

Proforma No.: 578994 as of 12/31/05
 Requested By: elite man on 01/13/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
12/01/05	B001 10769	ASSET ANALYSIS AND RECOVERY J.R. Burns	1.10	375	412.50	8998400	Research re ordinary course defense issues and consideration of strategy in dealing with same
12/01/05	15667	M.F. Juba	4.20	160	672.00	8960137	[Preference litigation]: Legal research re standard required in the Southern District of Indiana and the Seventh Circuit generally, for proving ordinary course in regards to alleged preferences (2.5); legal research re Seventh Circuit treatment and expectations of a chapter 11 debtor's preference analysis when comparing payment data prior to and during the preference period (1.7)
12/05/05	10769	J.R. Burns	.30	375	112.50	9002814	Work on preference issues and strategy
12/05/05	10769	J.R. Burns	.30	375	112.50	9002819	Correspondence to J. Carr and follow-up re preference issues
12/05/05	10304	M.A. Werling	1.10	240	264.00	8967161	Follow-up attention to cross-default, use agreement analysis, consideration of City of Chicago's position re same (1.0); telephone conference with W. Ponader re Kelly Scott Madison preference issues (.1)
12/06/05	10769	J.R. Burns	.50	375	187.50	9004269	Follow-up re preference claims and exchange email re Navigant; conference re same
12/07/05	10769	J.R. Burns	1.20	375	450.00	9004450	Consideration of Creditors' Committee inquiry re preference issues and exchange correspondence with W. Ponader re same (.6); work on Midway lease issues (.6)
12/08/05	10769	J.R. Burns	.50	375	187.50	9006122	Follow-up re preference recovery issues and readiness for pursuing
12/09/05	10304	M.A. Werling	7.00	240	1,680.00	8979619	Prepare for and participate in conference call re Kelly Scott Madison preference issues (1.0); work on City of Chicago Disclosure Statement objection analysis (5.0); work on 502(b)(6) rejection cap damage computations; conferences with B. Hunt, Navigant re same (1.0)
12/21/05	15667	M.F. Juba	2.70	160	432.00	9005738	Research and work on preference demand letters and preference complaints in preparation for seeking the return of funds paid to creditors during the preference period

UNBILLED SERVICES

Client Manager: S.A. Claffey
 Matter Manager: 10773

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S.A. Claffey
 ATA Airlines, Inc.
 0002184
 0002184.0005146 Restructuring

Date	Atty	Name	Hours	Rate	Value	Index	Description
12/22/05	15667	M.F. Juba	1.60	160	256.00	9005793	Legal research re ordinary course defenses to preference actions pursuant to the Seventh Circuit and as applied by the bankruptcy courts within the Seventh Circuit
12/23/05	10769	J.R. Burns	.50	375	187.50	9009825	Follow-up re status of proceedings and preparation for filing preference claims
12/28/05	12982	J.L. Faulkner	.30	140	42.00	9006837	Confer with M. Werling re status of preference vendors and demand letter
12/28/05	10304	M.A. Werling	.30	240	72.00	9010683	Office conference with paralegal re preference letter templates, form of complaint; review documents re same
Total for B001			21.60	5,068.00			
B002 ASSET DISPOSITION							
12/01/05	10771	J.M. Carr	.80	430	344.00	8970331	E-mails and telephone calls re DOT approval of codeshare agreement and other issues
12/01/05	10605	D.A. Foster	3.70	300	1,110.00	8974611	Conference with Max Barnes re 96 EETC questions concerning noteholder rights (.3); review correspondence from J. Graber re termination of Automatic LOI (.2); review same and draft termination notice (1.5); correspondence with J. Graber and K. Fedor re same (.2); preparation for and participate in teleconference with Milbank re EETC settlement (1.0); teleconference with J. Graber and S. Frick re same (.5)
12/02/05	10769	J.R. Burns	1.00	375	375.00	8998736	Telephone call with S. Claffey re Chicago Midway issues and follow-up telephone call with M. Werling re necessary research and analysis of documents
12/02/05	10769	J.R. Burns	2.00	375	750.00	8998738	Review and analysis of Chicago Midway agreements and consideration of issues leading to allegations of breach and the consequences thereof
12/02/05	10769	J.R. Burns	2.20	375	825.00	8998810	Analysis of Ground Lease, Use Agreement and Redevelopment Agreement
12/02/05	10769	J.R. Burns	.60	375	225.00	8998822	Continue work on Midway Lease issues
12/02/05	10771	J.M. Carr	2.80	430	1,204.00	8960437	Telephone calls J. Denison, D. Yakola, S. Frick re Chicago transaction and SWA/ATSB dispute
12/02/05	10771	J.M. Carr	.70	430	301.00	8960439	Review documents re 2004 and 2005 gate transfers
12/02/05	10771	J.M. Carr	.50	430	215.00	8960441	Telephone call D. Heroy re Chicago and ATSB/SWA situations
12/02/05	10773	S.A. Claffey	.20	410	82.00	8959063	E-mails with Southwest personnel

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Date	Atty	Name	Hours	Rate	Value	Index	Description
12/02/05	10773	S.A. Claffey	.20	410	82.00	8959064	respecting Chicago gate sales documents (.2) Evaluate Chicago options in light of further communications by Esther Tryban Telser (.2)
12/02/05	10773	S.A. Claffey	1.00	410	410.00	8959065	Lengthy and comprehensive discussions with John Denison, Sean Frick, and other ATA officers in and out of conference regarding Chicago cross-default issues and proposed Chicago language in term sheet and stipulation and numerous related issues pertaining to the Chicago matter and MatlinPatterson requirements (1.0)
12/02/05	10773	S.A. Claffey	.80	410	328.00	8959066	Further work on Chicago issues and evaluation of research being uncovered (.8)
12/02/05	10605	D.A. Foster	2.70	300	810.00	8974716	Preparation for and participate in teleconference with J. Graber, S. Frick, R. Rosenberg and E. Gewirtz re 96-97 EETC settlement (1.3); teleconference with S. Frick and J. Graber re same (.4); outline potential settlement points re same (1.0)
12/02/05	15667	M.F. Juba	10.20	160	1,632.00	8960160	Legal research re cross-default provisions, integration, indivisibility, and severability among multiple contracts under federal and Indiana state law (8.1); examine and analyze redevelopment agreement, use agreement, and ground lease (1.8); evaluate applicability of case law to present agreement with J. Burns, M. Werling and J. Carr (.3)
12/02/05	10304	M.A. Werling	8.00	240	1,920.00	8959574	Work on legal research re cross-default provisions, related issues under Ground Lease, Use Agreement; office conference summarizing findings re same mitigation numbers
12/02/05	10862	J.H. Yeager Jr.	.30	400	120.00	8981751	[Lease rejection claims:] Work on Follow-up re lease and related issues at Chicago Midway
12/03/05	10769	J.R. Burns	.90	375	337.50	8998887	E-mails regarding Chicago cross-default issues and its language demands, and prepare e-mail regarding problems with revised City of Chicago language demands (.2)
12/03/05	10773	S.A. Claffey	.20	410	82.00	8959615	Review UAL legal briefs and arguments regarding cross-default on two separate
12/03/05	10773	S.A. Claffey	.40	410	164.00	8959639	

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Date	Atty	Name	Hours	Rate	Value	Index	Description
12/04/05	10771	J.M. Carr	1.50	430	645.00	8960473	lease agreements with City of Chicago (.4) Conference call Sidley and Akin Gump re ATSB/SWA dispute, Chicago issues re gate transaction and cross-default re Training Center lease, and other issues Review lease cross-default and related issue research findings (.5) Legal research re cross-default provisions, integration, indivisibility, and severability among multiple contracts under federal and Indiana state law (5.4); prepare extensive memo re same (3.2); examine and analyze redevelopment agreement, use agreement, and ground lease, with specific attention toward cross-default provisions, guarantees, and integration clauses (1.5)
12/04/05	10773	S.A. Claffey	.50	410	205.00	8962315	Follow-up research re cross default provisions under Ground Lease, Use Agreement; prepare summary memo re same
12/04/05	15667	M.F. Juba	10.10	160	1,616.00	8960219	Follow-up re Midway issues and review research re same Review draft ATSB/SWA settlement agreement
12/04/05	10304	M.A. Werling	3.50	240	840.00	8959602	Telephone calls and e-mails D. Lenihan, B. Collins, S. Reisman re settlement agreement, scheduling cash use stipulation
12/05/05	10769	J.R. Burns	.50	375	187.50	9002784	Telephone calls J. Denison, D. Yakola re Chicago situation
12/05/05	10771	J.M. Carr	.40	430	172.00	8961489	Meeting with Doug Yakola regarding Chicago cross-default strategies and UAL cross-default litigation with the City of Chicago and implications and learnings therefrom and respecting commitment of Southwest to provide a backup gate to ATA (.4)
12/05/05	10771	J.M. Carr	.90	430	387.00	8961538	Meeting with Brian Hunt and telephone call to David Kleiman regarding Gruening's objections to Ambassador's request for cost reimbursements (.2)
12/05/05	10771	J.M. Carr	.70	430	301.00	8962238	E-mails with David Kleiman regarding Gruening cost pass through issues and prepare e-mail to Brian Hunt regarding this same issue (.2)
12/05/05	10773	S.A. Claffey	.40	410	164.00	8968633	Telephone conference with R. Rosenberg
12/05/05	10773	S.A. Claffey	.20	410	82.00	8968636	
12/05/05	10773	S.A. Claffey	.20	410	82.00	8968678	
12/05/05	10605	D.A. Foster	5.70	300	1,710.00	8974756	

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12/05/05	10296	K.H. Hagan	.30	155	46.50	8967210	re 96-97 EETC settlement (.3); telephone conference with J. Graber re same (.4); consideration of potential settlement terms (1.2); review ATA proposed terms (.5); teleconference with ATA and Milbank re same (.8); review Milbank terms (.5); telephone conferences with company re same (1.5); teleconference with J. Denison and MatlinPatterson re same (.5)
12/05/05	15667	M.F. Juba	5.00	160	800.00	8966731	[Lease rejection claim]: Multiple emails re claims objections Legal research re cross-defaults and ripeness of assumption issue (4.3); examine lease language for same as to all three agreements at issue (.7)
12/05/05	10862	J.H. Yeager Jr.	1.20	400	480.00	8981953	[Lease rejection claims]: Review Sommer Barnard calculations (); work Nelson claim calculations (); work on further calculations of mitigation amounts and tax claims ()
12/06/05	10771	J.M. Carr	2.20	430	946.00	8963853	Draft order re gate transfer and revise term sheet
12/06/05	10771	J.M. Carr	.60	430	258.00	8964034	Review drafts settlement agreement ATSB/SWA re gate transaction
12/06/05	10771	J.M. Carr	.90	430	387.00	8964069	E-mails S. Snick re DOT approval codeshare with various constituents re various issues
12/06/05	10773	S.A. Claffey	.40	410	164.00	8968721	Conference with Jim Carr regarding ATSB restructuring problems and issues with Southwest respecting return of gate proceeds and related timing problems (.4)
12/06/05	10773	S.A. Claffey	.40	410	164.00	8968726	E-mails with David Kleiman regarding Ambassador/Grueninger disputes on cost pass throughs (.4)
12/06/05	10773	S.A. Claffey	.30	410	123.00	8968730	E-mails with David Kleiman and Brian Hunt regarding cost reimbursement dispute between Ambassador and Grueninger (.3)
12/06/05	10605	D.A. Foster	5.20	300	1,560.00	8975734	Preparation for and participate in conference call with ATA, MatlinPatterson and SkyWorks re open issues (.6); attention to resolving 96-97 EETC settlement issues (1.6); teleconference with J. Graber and S. Frick re same (.4); prepare revised settlement term sheet (.5); telephone conference with Milbank re same (1.0);

