

Date	Atty	Name	Hours	Rate	Value	Index	Description
02/25/06	10773	S.A. Claffey	1.00	425	425.00	9142964	pages to FAA counsel; work with counsel for Southwest and NatCity on back up letter of credit and reimbursement letter; revise and circulate both documents; telephone call with counsel for NatCity regarding account control agreement issues; review and comment on draft payoff letter; revise opinion to include opinions on control agreements Review and respond to multiple e-mails related to closing matters on ATSB restructuring and MatlinPatterson Exit Term loan and MatlinPatterson equity injection (1.0)
02/26/06	15476	L.T. Perry	1.20	165	198.00	9119935	Review of form account control agreement and indemnity provisions therein; call from T. Scherer regarding changes to Account Control Agreement; call to S. Claffey discussing changes
02/26/06	15476	L.T. Perry	1.40	165	231.00	9119952	Reviewing suggested changes to schedules; creating redline and final versions of schedules
02/27/06	10759	J.A. Aschleman	9.60	450	4,320.00	9132781	Review Nasdaq letter; work on closing matters; trip to NYC; work on closing at Sidley's offices
02/27/06	15785	J. Blankenship	.90	225	202.50	9133917	Revise and send letter to C. Proto of Nasdaq (.7); coordinate filing of Articles of Amendment for ATA Holdings Corp.
02/27/06	10773	S.A. Claffey	15.00	425	6,375.00	9142965	Travel to New York City for preclosing and closing of Effective Date transactions (ATSB Loan Restructuring; MatlinPatterson Exit Term Loan; and MatlinPatterson equity investment and investment of rights offering funds) and participate in afternoon and evening meetings, negotiations, conferences and discussions with counsel for ATSB, counsel for Citibank, as Agent, counsel for MatlinPatterson, and counsel for National City Bank of Indiana; review and revise changes to loan documentation presented by counsel for ATSB and counsel for MatlinPatterson; and attend to satisfaction of numerous closing conditions, and address comprehensively Account Control Agreement issues (15.0) (including 7 hours travel time)

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
02/27/06	14863	J.C. Nelson	.40	185	74.00	9134107	Revise UCC financing statements for MP and ATSB loans
02/27/06	14863	J.C. Nelson	2.00	185	370.00	9134460	Research whether joint account among two secured parties and a debtor is sufficient to perfect the security interests of the secured parties for purposes of 9-104(a)(3)
02/27/06	15476	L.T. Perry	8.30	165	1,369.50	9128608	Negotiations regarding account control agreements; several calls to and from JPMorgan, Wells Fargo, National City, and Fifth Third banks; multiple mark ups of multiple account control agreements for several different banks; several conference calls with Tom Shcherer, Steve Claffey and Becky Richardson
02/27/06	15476	L.T. Perry	6.40	165	1,056.00	9128623	Adding several designated locations to schedules per the instruction of Robin Jensen; adding several engines and aircraft per instructions of Robin Jensen; attention to comments on schedules from several different parties including Sidley and ATSB; creation of several versions of schedules and blacklines thereto. Assist in negotiation of account control agreements; work with FAA counsel and L. Perry on issues regarding aircraft, engines etc. included in mortgage and discrepancies with FAA records; review and implement changes to closing certificates requested by ATSB counsel; work with counsel for Southwest and NatCity on form of back up letter of Credit; reimbursement letter and pay-off; coordinate with Wisty Malone; review comments on opinions, revise opinions to ATSB/Citibank and circulate; draft opinion to MatlinPatterson/Chase and circulate
02/27/06	10837	R.A. Richardson	9.60	365	3,504.00	9127349	Work on closing in NYC
02/28/06	10759	J.A. Aschleman	8.50	450	3,825.00	9132927	Correspond with C. Proto of Nasdaq regarding ATA closing
02/28/06	15785	J. Blankenship	.20	225	45.00	9133989	Continued negotiation and review of document revisions and participate in closing of ATSB Loan Restructuring and MatlinPatterson Exit Term Loan and obtaining satisfaction of preclosing
02/28/06	10773	S.A. Claffey	8.00	425	3,400.00	9142966	

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Date	Atty	Name	Hours	Rate	Value	Index	Description
02/28/06	14863	J.C. Nelson	.30	185	55.50	9134838	conditions to each (8.0) Finalize ATSB and MP UCC financing statements
02/28/06	15476	L.T. Perry	6.20	165	1,023.00	9133886	Drafting several versions of the Schedules to the Loan Documents to correspond with comments from many parties, most significantly from Robin Jensen and her office; sorting through engine serial numbers of aircraft added at last minute; reconciling the data ATA provided with the data from Robin Jensen and her office; incorporating such data into schedules; emailing schedules to circulation group
02/28/06	15476	L.T. Perry	4.50	165	742.50	9133909	Attending to matters relating to the Account Control Agreements with National City; incorporating requested language in agreements; creation of separate account control agreement for New ATA Holdings; attending to the last minute request of Karen McCarthy for additional language; several telephone conversations with Tom Scherer and Evan Borenstein trying to agree on language; emails to Karen McCarthy regarding her request
02/28/06	10837	R.A. Richardson	6.10	365	2,226.50	9137185	Assist Lou Perry with account control agreement issues and issues related to mortgage schedules; several telephone calls with FAA counsel and internally regarding schedules, timing of filing and problems with new international registration requirement taking effect March 1; work with counsel for Southwest to complete payoff letter, reimbursement letter agreement and letter of credit; review additional opinion requests, negotiate and revise opinions
Total for B009			300.20		97,971.50		
B010 LITIGATION							
02/01/06	15476	L.T. Perry	.60	165	99.00	9080789	Research and email to Bankruptcy team concerning the deadlines regarding the NatTel appeal
02/02/06	15476	L.T. Perry	.10	165	16.50	9080804	Conference with T. Hall regarding NatTel Appeal
02/06/06	10771	J.M. Carr	.90	440	396.00	9083615	Work on Q Aviation disputes
02/07/06	10296	K.H. Hagan	.20	165	33.00	9103613	[Lease rejection claims]: Review M.

