

Notices of Objection to Fee Statement Due: December 5, 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. <sup>1</sup>	)		)	(Jointly Administered)	)

**NINTH 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 OCTOBER 1, 2013 THROUGH OCTOBER 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:	October 1, 2013 through October 31, 2013 (the “ <i>Fee Period</i> ”)

<sup>1</sup> 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:	\$145,711.75
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$3,246.38

This statement is the ninth 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) \$116,569.40 (80% of \$145,711.75) on account of actual, reasonable and necessary professional services rendered to the Debtors by Akin Gump during the Fee Period and (ii) \$3,246.38 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, 12<sup>th</sup> Floor, New York, New York 10016 (Attn.: Kristen J. Keller, Esq.); (ii) counsel to the DIP Lender, Bracewell & Giuliani LLP, 1251 Avenue of the Americas, 49<sup>th</sup> 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.).

*[remainder of page intentionally left blank]*

WHEREFORE, pursuant to the Interim Compensation Order, Akin Gump requests: (i) payment of compensation in the amount of \$116,569.40 (80% of \$145,711.75) 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 \$3,246.38 incurred on behalf of the Debtors by Akin Gump.

New York, New York  
Dated: November 20, 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**



ATARI, INC.  
ATTN: KRISTEN KELLER  
EVP AND GENERAL COUNSEL  
417 FIFTH AVENUE  
NEW YORK, NY 10016

Invoice Number 1512479  
Invoice Date 11/20/13  
Client Number 691767  
Matter Number 0001

Re: RESTRUCTURING ADVICE

FOR PROFESSIONAL SERVICES RENDERED THROUGH 10/31/13 :

MATTER SUMMARY OF TIME BILLED BY TASK :

		<u>HOURS</u>	<u>VALUE</u>
0002	General Case Administration	16.00	\$4,178.00
0003	Akin Gump Fee Application/Monthly Billing Reports	33.50	\$14,220.50
0004	Analysis of Other Professionals Fee Applications/Reports	6.30	\$2,799.00
0006	Retention of Professionals	5.90	\$3,261.50
0008	Court Hearings	32.80	\$16,875.00
0009	Financial Reports and Analysis	2.20	\$1,098.00
0011	Executory Contracts/License Agreements	4.70	\$3,137.50
0012	General Claims Analysis/Claims Objections	63.80	\$39,049.00
0022	Plan/Disclosure Statement/Solicitation and Related Documentation	92.30	\$56,420.00
0024	Sale Transaction/Stock Transaction/Business Liquidations (Including)	2.80	\$1,542.00
0025	Travel Time	3.75	\$3,131.25
	<b>TOTAL</b>	<u>264.05</u>	<u>\$145,711.75</u>

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
10/01/13	DKB	0002 Review case docket (.2); update team outlook calendar (.3); confer with attorney re status (.1); review and update transcripts file (.6).	1.20
10/01/13	KGM	0002 Conference with D. Krasa-Berstell re: case calendar and related issues.	0.20
10/02/13	DKB	0002 Review case docket (.2); update case calendar (.7); review and update team outlook calendar (.4); review and organize pleadings for attorneys (.5).	1.80
10/04/13	KGM	0002 Correspondence with S. Alberino re: status updates.	0.10
10/07/13	DKB	0002 Review case docket (.2); prepare updates for calendar (.3); review and organize pleadings for attorneys (.2).	0.70
10/16/13	DKB	0002 Review case docket (.2); prepare updates for case calendar (.5); review and organize pleadings for attorneys (.6).	1.30
10/17/13	DKB	0002 Review case docket (.2); review and organize pleadings for attorneys (.7); confer with attorney re status (.1).	1.00
10/17/13	KGM	0002 Call with A. Velinsky re: various case-related matters.	0.30
10/18/13	DKB	0002 Review case docket (.2); prepare updates for case calendar (.6); update team outlook calendar (.6); review and organize pleadings for attorneys (1.0); prepare additional materials for attorneys (.8).	3.20
10/25/13	TS	0002 Coordinate service of filings with BMC (.2); file hearing agenda (.3); prepare service copy of same (.1).	0.60
10/29/13	DKB	0002 Review case docket (.2); prepare calendar updates (.8); update team outlook calendar (1.0); confer with attorney re status (.1).	2.10
10/30/13	DKB	0002 Review case docket (.2); update team outlook calendar (.5); review and organize pleadings for attorneys (1.1); confer with attorney re status (.1).	1.90
10/31/13	DKB	0002 Review case docket (.2); prepare updates for case calendar (.4); update team outlook calendar (.3); review and organize pleadings for attorneys (.7).	1.60
10/01/13	ECS	0003 Correspondence with J. Sharp regarding second interim fee application.	0.20
10/01/13	JSS	0003 Begin draft of second interim fee application (2.6, .6).	3.20
10/02/13	ECS	0003 Review September prebill.	0.30
10/02/13	JSS	0003 Continue draft of second interim fee application (1.8); send email to P. Sprofera re same (0.1); discuss fee application with E. Seitz (0.2).	2.10
10/04/13	ECS	0003 Review September prebill.	0.30
10/04/13	KGM	0003 Correspondence with Company re: Akin fees.	0.10
10/09/13	ECS	0003 Review September prebill.	0.40
10/11/13	PJS	0003 Review and prepare documents re fee application.	3.70
10/11/13	KGM	0003 Review Akin prebill.	0.50
10/15/13	KGM	0003 Review Akin prebill.	1.50
10/15/13	JSS	0003 Draft second interim fee application.	4.20
10/16/13	KGM	0003 Review Akin prebill.	0.50
10/16/13	JSS	0003 Continue draft of second interim fee application (3.6); revise same (1.9).	5.50
10/17/13	ECS	0003 Review second interim fee application (0.7); correspondence with J. Sharp regarding same (0.2).	0.90
10/17/13	KGM	0003 Review September prebill.	0.30
10/17/13	JSS	0003 Revise Akin Gump Second Interim Fee Application (3.3); discuss same with E. Seitz (0.2).	3.50
10/18/13	ECS	0003 Review/revise Akin Gump second interim fee application.	1.00
10/18/13	JSS	0003 Revise and finalize second Akin Gump interim fee application (2.9); send same to E. Seitz (0.1).	3.00
10/21/13	ECS	0003 Prepare October fee statement (0.3); correspondence with K. Manoukian, J. Sharp, P. Sprofera regarding same (0.2).	0.50
10/21/13	KGM	0003 Correspondence with S. Alberino re: Akin fee statement.	0.10
10/21/13	JSS	0003 Send second Akin Gump interim fee application to K. Manoukian.	0.10
10/22/13	TS	0003 Finalize Akin September fee statement (.3); correspondence re filing same (.1); file statement (.2); prepare service copy (.1); coordinate service of same (.1).	0.80