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12/06/05	10563	T.E. Hall	.60	205	123.00	8969132	preparation for and teleconference with ATA, Milbank and BAE re same (1.1) Attend to e-mails from creditors regarding assumption/rejection of contracts/leases (.6)
12/06/05	15667	M.F. Juba	6.00	160	960.00	8966782	Legal research re financing agreement argument proposed by the City as compared to examining leases as "true leases" under the Code, subject to limitations set forth in Section 502(b)(6) (3.4); examine and analyze lease language re Midway Airport Revenue Bonds and payment structures for each agreement to assess the true lease and finance agreement arguments (2.2)
12/06/05	10862	J.H. Yeager Jr.	2.50	400	1,000.00	8982079	[Lease rejection claims]: Review correspondence from and telephone call with Jill Levi re Finova discovery (.4); preparation for and attendance at Omnibus hearing (1.1); work on Finova administrative claim (1.0)
12/07/05	10771	J.M. Carr	.80	430	344.00	8970367	Telephone call representatives EETC landlords re rights offering
12/07/05	10771	J.M. Carr	.60	430	258.00	8970369	Telephone call I. Beckerman re ATSB/SWA settlement and various other issues
12/07/05	10605	D.A. Foster	1.70	300	510.00	8975824	Telephone conference with J. Graber re EETC settlement (.3); revise term sheet re same (.4); telephone conference with J. Graber and E. Gewirtz re same (.5); telephone conference with R. Rosenberg re same (.2); telephone conference with J. Graber re same (.3)
12/07/05	10296	K.H. Hagan	1.20	155	186.00	8967339	[Lease rejection claim]: Conference with J. Yeager and conference with J. Nelson re claims and claimant tracking data needed (.3); review past tracking charts, email files, correspondence with BMC for same (.5); revise BMC spreadsheet for claimant data use to J. Nelson (.3); email J. Nelson claimant data (.1)
12/07/05	15514	R.M. Hurlley	.10	170	17.00	8967102	[Lease Rejection Claims]: Conference with J. Nelson regarding rights offering and lease rejection claims (.1)
12/07/05	15667	M.F. Juba	2.00	160	320.00	8967592	Examine and analyze redevelopment agreement, ground lease, and use provisions, financing and payment

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12/07/05	10862	J.H. Yeager Jr.	2.00	400	800.00	8982268	structures, and the interrelation of the payment plans between the agreements [Lease rejection claims]: Preparation for and conference call re unsecured claim valuation for 12/9 filing (.6); work on administrative claims filed and unfiled (.9); conference call with O'Neil re same (.5)
12/08/05	10296	K.H. Hagan	.70	155	108.50	8972116	[Lease rejection claim]: Conference with R. Hurley re separate engine agreements for N516AT (.1); review files and tracking charts re engine #31449 (N516AT) (.2); emails with BMC re same (.2); emails, telephone call with BMC re new access needed for B-worx document to website changes (.2)
12/08/05	15514	R.M. Hurley	1.30	170	221.00	8968952	[Lease Rejection Claims]: Analyze FINOVA administrative claim (.9); telephone conference with J. Levi regarding same (.2); telephone conference with B. Bossack regarding same (.2)
12/08/05	15667	M.F. Juba	10.50	160	1,680.00	8970574	Legal research re whether a guarantor's obligation with respect to a lease is subject to the lease damages cap under 502(b)(6) of the Code (3.2); multiple memos analyzing same and applying the law to the leases at issue (2.0); analyze unilateral lease termination clauses in the ground lease (.3); legal research re applicability of the 502(b)(6) lease damages cap to a non-debtor lessee when the guarantor is the debtor (2.7); legal research re import of the date of the termination event, in cases analyzing the 502(b)(6) cap, to determine whether a post-petition termination of a lease according to its terms represents a pre-petition rejection (2.3)
12/08/05	10862	J.H. Yeager Jr.	2.00	400	800.00	8984351	[Lease rejection claims:] Work on valuation of Finova administration claim (1.5); telephone call Bosack re same (.2); telephone calls S. Frick re same (.3)
12/09/05	10771	J.M. Carr	.80	430	344.00	8972167	E-mails and telephone calls re proposed changes to gate restructuring term sheet
12/09/05	15514	R.M. Hurley	.30	170	51.00	8971104	[Lease Rejection Claims]: Analyze Finova administrative claim (.3)

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12/09/05	10847	R.K. Stanley	.20	410	82.00	8972663	Telephone call with R. Young - DOJ
12/09/05	10847	R.K. Stanley	.20	410	82.00	8972665	Email to J. Denison and others regarding call from R. Young - DOJ
12/09/05	10862	J.H. Yeager Jr.	1.70	400	680.00	8984389	[Lease rejection claims]: Work on disputed claims list issues (.4); work on valuation of Finova administration claim (1.3)
12/10/05	10771	J.M. Carr	1.10	430	473.00	8972237	Revise gate transaction order, e-mail re revised order and exhibits
12/13/05	10771	J.M. Carr	.90	430	387.00	8987643	Telephone calls Tryban and Lauter and e-mails re timing closing of gate transaction
12/13/05	10862	J.H. Yeager Jr.	1.10	400	440.00	8990143	[Lease rejection claim]: Work on Finova administrative claim and emails J. Levi re same
12/14/05	10862	J.H. Yeager Jr.	2.70	400	1,080.00	8990136	[Lease rejection claim]: Work on Finova administrative and unsecured claims including research on 365(d)(10) cases
12/15/05	10773	S.A. Claffey	.20	410	82.00	8994501	Review Debby Ackerman e-mail regarding City of Chicago consent letter and delay by City in approving same (.2)
12/15/05	14863	J.C. Nelson	1.80	160	288.00	8986331	Continue work on motion to reject work orders 4, 9, 10, 11, 12, 13 and 14 to the Master Software License Agreement with Sabre (1.6); Drafting motion to reject two agreements comprising a part of Work Order No. 1 to Master Software License Agreement (.2)
12/15/05	10862	J.H. Yeager Jr.	1.70	400	680.00	8990032	[Lease rejection claim]: Work on Finova administration claim, telephone call and email J. Levi re same and re unsecured claim process
12/16/05	10773	S.A. Claffey	.10	410	41.00	8994565	Conference with Elliott Levin regarding City of Chicago issues (.1)
12/16/05	10605	D.A. Foster	2.50	300	750.00	8990256	Teleconference with Yeager, O'Neil, Hall, Nelson and Frick re settlement of rejection damage claims (.4); review correspondence from J. Graber and D. Kelly re GECAS L1011 (.3); telephone conference with R. Rosenberg re new 757 leases (.3); prepare inserts to same re reporting covenants (1.5)
12/16/05	15514	R.M. Hurley	1.20	170	204.00	8988113	[Lease Rejection Claims]: Meeting with J. Yeager and J. Nelson regarding FINOVA administrative claim (.6); telephone conference with S. Frick regarding resolution of lease rejection claims (.6)

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12/16/05	10862	J.H. Yeager Jr.	1.60	400	640.00	8990007	[Lease rejection claim]; Preparation for and research on 365(d)(10) (.7); preparation for and conference call with S. Frick, M. O'Neil and B&D lawyers re unsecured claim resolution proposal (.9)
12/19/05	10771	J.M. Carr	.70	430	301.00	8991643	Work on ATSB term sheet, closing Midway gate transaction
12/19/05	10773	S.A. Claffey	.20	410	82.00	8994610	Conference with Terry Hall regarding auction sale by ATA of excess office and telephone switching equipment
12/19/05	10773	S.A. Claffey	.70	410	287.00	8994621	(.2) Meeting with Michael O'Neil and Terry Hall regarding IOFC issues on cross-defaults and on failure of Boeing to pay lease credit of \$10,000 per aircraft per month on 737-300 leased aircraft, also regarding EETC lease deal extension status, and regarding handling of Bata Leasing LLC membership interest (.7)
12/19/05	10563	T.E. Hall	.60	205	123.00	8991227	Attend to issues related to Sabre contract and meeting with Sabre regarding legal issues involved in rejecting work orders and parts of work orders (.6)
12/20/05	10771	J.M. Carr	1.10	430	473.00	8994180	Telephone calls J. Denison, D. Yakola, M. Anchobon (SWA attorney) re Chicago gate transaction
12/20/05	10771	J.M. Carr	.60	430	258.00	8994238	Review consent letter and attachments re Chicago gate transaction
12/20/05	10605	D.A. Foster	2.30	300	690.00	9008159	Correspondence with R. Rosenberg re EETC stipulation (.2); review second amendment to adequate protection stipulation re 96-97 EETC (1.0); correspondence to M. Mandel re N194 AT (.2); correspondence with S&B re motion to approve 96-97 settlement (.2); telephone conference with M. O'Neil re 194 AT (.3); review 3018 stipulation for EETCs and related correspondence (.4)
12/20/05	15514	R.M. Hurley	.20	170	34.00	8994800	[Lease Rejection Claims]: Review Wilmington Trust's motion to amend rights participation amount (.2)
12/20/05	15667	M.F. Juba	6.60	160	1,056.00	9005703	Legal research re potential split in federal circuits as to the right of

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12/21/05	10605	D.A. Foster	5.50	300	1,650.00	9008191	guarantors to assert the statutory cap under section 502(b)(6) of the Bankruptcy Code (2.5); legal research of Illinois case law and statutory language re ground leases as "true leases" (2.3); legal research re recent application of Illinois test for determining "true leases" (1.8) Review and revising purchase documents for N194AT (2.1); revise adequate protection stipulation and restructuring term sheet re 96-97 EETC (1.5); review correspondence from J. Graber re same (.3); telephone conference with J. Graber re same (.2); correspondence with R. Jensen re 194AT (.4); review lien memo re same (1.0) Review proposed Wilmington Trust new stipulation and confer with D. Foster on same (.4)
12/21/05	10563	T.E. Hall	.40	205	82.00	8996570	[Lease Rejection Claims]: Work on valuation and discovery issues re aircraft and aircraft engines, examining the leases of same, leased from US Bancorp
12/21/05	15667	M.F. Juba	1.90	160	304.00	9005743	[Lease rejection claim]: Emails and telephone calls re objection to disputed claims list
12/21/05	10862	J.H. Yeager Jr.	.50	400	200.00	9010867	Preparation for and teleconference with Dave Bosely and M. Herne re N194 AT transaction (.8); review committee comments to purchase agreement (.7); review insurance agent comments (.3); telephone conference with Michael O'Brien re same (.3); revising N194 AT purchase documents (1.1); conference with T. Hall re 96-97 term sheet (.2) Review and revise 96-97 new motion and revise term sheet and e-mail comments (.7)
12/22/05	10605	D.A. Foster	3.30	300	990.00	9008277	Attend to ILFC issues and problems (1.3) Review correspondence from J. Graber re 96-97 term sheet and telephone conference re same (.6); telephone conference with R. Stanley re ILFC leases (.2); review ILFC lease re default provisions (.3)
12/22/05	10563	T.E. Hall	.70	205	143.50	9011879	Continue attention to 96-97 EETC revision of stipulation (.6)
12/22/05	10563	T.E. Hall	1.30	205	266.50	9011887	
12/23/05	10605	D.A. Foster	1.10	300	330.00	9008308	
12/23/05	10563	T.E. Hall	.60	205	123.00	9011905	

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12/23/05	10563	T.E. Hall	.80	205	164.00	9011914	Telephone call with W. Malone and C. Smith regarding Key Equipment contracts and issues (.8)
12/23/05	10847	R.K. Stanley	.50	410	205.00	9003350	Study ILFC side letter agreement for Boeing 737-800
12/23/05	10847	R.K. Stanley	.20	410	82.00	9003353	Email to S. Frick regarding ILFC side letter agreement
12/23/05	10847	R.K. Stanley	.40	410	164.00	9003354	Telephone call with S. Frick regarding ILFC side letter agreement
12/23/05	10847	R.K. Stanley	.50	410	205.00	9003357	Analyze default provisions of ILFC leases
12/27/05	10773	S.A. Claffey	1.00	410	410.00	9015009	Telephone call from Amir Raz, Michael Yankowich, and Shelly Cohn regarding City of Chicago cross-default issue (1.0)
12/27/05	10773	S.A. Claffey	.20	410	82.00	9015012	Forward Southwest backup letter to Amir Raz, with brief explanation (.2)
12/27/05	15667	M.F. Juba	2.70	160	432.00	9005815	[Lease Rejection Claims]: Work on lease abstracts, to be utilized in resolving claims, for Saab aircraft leases
12/27/05	10847	R.K. Stanley	.50	410	205.00	9003390	Study Code provisions relating to defaults of executory contracts
12/27/05	10847	R.K. Stanley	.40	410	164.00	9003395	Conference call with S. Frick and others regarding ILFC rent subsidy issues
12/27/05	10847	R.K. Stanley	2.50	410	1,025.00	9003398	Research and analyze ILFC rent subsidy issues and related Code provisions
12/28/05	10773	S.A. Claffey	.20	410	82.00	9015426	E-mail to David Kleiman regarding Grueninger purchase of post-March trips (.2)
12/28/05	10773	S.A. Claffey	.50	410	205.00	9015440	Review Ambassador Asset Purchase Agreement and related documents regarding Grueninger's option to acquire 2006 trip contracts (.5)
12/28/05	10605	D.A. Foster	2.50	300	750.00	9015851	Review and revising 96-97 EETC Term Sheet and Adequate Protection Stipulation (1.2); telephone conference with R. Rosenberg re negotiation of same (.8); correspondence with S. Frick and J. Graber re same (.5)
12/28/05	15476	L.T. Perry	2.80	155	434.00	9007073	Drafting motion for authority to assume amended lease with SBC and corresponding order
12/28/05	15478	A.K. Ricchiuto	1.30	155	201.50	9007522	Discuss case strategy and facts with R. Stanley and S. Claffey
12/28/05	15478	A.K. Ricchiuto	.60	155	93.00	9007590	Research contract integration under California law
12/28/05	15478	A.K. Ricchiuto	2.40	155	372.00	9007800	Review client records, leases, pleadings and letter agreement

