

Proforma No.: 597181 as of 01/31/06

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

Requested By: knsmith on 02/23/06

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

UNBILLED SERVICES

Date	Atty	Name	Hours	Rate	Value	Index	Description
B002 01/01/06	ASSET DISPOSITION 15478	A.K. Ricchiuto	1.40	165	231.00	9020051	Begin drafting memo regarding ILFC's ability to discontinue lease subsidies
01/01/06	15478	A.K. Ricchiuto	4.60	165	759.00	9020055	Continue researching potential arguments against propriety of discontinuation of lease subsidy by ILFC
01/02/06	15478	A.K. Ricchiuto	.60	165	99.00	9020067	Continue drafting memo regarding ILFC lease subsidy
01/02/06	15478	A.K. Ricchiuto	3.00	165	495.00	9020078	Continue research re-recovery of lease subsidies withheld by ILFC
01/03/06	10773	S.A. Claffey	.10	425	42.50	9038819	E-mails with Wisty Malone regarding Ambassador post-closing issues (.1)
01/03/06	10773	S.A. Claffey	.10	425	42.50	9038869	Telephone call from Mark Goodenow regarding Boeing aircraft 737-800 purchase contracts and right to terminate without liability (.1)
01/03/06	10773	S.A. Claffey	.50	425	212.50	9038954	Review Boeing Aircraft Purchase Agreement regarding possible assumption by ATA and provide e-mail report to ATA and Navigant regarding ATA's liability for breach of the Aircraft Purchase Agreement and its inability to avoid liability if it assumes the Aircraft Purchase Agreement and does not perform (.5)
01/03/06	10605	D.A. Foster	1.30	320	416.00	9074866	Review and revise amended and restated term sheet and adequate protection stipulation (1.1); review correspondence re 96-97 EETC trustee fees (.2)
01/03/06	10563	T.E. Hall	1.30	230	299.00	9025597	Attend to issues related to Boeing lease purchase and ILFC payments and review lease documents and purchase agreement (1.3)
01/03/06	10563	T.E. Hall	2.30	230	529.00	9025598	Review [REDACTED] issues and lease and grants and claims and conference call with Navigant regarding same (2.3)
01/03/06	15478	A.K. Ricchiuto	1.50	165	247.50	9021622	Continue drafting memo regarding ILFC lease subsidy
01/03/06	15478	A.K. Ricchiuto	7.80	165	1,287.00	9021629	Continue research regarding theories of recovery of lease subsidies withheld by ILFC
01/04/06	10773	S.A. Claffey	.30	425	127.50	9038938	Attention to final okay of Amendment to Southwest Bid Proposal (.3)
01/04/06	10773	S.A. Claffey	.30	425	127.50	9038950	Review David Kleiman e-mail regarding Grueninger's purported election to assume executory contracts and e-mail

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01/04/06	10605	D.A. Foster	4.00	320	1,280.00	9074881	Wisty Malone for additional information related thereto (.3) Review revised 96-97 EETC restructuring term sheet and adequate protection stipulation (1.0); correspondence with ATA re same (.2); review and revise resolutions for acquisition of N194AT (.8); review spreadsheets re contract assumptions and rejections (1.5); telephone conference with T. Hall re same (.2); telephone conference with M. Mandel re same (.3)
01/04/06	10563	T.E. Hall	.40	230	92.00	9021075	Telephone call with [redacted] regarding [redacted] proposed contract (.4)
01/04/06	10563	T.E. Hall	1.20	230	276.00	9021078	Review assumed contract listing for preparation of plan exhibit - calculate cure - review claims (1.2)
01/04/06	10563	T.E. Hall	.80	230	184.00	9021101	Attend to issues and research related to MCPH contracts and settlements (.8)
01/04/06	14863	J.C. Nelson	.30	185	55.50	9020709	Attend to issues regarding rejection of aircraft leases and proper procedures to be used to effect such rejection
01/04/06	15478	A.K. Ricchiuto	.80	165	132.00	9021645	Review ATA payment history provided by S. White to determine existence of default
01/04/06	15478	A.K. Ricchiuto	4.70	165	775.50	9021652	Finish drafting and revision of memo regarding withholding of subsidy by ILFC
01/05/06	10773	S.A. Claffey	.20	425	85.00	9038965	E-mails with Wisty Malone regarding Grueninger contract assumption issues and undertake quick review of Wisty Malone's report and accounting of contracts purportedly being assumed (.2)
01/05/06	10605	D.A. Foster	8.00	320	2,560.00	9074898	Review and analysis of ILFC leases, bankruptcy court procedures for rejection and legal research re same (6.5); teleconference with S. Frick, M. Herne, D. Basely and J. Graber re same (1.0); review and correspondence with GATX re unsecured claim (.5)
01/05/06	10563	T.E. Hall	.20	230	46.00	9025640	Telephone call with attorney for Diner's Club regarding contract assumption (.2)
01/05/06	15478	A.K. Ricchiuto	.50	165	82.50	9021655	Review research and memoranda regarding ILFC lease subsidy in preparation for conference call
01/05/06	15478	A.K. Ricchiuto	.40	165	66.00	9021660	Conference call with R. Stanley, S. White, S. Frick regarding listing ILFC lease subsidy claim on asset schedule
01/05/06	15478	A.K. Ricchiuto	.70	165	115.50	9021663	Draft description of potential claim

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Date	Atty	Name	Hours	Rate	Value	Index	Description
01/05/06	10847	R.K. Stanley	.80	440	352.00	9021717	against ILFC for inclusion on asset schedule
01/05/06	10847	R.K. Stanley	.40	440	176.00	9021720	Study A. Ricchiuto research memo regarding potential claims against ILFC under aircraft lease side letter agreements
01/05/06	10847	R.K. Stanley	.30	440	132.00	9021723	Conference call with S. Frick and S. White regarding potential claim against ILFC
01/06/06	10605	D.A. Foster	5.10	320	1,632.00	9032070	Continue analysis of potential claim against ILFC
01/06/06	10605	D.A. Foster	3.00	320	960.00	9074925	Review and analysis of assumed and rejected contracts and leases (1.3); analyzing legal issues concerning rejection of ILFC, leases (2.8); teleconference with J. Graber, S. Frick and D. Bosely re same (1.0)
01/06/06	10563	T.E. Hall	1.20	230	276.00	9025711	Review and revise N194AT lease documents (1.2); conference with S.A. Claffey re assumed leases (.3); review and revise 96-97 EETC pleadings (.9); attention to "closing" on term sheet and adequate protection stipulation (.6)
01/06/06	10563	T.E. Hall	.20	230	46.00	9025743	Telephone calls with S. Ross regarding Honeywell transaction and e-mail correspondence with Committee and review contract (1.2)
01/06/06	15478	A.K. Ricchiuto	.80	165	132.00	9025042	Telephone call to M. Cobb regarding Honeywell contract (.2)
01/09/06	10605	D.A. Foster	3.00	320	960.00	9074966	Review amendments to ILFC leases and revising N194AT purchase documents (1.1); correspondence to M. O'Brien re same (.3); telephone conference with Michael Herne re same (.4); review correspondence re insurance provisions (.2); telephone conference with M. O'Brien re N194AT transaction (.2); correspondence with ATA re ILFC lease status (.3); review EETC letter of direction documents (.3); correspondence with R. Rosenberg re proposed 96-97 order (.2)
01/09/06	10563	T.E. Hall	.80	230	184.00	9025782	Conference with client regarding contracts and engine maintenance (.8)
01/10/06	10773	S.A. Claffey	.30	425	127.50	9039027	Review e-mails from Wisty Malone regarding Ambassador prepaids and from David Kleiman regarding Grueninger claim of its entitlement to assume prepaid contracts (.3)

