

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

Requested By: knsmith on 04/10/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
10/18/05	10773	S.A. Claffey	1.00	410	410.00	8851597	Lengthy telephone conversation with Doug Yakola, with Frank Conway participating, to prepare Doug Yakola with respect to issues expected to be raised at meeting today with City of Chicago, Department of Aviation representatives (1.0)
10/18/05	10563	T.E. Hall	.10	205	20.50	8849825	Return telephone call to Worldwide Charter regarding contract question (.1)
10/18/05	10563	T.E. Hall	.20	205	41.00	8849830	Telephone call with J. Peko regarding executory contracts, Wilmington Trust and other issues (.2)
10/18/05	10563	T.E. Hall	.20	205	41.00	8849833	Return telephone call to G. Tadonio (Wells Fargo counsel) regarding financing question (.2)
10/18/05	10563	T.E. Hall	.60	205	123.00	8849864	Telephone call with BMC regarding timing issues, contracts, and schedule amendments (.6)
10/18/05	10813	M.K. Lisher	.80	355	284.00	8849280	Telephone call from D. Yakola; telephone call to L. Dorocke and R. Duncan regarding identification of remaining issues; report to D. Yakola; telephone call from D. Yakola regarding J. Weiss language on percentage rent and B. Belkin's response
10/18/05	15476	L.T. Perry	1.00	155	155.00	8848714	Revising and filing Motion For Entry Of An Order Extending Reorganizing Debtors' Time To Assume Or Reject Unexpired Leases Of Nonresidential Real Property
10/18/05	15476	L.T. Perry	.30	155	46.50	8848752	Research regarding Fourth Motion To Extend Debtors' Exclusive Plan Filing Period
10/19/05	10563	T.E. Hall	.50	205	102.50	8853076	Telephone call with B. Hunt regarding complaint filed alleging patent infringement on website advertising and review Notice of Bankruptcy filing (.5)
10/19/05	10563	T.E. Hall	.70	205	143.50	8853082	Review ADP contract in view of current status of company and e-mail findings to Wisty Malone and recommend that Brian Hunt provide final review (.7)
10/19/05	10813	M.K. Lisher	.40	355	142.00	8861772	Telephone call from B. Duncan regarding corporate campus lease; telephone call with D. Yakola regarding status of maintenance facility lease
10/19/05	14863	J.C. Nelson	.90	160	144.00	8858655	Telephone call with J. Allen, counsel for Travelers, regarding surety bonds issued by Traveler's (2.); review of draft agreement regarding same sent by

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

Proforma No.: 565819 as of 10/31/05

Page 30 (3)

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

Requested By: knsmith on 04/10/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
10/19/05	14863	J.C. Nelson	.40	160	64.00	8858743	J. Allen (.6); e-mail to J. Allen regarding same (.1)
10/19/05	14863	J.C. Nelson	.10	160	16.00	8858822	Revise restructuring agreement with SBC regarding lease schedule 007 in light of information received from P. Smith that schedule 007 is not for equipment
10/19/05	10376	A.A. Pickell	.20	170	34.00	8856684	Telephone call with R. Lauter with Seyfarth Shaw regarding Disclosure Statement objection deadline and hearing
10/20/05	10771	J.M. Carr	2.50	430	1,075.00	8854427	Telephone conference with Laura Linton regarding missing addresses for OFCCP settlement class members
10/20/05	10773	S.A. Claffey	.10	410	41.00	8860544	E-mails and telephone calls H. Shin, J. Denison, S. Frick and F. Conway re status, strategy and request by committee for ATA participation in October 21 committee meeting
10/20/05	13062	J.F.W. Fleming	.90	170	153.00	8855114	Telephone call from Brian Hunt regarding 8K for John Denison Employment Agreement (.1)
10/20/05	13062	J.F.W. Fleming	.80	170	136.00	8855555	Review standing orders regarding 767-300 aircraft to evaluate need to file motion to approve Automatic letter of intent respecting 767-300
10/20/05	10563	T.E. Hall	2.80	205	574.00	8864577	Review Automatic letter of intent and analyze revisions
10/20/05	10813	M.K. Lisher	7.30	355	2,591.50	8861781	Review latest amended schedules and issues related to amended schedules bar date (2.8)
10/20/05	10830	H.A. Pfeiffer	.70	360	252.00	8857597	Review emails from B. Beldin regarding percentage rent issues; review revised leases from B. Beldin; check exhibits; forward final corporate campus lease documents and ATA administrative employee work sheet to R. Duncan and J. Weiss; telephone calls to L. Dorocke;
10/20/05	10376	A.A. Pickell	.90	170	153.00	8856702	telephone call with D. Yakola; assemble corporate campus documents for delivery to D. Yakola; telephone call with R. Duncan; meet with J. Weiss, R. Duncan, B. Beldin and D. Yakola to finalize maintenance facility and operations center documents
							Prepare AAP and letter to client regarding potential problem areas
							Telephone conference with Laura Linton regarding spreadsheet for OFCCP settlement class members; conference with H. Pfeiffer regarding utilization

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

Proforma No.: 565819 as of 10/31/05
 Requested By: knsmith on 04/10/06

ATA Airlines, Inc.
 Restructuring

Date	Atty	Name	Hours	Rate	Value	Index	Description
10/21/05	10771	J.M. Carr	1.30	430	559.00	8856315	and availability analysis for Corporate Affirmative Action Programs; reviewed census data for same; conference with L. Linton regarding hiring practices for Licensed and Unlicensed Mechanics Telephone calls with J. Denison, F. Conway, S. Frick re status and strategy Review e-mail from Sally Brown of Ambassador (.2)
10/21/05	10773	S.A. Claffey	.20	410	82.00	8860583	E-mail report to Sean Frick and Frank Conway regarding Grueninger reaction to reports received by its financial consultant from Ambassador and subsequent conference with Frank Conway, John Denison and Sean Frick regarding problems MSale (.5)
10/21/05	10773	S.A. Claffey	.50	410	205.00	8860585	Review Maintenance Facility Lease Assignment form submitted by Regions Bank and review Master Agreement and related documents to determine if the proposed Assignment conforms with terms of Master Agreement (.3)
10/21/05	10773	S.A. Claffey	.30	410	123.00	8860592	Telephone call with Brian Hunt regarding personnel matter (.2)
10/21/05	10773	S.A. Claffey	.10	410	41.00	8860599	Obtain documents for Brian Hunt, per his request, for 8K filing (.1)
10/21/05	13062	J.F.W. Fleming	.70	170	119.00	8861141	Coordinate matters respecting Letter of Intent for lease of 767-300 aircraft from Automatic, L.L.C.
10/21/05	10563	T.E. Hall	.10	205	20.50	8862626	Return telephone call to Mark Shaver (.1)
10/21/05	10830	H.A. Pfeiffer	1.60	360	576.00	8857617	Review and revise AAP for 2005 for Corporate and Midway; review and revise letter to client regarding potential problem areas; conference with T. Pickell regarding same
10/24/05	10771	J.M. Carr	2.20	430	946.00	8859342	Telephone calls and e-mails D. Heroy, Sidley and conference call with Sidley and D. Heroy re exclusivity agreement between MP and SWA
10/24/05	10771	J.M. Carr	2.10	430	903.00	8859346	Telephone calls with J. Denison, F. Conway, S. Frick, D. Yakola et al. re status and strategy re capital raise, ATSB, City of Chicago, creditors' committee and other issues
10/24/05	10771	J.M. Carr	.30	430	129.00	8859359	Work on Ambassador
10/24/05	10773	S.A. Claffey	.20	410	82.00	8861934	Conference with Doug Yakola regarding meeting with City of Chicago on City of Chicago Lease and related issues and