Date	Atty	Name	Hours	Rate	Value	Index	Description
12/28/05	10847	R.K. Stanley	1.20	410	492.00	9007503	regarding possible claim against ILFC Research and analyze potential claim against ILFC under aircraft lease side letter
12/28/05	10847	R.K. Stanley	.10	410	41.00	9007510	Telephone call with S. Frick regarding ILFC side letter
12/28/05	10847	R.K. Stanley	.20	410	82.00	9007515	Review schedule of ILFC/Boeing lease subsidy payments under side letter agreement
12/28/05	10847	R.K. Stanley	.30	410	123.00	9007527	Analyze Section 1110(a) elections in relation to lease subsidy issue
12/29/05	10773	S.A. Claffey	.30	410	123.00	9015542	E-mail to Wisty Malone regarding Grueninger assumption of post-March, 2006 Ambassador trip contracts (.3)
12/29/05	10773	S.A. Claffey	.20	410	82.00	9015545	E-mail from and to Wisty Malone regarding Grueninger issues (.2)
12/29/05	10773	S.A. Claffey	.10	410	41.00	9015582	Telephone call from Jon Abels regarding extension of January 2 payment date for Grueninger (.1)
12/29/05	10563	T.E. Hall	1.30	205	266.50	9014031	Attend to issues related to Boeing purchase contracts, including locating contracts and conference with attorneys handling same (1.3)
12/29/05	15478	A.K. Ricchiuto	.30	155	46.50	9015211	Telephone conferences with J. Nelson and T. Hall regarding ILFC payment schedule and lease details
12/29/05	15478	A.K. Ricchiuto	1.00	155	155.00	9015250	Research California law regarding contract forfeiture provisions as basis for recovery of ILFC subsidies
12/29/05	15478	A.K. Ricchiuto	6.40	155	992.00	9015271	Research effect of code section 365(e)(1) on ILFC's ability to discontinue lease subsidies
12/30/05	10563	T.E. Hall	.40	205	82.00	9014065	Review Key Bank settlement proposal (.4)
12/30/05	15478	A.K. Ricchiuto	.30	155	46.50	9015304	Review FAA-filed lease agreements in virtual data room
12/30/05	15478	A.K. Ricchiuto	5.40	155	837.00	9015366	Continue researching case precedent regarding code section 365(e)(1)'s affect on ILFC's ability to discontinue lease subsidies
12/30/05	10862	J.H. Yeager Jr.	1.40	400	560.00	9015983	E-mails with J. Levi (Finova counsel) and research regarding calculation of administrative claim; Section 365(d)(10)
Total for B002			52,906.00				
B003 BUSINESS OPERATIONS							
12/01/05	10771	J.M. Carr	1.10	430	473.00	8970333	E-mails, telephone calls various constituents and ATA re status and strategy
12/01/05	10773	S.A. Claffey	7.50	410	3,075.00	8955797	Day long meetings with John Denison,

Client Manager: S.A. Claffey
Matter Manager: 10773

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Client: 0002184
Matter: 0002184.0005146

ATA Airlines, Inc.
Restructuring

Requested By: elite man on 01/13/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
12/01/05	14863	J.C. Nelson	.70	160	112.00	8958964	Sean Frick, Frank Conway, Doug Yakola and Brian Hunt at ATA offices regarding: ATSB restructuring and post reorganization loan terms; Chicago gate assignment and Chicago lease assumption issues, including specifically, cross default issues related to Training Center Ground Lease; Committee and MatlinPatterson issues related to warrants; ATA satisfaction of conditions to MatlinPatterson investment, including a specific review of each conditions precedent and assignment of responsibilities for compliance among ATA officers; resolution of codeshare issues and finalization of Codeshare Agreement with Southwest; financial covenants to be included in MatlinPatterson DIP Credit Agreement; Southwest Credit Agreement Amendments; Ambassador clean up issues and Ambassador membership dues claims; Disclosure Statement revisions and modifications to Plan; John Denison Employment Agreement and other required Employment Agreements, per MatlinPatterson Term Sheet; and general issues related to restructured governance of New ATA (7.5)
12/01/05	15476	L.T. Perry	3.00	155	465.00	8959349	Review Eighth Amendment to Southwest DIP loan agreement
12/02/05	10773	S.A. Claffey	1.00	410	410.00	8959059	Drafting informational release to ATA employees regarding the disclosure statement and plan of reorganization Comprehensive review of positions being taken by City of Chicago with respect to assignment of lease rights to Southwest and respecting its insistence that ATA previously assumed Midway lease, including review of John Denison e-mail reporting on City of Chicago demands, confer with John Denison and Doug Yakola respecting City of Chicago demands, assignment of comprehensive research respecting City of Chicago's legal position and review of Training Center Ground Lease and City of Chicago Midway Facilities Lease and Use Agreement (1.0)

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Date	Atty	Name	Hours	Rate	Value	Index	Description
12/02/05	10773	S.A. Claffey	.50	410	205.00	8959062	Further attention to Chicago issues, and evaluate with Jim Carr ATA's decisions, risk associated with same, and evaluation of limited alternatives available to ATA; and further conferences with John Denison and Frank Conway regarding City of Chicago positions, and ATA decisions (.5)
12/02/05	14863	J.C. Nelson	3.00	160	480.00	8960140	Review order authorizing original SWA sale and research and attend to issues regarding assumption and enforceability of possible cross-default provision; Midway Facility Lease and review Ground Lease with the City of Chicago and research regarding same
12/03/05	10773	S.A. Claffey	.20	410	82.00	8959611	E-mails regarding New ATA Articles of Incorporation and DOT foreign ownership and market concentration issues (.2)
12/03/05	10773	S.A. Claffey	.40	410	164.00	8959632	Codeshare Agreement e-mails and begin review of Southwest revisions to Codeshare Agreement (.4)
12/03/05	10773	S.A. Claffey	.20	410	82.00	8959659	Conference with Gilles Sion regarding codeshare issues (.2)
12/03/05	14863	J.C. Nelson	.80	160	128.00	8960220	Drafting order on Gale Restructuring Motion
12/03/05	14863	J.C. Nelson	.60	160	96.00	8960221	Attend to issues regarding proposed stipulation tendered by Traveller's
12/04/05	10773	S.A. Claffey	1.00	410	410.00	8962288	Review and respond to numerous codeshare e-mails from ATA and Gilles Sion of Sidley and review Sidley redraft of Codeshare Agreement (1.0)
12/04/05	10773	S.A. Claffey	.20	410	82.00	8962297	Review and respond to general e-mails from ATA employees and officers (.2)
12/04/05	14863	J.C. Nelson	3.20	160	512.00	8960224	Drafting order on Gale Restructuring/Codeshare Motion
12/05/05	10771	J.M. Carr	.60	430	258.00	8962242	Telephone call D. Darrow and G. Sion re ALPA and other issues
12/05/05	10773	S.A. Claffey	1.40	410	574.00	8968629	Review codeshare revisions proposed by ATA personnel and by MatlinPatterson counsel and prepare for meeting and negotiations with Southwest on revisions to Codeshare Agreement (1.4)
12/05/05	10773	S.A. Claffey	3.50	410	1,435.00	8968631	Meeting at ATA with John Denison regarding Codeshare Agreement issues; telephone conference with Subodh Karnik and Gilles Sion regarding codeshare issues (3.5)
12/05/05	10773	S.A. Claffey	.10	410	41.00	8968667	Telephone call with Jim Carr to Esther Tryban Telser of City of Chicago (.1)

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Date	Atty	Name	Hours	Rate	Value	Index	Description
12/05/05	10773	S.A. Claffey	.20	410	82.00	8968673	Conference call with MatlinPatterson counsel, Jefferies representatives and MatlinPatterson representatives and John Denison regarding codeshare issues (.2)
12/05/05	10773	S.A. Claffey	.40	410	164.00	8968675	Address further e-mails from Angela Ferrante, Adams Steinberg of Jefferies, Gilles Sion, Subodh Karnik and John Denison - each a separate e-mail (.4)
12/05/05	10773	S.A. Claffey	1.30	410	533.00	8968676	Telephone conference with Gilles Sion and Subodh Karnik (and occasional participation by John Denison) regarding Codeshare Agreement issues and exhibits (1.3)
12/05/05	10773	S.A. Claffey	2.30	410	943.00	8968680	Prepare redraft of Codeshare Agreement, reflecting MatlinPatterson and ATA changes (not including any revision of exhibits) (2.3)
12/05/05	10773	S.A. Claffey	.70	410	287.00	8968681	Work on Codeshare Exhibits, including reviewing Subodh Karnik revisions to Exhibits and proposed revisions to Exhibits from MatlinPatterson (.7)
12/05/05	10808	J.R. Jenkins	.30	375	112.50	8971787	Review HSR issues
12/05/05	14863	J.C. Nelson	.20	160	32.00	8966850	Telephone call with J. Alter regarding proposed stipulation offered by Travelers
12/06/05	10771	J.M. Carr	1.90	430	817.00	8963885	Telephone calls J. Denison, S. Frick, F. Conway, W. Malone, J. Peko re various issues, status and strategy
12/06/05	10771	J.M. Carr	.50	430	215.00	8964004	Telephone call G. Sion and S. Kohn re status and strategy
12/06/05	10773	S.A. Claffey	.10	410	41.00	8968720	Telephone call from John Denison regarding codeshare matters (.1)
12/06/05	10773	S.A. Claffey	.40	410	164.00	8968722	Work on Exhibits to Codeshare Agreement (.4)
12/06/05	10773	S.A. Claffey	.20	410	82.00	8968723	Conference with John Denison, Subodh Karnik and Debby Ackerman respecting Codeshare Agreement and Exhibit issues (.2)
12/06/05	10773	S.A. Claffey	.30	410	123.00	8968724	Telephone call to Debby Ackerman and e-mail to Debby Ackerman respecting codeshare matters and amendment of Southwest Credit Agreement matters (.3)
12/06/05	10773	S.A. Claffey	.60	410	246.00	8968725	Conference with John Denison and Subodh Karnik regarding Codeshare Exhibit revisions (.6)
12/06/05	10773	S.A. Claffey	.20	410	82.00	8968727	E-mails from Sandy Sinnick regarding letter to DOT to accompany executed Codeshare Agreement (.2)