Date	Atty	Name	Hours	Rate	Value	Index	Description
01/10/06	10605	D.A. Foster	2.40	320	768.00	9075020	Correspondence with J. Graham re N194AT approval motion (.2); telephone conference with M. Herne re N194AT purchase agreement (.3); correspondence to M. O'Brien re same (.1); telephone conference with M. Mandel re ILFC lease assumptions (.4); review plan and disclosure and schedules re same (1.0); correspondence with client re same (.2); conference with T. Hall re same (.2)
01/11/06	10771	J.M. Carr	.70	440	308.00	9030489	Work on Ambassador issue re post March 31, 2006 contracts
01/11/06	10773	S.A. Claffey	.40	425	170.00	9039080	Conference with Jim Carr regarding Ambassador contract assumption issues (.4)
01/11/06	10605	D.A. Foster	5.90	320	1,888.00	9075037	Correspondence with M. Mandel re ILFC leases (.3); review plan exhibits (1.7); conference with J. Brown re enforceability opinion for N194AT (.3); outlining opinion letter re same (1.5); correspondence with Milbank re 96-97 EETC leases (.1); telephone conference with M. O'Brien re N194 closing issues (.3); review revised documents re same (.7); analysis of ILFC rejection issues (1.0)
01/11/06	10563	T.E. Hall	.70	230	161.00	9031728	Review motion for Sabre settlement contract assumption and revise same (.7)
01/11/06	10563	T.E. Hall	.90	230	207.00	9031763	Begin draft of settlement for Key Equipment (.9)
01/12/06	10771	J.M. Carr	2.10	440	924.00	9036448	Review GE power by the hour contract; telephone call D. Yakola, J. Peko and M. Goodenow re issues re GE agreement and possible new agreement
01/12/06	10773	S.A. Claffey	.30	425	127.50	9039132	Review and finalize letter to Doug Yakola regarding follow up items with City of Chicago (.3)
01/12/06	10605	D.A. Foster	2.90	320	928.00	9063929	Review revised 96-97 proposed approval order (.8); negotiations with R. Rosenburg re same (.5); review revised documents for N194AT (1.0); telephone conference with J. Graham re court approval of same (.2); correspondence to J. Graham re same (.1) telephone conference with M. Herne re same (.3)
01/12/06	10563	T.E. Hall	2.70	230	621.00	9039568	Review GE/ATA engine services agreement and conference with client regarding analysis for termination or assumption

Date	Atty	Name	Hours	Rate	Value	Index	Description
01/12/06	10563	T.E. Hall	.70	230	161.00	9039606	(2.7) Telephone call with K. Baker regarding Meritex contract assumption and e-mail summary of request for cure to ATA (.7)
01/13/06	10771	J.M. Carr	.70	440	308.00	9039995	Review materials re possible cross-default
01/13/06	10773	S.A. Claffey	.30	425	127.50	9039287	Review Doug Yakola e-mail to Erin O'Donnell of City of Chicago regarding follow up items, and prepare e-mail to Doug Yakola regarding one of his points in that "to do" list (.3)
01/13/06	10605	D.A. Foster	2.30	320	736.00	9063963	Review and revise motion and order for approval of N194AT purchase (1.2); review proposed revisions to 96-97 EETC approval order (.9); telephone conference with J. Graham re N194 approval procedures (.2)
01/13/06	10563	T.E. Hall	.80	230	184.00	9039525	Return telephone call to C. Jacobson regarding Quest and follow up with Company regarding questions on contract assumption (.8)
01/13/06	10563	T.E. Hall	.90	230	207.00	9039534	Attend to issues related to GECC contract assumption and cure for Teradata equipment and telephone calls with Company and e-mails with Trish Radamacher (.9)
01/13/06	10563	T.E. Hall	.10	230	23.00	9039535	Return telephone call to [redacted] regarding [redacted] (.1)
01/13/06	10563	T.E. Hall	.70	230	161.00	9039554	Telephone call from [redacted] and e-mail correspondence regarding same (.7)
01/13/06	14863	J.C. Nelson	3.90	185	721.50	9041312	Review and revise proposed amendment to Qwest total agreement
01/15/06	10773	S.A. Claffey	.30	425	127.50	9039333	E-mails with Doug Yakola regarding City of Chicago lease and sublease matters (.3)
01/16/06	10773	S.A. Claffey	.10	425	42.50	9042306	Work on Shelly Cohn request for our input on draft Chicago issues memo (.1)
01/16/06	10773	S.A. Claffey	.30	425	127.50	9042308	Telephone conference with Gilles Sion, Barbara Vrancik and Shelly Cohn (.3)
01/16/06	10563	T.E. Hall	.40	230	92.00	9040782	Attend to cure associated with assumption of hotel contract (.4)
01/16/06	10563	T.E. Hall	.60	230	138.00	9040786	Attend to issues and cure related to GE terradata system (.6)
01/16/06	10563	T.E. Hall	.30	230	69.00	9040816	Attend to issues related to assumption of Meritex lease and cure negotiations (.3)
01/16/06	10563	T.E. Hall	.60	230	138.00	9040838	Follow up on [redacted] contracts assumption regarding telephone call with [redacted] (.6)

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01/16/06	14863	J.C. Nelson	.30	185	55.50	9041348	Telephone call with counsel for Qwest regarding changes to amendment to Total Advantage agreement
01/16/06	14863	J.C. Nelson	.40	185	74.00	9041352	Review final SBC Schedule-002 amendment
01/17/06	10773	S.A. Claffey	.40	425	170.00	9042382	Work on Chicago memo issues (.4)
01/17/06	10773	S.A. Claffey	.10	425	42.50	9042383	Telephone call with Wisty Malone regarding Ambassador matters (.1)
01/17/06	10773	S.A. Claffey	.20	425	85.00	9042384	Work on Ambassador issues and matters related to Grueninger sale (.2)
01/17/06	10773	S.A. Claffey	.30	425	127.50	9042385	Telephone call to Doug Yakola regarding information set forth in Sidley Austin Chicago issues memo, to confirm or clarify informational points (.3)
01/17/06	10773	S.A. Claffey	.70	425	297.50	9042438	Prepare e-mail to Shalom Cohn regarding his City of Chicago issues memo, setting forth our comments and thoughts (.7)
01/17/06	10773	S.A. Claffey	.10	425	42.50	9042480	Telephone call from Evan Borenstein (.1)
01/17/06	10605	D.A. Foster	.50	320	160.00	9064398	Correspondence with J. Graham re procedures for N194AT approval (.2); correspondence with Milbank re EETC settlement (.3)
01/17/06	14863	J.C. Nelson	1.30	185	240.50	9045150	Work on Key Equipment issues surrounding assumption of equipment and furniture leases and amendments to same
01/17/06	14863	J.C. Nelson	.60	185	111.00	9046673	Multiple e-mails with counsel for Nortel and research claims by Nortel that \$17K in cure is owed
01/17/06	14863	J.C. Nelson	4.00	185	740.00	9046700	Draft motion to assume SBC Lease Schedule 002 as amended by restructuring agreement
01/18/06	10773	S.A. Claffey	.20	425	85.00	9049114	Set up meeting with David Kleiman regarding Ambassador-Grueninger disputes (.2)
01/18/06	10605	D.A. Foster	1.00	320	320.00	9065233	Correspondence with Milbank re 96-97 EETC documents (.3); telephone conference with J. Graham re motion to approve N194AT purchase (.3); correspondence with R. rosenburg and C. Giaimo re 96-97 EETC order (.2); review final order (.2)
01/18/06	10563	T.E. Hall	.50	230	115.00	9043790	Attend to settlement with Meritex contract assumption and cure (.5)
01/18/06	14863	J.C. Nelson	.80	185	148.00	9046809	Review motion to shorten notice of SBC Schedule 002 motion (.3); review schedule 006/007 Buyout Agreements to determine if underlying leases need to be assumed (.5)
01/18/06	14863	J.C. Nelson	.30	185	55.50	9046811	Follow-up to determine status of

