

Notices of Objection to Fee Statement Due: January 7, 2014

AKIN GUMP STRAUSS HAUER & FELD LLP

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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)	
)		

TENTH 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 NOVEMBER 1, 2013 THROUGH NOVEMBER 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:	November 1, 2013 through November 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:	\$141,502.25
Amount of expense reimbursement sought as actual, reasonable and necessary:	\$3,486.54

This statement is the tenth 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) \$113,201.80 (80% of \$141,502.25) on account of actual, reasonable and necessary professional services rendered to the Debtors by Akin Gump during the Fee Period and (ii) \$3,486.54 on account of reimbursement of actual, reasonable and necessary costs and expenses incurred by Akin Gump during the Fee Period.

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

Notice

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

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WHEREFORE, pursuant to the Interim Compensation Order, Akin Gump requests: (i) payment of compensation in the amount of \$113,201.80 (80% of \$141,502.25) 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 \$3,486.54 incurred on behalf of the Debtors by Akin Gump.

New York, New York
Dated: December 23, 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 1517119
Invoice Date 12/23/13
Client Number 691767
Matter Number 0001

Re: RESTRUCTURING ADVICE

FOR PROFESSIONAL SERVICES RENDERED THROUGH 11/30/13 :

MATTER SUMMARY OF TIME BILLED BY TASK :

		<u>HOURS</u>	<u>VALUE</u>
0002	General Case Administration	12.30	\$3,739.50
0003	Akin Gump Fee Application/Monthly Billing Reports	33.00	\$17,144.00
0004	Analysis of Other Professionals Fee Applications/Reports	10.40	\$5,881.50
0005	Review/Preparation of Schedules, Statements	8.80	\$5,808.00
0008	Court Hearings	10.00	\$4,113.00
0009	Financial Reports and Analysis	0.50	\$337.50
0011	Executory Contracts/License Agreements	5.80	\$4,015.00
0012	General Claims Analysis/Claims Objections	21.00	\$12,455.00
0020	Real Estate Issues/Leases	4.00	\$1,860.00
0022	Plan/Disclosure Statement/Solicitation and Related Documentation	126.10	\$75,602.00
0024	Sale Transaction/Stock Transaction/Business Liquidations (Including)	2.10	\$1,127.50
0025	Travel Time	0.75	\$506.25
0027	General Corporate Matters	18.30	\$8,913.00
	TOTAL	<u>253.05</u>	<u>\$141,502.25</u>

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
11/04/13	DKB	0002 Review case docket (.2); review and organize materials for attorneys (.5); correspondence with K. Manoukian re status (.1).	0.80
11/04/13	KGM	0002 Review correspondence re: case status.	0.50
11/05/13	DKB	0002 Review case docket (.2); review and organize pleadings for attorneys (.5); correspondence with K. Manoukian re status (.1).	0.80
11/06/13	DKB	0002 Review case docket (.2); correspondence with K. Manoukian re status (.1); prepare updates for case calendar (.5); review and organize pleadings and additional materials for attorneys (.7); review and update transcripts file (.5).	2.00
11/07/13	DKB	0002 Review case docket (.2); review upcoming dates (.2); update transcripts file (.5); review and organize pleadings for attorneys (.5); follow up re filed notices of presentment (.3); correspondence with attorney re status (.1).	1.80
11/08/13	TS	0002 Review case docket re agenda updates (.1); correspondence to K. Manoukian re agenda (.1).	0.20
11/11/13	DKB	0002 Correspondence with K. Manoukian re filing of agenda for upcoming hearing (.1); prepare agenda to be filed (.2); effect the filing of same (.2); forward the document for service (.1); review case docket (.3); update case calendar (.7); correspondence with attorneys re status (.1).	1.70
11/11/13	JSS	0002 Review and revise case calendar.	0.20
11/12/13	DKB	0002 Review and update case calendar (.3); update team outlook calendar (.5); correspondence with K. Manoukian re status (.1); review and organize materials for attorneys (.6).	1.50
11/12/13	KGM	0002 Correspondence with D. Krasa-Berstell re: calendar updates and related case management issues.	0.20
11/12/13	JSS	0002 Review and revise case calendar (0.3); multiple communications with Judge Peck's chambers re hearing date for second interim fee applications and status of Interplay and Storm City stipulations (0.2); correspondence to K. Manoukian re same (0.1).	0.60
11/14/13	KGM	0002 Correspondence with K. Keller re: various case related issues.	0.70
11/15/13	DKB	0002 Correspondence with K. Manoukian re filing of monthly operating report (.1); prepare document to be filed (.2); effect the filing of same (.2); distribute courtesy copies (.1); correspondence with attorney re status (.1).	0.70
11/19/13	DKB	0002 Review case docket (.2); update team outlook calendar (.3); correspondence with attorney re status (.1).	0.60
11/04/13	ECS	0003 Review October prebill.	0.50
11/05/13	ECS	0003 Review October prebill.	1.30
11/06/13	ECS	0003 Review October prebill.	0.30
11/07/13	ECS	0003 Review October prebill.	0.80
11/08/13	SLA	0003 Review October prebill.	0.60
11/12/13	KGM	0003 Review Akin's interim fee application (1.1); correspondence with J. Sharp re: same (.2); correspondence with Company re: professional fee payments (.1).	1.40
11/13/13	TS	0003 Assist K. Manoukian with preparation of second interim fee application.	2.50
11/13/13	ECS	0003 Review second interim fee application.	1.60
11/13/13	KGM	0003 Correspondence with team re: interim fee application (.2); review invoices for the second interim period in preparation for the fee application (1.5); conference with J. Sharp re: fee application and related issues (.5); review interim compensation order (.3); review/revise second interim fee application (4.5); correspondence with Company re: professional fees (.1).	7.10
11/13/13	JSS	0003 Revise Akin Gump second interim fee statement (2.8); correspondence to K. Manoukian and E. Seitz re same (0.1, 0.1); correspondence with K. Manoukian re same (0.2).	3.20