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Client: 0002184 ATA Airlines, Inc.
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Requested By: elite man on 01/13/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
12/06/05	10773	S.A. Claffey	.40	410	164.00	8968728	Further work on Codeshare Exhibits (.4)
12/06/05	10773	S.A. Claffey	.20	410	82.00	8968733	Review and respond to general e-mails from ATA officers and employees (.2)
12/06/05	10773	S.A. Claffey	.40	410	164.00	8968736	Telephone call from Kathy Olson to schedule conferences with John Denison and continued work on Codeshare Exhibits (.4)
12/06/05	10773	S.A. Claffey	1.30	410	533.00	8968737	Lengthy telephone conference negotiations with Annmarie Masters, Debby Ackerman and John Denison with respect to Codeshare Agreement provisions (1.3)
12/06/05	10773	S.A. Claffey	.30	410	123.00	8968738	Work on Codeshare Exhibits and Codeshare Agreement to revise per negotiations and per further input from ATA and MatlinPatterson (.3)
12/06/05	10773	S.A. Claffey	.20	410	82.00	8968739	E-mails to Southwest regarding Codeshare Exhibits (.2)
12/06/05	10773	S.A. Claffey	.30	410	123.00	8968741	Conference with Jim Carr and John Denison regarding ATSB terms for restructuring (.3)
12/06/05	10773	S.A. Claffey	.30	410	123.00	8968743	Work on Codeshare Exhibits with further modifications and corrections per ATA feedback and per Subodh Karnik comments (.3)
12/06/05	10563	T.E. Hall	.60	205	123.00	8969141	Review press release in ATA case and revise same (.6)
12/06/05	14863	J.C. Nelson	.70	160	112.00	8966888	Work on Gate Transfer Order
12/06/05	14863	J.C. Nelson	.60	160	96.00	8966890	Review of draft investment agreement, focusing on various bankruptcy related recitals and revising same
12/07/05	10771	J.M. Carr	.90	430	387.00	8970381	Telephone calls S. Kohn and G. Sion re various issues
12/07/05	10773	S.A. Claffey	.20	410	82.00	8968816	E-mail to John Denison regarding codeshare issues, particularly provisions limiting damages (.2)
12/07/05	10773	S.A. Claffey	.30	410	123.00	8968818	Conference with David Foster regarding Exhibit F issues related to Codeshare Agreement (.3)
12/07/05	10773	S.A. Claffey	.20	410	82.00	8968819	Telephone calls to David Foster regarding Exhibit F issues on Codeshare Agreement (.2)
12/07/05	10773	S.A. Claffey	.20	410	82.00	8968828	Conference with Jim Carr regarding multiple problems and strategies to resolve (.2)
12/07/05	10773	S.A. Claffey	1.40	410	574.00	8968832	Coordinate numerous ongoing projects for ATA reorganization and review outstanding issues, strategic blocks and action plan to resolve in a major

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Date	Atty	Name	Hours	Rate	Value	Index	Description
12/07/05	10773	S.A. Claffey	.40	410	164.00	8968834	conference call with John Denison, Frank Conway, Sean Frick, and other ATA personnel (1.4) Review Laura Wright, Annmarie Masters and Subodh Karnik e-mails respecting codeshare issues and respecting issues related to revisions to Exhibits to Codeshare Agreement (.4) Continued attention to aircraft rejection and other claims over \$1 Million and creating estimates for same for purpose of rights offering participation, including review of numerous proofs of claim, creation of a Disputed Rights Offering List and lengthy telephone call to coordinate with S&B
12/07/05	14863	J.C. Nelson	8.00	160	1,280.00	8967939	Telephone call J. Denison re status and strategy Review Subodh Karnik comments and positions regarding Frequent Flyer Program Agreement open issues (.2) Advise Jim Aschleman regarding Washington Street Aviation and 63rd Street LLC being excluded from New ATA and not being a Reorganized Company (.1) Review Exhibit C performance metric issue with respect to Codeshare Agreement Exhibits (and provide alternative solutions via e-mail to John Denison and Subodh Karnik) (.3) Report to L. Beckerman regarding status of numerous matters (.2) Review e-mails from Committee counsel and Sean Frick and ATA maintenance personnel regarding various reorganization issues and matters (.2) E-mails respecting language additions to proposed Investment Agreement and review e-mails regarding City of Chicago finance lease vs. true lease issue and implications (.4) E-mail Annmarie Masters at Southwest regarding Codeshare Agreement (.1) Conferences with Sean Frick and Vicki Ogabu regarding US Bank CoBranded Credit Card Agreement and option for ATA to reject or terminate that Agreement and its options with regard
12/08/05	10771	J.M. Carr	.60	430	258.00	8970491	
12/08/05	10773	S.A. Claffey	.20	410	82.00	8981797	
12/08/05	10773	S.A. Claffey	.10	410	41.00	8981806	
12/08/05	10773	S.A. Claffey	.30	410	123.00	8981813	
12/08/05	10773	S.A. Claffey	.20	410	82.00	8981817	
12/08/05	10773	S.A. Claffey	.20	410	82.00	8981834	
12/09/05	10773	S.A. Claffey	.40	410	164.00	8981500	
12/09/05	10773	S.A. Claffey	.10	410	41.00	8981511	
12/09/05	10773	S.A. Claffey	.30	410	123.00	8981545	

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Date	Atty	Name	Hours	Rate	Value	Index	Description
12/09/05	10773	S.A. Claffey	.20	410	82.00	8981578	to related VISA Agreement (.3) Conference with Jim Carr and Terry Hall regarding City of Chicago issues and MatlinPatterson issues which are still pending and determine strategies to resolve (.2)
12/09/05	10808	J.R. Jenkins	.10	375	37.50	8971953	Review HSR issues
12/09/05	10837	R.A. Richardson	.60	340	204.00	8972759	Telephone call with Isaac and Bryan re Discover amendments
12/10/05	10773	S.A. Claffey	.10	410	41.00	8981310	Telephone call from Sean Frick regarding general reorganization matters (.1)
12/10/05	10773	S.A. Claffey	.30	410	123.00	8981330	Reply to e-mails from Committee counsel and Southwest counsel (.3)
12/10/05	10773	S.A. Claffey	.20	410	82.00	8981352	Review e-mails from ATA officers regarding numerous logistical issues (.2)
12/11/05	10773	S.A. Claffey	.20	410	82.00	8981411	Conference with Jim Carr regarding problems related to revised projections of ATA and MatlinPatterson questions (.2)
12/11/05	14863	J.C. Nelson	.40	160	64.00	8971607	Work on Sabre issues and telephone call with G. Baker regarding same
12/12/05	10773	S.A. Claffey	.30	410	123.00	8980689	E-mails with Annmarie Masters regarding final version of Codeshare Agreement and Exhibits, review e-mails from Debby Ackerman of Southwest regarding final changes to Codeshare Agreement and Exhibits, and quick scan of final drafts provided by Southwest, and assemble and forward a final version of the Codeshare Agreement to Sandy Sinick for submission to DOT (.3)
12/12/05	10773	S.A. Claffey	.10	410	41.00	8980693	Arrange for signature pages to be sent to Sandy Sinick with respect to Codeshare Agreement (.1)
12/12/05	10773	S.A. Claffey	.20	410	82.00	8980709	Review Southwest blacklines of final revised Codeshare Agreement to confirm the changes match those previously presented (.2)
12/12/05	10773	S.A. Claffey	.20	410	82.00	8980715	Review Southwest blacklines of revised, final Exhibits to Codeshare Agreement to confirm that changes match to those previously presented (.2)
12/12/05	10773	S.A. Claffey	.30	410	123.00	8980747	E-mails with Steve Domanowski, Esther Tryban-Telser, Annmarie Masters, Subodh Karnik, and Sandy Sinick regarding matters to be resolved today and to get Codeshare Agreement filed with DOT

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Date	Atty	Name	Hours	Rate	Value	Index	Description
12/12/05	10773	S.A. Claffey	.20	410	82.00	8980757	today (.3) E-mails with Subodh Karnik and Anmarie Masters regarding final Codeshare Agreement and to Sandy Sinick regarding Exhibit H-2 to Codeshare Agreement (.2) Attention to finalization and approval of Exhibit H-2 to Codeshare Agreement and providing new copies of signature pages to Southwest for Codeshare Agreement (.3)
12/12/05	10773	S.A. Claffey	.30	410	123.00	8980794	Review Sandy Sinick e-mails regarding needed for DOT filing of Codeshare Agreement (.1) Telephone call from Richard Lauter, City of Chicago counsel, and return telephone call (.1)
12/12/05	10773	S.A. Claffey	.50	410	205.00	8980906	Review draft Amendment to Bid Proposal from Southwest counsel, Steve Domanowski, begin mark up of this document, and then prepare e-mail to Southwest counsel regarding why this proposed Amendment is not needed (.5)
12/12/05	10773	S.A. Claffey	.10	410	41.00	8980936	Conference with Sean Frick and Michelle Foley regarding press releases planned by ATA (.1)
12/12/05	10773	S.A. Claffey	.20	410	82.00	8980960	Provide Cobranded Credit Card termination language to Vicki Ogvoğu (.2)
12/12/05	10773	S.A. Claffey	.10	410	41.00	8980985	Review Sandy Sinick e-mail regarding DOT questions with respect to Codeshare Agreement, being primarily related to pricing provisions for sale of "local routes" and e-mail ATA regarding these questions (.1)
12/12/05	10563	T.E. Hall	1.00	205	205.00	8983217	Telephone call with client and MatlinPatterson regarding issues still outstanding - documents and open issues (1.0)
12/12/05	10808	J.R. Jenkins	.10	375	37.50	8975972	Review HSR issues
12/13/05	10808	J.R. Jenkins	.10	375	37.50	8996829	Correspondence - HSR closure
12/13/05	14863	J.C. Nelson	.30	160	48.00	8978644	Attend to questions from A. Steinberg regarding continuing validity of ██████████ and ██████████ confidentiality agreements executed as part of the capital raise process
12/14/05	10773	S.A. Claffey	.20	410	82.00	8994437	Confer with Sandy Sinick, ATA's FAA counsel, regarding the urgency of obtaining DOT approval of Codeshare Agreement (.2)

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Date	Atty	Name	Hours	Rate	Value	Index	Description
12/14/05	10773	S.A. Claffey	.30	410	123.00	8994441	Confer with Jim Carr regarding open items with MatlinPatterson, ATSB, Southwest, and City of Chicago (.3)
12/14/05	10773	S.A. Claffey	.20	410	82.00	8994446	Begin thinking about documents required for gate restructuring closing (.2)
12/14/05	14863	J.C. Nelson	4.80	160	768.00	8983962	Review United docket to see the position taken by Sabre regarding its various agreements with UAL (.3); begin drafting motion to reject work orders 4, 14, 1 (partial) and 9-13 of Software License Agreement
12/15/05	10773	S.A. Claffey	.20	410	82.00	8994495	Telephone call from Subodh Karnik regarding codeshare issues with Southwest (.2)
12/15/05	10773	S.A. Claffey	.40	410	164.00	8994497	E-mails with Subodh Karnik, Sean Frick and Sandy Sinick regarding DOT approval of Codeshare Agreement and information needed to obtain expedited handling of that approval process and transmit information to Mr. Sinick (.4)
12/15/05	10773	S.A. Claffey	.10	410	41.00	8994504	Review proposed press release by ATA (.1)
12/15/05	10773	S.A. Claffey	.10	410	41.00	8994505	Review e-mail from Subodh Karnik regarding DFW routes being added to Codeshare Agreement, as proposed by Southwest (.1)
12/15/05	10773	S.A. Claffey	.30	410	123.00	8994537	Preparation of ATA/US Bank Termination Agreement (.3)
12/15/05	10773	S.A. Claffey	.10	410	41.00	8994538	Obtain and forward documents to Max Barnes for filing of 8K with the SEC on the Eighth Amendment to Southwest Credit Agreement (.1)
12/15/05	10773	S.A. Claffey	.20	410	82.00	8994540	Review general e-mails from ATA officers respecting restructuring matters (.2)
12/15/05	10808	J.R. Jenkins	.20	375	75.00	8996888	Windup HSR issues
12/15/05	14863	J.C. Nelson	1.70	160	272.00	8986379	Work on confidentiality agreements with [REDACTED] and [REDACTED]
12/16/05	10773	S.A. Claffey	.10	410	41.00	8994562	Attention to execution of originals of deal documents with Southwest for Codeshare Agreement and Eighth Amendment to Credit Agreement (.1)
12/16/05	10773	S.A. Claffey	.20	410	82.00	8994563	Review and respond to general e-mails from ATA officers (.2)
12/16/05	10563	T.E. Hall	.50	205	102.50	8988901	Return telephone calls from A. Ferrante and telephone call with A. Ferrante regarding Committee issues (.5)
12/16/05	14863	J.C. Nelson	.80	160	128.00	8991214	Work on rejection of Pass Touch and Roving Agent agreements (Sabre)

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Client Manager: S.A. Claffey S.A. Claffey
 Matter Manager: 10773