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01/19/06	10771	J.M. Carr	.50	440	220.00	9047547	Traveller's indemnity agreement and whether the same will be assumed
01/19/06	10771	J.M. Carr	.40	440	176.00	9047552	Work on Boeing issues
01/19/06	10773	S.A. Claffey	.50	425	212.50	9049213	Work on Ambassador Grueninger issues
01/19/06	10773	S.A. Claffey	.20	425	85.00	9049233	Begin review of Affiliate Guaranty and Intellectual Property Security
01/19/06	10773	S.A. Claffey	.10	425	42.50	9049239	Agreement from ATSB Lender counsel (.5)
01/19/06	10773	S.A. Claffey	.30	425	127.50	9049256	Review Grueninger notices regarding number of employees employed by Grueninger and regarding allocation of purchase price for tax purposes (.2)
01/19/06	10773	S.A. Claffey	.20	425	85.00	9049260	Review Boeing issues regarding releases and discharges (.1)
01/19/06	10773	S.A. Claffey	.20	425	85.00	9049263	Conference with Wisty Malone regarding Ambassador post March 31 trip contract dispute (.3)
01/19/06	10773	S.A. Claffey	.10	425	42.50	9049269	Work on Ambassador/Grueninger issues (.2)
01/19/06	10773	S.A. Claffey	.20	425	85.00	9049276	Review e-mails from Wisty Malone regarding Grueninger background facts (.2)
01/19/06	10605	D.A. Foster	2.00	320	640.00	9065359	Work on Grueninger issues on Ambassador contracts (.1)
01/19/06	10563	T.E. Hall	.80	230	184.00	9046354	Prepare for meeting with David Kleiman to seek resolution of Ambassador-Grueninger open issues (.2)
01/20/06	10771	J.M. Carr	.70	440	308.00	9050090	Review ILFC documents re return conditions and potential damage claims
01/20/06	10771	J.M. Carr	.40	440	176.00	9050101	Review again Goodrich settlement and e-mail attorney for Goodrich with comments on allegations (.8)
01/20/06	10771	J.M. Carr	.20	440	88.00	9050105	E-mails re Boeing set off issue
01/20/06	10771	J.M. Carr	.80	440	352.00	9050107	Telephone call B. Hunt re new supply agreement and need for Court approval
01/20/06	10771	J.M. Carr	.70	440	308.00	9050119	Telephone call S. Kohn re Chicago issues Review APA; meeting with D. Kleiman and J. Abels re dispute with Grueninger
01/20/06	10773	S.A. Claffey	.30	425	127.50	9049353	Work on Grueninger issues in preparation for negotiations with David Kleiman and Jon Abels (.3)
01/20/06	10773	S.A. Claffey	1.40	425	595.00	9049356	Participate in meeting with David Kleiman and Jon Abels to discuss and seek resolution of
01/20/06	10773	S.A. Claffey	.30	425	127.50	9049398	Grueninger/Ambassador open issues (1.4) Conference with Shalom Cohn and Gilles Siom regarding Washington Street

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01/20/06	10605	D.A. Foster	3.40	320	1,088.00	9065477	Aviation issues (.3) Review ILFC documents (1.0); telephone conference with ATA re strategy for ILFC rejection of leases (1.5); work on cross default issues (.4); telephone conference with S. Frick re same (.3); correspondence with M. Herne re NI94AT closing (.2)
01/20/06	10563	T.E. Hall	1.90	230	437.00	9051715	Conference call with ATA regarding Goodrich contract and telephone call with Company prior to conference call and after and review settlement agreement (1.9)
01/20/06	10563	T.E. Hall	.70	230	161.00	9051720	Telephone call with attorneys representing Celeste Industries regarding Exhibit H clarification (.7)
01/20/06	14863	J.C. Nelson	4.00	185	740.00	9049486	Telephone call with M. Axel regarding resolving 3018 motion, [REDACTED] (.2); e-mail to S. Frick explaining settlement proposal and seeking authority to settle the same (.6); attend to inquiry from C. Louck regarding additional change to Key Amendment (.4); prepare support for and proposed counter offer to settle Key/Cadle company rejection damages claims (1.0); numerous e-mails to counsel for the Cadle Company regarding settlement (.6); work on stipulations resolving the foregoing (1.0)
01/21/06	14863	J.C. Nelson	3.00	185	555.00	9049507	Draft motion for authority to amend Qwest Total Advantage Agreement and for authority to assume the same as so amended
01/22/06	10771	J.M. Carr	1.30	440	572.00	9050137	Telephone calls S. Claffey, J. Denison, S. Frick, D. Yakola, J. Graber et al. re ILFC/Castle and issues re leases and executory contracts
01/22/06	10605	D.A. Foster	1.90	320	608.00	9065532	Work on ILFC leases and cross defaults and review lease documents re same
01/22/06	10563	T.E. Hall	6.00	230	1,380.00	9049679	Attend to matters related to contract assumptions, cures, and verification of contracts, including coding and organizing same with respect to Exhibit H and the Plan (6.0)
01/22/06	14863	J.C. Nelson	10.50	185	1,942.50	9049643	Assemble and review ILFC aircraft leases and assignment documents assigning same to Castle (5.); research

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01/23/06	10771	J.M. Carr	1.90	440	836.00	9051692	the enforceability of cross-default provisions in the ILFC leases (5.5); investigate and analyze alternative strategies regarding ILFC leases (5.); draft motion to contingently reject one ILFC lease to reject the Castle leases and for a determination the cross-default lease provisions are unenforceable (4.0)
01/23/06	10771	J.M. Carr	.60	440	264.00	9053229	Review documents and review and revise motion re ILFC/Castle aircraft leases Telephone call with D. Ackerman, SWA, re possible assumption and assignment to [REDACTED]
01/23/06	10773	S.A. Claffey	.20	425	85.00	9064776	Attention to ILFC lease issues, including conference with Jeff Nelson respecting research findings (.2)
01/23/06	10773	S.A. Claffey	.30	425	127.50	9064781	Review draft motion for rejection of subject to judicial determination of non-default by reason of cross-default provisions (.3)
01/23/06	10773	S.A. Claffey	.20	425	85.00	9064784	E-mails with ATA officers respecting ILFC issues (.2)
01/23/06	10773	S.A. Claffey	.40	425	170.00	9064792	Review e-mails from David Kleiman and prepare e-mails to David Kleiman and Wisty Malone regarding
01/23/06	10773	S.A. Claffey	.40	425	170.00	9064794	Ambassador/Grueninger resolution (.4) Review revised draft motion respecting ILFC lease rejections and e-mails related to same and work regarding language to be used in draft motion (.4)
01/23/06	10773	S.A. Claffey	.40	425	170.00	9064887	Telephone call from John Denison and Sean Frick regarding sublease rights regarding each of the Castle leased aircraft (.4)
01/23/06	10773	S.A. Claffey	.30	425	127.50	9064904	Review assumption and assignment issues and permitted subleasing under Castle aircraft leases (.3)
01/23/06	10773	S.A. Claffey	.10	425	42.50	9064914	Telephone calls to Brian Hunt regarding Washington Assurance dissolution and release of cash held by Washington Assurance offshore and regarding identification of all amendments to ILFC and Castle leases (.1)
01/23/06	10773	S.A. Claffey	.20	425	85.00	9064918	Telephone call to Patti Villars to obtain copies of all amendments to ILFC and Castle leases (.2)
01/23/06	10773	S.A. Claffey	.30	425	127.50	9064947	E-mails to Sean Frick regarding ILFC

