

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

ATA Airlines, Inc.
 Restructuring

Proforma No.: 577265 as of 11/30/05

Requested By: knsmith on 04/10/06

UNBILLED SERVICES

Date	Atty	Name	Hours	Rate	Value	Index	Description
11/07/05	B001 10773	ASSET ANALYSIS AND RECOVERY S.A. Claffey	.30	410	123.00	8926814	Conference with Wendy Ponader regarding preference analysis matters and issues (.3)
11/07/05	10563	T.E. Hall	.90	205	184.50	8898948	Attend to preference analysis update and corrections (.9)
11/11/05	15785	J. Blankenship	1.20	200	240.00	8910950	Review ATA Omnibus Term Sheet, Commitment Letter, Foreign Stock Record and draft citizenship certificate
11/14/05	12982	J.L. Faulkner	2.50	140	350.00	8927621	Preference research on foreign vendors, Google, Westlaw, Access IN
11/15/05	12982	J.L. Faulkner	2.90	140	406.00	8927247	Research foreign vendors
11/22/05	12982	J.L. Faulkner	4.80	140	672.00	8960705	Research re preference vendor addresses; confer with M. Werling re same
11/30/05	12982	J.L. Faulkner	2.70	140	378.00	8960738	Research addresses for preference vendors
11/30/05	12982	J.L. Faulkner	.40	140	56.00	8960742	Prepare demand letter
11/30/05	10563	T.E. Hall	1.00	205	205.00	8949665	Conference call with Navigant and Company regarding preference strategies (1.0)
Total for B001			16.70				
06/13/05	B002 10934	ASSET DISPOSITION J.K. Stucky	1.30	140	182.00	8583218	Research re notices of removal and remand in CA courts
10/28/05	10862	J.H. Yeager Jr.	.40	400	160.00	8875598	[Lease rejection claims]: Work on response to lease claimants with contingent unliquidated claims
11/01/05	10771	J.M. Carr	.90	430	387.00	8884144	Conference call with Sidley (attorneys for MP) re MP bid and other issues
11/01/05	10773	S.A. Claffey	1.70	410	697.00	8894917	Participate in meeting at ATA respecting sale of Ambassadorair assets, with Grueninger officers and counsel, Gil Viets, Frank Conway, and David Kleiman (1.7)
11/01/05	10773	S.A. Claffey	.40	410	164.00	8894918	Conference with Gil Viets regarding Grueninger purchase issues and telephone call from Gil Viets regarding additional Grueninger issues (.4)
11/01/05	10773	S.A. Claffey	.10	410	41.00	8894922	Conference with Frank Conway regarding Ambassadorair meeting and outcome (.1)
11/01/05	10773	S.A. Claffey	.10	410	41.00	8894924	E-mails with David Kleiman regarding government support availability for Ambassadorair acquisition (.1)
11/01/05	10773	S.A. Claffey	.10	410	41.00	8894926	Telephone call from Randy Klein regarding expense reimbursement claim

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 Client: 0002184
 Matter: 0002184.0005146

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Date	Atty	Name	Hours	Rate	Value	Index	Description
11/01/05	10773	S.A. Claffey	.20	410	82.00	8894932	of Waveland and status of proposed sale, order and timing for Grueninger purchase (.1)
11/01/05	10773	S.A. Claffey	.10	410	41.00	8894934	Conference with Jeff Nelson regarding lien and title problems with Saab engine and propellers (.2)
11/01/05	10773	S.A. Claffey	.20	410	82.00	8894936	Telephone call from Sean Frick regarding requested six weeks delay from CSC, in the event Colgan does not close (.1)
11/01/05	10605	D.A. Foster	3.30	300	990.00	8936139	Attention to determining what is to be done to change Ambassador hearing date and order respecting deadlines for Asset Purchase Agreement (.2)
11/01/05	10563	T.E. Hall	.70	205	143.50	8882307	All hands conference call re plan and disclosure statement and telephone conference with Jeffries re same (1.8); review revised plan and disclosure statement (1.5)
11/01/05	10563	T.E. Hall	.90	205	184.50	8882311	Continue draft of order on Ambassador sale hearing (.7)
11/01/05	14863	J.C. Nelson	1.70	160	272.00	8882267	High level review of contract analysis from BMC (.9)
11/02/05	10773	S.A. Claffey	.30	410	123.00	8894962	Attention to numerous open issues including obtaining lien releases, GE deal and correction of misidentified serial numbers
11/02/05	10773	S.A. Claffey	.10	410	41.00	8894965	Review draft Order regarding Grueninger purchase and modification of timelines and change of sale procedures, and evaluate how to best reset deadline dates (.3)
11/02/05	10773	S.A. Claffey	.10	410	41.00	8894966	E-mail from Jon Abels regarding proposed Order respecting Grueninger sale procedures (.1)
11/02/05	10773	S.A. Claffey	1.20	410	492.00	8894968	Telephone call from Jon Abels regarding Ambassador okay of revised timing requested by Grueninger (.1)
							Conference with Jim Carr and evaluate new timing applicable to reorganization steps, conflict between Southwest and Matlin Patterson regarding timing and processes on exclusivity requirement and Hart Scott Rodino timing and timing for collection of so-called 4(c) documents and evaluate extent of disclosure of codeshare terms required in Disclosure Statement for Hart Scott Rodino and for Plan of Reorganization

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11/02/05	10773	S.A. Claffey	.30	410	123.00	8894969	Disclosure Statement (1.2) Conference with Giles Sion at Sidley regarding Hart Scott Rodino matters (.3)
11/02/05	10773	S.A. Claffey	.30	410	123.00	8894973	Work with Bob Stanley regarding Hart Scott Rodino filing schedule and matters to be addressed with Sidley on Hart Scott Rodino (.3)
11/02/05	10773	S.A. Claffey	.10	410	41.00	8895078	Telephone call from David Kleiman regarding Grueninger and Ambassador purchase (.1)
11/02/05	10773	S.A. Claffey	.20	410	82.00	8895079	Conference with Frank Conway regarding Grueninger sale and deadline extensions by one week (.2)
11/02/05	10773	S.A. Claffey	.10	410	41.00	8895081	Conference with David Kleiman regarding change of deadline dates for Grueninger purchase and regarding Frank Conway's position (.1)
11/02/05	10605	D.A. Foster	1.30	300	390.00	8936201	Review proposed nondisclosure agreement with Automatic, revising same and correspondence to K. Fedor re same (1.0); telephone conference with J. Graber re same (.3)
11/02/05	10563	T.E. Hall	.90	205	184.50	8890922	Review and revise order on Ambassador/Amber sale (.9)
11/02/05	14863	J.C. Nelson	2.80	160	448.00	8889438	Continued attention to lien release issues with CSC/Colgan transaction and telephone call to counsel for Embraer regarding same (1.0); e-mails to ATSB regarding same (.5); revisions to documents to reflect new closing timeline (1.3)
11/02/05	10847	R.K. Stanley	1.10	410	451.00	8891548	Research regarding applicability of Bankruptcy Code Section 363 to proposed transaction
11/02/05	10847	R.K. Stanley	3.50	410	1,435.00	8891550	Research regarding antitrust exemption question
11/03/05	10773	S.A. Claffey	.20	410	82.00	8895148	Advise ATSB, Southwest and Creditors' Committee of Grueninger extension of time request and motion (.2)
11/03/05	10773	S.A. Claffey	.20	410	82.00	8895153	Review and provide comments on extension motion for Grueninger transaction (.2)
11/03/05	10773	S.A. Claffey	.40	410	164.00	8895200	Review final drafting and logistics issues with respect to CSC/Colgan sale and new title and lien problems arising with respect to one engine and four propellers (.4)
11/03/05	10773	S.A. Claffey	.70	410	287.00	8895203	Address title, lien and identification issues related to Saab engine and four