Requested By: elite man on 01/13/06

Client: 0002184 ATA Airlines, Inc.
 Matter: 0002184.0005146 Restructuring

Date	Atty	Name	Hours	Rate	Value	Index	Description
12/18/05	10563	T.E. Hall	.60	205	123.00	8988933	Attend to questions regarding projections for 8K filing (.6)
12/19/05	10773	S.A. Claffey	.50	410	205.00	8994613	E-mails regarding Codeshare Amendments to add additional routes, review draft Amendment to Codeshare Agreement, conference with Sandy Sinick regarding Codeshare Amendment and its delivery to DOT, and e-mails and conferences with Sean Frick regarding Codeshare Amendment and importance of delivering information respecting the Codeshare Amendment to the DOT today (.5)
12/19/05	10773	S.A. Claffey	.20	410	82.00	8994644	Review draft Codeshare Agreement prepared by Southwest to add DFW and Houston-La Guardia (.2)
12/19/05	10773	S.A. Claffey	.10	410	41.00	8994649	Review Codeshare Agreement regarding Chicago consent and agreement requirement (.1)
12/19/05	10773	S.A. Claffey	.20	410	82.00	8994659	Review and respond to general e-mails from ATA officers (.2)
12/19/05	10773	S.A. Claffey	.30	410	123.00	8994696	Conference with Mark Barnes regarding SEC filing requirements related to Codeshare Agreement Amendment (.3)
12/19/05	10773	S.A. Claffey	.40	410	164.00	8994700	E-mail to Debby Ackerman regarding her request for identification of documents required for closing of Chicago gate transaction (.4)
12/19/05	10563	T.E. Hall	2.00	205	410.00	8991223	Regarding ILFC and Boeing - meeting with O'Neil/Claffey (2.0)
12/19/05	10563	T.E. Hall	.80	205	164.00	8991230	Communicate regarding major open issues related to MatlinPatterson investment and ATSB settlement (.8)
12/19/05	14863	J.C. Nelson	.50	160	80.00	8992510	Prepare for 12/20 meeting with Sabre by reviewing current status of negotiations
12/20/05	10773	S.A. Claffey	1.00	410	410.00	9014126	E-mails with ATA officers regarding numerous pending reorganization matters (1.0)
12/20/05	10773	S.A. Claffey	.30	410	123.00	9014138	E-mails with Bell Boyd and Southwest attorneys regarding City gate restructuring closing (.3)
12/20/05	10773	S.A. Claffey	.20	410	82.00	9014151	E-mails with Gilles Sion, MatlinPatterson attorney, and Lisa Beckerman regarding City of Chicago consent to gate restructuring and City of Chicago commitment to gate restructuring terms (.2)
12/20/05	10563	T.E. Hall	.70	205	143.50	8996225	Attend to summary of open issues in preparation for call with Company (.7)
12/20/05	10563	T.E. Hall	.10	205	20.50	8996238	Return telephone call to B. Ackerly

Client Manager: S.A. Claffey S.A. Claffey
 Matter Manager: 10773
 Client: 0002184 ATA Airlines, Inc.
 Matter: 0002184.0005146 Restructuring

Proforma No.: 578994 as of 12/31/05
 Requested By: elite man on 01/13/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
12/20/05	14863	J.C. Nelson	9.10	160	1,456.00	8996039	regarding expanded engagement for Ryan & Co. (.1)
12/21/05	10771	J.M. Carr	.80	430	344.00	8998218	Researching enforceability of cross-default provision in Software Licensing Agreement (1.1); meeting at ATA with Sabre representatives and counsel to discuss global settlement of issues(8.0)
12/21/05	10771	J.M. Carr	1.50	430	645.00	8998231	Meeting with ATA senior management re various issues including JLFPC claim, Chicago gate transaction and ATSB term sheet
12/21/05	10773	S.A. Claffey	.20	410	82.00	9014429	Conferences with Jim Carr regarding Chicago and Southwest gate restructuring issues (.2)
12/21/05	10773	S.A. Claffey	4.60	410	1,886.00	9014477	Participate in meeting at ATA offices with John Denison, Frank Conway, Sean Frick and Doug Yakola regarding numerous matters pertinent to reorganization and resolution of open legal issues, and participate in ATSB term sheet negotiations with ATSB, its counsel and MatlinPatterson and its counsel, and participate in conferences with Bob Stanley and ATA officers regarding investigation of potential claims against aircraft lessor for breach of commitments to provide lease subsidy payments (4.6)
12/21/05	10773	S.A. Claffey	.20	410	82.00	9014496	E-mails with Debby Ackerman, general counsel for Southwest, regarding Chicago gate restructuring closing (.2)
12/21/05	13062	J.F.W. Fleming	2.10	170	357.00	8999086	Obtain UCC search results from Secretary of State; review all search results to determine filings against specific Lockheed jet
12/21/05	10563	T.E. Hall	2.50	205	512.50	8996548	Meeting at ATA (Denison, Frick, Conway) regarding open issues related to emergency from Chapter 11 (2.5)
12/21/05	10563	T.E. Hall	.10	205	20.50	8996575	Return telephone call to D. Warren regarding Horton claim and contact of us by Mr. Horton (.1)
12/21/05	10563	T.E. Hall	.90	205	184.50	8996579	Attend to employee message written by M. Foley and begin revision to same (.9)
12/21/05	10563	T.E. Hall	.40	205	82.00	8996582	Attend to Key Equipment negotiations (e-mail correspondence and telephone call with Wisty Malone) (.4)
12/21/05	10847	R.K. Stanley	.50	410	205.00	8997904	Prepare for and participate in phone

Client Manager: S.A. Claffey
 Matter Manager: 10773 S.A. Claffey
 Client: 0002184 ATA Airlines, Inc.
 Matter: 0002184.0005146 Restructuring

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Requested By: elite man on 01/13/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
12/22/05	10773	S.A. Claffey	.50	410	205.00	9014562	conference with ATA management regarding potential claim involving contract with ILFC (.5)
12/22/05	10773	S.A. Claffey	.20	410	82.00	9014566	Review and respond to general e-mails from various parties, including ATA officers, related to reorganization (.5)
12/22/05	10773	S.A. Claffey	.20	410	82.00	9014569	Review revised ATSB consent letter and send comments to Dan Lenihan (.2)
12/22/05	10773	S.A. Claffey	.40	410	164.00	9014591	Telephone call from Brian Hunt regarding Board vacancy (.2)
12/22/05	10773	S.A. Claffey	.50	410	205.00	9014632	Review and revise proposed statement and update circular which ATA proposes to circulate to employees (.4)
12/22/05	10773	S.A. Claffey	.50	410	205.00	9014636	Telephone call and e-mails with Esther Tryban-Telser and review e-mails from Esther Tryban-Telser respecting the City's consent to gate restructuring (.5)
12/22/05	10773	S.A. Claffey	.40	410	164.00	9014670	E-mails to Doug Yakola regarding City of Chicago consent matters (.5)
12/22/05	13062	J.F.W. Fleming	1.10	170	187.00	9001271	Find Exhibit H-1 (actually create Exhibit H-1) for Amended and Restated Codeshare Agreement and e-mail same to Tammy Romo of Southwest (.4)
12/23/05	10773	S.A. Claffey	.10	410	41.00	9014904	Draft resolutions for sublease of Lockheed L1011 Aircraft from U.S. Bank, as trustee
12/23/05	10773	S.A. Claffey	.20	410	82.00	9014907	Conference with Sean Frick regarding Chicago issues (.1)
12/23/05	14863	J.C. Nelson	.30	160	48.00	9001185	E-mail John Denison regarding Chicago issues and work arounds (.2)
12/27/05	10773	S.A. Claffey	.30	410	123.00	9015013	Telephone call with S. Everett regarding AMR status
12/27/05	10773	S.A. Claffey	.50	410	205.00	9015036	Review and respond to general e-mails from ATA officers and other parties related to reorganization (.3)
12/27/05	10797	D.R. Hamer	.20	325	65.00	9018910	Organize ATA files and electronic folder files (.5)
12/27/05	10806	J. Jaffe	.50	370	185.00	9004089	Telephone call with C. Reimer at Meyer Brown regarding Citicorp/Diner's Club merchant agreement issues
12/27/05	14863	J.C. Nelson	4.20	160	672.00	9003482	Conference with B. Stanley regarding ILCF and Boeing aircraft lease issues

Review latest proposal from Sabre (.8); lengthy conference call with G. Baker, J. Peko and P. Smith regarding Sabre proposal as well as negotiations with SBC, Sprint and Qwest (2.2); second conference call with G. Baker, J. Hall

Matter Manager: 10773 0002184 ATA Airlines, Inc. Requested By: elite man on 01/13/06
 Matter: 0002184.0005146 Restructuring

Date	Atty	Name	Hours	Rate	Value	Index	Description
12/27/05	14863	J.C. Nelson	.20	160	32.00	9003511	and M. Sarkis regarding Sabre settlement and prepare for same (1.2) Telephone call with E. Urdiales regarding solicitation package and EEOC claim
12/28/05	10773	S.A. Claffey	.20	410	82.00	9015328	E-mails to David Heroy and Doug Yakola regarding gate closing and related steps (.2)
12/28/05	10773	S.A. Claffey	.10	410	41.00	9015330	Follow up with David Heroy on gate closing and on payment of Southwest expense reimbursement (.1)
12/28/05	10773	S.A. Claffey	.10	410	41.00	9015334	Attention to handling of retainer refund from English law firm (.1)
12/28/05	10773	S.A. Claffey	.20	410	82.00	9015335	Review and respond to voicemails and general e-mails from ATA officers (.2)
12/28/05	10773	S.A. Claffey	.20	410	82.00	9015346	Conference with John Denison regarding Department of Defense approval issue (.2)
12/28/05	10773	S.A. Claffey	.10	410	41.00	9015349	Telephone calls to John Graber regarding Department of Defense approval requirements related to change of control (.1)
12/28/05	10773	S.A. Claffey	.10	410	41.00	9015355	Conference with Brian Hunt regarding Department of Defense approval requirement related to change of control (.1)
12/28/05	10773	S.A. Claffey	.10	410	41.00	9015368	E-mails to Wisty Malone regarding payment of expense reimbursement to Southwest (.1)
12/28/05	10773	S.A. Claffey	.20	410	82.00	9015371	Conference with Sandy Sinick regarding Department of Defense approval issue (.2)
12/28/05	10773	S.A. Claffey	.10	410	41.00	9015415	Telephone call to John Graber at ATA regarding military approval issues (.1)
12/28/05	10773	S.A. Claffey	.30	410	123.00	9015433	Final coordination with ATA and conference with ATA officers regarding military Department of Defense security approvals (.3)
12/28/05	10773	S.A. Claffey	.40	410	164.00	9015442	Work on gate restructuring closing documents (.4)
12/28/05	14863	J.C. Nelson	3.70	160	592.00	9011231	Work on Qwest communications contract amendment (1.2); review final Restructuring Agreement with SBC regarding Lease Schedule 002 (.5); review buyout agreements with SBC (.5); conference call with J. Hall, G. Baker, M. Sarkis regarding Sabre settlement (1.0); revising SBC buyout agreement (.5)

Client Manager: S.A. Claffey
 Matter Manager: 10773 S.A. Claffey
 Client: 0002184 ATA Airlines, Inc.
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 Requested By: elite man on 01/13/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
12/29/05	10773	S.A. Claffey	.10	410	41.00	9015532	E-mails to Brian Hunt regarding Board of Director Resolutions for ExecuJet (.1)
12/29/05	10773	S.A. Claffey	.10	410	41.00	9015548	Letter to Brian Hunt regarding signatures on Southwest gate letter (.1)
12/29/05	10773	S.A. Claffey	2.80	410	1,148.00	9015555	Prepare revised Assignment and Assumption Agreement for transfers of Chicago gates with Southwest and confer with Doug Yakola regarding the terms of this Agreement (2.8)
12/29/05	10773	S.A. Claffey	1.70	410	697.00	9015566	Prepare a revised Permit Agreement for "subleasing" of restructured Chicago gates through to May 1, 2006, and confer with Doug Yakola regarding specific terms and conditions of this Permit Agreement (1.7)
12/29/05	10773	S.A. Claffey	.10	410	41.00	9015569	E-mails to David Heroy and Michael Aubuchon at Southwest respecting gate documents (.1)
12/29/05	10773	S.A. Claffey	.40	410	164.00	9015584	Further edits to draft Assignment and Assumption Agreement for gate restructuring (.4)
12/29/05	10773	S.A. Claffey	.30	410	123.00	9015585	E-mails and telephone conferences with Doug Yakola and another ATA officer regarding square footages to be used in gate transfer documents (.3)
12/29/05	10773	S.A. Claffey	.50	410	205.00	9015586	Final revisions to Permit Agreement with Southwest (.5)
12/29/05	10773	S.A. Claffey	.30	410	123.00	9015590	Telephone calls to ATA regarding status of gate closing and e-mails regarding Training Center Development Agreement and Illinois State Grant Agreements (.3)
12/29/05	10773	S.A. Claffey	.30	410	123.00	9015595	E-mail to Southwest respecting gate transaction issues (.3)
12/29/05	10773	S.A. Claffey	.30	410	123.00	9015598	Conference with Michael Aubuchon and Doug Yakola respecting revisions to Permit Agreement respecting exclusivity and respecting preferential rights (.3)
12/29/05	10773	S.A. Claffey	.30	410	123.00	9015602	Resend final Assignment and Assumption Agreement and Permit Agreement to Michael Aubuchon (Southwest having server problems) (.3)
12/29/05	10773	S.A. Claffey	.20	410	82.00	9015605	E-mails and conferences with John Denison regarding final documents with Southwest for gate transfers (.2)
12/29/05	10773	S.A. Claffey	.20	410	82.00	9015606	E-mail report of close of Midway gate transfer and subleasing to Committee counsel, ATSB counsel, and MatlinPatterson counsel (.2)

