (.2); correspondence with PWP team re: KEIP payments (.2).	0.70
06/10/13	KGM	0019 Teleconf. w/ S. Alberino, K. Keller and R. Mattes re: incentive hearing and related matters (.3); conference with R. Morrissey re: same (1.3); conference with S. Alberino re: same (.5); conference with K. Keller re: same and related issues (.2); draft letter to UST re: same (2.5); revise same based on comments from S. Alberino (.3); circulate same to UST (.1).	5.20
06/10/13	JSS	0019 Research regarding Bankruptcy Code section 503(c)(2) (2.0); draft summary of research (0.6); send same to K. Manoukian (0.1).	2.70
06/11/13	ISD	0019 O/C SA re: KEIP settlement.	0.50
06/11/13	SLA	0019 Attend to settlement issues and calls re same (0.4, 0.6); preparing argument for KEIP hearing (2.5, 1.4).	4.90
06/11/13	JLO	0019 Locate information for K. Manoukian w/r/t sealing issues (0.3). Review list of exhibits for S. O'Donnell (0.3). Email committee counsel re: exhibits (0.2). Communicate with PWP regarding demonstratives (0.2).	1.00
06/11/13	KGM	0019 Correspondence with S. Alberino re: letter to UST and supplementing same (.3); draft follow-up letter re: incentive plan to UST (.3); correspondence with K. Keller re: PTO issues (.1); teleconference with K. Keller re: incentive plan (.2); emails and conferences with S. Alberino re: same (.3); draft proposed order approving severance plan (1.6); teleconferences with K. Keller re: sale incentive hearing and related issues (.3); teleconference with R. Morrissey re: sale incentive plan and related issues (.5); draft detailed update to S. Alberino re: same (.2); further exchange with S. Alberino re: outstanding issues re: incentive plan (.2); revise order for same (1.5).	5.50
06/11/13	KGM	0019 Correspondence with PWP team re: KEIP issues (.3); correspondence with S. O'Donnell re: same (.2).	0.50
06/12/13	ISD	0019 Analysis of KEIP issues and settlement.	1.00
06/12/13	SEO	0019 Review/revise demonstrative for sale incentive hearing (1.0); confer w/ experts re same (1.0); confer w/ S. Alberino re same (1.0).	3.00
06/12/13	KGM	0019 Draft employee compensation plan (1.5) and related order (1.0).	2.50
06/13/13	SLA	0019 Review severance orders.	0.80
06/13/13	KGM	0019 Conference with S. Alberino re: order approving management loyalty plan (.2); revise same (.4).	0.60
06/14/13	SLA	0019 Correspondence re loyalty plan issues.	0.50
06/14/13	KGM	0019 Correspondence with S. Alberino re: management loyalty plan and related issues (.1); circulate same with proposed order to Cooley, UST and Bracewell (.1); correspondence and calls with K. Keller re: employment and termination related issues (.3); correspondence with S. Alberino and S. O'Donnell re: management loyalty plan order (.2); draft exhibit to management loyalty plan (.8); teleconferences with S. Alberino re: same (.2); teleconference and correspondence with K. Keller re: same (.3); correspondence with Y. Bulla re: same (.1); follow-up correspondence with S. Alberino re: same (.1).	2.20
06/15/13	KGM	0019 Email exchange with K. Keller re: management loyalty plan order (.1); correspondence with S. Alberino re: same (.1).	0.20