Date	Atty	Name	Hours	Rate	Value	Index	Description
02/07/06	10563	T.E. Hall	.70	230	161.00	9085816	O'Neil email and attached chart re final version of fleet plan
02/10/06	10563	T.E. Hall	1.00	230	230.00	9098122	Attend to determination of designation of record for appeal (NatTel) (.7)
02/13/06	10771	J.M. Carr	.40	440	176.00	9100750	Attend to issues related to appeal by NatTel and designation of record (1.0)
02/13/06	10563	T.E. Hall	.50	230	115.00	9098194	Work on NatTel appeal
02/14/06	10771	J.M. Carr	.50	440	220.00	9102656	Telephone call with A. Ferrante regarding appeal and other matters and review record designation (.5)
02/14/06	10563	T.E. Hall	2.30	230	529.00	9107843	Work on NatTel appeal and record on appeal
02/14/06	10806	J. Jaffe	.30	395	118.50	9102910	Attend to issues related to NatTel appeal and designation of record (2.3)
02/15/06	10771	J.M. Carr	1.10	440	484.00	9105481	Conference with T. Hall regarding NatTel appeal, designation of record
02/16/06	10563	T.E. Hall	1.70	230	391.00	9107983	Work on NatTel designation re appeal
02/21/06	10769	J.R. Burns	.30	400	120.00	9115458	Attend to final revisions of designation of record on appeal (1.7)
02/21/06	10771	J.M. Carr	.70	440	308.00	9115110	Consideration of Wickes pleadings re baseline settlement authority for preference cases by range of recovery
02/21/06	10563	T.E. Hall	1.00	230	230.00	9112545	Work on NatTel request for stay and telephone call S. Kohn
02/22/06	10771	J.M. Carr	.80	440	352.00	9115211	Review new NatTel motions for stay on appeal and research pro hac procedures (1.0)
02/22/06	10563	T.E. Hall	2.90	230	667.00	9121355	Work on NatTel request for stay; telephone call S. Kohn
02/22/06	15476	L.T. Perry	5.80	165	957.00	9115858	Review all pleadings filed by NatTel and review and research case law on same and consult with L. Perry on draft response (2.9)
02/23/06	10771	J.M. Carr	1.30	440	572.00	9116331	Researching issues raised by and drafting response to NatTel's Emergency Motion For Stay of Plan Confirmation
02/23/06	10771	J.M. Carr	1.20	440	528.00	9116337	Pending Appeal
02/23/06	10771	J.M. Carr	.30	440	132.00	9116340	Revise objection to NatTel motion to stay
02/23/06	10771	J.M. Carr	.40	440	176.00	9116341	Draft affidavit for J. Denison re NatTel Telephone call L. Beckerman re stay hearing and amendment to MP DIP re \$4.1 million
02/23/06	10771	J.M. Carr	1.50	440	660.00	9116362	Telephone calls J. Denison re affidavit and NatTel hearing
02/23/06	10771	J.M. Carr	.40	440	176.00	9116369	Preparation for and attendance at hearing re NatTel stay request E-mails to ATA et al. re result NatTel hearing

Date	Atty	Name	Hours	Rate	Value	Index	Description
Total for B010			26.90	7,847.00			
B012 PLAN AND DISCLOSURE STATEMENT							
02/02/06	10769	J.R. Burns	.40	400	160.00	9083806	Work on Agreed Order re MWA and Phoenix
02/02/06	10769	J.R. Burns	.80	400	320.00	9083810	Draft Agreed Order to resolve the MWA and Phoenix Plan objections
02/02/06	10769	J.R. Burns	.40	400	160.00	9083843	Exchange correspondence with J. Carr re Confirmation Order and MWA and Phoenix objections (.2); correspondence to M. Salzberg re same (.2)
02/02/06	15476	L.T. Perry	1.10	165	181.50	9080807	Drafting motion to substitute agreed order with Illinois Department of Revenue with the agreed entry filed on 1-29-06 and drafting accompanying order
02/03/06	10771	J.M. Carr	1.60	440	704.00	9082107	Work on "closing" effective date including administrative claims and sources and uses of cash
02/03/06	10771	J.M. Carr	.80	440	352.00	9082112	E-mail to ATA re various issues re closing
02/03/06	10563	T.E. Hall	.80	230	184.00	9082231	Attend to stock/option/warrant issuance issues with BMC and ATA (.8)
02/03/06	15476	L.T. Perry	1.80	165	297.00	9082489	Conference with J. Carr, T. Hall, S. Claffey, J. Yeager and J. Nelson regarding matters that need attending to before the Effective Date, including claims objections, administrative claims, and loan documentations
02/06/06	10769	J.R. Burns	.20	400	80.00	9084987	Consider correspondence from M. Salzberg and respond
02/06/06	10563	T.E. Hall	1.10	230	253.00	9083865	Telephone calls with BMC regarding SRO and Plan requirements for determining distribution and notice and research same in connection with Plan (1.1)
02/07/06	10563	T.E. Hall	.60	230	138.00	9085831	Attend to SRO reporting requirements and deadlines in connection with Plan (.6)
02/08/06	10769	J.R. Burns	.30	400	120.00	9091552	Follow-up re MWA and Phoenix settlement payment inquiry
02/08/06	10563	T.E. Hall	.70	230	161.00	9088559	Telephone call with Brian Hunt regarding stay and injunction and effect of Plan on claims and conference with Jim Carr regarding same (.7)
02/08/06	10563	T.E. Hall	1.80	230	414.00	9088566	Attend to issues related to SRO distribution and calculations and Class 6 distribution of shares and warrants in connection with the Plan (1.8)
02/08/06	10563	T.E. Hall	.20	230	46.00	9088570	Telephone call with Pete Zidiki regarding SRO participation (Delaware Street Capital) (.2)