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
10/22/13	ECS	0003 Finalize Akin Gump September fee statement.	0.20
10/22/13	KGM	0003 Correspondence with S. Alberino re: Akin prebill (.1); correspondence with E. Seitz re: same (.1); review/finalize same for filing (.2).	0.40
10/31/13	KGM	0003 Correspondence with accounting re: fee payment (.1); correspondence with I. Dizengoff and S. Alberino re: same (.1).	0.20
10/08/13	SLA	0004 Calls re disclosure statement exhibits.	0.40
10/17/13	TS	0004 Prepare and file notice re ordinary course professionals payments (.2); prepare service copy re same (.1).	0.30
10/18/13	ECS	0004 Correspondence with J. Koehler regarding Protiviti September fee statement.	0.10
10/21/13	TS	0004 Prepare and file Protiviti September fee statement (.2); prepare service copy (.1); coordinate service with BMC (.1).	0.40
10/21/13	ECS	0004 Review Protiviti fee statement (0.2); correspondence with J. Koehler regarding same (0.2); correspondence with J. Wu regarding Perella fee statement (0.1).	0.50
10/21/13	KGM	0004 Correspondence with E. Seitz re: Protiviti and Perella fee statements.	0.10
10/21/13	JSS	0004 Review and comment on Marks Paneth monthly fee statement (0.7); correspondence to M. Fosorile re same (0.3).	1.00
10/22/13	BRK	0004 File second monthly fee statement of Marks Paneth & Shron.	0.70
10/23/13	BRK	0004 File Perella monthly fee statement.	0.40
10/23/13	KGM	0004 Correspondence with J. Sharp re: Perella fee statement (.1); correspondence with S. Alberino re: same (.1); call with J. Sharp re: same (.1).	0.30
10/23/13	JSS	0004 Review and comment on Perella monthly fee statement (0.8); coordinate filing and service of same (0.4); call with K. Manoukian re same (0.1).	1.30
10/24/13	KGM	0004 Correspondence with S. Alberino re: status of fee payments.	0.10
10/30/13	KGM	0004 Correspondence with Company re: U.S. Trustee fees (.2); correspondence with U.S. Trustee office re: same (.2).	0.40
10/31/13	KGM	0004 Correspondence with Company re: fee payments (.1); call with K. Keller re: same (.1); correspondence with Cooley re: same (.1).	0.30
10/01/13	ECS	0006 Attention to ordinary course professional matters (0.3); correspondence with K. Keller, K. Manoukian regarding same (0.2).	0.50
10/01/13	KGM	0006 Correspondence with E. Seitz re: ordinary course professionals issues and related matters (.2); correspondence with D. Krasa-Berstell re: same (.2); correspondence with K. Keller re: same (.2).	0.60
10/02/13	TS	0006 Correspondence with E. Seitz and K. Manoukian re ordinary course professionals amendment (.1); prepare and file same (.3); prepare service copies of same and ordinary course professionals declaration (.1); coordinate service of same with BMC (.2).	0.70
10/02/13	ECS	0006 Prepare notice of amendment with respect to ordinary course professionals (1.0); prepare notice of quarterly fees (0.4).	1.40
10/02/13	KGM	0006 Correspondence with E. Seitz re: supplemental ordinary course professionals list (.1); call with A. Velinsky re: same (.1); correspondence with K. Keller re: same (.1); review same (.1); review supplemental affidavit for Olshan (.1); call U.S. Trustee re: amended ordinary course professionals list (.1); review/revise notice of supplemental ordinary course professionals list and related list (.3); coordinate filing of same (.1); conference with M. Fox re: Olshan supplemental affidavit (.2); review same (.1).	1.30
10/04/13	ECS	0006 Finalize notice of payments to ordinary course professionals.	0.30
10/04/13	KGM	0006 Correspondence with E. Seitz re ordinary course professionals report.	0.10
10/17/13	ECS	0006 Correspondence with K. Manoukian regarding notice of ordinary course professionals payments.	0.20
10/17/13	KGM	0006 Correspondence with paraprofessionals re: filing ordinary course professionals report (.1); call with U.S. Trustee office re: same (.2); call with K. Keller re: same (.1); finalize ordinary course professionals report for filing (.2); review filed version and circulate same to relevant parties	0.80