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
06/17/13	SEO	0019 Coordinate exhibit binders (0.2), review and comment on sale incentive order (0.5), follow-up re mediation and evidentiary hearing (0.3).	1.00
06/17/13	JLO	0019 Confer with S. O'Donnell and K. Manoukian about exhibits re: sale incentive hearing (0.2). Redact exhibits (0.4). Email counsel to UCC and trustee regarding exhibits (0.2). Draft cover letter to accompany exhibits (0.3). Follow up with K. Manoukian regarding exhibits (0.1).	1.20
06/17/13	KGM	0019 Conference with S. O'Donnell re: submission of exhibits re: incentive hearing (.2); conference with J. Oliff re: same (.1).	0.30
06/17/13	KGM	0019 Revise schedule A to management loyalty plan (.3); circulate same to relevant parties (.1); teleconference and correspondence with S. O'Donnell re: management loyalty plan proposed order and related issues (.2); teleconference with S. Alberino re: revisions to the management loyalty plan order (.2); teleconference with K. Keller re: same (.1); teleconference with S. Alberino re: consulting issue (.1); teleconferences K. Keller re: same (.2); draft email to UCC and Alden re: same (.5); finalize the management loyalty plan order and circulates same to Cooley, Bracewell and UST (.1); call with UST re: same (.3); further revise order based on comments from same (.2); exchanges with S. Alberino re: same (.1)	2.40
06/18/13	SLA	0019 Calls re employee issues.	0.80
06/18/13	JLO	0019 Coordinate final assembly and delivery of exhibits to court re: sale incentive motion.	0.20
06/18/13	JLO	0019 Redact exhibits to be submitted to court w/r/t sale incentive motion (0.6). Call court regarding filing of same (0.4). Confer with S. O'Donnell and K. Manoukian re: same (0.4).	1.40
06/18/13	KGM	0019 Review/finalize email to Cooley and Bracewell re: reduction in force efforts (.1); correspondence with S. Alberino re: same (.1); correspondence with K. Keller re: 401k plan termination issues (.1); coordinate with labor group re: same (.1); email exchanges with C. Stewart re: same (.2); teleconference with C. Stewart re: process for same (.1); email exchanges with K. Keller re: same (.1).	0.80
06/18/13	KGM	0019 Teleconference and email exchanges with J. Oliff re: exhibit binders w/r/t sale incentive hearing (.5); teleconference with J. Oliff and A. Velinsky re: same (.2); email exchange with A. Velinsky re: same (.1); comment on cover letter to court re: exhibit submission (.1).	0.90
06/19/13	DKB	0019 Confer with K. Manoukian re Loyalty plan order (.1); prepare order to be served (.2); forward the above to BMC for service (.2).	0.50
06/19/13	JLO	0019 Email S. O'Donnell and K. Manoukian re: exhibits to be filed w/r/t sale incentive hearing (0.3). Send S. O'Donnell materials regarding turnover proceedings (0.3).	0.60
06/19/13	KGM	0019 Email exchanges with S. O'Donnell re: management loyalty plan order and exhibits (.1); teleconference with A. Velinsky re: same (.1); teleconferences with J. Oliff re: same (.2); email exchange with S. O'Donnell and teleconference re: same (.1); review correspondence re: termination of 401k plan (.1); review entered management loyalty plan order and circulate same to relevant parties (.1); correspondence with D. Krasa-Berstell re: service of same (.2).	0.90
06/19/13	KGM	0019 Correspondence with S. Alberino re: reduction in force issues (.1); correspondence with K. Keller re: same (.1).	0.20
06/19/13	VEC	0019 Prepare redacted and unredacted versions of sale incentive trial binders for submission to court.	4.30
06/20/13	KGM	0019 Correspondence with C. Stewart re: 401k plan issues (.1); correspondence with K. Keller re: same (.1).	0.20
06/24/13	SLA	0019 Calls re mediation issues.	0.90
06/24/13	KGM	0019 Email exchanges with K. Keller re: consulting agreements for certain former employees (.2); email exchange with S. Alberino re: same (.1).	0.30
06/27/13	KGM	0019 Teleconference with K. Keller re: 401k plan.	0.20

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
06/05/13	KGM	0022 Conference with K. Keller re: exclusivity motion (.1); draft proposed order approving same (.2).	0.30
06/10/13	KGM	0022 Correspondence re: exclusivity period.	0.20
06/10/13	JAS	0022 Pull order extending exclusivity and e-mail to K. Manoukian.	0.10
06/11/13	ISD	0022 Analysis of POR options.	0.60
06/18/13	ISD	0022 Analysis of POR options.	0.40
06/19/13	KGM	0022 Draft mediation request letter.	0.60
06/20/13	SLA	0022 Calls re mediation issues.	0.90
06/20/13	KGM	0022 Draft mediation request letter.	1.20
06/24/13	ISD	0022 Analysis of POR options.	0.60
06/25/13	SLA	0022 Calls re mediation issues.	0.70
06/26/13	SEO	0022 Follow-up re mediation.	0.10
06/26/13	SLA	0022 Calls re mediation issues.	0.50
06/28/13	SLA	0022 Revising mediation letter.	0.90
05/06/13	SLA	0024 Calls re sale process.	1.10
06/03/13	ISD	0024 O/C w/S. Alberino re: sale issues (.6).	0.60
06/03/13	SLA	0024 Calls re UCC bid procedures comments.	0.80
06/03/13	TS	0024 Conferences with D. Krasa- Berstell re hearing transcript research re asset sales precedent (.2); review dockets and transcripts re same (.6); email to K. Manoukian re same (.2).	1.00
06/03/13	DIF	0024 Attention to APA issues.	0.30
06/03/13	KGM	0024 Review UCC's comments to bid procedures (.2); exchange with S. Alberino re: same (.1); review precedents re: same (.3); conference with S. Alberino, J. Cohen and A. Velinsky re: bid procedures (.4); teleconference with A. Schouder re: bid procedures (.2); revise same based on UCC's comments (.5); circulate same to UCC (.1).	1.80
06/04/13	ISD	0024 O/C w/S. Alberino re: auction questions.	0.30
06/04/13	KGM	0024 Conference with A. Schouder re: bid procedures (.9); revise same (.3); circulate same to key stakeholders (.1).	1.30
06/05/13	ISD	0024 O/C w/S. Alberino re: auction questions.	1.00
06/05/13	DIF	0024 Attention to NDA issues.	0.20
06/05/13	JAS	0024 Pull Atari global statement in support of sale motion & e-mail to K. Manoukian.	0.10
06/06/13	ISD	0024 O/C w/S. Alberino re: auction questions (0.4). O/C w/S. Alberino re: settlement of KEIP (0.4).	0.80
06/06/13	DIF	0024 Review NDAs.	0.20
06/07/13	DKB	0024 Draft notice of filing de minimis asset list (.6); confer with attorney re status (.1); draft notice of filing exhibits to sale motion (.6); confer with K. Manoukian re status (.1).	1.40
06/07/13	DIF	0024 Attention to NDA issues.	0.40
06/07/13	KGM	0024 Review/revise asset lists (.5); correspondence with K. Keller and R. Mattes re: same (.2); correspondence with M. Ru re: same (.1); teleconference with R. Morrissey re: bid procedures (.2); follow-up with K. Keller re: same (.2); correspondence with PWP and Company re: same (.2); exchanges with R. Morrissey re: same (.2); review/finalize same in preparation for filing (1.5); calls/correspondence with potential buyer calls (.4); follow-up with K. Keller re: status of executory contract list w/r/t to asset sale (.1); teleconference with K. Keller and A. Verost re: customer lists and related issues (.3); call with UST re: same (.3); research re: same and related issues (.8); draft email to PWP and K. Keller re: same (.2).	5.20
06/07/13	JAS	0024 File notice of adjournment and asset list with court electronic filing system (.3); serve same upon notice parties (.5).	0.80
06/10/13	ISD	0024 O/C w/JS and GD re: sales process update (.7); analysis of auction questions (.8).	1.50
06/10/13	SLA	0024 Calls re sales process protocol.	0.50
06/10/13	DIF	0024 Review NDAs from potential bidders.	0.20

