

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

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

Page 41 (41)

Client: 0002184
Matter: 0002184.0005146

Requested By: elite man on 01/13/06

S.A. Claffey
ATA Airlines, Inc.
Restructuring

Date	Atty	Name	Hours	Rate	Value	Index	Description
12/19/05	15476	L.T. Perry	1.90	155	294.50	8990438	C8 administrative expense claims and review objection to same filed by NatTel (3.7); telephone call with Committee regarding same (.3)
12/20/05	10773	S.A. Claffey	.40	410	164.00	9014156	Drafting administrative claim bar dates for Amber and Ambassadorair
12/20/05	10563	T.E. Hall	.30	205	61.50	8996236	Attention to investigation of potential claims against aircraft lessor for breach of lease subsidy commitments and against potential third party with respect to the same breach (.4)
12/20/05	10563	T.E. Hall	.20	205	41.00	8996241	Return telephone call to D. Warren regarding Horton Hodges wrongful termination claim and lawsuit and communicate options to Company of settlement v. liquidation (.3)
12/20/05	10563	T.E. Hall	1.00	205	205.00	8996522	Return telephone call to D. Milner (Hartford claim objection and research filed claim (.2))
12/20/05	15476	L.T. Perry	.80	155	124.00	8993021	Review and revise administrative bar date motion, order, notice, form (1.0)
12/21/05	10563	T.E. Hall	.70	205	143.50	8996578	Revising administrative claim bar date motion for Ambassadorair and Amber Telephone with G. Sion regarding citizenship verification of Class 6 claimants and research similar forms from other cases (.7)
12/22/05	10563	T.E. Hall	.40	205	82.00	9011881	Attend to letter response to WISH-TV objection response (.4)
12/22/05	10563	T.E. Hall	.60	205	123.00	9011883	Attend to response from Budapest Airport claim (.6)
12/22/05	10563	T.E. Hall	1.30	205	266.50	9011886	Begin review of C8 claims list (1.3)
12/23/05	10563	T.E. Hall	1.50	205	307.50	9011907	Continue revision to C8 administrative objection (1.5)
12/23/05	10563	T.E. Hall	.30	205	61.50	9011911	Attend to call for Aero-Repair attorney regarding schedule amendment (.3)
12/23/05	10563	T.E. Hall	2.00	205	410.00	9011917	Begin review of Ambassadorair and Amber claims and preferences (2.0)
12/23/05	14863	J.C. Nelson	4.70	160	752.00	9001182	Revising omnibus objection to C8 administrative claims and filing same
12/23/05	14863	J.C. Nelson	.30	160	48.00	9001212	Telephone call with R. Stautle regarding his claim against ATA Cargo
12/28/05	14863	J.C. Nelson	1.30	160	208.00	9011235	Attention to C8 Administrative claims including GE Engine services claim and TSA claim
12/28/05	15476	L.T. Perry	.60	155	93.00	9007065	Drafting letter to Wisty Malone regarding check received from McCarter & English
12/29/05	15476	L.T. Perry	.50	155	77.50	9009468	Review of tax claims and review of

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


Requested By: elite man on 01/13/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
Total for B005			113.90	19,255.00			email from Tom Day detailing ATA's position as it relates to each claim
B006 EMPLOYEE BENEFIT/PENSIONS							
12/01/05	10833	J.W. Purcell	.50	410	205.00	8987361	Telephone call with B. Hunt; revise stock option plans
12/05/05	10833	J.W. Purcell	.80	410	328.00	8986737	Revise management stock option plan
12/08/05	10833	J.W. Purcell	1.30	410	533.00	8986923	Revising stock option plans
12/09/05	10833	J.W. Purcell	.60	410	246.00	8986937	Revising stock option plans
12/23/05	10833	J.W. Purcell	.40	410	164.00	9013421	Review Sidley changes to option plans
Total for B006			3.60	1,476.00			
B007 FEE/EMPLOYMENT APPLICATIONS							
12/19/05	10563	T.E. Hall	1.00	205	205.00	8991234	Draft Third Fee Application description for Baker & Daniels (1.0)
12/20/05	10563	T.E. Hall	.40	205	82.00	8996242	Attend to confusion on bill and payment received (.4)
12/21/05	10773	S.A. Claffey	.40	410	164.00	9014481	Attention to billing of ATA services (.4)
12/21/05	10563	T.E. Hall	.30	205	61.50	8996584	Attend to issues related to extension of Mercer engagement (.3)
12/21/05	10563	T.E. Hall	.40	205	82.00	8996585	Attend to correction to order on Baker & Daniels second fee application (.4)
12/29/05	10773	S.A. Claffey	.30	410	123.00	9015536	Billing of Baker & Daniels services for November, 2005 (.3)
12/29/05	10563	T.E. Hall	.60	205	123.00	9014106	Continue revision to ATA Third Fee Application for description of work performed (.6)
12/30/05	10773	S.A. Claffey	.10	410	41.00	9015625	Billing letters for separate labor matters being billed to ATA (.1)
12/30/05	10563	T.E. Hall	2.30	205	471.50	9014060	Review and revise November ATA billing proforma and coordinate billing to Company (2.3)
12/30/05	14863	J.C. Nelson	.40	160	64.00	9016155	Filing second supplemental application to employ Ernst & Young
Total for B007			6.20	1,417.00			
B009 FINANCING							
12/01/05	10759	J.A. Aschleman	4.80	445	2,136.00	8976566	Work on plan and disclosure statement matters; work on agreements
12/01/05	10773	S.A. Claffey	.20	410	82.00	8955801	Telephone conferences and brief e-mails with Sean Frick regarding Southwest Credit Agreement covenants and resetting of same (.2)
12/01/05	10773	S.A. Claffey	.60	410	246.00	8955821	Further e-mails regarding financial covenants to be included in Southwest Credit Agreement and MatlinPatterson Credit Agreement; conferences with Sean

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	10563	T.E. Hall	.30	205	61.50	8956095	Frick regarding same and revised draft Eighth Amendment to include revised financial covenants per Sean Frick; and e-mail draft Eighth Amendment to Southwest and its counsel, ATSB and its counsel, Committee counsel, and MatlinPatterson and its counsel, with explanations (.6)
12/01/05	10563	T.E. Hall	1.20	205	246.00	8956127	Review Southwest DIP Amendments for any changes necessary to Plan and/or Disclosure Statement (.3)
12/02/05	10771	J.M. Carr	1.30	430	559.00	8960447	Continue draft of MatlinPatterson DIP order (1.2)
12/02/05	10771	J.M. Carr	.50	430	215.00	8960449	Telephone calls R. Lauter and E. Tryban re Chicago issues and review draft language for term sheet
12/02/05	10773	S.A. Claffey	.40	410	164.00	8959060	Telephone call S. Reisman re possible settlement ATSB/SWA dispute re gate proceeds
12/02/05	10837	R.A. Richardson	.10	340	34.00	8962814	Review e-mails and respond to e-mails respecting Codeshare Agreement redrafting and respecting resolutions to open issues, as described by John Denison, and as further described and explained by Laura Wright (.4)
12/03/05	10771	J.M. Carr	2.30	430	989.00	8960453	Telephone call with Gabriel re Discover agreements
12/03/05	10771	J.M. Carr	.70	430	301.00	8960457	Telephone calls S. Reisman, J. Denison, F.Conway re ATSB/SWA dispute, Chicago issues
12/03/05	10771	J.M. Carr	.90	430	387.00	8960459	E-mail E. Tryban re language of term sheet re possible cross-default re Training Center
12/03/05	10773	S.A. Claffey	.20	410	82.00	8959620	Revise term sheet for ATSB exit facility E-mails regarding DIP Credit Agreement with MatlinPatterson (.2)
12/03/05	10773	S.A. Claffey	4.00	410	1,640.00	8959628	Review and do substantial revision to MatlinPatterson Credit and Security Agreement, and e-mail same to MatlinPatterson, Committee, ATSB, ATA and Southwest counsel (4.0)
12/03/05	10773	S.A. Claffey	.10	410	41.00	8959652	Telephone call to Gilles Sion regarding MatlinPatterson Credit and Security Agreement (.1)
12/03/05	10773	S.A. Claffey	.10	410	41.00	8959662	Telephone call from Gilles Sion regarding additional codeshare and MatlinPatterson questions (.1)
12/03/05	10773	S.A. Claffey	.30	410	123.00	8959669	Conference with Jim Carr regarding his first redraft of ATSB Term Sheet and

Date	Atty	Name	Hours	Rate	Value	Index	Description
12/03/05	10563	T.E. Hall	1.00	205	205.00	8959525	begin revisions to same (.3) Continue revisions to MatlinPatterson DIP Order based on changes to DIP Agreement (1.0)
12/04/05	10771	J.M. Carr	2.90	430	1,247.00	8960468	Telephone calls S. Reisman, J. Denison, F. Conway re possible settlement of ATSB/SWA dispute re gate transaction proceeds
12/04/05	10773	S.A. Claffey	.50	410	205.00	8962283	E-mails with Barbara Vrancick of Sidley regarding DIP Credit Agreement (.5)
12/04/05	10773	S.A. Claffey	1.00	410	410.00	8962293	Prepare comprehensive revision to ATSB Term Sheet for restructuring of ATSB secured claim on reorganization and circulate to ATA and Jefferies and MatlinPatterson representatives (1.0)
12/04/05	10773	S.A. Claffey	.30	410	123.00	8962300	Review and evaluate e-mails from Lisa Beckerman regarding Eighth Amendment and MatlinPatterson DIP (.3)
12/04/05	10773	S.A. Claffey	.30	410	123.00	8962305	E-mails with John Denison regarding ATSB Term Sheet (.3)
12/04/05	10773	S.A. Claffey	.20	410	82.00	8962309	E-mails with Barbara Vrancick of Sidley regarding DIP Credit Agreement (.2)
12/04/05	10773	S.A. Claffey	.10	410	41.00	8962314	E-mails to all primary parties (ATSB counsel, Committee counsel, MatlinPatterson counsel, ATA Officers) with new MatlinPatterson draft of Debtor-In-Possession Credit Agreement (.1)
12/04/05	10563	T.E. Hall	1.00	205	205.00	8959541	Review new changes to MatlinPatterson DIP Agreement and revisions to Order (1.0)
12/05/05	10771	J.M. Carr	1.30	430	559.00	8962237	Telephone calls J. Denison, S. Frick, H. Shin, et al. re ATSB term sheet
12/05/05	10771	J.M. Carr	.60	430	258.00	8962239	Telephone calls J. Denison re EETC and MP
12/05/05	10773	S.A. Claffey	.20	410	82.00	8968639	Conference with John Denison regarding Jefferies revised Term Sheet for ATSB restructuring and with respect to problems and insufficiencies of same (.2)
12/05/05	10773	S.A. Claffey	.20	410	82.00	8968641	Conference with John Denison regarding Chicago reply to proposed language adjustments to Chicago/Southwest/ATA gate restructuring Term Sheet (.2)
12/05/05	10773	S.A. Claffey	.30	410	123.00	8968669	Review new ATSB Term Sheet prepared by Jefferies and conference with H. Shinn regarding same (.3)
12/05/05	10773	S.A. Claffey	.50	410	205.00	8968671	Term Sheet for proposed restructuring of ATSB secured claim and attend to ATA

