

UNBILLED SERVICES

Date	Atty	Name	Hours	Rate	Value	Index	Description
10/05/05	B001 10773	ASSET ANALYSIS AND RECOVERY S.A. Claffey	.20	410	82.00	8831130	Conference with Wendy Ponader regarding status of preference investigation and importance of reporting status to Frank Conway, John Denison, et al (.2)
10/06/05	10769	J.R. Burns	4.00	188	750.00	8829896	Travel to Indianapolis and back for analysis of preference claims and development of strategy (4)
10/06/05	10769	J.R. Burns	3.90	375	1,462.50	8919615	Meet with W. Ponader to review preference analysis and development of strategy re same (3.5)
10/07/05	10773	S.A. Claffey	.50	410	205.00	8831368	Prepare comprehensive report on status of preference claims analysis and assembly of Collection Team, for Frank Conway, Sean Frick, and Wisty Malone (.5)
10/07/05	10773	S.A. Claffey	.40	410	164.00	8831379	E-mails with Frank Conway regarding preference analysis project (.4)
10/07/05	10304	M.A. Werling	.40	240	96.00	8854862	Attention to revised BMC reports, discrepancies identified in same
10/10/05	10304	M.A. Werling	8.50	240	2,040.00	8830966	Work extensively on third tier preference analysis, various aspects of same, detailed updates to comprehensive summary memorandum
10/11/05	10304	M.A. Werling	7.50	240	1,800.00	8835685	Continue extensive work on tier three analysis, related adjustments to preference work; telephone conferences with W. Ponader, BMC re same
10/12/05	10304	M.A. Werling	2.00	240	480.00	8855495	Continue attention to revised preference analysis
10/13/05	10769	J.R. Burns	1.20	375	450.00	8873332	Work on defining initial list of preference recovery targets and scope of exposure for available transfers
10/13/05	10769	J.R. Burns	.90	375	337.50	8873343	Consultation with W. Ponader and M. Werling re identification of limited preference (.5); follow-up re issues raised (.4)
10/13/05	10304	M.A. Werling	1.20	240	288.00	8855565	Continue work on preference analysis; related e-mail exchanges with BMC, telephone conferences with W. Ponader re same, with emphasis on contract exclusions, potential litigation recoveries
10/14/05	10769	J.R. Burns	2.30	375	862.50	8873395	Prepare for and participate in conference call with W. Ponader and M. Werling re statistical analysis methodology used in calculation of

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 Requested By: knsmith on 04/10/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
10/14/05	10769	J.R. Burns	.70	375	262.50	8873525	ordinary course payments and methodology for identifying deviations from ordinary course of dealings
10/14/05	10304	M.A. Werling	1.20	240	288.00	8847171	Review latest BMC analysis and consideration of impact on initial list of preference targets
10/16/05	10769	J.R. Burns	.40	375	150.00	8873822	Continue work on preference analysis issues, telephone conferences with W. Ponader re same
10/16/05	10304	M.A. Werling	4.50	240	1,080.00	8847162	Review Preference Summary Reports and consideration of same
10/17/05	10769	J.R. Burns	1.40	375	525.00	8873886	Work extensively on revised preference spreadsheet, telephone conferences with W. Ponader re same
10/17/05	10304	M.A. Werling	2.00	240	480.00	8854884	Continue work on initial preference demands and identification of recipients of initial round of demand letters
10/18/05	10769	J.R. Burns	2.10	375	787.50	8874536	Finalize and deliver revised preference memo (1.3); attention to litigation preparation needs (0.4); telephone conference with BMC re additional "outlier" reporting issues (0.3)
10/18/05	10304	M.A. Werling	2.20	240	528.00	8879029	Receive and review multiple reports from B. Daniel and consideration of same (.8); consideration of and work on identification of first round defendants and analysis of their exposure/defenses
10/19/05	10769	J.R. Burns	.60	375	225.00	8875107	Continue detailed attention to preference analysis issues; related e-mail exchanges regarding same
10/19/05	14863	J.C. Nelson	.30	160	48.00	8858834	Work on preference recovery issues Telephone call with J. Kleiman regarding rent overpayment made by ATA on Chicago Reservations Center lease and recovery of the same
10/20/05	10304	M.A. Werling	1.70	240	408.00	8881747	Continue detailed attention to particular preference analysis vendors, payment detail
10/21/05	10769	J.R. Burns	1.20	375	450.00	8870446	Analysis of preference payment detail and consideration of recover issues
10/21/05	10769	J.R. Burns	2.10	375	787.50	8870465	Consider ATA Claims Concordance data and best means to structure data collection and access
10/21/05	10304	M.A. Werling	1.50	240	360.00	8869153	Office conference re: establishment of litigation database, related needs re: same; continue attention to revisions to B&D summary spreadsheet, with

Client Manager: S.A. Claffey  
 Matter Manager: 10773  
 Client: 0002184  
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Date	Atty	Name	Hours	Rate	Value	Index	Description
10/23/05	10769	J.R. Burns	.60	375	225.00	8880616	emphasis on mean/median reports, revisions to initial list of demand letter recipients
10/23/05	10773	S.A. Claffey	.30	410	123.00	8860420	Analysis and consideration of data computations
10/24/05	10769	J.R. Burns	.70	375	262.50	8877355	Prepare e-mail to Preference Team regarding preference claim against Seabury Securities and potential existence of offsetting claims held by Seabury against ATA (.3)
10/24/05	10769	J.R. Burns	.30	375	112.50	8877387	Work on culling potential first round demand recipients
10/24/05	10769	J.R. Burns	1.20	375	450.00	8877431	Follow-up re [redacted] preference analysis Review and consider extensive revisions to ordinary course analysis and test preliminary list of preference recovery targets against revised data
10/24/05	10769	J.R. Burns	.70	375	262.50	8877482	Analysis of [redacted] preference and follow-up re same
10/24/05	10773	S.A. Claffey	.20	410	82.00	8861923	Review preference claim analysis information and provide requested preference claims and potential offset held by [redacted] (.2)
10/24/05	10304	M.A. Werling	2.70	240	648.00	8869266	Review and finalize detailed summary spreadsheet requested by J. Peko, send with cover message summarizing same (.6); work on [redacted] analysis, related office conferences re: same (.5); continue work on mean/median analysis, related contract review, attention to "short list" of demand letter recipients, related office conference re: same (1.6)
10/25/05	10769	J.R. Burns	.60	375	225.00	8870001	Review preference decisions re "ordinary course" in absence of prior dealings and consideration of importance on potential recoveries
10/26/05	10769	J.R. Burns	.60	375	225.00	8877643	Telephone call with W. Ponader re [redacted] and potential preference recovery and defenses and follow-up re same
10/26/05	10769	J.R. Burns	1.50	375	562.50	8877710	Work on preference recovery cases and protocols
10/26/05	10304	M.A. Werling	1.50	240	360.00	8869614	Office conference with W. Ponader, J. Burns re: next steps in preference analysis (.4); review and assess ATA e-mail re: [redacted] payment detail (.2); review case law re: preference