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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		(.2).	
10/15/13	DKB	0008 Confer with K. Manoukian re status conference (.1); prepare agenda therefor (.5); review and organize pleadings for attorneys (.6).	1.20
10/15/13	KGM	0008 Call chambers re: hearing dates and related issues (.1); email D. Krasa-Berstell re: same (.1).	0.20
10/17/13	DKB	0008 Confer with K. Manoukian re preparation for hearing (.2); draft hearing agenda (.7); confer with attorney re status (.1).	1.00
10/17/13	KGM	0008 Correspondence with D. Krasa-Berstell re: agenda and hearing related matters for 10/29 hearing.	0.20
10/18/13	DKB	0008 Revise draft hearing agenda (.3); confer with attorney re status (.1).	0.40
10/18/13	KGM	0008 Correspondence with D. Krasa-Berstell re: 10/29 hearing.	0.20
10/21/13	KGM	0008 Correspondence with D. Krasa-Berstell re 10/29 hearing.	0.20
10/22/13	KGM	0008 Correspondence with J. Watters re: 10/29 hearing agenda.	0.10
10/25/13	TS	0008 Research docket and prepare hearing agenda re motion on disclosure statement (.6); research re chambers guidelines for disclosure statement hearings (.4).	1.00
10/25/13	KGM	0008 Review/revise agenda for 10/29 hearing.	0.40
10/27/13	ECS	0008 Correspondence with K. Manoukian regarding disclosure statement hearing.	0.20
10/27/13	KGM	0008 Prepare for disclosure statement hearing.	3.70
10/28/13	SLA	0008 Calls re disclosure statement hearing prep (.4,.4); prepare for disclosure statement hearing (0.2).	1.00
10/28/13	DKB	0008 Confer with K. Manoukian re preparation for hearing to approve disclosure statement (.3); review and prepare draft order (.6); revise the above in accordance with attorney's instructions (.5); prepare hearing materials for chambers (2.0); prepare hearing notebooks for attorneys (1.5); prepare additional materials for hearing (2.5); review and prepare soft copies of the order (.5); confer with attorneys re status (.2).	8.10
10/28/13	ECS	0008 Draft script for disclosure statement hearing (1.8); correspondence with K. Manoukain regarding same (0.2).	2.00
10/28/13	KGM	0008 Conferences with D. Krasa-Berstell re: 10/29 hearing related matters (.8); call with chambers re: same (.1); call with S. Alberino re: hearing (.2); prepare for same (3.0); conferences with D. Krasa-Berstell re: hearing binders and related matters (.3); review same (1.0); correspondence with J. Cho re: same (.3); call with G. Davis re: same (.3); calls with K. Keller re: same (.3); correspondence and calls with A. Schouler re: same (.8); call with R. Morrissey re: same (.2); review/finalize disclosure statement order and related documents (1.5).	8.80
10/28/13	JKL	0008 Prepare binder for upcoming hearing.	0.70
10/29/13	SLA	0008 Attend disclosure statement hearing (1.0); correspondence with board re hearing and next steps (.4).	1.40
10/29/13	KGM	0008 Prepare for disclosure statement hearing (.5); participate in same (.6); post-hearing discussions with key stakeholders (.3); call with K. Keller re: update of same (.4); call with D. Krasa-Berstell re: upcoming hearing dates and related issues (.2).	2.00
10/04/13	KGM	0009 Correspondence with various professionals re: fees for monthly operating report (.1); correspondence with Company re: same (.2).	0.30
10/15/13	DKB	0009 Confer with K. Manoukian re filing of monthly operating report (.1); prepare document to be efiled (.2); effect the above (.2); prepare document for service (.2); effect the above (.1); confer with attorney re status (.1).	0.90
10/15/13	KGM	0009 Correspondence with T. Shallbetter re: September monthly operating report (.3); review same (.2); coordinate filing of same (.2).	0.70
10/29/13	KGM	0009 Correspondence with Company re: U.S. Trustee quarterly fees (.2); correspondence to U.S. Trustee re: same (.1).	0.30
10/01/13	ECS	0011 Correspondence with L. Gartin regarding equipment leases.	0.20
10/07/13	KGM	0011 Correspondence with licensee counsel (.1); email K. Keller re: same (.1).	0.20