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
06/10/13	KGM	0024 Teleconference with R. Morrissey re: bid procedures (.2); participate in call re: sale process (.3).	0.50
06/10/13	KGM	0024 Correspondence with J. Wu re: sale process (.1); correspondence with potential bidder re: sale related issues (.2).	0.30
06/11/13	KGM	0024 Correspondence with potential buyers re: auction and related issues (.3); revise bid procedures order and related exhibits in preparation for hearing (2.8).	3.10
06/11/13	KGM	0024 Correspondence with S. Alberino re: bid procedures order and related issues (.3); finalize/circulate same to stakeholders (.2).	0.50
06/12/13	DIF	0024 Attention to BPO/Deposit issues.	0.20
06/12/13	KGM	0024 Correspondence with D. Fisher re: sale process/escrow issues.	0.20
06/12/13	KGM	0024 Conferences with A. Verost re: sale process (.3); correspondence with PWP re: same (.1); correspondence with publisher re: publication of sale notice (.3); review/revise same (.3); revise bid procedures order (.3); teleconference with S. Alberino re: same (.2); revise same (.3); teleconference with A. Schouder re: sale related issues (.2); conference with I. Dizengoff and S. Alberino re: same (.3); teleconference with J. Wu re: sale process (.1); circulate bid procedures order for comment (.1); correspondence with A. Schouder re: same (.1).	2.60
06/13/13	SLA	0024 Review bid procedures orders (0.5); correspondence re same (.4); calls re bid procedures issues (0.5, 0.8, 0.4).	2.60
06/13/13	DIF	0024 Attention to Escrow issues.	0.30
06/13/13	KGM	0024 Correspondence with key stakeholders re: bid procedures order (.2); review potential bidder docs (.2); correspondence with Akin team re: same (.1); follow-up with PWP re: potential bidder (.1).	0.60
06/13/13	KGM	0024 Correspondence with PWP re: sale process (.1); correspondence with Akin team re: same (.1); correspondence with A. Schouder re: same (.1).	0.30
06/14/13	SLA	0024 Calls re bid procedures issues.	1.50
06/14/13	DKB	0024 Confer with K. Manoukian re service of bidding procedures order and sale notice (.2); revise and update sale notice and exhibits (.6); prepare order to be served (.2); forward the document to BMC for service (.2); confer with attorney re status (.1).	1.30
06/14/13	KGM	0024 Correspondence with D. Fisher re: sale process.	0.20
06/14/13	KGM	0024 Teleconference with potential buyer (.3); correspondence with PWP team re: same (.1); participate in call with I. Dizengoff and S. Alberino re: sale process (.4); post-call conference with I. Dizengoff re: same (.1); conference with S. Alberino re: bid procedures order (.1); calls with publisher re: sale notice (.3); email exchange with publisher re: publication date for same (.2); conference with chambers re: bid procedures order (.1); email exchange with R. Morrissey re: customer lists (.1); conference with K. Keller re: same (.1); revise/finalize bid procedures order and related exhibits in preparation for submission to Court (.9); teleconference with K. Keller, R. Mattes and G. Davis re: executory contract list w/r/t asset sales (.6); post-call conferences with R. Mattes re: escrow account for sale deposits (.2); review/finalize sale notice for service and publication on Debtors' website (.2); coordinate service of same with D. Krasa-Berstell (.3).	4.00
06/17/13	ISD	0024 O/C w/JS and GD re: sales process update (.7); analysis of auction questions (.8).	1.50
06/17/13	SLA	0024 Calls re sale issues.	1.20
06/17/13	DKB	0024 Confer with K. Manoukian re preparation for auction (.2); work on logistics of staffing (.4); work with reporter service re transcript of auction (.5); confer with attorney re status (.1).	1.20
06/17/13	DIF	0024 Attention to Escrow issues w/r/t sale.	0.40
06/17/13	KGM	0024 Correspondence re: escrow account for sale deposits (.2); correspondence re: transcriber for auctions (.1); participate in call with	2.00