Date	Atty	Name	Hours	Rate	Value	Index	Description
12/05/05	10773	S.A. Claffey	.20	410	82.00	8968679	and Jefferies (.5) Attention to further revision and correction of proposed MatlinPatterson Credit Agreement (.2)
12/05/05	10563	T.E. Hall	2.10	205	430.50	8969099	Review and revise DIP Order based on latest changes to DIP Loan Agreement (MP) and review DIP Loan Agreement (2.1)
12/06/05	10771	J.M. Carr	.50	430	215.00	8963857	Telephone call D. Lanihan and A. Handel re DOT approval of codeshare and ATSB exit term sheet
12/06/05	10771	J.M. Carr	.80	430	344.00	8964087	Telephone call J. Denison; F. Conway; S. Frick; H. Shin re ATA exit financing
12/06/05	10773	S.A. Claffey	.20	410	82.00	8968715	Review e-mails regarding MatlinPatterson DIP Credit Agreement from Chip and Lisa and Akin Gump (.2)
12/06/05	10773	S.A. Claffey	.10	410	41.00	8968735	Telephone call from Frank Conway regarding MatlinPatterson DIP financing commitments (.1)
12/06/05	10773	S.A. Claffey	.40	410	164.00	8968745	Attention to MatlinPatterson Credit Agreement issues  (.4)
12/06/05	10773	S.A. Claffey	.40	410	164.00	8968747	Conferences with John Denison and Frank Conway regarding ATSB Term Sheet and strategic positions to be taken by ATA (.4)
12/07/05	10771	J.M. Carr	3.40	430	1,462.00	8970360	Review and revise DIP loan agreement and DIP order; e-mail to various constituents
12/07/05	10773	S.A. Claffey	.10	410	41.00	8968821	Conference with Sean Frick regarding ATSB Term Sheet matters (.1)
12/07/05	10773	S.A. Claffey	.30	410	123.00	8968830	Telephone call from Jefferies regarding changes to be made to ATSB Term Sheet and outcome of negotiations between Jefferies and Lazard respecting those terms (.3)
12/07/05	10773	S.A. Claffey	.40	410	164.00	8968835	Review draft Exit Term Sheet prepared by counsel for MatlinPatterson (.4)
12/07/05	10563	T.E. Hall	.10	205	20.50	8969188	Attend to determination of status of Southwest Bid Amendments (.1)
12/07/05	10837	R.A. Richardson	.20	340	68.00	8967002	Telephone call with I. Gabriel re Discover agreements
12/08/05	10771	J.M. Carr	1.10	430	473.00	8970463	Review and revise DIP order and DIP loan agreement and e-mail all constituents
12/08/05	10771	J.M. Carr	1.60	430	688.00	8970469	Telephone calls and e-mails with ATSB representatives and ATA representatives re extension of cash use; review draft Conference call re DIP loan agreement
12/08/05	10771	J.M. Carr	.60	430	258.00	8970486	Conference call re DIP loan agreement

Date	Atty	Name	Hours	Rate	Value	Index	Description
12/08/05	10771	J.M. Carr	.50	430	215.00	8970489	and order Telephone calls B. Collins and D. Lenihan re ATSB/SWA settlement agreement
12/08/05	10771	J.M. Carr	.50	430	215.00	8970490	Telephone call ATA, MP, Jefferies re SWA term sheet
12/08/05	10773	S.A. Claffey	.10	410	41.00	8981800	Coordinate regarding ATSB Term Sheet revisions with ATA (.1)
12/08/05	10773	S.A. Claffey	.30	410	123.00	8981815	Work on ATSB Term Sheet revisions (.3)
12/08/05	10773	S.A. Claffey	.10	410	41.00	8981824	Telephone call from Sean Frick regarding ATSB comments and timing of payment of Southwest expense reimbursement (.1)
12/08/05	10773	S.A. Claffey	2.20	410	902.00	8981826	Full revision of ATSB Term Sheet for restructuring of ATSB secured claim (2.2)
12/08/05	10773	S.A. Claffey	.40	410	164.00	8981831	Review Frank Conway revisions to ATSB Term Sheet and incorporate his request and attention to creation of clean, no track changes version for circulation (.4)
12/08/05	10773	S.A. Claffey	.20	410	82.00	8981839	Conference with John Denison, Sean Frick and Frank Conway regarding ATSB requirements and Southwest issues (.2)
12/08/05	10773	S.A. Claffey	.20	410	82.00	8981844	Revise and send ATSB Term Sheet, as revised by ATA, to Jefferies for presentation to ATSB (.2)
12/08/05	10837	R.A. Richardson	1.50	340	510.00	8972946	Telephone call with I. Gabriel re Discover agreements; revise Second Amendment as a Reserve Account Agreement and circulate with revised comments on Acknowledgement and Agreement
12/09/05	10771	J.M. Carr	2.30	430	989.00	8972165	Conference call re MP DIP order and DIP loan agreement and revise order
12/09/05	10771	J.M. Carr	.70	430	301.00	8972196	Review and e-mails re ATSB/SWA settlement agreement
12/09/05	10771	J.M. Carr	.70	430	301.00	8972198	Review ATAB/SWA settlement agreement
12/09/05	10771	J.M. Carr	1.10	430	473.00	8972200	Review ATSB term sheet re amortization of secured claim and conference of telephone call Jefferies, J. Denison, F. Conway, S. Frick
12/09/05	10773	S.A. Claffey	.20	410	82.00	8981507	E-mails with Bell Boyd attorneys regarding Eighth Amendment to Southwest Credit Agreement (.2)
12/09/05	10773	S.A. Claffey	.50	410	205.00	8981526	Work on MatlinPatterson Exit Term Loan Term Sheet (.5)
12/09/05	10773	S.A. Claffey	.40	410	164.00	8981549	Review ATSB and Committee counsel comments regarding Exit Term Loan Term Sheet (.4)

Date	Atty	Name	Hours	Rate	Value	Index	Description
12/09/05	10773	S.A. Claffey	.20	410	82.00	8981559	E-mails regarding Southwest 7 day/5 day language revisions to proposed Gate Restructuring Term Sheet (.2)
12/09/05	10773	S.A. Claffey	.60	410	246.00	8981565	Review redrafted Eighth Amendment provided by Bell Boyd and provide comments and revisions to Bell Boyd (.6)
12/09/05	10773	S.A. Claffey	.10	410	41.00	8981570	E-mail to ATA regarding Eighth Amendment revisions and substantive issues still to be addressed, to obtain directions regarding ATA positions on same (.1)
12/09/05	10773	S.A. Claffey	1.50	410	615.00	8981573	Revise proposed MatlinPatterson Exit Term Loan Term Sheet (1.5)
12/09/05	10773	S.A. Claffey	3.30	410	1,353.00	8981594	E-mails and telephone conferences with ATA officers and with third party counsels regarding Codeshare Agreement, Codeshare Agreement Exhibits, Southwest Eighth Amendment to Credit Agreement, MatlinPatterson DIP Credit Agreement, and ATSB Term Sheet for its loan restructuring and work on revisions to all of those documents and participate in a conference with ATSB counsel, ATSB advisors, and ATSB representatives and ATA officers and investment banker representatives and MatlinPatterson representatives, and prepare further revisions to proposed Exit Term Loan Term Sheet (3.3)
12/09/05	10773	S.A. Claffey	.10	410	41.00	8981598	Telephone call from Sean Frick regarding ATSB Term Sheet revisions (.1)
12/10/05	10771	J.M. Carr	.90	430	387.00	8972251	Review DIP financing order and e-mail re revised order and exhibits
12/10/05	10771	J.M. Carr	.70	430	301.00	8972255	E-mails ATA re ATSB term sheet, status and strategy
12/10/05	10773	S.A. Claffey	1.50	410	615.00	8981211	Revise ATSB Restructuring Term Sheet per ATA and circulate with blacklines to ATSB attorneys, ATA Officers and Jefferies representatives, with commentary (1.5)
12/10/05	10773	S.A. Claffey	.30	410	123.00	8981225	Review Steve Domanowski e-mails regarding Eighth Amendment to Southwest Credit Agreement and Amendment to Bid documents (.3)
12/10/05	10773	S.A. Claffey	.30	410	123.00	8981288	Review Andrew Thau request for revisions to Eighth Amendment to Southwest Credit Agreement and e-mails with Andrew Thau and Steve Domanowski regarding this request, together with

Date	Atty	Name	Hours	Rate	Value	Index	Description
12/10/05	10773	S.A. Claffey	.30	410	123.00	8981319	e-mails to Steve Domanowski regarding deferral of cost reimbursement payment by ATA to Southwest back to Effective Date of Plan (.3)
12/10/05	10773	S.A. Claffey	.20	410	82.00	8981322	E-mails with Frank Conway regarding ATSB Term Sheet and MatlinPatterson Exit Term Loan Term Sheet and related matters, and coordinate replies with Jim Carr (.3)
12/10/05	10773	S.A. Claffey	1.50	410	615.00	8981335	Conference with Steve Domanowski regarding Southwest Eighth Amendment and related issues and e-mail to him further information relating to ATA's request for deferral due date of expense reimbursement payment (.2)
12/10/05	10773	S.A. Claffey	.30	410	123.00	8981344	Prepare revised Term Sheet for MatlinPatterson Exit Term Loan and circulate for review prior to general distributions (1.5)
12/11/05	10771	J.M. Carr	1.70	430	731.00	8972258	E-mails circulating draft Exit Term Loan Term Sheet to MatlinPatterson, Committee counsel, ATSB counsel, and ATA (.3)
12/11/05	10771	J.M. Carr	.80	430	344.00	8972620	Review documents; conference telephone call ATSB representatives, MP representatives, ATA representatives re ATA term sheet
12/11/05	10773	S.A. Claffey	1.40	410	574.00	8981377	Telephone call MP and ATA representatives re ATSB term sheet and cash covenants
12/11/05	10773	S.A. Claffey	.20	410	82.00	8981381	Conference call with ATSB representatives, advisors and counsel, MatlinPatterson representatives, ATA officers and Jefferies representatives regarding ATSB Term Sheet and minor discussions regarding proposed MatlinPatterson Exit Term Loan Financing Term Sheet (1.4)
12/11/05	10773	S.A. Claffey	.20	410	82.00	8981385	Post-conference with ATA officers and Jefferies representatives regarding open issues on ATSB Term Sheet (.2)
12/11/05	10773	S.A. Claffey	.30	410	123.00	8981388	E-mails regarding redrafted Warrant terms and Warrant Agreement and Minority Rights Term Sheet (.2)
12/11/05	10773	S.A. Claffey	.40	410	164.00	8981406	Review US Air restructured covenants with ATSB regarding minimum cash (.3) Conference call with MatlinPatterson and its counsel and advisors, John Denison, Sean Frick, Frank Conway, and

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

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

Page 49 (45)

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
12/11/05	10773	S.A. Claffey	.40	410	164.00	8981414	Jefferies representatives regarding ATSB financial covenants (.4)
12/11/05	10773	S.A. Claffey	.20	410	82.00	8981418	Work on documents for ATSB deal (.4) E-mails with Sean Frick regarding adjustments to be made to financial covenants in ATSB Term Sheet (.2)
12/11/05	10773	S.A. Claffey	.80	410	328.00	8981423	Prepare revised ATSB Term Sheet to reflect negotiations of the day and Term Sheet revisions (.8)
12/11/05	10773	S.A. Claffey	.20	410	82.00	8981431	Circulate revised ATSB Term Sheet with commentary to ATA, MatlinPatterson and Jefferies (.2)
12/11/05	10773	S.A. Claffey	.10	410	41.00	8981439	Further e-mails from Sean Frick regarding covenant calculations (.1)
12/12/05	10771	J.M. Carr	.70	430	301.00	8981241	Conference telephone call MP, ATA re status and strategy re ATSB term sheet and other issues
12/12/05	10773	S.A. Claffey	.70	410	287.00	8980654	Prepare revised ATSB Term Sheet to reflect agreed changes and alternative approaches to cash maintenance amount and check with Sean Frick regarding specific terms to be included (.7)
12/12/05	10773	S.A. Claffey	.90	410	369.00	8980657	Participate in early morning conference with ATSB officials and counsel, Lazard representatives, ATA officers, Jefferies representatives, and MatlinPatterson representatives regarding ATSB terms and Term Sheet (.9)
12/12/05	10773	S.A. Claffey	.20	410	82.00	8980666	Conference with ATA officers regarding issues with ATSB restructuring (.2)
12/12/05	10773	S.A. Claffey	.80	410	328.00	8980673	Preparation of new ATSB Term Sheet to reflect additional agreements made between ATA and ATSB regarding terms and reflecting "to be determined" arrangements made with respect to affirmative and negative covenants and application of payments (so as to have a Term Sheet acceptable for inclusion with Plan of Reorganization) and circulate same to ATSB and its counsel, Lazard, ATA, MatlinPatterson and Jefferies (.8)
12/12/05	10773	S.A. Claffey	.20	410	82.00	8980676	Conference with Sean Frick regarding acceptability of changes to ATSB Term Sheet being proposed by Curtis Mallet (.2)
12/12/05	10773	S.A. Claffey	.30	410	123.00	8980698	E-mails with Sidley regarding revised ATSB Term Sheet and revised Exit Financing Term Sheet (.3)

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

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

Page 50 (50)

