

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

Proforma No.: 606655 as of 02/28/06

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

Requested By: knsmith on 03/22/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
02/03/06	10773	S.A. Claffey	.40	425	170.00	9082602	those claims, which have been satisfied, and which ATA intends to object to (.2) Work with Jeff Nelson on development of defenses to US Bank and AMR
02/03/06	10563	T.E. Hall	2.20	230	506.00	9082216	administrative expense claims (.4) Continue to revise objections to secured and priority claims (2.2)
02/03/06	14863	J.C. Nelson	1.00	185	185.00	9088754	Continue researching possible mitigation of AMR and U.S. Bancorp administrative expense claims for unpaid rent
02/03/06	14863	J.C. Nelson	.60	185	111.00	9088791	Attend to settling Key unsecured aircraft lease rejection damages claims that remain unsettled
02/03/06	14863	J.C. Nelson	.30	185	55.50	9088893	Telephone call with S. Heim regarding U.S. Bancorp regarding settlement of unsecured claims related to rejected Saabs
02/03/06	14863	J.C. Nelson	4.00	185	740.00	9088906	Continue researching rent claims in the context of Section 1110(a) as administrative expense claims
02/03/06	10862	J.H. Yeager Jr.	.90	430	387.00	9102037	Preparation for and meeting on administrative claims
02/06/06	10771	J.M. Carr	.60	440	264.00	9083593	Telephone call J. Denison re administrative claims, ILFC and other issues
02/06/06	10771	J.M. Carr	1.30	440	572.00	9083609	Work on administrative claims of aircraft landlords including review of case law
02/06/06	10773	S.A. Claffey	.20	425	85.00	9108398	Review ILFC rejection stipulation (.2)
02/06/06	10773	S.A. Claffey	.20	425	85.00	9108417	Confer with Jim Carr regarding administrative expense claims and defenses (.2)
02/06/06	10563	T.E. Hall	.50	230	115.00	9083849	Attend to issues related to rejection, rent, and return conditions issues on administrative claims (.5)
02/06/06	10563	T.E. Hall	.70	230	161.00	9083861	Telephone call with Wisty Malone regarding Key Equipment settlement and administrative claim and review pleadings on same (.7)
02/06/06	10563	T.E. Hall	1.70	230	391.00	9083868	Continue to revise claims objections to secured and priority claims (1.7)
02/06/06	10563	T.E. Hall	.50	230	115.00	9083870	Conference with J. Jaffe regarding case law related to rent obligations and return conditions (.5)
02/07/06	10771	J.M. Carr	.50	440	220.00	9085883	Work on ILFC and U.S. Bank claims
02/07/06	10771	J.M. Carr	.10	440	44.00	9085890	E-mail S. Frick re U.S. Bank
02/07/06	10563	T.E. Hall	.40	230	92.00	9085787	Attend to questions on ILFC motion and

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02/07/06	10563	T.E. Hall	1.10	230	253.00	9085805	stipulation status (.4)
02/07/06	10563	T.E. Hall	.80	230	184.00	9085811	Revise and research order related to 4th omnibus claims objection (1.1)
02/07/06	10563	T.E. Hall	2.60	230	598.00	9085825	Review and revise order on 5th omnibus claims objection (.8)
02/08/06	10771	J.M. Carr	1.20	440	528.00	9087959	Continue review and revision of claim objections for filing and noticing requirements (2.6)
02/08/06	10771	J.M. Carr	2.40	440	1,056.00	9087966	Review documents and research re administrative claims AMR, U.S. Bank, Aviation et al.
02/08/06	10771	J.M. Carr	.30	440	132.00	9087977	Meeting with J. Denison, D. Yokola, S. Karnik, S. Frick, F. Conway re various administrative claims, status and strategy
02/08/06	10773	S.A. Claffey	.40	425	170.00	9108515	E-mails and arrange execution Boeing settlement agreement
02/08/06	10773	S.A. Claffey	.10	425	42.50	9108516	Work on ILFC administrative expense claim issues and on language to be included in ILFC aircraft acceptance confirmation (.4)
02/08/06	10563	T.E. Hall	2.30	230	529.00	9088536	Further addressing of Q administrative expense claim issues (.1)
02/09/06	10773	S.A. Claffey	.20	425	85.00	9108581	Continue review and revision of claim objections in ATA (2.3)
02/09/06	10563	T.E. Hall	.10	230	23.00	9091160	Review e-mails regarding ILFC administrative expense claims and regarding early release of rights offering funds deposits (.2)
02/09/06	10563	T.E. Hall	.40	230	92.00	9091169	Attend to Class 6 distribution and determination of allowed claims (.1)
02/09/06	10563	T.E. Hall	.40	230	92.00	9091173	Final review and revision to 4th and 5th omnibus claim objection orders (.4)
02/09/06	10563	T.E. Hall	1.70	230	391.00	9091180	Review and revise motion to settle Boeing claim (.4)
02/09/06	14863	J.C. Nelson	.30	185	55.50	9095240	Attend to issues related to Class 6 claims and necessary objections for determining claim reserve (1.7)
02/09/06	14863	J.C. Nelson	2.80	185	518.00	9095241	Telephone call with S. Heim regarding U.S. Bancorp administrative expense claim
02/09/06	15476	L.T. Perry	1.30	165	214.50	9092812	Work on determining the status of objections to claims
02/09/06	15476	L.T. Perry	.60	165	99.00	9092825	Drafting motion to approve settlement with the Boeing Company and accompanying Order
							Drafting letter to Ms. Crebs explaining why she will receive no payment on the stock she owned

Date	Atty	Name	Hours	Rate	Value	Index	Description
02/10/06	10563	T.E. Hall	5.30	230	1,219.00	9098115	Continue draft of objections to claims (5.3)
02/10/06	14863	J.C. Nelson	2.20	185	407.00	9099094	Work on creating list of administrative and priority claims
02/10/06	14863	J.C. Nelson	.50	185	92.50	9099100	Draft settlement Stipulation with Viacom Outdoors resolving administrative expense claim
02/10/06	15476	L.T. Perry	.50	165	82.50	9092838	Drafting seal motion for exhibit B to Motion to Approve Settlement Agreement with the Boeing Company; drafting order re: same
02/12/06	14863	J.C. Nelson	1.30	185	240.50	9095244	Work on creating a status spreadsheet showing all Class 6 claims
02/12/06	14863	J.C. Nelson	.40	185	74.00	9095314	Work on Hancock Leasing, GMAX and Finova unsecured claims closing and settlement of same
02/13/06	10563	T.E. Hall	5.50	230	1,265.00	9098169	Continue revision and drafting of claims objections and reconciliation (5.5)
02/13/06	10563	T.E. Hall	.20	230	46.00	9098185	Attend to personal injury lawsuits and insurance issues (.2)
02/13/06	14863	J.C. Nelson	5.10	185	943.50	9099144	Review support for U.S. Bancorp's claim for return condition damages (1.2); review packet of e-mails from S&B showing facts and circumstances of U.S. Bancorp AMR returns (1.4); creating spreadsheets calculating U.S. Bancorp return condition damages per the lease (2.5)
02/13/06	15476	L.T. Perry	1.10	165	181.50	9103876	Reviewing City of Chicago's proof of claim and the Ground Lease between Washington Street Aviation, ATA, and City of Chicago
02/13/06	15476	L.T. Perry	1.90	165	313.50	9103877	Researching issue of whether a guarantor is covered by the 502(b)(6) cap in the seventh circuit in preparation to object to City of Chicago's \$26 Million claim
02/13/06	15476	L.T. Perry	2.60	165	429.00	9103878	Begin drafting objection to claim of City of Chicago for \$26 Million
02/14/06	10773	S.A. Claffey	.80	425	340.00	9109001	Evaluate and interpret City of Chicago claim against ATA Airlines with respect to so-called Training Center Lease and consider implications of the claims approach utilized by the City of Chicago (.8)
02/14/06	10773	S.A. Claffey	.40	425	170.00	9109003	Provide Jim Carr with language for inclusion in Amendment or Addendum to Boeing Settlement Agreement (.4)

