

Client Manager: S.A. Claffey S.A. Claffey
 Matter Manager: 10773 ATA Airlines, Inc.
 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
10/25/05	10759	J.A. Aschleman	4.50	445	2,002.50	8866590	Committee respecting its demands for additional information on capital raised (.2)
10/25/05	10771	J.M. Carr	.40	430	172.00	8862357	Work on financing, 8-K issues; documents and conference calls regarding same
10/25/05	10771	J.M. Carr	1.30	430	559.00	8862362	E-mails re call with MP and Jefferies
10/25/05	10771	J.M. Carr	1.10	430	473.00	8862364	Conference telephone call with Jefferies, MP, Sidley
10/25/05	10771	J.M. Carr	1.60	430	688.00	8867911	Telephone calls with S. Frick, F. Conway, W. Malone et al. re status motion to extend exclusivity, 8K, telephone call with MP, status and strategy re capital raise
10/25/05	14863	J.C. Nelson	.30	160	48.00	8876350	Preparation for ATSB meeting; review materials and conference call with Denison, Frick, Conway, and Jefferies
10/26/05	10759	J.A. Aschleman	3.10	445	1,379.50	8868064	Attend to inquiry regarding provision in certain of the exit financing confidentiality agreements
10/26/05	10773	S.A. Claffey	.10	410	41.00	8869006	Review term sheets, option plans, timetable, etc.; telephone conferences with counsel for investor; analyzing financing issues
10/26/05	10773	S.A. Claffey	.20	410	82.00	8869017	E-mail with Jim Carr, in District of Columbia, regarding need for ATSB to extend deadline to allow for an October 31 hearing on cash collateral use extension (.1)
10/26/05	14863	J.C. Nelson	.30	160	48.00	8875964	Reply to Sean Frick questions regarding new proposal from CSC regarding to Colgan financing (.2)
10/27/05	10759	J.A. Aschleman	4.20	445	1,869.00	8868089	Attend to inquiry from counsel for New Investor regarding copies of ATA by-laws, certificate of incorporation and articles of incorporation
10/27/05	10771	J.M. Carr	1.30	430	559.00	8884003	Conference call with MatlinPaterson legal counsel; work on option plan matters; rights offering issues; successor issuer questions and work on POR and Disclosure Statement
10/27/05	10771	J.M. Carr	.50	430	215.00	8884021	Conference call re ownership structure by MP entities re foreign ownership
10/27/05	10771	J.M. Carr	.60	430	258.00	8884023	E-mails S. Sinick re MP deal and foreign ownership issues
10/27/05	10771	J.M. Carr	.90	430	387.00	8884027	E-mails re cash use stipulation
10/27/05	10771	J.M. Carr	.60	430	258.00	8884066	E-mails re negotiations with UCC Telephone call with D. Darrow re meeting with ATSB

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Date	Atty	Name	Hours	Rate	Value	Index	Description
10/27/05	10274	J.D. Kimpel	.60	240	144.00	8878862	Conference call with Jerry Jenkins regarding status of HSR issues
10/28/05	10759	J.A. Aschleman	3.30	445	1,468.50	8881208	Work on financing and plan matters
10/28/05	10771	J.M. Carr	.60	430	258.00	8873100	E-mails re cash use stipulation and payment \$2.3 mm ad pre payment
10/28/05	10771	J.M. Carr	.40	430	172.00	8884114	Telephone call with D. Heroy re documentation of transaction and other issues
10/29/05	10771	J.M. Carr	.20	430	86.00	8873366	E-mails re cash use
10/29/05	10773	S.A. Claffey	.10	410	41.00	8874656	E-mail term sheet respecting City of Chicago resolution to ATA Officers, with brief comments (.1)
10/29/05	10773	S.A. Claffey	1.00	410	410.00	8874662	Revise term sheet for City of Chicago per input from Doug Yakola and based on review of background documents (1.0)
10/31/05	10771	J.M. Carr	.60	430	258.00	8883975	Telephone call with G. Sion (MP counsel) re timing of pleadings and strategy re DIP financing and reorganization
10/31/05	10771	J.M. Carr	2.90	430	1,247.00	8883979	Draft motion re DIP financing and break-up fee
10/31/05	10771	J.M. Carr	.80	430	344.00	8883988	Work on City of Chicago term sheet
10/31/05	10773	S.A. Claffey	.30	410	123.00	8894731	Attention to finalization of City of Chicago Term Sheet (.3)
10/31/05	10773	S.A. Claffey	.40	410	164.00	8894733	Conference with Doug Yakola regarding term sheet matters for City of Chicago (.4)
10/31/05	10773	S.A. Claffey	1.70	410	697.00	8894735	Revise City of Chicago Term Sheet and review same with Doug Yakola (1.7)
10/31/05	10773	S.A. Claffey	.40	410	164.00	8894737	Read e-mail from D. Ackerman and review her draft Term Sheet for City of Chicago (.4)
10/31/05	10773	S.A. Claffey	.10	410	41.00	8894738	E-mail D. Ackerman regarding status of ATA's Term Sheet (.1)
10/31/05	10773	S.A. Claffey	.30	410	123.00	8894740	Prepare e-mails to ATA respecting D. Ackerman's Term Sheet and differences between it and ATA's approach (.3)
10/31/05	10773	S.A. Claffey	.20	410	82.00	8894744	Conference with Doug Yakola regarding D. Ackerman's Term Sheet respecting treatment of Southwest and City of Chicago (.2)
10/31/05	10563	T.E. Hall	.40	205	82.00	8882242	Attend to 15th Cash Stipulation Agreement and filing (.4)
10/31/05	10274	J.D. Kimpel	.50	240	120.00	8878917	Telephone call with Jerry Jenkins regarding HSR filing for ATA
10/31/05	14863	J.C. Nelson	1.00	160	160.00	8878642	E-mails to various confidentiality agreement counter-parties informing them that ATA filed an 8-K to comply with provision in the confidentiality

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Date	Atty	Name	Hours	Rate	Value	Index	Description
Total for B009			50,664.50				agreements
B010 LITIGATION							
10/03/05	10563	T.E. Hall	.10	205	20.50	8821434	Telephone call to C. Bowles regarding Goodrich settlement (.1)
10/03/05	15514	R.M. Hurley	3.00	170	510.00	8819652	[Lease Rejection Claims]: Draft responses to Finova discovery (2.7); meeting of lease rejection claims team (.3)
10/03/05	15667	M.F. Juba	2.90	160	464.00	8860977	[Lease Rejection Claims] Attend to lease rejection litigation issues including claim comparison, discovery disputes, and conflicts issues (2.1); examine current aircraft lease chart, with specific attention toward Key Equipment and U.S. Bancorp. matters (.8)
10/03/05	16069	M.N. Red	.40	160	64.00	8820541	[Lease Rejection Claims]: Telephone conference with Patty Villars regarding Mark Travel document production
10/03/05	10862	J.H. Yeager Jr.	.40	400	160.00	8843505	[Lease rejection claims]: Work on new round of objections (.3); voicemail O'Neil re GECAS (.1)
10/04/05	15514	R.M. Hurley	2.10	170	357.00	8823376	[Lease Rejection Claims]: Review and revise responses to Finova discovery (1.5); review AMR lease rejection claims (.3); e-mail M. Cobb regarding Finova discovery responses (.3)
10/04/05	16069	M.N. Red	.20	160	32.00	8824796	[Lease Rejection Claims]: Conference with Kevin Toner regarding document production procedures
10/04/05	10862	J.H. Yeager Jr.	.80	400	320.00	8843601	[Lease rejection claims]: Emails re and work on 3018 planning with Terry Hall (.5); review Finova discovery response (.3)
10/05/05	10769	J.R. Burns	.60	375	225.00	8829868	Review W. Ponader correspondence and plan preference recovery strategy
10/05/05	10296	K.H. Hagan	1.70	155	263.50	8835958	[Lease rejection claims]: Telephone call with J. Yeager re updated claims posting (.1); telephone call T. Hall re same (.1); telephone call J. Nelson re same (.1); online research re review all claims added since late July 2005 for possible relation to lease rejection litigation (1.1); update tracking chart (.3)
10/05/05	15514	R.M. Hurley	1.10	170	187.00	8824774	[Lease Rejection Claims]: Telephone conference with M. Cobb regarding Finova discovery (.3); review and