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

Proforma No.: 565819 as of 10/31/05
 Requested By: knsmith on 04/10/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
10/24/05	10773	S.A. Claffey	.40	410	164.00	8861951	respecting agenda items for the meeting (.2)
10/24/05	10563	T.E. Hall	.20	205	41.00	8862690	Review Doug Yakola's proposed agenda for Chicago meeting and e-mail proposed expansion items for agenda and discussion regarding Training Center Lease Guaranty issues and limits on the City of Chicago's claims against ATA with respect to its Guaranty of the Training Center Lease (.4)
10/24/05	10563	T.E. Hall	.70	205	143.50	8862787	Respond to preference question regarding Seabury (.2)
10/24/05	10813	M.K. Lisher	.30	355	106.50	8861804	Attend to issues related to fleet size under new Business Plan focusing on post-petition obligations and potential breach claims (.7)
10/24/05	14863	J.C. Nelson	.30	160	48.00	8861533	Email to S. Claffey and to B. Beldin regarding assignment of ATA maintenance facility lease
10/24/05	14863	J.C. Nelson	.20	160	32.00	8877977	Attend to inquiry regarding claim #84 filed by Boeing Capital Corp. in the amount of \$247 million
10/24/05	15476	L.T. Perry	.40	155	62.00	8858756	Attend to inquiry from J. Graham regarding Logistechs
10/25/05	10773	S.A. Claffey	.20	410	82.00	8862185	Researching issue of how contingency fee arrangements are to be handled when ATA employs professionals working under such an arrangement
10/25/05	10773	S.A. Claffey	.10	410	41.00	8862207	Conference with Jim Carr regarding comments from Lisa Beckerman on communication issues (.2)
10/25/05	13062	J.F.W. Fleming	1.10	170	187.00	8862846	E-mail to John Denison regarding his approval for ATA to seek court approval of his Employment Agreement (.1)
10/25/05	10563	T.E. Hall	.30	205	61.50	8862813	Draft Resolutions and Secretary's Certificates authorizing lease of 767-300 aircraft from Automatic L.L.C.
10/25/05	10813	M.K. Lisher	.10	355	35.50	8861826	Attend to issues related to preference analysis with W. Ponader (.3)
10/25/05	10376	A.A. Pickell	.30	170	51.00	8863071	Confer with T. Hall regarding "assumption" of ATA lease for bankruptcy purposes
10/26/05	10773	S.A. Claffey	.10	410	41.00	8869004	Reviewed class member notification spreadsheet created by L. Linton
10/26/05	10563	T.E. Hall	.30	205	61.50	8862813	Review Lisa Beckerman e-mail regarding Committee demands for an updated report from John Denison (.1)
10/26/05	10563	T.E. Hall	.30	205	61.50	8864629	Attend to motion and filing of employment of J. Denison (.3)

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

Proforma No.: 565819 as of 10/31/05

Page 33 (3)

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

Requested By: knsmith on 04/10/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
10/26/05	10563	T.E. Hall	.50	205	102.50	8864633	Attend to matters relating to the release of deposit to ATA from C8 sale (.5)
10/26/05	10563	T.E. Hall	.30	205	61.50	8864662	Telephone call with A. Ferrante and e-mails with A. Ferrante regarding motions and timing issues (.3)
10/26/05	10563	T.E. Hall	.80	205	164.00	8864664	Telephone call with S. Heininger and G. Baker regarding Key Equipment and Sabre (.8)
10/26/05	10563	T.E. Hall	.50	205	102.50	8864668	Telephone call with M. Cobb and Mercer regarding Goodrich contract and recent communications (.5)
10/26/05	10808	J.R. Jenkins	.20	375	75.00	8866230	Review correspondence with S. Claffey - HSR issues
10/26/05	14863	J.C. Nelson	.70	160	112.00	8876087	Review Sabre's latest counter proposal and comments on same from G. Baker
10/26/05	14863	J.C. Nelson	1.00	160	160.00	8876121	Revising SBC restructuring agreements
10/26/05	10881	K.L. Osborn	.40	230	92.00	8874637	Review e-mail from S. Claffey re Patterson deal and HSR review/team; confer with R. Stanley re same
10/26/05	10830	H.A. Pfeiffer	.10	360	36.00	8867827	Telephone calls client regarding effective date of OFCCP settlement
10/27/05	10771	J.M. Carr	2.30	430	989.00	8884013	Telephone calls with D. Yakola, J. Denison, F. Conway re negotiations with Chicago
10/27/05	10773	S.A. Claffey	.40	410	164.00	8869057	Review and evaluate potential options for ATA in negotiations with City of Chicago (.4)
10/27/05	10773	S.A. Claffey	.90	410	369.00	8869058	Conference with Doug Yakola and John Denison regarding negotiations with City of Chicago and conflict of the City of Chicago's positions with Southwest requirements, and development of strategic options for ATA to resolve these conflicts (.9)
10/27/05	10773	S.A. Claffey	.40	410	164.00	8869067	Attention to staffing of Hart Scott Rodino filing and staffing by ATA of Section 4(c) document search and identification and e-mails to Brian Hunt and Sean Frick respecting the staffing challenge and importance of the document identification process (.4)
10/27/05	10773	S.A. Claffey	.20	410	82.00	8869071	Review Jerry Jenkins' memo on Hart Scott Rodino issues previously raised (.2)
10/27/05	10773	S.A. Claffey	.30	410	123.00	8869072	Review Use Agreement with City of Chicago respecting grandfather rights on gates (.3)
10/27/05	10563	T.E. Hall	.90	205	184.50	8867500	Telephone calls concerning order

Date	Atty	Name	Hours	Rate	Value	Index	Description
10/27/05	10808	J.R. Jenkins	1.90	375	712.50	8877435	approving Letter of Intent on new aircraft acquisition (.9)
10/27/05	10813	M.K. Lisher	.20	355	71.00	8872535	Conference with J. Aschleman; conference with J. Kimpel; preparation memo to S. Claffey on HSR issues
10/27/05	14863	J.C. Nelson	2.80	160	448.00	8876391	Revise Assignment of Maintenance Facility Lease and email to B. Beldin
10/28/05	10773	S.A. Claffey	.60	410	246.00	8877824	Revise Restructuring Agreements related to SBC Master Lease and Schedules 006 and 002
10/28/05	10773	S.A. Claffey	.50	410	205.00	8877831	Conference with Doug Yakola regarding City of Chicago gate deal issues and ATA positions (.6)
10/28/05	10773	S.A. Claffey	.10	410	41.00	8877836	Attention to Section 4(c) document search and identification for Hart
10/28/05	10773	S.A. Claffey	.70	410	287.00	8877850	Scott Rodino filing and prepare and respond to e-mails with Brian Hunt regarding this project (.5)
10/28/05	10563	T.E. Hall	.90	205	184.50	8881684	Follow up with Bob Stanley regarding staffing of document search for Section 4(c) documents (.1)
10/28/05	10563	T.E. Hall	.10	205	20.50	8881720	Lengthy conference with Jerry Jenkins regarding Hart Scott Rodino issues
10/28/05	10563	T.E. Hall	.30	205	61.50	8881725	related to Southwest asset acquisition, Southwest codeshare and MatlinPatterson closing requirements (.7)
10/28/05	10808	J.R. Jenkins	3.00	375	1,125.00	8877538	Review September Monthly Operating Report for filing (.9)
10/28/05	14863	J.C. Nelson	.30	160	48.00	8877223	Coordinate GE payment from ATA (.1)
10/28/05	14863	J.C. Nelson	.30	160	48.00	8877617	Research current state of negotiations with Wilmington Trust (.3)
10/28/05	14863	J.C. Nelson	.70	160	112.00	8877768	Conference with S. Claffey - HSR; conference with B. Hunt - HSR; HSR questionnaire
10/29/05	10773	S.A. Claffey	.40	410	164.00	8874627	Finalize confidentiality agreement with Finova and e-mail same to S. Frick for approval
10/29/05	10773	S.A. Claffey	.20	410	82.00	8874650	Revision to motion to approve Automatic Letter of Intent
							Telephone conference with P. Smith regarding schedule 007 to SBC Master Lease and prepare for same
							Begin preparation of Chicago settlement term sheet, including review of prior communications with Chicago legal counsel on cure amounts and on Training Center issues (.4)
							Review e-mails from Sandy Sinick

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

Proforma No.: 565819 as of 10/31/05
 Requested By: knsmith on 04/10/06

S.A. Claffey
 ATA Airlines, Inc.
 Restructuring

Date	Atty	Name	Hours	Rate	Value	Index	Description
10/29/05	10773	S.A. Claffey	3.50	410	1,435.00	8874654	respecting delays in meetings with DOT and public announcements by AirTran indicating its intention to challenge any gate transaction between ATA and Southwest (.2) Prepare comprehensive term sheet for resolution of matters with City of Chicago related to Midway Use Agreement and assignment of gates (3.5) Telephone calls with Committee regarding hearing on Ambassador and dates for plan and disclosure hearings (.6)
10/31/05	10563	T.E. Hall	.60	205	123.00	8882206	Conference with J. Kimpel; revise HSR questionnaire; conference with B. Hunt; conference with R. Stanley - HSR issues Telephone call with J. Kennedy regarding document production
10/31/05	10808	J.R. Jenkins	1.50	375	562.50	8877625	E-mail and work regarding Motion to Amend Schedule
10/31/05	16069	M.N. Red	.10	160	16.00	8877935	Attend hearing - omnibus items (.7) Prepare for hearing regarding update on status of all items (.7)
Total for B003			51,550.50				
B004 CASE ADMINISTRATION							
10/03/05	10771	J.M. Carr	.40	430	172.00	8821018	Finalize/electronically file monthly operating report following review of e-mails from C. Foster (.2); update agenda (.2); revise/finalize Disclosure Statement notice following e-mail from C. Davidson (.1); review exhibit to bar date motion following telephone call from J. Nelson (.1); attention to service of orders (.1); e-mails with BMC regarding service issues (.1); prepare confidential exhibit for filing with Court (.2).
10/03/05	10563	T.E. Hall	.70	205	143.50	8821413	Review docket and update master status spreadsheet and hearing sheets (1.2); upload orders and update spreadsheet (.2); draft/upload order on continued matters following review of pro memo (.3); review spreadsheet regarding outstanding items and update agendas (.2); copy, scan and distribute confidential exhibit and prepare for submission to Court (.6); finalize/electronically file
10/03/05	10563	T.E. Hall	.70	205	143.50	8821415	
10/03/05	10414	S.B. Laughlin	1.00	130	130.00	8819570	
10/04/05	10414	S.B. Laughlin	4.00	130	520.00	8823155	