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		G. Davis, S. Alberino and PWP team re: sale process (.5); call with potential buyer (.1); correspondence with D. Fisher re: form apa (.1); correspondence with potential buyer re: same (.1); correspondence with S. Alberino re: same (.1); participate in call re: escrow account (.4); post-call with R. Mattes re: same (.1); email exchanges with D. Fisher and S. Alberino re: same (.3).	
06/18/13	ISD	0024 O/C w/JS and GD re: sales process update.	0.60
06/18/13	SLA	0024 Calls re sale issues.	1.40
06/18/13	DKB	0024 Confer with K. Manoukian re preparation for auction (.2); work with reporting company on logistics of reporting coverage (.5).	0.70
06/18/13	DIF	0024 Attention to Escrow and APA issues.	0.60
06/18/13	KGM	0024 Review correspondence re: auction (.1); coordinate with D. Krasa-Berstell re: same (.1); review email exchange between A. Verost and K. Keller re: sale issues (.1); review proof of sale notice publication and circulate same to S. Alberino and A. Verost (.1); email APA to PWP team to add to data room (.1); teleconference with A. Verost re: schedules to APA and related issues (.3); email exchanges with JPM re: escrow account (.4); email exchange and teleconference with R. Mattes re: same (.4); email exchanges with PWP re: same (.3); email exchanges with JPM re: same (.2); coordinate call with same (.1); email exchanges with D. Fisher re: APA schedules (.2).	2.40
06/19/13	SLA	0024 Calls re sale issues.	1.20
06/19/13	DIF	0024 Attention to Escrow issues and call re same.	0.40
06/19/13	KGM	0024 Review sale notice proof of publication (.1); circulate same to Akin and PWP teams (.1); correspondence with R. Mattes re: same (.1).	0.30
06/19/13	KGM	0024 Participate in call with PWP, JPM, R. Mattes and D. Fisher re: escrow account issues.	0.40
06/19/13	KGM	0024 Conference with S. Alberino, R. Mattes, K. Keller, A. Verost and G. Davis re: distribution agreements in connection with sale (.3); correspondence re: depository agreement (.2).	0.50
06/19/13	JSS	0024 Review tear sheets from WSJ re: sale notice publication.	0.10
06/20/13	SLA	0024 Calls re sale issues (.5, .6); review correspondence re same (.4, .3).	1.80
06/20/13	KGM	0024 Review correspondence from potential bidder and circulates same to S. Alberino.	0.20
06/20/13	KGM	0024 Teleconference with R. Mattes and K. Keller re: sale process.	0.50
06/21/13	SLA	0024 Calls re sale process.	0.90
06/21/13	KGM	0024 Teleconference with R. Mattes re: contracts for sale process (.3); review/comment on depository agreement (.6); participate in call with K. Keller, R. Mattes, G. Davis and PWP team re: sale process (.3); further revise escrow agreement based on comments from JPM (.7); teleconference with D. Fisher re: same (.1); teleconferences with K. Keller and K. Ingersoll re: executory contract lists and related issues (.3).	2.30
06/24/13	ISD	0024 Analysis of auction questions.	0.40
06/24/13	SLA	0024 Calls re sale issues.	1.10
06/25/13	SLA	0024 Calls re sale issues.	1.40
06/25/13	KGM	0024 Review IP schedules for APA.	0.20
06/26/13	SLA	0024 Calls re sale issues.	1.10
06/26/13	ECS	0024 Conference call with K. Manoukian, J. Sharp regarding upcoming sale process deadlines.	0.30
06/26/13	KGM	0024 Correspondence re: JPM's escrow services and related fees with Company (.2); email exchange with D. Fisher and S. Alberino re: same (.1); call with J. Sharp and E. Seitz re: sale process (.2); call with A. Verost re: same (.1).	0.60
06/27/13	SLA	0024 Calls re sale issues.	1.30
06/27/13	DIF	0024 Attention to NDA.	0.20
06/27/13	KGM	0024 Correspondence re: escrow agreement (.2); review/finalize same (.5).	0.70

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
06/28/13	SLA	0024 Calls re sale issues.	0.60
06/28/13	KGM	0024 Correspondence re: escrow issues (.2); correspondence with PWP re: inquiry from potential bidder (.1).	0.30
06/04/13	SLA	0025 Travel to NY for hearing (Actual time 3.0).	1.50
06/06/13	SLA	0025 Return travel to DC (Actual time 2.0).	1.00
06/06/13	JLO	0025 Travel to hearing (0.7).	0.70
06/06/13	KGM	0025 Travel to/from sale incentive hearing (Actual time 1.4).	0.70
06/06/13	VEC	0025 Travel to/from same (1.2).	1.20
06/12/13	SEO	0025 Travel to and attend hearing (1.2); follow-up re same (0.8).	2.00
06/12/13	SLA	0025 Return travel to DC (Actual time 3.0).	1.50
06/12/13	KGM	0025 Travel to/from hearing (Actual time 1.5).	0.75
Total Hours			1035.65

