

COOLEY LLP  
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Cathy Hershcopf  
Jeffrey L. Cohen  
Alex R. Velinsky  
Robert B. Winning

*Counsel for the Official Committee  
of Unsecured Creditors*

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

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In re:	) Chapter 11
	)
Atari, Inc., <u>et al.</u> ,	) Case No. 13-10176 (JMP)
	)
	) (Jointly Administered)
Debtors.	)
	)
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**NINTH MONTHLY FEE STATEMENT OF COOLEY LLP FOR COMPENSATION  
FOR SERVICES AND REIMBURSEMENT OF EXPENSES AS ATTORNEYS FOR THE  
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD  
FROM OCTOBER 1, 2013 THROUGH OCTOBER 31, 2013**

Name of Applicant:	<u>Cooley LLP</u>
Authorized to Provide Professional Services to:	<u>Official Committee of Unsecured Creditors of Atari, Inc., et al.</u>
Date of Retention:	<u>Order entered on March 6, 2013 retaining Cooley LLP <i>nunc pro tunc</i> to February 8, 2013</u>
Period for which compensation and reimbursement is sought:	<u>October 1, 2013 through October 31, 2013</u>
Amount of Compensation sought as actual, reasonable and necessary:	<u>\$26,477.50 (of which Applicant seeks payment of 80% or \$21,182.00)</u>
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	<u>\$150.75</u>

This statement is the ninth monthly fee statement (the “Fee Statement”) of Cooley LLP (“Cooley”), counsel to the official committee of unsecured creditors (the “Committee”) in the above-captioned cases, filed pursuant to the *Order Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals* [Docket No. 81] (the “Interim Compensation Order”). Cooley hereby requests: (a) payment of compensation in the amount of \$21,182.00, which is equal to eighty percent (80%) of the total amount of compensation sought (i.e. \$26,477.50) for actual and necessary professional services rendered during the period of October 1, 2013 through October 31, 2013 (the “Fee Period”); and (b) reimbursement of actual and necessary costs and expenses in the amount of \$150.75 incurred by Cooley during the Fee Period in connection with these cases.<sup>1</sup> Attached as **Exhibit A** hereto are (i) contemporaneously maintained time entries for each professional who provided services during the Fee Period in increments of tenths (1/10) of an hour, and (ii) an itemization and description of the costs and expenses incurred by Cooley during the Fee Period.

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

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

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

<b>Attorney</b>	<b>Position with the Applicant</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
Cathy Herschopf	Partner	\$845	0.4	\$338.00
Jeffrey L. Cohen	Partner	\$695	20.5	\$14,247.50
Alex R. Velinsky	Associate	\$475	24.4	\$11,590.00
Robert B. Winning	Associate	\$435	0.3	\$130.50
Kris T. Cachia	Paralegal	\$245	0.7	\$171.50
<b>TOTAL</b>			<b>46.3</b>	<b>\$26,477.50</b>
<b>Blended Rate for Attorneys</b>		<b>\$576.89</b>		

**Compensation by Matter**

<b>Matter Number</b>	<b>Matter Description</b>	<b>Total Billed Hours</b>	<b>Total Fees Requested</b>
04	Case Administration	1.5	\$712.50
05	Claims	9.2	\$5,338.00
06	Employee Benefits/Pensions	0.1	\$47.50
07	Fee/Employment Applications	7.1	\$3,419.50
12	Plan and Disclosure Statement	26.2	\$15,915.00
14	Travel (Billed at ½ time)	0.5	\$237.50
19	Preparation for and Attendance at Court Hearings	1.7	\$807.50
<b>TOTAL</b>		<b>46.3</b>	<b>\$26,477.50</b>

**Expense Summary**

<b>Description</b>	<b>Amount</b>
Federal Express	\$139.80
Reproduction of Documents	\$1.20
Telephone	\$9.75
<b>Total</b>	<b>\$150.75</b>

**Notice**

Pursuant to the Interim Compensation Order, Cooley has served this Fee Statement by hand or overnight delivery on: (i) the Debtors, Atari, Inc., 475 Park Avenue South, Twelfth Floor, New York, New York 10016, Attn: Robert A. Mattes, CFO; (ii) counsel to Debtors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036, Attn: Ira S. Dizengoff, Esq. and Kristine Manoukian Esq.; Akin Gump Strauss Hauer & Feld LLP, Robert S. Strauss Building, 1333 New Hampshire Avenue, N.W., Washington, District of Columbia 20036, Attn: Scott L. Alberino, Esq.; (iii) counsel to DIP lenders, Bracewell & Giuliani LLP, 1251 Avenue of the Americas, 49th Floor, New York, New York 10020, Attn: Robert G. Burns, Esq.; and (iv) the Office of the United States Trustee for the Southern District of New York, 271 Cadman Plaza East, Suite 4529, Brooklyn, New York 11201, Attn: Richard C. Morrissey, Esq. In light of the nature of the relief requested, Cooley respectfully submits that no further notice need be provided.