Date	Atty	Name	Hours	Rate	Value	Index	Description
10/05/05	10414	S.B. Laughlin	2.70	130	351.00	8825977	Certificate of Mailing (.3); run trust reports for J. Nelson (.2); attention to organization of numerous confidential exhibits (.4); draft/finalize letter and package transmitting 8/24 transcript to N. Chadwick (.2); review docket regarding status of Colgan/CSC confidential exhibit and prepare same for submission to Court (.3); service issues (.1). Obtain copies of DIP financing motions and orders from currently pending cases for J. Carr (.5); obtain copies of Plan and Disclosure Statement and attention to meeting space issue following voice mail from W. Ponader (.4); review docket and spreadsheet regarding Signature Flight Corp. and ASIG, upload order and e-mail R. Andis (.4); finalize/electronically file Certificate of Mailing (.3); finalize/electronically file KPMG's fee application following e-mail from G. Lawrie (.4); revise order (.1); draft hearing notice (.1); attention to service of numerous orders (.2); prepare service labels for A. Malad (.2); attention to service issues (.1). Finalize/electronically file fee application for W. Ponader, draft hearing notice (.4); e-mails with C. Davidson regarding same (.1); obtain copies of numerous contracts from bLinx for W. Ponader (1.2); finalize/electronically file Certificates of Mailing (.4); obtain copies of Southwest DIP financing orders for J. Carr (.2); revise dial-in chart (.1); copy claims received from Court and draft/finalize letter to claims agent transmitting same (.2); e-mails with J. Bartlett regarding SBC contracts (.1). Travel to and from Indianapolis for office conference re case strategy for preference claims
10/06/05	10304	M.A. Werling	3.00	120	360.00	8826429	Related follow-up points of analysis re same; continue follow-up work on same
10/06/05	10304	M.A. Werling	4.00	240	960.00	8919553	Finalize/electronically file
10/07/05	10414	S.B. Laughlin	1.70	130	221.00	8828171	

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

Proforma No.: 565819 as of 10/31/05
 Requested By: knsmith on 04/10/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
10/07/05	15476	L.T. Perry	.40	155	62.00	8827864	Certificates of Mailing (.4); consultation with T. Hall and e-mails with B. Buebel regarding Huron's second fee application (.1); finalize/electronically file same and draft hearing notice (.7); work on 10/11 agenda and prepare hearing files (.3); e-mails with R. Andis regarding notice (.1); filing (.1).
10/10/05	10771	J.M. Carr	.80	430	344.00	8830911	Conference with Terry Hall re: NOTICE OF LIMITED OBJECTION TO CLAIMS FILED IN UNLIQUIDATED OR CONTINGENT AMOUNT FOR VOTING PURPOSES ONLY
10/10/05	10414	S.B. Laughlin	2.30	130	299.00	8830578	Draft Meyer affidavit re ALPA hearing and e-mail R. Meyer and B. Hunt Review docket, update master status spreadsheet and hearing sheets (.9); prepare hearing files and distribute draft agenda (.3); finalize/electronically file Certificate of Mailing (.3); update spreadsheet following telephone call from W. Ponader regarding contracts and leases (.3); revise, finalize and electronically file agenda (.5).
10/10/05	15476	L.T. Perry	.20	155	31.00	8830034	Telephone conversation with Richard Ismael re: notice of limited objection to claims filed in unliquidated or contingent amount
10/10/05	15476	L.T. Perry	.10	155	15.50	8830039	Telephone conversation with Tim Burke re: notice of limited objection to claims filed in unliquidated or contingent amount
10/10/05	15476	L.T. Perry	.10	155	15.50	8830338	Telephone conversation with Betty Beardon re: notice of limited objection to claims filed in unliquidated or contingent amount
10/11/05	10563	T.E. Hall	.20	205	41.00	8837655	Telephone calls to Court regarding timing for hearings (.2)
10/11/05	10563	T.E. Hall	1.00	205	205.00	8837667	Continue review of proposed schedule amendments (1.0)
10/11/05	10414	S.B. Laughlin	2.90	130	377.00	8835461	E-mails with C. Davidson regarding Huron notice (.1); attention to service issues (.1); revise, finalize and upload order approving ALPA TA (.2); collateral stipulation and e-mail R. Andis (.1); create matrix regarding federal tax, state tax and judgment

Proforma No.: 565819 as of 10/31/05
 Requested By: knsmith on 04/10/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
10/12/05	10563	T.E. Hall	1.80	205	369.00	8841303	lien search results (.3); sort numerous documents, file/organize same (2.1). Attend to issues related to current motions and proposed orders (IAA, Budapest, Evansville, etc.) and review and revise agenda (1.8)
10/12/05	10563	T.E. Hall	1.00	205	205.00	8841326	Telephone call with BMC regarding schedule amendments and filing (1.0)
10/12/05	10414	S.B. Laughlin	5.10	130	663.00	8838627	Review docket, update master status spreadsheet and hearing sheets, revise agenda and prepare hearing files (1.2); finalize/electronically file Certificates of Mailing (.7); draft/finalize letter to claims agent and copy claim (.2); revise, finalize and electronically file Budapest Airport Objection, Response to IAA's Reply and Spiller Stipulation following consultation with L. Perry and update agenda and hearing files (1.3); attention to service issues (.1); continue to sort numerous documents and file/organize same (.4); telephone call from Polly of Dorsey & Whitney in Minneapolis regarding exhibits to solicitation procedures motion (.1); review/compare redacted and clean proformas from second fee application and transmittal letters to Committee following request from A. Ferrante for clean proformas and prepare copies of same (1.1). Telephone conversation with Wanda Thomas re: notice she received in the mail concerning voting procedures Telephone conversation with Joe Krebs regarding notice of ATA voting procedures he received in the mail Telephone calls with D. Darrow and S. Frick re possible meeting with SWA and various issues Telephone call with D. Heroy re status, issues and possible meeting among MP, SWA, and ATA
10/12/05	15476	L.T. Perry	.20	155	31.00	8836869	Attend to issues related to amendments to schedules and telephone calls with BMC and changes to order on amendments (1.4)
10/12/05	15476	L.T. Perry	.10	155	15.50	8837342	Consultation with S. Reid regarding
10/13/05	10771	J.M. Carr	1.30	430	559.00	8848504	
10/13/05	10771	J.M. Carr	.80	430	344.00	8848506	
10/13/05	10563	T.E. Hall	1.40	205	287.00	8848610	
10/13/05	10414	S.B. Laughlin	1.00	130	130.00	8843374	

Proforma No.: 565819 as of 10/31/05
 Requested By: knsmith on 04/10/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
10/14/05	10771	J.M. Carr	.40	430	172.00	8845791	file room (.1); upload AeroRepair order following e-mail from L. Perry (.1); finalize/electronically file Certificates of Mailing (.6); voice mail message to Polly of Dorsey & Whitney following consultation with T. Hall regarding exhibits to solicitation procedures motion (.1); filing (.1). Telephone call with L. Beckerman re status and issues from creditors' committee meeting
10/14/05	10563	T.E. Hall	1.80	205	369.00	8848604	Attend to proposed schedule amendments and e-mails and telephone calls regarding same (1.8)
10/14/05	10563	T.E. Hall	.40	205	82.00	8848605	Review and revise agenda (.4)
10/14/05	10414	S.B. Laughlin	2.00	130	260.00	8845507	Finalize/electronically file Certificates of Mailing (.5); consultation with T. Hall regarding Navigant fee application (.1); revise, finalize and electronically file agenda and update hearing files (.9); telephone call to R. Meyer regarding 10/26 hearing (.1); review master status spreadsheet and draft 10/26 agenda (.4).
10/16/05	10771	J.M. Carr	3.00	215	645.00	8848242	Travel to Dallas; meeting with S. Frick
10/17/05	10771	J.M. Carr	1.30	430	559.00	8848243	Meeting with J. Denison, S. Frick, F. Conway
10/17/05	10771	J.M. Carr	8.40	430	3,612.00	8848244	Meeting with MP, SWA and ATA representatives
10/17/05	10771	J.M. Carr	2.50	215	537.50	8848246	Review documents; travel from Dallas
10/17/05	10563	T.E. Hall	1.30	205	266.50	8848759	Prepare for hearing and telephone calls with opposing counsel (1.3)
10/17/05	10563	T.E. Hall	1.00	205	205.00	8848765	Attend omnibus hearing (1.0)
10/17/05	10414	S.B. Laughlin	4.10	130	533.00	8848925	Update dial-in chart (.1); revise, finalize, electronically file fourteenth cash collateral stipulation (.4); revise, finalize, electronically file Motion to Reject WSI (.4); draft hearing notice regarding same (.1); revise exhibits to Navigant fee application and e-mail Ryan Maupin regarding application (.3); draft hearing notice following e-mails with R. Hurley and consultation with T. Hall (.2); draft order on continued matters (.3); draft/finalize letter transmitting copies of Plan and Disclosure Statement following