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>	
11/14/13	KGM	0003	Review/revised second interim fee application.	2.50
11/14/13	JSS	0003	Research re invoices for exhibit to Akin Gump's Second Interim Fee Statement (0.3); correspondence with L. Jackson re same (0.1); prepare same invoices for filing (0.3); correspondence to K. Manoukian re same (0.1).	0.80
11/15/13	ECS	0003	Correspondence with J. Sharp regarding second interim fee application.	0.20
11/18/13	PJS	0003	Review and prepare documents re fee application.	1.10
11/18/13	SLA	0003	Review Akin Gump second interim fee application.	0.50
11/18/13	TS	0003	Prepare Akin second interim fee application for filing (.2); file same (.3); prepare service copy of same (.1); finalize notice re fee applications (.1); prepare and file same (.3); coordinate service with BMC (.1).	1.10
11/18/13	ECS	0003	Review/revise Akin Gump second interim fee application (0.5); correspondence with J. Sharp regarding same (0.3); correspondence with P. Sprofera regarding October fee statement (0.1).	0.90
11/18/13	KGM	0003	Correspondence with J. Sharp and E. Seitz re: Akin second interim fee application (.3); correspondence with S. Alberino re: same (.1); review October prebill (1.0).	1.40
11/18/13	JSS	0003	Review Akin Gump interim fee application (0.7); prepare exhibits for same (0.6).	1.30
11/19/13	KGM	0003	Review Akin Gump October prebill.	0.30
11/20/13	SLA	0003	Review Akin Gump ninth monthly fee statement.	0.50
11/20/13	DKB	0003	Correspondence with K. Manoukian re filing of monthly fee statements (.1); review Akin Gump fee statement (.5); correspondence with E. Seitz re above (.2); prepare Akin Gump, Perella and Protiviti statements to be filed (.4); effect the filing of same (.3); prepare documents for service (.2); follow up with BMC re above (.1).	1.80
11/20/13	ECS	0003	Review/finalize Akin Gump October fee statement.	0.40
11/20/13	KGM	0003	Correspondence with Akin team re: October fee statement.	0.20
11/20/13	JSS	0003	Review and revise Akin monthly fee statement (0.5); arrange for filing and service of same (0.2).	0.70
11/04/13	SLA	0004	Correspondence with Company re fee issues (1.2); correspondence with professionals and sponsor re same (0.8); confer with Akin Gump team re same (0.7, 0.5).	3.20
11/12/13	KGM	0004	Correspondence with team re: interim fee applications.	0.10
11/12/13	JSS	0004	Communications with Debtors' professionals re second interim fee application and monthly fee statement deadlines.	0.50
11/13/13	KGM	0004	Correspondence with K. Keller re: professional fees and related issues.	0.30
11/15/13	ECS	0004	Correspondence with J. Sharp regarding Marks Paneth fee application.	0.10
11/15/13	KGM	0004	Correspondence with K. Keller and J. Cho re: Sponsor counsel fees and related issues.	0.20
11/15/13	JSS	0004	Call (0.2) and correspondence (0.5) with Frank Rimerman re interim fee application; correspondence with J. Koehler at Protiviti re second interim fee application (0.1).	0.80
11/18/13	BRK	0004	Telephone conference with L. Calderon confirming hearing date for the second interim fee applications.	0.20
11/18/13	TS	0004	Prepare second interim fee application of Protiviti for filing (.2); and file same (.3); prepare second interim fee application of Perella for filing (.2); and file same (.3); prepare service copies of same (.2).	1.20
11/18/13	JSS	0004	Review Protiviti fee application (0.7); correspondence with Perella (0.2) and Frank Rimerman (0.2) re fee applications; discuss Frank Rimerman fee application with B. Kemp (0.2); coordinate filing and service of interim fee applications for Protiviti, Perella, and Akin Gump (1.3).	2.60
11/19/13	KGM	0004	Correspondence with J. Sharp re: Frank Rimerman fee application (.2); correspondence with K. Keller re: same (.3); correspondence with J. Sharp and Olshan re: same (.2).	0.70
11/19/13	JSS	0004	Correspondence with K. Manoukian re Frank Rimerman interim fee application.	0.30