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10/27/05	10769	J.R. Burns	1.30	375	487.50	8870080	standards in the absence of payment history (.3); continue general work on detailed contract, itemized payment data for "short list" of potential demand letter recipients (.6)
10/27/05	10304	M.A. Werling	.30	240	72.00	8881371	Prepare for conference call with ATA and Navigant, including analysis of claims filed by potential preference defendants
10/28/05	10769	J.R. Burns	1.30	375	487.50	8880861	Office conference re preference analysis, litigation strategy, next steps needed in same
10/28/05	10769	J.R. Burns	2.00	375	750.00	8880889	Work on list of initial preference recovery demands and correspondence to W. Ponader re same
10/28/05	10769	J.R. Burns	.90	375	337.50	8880978	Prepare for and participate in lengthy conference call with W. Ponader and W. Malone and J. Peko re preference recovery potential and strategy
10/28/05	10773	S.A. Claffey	.20	410	82.00	8877813	Follow-up client meeting and instructions re preference recovery protocol and continued work to refine initial list
10/30/05	10769	J.R. Burns	.60	375	225.00	8884253	Conference with Wendy Ponader regarding preference claims analysis and status and next steps (.2)
10/31/05	10769	J.R. Burns	.50	375	187.50	8884288	Review B. Daniel email and follow-up re issues raised in analysis of potential preference recoveries
10/31/05	10304	M.A. Werling	2.40	240	576.00	8881036	Work on preference recovery issues and strategy
<b>Total for B001</b>			75.30				Continue work on next spreadsheet summary based on inputs from management conference call, related vendor-by-vendor analysis pertinent to same
<b>B002 ASSET DISPOSITION</b>							
10/03/05	10773	S.A. Claffey	.70	410	287.00	8830645	Conference with Sean Frick, Gil Viets respecting Ambassador sale issues and ongoing negotiations with Waveland and third parties (.7)
10/03/05	10773	S.A. Claffey	.20	410	82.00	8830654	Conference with Doug Yakola and e-mails with Doug Yakola regarding IAA and Regents Bank issues and new developments (.2)
10/03/05	10563	T.E. Hall	1.00	205	205.00	8821420	Telephone call with B. Hunt, D. Yakola, J. Pico, M. Goodenow regarding

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Date	Atty	Name	Hours	Rate	Value	Index	Description
10/03/05	10563	T.E. Hall	.80	205	164.00	8821422	executory contracts (1.0) Telephone calls with BMC regarding contracts, b-links, C8 bar date, and notice of scheduling order (.8)
10/03/05	14863	J.C. Nelson	1.90	160	304.00	8842382	Redraft insurance proceeds language of Chattel Mortgage and security agreement in an attempt to accommodate Colgan's comments
10/04/05	10771	J.M. Carr	.20	430	86.00	8823803	Telephone call S. Frick regarding Adelphi
10/04/05	10773	S.A. Claffey	.10	410	41.00	8830853	E-mail with Bruce Kaufman regarding potential Saab buyer (.1)
10/04/05	10773	S.A. Claffey	.20	410	82.00	8830861	Evaluate Colgan indication of its approval of closing documents and request to close, without insurance provisions being to its liking (.2)
10/04/05	10773	S.A. Claffey	.30	410	123.00	8830864	Review and respond to numerous e-mails related to proposed Ambassadorair sale (.3)
10/04/05	10773	S.A. Claffey	.10	410	41.00	8830867	Telephone call from John Gillick, D.C. attorney for Ambassadorair purchase prospect, ATCA (.1)
10/04/05	10773	S.A. Claffey	.40	410	164.00	8830898	Conference with Sean Frick regarding CSC and Colgan issues, credit issues related to Colgan and CSC, price issues, and non-responsiveness of CSC, and ATA options to achieve best sale at highest value (.4)
10/04/05	14863	J.C. Nelson	.20	160	32.00	8843050	Telephone call with P. Maskell regarding CSC/Colgan transaction
10/04/05	14863	J.C. Nelson	.40	160	64.00	8843062	Telephone call with S. Frick regarding status of CSC/Colgan transaction and advisability of a cash only deal
10/05/05	10773	S.A. Claffey	.20	410	82.00	8831108	Telephone call from John Gillick, attorney for ██████████ regarding Ambassadorair purchase, their status, timing, logistics, financing and other matters (.2)
10/05/05	10773	S.A. Claffey	.40	410	164.00	8831141	Hart Scot Rodino application review, as it pertains to proposed equity injection and proposed asset sales to Southwest (.4)
10/05/05	10605	D.A. Foster	1.00	300	300.00	8838705	Working group teleconference re Pegasus
10/05/05	10605	D.A. Foster	3.10	300	930.00	8877354	Working group teleconference re aircraft disposition (1.0); attention to correspondence re second engine acceptance for N389UA (.3); attention to issues re GATX lease claim (.8); conference with J. Nelson re 96 EETC

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10/05/05	10563	T.E. Hall	1.20	205	246.00	8824842	termination claim (.5); correspondence with J. Graber re proposed Q amendment for N390UA (.3); correspondence with R. Jensen re Continental deal (.2) Conference call on aircraft lease assumption/rejection for objection and Plan purposes (1.2)
10/05/05	10563	T.E. Hall	1.60	205	328.00	8824850	Begin review of contracts sent by Navigant to determine if executory (1.6)
10/05/05	14863	J.C. Nelson	.40	160	64.00	8843706	Telephone call with J. Hall regarding Sabre and e-mail to J. Hall regarding same
10/06/05	10773	S.A. Claffey	.20	410	82.00	8831248	Review Chicago Express/ATA Saab sale and new CSC proposals related to this proposed sale (.2)
10/06/05	10773	S.A. Claffey	.40	410	164.00	8831273	E-mail from Waveland and its counsel, and e-mails to Sally Brown, Sean Frick and Gil Viets regarding Waveland communications and demands (.4)
10/06/05	10773	S.A. Claffey	.40	410	164.00	8831276	Telephone conference with David Kleiman regarding Grueninger proposal (.4)
10/06/05	10773	S.A. Claffey	.20	410	82.00	8831277	E-mail regarding CSC demands (.2)
10/06/05	10773	S.A. Claffey	.20	410	82.00	8831280	E-mails regarding Ambassadorair sale issues, both to and from Sean Frick (.2)
10/06/05	10773	S.A. Claffey	.40	410	164.00	8831309	Review Phil Calian termination of letter of intent e-mail and advise Ambassadorair and ATA regarding same (.4)
10/06/05	13062	J.F.W. Fleming	.30	170	51.00	8829247	Review LOI between ATA and Pegasus Aviation for primary terms applicable for approval of court
10/06/05	13062	J.F.W. Fleming	1.90	170	323.00	8830177	Draft motion for approval of letter of intent with Pegasus
10/06/05	13062	J.F.W. Fleming	.60	170	102.00	8830180	Draft order approving motion for approval of letter of intent with Pegasus
10/06/05	10605	D.A. Foster	3.30	300	990.00	8877411	Review SkyWorks status report (.3); review revised Pegasus LOI (.4); working group teleconference re Pegasus LOI (.8); SkyWorks/ATA teleconference re fleet acquisition (1.1); review engine acceptance certificate re 389UA and correspondence re same (.5); review correspondence re GECAS L1011 (.2)
10/07/05	10773	S.A. Claffey	.10	410	41.00	8831357	Conference with Gil Viets regarding Ambassadorair sale issues (.1)
10/07/05	10773	S.A. Claffey	.10	410	41.00	8831361	Prepare e-mail to Michael Moirano regarding delays in ATA responses (.1)
10/07/05	10773	S.A. Claffey	.10	410	41.00	8831364	Direct Jeff Nelson respecting CSC/Colgan inquiries and obtain