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

Proforma No.: 606655 as of 02/28/06
 Requested By: knsmith on 03/22/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
02/09/06	10769	J.R. Burns	.30	400	120.00	9091880	Review Plan requirements for cure payments
02/09/06	10563	T.E. Hall	.20	230	46.00	9091159	Telephone call with Sean Frick regarding SRO distribution calculation in connection with Plan (.2)
02/09/06	10563	T.E. Hall	1.30	230	299.00	9091176	Review and revise SRO subscription letters and notice of refund and e-mail information to client and MatlinPatterson; telephone call with A. Raz regarding return of funds and e-mail to Jim Carr (1.3)
02/10/06	10769	J.R. Burns	.50	400	200.00	9099208	Correspondence from M. Salzberg and consider response(.2); review and consider applicable Plan provisions and J. Carr correspondence re same (.3)
02/15/06	10771	J.M. Carr	1.10	440	484.00	9105482	Telephone calls G. Sion and work on re determine % ownership U.S. citizen and e-mails Mike Cobb, John Graber et al.
02/15/06	10771	J.M. Carr	1.30	440	572.00	9105486	Work on issue re Boeing warrants and telephone calls Mike Cobb, John Graber et al.
02/15/06	10563	T.E. Hall	4.90	230	1,127.00	9107959	Create, review, revise Class 6 analysis regarding U.S. Citizenship issues per Jim Carr (4.9)
02/16/06	10563	T.E. Hall	3.70	230	851.00	9107969	Create, review, revise analysis of total share distribution for Class 6, including claim estimation of top six creditors (3.7)
02/16/06	10563	T.E. Hall	.60	230	138.00	9107977	Respond to creditor questions regarding cure payments and payments of administrative expenses (Worldspan, MWA/Phoenix, K&S) (.6)
02/17/06	10769	J.R. Burns	.30	400	120.00	9115349	Follow-up re MAAA/Phoenix cure issue
02/17/06	10563	T.E. Hall	.40	230	92.00	9108015	Return telephone call to A. Raz regarding shares distribution (.4)
02/17/06	10563	T.E. Hall	1.20	230	276.00	9108019	Review and revise shares distribution chart based on updated information (1.2)
02/17/06	10563	T.E. Hall	1.00	230	230.00	9108025	Telephone calls with J. Denison, J. Carr and B. Hunt regarding DSS certification and e-mail from Stanislawski regarding same (1.0)
02/17/06	10563	T.E. Hall	.30	230	69.00	9108027	Attend to questions on schedules for closing (.3)
02/19/06	10773	S.A. Claffey	.30	425	127.50	9109283	Review and respond to several e-mails from ATA Officers and employees respecting pre-Effective Date matters (.3)
02/20/06	16474	M.K. Bray	.60	290	174.00	9114578	Attention to trademark due diligence; telephone conference with L. Perry

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Date	Atty	Name	Hours	Rate	Value	Index	Description
02/20/06	10773	S.A. Claffey	.30	425	127.50	9110551	relating to same; telephone conference with S. Hale relating to same; review and revise related due diligence memo Review and provide directions on revision of Intellectual Property Security Agreement Schedules, including obtaining registration information for all Registered Trademarks (.3)
02/20/06	10773	S.A. Claffey	.20	425	85.00	9110554	Work with Jeff Nelson on Board of Director Resolutions for Effective Date transactions (.2)
02/20/06	10563	T.E. Hall	1.20	230	276.00	9109979	Attend to issues related to DSS certification and conference call regarding same with Sidley Austin and Brian Hunt (1.2)
02/20/06	10563	T.E. Hall	.70	230	161.00	9109980	Review corrections to Class 6 analysis based on claim transfers (.7)
02/20/06	10563	T.E. Hall	.80	230	184.00	9109992	Participate in second telephone call regarding DSS certification with counsel for MatlinPatterson and client (.8)
02/20/06	14863	J.C. Nelson	3.60	185	666.00	9114971	Draft Board resolutions approving and authorizing the ATSB restructuring and the MP Exit Facility
02/21/06	10769	J.R. Burns	.60	400	240.00	9115433	Several exchanges of correspondence re MWAA/Phoenix cure payments and issues related thereto
02/21/06	10563	T.E. Hall	.20	230	46.00	9112519	Review DSS letter regarding certification of U.S. citizenship participation and verify percents (.2)
02/21/06	10563	T.E. Hall	1.00	230	230.00	9112538	Conference call with all parties regarding closing actions and status (1.0)
02/22/06	10771	J.M. Carr	2.00	440	880.00	9115126	Attendance at meeting of board of directors re resolution for consummation of plan
02/23/06	10563	T.E. Hall	3.10	230	713.00	9121416	Review and revise response to Mattel appeal motion for stay and prepare for hearing with case law review (3.1)
02/23/06	10563	T.E. Hall	2.00	230	460.00	9121419	Attend hearing on Appellant's motion for stay (2.0)
02/23/06	10563	T.E. Hall	1.20	230	276.00	9121426	Confer with ATA team regarding issues related to closing next week on all documents (1.2)
02/23/06	10563	T.E. Hall	.80	230	184.00	9121445	Review Section 3.24 of Investment Agreement regarding administrative claims not to exceed totals and telephone call with J. Aschleman regarding same (.8)

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Date	Atty	Name	Hours	Rate	Value	Index	Description
02/23/06	10563	T.E. Hall	.60	230	138.00	9121449	Research and respond to questions from MatlinPatterson regarding shares held in street name (.6)
02/23/06	10563	T.E. Hall	.30	230	69.00	9121456	Respond to questions from A. Raz regarding "live file" and telephone call with BMC (.3)
02/24/06	10769	J.R. Burns	.30	400	120.00	9126903	Follow-up re Phoenix cure amount and payment
02/24/06	10563	T.E. Hall	.60	230	138.00	9121535	Respond to questions regarding Certificates and live file claims from MatlinPatterson and research same in connection with distributions under the Plan (.6)
02/24/06	10563	T.E. Hall	.90	230	207.00	9121550	E-mail summary and communication of late agreements and compromises to closing documents (.9)
02/24/06	10563	T.E. Hall	.30	230	69.00	9121568	Telephone call with J. Aschleman regarding late agreements (.3)
02/24/06	10563	T.E. Hall	1.00	230	230.00	9121589	Telephone call with BMC regarding distribution of SRO and reserve for Class 6 and Class 7 and other Plan closing issues (1.0)
02/24/06	10563	T.E. Hall	1.70	230	391.00	9121596	Conference call with counsel for MatlinPatterson and Committee regarding closing documents and open issues (1.7)
02/26/06	10769	J.R. Burns	.20	400	80.00	9128807	Follow-up M. Salzberg inquiry re Phoenix cure payment issues
02/27/06	10769	J.R. Burns	.20	400	80.00	9128811	Correspondence to M. Salzberg in response to inquiry re cure payment
02/27/06	10771	J.M. Carr	.50	440	220.00	9135885	Review and revise press release re effective date and e-mail to ATA
02/27/06	10384	M.A. Gallmeyer	.30	220	66.00	9135620	Office conferences with L. Perry and K. Walters regarding preparation of trademark assignments
02/27/06	10563	T.E. Hall	.90	230	207.00	9126436	Three telephone calls with Harvest Investors regarding Class 6 v. Class 7 treatment and the claims aggregation rule and e-mail correspondence with BMC regarding issue of Class 6 treatment (.9)
02/27/06	10563	T.E. Hall	.70	230	161.00	9126494	Attend to issues related to account control agreements and potential court filing; conference with R. Richardson and L. Perry (.7)
02/27/06	10563	T.E. Hall	.20	230	46.00	9126509	Telephone call with S. Kohn regarding bar date for professional fees (.2)
02/27/06	10563	T.E. Hall	.30	230	69.00	9126515	Attend to request from ATSB counsel regarding closing issues (.3)
02/27/06	10563	T.E. Hall	.20	230	46.00	9126521	Telephone call with T. Berket regarding