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Date	Atty	Name	Hours	Rate	Value	Index	Description
02/14/06	10563	T.E. Hall	1.60	230	368.00	9107849	Attend to issues related to aircraft rejection damages claims and telephone call with Sommer Barnard and BMC regarding same (1.6)
02/14/06	10563	T.E. Hall	3.10	230	713.00	9107855	Continue review and revision of claim objections (3.1)
02/14/06	14863	J.C. Nelson	3.80	185	703.00	9103776	Work on class 6 claims, including determining which claims still need to be objected to, with specific focus on claims filed in an unliquidated amount, and determining a reserve for such claim
02/14/06	14863	J.C. Nelson	.80	185	148.00	9103783	Telephone call with BMC regarding claims distribution
02/14/06	14863	J.C. Nelson	.50	185	92.50	9103784	Telephone call with Sommer Barnard regarding status of claims
02/14/06	15476	L.T. Perry	.90	165	148.50	9103881	Reviewing and revising objection to claim of AAR and attempting to reconcile the amount of ATA's scheduled claim with AAR's proof of claim
02/14/06	15476	L.T. Perry	2.90	165	478.50	9105627	Research regarding various aspects of 502(b)(6) including whether postpetition rent can be deducted from the 502(b)(6) cap, the proper method for applying the 502(b)(6) formula, and whether the cap amount is calculated from the petition date onward or is averaged over the term of the lease
02/14/06	15476	L.T. Perry	4.50	165	742.50	9105629	Drafting objection to City of Chicago (2.5); meeting with S. Claffey to discuss strategy (.5); incorporating S. Claffey's suggestions into the objection (1.5)
02/15/06	10563	T.E. Hall	.60	230	138.00	9107953	Meet with Brian Hunt regarding various claims and contract issues (.6)
02/15/06	14863	J.C. Nelson	.30	185	55.50	9106609	Continue work on claims and updating Class 6 claims status spreadsheet
02/15/06	15476	L.T. Perry	4.60	165	759.00	9103885	Reviewing, revising, and expanding 31 objections to trade creditors in preparation for filing
02/15/06	15476	L.T. Perry	1.20	165	198.00	9103887	Continue drafting, revising, and expanding objection to claim of City of Chicago (\$26 million)
02/16/06	10771	J.M. Carr	.20	440	88.00	9108002	Telephone S. Frick re administrative claim
02/16/06	10771	J.M. Carr	.50	440	220.00	9108006	Work on Chicago situation and training center lease guaranty claim
02/16/06	10563	T.E. Hall	1.30	230	299.00	9107971	Review and revise objections to claims and prepare for filing (1.3)
02/16/06	14863	J.C. Nelson	.20	185	37.00	9106794	Finalize Key Equipment stipulation

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02/16/06	14863	J.C. Nelson	3.20	185	592.00	9106817	regarding certain claims Review unliquidated claims and begin drafting omnibus objection to contingent/unliquidated claims
02/17/06	10563	T.E. Hall	.90	230	207.00	9108001	Review administrative/cure/reclamation claims for preparation for telephone call with Company (.9)
02/17/06	10563	T.E. Hall	.70	230	161.00	9108005	Telephone call with Company, BMC and Navigator regarding administrative claims and cash (.7)
02/17/06	10563	T.E. Hall	.70	230	161.00	9108011	Telephone call with BMC regarding simplification of administrative/cure/reclamation claim amounts and schedule and of SRO refunds (.7)
02/17/06	14863	J.C. Nelson	.30	185	55.50	9107790	Review N516 lease return conditions
02/17/06	14863	J.C. Nelson	.50	185	92.50	9107884	Review data regarding AMR and U.S. Bancorp Saabs sent by J. Hill
02/17/06	14863	J.C. Nelson	1.00	185	185.00	9107885	Telephone call with S. Frick and BMC regarding cure and administrative expense claims
02/17/06	14863	J.C. Nelson	2.70	185	499.50	9107894	Work on creating list of primary, administrative and cure claims for S. Frick
02/19/06	10773	S.A. Claffey	.60	425	255.00	9109289	Review e-mail from Doug Yakola regarding proposed e-mail to City of Chicago representative and prepare redrafted proposed e-mail for Doug Yakola's consideration (.6)
02/19/06	10563	T.E. Hall	.80	230	184.00	9109969	Review administrative/cure claims analysis (.8)
02/19/06	14863	J.C. Nelson	.40	185	74.00	9107901	Revise proposed stipulation sent from Viacom settling administrative expense claim
02/19/06	14863	J.C. Nelson	.20	185	37.00	9107908	Draft Tenth Omnibus Objection to Claims (No Liability, Insufficient/No Supporting Documentation)
02/20/06	10771	J.M. Carr	.70	440	308.00	9110197	Review sources and uses and e-mails D. Yakola re sources and uses and U.S. Bank claim
02/20/06	10773	S.A. Claffey	.30	425	127.50	9110565	Conference with Brian Hunt regarding South Bend and Evansville contract payments and issues related to obtaining settlements of ATA claims for those payments (.3)
02/20/06	10563	T.E. Hall	.10	230	23.00	9109978	Telephone call with J. Graham regarding 96-97 EETC claims under the stipulation with regard to interest (.1)
02/20/06	14863	J.C. Nelson	1.20	185	222.00	9114934	Continue work on drafting objection to