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

Proforma No.: 565819 as of 10/31/05

Page 40 (40)

Client: 0002184
Matter: 0002184.0005146

Requested By: knsmith on 04/10/06

S.A. Claffey
ATA Airlines, Inc.
Restructuring

Date	Atty	Name	Hours	Rate	Value	Index	Description
10/17/05	14863	J.C. Nelson	.20	160	32.00	8878947	telephone call to Anne Chan (.4); draft/finalize letter transmitting redacted proformas to A. Ferrante (.1); consultations with J. Graham, M. Nuss and R. Hurley (.3); scan WSI exhibit, prepare diskette for Court filing and draft/finalize transmittal letter to C. Davidson (.7); finalize Second Objection to Claims and exhibit and draft/finalize transmittal letter following telephone call from R. Hurley (.5); draft/finalize second transmittal letter to A. Ferrante regarding additional proforma copies (.3). Assemble revised Order establishing Amended Schedules Bar Date and notice of the same to be submitted to the Court at the 10/17 hearing
10/18/05	10414	S.B. Laughlin	3.00	130	390.00	8849175	Revise, finalize and electronically file fourteenth cash collateral stipulation, upload order and e-mail R. Andis regarding same (.3); revise, finalize and electronically file second objection to claims (.3); revise, finalize and electronically file motion to reject WSI contract (.3); revise hearing notices and forward to C. Davidson (.1); finalize/electronically file Certificates of Mailing (.3); update 11/9 agenda (.4); attention to service issues (.1); e-mail J. Nelson regarding thirteenth cash collateral stipulation (.1); telephone call to T. Hollywood regarding cash collateral order (.1); e-mails with W. Ponader regarding fee application hearing (.1); review docket and update master status spreadsheet (.4); revise, finalize and electronically file motion for extension of time and draft hearing notice (.5).
10/18/05	15476	L.T. Perry	.20	155	31.00	8848918	Telephone conversation with Eugene Pittsford re: Notice of Limited Objection to Claims Filed in Unliquidated or Contingent Amount.
10/18/05	15476	L.T. Perry	1.10	155	170.50	8848932	Research re: question of status of customer funds as they relate to Ambassador [REDACTED]

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

Proforma No.: 565819 as of 10/31/05
 Requested By: knsmith on 04/10/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
10/19/05	10771	J.M. Carr	.40	430	172.00	8852834	Telephone call W. Ponader re Chicago
10/19/05	10563	T.E. Hall	1.70	205	348.50	8853091	Draft motion to continue Disclosure Statement hearing and objection and notice and e-mails and telephone calls regarding same (1.7)
10/19/05	10414	S.B. Laughlin	2.90	130	377.00	8854128	E-mails with C. Davidson regarding notice (.1); attention to service issues (.1); draft, revise and finalize Notice of Bankruptcy Filing following receipt of fax from B. Hunt (.6); review Northern District of Texas filing requirements (.2); draft/finalize transmittal letter to District Court Clerk (.2); finalize/electronically file Certificate of Mailing (.3); filing (.2); revise, finalize and electronically file motion to continue and prepare hearing notice following consultation with T. Hall (1.0); prepare notice (.1); e-mails with K. Goss regarding 10/28 hearing (.1). Conversation with Pam Mack regarding her voting rights
10/19/05	15476	L.T. Perry	.30	155	46.50	8852085	E-mail Heroy re hearing dates
10/20/05	10771	J.M. Carr	.10	430	43.00	8854435	Review and revise motion to continue hearing on Disclosure Statement (.7)
10/20/05	10563	T.E. Hall	.70	205	143.50	8864585	Draft order continuing disclosure statement hearing and e-mail K. Goss and R. Andis (.4); draft shorten and seal motions and orders and hearing notice following telephone call from J. Fleming (1.0); review docket regarding creditors' objection to disclosure statement for T. Hall (.1); review confidential exhibit file and forward Boeing related exhibits to J. Fleming (.2); review docket and update master status spreadsheet and hearing sheets (.6); review pro memo and finalize/upload order on continued matters (.3); finalize/upload order regarding amended schedules bar date (.3); revise, finalize and electronically file notice of continued hearing (.3); attention to service issues (.1); update agendas and forward to R. Andis (.5); upload order approving Spiller stipulation (.4);
10/20/05	10414	S.B. Laughlin	4.60	130	598.00	8854295	

Proforma No.: 565819 as of 10/31/05
 Requested By: knsmith on 04/10/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
10/20/05	15476	L.T. Perry	1.20	155	186.00	8853193	scan and revise, finalize and electronically file Certificates of Mailing (.6); e-mails with V. Bakhshian regarding bar date notice and order (.1).
10/21/05	10771	J.M. Carr	.50	430	215.00	8856323	Drafting Fourth Motion To Extend Debtors' Exclusive Plan Filing Period and the accompanying Order
10/21/05	10414	S.B. Laughlin	1.50	130	195.00	8856237	E-mails and telephone call with creditors' committee re status and prognosis re capital raise and new business plan
10/21/05	15476	L.T. Perry	5.50	155	852.50	8855732	Update 11/9 agenda following e-mail from R. Andis (.2); review master status spreadsheet regarding Committee's objection to Akin Gump fee application following e-mail from L. Perry (.1); finalize/electronically file Certificate of Mailing (.3); draft, finalize and electronically file Request for Transcript following e-mails with L. Perry (.3); download/forward claims to BMC (.1); consultation with T. Hall regarding upcoming hearing dates (.2); e-mails with K. Goss and R. Andis regarding same (.1); telephone call from C. Davidson regarding notice (.1); attention to service issues (.1).
10/24/05	10771	J.M. Carr	.30	430	129.00	8859369	Researching issue of fiduciary duties towards unsecured creditors as it relates to fiduciary duties to maximize the value of the estate
10/24/05	10563	T.E. Hall	.10	205	20.50	8862687	E-mail F. Conway re committee October 16 letter
10/24/05	10414	S.B. Laughlin	1.30	130	169.00	8859206	Review letter from committee co-chairs Telephone call with A. Ferrante regarding upcoming hearings and motions (.1)
10/24/05	15476	L.T. Perry	1.30	155	201.50	8858748	Prepare 10/28 hearing files and update agenda (.5); prepare check request for transcript and telephone call to K. Congleton regarding same (.2); finalize/electronically file Congleton regarding same (.2); Certificate of Mailing (.3); filing (.1); draft/finalize letter to B. Hunt transmitting notice of bankruptcy filing (.2). Researching issue of fiduciary duties