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

Requested By: elite man on 01/13/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
12/12/05	10773	S.A. Claffey	.20	410	82.00	8980702	Further e-mails with Sidley regarding Exit Financing Term Sheet and changes being requested by ATSB (.2)
12/12/05	10773	S.A. Claffey	.30	410	123.00	8980728	Review revised Eighth Amendment to Credit Agreement (.3)
12/12/05	10773	S.A. Claffey	.20	410	82.00	8980736	MatlinPatterson regarding new debtor-in-possession financing closing and to be added to Investment Agreement with respect to ATSB finalizing its lending terms for post-reorganization loan (.2)
12/12/05	10773	S.A. Claffey	.20	410	82.00	8980766	E-mails with Barbara Vrancick, of Sidley, regarding revisions to Exit Financing Term Sheet (.2)
12/12/05	10773	S.A. Claffey	.30	410	123.00	8980775	Conference with ATSB counsel and its representatives and advisors, ATA officers, Jefferies representatives and MatlinPatterson representatives regarding modified ATSB Term Sheet (.3)
12/12/05	10773	S.A. Claffey	.40	410	164.00	8980786	Prepare yet another revised ATSB Term Sheet with changes requested by ATSB, Lazard and approved by ATA and MatlinPatterson (.4)
12/12/05	10773	S.A. Claffey	.20	410	82.00	8980807	Conference with Frank Conway regarding revised ATSB Term Sheet open issues (.2)
12/12/05	10773	S.A. Claffey	.30	410	123.00	8980835	Prepare revised Eighth Amendment to Southwest Credit Agreement and circulate (.3)
12/12/05	10773	S.A. Claffey	.30	410	123.00	8980855	Prepare two more versions of ATSB Term Sheet to reflect additional changes requested by ATSB or ATA and circulate (.3)
12/12/05	10773	S.A. Claffey	.10	410	41.00	8980868	Prepare e-mail to Barbara Vrancick regarding status of her revisions to proposed Exit Financing Term Sheet (.1)
12/12/05	10773	S.A. Claffey	.70	410	287.00	8980929	Participate in telephone conference with ATA officers (Sean Frick, Frank Conway and John Denison) and MatlinPatterson officer, including Mark Chodick, regarding ATSB loan restructuring issues (.7)
12/12/05	10773	S.A. Claffey	.20	410	82.00	8980947	Review Akin Gump mark up of MatlinPatterson DIP Credit Agreement and advise Jim Carr that Committee changes are okay (.2)
12/12/05	10773	S.A. Claffey	1.70	410	697.00	8981023	Review new Exit Financing Term Sheet, prepare blackline comparing new Exit Financing Term Sheet to prior Term

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

Proforma No.: 578994 as of 12/31/05
Page 51 (51)

Client: 0002184
Matter: 0002184.0005146 Restructuring

Requested By: elite man on 01/13/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
12/12/05	10773	S.A. Claffey	.10	410	41.00	8981028	Sheet issued by ATA and approved by ATSB, and circulate this blackline, and prepare comprehensive memorandum to ATA and its representatives
12/13/05	10771	J.M. Carr	.90	430	387.00	8987641	[REDACTED] (1.7) Final e-mails of the day with Sandy Sinick (.1)
12/13/05	10837	R.A. Richardson	.70	340	238.00	8978307	Conference telephone call MP, Vranick, Akin Gump, ATSB counsel re MP exit facility term sheet, ATSB term sheet
12/14/05	10771	J.M. Carr	1.00	430	430.00	8989157	Review documents regarding Ambassadorair and Amber sale and e-mail to I. Gabriel regarding their continued inclusion in Discover arrangement
12/14/05	10771	J.M. Carr	.40	430	172.00	8989159	Telephone call Sidley re next steps
12/14/05	10773	S.A. Claffey	.50	410	205.00	8994424	Telephone call ATA re status and next steps
12/14/05	10773	S.A. Claffey	1.00	410	410.00	8994428	Review Creditor Committee counsel's markup of Eighth Amendment to Southwest Credit Agreement and work out adjustments to be made to Eighth Amendment with Steve Domanowski, counsel for Southwest (.5)
12/14/05	10773	S.A. Claffey	.40	410	164.00	8994432	Review MatlinPatterson Exit Financing Term Sheet and confer with Sean Frick regarding deficiencies and shortcomings of this Term Sheet and e-mail a summary of continuing deficiencies to ATA (1.0)
12/14/05	10773	S.A. Claffey	.30	410	123.00	8994450	Review changes to MatlinPatterson Credit Agreement and begin preparation for closing of MatlinPatterson Credit Agreement (.4)
12/15/05	10771	J.M. Carr	.80	430	344.00	8991539	Confer with ATA management regarding status of various reorganization steps being attended to by management and with respect to timing of funding of MatlinPatterson DIP financing, based on current cash projections (.3)
12/15/05	10771	J.M. Carr	.60	430	258.00	8991542	E-mails and telephone call S. Frick re 18th cash use stipulation
12/15/05	10771	J.M. Carr	.40	430	172.00	8991543	Review draft and 18th cash use stipulation
12/15/05	10771	J.M. Carr	.40	430	172.00	8991545	Telephone call L. Beckerman re cash use stipulation and other issues
12/15/05	10771	J.M. Carr	1.40	430	602.00	8991550	Telephone call H. Shin re status and tasks Review materials re ATSB covenants;

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

Proforma No.: 578994 as of 12/31/05
 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
12/15/05	10773	S.A. Claffey	.50	410	205.00	8994502	telephone call Jefferies and ATA Review new ATSB proposal and Term Sheet and confer with Sean Frick, Frank Conway and Jefferies representatives regarding this proposal and ATA options (.5)
12/15/05	10773	S.A. Claffey	.20	410	82.00	8994508	E-mails to ATA to implement execution of Eighth Amendment to Southwest Credit Agreement (.2)
12/15/05	10773	S.A. Claffey	.10	410	41.00	8994509	Review e-mails regarding cash use stipulation with ATSB (.1)
12/15/05	10773	S.A. Claffey	.30	410	123.00	8994511	prepare e-mail to Sean Frick with suggestions for changes in cash covenant in order to smooth out timing problems otherwise associated with ATSB's proposed covenant (.3)
12/15/05	10773	S.A. Claffey	.30	410	123.00	8994542	Work on satisfaction of closing conditions for MatlinPatterson DIP Financing Agreement (.3)
12/16/05	10771	J.M. Carr	.80	430	344.00	8991577	Work on ATSB term sheet
12/16/05	10771	J.M. Carr	.60	430	258.00	8991583	E-mails ATA re status and strategy
12/16/05	10773	S.A. Claffey	.20	410	82.00	8994554	E-mails with Steve Domanowski regarding Eighth Amendment to Credit Agreement and new MatlinPatterson lender (.2)
12/16/05	10773	S.A. Claffey	.40	410	164.00	8994556	Review new ATSB Term Sheet (.4)
12/16/05	10773	S.A. Claffey	.30	410	123.00	8994559	Prepare and review e-mails with respect to new draft of MatlinPatterson DIP Credit Agreement and review those changes (.3)
12/16/05	10773	S.A. Claffey	.30	410	123.00	8994567	E-mails regarding new MatlinPatterson lender and need to obtain information regarding the role of that new company, especially with respect to the rights offering and conversion of the DIP credit facility at Plan Effective Date (.3)
12/16/05	10773	S.A. Claffey	.20	410	82.00	8994570	Review and respond to further e-mails from MatlinPatterson counsel (.2)
12/16/05	10773	S.A. Claffey	.30	410	123.00	8994572	Work with Jim Carr regarding new MatlinPatterson lender issues and new ATSB Term Sheet issues (.3)
12/16/05	10563	T.E. Hall	.50	205	102.50	8988884	Draft supplemental New DIP order (.5)
12/19/05	10773	S.A. Claffey	1.00	410	410.00	8994603	Telephone call from Jefferies regarding negotiations with MatlinPatterson, participate in conference call with MatlinPatterson representatives, its counsel, ATSB counsel, Lazard representatives and Jefferies representatives regarding ATSB Term

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

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

Date	Atty	Name	Hours	Rate	Value	Index	Description
12/19/05	10773	S.A. Claffey	.20	410	82.00	8994607	Sheet issues (1.0) Conferences with Sean Frick regarding ATSB negotiations by MatlinPatterson and respecting cash maintenance covenant alternatives and risk (.2) E-mails with ATA officers regarding steps to be taken to satisfy closing conditions for MatlinPatterson DIP loan and conference with Sean Frick regarding status of those conditions precedent (.3)
12/19/05	10773	S.A. Claffey	.30	410	123.00	8994624	Assign preparation of legal opinions for Baker & Daniels and Brian Hunt with respect to MatlinPatterson DIP Credit Agreement closing and preparation of Officer's Certificates required at that closing and prepare e-mail to Brian Hunt regarding these matters (.4) Conference with Jim Carr regarding ATSB Term Sheet issues and ATA exclusion from current negotiations and regarding status of MatlinPatterson DIP financing closing and refusal of Chicago to provide a written commitment to Gate Restructuring Term Sheet (.2) Review and respond to e-mails from MatlinPatterson and Jefferies regarding ATSB issues and respecting the present status of negotiations and negotiation options available to ATA and MatlinPatterson (.2)
12/19/05	10773	S.A. Claffey	.40	410	164.00	8994630	Attention to DIP financing opinion letters and certificates and provide information to Becky Richardson for preparation of same (.4) Prepare a comprehensive e-mail to ATA senior officers regarding numerous open items and action required with respect to each, including each of the following items: ATSB Term Sheet, MatlinPatterson Exit Financing Term Sheet, City of Chicago Gate Restructuring closing and refusal to provide an agreement to all of the terms of the Gate Restructuring Term Sheet, IOFC claim of ATA and cross-default issues related to IOFC aircraft leases, and contracts with Boeing for purchase of 737-800s and
12/19/05	10773	S.A. Claffey	.20	410	82.00	8994636	
12/19/05	10773	S.A. Claffey	.20	410	82.00	8994641	
12/19/05	10773	S.A. Claffey	.40	410	164.00	8994654	
12/19/05	10773	S.A. Claffey	1.00	410	410.00	8994681	

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

Date	Atty	Name	Hours	Rate	Value	Index	Description
12/19/05	10773	S.A. Claffey	.20	410	82.00	8994688	evaluation of same, and decisions to be made respecting retention of Bata Leasing membership interest (1.0) Further conferences with Becky Richardson regarding opinion letter issues on MatlinPatterson Credit Agreement closing (.2)
12/19/05	10773	S.A. Claffey	.20	410	82.00	8994704	E-mail to Amir Raz regarding new MatlinPatterson lender and importance of MatlinPatterson providing additional information with respect thereto (.2)
12/19/05	10837	R.A. Richardson	1.30	340	442.00	8993159	Review DIP Credit Agreement and begin work on opinions
12/20/05	10771	J.M. Carr	.30	430	129.00	8994202	Telephone call S. Reisman re DOT approval codeshare and status other matters
12/20/05	10771	J.M. Carr	.50	430	215.00	8994203	E-mails re DOT approval codeshare and resolution with EETC
12/20/05	10773	S.A. Claffey	.40	410	164.00	9014133	Attention to MatlinPatterson debtor-in-possession financing opinion letters and other closing conditions (.4)
12/20/05	10773	S.A. Claffey	.20	410	82.00	9014161	E-mails with Sandy Sinick regarding MatlinPatterson closing conditions respecting DOT approvals (.2)
12/20/05	10773	S.A. Claffey	.20	410	82.00	9014169	Telephone conferences with Sean Frick regarding various matters related to upcoming financing and gate restructuring closings (.2)
12/20/05	10837	R.A. Richardson	2.50	340	850.00	8993154	Draft opinions for DIP facility and draft officer's certificate
12/21/05	10771	J.M. Carr	1.80	430	774.00	8998244	Telephone calls representatives ATA, MP and ATSB re ATSB term sheet
12/21/05	10773	S.A. Claffey	.50	410	205.00	9014454	E-mails with attorneys for MatlinPatterson, ATA officers, Lisa Creditors' Committee counsel, Lisa Beckerman, and Brian Hunt regarding debtor-in-possession loan closing conditions, and regarding DOT approvals to be required by MatlinPatterson, and related to other smaller points pertinent to closing of
12/21/05	10773	S.A. Claffey	.20	410	82.00	9014487	debtor-in-possession financing (.5) E-mails with ATSB counsel regarding ATSB consent to new
12/21/05	10837	R.A. Richardson	.30	340	102.00	9005757	debtor-in-possession financing by MatlinPatterson (.2) Due diligence for DIP opinion; arrange with Sarah to obtain corporate