Client Manager: S.A. Claffey
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Date	Atty	Name	Hours	Rate	Value	Index	Description
02/27/06	14451	K.V. Walters	1.10	155	170.50	9127684	emergence date and issues related to same (.2) Teleconferences with L. Perry regarding assigning trademark registrations with U.S. Patent and Trademark Office; researched Indiana Secretary of State records regarding name change of American Trans Air, Inc. to ATA Airlines, Inc.; prepared documentation found into required format for U.S. Patent and Trademark Office; drafted Recordation of Assignment for registered trademarks owned by American Trans Air, Inc. and assigned same to ATA Airlines, Inc. Telephone call with P. Rosteyn regarding emergence date (.1) Telephone calls with J. Aschleman and others regarding closing issues (1.0) Telephone call with C. Bowles regarding hearing and response to Natrel (.2) Coordinate wire transfer of funds for closing and telephone calls to BMC and others (.9) Respond to numerous telephone calls and e-mails regarding Effective Date and payment of claims and cures (1.0)
02/28/06	10563	T.E. Hall	.10	230	23.00	9132039	
02/28/06	10563	T.E. Hall	1.00	230	230.00	9132045	
02/28/06	10563	T.E. Hall	.20	230	46.00	9132054	
02/28/06	10563	T.E. Hall	.90	230	207.00	9132059	
02/28/06	10563	T.E. Hall	1.00	230	230.00	9132060	
Total for B012			61.80		16,268.00		
02/09/06	14863	RELIEF FROM STAY PROCEEDINGS J.C. Nelson	1.00	185	185.00	9095233	Attend to request of Amy Rowing (Callagher Gossee Fuller & Crowley) for form stipulation for relief from stay to use in the 911 litigation Review revised stipulation for relief from stay in the 9/11 litigation sent by ATA's defense counsel
02/19/06	14863	J.C. Nelson	.30	185	55.50	9107897	
Total for B013			1.30		240.50		
02/01/06	14724	CORPORATE FINANCE M.N. Barnes	3.90	260	1,014.00	9107496	Discuss status with J. Aschleman (.2); review revised investment agreement (.6); conference call with BMC and transfer agent (.8); prepare draft 8-K regarding confirmation of plan (2.3) Revise 8-K regarding confirmation of plan (3.0); prepare final plan with modifications and distribute to parties (.2); attention to certifying ALPA
02/02/06	14724	M.N. Barnes	3.50	260	910.00	9107608	

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02/02/06	10771	J.M. Carr	.80	440	352.00	9082054	shares (.3)
02/03/06	14724	M.N. Barnes	4.70	260	1,222.00	9107628	Review and revise 8-K Internal working group meeting (1.8); revise 8-K and attention to exhibits (1.1); review Edgar submission of Plan and Confirmation Order (.4); discuss comments to investment agreement with J. Aschleman (.1); revise Board resolutions (1.1); discuss Board resolutions with J. Aschleman (.2) Review Edgar submission of 8-K and comment (.3); revise Board resolutions (.5); attention to closing matters (1.5) Revise Board resolutions (.5); review and comment on Sidley's closing checklist and distribute (.6); prepare Form 15 (.2)
02/04/06	14724	M.N. Barnes	2.30	260	598.00	9107658	Email B. Hunt regarding outstanding closing issues to be addressed (.2); phone call with Amir Raz regarding closing checklist (.3); review Edgar submission of 8-K and authorize filing (.2); phone call with B. Hunt regarding closing issues (.2); revise Board Resolutions to amend Articles for ATA and Execujet (1.1)
02/05/06	14724	M.N. Barnes	1.30	260	338.00	9107679	Conference with M. Barnes; research amendment of articles of incorporation pursuant to order of bankruptcy court Address issue re timing of BMC report to Rights Offering subscribers Research: Compile a list of public companies incorporated in Indiana that have filed for bankruptcy in the last ten years; project entailed newspaper and company directory database searches for M. Barnes
02/06/06	14724	M.N. Barnes	2.00	260	520.00	9107716	Distribute draft Board resolutions to ATAH and MP (.1); follow-up a need for ATAH to file 10-K for 2005 (.1); distribute for Articles to Sedley (.1) Phone call with B. Hunt to discuss Board resolutions (.1); revise and distribute resolutions (.1)
02/06/06	15372	M.J. Bridges	2.00	175	350.00	9091915	Review Articles and Bylaws for ATA Cargo and ATA Leisure (.5); revise merger documents for ATA Cargo and ATA Leisure (.3)
02/06/06	10771	J.M. Carr	.20	440	88.00	9083618	Revise disclosure schedules to
02/06/06	10071	H.E. Trivers	1.50	100	150.00	9106711	
02/07/06	14724	M.N. Barnes	.30	260	78.00	9107733	
02/08/06	14724	M.N. Barnes	.20	260	52.00	9107746	
02/11/06	15785	J. Blankenship	.80	225	180.00	9094833	
02/12/06	14724	M.N. Barnes	.50	260	130.00	9107779	