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
10/08/13	KGM	0011 Review correspondence from contract counterparty.	0.10
10/09/13	KGM	0011 Correspondence with K. Keller re: status of certain executory contracts.	0.10
10/10/13	KGM	0011 Correspondence with K. Keller re: licensing issue (.1); call re: same (.3).	0.40
10/21/13	KGM	0011 Call with K. Keller re: various licensing issues.	0.80
10/22/13	KGM	0011 Review/revise Frontier agreement (1.9); calls with K. Keller re: same and related issues (.5); correspondence with I. Dizengoff re: RCT contract (.2); call with K. Keller re: same (.2).	2.80
10/30/13	KGM	0011 Respond to inquiry from creditor re: executory contract assumption.	0.10
10/01/13	SLA	0012 Calls with plan sponsor re claim issues.	0.50
10/01/13	KGM	0012 Draft email to S. Alberino re: claim settlements and related issues (.3); email E. Seitz re: claimant inquiry (.1); call with K. Keller re: claims reconciliation status and related issues (.7); email A. Velinski re: same (.1).	1.20
10/02/13	SLA	0012 Calls with plan sponsor, K. Manoukian re claim issues.	0.50
10/02/13	KGM	0012 Call with Interplay's counsel re: claims and related issues (.3); call with K. Keller re: same (.3); call with Olshan and K. Keller re: same (.5); call with A. Velinsky re: status of claims reconciliation process and related issues (.4); call with S. Alberino re: Interplay's claim and related issues (.3); draft email to ICM re: status of claim (.1); call with K. Keller re: follow-up discussions re: claims reconciliation process (.1); call with M. Fox re: Interplay claims and related issues (.4); follow-up email to K. Keller re: same (.1).	2.50
10/03/13	SLA	0012 Calls re claim issues.	0.50
10/03/13	KGM	0012 Review claim update summary and revise same for distribution (0.3); call with S. Alberino re same (0.2).	0.50
10/04/13	SLA	0012 Call re Interplay claim.	0.30
10/04/13	KGM	0012 Correspondence with K. Keller re: status of various claims (.2); call with S. Alberino, M. Fox re: Interplay claim (.3); call with K. Keller re: same (.2).	0.70
10/07/13	SLA	0012 Calls with sponsor re claim objections.	0.30
10/07/13	KGM	0012 Correspondence with Company re: claims (.1); review email from BMC re: same (.1).	0.20
10/08/13	SLA	0012 Calls re claim issues (.3); calls re claim transfers (.3).	0.60
10/08/13	KGM	0012 Review certain claim transfer agreements (.2); circulate same to Company and claims agent (.1); correspondence with claims agent re: same (.1); call with J. Cho re: claim process (.2); call with K. Keller re: claims reconciliation status (.4).	1.00
10/09/13	SLA	0012 Calls re Interplay claim.	0.30
10/09/13	ECS	0012 Attention to correspondence from J. Sharp, K. Manoukian regarding claims reconciliation.	0.20
10/09/13	KGM	0012 Correspondence with K. Keller re: Interplay claims (.3); correspondence with S. Alberino re: same (.1); draft email to team re: preparing claims procedures motion (.1).	0.50
10/09/13	JSS	0012 Review of filed proofs of claim to verify matches to scheduled claims (1.3); email to K. Manoukian re same (0.1).	1.40
10/10/13	KGM	0012 Review/comment on claim settlement document (1.0); call with K. Keller re: same and related issues (.8); correspondence with Olshan re: claim settlement (.1); call with K. Keller re: additional claim issues (.1); follow-up correspondence re: Tenor claim (.2).	2.20
10/11/13	KGM	0012 Call with Olshan re: Interplay claims (.3); correspondence with S. Alberino re: same (.1); review/revise stipulation re: certain claims (.7); correspondence with Olshan re: Interplay (.2); correspondence with Tenor's counsel (.2); provide update re: same to K. Keller (.1).	1.60
10/13/13	JSS	0012 Draft motion to establish claim settlement procedures and permit omnibus claim objections on additional grounds.	0.90
10/14/13	JSS	0012 Continue draft of motion to establish claim settlement procedures and permit omnibus objections on additional grounds (1.0); revise same	1.90

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		(0.8); send same to K. Manoukian (0.1).	
10/14/13	JSS	0012 Review claims for classification and voting.	0.20
10/15/13	SLA	0012 Calls re claims issues (.2, .3); calls re Tenor claim (.4, .2).	1.10
10/15/13	KGM	0012 Correspondence with Olshan re: Interplay claims (.3); correspondence with J. Sharp re: certain claims (.1); correspondence with K. Keller re: same (.2).	0.60
10/15/13	KGM	0012 Review letters to employees re: claims withdrawal (.1); correspondence with K. Keller re: employee claims (.2).	0.30
10/16/13	SLA	0012 Calls re claims issues (.3, .1); calls re Interplay claim (.2, .2).	0.80
10/16/13	KGM	0012 Call with Tenor's counsel re: claims (.2); review correspondence re: Interplay claims (.2); review/comment on stipulation for same (.5).	0.90
10/16/13	KGM	0012 Call with K. Keller re: employee claims (.5); review revised employee claim withdrawal letter (.1); email K. Keller re: same (.1); review letter to employees re: claims withdrawal (.1).	0.80
10/17/13	SLA	0012 Review liquidation analysis (.2, .2); calls re claims issues (.2, .3).	0.90
10/17/13	KGM	0012 Correspondence with Olshan re: Interplay claim issue (.2); review/revise stipulation re: same (1.2); correspondence with S. Alberino re: same (.2); call with Interplay counsel re: same and related issues (.2); correspondence re: same (.1); call with S. Alberino re: same and Tenor claims (.2); email K. Keller re: status of claim settlements (.1).	2.20
10/18/13	DKB	0012 Confer with K. Manoukian re filing of Interplay stipulation (.1); prepare document to be efiled (.2); effect the above (.2); prepare the above for service (.2); confer with attorney re status (.1).	0.80
10/18/13	KGM	0012 Call with Interplay's counsel re: claims (.2); correspondence with Olshan re: same (.1); review/finalize stipulation for filing (.5); coordinate filing of same (.2); correspondence with BMC team re: service of same and related issues (.3).	1.30
10/21/13	KGM	0012 Review/revise claims procedures motion (1.2); correspondence with J. Sharp re: same (.2).	1.40
10/21/13	JSS	0012 Call with K. Manoukian re claim procedures and omnibus objection motion (0.3); research re same (1.0).	1.30
10/22/13	SLA	0012 Attention to claim issues.	0.50
10/22/13	KGM	0012 Call with J. Sharp re: claims procedures motion (.3); review precedents of stipulations resolving claims (.2); correspondence with J. Sharp re: same (.1); email J. Nadrich re: same (.1); call J. Sharp re: same (.2); call chambers re: same (.2); draft email to S. Alberino re: claims transfer issue (.1); review and revise claims procedures motion (3.1); call with Olshan re: claim stipulations (.2); correspondence to Olshan re: same (.1); email K. Keller re: same (.1).	4.70
10/22/13	JSS	0012 Revise claim procedures and omnibus objection motion (1.8); send same to K. Manoukian (0.1); research re 9019 settlement procedures motions (2.1); multiple calls with K. Manoukian re same (0.6).	4.90
10/23/13	KGM	0012 Call with K. Keller re: employer claims and related issues.	0.40
10/23/13	KGM	0012 Review stipulations with various claimants (.2; .3; .5); call with U.S. Trustee re: same (.3); call with Cooley re: same (.3); circulate same to U.S. Trustee and Cooley (.2); call with K. Keller re: claims resolution status (.3); correspondence with S. Alberino re: claims transfer issue (.1); email BMC re: same (.1).	2.40
10/24/13	KGM	0012 Review correspondence re: claim stipulations (.2); calls with K. Keller re: various claims (.5); call with Olshan re: same (.3); calls with claimant counsel re: status of resolution and related issues (.7); review email re: Tenor claim (.1); correspondence with S. Alberino re: Frontier claim (.1); calls and correspondence with K. Keller re: status update on claim settlements (.3).	2.20
10/25/13	SLA	0012 Review claims procedure motion.	0.50
10/25/13	TS	0012 Prepare and file notice of presentment and stipulation re Gibson claim (.3); prepare service copy (.1); coordinate service with BMC (.1).	0.50