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01/23/06	10773	S.A. Claffey	.90	425	382.50	9064961	amendments in 2004 (.3) E-mails to Frank Conway and Wisty Malone regarding Ambassador/Gruening resolution and its approval by Gruening (.9)
01/23/06	10773	S.A. Claffey	.50	425	212.50	9064974	Conference with John Denison, Doug Yakola and Sean Frick regarding sublease rights and options respecting Castle leased aircraft (.5)
01/23/06	10773	S.A. Claffey	.40	425	170.00	9064998	Attention to ILFC interpretation angles and review of Sean Frick e-mails regarding tail selection for rejection and review and research integrated lease issues (.4)
01/23/06	10773	S.A. Claffey	.10	425	42.50	9065009	Telephone call from Sean Frick regarding rights offering extension date (.1)
01/23/06	10605	D.A. Foster	2.00	320	640.00	9065597	Review final order re EETC settlement (.2); correspondence with R. Rosenberg and C. Giaimo re lease documents (.3); review ILFC documents and consider cross default issues (1.5)
01/23/06	10563	T.E. Hall	2.40	230	552.00	9051785	Telephone calls with J. Arnason regarding ILFC rejection; conference with Company regarding options for rejection; review case law on cross default issues, and e-mail correspondence on same (2.4)
01/23/06	10563	T.E. Hall	.50	230	115.00	9051794	Respond to Brian Hunt regarding potential rejection of membership interest (.5)
01/23/06	10563	T.E. Hall	.40	230	92.00	9051800	Telephone calls with [REDACTED] regarding listing of contracts for [REDACTED] and seek advice from Doug Yakola (.4)
01/23/06	14863	J.C. Nelson	7.20	185	1,332.00	9051701	Review organizational documents for New ATA Holdings (.7); work on exhibit filings and disclosure schedules (.2); conference call to discuss organizational documents (1.5)
01/24/06	10773	S.A. Claffey	.30	425	127.50	9065087	Review two separate e-mails from Wisty Malone regarding Ambassador/Gruening resolution (.3)
01/24/06	10773	S.A. Claffey	.20	425	85.00	9065101	Telephone call to Wisty Malone regarding her questions on Ambassador/Gruening resolution and regarding facts supporting resolution (.2)
01/24/06	10773	S.A. Claffey	.30	425	127.50	9065142	Review general e-mails regarding new

Proforma No.: 597181 as of 01/31/06

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

Requested By: knsmith on 02/23/06

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

Date	Atty	Name	Hours	Rate	Value	Index	Description
01/24/06	10773	S.A. Claffey	.30	425	127.50	9065158	ILFC demands and calculation of return condition obligations and prepare comments respecting same (.3)
01/24/06	10773	S.A. Claffey	.70	425	297.50	9065197	Review potential counterclaims vs. ILFC for failure to pay or cause to be paid monthly lease subsidies (.3) Evaluate Sean Frick questions regarding [redacted] rent payment on [redacted] and telephone call to Sean Frick with analysis (.7)
01/24/06	10773	S.A. Claffey	.30	425	127.50	9065205	Conference with Sean Frick, John Graber and other ATA officers regarding ILFC rejection issues (.3)
01/24/06	10773	S.A. Claffey	.30	425	127.50	9065215	Conference with John Denison regarding Alaska Air Lines subleasing project and issues (.3)
01/24/06	10773	S.A. Claffey	.50	425	212.50	9065232	Review lease of Tail 310 respecting return conditions and identification of leased assets to be returned and confer with John Denison regarding need to obtain extension of confirmation date deadline by Southwest (.5)
01/24/06	10563	T.E. Hall	3.90	230	897.00	9055816	Continue revisions to Exhibit H based on meetings with Company and Navigator (3.9)
01/24/06	14863	J.C. Nelson	1.30	185	240.50	9063727	Review mark-up of motion to approve amendment to Qwest Total Advantage agreement and to assume same and revise same
01/24/06	14863	J.C. Nelson	1.10	185	203.50	9063772	Numerous e-mails and telephone calls with ATA and with counsel for Sprint/Nextel regarding issues with restructuring agreement and reviewing proposed settlement of same and comments regarding same
01/25/06	10773	S.A. Claffey	.20	425	85.00	9065699	E-mails with Wisty Malone regarding Ambassador/Grueninger resolution (.2)
01/25/06	10773	S.A. Claffey	.20	425	85.00	9065734	Telephone calls to Sean Frick regarding conference request with ILFC issues as primary agenda item (.2)
01/25/06	10773	S.A. Claffey	.40	425	170.00	9065764	Conference with Gilles Sion and Shalom Kohn regarding ILFC issues (.4)
01/25/06	10773	S.A. Claffey	.20	425	85.00	9065785	E-mail update to Sean Frick regarding discussions with Sidley Austin on ILFC issues (.2)
01/25/06	10773	S.A. Claffey	.40	425	170.00	9065796	Conference with Gilles Sion and Duncan Darrow regarding ILFC issues (.4)
01/25/06	10773	S.A. Claffey	.20	425	85.00	9065808	E-mails to Sidley Austin and ATA to set up conference regarding ILFC issues (.2)

Date	Atty	Name	Hours	Rate	Value	Index	Description
01/25/06	10773	S.A. Claffey	.10	425	42.50	9065816	E-mails from and to Wisty Malone regarding Ambassador and ATA okay to Ambassador/Grueninger deal (.1)
01/25/06	10605	D.A. Foster	.40	320	128.00	9065675	Review correspondence re Q Aviation dispute (.4)
01/25/06	10563	T.E. Hall	.50	230	115.00	9055827	Telephone call with Wisty Malone regarding contracts assumption/rejection (.5)
01/25/06	10563	T.E. Hall	.30	230	69.00	9055829	Telephone call with E. Grunholm regarding [REDACTED] contract (.3)
01/25/06	10563	T.E. Hall	.30	230	69.00	9055839	E-mails with B. Jennings regarding Boeing potential settlements (.3)
01/25/06	10563	T.E. Hall	.10	230	23.00	9055859	Return telephone call to D. Levin regarding workers' compensation insurance policy assumption (.1)
01/25/06	14863	J.C. Nelson	2.30	185	425.50	9064667	Revise Motion and Order to Approve Qwest Amendment/Assumption and e-mail to ATA for approval (1.8); draft motions to shorten notice to hold exhibit under seal and file same (.5) Conference call with counsel for Sprint/Nextel and continued revisions to proposed settlement agreement
01/25/06	14863	J.C. Nelson	1.10	185	203.50	9064672	Begin compiling all of the ILFC aircraft lease documents
01/25/06	14863	J.C. Nelson	.80	185	148.00	9064695	Attend to issues regarding proposed cure for Nortel
01/25/06	14863	J.C. Nelson	.30	185	55.50	9064708	Drafting seal motion, seal order, motion to shorten notice, and accompanying order, all re: keeping Exhibit B of Qwest Motion To Assume Amended Agreement under seal
01/25/06	15476	L.T. Perry	1.00	165	165.00	9057840	E-mail D. Kleiman and work on ILFC Meeting with Sean Frick and then meeting with Sean Frick, John Denison and numerous other ATA directors regarding ILFC issues; work with Sean Frick on counteroffer terms for ILFC and drafting of e-mail to present same; conference with John Denison regarding ILFC issues and other confirmation issues; conference with Jim Carr and John Denison regarding value and recovery potential on claim vs. ILFC on monthly lease subsidy payments (2.4)
01/26/06	10771	J.M. Carr	.90	440	396.00	9078177	Conference with Terry Hall regarding Midway broker/postal service lease issues and City of Chicago notice of termination of Midway broker prime
01/26/06	10773	S.A. Claffey	2.40	425	1,020.00	9066499	
01/26/06	10773	S.A. Claffey	.30	425	127.50	9066509	