TIMEKEEPER TIME SUMMARY:

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
I S DIZENGOFF	16.40	at	\$1100.00	=	\$18,040.00
S E O'DONNELL	62.10	at	\$870.00	=	\$54,027.00
S L ALBERINO	87.80	at	\$875.00	=	\$76,825.00
D I FISHER	3.40	at	\$775.00	=	\$2,635.00
A L KOO	17.80	at	\$665.00	=	\$11,837.00
D C VONDLE	24.10	at	\$600.00	=	\$14,460.00
E C SEITZ	37.30	at	\$500.00	=	\$18,650.00
A R CASILLAS	21.20	at	\$435.00	=	\$9,222.00
G S LLEWELLYN	53.40	at	\$475.00	=	\$25,365.00
J L OLIFF	53.20	at	\$525.00	=	\$27,930.00
R TIZRAVESH	69.30	at	\$580.00	=	\$40,194.00
D S WALKER	23.80	at	\$435.00	=	\$10,353.00
J D MENENDEZ	35.40	at	\$460.00	=	\$16,284.00
K G MANOUKIAN	198.75	at	\$675.00	=	\$134,156.25
J S SHARP	35.20	at	\$400.00	=	\$14,080.00
Y K LEE	6.40	at	\$400.00	=	\$2,560.00
A BARNES	79.50	at	\$290.00	=	\$23,055.00
J L DECKER	6.10	at	\$310.00	=	\$1,891.00
J A ZUIDEMA	44.90	at	\$275.00	=	\$12,347.50
J O THOMPSON	2.30	at	\$225.00	=	\$517.50
P J SPROFERA	3.40	at	\$285.00	=	\$969.00
R STANCUT	20.60	at	\$245.00	=	\$5,047.00
K J BELL	11.70	at	\$225.00	=	\$2,632.50
T SOUTHWELL	9.70	at	\$245.00	=	\$2,376.50
D KRASA-BERSTELL	72.00	at	\$245.00	=	\$17,640.00
V E COLAVITA	34.60	at	\$235.00	=	\$8,131.00
J A SAMPER	5.30	at	\$225.00	=	\$1,192.50

Current Fees

\$552,417.75

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Computerized Legal Research - Westlaw	\$4,848.06
Courier Service/Messenger Service- Off Site	\$189.53
Duplication - In House	\$1,411.20
Meals - Business	\$34.12

ATARI, INC.
Bill Number: 1491226

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07/19/13

Meals (100%)	\$520.40	
Transcripts	\$3,674.34	
Travel - Airfare	\$922.01	
Travel - Ground Transportation	\$1,043.75	
Travel - Lodging (Hotel, Apt, Other)	\$644.95	
Travel - Parking	\$33.00	
Current Expenses		<u>\$13,321.36</u>
Total Amount of This Invoice		\$565,739.11
Prior Balance Due		<u>\$660,742.98</u>
Total Balance Due Upon Receipt		<u><u>\$1,226,482.09</u></u>

Exhibit B

ATARI INC., et al.
JUNE 1, 2013 THROUGH JUNE 30, 2013

PARTNERS	DEPARTMENT	STATE/COUNTRY OF BAR ADMISSION – YEAR	HOURS	HOURLY BILLING RATE	AMOUNT
Scott L. Alberino	Financial Restructuring	Georgia – 2000 District of Columbia – 2002	87.80	\$875.00	\$76,825.00
Ira S. Dizengoff	Financial Restructuring	New Jersey – 1992 New York – 1993	16.40	\$1,100.00	\$18,040.00
Daniel I. Fisher	Corporate	New York – 2003	3.40	\$775.00	\$2,635.00
Sean E. O'Donnell	Litigation	New York – 1998	62.10	\$870.00	\$54,027.00
SENIOR COUNSEL & COUNSEL	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	HOURLY BILLING RATE	AMOUNT
Angeline L. Koo	Litigation	New York – 2005	17.80	\$665.00	\$11,837.00
David C. Vondle	Intellectual Property	California – 2003 District of Columbia – 2008	24.10	\$600.00	\$14,460.00
ASSOCIATES	DEPARTMENT	STATE/COUNTRY OF BAR ADMISSION – YEAR	HOURS	HOURLY BILLING RATE	AMOUNT
Andrew Barnes	Litigation	New York – 2011	79.50	\$290.00	\$23,055.00
Andrew R. Casillas	Litigation	Texas – 2010	21.20	\$435.00	\$9,222.00
Joseph L. Decker	Litigation	Virginia – 2006 District of Columbia – 2008	6.10	\$310.00	\$1,891.00
Yochun K. Lee	Financial Restructuring	California – 2012	6.40	\$400.00	\$2,560.00
Garrett S. Llewellyn	Litigation	California – 2009	53.40	\$475.00	\$25,365.00
Kristine G. Manoukian	Financial Restructuring	New York – 2008 Utah – 2008 Delaware – 2010	198.75	\$675.00	\$134,156.25
Jennelle D. Menendez	Litigation	New York – 2011	35.40	\$460.00	\$16,284.00
Jessica L. Oliff	Litigation	New Jersey – 2009 New York – 2010	53.20	\$525.00	\$27,930.00
Eric C. Seitz	Financial Restructuring	Texas – 2009	37.30	\$500.00	\$18,650.00
Jason S. Sharp	Financial Restructuring	Texas – 2012	35.20	\$400.00	\$14,080.00