Client Manager: S.A. Claffey
 Matter Manager: 10773

Proforma No.: 578994 as of 12/31/05

Client: 0002184 ATA Airlines, Inc.
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Requested By: elite man on 01/13/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
12/29/05	10563	T.E. Hall	.70	205	143.50	9014026	Attend to e-mail correspondence and letter filed with Court regarding Farnsworth (telephone call with P. Villars) (.7)
12/29/05	10563	T.E. Hall	.40	205	82.00	9014097	Review and revise agenda for hearing on January 3, 2006, including conferring with counsel for issues on the hearing (.4)
12/29/05	14863	J.C. Nelson	1.00	160	160.00	9011649	Attend to issues with ILFC and lease subsidizing
12/29/05	14863	J.C. Nelson	.30	160	48.00	9011660	Attend to issues with approving new term sheet regarding 96197 EETC aircraft
12/29/05	14863	J.C. Nelson	1.70	160	272.00	9011707	Revisions to proposal sent by Sabre and telephone call with G. Baker regarding same
12/30/05	10773	S.A. Claffey	.20	410	82.00	9015624	E-mails with Michael Aubuchon regarding follow up with City of Chicago on gate transfer matters (.2)
12/30/05	10773	S.A. Claffey	.20	410	82.00	9015627	E-mails with Michael Aubuchon regarding additional post-close follow up matters with Southwest (.2)
12/30/05	14863	J.C. Nelson	1.10	160	176.00	9016136	Attend to finalizing Sabre agreement
Total for B003			134.70	39,453.50			
B004 CASE ADMINISTRATION							
12/01/05	10414	S.B. Laughlin	1.00	130	130.00	8961188	Attention to service of orders (.1); attempt to file Ernst & Young's fee application following e-mails with P. McGuire (.1); electronically file monthly operating report and e-mail C. Foster regarding same (.2); finalize/electronically file Certificate of Mailing (.3); draft, finalize and electronically file Notice of Submission of Amended Exhibit following consultation with T. Hall regarding revised Denison employment agreement (.3)
12/02/05	10771	J.M. Carr	.80	430	344.00	8960445	E-mails Akin Gump, Sidley et al. re various issues
12/02/05	10776	G.N. Dale	.30	315	94.50	8967361	Voicemail from/telephone call with B. Hunt regarding WARN matters (Martinka/Gandalf line of cases) and WARN extension notices regarding 4 employees in hanger site; review WARN regulations regarding same and research file regarding same
12/02/05	10563	T.E. Hall	1.70	205	348.50	8959508	Attend to final schedule revisions and telephone call with Wisty Malone to

Client Manager: S.A. Claffey
Matter Manager: 10773

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Client: 0002184
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Requested By: elite man on 01/13/06

S.A. Claffey
ATA Airlines, Inc.
Restructuring

Date	Atty	Name	Hours	Rate	Value	Index	Description
12/02/05	10414	S.B. Laughlin	3.50	130	455.00	8961197	approve parameters of \$500.00 in materiality and no improvement in position (1.7) Review status spreadsheet regarding commitment letter order (.1); scan application and exhibits and finalize/electronically file Ernst & Young's fee application following e-mails and telephone call from P. McGuire (.7); draft notice (.1); review docket regarding order on sixteenth DIP stipulation (.1); review docket, update status spreadsheet and 12/6 agenda (.9); work on finalizing and electronically filing amended schedules and statements of financial affairs, including consultations with T. Hall and V. Bakhshian (1.6) Voicemail from/telephone call with B. Hunt regarding WARN issues (vacation pay); research regarding same Research re initial preference list Prepare demand letter Prepare follow-up letter Prepare merge documents Respond to numerous e-mails regarding status of various documents from Committee (.3) Revise agenda for ATA hearing and coordinate for tomorrow's hearing (1.0) Review docket, update master status spreadsheet and hearing sheet (1.2); print numerous pleadings and prepare hearing files (1.7); attention to service issue (.1); finalize/electronically file agenda (.5); draft, finalize and electronically file Notice of Continuance (.2); revise agenda and print documents following filing of additional objections (.4) Telephone call from R. Young Leave voice message for R. Young regarding December 9 hearing Email from D. Beddow (MP) Leave voice message for D. Beddow (MP) Final review of WARN research regarding vacation pay; telephone call with B. Hunt regarding same (vacation pay
12/05/05	10776	G.N. Dale	2.30	315	724.50	8967623	
12/05/05	12982	J.L. Faulkner	1.80	140	252.00	8973450	
12/05/05	12982	J.L. Faulkner	.50	140	70.00	8973451	
12/05/05	12982	J.L. Faulkner	.50	140	70.00	8973452	
12/05/05	12982	J.L. Faulkner	.70	140	98.00	8973453	
12/05/05	10563	T.E. Hall	.30	205	61.50	8969090	
12/05/05	10563	T.E. Hall	1.00	205	205.00	8969106	
12/05/05	10414	S.B. Laughlin	4.10	130	533.00	8963311	
12/05/05	10847	R.K. Stanley	.10	410	41.00	8972418	
12/05/05	10847	R.K. Stanley	.10	410	41.00	8972423	
12/05/05	10847	R.K. Stanley	.10	410	41.00	8972425	
12/05/05	10847	R.K. Stanley	.10	410	41.00	8972428	
12/06/05	10776	G.N. Dale	.30	315	94.50	8967683	

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

Requested By: eliteman on 01/13/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
12/06/05	12982	J.L. Faulkner	2.80	140	392.00	8973435	included as WARN damages/liability)
12/06/05	10563	T.E. Hall	1.50	205	307.50	8969125	Research preference vendors Prepare for, revise agenda, and attend omnibus hearing (1.5)
12/06/05	10414	S.B. Laughlin	1.80	130	234.00	8963562	Update hearing files (.1); telephone call to P. Trimble regarding change in hearing date (.1); revise, finalize and electronically file amended agenda (.4); filing/organization (.2); revise, finalize and upload order on objection deadline extension following consultations with T. Hall and J. Nelson (.2); finalize and electronically file Certificates of Mailing (.5); draft 12/9 agenda (.3)
12/07/05	10414	S.B. Laughlin	4.70	130	611.00	8970797	Travel to and from northside office to deliver draft documents to D. Foster (.1.1); attention to service of orders (.3); revise agenda (.4); review docket and update master status spreadsheet (.8); update hearing files (.3); finalize/electronically file Certificates of Mailing (.8); draft, finalize and upload order on continued matters following review of minute entry (.5); draft agenda (.3); filing/organization (.2)
12/08/05	10771	J.M. Carr	.40	430	172.00	8970470	E-mail to constituents re new hearing date
12/08/05	10776	G.N. Dale	.40	315	126.00	8970080	Conference call with client regarding WARN damages and vacation pay issues (highlight and e-mail Tinder decision to client regarding same)
12/08/05	10414	S.B. Laughlin	3.60	130	468.00	8970801	Draft Notice of Continuance following e-mail from T. Hall, telephone call to P. Trimble regarding dial-in and telephone call to K. Goss regarding hearing time (.5); revise agenda (.3); e-mails with J. Bartlett regarding reclamation claims (.1); finalize/electronically file Certificate of Mailing (.3); revise notice (.2); update master status spreadsheet regarding Viacom following e-mail from J. Nelson (.1); finalize/electronically file continuance notice (.2); forward sealed Codeshare exhibit to S. Frick following telephone call (.1); prepare subfiles

Date	Atty	Name	Hours	Rate	Value	Index	Description
12/09/05	10773	S.A. Claffey	1.00	410	410.00	8981495	and organize documents and conference room following consultation with T. Hall regarding organization of Plan, Disclosure Statement and associated documents in preparation for meeting (1.4); finalize/electronically file Paul Hastings' fee application following e-mail from K. Traxler (.3); draft hearing notice and forward to C. Davidson (.1).
12/09/05	10414	S.B. Laughlin	3.20	130	416.00	8970814	Participate in Baker & Daniels/ATA team conference and meeting regarding all aspects of work to be accomplished yet this week and to establish deadlines and responsibilities for all hearings to be prepared for documentation to be held next week (1.0) Finalize/electronically file Seventeenth DIP Stipulation, upload order and e-mail R. Andis (.3); attention to service of order (.1); prepare exhibit regarding Investment Agreement following e-mail from T. Hall (.4); review docket and update master status spreadsheet and hearing files (1.0); draft Notice of Filing following consultation with T. Hall (.7); revise agenda (.1); finalize and electronically file schedule amendments following e-mails with K. Martin (.5); e-mail Court regarding amendment fees (.1)
12/10/05	10771	J.M. Carr	.50	430	215.00	8972238	Draft pleading re notice filing re gate transaction
12/10/05	10771	J.M. Carr	.40	430	172.00	8972252	Draft pleading re notice filing re DIP order and exhibits
12/10/05	10771	J.M. Carr	.40	430	172.00	8972256	Telephone call G. Sion re various documents including warrant term sheet, minority rights term sheet
12/10/05	10773	S.A. Claffey	.20	410	82.00	8981325	Check with Jim Carr regarding open items (.2)
12/11/05	10414	S.B. Laughlin	1.70	130	221.00	9002636	Obtain copies of numerous recent filings and prepare copies for hearing files and update agenda regarding same (1.7)
12/12/05	10771	J.M. Carr	1.50	430	645.00	8980517	Travel to New Albany
12/12/05	10771	J.M. Carr	1.50	430	645.00	8980524	Travel from New Albany
12/12/05	10773	S.A. Claffey	.30	410	123.00	8980971	Status report to Jim Carr and Terry Hall regarding all matters being

Client Manager: S.A. Claffey
Matter Manager: 10773

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Client: 0002184 ATA Airlines, Inc.
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Requested By: elite man on 01/13/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
12/12/05	10563	T.E. Hall	2.00	205	410.00	8983204	handled by me (.3) Participate in the hearing on the Disclosure Statement and other issues (2.0)
12/12/05	10414	S.B. Laughlin	3.60	130	468.00	8987945	Review, finalize and electronically file agenda and update hearing files (.6); consultation with T. Hall and J. Nelson regarding notice filing (.2); finalize/electronically file clean and blackline of motions and forward same to Greenebaum Doll (1.5); attention to service of orders (.1); revise, finalize and electronically file notice filing (.2); e-mails with V. Bakhshian and J. Nelson regarding confirmation notice (.2); review docket and internet search for Jerry Hall's contact information following telephone calls with L. Faust (.3); revise, finalize and upload Denison employment order (.3); finalize/electronically file Certificate of Mailing (.2) Review pleadings and draft hearing notices regarding claims objections (.4); consultation with T. Hall regarding order (.1); review docket and update master status spreadsheet (.6); attention to service issues (.2); draft, finalize and electronically file Notice of Telephonic Status Conference (.3)
12/13/05	10414	S.B. Laughlin	1.60	130	208.00	8987967	Arrangements for filing proposed orders E-mails various parties re entry of orders Telephone call with Matlin Patters on next steps to confirmation and effective date (.7)
12/14/05	10771	J.M. Carr	.70	430	301.00	8989151	Telephone call with Company regarding next steps to confirmation and effective date, including final exhibits (.5)
12/14/05	10771	J.M. Carr	.80	430	344.00	8989156	Telephone call from R. Andis regarding status of order (.1); consultation with P. Moffit and J. Carr regarding orders (.1); finalize/upload gate restructuring order and MP DIP order (.5); update agenda (.6); revise orders following receipt of comments and upload (.9); attention to service
12/14/05	10563	T.E. Hall	.70	205	143.50	8983320	
12/14/05	10563	T.E. Hall	.50	205	102.50	8983324	
12/14/05	10414	S.B. Laughlin	6.50	130	845.00	8987983	