WHEREFORE, pursuant to the Interim Compensation Order, Cooley requests: (a) compensation in the amount of \$26,477.50 (of which Applicant requests payment in the amount of **\$21,182.00** which equals 80% of \$26,477.50) on account of reasonable and necessary professional services rendered to the Committee by Cooley; and (b) reimbursement of actual and necessary costs and expenses in the amount of **\$150.75**, for a total amount for the Fee Period of \$26,628.25 (of which applicant seeks payment in the amount of **\$21,332.75** which equals 80% of the requested compensation and 100% of the requested reimbursement of actual and necessary costs and expenses).

Dated: November 20, 2013  
New York, New York

Respectfully submitted,

By: /s/ Jeffrey L. Cohen

COOLEY LLP  
1114 Avenue of the Americas  
New York, New York 10036  
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Cathy Hershcopf  
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Alex R. Velinsky  
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*Counsel for the Official  
Committee of Unsecured Creditors*

**EXHIBIT A**



November 18, 2013

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

ATTORNEYS AT LAW  
  
101 California  
5th floor  
San Francisco, CA  
94111-5800  
MAIN 415 693-2000

[www.cooley.com](http://www.cooley.com)

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94-1140085

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

**Invoice Number: 1344731**  
CL 01 62105

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

*For services rendered through October 31, 2013*

Fees .....	\$	26,477.50
Chargeable costs and disbursements .....	\$	150.75
<b>Total Due on Current Invoice .....</b>	<b>\$</b>	<b>26,628.25</b>



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

**Invoice Number: 1344731**  
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**For services rendered through October 31, 2013 :**

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
<b>CASE ADMINISTRATION</b>				
10/15/13	Alex R. Velinsky	Review emails re: marketing plan	0.30	142.50
10/15/13	Alex R. Velinsky	Review September MOR	0.60	285.00
10/15/13	Alex R. Velinsky	Emails with M. Robinson re: web hosting invoices	0.30	142.50
10/15/13	Alex R. Velinsky	Review web hosting invoice (.2); emails re: same with L. Durtschi (.1)	0.30	142.50
<b>Task Total:</b>			1.50	712.50
<b>CLAIMS</b>				
10/01/13	Alex R. Velinsky	Email to K. Monoukian re: disputed claims	0.10	47.50
10/01/13	Alex R. Velinsky	Conference with J. Cohen re: claims reconciliation	0.10	47.50
10/01/13	Alex R. Velinsky	Review K. Manoukian email re: claims	0.10	47.50
10/01/13	Jeffrey L. Cohen	Review outstanding general unsecured claims and related disputes	1.50	1,042.50
10/02/13	Alex R. Velinsky	Telephone call with K. Manoukian re: disputed claims	0.40	190.00
10/03/13	Alex R. Velinsky	Review K. Manoukian update re: disputed claims	0.20	95.00
10/03/13	Alex R. Velinsky	Review claims analysis with respect to disputed claims	0.20	95.00
10/07/13	Jeffrey L. Cohen	Review claims update from K. Manoukian and discuss same with A. Velinsky	1.20	834.00
10/07/13	Alex R. Velinsky	Review J. Cohen email re: claims reconciliation	0.10	47.50
10/18/13	Alex R. Velinsky	Review withdrawal of claim by DACA	0.10	47.50
10/18/13	Alex R. Velinsky	Review notice of presentment and stipulation re: modification of certain claims	0.30	142.50