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02/20/06	14863	J.C. Nelson	.40	185	74.00	9114937	contingent/unliquidated claims
02/20/06	14863	J.C. Nelson	.50	185	92.50	9114955	Work on Traveler's claim Create spreadsheet listing sales price and hours/cycle for each Saab to send to valuation expert
02/21/06	10773	S.A. Claffey	.20	425	85.00	9113443	Conference with Jim Carr regarding Evansville and South Bend settlement issues (.2)
02/21/06	10563	T.E. Hall	.40	230	92.00	9112544	Determine status of claims under workers' compensation insurance (.4)
02/21/06	14863	J.C. Nelson	.40	185	74.00	9115760	E-mails to counsel for AMR and U.S. Bancorp regarding support for their return condition damages calculations claims
02/22/06	10563	T.E. Hall	.80	230	184.00	9121363	Review and revise objection to City of Chicago claim (.8)
02/22/06	14863	J.C. Nelson	.20	185	37.00	9115767	Work on Tenth Omnibus Claims objection
02/22/06	14863	J.C. Nelson	.40	185	74.00	9115780	Telephone call with A. Ferrante regarding U.S. Bancorp and AMR
02/23/06	14863	J.C. Nelson	.70	185	129.50	9132112	Attend to finalizing GATX Stipulation settling unsecured claim and related to N514
02/24/06	14863	J.C. Nelson	1.50	185	277.50	9133529	Telephone call with BMC regarding closing resolution process and status and attend to issues regarding same
02/27/06	14863	J.C. Nelson	1.60	185	296.00	9134186	Drafting motion to correct order on Fifth Omnibus Objection and stipulation with Traveler's regarding issues related to cure amount
02/27/06	14863	J.C. Nelson	.60	185	111.00	9134191	Work on Tenth Omnibus Objection to Claims
02/28/06	14863	J.C. Nelson	1.20	185	222.00	9134828	Work on assembling documents and information to be sent to Huron to begin damage calculations for AMR and U.S. Bancorp
02/28/06	14863	J.C. Nelson	2.20	185	407.00	9134886	Telephone call with S. Everett regarding discovery deadlines for AMR and attend to issues regarding same and telephone call with F. Klein regarding services as an expert
02/28/06	10862	J.H. Yeager Jr.	.80	430	344.00	9134569	Preparation for and conference call Everett re AMR administrative claim; work on planning evidence for hearing
Total for B005			131.90				
B006 EMPLOYEE BENEFIT/PENSIONS							
02/01/06	10833	J.W. Purcell	.40	440	176.00	9094057	Conference with S.A. Claffey regarding long-term incentive plan
02/13/06	15476	L.T. Perry	.40	165	66.00	9103868	Letter to Costlow responding to his

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			.50	212.50			professional fee billings by various professionals (.2)
Total for B008							
			2.30	450	1,035.00	9101378	Work on Investment Agreement; work on 8-K; conferences regarding closing
02/01/06	10759	J.A. Aschleman					Work on cash use stipulation, e-mails ATA et al; telephone call S. Frick and arrange filing
02/01/06	10771	J.M. Carr	1.30	440	572.00	9078020	
02/02/06	10759	J.A. Aschleman	1.70	450	765.00	9101395	Review 8-K; closing matters
02/02/06	10773	S.A. Claffey	.60	425	255.00	9082459	Work on schedules to ATSB Amended and Restated Loan Agreement and Amended and Restated Mortgage and Security Agreement (.6)
02/02/06	10773	S.A. Claffey	.40	425	170.00	9082466	Further work on ATSB and MatlinPatterson loan documentation (.4)
02/03/06	10759	J.A. Aschleman	3.90	450	1,755.00	9101401	Meeting on closing matters; revise investment agreement; work on closing documents
02/03/06	10773	S.A. Claffey	.20	425	85.00	9082593	Conference with Sean Frick regarding ATSB Amended and Restated Loan Agreement and MatlinPatterson Exit Term Sheet and ATA Holdings payment system (.2)
02/04/06	10759	J.A. Aschleman	2.00	450	900.00	9101414	Revise ALPA and Management option plans; work on closing matters
02/04/06	15476	L.T. Perry	.30	165	49.50	9082505	Assembly of Intercreditor Agreement, Intellectual Property Security Agreement; Revised Mortgage and Security Agreement; and ATSB/ATA Loan documents
02/06/06	10759	J.A. Aschleman	1.50	450	675.00	9101421	Work on Investment Agreement closing matters and option plans
02/06/06	10771	J.M. Carr	.40	440	176.00	9083611	Work on MP "funding fee" issues
02/06/06	10773	S.A. Claffey	1.00	425	425.00	9108385	Review Sean Frick e-mail regarding calculation of MatlinPatterson Funding Fee, check MatlinPatterson Term Sheet and Loan Agreement respecting Funding Fee and confer with Jim Carr respecting interpretation of Term Sheet provisions and review prior e-mails between MatlinPatterson and ATA respecting Funding Fee, and then prepare reply to Sean Frick explaining provisions of loan documents and understanding of parties (1.0)
02/06/06	10773	S.A. Claffey	.50	425	212.50	9108433	Work on ATSB and MatlinPatterson Loan Agreement and Mortgage Schedules and

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02/06/06	10773	S.A. Claffey	.70	425	297.50	9108434	prepare e-mail to Brian Hunt, Wisty Malone and Doug Yakola regarding importance of ATA focusing on preparation of loan document schedules and obtaining account control agreements for all depository accounts (.5)
02/06/06	10773	S.A. Claffey	.20	425	85.00	9108435	Prepare e-mail to Sean Frick, Wisty Malone, Doug Yakola and Brian Hunt regarding account control agreements, their necessity, their scope and timing of obtaining same (.7)
02/06/06	15476	L.T. Perry	4.20	165	693.00	9085800	Conference with Lou Perry regarding Schedules for MatlinPatterson and ATSB loan documentation (.2)
							Begin review of Intercreditor Agreement, Loan Agreement, Intellectual Property Security Agreement and Mortgage and Security Agreement in order to create a list of documents that need to be assembled by ATA for the Schedules and explanations of what is required (2.5); begin drafting list and explanations for ATA (1.5); conference with SAC regarding expansion for list (.2)
02/07/06	10773	S.A. Claffey	.90	425	382.50	9108483	Work on schedules for MatlinPatterson and ATSB loan documents (.9)
02/07/06	10773	S.A. Claffey	.50	425	212.50	9108486	Further work on loan document schedules (.5)
02/07/06	10773	S.A. Claffey	.40	425	170.00	9108487	E-mail to Brian Hunt replying to his request for information regarding necessity of account control agreements and scope of account control agreement requirements in ATSB loan documentation (.4)
02/07/06	10773	S.A. Claffey	.40	425	170.00	9108490	Conference with Sean Frick regarding posting of letter of credit to City of Chicago in replacement of Southwest letter of credit and alternatives to be utilized if City of Chicago will not accept an exchange and conference with Sean Frick regarding administrative expense claim defenses (.4)
02/07/06	15476	L.T. Perry	6.20	165	1,023.00	9085876	Continue drafting list and explanation of documents that need to be provided by ATA for the Loan Agreement, Mortgage and Security Agreement, Intellectual Property Security Agreement, and

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02/08/06	10773	S.A. Claffey	.40	425	170.00	9108524	Intercreditor Agreement: (5.2); conference with S. Claffey concerning additions to list (.5); revising, editing and expanding list (.3) email to Brian Hunt containing the finished list (.1); email to Brian Hunt forwarding the loan documents (.1) E-mails to John Denison and Doug Yakola regarding December financial covenant non-compliance disclosures to be made to MatlinPatterson, AFSB and Southwest and respecting obtaining waivers of that non-compliance (.4)
02/08/06	10773	S.A. Claffey	.30	425	127.50	9108534	E-mails with ATA Officers regarding Southwest and MatlinPatterson financial covenant defaults by ATA (.3)
02/09/06	10773	S.A. Claffey	.20	425	85.00	9108577	E-mails regarding AFSB and MatlinPatterson schedules (.2)
02/09/06	10773	S.A. Claffey	.10	425	42.50	9108578	E-mails from Barbara Vrancik regarding preparation of MatlinPatterson Loan Agreement and forward same to Doug Yakola and Frank Conway with report on new schedule for finalization of MatlinPatterson exit loan documents (.1)
02/10/06	10773	S.A. Claffey	.80	425	340.00	9108705	Review spare parts sale proposal from Lufthansa and evaluate questions of Frank Conway regarding this proposal and its workability, and evaluate other issues related to potential initiation and completion of a fast track rights offering by ATA, also evaluate issues related to current non-compliance with financial covenants with MatlinPatterson and Southwest under their respective Loan Agreements, need for preparation of revised plan projections and cash flow projections, and evaluate issues related to existing cash flow projections (.8)
02/10/06	10773	S.A. Claffey	.80	425	340.00	9108708	Conferences with Lou Perry and Brian Hunt regarding schedules required for MatlinPatterson and AFSB Loan Documents and regarding Account Control Agreements (.8)
02/10/06	10773	S.A. Claffey	.30	425	127.50	9108711	Revise template Account Control Agreement to be provided to financial institutions which do not have their own form (.3)
02/10/06	10773	S.A. Claffey	.20	425	85.00	9108718	Review and reply to e-mails from ATA