Client: 0002184 ATA Airlines, Inc.
 Matter: 0002184.0005146 Restructuring
 Requested By: knsmith on 02/23/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
01/26/06	10773	S.A. Claffey	.40	425	170.00	9066514	lease (.3) Further work on ILFC and contract assumption issues (.4)
01/26/06	10773	S.A. Claffey	.30	425	127.50	9066540	E-mails from Sean Frick, Subodh Karnik, and John Denison regarding [REDACTED] and subleasing and ILFC rejection options (.3)
01/26/06	10605	D.A. Foster	4.90	320	1,568.00	9065844	Review revised documents re N194AT (1.0); review correspondence re closing (.8); telephone conference with R. Stanley re Q Aviation dispute (.4); review Q Aviation files and correspondence and consider potential defenses to breach of contract claim (2.5); review correspondence to ILFC re lease rejection (.2)
01/26/06	10563	T.E. Hall	.50	230	115.00	9069551	Telephone call to counsel for Microsoft regarding cure: 206-624-3600 and e-mail correspondence on objection (.5)
01/26/06	14863	J.C. Nelson	3.00	185	555.00	9064717	Review ACL/Conagra material in connection with ILFC cross-default research and continue researching the issues (1.); continue review and assembly of all documents relating to the ILFC/Castle leases (2.0)
01/27/06	10771	J.M. Carr	1.00	440	440.00	9060631	Work on ILFC and telephone calls and e-mails with ATA and MP attorneys
01/27/06	10771	J.M. Carr	.50	440	220.00	9060635	Telephone call D. Kleiman and J. Arnason re ILFC/ATA
01/27/06	10773	S.A. Claffey	.50	425	212.50	9066686	Telephone conference with Brian Hunt and AIO Insurance Executive respecting Washington Assurance liquidation and documentation required to obtain liquidation within the next three weeks, and review draft liquidation documents (.5)
01/27/06	10773	S.A. Claffey	.20	425	85.00	9066690	Separate conference with Brian Hunt regarding Washington Assurance liquidation issues (.2)
01/27/06	10773	S.A. Claffey	.20	425	85.00	9066693	E-mails regarding ILFC issues and developments (.2)
01/27/06	10773	S.A. Claffey	.30	425	127.50	9066714	E-mails from Subodh Karnik regarding ILFC issues and work on ILFC issue (.3)
01/27/06	10773	S.A. Claffey	.20	425	85.00	9066741	Confer with Terry Hall regarding schedule of contracts to be assumed and issues related to specific list of contracts (.2)
01/27/06	10773	S.A. Claffey	.20	425	85.00	9066755	Review Rekha Ranganam questions and telephone call to ATA for information

Date	Atty	Name	Hours	Rate	Value	Index	Description
01/27/06	10773	S.A. Claffey	.10	425	42.50	9066818	needed to reply to her with respect to spare parts locations and fly away kits (.2)
01/27/06	10773	S.A. Claffey	.20	425	85.00	9066830	E-mails from John Denison and Sean Frick regarding ILFC and related matters - review and reply to (.1)
01/27/06	10605	D.A. Foster	5.40	320	1,728.00	9065941	E-mail to Sean Frick and John Graber regarding fly away kits and leased storage locations for spare parts (.2) Review Q Aviation file, meeting with R. Stanley; telephone conferences with M. Herne and review e-mail correspondence re potential breach of contract claims [one block of time] (3.1); attention to closing issues re N194AT (1.5); drafting incumbency certificate (.5); telephone conference with M. Mandel re ILFC issues (.3)
01/27/06	14863	J.C. Nelson	2.00	185	370.00	9065956	Revise ILFC motion and draft order on same
01/28/06	10771	J.M. Carr	1.50	440	660.00	9060649	Telephone call S. Frick and conference telephone call with Denison et al. re status and strategy re ILFC; review e-mails re ILFC
01/28/06	10563	T.E. Hall	1.00	230	230.00	9069693	Telephone call with Company regarding ILFC issues and telephone calls with Sean Frick and others regarding same (1.0)
01/28/06	14863	J.C. Nelson	3.10	185	573.50	9067799	Continue drafting Stipulation and Agreed Entry resolving motion to assume/reject ILFC leases
01/29/06	10771	J.M. Carr	.50	440	220.00	9074110	E-mail to J. Arnason, D. Kleiman et al. re status ILFC
01/29/06	10771	J.M. Carr	.90	440	396.00	9074118	Telephone call and e-mails Karnik, Denison, Yakola re ILFC
01/29/06	10773	S.A. Claffey	.40	425	170.00	9066878	E-mails with Doug Yakola regarding Chicago refund for 2004 with ideas on how to approach this matter (.4)
01/29/06	10773	S.A. Claffey	.40	425	170.00	9066993	ILFC e-mails - review and provide language regarding ILFC cross-default waiver (.4)
01/29/06	14863	J.C. Nelson	.50	185	92.50	9067830	Draft ILFC Agreed entry
01/30/06	10771	J.M. Carr	.70	440	308.00	9078239	Work on Boeing settlement and e-mails Boeing counsel
01/30/06	10773	S.A. Claffey	.80	425	340.00	9076447	Further e-mails from and to [redacted] regarding his new questions and concerns regarding rejection of [redacted] by ATA Airlines and his questions regarding

Date	Atty	Name	Hours	Rate	Value	Index	Description
01/04/06	10771	J.M. Carr	.70	440	308.00	9020803	representatives and [REDACTED] Telephone call MP and ATA representatives re Argonaut inquiry and possible NDA
01/04/06	10773	S.A. Claffey	.20	425	85.00	9038931	Prepare e-mails regarding signature pages for various documents and send same to ATA officers (.2)
01/04/06	10773	S.A. Claffey	.10	425	42.50	9038940	Provide input regarding ATA decisions on various matters (.1)
01/04/06	10773	S.A. Claffey	.30	425	127.50	9038943	Conference with John Denison regarding MatlinPatterson information release questions and telephone call Gilles Sion regarding this matter (.3)
01/04/06	13062	J.F.W. Fleming	.60	195	117.00	9022533	Finalize resolution authorizing purchase of three Lockheed planes from GE
01/04/06	13062	J.F.W. Fleming	1.80	195	351.00	9022538	Draft Motion to approve Second Amended Protection Stipulation and Amended Term Sheet for EETC financed planes
01/04/06	14863	J.C. Nelson	1.00	185	185.00	9020596	Finalize motion to approve Restructuring Agreement with Sabre and assumption of amended agreements (.2); draft order granting same (.5); attention to changes to restructuring proposal and e-mail regarding status of execution of same (.3)
01/04/06	14863	J.C. Nelson	.50	185	92.50	9020707	Attention to determining the extent of the claims of GE that were settled in connection with the Saab sale to CSC Investment/Colgan Air
01/05/06	10771	J.M. Carr	.40	440	176.00	9021771	Telephone call J. Denison and B. Hunt
01/05/06	10771	J.M. Carr	.90	440	396.00	9021791	Draft confidentiality agreement and authorization to MP re [REDACTED]
01/05/06	10771	J.M. Carr	.50	440	220.00	9022177	Telephone call and e-mail [REDACTED]
01/05/06	10773	S.A. Claffey	.10	425	42.50	9038961	E-mails with Doug Yakola regarding consent letter to City of Chicago (.1)
01/05/06	10773	S.A. Claffey	.20	425	85.00	9038962	[REDACTED]
01/06/06	10773	S.A. Claffey	.20	425	85.00	9038747	E-mails with ATA officers regarding general matters (.2)
01/06/06	10773	S.A. Claffey	.70	425	297.50	9038768	Review proposed list of contracts for assumption and provide comments to Terry Hall for ATA to review respecting deficiencies in that list and contracts to be added (.7)
01/06/06	10773	S.A. Claffey	.40	425	170.00	9038782	Further revision of Schedule of