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
11/20/13	KGM	0004 Correspondence with K. Keller re: professional fees.	0.20
11/21/13	MR	0005 Draft GUC note.	2.90
11/22/13	MR	0005 Correspondence with K. Manoukian re GUC note.	0.30
11/25/13	MR	0005 Attention to comments to draft GUC note (0.3); revise same (2.4).	2.70
11/26/13	MR	0005 Negotiate terms of GUC note (1.0) and revise same (1.6).	2.60
11/27/13	MR	0005 Attention to GUC note and committee designee engagement letter.	0.30
11/07/13	TS	0008 Review docket re 11/14/13 hearing (.2); draft hearing agenda (.4); review docket re responses filed for agenda and correspondence to D. Krasa-Berstell re same (.1).	0.70
11/11/13	KGM	0008 Review 11/14 hearing agenda.	0.20
11/12/13	KGM	0008 Review/finalize 11/14 hearing agenda (.2); review transcript from last hearing (.3).	0.50
11/13/13	DKB	0008 Correspondence with K. Manoukian re preparation for hearing (.3); prepare court materials (.6); prepare materials for hearing (1.3); assist attorney with additional preparation for hearing (.5).	2.70
11/13/13	KGM	0008 Review claims procedures order (.2); prepare for hearing (2.0).	2.20
11/14/13	KGM	0008 Prepare for claims procedure hearing (.7); attend same (.5).	1.20
11/27/13	JRW	0008 Prepare for filing and package compilation for K. Manoukian.	2.50
11/04/13	KGM	0009 Correspondence with various professionals re: estimated fees for October monthly operating report (.1); review Akin's fees and correspondence with Company re: same (.2).	0.30
11/15/13	KGM	0009 Review monthly operating report and comment on same.	0.20
11/01/13	SLA	0011 Analyze contract assumption issues.	0.50
11/01/13	KGM	0011 Correspondence with Harley Davidson's counsel re: executory contract issue (.2); correspondence with Company re: same (.1).	0.30
11/12/13	KGM	0011 Correspondence with K. Keller re: executory contract issues.	0.40
11/19/13	KGM	0011 Correspondence with K. Keller re: executory contract issues (.7); correspondence with J. Sharp re: same (.3).	1.00
11/21/13	KGM	0011 Multiple correspondence with K. Keller re: assumption schedules and related executory contract issues (1.0); research re: same (1.0).	2.00
11/25/13	KGM	0011 Correspondence with contract counterparty re: assumption/rejection issues (.2); correspondence with K. Keller re: executory contracts list (.5).	0.70
11/26/13	KGM	0011 Correspondence with E. Seitz re: executory contract assumption/rejection issues (.3); correspondence with E. Seitz re: same (.3).	0.60
11/27/13	KGM	0011 Correspondence with K. Keller re: contract assumption schedules (.1); review same (.2).	0.30
11/01/13	ECS	0012 Draft letter to R. Schiebe regarding CDV Software claim.	0.50
11/01/13	KGM	0012 Correspondence re: Interplay stipulation (.2); correspondence with company re: claims reconciliation (.2); correspondence with E. Seitz re: claims transfer issues (.1).	0.50
11/04/13	KGM	0012 Correspondence with T. Shallbetter re: claims status (.2); correspondence with K. Keller re: same and related issues (.3); correspondence with Olshan re: same (.2); correspondence with K. Keller and Olshan re: claims issues (.3); correspondence with K. Keller re: Tenor claim (.3); correspondence with Tenor's counsel re: same (.4); review documents and draft correspondence to K. Keller re: same (.2); revise claims analysis and follow-up exchange with T. Shallbetter re: same (.5); draft correspondence to Creditor Committee re: same (.1); correspondence with K. Keller re: Interplay and Tenor claims (.2); correspondence with D. Krasa-Berstell re: finalizing stipulations for submission to court (.1); correspondence with K. Keller re: other claim settlements (.2); correspondence with K. Keller re: employee claims and related issues (.2).	3.20
11/05/13	KGM	0012 Correspondence with Company re: claims update (.2); circulate same to Cooley (.1); correspondence with Interplay counsel re: stipulation (.1);	0.50