ASSOCIATES	DEPARTMENT	STATE/COUNTRY OF BAR ADMISSION – YEAR	HOURS	HOURLY BILLING RATE	AMOUNT
Roxanne Tizravesh	Litigation	New York – 2009	69.30	\$580.00	\$40,194.00
Dawn S. Walker	Litigation	Texas – 2010	23.80	\$435.00	\$10,353.00
Jeffrey A. Zuidema	Litigation	California – 2006	44.90	\$275.00	\$12,347.50
LEGAL ASSISTANTS	DEPARTMENT		HOURS	HOURLY BILLING RATE	AMOUNT
Khalib J. Bell	EDiscovery		11.70	\$225.00	\$2,632.50
Vincent E. Colavita	Litigation		34.60	\$235.00	\$8,131.00
Dagmara Krasa- Berstell	Financial Restructuring		72.00	\$245.00	\$17,640.00
Jonathan A. Samper	Financial Restructuring		5.30	\$225.00	\$1,192.50
Tracy Southwell	Financial Restructuring		9.70	\$245.00	\$2,376.50
Peter J. Sprofera	Financial Restructuring		3.40	\$285.00	\$969.00
Radu Stancut	EDiscovery		20.60	\$245.00	\$5,047.00
James O. Thompson	EDiscovery		2.30	\$225.00	\$517.50
TOTAL FEES			1,035.65		\$552,417.75

Exhibit C

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

Computerized Research/Corporate Service Charges/PACER Charges	\$4,848.06
Courier Service/Postage	\$189.53
Duplicating	\$1,411.20
Meals/Meeting Expenses	\$554.52
Transcripts	\$3,674.34
Travel Expenses – Airfare	\$922.01
Travel Expenses – Ground Transportation	\$1,043.75
Travel Expenses – Lodging	\$644.95
Travel Expenses – Parking	\$33.00
TOTAL	\$13,321.36

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

AKIN GUMP STRAUSS HAUER & FELD LLP

One Bryant Park
New York, New York 10036
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Facsimile: (212) 872-1002
Ira S. Dizengoff
Kristine G. Manoukian

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1333 New Hampshire Avenue, N.W.
Washington, DC 20036-1564
Telephone: (202) 887-4000
Facsimile: (202) 887-4288
Scott L. Alberino (*Admitted Pro Hac Vice*)

Counsel to the Debtors and Debtors in Possession

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

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

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

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

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

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

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

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

Notice

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

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

New York, New York
Dated: August 22, 2013

AKIN GUMP STRAUSS HAUER & FELD LLP

By: /s/ Ira S. Dizengoff
Ira S. Dizengoff
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salberino@akingump.com

Counsel to the Debtors and Debtors in Possession

Exhibit A

Akin Gump
Strauss Hauer & Feld LLP

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

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

Re: RESTRUCTURING ADVICE

FOR PROFESSIONAL SERVICES RENDERED THROUGH 07/31/13 :

MATTER SUMMARY OF TIME BILLED BY TASK :

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

ATARI, INC.
Invoice Number: 1496575

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August 22, 2013

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

ATARI, INC.
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August 22, 2013

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

ATARI, INC.
Invoice Number: 1496575

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August 22, 2013

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

ATARI, INC.
Invoice Number: 1496575

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

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

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

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

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

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

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

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

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

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

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

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

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

TIMEKEEPER TIME SUMMARY:

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

Current Fees

\$413,216.50

FOR COSTS ADVANCED AND EXPENSES INCURRED:

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

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Travel - Airfare	\$2,120.80
Travel - Auto (mileage)	\$25.99
Travel - Ground Transportation	\$2,065.66
Travel - Lodging (Hotel, Apt, Other)	\$3,851.71
Travel - Parking	\$340.00
Travel - Telephone & Fax	\$110.78

Current Expenses	<u>\$12,568.90</u>
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Total Amount of This Invoice	\$425,785.40
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Exhibit B

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

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

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

Exhibit C

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

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

Notices of Objection to Fee Statement Due: October 9, 2013

AKIN GUMP STRAUSS HAUER & FELD LLP

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New York, New York 10036
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Facsimile: (212) 872-1002
Ira S. Dizengoff
Kristine G. Manoukian

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Telephone: (202) 887-4000
Facsimile: (202) 887-4288
Scott L. Alberino (*Admitted Pro Hac Vice*)

Counsel to the Debtors and Debtors in Possession

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

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

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

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

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

Amount of compensation sought as actual, \$216,751.25
reasonable and necessary:

Amount of expense reimbursement sought \$13,005.72
as actual, reasonable and necessary:

This statement is the seventh monthly fee statement (the “*Fee Statement*”) of Akin Gump, attorneys to the above-captioned debtors and debtors in possession (collectively, the “*Debtors*”), filed pursuant to the *Order Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* [Docket No. 81] (the “*Interim Compensation Order*”). Akin Gump requests payment in accordance with the provisions of the Interim Compensation Order in the amount of (i) \$173,401.00 (80% of \$216,751.25) on account of actual, reasonable and necessary professional services rendered to the Debtors by Akin Gump during the Fee Period and (ii) \$13,005.72 on account of reimbursement of actual, reasonable and necessary costs and expenses incurred by Akin Gump during the Fee Period.

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

Notice

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

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WHEREFORE, pursuant to the Interim Compensation Order, Akin Gump requests: (i) payment of compensation in the amount of (i) \$173,401.00 (80% of \$216,751.25) on account of actual, reasonable and necessary professional services rendered to the Debtors by Akin Gump and (ii) reimbursement of actual, reasonable and necessary costs and expenses in the amount of \$13,005.72 incurred on behalf of the Debtors by Akin Gump.

New York, New York
Dated: September 24, 2013

AKIN GUMP STRAUSS HAUER & FELD LLP

By: /s/ Ira S. Dizengoff
Ira S. Dizengoff
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salberino@akingump.com

Counsel to the Debtors and Debtors in Possession

Exhibit A

Akin Gump

Strauss Hauer & Feld LLP

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

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

Re: RESTRUCTURING ADVICE

FOR PROFESSIONAL SERVICES RENDERED THROUGH 08/31/13 :

MATTER SUMMARY OF TIME BILLED BY TASK :

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

ATARI, INC.
Invoice Number: 1501014

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September 24, 2013

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

ATARI, INC.
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September 24, 2013

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

ATARI, INC.
Invoice Number: 1501014

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September 24, 2013

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

ATARI, INC.
Invoice Number: 1501014

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September 24, 2013

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

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

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

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

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

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

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

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

TIMEKEEPER TIME SUMMARY:

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

Current Fees

\$216,751.25

FOR COSTS ADVANCED AND EXPENSES INCURRED:

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

Current Expenses

\$13,005.72

ATARI, INC.
Invoice Number: 1501014

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September 24, 2013

Total Amount of This Invoice

\$229,756.97

REMITTANCE COPY

Return with Payment

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

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

FED I.D. NO. 75-1338644

If sending remittance via Postal Mail
please remit to:

AKIN GUMP STRAUSS HAUER & FELD LLP

Dept. 7247-6838
Philadelphia, PA 19170-6838

If sending remittance via Overnight Courier
please remit to:

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

If sending remittance via Wire
Please use the following instructions:

AKIN GUMP STRAUSS HAUER & FELD LLP

CITIBANK, NA
399 Park Avenue
New York, NY 10022

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

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

Exhibit B

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

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

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

Exhibit C

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

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

EXHIBIT C

**ATARI, INC. ET AL.
DISBURSEMENT SUMMARY
MAY 1, 2013 THROUGH AUGUST 31, 2013**

Computerized Research, Corporate Service Charges and PACER Charges	\$9,406.15
Conference Calls and Telephone Charges	\$63.88
Courier Service and Postage	\$528.21
Duplicating/Document Production	\$2,861.30
Meals/ Meeting Expenses	\$5,739.27
Transcript Charges	\$5,964.69
Travel Expenses – Airfare	\$6,177.85
Travel Expenses – Auto Rental	\$25.99
Travel Expenses – Ground Transportation	\$3,995.93
Travel Expenses – Lodging	\$6,073.61
Travel Expenses – Parking	\$431.00
Travel Expenses – Telephone & Fax	\$110.78
Travel Expenses - Train Fare	\$593.00
TOTAL	\$41,971.66