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 Requested By: knsmith on 03/22/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
02/13/06	14724	M.N. Barnes	1.80	260	468.00	9107803	Investment Agreement and distribute .3); revise Board resolutions and distribute (.2) Research regarding Nasdaq fees (.2); review plan and respond to question regarding fractional shares and ALPA (.3); research regarding filing articles of amendment pursuant to bankruptcy rule and prepare Articles of Amendment (.9); prepare cover letter for filing of Form 15 (.1); review closing checklist (.2); attention to new organization structure (.1) Phone call with B. Hunt regarding ALPA distribution (.1); phone call with T. Hall regarding share distribution (.1); conference call with BMC regarding distribution date for shares (.5); call with Sidley (.4); call with D. Foster regarding organization structure of new Holdings (.1) Research regarding obtaining CUSIP for warrants (.5); prepare 8-K regarding execution of investment agreement (.4); review revised Warrant Agreement (.2) Check statute for amendment of articles; prepare letter to Indiana Secretary of State regarding pre-clearance of Articles of Amendment to Restated Articles of Incorporation Follow-up with J. Blankenship regarding merger of Cargo and Leisure (.1); attention to CUSIP issues (.2) Apply for warrant CUSIP (.5); conference call with Sidley regarding closing (.8); discuss closing matters with J. Aschleman and S. Claffey (.2) Review articles and bylaws of ATA Airlines and Execujet and prepare written consents to amend indemnification provisions (1.8); prepare stock powers to transfer shares of ATA Airlines and Execujet (.2); prepare Articles of Amendment for ATA Airlines and Execujet (.4) Review and revise written consents for ATA, Execujet and New ATA Holding and distribute (.4); prepare officer certificates, secretary's certificate
02/14/06	14724	M.N. Barnes	1.20	260	312.00	9107835	
02/15/06	14724	M.N. Barnes	1.10	260	286.00	9107883	
02/15/06	15372	M.J. Bridges	.50	175	87.50	9113340	
02/16/06	14724	M.N. Barnes	.30	260	78.00	9107921	
02/17/06	14724	M.N. Barnes	1.50	260	390.00	9107941	
02/19/06	14724	M.N. Barnes	2.40	260	624.00	9121316	
02/20/06	14724	M.N. Barnes	2.60	260	676.00	9121356	

Date	Atty	Name	Hours	Rate	Value	Index	Description
02/20/06	15372	M.J. Bridges	.50	175	87.50	9120435	and related closing documents (1.2); discuss closing documents and status with J. Aschleman (.3); revise officers' certificate (.2); review conditions to closing in Investment Agreement (.2); revise closing documents per J. Aschleman's comments (.3)
02/21/06	14724	M.N. Barnes	5.20	260	1,352.00	9121471	Order two sets of documents from the Indiana Secretary of State; prepare certificates of existence for the following entities on the Indiana Secretary of State website--ATA Holdings Corp., ATA Airlines, Inc. and American Trans Air Execujet, Inc. Call with A. Raz regarding merger of cargo/leisure and revisions to Investment Agreement (.3); discuss logistics of merger of Cargo and Leisure with J. Blankenship (.2); coordinate ordering of certified organizational documents with M. Bridges (.1); coordinate closing logistics with S. Claffey and B. Richardson (.7); review proof of stock certificates and warrant and comment (.2); review changes to board resolutions (.3); finalize and distribute closing documents to Sidley for review (.2); conference call to discuss closing issues (1.4); attention to closing documents and resolutions (1.8)
02/21/06	15372	M.J. Bridges	1.30	175	227.50	9120573	Conferences with M. Barnes and J. Blankenship regarding mergers; telephone conferences with CT Corporation regarding coordinating filing in California; e-mail to Indiana Secretary of State Director of business Services regarding turn around time of our filings; order additional documents from the Indiana Secretary of State Phone call with A. Raz regarding closing matters (.2); phone call with B. Hunt regarding closing matters (.2); discuss ATSB closing matters with B. Richardson (.2); coordinate filing of Articles of Amendment with J. Blankenship (.1); discuss status of
02/22/06	14724	M.N. Barnes	3.60	260	936.00	9121584	

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

Requested By: knsmith on 03/22/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
02/22/06	15372	M.J. Bridges	2.50	175	437.50	9120755	closing documents with J. Aschleman (.1); prepare signature pages for execution (.2); attention to closing matters (2.6) E-mails to Deputy Secretary of State; go to office of Indiana Secretary of State to file two sets of Articles of Merger involving ATA Airlines, Inc. Merger with ATA Cargo, Inc. and ATA Leisure Corp. & assist with coordination of filing evidence of merger with the California Secretary of State; letter to CT Corporation regarding California filing; conferences with J. Blankenship Conference with Mark Barnes regarding merger issues (.2) Attention to closing matters (3.3); review revised Investment Agreement and discuss with J. Aschleman (.7); research Nasdaq requirements (.5) Conference with M. Barnes; order certified documents from Delaware Secretary of State for ATA Holdings, Inc.; ATA Investment, Inc.; ATA Acquisition, Inc. which are required for closing; order documents from the Indiana Secretary of State for ATA Airlines, Inc.
02/22/06	10773	S.A. Claffey	.20	425	85.00	9142746	
02/23/06	14724	M.N. Barnes	4.50	260	1,170.00	9122686	
02/23/06	15372	M.J. Bridges	.40	175	70.00	9120817	
02/24/06	14724	M.N. Barnes	9.30	260	2,418.00	9123465	Attention to closing matters (3.7); conference call with J. Aschleman and Sidley regarding post-closing equity offering (.6); meeting at ATA to execute closing documents (2.5); attention to Nasdaq delisting requirements (2.5) Conferences with M. Barnes regarding documents received from Indiana Secretary of State and Delaware Secretary of State; go to office of Indiana Secretary of State to meet with Deputy Secretary of State and obtain corrected documents Review and revise Nasdaq letter (.5); review revised investment agreement (.2); attention to closing matters (.4) Conference with J. Blankenship; prepare three Certificates of Existence and send them to M. Barnes which were
02/24/06	15372	M.J. Bridges	1.50	175	262.50	9128567	
02/26/06	14724	M.N. Barnes	.80	260	208.00	9123484	
02/28/06	15372	M.J. Bridges	.40	175	70.00	9132980	