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

S.A. Claffey
 ATA Airlines, Inc.
 Restructuring

Proforma No.: 565819 as of 10/31/05
 Requested By: knsmith on 04/10/06

Client: 0002184
 Matter: 0002184.0005146

Date	Atty	Name	Hours	Rate	Value	Index	Description
10/24/05	15476	L.T. Perry	.60	155	93.00	8858749	towards unsecured creditors as it relates to fiduciary duties to maximize the value of the estate and drafting memo to J. Carr re: the same
10/25/05	10771	J.M. Carr	1.00	430	430.00	8862369	Revising Fourth Motion to Extend Debtors' Exclusive Plan Filing Period and the accompanying Order
10/25/05	10414	S.B. Laughlin	.50	130	65.00	8866527	Draft letter to L. Beckerman responding re October 16 letter
10/26/05	10563	T.E. Hall	.40	205	82.00	8864614	Finalize/electronically file Certificate of Mailing (.2); download/forward proofs of claim to agent (.1); e-mails with K. Goss, R. Andis and P. Trimble regarding cancellation of 10/26 hearing (.1); obtain copy of IAA lease order for T. Hall (.1).
10/26/05	10414	S.B. Laughlin	2.50	130	325.00	8866578	Attend to scheduling issues on hearings regarding Ambassador (.4) E-mails with T. Hall regarding 10/28 agenda and revise same (.3); revise dial-in chart (.1); review docket, update master status spreadsheet, and draft/revise future agendas for T. Hall (1.0); consultation with T. Hall regarding trust account (.1); review motion and order regarding CSC transaction (.2); e-mails regarding Denison employment agreement and revise hearing notice (.2); draft Motion and Order to Continue hearing following consultation with T. Hall and review of e-mail messages (.6).
10/27/05	10563	T.E. Hall	.60	205	123.00	8867520	Review and revise motion to continue October 28 hearing and motion to shorten notice on amending sale order for Ambassador (.6)
10/27/05	10563	T.E. Hall	1.80	205	369.00	8867526	Review and revise motion to extend exclusivity for confirmation of Plan and file amending motion and corrected order (1.8)
10/27/05	10563	T.E. Hall	.70	205	143.50	8867544	Telephone call with BMC regarding latest procedures in place for balloting and offerings related to Plan and new financing (.7)
10/27/05	10414	S.B. Laughlin	4.00	130	520.00	8867279	Draft hearing notice, motion and order shortening notice regarding amended sale procedures (.4); prepare exhibit and revise, finalize amended motion

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

Proforma No.: 565819 as of 10/31/05
 Requested By: knsmith on 04/10/06

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

Date	Atty	Name	Hours	Rate	Value	Index	Description
10/28/05	10771	J.M. Carr	.90	430	387.00	8872815	(.2); revise shorten motion, dr Preparation for and participate in conference call with creditors' committee, F. Conway and S. Frick Telephone calls with J. Denison, D. Yakola, F. Conway and Southwest representatives re meetings with Chicago Review and revise agenda for October 31, 2005 hearing, including continuation of scheduling order (.4) Attend to new hearing dates and rescheduling of Disclosure Statement hearing (.4)
10/28/05	10771	J.M. Carr	1.20	430	516.00	8872826	
10/28/05	10563	T.E. Hall	.40	205	82.00	8881666	
10/28/05	10563	T.E. Hall	.40	205	82.00	8881690	
10/28/05	10414	S.B. Laughlin	4.80	130	624.00	8872629	spreadsheet and hearing sheets (.7); revise, finalize and electronically file agenda and update hearing files (.7); revise exclusivity notice following e-mails with C. Davidson (.2); revise, finalize and electronically file Motion to Approve LOI with Automatic, shorten motion and seal motion and upload orders following telephone calls with J. Fleming (1.4); e-mails with R. Andis regarding hearing dates (.1); review trust account history and asset purchase agreement and e-mail A. Clemmer regarding CSC's deposit (.3); attention to billing issues, including consultations with S. Reid and T. Hall (.2); revise hearing notice (.1); internet search regarding Automatic's contact information (.1); attention to service issues (.1); revise/upload order on continued matters following e-mail from R. Andis (.2); scan confidential exhibit, prepare for submission to Court and send to review group (.7).
10/28/05	10071	H.E. Trivers	.30	100	30.00	8874141	Research: Locate bankruptcy case regarding U.S. Airways for J. Carr
10/29/05	10771	J.M. Carr	.90	430	387.00	8873358	Conference call with committee professionals and ATA personnel
10/31/05	10563	T.E. Hall	.60	205	123.00	8882238	Prepare for and attend telephonic hearing on Ambassador sale (.6)
10/31/05	10414	S.B. Laughlin	1.50	130	195.00	8881427	Finalize/electronically file Certificate of Mailing (.2); review docket, files and e-mails regarding confidential Wilmington Trust exhibit

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

S.A. Claffey
 ATA Airlines, Inc.
 Restructuring

Proforma No.: 565819 as of 10/31/05
 Requested By: knsmith on 04/10/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
10/31/05	15476	L.T. Perry	1.10	155	170.50	8876409	following consultation with T. Hall and D. Foster (.6); draft, finalize and upload order on continued matters following consultation with T. Hall (.3); finalize/electronically file fifteenth cash collateral stipulation (.4)
Total for B004			119.00	23,697.00			Compiling list of Confidentiality Agreements containing provisions effective on 10-31-05
B005 CLAIMS ADMINISTRATION AND OBJECTIONS							
10/01/05	14863	J.C. Nelson	.70	160	112.00	8841888	Review additional supply invoices submitted by Kent County and draft e-mail to A. Abel regarding same
10/03/05	14863	J.C. Nelson	.10	160	16.00	8842047	Telephone call with A. Abel regarding Kent County administrative claim
10/03/05	14863	J.C. Nelson	.30	160	48.00	8842065	Lease rejection damages working group team
10/03/05	14863	J.C. Nelson	2.20	160	352.00	8842379	Redraft confidentiality and discovery stipulation with Finova based on comments from T. Yoder
10/03/05	14863	J.C. Nelson	.20	160	32.00	8842390	Telephone call with Kenyon International regarding administrative expense claims
10/04/05	10563	T.E. Hall	2.80	205	574.00	8824805	Continue claims analysis regarding emergence from bankruptcy and attend to executory contracts (2.8)
10/04/05	14863	J.C. Nelson	.70	160	112.00	8843036	Revise Finova confidentiality stipulation
10/04/05	14863	J.C. Nelson	.20	160	32.00	8843060	Conference regarding coordinating filing of first omnibus claims
10/05/05	10563	T.E. Hall	1.20	205	246.00	8824851	objections and second aircraft lease rejection damages objection
10/05/05	14863	J.C. Nelson	2.20	160	352.00	8843195	Continue review of "late-filed" claims for objections (1.2) Review charts sent by S&B reflecting current standing of fleet in connection with determining which aircraft lease rejection damages claims have not yet been addressed (1); begin reviewing voluminous lease documents relating to N576 in preparation for objecting to damages claims relating to same
10/05/05	14863	J.C. Nelson	1.20	160	192.00	8843198	Conference call to discuss status of rejection/assumption of aircraft and claims arising therefrom
10/05/05	15476	L.T. Perry	.30	155	46.50	8824471	Reviewing Motion for Relief from Stay;

Date	Atty	Name	Hours	Rate	Value	Index	Description
10/06/05	10563	T.E. Hall	.30	205	61.50	8829430	conference with J. Nelson regarding ATA's insurance policy
10/06/05	10563	T.E. Hall	.10	205	20.50	8829453	Telephone call with W. Trent Able regarding contingent claim notice (.3)
10/06/05	10563	T.E. Hall	.60	205	123.00	8829454	Return telephone call to creditor in ATA (.1)
10/06/05	14863	J.C. Nelson	.20	160	32.00	8843818	Telephone calls with creditors regarding notice of limited objection (.6)
10/06/05	14863	J.C. Nelson	1.10	160	176.00	8843834	E-mail to S. Frick regarding AMR Leasing's request for access to C8 computer
10/06/05	14863	J.C. Nelson	1.10	160	176.00	8843849	Revise proposed order on motion to establish amended schedules bar date and incorporate comments from the Committee and draft notice of submission of the same
10/06/05	15476	L.T. Perry	.50	155	77.50	8826160	Review N526AT leveraged lease documents analyze the positions of various portions in interest
10/07/05	10563	T.E. Hall	.50	205	102.50	8829479	Telephone conversation with Theresa Graham re: whether insurance covers Evelyn Spillers claim against ATA; drafting stipulation removing automatic stay
10/07/05	14863	J.C. Nelson	.20	160	32.00	8884219	Attend to Primeflight and request for administrative claim and e-mails regarding credits (.5)
10/07/05	15476	L.T. Perry	1.80	155	279.00	8827873	Telephone call with B. Albersotti regarding AMR's request for access to certain maintenance records for N316 and N318 and attend to issues regarding same
10/08/05	14863	J.C. Nelson	1.50	160	240.00	8843863	Drafting Stipulation and Agreed Entry Modifying Automatic Stay; drafting Order Approving Stipulation and Agreed Entry Modifying Automatic Stay
10/10/05	14863	J.C. Nelson	.70	160	112.00	8844494	Continued review of N526 lease documents and proofs of claim
10/10/05	14863	J.C. Nelson	1.60	160	256.00	8847131	Continued review of numerous documents regarding the 2000 ETC financing transaction in connection with determining with which party ATA's liability for lease rejection damages lies
10/10/05	14863	J.C. Nelson	1.60	160	256.00	8847131	Work on response to AMR's administrative expense claim related to leased Saabs and reviewing leases of same