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10/05/05	15667	M.F. Juba	.60	160	96.00	8861077	revise Finova discovery (.1); telephone conference and e-mails with Finova's counsel (.5) [Lease Rejection Claims] Examine debtor's responses to Finova's discovery requests
10/05/05	10862	J.H. Yeager Jr.	1.50	400	600.00	8843964	[Lease rejection claims]: Preparation for and conference call co-counsel re rejection, cure, and 3018 planning (1.2); work on, finalizing and execution of Finova discovery responses (.3)
10/06/05	15514	R.M. Hurley	.50	170	85.00	8826699	[Lease Rejection Claims]: E-mail S. Frick regarding Finova discovery (.1); revise verification page for Finova discovery and e-mail to M. Cobb (.4) [Lease rejection claims]: Work on discovery responses (Finova)
10/06/05	10862	J.H. Yeager Jr.	.20	400	80.00	8844038	Follow-up re preference recovery issues and strategies arising from meeting with W. Ponader
10/07/05	10769	J.R. Burns	.70	375	262.50	8829919	[Lease Rejection Claims]: Prepare documents for production to Finova (.1)
10/07/05	15514	R.M. Hurley	.10	170	17.00	8830072	Review recently revised spreadsheets relevant to potential preference recoveries and evaluate initial claims
10/10/05	10769	J.R. Burns	1.10	375	412.50	8839790	[Lease Rejection Claims]: Meeting with lease rejection claims team (1.5); review and revise second objection to lease rejection damage claims (.3)
10/10/05	15514	R.M. Hurley	1.80	170	306.00	8830582	[Lease Rejection Claims] Attend to extensive pending discovery matters related to the lease rejections and objections, including an analysis of the forthcoming second set of objections, potential conflicts, and settled claims (2.5); examine current aircraft lease chart, with specific attention toward aircraft related to forthcoming second set of claims
10/10/05	15667	M.F. Juba	3.90	160	624.00	8861207	objections (.6); attend to aircraft lease assumption and rejection matters including draft reports re same (.8) [Lease rejection claims]: Work on second round of lease rejection claims objections with Nelson and Hurley (.6); telephone calls O'Neil and Foster re same
10/10/05	10862	J.H. Yeager Jr.	.80	400	320.00	8844109	Correspondence to F. Conway re
10/11/05	10769	J.R. Burns	.50	375	187.50	8840309	

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Date	Atty	Name	Hours	Rate	Value	Index	Description
10/11/05	10862	J.H. Yeager Jr.	.40	400	160.00	8844265	preference recoveries (.2); analysis of claims (.5) [Lease rejection claims]: Dictate, review and revise correspondence Fred Klein of Aviation Specialists Group (ASG) re valuation (.2); emails F. Klein re same (.2) Review latest spreadsheet updates of potential preference payments and potential defenses [Lease rejection claims]: Emails re BMC claims tracking (.2); conference with R. Hurley re same (.2); clean out working file (.8); review tracking chart (.2)
10/12/05	10769	J.R. Burns	1.00	375	375.00	8869974	[Lease Rejection Claims]: Telephone conference with J. Yeager, J. Nelson and J. Graham regarding objection to claims relating to leased aircraft (.8)
10/12/05	10296	K.H. Hagan	1.40	155	217.00	8857038	[Lease Rejection Claims] Examine and evaluate the report of claims re lease rejections and related aircraft related leases
10/12/05	15514	R.M. Hurley	.80	170	136.00	8840307	[Lease rejection claims]: Preparation for and conference call J. Graham, R. Hurley and J. Nelson re aircraft claims objections for 3018 purposes (1.1); review and revise Klein letter (.8)
10/12/05	15667	M.F. Juba	1.00	160	160.00	8861255	[Lease rejection claims]: Conference call with B&D project team and Sommer Barnard attorneys re allocation of claims objections (.7); emails with BMC re request for updated copy of BMC claims tracking chart (.2); cross-compare BMC tracking chart to B&D tracking chart and to other B&D tracking materials for all claims to be objected to re: aircraft and engines prior to 10/18/05 and resultant preparation of chart with review analysis (5.9)
10/12/05	10862	J.H. Yeager Jr.	1.90	400	760.00	8882204	[Lease Rejection Claims]: Review and revise second objection to aircraft and engine lease claims (.6); telephone conference with J. Yeager, J. Nelson, and J. Graham regarding objection to aircraft and engine lease claims (1.8)
10/13/05	10296	K.H. Hagan	6.80	155	1,054.00	8857069	[Lease Rejection Claims] Work on interrogatories and request for
10/13/05	15514	R.M. Hurley	2.40	170	408.00	8843782	
10/13/05	15667	M.F. Juba	1.60	160	256.00	8861265	

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10/13/05	10862	J.H. Yeager Jr.	2.20	400	880.00	8872048	production of documents re second set of objections to filed claims (.9); evaluate claims data in preparation for filing second set of objections to proofs of claim (.7) (Lease rejection claims): Work on second round of objections (1.2); accelerate schedule for 3018 deadline (.3); review and revise and send engagement letter to ASG (.7) [Lease rejection claims]: Emails re discussion regarding inclusion of Provident Bank on second objection (.2); review draft discovery directed to claimants (.4); review M. O'Neil, Sommer Barnard email and attached charts of rejected aircraft and retained aircraft and review M. O'Neil updated lease tracking charts (.4); review BMC revised exhibit to Objection #2 (.2)
10/14/05	10296	K.H. Hagan	1.20	155	186.00	8857103	[Lease Rejection Claims] work on and finalize interrogatories and request for production of documents re second set of objections to filed claims (1.2); memo to lease rejection litigation team re same (.1) Attend to extensive pending discovery matters related to the lease rejections and objections, including an analysis of the forthcoming second set of objections, potential conflicts, and settled claims (2.0); work on U.S. Bancorp and Key Equipment lease rejection claims and discovery matters (1.7)
10/14/05	15667	M.F. Juba	1.30	160	208.00	8861292	[Lease rejection claims]: Weekly project team meeting (.5); revamp internal tracking chart to include multiple retained aircraft with objections to claims and gather detail behind claims for retained aircraft (2.7); review additional claims relating to retained aircraft added to tracking chart (1.1); cross-compare BMC objection #2 attachment against B&D objection chart and against B&D internal tracking chart (1.2); prepare chart of rejected aircraft with claims
10/14/05	15667	M.F. Juba	3.70	160	592.00	8861326	[Lease rejection claims]: Weekly project team meeting (.5); revamp internal tracking chart to include multiple retained aircraft with objections to claims and gather detail behind claims for retained aircraft (2.7); review additional claims relating to retained aircraft added to tracking chart (1.1); cross-compare BMC objection #2 attachment against B&D objection chart and against B&D internal tracking chart (1.2); prepare chart of rejected aircraft with claims
10/17/05	10296	K.H. Hagan	6.00	155	930.00	8857133	[Lease rejection claims]: Weekly project team meeting (.5); revamp internal tracking chart to include multiple retained aircraft with objections to claims and gather detail behind claims for retained aircraft (2.7); review additional claims relating to retained aircraft added to tracking chart (1.1); cross-compare BMC objection #2 attachment against B&D objection chart and against B&D internal tracking chart (1.2); prepare chart of rejected aircraft with claims

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10/17/05	15514	R.M. Hurley	.90	170	153.00	8847358	litigated by B&D for submission to expert witnesses (.3); review email from expert re information needed to begin valuation project (.1); conference with J. Yeager re selection of data to relay to expert (.1) [Lease Rejection Claims]: Review exhibit to objection to lease rejection claims (.4); meeting with lease rejection claims team (.3); review and revise second objection to aircraft and engine lease claims (.2) [Lease Rejection Claims] attend to discovery matters re second set of objections to proofs of claims filed involving lease rejections, and work on discovery matters re Key Equipment and U.S. Bancorp. (2.9); examine current chart of rejected aircraft numbers for purposes of claims objections and litigation and the draft second objection, including the attached exhibit (.9) (Lease rejection claims): Work on second omni. Objection (.7); telephone call Fred Klein (ASG) re expert opinion (.7)
10/17/05	15667	M.F. Juba	3.80	160	608.00	8859304	[Lease Rejection Claims] attend to discovery matters re second set of objections to proofs of claims filed involving lease rejections, and work on discovery matters re Key Equipment and U.S. Bancorp. (2.9); examine current chart of rejected aircraft numbers for purposes of claims objections and litigation and the draft second objection, including the attached exhibit (.9) (Lease rejection claims): Work on second omni. Objection (.7); telephone call Fred Klein (ASG) re expert opinion (.7)
10/17/05	10862	J.H. Yeager Jr.	1.40	400	560.00	8872148	[Lease Rejection Claims] attend to discovery matters re second set of objections to proofs of claims filed involving lease rejections, and work on continued discovery matters re Key Equipment and U.S. Bancorp [Lease rejection claims]: Update master case files
10/18/05	15667	M.F. Juba	1.80	160	288.00	8859988	[Lease Rejection Claims]: E-mail filed second objection to leased aircraft and engine claims (.1)
10/19/05	10296	K.H. Hagan	.50	155	77.50	8868316	Analysis of preference data
10/19/05	15514	R.M. Hurley	.10	170	17.00	8853902	Work to finalize list of initial preference demand recipients and consideration of potential claims and defenses re same
10/20/05	10769	J.R. Burns	.70	375	262.50	8875355	[Lease rejection claims]: Conferences with J. Yeager re valuation analysis (.4); prepare new chart for expert re to be used in valuations (2.8); two telephone calls J. Graham (Sommer Barnard) (.2); conference with J.
10/20/05	10769	J.R. Burns	1.50	375	562.50	8875395	
10/20/05	10296	K.H. Hagan	5.50	155	852.50	8868659	