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10/07/05	10773	S.A. Claffey	.30	410	123.00	8831370	explanation of status from Jeff (.1) Confer with Gil Viets regarding Ambasadair sale options, given current status of proposals and lack thereof (.3)
10/07/05	10605	D.A. Foster	.20	300	60.00	8877546	Correspondence with M. Mandel re Pegasus and fleet status (.2)
10/07/05	10563	T.E. Hall	.70	205	143.50	8829490	Telephone call with Company regarding executory contracts and status of evaluation (.7)
10/10/05	10773	S.A. Claffey	.40	410	164.00	8840478	Review and reply to various e-mails from ATA Officers regarding Ambasadair sale and Grueninger proposal, such e-mails being from Frank Conway, Sally Brown, Sean Frick and Gil Viets (.4)
10/10/05	10773	S.A. Claffey	.20	410	82.00	8840482	Conference with Gil Viets regarding Ambasadair sale and Grueninger proposal (.2)
10/10/05	10773	S.A. Claffey	1.30	410	533.00	8840512	Review Grueninger offer and Letter of Intent and forward same to ATA Officers and Ambasadair Officers with brief comments and observations (1.3)
10/10/05	10773	S.A. Claffey	.20	410	82.00	8840516	Conference with Jeff Nelson regarding CSC threats (.2)
10/10/05	10773	S.A. Claffey	1.10	410	451.00	8840524	Conference call with Ambasadair Officers, Gil Viets, Sally Brown, Wisty Malone, Anita DeCecco, Frank Conway, and Sean Frick, all regarding proposal from Grueninger and Ambasadair sale issues (1.1)
10/10/05	10773	S.A. Claffey	.20	410	82.00	8840526	Prepare and send e-mail to David Kleiman regarding meeting and points to be discussed with respect to Grueninger proposal (.2)
10/10/05	13062	J.F.W. Fleming	.60	170	102.00	8836591	Draft Motion for approval of Letter of Intent with Pegasus
10/10/05	10605	D.A. Foster	.30	300	90.00	8877887	Review fleet chart (.3)
10/10/05	10563	T.E. Hall	.70	205	143.50	8831423	Review aircraft lease chart and notes regarding refueling effort (.7)
10/10/05	10563	T.E. Hall	.70	205	143.50	8831438	Review and revise motion to reject contract with WSI Corp. (.7)
10/10/05	14863	J.C. Nelson	1.60	160	256.00	8844495	Lease rejection damages working group meeting
10/10/05	14863	J.C. Nelson	.60	160	96.00	8844498	Telephone calls with S. Frick regarding status of CSC/Colgan transaction and attend to issues regarding same
10/10/05	15476	L.T. Perry	.80	155	124.00	8830071	Revising Motion to Reject Executory contract with WSI; drafting letter giving WSI notice of contract rejection

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10/11/05	10771	J.M. Carr	.70	430	301.00	8835577	Telephone calls V. Melwani and E. Curry re King Street and e-mail re ad hoc committee and disclosure
10/11/05	10773	S.A. Claffey	.50	410	205.00	8840562	Telephone call from David Kleiman and conference with David Kleiman regarding Grueninger offer for Ambassador and open issues related to that Letter of Intent (.5)
10/11/05	10773	S.A. Claffey	.20	410	82.00	8840566	Advise ATA and Baker & Daniels leadership teams of status with Grueninger letter of Intent respecting purchase of Ambassador (.2)
10/11/05	10773	S.A. Claffey	.20	410	82.00	8840568	Review Sean Frick and Mike Moirano and Todd Wilkins' e-mails respecting CSC purchase of Saabs (.2)
10/11/05	10773	S.A. Claffey	.30	410	123.00	8840569	Telephone call with Sean Frick regarding CSC Saab aircraft sale and final issues related thereto (.3)
10/11/05	10773	S.A. Claffey	1.20	410	492.00	8840570	Conference call with Ambassador Officer Team, including Gil Viets and Wisty Malone, Sally Brown, Anita DeCecco, and others, respecting Grueninger proposal and reworking of purchase price formula and evaluation of the Grueninger proposal to Ambassador (1.2)
10/11/05	10773	S.A. Claffey	.20	410	82.00	8840571	Telephone call from Gil Viets regarding Grueninger pricing formula (.2)
10/11/05	10605	D.A. Foster	.50	300	150.00	8838743	Working group teleconference re engines and aircraft
10/11/05	10605	D.A. Foster	2.90	300	870.00	8877994	Review fleet summary (.3); working group teleconference re same (.5); review LOI and documents re Automatic 767 (2.1)
10/11/05	10563	T.E. Hall	.40	205	82.00	8837629	Review and revise termination letter to WSI regarding contract rejection agreement (.4)
10/11/05	14863	J.C. Nelson	.70	160	112.00	8847208	Telephone calls and e-mails with S. Frick, M. Morano and T. Wilkes regarding status of CSC/Colgan transaction
10/11/05	15476	L.T. Perry	.30	155	46.50	8834982	Revising letter to WSI regarding rejection of contract and revising motion to reject the WSI contract
10/12/05	10773	S.A. Claffey	.20	410	82.00	8840641	Conference with Gil Viets regarding next steps on Grueninger proposal and regarding cash flow projections for Ambassador and respecting price calculation formula development and



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10/12/05	10773	S.A. Claffey	.20	410	82.00	8840645	timing of a potential deal with Grueninger (.2)
10/12/05	10773	S.A. Claffey	.20	410	82.00	8840648	Reply and answer Wisty Malone questions related to waiver or elimination of a independent auction for Ambassador sale (.2)
10/12/05	10773	S.A. Claffey	.20	410	82.00	8840650	Review e-mails from Gil Viets, Sean Frick, and Wisty Malone regarding Ambassador sale (.2)
10/12/05	10773	S.A. Claffey	.20	410	82.00	8840659	Review Sally Brown e-mails regarding cash flows for Ambassador and review cash flows (.2)
10/12/05	10605	D.A. Foster	.20	300	60.00	8878079	E-mail Gil Viets and review e-mail from Gil Viets, all respecting cash flow analysis for Ambassador prior to a projected closing date of a sale (.2)
10/12/05	10563	T.E. Hall	.20	205	41.00	8841359	Correspondence with K. Fedor re Automatic LOI (.2)
10/12/05	15476	L.T. Perry	.20	155	31.00	8837345	Review and revise Budapest objection motion and letter terminating WSI contract (.2)
10/13/05	10773	S.A. Claffey	.10	410	41.00	8846563	Preparing fax to Brian Hunt regarding WSI Corporation
10/13/05	10773	S.A. Claffey	.10	410	41.00	8846566	Leave voicemail message with David Kleiman regarding status of Ambassador's review of Grueninger's letter of intent (.1)
10/13/05	10563	T.E. Hall	.30	205	61.50	8848621	Conference with Sean Frick regarding Ambassador issues (.1)
10/13/05	10563	T.E. Hall	.30	205	61.50	8848626	Telephone call with B. Hunt regarding potential costs of winding down Ambassador (.3)
10/13/05	14863	J.C. Nelson	.30	160	48.00	8879498	Review motion to reject WSI contract and revise same (.3)
10/14/05	10773	S.A. Claffey	.30	410	123.00	8846461	Finalize letter rejecting WSI Corporation agreement and research regarding same
10/14/05	10773	S.A. Claffey	.40	410	164.00	8846464	E-mails with Wisty Malone regarding Grueninger purchase price analysis and issues and related cash flow analysis for Ambassador pre-closing (.3)
							Telephone call from David Kleiman, counsel for Grueninger, regarding status of Ambassador's review of letter of intent and Grueninger's business concerns respecting Ambassador's membership retention and respecting timing of any possible closing (.4)

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10/14/05	10773	S.A. Claffey	.20	410	82.00	8846479	Telephone call from Gil Viets regarding Ambassador projections and implications (.2)
10/14/05	10773	S.A. Claffey	2.40	410	984.00	8846492	Meeting with Wisty Malone, Sally Brown, Anita DeCecco, and numerous other ATA and Ambassador officers and managers at ATA respecting Ambassador cash flow projections, Ambassador calculation of purchase price adjustments per Grueninger formula, and issues related to sale to Grueninger or other interested parties (2.4)
10/14/05	10605	D.A. Foster	1.80	300	540.00	8869458	Review and revise Automatic Letter of Intent (1.5); review Wilmington comments to plan and disclosure (.3)
10/14/05	10605	D.A. Foster	.20	300	60.00	8878171	Review correspondence re GECAS IL011 (.2)
10/14/05	10563	T.E. Hall	.20	205	41.00	8848600	Further e-mails on Prime Flight contract rejection (.2)
10/16/05	10773	S.A. Claffey	.30	410	123.00	8846255	E-mails with Gil Viets regarding Ambassador sale and e-mails with David Kleiman regarding Grueninger letter of intent and arranging for a meeting to work through terms of letter of intent (.3)
10/16/05	10773	S.A. Claffey	.40	410	164.00	8846335	Review new Excel sheet analysis of liabilities to be retained and assumed in connection with Grueninger transaction for Ambassador, and with respect to calculation of price in accordance with Grueninger price calculation methodology; and forward same with comments in an e-mail to David Kleiman, with a request for a meeting to finalize terms of letter of intent (.4)
10/18/05	10773	S.A. Claffey	.40	410	164.00	8851588	Conferences with Sean Frick and Frank Conway respecting final decisions of Ambassador and ATA respecting negotiations with Grueninger (.4)
10/18/05	10773	S.A. Claffey	.20	410	82.00	8851590	Attempted to reach Alan Zuckerman, an interested potential purchaser of Ambassador (.2)
10/18/05	14863	J.C. Nelson	.20	160	32.00	8879424	Review e-mails regarding new proposal by CSC/Colgan to purchase for cash
10/19/05	10771	J.M. Carr	.50	430	215.00	8852808	Attention to e-mail from Jack E. Robinson re potential investor, e-mails and telephone calls Jefferies and management