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11/03/05	10773	S.A. Claffey	.10	410	41.00	8895211	propellers and evaluate GE storage certification requirements (respecting compliance with manual requirements) and conference with Brian Hunt regarding these problems (.7)
11/03/05	10773	S.A. Claffey	.20	410	82.00	8895220	Review updated report from Gil Viets regarding Grueninger issues and due diligence status and action plan regarding WARN Act (.1)
11/03/05	10605	D.A. Foster	.30	300	90.00	8936237	Review revised Automatic non-disclosure agreement (.3)
11/03/05	10563	T.E. Hall	.90	205	184.50	8894696	Coordinate continuances for Ambassador/Amber Travel sale and draft motion on same (.9)
11/03/05	14863	J.C. Nelson	5.00	160	800.00	8891826	Numerous telephone calls and e-mails with M. Moraino, J. Hill, P. Maskell, S. Frick, B. Hunt and ATSB regarding open issues of title with the Saab Assets and attention to same (2.8); telephone calls to FAA counsel in Oklahoma regarding lien search (.2); draft amended Approved Order approving CSC/Colgan Transaction and motion for same (2.0)
11/03/05	15476	L.T. Perry	.40	155	62.00	8890968	Analysis of serial numbers on engines, propeller blades, hubs and actuators to determine if they match with the numbers buyer has listed
11/03/05	10847	R.K. Stanley	.30	410	123.00	8891567	Read and reply to emails regarding Department of Transportation antitrust exemption
11/04/05	10773	S.A. Claffey	.50	410	205.00	8895256	Further attention to Saab spare engine title, records, maintenance certification and lien issues and propeller identification and ownership issues (.5)
11/04/05	10773	S.A. Claffey	.40	410	164.00	8895285	Investigate slot liquidation value and provide information derived from this investigation to B. Buebel of Huron regarding liquidation value analysis for slots at LaGuardia and National Airports (.4)
11/04/05	10605	D.A. Foster	.90	300	270.00	8913475	Telephone conference with G. Seketa, 40/86, re ATA 757-200 fleet (.3);

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11/04/05	10563	T.E. Hall	.20	205	41.00	8898999	correspondence with client re same (.2); conferences with SAC and JMC re same (.4)
11/04/05	14863	J.C. Nelson	6.50	160	1,040.00	8894503	Respond to e-mail regarding Discover Card Amendment and conference with R. Richardson (.2)
11/05/05	10773	S.A. Claffey	.20	410	82.00	8895330	Drafting Amended Order approving the CSC/Colgan Sale transaction to reflect a cash deal and accurate serial numbers for the Saab Assets (2.0); reviewing N309/N311 transaction documents and maintenance records on-site at ATA to resolve title lien issues (4.5)
11/07/05	10773	S.A. Claffey	2.40	410	984.00	8926807	Review e-mails related to Grueninger purchase of Ambassador and Sally Brown opinions related to same (.2)
11/07/05	10773	S.A. Claffey	.20	410	82.00	8926813	Meeting with Frank Conway, Richard Meyer, Sean Frick and Gil Viets regarding Ambassador sale issues and personnel matters respecting Ambassador sale and post-meeting with Gil Viets regarding Ambassador sale process, issues, and action plan regarding providing incentive to other competing bidders - ATCA, Waveland, etc., and alternative wind up of Ambassador, if required (2.4)
11/07/05	10605	D.A. Foster	.30	300	90.00	8936319	Telephone conference with David Kleiman regarding Grueninger purchase status, status of Asset Purchase Agreement turn around and presentation to Ambassador for consideration and developments at Ambassador (.2)
11/07/05	14863	J.C. Nelson	6.50	160	1,040.00	8917243	Review Automatic approval order and correspondence to client re same (.3)
11/07/05	14863	J.C. Nelson	.30	160	48.00	8917353	Drafting motion for entry of amended order to replace prior order authorizing CSC/Colgan transaction and order on same
11/07/05	14863	J.C. Nelson	.20	160	32.00	8917336	Telephone calls with R. Reggar regarding ATSB lien release and attend to issues regarding same
11/07/05	14863	J.C. Nelson	.20	410	82.00	8926853	Telephone call with P. Maskell regarding lien release issues
11/08/05	10773	S.A. Claffey	.10	410	41.00	8926860	Telephone conferences with Gil Viets regarding numerous matters pertaining to Ambassador sale (.2)
11/08/05	10773	S.A. Claffey	.10	410	41.00	8926860	Conference with Sean Frick regarding Ambassador sale, CSC purchase of Saab

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11/08/05	10773	S.A. Claffey	.30	410	123.00	8926865	aircraft and spare engine and other miscellaneous reorganization matters (.1)
11/08/05	10605	D.A. Foster	2.60	300	780.00	8936338	E-mails with ATA officers regarding Ambassador, ATCA, Waveland, and Grueninger (.3)
11/08/05	14863	J.C. Nelson	.50	160	80.00	8917363	Review proposed automatic amendment to LOI (1.1); review blacklined Plan (1.5) Attention to obtaining lien release from ATSB regarding Saab Assets
11/08/05	14863	J.C. Nelson	.60	160	96.00	8917368	Telephone call to counsel for Embraer Air regarding releasing lien on N311 and dictating letter regarding same
11/08/05	15476	L.T. Perry	1.80	155	279.00	8898234	Reviewing leases, assignments, and security interests associated with propellers 960221 and 900213 and incorporating conveyance numbers and dates of transactions into Motion for Entry of Order Authorizing C8 Airlines to Transfer Certain Assets to CSC Investment Group and/or Colgan Air, Inc.
11/09/05	10773	S.A. Claffey	.30	410	123.00	8926898	E-mails with ATA officers regarding Ambassador sale (.3)
11/09/05	10773	S.A. Claffey	.30	410	123.00	8926953	E-mails and conferences with David Kleiman regarding Grueninger Asset Purchase Agreement (.3)
11/09/05	10605	D.A. Foster	1.00	300	300.00	8936521	Review amended plan and disclosure statement (1.0)
11/09/05	14863	J.C. Nelson	3.40	160	544.00	8901586	Telephone calls with M. Moraino regarding status of CSC/Colgan transaction; revise amended order authorizing CSC/Colgan transaction; draft board resolutions authorizing CSC/Colgan transaction; telephone calls with P. Maskell regarding lien issues and attention to same; telephone call with R. Reggar and a. Thau regarding serial number discrepancies; telephone call with a. Thau regarding ATSB comments to amended order
11/10/05	10773	S.A. Claffey	.30	410	123.00	8927018	Check on status of closing date for CSC purchase of Saabs and work on solutions for final issues being raised by lender financing Colgan purchase of Saabs (.3)
11/10/05	10773	S.A. Claffey	.40	410	164.00	8927028	E-mails from various parties respecting Ambassador sale and telephone calls respecting Ambassador sale (.4)
11/10/05	10773	S.A. Claffey	.20	410	82.00	8927091	Work through and evaluate solutions for misidentified Saab propellers and

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11/10/05	10773	S.A. Claffey	.30	410	123.00	8927096	address new demands by ATSB counsel, Andrew Thau, related to lien perfection by ATSB (.2)
11/10/05	10773	S.A. Claffey	.30	410	123.00	8927107	E-mails regarding Asset Purchase Agreement from Grueninger counsel (.3)
11/10/05	10605	D.A. Foster	2.60	300	780.00	8936533	Review e-mails from Phil Calian with questions raised by him, on behalf of Waveland Investments, related to Grueninger sale (.3)
11/10/05	10563	T.E. Hall	1.80	205	369.00	8905144	Correspondence with M. Mandel re Automatic lease (.3); begin review of same (2.3)
11/10/05	14863	J.C. Nelson	5.50	160	880.00	8908049	Review and revise motion to approve gate sale and settlement with City of Chicago (1.8)
11/10/05	15476	L.T. Perry	1.90	155	294.50	8904589	Revising amended order authorizing the CSC/Colgan transaction to incorporate comments from the ATSB and B. Kalsu (FAA counsel) and motion for entry of same (3.5); lengthy telephone calls with P. Maskell and M. Moraino to discuss serial number issues and lien releases (1.4); telephone calls to a. Thau regarding lien issues with CSC/Colgan transaction (.5); telephone call with D. Edwards regarding release of Embraer lien (1.1)
11/11/05	10771	J.M. Carr	.70	430	301.00	8913051	Revision of sale of propeller portion of motion for entry of order authorizing C8 Airlines to transfer certain assets to CSC Investment Group and/or Colgan Air, Inc.; telephone conversation with Robert Kalsu
11/11/05	10771	J.M. Carr	.80	430	344.00	8913149	Telephone calls Jefferies and Sidley re request by Robinson for commitment and term sheet
11/11/05	10773	S.A. Claffey	1.50	410	615.00	8927186	Review and revise motion re gate transaction
11/11/05	10773	S.A. Claffey	.30	410	123.00	8927195	Review Asset Purchase Agreement and revise Asset Purchase Agreement received from Grueninger counsel for Ambassador sale (1.5)
11/11/05	10773	S.A. Claffey	.30	410	123.00	8927202	Review new CSC wrinkles related to title to assets being sold to CSC and direct new steps to be taken regarding independent sale of spare engine and establishing separate new terms for inducement of engines with GE (.3)
11/11/05	10773	S.A. Claffey	.30	410	123.00	8927202	Conference with Sean Frick regarding