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10/20/05	10862	J.H. Yeager Jr.	.40	400	160.00	8872527	Yeager re how to calculate rent and types of rent (.2); update closing documents indices notebooks (.7); email Graham re expert chart (.1); begin review of individual aircraft leases re rent calculation project (1.1)
10/21/05	10296	K.H. Hagan	.20	155	31.00	8868918	[Lease rejection claims]: Conference with K. Hagan re generating data for ASG calculations
10/21/05	15514	R.M. Hurley	.10	170	17.00	8859025	[Lease rejection claims]: Emails with Sommer Barnard attorneys re conference call scheduling
10/24/05	10296	K.H. Hagan	.60	155	93.00	8868928	[Lease rejection claims]: E-mails from J. Graham and M. O'Neil regarding objections to aircraft and engine claims (.1)
10/24/05	15514	R.M. Hurley	1.00	170	170.00	8859098	[Lease rejection claims]: weekly project team status meeting
10/24/05	15667	M.F. Juba	2.70	160	432.00	8883201	[Lease Rejection Claims]: Meeting with Lease rejection claims team (1.0) [Lease Rejection Claims] Attend to lease rejection litigation issues including claim comparison, discovery disputes, and conflicts issues (1.3); examine additional SAAB aircraft lease documents (1.4)
10/24/05	10862	J.H. Yeager Jr.	.90	400	360.00	8873914	(Lease rejection claims): Work on claim valuation procedure; voicemails regarding GATX response and extension of time
10/25/05	10296	K.H. Hagan	1.10	155	170.50	8869277	[Lease rejection claims]: Review Akin Gump email re claims not listed on objections (.1); review claims corresponding to Akin Gump email and review of claims (.5); review notes on same (.3); conference with J. Yeager re Akin Group inquiry (.1); email lease litigation project team re Akin Gump inquiry (.1)
10/25/05	15514	R.M. Hurley	.20	170	34.00	8861897	[Lease Rejection Claims]: Review e-mail from A. Ferrante regarding objections to aircraft and engine claims
10/25/05	15667	M.F. Juba	1.70	160	272.00	8883062	[Lease Rejection Claims] Examine claims comparison provided by client and evaluate relevant aircraft and aircraft engines not included in the second set of objections as to determine the type of claims excluded
10/26/05	10296	K.H. Hagan	.30	155	46.50	8869361	[Lease rejection claims]: Review log

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10/26/05	15514	R.M. Hurley	1.20	170	204.00	8863934	of claims (.1); conference with R. Hurley re Akin Gump claims query (.1); update master case files (.1) [Lease Rejection Claims]: Review e-mail from A. Ferrante regarding claims not included in aircraft and engine claims objections (.2); review claims referred to in A. Ferrante e-mail (1.0)
10/27/05	15514	R.M. Hurley	.10	170	17.00	8867001	[Lease Rejection Claims]: Review motion to extend confirmation period (.1)
10/28/05	10296	K.H. Hagan	.30	155	46.50	8884025	[Lease rejection claims]: Review multiple emails re ILFC deadline extension to respond to objection and AMBAC deadline extension to respond to objection
10/28/05	15667	M.F. Juba	2.50	160	400.00	8883633	Phone call from S. Heim, counsel for US Bancorp Equipment Finance, re updated information as to specific aircraft, aircraft engines, and the leases for same (.1); memo to lease rejection litigation team re same (.1); research re specific GE engines subject to the changes in status as described by S. Heim (1.0); attend to discovery matters related to US Bancorp (1.3)
10/28/05	10304	M.A. Werling	4.00	240	960.00	8880869	Prepare for and participate in conference call re preference status issue (2.0); work on detailed follow-up items, revisions to analysis in response to same (2.0)
10/31/05	10296	K.H. Hagan	2.50	155	387.50	8884060	[Lease rejection claims]: Weekly project team meeting (.4); telephone call J. Graham (Sommer Barnard) re aircraft lease payment schedules (.1); memo to J. Graham, M. O'Neil re aircraft lease payment schedules (.2); email project team re results of telephone call with J. Graham (.1); review J. Graham email re edits to chart prepared for valuation expert (.1); conference with J. Yeager and R. Hurley re Graham requested changes to valuation chart (.2); review M. O'Neil email and attached updated fleet and engine status report and compare to B&D tracking chart (.5); emails with J. Nelson re extensions of time for claimants to respond to second objection (.1); review tracking chart

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10/31/05	15514	R.M. Hurley	1.50	170	255.00	88767556	for updates (.2); review lease data re payment schedules (.6)
10/31/05	15667	M.F. Juba	2.10	160	336.00	88838664	[Lease Rejection Claims]: Meeting with lease rejection damages team (1.5) [Lease Rejection Claims] Attend to discovery matters, conflict matters, and aircraft lease issues (1.1); examine updated aircraft lease chart and compare to rejected US Bancorp and Key Equipment leases (.6); evaluate correspondence re aircraft lease payments and the sets of objections to certain claims filed (.4)
10/31/05	10862	J.H. Yeager Jr.	.80	400	320.00	8882972	[Lease rejection claims]: Work on procedure for unsecured claim valuation and collection of data for same
Total for B010				97.10			
B012	PLAN AND DISCLOSURE STATEMENT						
10/01/05	15473	N.L. McDonald	1.60	155	248.00	88386648	Continue researching company filings for relevant subscription forms; begin drafting a Subscription Form to be provided to Qualified Holders of General Unsecured Claims regarding the Rights Offering
10/02/05	10563	T.E. Hall	3.90	205	799.50	8824790	Review all filings from September 30, 2005 on Disclosure Statement and Plan to identify all missing and necessary information for communication with Company and constituent parties (3.9)
10/02/05	15473	N.L. McDonald	1.70	155	263.50	88386660	Continue drafting a Subscription Form and Instructions to be provided to Qualified Holders of General Unsecured Claims regarding the Rights Offering
10/03/05	10773	S.A. Claffey	.40	410	164.00	8830641	Work on draft Disclosure Statement and Amendments to be made thereto (.4)
10/03/05	10773	S.A. Claffey	.30	410	123.00	88306680	Review e-mails from Jack Schultz respecting information to be added to Disclosure Statement on cost justifications respecting liquidation of subsidiaries (.3)
10/03/05	10563	T.E. Hall	1.40	205	287.00	8821435	Telephone call and follow up on executory contracts with Navigant and BMC related to Plan (1.4)
10/03/05	15473	N.L. McDonald	2.10	155	325.50	88386667	Complete drafting the Subscription Form and Instructions to be provided to Qualified Holders of General Unsecured Claims regarding the Rights Offering; revise Subscription Form and

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10/04/05	10771	J.M. Carr	.80	430	344.00	8823729	Instructions Conference call F. Conway, S. Frick, et al. regarding going concern valuation and other plan confirmation issues
10/04/05	10771	J.M. Carr	1.10	430	473.00	8823741	Telephone calls and e-mails S. Frick and Huron regarding liquidation analysis
10/04/05	10773	S.A. Claffey	.20	410	82.00	8830850	E-mails with ATA Officers regarding Disclosure Statement and rejection damages review (.2)
10/04/05	10563	T.E. Hall	1.80	205	369.00	8824798	Telephone call with Restructuring Committee at company on valuation/liquidation/pro forma projections and follow up e-mails and additional telephone calls (1.8)
10/04/05	10563	T.E. Hall	.70	205	143.50	8824802	Participate in telephone call with Huron on liquidation analysis (.7)
10/04/05	10563	T.E. Hall	2.00	205	410.00	8824827	Begin revision to Disclosure Statement regarding new information (2.0)
10/05/05	10563	T.E. Hall	.50	205	102.50	8824843	Telephone call with L. Beckerman and A. Ferrante and respond to e-mails regarding scheduling motion (.5)
10/05/05	10563	T.E. Hall	1.20	205	246.00	8824848	Telephone call with BMC regarding schedule amendments, objections, preferences, etc. (1.2)
10/06/05	10563	T.E. Hall	.50	205	102.50	8829423	Review Board summary of presentation for Plan and Disclosure Statement and e-mail with S. Frick (.5)
10/06/05	10563	T.E. Hall	.40	205	82.00	8829425	E-mail communications regarding Solicitation Procedures for voting on Plan (.4)
10/06/05	10563	T.E. Hall	1.20	205	246.00	8829457	Continue review of new financing plans and effects on disclosure statement rewrite (1.2)
10/06/05	10563	T.E. Hall	2.40	205	492.00	8829458	Telephone calls regarding amending schedules, claim objections, and executory contracts all related to Plan (2.4)
10/07/05	10563	T.E. Hall	2.00	205	410.00	8829470	Review latest claims analysis for reorganizing debtors and respond to new financing lenders' requests for information (2.0)
10/07/05	10563	T.E. Hall	2.60	205	533.00	8829476	Review liquidation analysis and numerous calls with D. Bennett regarding same as well as tax effect of debt discharge and review discharge analysis (2.6)
10/07/05	10563	T.E. Hall	.70	205	143.50	8829483	Telephone calls with various creditors receiving notice of limited objection to claims for voting purposes (.7)

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

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Client: 0002184
Matter: 0002184.0005146 Restructuring