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

Date	Atty	Name	Hours	Rate	Value	Index	Description
10/10/05	15476	L.T. Perry	.40	155	62.00	8830284	Revision of Order Approving Motion of AeroRepair Corp. for Allowance and Payment of Expenses of Administrative Expense Claim
10/10/05	15476	L.T. Perry	.30	155	46.50	8830385	Researching section 502(d) of the Bankruptcy Code as it relates to Indianapolis Airport Authority's Reply to Objection to Application for Allowance and Payment of Administrative Expenses
10/11/05	10563	T.E. Hall	.10	205	20.50	8837619	Telephone call with B. Hunt regarding Colts prepetition claim and post-petition settlement (.1)
10/11/05	15476	L.T. Perry	4.90	155	759.50	8835190	Drafting Debtors' response to Indianapolis Airport Authority's reply to objection to application for allowance and payment of administrative expense
10/12/05	10563	T.E. Hall	.30	205	61.50	8841299	Attend to questions related to claims objections (.3)
10/12/05	10563	T.E. Hall	1.20	205	246.00	8841320	Attend to issues related to Budapest motion, IAA motion and prime flight with company to determine status (1.2)
10/12/05	10563	T.E. Hall	.20	205	41.00	8841366	Return telephone call to B. Hunt regarding rejection of Colts contract and administrative claim reconciliation (.2)
10/12/05	14863	J.C. Nelson	2.90	160	464.00	8847794	Lengthy telephone call with J. Hill regarding AMR's rejection and administrative expense claims and continued review of lease documents and claims in connection with same
10/12/05	14863	J.C. Nelson	1.30	160	208.00	8879672	Review claims reports sent by BMC in preparation for drafting omnibus claims objections based on duplicate claims, wrong debtor claims, improperly classified claims and clean up claims docket prior to voting deadline
10/12/05	14863	J.C. Nelson	2.50	160	400.00	8879700	Lengthy conference call with Lease Rejection working group (.7) and telephone call with J. Graham regarding issues with status of claims objections (.1); review of claims referred to B&D in an effort to identify all claims filed related to aircraft or engines to ensure that all are on the radar screen to be objected to (1.7)
10/12/05	15476	L.T. Perry	.20	155	31.00	8836870	Revising Order Approving In Part Motion of AeroRepair Corp. for Allowance and

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

Requested By: knsmith on 04/10/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
10/12/05	15476	L.T. Perry	1.50	155	232.50	8837347	Payment of Administrative Expense Claim Revising Response to IAA's Reply regarding administrative expenses; conference with Terry Hall
10/13/05	10563	T.E. Hall	2.70	205	553.50	8848618	Attend to claims analysis and set up drafting of objections (2.7)
10/13/05	10563	T.E. Hall	.40	205	82.00	8848636	Attend to Prime Flight matters on claim allowance (.4)
10/13/05	10563	T.E. Hall	.40	205	82.00	8848638	Attend to requested changes to administrative bar date order (.4)
10/13/05	14863	J.C. Nelson	1.10	160	176.00	8879443	Lease rejection damages working group meeting to finalize responsibility for drafting and filing objections to various aircraft related claims
10/13/05	14863	J.C. Nelson	1.30	160	208.00	8879456	Continue review and analysis of numerous reports regarding priority and secured claims in preparation for drafting objections to same
10/13/05	14863	J.C. Nelson	.60	160	96.00	8879465	Review Colgan financing rider forwarded by M. Moraino and power of attorney (.4); telephone call with S. Frick regarding same (.1); telephone call with M. Moraino regarding same (.1)
10/13/05	14863	J.C. Nelson	.60	160	96.00	8879496	Revise order on Amended Schedules Bar Date Motion to clarify that the order does not create additional time in which to file rejection damages claims
10/14/05	10563	T.E. Hall	1.00	205	205.00	8848599	Attend to issues related to Budapest airport request for payment and telephone calls with client and opposing counsel regarding same (1.0)
10/14/05	14863	J.C. Nelson	.20	160	32.00	8879527	Telephone call with T. Dullman of FAA regarding C8 maintenance program in connection with objection to AMR administrative expense claim
10/17/05	10563	T.E. Hall	.60	205	123.00	8848771	Review and revise objections to aircraft lease rejection claims (.6)
10/17/05	14863	J.C. Nelson	.10	160	16.00	8879138	Review list of secured claims prepared by BMC
10/17/05	14863	J.C. Nelson	.50	160	80.00	8879270	Lease rejection damages working group meeting
10/17/05	14863	J.C. Nelson	.20	160	32.00	8879278	Review Second Omnibus objection to aircraft claims
10/17/05	14863	J.C. Nelson	.20	160	32.00	8879398	Telephone call with T. Yoder regarding Finova confidentiality stipulation
10/17/05	15476	L.T. Perry	1.40	155	217.00	8847209	Prepared for and attended hearing with Terry Hall regarding IAA's administrative expense claims
10/19/05	15476	L.T. Perry	3.00	155	465.00	8852084	Researching the status of Ambassador's

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

Proforma No.: 565819 as of 10/31/05
Requested By: knsmith on 04/10/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
10/20/05	14863	J.C. Nelson	.50	160	80.00	8860818	customer funds and if those funds are part of Ambassador's estate Revise FINOVA confidentiality stipulation to incorporate T. Yoder comments of 10/18 and e-mail to T. Yoder and J. Levi regarding same
10/20/05	14863	J.C. Nelson	.10	160	16.00	8860859	Telephone call with T. Bradzih of Hill Thompson regarding various plan questions which I informed him were not public
10/20/05	14863	J.C. Nelson	.20	160	32.00	8861281	Telephone call with J. Graham regarding strategy for responding to inquiry from aircraft claims following the objections that were filed
10/20/05	15476	L.T. Perry	1.70	155	263.50	8854125	Research regarding the status of customer funds in the estate of Ambassador
10/24/05	10563	T.E. Hall	.60	205	123.00	8862789	Telephone calls with numerous creditors regarding administrative bar date (.6)
10/24/05	14863	J.C. Nelson	.90	160	144.00	8861530	Lease Rejection Damages conference call
10/24/05	14863	J.C. Nelson	3.60	160	576.00	8877993	Work on objection to AMR administrative expense claim
10/25/05	10563	T.E. Hall	.70	205	143.50	8862848	Respond to numerous telephone calls from creditors regarding the administrative bar date for C8 Airlines, Inc.
10/25/05	14863	J.C. Nelson	3.70	160	592.00	8876284	Draft and research objection to AMR's administrative expense claim objecting to the 6 leased Saabs
10/25/05	14863	J.C. Nelson	.50	160	80.00	8876378	Respond to inquiry from J. Arnason representing ILFC regarding ATA's objection to claim #s 1163, 1164 and 1165
10/26/05	10563	T.E. Hall	.40	205	82.00	8864625	Investigate defense offered by IAA to preference assertion related to administrative expense claim against Chicago Express (.4)
10/26/05	10563	T.E. Hall	.50	205	102.50	8864645	Attend to preference analysis on C8 regarding IAA motion for administrative claim (.5)
10/26/05	14863	J.C. Nelson	2.60	160	416.00	8875283	Research Section 1110 and administrative expense claims in connection with AMR administrative expense claim
10/26/05	14863	J.C. Nelson	.60	160	96.00	8876082	Respond to inquiry from M. Hughes, counsel for AMBAC regarding objection
10/27/05	14863	J.C. Nelson	.60	160	96.00	8876443	Telephone call with A. Schwartz regarding settlement offer on Viacom matter and investigate same

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

Proforma No.: 565819 as of 10/31/05
Requested By: knsmith on 04/10/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
10/27/05	14863	J.C. Nelson	3.70	160	592.00	8876497	Telephone call with A. Ferrante regarding AMR (.2); telephone call with S. Everett and A. Ferrante to discuss status of AMR, especially status of AMR's negotiations with GE and possibility of settlement (1.5); work on response to AMR's administrative expense claim application (2.0)
10/28/05	10563	T.E. Hall	.70	205	143.50	8881698	Attend to issues related to training grant demand for audit (Illinois)
10/28/05	10563	T.E. Hall	.80	205	164.00	8881715	Attend to AIG aviation insurance payment and other issues with W. Malone (.8)
10/28/05	10563	T.E. Hall	1.30	205	266.50	8881716	Continue review of secured and priority claims for objections (1.3)
10/28/05	10563	T.E. Hall	.60	205	123.00	8881721	Attend to property tax documents regarding judgments obtained on pre petition assessments and demand letters (.6)
10/28/05	14863	J.C. Nelson	3.20	160	512.00	8876986	Telephone call with S. Frick regarding CSC/Colgan (.2); telephone call with M Moraino regarding same (.1); telephone call with J. Hill regarding serial numbers (.2) attend to inquiry for P. Maskell regarding discrepancy in Saab engine and propellers, serial numbers and e-mails regarding same (.6); e-mails regarding possible change to deal with GE to enroll engines in ECOMP in light of AMR's proposed deal (.4); telephone call with P. Maskell regarding serial numbers (.2); investigate discovery on serial numbers (.5); attend to various issues regarding same (1.0)
10/28/05	14863	J.C. Nelson	.30	160	48.00	8877341	Attend to and respond to inquiry from counsel for ILFC and AMBAC regarding objection to aircraft lease rejection damages claims
10/28/05	14863	J.C. Nelson	2.00	160	320.00	8877462	Work on drafting a response/objection to AMR's administrative expense claim
10/28/05	14863	J.C. Nelson	.20	160	32.00	8877745	Telephone call with S. Heim, counsel for US Bancorp, regarding extension of deadline to respond to claims objection
10/29/05	14863	J.C. Nelson	4.00	160	640.00	8877801	Drafting objection to AMR administrative expense claim and research Section 110 in connection with same
10/30/05	14863	J.C. Nelson	3.00	160	480.00	8877847	Drafting objection to AMR