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11/11/05	10773	S.A. Claffey	.10	410	41.00	8927208	Grueninger Asset Purchase Agreement draft and issues related by terms included by Grueninger (.3)
11/11/05	10773	S.A. Claffey	.20	410	82.00	8927214	E-mail from Gil Viets regarding Grueninger Asset Purchase Agreement (.1) Conference with David Kleiman, counsel for Grueninger, regarding issues related to Grueninger's draft Asset Purchase Agreement (.2)
11/11/05	10773	S.A. Claffey	1.00	410	410.00	8927245	Telephone conference with David Kleiman, counsel for Grueninger, regarding Asset Purchase Agreement and related issues for purchase of Ambassadorair (1.0)
11/11/05	10773	S.A. Claffey	.30	410	123.00	8927256	Review all ATA files regarding schedules requested by Grueninger's counsel in connection with Ambassadorair sale and e-mail Sean Frick regarding additional information needed for Grueninger (.3)
11/11/05	10773	S.A. Claffey	.20	410	82.00	8927258	Review ATA equipment list related to Grueninger purchase of Ambassadorair and Amber Travel assets and forward same to David Kleiman (.2)
11/11/05	10773	S.A. Claffey	.20	410	82.00	8927263	Telephone call from Gil Viets regarding final steps related to Grueninger purchase of Ambassadorair and Amber Travel assets (.2)
11/11/05	10773	S.A. Claffey	.50	410	205.00	8927268	Begin review of redrafted Asset Purchase Agreement received from David Kleiman, counsel for Grueninger (.5)
11/11/05	10773	S.A. Claffey	.20	410	82.00	8927274	Forward new draft of Ambassadorair/Amber Travel Asset Purchase Agreement to ATA and Ambassadorair officers (.2)
11/11/05	10773	S.A. Claffey	.20	410	82.00	8927282	E-mail to Sean Frick, Frank Conway, Gil Viets regarding new economics proposed by Grueninger for a "wind up" asset purchase arrangement (.2)
11/11/05	10773	S.A. Claffey	.30	410	123.00	8927289	Conference with Sean Frick regarding Ambassadorair/ATA okay of Grueninger counter-offer for wind up purchase and telephone call to David Kleiman with acceptance of counter-offer (.3)
11/11/05	10773	S.A. Claffey	.10	410	41.00	8927291	Arrange execution of signature pages for Grueninger/Ambassadorair Asset Purchase Agreement with Brian Hunt (.1)
11/11/05	10773	S.A. Claffey	.70	410	287.00	8927294	Compare new Grueninger draft of Asset Purchase Agreement with Ambassadorair/ATA proposals, and make further revisions

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11/11/05	10605	D.A. Foster	7.80	300	2,340.00	8913634	to same (.7) Review and revising automatic lease (5.8); review committee comments to same (1.2); correspondence with K. Fedor and J. Graber re same (.3); review and revise resolutions (.5) Telephone call with MP, Navigant, ATA regarding executory contracts (.6) Telephone call with Sidley Austin regarding executory contracts (.3) Review Navigant listing of executory contracts for contracts that have already been assumed (.9) Attend to request by M. Moraino for early closing of CEA Engine Sale (.5); lengthy telephone call with J. Graham regarding status of GE settlement (.3); telephone calls with P. Maskell and e-mails to Aero century counsel regarding liens (.2); review revised Asset Purchase Agreement and ATA Bill of Sale (1.8) Respond to Creditors' Committee's discovery requests Conference with David Kleiman regarding Asset Purchase Agreement and related issues for acquisition of Ambassador and Amber Travel assets (.3) Prepare lengthy e-mail to ATA and Ambassador officers regarding Grueninger wind up proposal and options available to Ambassador/Amber Travel and ATA (.7) Telephone call from Gil Viets regarding Grueninger change of deal and his recommendations and related matters (.2) Telephone call from Gil Viets regarding Ambassador sale (.1) Telephone call from David Kleiman, counsel for Grueninger, regarding ATA equipment list and his misunderstandings regarding it (.1) Prepare lengthy status report to Lisa Beckerman and Official Creditors' Committee respecting status of Ambassador/Amber Travel sale and CSC/Colgan Saab purchase (.6) Conference with David Kleiman respecting new questions raised by his
11/11/05	10563	T.E. Hall	.60	205	123.00	8916972	
11/11/05	10563	T.E. Hall	.30	205	61.50	8916977	
11/11/05	10563	T.E. Hall	.90	205	184.50	8916983	
11/11/05	14863	J.C. Nelson	2.80	160	448.00	8909920	
11/11/05	10847	R.K. Stanley	1.00	410	410.00	8911569	
11/12/05	10773	S.A. Claffey	.30	410	123.00	8927374	
11/12/05	10773	S.A. Claffey	.70	410	287.00	8927406	
11/12/05	10773	S.A. Claffey	.20	410	82.00	8927410	
11/12/05	10773	S.A. Claffey	.10	410	41.00	8927414	
11/12/05	10773	S.A. Claffey	.10	410	41.00	8927415	
11/12/05	10773	S.A. Claffey	.60	410	246.00	8927419	
11/12/05	10773	S.A. Claffey	.10	410	41.00	8927421	

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11/12/05	10773	S.A. Claffey	1.90	410	779.00	8927423	client, Grueninger Cruises, respecting purchase issues (.1)
11/12/05	10773	S.A. Claffey	.80	410	328.00	8927424	Review new Asset Purchase Agreement from David Kleiman, on behalf of Grueninger (1.9)
11/12/05	10773	S.A. Claffey	.60	410	246.00	8927428	Lengthy conference and negotiations with David Kleiman regarding changes to Asset Purchase Agreement (.8)
11/12/05	10773	S.A. Claffey	.10	410	41.00	8927430	Prepare comprehensive e-mail to Sean Frick, Frank Conway, Gil Viets and Brian Hunt regarding new Grueninger Asset Purchase Agreement and negotiations with David Kleiman regarding Management Contract concept for handling of booked travel, rather than sale of booked trips (.6)
11/12/05	14863	J.C. Nelson	2.20	160	352.00	8910306	Telephone call from Gil Viets regarding most recent management proposal from Grueninger (.1)
11/13/05	10773	S.A. Claffey	4.30	410	1,763.00	8927439	Finalize CSC/Colgan asset purchase agreement (.3); finalize ATA Bill of Sale (.3); finalize CEA Bill of Sale (3.); finalize FAA Bills of Sale (.3); finalize Board and shareholder resolutions authorizing the CSC/Colgan transaction (.6); review escrow agreement to be used by CSC/Colgan transaction (.2); numerous e-mails to B. Walker and P. Maskell regarding finalizing details for closing the CSC/Colgan transaction (.2)
11/13/05	10773	S.A. Claffey	.20	410	82.00	8927442	Prepare major revision of Ambassador/Amber Travel Asset Purchase Agreement; prepare and circulate with separate comments to Grueninger counsel, Lisa Beckerman and ATA officers this substantially revised Asset Purchase Agreement (4.3)
11/13/05	10773	S.A. Claffey	.20	410	82.00	8927446	Conferences with David Kleiman, Grueninger counsel, regarding revised Asset Purchase Agreement for purchase of Ambassador and Amber Travel assets (.2)
11/13/05	10773	S.A. Claffey	.30	410	123.00	8927447	Brief e-mails with Lisa Beckerman regarding Ambassador/Amber Travel sale and with Randall Klein regarding Waveland questions (.2)
							Conference with Gil Viets regarding deposit refund issue and personnel