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Date	Atty	Name	Hours	Rate	Value	Index	Description
10/19/05	10773	S.A. Claffey	2.50	410	1,025.00	8852971	Participate in meeting with David Kleinman, John Abels and Kevin Hamernik, all counsel and representatives of Gruening Tours, to negotiate terms for Letter of Intent for purchase of Ambassador, with Gil Viets participating (2.5)
10/19/05	10773	S.A. Claffey	.50	410	205.00	8852976	Post negotiation meeting with Gil Viets to review open issues and determine what steps should be taken to address those open issues respecting the sale of Ambassador and respecting erroneous information being distributed by certain Ambassador Officers (.5)
10/19/05	10773	S.A. Claffey	.10	410	41.00	8852978	Telephone conference with Sean Frick respecting proposed timing for purchase of Ambassador assets (.1)
10/19/05	10773	S.A. Claffey	.30	410	123.00	8852986	Follow up telephone conferences with Gil Viets respecting Ambassador sale to Gruening and respecting Waveland refund issues (.3)
10/19/05	10773	S.A. Claffey	.70	410	287.00	8852993	Telephone conference with Alan Zuckerman respecting his investment group's interest in a potential acquisition of Ambassador assets and respecting potential cooperative effort by his group with Gruening (.7)
10/19/05	10773	S.A. Claffey	.20	410	82.00	8852995	Telephone call to David Kleinman, Gruening's counsel, regarding Alan Zuckerman's inquiries and potential cooperative effort by the Zuckerman Group with Gruening (.2)
10/19/05	10773	S.A. Claffey	.80	410	328.00	8853003	Telephone conference with Sean Frick and Frank Conway regarding timing and issues related to Gruening purchase of Ambassador, respecting operating steps to be taken to reduce Ambassador cash burn, and respecting issues related to personnel conduct (.8)
10/19/05	10773	S.A. Claffey	.20	410	82.00	8853006	Further conference with David Kleinman, counsel for Gruening, respecting Letter of Intent (.2)
10/19/05	14863	J.C. Nelson	.30	160	48.00	8858683	Telephone call with J. Graham regarding extending GE deal regarding ECMP program in connection with CSC/Colgan sale (.1); draft e-mail to M. Moraino indicating possible issue with Bankruptcy Court approval order (.2)
10/20/05	10773	S.A. Claffey	.30	410	123.00	8860494	E-mail with representatives of ATCA

Client Manager: S.A. Claffey S.A. Claffey  
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 Client: 0002184 ATA Airlines, Inc.  
 Matter: 0002184.0005146 Restructuring

Proforma No.: 565819 as of 10/31/05  
 Requested By: knsmith on 04/10/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
10/20/05	10773	S.A. Claffey	.10	410	41.00	8860498	regarding status of sale of Ambassador and regarding ATCA's opportunity to bid on purchase of Ambassador (.3) Conference with Jon Abels, counsel for Grueninger, regarding the Ambassador/Grueninger Letter of Intent (.1)
10/20/05	10773	S.A. Claffey	.20	410	82.00	8860500	Second conference with Jon Abels, counsel for Grueninger, and e-mail with Jon Abels regarding Grueninger's request for expense reimbursement provisions in Letter of Intent (.2) Telephone calls from and e-mails with Gil Viets regarding status of negotiations with Grueninger and contacts with other potential purchasers and regarding new issues being raised by Grueninger (.1) Telephone call with Jon Abels to obtain withdrawal of expense reimbursement request by Grueninger (.1)
10/20/05	10773	S.A. Claffey	.10	410	41.00	8860506	Work on revised Letter of Intent for Grueninger (1.3) E-mails with ATA and review of e-mails from CSC and Colgan regarding Saab sale and Colgan financing (.2) Conference with Sean Frick and Gil Viets regarding Letter of Intent for sale of Ambassador and Amber and final provisions to be included therein (.3) Conference with Jon Abels, counsel for Grueninger, regarding Letter of Intent and forward redrafted Letter of Intent to Jon Abels for his review (.2) Check over revisions to Letter of Intent to confirm that all revisions to Ambassador/Grueninger Letter of Intent to confirm that all intended revisions were included (.3)
10/20/05	10773	S.A. Claffey	.30	410	123.00	8860547	Conference with Jon Abels regarding specific language to be included in revised Letter of Intent (.2) Conference with Jon Abels regarding his concerns related to "new lease" condition in Letter of Intent (.1) Conference call with Frank Conway, Sean Frick, Gil Viets, Sally Brown, Brian Hunt and others regarding Grueninger go forward operational process and limited
10/20/05	10773	S.A. Claffey	.20	410	82.00	8860556	
10/20/05	10773	S.A. Claffey	.10	410	41.00	8860560	
10/20/05	10773	S.A. Claffey	1.40	410	574.00	8860566	

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Date	Atty	Name	Hours	Rate	Value	Index	Description
10/20/05	10773	S.A. Claffey	.50	410	205.00	8860568	utilization of ATA cash resources to support Ambassador during sale transition period (1.4) Work on Grueninger Asset Purchase Agreement, as requested by Dann Pecar (.5)
10/20/05	13062	J.F.W. Fleming	2.80	170	476.00	8855557	Draft Motion to approve letter of intent with Automatic and corresponding order
10/20/05	13062	J.F.W. Fleming	.60	170	102.00	8855560	Coordinate review of committee, ATSB and Southwest of Automatic letter of intent
10/20/05	10605	D.A. Foster	.40	300	120.00	8878223	Telephone conference with J. Fleming re Automatic LOI (.4)
10/20/05	10563	T.E. Hall	.30	205	61.50	8864573	Attend to e-mail regarding Discover agreement (.3)
10/20/05	14863	J.C. Nelson	1.00	160	160.00	8860801	Telephone call with M. Herre regarding hearing date for approval of Automatic 767 deal (.1); investigate status of orders allowing entry into 767-300 leases without further court order and available hearing dates (.9)
10/20/05	14863	J.C. Nelson	.40	160	64.00	8861279	E-mail to P. Maskell and M. Moraino regarding fact that ATA will not commit to a deal until the documents are signed (.1); review approval order approving CSC/Colgan transaction to determine if it allows transfer of title to Colgan's potential lender (.3)
10/21/05	10773	S.A. Claffey	.40	410	164.00	8860580	Conference with Jon Abels and Kevin Hamernik, counsel and financial consultant for Grueninger, regarding Grueninger's conclusion that Ambassador is not being operated in the ordinary course or in accordance with so-called current practices and that changes in Ambassador's operations by reason of limited financial resources are not in accordance with requirements of Letter of Intent and debate same (.4)
10/21/05	10773	S.A. Claffey	.20	410	82.00	8860587	Telephone call with Jon Abels and Kevin Hamernik per directions of Frank Conway and John Denison (.2)
10/21/05	10773	S.A. Claffey	.20	410	82.00	8860589	Prepare e-mail to Frank Conway and Sean Frick regarding Letter of Intent with Grueninger and other developments with Grueninger respecting Ambassador purchase (.2)