Requested By: knsmith on 04/10/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
10/10/05	10563	T.E. Hall	.80	205	164.00	8831427	Review [REDACTED] plan and implications for Plan and Disclosure Statement (.8)
10/10/05	10563	T.E. Hall	.40	205	82.00	8831443	Telephone calls and e-mails with creditors in ATA regarding inquiry on notice of limited objection to claims for voting purposes (.4)
10/11/05	10563	T.E. Hall	.80	205	164.00	8837639	Restructuring Committee call (.8)
10/11/05	14863	J.C. Nelson	.20	160	32.00	8847200	Attend to issues regarding current status of the Plan
10/17/05	10563	T.E. Hall	3.00	205	615.00	8848778	Revise Plan and Disclosure Statement and confirmation timeline and begin revision to scheduling and solicitation procedures motion and order (3.0)
10/18/05	10771	J.M. Carr	.70	430	301.00	8849888	Work on timetable for reorganization
10/18/05	10563	T.E. Hall	1.90	205	389.50	8849814	Attend to further timing issues regarding extending exclusivity and time for assumption/rejection of leases and motions for same (1.9)
10/18/05	10563	T.E. Hall	.60	205	123.00	8849819	Restructuring conference call with Company (.6)
10/18/05	10563	T.E. Hall	.40	205	82.00	8849841	Telephone call with V. Bakhshian regarding executory contracts and other Plan issues (.4)
10/19/05	10563	T.E. Hall	.70	205	143.50	8853078	Review new timeline created for confirmation and exit from bankruptcy (.7)
10/19/05	10563	T.E. Hall	1.80	205	369.00	8853112	Continue work on new timelines for Plan/Disclosure Statement, objections, schedules, etc. (1.8)
10/19/05	10563	T.E. Hall	.70	205	143.50	8853116	Review amendments to Plan and Disclosure Statement proposed by Wilmington Trust (.7)
10/21/05	10563	T.E. Hall	.20	205	41.00	8862618	Return telephone call to R. Rosenberg regarding Plan and Disclosure Statement comments (.2)
10/21/05	10563	T.E. Hall	.80	205	164.00	8862650	Telephone call with B. Hunt regarding objection filed to Disclosure Statement by tort claimants and review same (.8)
10/21/05	10563	T.E. Hall	.60	205	123.00	8862675	Attend to e-mails and voicemails regarding motion to continue Disclosure Statement hearing (.6)
10/24/05	10773	S.A. Claffey	.20	410	82.00	8861927	E-mails with ATA Officers regarding Reorganization Plan and related matters (.2)
10/24/05	10563	T.E. Hall	1.00	205	205.00	8862792	Coordinate with BMC regarding new timetable (1.0)
10/25/05	10563	T.E. Hall	.60	205	123.00	8862811	Restructuring conference call with W. Malone, S. Frick, M. Goodenow (.6)
10/25/05	10563	T.E. Hall	1.40	205	287.00	8862840	Attend to issues related to structuring

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S.A. Claffey
ATA Airlines, Inc.
Restructuring

Date	Atty	Name	Hours	Rate	Value	Index	Description
10/25/05	10563	T.E. Hall	1.10	205	225.50	8862845	of plan transactions for emergence (1.4) Attend to issues related to New Financing and timing issues for Plan and other matters (1.1)
10/25/05	10563	T.E. Hall	.80	205	164.00	8862852	Telephone calls with N. Ortega and A. Ferrante regarding objection to Disclosure Statement and sale of Ambasadair (.8)
10/25/05	15473	N.L. McDonald	1.60	155	248.00	8867148	Discuss successor issuer issue with J. Aschleman; begin researching to determine whether the new common stock to be issued by the newly formed holding company could be considered registered under Rule 12g-3 of the Securities Exchange Act of 1934 without the filing of a registration statement
10/26/05	10563	T.E. Hall	.80	205	164.00	8864642	Telephone call with W. Malone regarding timing issues on getting to exit (.8)
10/26/05	15473	N.L. McDonald	2.50	155	387.50	8867157	Continue researching to determine whether the new common stock to be issued by the newly formed holding company could be considered registered under Rule 12g-3 of the Securities Exchange Act of 1934 without the filing of a registration statement; discuss findings with J. Aschleman
10/27/05	10771	J.M. Carr	.80	430	344.00	8884005	Telephone call with Sidley attorneys re timetable
10/27/05	10563	T.E. Hall	.40	205	82.00	8867506	Attend to timing issues related to New Investor timeline transmitted (.4)
10/27/05	10563	T.E. Hall	2.00	205	410.00	8867539	Meeting with client at offices to go over tasks and timing for exit from Chapter 11 (2.0)
10/27/05	15473	N.L. McDonald	.40	155	62.00	8877659	Research Loral Space & Communications Subscription Form and Instructions; discuss rights offering and Subscription Form with M. Barnes
10/28/05	10773	S.A. Claffey	.40	410	164.00	8877890	Begin review of initial draft of Plan of Reorganization to identify changes required to reflect proposed deal with MatlinPatterson (.4)
10/28/05	10563	T.E. Hall	1.00	205	205.00	8881703	Telephone calls with D. Bennett regarding ATA Plan and Disclosure Statement and review and discuss memorandum (1.0)
10/28/05	10563	T.E. Hall	.90	205	184.50	8881723	Review and revise latest timeline for solicitation and coordinate with Company on new dates (.9)
10/30/05	10563	T.E. Hall	5.00	205	1,025.00	8882872	Continue revision to Plan and

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Date	Atty	Name	Hours	Rate	Value	Index	Description
10/31/05	10771	J.M. Carr	.60	430	258.00	8883902	Disclosure Statement based on new financing provisions and tax implications (5.0) Telephone call with H. Shin and F. Conway re status and strategy and timetable
10/31/05	10771	J.M. Carr	.80	430	344.00	8883931	Revise timetable re reorganization and DIP financing; e-mail to ATA
10/31/05	10773	S.A. Claffey	.30	410	123.00	8894747	Coordinate assembly of information for further amendment and revision to Disclosure Statement (.3)
10/31/05	10563	T.E. Hall	.80	205	164.00	8882216	Review and analyze comments regarding 96-97 EETC leases suggested changes to Plan and Disclosure Statement (.8)
10/31/05	10563	T.E. Hall	.30	205	61.50	8882235	Telephone call from Sean Frick regarding new timeline and dates for Plan and Disclosure Statement (.3)
10/31/05	10563	T.E. Hall	.30	205	61.50	8882251	Review term sheet for Chicago settlement in anticipation of altering the Plan (.3)
Total for B012			67.10				
10/07/05	14863	B013 RELIEF FROM STAY PROCEEDINGS J.C. Nelson	.20	160	32.00	8884223	Review and revise stipulation granting E. Spiller motion for relief from stay and order granting same
10/10/05	10563	T.E. Hall	.40	205	82.00	8831440	Attend to issues related to motion for relief from stay (Spiller) (.4)
10/10/05	14863	J.C. Nelson	.10	160	16.00	8844492	Review and revise motion and order modifying automatic stay (Evelyn Spiller)
10/10/05	15476	L.T. Perry	.10	155	15.50	8830047	Telephone conversation with Michael Adley, attorney for Plaintiff Evelyn Spiller re: stipulation and agreement to lift automatic stay
10/10/05	15476	L.T. Perry	.30	155	46.50	8830053	Revision to Stipulation Agreeing to Lift Automatic Stay for Evelyn Spiller; email to Michael Adley, attorney for Evelyn Spiller
10/10/05	15476	L.T. Perry	.10	155	15.50	8830057	Revision to Order Approving Stipulation in the case of Evelyn Spiller
10/10/05	15476	L.T. Perry	.10	155	15.50	8830062	Preparing fax of Stipulation and Motion to Lift Automatic Stay to Theresa Graham
10/11/05	15476	L.T. Perry	.10	155	15.50	8834981	Telephone conversation with Michael Adley, counsel for Plaintiff Evelyn Spiller, regarding stipulation to lift automatic stay
10/11/05	15476	L.T. Perry	.20	155	31.00	8835189	Conference with Terry Hall re: status

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Date	Atty	Name	Hours	Rate	Value	Index	Description
10/12/05	15476	L.T. Perry	.10	155	15.50	8837608	of the stipulation to remove automatic stay in the matter of Evelyn Spiller Telephone conversation with Mike Adley, attorney for Evelyn Spiller re: stipulation to lift automatic stay
10/20/05	14863	J.C. Nelson	.20	160	32.00	8861173	Review proposed changes for Stay relief Stipulation sent by defense counsel (R. Grotch) in Prasad and Harris personal injury actions and e-mail response regarding same
10/27/05	14863	J.C. Nelson	.80	160	128.00	8876456	Revise stipulation modifying automatic stay with M. Thomas to allow his personal injury action to proceed to the extent of available insurance
Total for B013			2.70	445.00			
B015 BUSINESS ANALYSIS							
10/05/05	10773	S.A. Claffey	.30	410	123.00	8831145	Conference with Jim Carr respecting potential implications of a revised ATA business plan (.3)
10/05/05	10304	M.A. Werling	.50	240	120.00	8854644	Additional attention to preference analysis issues
10/06/05	10773	S.A. Claffey	.40	410	164.00	8831254	Conference with Jim Carr respecting new developments and address legal implications of changing business plan, particularly as they relate to Southwest DIP Credit Agreement and Southwest Codeshare Agreement (.4)
10/07/05	10773	S.A. Claffey	.60	410	246.00	8831377	Conference with Jim Carr regarding MatlinPatterson proposals, new ATA revised business plan, Southwest Airlines questions regarding administrative expenses and possible alternative strategies and respecting potential ATSB positions, especially regarding bifurcation requirement of MatlinPatterson (.6)
10/26/05	10771	J.M. Carr	5.80	215	1,247.00	8864105	Travel to and from D.C. (5.8)
10/26/05	10771	J.M. Carr	4.50	430	1,935.00	8919622	Meeting with J. Denison, Frick, Conway, Jeffries & Watsky (MP) regarding ATSB meeting (.6); meeting ATSB (2.4); e-mails Beckerman regarding meeting UCC (.30); meeting with Denison, Conway and Frick regarding strategy regarding reorganization effort (.5)
Total for B015			12.10	3,835.00			
B016 CORPORATE FINANCE							
10/03/05	10771	J.M. Carr	1.90	430	817.00	8820903	Telephone calls F. Conway, J. Denison,