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Proforma No.: 577265 as of 11/30/05

Date	Atty	Name	Hours	Rate	Value	Index	Description
11/13/05	10773	S.A. Claffey	.40	410	164.00	8927450	matters and timing related to Ambassador/Amber Travel sale (.3) Prepare e-mail to David Kleiman regarding timing of cancellation date decision for "contracted trips" to maximize refunds of prepaids and deposits, and regarding alternative solutions, and telephone call from Gil Viets regarding my management arrangement solution and his approval of same (.4)
11/13/05	10773	S.A. Claffey	.20	410	82.00	8927452	Coordinate EETC 757 lease replacement strategy based on timing of Plan confirmation deadline (.2)
11/13/05	10605	D.A. Foster	1.80	300	540.00	8913998	Telephone conference with J. Graber re Automatic 767 lease (.3); review comments from ATA re same (1.5)
11/13/05	10563	T.E. Hall	.40	205	82.00	8911464	Review new City of Chicago settlement terms (.4)
11/13/05	10563	T.E. Hall	.50	205	102.50	8911471	Review changes to Ambassadorair sale proposal and determine changes to procedures (.5)
11/14/05	10771	J.M. Carr	.90	430	387.00	8917685	Review and revise motion re Midway gate transfer and Chicago settlement
11/14/05	10771	J.M. Carr	.30	430	129.00	8917686	E-mail J. Robinson re commitment letter and term sheet
11/14/05	10773	S.A. Claffey	.20	410	82.00	8927684	E-mails from Sean Frick and Gil Viets regarding Grueninger Asset Purchase Arrangements (.2)
11/14/05	10773	S.A. Claffey	.30	410	123.00	8927686	Conference with Gil Viets and Anita DeCecco regarding alternate approvals (.3)
11/14/05	10773	S.A. Claffey	.60	410	246.00	8927717	Revise Grueninger Asset Purchase Agreement (.6)
11/14/05	10773	S.A. Claffey	.30	410	123.00	8927720	Conference with Gil Viets regarding Ambassador/Amber Travel matters (.3)
11/14/05	10773	S.A. Claffey	.50	410	205.00	8927723	Conference with David Kleiman, counsel for Grueninger, regarding numerous questions and regarding timing of closing (.5)
11/14/05	10773	S.A. Claffey	.20	410	82.00	8927727	Conference with Gil Viets regarding Grueninger positions and final solutions (.2)
11/14/05	10773	S.A. Claffey	.30	410	123.00	8927736	Review revised Asset Purchase Agreement from Grueninger (.3)
11/14/05	10773	S.A. Claffey	.20	410	82.00	8927762	Telephone conference with David Kleiman regarding adjustments to Asset Purchase Agreement for Ambassador/Amber Travel purchase (.2)

Client Manager: S.A. Claffey
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Date	Atty	Name	Hours	Rate	Value	Index	Description
11/14/05	10773	S.A. Claffey	.30	410	123.00	8927768	Conference and e-mails with David Kleiman regarding new Asset Purchase Agreement and regarding restricted cash questions being raised by Grueninger (.3)
11/14/05	10773	S.A. Claffey	.20	410	82.00	8927785	E-mails with John Strickland, counsel for Creditors' Committee, regarding status of the Grueninger Asset Purchase Agreement and Grueninger purchase commitments (.2)
11/14/05	10773	S.A. Claffey	.30	410	123.00	8927861	Numerous telephone calls related to Ambassador sale and negotiations with David Kleiman (.3)
11/14/05	10773	S.A. Claffey	.50	410	205.00	8927864	Lengthy telephone conference with Anita DeCecco and Gil Viets regarding new proposal, options and issues - all related to Ambassador and Amber Travel sale (.5)
11/14/05	10773	S.A. Claffey	.20	410	82.00	8927870	Telephone call to David Kleiman to negotiate and discuss Ambassador positions regarding overhead support during last quarter of 2005, and identification of cut-off dates for acceptance or rejection of contracted trips as go or no go trips (.2)
11/14/05	10773	S.A. Claffey	.90	410	369.00	8927877	Report to Gil Viets and Anita DeCecco regarding status of negotiations and lengthy review of issues and options available to address resolution of contracted trips and maximize recovery or utilization of prepaid deposits, and evaluation of overhead cost issue and establishment of trip cancellation dates (.9)
11/14/05	10773	S.A. Claffey	.30	410	123.00	8927882	Group discussion and negotiations with Grueninger and ATA and Ambassador representatives (.3)
11/14/05	10773	S.A. Claffey	1.10	410	451.00	8927887	Telephone call regarding extension of occupancy period for Grueninger and prepare revised, final draft of Asset Purchase Agreement for Ambassador and Amber Travel (1.1)
11/14/05	10773	S.A. Claffey	.20	410	82.00	8927891	Conference with Sean Frick regarding final Asset Purchase Agreement terms (.2)
11/14/05	10773	S.A. Claffey	.20	410	82.00	8927893	Conference with David Kleiman regarding final questions on Asset Purchase Agreement (.2)
11/14/05	10773	S.A. Claffey	.40	410	164.00	8927909	Assemble e-mails to Ambassador

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Date	Atty	Name	Hours	Rate	Value	Index	Description
11/14/05	10605	D.A. Foster	6.00	300	1,800.00	8936791	Competing bidder interested parties and Committee Counsel respecting executed Asset Purchase Agreement (.4)
11/14/05	14863	J.C. Nelson	1.00	160	160.00	8916244	Review ATA comments to Automatic lease (1.3); telephone conference with J. Graber re same (.5); revising Automatic 767 lease (3.8); telephone conference with J. Graber re same (.4)
11/15/05	10773	S.A. Claffey	.30	410	123.00	8927596	Reviewing board resolutions authorizing the CSC/Colgan Transaction and the ATA Bill of Sale and FAA Bill of Sale and review of escrow agreement
11/15/05	10773	S.A. Claffey	.20	410	82.00	8927603	Assemble Asset Purchase Agreement for filing with Bankruptcy Court, complete with all Exhibits, all relating to Ambassador/Amber Travel sale (.3)
11/15/05	10773	S.A. Claffey	.40	410	164.00	8927605	E-mails with Jon Abels regarding engagement of adequate personnel condition in Asset Purchase Agreement (.2)
11/15/05	10773	S.A. Claffey	.30	410	123.00	8927610	Address Ambassador member travel account issues being raised by Ambassador and ATA (.4)
11/15/05	10605	D.A. Foster	7.00	300	2,100.00	8936825	Prepare e-mails to interested parties with executed Ambassador/Amber Travel Asset Purchase Agreement (.3)
11/15/05	10563	T.E. Hall	2.30	205	471.50	8933838	Telephone conference with ATA re Automatic lease (1.4); revising same (3.5); correspondence to GATX re disclosure of lease to MatlinPatterson (.2); telephone conference with D. Bosely re maintenance reserve provisions (.7); review correspondence re same (.4); correspondence with T. Hall re 96-97 claim amounts (.2); review settlement documents re same (.5); attention to correspondence from GATX re disclosure issues (.1)
11/15/05	10563	T.E. Hall	.30	205	61.50	8933847	Research issues related to trusts and estate property in relation to Ambassador customer accounts and proposed sale (2.3)
11/15/05	14863	J.C. Nelson	.50	160	80.00	8918794	Telephone call with counsel for Grueninger regarding filing and distribution of Asset Purchase Agreement (.3)
							Attention to finalizing GE consent to re-enrollment of Saab engines in ECMP Program, including telephone calls with