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		correspondence with D. Krasa-Berstell re: same (.1).	
11/06/13	KGM	0012 Correspondence re: claim settlements (.1); correspondence with E. Seitz re: same (.1).	0.20
11/07/13	SLA	0012 Correspondence with Olshan re Tenor claim.	0.40
11/07/13	KGM	0012 Correspondence with Olshan re: claim settlements (.2); review correspondence between Olshan and Dentons re: Tenor claims (.2); correspondence with E. Seitz re: status of stipulations (.2); correspondence with J. Sharp re: Storm City and Interplay stipulations (.1); circulate same to chambers (.1); review/revise 9019 motion re: claim settlement (2.5).	3.30
11/07/13	JSS	0012 Correspondence with Judge Peck's chambers re claims stipulations (0.1); research re same (0.3); correspondence re same to K. Manoukian re same (0.2).	0.60
11/08/13	SLA	0012 Review correspondence re claim resolution procedures (0.2); analyze same (0.5).	0.70
11/08/13	BRK	0012 File motion approving Tenor claims stipulation.	0.70
11/08/13	KGM	0012 Correspondence with Olshan re: claim settlements (.2); correspondence with K. Keller re: same (.2); correspondence with J. Sharp re: Storm City and Interplay stipulations (.1); correspondence with K. Keller re: claims update and related issues (.3); review/finalize Tenor stipulation/9019 motion (.7); correspondence with T. Shallbetter re: claims report (.1); correspondence with J. Sharp re: Tenor settlement (.2); correspondence with S. Alberino re: status of same and related issues (.1); correspondence with claimant (.1).	2.00
11/08/13	JSS	0012 Calls with Judge Peck's chambers re hearing date for 9019 motion (0.2); review and revise 9019 motion (1.0) and stipulation (0.9); draft notice of hearing re same (1.4); send same to K. Manoukian for review (0.1); correspondence with K. Manoukian re same (0.1, 0.1); coordinate filing of notice, motion and stipulation (0.4); correspondence to BMC service of same (0.3).	4.50
11/11/13	SLA	0012 Analyze various claim issues.	0.50
11/12/13	KGM	0012 Correspondence with K. Keller re: employee claims (.1); correspondence with K. Keller re: cure claims (.1); correspondence with J. Sharp re: status of stiuplations (.1); correspondence with Creditor Committee counsel re: claims recon update (.2).	0.50
11/13/13	SLA	0012 Correspondence (x5) with K. Manoukian re claim issues.	0.50
11/13/13	KGM	0012 Correspondence with Cooley re: claims issues (.1); correspondence with K. Keller re: same (.2); circulate order approving stipulations (.2).	0.50
11/13/13	JSS	0012 Call to Judge Peck's chambers re status of Storm City and Interplay stipulations (0.1); correspondence to K. Manoukian re same (0.1).	0.20
11/13/13	JSS	0012 Research re claim objection and settlement procedures motion (0.5); correspondence to K. Manoukian re same (0.2).	0.70
11/15/13	KGM	0012 Correspondence with K. Keller re: claims related issues.	0.50
11/27/13	ECS	0012 Draft notice of proposed settlement (0.3); circulate same to notice parties (0.2).	0.50
11/20/13	ECS	0020 Correspondence with K. Manoukian, J. Sharp regarding headquarters lease issues.	0.40
11/20/13	KGM	0020 Correspondence with K. Keller re: headquarter's lease (.3); correspondence with E. Seitz and J. Sharp re: research re: same (.1); correspondence with J. Sharp and E. Seitz re: research re: same (.3); review correspondence re: analysis on same (.1).	0.80
11/20/13	JSS	0020 Research re Atari headquarters lease issues (1.5); discuss same with E. Seitz (0.3) and K. Manoukian (0.2); correspondence to K. Manoukian re same (0.8).	2.80
11/01/13	ECS	0022 Correspondence with K. Manoukian regarding plan confirmation process.	0.20
11/12/13	SLA	0022 Attend to confirmation preparation issues.	0.50