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02/10/06	15476	L.T. Perry	1.40	165	231.00	9092828	Officers respecting existing non-compliance with financial covenants in Southwest and MatlinPatterson loan documents (.2)
02/10/06	15476	L.T. Perry	1.30	165	214.50	9092837	Preparing for and participating in conference call with Brian Hunt and S. Claffey re: the loan documents and materials required for closing
02/13/06	10773	S.A. Claffey	.20	425	85.00	9108924	Drafting form Blocked Account Control Agreement and Blacklined version at Brian Hunt's request; email to Brian Hunt containing finished documents
02/13/06	10773	S.A. Claffey	.50	425	212.50	9108940	Review and reply to Doug Yakola e-mails regarding City of Chicago matters and regarding current status of ATA compliance with Southwest and MatlinPatterson Loan Agreement financial covenants (.2)
02/14/06	10773	S.A. Claffey	1.40	425	595.00	9109014	Review proposal from Citibank to serve as collateral agent for MatlinPatterson and prepare e-mail to ATA (Doug Yakola and Frank Conway) regarding Citibank collateral agent proposal and cost associated therewith (.5)
02/14/06	10773	S.A. Claffey	.40	425	170.00	9109016	Confer with Rebecca Richardson respecting preparation of opinions and certificates for MatlinPatterson Loan Agreement closing and for ATSB Loan Restructuring closing and assemble information and background
02/14/06	10773	S.A. Claffey	2.00	425	850.00	9109019	preparation of opinions (1.4) Work on MatlinPatterson and ATSB loan closing documentation (.4)
02/14/06	10773	S.A. Claffey	.20	425	85.00	9109023	Prepare comprehensive closing check list for ATSB loan restructuring (2.0)
02/15/06	10759	J.A. Aschleman	1.00	450	450.00	9124643	Prepare e-mail to Brian Hunt and other ATA Officers, ATSB counsel and MatlinPatterson counsel respecting draft closing check list (.2)
02/15/06	10773	S.A. Claffey	.40	425	170.00	9109062	Conferences with Barnes and Carr; work on Investment Agreement and closing matters
02/15/06	10773	S.A. Claffey	.30	425	127.50	9109064	Conference with Doug Yakola regarding closing logistics and regarding response alternatives respecting City of Chicago request (.4)
							Work on allocation of closing documents to be prepared by ATA or Baker &

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

Date	Atty	Name	Hours	Rate	Value	Index	Description
02/15/06	10773	S.A. Claffey	.20	425	85.00	9109073	Daniels and confirm each required document has an assigned preparer (.3) E-mails from and to Frank Conway regarding loan closing conditions and current status of MatlinPatterson and ATSB loan restructuring and closing (.2) Meeting with Brian Hunt at ATA with respect to required schedules for ATSB loan documentation and MatlinPatterson logistics on obtaining Account Control Agreements necessary to satisfy ATSB (3.0)
02/15/06	10773	S.A. Claffey	3.00	425	1,275.00	9109076	Prepare e-mails to ATA Officers and review ATA schedule of deposit accounts to identify those accounts for which Account Control Agreements are required and to determine which financial institutions need to be contacted, and to allocate contact responsibilities between ATA and Baker & Daniels (.4) Meeting at ATA with Brian Hunt and S. Claffey regarding schedules for the loan documents and banks that need to be contacted to obtain control agreements
02/15/06	10773	S.A. Claffey	.40	425	170.00	9109081	Review ATSB loan agreement; begin work on opinion and certificates Closing matters Telephone call to Tom Scherer, counsel for National City Bank, regarding Account Control Agreements (.3) Work on ATSB loan documentation schedules (.4)
02/15/06	15476	L.T. Perry	3.30	165	544.50	9103886	Attention to preparation of Waiver Agreements to be provided by ATSB Lenders and by Southwest Airlines respecting non-compliance with December and January financial covenants (.4) Work on Account Control Agreement acquisition and prepare Lou Perry for also handling calls to financial institutions to obtain Account Control Agreements (.4)
02/15/06	10837	R.A. Richardson	1.90	365	693.50	9104036	Telephone calls to representatives of JPMorgan Chase Bank to obtain a commitment for execution of Account Control Agreements (.3)
02/16/06	10759	J.A. Aschleman	1.00	450	450.00	9124650	Prepare e-mail to Tom Scherer regarding
02/16/06	10773	S.A. Claffey	.30	425	127.50	9109130	
02/16/06	10773	S.A. Claffey	.40	425	170.00	9109132	
02/16/06	10773	S.A. Claffey	.40	425	170.00	9109143	
02/16/06	10773	S.A. Claffey	.40	425	170.00	9109158	
02/16/06	10773	S.A. Claffey	.30	425	127.50	9109164	
02/16/06	10773	S.A. Claffey	.60	425	255.00	9109168	

Date	Atty	Name	Hours	Rate	Value	Index	Description
02/16/06	10773	S.A. Claffey	.50	425	212.50	9109174	accounts at National City requiring Account Control Agreements and respecting timing and other needs related thereto (.6) Prepare e-mail to Doug Yakola, Sean Frick and Frank Conway regarding what ATA Southwest questions respecting what ATA intends to do in relationship to the Letter of Credit issued by Southwest to the City of Chicago, and review Doug Yakola reply (.5)
02/16/06	10773	S.A. Claffey	.40	425	170.00	9109176	Work on Account Control Agreement acquisition matters (.4)
02/16/06	10773	S.A. Claffey	1.40	425	595.00	9109181	Telephone calls with Brian Hunt regarding foreign accounts and their exclusion from Account Control Agreement mandate and check UCC respecting the necessity of obtaining an Account Control Agreement from Citibank, and e-mail Evan Borenstein respecting Citibank and UCC application to deposit accounts maintained with Citibank and work on further questions raised by financial institutions maintaining deposits for ATA with respect to ATSB's Account Control Agreement requirement (1.4) Conference with Anita Hatcher and Brian Hunt respecting each of the deposit accounts maintained by ATA and its affiliates (1.3) Attention to position being taken by Wachovia with respect to Account Control Agreement request and advise Brian Hunt of same (.2) Attention to Account Control Agreement request being made of the Bank of Hawaii (.1)
02/16/06	10773	S.A. Claffey	1.30	425	552.50	9109185	Prepare e-mail to Evan Borenstein regarding standards to be used to determine if certain accounts are exempt from Account Control Agreement requirements (.4) Telephone call from Jeff Goldstein, of Milbank Tweed, regarding Citibank, as agent, request/demand to increase fees (.3)
02/16/06	10773	S.A. Claffey	.20	425	85.00	9109191	Further work on satisfaction of closing conditions for MatlinPatterson and ATSB
02/16/06	10773	S.A. Claffey	.10	425	42.50	9109195	
02/16/06	10773	S.A. Claffey	.40	425	170.00	9109201	
02/16/06	10773	S.A. Claffey	.30	425	127.50	9109204	
02/16/06	10773	S.A. Claffey	.40	425	170.00	9109205	