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Date	Atty	Name	Hours	Rate	Value	Index	Description
11/15/05	10847	R.K. Stanley	1.50	410	615.00	8940602	J. Graham, S. Frick and J. Hill
11/16/05	10771	J.M. Carr	3.60	430	1,548.00	8920447	HSR review Review and revise gate transaction motion and attachments, e-mails and telephone calls D. Ackerman, D. Yakola, R. Lauter, G. Sion, J. Denison
11/16/05	10771	J.M. Carr	.70	430	301.00	8920463	Work on Ambassador transaction
11/16/05	10773	S.A. Claffey	.40	410	164.00	8928197	Prepare reply to Phil Calian of Waveland respecting his inquiries and assertions (.4)
11/16/05	10773	S.A. Claffey	.20	410	82.00	8928209	Attention to CSC closing logistics and final satisfaction of GE power by the hour program inducement condition (.2)
11/16/05	10773	S.A. Claffey	.10	410	41.00	8928216	E-mails to Wisty Malone regarding wire instructions for Grueninger (.1)
11/16/05	10773	S.A. Claffey	.20	410	82.00	8928229	Coordinate ATA response to inquiries by Judge Lorch's clerk to determine necessity of his presence physically at hearing (.2)
11/16/05	10773	S.A. Claffey	.20	410	82.00	8928244	Telephone call from Randy Klein, counsel for Waveland, regarding hearing time and auction questions (.2)
11/16/05	10773	S.A. Claffey	.20	410	82.00	8928257	Conference with Gil Viets regarding hearing on motion for approval of sale to Grueninger of Ambassador and Amber Travel assets (.2)
11/16/05	10773	S.A. Claffey	.10	410	41.00	8928289	Telephone call from Gil Viets regarding Ambassador matters (.1)
11/16/05	10773	S.A. Claffey	.30	410	123.00	8928294	E-mails to David Kleiman regarding sale matters pertaining to Ambassador/Amber Travel purchase (.3)
11/16/05	10605	D.A. Foster	3.30	300	990.00	8936862	Telephone conference with Adam Sanchez, GATX, re disclosure of information to MatlinPatterson (.3); telephone conference with Risa Rosenberg re status of 96-97 EETC settlement (.3); correspondence to client re same (.1); review 96-97 settlement documents re same (.9); review additional John Graber comments to automatic lease and research and consider same (1.7)
11/16/05	10563	T.E. Hall	2.00	205	410.00	8933832	Respond to e-mails regarding status of customer accounts at Ambassador and begin research of same and update analysis of position (2.0)
11/16/05	14863	J.C. Nelson	3.30	160	528.00	8919884	Drafting officer's and secretary's certificates for the CSC/Colgan transaction (.5); telephone call with P. Maskell regarding the mechanics of

Date	Atty	Name	Hours	Rate	Value	Index	Description
11/16/05	10847	R.K. Stanley	1.10	410	451.00	8940636	closing (.3); telephone call with B. Walker regarding closing issues (.4); e-mails re ATSB lien release (.5); attention to finalizing closing details (1.4) telephone calls and e-mails to J. Graham regarding finalizing GE issues (2.)
11/16/05	10847	R.K. Stanley	.10	410	41.00	8940643	Voice message from R. Young (DOJ) and telephone call with R. Young regarding proposed transactions
11/17/05	10773	S.A. Claffey	.10	410	41.00	8928365	Leave voice message for D. Beddow (O'Melveny) regarding R. Young inquiry
11/17/05	10773	S.A. Claffey	.20	410	82.00	8928368	Telephone call to Brian Hunt regarding resolutions for CSC/Colgan sale transaction (.1)
11/17/05	10773	S.A. Claffey	.10	410	41.00	8928373	E-mails with David Kleiman regarding closing conditions for sale of Ambassador and Amber Travel assets (.2)
11/17/05	10773	S.A. Claffey	.30	410	123.00	8928378	Assemble documents for hearing before Bankruptcy Court on Ambassador/Amber Travel sale motion (.1)
11/17/05	10773	S.A. Claffey	1.20	410	492.00	8928390	Meeting with Gil Viets and Sean Frick before hearing before Bankruptcy Court and prepare each in the event testimony is required or in the event a competing bid is received for Ambassador (.3)
11/17/05	10773	S.A. Claffey	.30	410	123.00	8928411	Attend hearing at Bankruptcy Court and be available for presentation of ATA, Ambassador and Amber Travel positions respecting sale of Ambassador and Amber Travel assets in the event of a competing bid or in the event the Court requires testimony, and to address final issues related to CSC spare engine sale (1.2)
11/17/05	10773	S.A. Claffey	.20	410	82.00	8928413	Review and revise draft sale order for Ambassador/Amber Travel sale (.3)
11/17/05	10773	S.A. Claffey	.50	410	205.00	8928429	Conference with David Kleiman and Brian Hunt regarding pre-closing meeting and coordination of transition matters between Ambassador and Gruening and regarding closing matters (.2)
11/17/05	10773	S.A. Claffey	.10	410	41.00	8928431	Prepare closing documents for Ambassador, Amber Travel and ATA equipment closing (.5)
11/17/05	10605	D.A. Foster	1.70	300	510.00	8936894	Conference with David Kleiman regarding closing matters and documents related to Ambassador/Amber Travel closing (.1) Review GATX lease and amendment (1.7)

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Date	Atty	Name	Hours	Rate	Value	Index	Description
11/17/05	10563	T.E. Hall	1.00	205	205.00	8933136	Telephone calls with Brian Hunt and review and revise Ambassadorair customer letter (1.0)
11/17/05	10563	T.E. Hall	2.90	205	594.50	8933140	Draft, review, revise, and upload Ambassadorair Sale Order (2.9)
11/17/05	14863	J.C. Nelson	7.80	160	1,248.00	8926434	Attend to issues to be resolved prior to closing CSC/Colgan transaction, including finalizing documents (1.8) and resolving other issues, primarily obtaining lien release from ATSB (4.8); numerous telephone calls to P. Maskell, B. Walker, A. Thau to discuss the same (1.0); telephone calls and e-mails with B. Kalsu regarding closing (.2)
11/18/05	10771	J.M. Carr	1.40	430	602.00	8926651	Meeting with F. Conway and conference telephone call with DOJ (Young et al.) re gate restructuring transaction
11/18/05	10773	S.A. Claffey	.10	410	41.00	8928443	Attention to final pre-closing questions and issues related to CSC/Colgan closing (.1)
11/18/05	10773	S.A. Claffey	.10	410	41.00	8928447	Conference with Jim Carr regarding reimbursement of Grueninger advances to fund contracted trips prior to receipt of customer funds (.1)
11/18/05	10773	S.A. Claffey	.40	410	164.00	8928456	Review Grueninger Cruise's financial statements and forward same with comments to Frank Conway and Gil Viets for their review and approval as demonstrating adequacy of a financial condition to perform Asset Purchase Agreement obligations; conference with Gil Viets regarding same (.4)
11/18/05	10773	S.A. Claffey	.10	410	41.00	8928458	E-mail to David Kleiman seeking clarification on financial statements (.1)
11/18/05	10773	S.A. Claffey	.10	410	41.00	8928467	Review final GE issues related to Saab sale closing (.1)
11/18/05	10773	S.A. Claffey	.40	410	164.00	8928471	Review closing documents for Ambassadorair/Amber Travel closing and prepare numerous e-mails to David Kleiman regarding those closing documents and regarding financial statement questions of Gil Viets (.4)
11/18/05	10773	S.A. Claffey	.30	410	123.00	8928558	E-mails from David Kleiman regarding Airas license from ATA, review draft License Agreement, check with Glenn Baker at ATA respecting Airas software and licensing proposal, and provide