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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
10/23/13	Alex R. Velinsky	Review K. Manoukian email re: claim stipulations (.1); review draft stipulation re: Gibson Dunn and Storm City (.3); email to J. Cohen re: same (.2)	0.60	285.00
10/24/13	Jeffrey L. Cohen	Multiple correspondence with A. Velinsky re: claims stipulations (.4); and review same (.5)	0.90	625.50
10/24/13	Alex R. Velinsky	Emails with J. Cohen re: claim stipulations	0.10	47.50
10/24/13	Alex R. Velinsky	Emails with Akin re: stipulations	0.10	47.50
10/24/13	Alex R. Velinsky	Review creditor email inquiry	0.10	47.50
10/25/13	Alex R. Velinsky	Review notice of presentment and stipulation re: Gibson Dunn	0.20	95.00
10/25/13	Alex R. Velinsky	Review draft claim objection procedures	0.60	285.00
10/25/13	Alex R. Velinsky	Respond to T. Shiff creditor inquiry	0.30	142.50
10/29/13	Alex R. Velinsky	Review K. M. email re: claims objection procedures	0.10	47.50
10/29/13	Alex R. Velinsky	Review stipulation and agreed order re: Storm City claim	0.20	95.00
10/30/13	Jeffrey L. Cohen	Review claims settlement procedure motion	0.80	556.00
10/30/13	Alex R. Velinsky	Emails with Akin and J. Cohen re: settlement procedures	0.20	95.00
10/30/13	Alex R. Velinsky	Review proposed claim procedures for threshold amount	0.20	95.00
10/30/13	Alex R. Velinsky	Review K. Manoukian email re: claim objection procedures	0.10	47.50
10/31/13	Alex R. Velinsky	Review K. Manoukian email re: claims procedures motion	0.10	47.50
10/31/13	Alex R. Velinsky	Review filed claims procedure motion	0.20	95.00
10/31/13	Alex R. Velinsky	Review E. Seitz email re: claims procedure motion	0.10	47.50
<b>Task Total:</b>			9.20	5,338.00

**EMPLOYEE BENEFITS/PENSIONS**



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

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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
10/30/13	Alex R. Velinsky	Review J. Cho email re: claims settlement threshold	0.10	47.50
<b>Task Total:</b>			0.10	47.50

**FEE/EMPLOYMENT APPLICATIONS**

10/02/13	Alex R. Velinsky	Review K. Manoukian email re: OCP firm	0.10	47.50
10/02/13	Alex R. Velinsky	Review supplement to OCP list	0.20	95.00
10/02/13	Alex R. Velinsky	Review Olshan supplemental declaration	0.20	95.00
10/02/13	Alex R. Velinsky	Emails with R. Winning re: interim fee application	0.10	47.50
10/03/13	Jeffrey L. Cohen	Review pre-bill for compliance with Local Rules and UST Guidelines	1.00	695.00
10/04/13	Alex R. Velinsky	Emails with K. Manoukian and D&P re: September fees	0.20	95.00
10/09/13	Alex R. Velinsky	Review BMC invoice	0.20	95.00
10/17/13	Alex R. Velinsky	Review K. Manoukian email re: OCP statement	0.10	47.50
10/17/13	Alex R. Velinsky	Review statement of fees paid to OCPs	0.10	47.50
10/21/13	Kris T. Cachia	Finalize 8th Monthly Fee Application (September 2013) (0.1); prepare Certificate of Service (0.1); electronically file 8th Monthly Fee Application and Certificate of Service (0.2); prepare service of materials on special notice parties (0.1); prepare letter to Judge Peck re chambers' copies (0.1); prepare email to R. Winning re status of same (0.1)	0.70	171.50
10/21/13	Alex R. Velinsky	Telephone re: R. Winning re: fee statement (.1); review J. Cohen email re: same (.1)	0.20	95.00
10/21/13	Alex R. Velinsky	Review Protiviti monthly fee statement	0.20	95.00
10/21/13	Alex R. Velinsky	Review draft September fee statement	0.10	47.50
10/21/13	Alex R. Velinsky	Conference with R. Winning re: fee statement	0.10	47.50
10/21/13	Robert B. Winning	Finalize and file monthly fee application	0.30	130.50
10/22/13	Alex R. Velinsky	Review Marks Paneth fee statement	0.20	95.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
10/23/13	Alex R. Velinsky	Review Perella fee statement	0.20	95.00
10/23/13	Alex R. Velinsky	Review Akin fee statement for September	0.30	142.50
10/23/13	Alex R. Velinsky	Review Bracewell invoices for July through September	0.20	95.00
10/28/13	Alex R. Velinsky	Emails with K. Manoukian re: payment of professional fees	0.40	190.00
10/28/13	Alex R. Velinsky	Email to J. Cohen re: timing of fee payments	0.20	95.00
10/28/13	Alex R. Velinsky	Conference with J. Cohen re: fee payments	0.10	47.50
10/31/13	Alex R. Velinsky	Draft summary of unpaid Cooley fees and expenses (.6); email to K. Manoukian re: same (.1)	0.70	332.50
10/31/13	Alex R. Velinsky	Emails to A. Chong re: DPS fees	0.10	47.50
10/31/13	Alex R. Velinsky	Conference with J. Cohen re: Cooley fees	0.10	47.50
10/31/13	Alex R. Velinsky	Review K. Manoukian email re: fees	0.10	47.50
10/31/13	Alex R. Velinsky	Emails with A. Chong re: holdback payments	0.20	95.00
10/31/13	Alex R. Velinsky	Telephone call with Akin re: Cooley fee payment	0.10	47.50
10/31/13	Alex R. Velinsky	Emails with S. Reels re: Atari payments	0.20	95.00
10/31/13	Alex R. Velinsky	Review and respond to J. Cohen emails re: Atari fees	0.20	95.00
<b>Task Total:</b>			<b>7.10</b>	<b>3,419.50</b>