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

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

Requested By: eliteman on 01/13/06

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

Date	Atty	Name	Hours	Rate	Value	Index	Description
12/22/05	10773	S.A. Claffey	.90	410	369.00	9014552	documents for borrower and guarantor entitlements Prepare ATSB lender consent letter for MatlinPatterson debtor-in-possession financing transaction, including review of background documents with ATSB to determine the extent to which consents are required and e-mails to Dan Lenihan and ATA regarding this consent (.9) Conferences with Dan Lenihan regarding ATSB consent to MatlinPatterson financing transaction and regarding new ATSB term sheet (.3) Review draft schedules to Investment Agreement (.3) Conference with Max Barnes regarding corrections to be made to draft schedules to Investment Agreement (.2) Conference with Gilles Sion and Barbara Vrancik regarding ATSB term sheet (.2) Follow up with ATA regarding open issues on ATSB term sheet (.1) Review and respond to e-mails regarding opinions to be provided to MatlinPatterson and ATSB and CitiBank consents to MatlinPatterson financing (.2)
12/22/05	10773	S.A. Claffey	.30	410	123.00	9014557	E-mails to Dan Lenihan regarding ATSB term sheet revisions (.3) Review revised ATSB term sheet (.2) E-mails regarding status of MatlinPatterson debtor-in-possession financing transaction, status of City of Chicago and Southwest gate restructuring transaction, and ATSB term sheet resolution to Lisa Beckerman (.3)
12/22/05	10773	S.A. Claffey	.30	410	123.00	9014642	Advise B. Hunt regarding suspension of ATA Cargo in California; revise and recirculate opinions
12/22/05	10773	S.A. Claffey	.20	410	82.00	9014647	Conference with Sidley Austin attorneys regarding documentation and deal closing checklist and status with respect to each of the matters on the closing checklist, and relating assignment of task to get checklist completed (1.2)
12/22/05	10773	S.A. Claffey	.30	410	123.00	9014657	Conferences with Dan Lenihan, ATSB counsel, regarding final changes to
12/22/05	10773	S.A. Claffey	.20	410	82.00	9014575	
12/22/05	10773	S.A. Claffey	.20	410	82.00	9014584	
12/22/05	10773	S.A. Claffey	.20	410	82.00	9014599	
12/22/05	10773	S.A. Claffey	.10	410	41.00	9014605	
12/22/05	10773	S.A. Claffey	.20	410	82.00	9014614	
12/22/05	10773	S.A. Claffey	.30	410	123.00	9014642	
12/22/05	10773	S.A. Claffey	.20	410	82.00	9014647	
12/22/05	10773	S.A. Claffey	.30	410	123.00	9014657	
12/22/05	10837	R.A. Richardson	1.30	340	442.00	9005698	
12/23/05	10773	S.A. Claffey	1.20	410	492.00	9014880	
12/23/05	10773	S.A. Claffey	.30	410	123.00	9014884	

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

S.A. Claffey

Client Manager: 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
12/23/05	10773	S.A. Claffey	.20	410	82.00	9014886	ATSB term sheet (.3) Review revised ATSB term sheet and conferences with Dan Lenihan respecting these final changes (.2)
12/23/05	10773	S.A. Claffey	.30	410	123.00	9014901	E-mails with Barbara Vrancik, Rebecca Richardson and ATA officers in relation to completion and satisfaction of closing conditions for MatlinPatterson debtor-in-possession financing (.3)
12/23/05	10773	S.A. Claffey	.20	410	82.00	9014911	Conference with Sean Frick regarding new points in ATSB term sheet and ATA's positions with respect to these final changes (.2)
12/23/05	10773	S.A. Claffey	.40	410	164.00	9014923	Check ATSB Loan Agreement, Cash Collateral Order, and Global Settlement Agreement and advise Sean Frick regarding conclusions reached with respect to actions proposed to be taken by ATA and implications to covenants with ATSB (.4)
12/23/05	10773	S.A. Claffey	.20	410	82.00	9014931	E-mails with ATA officers and with MatlinPatterson attorneys on numerous open matters related to DIP financing closing and ATSB term sheet (.2)
12/23/05	10837	R.A. Richardson	.20	340	68.00	9005648	Coordinate with B. Hunt regarding finalization of delivery of opinion for DIP facility
12/27/05	10773	S.A. Claffey	.30	410	123.00	9015019	Conference with John Denison respecting Chicago issues, general reorganization questions, issues and strategies, and MatlinPatterson DIP financing transaction (.3)
12/27/05	10773	S.A. Claffey	.10	410	41.00	9015029	Send wire transfer information to Barbara Vrancik (.1)
12/27/05	10773	S.A. Claffey	.30	410	123.00	9015065	E-mail call-in number to MatlinPatterson attorneys and ATA personnel for telephone conference to review open items required to be satisfied for MatlinPatterson funding of DIP loan, and confer with MatlinPatterson counsel, Barbara Vrancik, regarding closing matters (.3)
12/27/05	10773	S.A. Claffey	.90	410	369.00	9015078	Participate in closing conference with Barbara Vrancik and Frank Conway and a de-briefing conference with Frank Conway following this group conference (.9)
12/27/05	10773	S.A. Claffey	1.50	410	615.00	9015087	Prepare documents for sending to Barbara Vrancik, per requirements of

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

S.A. Claffey
 ATA Airlines, Inc.
 Restructuring

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

0002184
 0002184.0005146

Date	Atty	Name	Hours	Rate	Value	Index	Description
12/27/05	10773	S.A. Claffey	.20	410	82.00	9015095	Credit Agreement (1.5) Conference with Frank Conway and Barbara Vrancik regarding closing conditions (.2)
12/27/05	10773	S.A. Claffey	.30	410	123.00	9015100	Work on Baker & Daniels' opinion letter with Rebecca Richardson (.3)
12/27/05	10773	S.A. Claffey	.20	410	82.00	9015130	Various e-mails to Barbara Vrancik transmitting closing documents and documents related to Eighth Amendment with Southwest, Amended and Restated Codeshare Agreement, and Court Orders authorizing amended term sheet transactions with City of Chicago and Southwest (.2)
12/27/05	10773	S.A. Claffey	.20	410	82.00	9015140	Conference with Evan Borenstein of Curtis Mallet regarding ATSB approval of ATSB term sheet (.2)
12/27/05	10773	S.A. Claffey	.30	410	123.00	9015145	Attention to assembly and finalization of exhibits to Secretary's Certificate for MatlinPatterson financing closing (.3)
12/27/05	10773	S.A. Claffey	.30	410	123.00	9015153	E-mails with Barbara Vrancik and Frank Conway related to MatlinPatterson financing closing (.3)
12/27/05	10773	S.A. Claffey	.10	410	41.00	9015161	Telephone call to Therese at ATA regarding corrections required to Brian Hunt opinion letter (.1)
12/27/05	10837	R.A. Richardson	1.00	340	340.00	9005610	Assist S.A. Claffey with finalization of opinion; coordinate with Therese regarding finalization of General Counsel opinion and Secretary's Certificate; telephone call with B. Hunt regarding same
12/28/05	10773	S.A. Claffey	.20	410	82.00	9015343	Prepare and issue e-mails regarding closing conditions for MatlinPatterson financing (.2)
12/28/05	10773	S.A. Claffey	.10	410	41.00	9015359	Conference with Barbara Vrancik regarding status of open items related to closing of MatlinPatterson DIP financing (.1)
12/28/05	10773	S.A. Claffey	1.00	410	410.00	9015364	Attention to preparation of schedules for MatlinPatterson Credit and Security Agreement (1.0)
12/28/05	10773	S.A. Claffey	.60	410	246.00	9015382	Conference with Sean Frick, Frank Conway, Christine Smith, Doug Yakola and Brian Hunt regarding information to be included in schedules to MatlinPatterson Credit Agreement (.6)
12/28/05	10773	S.A. Claffey	1.30	410	533.00	9015387	Further work on MatlinPatterson Credit

Requested By: elite man on 01/13/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
12/28/05	10773	S.A. Claffey	.20	410	82.00	9015416	Agreement schedules and arrange for signing of MatlinPatterson loan documents (1.3)
12/28/05	10773	S.A. Claffey	.20	410	82.00	9015422	Attention to proposed financial reporting covenants with Sabre (.2) prepare e-mails regarding execution of MatlinPatterson Credit Agreement and related documents and e-mails sending to MatlinPatterson counsel closing documents and new Officer's Certificates (.2)
12/28/05	10773	S.A. Claffey	.30	410	123.00	9015445	General e-mails to Committee counsel and ATSB counsel regarding closing of MatlinPatterson DIP loan (.3)
12/28/05	10773	S.A. Claffey	.10	410	41.00	9015452	E-mails to Barbara Vrancik regarding closing matters (.1)
12/28/05	10773	S.A. Claffey	.10	410	41.00	9015457	E-mails to Brian Hunt and Sean Frick regarding follow up needed to provide original executed documents to MatlinPatterson (.1)
12/30/05	10773	S.A. Claffey	.10	410	41.00	9015619	E-mails with Sean Frick and Christine Smith regarding reporting and financial covenant requirements under new MatlinPatterson Credit Agreement (.1)
12/30/05	10773	S.A. Claffey	.20	410	82.00	9015621	E-mails to Committee counsel regarding developments and regarding draft ATSB Credit Agreement (.2)
12/30/05	10773	S.A. Claffey	.50	410	205.00	9015630	Initial review of draft Credit Agreement submitted by ATSB for post-effective date treatment of ATSB loan (.5)
Total for B009			124.30	50,003.00			
B010 LITIGATION							
12/01/05	10769	J.R. Burns	.60	375	225.00	8998554	Continue work on ordinary course issues
12/03/05	15667	M.F. Juba	4.20	160	672.00	8960216	Legal research re cross-default provisions, integration, indivisibility, and severability among multiple contracts under federal and Indiana state law
12/06/05	10769	J.R. Burns	1.20	375	450.00	9004247	Review changes; prepare objection to Disclosure Statement and consideration of issues raised by same
12/06/05	10304	M.A. Werling	6.00	240	1,440.00	8966472	Work on follow-up investigation of City of Chicago position on cross-default, draft Disclosure Statement objection, analyze same in light of similar litigation in UAL bankruptcy

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

S.A. Claffey
 ATA Airlines, Inc.
 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
12/07/05	10304	M.A. Werling	4.60	240	1,104.00	8967200	Continue extensive work on analysis of City of Chicago D.S. objection based on status of lease, guarantees
12/08/05	10769	J.R. Burns	2.00	375	750.00	9006079	Work on Midway lease issues and analysis of cases related thereto
12/08/05	10304	M.A. Werling	4.00	240	960.00	8979256	Work extensively on analysis of Chicago Disclosure Statement objections, legal contentions, research in support of same
12/10/05	10304	M.A. Werling	2.00	240	480.00	8976285	Continue work on analysis of City of Chicago draft D.S. objection, with emphasis on contention that Midway Ground Lease is not "true lease" capable of being subject to cap on rejection damages
12/11/05	10304	M.A. Werling	6.00	240	1,440.00	8976293	Finalize work on analysis of City of Chicago draft D.S. objection, with emphasis on "true lease," rejection damages cap concerns; prepare memorandum re same
12/12/05	10304	M.A. Werling	1.20	240	288.00	9001947	Continue attention to issues raised by City of Chicago D.S. Objection, impact of same on cross-default analysis
Total for B010				7,809.00			
B012 PLAN AND DISCLOSURE STATEMENT							
12/01/05	14724	M.N. Barnes	8.10	245	1,984.50	9001059	Discuss 33 Act and 34 Act registration issues with J. Aschleman and Sidley (.7); phone call with D. Foster regarding general solution question from Milbank (.2); phone call with D. Bennett regarding issuance of warrants (.2); discuss 1145 exemption with N. McDonald and review bankruptcy code (.1); revise disclosure in Plan for Rights Offering (2.5); conference call with Sidley and MP to discuss 34 Act issues (.9); review and comment on Plan (2.2); attention to 8-K question regarding revised employment agreement for J. Dennison (.3); revise Rights Offering subscription documents (.1) Review and revise plan and disclosure statement reflecting comments by various parties
12/01/05	10771	J.M. Carr	4.30	430	1,849.00	8969908	Review and revise various documents
12/01/05	10771	J.M. Carr	1.20	430	516.00	8970336	Coordination of Disclosure Statement
12/01/05	10773	S.A. Claffey	.30	410	123.00	8955803	modifications with Terry Hall and ATA (.3)
12/01/05	10773	S.A. Claffey	.10	410	41.00	8955808	Attention to Committee request for

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

S.A. Claffey

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

Page 60 (60)