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

Proforma No.: 578994 as of 12/31/05
 Requested By: elite man on 01/13/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
12/15/05	10563	T.E. Hall	1.20	205	246.00	8988747	issues (.1); work on disclosure statement and solicitation procedures orders (including assembling exhibits; numerous telephone calls with K. Goss, L. Young, C. Davidson and L. Smith regarding problems with order upload; create list of documents related to plan and disclosure statement) (4.1); messages with B. Smith regarding fee application filing (.1)
12/15/05	10414	S.B. Laughlin	.90	130	117.00	9002620	Review Letters of Direction sent by A. Silfen regarding voting by EETC certificate holders and revise same (1.2)
12/16/05	10563	T.E. Hall	1.00	205	205.00	8988873	Consultation with S. Reid regarding copies of Plan and Disclosure Statement for W. Ponader (.1); e-mails with M. Barnes, S. Frick and P. Moffitt regarding exhibits (.2); revise, finalize and electronically file agenda (.3); finalize/electronically file eighteenth DIP stipulation (.3)
12/16/05	10414	S.B. Laughlin	1.40	130	182.00	9002611	Prepare for hearing and determine potential revision to order approving New DIP given the formation of new lender entity (1.0)
12/16/05	10563	T.E. Hall	.70	205	143.50	8988876	Attend hearing on omnibus items (.7)
12/16/05	10414	S.B. Laughlin	1.40	130	182.00	9002611	Prepare hearing files (.3); e-mail to L. Faust and C. Davidson regarding matrix for amended schedules (.2); upload orders regarding four stipulations (.2); finalize/upload supplemental DIP order (.2); e-mails with C. Davidson following review of certificates regarding amended schedules (.2); draft order on continued matters following review of minute entry (.3)
12/19/05	10414	S.B. Laughlin	.90	130	117.00	8990667	Attention to service of numerous orders (.2); review messages from A. Gabay and J. Nelson regarding claim objection hearing notices, draft/finalize amended notices and e-mails with C. Davidson regarding same (.7)
12/20/05	10414	S.B. Laughlin	1.50	130	195.00	9002585	Review orders to be certified, determine fees, prepare check request and e-mail S. Ellis at Bankruptcy Court regarding same (.2); finalize and electronically file numerous

Client Manager: S.A. Claffey S.A. Claffey
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Date	Atty	Name	Hours	Rate	Value	Index	Description
12/21/05	10563	T.E. Hall	.10	205	20.50	8996552	Certificates of Mailing (1.2); telephone call to K. Goss regarding hearing (.1)
12/21/05	10414	S.B. Laughlin	2.20	130	286.00	8995684	Return telephone call to A. Ferrante regarding her questions on next hearing and Liquidating Debtors (.1) Review second fee application following consultation with T. Hall regarding order (.2); e-mails with S. Ellis of Bankruptcy Court regarding certified copies (.1); begin drafting Notice of Submission of Corrected Order (.4); obtain Certificates of Good Standing and order certified Articles from Indiana Secretary of State and submit order on CT Advantage website following e-mail from B. Richardson (.5); finalize/upload order on 12/16 continued matters (.2); review minute entry and draft, finalize and upload order on 12/21 continued matters (.3); finalize two 3018 motions and draft orders regarding same following e-mail from T. Hall (.5) Finalize/electronically file two 3018 stipulations and orders (.7); review docket and update master status spreadsheet (.9); e-mail list of 1/3/06 agenda items to L. Lee (.1); finalize/electronically file Certificate of Mailing (.3); draft 1/3/06 agenda (.3) Update hearing sheets following review of docket and master status spreadsheet (.7); organization/filing (.3); download proof of claim and forward to J. Bartlett (.2) Update dial-in and objection deadline charts (.3); draft Notice of Additional Omnibus Hearing Dates and e-mail R. Andis regarding same (.4); draft 1/23 and 1/30 agendas (.7); e-mail J. Myers regarding notice request (.1); finalize/electronically file Certificate of Mailing (.2) Google research re preference vendors Revise Notice of Hearing Dates and dial-in chart and e-mails with P. Trimble regarding same (.4);
12/22/05	10414	S.B. Laughlin	2.30	130	299.00	9002480	
12/23/05	10414	S.B. Laughlin	1.20	130	156.00	9002423	
12/27/05	10414	S.B. Laughlin	1.70	130	221.00	9003335	
12/28/05	12982	J.L. Faulkner	1.40	140	196.00	9006844	
12/28/05	10414	S.B. Laughlin	.90	130	117.00	9010392	

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Client Manager: S.A. Claffey
 Matter Manager: 10773 S.A. Claffey

Requested By: elite man on 01/13/06

Client: 0002184 ATA Airlines, Inc.
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Date	Atty	Name	Hours	Rate	Value	Index	Description
12/29/05	10563	T.E. Hall	.70	205	143.50	9014103	finalize/electronically file Certificate of Mailing (.2); search master status spreadsheet and docket regarding ILFC 1110(a) Stipulations and e-mails with J. Graham regarding same (.3)
12/29/05	10414	S.B. Laughlin	2.70	130	351.00	9010444	Prepare for hearing regarding C8 administrative claims and review Objection, spreadsheet, and e-mail responses (.7) Review docket, update master status spreadsheet and agenda and prepare hearing files (1.5); review invoices related to second fee application following e-mails with L. Stanley (.3); review first fee order (.1); obtain docket numbers and regarding orders approving ILFC 1110(a) stipulations following e-mails with A. Ricchiuto (.4); finalize/electronically file agenda (.4)
Total for B004				14,873.50			
B005 CLAIMS ADMINISTRATION AND OBJECTIONS							
12/01/05	10563	T.E. Hall	1.00	205	205.00	8956090	Continue analysis of claims in convenience class (1.0)
12/01/05	14863	J.C. Nelson	8.70	160	1,392.00	8958975	Calculating of rejection damages claims for Saab aircraft lessors and certain other aircraft, calculations included review of all proofs of claim, calculation of NPV of lease payment streams and mitigating fact (6.0); analysis of all claims in excess of \$1 million (2.7)
12/01/05	15476	L.T. Perry	.20	155	31.00	8953456	Drafting objection to claim of Karoline Coffey
12/01/05	15476	L.T. Perry	.20	155	31.00	8953460	Drafting objection to claim of Michael Crenshaw
12/01/05	15476	L.T. Perry	.20	155	31.00	8953465	Drafting objection to claim of Ernest Connors
12/01/05	15476	L.T. Perry	.40	155	62.00	8953482	Drafting objection to claim of Wanda Celayla
12/01/05	15476	L.T. Perry	.10	155	15.50	8953497	Drafting objection to claim of William Dwinell
12/01/05	15476	L.T. Perry	.20	155	31.00	8953516	Drafting objection to claim of Michael Eaton
12/01/05	15476	L.T. Perry	.10	155	15.50	8953531	Drafting objection to claim of Glenn Fleming
12/01/05	15476	L.T. Perry	.20	155	31.00	8953543	Drafting objection to claim of Kathy

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Date	Atty	Name	Hours	Rate	Value	Index	Description
12/01/05	15476	L.T. Perry	.10	155	15.50	8953553	Garner Drafting objection to claim of Eleanor Foster
12/01/05	15476	L.T. Perry	.10	155	15.50	8953559	Drafting objection to claim of Mary Hayes
12/01/05	15476	L.T. Perry	.20	155	31.00	8953565	Drafting objection to claim of Judy Lineschmidt
12/01/05	15476	L.T. Perry	.20	155	31.00	8953573	Drafting objection to claim of Scott Mabrey
12/01/05	15476	L.T. Perry	.20	155	31.00	8953580	Drafting objection to claim of William Pothier
12/01/05	15476	L.T. Perry	.30	155	46.50	8953587	Drafting objection to claim of Katherine Richburg
12/01/05	15476	L.T. Perry	.20	155	31.00	8953789	Drafting objection to claim of Frances L. Varnum
12/01/05	15476	L.T. Perry	.30	155	46.50	8954059	Drafting objection to claims of Brant Warner
12/01/05	15476	L.T. Perry	.10	155	15.50	8954091	Drafting objection to claim filed by Shawn White
12/01/05	15476	L.T. Perry	.20	155	31.00	8954195	Drafting objection to claim of Dianna Williams
12/01/05	15476	L.T. Perry	.10	155	15.50	8959334	Drafting objection to claim of Marie Wilson
12/01/05	15476	L.T. Perry	.20	155	31.00	8959336	Drafting objection to claim of Lisa Wurster
12/01/05	15476	L.T. Perry	.10	155	15.50	8959350	Drafting objection to complaint of Robert Young
12/05/05	10563	T.E. Hall	.60	205	123.00	8969089	Telephone call with W. Ponader regarding claim and schedule amendment and claims transfers (.6)
12/05/05	14863	J.C. Nelson	1.00	160	160.00	8966854	Continued review and analysis of C8 administrative expense claims
12/05/05	15476	L.T. Perry	.30	155	46.50	8961279	Drafting objection to claim of AA & RSS Scales
12/05/05	15476	L.T. Perry	.10	155	15.50	8961281	Drafting objection to claim of AAR Aircraft Services
12/05/05	15476	L.T. Perry	.20	155	31.00	8961282	Drafting objection to claim of Affordable Carpet
12/05/05	15476	L.T. Perry	.30	155	46.50	8961284	Drafting objection to claim of Air Agencies Ltd.
12/05/05	15476	L.T. Perry	.30	155	46.50	8961286	Drafting objection to claim of Airport Group International
12/05/05	15476	L.T. Perry	.10	155	15.50	8961288	Drafting objection to claim of AJAS Unlimited
12/05/05	15476	L.T. Perry	.10	155	15.50	8961289	Drafting objection to claim of Alaska Airlines
12/05/05	15476	L.T. Perry	.20	155	31.00	8961291	Drafting objection to claim of Margarita Aponte
12/05/05	15476	L.T. Perry	.20	155	31.00	8961293	Drafting objection to claim of Bob's

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Date	Atty	Name	Hours	Rate	Value	Index	Description
12/05/05	15476	L.T. Perry	.20	155	31.00	8961295	Airworthiness, Inc. Drafting objection to claim of Charter Air Services
12/05/05	15476	L.T. Perry	.20	155	31.00	8961296	Drafting objection to claim of Curoil NV
12/05/05	15476	L.T. Perry	.20	155	31.00	8961299	Drafting objection to claim of Duff's Aircraft Services
12/05/05	15476	L.T. Perry	.20	155	31.00	8961319	Drafting objection to claim of Mildred Emmert
12/06/05	14863	J.C. Nelson	1.40	160	224.00	8966880	Drafting motion and order to continue objection deadlines for C8 administrative expense claims
12/06/05	14863	J.C. Nelson	1.40	160	224.00	8966884	Continued review and analysis of C8 administrative expense claims and communications with J. Forbes regarding same
12/06/05	14863	J.C. Nelson	1.50	160	240.00	8966889	Assemble list of claims over \$1 million to which objections need to be filed
12/06/05	15476	L.T. Perry	.20	155	31.00	8966868	Drafting objection to claim of Ethiopian Civil Aviation
12/06/05	15476	L.T. Perry	.20	155	31.00	8966869	Drafting objection to claim of Globe Airport Authority
12/06/05	15476	L.T. Perry	.10	155	15.50	8966870	Drafting objection to claim of Petro King
12/06/05	15476	L.T. Perry	.20	155	31.00	8966872	Drafting objection to claim of Parker Hannifin
12/06/05	15476	L.T. Perry	.30	155	46.50	8966873	Drafting objection to claim of goodrich aviation
12/06/05	15476	L.T. Perry	.30	155	46.50	8966903	Drafting objection to claim of the Republic of the Philippines
12/06/05	15476	L.T. Perry	.10	155	15.50	8966904	Drafting objection to claim of Hands All Services
12/06/05	15476	L.T. Perry	.30	155	46.50	8966906	Drafting objection to claim of JJ Schorr
12/06/05	15476	L.T. Perry	.20	155	31.00	8966907	Drafting objection to claim of Finance Federal Credit
12/06/05	15476	L.T. Perry	.20	155	31.00	8966909	Drafting objection to claim of H Forbes
12/06/05	15476	L.T. Perry	.20	155	31.00	8966910	Drafting objection to claim of Matrix Imaging
12/06/05	15476	L.T. Perry	.20	155	31.00	8966911	Drafting objection to claim of Kelly's Sky Cap
12/06/05	15476	L.T. Perry	.20	155	31.00	8966913	Drafting objection to claim of Kenneth M. Williams & Associates
12/06/05	15476	L.T. Perry	.30	155	46.50	8966914	Drafting objection to claim of Pacific Management Cargo
12/06/05	15476	L.T. Perry	.10	155	15.50	8966915	Drafting objection to claim of PND Associates
12/06/05	15476	L.T. Perry	.20	155	31.00	8966917	Drafting objection to claim of Jettcare
12/06/05	15476	L.T. Perry	.20	155	31.00	8966918	Drafting objection to claim of Prescott Transit Authority
12/07/05	15476	L.T. Perry	.10	155	15.50	8966798	Drafting objection to claim of Nicole