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Date	Atty	Name	Hours	Rate	Value	Index	Description
10/03/05	10771	J.M. Carr	.40	430	172.00	8820928	S. Frick and H. Shin regarding timing of various events regarding capital raise and other strategic issues
10/03/05	10771	J.M. Carr	.70	430	301.00	8820996	Telephone call E. Shaffer attorney Wells Fargo
10/03/05	10771	J.M. Carr	.40	430	172.00	8821008	E-mails L. Beckerman, S. Reisman and D. Heroy regarding capital raise process
10/04/05	14724	M.N. Barnes	.10	245	24.50	8857223	Telephone call L. Beckerman regarding schedule regarding capital raise
10/04/05	10771	J.M. Carr	.80	430	344.00	8823719	Discuss status of financing and related disclosure matters with J. Aschleman (.1)
10/04/05	10771	J.M. Carr	.60	430	258.00	8823725	Telephone call H. Shin, F. Conway regarding capital raise timing and strategy
10/04/05	10771	J.M. Carr	.80	430	344.00	8823764	E-mail L. Beckerman, S. Reisman, D. Heroy regarding timetable regarding capital raise
10/04/05	10771	J.M. Carr	.60	430	258.00	8823795	Draft affidavit of Carlston regarding break-up fee motion
10/05/05	15785	J. Blankenship	1.90	200	380.00	8838632	Work on DIP financing documents and Research investment agreements and review examples found (1.9)
10/05/05	10771	J.M. Carr	1.20	430	516.00	8824958	Draft and revise Carlston declaration
10/05/05	10771	J.M. Carr	2.60	430	1,118.00	8824970	Draft and revise motion regarding DIP financing
10/05/05	10771	J.M. Carr	.40	430	172.00	8824982	Telephone call L. Beckerman regarding capital raise schedule and other issues
10/05/05	10771	J.M. Carr	3.30	430	1,419.00	8825000	Review materials and conference telephone call J. Denison, F. Conway, S. Frick, et al. regarding MP request for spin off of Milco, capital raise and strategy
10/05/05	10771	J.M. Carr	.40	430	172.00	8825010	Initial review Indigo proposal
10/05/05	10771	J.M. Carr	.40	430	172.00	8825018	E-mails ATSB, SWA attorneys regarding capital raise
10/06/05	10771	J.M. Carr	.90	430	387.00	8830135	A.m. conference telephone call with Jefferies, Denison et al. re status of capital raise proposal
10/06/05	10771	J.M. Carr	.80	430	344.00	8830142	E-mails L. Beckerman, S. Reisman et al. re capital raise
10/06/05	10771	J.M. Carr	3.30	430	1,419.00	8830178	P.m. conference telephone calls re proposals and strategy re capital raise
10/07/05	14724	M.N. Barnes	1.50	245	367.50	8857490	Review and comment on MatlinPatterson proposal (1.0); discuss comments with J. Aschleman and update status (.5)
10/08/05	15785	J. Blankenship	1.50	200	300.00	8838659	Review filed Plan of Reorganization and Disclosure Statement (1.2); review Subscription Form (.3)

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Date	Atty	Name	Hours	Rate	Value	Index	Description
10/10/05	10773	S.A. Claffey	.50	410	205.00	8840484	Conference with Jim Carr regarding MatlinPatterson proposal and Southwest proposal and requirements and evaluate issues, problems and risk related to each (.5)
10/10/05	10773	S.A. Claffey	.40	410	164.00	8840486	Review Southwest Credit Agreement regarding its proposal and regarding fitting the Southwest DIP Credit Facility Terms with the MatlinPatterson proposal (.4)
10/10/05	10773	S.A. Claffey	4.10	410	1,681.00	8840508	Meeting at ATA with John Denison, Frank Conway, Sean Frick, John Graber, et al., regarding MatlinPatterson proposal, Southwest proposal, and requirements, ATSB issues related to MatlinPatterson proposal, Southwest Codeshare issues and strategies and new plan, timing respecting new DIP loan, Hart Scot Rodino issues related to proposed transactions, collateralization of new DIP loan, resolution of Hart Scot Rodino timing issues related to Southwest proposals, and conference with Doug Yakola regarding new concerns related to IAA/Regents Master Agreement and possible new approaches and options for ATA to pursue with IAA and Regents, given the "new OP6 business" plan (4.1)
10/11/05	14724	M.N. Barnes	.20	245	49.00	8857669	Discuss status of MatlinPatterson proposal with J. Aschleman (.2)
10/11/05	10771	J.M. Carr	.90	430	387.00	8835536	Telephone calls J. Denison re various strategic issues re capital raise
10/11/05	10771	J.M. Carr	.80	430	344.00	8835543	Conference telephone call J. Denison et al. and Jefferies re status and strategy re capital raise
10/13/05	10773	S.A. Claffey	.30	410	123.00	8846559	Review CSC response regarding Colgan financing option and possible leasing commitment (.3)
10/13/05	10773	S.A. Claffey	.30	410	123.00	8846560	Review new term sheet for ATA, Southwest and MatlinPatterson (.3)
10/14/05	10773	S.A. Claffey	.40	410	164.00	8846462	Review new term sheet prepared by Jefferies for Southwest investment and mark-up same (.4)
10/14/05	10773	S.A. Claffey	.20	410	82.00	8846469	Coordinate review of issues and negotiations with MatlinPatterson and Southwest with Sean Frick (.2)
10/14/05	10773	S.A. Claffey	.30	410	123.00	8846476	Review and respond to e-mails from ATA

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Date	Atty	Name	Hours	Rate	Value	Index	Description
10/16/05	10773	S.A. Claffey	.50	410	205.00	88462250	Officers regarding MatlinPatterson proposal and Southwest Codeshare issues (.3)
10/16/05	10773	S.A. Claffey	.50	410	205.00	88462257	Review new term sheet for ATA/Southwest as submitted by MatlinPatterson and new term sheet for ATA/Southwest Codeshare Agreement, as submitted by MatlinPatterson (.5)
10/16/05	10773	S.A. Claffey	1.50	410	615.00	88462262	Prepare for meeting in Dallas with Southwest and MatlinPatterson (.5) Travel to Dallas for meeting with ATA, Southwest and MatlinPatterson officers and representatives (only 1/2 of travel time posted) (1.5)
10/16/05	10773	S.A. Claffey	.50	410	205.00	8846306	Participate in conference call with ATA Officers and Jefferies representatives respecting a new MatlinPatterson proposal and implications to negotiations with Southwest (.5)
10/16/05	10773	S.A. Claffey	.50	410	205.00	8851489	Conferences with Sean Frick in preparation for negotiations with MatlinPatterson and Southwest, including review of [REDACTED] request of Southwest respecting Codeshare Agreement (.5)
10/17/05	10773	S.A. Claffey	.80	410	328.00	8851520	Preliminary meeting with John Denison, Frank Conway, Sean Frick and Subodh Karnik in preparation for meeting and negotiations with MatlinPatterson and Southwest principals (.8)
10/17/05	10773	S.A. Claffey	9.80	410	4,018.00	8851522	Day long meetings and negotiations, and related discussions, with Southwest Officers and counsel, and MatlinPatterson principals and counsel (including representatives of Jefferies, SkyWorks and Bain Consulting) at Southwest Headquarters in Dallas, TX (9.8)
10/18/05	10773	S.A. Claffey	.40	410	164.00	8851541	Meeting with John Denison, Frank Conway and Sean Frick to identify important points to be further discussed with MatlinPatterson (.4)
10/18/05	10773	S.A. Claffey	1.50	410	615.00	8851542	Meetings with Jefferies and Bain representatives to discuss outstanding issues in negotiations between MatlinPatterson and Southwest (1.5)
10/18/05	10773	S.A. Claffey	5.80	410	2,378.00	8851549	Participate in day long meetings at Bain Consulting Offices and then Southwest Airlines Corporate