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
11/12/13	ECS	0022 Attention to correspondence from K. Manoukian regarding plan process deliverables.	0.20
11/12/13	KGM	0022 Correspondence re: declarations in support of confirmation (0.2); correspondence with BMC re: solicitation/voting matters (0.1).	0.30
11/13/13	KGM	0022 Correspondence re: tabulation issues.	0.20
11/14/13	SLA	0022 Attend to confirmation issues.	0.50
11/15/13	ECS	0022 Correspondence with K. Manoukian regarding confirmation order.	0.10
11/18/13	KGM	0022 Review ballot tabulation report and circulate same.	0.20
11/19/13	SLA	0022 Review ballot tabulation (0.1); attend to plan confirmation issues (0.6).	0.70
11/19/13	ECS	0022 Correspondence with K. Manoukian regarding draft confirmation order (0.2); correspondence with J. Sharp regarding same (0.1).	0.30
11/19/13	KGM	0022 Correspondence with K. Keller re: plan supplement and related issues (.2); correspondence with E. Seitz re: same (.1); correspondence with J. Cho re: same (.2); correspondence with D. Fisher re: plan related issues (.2); correspondence with R. Gadhia re: post confirmation corporate documents (.2); correspondence with J. Cho re: same (.2); correspondence with K. Keller re: same and plan related issues (.3); review plan and disclosure statement for related issues (.5); correspondence with J. Cho re: GUC promissory note (.2); draft correspondence to M. Ru re: same (.2).	2.30
11/20/13	TS	0022 Correspondence with D. Krasa-Berstell re plan confirmation preparation.	0.20
11/20/13	DKB	0022 Correspondence with K. Manoukian re preparation for confirmation hearing (.2); work with T. Southwell re logistics thereof (.2); research confirmation precedent for E. Seitz (.5).	0.90
11/20/13	KGM	0022 Correspondence with E. Seitz re: tabulation/voting (.5); correspondence with K. Keller re: same (.2); correspondence with A. Schouder re: same (.2).	0.90
11/21/13	SLA	0022 Attend to confirmation prep issues (.2); correspondence w/ team re: same (.3).	0.50
11/21/13	TS	0022 Research for K. Manoukian re uncontested plan confirmation hearings (2.5); correspondence to K. Manoukian re same (.2).	2.70
11/21/13	ECS	0022 Draft proposed confirmation order (3.2); draft Davis declaration in support thereof (1.9).	5.10
11/21/13	KGM	0022 Correspondence with K. Keller re: post-confirmation documents (.3); correspondence with R. Gadhia re: same (.2); correspondence with A. Schouder re: solicitation/voting issues (.2); review plan documents in preparation for confirmation/plan supplement (2.0); correspondence with S. Alberino re: same (.4); correspondence with R. Gadhia re: post-reorganizational corporate documents (.1); correspondence with M. Ru re: GUC note (.1); review same (.3); correspondence with E. Seitz re: declarations in support (.1); draft detailed email to S. Alberino re: update on same (.4); coordinate call re: same (.2).	4.30
11/22/13	SLA	0022 Attend to confirmation prep issues (.4); review plan documents (1.1, .8); calls re same (.5, .6).	3.40
11/22/13	BRK	0022 File verification of publication.	0.40
11/22/13	ECS	0022 Draft Davis declaration in support of confirmation (2.3); draft Keller declaration in support of confirmation (2.1); draft proposed confirmation order (2.7); correspondence with K. Manoukian re same (0.5).	7.60
11/22/13	KGM	0022 Correspondence with K. Keller and S. Alberino re: Plan supplement and related issues (.7); correspondence with A. Velinsky re: committee designee (.2); correspondence with J. Kohler re: declaration and sponsor analysis (.2); email BMC re: status of next week's filings (.1); correspondence with E. Seitz re: declarations (.1); review/revise GUC promissory note (.6); correspondence with M. Ru re: same (.2); call and correspondence with E. Seitz re: declarations (.2); correspondence with J. Kohler same and financial projections (.2); correspondence with Protiviti re: same and related issues (.1); correspondence with K. Keller	3.10