Client: 0002184
Matter: 0002184.0005146 Restructuring

Requested By: elite man on 01/13/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
12/01/05	10563	T.E. Hall	.60	205	123.00	8956100	documents (.1) Telephone call to and from R. Rosenberg and C. Giamo regarding solicitation procedures motion (.6)
12/01/05	10563	T.E. Hall	2.40	205	492.00	8956106	Revise Solicitation Procedures Motion and Ballots and Notice (2.4)
12/01/05	10563	T.E. Hall	.90	205	184.50	8956114	Telephone call with G. Tanillo (Wells Fargo), Indenture Trustee Counsel, regarding solicitation motion and coordinate with BMC Group regarding procedures and ballots (.9)
12/01/05	10563	T.E. Hall	2.00	205	410.00	8956120	Attend to claims over \$1 million regarding objections and determination of rights offering participation (2.0)
12/01/05	10563	T.E. Hall	.20	205	41.00	8956124	Confer with D. Bennett regarding changes to tax section of Plan based on warrants (.2)
12/01/05	10563	T.E. Hall	1.30	205	266.50	8956134	Continue revision to Disclosure Statement based on new comments received and corrections to Plan (1.3)
12/01/05	15473	N.L. McDonald	2.60	155	403.00	8979772	Discuss the Bankruptcy Code Section 1145 exemption from registration and application to securities issued upon exercise of options with M. Barnes; review Section 1145 exemption; discuss exemption with J. Aschleman and review previous research regarding the issuance of warrants and options and the exemption of the securities issued upon exercise
12/02/05	10759	J.A. Aschleman	6.70	445	2,981.50	8976572	Work on plan, disclosure statement and related agreements
12/02/05	14724	M.N. Barnes	5.20	245	1,274.00	9001065	Revise subscription documents (.2); review and revise rights offering description in Plan and distribute (1.8); revise rights offering description in Disclosure Statement (1.7); review revised plan (1.5)
12/02/05	10771	J.M. Carr	1.80	430	774.00	8960443	Review and revise plan including ATSB comments
12/02/05	10773	S.A. Claffey	.30	410	123.00	8959061	Review and take action on Committee e-mails from Angela Ferrante (.3)
12/02/05	10563	T.E. Hall	.20	205	41.00	8959492	Respond to voicemail from creditor regarding objection to Disclosure Statement (.2)
12/02/05	10563	T.E. Hall	2.00	205	410.00	8959495	Continue revisions to solicitation procedures motion (2.0)
12/02/05	10563	T.E. Hall	2.10	205	430.50	8959501	Telephone call with R. Rosenberg regarding solicitation procedures

Date	Atty	Name	Hours	Rate	Value	Index	Description
12/02/05	10563	T.E. Hall	3.30	205	676.50	8959516	motion change and conference with BMC regarding voting and balloting procedures (2.1)
12/02/05	15476	L.T. Perry	1.90	155	294.50	8959351	Review new claims analysis for creating Disputed Rights Offering List and continue creation of same in connection with Exhibit to Plan and Rights Offering (3.3)
12/03/05	10759	J.A. Aschleman	6.00	445	2,670.00	8976584	Drafting and editing informational release to ATA employees re: disclosure statement and plan of reorganization
12/03/05	10771	J.M. Carr	1.20	430	516.00	8960462	Work on investment agreement and other documents
12/03/05	10773	S.A. Claffey	.20	410	82.00	8959655	Work on plan, disclosure statement, and other documents
12/03/05	10773	S.A. Claffey	.20	410	82.00	8959671	Conference with Jim Carr and Jim Aschleman to coordinate and update respecting all open matters, particularly related to December 6 hearing (.2)
12/03/05	10563	T.E. Hall	3.50	205	717.50	8959523	Review open items to be addressed throughout the balance of the weekend (.2)
12/03/05	10563	T.E. Hall	7.00	205	1,435.00	8959528	Review and revise Solicitation Procedures Motion, Order, Exhibits and e-mails with Committee regarding same (3.5)
12/03/05	14863	J.C. Nelson	3.10	160	496.00	8960153	Continue revisions to Disclosure Statement and Plan and e-mail blacklines to constituent parties, and review Exhibits for necessary changes (7.0)
12/04/05	10759	J.A. Aschleman	6.40	445	2,848.00	8976588	Review proposed language on C8 Examiner requested by Natrel to be including in disclosure statement and compare the same with Examiner's report
12/04/05	14724	M.N. Barnes	4.30	245	1,053.50	9001073	Work on plan, disclosure statement and investment agreement
12/04/05	10563	T.E. Hall	7.00	205	1,435.00	8959539	Conference call to go through Disclosure Statement and Plan (3.8); revise subscription documents (.5)
12/04/05	14863	J.C. Nelson	4.00	160	640.00	8960223	Telephone call with MatlinPatterson and Committee regarding read through of Plan and Disclosure Statement; revise Plan based on comments received and begin revisions to Disclosure Statement (7.0)
							Revising Solicitation Procedures motion, notice and order

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

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

Page 62 (62)

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

Requested By: elite man on 01/13/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
12/05/05	10759	J.A. Aschleman	10.20	445	4,539.00	8976594	Work on Investment Agreement and other plan exhibits; conferences regarding same
12/05/05	14724	M.N. Barnes	4.90	245	1,200.50	9001075	Review and comment on Investment Agreement and discuss with J. Aschleman (3.4); review Aschleman's comments to Investment Agreement (.4); review comments to U.S. Citizen certificate from Sidley (.1); internal group meeting to discuss action items/issues (1.0)
12/05/05	10771	J.M. Carr	.90	430	387.00	8962230	E-mails and telephone call E. Tryban re Chicago objection; revised term sheet and work on plan and disclosure statement
12/05/05	10771	J.M. Carr	.40	430	172.00	8962236	Telephone call with L. Beckerman and A. Ferante re disclosure statement Committee view that valuation reorganized ATA is higher and other issues
12/05/05	10773	S.A. Claffey	.40	410	164.00	8968655	Mark-up of Disclosure Statement regarding IAA lease restructuring, maintenance facility restructuring with Regions Bank, correction of a few other miscellaneous historical statements to correctly reflect chronologies and occurrences (.4)
12/05/05	10563	T.E. Hall	.40	205	82.00	8969095	Attend to issues related to revisions of Rights Offering documents and how that impacts the Plan revisions (.4)
12/05/05	10563	T.E. Hall	6.10	205	1,250.50	8969103	Continue review and revisions to Plan and Disclosure Statement based on comments received over the weekend; review new changing terms of all the deals and settlements associated and continue conforming the documents (6.1)
12/05/05	14863	J.C. Nelson	1.90	160	304.00	8966842	Lengthy telephone call with Committee regarding Solicitation Procedures Motion, order and various exhibits and making revisions to same
12/05/05	14863	J.C. Nelson	1.20	160	192.00	8966844	Continued attention to aircraft lease rejection damages claims in an effort to arrive at numbers for disputed rights offering list
12/05/05	14863	J.C. Nelson	2.00	160	320.00	8966862	Attend to status of various matters related to plan confirmation process and strategy and assignments going forward
12/06/05	10759	J.A. Aschleman	6.70	445	2,981.50	8976598	Work on investment agreement, plan,

Date	Atty	Name	Hours	Rate	Value	Index	Description
12/06/05	14724	M.N. Barnes	4.70	245	1,151.50	9001104	disclosure statement and other documents Revise subscription documents (.6). review revised investment agreement (2.2); review revised press release (.4); review warrant term sheet and discuss with J. Aschleman (.5); discuss status with internal working group (.5); review and revise bylaws for New Holding Company (.5)
12/06/05	10563	T.E. Hall	3.40	205	697.00	8969130	Review all Exhibits for status of being able to file and consult regarding Court timing and potential other hearing dates (3.4)
12/06/05	10563	T.E. Hall	1.30	205	266.50	8969134	Telephone calls related to valuation of Company and potential disagreement with Creditors' Committee (1.3)
12/06/05	10563	T.E. Hall	3.60	205	738.00	8969137	Continue revisions to all documents and respond to comments/demands from constituent parties (3.6)
12/06/05	10563	T.E. Hall	.80	205	164.00	8969148	Review warrant term sheet for term inclusion in Plan and Disclosure Statement (.8)
12/06/05	10563	T.E. Hall	1.70	205	348.50	8969151	Review new claims sheet for Sommer Barnard and continue resolution of claims for Rights Offering (1.7)
12/06/05	14863	J.C. Nelson	2.00	160	320.00	8966887	Continued work on Solicitation Procedures Motion and Order
12/07/05	10759	J.A. Aschleman	5.30	445	2,358.50	8976604	Work on plan documents and telephone conferences regarding same
12/07/05	14724	M.N. Barnes	4.10	245	1,004.50	9001117	Review Wilmington object to Disclosure Statement (.6); review revised investment agreement (1.4); conference call to discuss issues (1.8); review exit facility term sheet (.3)
12/07/05	10771	J.M. Carr	1.10	430	473.00	8970377	Telephone calls and e-mails ATA personnel re status and strategy including Compass view re valuation reorganized ATA and inclusion of language in disclosure statement
12/07/05	10771	J.M. Carr	1.60	430	688.00	8970387	Conference call with J. Denison, F.Conway, S. Frick re status and strategy re plan, disclosure statement and various other matters
12/07/05	10771	J.M. Carr	2.00	430	860.00	8970396	Work on plan and disclosure statement issues and review investment agreement, warrant term sheet, ATSB terms sheet and other documents
12/07/05	10605	D.A. Foster	3.50	300	1,050.00	8975797	Review Southwest Code Share documents (1.0); telephone conference with S.A.

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

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

Page 64 (64)

Client: 0002184
Matter: 0002184.0005146 Restructuring

Requested By: elite man on 01/13/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
12/07/05	10563	T.E. Hall	1.00	205	205.00	8969167	Claffey re same (.2); telephone conference with John Denison re same (.3); telephone conference with Subodh Karnik re same (.3); review revisions to Code Share Exhibit F (.3); telephone conference with S.A. Claffey re same (.2); preparation for and teleconference with Andrew Silfen and R. Rosenberg re 96-97 EETC issues relating to disclosure, plan and DIP order (1.2)
12/07/05	10563	T.E. Hall	.40	205	82.00	8969174	Telephone call with Company, Navigant and Huron regarding sources and uses of cash and projected recoveries for claims (1.0)
12/07/05	10563	T.E. Hall	.80	205	164.00	8969179	Telephone call with BMC regarding claims and objection process (.4)
12/07/05	10563	T.E. Hall	.90	205	184.50	8969185	Respond to L. Beckerman e-mail on Plan comments (.8)
12/07/05	10563	T.E. Hall	6.20	205	1,271.00	8969193	Attend to e-mail communications from Committee regarding recovery on claims and telephone calls with Company regarding same (.9)
12/07/05	10563	T.E. Hall	2.80	205	574.00	8969197	Continue revisions to Plan and Disclosure Statement to conform to emerging and changing deal and telephone calls with client and constituent parties (6.2)
12/07/05	10563	T.E. Hall	1.50	205	307.50	8969201	Attend to claims analysis regarding Offering (2.8)
12/07/05	10563	T.E. Hall	.50	205	102.50	8969209	Conference call with 96-97 EETC regarding comments to Plan, Disclosure Statement, Solicitation Procedures Motion and Order (1.5)
12/07/05	14863	J.C. Nelson	1.60	160	256.00	8967929	Second telephone call with Company regarding sources and uses of cash and feasibility of Plan (.5)
12/08/05	10759	J.A. Aschleman	4.30	445	1,913.50	8976611	Revisions to Solicitations Procedures Motion, Order Notice and exhibits to incorporate Committee comments and to reflect new timeline
12/08/05	14724	M.N. Barnes	2.00	245	490.00	9001141	Work on documents
12/08/05	10771	J.M. Carr	2.90	430	1,247.00	8970473	Review and revise plan and disclosure statement (2.0)
							Review plan and disclosure statement including to account for committee comment re valuation dispute, and City of Chicago objection

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

Requested By: eliteman on 01/13/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
12/08/05	10771	J.M. Carr	.80	430	344.00	8970475	Telephone calls Sidley re status and strategy
12/08/05	10771	J.M. Carr	.80	430	344.00	8970483	Telephone calls S. Frick and J. Peko re language re committee disagreement re valuation
12/08/05	10773	S.A. Claffey	.30	410	123.00	8981836	E-mails regarding lots of open "big bang day" items (.3)
12/08/05	10605	D.A. Foster	2.10	300	630.00	8975926	Correspondence with R. Rosenberg re EETC settlement (.4); attention to revised reserve language (.3); telephone conference with J. Graber re same (.2); review revised plan of reorganization (1.2)
12/08/05	10563	T.E. Hall	8.70	205	1,783.50	8974122	Continue revisions all day on Plan, Disclosure Statement, Solicitation Motion, Order, Ballots, Rights Offering Documents and telephone calls with client and constituent parties (8.7)
12/09/05	10759	J.A. Aschleman	6.20	445	2,759.00	8976618	Work on exhibits to plan and disclosure statement; telephone conferences regarding same
12/09/05	14724	M.N. Barnes	9.80	245	2,401.00	9001155	Internal group meeting (1.0); attention to Rights Offering mechanics, prepare beneficial owner form and master nominee form and revise general subscription form (7.0); review comments to the Disclosure Statement and discuss with T. Hall (.8); review and revise plan and disclosure statement (1.0)
12/09/05	10771	J.M. Carr	1.90	430	817.00	8972164	Work on plan, disclosure statement and various exhibits
12/09/05	10771	J.M. Carr	1.20	430	516.00	8972194	Revise plan and documents to reflect various comments
12/09/05	10773	S.A. Claffey	.20	410	82.00	8981518	E-mail Sean Frick regarding Exhibits to Disclosure Statement and requesting estimated time for finalization of those Exhibits (.2)
12/09/05	10773	S.A. Claffey	.30	410	123.00	8981555	Review and reply to further e-mails from MatlinPatterson counsel regarding Disclosure Statement, from Committee counsel regarding Disclosure Statement, and MatlinPatterson's DIP Agreement, and regarding Southwest Eighth Amendment (.3)
12/09/05	10605	D.A. Foster	4.60	300	1,380.00	8975934	Review revised Plan and Disclosure Statement (2.1); telephone conference with John Graber re 96 EETC settlement (.3); telephone conference with R.