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

Requested By: knsmith on 04/10/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
10/31/05	10563	T.E. Hall	1.20	205	246.00	88822221	administrative expense claims
10/31/05	10563	T.E. Hall	1.00	205	205.00	88822256	Review administrative claims filed for C8 for objections (1.2) Continue draft of claim objections and analysis regarding secured and priority claims (1.0)
10/31/05	14863	J.C. Nelson	6.10	160	976.00	8878349	Continued research on Section 1110 in connection with drafting objection to AMR administrative claim and drafting the same and lengthy conference with Committee to discuss strategy regarding same
10/31/05	14863	J.C. Nelson	.40	160	64.00	8878368	Lease rejection damages working group meeting
10/31/05	14863	J.C. Nelson	.40	160	64.00	8878465	Attend to issues regarding C8 administrative expense claims and developing a process to respond to same
10/31/05	15476	L.T. Perry	.20	155	31.00	8876401	Email to Mike Adley re: Evelyn Spiller's claim and conversation with Terry Hall re: uploading of necessary Order
Total for B005			98.70				
B006	EMPLOYEE BENEFIT/PENSIONS						
10/04/05	10833	J.W. Purcell	1.10	410	451.00	8844187	Review and revision of pilots' stock option plan
10/07/05	10771	J.M. Carr	1.30	430	559.00	8830340	Conference telephone calls ATSB
10/10/05	10833	J.W. Purcell	.50	410	205.00	8843630	Review 409A regulations regarding stock valuation for option plan purposes
10/11/05	10771	J.M. Carr	.60	430	258.00	8835441	Telephone call B. Hunt and e-mails re R. Meyer re ALPA settlement hearing
10/11/05	10771	J.M. Carr	.80	430	344.00	8835522	Preparation for and participate in hearing re approval ALPA settlement
10/14/05	15050	P.J. Gillin	.50	230	115.00	8848457	Telephone call from Mr. Purcell regarding Option Plans
10/14/05	10833	J.W. Purcell	3.30	410	1,353.00	8881151	Conference with P. Gillin; review union agreement and 409A regulations; review and revision of pilot union stock option plan
10/29/05	10773	S.A. Claffey	.30	410	123.00	8874674	Review request by David Kleiman for Baker & Daniels to identify potential job incentive programs maintained by the State of Indiana or City of Indianapolis to support job retention in connection with an Ambassador sale and prepare and forward to Mark Moore a memo requesting his input on this question (.3)
Total for B006			8.40				
							3,408.00

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

S.A. Claffey
 ATA Airlines, Inc.
 Restructuring

Proforma No.: 565819 as of 10/31/05
 Requested By: knsmith on 04/10/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
10/04/05	B007 10773	FEE/EMPLOYMENT APPLICATIONS S.A. Claffey	.40	410	164.00	8830903	Review and provide suggested changes to Second Fee Application of Baker & Daniels (.4)
10/04/05	10563	T.E. Hall	1.60	205	328.00	8824820	Review and revise second quarterly fee application for Baker & Daniels (1.6)
10/04/05	10563	T.E. Hall	.20	205	41.00	8824823	Continue to coordinate Mercer increased scope of services and respond to e-mails and voicemails (.2)
10/04/05	10414	S.B. Laughlin	1.60	130	208.00	8823137	Extensive review of proformas and second fee application (1.6).
10/04/05	14863	J.C. Nelson	3.10	160	496.00	8843040	Draft second fee application
10/05/05	10563	T.E. Hall	1.90	205	389.50	8824838	Review proforma for fee application for confidential information redaction (1.9)
10/05/05	10414	S.B. Laughlin	2.00	130	260.00	8825975	Revise/finalize numerous fee application exhibits for filing (1.5); revise, finalize and electronically file Application and Affidavit (.4); draft hearing notice and e-mails with C. Davidson regarding same(.1).
10/05/05	14863	J.C. Nelson	2.10	160	336.00	8843196	Review proformas to be submitted as exhibits to second Quarterly Fee Application and redact any confidential information
10/07/05	10773	S.A. Claffey	.40	410	164.00	8831373	Billing of September time (.4)
10/10/05	10563	T.E. Hall	.30	205	61.50	8831442	Attend to fee application for Navigant Consulting (.3)
10/11/05	10563	T.E. Hall	.40	205	82.00	8837663	Attend to Committee request on Second Fee Application unredacted versions (.4)
10/12/05	10563	T.E. Hall	.80	205	164.00	8841336	Attend to questions on fees and applications regarding Navigant Consulting (.8)
10/12/05	10563	T.E. Hall	.70	205	143.50	8841346	Begin review of September fee proformas (.7)
10/13/05	10563	T.E. Hall	.50	205	102.50	8848629	Coordinate with Navigant regarding fee application (.5)
10/18/05	10414	S.B. Laughlin	1.10	130	143.00	8849164	Begin drafting third quarterly fee application and affidavit (1.1).
10/24/05	10414	S.B. Laughlin	2.00	130	260.00	8859173	Continue drafting third fee application (2.0).
10/25/05	10414	S.B. Laughlin	1.50	130	195.00	8866519	Continue drafting third fee application (1.5).
10/28/05	10414	S.B. Laughlin	.40	130	52.00	8872612	Review proforma regarding General matter and assign task codes (.4).
10/31/05	10771	J.M. Carr	.40	430	172.00	8883925	Telephone call with J. McGonigal re Huron application and status of case
10/31/05	14863	J.C. Nelson	.20	160	32.00	8878548	Telephone call with T. Young regarding Skyworks interim fee applications

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

Requested By: knsmith on 04/10/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
Total for B007			21.60	3,794.00			
B009 FINANCING							
10/03/05	10759	J.A. Aschleman	2.50	445	1,112.50	8837033	Work on rights offering documents; review plan as filed
10/03/05	10563	T.E. Hall	.70	205	143.50	8821427	Telephone call with S. Frick regarding continuing issues related to financing (.7)
10/03/05	14863	J.C. Nelson	1.00	160	160.00	8842400	Attend to e-mail from Jefferies regarding [REDACTED]
10/04/05	10759	J.A. Aschleman	3.20	445	1,424.00	8837085	[REDACTED] and telephone call with Gilles Sion regarding same and e-mails regarding same
10/04/05	10773	S.A. Claffey	.40	410	164.00	8830845	Research and analysis of securities laws issues in rights offering; registration rights and financing; review option plans; work on plan and disclosure statement
10/05/05	10759	J.A. Aschleman	3.50	445	1,557.50	8837121	Review Hart Scot Rodino questions with Jerry Jenkins respecting new equity injection and aggregation rules respecting Southwest (.4)
10/05/05	14863	J.C. Nelson	.40	160	64.00	8843197	Work on financing matters; meeting at Company
10/06/05	10759	J.A. Aschleman	3.60	445	1,602.00	8837149	Telephone call with D. Darrow, counsel for MatlinPatterson, regarding [REDACTED] and numerous e-mails regarding same
10/06/05	10771	J.M. Carr	1.20	430	516.00	8830139	Review financing bids and extended conference calls regarding same
10/06/05	10771	J.M. Carr	.90	430	387.00	8830168	Review DIP financing motion
10/06/05	14863	J.C. Nelson	.30	160	48.00	8843839	Review MP and other proposals
10/07/05	10759	J.A. Aschleman	6.50	445	2,892.50	8837178	Telephone call with H. Shin regarding need to clarify regarding [REDACTED] message and e-mail to D. Darrow regarding same
10/07/05	10771	J.M. Carr	1.40	430	602.00	8830337	Review proposals; conference calls with lawyers for bidder; revise proposals; conferences regarding alternatives; tax issues
10/07/05	10771	J.M. Carr	.80	430	344.00	8830343	Review MP proposal; conference telephone call MP representatives
							Telephone call D. Darrow and other attorneys MP re process and procedure