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Date	Atty	Name	Hours	Rate	Value	Index	Description
10/21/05	10773	S.A. Claffey	.40	410	164.00	8860598	Attention to Amendment of Sale Procedures Order and the filing of a Sale Order Motion, etc., in order to effect a sale to Grueninger of Ambassador and Amber Travel assets (.4)
10/21/05	10773	S.A. Claffey	1.00	410	410.00	8860600	Revise and finalize initial draft of Asset Purchase Agreement for Ambassador and Amber Travel assets for Grueninger (1.0)
10/22/05	14863	J.C. Nelson	2.70	160	432.00	8857588	Revise CSC/Colgan transaction documents to reflect that the deal will be for cash
10/23/05	14863	J.C. Nelson	1.50	160	240.00	8857293	Revise CSC/Colgan closing documents to reflect an all-cash transaction
10/24/05	10773	S.A. Claffey	.10	410	41.00	8861911	Review e-mail from David Kleiman, counsel for Grueninger, regarding Ambassador's current operations not being in the ordinary course and in violation of its commitments under its Letter of Intent (.1)
10/24/05	10773	S.A. Claffey	.10	410	41.00	8861916	Prepare e-mail to Frank Conway and Sean Frick regarding David Kleiman's assertions (.1)
10/24/05	10773	S.A. Claffey	.10	410	41.00	8861919	E-mails with Lisa Beckerman regarding Ambassador sale status (.1)
10/24/05	10773	S.A. Claffey	.30	410	123.00	8861942	Conference with Sean Frick regarding Ambassador reply to David Kleiman's concerns (.3)
10/24/05	10773	S.A. Claffey	.20	410	82.00	8861945	Conference with Terry Hall on special terms to be included in sale motion for Ambassador sale to Grueninger (.2)
10/24/05	10773	S.A. Claffey	.20	410	82.00	8861956	Telephone call from Gil Viets regarding ATCA calls and inquiries (.2)
10/24/05	10773	S.A. Claffey	.60	410	246.00	8861958	Prepare lengthy e-mail to David Kleiman regarding Grueninger issues and Ambassador proposed approaches and solutions (.6)
10/24/05	10605	D.A. Foster	4.00	300	1,200.00	8869498	Telephone conference with J. Graber [REDACTED] (.3); [REDACTED] (1.8); correspondence with J. Graber and M. Herne re same (.3); revise same (.4); review revised Automatic LOI (1.0); telephone conference with M. Herne (.2) Attend to question regarding contract negotiations from B. Hunt (.3) Begin draft amendment to sale procedure motion for Ambassador (2.0)
10/24/05	10563	T.E. Hall	.30	205	61.50	8862684	
10/24/05	10563	T.E. Hall	2.00	205	410.00	8862694	

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Date	Atty	Name	Hours	Rate	Value	Index	Description
10/24/05	10563	T.E. Hall	.40	205	82.00	8862706	Attend to issues related to aircraft leases under New Business Plan for reduced service (.4)
10/24/05	14863	J.C. Nelson	1.40	160	224.00	8861526	Revise CSC/Colgan transaction Asset Purchase Agreement and ATA Bill of Sale to reflect a cash deal and e-mails to M. Moraino and P. Maskell regarding same Telephone conference with David Kleiman regarding substantial concerns and issues of Grueninger respecting current operational mode of Ambassadorair (.3)
10/25/05	10773	S.A. Claffey	.30	410	123.00	8862009	Telephone conference with Sean Frick and Frank Conway regarding Grueninger concerns and assembly of a meeting today with Grueninger (.2)
10/25/05	10773	S.A. Claffey	.20	410	82.00	8862010	Telephone conference with David Kleiman to organize a meeting with Grueninger (.2)
10/25/05	10773	S.A. Claffey	.20	410	82.00	8862014	Participate in lengthy meeting with Grueninger representatives and counsel at ATA offices, together with Frank Conway, Sean Frick and David Kleiman (1.7)
10/25/05	10773	S.A. Claffey	1.70	410	697.00	8862017	Post meeting conferences with ATA Officers respecting Grueninger issues and go forward processes (.5)
10/25/05	10773	S.A. Claffey	.50	410	205.00	8862019	Conferences with David Kleiman regarding motions to be filed and approaches to be used with respect to those motions and processes to be proposed for court room auction (.6)
10/25/05	10773	S.A. Claffey	.60	410	246.00	8862022	E-mails and telephone calls with ATA Officers and with Gil Viets respecting Grueninger issues, sales process, and assisting Grueninger in due diligence matters (.4)
10/25/05	10773	S.A. Claffey	.40	410	164.00	8862027	Telephone conference with Lisa Beckerman and Bruce Kaufman respecting status of Ambassadorair sale efforts, status of CSC/Colgan proposed Saab purchase, status of IAA/Regions negotiations and closing, and with regard to other matters of interest related to ATA reorganization (.8)
10/25/05	10773	S.A. Claffey	.80	410	328.00	8862034	Telephone conference with David Kleiman regarding need to obtain a replacement Letter of Intent and regarding communications with Alan Zuckerman (.1)
10/25/05	10773	S.A. Claffey	.10	410	41.00	8862172	Attention to finalization of motion to
10/25/05	10773	S.A. Claffey	.20	410	82.00	8862181	

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10/25/05	10773	S.A. Claffey	.60	410	246.00	8862196	amend sales procedures related to sale of Ambassador assets and motion for approval of sale to Grueninger (.2) Review e-mail from Chris Reed of ATCA and prepare detailed e-mail response answering each of his questions and providing to ATCA information needed by it to become a competing bidder in the sale of Ambassador (.6)
10/25/05	10773	S.A. Claffey	.10	410	41.00	8862202	E-mail to potential ATCA investor respecting her questions (.1)
10/25/05	10563	T.E. Hall	.20	205	41.00	8862802	Attend to order granting authority to execute IAA transaction agreement (.2)
10/25/05	10563	T.E. Hall	.40	205	82.00	8862817	Attend to motion to amend Ambassador/Amber Sale Motion regarding call with Buyer's Counsel (.4)
10/25/05	10563	T.E. Hall	1.80	205	369.00	8862819	Continue revision of Ambassador/Amber Sale Motion (1.8)
10/25/05	14863	J.C. Nelson	.40	160	64.00	8876335	Telephone call with P. Maskell regarding closing of ATA/CSC/Colgan Transaction
10/26/05	10773	S.A. Claffey	.20	410	82.00	8868965	Conference with Jeff Nelson regarding status of Colgan submission of financing commitment and specifics regarding a closing date and review replies from Mike Moirano regarding Colgan financing (.2)
10/26/05	10773	S.A. Claffey	.50	410	205.00	8868968	Review draft motion regarding Grueninger sale and provide suggested revisions (.5)
10/26/05	10773	S.A. Claffey	.30	410	123.00	8868972	Conference with Gil Viets regarding Grueninger negotiations and regarding ATCA questions (.3)
10/26/05	10773	S.A. Claffey	.30	410	123.00	8868975	Conference with Gil Viets regarding 2006 reservations booking by Ambassador (.3)
10/26/05	10773	S.A. Claffey	.30	410	123.00	8868978	Review expense reimbursement demand of Waveland LLC (.3)
10/26/05	10773	S.A. Claffey	.20	410	82.00	8868985	E-mails to David Kleiman and from David Kleiman regarding draft sale motion and go forward issues relating to Grueninger Letter of Intent and acquisition (.2)
10/26/05	10773	S.A. Claffey	.30	410	123.00	8869013	E-mail to ATA Officers regarding Waveland expense reimbursement request and Adelphi contract issues (.3)
10/26/05	10773	S.A. Claffey	.10	410	41.00	8869015	E-mail with Jon Abels regarding signature pages (.1)
10/26/05	10773	S.A. Claffey	.30	410	123.00	8869019	Review and okay Grueninger changes to