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Date	Atty	Name	Hours	Rate	Value	Index	Description
10/18/05	10773	S.A. Claffey	1.80	410	738.00	8851600	Headquarters with MatlinPatterson representatives and counsel and Southwest Airlines representatives and counsel and ATA Officers (John Denison, Frank Conway, Subodh Karnik, Sean Frick) (5.8)
10/19/05	10771	J.M. Carr	.70	430	301.00	8852815	Flight to Indianapolis (only 1/2 of flight time recorded) (1.8)
10/20/05	10771	J.M. Carr	.90	430	387.00	8854424	Telephone calls S. Frick and J. Denison re status and strategy re capital raise Revise letter and summary to L. Beckerman re capital raise proposals and e-mail L. Beckerman
10/21/05	14724	M.N. Barnes	.20	245	49.00	8858052	Review 8-K regarding Denison employment contract (.2)
10/21/05	10773	S.A. Claffey	.20	410	82.00	8860586	Review Southwest Term Sheet respecting Codeshare restructuring to satisfy MatlinPatterson (.2)
10/21/05	10773	S.A. Claffey	.30	410	123.00	8860603	Review Term Sheets issued by Jefferies with respect to MatlinPatterson Investment (.3)
10/22/05	10773	S.A. Claffey	.40	410	164.00	8860604	Review new modified investment and codeshare term sheets from MatlinPatterson (.4)
10/22/05	10773	S.A. Claffey	1.20	410	492.00	8860606	Participate in telephone conference with Southwest Officers, ATA Officers, MatlinPatterson Officers and counsel, Southwest counsel, Jefferies and SkyWorks representatives regarding major issues that remain open under term sheet for investment and term sheet for restructuring of Southwest Codeshare (1.2)
10/22/05	10773	S.A. Claffey	.60	410	246.00	8860607	Post-conference conference and debriefing with ATA Officers and Jefferies representatives regarding primary open issues which appear to be posing significant challenges under the new MatlinPatterson term sheets for investment and codeshare restructuring (.6)
10/23/05	10773	S.A. Claffey	.60	410	246.00	8860403	Conference call with Southwest Officers and investment banker, MatlinPatterson representatives and counsel, ATA Officers, Jefferies representatives and counsel regarding Southwest/MatlinPatterson issues and Codeshare restructuring issues (.6)
10/23/05	10773	S.A. Claffey	.50	410	205.00	8860414	Post-conference debriefing and

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Date	Atty	Name	Hours	Rate	Value	Index	Description
10/23/05	10773	S.A. Claffey	.60	410	246.00	8860426	conference with ATA Officers (Denison, Conway, Frick, Graber, Karnik) and Jefferies regarding significant remaining open issues with MatlinPatterson on Codeshare restructuring and its utilization of the Codeshare restructuring as a tool to enhance its exclusive position as purchaser (.5) Further telephone conference with MatlinPatterson and its counsel, Jefferies and its counsel and ATA Officers respecting MatlinPatterson's evaluation of Southwest counter-proposals (.6) Conference with Sean Frick, John Denison, Frank Conway, Doug Yakola regarding MatlinPatterson and Southwest matters and regarding Committee communication issues and demands (.7) E-mails regarding need to obtain Southwest Credit Agreement Amendments from Southwest as a part of the MatlinPatterson proposal (.2) E-mails and telephone call with S. Frick et al. and work on re possible objection to file 8K re CIM E-mails Sidley et al. re timetable and other issues
10/24/05	10773	S.A. Claffey	.70	410	287.00	8861937	Begin review of revised term sheets for Southwest Codeshare restructuring and for satisfaction of MatlinPatterson requirements (.3) Prepare comprehensive report on proposed MatlinPatterson and Southwest transactions to support Hart Scott Rodino filing preparation and Hart Scott Rodino due diligence and consideration of Hart Scott Rodino filing issues related to the Southwest gate assignment transaction (.7) Conference with J. Aschleman and J. Carr regarding publication of confidential information memorandum (.5); draft 8-K (.4); review draft option plans (.5)
10/24/05	10771	J.M. Carr	1.60	430	688.00	8862353	Attention to Hart Scott Rodino filing with respect to MatlinPatterson investment and review for Section 4(c)
10/24/05	10771	J.M. Carr	.40	430	172.00	8862373	
10/25/05	10773	S.A. Claffey	.30	410	123.00	8862213	
10/25/05	10773	S.A. Claffey	.70	410	287.00	8862228	
10/25/05	10859	D.C. Worrell	1.40	435	609.00	8866127	
10/26/05	10773	S.A. Claffey	.20	410	82.00	8869010	

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
10/26/05	10859	D.C. Worrell	1.90	435	826.50	8868390	documents regarding MatlinPatterson investment (.2) Review draft option plans (.9); draft memorandum regarding securities law issues and other questions with respect to option plans (.7); revise 8-K (.3) Discuss status/tasks with J. Aschleman (.1)
10/27/05	14724	M.N. Barnes	.10	245	24.50	8868066	Telephone conference with MatlinPatterson attorneys and Jefferies attorneys (.7)
10/27/05	10773	S.A. Claffey	.70	410	287.00	8869047	Review MatlinPatterson/Jefferies time line proposal (.3)
10/27/05	10773	S.A. Claffey	.30	410	123.00	8869051	Participate in part in telephone conference with MatlinPatterson counsel regarding foreign investment issues and confer with Jim Carr respecting implications of same to reorganization plan (.5)
10/27/05	10773	S.A. Claffey	.50	410	205.00	8869053	Review provisions of City of Chicago Use Agreement relating to approval (whether approval is required by Department Of Aviation or City Council) of matters to be raised in connection with transactions with Southwest and MatlinPatterson (.2)
10/27/05	10773	S.A. Claffey	.20	410	82.00	8869073	Review and revise 8-K re CIM Conference with Jim Carr regarding MatlinPatterson issues and related matters to be addressed by ATA to accomplish capitalization closing (.3)
10/28/05	10771	J.M. Carr	.50	430	215.00	8874143	Review current MP proposal, codeshare arrangement and structure issues (1.0)
10/28/05	10773	S.A. Claffey	.30	410	123.00	8877820	Telephone call with B. Hunt re 8K and work on advising parties to NDAs
10/31/05	14724	M.N. Barnes	1.00	245	245.00	8881205	Review e-mails from counsel for MatlinPatterson and Jefferson (.4)
10/31/05	10771	J.M. Carr	.50	430	215.00	8883983	
10/31/05	10773	S.A. Claffey	.40	410	164.00	8894741	
Total for B016			74.60	29,959.00			
B020	TAX ISSUES						
10/03/05	10773	S.A. Claffey	.20	410	82.00	8830662	Conference with Frank Conway regarding tax issues related to reorganization plan (.2)
10/04/05	10762	D.P. Bennett	.70	375	262.50	8840806	Telephone conference with KPMG; obtain information regarding debt discharge
10/05/05	10762	D.P. Bennett	2.00	375	750.00	8840823	Review financial information; telephone conferences with KPMG; telephone conferences with T. Hall
10/06/05	10762	D.P. Bennett	2.20	375	825.00	8840848	Revise additional financial

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

Proforma No.: 565819 as of 10/31/05
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Date	Atty	Name	Hours	Rate	Value	Index	Description
10/07/05	10762	D.P. Bennett	7.50	375	2,812.50	8840938	information; telephone conference with KPMG
10/07/05	10771	J.M. Carr	.90	430	387.00	8830348	Tax research regarding "G" reorganization and issues related to basis adjustment; telephone conference with KPMG; telephone conference with J. Carr and J. Aschleman
10/10/05	10762	D.P. Bennett	2.00	375	750.00	8841009	Work on tax issues including telephone call D. Darrow
10/11/05	10762	D.P. Bennett	1.00	375	375.00	8841055	Review additional information; telephone conference with KPMG accountants
10/11/05	10771	J.M. Carr	.40	430	172.00	8835550	Conferences with J. Aschleman and S. Claffey regarding "Bruno" structure;
10/11/05	10773	S.A. Claffey	.20	410	82.00	8840567	review post-reorganization balance sheet; telephone conference P. Cox regarding alternatives
10/12/05	10762	D.P. Bennett	.10	375	37.50	8847956	Work on tax issues
10/14/05	10762	D.P. Bennett	3.80	375	1,425.00	8848101	Evaluate tax issues related to Reorganization Plan (.2)
10/16/05	10773	S.A. Claffey	.40	410	164.00	8846326	Prepare email to L. Bailey, et al
10/17/05	10762	D.P. Bennett	4.80	375	1,800.00	8850835	Review and analysis of schedules from KPMG and related tax research
10/18/05	10762	D.P. Bennett	3.00	375	1,125.00	8850942	Review of tax basis information assembled by KPMG for analysis of tax consequences related to proposed Plan of Reorganization and provide comments and suggestions to Don Bennett respecting this schedule and corrections needed thereto (.4)
10/19/05	10762	D.P. Bennett	1.50	375	562.50	8867455	Tax research regarding issue related to 338(h) elections and treatment of COD incurred on consolidated return
10/20/05	10762	D.P. Bennett	2.50	375	937.50	8867479	Telephone conference with KPMG accountants; tax research regarding status of notes as "securities" for tax purposes; additional analysis regarding tax consequences of formation of new holding company
10/24/05	10762	D.P. Bennett	.50	375	187.50	8868068	Revise memo regarding tax issues; telephone conference with P. Cox of Akin Gump and KPMG accountants
							Preparation for and telephone conference with J. Carr, et al.; additional analysis of whether Holdings can be part of the reorganized corporation
							Telephone conference with S. Avanti and S. Cohen regarding Bruno structure