EXHIBIT D

**ATARI INC., ET AL.
MAY 1, 2013 THROUGH AUGUST 31, 2013
HOURS AND BILLING RATE SCHEDULE**

PARTNERS	DEPARTMENT	STATE/COUNTRY OF BAR ADMISSION – YEAR	HOURS	HOURLY BILLING RATE	AMOUNT
Scott L. Alberino	Financial Restructuring	Georgia – 2000 District of Columbia – 2002	268.30	\$875.00	\$234,762.50
Ira S. Dizengoff	Financial Restructuring	New Jersey – 1992 New York – 1993	47.00	\$1,100.00	\$51,700.00
Daniel I. Fisher	Corporate	New York – 2003	106.55	\$775.00	\$82,576.25
Ron Grabov-Nardini	Tax	New York – 2003	0.90	\$695.00	\$625.50
Howard B. Jacobson	Tax	District of Columbia – 1979	2.80	\$770.00	\$2,156.00
Daniel F. McInnis	Antitrust & Unfair Competition	Virginia – 1994 District of Columbia - 1996	19.60	\$640.00	\$12,544.00
Sean E. O’Donnell	Litigation	New York – 1098	91.30	\$870.00	\$79,431.00
SENIOR COUNSEL & COUNSEL	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	HOURLY BILLING RATE	AMOUNT
Mark R. Curiel	Labor	California – 2002	0.90	\$625.00	\$562.50
Jo-Ellyn S. Klein	Health	Virginia – 1998 District of Columbia – 1999	0.80	\$595.00	\$476.00
Angeline L. Koo	Litigation	New York – 2005	45.00	\$665.00	\$29,925.00
David C. Lee	Intellectual Property	Virginia – 1999 District of Columbia – 2000	4.10	\$590.00	\$2,419.00
Lauren H. Leyden	Labor	New York – 2006	3.30	\$695.00	\$2,293.50
Austin S. Lilling	Tax	New Jersey – 2001 New York – 2001	0.20	\$650.00	\$130.00
Meng Ru	Corporate	New York – 2005	1.00	\$660.00	\$660.00
David C. Vondle	Intellectual Property	California – 2003 District of Columbia – 2008	67.30	\$600.00	\$40,380.00

ASSOCIATES	DEPARTMENT	STATE/COUNTRY OF BAR ADMISSION – YEAR	HOURS	HOURLY BILLING RATE	AMOUNT
Jennelle D. Arthur	Litigation	New York – 2011	35.40	\$460.00	\$16,284.00
Andrew Barnes	Litigation	New York – 2011	96.50	\$290.00	\$27,985.00
Andrew R. Casillas	Litigation	Texas – 2010	24.10	\$435.00	\$10,483.50
Joseph L. Decker	Litigation	Virginia – 2006 District of Columbia – 2008	6.10	\$310.00	\$1,891.00
Rishikesh R. Gadhia	Corporate	New York – 2009 District of Columbia – 2013	120.45	\$530.00	\$63,838.50
Laura T. Geyer	Intellectual Property	Maryland – 1998 District of Columbia – 1999	2.50	\$470.00	\$1,175.00
Ashleigh M. Hall	Corporate	Indiana – 2009 District of Columbia – 2012	0.40	\$475.00	\$190.00
Yochun K. Lee	Financial Restructuring	California – 2012	6.40	\$400.00	\$2,560.00
Garrett S. Llewellyn	Litigation	California – 2009	65.40	\$475.00	\$31,065.00
Kristine G. Manoukian	Financial Restructuring	New York – 2008 Utah – 2008 Delaware – 2010	699.45	\$675.00	\$472,128.75
Jessica L. Oliff	Litigation	New Jersey – 2009 New York – 2010	90.90	\$525.00	\$47,722.50
Eric C. Seitz	Financial Restructuring	Texas – 2009	215.50	\$500.00	\$107,750.00
Jason S. Sharp	Financial Restructuring	Texas – 2012	188.80	\$400.00	\$75,520.00
Charles E. Sims	Corporate	Not Yet Admitted	72.90	\$365.00	\$26,608.50
David A. Snyder	Tax	New York – 2010	1.30	\$440.00	\$572.00
Scott J. Street	Litigation	California – 2009	5.70	\$530.00	\$3,021.00
Roxanne Tizravesh	Litigation	New York – 2009	116.90	\$580.00	\$67,802.00
Dawn S. Walker	Litigation	Texas – 2010	27.00	\$435.00	\$11,745.00
Jeffrey A. Zuidema	Litigation	California – 2006	52.90	\$275.00	\$14,547.50

LEGAL ASSISTANTS	DEPARTMENT		HOURS	HOURLY BILLING RATE	AMOUNT
Khalib J. Bell	EDiscovery		21.20	\$225.00	\$4,770.00
Vincent E. Colavita	Litigation		34.60	\$235.00	\$8,131.00
Brenda R. Kemp	Financial Restructuring		3.40	\$225.00	\$765.00
Dagmara Krasa-Berstell	Financial Restructuring		235.40	\$245.00	\$57,673.00
Leslie W. Lanphear	Library		3.20	\$230.00	\$736.00
Jacqueline K. Lewis	Financial Restructuring		1.70	\$205.00	\$348.50
Shirley Lui	Litigation		1.80	\$220.00	\$396.00
James W. Ma	E-Discovery		0.30	\$255.00	\$76.50
Lola M. McComb	Library		2.50	\$190.00	\$475.00
Jonathan A. Samper	Financial Restructuring		48.90	\$225.00	\$11,002.50
Francis A. Singer	Litigation		1.40	\$260.00	\$364.00
Tracy Southwell	Financial Restructuring		33.90	\$245.00	\$8,305.50
Peter J. Sprofera	Financial Restructuring		28.30	\$285.00	\$8,065.50
Radu Stancut	EDiscovery		40.60	\$245.00	\$9,947.00
James O. Thompson	EDiscovery		2.30	\$225.00	\$517.50
Jessica R. Waters	Financial Restructuring		0.30	\$205.00	\$61.50
TOTAL FEES REQUESTED			2,947.45		\$1,635,165.00
ATTORNEY BLENDED RATE					\$612.44
BLENDED HOURLY RATE					\$554.77