Date	Atty	Name	Hours	Rate	Value	Index	Description
02/16/06	15476	L.T. Perry	.50	165	82.50	9105631	loan closings (.4) Assembling schedules for the intellectual property agreement
02/16/06	15476	L.T. Perry	3.50	165	577.50	9105632	Assembling schedules for the amended and restated mortgage and security agreement
02/16/06	15476	L.T. Perry	2.00	165	330.00	9105634	Conversations with various representatives of Bank of Hawaii, Wachovia, Fifth Third, and Bank of America attempting to obtain Account Control Agreements on deposit accounts
02/16/06	15476	L.T. Perry	3.10	165	511.50	9105635	Assembling schedules for amended and restated loan agreement
02/16/06	10837	R.A. Richardson	2.50	365	912.50	9106957	Review ATSB documents and begin drafting opinion and certificates
02/17/06	10759	J.A. Aschleman	3.10	450	1,395.00	9124654	Finalize option plans; work on closing matters and conference call with Sidley regarding same
02/17/06	15785	J. Blankenship	.40	225	90.00	9124466	Revise ATA Cargo and ATA Leisure merger documents and send to A. Raz for review
02/17/06	10773	S.A. Claffey	.40	425	170.00	9109225	Telephone conference with Paul Zink and Tammy Forson of Chase Bank respecting Chase deposit accounts and Account Control Agreements (.4)
02/17/06	10773	S.A. Claffey	.20	425	85.00	9109228	Work with Rebecca Richardson regarding which ATA subsidiaries are to be included in ATSB and MatlinPatterson loan documentation and respecting scope of opinion letters to be provided and sources of various opinion letters for the various ATA obligors (.2)
02/17/06	10773	S.A. Claffey	.40	425	170.00	9109236	Work on National City Account Control Agreements and identification of those National City accounts requiring same; telephone call to Tom Scherer, National City counsel; prepare updated and revised schedule of National City deposit accounts requiring Account Control Agreements (.4)
02/17/06	10773	S.A. Claffey	.50	425	212.50	9109240	Further work with Rebecca Richardson on opinion letters to be provided to ATSB Lenders and Collateral Agent and MatlinPatterson and its Collateral Agent (.5)
02/17/06	10773	S.A. Claffey	.30	425	127.50	9109243	Work with Lou Perry on Account Control Agreements, specifically including Bank of Hawaii proposal (.3)
02/17/06	10773	S.A. Claffey	.20	425	85.00	9109246	Further work with Rebecca Richardson on opinion letter issues (.2)

Date	Atty	Name	Hours	Rate	Value	Index	Description
02/17/06	10773	S.A. Claffey	.40	425	170.00	9109248	Telephone conference with Tom Scherer, National City counsel, respecting National City Account Control Agreements (.4)
02/17/06	10773	S.A. Claffey	.30	425	127.50	9109249	E-mail to Tom Scherer with forms of Account Control Agreements (.3)
02/17/06	10773	S.A. Claffey	.20	425	85.00	9109250	Review Bank of America response to ATA's request for Account Control Agreement and proposed fees to be charged by Bank of America (.2)
02/17/06	10773	S.A. Claffey	.30	425	127.50	9109253	Review draft schedules to ATSB and MatlinPatterson loan documentation, especially schedules identifying existing liens (.3)
02/17/06	10773	S.A. Claffey	.10	425	42.50	9109261	E-mails with Sean Frick regarding Southwest financial covenant waiver vs. a formal amendment (.1)
02/17/06	10773	S.A. Claffey	.20	425	85.00	9109262	Telephone call from Tom Scherer regarding progress being made by National City on Account Control Agreements (.2)
02/17/06	10773	S.A. Claffey	.20	425	85.00	9109263	Further work on Bank of Hawaii Account Control Agreement (.2)
02/17/06	10773	S.A. Claffey	.20	425	85.00	9109264	Conference with Jim Aschleman regarding timing of closing and logistics for closing of all Effective Date matters (.2)
02/17/06	10773	S.A. Claffey	.30	425	127.50	9109265	E-mail to Anita Hatcher at ATA regarding Bank of America responses and JPMorgan Chase Bank's responses respecting the "ACH Travel Agency" account (.3)
02/17/06	10773	S.A. Claffey	.20	425	85.00	9109267	E-mails to Tom Scherer of National City respecting Account Control Agreement matters (.2)
02/17/06	10773	S.A. Claffey	.30	425	127.50	9109270	Conference with Brian Hunt regarding Bank of America positions on Account Control Agreements, JPMorgan Chase's positions respecting Account Control Agreements, and miscellaneous issues related to satisfaction of closing conditions for ATSB (.3)
02/17/06	10773	S.A. Claffey	.30	425	127.50	9109272	Further work on Loan Agreement schedules (.3)
02/17/06	15476	L.T. Perry	4.20	165	693.00	9109463	Attending to matters concerning the account control agreements; conference with S. Claffey regarding strategy; several telephone calls to Bank of Hawaii, Bank of America, and Wachovia

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 Matter Manager: 10773
 Client: 0002184 ATA Airlines, Inc.
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 Requested By: knsmith on 03/22/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
02/17/06	15476	L.T. Perry	5.10	165	841.50	9109466	arranging for account control agreements; review of Bank of Hawaii's account control agreement and drafting of exhibit adding additional terms Continue drafting Schedules to Amended and Restated Loan Agreement and Amended and Restated Security Agreement, specifically focusing on obtaining organizational information for Acquisition, Holdings, and Investment; general editing and expanding; emails to Brian Hunt requesting clarification on certain of ATA's responses; significant attention to Designated Locations to determine correct addresses Draft certificates and opinions; conference with S.A. Claffey regarding various matters relevant thereto Prepare and send e-mail to Steve Domanowski, counsel for Southwest, regarding proposed backup letter of credit from ATA to Southwest (.3) Review e-mails from Sean Frick regarding covenant non-compliance waivers (.2)
02/17/06	10837	R.A. Richardson	3.70	365	1,350.50	9106953	
02/19/06	10773	S.A. Claffey	.30	425	127.50	9109281	
02/19/06	10773	S.A. Claffey	.20	425	85.00	9109290	
02/19/06	10773	S.A. Claffey	.30	425	127.50	9109293	Prepare blackline of MatlinPatterson - ATSB Loan Agreement (.3)
02/19/06	10773	S.A. Claffey	.20	425	85.00	9109295	Conference with Doug Yakola (.2)
02/19/06	10773	S.A. Claffey	6.50	425	2,762.50	9109297	Review draft Loan Agreement from MatlinPatterson counsel and prepare comprehensive comments respecting same and e-mail those comments to Barbara Vrancik (6.5)
02/19/06	10773	S.A. Claffey	.20	425	85.00	9109299	Prepare e-mail to ATA Officers respecting MatlinPatterson draft Loan Agreement (.2)
02/19/06	10773	S.A. Claffey	.20	425	85.00	9109303	Prepare outline of additional steps to be taken to finalize loan documentation with MatlinPatterson (.2)
02/19/06	15476	L.T. Perry	1.90	165	313.50	9107246	Review of schedules to Loan Agreement and Mortgage and Security Agreement comparing the information provided to the information required by the Loan Agreement and the Mortgage and Security Agreement
02/20/06	10759	J.A. Aschleman	2.10	450	945.00	9124670	Work on investment agreement and other closing matters
02/20/06	10773	S.A. Claffey	.20	425	85.00	9110520	Attention to Mortgage and Security Agreement schedule issues (.2)