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
11/22/13	JSS	0022 re: same (.1); correspondence with K. Keller and Sponsor re: plan related issues (.2); correspondence with E. Seitz re: same (.2). Edit and revise confirmation order (2.7); continue draft of Keller declaration in support of the Plan (0.9).	3.60
11/23/13	ECS	0022 Revise Davis declaration.	1.00
11/23/13	KGM	0022 Review/revise Davis declaration in support of confirmation (2.0); correspondence with G. Davis re: same (.1); correspondence with E. Seitz re: same (.1).	2.20
11/24/13	ECS	0022 Revise Davis declaration (0.5); correspondence with K. Manoukian (0.2), G. Davis (0.1) re same.	0.80
11/24/13	KGM	0022 Review/revise Davis declaration in support of confirmation (1.1); review plan and disclosure statement in connection with the declarations and confirmation order (2.5); correspondence with E. Seitz re: same (.5); review/revise Keller declaration (3.2); correspondence (.5) and calls w/ E. Seitz re: same (.5); review further revised draft of Davis declaration (.3).	8.60
11/24/13	JSS	0022 Revise Keller declaration (0.9); send same to K. Manoukian (0.1).	1.00
11/25/13	SLA	0022 Attend to confirmation prep issues (.5); review GUC note issues (.5, .7).	1.70
11/25/13	SLA	0022 Review other plan supplement documents (.5, .4); calls re same (.3, .2).	1.40
11/25/13	ECS	0022 Revise declarations in support of confirmation (1.9); revise draft confirmation order (1.0); revise plan supplement (1.2).	4.10
11/25/13	KGM	0022 Review/revise Davis declaration (1.2); correspondence with G. Davis re: plan related issues (.6); correspondence with G. Davis re: financial projections and related issues (.3); review Akin's fees and correspondence with S. Alberino re: same for plan analysis (.2); correspondence with G. Davis re: same (.2); correspondence with K. Keller and BMC re: tabulation/voting issues (.7); correspondence with E. Seitz re: plan supplement and related issues (.2); correspondence with G. Davis re: feasibility analysis (.1); review/respond to inquiry from Creditor Committee and Sponsor re: GUC note (.2); correspondence with M. Ru re: same (.3); correspondence with R. Gadhia re: post-reorganizational documents (.1); correspondence with M. Ru re: GUC note (.2); review/revise proposed confirmation order (3.1); correspondence with S. Alberino re: plan supplement and related issues (.5); correspondence with R. Gadhia re: same (.2); draft distribution email to key stakeholders and reps and circulate post-confirmation organizational documents to same (.2); review tabulation report (.1); correspondence with BMC re: same (.3); email S. Alberino re: same (.1); review further revised GUC note and circulate to relevant parties (.4); review Creditor Committee's comments to same (.2); email M. Ru re: same (.1); correspondence with BMC re: tabulation (.1); email S. Alberino re: same (.1); review/revise Keller Declaration (2.0).	11.70
11/25/13	JSS	0022 Review G. Davis comments to Keller Declaration.	0.30
11/26/13	SLA	0022 Attend to confirmation prep issues (.5); conferences w/ K. Manoukian re: same (.4).	0.90
11/26/13	SLA	0022 Reviewing plan supplement documents (.7, .9); calls re same (.3, .2); attend to committee designee issues (.5).	2.60
11/26/13	ECS	0022 Draft confirmation script (2.7); draft plan supplement (.3) and related notices (.4); review confirmation order (.5); conference with company, sponsor regarding contract assumption (1.1).	5.00
11/26/13	KGM	0022 Review/revise confirmation order (4.1); correspondence with K. Keller and M. Ru re: GUC note (.3); correspondence re: same (.2); correspondence with Cooley and M. Ru re: comments to same (.3); correspondence with A. Schoulder and G. Davis re: plan related issues (.7); correspondence with G. Davis re: analyses for confirmation (.2); correspondence with K. Keller re: plan supplement and related issues (.5); correspondence with E. Seitz re: same (.3); review further revised	14.90