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

Proforma No.: 565819 as of 10/31/05
 Requested By: knsmith on 04/10/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
10/07/05	10771	J.M. Carr	.90	430	387.00	8830353	Telephone calls L. Wright and other SWA representatives re administrative claims and [REDACTED] New Investor DIP loan
10/07/05	10771	J.M. Carr	1.60	430	688.00	8830358	Conference telephone calls ATA representatives re status and procedure and new [REDACTED] plan
10/07/05	10771	J.M. Carr	.70	430	301.00	8830366	Draft language for MP proposal to replace [REDACTED] and e-mail
10/07/05	10563	T.E. Hall	.80	205	164.00	8829461	Conference with client on updates to financing options (.8)
10/10/05	10759	J.A. Aschleman	5.60	445	2,492.00	8837210	Conference calls with MatlinPatterson attorneys regarding proposal; tax and restructuring matters; meeting at ATA regarding proposal
10/10/05	10771	J.M. Carr	1.10	430	473.00	8830918	Revise MP proposal
10/10/05	10771	J.M. Carr	.40	430	172.00	8830922	E-mails ATA and Jefferies re MP proposal
10/10/05	10771	J.M. Carr	1.60	430	688.00	8830935	Telephone calls with D. Darrow et al. (attorneys MP) re status and process
10/10/05	10274	J.D. Kimpel	1.20	240	288.00	8840437	Telephone call with Jerry Jenkins; research "voting securities" issue under H-S-R rules
10/11/05	10759	J.A. Aschleman	1.80	445	801.00	8837259	Work on tax issues and corporate reorganization; telephone conferences regarding status
10/11/05	10771	J.M. Carr	.40	430	172.00	8835517	Telephone call D. Darrow re status
10/11/05	10771	J.M. Carr	.90	430	387.00	8835528	Telephone call and e-mails Jefferies re SWA and ATSB collateral
10/11/05	10771	J.M. Carr	.60	430	258.00	8835547	Telephone call with D. Heroy re SWA position re MP proposal
10/11/05	10771	J.M. Carr	.70	430	301.00	8835560	Review agreement with Continental and telephone call B. Hunt
10/11/05	10773	S.A. Claffey	.40	410	164.00	8840565	Conference with Jefferies regarding collateral positions of ATSB and Southwest and possible collateral availability for new DIP financing by third party (.4)
10/11/05	10773	S.A. Claffey	.30	410	123.00	8840572	Review and decide what to be done regarding Southwest concerns on bidding/search process for new investment funds and brief conference with John Denison regarding this concern (.3)
10/11/05	10563	T.E. Hall	.50	205	102.50	8837596	Attend to issues related to new financing and conditions related to same (.5)
10/11/05	10563	T.E. Hall	.40	205	82.00	8837651	Telephone call with Company regarding potential new financing and timing (.4)

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

Proforma No.: 565819 as of 10/31/05
Requested By: knsmith on 04/10/06

S.A. Claffey
ATA Airlines, Inc.
Restructuring

Date	Atty	Name	Hours	Rate	Value	Index	Description
10/11/05	10274	J.D. Kimpel	.40	240	96.00	8841267	Research HSR rules on "voting securities" and discussed research with Jerry Jenkins
10/11/05	14863	J.C. Nelson	.10	160	16.00	8879741	Telephone call with E. Gurry regarding King Street Capital and e-mail regarding same
10/11/05	14863	J.C. Nelson	.60	160	96.00	8879754	Telephone call with A. Raz of Sidley regarding obtaining copies of APA Agreement and amendment to same and attending to procuring copies of same
10/12/05	10759	J.A. Aschleman	1.20	445	534.00	8866408	Conference calls regarding proposals and issues
10/12/05	10771	J.M. Carr	.60	430	258.00	8839469	Telephone calls Sidley and conference call with Sidley re various issues re MP and meeting with SWA on October 17
10/12/05	10771	J.M. Carr	.80	430	344.00	8839541	Conference telephone call with ATSB re extend cash use and capital raise
10/12/05	10563	T.E. Hall	.80	205	164.00	8841309	Conference call with ATSB and ATA regarding cash collateral and new business plan (.8)
10/12/05	14863	J.C. Nelson	.40	160	64.00	8879679	Telephone calls from and to A. Raz (Sidley & Austin) requesting copy of Southwest DIP documents and attention to request
10/13/05	10771	J.M. Carr	.30	430	129.00	8848508	E-mails re DIP financing timing
10/13/05	10771	J.M. Carr	.90	430	387.00	8848509	Review indicative term sheet
10/14/05	14863	J.C. Nelson	.80	160	128.00	8879540	Attend to inquiry from A. Raz regarding Midway Sale Lease
10/15/05	10771	J.M. Carr	.90	430	387.00	8845802	Review MP term sheet and code share terms
10/15/05	10771	J.M. Carr	.60	430	258.00	8845806	Conference telephone call ATA and ATSB
10/15/05	10771	J.M. Carr	.90	430	387.00	8845811	Conference telephone call with ATA, Jefferies and MP
10/17/05	10759	J.A. Aschleman	2.00	445	890.00	8866462	Work on tax and reorganization issues; review term sheet
10/17/05	10563	T.E. Hall	1.30	205	266.50	8848762	Attend to cash collateral stipulation and filing; numerous telephone calls and e-mails (1.3)
10/17/05	14863	J.C. Nelson	.40	160	64.00	8879077	Attend to inquiry from counsel for New Investor regarding sharing of new business and Southwest Equity Investment Agreement, including e-mails regarding same
10/18/05	10759	J.A. Aschleman	.80	445	356.00	8866506	Conferences with Carr and Bennett; tax issues
10/18/05	10771	J.M. Carr	.60	430	258.00	8849881	E-mails H. Shin re timetable and strategy
10/18/05	10771	J.M. Carr	.50	430	215.00	8849893	Conference with S. Claffey re status meetings involving MP and SWA in Dallas

Date	Atty	Name	Hours	Rate	Value	Index	Description
10/18/05	10771	J.M. Carr	.40	430	172.00	8849898	Telephone call with L. Beckerman
10/19/05	10759	J.A. Aschleman	1.20	445	534.00	8866512	Memo regarding "Bruno" transactions and review of response to committee; corporate issues
10/19/05	10771	J.M. Carr	1.20	430	516.00	8852810	Draft letter to L. Beckerman and e-mail to Jefferies and management
10/19/05	10771	J.M. Carr	.70	430	301.00	8852829	Telephone call Sidley (attorneys MP) re pleadings and process re implementation of DIP financing, exit equity capital, revised codeshare, sale of gates etc.
10/19/05	10773	S.A. Claffey	.10	410	41.00	8852968	Telephone call from Duncan Darrow regarding timing of DIP motion (.1)
10/20/05	10759	J.A. Aschleman	1.20	445	534.00	8866520	Extended conference call regarding timing and documents with counsel for MatlinPatterson
10/20/05	10771	J.M. Carr	.40	430	172.00	8854430	Telephone calls and e-mails re conference call with Sidley
10/20/05	10771	J.M. Carr	2.70	430	1,161.00	8854433	Preparation for and conference call with Sidley (MP lawyers) re status, strategy, pleadings and process re DIP financing and equity capital and chapter 11 plan
10/20/05	10563	T.E. Hall	2.60	205	533.00	8864567	Telephone call with investor attorneys and attend to issues related to New Investment Conditions and Plan and Disclosure Statement (2.6)
10/21/05	10759	J.A. Aschleman	1.30	445	578.50	8866537	Work on exit investment matters
10/21/05	10771	J.M. Carr	1.10	430	473.00	8856309	Review SWA revised term sheets for MP investment and codeshare
10/21/05	10771	J.M. Carr	3.20	430	1,376.00	8856330	Conference calls representatives ATA, Jefferies, and MP re SWA term sheet
10/21/05	10563	T.E. Hall	1.40	205	287.00	8862633	Conference call with attorneys for new investor regarding terms and procedures for financing (1.4)
10/22/05	10771	J.M. Carr	3.00	430	1,290.00	8856348	Review revised term sheets re base deal and codeshare; conference calls ATA, MP and SWA representatives
10/23/05	10771	J.M. Carr	3.70	430	1,591.00	8856430	E-mails and conference calls ATA, MP, SWA and Sidley re lock-up provision of MP term sheet and other provisions and course of action
10/24/05	10759	J.A. Aschleman	1.50	445	667.50	8866574	Conferences and conference call regarding financing issues
10/24/05	10771	J.M. Carr	.70	430	301.00	8859352	Telephone call with H. Shin and review Jefferies timetable and e-mails re capital raise
10/24/05	10771	J.M. Carr	1.10	430	473.00	8859355	Draft timetable re capital raise and reorganization
10/24/05	10773	S.A. Claffey	.20	410	82.00	8861930	Review letter from Official Creditors'