Date	Atty	Name	Hours	Rate	Value	Index	Description
Total for B016							
			16,227.50				needed for closing in New York
B017 DATA ANALYSIS							
02/20/06	16490	S.A. Hale	2.70	245	661.50	9110715	Performed preliminary intellectual property due diligence search for ATA; drafted and prepared summary of search results; revised summary in accordance with M. K. Bray's comments
Total for B017							
			661.50				
B020 TAX ISSUES							
02/22/06	10762	D.P. Bennett	.10	400	40.00	9122352	Telephone conference with M. Barnes
02/27/06	10762	D.P. Bennett	.60	400	240.00	9128901	Telephone conferences with L. Bailey and T. Hall; analysis of issues related to section 338 election
02/28/06	10762	D.P. Bennett	.50	400	200.00	9129716	Telephone conferences with J. Aschleman regarding requirements to avoid reorganization; review organization charts
Total for B020							
			480.00				
Total Services			300,394.00				

Date	Quantity	Value	Check No	Voucher ID	Index	Description
UNBILLED DISBURSEMENTS						
111 02/21/06	1	107.00	373197	1160102	2909483	Copying Charge - Vendor: Indiana Secretary of State Articles and Amendments - ATA Holdings Corp.
02/21/06	1	25.00	373197	1160102	2909484	Copying Charge - Vendor: Indiana Secretary of State Articles and Amendments - American Trans Air Execujet, Inc.
02/22/06	1	90.00	373197	1160073	2909462	Copying Charge - Vendor: Indiana Secretary of State Articles
02/22/06	1	50.00	373197	1160100	2909482	Copying Charge - Vendor: Indiana Secretary of State Articles and Amendments
02/23/06	1	117.00	373197	1160265	2910715	Copying Charge - Vendor: Indiana Secretary of State Articles and Amendments
Subtotal for Copying Charge			389.00			

120 Filing, Recording Fee

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

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 Requested By: knsmith on 03/22/06

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

Date	Quantity	Value	Check No	Voucher ID	Index	Description
02/14/06	1	10.00	372574	1159165	2905934	Filing, Recording Fee - - Vendor: Indiana Secretary of State
02/22/06	1	90.00	373490	1161205	2916537	Filing, Recording Fee - - Vendor: Mitzi J. Bridges For Profit Domestic Corporation: Articles of Merger
02/22/06	1	90.00	373490	1161205	2916538	Filing, Recording Fee - - Vendor: Mitzi J. Bridges For Profit Domestic Corporation: Articles of Merger (#2)
02/24/06	1	30.00	373108	1160429	2911018	Filing, Recording Fee - - Vendor: Indiana Secretary of State
02/24/06	1	769.50	373622	1161398	2916828	Filing, Recording Fee - - Vendor: CT Corporation System Merger - California
02/24/06	1	915.50	373622	1161399	2916829	Filing, Recording Fee - - Vendor: CT Corporation System Certificate of Good Standing - Delaware
Subtotal for Filing, Recording Fee 1,905.00						
150	Telephone					
01/23/06	1	174.50	373576	1161500	2916903	Telephone - - Vendor: 1-800-Conference Conference Call on 01/23/06
01/30/06	1	484.72	373576	1161500	2916938	Telephone - - Vendor: 1-800-Conference Conference Call on 01/30/06
01/31/06	1	16.30	373243	1159984	2909264	Telephone - - Vendor: Telspan Conference Call on 01/06/06
02/09/06	1	31.44	373576	1161500	2916952	Telephone - - Vendor: 1-800-Conference Conference Call on 02/09/06
Subtotal for Telephone 706.96						
153	Transcript Charge					
02/01/06	1	781.00	372037	1158193	2900012	Transcript Charge - - Vendor: GCI Transcription Service
02/09/06	1	-55.00			2904675	Transcript Charge/ck 23691
02/09/06	1	-318.50			2904676	Transcript Charge/ck 23689
02/19/06	1	200.00	373378	1160832	2913365	Transcript Charge - - Vendor: GCI Transcription Service
02/27/06	1	206.80	373083	1160380	2910849	Transcript Charge - - Vendor: Glen L. Cunningham
Subtotal for Transcript Charge 814.30						
155	Travel/Lodging					
02/27/06	1	1,162.10	r&b-2/06	1160598	2911366	Travel/Lodging - J. Carr IND-LGA-IND
02/27/06	1	486.40	r&b-2/06	1160598	2911372	Travel/Lodging - S. Claffey

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

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 Requested By: knsmith on 03/22/06

Date	Quantity	Value	Check No	Voucher ID	Index	Description
02/28/06	1	851.96	373364	1160816	2912851	RSW-CLT-LGA-IND Travel/Lodging - Vendor: Maxwell N. Barnes Travel expenses in New York, NY
Subtotal for Travel/Lodging 2,500.46						
161 02/28/06	1	8.00	373420	1160974	2915354	UCC Filing - Vendor: Indiana Secretary of State
Subtotal for UCC Filing 8.00						
163 02/24/06	1	21.02	373111	1160460	2911050	Meals/Entertainment - Vendor: Coolbaker's International, LLC Lunch
Subtotal for Meals/Entertainment 21.02						
602 01/31/06	1	424.36			2906770	Computerized Research Westlaw
01/31/06	1	181.89			2906964	Computerized Research Westlaw
02/15/06	1	40.62			2913022	Computerized Research Westlaw
02/15/06	1	49.65			2913023	Computerized Research Westlaw
02/15/06	1	59.90			2913125	Computerized Research Westlaw
Subtotal for Computerized Research 756.42						
603 12/30/05	1	122.73			2912153	Computerized Research PACER
Subtotal for Computerized Research - Other 122.73						
604 02/01/06	18	2.70			2905133	Copying Costs
02/01/06	5	.75			2905134	Copying Costs
02/03/06	29	4.35			2905135	Copying Costs
02/06/06	432	64.80			2907067	Copying Costs
02/06/06	37	5.55			2907068	Copying Costs
02/06/06	52	7.80			2907069	Copying Costs
02/08/06	6	.90			2907070	Copying Costs
02/08/06	1	.15			2907071	Copying Costs
02/08/06	524	78.60			2907072	Copying Costs
02/08/06	33	4.95			2907073	Copying Costs
02/08/06	53	7.95			2907074	Copying Costs
02/08/06	42	6.30			2907075	Copying Costs
02/10/06	1	.15			2907076	Copying Costs
02/14/06	110	16.50			2909520	Copying Costs
02/14/06	94	14.10			2909521	Copying Costs
02/14/06	2	.30			2909522	Copying Costs
02/15/06	6	.90			2909523	Copying Costs
02/15/06	13	1.95			2909524	Copying Costs
02/16/06	6	.90			2909525	Copying Costs