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

Date	Atty	Name	Hours	Rate	Value	Index	Description
12/09/05	10563	T.E. Hall	9.80	205	2,009.00	8974156	Rosenberg re same (.2); revising Plan and Disclosure Statement language re same (.8); review comments to Plan and Disclosure Statement from committee EETC Trustee and bondholders (.6); conferences with J. Carr and T. Hall re Plan issues (.6)
12/09/05	14863	J.C. Nelson	11.10	160	1,776.00	8971508	Continue again to respond to all voicemails and e-mails for changes to documents and review and revise all parties in interest and begin draft of orders related to same (9.8)
12/09/05	15476	L.T. Perry	.80	155	124.00	8970221	Work on various issues regarding plan and disclosure statement in preparation for filing amended versions of same, specifically focusing on Rights Offers Claim Amount List and attention to numerous issues regarding same
12/09/05	10845	G.L. Skolnik	.10	360	36.00	8975677	Editing ballots for holders of claims in classes 1-7
12/10/05	10759	J.A. Aschleman	5.20	445	2,314.00	8976623	Conference with J. Aschleman regarding certain benefits-related representations in investment agreement. Work on finalizing plan documents and exhibits
12/10/05	14724	M.N. Barnes	3.80	245	931.00	9001159	Review and revise Plan, Disclosure Statement and Rights Offering documents (3.8)
12/10/05	10771	J.M. Carr	3.70	430	1,591.00	8972253	Work on plan and disclosure statement
12/10/05	10773	S.A. Claffey	1.00	410	410.00	8981295	Prepare special inserts to Disclosure Statement regarding Chicago lease issues, and study and evaluate lease options by City of Chicago and ATA those claims (1.0)
12/10/05	10773	S.A. Claffey	.20	410	82.00	8981303	Address rights offering issues regarding amount of City of Chicago claim for purposes of rights offering (.2)
12/10/05	10773	S.A. Claffey	.40	410	164.00	8981356	Prepare inserts to Disclosure Statement regarding Chicago claims and disputes (.4)
12/10/05	10563	T.E. Hall	8.00	205	1,640.00	8974178	Work on Plan and Disclosure Statement, Solicitation Procedures Motion and all Exhibits for same and file new blacklines of all and telephone calls with notice parties and respond to numerous e-mails (8.0)

Date	Atty	Name	Hours	Rate	Value	Index	Description
12/10/05	14863	J.C. Nelson	8.50	160	1,360.00	8971529	Continued work on various issues regarding Plan and Disclosure Statement, including revising and updating Rights Offering Claim Amount List (5.5); preparing the Disclosure Statement, Plan, Gate Transfer Order, DIP Finance Motion and Order and various exhibits regarding same for filing and filing same (3.0)
12/11/05	14724	M.N. Barnes	1.70	245	416.50	9001162	Review revised Plan and Disclosure Statement and comment (1.7)
12/11/05	10773	S.A. Claffey	.40	410	164.00	8981399	Review numerous e-mails from Esther Tryban-Telser and Steve Domanowski, counsel for Southwest, Sidley attorneys, counsel for MatlinPatterson, regarding various documents for closings of MatlinPatterson, Southwest and ATSB deals related to Plan of Reorganization (.4)
12/11/05	10563	T.E. Hall	6.80	205	1,394.00	8974194	Continue to work on solicitation procedures and exhibits and telephone calls with EETC trustees regarding voting and solicitation procedures (6.8)
12/12/05	10759	J.A. Aschleman	1.00	445	445.00	8976628	Review documents
12/12/05	14724	M.N. Barnes	1.00	245	245.00	9001202	Revise Plan, Disclosure Statement and subscription documents (1.0)
12/12/05	10771	J.M. Carr	2.70	430	1,161.00	8980513	Work on plan, disclosure statement and various documents
12/12/05	10771	J.M. Carr	1.40	430	602.00	8980515	Conference telephone calls with ATSB, MP, ATA re ATSB term sheet
12/12/05	10771	J.M. Carr	1.90	430	817.00	8980516	Work on DIP order, gate transaction order and exhibits
12/12/05	10771	J.M. Carr	1.80	430	774.00	8980521	Attendance at hearing re DIP loan, gate transaction, disclosure statement, Denison employment agreement, and procedures order
12/12/05	10773	S.A. Claffey	.20	410	82.00	8980723	E-mails to Frank Conway and Sean Frick regarding new proformas for Disclosure Statement and regarding potential impact to valuation analysis by reason of changes and EBITDAR (.2)
12/12/05	10773	S.A. Claffey	.60	410	246.00	8980829	Participate by telephone in Bankruptcy Court hearing respecting numerous motions related to gate restructuring, MatlinPatterson DIP financing, John Denison Employment Agreement, Southwest Credit Agreement Amendments, and approval of Disclosure Statement for circulation (.6)

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

Date	Atty	Name	Hours	Rate	Value	Index	Description
12/12/05	10605	D.A. Foster	5.40	300	1,620.00	8990231	Review proposed disclosure statement revisions (.4); correspondence with A. Silfen and R. Rosenberg re EETC plan and disclosure issues (1.1); telephone conference with C. Giamo re same (.3); teleconferences with T. Hall and R. Rosenberg re same (.8); attention to and negotiations re same (1.5); review proposed EETC stipulations (.8); review revised plan and disclosure statement (.5)
12/12/05	10563	T.E. Hall	7.00	205	1,435.00	8983177	Continue final revisions to all matters to be heard at the hearing on the Disclosure Statement and file same; telephone calls with Notice Parties (7.0)
12/12/05	10563	T.E. Hall	.50	205	102.50	8983222	Revise draft of Order Approving Disclosure Statement (.5)
12/12/05	10414	S.B. Laughlin	1.40	130	182.00	8987947	Revise Plan and consultation with T. Hall regarding blackline filing (.4); revise Disclosure Statement (1.0)
12/12/05	14863	J.C. Nelson	.50	160	80.00	8978278	Prepare Plan exhibits for submission at hearing
12/12/05	15476	L.T. Perry	2.10	155	325.50	8973869	Editing and revising ballots
12/13/05	10759	J.A. Aschleman	2.40	445	1,068.00	9003814	Work on finalizing plan documents
12/13/05	14724	M.N. Barnes	3.00	245	735.00	9001216	Discuss status with J. Aschleman (.5); review press release and distribute comments (.2); review 8-K and attention to getting final exhibits (1.6); call with Akin Group regarding subscription documents (.7)
12/13/05	10771	J.M. Carr	5.90	430	2,537.00	8987639	Work on plan and disclosure statement
12/13/05	10771	J.M. Carr	2.30	430	989.00	8987640	Work on revisions to exhibits, DIP financing, and gate transaction
12/13/05	10771	J.M. Carr	1.30	430	559.00	8987642	Conference telephone calls Silfen and Rosenberg re EETC issues re plan and disclosure statement
12/13/05	10771	J.M. Carr	.40	430	172.00	8987644	Telephone call D. Darrow re status and strategy
12/13/05	10771	J.M. Carr	.30	430	129.00	8987645	Telephone call S. Kohn re status and strategy
12/13/05	10771	J.M. Carr	.80	430	344.00	8987646	E-mails to major constituents re blacklines of documents to be filed
12/13/05	10563	T.E. Hall	4.00	205	820.00	8983286	Revise all Ballots and forms of Subscription Documents to conform to changes being made in other documents, including revision to all instructions (4.0)
12/13/05	10563	T.E. Hall	10.00	205	2,050.00	8983298	Continue conforming Plan and Disclosure

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
12/13/05	10414	S.B. Laughlin	.90	130	117.00	8987969	Statement to negotiated changes from hearing, as well as continuing negotiations and suggested language from EETC trustees and others and answer very numerous e-mails regarding status of same (10.0)
12/13/05	14863	J.C. Nelson	2.10	160	336.00	8978703	Work on disclosure statement order (.9) Revise solicitation procedures order to conform to latest version of Solicitation Procedures Motion, specifically focusing on sections regarding Certificateholders and revising General Class 6 Ballot Editing ballots per Terry Hall's mark ups
12/13/05	15476	L.T. Perry	.70	155	108.50	8977638	Work on option plans; review 8-K; conference call regarding documents and closing matters; work on corporate documents
12/14/05	10759	J.A. Aschleman	4.70	445	2,091.50	9003958	Revise master nominee form (1.5); phone call with T. Hall regarding changes to subscription documents and timing (.3); revise 8-K (1.6); call with BMC to discuss DTC procedure (.5) Make final revisions to gate restructuring exhibits and order, DIP exhibits and order, plan, disclosure statement, order approving disclosure statement
12/14/05	14724	M.N. Barnes	3.90	245	955.50	9001258	Attention to cleanup of minor errors in draft Disclosure Statement (.3) Continue review and revision of Plan, Disclosure Statement, Solicitation Order, Approval Orders and all Exhibits to same and prepare all for filing; negotiation with Notice Parties on final word changes included (8.5) Revising Solicitation Procedures Order and Ballots to incorporate comments from Committee, Millbank and Arent Fox and assembling exhibits to same for filing
12/14/05	10771	J.M. Carr	1.90	430	817.00	8989146	Work on option plans; review articles and by-laws; prepare checklist for exhibit and closing matters; review master subscription document
12/14/05	10773	S.A. Claffey	.30	410	123.00	8994443	Revise and distribute Master Nominee form for review (.4); attention to 8-K filing including all exhibits (1.8)
12/14/05	10563	T.E. Hall	8.50	205	1,742.50	8983315	
12/14/05	14863	J.C. Nelson	2.70	160	432.00	8985132	
12/15/05	10759	J.A. Aschleman	3.30	445	1,468.50	9003979	
12/15/05	14724	M.N. Barnes	2.20	245	539.00	9001285	

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

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

Page 70 (70)

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

Requested By: elite man on 01/13/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
12/15/05	10771	J.M. Carr	1.10	430	473.00	8991552	Clean-up work re plan and disclosure statement
12/15/05	10563	T.E. Hall	3.20	205	656.00	8988726	Coordinate clean-up revisions to Plan and Disclosure Statement and correspondence with BMC regarding printing and distribution (3.2)
12/15/05	15476	L.T. Perry	4.60	155	713.00	8985366	Editing disclosure statement in preparation for its uploading onto the BMC website
12/16/05	10759	J.A. Aschleman	2.50	445	1,112.50	9003982	Work on exhibits and closing matters
12/16/05	14724	M.N. Barnes	2.40	245	588.00	9007705	Attention to 8-K filing (.3); return call to King Spalding regarding deregistration (.1); prepare summary of required disclosure schedules to Investment Agreement and distribute to ATA (2.0)
12/16/05	10563	T.E. Hall	.40	205	82.00	8988870	Revise master ballot to include Class 6 and Class 7 Claims (.4)
12/16/05	10563	T.E. Hall	3.00	205	615.00	8988906	Coordinate final documents with BMC for printing including SRO forms and ballots, Committee letter, final exhibit forms, and Word document copies (3.0)
12/18/05	14724	M.N. Barnes	2.00	245	490.00	9007738	Review 8-K EDGAR submission (1.6); attention to discrepancy in projections (.4)
12/19/05	14724	M.N. Barnes	1.50	245	367.50	9007802	Attention to 8-K filing (1.2); attention to question from B. Hunt regarding filing of codeshare agreement (.3)
12/19/05	10563	T.E. Hall	.90	205	184.50	8991225	Telephone call with A. Ferrante on ballots and coordinate with BMC on changes to ballots (.9)
12/20/05	14724	M.N. Barnes	.50	245	122.50	9007890	Review revised EDGAR submission of 8-K (.3); phone call with creditor regarding rights offering (.2)
12/20/05	10563	T.E. Hall	.10	205	20.50	8996230	Return telephone call to Jeff McClendon - ATA private placement stock claim and voting (.1)
12/20/05	10563	T.E. Hall	1.80	205	369.00	8996520	Telephone call with BMC regarding final issues related to solicitation package and voting categories and review plan class listings (1.8)
12/20/05	10563	T.E. Hall	1.20	205	246.00	8996535	Attend to Wilmington Trust motion for emergency hearing and request to increase rights offering participation claim amount in connection with the Plan (1.2)
12/21/05	10759	J.A. Aschleman	3.70	445	1,646.50	9004026	Work on plan exhibits, including option