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11/18/05	10773	S.A. Claffey	.20	410	82.00	8928560	comments regarding license text to David Kleiman (.3) Check with Brian Hunt regarding Trademark assignments and identification of actual holders of Registered Ambassador and Amber Travel Trademarks (.2) Check with Jim Carr regarding Trademark assignment question (.1) Meeting with Gil Viets and closing of Ambassador and Amber Travel sale and post-closing meeting with Brian Hunt respecting Ambassador/Amber Travel transition issues and Board of Directors Meeting (2.8) Report Saab and Ambassador sale closings to AITB counsel and Committee counsel (.1)
11/18/05	10773	S.A. Claffey	.10	410	41.00	8928563	
11/18/05	10773	S.A. Claffey	2.80	410	1,148.00	8928580	
11/18/05	10773	S.A. Claffey	.10	410	41.00	8928596	
11/18/05	10773	S.A. Claffey	.50	410	205.00	8928602	Prepare revised Adelphi/ATA Mutual Release Agreement and forward same to Sean Frick with explanations and instructions (.5) Telephone call with R. Rosenberg regarding EETC leases and current status of stipulation (.6) Attend to final revisions to Ambassador sale order and upload same (.7)
11/18/05	10563	T.E. Hall	.60	205	123.00	8946973	
11/18/05	10563	T.E. Hall	.70	205	143.50	8946978	
11/18/05	14863	J.C. Nelson	8.60	160	1,376.00	8926960	Finalizing escrow agreements for CSC/Colgan closing (1.5); attend to telephone closing (.6); attend to numerous issues regarding closing of the CSC/Colgan transaction, chief among them, obtaining necessary documents from GE which entailed numerous e-mails and telephone calls to multiple parties (6.5) Document review and production in response to UCC document requests Telephone call with R. Young, USDOJ antitrust section Preparation with F. Conway and J. Carr for DOJ interview Participate in DOJ interview Assist F. Conway in deposition preparation Review and selection of documents to produce in response to UCC document requests
11/18/05	10847	R.K. Stanley	6.70	410	2,747.00	8940692	
11/18/05	10847	R.K. Stanley	.20	410	82.00	8940697	
11/18/05	10847	R.K. Stanley	.50	410	205.00	8940705	
11/18/05	10847	R.K. Stanley	1.20	410	492.00	8940711	
11/18/05	10847	R.K. Stanley	.50	410	205.00	8940718	
11/19/05	10847	R.K. Stanley	5.50	410	2,255.00	8940734	

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Date	Atty	Name	Hours	Rate	Value	Index	Description
11/20/05	10847	R.K. Stanley	5.00	205	1,025.00	8940744	Travel from Indianapolis to New York for Conway and Carlson depositions, including review of background materials in preparation for depositions
11/20/05	10847	R.K. Stanley	1.20	410	492.00	8940750	Deposition preparation with F. Conway
11/20/05	10847	R.K. Stanley	.80	410	328.00	8940756	Document production
11/21/05	10605	D.A. Foster	1.30	300	390.00	8937043	Preparation for and participate in team call re plan an disclosure statement (1.0); attention to GATX unsecured claim (.3)
11/21/05	14863	J.C. Nelson	.10	160	16.00	8929761	Finalize wire transfers from trust account to C8 and ATSB (on behalf of ATA) to wrap up CSC/Colgan transaction
11/21/05	14863	J.C. Nelson	8.30	160	1,328.00	8929766	Aircraft lease rejection damages working group meeting (.3); assembling estimates of rejection damages claims to be used in disclosure statement, including reviewing numerous claims and discovery responses, calculating PV and mitigation amounts, etc. (8.0)
11/21/05	10847	R.K. Stanley	2.50	410	1,025.00	8940766	Meeting with F. Conway - deposition preparation
11/21/05	10847	R.K. Stanley	4.50	410	1,845.00	8940772	Attend and defend F. Conway deposition
11/21/05	10847	R.K. Stanley	1.50	410	615.00	8940777	Attend T. Carlson deposition
11/21/05	10847	R.K. Stanley	2.30	410	943.00	8940781	Hearing preparation
11/21/05	10847	R.K. Stanley	5.00	205	1,025.00	8940786	Travel from New York to Indianapolis
11/22/05	10773	S.A. Claffey	.30	410	123.00	8932716	Review Committee positions and potential interest of other carriers in acquisition of controlling equity in ATA (.3)
11/22/05	10773	S.A. Claffey	.30	410	123.00	8932717	Conference with John Denison regarding Committee issues on gate sale and timing of same (.3)
11/22/05	10773	S.A. Claffey	.90	410	369.00	8932718	Conference with John Denison and Debby Ackerman and Laura Wright regarding issues being raised by ATSB and Committee with respect to the timing of the gate restructuring transaction and regarding ATA's desire to resolve this matter on a reasonable basis to the satisfaction of ATSB and the Committee (.9)
11/22/05	10605	D.A. Foster	1.80	300	540.00	8937108	Telephone conference with R. Rosenberg re 96-97 settlement (.3); review revised plan and disclosure statement re fleet plan issues (1.1); telephone conference with Steve Gross re GATX claims (.4)
11/22/05	10847	R.K. Stanley	2.70	410	1,107.00	8940804	Strategize regarding discovery and

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11/22/05	10847	R.K. Stanley	.30	410	123.00	8940820	hearing preparation Telephone call with F. Conway regarding discovery and hearing preparation
11/23/05	10605	D.A. Foster	2.20	300	660.00	8937125	Correspondence re 96-97 EETC settlement with company and Milbank (.3); preparation for and telephone conference with ATA, Milbank and Arent Fox re plan and 96-97 EETC settlement (1.5); attention to claim objections re GATX and 96-97 Trustee (.4)
11/23/05	10847	R.K. Stanley	.50	410	205.00	8940836	Read and reply to email from J. Denison regarding discovery procedure
11/23/05	10847	R.K. Stanley	.30	410	123.00	8940848	Telephone call with Matlin Patterson antitrust counsel D. Botter
11/23/05	10847	R.K. Stanley	2.50	410	1,025.00	8940861	Antitrust analysis of proposed MP-Southwest transaction
11/28/05	10771	J.M. Carr	1.10	430	473.00	8946912	Conference call ATA re status and strategy ILFC, EETC leases re 5 727-500s
11/28/05	10771	J.M. Carr	.40	430	172.00	8946916	Telephone call attorney ILFC re treatment ILFC leases and request for consent to review leases
11/28/05	10771	J.M. Carr	.40	430	172.00	8946918	Telephone call D. Heroy re ATSB concerns re gate transaction
11/28/05	10773	S.A. Claffey	.10	410	41.00	8945526	Review ATSB wire instructions regarding Saab payment and seek to determine if wire instructions are consistent with prior wire instructions for payments to ATSB (.1)
11/28/05	10773	S.A. Claffey	.10	410	41.00	8945732	Attention to preparation of Ambassador and Amber Travel sale closing binder (.1)
11/28/05	10773	S.A. Claffey	.30	410	123.00	8945803	E-mails with Frank Conway regarding ATSB prepetition assets proceeds (from sales) and obligations to pay ATSB net cash proceeds from sales (.3)
11/28/05	10605	D.A. Foster	2.00	300	600.00	8952443	Review correspondence re Automatic lease (.2); teleconference with Carr and Claffey re EETC (.3); review disclosure statement exhibits re fleet plan (1.0; correspondence to Milbank re same (.2); correspondence with M. Mandel re same (.3)
11/28/05	10563	T.E. Hall	.40	205	82.00	8941591	Attend to EETC stipulation changes (.4)
11/28/05	10847	R.K. Stanley	.10	410	41.00	8952822	Email to J. Denison regarding deposition testimony
11/29/05	10771	J.M. Carr	.90	430	387.00	8947171	Telephone call and e-mails S. Frick and ILFC counsel's office re ILFC and request for information from its counsel
11/29/05	10771	J.M. Carr	1.60	430	688.00	8947184	Telephone calls G. Sion and A. Raz re