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
10/25/13	KGM	0012 Correspondence with Olshan re: claim settlements (.2); revise same (.6); call and correspondence with K. Keller re: same (.4); correspondence with S. Alberino re: certain claims (.2); calls with J. Cho re: same (.4); call with K. Keller re: Frontier claim (.2); calls with Frontier's counsel re: same (.3); call with K. Keller re: Frontier (.2); review/revise claims procedures motion (.3); finalize Gibson stipulation in prep for filing (.4); coordinate filing and service of same (.2); circulate same to counterparties (.1).	3.50
10/25/13	JSS	0012 Edit and revise omnibus claim objection and settlement procedures motion (0.6); send same to K. Manoukian (0.1);	0.70
10/28/13	KGM	0012 Correspondence with Frontier counsel re: claims resolution (.1); correspondence with K. Keller re: same (.1); call with K. Keller re: same and related issues (.4); call with J. Nadrich re: claim objections (.4); correspondence with Bracewell re: claims issues (.2); correspondence with Company re: same (.2); correspondence with S. Alberino re: same (.1); calls with K. Keller re: claims issues (.4); correspondence with Olshan re: same (.1); correspondence with Company re: status of claims pool (.3); multiple calls with K. Keller re: certain claim settlements and related issues (.5); multiple calls with A. Schouder re: same (.6); correspondence with Alberino re: same (.2); calls with claimant re: same (.2); correspondence with Olshan re: same (.3); calls with A&O re: same (.5).	4.60
10/29/13	DKB	0012 Confer with K. Manoukian re filing of stipulation re Storm City claims (.2); review and prepare document for filing (.2); effect the above (.2); prepare document for service (.2); confer with attorney re status (.1).	0.90
10/29/13	KGM	0012 Call with K. Keller re: claim settlements (.2); call with K. Keller and M. Fox re: same (.3); review/respond to correspondence re: same (.2); follow-up re: claims procedures motion (.1); review finalized stipulation and notice of presentment re: claim settlement (.4); correspondence with K. Keller re: ICM (.1).	1.30
10/30/13	DKB	0012 Prepare presentment materials for court (.8); confer with attorney re status (.1).	0.90
10/30/13	KGM	0012 Review Olshan email re: claim resolutions (.1); draft response to same (.2); correspondence re: Interplay claim settlement (.1); email BMC re: status of stipulations (.1); correspondence with team re: claims transfer issue (.1); email T. Shallbetter re: claims status (.1); email stakeholders re: claims procedures motion (.1); email BMC re: same (.1).	0.90
10/30/13	JSS	0012 Review CDV claim transfer documents received from BMC (0.2); correspondence with E. Seitz re same (0.1).	0.30
10/31/13	SLA	0012 Attention to claims issues.	0.50
10/31/13	DKB	0012 Review presentment materials (.5); confer with attorney re status (.1).	0.60
10/31/13	KGM	0012 Correspondence with J. Sharp re: claims procedures motion (.3); call with chambers re: hearing date for same (.1); correspondence with S. Alberino re: same (.1); correspondence with key stakeholders re: same (.1); correspondence with E. Seitz re: finalizing same (.1).	0.70
10/31/13	JSS	0012 Research re notice of claim settlement procedures motion (1.0); multiple correspondence to K. Manoukian re same (0.8); revise motion (0.5); arrange for service of filed version of same motion (0.1).	2.40
10/01/13	SLA	0022 Calls re liquidation analysis.	0.70
10/01/13	KGM	0022 Correspondence with Protiviti re: liquidation analysis (.1); correspondence with S. Alberino re: same (.1); call between Akin and Protiviti re: same (.2); .6).	1.00
10/02/13	ECS	0022 Call with K. Manoukian re solicitation materials.	0.20
10/02/13	KGM	0022 Call with E. Seitz re: plan related issues (.2); correspondence with J. Sharp re: same (.1); correspondence with S. Alberino re: same (.2); follow-up with Company and Sponsor re: status of financial projections (.1); review updated liquidation analysis and comment on same (1.4);	2.10