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

S.A. Claffey

Page 71 (71)

Date	Atty	Name	Hours	Rate	Value	Index	Description
12/21/05	14724	M.N. Barnes	2.60	245	637.00	9007987	plans; charter and by-laws for new holding company; work on closing checklist and closing documents
12/21/05	10563	T.E. Hall	.30	205	61.50	8996571	Review disclosure schedule, discuss with Brian Hunt and revise (2.6)
12/21/05	10563	T.E. Hall	.10	205	20.50	8996573	Finalize 3018 motions for Wilmington Trust (.3)
12/22/05	10759	J.A. Aschleman	2.30	445	1,023.50	9004039	Return telephone call again to J. Calendonia regarding questions on voting (.1)
12/22/05	14724	M.N. Barnes	2.20	245	539.00	9008036	Review schedules; work on exhibits and closing matters
12/22/05	10563	T.E. Hall	.10	205	20.50	9011878	Review and revise disclosure schedule (2.2)
12/22/05	10563	T.E. Hall	.90	205	184.50	9011885	Attend to orders for Wilmington Trust stipulation (.1)
12/23/05	10759	J.A. Aschleman	1.20	445	534.00	9004068	Attend to citizenship verification issues for Class 6 claimants (.9)
12/23/05	14724	M.N. Barnes	.80	245	196.00	9008176	Conference call on closing matters; telephone conference with Hunt
12/27/05	10759	J.A. Aschleman	3.20	445	1,424.00	9004076	Conference call to discuss closing checklist (.8)
12/27/05	10773	S.A. Claffey	.50	410	205.00	9015174	Review and revise Warrant Agreement; management option plan; by-laws and closing checklist
12/28/05	10759	J.A. Aschleman	1.40	445	623.00	9014283	Prepare Written Consent Resolutions for American Trans Air Execujet Board of Directors to approve retroactively
12/29/05	10759	J.A. Aschleman	.20	445	89.00	9014289	filing of Amended Disclosure Statement and Amended Plan of Reorganization and to approve participation in
12/30/05	14724	M.N. Barnes	1.50	245	367.50	9012873	MatlinPatterson DIP financing and forward same to Brian Hunt (.5)
							Work on exhibit documents
							Advice on securities law matters
							Review disclosure schedules for DIP Agreement and revise schedules for Investment Agreement (.7); prepare 8-K for DIP Agreement and send to printer (.8)
Total for B012			119,498.00				
B015 BUSINESS ANALYSIS							
12/08/05	10069	C.M. Borowski	.10	210	21.00	8969215	Verify that UMW case on point is still good law for GND
Total for B015			21.00				
B016 CORPORATE FINANCE							
12/01/05	15785	J. Blankenship	1.90	200	380.00	8979240	Draft Articles of Incorporation for new

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

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

Page 72 (72)

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	10771	J.M. Carr	1.30	430	559.00	8970326	ATA Subsidiaries (1.9) Telephone calls and e-mail various parties; conference telephone call with Sidley et al. re ALPA and securities law issues
12/02/05	15785	J. Blankenship	3.60	200	720.00	8979288	Revise drafts of Articles of Incorporation for new ATA subsidiaries (.8); draft subscription agreements and consents of the sole incorporator for the new ATA subsidiaries (2.8)
12/03/05	15785	J. Blankenship	7.40	200	1,480.00	8979319	Draft and revise Bylaws, consents of sole incorporator and subscription agreements for new ATA subsidiaries (7.4)
12/05/05	10773	S.A. Claffey	.40	410	164.00	8968664	Conference with John Denison regarding additional issues related to MatlinPatterson investment commitment and closing conditions (ALPA claim, EETC lease replacement) (.4)
12/13/05	10773	S.A. Claffey	.40	410	164.00	8980623	Miscellaneous e-mails regarding open matters with ATSB and MatlinPatterson (.4)
12/14/05	10773	S.A. Claffey	1.00	410	410.00	8994429	Status conference with counsel for MatlinPatterson and develop an action plan for delegation of additional work to be done to close all the various arrangements between ATA and MatlinPatterson (1.0)
12/20/05	10771	J.M. Carr	.70	430	301.00	8994192	Review materials re Wilmington Trust motion re amount participation in rights offering and work on strategy for December 21 hearing
12/20/05	10771	J.M. Carr	.50	430	215.00	8994198	Telephone call G. Sion re ownership issues and possibilities of class 6 numbers and foreign ownership rules of DOT
Total for B016			17.20				
B020 TAX ISSUES							
12/01/05	10762	D.P. Bennett	3.50	375	1,312.50	8960772	Additional analysis of tax consequences of warrants; review latest draft of Plan; telephone conference with M. Barnes; review Disclosure Statement
12/04/05	10762	D.P. Bennett	.80	375	300.00	8960894	Review revisions to Disclosure Statement and prepare revisions to tax discussion
12/06/05	10762	D.P. Bennett	1.20	375	450.00	8967241	Review Investment Agreement; telephone conference with J. Aschleman; telephone conference with R. Cox

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
12/07/05	10762	D.P. Bennett	.60	375	225.00	8967280	Review revised investment agreement; analysis of alternatives for paying convenience class
12/08/05	10762	D.P. Bennett	.90	375	337.50	8973560	Telephone conferences with S. Moresco and C. Woll regarding state tax matters; revise Disclosure Statement
12/22/05	10773	S.A. Claffey	.20	410	82.00	9014618	Attention to ATA Cargo's "suspension" in California for failure to file a State income tax return (.2)
Total for B020			7.20		2,707.00		

Total Services 1,159.70 318,880.00

UNBILLED DISBURSEMENTS

Date	Quantity	Value	Check No	Voucher ID	Index	Description
105 12/13/05	Certified Copies 1	73.00	370126	1154272	2883126	Certified Copies - - Vendor: Clerk, U.S. Bankruptcy Court
Subtotal for Certified Copies						
111 12/22/05	Copying Charge 1	107.00	370591	1154917	2884506	Copying Charge - - Vendor: Indiana Secretary of State Articles and Amendments - ATA Holdings Corp.
12/22/05	1	40.00	370591	1154917	2884507	Copying Charge - - Vendor: Indiana Secretary of State Articles and Amendments - ATA Airlines, Inc.
12/22/05	1	36.00	370591	1154917	2884508	Copying Charge - - Vendor: Indiana Secretary of State Articles and Amendments - ATA Leisure Corp.
12/22/05	1	25.00	370591	1154917	2884509	Copying Charge - - Vendor: Indiana Secretary of State Articles and Amendments - American Trans Air Execujet, Inc.
Subtotal for Copying Charge						
120 12/03/05	Filing, Recording Fee 1	182.00	369515	1153063	2876624	Filing, Recording Fee - - Vendor: Sarah B. Laughlin Payment of Amended Schedules and Statements of Financial Affairs
12/12/05	1	52.00	369867	1153798	2879040	Filing, Recording Fee - - Vendor: Sarah B. Laughlin Schedule Amendment Fees
12/23/05	1	352.60	120577	1154789	2883947	Filing, Recording Fee - - Vendor: Sarah B. Laughlin Schedule Amendment Fees

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	Quantity	Value	Check No	Voucher ID	Index	Description
Subtotal for Filing, Recording Fee						
150	1	586.60				C.T. Corporation System
10/31/05	1	117.18	370245	1154706	2883868	Telephone - - Vendor: 1-800-Conference Conference Call on 10/31/05
11/09/05	1	77.76	370245	1154706	2883864	Telephone - - Vendor: 1-800-Conference Conference Call on 11/09/05
11/17/05	1	160.02	370245	1154706	2883865	Telephone - - Vendor: 1-800-Conference Conference Call on 11/17/05
Subtotal for Telephone						
		354.96				
Subtotal for Travel/Lodging						
155	1	559.20		1155303	2886797	Travel/Lodging - R. Stanley IND-LGA
11/21/05	1	585.70		1155303	2886798	Travel/Lodging - R. Stanley LGA-IND
12/08/05	1	89.00	370094	1154224	2882826	Travel/Lodging - - Vendor: Terry E. Hall Overnight stay while working on plan & disclosure statements
Subtotal for Travel/Lodging						
		1,233.90				
Subtotal for Meals/Entertainment						
163	1	57.05	370229	1154728	2883915	Meals/Entertainment - - Vendor: Wall Street Deli, Inc. Lunch
Subtotal for Meals/Entertainment						
		57.05				
Subtotal for Mileage						
185	226	109.61	ExpRem12	1155038	2884810	Mileage - J. Carr travel to New Albany to attend hearing
Subtotal for Mileage						
		109.61				
Subtotal for Computerized Research						
602	1	874.66			2887871	Computerized Research Westlaw
12/15/05	1	9.53			2887874	Computerized Research Westlaw
12/15/05	1	70.37			2888104	Computerized Research Westlaw
Subtotal for Computerized Research						
		954.56				
Subtotal for Computerized Research - Other						
603	1	396.00			2888656	Computerized Research Global Securities Info., Inc.
Subtotal for Computerized Research - Other						
		396.00				
Subtotal for Copying Costs						
604	143	21.45			2877671	Copying Costs

Date	Quantity	Value	Check No	Voucher ID	Index	Description
12/01/05	11	1.65			2877672	Copying Costs
12/02/05	25	3.75			2877957	Copying Costs
12/02/05	197	29.55			2877958	Copying Costs
12/02/05	301	45.15			2877959	Copying Costs
12/02/05	174	26.10			2877960	Copying Costs
12/03/05	1	.15			2879533	Copying Costs
12/03/05	280	42.00			2879534	Copying Costs
12/05/05	52	7.80			2879535	Copying Costs
12/05/05	29	4.35			2879536	Copying Costs
12/05/05	634	95.10			2879537	Copying Costs
12/05/05	6	.90			2879538	Copying Costs
12/06/05	40	6.00			2879539	Copying Costs
12/06/05	29	4.35			2879540	Copying Costs
12/07/05	25	3.75			2879541	Copying Costs
12/07/05	7	1.05			2879542	Copying Costs
12/08/05	13	1.95			2879543	Copying Costs
12/08/05	1	.15			2879544	Copying Costs
12/09/05	10	1.50			2879545	Copying Costs
12/09/05	1	.15			2879546	Copying Costs
12/09/05	1	.15			2879547	Copying Costs
12/09/05	54	8.10			2879548	Copying Costs
12/09/05	85	12.75			2879549	Copying Costs
12/10/05	581	87.15			2881937	Copying Costs
12/10/05	640	96.00			2881938	Copying Costs
12/10/05	26	3.90			2881939	Copying Costs
12/10/05	18	2.70			2881940	Copying Costs
12/11/05	1,533	229.95			2881941	Copying Costs
12/12/05	77	11.55			2881942	Copying Costs
12/12/05	874	131.10			2881943	Copying Costs
12/12/05	650	97.50			2881944	Copying Costs
12/12/05	441	66.15			2881945	Copying Costs
12/12/05	18	2.70			2881946	Copying Costs
12/12/05	17	2.55			2881947	Copying Costs
12/13/05	13	1.95			2881948	Copying Costs
12/15/05	3,693	553.95			2881949	Copying Costs
12/15/05	430	64.50			2881950	Copying Costs
12/15/05	12	1.80			2881951	Copying Costs
12/19/05	57	8.55			2885689	Copying Costs
12/21/05	24	3.60			2885690	Copying Costs
12/21/05	110	16.50			2885691	Copying Costs
12/22/05	41	6.15			2885692	Copying Costs
12/22/05	12	1.80			2885693	Copying Costs
12/28/05	2	.30			2889907	Copying Costs
12/29/05	4	.60			2889908	Copying Costs
12/30/05	16	2.40			2889909	Copying Costs
12/30/05	291	43.65			2889910	Copying Costs
Subtotal for Copying Costs						1,754.85