**PLAN AND DISCLOSURE STATEMENT**

10/01/13	Alex R. Velinsky	Review H. Newman email re: plan question	0.10	47.50
10/01/13	Alex R. Velinsky	Review J. Cohen email re: plan question	0.10	47.50
10/01/13	Jeffrey L. Cohen	Respond to creditor inquiry re: objections to plan	0.60	417.00
10/02/13	Alex R. Velinsky	Emails with P. Bigley re: plan and objection	0.60	285.00
10/02/13	Alex R. Velinsky	Telephone call with J. Cohen re: voting date	0.10	47.50
10/02/13	Jeffrey L. Cohen	Multiple correspondence with inquiring creditors re: plan consideration	1.30	903.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
10/11/13	Alex R. Velinsky	Correspondence with K. Manoukian re: plan documents	0.30	142.50
10/14/13	Jeffrey L. Cohen	Review liquidation analysis and financial projections	1.30	903.50
10/14/13	Alex R. Velinsky	Review draft liquidation analysis and financial projections (.4); emails with J. Cohen re: same (.2)	0.60	285.00
10/14/13	Alex R. Velinsky	Revise committee support letter	0.20	95.00
10/14/13	Alex R. Velinsky	Conference with J. Cohen re: liquidation analysis	0.20	95.00
10/14/13	Alex R. Velinsky	Emails with K. Manoukian re: liquidation analysis and committee support letter	0.20	95.00
10/14/13	Alex R. Velinsky	Review prior liquidation/settlement analysis	0.80	380.00
10/15/13	Jeffrey L. Cohen	Review liquidation analysis and discuss same with A. Velinsky	1.10	764.50
10/15/13	Alex R. Velinsky	Review and respond to K. Monoukian emails re: liquidation analysis call	0.20	95.00
10/15/13	Alex R. Velinsky	Emails with J. Cohen re: liquidation analysis call	0.20	95.00
10/16/13	Jeffrey L. Cohen	Conference call with Protiviti and Akin re: liquidation analysis	0.60	417.00
10/16/13	Alex R. Velinsky	Review disclosure statement for references to litigation	0.30	142.50
10/16/13	Alex R. Velinsky	Emails with J. Cohen re: Akin call	0.10	47.50
10/16/13	Alex R. Velinsky	Telephone call with Akin and Protiviti re: liquidation analysis	0.30	142.50
10/16/13	Alex R. Velinsky	Conference with J. Cohen re: committee support letter	0.10	47.50
10/17/13	Jeffrey L. Cohen	Review Disclosure Statement and liquidation analysis drafts	1.50	1,042.50
10/17/13	Alex R. Velinsky	Telephone call with K. Manoukian re: liquidation analysis and claim issues	0.40	190.00
10/17/13	Alex R. Velinsky	Emails with J. Cohen re: liquidation analysis	0.20	95.00
10/17/13	Alex R. Velinsky	Follow up telephone call with K. Manoukian re: liquidation analysis	0.20	95.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
10/17/13	Alex R. Velinsky	Review disclosure statement re: settlement description	0.40	190.00
10/18/13	Jeffrey L. Cohen	Multiple correspondence with debtors and related document review re: liquidation analysis and Disclosure Statement revisions	2.20	1,529.00
10/18/13	Alex R. Velinsky	Emails with J. Cohen and Akin re: liquidation analysis and disclosure statement	0.40	190.00
10/18/13	Alex R. Velinsky	Review disclosure statement in connection with proposed changes	0.60	285.00
10/18/13	Alex R. Velinsky	Review K. Manoukian email re: liquidation analysis	0.10	47.50
10/18/13	Alex R. Velinsky	Review revised version of liquidation analysis (.2); emails with J. Cohen re: same (.1)	0.30	142.50
10/18/13	Alex R. Velinsky	Review notice of filing exhibits to disclosure statement and plan	0.30	142.50
10/18/13	Alex R. Velinsky	Telephone call with K. Manoukian re: J. Cohen comments	0.10	47.50
10/18/13	Alex R. Velinsky	Review E. Seitz email re: revised liquidation analysis	0.20	95.00
10/18/13	Alex R. Velinsky	Telephone call with creditor R. Walters	0.20	95.00
10/18/13	Alex R. Velinsky	Emails with Akin re: financial projection for disclosure statement	0.10	47.50
10/18/13	Alex R. Velinsky	Review and respond to K. Manoukian email confirming approval of liquidation analysis	0.20	95.00
10/21/13	Alex R. Velinsky	Review exhibits filed in connection with plan	0.30	142.50
10/23/13	Alex R. Velinsky	Telephone call with K. Manoukian re: amendments to disclosure statement	0.30	142.50
10/24/13	Alex R. Velinsky	Review K. Manoukian email re: changes to disclosure statement	0.20	95.00
10/25/13	Jeffrey L. Cohen	Review draft Amended Disclosure Statement and comment re: same	1.30	903.50
10/25/13	Alex R. Velinsky	Review filed amended disclosure statement and agenda	0.20	95.00
10/25/13	Alex R. Velinsky	Telephone call with K. Manoukian re: fee issues in plan	0.10	47.50