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		call with Protiviti re: same (.1).	
10/03/13	KGM	0022 Review comment on liquidation analysis (.5); correspondence with J. Koehler re: same (.3); correspondence with S. Alberino re: same (.1).	0.90
10/03/13	JSS	0022 Review of classification of claims for plan solicitation.	1.40
10/04/13	SLA	0022 Calls re disclosure statement exhibits.	0.40
10/04/13	ECS	0022 Attention to correspondence from J. Sharp regarding solicitation matrix.	0.20
10/04/13	KGM	0022 Correspondence with J. Sharp re: solicitation/voting matters (.4); correspondence with G. Davis re: same (.2); correspondence and call with J. Koehler re: same (.4); correspondence with J. Cho re: same (.3).	1.30
10/04/13	JSS	0022 Review of classification of claims for plan solicitation (3.0); call with V. Bakhshian at BMC re same (0.6); email to K. Manoukian re update on same call (0.1, 0.3).	4.00
10/05/13	KGM	0022 Call with G. Davis re: voting issues (.5); correspondence with J. Cho re: same (.3); research re: same (.5).	1.30
10/07/13	ISD	0022 Correspondence with S. Alberino re: update on disclosure statement issues and administrative claims.	0.50
10/07/13	SLA	0022 Calls re disclosure statement exhibits (.3); review same (.5).	0.80
10/07/13	KGM	0022 Correspondence with Company re: solicitation/voting matters (.2); correspondence with G. Davis re: same (.2); email J. Cho re: same (.1); correspondence with S. Alberino re: same and related issues (.1); correspondence with J. Sharp re: same (.1); call with U.S. Trustee office re: disclosure statement and related matters (.1); multiple exchanges with J. Cho re: plan related issues and voting (.3); correspondence with S. Alberino re: plan issues (.3); correspondence with Protiviti re: financial projections for disclosure statement/plan (.2); email K. Keller re: certain voting issues (.1); email BMC re: same (.1).	1.80
10/08/13	KGM	0022 Correspondence with S. Alberino re: liquidation analysis (.1); call with A. Schouder re: ballots and related issues (.1); review solicitation schedules prepared by BMC (.1).	0.30
10/09/13	SLA	0022 Calls re disclosure statement exhibits.	0.40
10/09/13	KGM	0022 Correspondence with S. Alberino re: liquidation analysis (.1); email G. Davis re: same and related issues (.1); email A. Schouder re: ballot (.1); email J. Sharp re: solicitation materials (.1); review financial projections and liquidation analysis and distribute same to relevant parties (.2); review solicitation schedule and comment on same (.1); correspondence with S. Alberino re: projections (.1); email Protiviti and Company re: solicitation schedules (.1).	0.90
10/10/13	ECS	0022 Conference call regarding solicitation (1.5); draft email to client regarding plan process deliverables (1.0).	2.50
10/10/13	KGM	0022 Call with Akin team re: solicitation procedures, plan and related issues (1.5); correspondence with E. Seitz re: same (.2); follow-up correspondence re: financial projections/liquidation analysis (.2).	1.90
10/10/13	JSS	0022 Participate in call re claims reconciliation for chapter 11 plan solicitation with K. Manoukian, E. Seitz and Protiviti (1.5); prepare for same (0.4).	1.90
10/11/13	SLA	0022 Calls re liquidation analysis (.3); calls re disclosure statement exhibits (.4).	0.70
10/11/13	ECS	0022 Prepare notice of filing of disclosure statement exhibits (0.8); correspondence with K. Manoukian, J. Sharp regarding same (0.2).	1.00
10/11/13	KGM	0022 Review classification/solicitation report (.2); call and correspondence with Bracewell re: plan related issues (.3); email BMC re: Alden ballot (.1); correspondence with Sponsor re: same (.1); correspondence with J. Sharp re: same (.1); correspondence with J. Cho re: solicitation/voting issues (.1); correspondence with S. Alberino re: plan related issues (.2); circulate projections/analysis to UCC (.1).	1.20
10/14/13	KGM	0022 Correspondence with Company re: solicitation materials and related issues (.4); correspondence with BMC re: same (.2); correspondence with Akin team re: same (.3); correspondence with A. Velinsky re:	1.10

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
10/15/13	ISD	0022 liquidation analysis (.1); correspondence with Protiviti re: same (.1). Office conference with S. Alberino re: update on disclosure statement issues and administrative claims.	0.40
10/15/13	SLA	0022 Meeting with I. Dizengoff regarding disclosure statement issues.	0.40
10/15/13	ECS	0022 Correspondence with K. Manoukian regarding plan-related deadlines.	0.20
10/15/13	KGM	0022 Correspondence with J. Sharp re: plan class report and related issues (.1); email BMC re: solicitation issues (.1); correspondence with Sponsor and Company re: call to discuss same and related issues (.1); arrange for same (.1); call with Akin, Protiviti, Company and Sponsor re: plan related issues/claims reconciliation update and related matters (.7); research re: certain claims and draft email to BMC re: further revisions to plan class report (.3); correspondence with J. Cho re: S.A. ballot (.2); review UCC plan support letter (.1); circulate same (.1).	1.70
10/15/13	JSS	0022 Review claims for matching to scheduled claims for chapter 11 plan solicitation (0.6); send email to K. Manoukian re same (0.2).	0.80
10/16/13	SLA	0022 Review liquidation analysis.	0.50
10/16/13	ECS	0022 Finalize email regarding plan confirmation milestones, deadlines.	0.40
10/16/13	KGM	0022 Call with Cooley and Protiviti re: liquidation analysis (.3); correspondence with S. Alberino re: same (.1); review disclosure statement and draft detailed email to S. Alberino re: certain plan related matters (.5); calls with J. Cho re: disclosure statement (.4); call with G. Davis re: revised liquidation analysis (.3); attention to other plan/solicitation related issues (.7); correspondence with S. Alberino re: plan related issues/liquidation analysis (.4); review revised draft of same (.2).	2.90
10/17/13	KGM	0022 Calls with A. Velinsky re: disclosure statement and plan issues (.3); call with Protiviti re: same (.2); correspondence with S. Alberino re: same (.1); multiple calls with Protiviti re: liquidation analysis (.6); review revised draft of same (.3); provide comments to same to Protiviti (.3).	1.80
10/18/13	SLA	0022 Attend to disclosure statement exhibit issues.	0.70
10/18/13	TS	0022 Correspondence with E. Seitz re filing exhibits to disclosure statement (.2); finalize same (.6); file same (.2); prepare service copy (.1); coordinate service of same (.1).	1.20
10/18/13	ECS	0022 Finalize and file supplements to disclosure statement (1.9); correspondence with K. Manoukian, J. Sharp regarding same (0.8).	2.70
10/18/13	KGM	0022 Review final drafts of disclosure statement exhibits (1.2); circulate same to relevant parties for review/sign-off (.2); correspondence with UCC counsel re: same (.1); correspondence with Akin team re: filing/service of same (.2); review notice of filing of exhibits to the disclosure statement (.5); draft response to UCC counsel re: liquidation analysis and related issues (.3); multiple conferences with UCC counsel re: same and related issues (.5); correspondence with J. Cohen re: same (.1); correspondence with S. Alberino re: same (.1); calls/correspondence with Protiviti re: revisions to same (.4); call with A. Schouder re: same (.3); email Company, Sponsor and other stakeholders re: various iterations of same and updates re: discussions with UCC re: same (.3); further review same (.3); multiple correspondence with E. Seitz and J. Sharp re: finalizing disclosure statement exhibits and related issues (1.0); review finalized versions of same (.3); coordinate filing of same with team (.3).	6.10
10/18/13	JSS	0022 Review plan supplement (0.8); call with Protiviti re liquidation analysis (1.0); multiple correspondence and calls with K. Manoukian and E. Seitz re same (0.5).	2.30
10/20/13	KGM	0022 Review correspondence re: disclosure statement objection deadline and related issue.	0.20
10/21/13	KGM	0022 Correspondence with S. Alberino re: disclosure statement objection deadline (.1); extend same for certain party (.1); research re:	0.90