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S.A. Claffey
 S.A. Claffey
 ATA Airlines, Inc.
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Date	Atty	Name	Hours	Rate	Value	Index	Description
02/20/06	10773	S.A. Claffey	.30	425	127.50	9110522	Assign preparation of financial covenant and financial reporting waiver letters and Board of Directors Resolutions related to MatlinPatterson exit financing and ATSB secured claim restructuring (.3)
02/20/06	10773	S.A. Claffey	.30	425	127.50	9110529	Attention to preparation of backup letter of credit and Indemnity Agreement for Southwest Letter of Credit to the City of Chicago (.3)
02/20/06	10773	S.A. Claffey	.30	425	127.50	9110531	Search for Southwest Letter of Credit to City of Chicago and prepare e-mail to Southwest to obtain copy (.3)
02/20/06	10773	S.A. Claffey	.30	425	127.50	9110534	Revise draft Southwest and MatlinPatterson waiver letters and send to ATA for its review and distribution to its lenders (.3)
02/20/06	10773	S.A. Claffey	.30	425	127.50	9110540	Work with Lou Perry regarding obtaining Investment Account Control Agreement from Morgan Stanley (.3)
02/20/06	10773	S.A. Claffey	.20	425	85.00	9110544	Prepare e-mail to Doug Yakola regarding mechanics of backup Letter of Credit to be provided to Southwest (.2)
02/20/06	10773	S.A. Claffey	.20	425	85.00	9110549	Organize Account Control information related to ATA and affiliate accounts and address Bank of America account issues related to Account Control Agreements (.2)
02/20/06	10773	S.A. Claffey	1.10	425	467.50	9110552	Review Barbara Vrancik replies to Baker & Daniels' comments on MatlinPatterson Exit Loan Agreement and attention to issues raised by that reply, including calling Barbara Vrancik and Gilles Sion regarding Sidley position on providing opinions with respect to acquisition entities and conference with Jim Carr regarding this problem (1.1)
02/20/06	10773	S.A. Claffey	.20	425	85.00	9110556	Review and reply to e-mails regarding Southwest Letter of Credit backup (.2)
02/20/06	10773	S.A. Claffey	.40	425	170.00	9110558	Prepare e-mails to ATA Officers, Gilles Sion and Debbie Ackerman with covenant non-compliance waiver letters, and with comments related to those letters (.4)
02/20/06	10773	S.A. Claffey	.40	425	170.00	9110561	Prepare special e-mail to Gilles Sion regarding opinion letters to be provided for New ATA Holdings, New ATA Investments and New ATA Acquisition, Inc., and conference with Jim Carr regarding initial responses by Gilles

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Date	Atty	Name	Hours	Rate	Value	Index	Description
02/20/06	10773	S.A. Claffey	.40	425	170.00	9110562	Sion to our concerns (.4) Telephone call from Brian Hunt and John Denison regarding closing logistics and closing issues (.4)
02/20/06	10773	S.A. Claffey	.30	425	127.50	9110563	Conference with Brian Hunt regarding miscellaneous closing condition issues (.3)
02/20/06	10773	S.A. Claffey	.30	425	127.50	9110566	Review draft backup Letter of Credit (.3)
02/20/06	10773	S.A. Claffey	.40	425	170.00	9110567	Prepare e-mail to Southwest counsel regarding draft backup Letter of Credit and need for detailed payoff letter and prepare e-mail to MatlinPatterson counsel regarding need for payment confirmation letter (.4)
02/20/06	10773	S.A. Claffey	.20	425	85.00	9110569	Work with Rebecca Richardson on special Southwest Indemnity Letter Agreement (.2)
02/20/06	10773	S.A. Claffey	.40	425	170.00	9110571	Find, scan and review insurance broker report on certificate provided in November, 2002 (.4)
02/20/06	10773	S.A. Claffey	.20	425	85.00	9110573	Reply to Doug Yakola e-mail regarding reducing Southwest Letter of Credit and how to approach City of Chicago to obtain that reduction (.2)
02/20/06	10773	S.A. Claffey	.20	425	85.00	9110574	Further conferences with Doug Yakola regarding Letter of Credit reduction and other closing issues (.2)
02/20/06	10773	S.A. Claffey	.40	425	170.00	9110576	Prepare e-mail to Brian Hunt regarding changes to required insurance broker report and certificate to be prepared by new insurance broker to satisfy insurance certificate and report requirements of Mortgage and Security Agreement (.4)
02/20/06	10773	S.A. Claffey	.10	425	42.50	9110577	Review draft Indemnity Letter Agreement to be provided to Southwest and revise slightly (.1)
02/20/06	10773	S.A. Claffey	.10	425	42.50	9110613	Send Indemnification Letter Agreement to Southwest counsel, with brief comments (.1)
02/20/06	10773	S.A. Claffey	.20	425	85.00	9110623	Go over ATSB closing check list, e-mail questions to Evan Borenstein regarding FAA opinions and prepare e-mail to Rebecca Richardson regarding ordering Certified Articles and Certificates of Existence (.2)
02/20/06	10773	S.A. Claffey	.30	425	127.50	9110630	Attention to Crowe and Dunleavy opinion and getting Crowe and Dunleavy engaged

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Date	Atty	Name	Hours	Rate	Value	Index	Description
02/20/06	10773	S.A. Claffey	3.80	425	1,615.00	9110634	to provide opinion (.3) Prepare comprehensive Schedule 4.23 of Deposit Accounts and Investment Accounts and assemble comprehensive information respecting those accounts (3.8)
02/20/06	10773	S.A. Claffey	.30	425	127.50	9110641	Prepare e-mails to Sean Frick, Debbie Ackerman and Gilles Sion and review e-mails from each of them (.3)
02/20/06	10773	S.A. Claffey	.30	425	127.50	9110645	Prepare e-mail to Brian Hunt and Anita Hatcher forwarding to them draft Schedule of Deposit Accounts and Investment Accounts, identifying open issues and information needed and seeking early morning conference to obtain that information and move forward on obtaining Account Control Agreements (.3)
02/20/06	14863	J.C. Nelson	1.10	185	203.50	9114970	Draft waiver of 12/05 and 01/06 financial covenant defaults under Southwest and MP DIP facilities
02/20/06	15476	L.T. Perry	2.30	165	379.50	9109455	Attend to various matters concerning the Schedules to the Amended and Restated Loan Agreement and the Amended and Restated Mortgage and Security Agreement, including emails to Sidley, Brian Hunt, and Evan Borenstein, changes to the trademark schedule, and matters concerning ATA's secured creditors
02/20/06	15476	L.T. Perry	.90	165	148.50	9109460	Review of Bank of America's form account control agreement (.5); begin work on obtaining an account control agreement from Morgan Stanley (.4)
02/20/06	10837	R.A. Richardson	3.30	365	1,204.50	9109523	Finish drafting certificates; conference with S.A. Claffey regarding preparing back-up LC for Southwest; review Southwest LC and draft back-up LC; draft letter agreement regarding same
02/21/06	10759	J.A. Aschleman	2.70	450	1,215.00	9124675	Work on closing matters; conference call regarding closing
02/21/06	15785	J. Blankenship	.60	225	135.00	9124519	Finalize ATA Cargo and ATA Leisure merger documents and send for execution
02/21/06	10773	S.A. Claffey	.10	425	42.50	9113423	Attention to Wisty Malone questions regarding amount of backup Letter of Credit to be provided to Southwest (.1)
02/21/06	10773	S.A. Claffey	1.00	425	425.00	9113426	Telephone calls with Wisty Malone, Brian Hunt, Anita Hatcher and other ATA