<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
		draft of GUC note and circulate same to relevant parties (.3); review updated contract schedules for plan supplement (.2); correspondence with E. Seitz re: same (.3); review/comment on Committee Designee letter (.5); correspondence with Company and Protiviti re: plan supplement documents and related issues (.5); post-call with G. Davis (.5); correspondence with E. Seitz re: noticing and related issues re: supplement (.3); correspondence with team re: filings (.2); correspondence with D. Krasa-Berstell re: same (.2); circulate certain documents to Company (.1); correspondence with S. Alberino re: same (.1); correspondence with Bracewell re: comments to GUC note (.2); circulate same to Creditor Committee (.1); circulate same to client and Sponsor (.1); review comments to same (.3); correspondence with K. Keller re: GUC note and organizational documents (.3); correspondence with K. Keller re: various plan related open issues (1.0); multiple correspondence with J. Sharp re: revisions to confirmation order and related issues (.3); multiple correspondence with M. Ru re: drafts of GUC note (.2); prep for confirmation hearing (3.6).	
11/26/13	JSS	0022 Draft plan supplement notice (1.1); draft notice of assumption of executory contracts (1.1); discuss same with E. Seitz (0.1); edit and revise proposed confirmation order (3.5); correspondence w/ K. Manoukian re: same (.4); revise documents in support of confirmation (1.0).	7.20
11/27/13	SLA	0022 Attend to confirmation prep issues (.3, .5).	0.80
11/27/13	SLA	0022 Reviewing plan supplement documents (.8, .4); calls re same (.3, .2); attend to contract assumption issues (.5); review schedules re: same (.6); confer w/ team re: same (.3).	3.10
11/27/13	DKB	0022 Confer with K. Manoukian re preparation for confirmation hearing (.2); review relevant pleadings (.6); monitor docket for confirmation objections (.5); confer with attorney re status (.1); research notice precedent (.5); review and organize exhibits for plan supplement (1.0); prepare plan supplement to be filed (.8); effect the above (.4); review service procedures (.4); follow up with BMC re service (.3).	4.80
11/27/13	ECS	0022 Finalize documents for plan supplement, including contract assumption schedules; corp. org. documents; list of Ds & Os (2.2) and effect filing and service of plan supplement (2.0); prepare for December 5 hearing (1.0).	5.20
11/27/13	KGM	0022 Multiple correspondence with K. Keller re: finalizing plan supplement documents (.5); multiple correspondence with E. Seitz re: same including filing and service procedures (1.5); multiple correspondence with BMC re: service related matters (.7); correspondence with S. Ordaz re: same (.2); correspondence with S. Alberino re: status upon on plan supplement and related issues (.3); correspondence with S. Alberino re: questions re: same (.2); correspondence with Cooley, Bracewell and Company re: various plan supplement documents and finalizing same (.5); correspondence with I. Dizengoff re: plan related issues (.3); follow-up correspondence with Cooley re: plan supplement documents (.2); follow-up correspondence with Sponsor re: same (.2); review/revise/finalize plan supplement and all related documents in preparation for filing (2.5); correspondence with J. Sharp re: same (.3); coordinate filing of same (.2); correspondence with D. Krasa-Berstell re: same (.5); correspondence with Protiviti re: schedules to plan supplement and revisions to same (.5).	8.60
11/29/13	ECS	0022 Prepare confirmation hearing script (1.9); correspondence with K. Manoukian regarding same (0.1).	2.00
11/04/13	RRG	0024 Correspondence with K&E re California Games (.5); review of closing documents from various asset sales re same (1.5).	2.00
11/05/13	KGM	0024 Correspondence with Perella re: prospective buyer.	0.10

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<u>Date</u>	<u>Tkpr</u>	<u>Task</u>	<u>Hours</u>
11/14/13	KGM	0025 Travel to/from claims procedures hearing. (Actual time - 1.5)	0.75
11/05/13	SLA	0027 Correspondence re board issue.	0.40
11/21/13	RRG	0027 Review of various corporate documents.	2.00
11/22/13	RRG	0027 Review of governance documents for Debtors (2.0); draft corp. formation documents for reorganized Debtors (1.2).	3.20
11/22/13	CES	0027 Review charter documents.	0.40
11/24/13	RRG	0027 Draft of governance documents for reorganized Debtors.	2.00
11/25/13	RRG	0027 Draft governance documents for reorganized Debtors (1.7); correspondence re: same (.5).	2.70
11/25/13	CES	0027 Draft the post-reorganization certificates of incorporation and bylaws for each of the four debtor entities (1.5)(1.5); review California general corporation law regarding certificates executed in connection with reorganization proceedings (2.2).	5.20
11/26/13	RRG	0027 Revisions to all governance documents	2.40
Total Hours			253.05