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Date	Atty	Name	Hours	Rate	Value	Index	Description
10/26/05	10773	S.A. Claffey	.30	410	123.00	8869020	proposed motion for approval of sale (.3)
10/26/05	10563	T.E. Hall	3.10	205	635.50	8864610	Review Colgan financing "commitment" and review web site of proposed financing source (.3)
10/26/05	14863	J.C. Nelson	.70	160	112.00	8876189	Continue draft of motion to amend sale procedures - Ambassador, review and revise same, and telephone calls with counsel for Grueninger (3.1)
10/26/05	10847	R.K. Stanley	.30	410	123.00	8869114	Attend to a number of miscellaneous issues regarding CSC/Colgan Transaction
10/27/05	10773	S.A. Claffey	.30	410	123.00	8869049	Read and reply to email from S. Claffey regarding possible HSR filing
10/27/05	10773	S.A. Claffey	.30	410	123.00	8869055	Telephone conference with Gil Viets regarding Ambassador sale matters (.3)
10/27/05	10773	S.A. Claffey	.20	410	82.00	8869056	Provide additional comments respecting revisions to be made to finalize motion for approval of sale of Ambassador and Amber Travel assets to Grueninger Tours (.3)
10/27/05	10773	S.A. Claffey	1.00	410	410.00	8869060	Review exclusivity extension motion and provide comments (.2)
10/27/05	10773	S.A. Claffey	.10	410	41.00	8869061	Participate in telephone conference respecting Ambassador sale strategies and process, with Frank Conway, Sean Frick, Wisty Malone, Gil Viets and others, including attention to questions raised by Erika Grueninger (1.0)
10/27/05	10773	S.A. Claffey	.10	410	41.00	8869063	Telephone call from Gil Viets regarding clarification of sale process to ATCA (.1)
10/27/05	10773	S.A. Claffey	.10	410	41.00	8869064	Attention to deposit of Grueninger earnest money deposit of \$100,000 (.1)
10/27/05	10605	D.A. Foster	5.00	300	1,500.00	8879304	Telephone call to Jon Abels to confirm their directions to exclude references to the not-for-profit corporation in the sale motion (.1)
							Review revised Automatic LOI (1.1); SkyWorks/ATA working group teleconference (.6); telephone conference with J. Graber re Automatic LOI (.3); review 767 procedure motion (.8); correspondence with committee counsel re Automatic LOI (.3); telephone conference with M. Mandel re same (.3); revising Automatic LOI (.4); review committee comments to same (.5);

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10/27/05	10563	T.E. Hall	2.00	205	410.00	8867495	telephone conference with J. Graber re same (.3); telephone conference with T. Hall re motion timing re same (.4); review final Automatic LOI (.5)
10/27/05	14863	J.C. Nelson	.30	160	48.00	8876485	Review and revise Ambassadorair motion to amend order on sale and file same;
10/27/05	14863	J.C. Nelson	.30	160	48.00	8876501	Coordinate with Buyer's counsel (2.0) Review comments to ATA Bill of Sale received from Colgan
10/28/05	10773	S.A. Claffey	.40	410	164.00	8877822	Attend to various e-mails regarding CSC/Colgan transaction and deal with GE issues related to same
10/28/05	10773	S.A. Claffey	.20	410	82.00	8877826	Review and respond to general e-mails from ATA Officers respecting various reorganization and asset disposition matters (.4)
10/28/05	10773	S.A. Claffey	.20	410	82.00	8877854	E-mails with Gil Viets regarding Ambassadorair sale issues (.2)
10/28/05	10773	S.A. Claffey	.20	410	82.00	8877860	E-mail to David Kleiman, counsel for Grueninger, regarding due diligence by other potential purchasers (.2)
10/28/05	10773	S.A. Claffey	.20	410	82.00	8877869	Attention to timing of closing with CSC/Colgan and final terms of Asset Purchase Agreement for a cash purchase price (.2)
10/28/05	10773	S.A. Claffey	.20	410	82.00	8877876	Send executed Letter of Intent for sale of Ambassadorair and Amber Travel assets to Grueninger, to U.S. Trustee, Counsel for ATSB, and Counsel for Southwest (.2)
10/28/05	13062	J.F.W. Fleming	2.20	170	374.00	8877184	Prepare check list with items to be addressed for sale of Ambassadorair to Grueninger (.2)
10/28/05	10605	D.A. Foster	.90	300	270.00	8879349	Coordinate and file motion for approval of Automatic L.L.C. transaction
10/28/05	10847	R.K. Stanley	.30	410	123.00	8879537	Review and revise motion and order for approval of Automatic LOI
10/28/05	10847	R.K. Stanley	.50	410	205.00	8879541	Planning for potential HSR filing Conference call with B. Hunt and S. Claffey regarding 4(c) document collection
10/28/05	10847	R.K. Stanley	.30	410	123.00	8879546	Strategy conference with J. Jenkins regarding HSR antitrust analysis
10/29/05	10773	S.A. Claffey	.30	410	123.00	8874619	Review e-mails from Doug Yakola, John Denison and Jefferies counsel and address each (.3)
10/29/05	10773	S.A. Claffey	.50	410	205.00	8874624	Review e-mail from Southwest counsel requesting details respecting assets and liabilities to be sold and assumed in connection with sale of Ambassadorair

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10/29/05	10773	S.A. Claffey	.30	410	123.00	8874643	and Amber Travel assets to Grueninger Tours and prepare detailed response to same (.5) Review title report on Saab aircraft and prepare e-mails to address obtaining pre petition lien releases from ATSB collateral agent and to investigate status of purported mechanic's lien filed by Embraer (.3) Attention to obtaining approval of a motion for amendment of sales procedures for sale of Ambassador assets (.1) Conference with G. Viets regarding meeting called by Mike Grueninger (.2) Review aircraft/engine status report (.3); telephone conference with T. Hall re 96-97 EETC settlement (.2); review term sheet and adequate protection stipulation re same (1.0); telephone conference with J. Graber re Q (.2); review Wilmington Comments to Plan (.8); telephone conference with M. Mandel re fleet plan (.2) Telephone call with R. Rosenberg regarding adequate protection and extension of 96-97 FETC Lease Agreement (.5) Begin draft of second revised order on sale of Ambassador (1.6) Investigate and attend to numerous issues regarding releasing the liens asserted by the ATSB and Embraer on the Saab assets to be sold to Colgan
10/31/05	10773	S.A. Claffey	.10	410	41.00	8894745	
10/31/05	10773	S.A. Claffey	.20	410	82.00	8894746	
10/31/05	10605	D.A. Foster	2.70	300	810.00	8879393	
10/31/05	10563	T.E. Hall	.50	205	102.50	8882229	
10/31/05	10563	T.E. Hall	1.60	205	328.00	8882246	
10/31/05	14863	J.C. Nelson	2.00	160	320.00	8878489	
<b>Total for B002</b>			36.10	155.00			
<b>B003 BUSINESS OPERATIONS</b>							
10/03/05	10773	S.A. Claffey	.30	410	123.00	8830648	Conference with Brian Hunt respecting John Denison Employment Agreement (.3) Further e-mails with Doug Yakola regarding IAA and City of Chicago lease issues (.2) Review and respond to general e-mails from ATA Officers respecting business matters (.3) Attend to e-mails and voicemails regarding various issues related to ongoing business and court motions (1.6) Goodrich meeting (1.0)
10/03/05	10773	S.A. Claffey	.20	410	82.00	8830666	
10/03/05	10773	S.A. Claffey	.30	410	123.00	8830671	
10/03/05	10563	T.E. Hall	1.60	205	328.00	8821426	
10/03/05	10563	T.E. Hall	1.00	205	205.00	8821438	