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11/29/05	10771	J.M. Carr	.40	430	172.00	8947189	ILFO, EETC leases, commitment letter and other issues
11/29/05	10771	J.M. Carr	.40	430	172.00	8947259	Telephone call D. Lenihan and B. Collins re ATSB concerns re gate transaction and possible fixes
11/29/05	10771	J.M. Carr	.20	430	86.00	8947260	Telephone calls and e-mails with F. Conway re execution commitment letter
11/29/05	10773	S.A. Claffey	.20	410	82.00	8945936	Telephone call J. Denison re status and execution commitment letter
11/29/05	10773	S.A. Claffey	.10	410	41.00	8945941	E-mails to and from ATA officers regarding spare parts sales and purported auctions of spare parts (.2)
11/29/05	10773	S.A. Claffey	.10	410	41.00	8945951	Conference with Terry Hall regarding report of spare parts auctions (.1)
11/29/05	10773	S.A. Claffey	.60	410	246.00	8945975	Telephone call to Sean Frick regarding auctions report and obtain clarification of process being followed by ATA with respect to excess spare parts (.1)
11/29/05	10773	S.A. Claffey	.20	410	82.00	8946004	Conference with Sean Frick, Mike Cobb, and Mercer representatives respecting spare parts sale issues (.6)
11/29/05	10773	S.A. Claffey	.30	410	123.00	8946016	Attention to preparation of motion for assumption of Midway lease and motion to approve spare parts sales (.2)
11/29/05	10605	D.A. Foster	2.10	300	630.00	8952465	Work on City of Chicago Midway lease assumption motion and related issues pertaining to cure with Terry Hall (.3)
11/29/05	10563	T.E. Hall	.40	205	82.00	8946626	Telephone conference with R. Rosenberg re EETC issues (.2); review revised plan (.9); preparation for and telephone conference with M. Mandel re fleet plan issues (.1)
11/29/05	15476	L.T. Perry	.10	155	15.50	8944558	Telephone call with Brian Hunt regarding Ambassador customer membership accounts (.4)
11/29/05	10847	R.K. Stanley	1.50	410	615.00	8952900	Checking status of Motion to Reject Contract with WSI
11/30/05	10771	J.M. Carr	3.50	430	1,505.00	8958344	Study recent Sixth Circuit decision against Northwest Airlines and evaluate potential for PITA to assert similar claims against Northwest
11/30/05	10771	J.M. Carr	.90	430	387.00	8958373	Meeting with J. Denison, S. Frick, D. Yakola, F. Conway re resolution gate transaction and various other issues

Client Manager: S.A. Claffey S.A. Claffey
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Proforma No.: 577265 as of 11/30/05
 Requested By: knsmith on 04/10/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
11/30/05	10773	S.A. Claffey	.30	410	123.00	8954489	meltdown scenario Attention to parts sale motion (gather facts and ascertain information regarding proposed sales) (.3)
11/30/05	10773	S.A. Claffey	.30	410	123.00	8954527	Conference with Frank Conway and Michael Cobb and other ATA employees and Mercer representatives regarding parts sales strategies (.3)
11/30/05	10605	D.A. Foster	2.50	300	750.00	8952595	Correspondence with R. Rosenburg re EETC (.3); telephone conference with R. Rosenburg re same (.3); telephone conference with J. Graber re maintenance records for 96-97 aircraft (.3); telephone conference with S. Frick re fleet issues (.2); attention to questions raised by 96-97 noteholders to plan (1.4)
Total for B002				81,338.50			
B003 BUSINESS OPERATIONS							
10/31/05	10376	A.A. Pickell	.70	170	119.00	8896569	Forwarded executed copy of Conciliation Agreement to Patty Villars; reviewed and revised spreadsheet of class members without addresses or who should not be class members
11/01/05	10773	S.A. Claffey	.20	410	82.00	8894921	Conference with John Denison regarding codeshare matters (.2)
11/01/05	10773	S.A. Claffey	.20	410	82.00	8894928	Telephone call from Sandy Sinnick regarding Department of Transportation meetings and need for participation of ATA officers at same (.2)
11/01/05	10773	S.A. Claffey	.20	410	82.00	8894930	E-mail to Sean Frick regarding Sandy Sinnick request for ATA to be present at Department of Transportation meetings next Monday (.2)
11/01/05	10773	S.A. Claffey	.20	410	82.00	8894931	Telephone call from D. Ackerman regarding numerous items with Southwest (.2)
11/01/05	10773	S.A. Claffey	.30	410	123.00	8894940	E-mails with Sandy Sinnick regarding Department of Transportation meetings and information he needs in order to proceed with same (.3)
11/01/05	10808	J.R. Jenkins	.10	375	37.50	8898516	Conference with J. Kimpel - HSR form
11/01/05	10813	M.K. Lisher	.10	355	35.50	8902893	Follow-up telephone call with B. Belden
11/01/05	10881	K.L. Osborn	1.60	230	368.00	8889496	HSR review and preparation
11/01/05	10830	H.A. Pfeiffer	.20	360	72.00	8890551	Strategize regarding OFCCP issues in light of cut back in Indianapolis
11/01/05	10376	A.A. Pickell	.90	170	153.00	8896628	Revised listing of class members without address information; drafted

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Date	Atty	Name	Hours	Rate	Value	Index	Description
11/02/05	10771	J.M. Carr	.40	430	172.00	8889519	correspondence to OFCCP regarding same and nine individuals incorrectly identified as Class members
11/02/05	10771	J.M. Carr	.50	430	215.00	8889556	Telephone call D. Heroy re SWA position re side letter
11/02/05	10771	J.M. Carr	.50	430	215.00	8889564	E-mails to ATA re MP/SWA positions re lock-up
11/02/05	10771	J.M. Carr	.40	430	172.00	8889708	Telephone calls Jefferies re status and strategy, capital raise
11/02/05	10771	J.M. Carr	.70	430	301.00	8889712	Telephone call with J. Denison and S. Frick re status, DOT meeting, and Dallas meeting
11/02/05	10773	S.A. Claffey	.20	410	82.00	8894959	Conference telephone call with MP, Jefferies, Sidley and ATA re status
11/02/05	10773	S.A. Claffey	.30	410	123.00	8894961	E-mails with Sandy Sinnick regarding meeting with Department of Transportation (.2)
11/02/05	10773	S.A. Claffey	.40	410	164.00	8894970	E-mail from David Kleiman regarding need for one additional leak for Grueninger due diligence, and e-mail explanation and request for approval of this new timeline to Frank Conway (.3)
11/02/05	10773	S.A. Claffey	.40	410	164.00	8895083	Work with Bob Stanley regarding John Denison's "antitrust immunity" question (.4)
11/02/05	10773	S.A. Claffey	.30	410	123.00	8895095	Telephone call from Angela Ferrante, counsel for Creditors' Committee, regarding John Denison Employment Agreement and prepare blackline for Akin Gump comparing final version against an earlier version (.4)
11/02/05	10563	T.E. Hall	.30	205	61.50	8890933	Prepare additional redlines of John Denison Employment Agreement for Angela Ferrante, at her request (.3)
11/02/05	10472	M.L. Krugler	.10	135	13.50	8916232	Telephone calls with creditors regarding objection deadline to Disclosure Statement (.3)
11/02/05	10881	K.L. Osborn	.70	230	161.00	8889872	Research antitrust modernization commission immunity catalog listing
11/03/05	10773	S.A. Claffey	.50	410	205.00	8895206	HSR review and preparation Review Southwest "discussion guide" regarding codeshare issues (.5)
11/03/05	10773	S.A. Claffey	.20	410	82.00	8895216	Check regarding rejection of City of Chicago O'Hare Airport Use Agreement (.2)
11/03/05	10563	T.E. Hall	.10	205	20.50	8894685	Return telephone call to Committee regarding C8 preferences (.1)
11/04/05	10771	J.M. Carr	.70	430	301.00	8894226	Telephone calls Sean Frick, John Denison re status and strategy