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

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

Page 76 (7)

Client: 0002184
Matter: 0002184.0005146 Restructuring

Requested By: eliteman on 01/13/06

Date	Quantity	Value	Check No	Voucher ID	Index	Description
11/02/05	1	1.11			2885220	Caller: Hall : 818 321-1050
11/04/05	1	1.52			2885221	Caller: Hall : 212 872-7411
11/04/05	1	1.68			2885222	Caller: Hall : 818 321-1050
11/11/05	1	2.11			2885223	Caller: Hall : 212 839-5363
11/11/05	1	2.03			2885224	Caller: Hall : 816 560-5331
11/18/05	1	1.13			2885225	Caller: Hall : 818 321-1050
11/21/05	1	1.19			2885226	Caller: Hall : 818 321-1050
11/30/05	3.30	3.30			2885227	Caller: Hall : 212 872-7411
12/01/05	1	.70			2877250	Caller: Aschleman : 214 530-4440
12/01/05	1	.41			2880622	Caller: Foster : 212 530-5148
12/02/05	1	.47			2877251	Caller: Stanley : 202 408-4456
12/02/05	1	.70			2877252	Caller: Stanley : 202 408-4119
12/05/05	1	1.03			2877253	Caller: Aschleman : 212 839-5363
12/05/05	1	.60			2877254	Caller: Burns : 317 496-3072
12/05/05	1	.78			2880623	Caller: Claffey : 212 284-3405
12/05/05	1	.74			2880624	Caller: Nelson : 212 872-7411
12/05/05	1	.94			2880625	Caller: Conf. Room : 313 465-7596
12/05/05	1	.62			2880626	Caller: Conf. Room : 313 465-7596
12/05/05	1	.88			2880627	Caller: Conf. Room : 313 665-7390
12/05/05	1	1.03			2880628	Caller: Conf. Room : 586 575-2191
12/05/05	1	.84			2880629	Caller: Conf. Room : 212 839-5363
12/05/05	1	.70			2880630	Caller: Foster : 212 530-8362
12/05/05	1	4.27			2880631	Caller: Foster : 212 440-4436
12/05/05	1	1.37			2880632	Caller: Foster : 212 530-5148
12/05/05	1	.45			2880633	Caller: Foster : 212 530-5474
12/06/05	1	1.40			2877255	Caller: Aschleman : 212 839-5363
12/06/05	1	2.32			2877256	Caller: Aschleman : 212 449-6236
12/06/05	1	.64			2877257	Caller: Bennett : 212 872-1032
12/06/05	1	.62			2880634	Caller: Conf. Room : 313 465-7596
12/06/05	1	.70			2880635	Caller: Claffey : 214 707-2894
12/06/05	1	.62			2880636	Caller: Foster : 212 440-4436
12/06/05	1	1.37			2880637	Caller: Foster : 212 530-5474
12/06/05	1	2.54			2880638	Caller: Foster : 212 530-5148
12/07/05	1	.74			2877258	Caller: Aschleman : 212 839-5363
12/07/05	1	1.35			2877259	Caller: Aschleman : 212 839-5812
12/07/05	1	2.83			2877260	Caller: Nelson : 816 218-1418
12/07/05	1	1.91			2880639	Caller: Foster : 212 530-5474
12/07/05	1	1.03			2885228	Caller: Hall : 818 321-1050
12/07/05	1	1.62			2885229	Caller: Hall : 818 321-1050
12/07/05	1	1.23			2885230	Caller: Hall : 312 423-1419
12/09/05	1	1.25			2880640	Caller: Foster : 212 530-5148
12/09/05	1	.64			2885231	Caller: Hall : 212 839-5812
12/10/05	1	.57			2885232	Caller: Conf. Room : 646 327-0704
12/10/05	1	1.46			2885233	Caller: Claffey : 312 807-4312
12/11/05	1	.47			2885234	Caller: Hall : 818 321-1050
12/14/05	1	1.40			2880641	Caller: Laughlin : 812 542-4570
12/14/05	1	1.27			2885235	Caller: Conf. Room : 313 465-7596
12/14/05	1	.51			2885236	Caller: Hall : 312 807-4312
12/14/05	1	.78			2885237	Caller: Claffey : 312 372-1121

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

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

Page 77 (7)

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

Requested By: elite man on 01/13/06

Date	Quantity	Value	Check No	Voucher ID	Index	Description
12/15/05	1	1.23			2885238	Caller: Hall : 818 321-1050
12/15/05	1	2.13			2890404	Caller: Barnes : 312 786-6336
12/19/05	1	1.54			2885239	Caller: Nelson : 212 872-7411
12/20/05	1	1.37			2885240	Caller: Foster : 202 887-4196
12/20/05	1	.82			2885241	Caller: Foster : 212 530-5148
12/20/05	1	.59			2885242	Caller: Foster : 212 530-5148
12/20/05	1	.43			2885243	Caller: Foster : 212 530-5148
12/20/05	1	.96			2890405	Caller: Aschleman : 212 839-5363
12/21/05	1	2.67			2890406	Caller: Aschleman : 212 839-5363
12/28/05	1	1.27			2890407	Caller: Foster : 212 530-5148
Subtotal for Long Distance Telephone						
608	1	1.00			2889043	Other Copying Expenses Misc
12/09/05	1	12.00			2889045	Copies Misc
12/09/05	1	1.00			2889048	Other Copying Expenses Misc
12/09/05	1	6.00			2889053	Copies Misc
12/09/05	1	2.00			2889058	Other Copying Expenses Misc
12/09/05	1	2.00			2889061	Other Copying Expenses Misc
12/16/05	1	6.60			2889142	Copies Misc
12/16/05	1	4.00			2889144	Other Copying Expenses Misc
12/16/05	1	1.00			2889147	Copies Misc
12/16/05	1	4.00			2889149	Other Copying Expenses Misc
12/16/05	1	41.32			2889152	Copies Misc
12/16/05	1	35.00			2889192	Other Copying Expenses Misc
12/16/05	1	50.00			2889193	Copies Misc
12/22/05	1	.80			2889225	Other Copying Expenses Misc
12/22/05	1	.60			2889227	Copies Misc
12/22/05	1	3.60			2889229	Other Copying Expenses Misc
12/22/05	1	1.60			2889237	Copies Misc
12/22/05	1	4.00			2889266	Other Copying Expenses Misc

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

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

Date	Quantity	Value	Check No	Voucher ID	Index	Description
12/30/05	1	.50			2889302	Other Copying Expenses Misc
12/30/05	1	2.00			2889306	Other Copying Expenses Misc
12/30/05	1	5.20			2889311	Other Copying Expenses Misc
12/30/05	1	18.00			2889398	Other Copying Expenses Misc
Subtotal for Other Copying Expenses		202.22				
613					2887403	Postage/Air/Express Delivery
12/02/05	1	17.72				United Parcel Service
12/02/05	1	34.31			2887406	Postage/Air/Express Delivery
Subtotal for Postage/Air/Express Del		52.03				United Parcel Service
617					2881697	Telephone
11/30/05	1	28.40				TelSpan teleconference
11/30/05	1	10.99			2881698	Telephone
11/30/05	1	28.99				TelSpan teleconference
11/30/05	1	3.71			2881701	Telephone
11/30/05	1	66.46			2881702	Telephone
11/30/05	1	2.72			2881703	Telephone
11/30/05	1	5.18			2881704	Telephone
11/30/05	1	146.45			2881705	Telephone
Subtotal for Telephone		146.45				TelSpan teleconference
Total Disbursements		<u>6,202.11</u>				
Total Services and Disbursements		325,082.11				

Attorney	Classification	Hours	Matter Rate	Matter Value	Standard Value	Premium Value	Last Date
10759 Aschleman, J.A.	Partner	87.70	445.00	39,026.50	39,026.50	42,096.00	12/29/05
10762 Bennett, D.P.	Partner	7.00	375.00	2,625.00	2,625.00	2,870.00	12/08/05
10769 Burns, J.R.	Partner	15.40	375.00	5,775.00	5,775.00	6,314.00	12/23/05
10771 Carr, J.M.	Partner	123.00	430.00	52,890.00	52,890.00	57,195.00	12/21/05
10773 Claffey, S.A.	Partner	143.50	410.00	58,835.00	58,835.00	63,857.50	12/30/05

TIME SUMMARY

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

Attorney	Classification	Hours	Matter Rate	Matter Value	Standard Value	Premium Value	Last Date
10776 Dale, G.N.	Partner	3.30	315.00	1,039.50	1,039.50	1,155.00	12/08/05
10605 Foster, D.A.	Partner	51.80	300.00	15,540.00	15,540.00	17,353.00	12/28/05
10797 Hamer, D.R.	Partner	0.50	325.00	162.50	162.50	180.00	12/27/05
10806 Jaffe, J.	Partner	0.50	370.00	185.00	185.00	202.50	12/27/05
10808 Jenkins, J.R.	Partner	0.80	375.00	300.00	300.00	328.00	12/15/05
10833 Purcell, J.W.	Partner	3.60	410.00	1,476.00	1,476.00	1,602.00	12/23/05
10837 Richardson, R.A.	Partner	9.70	340.00	3,298.00	3,298.00	3,637.50	12/27/05
10845 Skolnik, G.L.	Partner	0.10	360.00	36.00	36.00	39.50	12/09/05
10847 Stanley, R.K.	Partner	8.10	410.00	3,321.00	3,321.00	3,604.50	12/28/05
10862 Yeager Jr., J.H.	Partner	18.70	400.00	7,480.00	7,480.00	8,134.50	12/30/05
14724 Barnes, M.N.	Associate	72.20	245.00	17,689.00	17,689.00	19,494.00	12/30/05
15785 Blankenship, J.	Associate	12.90	200.00	2,580.00	2,580.00	2,902.50	12/03/05
10069 Borowski, C.M.	Associate	0.10	210.00	21.00	21.00	23.50	12/08/05
13062 Fleming, J.F.W.	Associate	3.20	170.00	544.00	544.00	624.00	12/22/05
10563 Hall, T.E.	Associate	201.60	205.00	41,328.00	41,328.00	46,368.00	12/30/05
15514 Hurley, R.M.	Associate	3.10	170.00	527.00	527.00	604.50	12/20/05
15667 Juba, M.F.	Associate	67.70	160.00	10,832.00	10,832.00	12,524.50	12/27/05
15473 McDonald, N.L.	Associate	2.60	155.00	403.00	403.00	468.00	12/01/05
14863 Nelson, J.C.	Associate	140.30	160.00	22,448.00	22,448.00	25,955.50	12/30/05
15476 Perry, L.T.	Associate	57.40	155.00	8,897.00	8,897.00	10,332.00	12/29/05
15478 Ricchiuto, A.K.	Associate	17.70	155.00	2,743.50	2,743.50	3,186.00	12/30/05
10304 Werling, M.A.	Associate	43.70	240.00	10,488.00	10,488.00	11,580.50	12/28/05
12982 Faulkner, J.L.	Legal Assistant	8.00	140.00	1,120.00	1,120.00	1,280.00	12/28/05
10296 Hagan, K.H.	Legal Assistant	2.20	155.00	341.00	341.00	385.00	12/08/05
10414 Laughlin, S.B.	Legal Assistant	53.30	130.00	6,929.00	6,929.00	7,995.00	12/29/05
Total Services		1,159.70		318,880.00	318,880.00	352,292.00	

Task Description	Hours	Value
B001 ASSET ANALYSIS AND RECOVERY	21.60	5,068.00
B002 ASSET DISPOSITION	197.60	52,906.00
B003 BUSINESS OPERATIONS	134.70	39,453.50
B004 CASE ADMINISTRATION	82.30	14,873.50
B005 CLAIMS ADMINISTRATION AND OBJECTIONS	113.90	19,255.00
B006 EMPLOYEE BENEFIT/PENSIONS	3.60	1,476.00
B007 FEE/EMPLOYMENT APPLICATIONS	6.20	1,417.00
B009 FINANCING	124.30	50,003.00
B010 LITIGATION	31.80	7,809.00
B012 PLAN AND DISCLOSURE STATEMENT	419.20	119,498.00
B015 BUSINESS ANALYSIS	.10	21.00
B016 CORPORATE FINANCE	17.20	4,393.00
B020 TAX ISSUES	7.20	2,707.00
	1,159.70	318,880.00