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Date	Atty	Name	Hours	Rate	Value	Index	Description
10/04/05	10813	M.K. Lisher	2.10	355	745.50	8825687	Southwest's acquisition of preferred stock in connection with payments to creditors Telephone call from D. Yakola; Telephone call to L. Dorocke; report to D. Yakola; review revised maintenance facility sublease; telephone call with D. Yakola Review confidentiality agreement with Jetscape forwarded by A. Hirsch at Skyworks
10/04/05	14863	J.C. Nelson	.10	160	16.00	8842593	Revising Notice of Amended Schedules Bar Date and Order granting motion requesting the establishment of an amended schedules bar date to incorporate comments from the Committee Review written consents appointing new board members of Holdings' subsidiaries and transmit same to B. Hunt Telephone conference with L. Linton regarding list of prior applicants and comparison to class members from OFCCP settlement (.2); drafted correspondence forwarding executed settlement agreement to client (.3)
10/04/05	14863	J.C. Nelson	.50	160	80.00	8842711	Telephone call from Gil Viets regarding Board Meeting Agenda and matters to be reviewed and discussed (.2) Conference with Jim Carr regarding ATA Board Meeting and matters to be reviewed and approved by the Board in order to proceed with Plan and interim DIP financing (.2)
10/04/05	14863	J.C. Nelson	.50	160	80.00	8843058	Attention to Regents Bank sublease issues and provide responses and positions to be taken in the negotiations to Mary Lisher (.3)
10/04/05	10376	A.A. Pickell	.50	170	85.00	8831821	Participate in lengthy meeting at ATA with all ATA Senior Officers regarding current investor proposals, [REDACTED] and regarding satisfaction of other investor conditions; and regarding alternative plan approaches for ATA and related Southwest issues (4.0)
10/05/05	10773	S.A. Claffey	.20	410	82.00	8831104	Finalize Resolutions respecting ATA sublease from Continental Telephone call with W. Ponader
10/05/05	10773	S.A. Claffey	.20	410	82.00	8831115	
10/05/05	10773	S.A. Claffey	.30	410	123.00	8831152	
10/05/05	10773	S.A. Claffey	4.00	410	1,640.00	8831166	
10/05/05	13062	J.F.W. Fleming	.20	170	34.00	8825162	
10/05/05	10563	T.E. Hall	.80	205	164.00	8824834	

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Date	Atty	Name	Hours	Rate	Value	Index	Description
10/05/05	10563	T.E. Hall	.20	205	41.00	8824855	regarding preferences/contracts claims (.8) Attend to latest Discover request regarding closing/sale of C8 and Ambassador (.2)
10/05/05	10808	J.R. Jenkins	.30	375	112.50	8829008	Conference with S. Claffey - HSR issues
10/05/05	10813	M.K. Lisher	8.80	355	3,124.00	8825909	Telephone call with D. Yakola; email from L. Dorocke and B. Beldin; discuss email with S. Claffey; meet with D. Yakola, B. Beldin and L. Dorocke regarding Maintenance Facility Sublease; revise assignment of lease
10/06/05	10773	S.A. Claffey	.30	410	123.00	8831258	E-mails regarding ILFC lease issues and questions [REDACTED] and review and respond to Chicago lease questions raised by Doug Yakola (.3)
10/06/05	10773	S.A. Claffey	.30	410	123.00	8831261	Further review of HSR issues related to new equity investment alternatives (.3)
10/06/05	10773	S.A. Claffey	.20	410	82.00	8831263	Attention to IAA negotiations and Regents negotiations and resolution of final open points (.2)
10/06/05	10773	S.A. Claffey	.50	410	205.00	8831267	ILFC aircraft lease to identify financial covenants and operating covenants [REDACTED] (.5)
10/06/05	10773	S.A. Claffey	.50	410	205.00	8831282	Review new equity investment proposals (.5)
10/06/05	10773	S.A. Claffey	.20	410	82.00	8831285	Telephone call from Gil Viets regarding Board matters and issues (.2)
10/06/05	10773	S.A. Claffey	.10	410	41.00	8831289	Conference with Sean Frick regarding miscellaneous general corporate matters (.1)
10/06/05	10773	S.A. Claffey	.20	410	82.00	8831296	E-mails with Doug Yakola regarding IAA status and potential unwillingness of IAA Board to approve Master Agreement and new leases (.2)
10/06/05	10563	T.E. Hall	.50	205	102.50	8829424	Return telephone call to I. Gabriel (Discover) and telephone call to W. Malone regarding Discover issues related to sale of Ambassador and Amber Travel (.5)
10/06/05	10808	J.R. Jenkins	.40	375	150.00	8829063	Conference with R. Stanley; conference with S. Claffey - HSR issues
10/06/05	10813	M.K. Lisher	1.80	355	639.00	8836606	Check revisions to subleases; review assignment of lease; email to L. Dorocke, B. Beldin and D. Yakola

Client Manager: S.A. Claffey  
 Matter Manager: 10773  
 Client: 0002184  
 Matter: 0002184.0005146 Restructuring

Proforma No.: 565819 as of 10/31/05  
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Date	Atty	Name	Hours	Rate	Value	Index	Description
10/07/05	10773	S.A. Claffey	.40	410	164.00	8831353	Review Henry Efroymson questions regarding ATA decision not to consolidate Chicago Express with ATA Airlines under Plan of Reorganization and prepare explanation/response to Mr. Efroymson regarding his question (.4)
10/07/05	10773	S.A. Claffey	.10	410	41.00	8831366	Review Sally Brown e-mails (.1)
10/07/05	10773	S.A. Claffey	.30	410	123.00	8831381	E-mails from Sean Frick regarding Southwest proposal and evaluate Hart Scot Rodino application to same (.3)
10/07/05	10773	S.A. Claffey	.40	410	164.00	8831384	Mark-up new draft of John Denison Employment Agreement with Creditors' Committee comments and other comments received to date (.4)
10/07/05	10813	M.K. Lisher	1.60	355	568.00	8836645	Emails with D. Yakola regarding status; telephone call to B. Duncan regarding date for Master Agreement extension; prepare and circulate amendment to Master Agreement; review/mark-up IAA/Regions Maintenance Facility Lease and Operations Center Lease - easement language
10/07/05	14863	J.C. Nelson	.70	160	112.00	8880578	Review SBC lease amendments and e-mail from P. Smith regarding same
10/08/05	10771	J.M. Carr	.90	430	387.00	8830371	Telephone calls and e-mails S. Frick, J. Graber and F. Conway re status
10/10/05	10771	J.M. Carr	.80	430	344.00	8830924	Preparation for meetings with management
10/10/05	10771	J.M. Carr	3.40	430	1,462.00	8830930	Meetings with J. Denison, S. Frick, F. Conway, J. Graber and telephone calls with Jefferies and Bain
10/10/05	10773	S.A. Claffey	.40	410	164.00	8840518	E-mails with Brian Hunt, John Denison, and Baker & Daniels attorneys regarding John Denison Employment Agreement, the filing of a motion for approval, execution, and final corrections to same (.4)
10/10/05	10808	J.R. Jenkins	2.40	375	900.00	8838810	Conference with S. Claffey; conference with J. Aschleman; research - HSR issues re new Investors and Southwest; conference with B. Hunt - HSR issues; conference with R. Stanley - HSR issues; conference with J. Kimpel - HSR issues; research
10/10/05	10813	M.K. Lisher	2.40	355	852.00	8837077	Email IAA/Regions easement revisions to L. Dorocke; review email from D. Yakola; review sublease revisions and email comments to L. Dorocke and B. Beldin; email final corporate campus lease to J. Weiss; study exhibits for

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Proforma No.: 565819 as of 10/31/05