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		tabulation/solicitation issues raised by BMC and respond to inquiries re: same (.5); correspondence with BMC re: claims transfer issues (.2).	
10/22/13	SLA	0022 Attend to disclosure statement amendments.	0.70
10/22/13	KGM	0022 Conference and call with K. Keller re: disclosure statement (.7); correspondence with Frontier's counsel re: same (.1); correspondence with S. Alberino re: same (.2); call with creditor re: disclosure statement notice and related issues (.1); email BMC re: same (.1); draft email to relevant parties re: disclosure statement objection deadline (.1); correspondence with Protiviti re: conf. hearing (.1).	1.40
10/22/13	JSS	0022 Research re affidavit of service for plan supplement (0.1); email to K. Manoukian re same (0.1).	0.20
10/23/13	SLA	0022 Attend to term sheet and correspondence related thereto (0.3); calls with clients re same (0.1); attend to restructuring issues (0.9).	1.30
10/23/13	KGM	0022 Review disclosure statement precedents for proposed revisions (1.0); correspondence with S. Alberino re: amendments to disclosure statement and plan and related issues (.3); review/prepare issues list (.5); call with K. Keller re: plan related issues (.3).	2.10
10/24/13	KGM	0022 Call with J. Cho re: plan related issues (.7); call Frontier counsel re: disclosure statement (.1); review/revise disclosure statement (3.2); calls with J. Cho re: same and related issues (.5); call U.S. Trustee re: plan issues (.1); call with Protiviti re: disclosure statement amendment (.2); review comments to same (.5); correspondence with J. Cho re: disclosure statement and plan related issues (.3); correspondence with S. Alberino re: same (.1); review A&O's comments (.3); further revise disclosure statement based on same (.4); circulate same to S. Alberino (.1); draft email to key parties re: amendment and related issues (.1); email J. Sharp re: solicitation materials (.1); draft update email to S. Alberino (.1).	6.80
10/25/13	SLA	0022 Review disclosure statement amendments (.5, .3); calls re same (.3,.3).	1.40
10/25/13	TS	0022 Confer with K. Manoukian re filing disclosure statement (.1); prepare amended disclosure statement for ECF filing (.5); file same (.4); prepare service copy (.2); coordinate service with BMC (.2).	1.40
10/25/13	KGM	0022 Correspondence with S. Alberino re: plan amendments and related issues (.4); call with K. Keller re: same (.3); calls with counsel to Frontier re: same (.3); correspondence with various stakeholder parties re: same (.2); correspondence with Akin team re: same (.3); correspondence with J. Cho re: same (.2); conference with U.S. Trustee re: plan issues (.2); draft email to G. Davis re: plan/disclosure statement amendments and prepare signature pages for same (.4); revise plan (.4); finalize amended disclosure statement (.3); finalize plan documents for filing (2.9); call with K. Keller re: same (.2); correspondence with S. Alberino re: same (.1); coordinate service of same (.3); circulate same to relevant parties (.2).	6.70
10/25/13	JSS	0022 Draft notice of filing amended disclosure statement and plan (1.2); revise same (0.4).	1.60
10/26/13	TS	0022 Research disclosure statement hearing transcripts for K. Manoukian.	1.50
10/28/13	SLA	0022 Calls re solicitation procedures.	0.30
10/28/13	KGM	0022 Call with J. Cho re: plan/disclosure statement related issues (.8); call with J. Cho and A. Schouder re: same (.4); review plan and disclosure statement to incorporate additional comments (1.0); multiple calls/correspondence with J. Cho re: plan amendments (.3); email with UCC re: same (.2); correspondence with S. Alberino re: same (.2); calls with U.S. Trustee re: same (.2).	3.10
10/28/13	JSS	0022 Revise plan confirmation publication notice (0.2); multiple correspondence to A. Levin re same (0.2).	0.40
10/29/13	DKB	0022 Review disclosure statement order (.2); prepare list of dates re confirmation process (.6); confer with attorneys re above (.2); work on	1.40