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Date	Atty	Name	Hours	Rate	Value	Index	Description
02/21/06	10773	S.A. Claffey	.30	425	127.50	9113436	financial employees respecting deposit accounts and Account Control Agreements (1.0)
02/21/06	10773	S.A. Claffey	.20	425	85.00	9113437	Revise draft Schedule 4.3 (.3) Review changes to Schedule 4.23 and additional information provided by ATA for that Schedule (.2)
02/21/06	10773	S.A. Claffey	.30	425	127.50	9113439	E-mails with ATA Officers and employees and MatlinPatterson counsel respecting closing conditions and Account Control Agreement matters (.3)
02/21/06	10773	S.A. Claffey	.20	425	85.00	9113442	Work with Max Barnes regarding preparation and availability of new stock certificates for pledge at closing with ATSB Lenders and MatlinPatterson and regarding satisfaction of other closing conditions (.2)
02/21/06	10773	S.A. Claffey	.30	425	127.50	9113444	Conference with Brian Hunt and Lou Perry regarding Morgan Stanley refusal to provide Account Control Agreement; prepare e-mail to ATA regarding Morgan Stanley refusal to provide Account Control Agreement (.3)
02/21/06	10773	S.A. Claffey	1.70	425	722.50	9114103	Conference with numerous ATA Officers, MatlinPatterson Officers and representatives, Sidley Austin attorneys and Baker & Daniels attorneys regarding open issues and final steps to be taken and matters to be resolved for closing and going effective and participate in a post conference with ATA Officers regarding closing conditions, potential increase of Term Loan to \$24.1 Million and NatTel appeal and application to District Court for stay of confirmation order and other matters related to going effective (1.7)
02/21/06	10773	S.A. Claffey	.30	425	127.50	9114115	Further attention to proposed expansion of Exit Term Loan to \$24.1 Million (.3)
02/21/06	10773	S.A. Claffey	.30	425	127.50	9114121	Prepare e-mail to MatlinPatterson counsel regarding details of proposed increase of Exit Term Loan (.3)
02/21/06	10773	S.A. Claffey	.90	425	382.50	9114139	Lengthy conference with Barbara Vrancik regarding UCC and Account Control Agreement issues and other matters related to satisfaction of closing conditions (.9)
02/21/06	10773	S.A. Claffey	.50	425	212.50	9114144	E-mails to Barbara Vrancik and her

Date	Atty	Name	Hours	Rate	Value	Index	Description
02/21/06	10773	S.A. Claffey	.30	425	127.50	9114148	Associate with lots of documents related to closing conditions (.5) Work with Rebecca Richardson regarding opinion letters to be provided at closing (.3)
02/21/06	10773	S.A. Claffey	.50	425	212.50	9114162	Numerous e-mails with Barbara Vrancik and her Associate, including e-mails respecting UCC control issues (.5) Research regarding UCC Section 8-104 and UCC Section 9-104 and their respective application to MatlinPatterson perfection requirements (.3)
02/21/06	10773	S.A. Claffey	.40	425	170.00	9114169	Begin review of new draft of MatlinPatterson Loan Agreement (.4)
02/21/06	10773	S.A. Claffey	.90	425	382.50	9114181	Review insurance certificate and report from Willis Insurance Brokers and prepare e-mail to Brian Hunt regarding next steps for finalization of certificate and report and prepare e-mails to MatlinPatterson and ATSB counsel regarding approval of the draft certificate and second e-mail to Barbara Vrancik and her Associate respecting need to obtain names and addresses of MatlinPatterson Lenders and Agents in order to complete insurance certificate and report for them (.9)
02/21/06	10773	S.A. Claffey	.90	425	382.50	9114186	E-mails to MatlinPatterson and ATSB counsel with revised and updated Schedule 4.23, together with lengthy explanation of accounts covered by the Schedule, approach utilized for isolating accounts on which Account Control Agreements will not be obtained, exclusions from Account Control Agreement needed to be added to Loan Agreements and status of ATA efforts to obtain Account Control Agreements on major accounts (.9)
02/21/06	15476	L.T. Perry	.70	165	115.50	9111541	Attention to account control agreements with Morgan Stanley and Bank of Hawaii
02/21/06	15476	L.T. Perry	5.60	165	924.00	9111543	Finalizing Schedules to Amended and Restated Mortgage and Security Agreement and Loan Agreement; conference call with S. Claffey, Brian Hunt, and Anita Hatcher re: deposit accounts; edits to deposit accounts

Date	Atty	Name	Hours	Rate	Value	Index	Description
02/21/06	15476	L.T. Perry	.20	165	33.00	9111547	exhibits; review of visa, diners club and discover card agreements for inclusion on schedules
02/21/06	10837	R.A. Richardson	1.60	365	584.00	9138791	Preparation of termination statement re: Southwest's financing statement Conference with S. Claffey and B. Vrancik regarding stock and deposit account perfection issues; work on opinions
02/22/06	10759	J.A. Aschleman	3.80	450	1,710.00	9124677	Work on closing matters; participate in conference calls regarding various matters; conferences regarding closing issues
02/22/06	15785	J. Blankenship	1.30	225	292.50	9124535	Coordinate filing of ATA Leisure merger documents in Indiana and ATA Cargo merger documents in California and Indiana (.4); discuss California filing with CT Corporation (.6) and M. Bridges (.3)
02/22/06	10773	S.A. Claffey	.40	425	170.00	9142743	Pre-meeting with Brian Hunt and John Denison (.4)
02/22/06	10773	S.A. Claffey	.30	425	127.50	9142745	Attention to identification of revisions required to MatlinPatterson DIP loan provision regarding payment of fees and expenses with stock exchange (.3)
02/22/06	10773	S.A. Claffey	.10	425	42.50	9142747	E-mail to Gilles Sion (.1)
02/22/06	10773	S.A. Claffey	.30	425	127.50	9142748	Conference with Tom Scherer regarding National City Account Control Agreement matters (.3)
02/22/06	10773	S.A. Claffey	.20	425	85.00	9142749	Conference Guilherme Ferrara regarding Account Control Agreement matters (.2)
02/22/06	10773	S.A. Claffey	.20	425	85.00	9142750	Attention to FAA opinion matters and filing logistics (.2)
02/22/06	10773	S.A. Claffey	.20	425	85.00	9142751	Attention to opening of new deposit account at National City for New ATA Holdings and telephone conference with Doug Yakola regarding this matter (.2)
02/22/06	10773	S.A. Claffey	.20	425	85.00	9142752	Attention to Delaware Secretary of State Certificates and Certified Articles (.2)
02/22/06	10773	S.A. Claffey	.20	425	85.00	9142753	Correction and expansion of proposed Schedule 4.23 to ATSB and MatlinPatterson Loan Agreements and e-mails with Anita Hatcher regarding that Schedule (.2)
02/22/06	10773	S.A. Claffey	.10	425	42.50	9142754	Telephone conference with Wisty Malone and Brian Hunt regarding bank accounts to be established for parent