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Date	Quantity	Value	Check No	Voucher ID	Index	Description
02/17/06	7	1.05			2909526	Copying Costs
02/20/06	9	1.35			2913492	Copying Costs
02/20/06	119	17.85			2913493	Copying Costs
02/20/06	9	1.35			2913494	Copying Costs
02/20/06	21	3.15			2913495	Copying Costs
02/20/06	163	24.45			2913496	Copying Costs
02/20/06	430	64.50			2913497	Copying Costs
02/21/06	184	27.60			2913498	Copying Costs
02/21/06	9	4.05			2913499	Copying Costs
02/22/06	27	1.15			2913500	Copying Costs
02/22/06	1	2.70			2913501	Copying Costs
02/22/06	18	.30			2913502	Copying Costs
02/22/06	2	.45			2913503	Copying Costs
02/22/06	3	.30			2913504	Copying Costs
02/22/06	2	.15			2913505	Copying Costs
02/22/06	1	15.75			2913506	Copying Costs
02/23/06	105	9.30			2913507	Copying Costs
02/23/06	62	.30			2913508	Copying Costs
02/23/06	2	.45			2913509	Copying Costs
02/24/06	3	4.20			2913510	Copying Costs
02/24/06	28	.90			2913511	Copying Costs
02/24/06	6	.30			2913512	Copying Costs
02/24/06	2	25.50			2913513	Copying Costs
02/27/06	170	.60			2913514	Copying Costs
02/27/06	4	12.15			2913515	Copying Costs
02/27/06	81	7.05			2913516	Copying Costs
02/28/06	47	446.85			2913517	Copying Costs
Subtotal for Copying Costs						
607	Long Distance Telephone					
01/17/06	1	1.12			2913394	Caller: Conf. Room : 313 465-7596
01/17/06	1	6.46			2917599	Caller: Claffey : 212 696-8894
01/17/06	1	1.30			2917600	Caller: Claffey : 212 696-8894
01/19/06	1	.88			2917601	Caller: Claffey : 212 839-5552
02/24/06	1	2.05			2913395	Caller: Foster : 212 530-5422
02/28/06	1	.69			2913396	Caller: Foster : 212 839-6087
02/28/06	1	1.33			2913397	Caller: Foster : 212 839-6087
02/28/06	1	.72			2913398	Caller: Foster : 212 530-5148
02/28/06	1	1.06			2913399	Caller: Foster : 405 232-0034
02/28/06	1	.63			2913400	Caller: Foster : 212 530-5434
02/28/06	1	2.14			2913401	Caller: Foster : 212 530-5434
Subtotal for Long Distance Telephone						
608	Other Copying Expenses	4.00			2912523	Other Copying Expenses Misc
02/03/06	1	.64			2912531	Copies Other Copying Expenses Misc
02/03/06	1	2.00			2912535	Copies Other Copying Expenses Misc

Client Manager: S.A. Claffey S.A. Claffey
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Client: 0002184 ATA Airlines, Inc.
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Requested By: knsmith on 03/22/06

Date	Quantity	Value	Check No	Voucher ID	Index	Description
02/03/06	1	2.00			2912540	Copies Other Copying Expenses Misc
02/03/06	1	12.00			2912560	Copies Other Copying Expenses Misc
02/03/06	1	120.00			2912562	Copies Other Copying Expenses Misc
02/10/06	1	9.75			2912571	Copies Other Copying Expenses Misc
02/10/06	1	5.77			2912603	Copies Other Copying Expenses Misc
02/10/06	1	4.19			2912612	Copies Other Copying Expenses Misc
02/10/06	1	6.40			2912614	Copies Other Copying Expenses Misc
02/10/06	1	1.60			2912637	Copies Other Copying Expenses Misc
02/10/06	1	10.00			2912656	Copies Other Copying Expenses Misc
02/17/06	1	8.00			2912716	Copies Other Copying Expenses Misc
02/17/06	1	8.40			2912719	Copies Other Copying Expenses Misc
02/17/06	1	2.60			2912720	Copies Other Copying Expenses Misc
02/17/06	1	4.00			2912726	Copies Other Copying Expenses Misc
02/22/06	1	.64			2912810	Copies Other Copying Expenses Misc
02/22/06	1	2.00			2912811	Copies Other Copying Expenses Misc
02/28/06	1	2.80			2912893	Copies Other Copying Expenses Misc
02/28/06	1	4.00			2912903	Copies Other Copying Expenses Misc
02/28/06	1	.80			2912909	Copies Other Copying Expenses Misc
Subtotal for Other Copying Expenses		211.59				
613	Postage/Air/Express Delivery	33.30			2910966	Postage/Air/Express Delivery
	1					United Parcel Service
02/08/06	1	51.17			2910915	Postage/Air/Express Delivery Fed
						Ex
02/08/06	1	13.10			2910924	Postage/Air/Express Delivery Fed
						Ex
02/08/06	1	11.30			2910925	Postage/Air/Express Delivery Fed
						Ex
02/08/06	1	9.73			2910926	Postage/Air/Express Delivery Fed

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Date	Quantity	Value	Check No	Voucher ID	Index	Description
02/24/06	1	36.79			2918253	EX Postage/Air/Express Delivery United Parcel Service
Subtotal for Postage/Air/Express Del 155.39						
615	Telecopy					
02/16/06	7	6.65			2906895	Telecopy
02/24/06	54	51.30			2910784	Telecopy
02/28/06	3	2.85			2914797	Telecopy Fax to: 12128225148
02/28/06	3	2.85			2914798	Telecopy Fax to: 12027158483
02/28/06	3	2.85			2914799	Telecopy Fax to: 2827211
02/28/06	3	2.85			2914800	Telecopy Fax to: 2827211
02/28/06	3	2.85			2914801	Telecopy Fax to: 2371000
02/28/06	3	2.85			2914802	Telecopy Fax to: 2371000
Subtotal for Telecopy 75.05						