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Date	Atty	Name	Hours	Rate	Value	Index	Description
10/25/05	10762	D.P. Bennett	1.50	375	562.50	8868101	Conference with J. Aschleman and T. Hall regarding Plan of Reorganization; begin work on revisions to Plan
10/25/05	10771	J.M. Carr	.40	430	172.00	8862360	Work on need for a Bruno transaction
10/28/05	10762	D.P. Bennett	4.80	375	1,800.00	8878452	Work on memo summarizing steps for Bruno reorganization; conference with J. Aschleman; telephone conference with T. Hall
10/30/05	10762	D.P. Bennett	4.00	375	1,500.00	8878637	Work on revisions to Plan of Reorganization
10/31/05	10762	D.P. Bennett	2.80	375	1,050.00	8878796	Work on revisions to Plan of Reorganization; review proposed term sheet for DIP financing
Total for B020			47.20				
Total Services							294,798.50
UNBILLED DISBURSEMENTS							
100	10/24/05	Miscellaneous	286.00	367522	1148892	2849848	Miscellaneous - Transcription Fees (Vendor: GCI Transcription Service)
Subtotal for Miscellaneous			286.00				
142	10/17/05	Postage/Air/Express Delivery	1.92	4823*	1148080	2846307	Postage/Air/Express Delivery - Vendor: United Parcel Service
	10/17/05		-1.92		1148126	2846438	Reversal from Void Check Number: 119694 Bank ID: OPERFW Voucher ID: 1148080 Vendor: United Parcel Service Postage/Air/Express Delivery - Vendor: United Parcel Service
Subtotal for Postage/Air/Express Del			.00				
155	10/16/05	Travel/Lodging	40.00	367507	1148849	2849705	Travel/Lodging - Vendor: James M. Carr
	10/17/05		40.00	367507	1148849	2849706	Travel/Lodging - Vendor: James M. Carr
	10/18/05		139.35	367513	1148856	2849712	Travel/Lodging - Vendor: Stephen A. Claffey Travel expenses in Dallas, TX
	10/26/05		20.00	367757	1149598	2853193	Travel/Lodging - Vendor: James

Client Manager: S.A. Claffey S.A. Claffey
 Matter Manager: 10773 ATA Airlines, Inc.
 Client: 0002184
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 Requested By: knsmith on 04/10/06

Date	Quantity	Value	Check No	Voucher ID	Index	Description
Subtotal for Travel/Lodging						
		239.35				M. Carr Parking
163 10/18/05	1	517.14	367513	1148856	2849711	Meals/Entertainment - Vendor: Stephen A. Claffey Travel expenses in Dallas, TX
Subtotal for Meals/Entertainment						
185 10/12/05	1	116.40	119642	1147730	2845804	Mileage to Indy for ATA meeting - - Vendor: Mark A. Werling
Subtotal for Mileage						
602 10/14/05	1	10.12			2849816	Computerized Research Westlaw
Subtotal for Computerized Research						
603 09/30/05	1	74.00			2858288	Computerized Research Global Securities Info., Inc.
Subtotal for Computerized Research - Other						
604 10/03/05	199	29.85			2844303	Copying Costs
10/03/05	28	4.20			2844304	Copying Costs
10/04/05	18	2.70			2844305	Copying Costs
10/04/05	11	1.65			2844306	Copying Costs
10/04/05	3	.45			2844307	Copying Costs
10/04/05	95	14.25			2844308	Copying Costs
10/05/05	50	7.50			2844309	Copying Costs
10/06/05	5	.75			2844310	Copying Costs
10/07/05	3	.45			2844311	Copying Costs
10/10/05	6	.90			2848282	Copying Costs
10/11/05	20	3.00			2848283	Copying Costs
10/12/05	246	36.90			2848284	Copying Costs
10/12/05	9	1.35			2848285	Copying Costs
10/12/05	5	.75			2848286	Copying Costs
10/12/05	5	.75			2848287	Copying Costs
10/12/05	171	25.65			2848288	Copying Costs
10/14/05	10	1.50			2848289	Copying Costs
10/17/05	276	41.40			2851712	Copying Costs
10/17/05	1	.15			2851713	Copying Costs
10/17/05	66	9.90			2851714	Copying Costs
10/17/05	87	13.05			2851715	Copying Costs
10/19/05	2,326	348.90			2851716	Copying Costs
10/19/05	8	1.20			2851717	Copying Costs
10/19/05	20	3.00			2851718	Copying Costs
10/19/05	5	.75			2851719	Copying Costs

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Date	Quantity	Value	Check No	Voucher ID	Index	Description
10/19/05	201	30.15			2851720	Copying Costs
10/19/05	4	.60			2851721	Copying Costs
10/20/05	3	.45			2851722	Copying Costs
10/20/05	292	43.80			2851723	Copying Costs
10/20/05	3	.45			2851724	Copying Costs
10/20/05	4	.60			2851725	Copying Costs
10/20/05	2	.30			2851726	Copying Costs
10/25/05	48	7.20			2854492	Copying Costs
10/26/05	26	3.90			2854493	Copying Costs
10/26/05	238	35.70			2854494	Copying Costs
10/26/05	13	1.95			2854495	Copying Costs
10/26/05	24	3.60			2854496	Copying Costs
10/26/05	20	3.00			2854497	Copying Costs
10/27/05	206	30.90			2854498	Copying Costs
10/28/05	13	1.95			2854499	Copying Costs
10/28/05	23	3.45			2854500	Copying Costs
10/28/05	23	3.45			2854501	Copying Costs
Subtotal for Copying Costs		722.40				

Date	Quantity	Value	Check No	Voucher ID	Index	Description
10/05/05	1	1.87			2845328	Caller: Foster : 212 440-4436
10/05/05	1	.70			2845329	Caller: Foster : 917 689-4869
10/05/05	1	1.25			2847670	Caller: Nelson : 703 714-7630
10/06/05	1	3.26			2845330	Caller: Hall : 216 241-2880
10/06/05	1	3.55			2845331	Caller: Carr : 212 336-7330
10/07/05	1	2.36			2845332	Caller: Carr : 212 336-7330
10/07/05	1	.43			2845333	Caller: Carr : 404 815-3534
10/07/05	1	.76			2845334	Caller: Hall : 818 321-1050
10/07/05	1	.55			2845335	Caller: Carr : 212 839-5486
10/07/05	1	1.85			2847671	Caller: Foster : 214 220-2459
10/07/05	1	.47			2847672	Caller: Nelson : 212 839-5812
10/11/05	1	2.01			2847673	Caller: Bennett : 212 872-1032
10/11/05	1	1.64			2851120	Caller: Conf. Room : 212 336-7330
10/11/05	1	3.51			2851121	Caller: Hall : 818 321-1050
10/12/05	1	.66			2847674	Caller: Nelson : 312 696-2508
10/13/05	1	.53			2851122	Caller: Hall : 818 321-1050
10/13/05	1	.99			2851123	Caller: Burns : 317 257-9233
10/13/05	1	1.60			2851124	Caller: Burns : 317 257-9233
10/14/05	1	.59			2847675	Caller: Nelson : 630 443-3120
10/18/05	1	1.72			2855855	Caller: Nelson : 312 840-7255
10/25/05	1	1.17			2855856	Caller: Nelson : 312 840-7255
10/25/05	1	4.50			2855857	Caller: Nelson : 703 980-2348
10/26/05	1	3.86			2855858	Caller: Claffey : 212 872-8012
10/27/05	1	2.77			2855859	Caller: Burns : 317 496-3072
10/27/05	1	1.62			2855860	Caller: Hall : 818 321-1050
10/28/05	1	1.44			2855861	Caller: Burns : 317 496-3072
10/31/05	1	1.37			2855862	Caller: Burns : 317 496-3072
Subtotal for Long Distance Telephone		47.03				

Subtotal for Long Distance Telephone 47.03

Client Manager: S.A. Claffey S.A. Claffey

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0002184 ATA Airlines, Inc.
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Date	Quantity	Value	Check No	Voucher ID	Index	Description
608 10/07/05	1	.50			2856641	Other Copying Expenses Misc Copies
10/07/05	1	8.02			2856660	Other Copying Expenses Misc Copies
10/07/05	1	6.00			2856676	Other Copying Expenses Misc Copies
10/07/05	1	2.60			2856678	Other Copying Expenses Misc Copies
10/07/05	1	4.00			2856681	Other Copying Expenses Misc Copies
10/07/05	1	6.00			2856683	Other Copying Expenses Misc Copies
10/07/05	1	2.00			2856685	Other Copying Expenses Misc Copies
10/07/05	1	1.50			2856687	Other Copying Expenses Misc Copies
10/07/05	1	14.00			2856707	Other Copying Expenses Misc Copies
10/07/05	1	2.52			2856711	Other Copying Expenses Misc Copies
10/14/05	1	6.00			2856877	Other Copying Expenses Misc Copies
10/14/05	1	4.00			2857745	Other Copying Expenses Misc Copies
10/21/05	1	.50			2857801	Other Copying Expenses Misc Copies
10/21/05	1	3.40			2857817	Other Copying Expenses Misc Copies
10/21/05	1	2.62			2857820	Other Copying Expenses Misc Copies
10/21/05	1	.60			2857821	Other Copying Expenses Misc Copies
10/21/05	1	4.00			2857827	Other Copying Expenses Misc Copies
10/21/05	1	8.00			2857851	Other Copying Expenses Misc Copies
10/21/05	1	60.00			2857854	Other Copying Expenses Misc Copies
10/31/05	1	.50			2857885	Other Copying Expenses Misc Copies
10/31/05	1	.50			2857888	Other Copying Expenses Misc Copies
10/31/05	1	1.66			2857910	Other Copying Expenses Misc Copies
10/31/05	1	2.52			2857915	Other Copying Expenses Misc Copies
10/31/05	1	1.24			2857917	Other Copying Expenses Misc Copies