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S.A. Claffey

Client Manager: S.A. Claffey

Matter Manager: 10773

Requested By: knsmith on 02/23/06

0002184 ATA Airlines, Inc.
0002184.0005146 Restructuring

Date	Atty	Name	Hours	Rate	Value	Index	Description
01/06/06	10563	T.E. Hall	.40	230	92.00	9025744	Contracts to be assumed and to be rejected lists (.4)
01/06/06	10563	T.E. Hall	.80	230	184.00	9025748	Compose e-mail to Honeywell counsel regarding ordinary course transaction opinion (.4)
01/06/06	14863	J.C. Nelson	.20	185	37.00	9023694	Work on assumed contracts list and telephone call to S. Frick regarding same (.8)
01/09/06	10771	J.M. Carr	.40	440	176.00	9025652	Investigate status of Orlando contracts E-mails re [REDACTED]
01/09/06	10773	S.A. Claffey	9.00	425	3,825.00	9038985	Meetings all day and evening with Frank Conway and sub-meetings with John Denison regarding ATSB payment requirements; and sub-meeting with Frank Conway, John Denison and Doug Yakola regarding rejection of certain maintenance contracts and obtaining new contracts to replace; regarding ATSB Amended and Restated Credit Agreement and mark up of same (9.0)
01/10/06	10771	J.M. Carr	.40	440	176.00	9028324	E-mails G. Sion et al. re by-law issues
01/10/06	10771	J.M. Carr	.40	440	176.00	9028328	Telephone call F. Conway [REDACTED]
01/10/06	10563	T.E. Hall	.30	230	69.00	9028832	Jefferies compensation and other issues Second telephone call with J. Lydecker regarding EETC listing on BMC docket (.3)
01/10/06	14863	J.C. Nelson	.60	185	111.00	9027263	Attend to issues regarding Traveler's surety bonds and assumption of indemnity agreement related to same [REDACTED]
01/11/06	10773	S.A. Claffey	.90	425	382.50	9039086	Attend to issues regarding Traveler's surety bonds and assumption of indemnity agreement related to same [REDACTED]
01/11/06	10773	S.A. Claffey	.40	425	170.00	9039093	Review [REDACTED] and [REDACTED] then forward copies to Evan Borenstein with letter (.4)
01/11/06	14863	J.C. Nelson	2.90	185	536.50	9030200	Attend to issue regarding which Work Orders have been terminated and review and revise motion to shorten notice and to file under seal and revise motion to approve Restructuring Agreement
01/11/06	14863	J.C. Nelson	.30	185	55.50	9030229	Attend to treatment and identification of Nortel Peripherals agreements
01/11/06	14863	J.C. Nelson	.30	185	55.50	9030282	Attend to inquiry from BETACO regarding Exhibit G and why 5 contracts are listed when debtors only rejected 4
01/12/06	10771	J.M. Carr	.40	440	176.00	9036455	Telephone call B. Hunt and S. Phelps' (Bain) office re Bain/MP arrangement

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

Requested By: knsmith on 02/23/06

0002184 ATA Airlines, Inc.
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Date	Atty	Name	Hours	Rate	Value	Index	Description
01/12/06	10773	S.A. Claffey	.30	425	127.50	9039127	for services
01/12/06	10563	T.E. Hall	.60	230	138.00	9039603	Work regarding GE power by the hour contract analysis and issues (.3)
01/12/06	14863	J.C. Nelson	.50	185	92.50	9035775	Telephone calls with M. Cooke regarding Internet ad and telephone call with Brian Hunt regarding same (.6)
01/12/06	14863	J.C. Nelson	.30	185	55.50	9035779	Telephone call with A. Noskov regarding Nortel/Peripherals equipment and e-mails to P. Smith regarding same
01/12/06	14863	J.C. Nelson	.30	185	55.50	9036488	Respond to e-mails from S. White regarding proceeds of the CSC/Colgan transaction
01/13/06	10773	S.A. Claffey	.20	425	85.00	9039240	Telephone call with M. Goodenow regarding why 5 Betaco leases were identified on Schedule G
01/13/06	10773	S.A. Claffey	.10	425	42.50	9039254	Work on post-emergence "to do" list (.2)
01/13/06	10563	T.E. Hall	.90	230	207.00	9039488	Input regarding final decisions made by ATA on GE contract assumption or rejection (.1)
01/13/06	10563	T.E. Hall	1.30	230	299.00	9039528	Return telephone call to M. Cook regarding patent infringement for interest services and forward materials and review offers for license settlement (.9)
01/16/06	10773	S.A. Claffey	.20	425	85.00	9042302	Attend to issues related to serving notice of telephone call with creditors and coordinate service of same (1.3)
01/16/06	10773	S.A. Claffey	.20	425	85.00	9042359	Review and respond to general ATA e-mails from ATA officers and managers (.2)
01/16/06	10773	S.A. Claffey	.10	425	42.50	9042362	Conference with Sean Frick regarding contract schedule review (.2)
01/16/06	14863	J.C. Nelson	.40	185	74.00	9041325	E-mail from John Denison regarding status of various matters (.1)
01/16/06	14863	J.C. Nelson	.30	185	55.50	9041336	Review and provide comments on Confidentiality Agreement submitted by Abelco
01/17/06	10771	J.M. Carr	.60	440	264.00	9044629	Attend to issues regarding assumption of Nortel peripherals software license
01/17/06	10773	S.A. Claffey	.20	425	85.00	9042380	Work on issues re possible cross default claims against [REDACTED] and refund
01/17/06	10773	S.A. Claffey	.10	425	42.50	9042381	Review and respond to general e-mails from ATA officers respecting restructure or reorganization matters and status (.2)
01/17/06	10773	S.A. Claffey	.20	425	85.00	9042467	Review general reports issued by ATA to ATSB and Southwest (.1)
							E-mail to Rekha Rangam regarding

Requested By: knsmith on 02/23/06

Client: 0002184 ATA Airlines, Inc.
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Date	Atty	Name	Hours	Rate	Value	Index	Description
01/17/06	10773	S.A. Claffey	.70	425	297.50	9042470	intercompany loan exclusion from collateral under Mortgage and Security Agreement (.2)
01/17/06	10773	S.A. Claffey	.40	425	170.00	9042474	Review ATSB redraft of Amended and Restated Mortgage and Security Agreement (.7)
01/17/06	10773	S.A. Claffey	.50	425	212.50	9042481	Telephone conference with Rekha Rangam regarding final corrections needed to Amended and Restated Mortgage and Security Agreement (.4)
01/17/06	10773	S.A. Claffey	.30	425	127.50	9042528	E-mails with Rekha Rangam respecting redrafts and correction of minor typos and review Creditors' Committee counsel's mark up of newest draft of Amended and Restated Mortgage and Security Agreement, and telephone call to Rekha Rangam regarding Creditors' Committee mark up points (.5)
01/17/06	10773	S.A. Claffey	.60	425	255.00	9042538	Review final Amended and Restated Mortgage and Security Agreement draft received from Rekha Rangam, and input to document management system for submission to Bankruptcy Court (.3)
01/17/06	14863	J.C. Nelson	.30	185	55.50	9046796	Review revised draft of MatlinPatterson Mortgage and Security Agreement and coordinate filing of same with the Bankruptcy Court (.6)
01/18/06	10771	J.M. Carr	.70	440	308.00	9044380	Telephone call with counsel for Qwest to discuss amendment
01/18/06	10773	S.A. Claffey	.20	425	85.00	9049112	Work re Boeing and possible offset Conference with Brian Hunt regarding development of tinplate Employment Agreement for Senior Officers of ATA Airlines (.2)
01/18/06	10776	G.N. Dale	.70	320	224.00	9044648	Telephone call with B. Hunt regarding California WARN situation; review California State WARN statute; conference call with client regarding same
01/18/06	10563	T.E. Hall	.70	230	161.00	9043771	Conference with client following conference call with SRO participants regarding issues of confirmation and effective date (.7)
01/18/06	14863	J.C. Nelson	.30	185	55.50	9046807	Telephone call with stockholder regarding Plan and treatment of stockholders thereunder
01/18/06	14863	J.C. Nelson	5.00	185	925.00	9046842	Review amended 3018 motion filed by Key Equipment (1.0); review Key's proposed amendment to Schedules 1 and 2 to