S.A. Claffey  
 ATA Airlines, Inc.  
 Restructuring

Requested By: knsmith on 04/10/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
10/10/05	14863	J.C. Nelson	5.30	160	848.00	8843876	corporate campus lease Review amendments to SBC equipment leases forwarded by P. Smith and revise same
10/10/05	10847	R.K. Stanley	.50	410	205.00	8836139	Research and report to S. Claffey matters related to pre-merger notification requirements under Hart-Scott-Rodino Act (specifically time limit in aggregation)
10/11/05	10771	J.M. Carr	2.20	430	946.00	8835556	Participate in board meeting
10/11/05	10773	S.A. Claffey	.20	410	82.00	8840560	Conference with Jim Carr regarding ALPA disclosures and relationship matters (.2)
10/11/05	10773	S.A. Claffey	.20	410	82.00	8840573	E-mails with Doug Yakola regarding Chicago lease matters (.2)
10/11/05	10563	T.E. Hall	1.60	205	328.00	8837592	Attend to issues related to ALPA settlement motion and declaration in support and coordinate with Court and service parties and participate in hearing (1.6)
10/11/05	10808	J.R. Jenkins	1.10	375	412.50	8838915	Conference with S. Claffey; conference with J. Aschleman; conference with J. Kimpel - HSR issues
10/11/05	10813	M.K. Lisher	.80	355	284.00	8837184	Respond to D. Yakola about FedEx use of hangar bay; telephone call with L. Doroche regarding reservation of easement language in Operations Center Lease
10/11/05	14863	J.C. Nelson	3.50	160	560.00	8847201	Continue revision of amendments to lease schedules and revise same
10/11/05	10830	H.A. Pfeiffer	2.30	360	828.00	8836878	Review and revise AAP's for Chicago and corporate
10/11/05	10566	C.K. Springer	.40	250	100.00	8843976	Research ADA reasonable accommodation issue under seniority system
10/12/05	10771	J.M. Carr	1.40	430	602.00	8839507	Meeting with J. Denison, F. Conway, S. Frick et al. and telephone call with M. Shulte re various issues re status and strategy
10/12/05	10771	J.M. Carr	.50	430	215.00	8839534	Telephone call with F. Conway and S. Frick re update re call with Compass and status and strategy
10/12/05	10773	S.A. Claffey	4.80	410	1,968.00	8840626	Participate in lengthy meeting with John Denison, Sean Frick, Frank Conway, and from time to time, other ATA Officers at ATA respecting reorganization plan and numerous issues related thereto, participate in conference call with MatlinPatterson and with Jefferies Officers and with



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Date	Atty	Name	Hours	Rate	Value	Index	Description
10/12/05	10773	S.A. Claffey	.20	410	82.00	8840637	Mark Schulte (each a separate conference call), and participate in side conferences regarding Southwest requirements for continuation of Codeshare and financing and Southwest offer; also regarding MatlinPatterson proposal and ATA evaluation of same and issues related to implementation and satisfaction of that proposal and its requirements; also regarding ATSB dovetailing into proposed arrangements with Southwest and MatlinPatterson; also regarding revisions regarding plan of reorganization and business plan, and regarding numerous business and reorganization matters (4.8)
10/12/05	10813	M.K. Lisher	.30	355	106.50	8842433	Meeting with Brian Hunt regarding John Denison Employment Agreement signing, timing of 8K respecting this new Employment Agreement, and also discuss current matters related to revised plan of reorganization and requisite Board approvals for revisions to plan (.2)
10/12/05	14863	J.C. Nelson	.20	160	32.00	8847873	Telephone call to/from L. Dorocke; report to D. Yakola
10/12/05	10830	H.A. Pfeiffer	.40	360	144.00	8840405	E-mail response to Committee inquiry regarding Amended Schedules Bar Date and response to IAA reply and telephone call with A. Ferrante regarding same Preparation for and conference with T. Pickell regarding revisions to Chicago and Corporate Affirmative Action Programs for 2005
10/12/05	10376	A.A. Pickell	1.80	170	306.00	8851654	Conference with H. Pfeiffer re: Affirmative Action Programs for Corporate and Midway; telephone conference with OFCCP regarding selection of census job group for Executives; telephone conference with L. Linton regarding weighted factors for availability analysis; revised Affirmative Action Programs; drafted correspondence to client analyzing potential problem areas
10/13/05	13062	J.F.W. Fleming	.80	170	136.00	8844281	Review existing letter of Intent between ATA and lessors
10/13/05	10813	M.K. Lisher	2.10	355	745.50	8849157	Email from/to J. Weiss; telephone call with D. Yakola; telephone call with L. Dorocke; review emails from B. Beldin

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Date	Atty	Name	Hours	Rate	Value	Index	Description
10/13/05	10830	H.A. Pfeiffer	.60	360	216.00	8844976	regarding lease extension; review Indiana Administrative Employee exhibit and telephone call with D. Yakola regarding the same Review Conciliation Agreement regarding obligations to mail notices; strategize regarding fact that client does not have addresses for hundreds of potential class members Telephone conference with L. Linton regarding contact information for class members; conference with H. Pfeiffer regarding same; telephone conference with OFCCP regarding class members without address information Telephone call and e-mails S. Frick re status and strategy Review appraisal obtained from Navigant of ATA's maintenance facility lease in Indianapolis and prepare e-mail to Gerald Ancel regarding potential refinancing options related to maintenance facility debt and retention of maintenance facility lease, in the event current negotiations with IAA collapse (.3) Review and comment on Letter of Intent from Automatic for lease of B767-328ER aircraft Telephone call regarding preference reports, status, and Committee (.8) Telephone call from B. Duncan regarding inclusion of "corporate headquarters" covenant in lease; report to D. Yakola; review lease language; discuss "corporate headquarters" language and "domiciled in Indiana" language with D. Yakola; propose language regarding December 31 date; telephone call with S. Claffey and with D. Yakola; revise lease language to include "corporate headquarters" in rental increase condition; email and telephone call to D. Yakola regarding issue with that approach (how much will rent increase); email to B. Duncan that concept not acceptable Telephone call with ATA re Dallas meeting October 17
10/13/05	10376	A.A. Pickell	.60	170	102.00	8851831	
10/14/05	10771	J.M. Carr	.50	430	215.00	8845795	
10/14/05	10773	S.A. Claffey	.30	410	123.00	8846468	
10/14/05	13062	J.F.W. Fleming	.80	170	136.00	8848282	
10/14/05	10563	T.E. Hall	.80	205	164.00	8848597	
10/14/05	10813	M.K. Lisher	3.50	355	1,242.50	8849185	
10/15/05	10771	J.M. Carr	.40	430	172.00	8845815	

Date	Atty	Name	Hours	Rate	Value	Index	Description
10/16/05	10773	S.A. Claffey	.30	410	123.00	8846315	Telephone conference with Mary Lisher respecting new last minute demand by IAA corporate office lease contain an affirmative covenant by ATA to retain its corporate headquarters at the Indianapolis Airport, with penalty of default and full liability under lease on breach (.3)
10/16/05	10813	M.K. Lisher	1.50	355	532.50	8849198	IAA/Regions Operations Center and Maintenance Facility Leases: Review changes and mark up exhibit and documents
10/17/05	10563	T.E. Hall	.30	205	61.50	8848773	Telephone call with outside counsel regarding aircraft rejection order (.3)
10/17/05	10813	M.K. Lisher	5.50	355	1,952.50	8849200	Check sublease revisions; mark up further changes and email to L. Dorocke; emails regarding "corporate headquarters" issue; review latest revisions to Regions Maintenance Facility Lease and Operations Center Lease and email D. Yakola regarding possible effect on ATA licensing of hangars; telephone call from D. Yakola regarding Corporate Campus Lease and Maintenance Facility Lease; telephone call to B. Duncan (left message); telephone call with D. Yakola regarding third party maintenance issue and casualty insurance issue for Operations Center Sublease; email to L. Dorocke regarding sublease issue; email to all parties regarding outstanding issues for IAA/Regions Maintenance Facility Lease and Operations Center Lease Review SBC Schedule 007 sent by P. Smith in connection with review and revising a restructuring agreement regarding the same
10/17/05	14863	J.C. Nelson	.60	160	96.00	8879105	Drafting Motion For An Entry Of An Order Extending Reorganizing Debtors' Time To Assume Or Reject Unexpired Leases Of Nonresidential Real Property Revised Affirmative Action Reports for Corporate and Chicago Midway based upon revised availability percentages for the Supervisors job group received from L. Linton
10/17/05	15476	L.T. Perry	2.80	155	434.00	8847204	Review and respond to numerous e-mails from ATA Officers (.2)
10/17/05	10376	A.A. Pickell	.60	170	102.00	8851723	
10/18/05	10773	S.A. Claffey	.20	410	82.00	8851592	