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S.A. Claffey
 ATA Airlines, Inc.
 Restructuring

Date	Quantity	Value	Check No	Voucher ID	Index	Description	Misc
10/31/05	1	2.00			2857920	Other Copying Expenses	Misc
10/31/05	1	2.40			2857922	Copies	Misc
10/31/05	1	.80			2857925	Other Copying Expenses	Misc
10/31/05	1	7.00			2858007	Copies	Misc
10/31/05	1	8.00			2858008	Other Copying Expenses	Misc
Subtotal for Other Copying Expenses		162.88					
613	1	30.38			2850704	Postage/Air/Express Delivery	
10/07/05	1	34.31			2850724	United Parcel Service	
10/10/05	1	33.67			2843364	Postage/Air/Express Delivery	
10/14/05	1	31.22			2853089	United Parcel Service	
10/17/05	1	1.92			2846476	Postage/Air/Express Delivery	Fed
10/19/05	1	12.97			2854223	United Parcel Service	
Subtotal for Postage/Air/Express Del		144.47					

Attorney	Classification	Hours	Matter Rate	Matter Value	Standard Value	Premium Value	Last Date
10759 Aschleman, J.A.	Partner	51.00	445.00	22,695.00	22,695.00	24,480.00	10/28/05
10762 Bennett, D.P.	Partner	44.70	375.00	16,762.50	16,762.50	18,327.00	10/31/05
10769 Burns, J.R.	Partner	35.70	375.00	13,387.50	13,387.50	14,637.00	10/31/05
10769 Burns, J.R.	Partner	4.00	187.50	750.00	1,500.00	1,640.00	10/31/05
10771 Carr, J.M.	Partner	132.20	430.00	56,846.00	56,846.00	61,473.00	10/31/05
10771 Carr, J.M.	Partner	11.30	215.00	2,429.50	4,859.00	5,254.50	10/31/05
10773 Claffey, S.A.	Partner	126.00	410.00	51,660.00	51,660.00	56,070.00	10/31/05
10605 Foster, D.A.	Partner	26.50	300.00	7,950.00	7,950.00	8,877.50	10/31/05
10808 Jenkins, J.R.	Partner	11.40	375.00	4,275.00	4,275.00	4,674.00	10/31/05
10813 Lisher, M.K.	Partner	40.00	355.00	14,200.00	14,200.00	15,600.00	10/27/05
10830 Pfeiffer, H.A.	Partner	5.70	360.00	2,052.00	2,052.00	2,251.50	10/26/05
10833 Purcell, J.W.	Partner	4.90	410.00	2,009.00	2,009.00	2,180.50	10/14/05
10566 Springer, C.K.	Partner	0.40	250.00	100.00	100.00	110.00	10/11/05
10847 Stanley, R.K.	Partner	1.90	410.00	779.00	779.00	845.50	10/28/05

Total Disbursements 2,319.79

Total Services and Disbursements 297,118.29

TIME SUMMARY

Attorney	Classification	Hours	Matter Rate	Matter Value	Standard Value	Premium Value	Last Date
10759 Aschleman, J.A.	Partner	51.00	445.00	22,695.00	22,695.00	24,480.00	10/28/05
10762 Bennett, D.P.	Partner	44.70	375.00	16,762.50	16,762.50	18,327.00	10/31/05
10769 Burns, J.R.	Partner	35.70	375.00	13,387.50	13,387.50	14,637.00	10/31/05
10769 Burns, J.R.	Partner	4.00	187.50	750.00	1,500.00	1,640.00	10/31/05
10771 Carr, J.M.	Partner	132.20	430.00	56,846.00	56,846.00	61,473.00	10/31/05
10771 Carr, J.M.	Partner	11.30	215.00	2,429.50	4,859.00	5,254.50	10/31/05
10773 Claffey, S.A.	Partner	126.00	410.00	51,660.00	51,660.00	56,070.00	10/31/05
10605 Foster, D.A.	Partner	26.50	300.00	7,950.00	7,950.00	8,877.50	10/31/05
10808 Jenkins, J.R.	Partner	11.40	375.00	4,275.00	4,275.00	4,674.00	10/31/05
10813 Lisher, M.K.	Partner	40.00	355.00	14,200.00	14,200.00	15,600.00	10/27/05
10830 Pfeiffer, H.A.	Partner	5.70	360.00	2,052.00	2,052.00	2,251.50	10/26/05
10833 Purcell, J.W.	Partner	4.90	410.00	2,009.00	2,009.00	2,180.50	10/14/05
10566 Springer, C.K.	Partner	0.40	250.00	100.00	100.00	110.00	10/11/05
10847 Stanley, R.K.	Partner	1.90	410.00	779.00	779.00	845.50	10/28/05

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Attorney	Classification	Hours	Matter Rate	Matter Value	Standard Value	Premium Value	Last Date
10859 Worrell, D.C.	Partner	3.30	435.00	1,435.50	1,435.50	1,551.00	10/26/05
10862 Yeager Jr., J.H.	Partner	11.70	400.00	4,680.00	4,680.00	5,089.50	10/31/05
14724 Barnes, M.N.	Associate	3.10	245.00	759.50	759.50	837.00	10/31/05
15785 Blankenship, J.	Associate	3.40	200.00	680.00	680.00	765.00	10/08/05
13062 Fleming, J.F.W.	Associate	15.10	170.00	2,567.00	2,567.00	2,944.50	10/28/05
15050 Gillin, P.J.	Associate	0.50	230.00	115.00	115.00	127.50	10/14/05
10563 Hall, T.E.	Associate	144.40	205.00	29,602.00	29,602.00	33,212.00	10/31/05
15514 Hurley, R.M.	Associate	16.90	170.00	2,873.00	2,873.00	3,295.50	10/31/05
15667 Juba, M.F.	Associate	29.60	160.00	4,736.00	4,736.00	5,476.00	10/31/05
10274 Kimpel, J.D.	Associate	2.70	240.00	648.00	648.00	715.50	10/31/05
15473 McDonald, N.L.	Associate	9.90	155.00	1,534.50	1,534.50	1,782.00	10/27/05
14863 Nelson, J.C.	Associate	112.80	160.00	18,048.00	18,048.00	20,868.00	10/31/05
10881 Osborn, K.L.	Associate	0.40	230.00	92.00	92.00	102.00	10/26/05
15476 Perry, L.T.	Associate	35.40	155.00	5,487.00	5,487.00	6,372.00	10/31/05
16069 Red, M.N.	Associate	0.70	160.00	112.00	112.00	129.50	10/31/05
10304 Werling, M.A.	Associate	48.10	240.00	11,544.00	11,544.00	12,746.50	10/31/05
10304 Werling, M.A.	Associate	3.00	120.00	360.00	720.00	795.00	10/31/05
10296 Hagan, K.H.	Legal Assistant	28.10	155.00	4,355.50	4,355.50	4,917.50	10/31/05
10414 Laughlin, S.B.	Legal Assistant	64.70	130.00	8,411.00	8,411.00	9,705.00	10/31/05
10376 Pickell, A.A.	Legal Assistant	4.90	170.00	833.00	833.00	931.00	10/25/05
10071 Trivers, H.E.	Other	0.30	100.00	30.00	30.00	36.00	10/28/05
Total Services		1,034.70		294,798.50	298,338.00	328,818.50	

Task Description	Hours	Value	
B001 ASSET ANALYSIS AND RECOVERY	75.30	22,140.00	
B002 ASSET DISPOSITION	122.20	36,155.00	
B003 BUSINESS OPERATIONS	163.00	51,550.50	
B004 CASE ADMINISTRATION	119.00	23,697.00	
B005 CLAIMS ADMINISTRATION AND OBJECTIONS	98.70	16,620.00	
B006 EMPLOYEE BENEFIT/PENSIONS	8.40	3,408.00	
B007 FEE/EMPLOYMENT APPLICATIONS	21.60	3,794.00	
B009 FINANCING	125.70	50,664.50	
B010 LITIGATION	97.10	20,008.50	
B012 PLAN AND DISCLOSURE STATEMENT	67.10	14,700.50	
B013 RELIEF FROM STAY PROCEEDINGS	2.70	445.00	
B015 BUSINESS ANALYSIS	12.10	3,835.00	
B016 CORPORATE FINANCE	74.60	29,959.00	
B020 TAX ISSUES	47.20	17,821.50	
Total		1,034.70	294,798.50

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