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 Requested By: knsmith on 02/23/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
01/18/06	14863	J.C. Nelson	.50	185	92.50	9046862	Master Lease and revise same (1.5); telephone call with M. Axel regarding 3018 motion and amendment to lease schedule (.2); draft settlement offer to key and supply spreadsheet breaking down offer by aircraft/engine (.3); draft motion to approve amendments to lease schedules and assume lease schedules as amended (2.0); Telephone call with N. Newman, counsel for Kelly Scott & Madison regarding plan (.2); investigate why KSM did not receive a solicitation package (.3) Review e-mails from Doug Yakola and Erin O'Donnell regarding "to dos" and provide comments to Doug Yakola respecting the City of Chicago action plan (.4)
01/19/06	10773	S.A. Claffey	.40	425	170.00	9049204	Review and respond to general ATA Officer e-mails (.2)
01/19/06	10773	S.A. Claffey	.10	425	42.50	9049226	Review e-mail from Sean Frick regarding UAL Plan opposition (.1)
01/19/06	10773	S.A. Claffey	.10	425	42.50	9049267	Review e-mails from Doug Yakola regarding City of Chicago matters and general property management issues (.1)
01/19/06	14863	J.C. Nelson	2.00	185	370.00	9046887	Prepare for and telephone call with Finova counsel regarding settlement of both unsecured and administrative expense claims related to N516 and spare engine and attend to various issues in connection with same
01/19/06	14863	J.C. Nelson	3.10	185	573.50	9046954	Continued attention to 3018 motion, including numerous telephone calls and e-mails to M. Axel and ATA regarding settlement and settlement calculations (2.0); revise lease amendment and motion to approve the same and numerous e-mails to Key and ATA regarding same (1.1)
01/20/06	10773	S.A. Claffey	.50	425	212.50	9049362	Conference with Doug Yakola regarding City of Chicago negotiations, open items with City of Chicago and remaining "to dos" and follow up items related to Midway lease issues (.5)
01/20/06	14863	J.C. Nelson	1.40	185	259.00	9049445	Revise Second Amendment to Qwest Total Advantage Agreement and e-mails to counsel to Qwest regarding same (.3); multiple telephone calls and e-mails regarding Qwest's requested claim

Date	Atty	Name	Hours	Rate	Value	Index	Description
01/20/06	14863	J.C. Nelson	.20	185	37.00	9049492	waivers and implications of same regarding potential preference actions (.9); multiple e-mails with counsel for Qwest and attend to issues raised by same (.2)
01/20/06	14863	J.C. Nelson	.50	185	92.50	9049500	Telephone call with Committee regarding status of matters scheduled for hearing on Monday
01/23/06	10773	S.A. Claffey	.20	425	85.00	9064986	Numerous telephone calls and e-mails with counsel for AMR regarding AMR's participation in Rights Offerings, AMR's voting and the allowance and settlement of AMR's claims
01/23/06	14863	J.C. Nelson	.50	185	92.50	9051697	Review ATA officer e-mails and respond to same (.2)
01/23/06	14863	J.C. Nelson	2.30	185	425.50	9051708	Draft memorandum regarding open issues with various telecommunications contracts
01/24/06	10771	J.M. Carr	2.10	440	924.00	9054961	Numerous conversations with ATA and counsel for Sprint regarding amendments to Sprint agreement and assumption of Sprint/Nextel agreement (.7); attend to numerous issues regarding same (1.2); review proposed Sprint amendment (.4)
01/24/06	10771	J.M. Carr	.20	440	88.00	9055051	Work on ILFC issue, review return condition order; telephone calls J. Denison and e-mails ATA
01/24/06	10773	S.A. Claffey	.30	425	127.50	9065113	Telephone call S. Frick re timing of Jefferies payment
01/24/06	10773	S.A. Claffey	.20	425	85.00	9065180	Assemble documents for December-January transactions between ATA and Southwest, City of Chicago and MatlinPatterson for delivery to Board of Directors (.3)
01/24/06	10773	S.A. Claffey	.20	425	85.00	9065293	Review and reply to general ATA officer e-mails related to restructuring (.2)
01/24/06	14863	J.C. Nelson	4.60	185	851.00	9064596	Telephone call from Brian Hunt (.2) Attend to numerous issues regarding rejection of ILFC aircraft leases, including compiling, summarizing and continuing research of Section 1110 as an administrative expense claim and telephone calls to S. Frick and J. Denison regarding same
01/25/06	10773	S.A. Claffey	.60	425	255.00	9065829	Conference with Jim Carr, Frank Conway, John Denison, Doug Yakola and other ATA officers respecting reorganization issues and ILFC claims (.6)
01/25/06	10563	T.E. Hall	.40	230	92.00	9055850	Respond to audit request from Company (.4)

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

S.A. Claffey

Client: 0002184
 Matter: 0002184.0005146

ATA Airlines, Inc.
 Restructuring

Requested By: knsmith on 02/23/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
01/25/06	14863	J.C. Nelson	1.20	185	222.00	9064602	Inquire into date of order extending time to assume/reject real property leases
01/25/06	14863	J.C. Nelson	2.30	185	425.50	9064648	Draft memorandum regarding requirements to effectively reject ILFC leases
01/25/06	10847	R.K. Stanley	1.20	440	528.00	9056352	Gather and synthesize background information regarding Q-Aviation dispute
01/25/06	10847	R.K. Stanley	.20	440	88.00	9056355	Email to J. Denison regarding Q-Aviation issues
01/26/06	10773	S.A. Claffey	1.90	425	807.50	9066477	Meeting with Richard Meyer and Brian Hunt regarding officer employment agreements and incentive plans (1.9)
01/26/06	14863	J.C. Nelson	1.20	185	222.00	9064732	Review Sprint settlement offer and revise same
01/26/06	10847	R.K. Stanley	.20	440	88.00	9062076	Emails from J. Denison and S. Frick regarding Q-Aviation issue
01/26/06	10847	R.K. Stanley	.30	440	132.00	9062089	Conference with D. Foster and review correspondence between J. Graber (ATA) and J. Drobnich (Q-Aviation)
01/27/06	14863	J.C. Nelson	1.10	185	203.50	9065047	Revise e-mail regarding effective rejection of ILFC leases and telephone call with J. Graham regarding same
01/27/06	10847	R.K. Stanley	6.20	440	2,728.00	9062284	Review documents, interview individuals and analyze Q-Aviation dispute to assess Company's position and potential exposure
01/28/06	10847	R.K. Stanley	.20	440	88.00	9068534	Read and reply to email from J. Graber regarding Q-Aviation issue
01/29/06	10773	S.A. Claffey	.20	425	85.00	9066997	Review and respond to miscellaneous officer e-mails (.2)
01/29/06	14863	J.C. Nelson	.50	185	92.50	9070796	Draft notice of withdrawal of Sabre Rejection Motions and file same
01/30/06	10773	S.A. Claffey	1.00	425	425.00	9076430	Conference with Doug Yakola regarding Chicago refund application matter; conference with Sean Frick regarding Southwest fees still due or which become due on the Effective Date and check Southwest loan documents regarding fees and calculation of same and advise Sean Frick of correctness of Southwest submission; participate in pre-Court hearing conferences with ATA officers (1.0)
01/30/06	10773	S.A. Claffey	.30	425	127.50	9076457	General conferences with ATA officer group following confirmation hearing (.3)
01/30/06	10773	S.A. Claffey	.20	425	85.00	9076475	Work on follow up items to be addressed by ATA and Baker & Daniels (-.2)
01/30/06	10773	S.A. Claffey	.60	425	255.00	9076486	Conference with John Denison and Frank