Proforma No.: 606655 as of 02/28/06

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

Requested By: knsmith on 03/22/06

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

Date	Atty	Name	Hours	Rate	Value	Index	Description
02/22/06	10773	S.A. Claffey	.20	425	85.00	9142755	corporations (.1) E-mail to MatlinPatterson attorneys regarding Citibank fee issues (.2)
02/22/06	10773	S.A. Claffey	.30	425	127.50	9142756	E-mails with Dan Lenihan regarding closing matters (.3)
02/22/06	10773	S.A. Claffey	.60	425	255.00	9142758	Review mark up of National City Account Control Agreement and e-mail Tom Scherer regarding same (.6)
02/22/06	10773	S.A. Claffey	.40	425	170.00	9142770	E-mails with Dan Lenihan regarding closing matters (.4)
02/22/06	10773	S.A. Claffey	.30	425	127.50	9142780	Conference with John Denison, MatlinPatterson officers and Barbara Vrancik and Gilles Sion regarding closing matters (.3)
02/22/06	10773	S.A. Claffey	.50	425	212.50	9142781	Attention to closing logistics and conditions (.5)
02/22/06	10773	S.A. Claffey	.10	425	42.50	9142782	Telephone call from Doug Yakola regarding agent fee matters (.1)
02/22/06	10773	S.A. Claffey	.10	425	42.50	9142854	E-mails to Gilles Sion regarding closing matters and issues (.1)
02/22/06	10773	S.A. Claffey	.50	425	212.50	9142943	Address Account Control Agreement issues and ATSB/MatlinPatterson new loan issues (regarding expansion of Exit Loan to \$24.2 million) (.5)
02/22/06	10773	S.A. Claffey	.30	425	127.50	9142944	Review revisions to Bank of Hawaii Account Control Agreement (.3)
02/22/06	10773	S.A. Claffey	.20	425	85.00	9142945	Attention to preparation of Amendment to MatlinPatterson DIP Credit Agreement to permit payment of funding fees and accrued interest with cash rather than stock (.2)
02/22/06	10773	S.A. Claffey	.40	425	170.00	9142949	Review and revise Schedules for ATSB and MatlinPatterson Loan Agreements (.4)
02/22/06	10773	S.A. Claffey	.20	425	85.00	9142952	Attention to Special Account Control Agreement for New ATA Holdings (.2)
02/22/06	15476	L.T. Perry	2.70	165	445.50	9115861	Conference with S. Claffey re: need for new versions of all account control agreements and redrafting account control agreements to reflect the new four party arrangement
02/22/06	10837	R.A. Richardson	1.60	365	584.00	9138796	Telephone call with R. Jenson regarding mortgages and collateral to be covered; work on certificates
02/23/06	10759	J.A. Aschleman	3.90	450	1,755.00	9124682	Review and revise Investment Agreement; telephone conference with Sidley regarding same; work on closing matters; analyze offering matters
02/23/06	10771	J.M. Carr	.80	440	352.00	9116367	Telephone calls D. Lenihan and J. Denison re changes to ATSB loan re \$4.1

Client Manager: S.A. Claffey S.A. Claffey
 Matter Manager: 10773
 Client: 0002184 ATA Airlines, Inc.
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Proforma No.: 606655 as of 02/28/06
 Requested By: knsmith on 03/22/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
02/23/06	10773	S.A. Claffey	3.00	425	1,275.00	9142958	additional loan from MP, ability to loan additional \$25 million and other provisions Review and respond to multiple e-mails and telephone calls throughout the day respecting Account Control Agreement issues, closing conditions satisfaction matters and revision of loan documents and preparation of final opinions, including numerous telephone calls and e-mails relating to FAA matters pertaining to Amended and Restated Mortgage for ATSB Lenders, and review and address document revision request by ATSB Lenders and MatlinPatterson (3.0)
02/23/06	14863	J.C. Nelson	5.10	185	943.50	9132099	Draft amendment to MP DIP loan agreement to allow for funding fee to be paid in cash and review draft MP Loan Agreement and Amended and Restated ATSB Loan Agreement in connection with same
02/23/06	15476	L.T. Perry	4.50	165	742.50	9115959	Distribute revised four party account control agreements to Bank of Hawaii, National City, JPMorgan, and Fifth Third; several phone calls with counsel to National City regarding minor changes to the agreement; making changes to National City account control agreement and distributing; telephone conversation with Brian Hunt re; Wells Fargo and creation of template four party account control agreement to send to Wells Fargo; several emails and telephone calls to Sidley to try to ascertain who the second collateral lien agent is; several telephone calls with the various banks explaining the need for changes
02/23/06	15476	L.T. Perry	5.60	165	924.00	9115967	Revise schedules to mortgage and security agreement and loan agreement per S. Claffey's comments; conversation with Terry Hall re: material agreements and the status of ATA's relationship with Visa, Discover Card, and Diner's Club; conference call with Wisty Malone, Anita Hatcher re deposit accounts; updating deposit accounts

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

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Date	Atty	Name	Hours	Rate	Value	Index	Description
02/23/06	15476	L.T. Perry	.80	165	132.00	9115983	schedule to reflect information provided by Malone and Hatcher; editing and revising schedules; review of the loan documents to ensure that the schedules included all necessary information; distribution of schedules via email
02/23/06	10837	R.A. Richardson	2.70	365	985.50	9138760	Several telephone conversations with Bank of Hawaii; redrafting account control agreement as a three party instrument and forwarding document to contact in Hawaii for review
02/24/06	10759	J.A. Aschleman	3.10	450	1,395.00	9124686	Work with ATSB counsel regarding preparation of UCCs and coordinate with J. Nelson regarding preparation; coordinate with lenders and FAA counsel regarding execution and delivery of mortgage signature pages; telephone call with counsel for ATSB and creditor's committee regarding comments on affiliate guaranty; review southwest comments on draft letter of credit and reimbursement letter
02/24/06	10773	S.A. Claffey	2.50	425	1,062.50	9142961	Work on closing matters and conference call regarding timing of offering
02/24/06	14863	J.C. Nelson	.60	185	111.00	9134058	Review and respond to numerous e-mails and telephone calls regarding closing matters and finalization of ATSB Amended and Restated Loan Documents and MatlinPatterson Exit Term Loan Documents and Schedules to each of them, and in resolving Account Control Agreement issues, particularly those being raised by Citibank, as Agent (2.5)
02/24/06	15476	L.T. Perry	9.70	165	1,600.50	9119895	Prepare UCC Financing statements for ATSB loan
02/24/06	10837	R.A. Richardson	8.10	365	2,956.50	9127568	Attending to issues surrounding account control agreements; several conference calls with ATSB, Citibank, and MP; multiple mark ups of account control agreements; several calls with Tom Scherer, National City's counsel, negotiations with Citibank and ATSB Closing list conference call; finalize closing certificates; work with L. Perry on account control agreement issues; assist Wisty with completion of letter of credit application; arrange transmission of mortgage signature