TIMEKEEPER TIME SUMMARY:

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
S L ALBERINO	23.90 at	\$875.00 =	\$20,912.50
M RU	8.80 at	\$660.00 =	\$5,808.00
E C SEITZ	39.10 at	\$500.00 =	\$19,550.00
R R GADHIA	14.30 at	\$530.00 =	\$7,579.00
K G MANOUKIAN	95.85 at	\$675.00 =	\$64,698.75
J S SHARP	31.90 at	\$400.00 =	\$12,760.00
C E SIMS	5.60 at	\$365.00 =	\$2,044.00
P J SPROFERA	1.10 at	\$285.00 =	\$313.50
B R KEMP	1.30 at	\$225.00 =	\$292.50
T SOUTHWELL	8.60 at	\$245.00 =	\$2,107.00
D KRASA-BERSTELL	20.10 at	\$245.00 =	\$4,924.50
J R WATTERS	2.50 at	\$205.00 =	\$512.50

Current Fees

\$141,502.25

FOR COSTS ADVANCED AND EXPENSES INCURRED:

Corporate Service Fees	\$1,307.45
Courier Service/Messenger Service- Off Site	\$193.23
Duplication - Off Site	\$29.17
Document Production - In House	\$79.00
Meals (100%)	\$94.12
Audio and Web Conference Services	\$5.04
Transcripts	\$83.67
Travel - Airfare	\$835.22
Travel - Ground Transportation	\$837.64
Travel - Parking	\$22.00

Current Expenses

\$3,486.54

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Total Amount of This Invoice

\$144,988.79

Exhibit B

ATARI INC., et al.
NOVEMBER 1, 2013 THROUGH NOVEMBER 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	23.90	\$875.00	\$20,912.50
COUNSEL	DEPARTMENT	STATE/COUNTRY OF BAR ADMISSION – YEAR	HOURS	HOURLY BILLING RATE	AMOUNT
Meng Ru	Corporate	New York – 2005	8.80	\$660.00	\$5,808.00
ASSOCIATES	DEPARTMENT	STATE/COUNTRY OF BAR ADMISSION – YEAR	HOURS	HOURLY BILLING RATE	AMOUNT
Rishikesh R. Gadhia	Corporate	New York – 2009 District of Columbia – 2013	14.30	\$530.00	\$7,579.00
Kristine G. Manoukian	Financial Restructuring	New York – 2008 Utah – 2008 Delaware – 2010	95.85	\$675.00	\$64,698.75
Eric C. Seitz	Financial Restructuring	Texas – 2009	39.10	\$500.00	\$19,550.00
Jason S. Sharp	Financial Restructuring	Texas – 2012	31.90	\$400.00	\$12,760.00
Charles E. Sims	Corporate	Not Yet Admitted	5.60	\$365.00	\$2,044.00
LEGAL ASSISTANTS	DEPARTMENT		HOURS	HOURLY BILLING RATE	AMOUNT
Brenda R. Kemp	Financial Restructuring		1.30	\$225.00	\$292.50
Dagmara Krasa-Berstell	Financial Restructuring		20.10	\$245.00	\$4,924.50
Tracy Southwell	Financial Restructuring		8.60	\$245.00	\$2,107.00
Peter J. Sprofera	Financial Restructuring		1.10	\$285.00	\$313.50
Jessica R. Watters	Financial Restructuring		2.50	\$205.00	\$512.50
TOTAL FEES			253.05		\$141,502.25

Exhibit C

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

Audio and Web Conference Services	\$5.04
Computerized Research/Corporate Service Charges/PACER Charges	\$1,307.45
Courier Service/Postage	\$193.23
Document Production Charges	\$79.00
Duplicating – Third Party Chagres	\$29.17
Meals/Meeting Expenses	\$94.12
Transcript Charges	\$83.67
Travel Expenses – Airfare	\$835.22
Travel Expenses – Ground Transportation	\$837.64
Travel Expenses – Parking	\$22.00
TOTAL	\$3,486.54