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11/04/05	10773	S.A. Claffey	.30	410	123.00	8895269	Conference with Jim Carr regarding Lisa Beckerman information request and observations (.3)
11/04/05	10563	T.E. Hall	.20	205	41.00	8898987	Return telephone call to attorney representing personal injury plaintiff regarding lift stay proceedings (.2)
11/04/05	10563	T.E. Hall	.10	205	20.50	8898988	Return telephone call to A. Thau regarding objection deadline (.1)
Total for B003			12.00	3,996.00			
B003 BUSINESS OPERATIONS							
11/04/05	10808	J.R. Jenkins	2.00	375	750.00	8898641	Conference with R. Stanley; research; conference with B. Hunt, R. Stanley and J. Kimpel - HSR issues
Total for b003			2.00	750.00			
B003 BUSINESS OPERATIONS							
11/04/05	10837	R.A. Richardson	2.70	340	918.00	8893473	Review and revise proposed agreements for Discover Card Reserve Account; conference with T. Hall regarding same
11/04/05	10847	R.K. Stanley	1.00	410	410.00	8896524	Conference call with B. Hunt (ARA), et al. regarding HSR compliance and procedure
11/07/05	10563	T.E. Hall	.70	205	143.50	8898894	Attend to motion to approve gate sale, codeshare, and settlement with City of Chicago (.7)
11/07/05	10563	T.E. Hall	.30	205	61.50	8898934	Telephone call with J. Forbes regarding Bank of Blue Valley rental agreement (2 de-icers) and fax same (.3)
11/07/05	10808	J.R. Jenkins	.10	375	37.50	8898717	Conference with J. Kimpel - HSR
11/07/05	14863	J.C. Nelson	.10	160	16.00	8917268	Telephone call to Skyworks regarding fee application
11/07/05	14863	J.C. Nelson	1.10	160	176.00	8917338	Drafting motion for approval of transfer of gates to Southwest
11/07/05	14863	J.C. Nelson	.30	160	48.00	8917347	Telephone call with J. Hall regarding Sabre settlement issues
11/07/05	10376	A.A. Pickell	.30	170	51.00	8896709	Drafted memo to file regarding mechanics job groups and appropriate census data for Affirmative Action Programs
11/07/05	10376	A.A. Pickell	.60	170	102.00	8896711	Telephone call with OFCCP regarding class member list revisions; conference with client regarding same
11/07/05	10376	A.A. Pickell	1.10	170	187.00	8896713	Finalized 2005 Affirmative Action Programs for Corporate and Chicago Midway and analysis of same for client.
11/07/05	10837	R.A. Richardson	1.30	340	442.00	8896004	Continue work on draft Second Amendment to Discover Card agreement and Authorization Agreement; circulate same

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Date	Atty	Name	Hours	Rate	Value	Index	Description
11/08/05	13062	J.F.W. Fleming	.40	170	68.00	8903409	to Wisty and T. Hall Revise and supplement drafts of authorizing documents for the ATA/Automatic lease transaction
11/08/05	10808	J.R. Jenkins	.10	375	37.50	8909437	Review HSR issues
11/08/05	14863	J.C. Nelson	.40	160	64.00	8917358	Telephone call with S. Everett regarding AMR administrative expense claim and attend to issues regarding same
11/08/05	14863	J.C. Nelson	.60	160	96.00	8917376	Telephone call with B. Hunt and B. Price regarding invoices submitted by the Bank of Blue Valley for a rejected equipment lease and attend to issues regarding same
11/08/05	10376	A.A. Pickell	.70	170	119.00	8900801	Reviewed spreadsheet of additional class member addresses received from OFCCP (.3); telephone conference with L. Linton regarding additional class member addresses and drafted correspondence forwarding addresses to client (.4)
11/09/05	10771	J.M. Carr	.40	430	172.00	8905625	Telephone call J. Denison re press release and issue
11/09/05	10773	S.A. Claffey	.20	410	82.00	8926962	Review and address general e-mails from ATA officers respecting reorganization matters (.2)
11/09/05	10808	J.R. Jenkins	.10	375	37.50	8909583	Review HSR issues
11/09/05	14863	J.C. Nelson	.30	160	48.00	8901457	E-mails to G. Baker, T. Hall and S. Frick regarding Sabre negotiations
11/09/05	14863	J.C. Nelson	5.60	160	896.00	8901635	Draft motion for approval of settlement agreement with City of Chicago; approval of assumption and assessment of sales to Southwest and approval of Southwest Codeshare agreement
11/09/05	14863	J.C. Nelson	.40	160	64.00	8901641	Telephone call with J. Hall regarding Sabre and status of resolution between ATA and Sabre
11/09/05	10376	A.A. Pickell	.20	170	34.00	8908367	Telephone conference with Varouj Bakhshian regarding filing an amendment pursuant to Bankruptcy Rule 1009 related to OFCCP settlement
11/10/05	10808	J.R. Jenkins	2.30	375	862.50	8910260	Review draft of HSR; research; conference with B. Hunt and R. Stanley - HSR issues
11/10/05	14863	J.C. Nelson	3.80	160	608.00	8908056	Revising motion for approval of City of Chicago Settlement Agreement, Saab sale to Southwest and Codeshare Agreement and research issues regarding same
11/10/05	10376	A.A. Pickell	.70	170	119.00	8908451	Telephone conference with Varouj

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11/10/05	10847	R.K. Stanley	.10	410	41.00	8910252	Bakhshian and T. Hall regarding filing an amendment pursuant to Bankruptcy Rule 1009 related to OFCCP settlement; drafted correspondence to client regarding same
11/10/05	10847	R.K. Stanley	2.20	410	902.00	8910259	Exchange voice messages with Mattlin counsel D. Beddow regarding HSR process
11/11/05	10771	J.M. Carr	.70	430	301.00	8913161	HSR planning and strategy
11/11/05	10773	S.A. Claffey	1.80	410	738.00	8927233	Conference telephone call SWA and ATSB re codeshare agreement
11/11/05	10773	S.A. Claffey	.10	410	41.00	8927241	Conference with Doug Yakola regarding City of Chicago issues related to transfer of gates and resolution of various City of Chicago claims and issues related to separate loans made to finance jet bridge extension (1.8)
11/11/05	10773	S.A. Claffey	.30	410	123.00	8927249	Conference with Subodh Karnik regarding Codeshare issues (.1)
11/11/05	10773	S.A. Claffey	.10	410	41.00	8927292	Review and evaluate jet bridge extension gate rent concession arrangement with City of Chicago and ATA positions regarding those concessions in relationship to transfer of jet bridge gates to City of Chicago, and e-mail Doug Yakola regarding those positions (.3)
11/11/05	13062	J.F.W. Fleming	1.40	170	238.00	8928666	Telephone call from Frank Conway regarding several corporate matters (.1)
11/11/05	10808	J.R. Jenkins	.30	375	112.50	8910327	Draft opinion letter for Automatic lease transaction
11/11/05	14863	J.C. Nelson	.50	160	80.00	8909963	Telephone call with P. Smith regarding SBC issues
11/11/05	14863	J.C. Nelson	.70	160	112.00	8909990	Conference call regarding Codeshare Hsr review and preparation
11/11/05	10881	K.L. Osborn	9.10	230	2,093.00	8911120	HSR preparation
11/11/05	10847	R.K. Stanley	2.80	410	1,148.00	8911551	Exchange voice messages with D. Beddow, HSR attorney for Mattlin Patterson
11/11/05	10847	R.K. Stanley	.20	410	82.00	8911564	Begin review of new draft of revised Codeshare Agreement (.6)
11/12/05	10773	S.A. Claffey	.60	410	246.00	8927413	Conference with Subodh Karnik regarding Codeshare Agreement (.8)
11/12/05	10773	S.A. Claffey	.80	410	328.00	8927417	Conference with Subodh Karnik regarding Codeshare Agreement (.8)
11/13/05	10773	S.A. Claffey	.20	410	82.00	8927444	E-mails with Jeff Nelson regarding facts to be included in motion for gate restructuring at Midway International Airport (.2)
11/13/05	10773	S.A. Claffey	.20	410	82.00	8927445	Review e-mails from Debby Ackerman and Subodh Karnik regarding Southwest/ATA Codeshare Agreement issues (.2)