Date	Atty	Name	Hours	Rate	Value	Index	Description
01/31/06	10773	S.A. Claffey	.40	425	170.00	9076555	Conway regarding City of Chicago, US Bank, AMR, Southwest letter of credit and MatlinPatterson issues and matters (.6)
01/31/06	10773	S.A. Claffey	.20	425	85.00	9076566	Review and reply to general e-mails from ATA officers and employees and third parties related to reorganization and confirmation (.4)
	Total for B003		91.10	28,156.00			E-mails with Frank Conway (.2)
	B004	CASE ADMINISTRATION					
01/03/06	12982	J.L. Faulkner	2.30	150	345.00	9032131	Calendar; miscellaneous
01/03/06	10563	T.E. Hall	.40	230	92.00	9025604	Prepare for omnibus hearing (.4)
01/03/06	10563	T.E. Hall	.80	230	184.00	9025607	Attend omnibus hearing (.8)
01/03/06	10414	S.B. Laughlin	2.60	140	364.00	9017722	Draft hearing notice following review of second supplemental E&Y application (.2); e-mails with B. Richardson and telephone call from Sadie regarding status of CT Corp. order (.2); update and distribute dial-in chart following e-mails with P. Trimble (.4); attention to service issues (.1); finalize/electronically file Certificate of Mailing (.1); review files and e-mails with S. Reid regarding signature pages to ATSB - SW settlement agreement (.4); finalize/electronically file monthly operating report and e-mail C. Foster regarding same (.3); consultation with T. Hall regarding results of hearing (.1); draft/revise scheduling order regarding C8 objections (.5); draft order on continued matters (.3). Revise, finalize and electronically file bar date motion and exhibits (.7); draft hearing notice and e-mails with C. Davidson regarding same (.3); filing/organization (.3); finalize/upload order on continued matters and update hearing sheet (.3); revise fee application and attention to scanning of exhibits (.9); draft/upload corrected fee order following review of first application and e-mail R. Andis regarding same (.4); attention to service of numerous orders (.2). Work on [REDACTED] pleadings
01/04/06	10414	S.B. Laughlin	3.10	140	434.00	9020166	
01/05/06	10771	J.M. Carr	.70	440	308.00	9021761	

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

S.A. Claffey

Proforma No.: 597181 as of 01/31/06

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

Requested By: knsmith on 02/23/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
01/05/06	12982	J.L. Faulkner	2.70	150	405.00	9032041	Pacer research re vendor addresses; Google research re vendor addresses; update list of vendors; white pages research re vendor addresses
01/05/06	13062	J.F.W. Fleming	1.10	195	214.50	9022579	Draft, supplement and revise motion for approval of Second Amendment to Adequate Protection Stipulation and Restated Term Sheet
01/05/06	10414	S.B. Laughlin	1.60	140	224.00	9021577	Review docket and update master status spreadsheet and hearing sheet (.7); update agendas and draft 2/9 agenda (.5); draft, finalize and upload E&Y fee order (.3); upload Paul Hastings fee order following e-mails with K. Traxler (.1).
01/05/06	15476	L.T. Perry	.20	165	33.00	9021586	Review of mutual confidentiality agreements filed during pendency of bankruptcy
01/06/06	12982	J.L. Faulkner	.20	150	30.00	9032079	Finalize final report
01/06/06	12982	J.L. Faulkner	1.30	150	195.00	9032090	Pacer research re filing requirements; amend COS; finalize notice of motion and opposition to object
01/06/06	12982	J.L. Faulkner	2.80	150	420.00	9032097	Continued white pages research re additional vendors with preference recoveries greater than \$10,000.00
01/06/06	12982	J.L. Faulkner	.60	150	90.00	9032104	Prepare list
01/06/06	13062	J.F.W. Fleming	.80	195	156.00	9026580	Draft Motion to approve second amendment to adequate protection stipulation
01/06/06	13062	J.F.W. Fleming	1.70	195	331.50	9026583	Draft Order approving Motion to approve second amendment to adequate protection stipulation
01/06/06	13062	J.F.W. Fleming	.40	195	78.00	9026586	Complete exhibits to Motion and Order and coordinate filing
01/06/06	10414	S.B. Laughlin	2.80	140	392.00	9023530	Revise, finalize and electronically file Certificate of Mailing (.2); obtain copy of ACL plan for J. Nelson and review same for retained actions (.3); attention to service of numerous orders (.2); revise, finalize and electronically file nineteenth cash collateral stipulation (.3); revise, finalize and electronically file immaterial modification to plan and revise order (.6); revise, finalize and electronically file Motion to Amend Term Sheet, draft shorten motion and notice (.9); finalize and electronically file Huron's fee

Requested By: knsmith on 02/23/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
01/09/06	10771	J.M. Carr	.40	440	176.00	9025770	application and affidavit (.3) Review proposed letter agreement between MP and Committee re "Committee direction"
01/09/06	13062	J.F.W. Fleming	.40	195	78.00	9026624	Follow-up on Motion to approve second amendment to adequate protection stipulation with Wilmington Trust and Motion to shorten notice
01/09/06	10414	S.B. Laughlin	3.20	140	448.00	9024885	Draft/upload order shortening notice and messages with C. Davidson, R. Andis and D. Foster regarding same (.3); draft hearing notices regarding fee applications and forward to C. Davidson (.5); obtain copies of documents for S. Claffey (.1); review Northwest Airlines docket for bar date motion (.6); revise service letter and forward to BMC following consultation with T. Hall (.3); scan letter from KGR regarding service issue and e-mails with J. Myers regarding same (.2); attention to Plan exhibit (.1); revise, finalize and upload Order Granting Motion to Amend Term Sheet (.3); revise, finalize and Modification (.3); e-mails and telephone calls with R. Andis and L. Smith regarding draft notices (.2); attention to service issues (.2); obtain copy of compensation order for J. Carr (.1). Distribute Order respecting Second Amended and Restated Term Sheet E-mails to T. Hall and J. Myers regarding status of Brendan Collins following telephone call from L. Faust regarding undeliverable mail (.1); finalize/electronically file Certificates of Mailing (.4); review problem with BMC docket item and e-mails with J. Bartlett regarding same (.1); telephone call and e-mails with C. Davidson regarding hearing notices (.1); attention to service of numerous orders (.2); attention to revising/finalizing of numerous plan exhibits and cover pages and consultation with T. Hall regarding same (2.1).
01/10/06	13062	J.F.W. Fleming	.30	195	58.50	9031619	
01/10/06	10414	S.B. Laughlin	3.00	140	420.00	9027128	