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
10/25/13	Alex R. Velinsky	Emails with J. Cohen re: new plan language to address professional fees	0.10	47.50
10/25/13	Alex R. Velinsky	Review proposed revisions to disclosure statement (.3); J. Cohen email re: same (.1)	0.40	190.00
10/25/13	Alex R. Velinsky	Review K. Manoukian email re: amended disclosure statements (.1); review changes to disclosure statement (.2)	0.30	142.50
10/28/13	Jeffrey L. Cohen	Review revised Disclosure Statement and Plan version in preparation for Disclosure Statement hearing	1.50	1,042.50
10/28/13	Alex R. Velinsky	Emails with K. Manoukian. re: professional fee payments in Plan	0.20	95.00
10/29/13	Alex R. Velinsky	Email to Committee re: approval of Disclosure Statement	0.20	95.00
10/29/13	Alex R. Velinsky	Emails with C. Hershcopf re: voting deadline	0.20	95.00
10/29/13	Jeffrey L. Cohen	Prepare for and participate in Disclosure Statement approval hearing	2.50	1,737.50
10/30/13	Jeffrey L. Cohen	Review disclosure statement approval order and discuss same with committee	1.20	834.00
10/30/13	Cathy Rae Hershcopf	Confer with creditors re voting on plan	0.40	338.00
10/31/13	Alex R. Velinsky	Telephone call with E. Seitz re: committee designee	0.10	47.50
<b>Task Total:</b>			26.20	15,915.00

**TRAVEL**

10/29/13	Alex R. Velinsky	Travel to and from hearing (billed at 1/2 time)	0.50	237.50
<b>Task Total:</b>			0.50	237.50

**PREPARATION FOR AND ATTENDANCE AT COURT HEARINGS**

10/28/13	Alex R. Velinsky	Emails with J. Cohen re: 10/29 hearing	0.10	47.50
10/28/13	Alex R. Velinsky	Review documents related to Debtor's plan and Disclosure Statement in preparation for 10/29 hearing	0.80	380.00



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
10/29/13	Alex R. Velinsky	Attend hearing on Disclosure Statement	0.80	380.00
<b>Task Total:</b>			1.70	807.50

**Total Fees** **\$26,477.50**

**Fee Summary:**

<u>Timekeeper</u>	<u>Type</u>	<u>Rate</u>	<u>Hours</u>	<u>Total</u>
Cathy Rae Herschopf	Partner	845	.40	338.00
Jeffrey L. Cohen	Partner	695	20.50	14,247.50
Alex R. Velinsky	Associate	475	24.40	11,590.00
Robert B. Winning	Associate	435	.30	130.50
Kris T. Cachia	Paralegal	245	.70	171.50

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

Federal Express	139.80
Reproduction of Documents	1.20
Telephone	9.75
<b>Total Costs</b>	<b>\$150.75</b>
<b>Total:</b>	<b>\$26,628.25</b>