Total Disbursements 8,131.15

Total Services and Disbursements 308,525.15

TIME SUMMARY

Attorney	Classification	Hours	Matter Rate	Matter Value	Standard Value	Premium Value	Last Date
10759 Aschleman, J.A.	Partner	50.20	450.00	22,590.00	22,590.00	24,347.00	02/28/06
10762 Bennett, D.P.	Partner	1.20	400.00	480.00	480.00	522.00	02/28/06
16474 Bray, M.K.	Partner	0.60	290.00	174.00	174.00	195.00	02/20/06
10769 Burns, J.R.	Partner	6.30	400.00	2,520.00	2,520.00	2,740.50	02/27/06
10771 Carr, J.M.	Partner	96.70	440.00	42,548.00	42,548.00	45,932.50	02/28/06
10087 Carter, A.P.	Partner	0.20	285.00	57.00	57.00	64.00	02/20/06
10773 Claffey, S.A.	Partner	123.50	425.00	52,487.50	52,487.50	56,810.00	02/28/06
10776 Dale, G.N.	Partner	0.10	320.00	32.00	32.00	35.50	02/03/06
10605 Foster, D.A.	Partner	65.00	320.00	20,800.00	20,800.00	23,075.50	02/28/06
10797 Hamer, D.R.	Partner	0.20	350.00	70.00	70.00	77.00	02/28/06
10806 Jaffe, J.	Partner	2.20	395.00	869.00	869.00	946.00	02/14/06
10813 Lisher, M.K.	Partner	1.10	380.00	418.00	418.00	456.50	02/23/06
10830 Pfeiffer, H.A.	Partner	0.10	390.00	39.00	39.00	42.50	02/06/06
10833 Purcell, J.W.	Partner	20.30	440.00	8,932.00	8,932.00	9,642.50	02/27/06
10837 Richardson, R.A.	Partner	41.60	365.00	15,184.00	15,184.00	16,640.00	02/28/06
10847 Stanley, R.K.	Partner	12.70	440.00	5,588.00	5,588.00	6,032.50	02/08/06
10862 Yeager Jr., J.H.	Partner	7.70	430.00	3,311.00	3,311.00	3,580.50	02/28/06
14724 Barnes, M.N.	Associate	53.00	260.00	13,780.00	13,780.00	15,105.00	02/26/06
15785 Blankenship, J.	Associate	4.20	225.00	945.00	945.00	1,050.00	02/28/06
13062 Fleming, J.F.W.	Associate	21.60	195.00	4,212.00	4,212.00	4,752.00	02/28/06
10384 Gallmeyer, M.A.	Associate	0.30	220.00	66.00	66.00	73.50	02/27/06
16490 Hale, S.A.	Associate	2.70	245.00	661.50	661.50	729.00	02/20/06
10563 Hall, T.E.	Associate	131.60	230.00	30,268.00	30,268.00	33,558.00	02/28/06

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

Proforma No.: 606655 as of 02/28/06
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S.A. Claffey
 S.A. Claffey
 S.A. Claffey

Attorney	Classification	Hours	Matter Rate	Matter Value	Standard Value	Premium Value	Last Date
15667 Juba, M.F.	Associate	37.40	185.00	6,919.00	6,919.00	7,854.00	02/28/06
14863 Nelson, J.C.	Associate	130.50	185.00	24,142.50	24,142.50	27,405.00	02/28/06
15476 Perry, L.T.	Associate	129.90	165.00	21,433.50	21,433.50	24,681.00	02/28/06
10304 Werling, M.A.	Associate	25.70	265.00	6,810.50	6,810.50	7,453.00	02/23/06
15372 Bridges, M.J.	Legal Assistant	9.10	175.00	1,592.50	1,592.50	1,774.50	02/28/06
12982 Faulkner, J.L.	Legal Assistant	12.20	150.00	1,830.00	1,830.00	2,074.00	02/22/06
10296 Hagan, K.H.	Legal Assistant	1.30	165.00	214.50	214.50	240.50	02/22/06
10414 Laughlin, S.B.	Legal Assistant	66.60	140.00	9,324.00	9,324.00	10,656.00	02/28/06
10376 Pickell, A.A.	Legal Assistant	9.00	175.00	1,575.00	1,575.00	1,755.00	02/14/06
14451 Walters, K.V.	Legal Assistant	1.10	155.00	170.50	170.50	192.50	02/27/06
10071 Trivers, H.E.	Other	3.50	100.00	350.00	350.00	420.00	02/22/06
Total Services		1,069.40		300,394.00	300,394.00	330,912.00	

Task Description	Hours	Value
B001 ASSET ANALYSIS AND RECOVERY	11.80	2,129.50
B002 ASSET DISPOSITION	243.40	75,634.00
B003 BUSINESS OPERATIONS	115.50	29,134.50
B004 CASE ADMINISTRATION	81.50	13,141.50
B005 CLAIMS ADMINISTRATION AND OBJECTIONS	131.90	29,903.50
B006 EMPLOYEE BENEFIT/PENSIONS	20.70	8,998.00
B007 FEE/EMPLOYMENT APPLICATIONS	4.40	1,544.50
B008 FEE/EMPLOYMENT OBJECTIONS	.50	212.50
B009 FINANCING	300.20	97,971.50
B010 LITIGATION	26.90	7,847.00
B012 PLAN AND DISCLOSURE STATEMENT	61.80	16,268.00
B013 RELIEF FROM STAY PROCEEDINGS	1.30	240.50
B016 CORPORATE FINANCE	65.60	16,227.50
B017 DATA ANALYSIS	2.70	661.50
B020 TAX ISSUES	1.20	480.00
	1,069.40	300,394.00

IF FEES FOR THE MATTER ARE REDUCED FOR MORE THAN \$1,000, PLEASE COMPLETE.

Amount of Fee w/o* \$ _____ Fees Billed After w/o \$ _____

Reason for w/o: _____