Date	Atty	Name	Hours	Rate	Value	Index	Description
12/07/05	15476	L.T. Perry	.20	155	31.00	8966799	Jordan Drafting objection to claim of Lynn
12/07/05	15476	L.T. Perry	.10	155	15.50	8966809	Kleiman Drafting objection to claim of Joseph Krebs
12/07/05	15476	L.T. Perry	.20	155	31.00	8966810	Drafting objection to claim of Euvanda Jeffers
12/07/05	15476	L.T. Perry	.10	155	15.50	8966812	Drafting objection to claim of Lucy Garibay
12/07/05	15476	L.T. Perry	.10	155	15.50	8966814	Drafting objections to claims of Victor Guzman
12/07/05	15476	L.T. Perry	.20	155	31.00	8966816	Drafting objection to claim of Harry Hass
12/07/05	15476	L.T. Perry	.20	155	31.00	8966825	Drafting objection to claim of Michael Crawford
12/07/05	15476	L.T. Perry	.20	155	31.00	8966826	Drafting objection to claim of Tamara Anderson
12/07/05	15476	L.T. Perry	.20	155	31.00	8966827	Drafting objection to claim of Ali Amini
12/07/05	15476	L.T. Perry	.10	155	15.50	8966828	Drafting objection to claim of Lorenzo Sanchez
12/07/05	15476	L.T. Perry	.10	155	15.50	8966829	Drafting objection to claim of Diana Ramirez
12/07/05	15476	L.T. Perry	.10	155	15.50	8966830	Drafting objection to claim of Juan Padilla
12/07/05	15476	L.T. Perry	.10	155	15.50	8966831	Drafting objection to claim of Kevin Meals
12/07/05	15476	L.T. Perry	.10	155	15.50	8966833	Drafting objection to claim of Antonia Marron
12/07/05	15476	L.T. Perry	.20	155	31.00	8966834	Drafting objection to claim of Fernandez
12/07/05	15476	L.T. Perry	.10	155	15.50	8966837	Drafting objection to claim of Danubio Garibay
12/07/05	15476	L.T. Perry	.20	155	31.00	8966839	Drafting objection to claim of Lucille Young
12/07/05	15476	L.T. Perry	.20	155	31.00	8966840	Drafting objection to claim of TLD America
12/07/05	15476	L.T. Perry	.20	155	31.00	8966841	Drafting objection to claim of WRTV 6
12/07/05	15476	L.T. Perry	.20	155	31.00	8966843	Drafting objection to claim of Barry Marcucci
12/07/05	15476	L.T. Perry	.20	155	31.00	8966845	Drafting objection to claim of Transit Aviation
12/07/05	15476	L.T. Perry	.10	155	15.50	8966847	Drafting objection to claim of Yellow Cab Denver
12/07/05	15476	L.T. Perry	.40	155	62.00	8966848	Drafting objection to claim of Kathleen McPeck
12/07/05	15476	L.T. Perry	.20	155	31.00	8966855	Drafting objection to claim of Cortese
12/07/05	15476	L.T. Perry	.30	155	46.50	8966856	Drafting objection to claim of Wisconsin Four Lakes
12/07/05	15476	L.T. Perry	.10	155	15.50	8966857	Drafting objection to claim of Ellen Padgett

Client Manager: S.A. Claffey
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Date	Atty	Name	Hours	Rate	Value	Index	Description
12/07/05	15476	L.T. Perry	.20	155	31.00	8966860	Drafting objection to claim of Tri-County Transportation
12/07/05	15476	L.T. Perry	.20	155	31.00	8966865	Drafting objection to claim of Joanna Reker
12/07/05	15476	L.T. Perry	.20	155	31.00	8966874	Drafting objection to claim of Cherie Snyder
12/07/05	15476	L.T. Perry	.10	155	15.50	8966877	Drafting objection to claim of Elaine Taylor
12/07/05	15476	L.T. Perry	.10	155	15.50	8966885	Drafting objection to claim of Jessie Williams
12/07/05	15476	L.T. Perry	.10	155	15.50	8966896	Drafting objection to claim of Joanne Woodfull
12/07/05	15476	L.T. Perry	.10	155	15.50	8966900	Drafting objection to claim of Jerry Witherspoon
12/08/05	14863	J.C. Nelson	5.50	160	880.00	8969260	Continued work on assembling a list of rights offers participation claims and estimating the value of their respective rights participation claim
12/08/05	15476	L.T. Perry	.20	155	31.00	8967736	Drafting objection to claim of Aeropuerto de Guadaluajara Grupo Aeroportuario del Pacifico
12/08/05	15476	L.T. Perry	.30	155	46.50	8967771	Drafting objection to claim of Aeropuerto de Puerto Vallarta
12/08/05	15476	L.T. Perry	.60	155	93.00	8968551	Drafting objection to claims of Air Wisconsin
12/08/05	15476	L.T. Perry	.40	155	62.00	8968553	Drafting objection to claim of CM Financial
12/08/05	15476	L.T. Perry	1.30	155	201.50	8968559	Research regarding priorities of tax claims in preparation of drafting objections to certain tax claims
12/08/05	15476	L.T. Perry	.50	155	77.50	8968562	Drafting objections to claim of Discover Financial Services
12/08/05	15476	L.T. Perry	.30	155	46.50	8968566	Drafting objections to claims of Goodrich Corporation
12/08/05	15476	L.T. Perry	.10	155	15.50	8968569	Drafting objection to claim of Puerto Vallarta Airport
12/08/05	15476	L.T. Perry	.30	155	46.50	8968572	Drafting objection to claim of Guadaluajara Airport
12/08/05	15476	L.T. Perry	.10	155	15.50	8968575	Drafting objection to claim of National City Bank
12/08/05	15476	L.T. Perry	.20	155	31.00	8968776	Drafting objection to claims of United States DOD
12/08/05	15476	L.T. Perry	.10	155	15.50	8968777	Drafting objections to claims of United Airlines
12/08/05	15476	L.T. Perry	.10	155	15.50	8968968	Drafting objection to claim of Star Financial Bank
12/08/05	15476	L.T. Perry	.40	155	62.00	8968970	Drafting objections to claims of Toyota Motor Credit Corp.
12/08/05	15476	L.T. Perry	.20	155	31.00	8968972	Drafting objections to claims of UAL

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12/08/05	15476	L.T. Perry	.10	155	15.50	8968974	Drafting objections to claims of UAL Corp.
12/09/05	15476	L.T. Perry	.20	155	31.00	8968966	Loyalty Services, Inc. Drafting objection to Claim of US Airways
12/09/05	15476	L.T. Perry	.20	155	31.00	8969006	Drafting objection to claim of US Bank National Association
12/09/05	15476	L.T. Perry	.20	155	31.00	8970210	Drafting objection to claim of Illinois Department of Revenue
12/09/05	15476	L.T. Perry	.20	155	31.00	8970220	Drafting objection to claim of Illinois Department of Revenue and request to reduce
12/09/05	15476	L.T. Perry	.20	155	31.00	8970282	Drafting objection to claim of State of Michigan Department of Treasury
12/09/05	15476	L.T. Perry	4.00	155	620.00	8970317	Determining which claims over one million dollars are contingent and/or unliquidated
12/09/05	15476	L.T. Perry	.30	155	46.50	8970320	Drafting objection to the claims of the City of New York
12/09/05	15476	L.T. Perry	.10	155	15.50	8970338	Drafting objection to claim of Connecticut Department of Revenue Services
12/09/05	15476	L.T. Perry	.20	155	31.00	8970373	Drafting objections to claims of New York State Department of Taxation
12/09/05	15476	L.T. Perry	.80	155	124.00	8970493	Editing objections to claims against ATA
12/11/05	10771	J.M. Carr	.40	430	172.00	8972617	Telephone call L. Beckerman re claims numbers and \$1.1 billion denominator re rights offering
12/12/05	10563	T.E. Hall	3.70	205	758.50	8983215	Attend to claims issues to get objections on file and consult with BMC, including Fourth and Fifth Omnibus Objections to Claims (3.7)
12/12/05	14863	J.C. Nelson	5.30	160	848.00	8978147	Review all draft claim objections relating to secured and priority trade payable claims and edit the same
12/12/05	14863	J.C. Nelson	2.00	160	320.00	8978355	Research authority regarding rent proration in connection with FINOVA administrative claim
12/12/05	15476	L.T. Perry	.20	155	31.00	8972254	Drafting objection to claims of Citibank
12/12/05	15476	L.T. Perry	.20	155	31.00	8972325	Drafting objection to claim of travelers Casualty and Surety
12/12/05	15476	L.T. Perry	1.80	155	279.00	8973866	Redrafting fourth omnibus objection to conform with exhibit provided by BMC
12/12/05	15476	L.T. Perry	1.80	155	279.00	8973868	Editing fourth omnibus objection and various trade payable objections
12/13/05	14863	J.C. Nelson	1.50	160	240.00	8978369	Continued research on authority regarding rent proration in connection with FINOVA administrative claim
12/13/05	15476	L.T. Perry	.30	155	46.50	8977639	Email to Patty Villars re: Sandrey

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12/13/05	15476	L.T. Perry	4.90	155	759.50	8977642	case; telephone conversation with Chris Zink
12/13/05	15476	L.T. Perry	.20	155	31.00	8977645	Editing and adding language to objections to individual trade payable creditor claims
12/15/05	14863	J.C. Nelson	3.00	160	480.00	8986335	Drafting objection to claim of Myanmar Drafting objection to Chicago Express administrative expense claims and reviewing analysis of J. Forbes regarding same
12/15/05	15476	L.T. Perry	.60	155	93.00	8985370	Reviewing Wilmington Trust Company's response to second omnibus objection in preparation to draft a corresponding reply
12/16/05	10563	T.E. Hall	1.40	205	287.00	8988892	Attend to 365(d)(10) issues regarding settlement and voting estimation and telephone call with Sean Frick regarding strategy on same for resolving claims (1.4)
12/16/05	14863	J.C. Nelson	3.90	160	624.00	8991941	Continue drafting omnibus objection to C8 administrative expense claims and research the allowability of various expenses, including interest, as administrative expense claims
12/16/05	14863	J.C. Nelson	2.50	160	400.00	8992011	Research the obligations imposed by Section 365 in connection with Finova claim
12/16/05	14863	J.C. Nelson	1.50	160	240.00	8992281	Attend to strategy regarding lease rejection damages claims and settlement of same
12/16/05	15476	L.T. Perry	.30	155	46.50	8990448	Telephone conversation with Tom Day and email to Tom Day, both regarding tax claims asserted against ATA
12/16/05	15476	L.T. Perry	.30	155	46.50	8990453	Status check on Prasad stipulation, Harris stipulation, and McCarter and English stipulation; conversation with S. Laughlin determining all orders were uploaded on time
12/18/05	10563	T.E. Hall	4.00	205	820.00	8988928	Review and revise objections to secured and priority claims (4.0)
12/19/05	10563	T.E. Hall	.80	205	164.00	8991228	Attend to issues related to setting an administrative claim bar date for Ambassador and Amber Travel (.8)
12/19/05	10563	T.E. Hall	2.00	205	410.00	8991235	Continue review of claims objection in preparation for filing same (2.0)
12/19/05	10797	D.R. Hamer	.30	325	97.50	9002774	Conference with J. Nelson and related follow-up review of claims filed by M. Lewis Co. for excess reclamation sums
12/19/05	14863	J.C. Nelson	4.00	160	640.00	8992445	Continue drafting omnibus objection to