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
10/29/13	ECS	0022 logistics thereof (.3); confer with K. Manoukian re status (.1). Prepare for plan solicitation (.6); correspondence with K. Manoukian regarding same (.2).	0.80
10/29/13	KGM	0022 Correspondence re: solicitation packages (.2); coordinate call for same (.1); circulate disclosure statement order (.1); review confirmation hearing notice for publication (.5); correspondence with D. Krasa-Berstell re: solicitation materials (.1); review/finalize annexes to disclosure statement for solicitation packages (1.2); email J. Cho re: next steps (.1); call with BMC re: solicitation and related issues (1.0); call with BMC re: further solicitation procedures questions (.2); review final documents to be included in package (.7); correspondence with BMC re: same (.2); circulate disclosure statement order (.1).	4.50
10/29/13	JSS	0022 Participate in call with BMC re solicitation.	1.00
10/31/13	SLA	0022 Calls re solicitation issues.	0.50
10/31/13	ECS	0022 Conference with K. Manoukian, J. Cho regarding plan confirmation deliverables (0.6); correspondence with BMC regarding solicitation related issues (1.0); review/revise solicitation correspondence (0.6); correspondence with K. Keller regarding contracts to be assumed (0.2); correspondence with A. Velinsky regarding committee designee (0.1).	2.50
10/31/13	KGM	0022 Call with J. Cho and E. Seitz re: confirmation hearing and related issues (.6); correspondence with S. Alberino re: same (.1).	0.70
10/31/13	JSS	0022 Correspondence with K. Manoukian (0.1), Miller Advertising (0.1) and Atari (0.1) re publication notice of confirmation hearing.	0.30
10/01/13	RRG	0024 Calls from various buyers of assets re contracts (1.4); research re: issues re: same (1.0).	2.40
10/08/13	KGM	0024 Call with R. Gadhia re: certain asset sales (.3); follow-up with K. Keller re: same (.1).	0.40
10/29/13	SLA	0025 Travel to NYC for disclosure statement hearing (3.0); return travel (3.0). (Actual time - 6.0)	3.00
10/29/13	KGM	0025 Travel to/from disclosure statement hearing. (Actual time - 1.5)	0.75
Total Hours			264.05

TIMEKEEPER TIME SUMMARY:

<u>Timekeeper</u>	<u>Hours</u>		<u>Rate</u>	=	<u>Value</u>
I S DIZENGOFF	0.90	at	\$1100.00	=	\$990.00
S L ALBERINO	21.90	at	\$875.00	=	\$19,162.50
E C SEITZ	19.90	at	\$500.00	=	\$9,950.00
R R GADHIA	2.40	at	\$530.00	=	\$1,272.00
K G MANOUKIAN	122.25	at	\$675.00	=	\$82,518.75
J S SHARP	51.80	at	\$400.00	=	\$20,720.00
P J SPROFERA	3.70	at	\$285.00	=	\$1,054.50
B R KEMP	1.10	at	\$225.00	=	\$247.50
T SOUTHWELL	8.40	at	\$245.00	=	\$2,058.00
D KRASA-BERSTELL	31.00	at	\$245.00	=	\$7,595.00
J K LEWIS	0.70	at	\$205.00	=	\$143.50

Current Fees

\$145,711.75

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Computerized Legal Research - Other	\$234.40
Courier Service/Messenger Service- Off	\$44.25



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Site		
Document Retrieval	\$753.10	
Duplication - In House	\$482.30	
Meals - Business	\$21.71	
Meals (100%)	\$100.00	
Audio and Web Conference Services	\$10.46	
Travel - Airfare	\$1,245.80	
Travel - Ground Transportation	\$354.36	
Current Expenses		<u>\$3,246.38</u>

**Total Amount of This Invoice** **\$148,958.13**

**Exhibit B**

**ATARI INC., et al.**  
**OCTOBER 1, 2013 THROUGH OCTOBER 31, 2013**

<b>PARTNERS</b>	<b>DEPARTMENT</b>	<b>STATE/COUNTRY OF BAR ADMISSION – YEAR</b>	<b>HOURS</b>	<b>HOURLY BILLING RATE</b>	<b>AMOUNT</b>
Scott L. Alberino	Financial Restructuring	Georgia – 2000 District of Columbia – 2002	21.90	\$875.00	\$19,162.50
Ira S. Dizengoff	Financial Restructuring	New Jersey – 1992 New York – 1993	0.90	\$1,100.00	\$990.00
<b>ASSOCIATES</b>	<b>DEPARTMENT</b>	<b>STATE/COUNTRY OF BAR ADMISSION – YEAR</b>	<b>HOURS</b>	<b>HOURLY BILLING RATE</b>	<b>AMOUNT</b>
Rishikesh R. Gadhia	Corporate	New York – 2009 District of Columbia – 2013	2.40	\$530.00	\$1,272.00
Kristine G. Manoukian	Financial Restructuring	New York – 2008 Utah – 2008 Delaware – 2010	122.25	\$675.00	\$82,518.75
Eric C. Seitz	Financial Restructuring	Texas – 2009	19.90	\$500.00	\$9,950.00
Jason S. Sharp	Financial Restructuring	Texas – 2012	51.80	\$400.00	\$20,720.00
<b>LEGAL ASSISTANTS</b>	<b>DEPARTMENT</b>		<b>HOURS</b>	<b>HOURLY BILLING RATE</b>	<b>AMOUNT</b>
Brenda R. Kemp	Financial Restructuring		1.10	\$225.00	\$247.50
Dagmara Krasa-Berstell	Financial Restructuring		31.00	\$245.00	\$7,595.00
Jacqueline K. Lewis	Financial Restructuring		0.70	\$205.00	\$143.50
Tracy Southwell	Financial Restructuring		8.40	\$245.00	\$2,058.00
Peter J. Sprofera	Financial Restructuring		3.70	\$285.00	\$1,054.50
<b>TOTAL FEES</b>			<b>264.05</b>		<b>\$145,711.75</b>

**Exhibit C**

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

Audio and Web Conference Services	\$10.46
Computerized Research/Corporate Service Charges/PACER Charges	\$987.50
Courier Service/Postage	\$44.25
Duplicating	\$482.30
Meals/Meeting Expenses	\$121.71
Travel Expenses – Airfare	\$1,245.80
Travel Expenses – Ground Transportation	\$354.36
<b>TOTAL</b>	<b>\$3,246.38</b>