

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

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

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

Requested By: knsmith on 04/10/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
11/09/05	10414	S.B. Laughlin	.70	130	91.00	8901406	Begin review of Plan for accuracy of internal references (.7).
11/10/05	10773	S.A. Claffey	.20	410	82.00	8927031	E-mails respecting Plan of Reorganization terms (.2)
11/10/05	10773	S.A. Claffey	.40	410	164.00	8927067	Conference with Bob Stanley regarding Hart Scott Rodino documents (Section 4C documents) and assemble term sheets and related deal documents for him to assist in identification of Section 4C documents (.4)
11/10/05	10563	T.E. Hall	.50	205	102.50	8905137	Return telephone call to A. Ferrante and later telephone call with A. Ferrante regarding Plan and disclosure matters and administrative claims (.5)
11/10/05	10563	T.E. Hall	.20	205	41.00	8905152	Attend to scheduling matters regarding Disclosure Statement hearing (.2)
11/10/05	10563	T.E. Hall	.50	205	102.50	8905168	Telephone call with V. Bakhshian regarding timing of printing and other timing issues in the case (.5)
11/10/05	10304	M.A. Werling	1.30	240	312.00	8915640	Telephone conferences re liquidation analysis issues, continue attention to same
11/11/05	10762	D.P. Bennett	2.00	375	750.00	8910808	Revise most recent draft of Plan or Reorganization; telephone conference with J. Aschleman
11/11/05	10771	J.M. Carr	2.20	430	946.00	8913141	Work on plan and disclosure statement
11/11/05	10563	T.E. Hall	.40	205	82.00	8917002	Telephone call with BMC regarding latest continuation dates and timing issues (.4)
11/11/05	14863	J.C. Nelson	1.50	160	240.00	8909986	Conference to discuss status and strategy regarding Plan and to assign tasks related to same
11/11/05	15476	L.T. Perry	1.90	155	294.50	8908541	ATA bankruptcy team meeting concerning revisions to the Plan and the Disclosure Statement
11/11/05	10304	M.A. Werling	.30	240	72.00	8915731	Telephone conferences re next steps in liquidation analysis
11/13/05	10563	T.E. Hall	5.00	205	1,025.00	8911459	Amended Disclosure Statement (5.0)
11/13/05	10414	S.B. Laughlin	.40	130	52.00	8944738	Continue review of Plan regarding internal references (.4)
11/14/05	10771	J.M. Carr	1.90	430	817.00	8917554	Review and revise disclosure statement
11/14/05	10771	J.M. Carr	2.10	430	903.00	8917556	Work on chapter 11 plan
11/14/05	10773	S.A. Claffey	.30	410	123.00	8927740	Work on Disclosure Statement, particularly business plan description (.3)
11/14/05	10773	S.A. Claffey	.20	410	82.00	8927741	Coordinate ATA - Baker & Daniels team work on Disclosure Statement (.2)
11/14/05	10773	S.A. Claffey	.30	410	123.00	8927776	Review files and attempt to assemble

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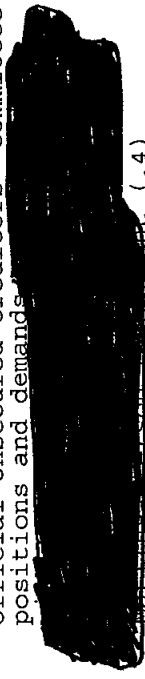
Requested By: knsmith on 04/10/06

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Date	Atty	Name	Hours	Rate	Value	Index	Description
11/14/05	10563	T.E. Hall	1.00	205	205.00	8917012	Section 4(c) documents for review for HSR filing in connection with MatlinPatterson investment (.3)
11/14/05	10563	T.E. Hall	.90	205	184.50	8917040	Coordinate inclusion of new comments and sections on Disclosure Statement; review and revise version 9 of Disclosure Statement (1.0)
11/14/05	10563	T.E. Hall	3.00	205	615.00	8917061	Review new tax section for Disclosure Statement (.9)
11/14/05	10414	S.B. Laughlin	.30	130	39.00	8915396	Coordinate second round of latest changes to Plan and Disclosure Statement and conference with ATA team (attorneys, client, advisors) (3.0)
11/14/05	14863	J.C. Nelson	.90	160	144.00	8916374	Incorporate edits to Plan (.3)
11/14/05	15476	L.T. Perry	2.90	155	449.50	8915059	Attend to issues regarding status regarding Plan and Disclosure status
11/14/05	15476	L.T. Perry	1.10	155	170.50	8915077	Two conference calls with Jim Carr and David Herzog re: depositions of Frank Conway and Thane Carlston and MP deal and prepare Plan and Disclosure Statement for filing
11/15/05	10771	J.M. Carr	1.30	430	559.00	8920345	Review Sidley comments to Plan
11/15/05	10563	T.E. Hall	1.20	205	246.00	8933848	Review proposed changes to Plan from MatlinPatterson (1.2)
11/15/05	10563	T.E. Hall	1.00	205	205.00	8933858	Attend to SRO voting exhibits drafts in connection with Rights Offering and other Plan Exhibits (1.0)
11/15/05	10304	M.A. Werling	1.60	240	384.00	8929443	Assist with preparation of revised and final liquidation estimate memo, related issues pertaining to same
11/16/05	10771	J.M. Carr	1.10	430	473.00	8920482	Work on disclosure statement
11/16/05	10563	T.E. Hall	1.00	205	205.00	8933834	Review new liquidation analysis from Huron for use as Disclosure Statement Exhibit (1.0)
11/16/05	10563	T.E. Hall	2.20	205	451.00	8933836	Continue revisions to Disclosure Statement based on proposed gate transfer and settlement with City of Chicago (2.2)
11/16/05	10304	M.A. Werling	.50	240	120.00	8929484	Work on issues re "other excluded" items, BMC reconciliations re same
11/17/05	10771	J.M. Carr	2.40	430	1,032.00	8926135	Meeting with J. Denison, F. Conway, S. Frick re disclosure statement, plan and other issues of strategy
11/17/05	10771	J.M. Carr	4.40	430	1,892.00	8926159	Attend to issues of strategy
11/17/05	10773	S.A. Claffey	3.00	410	1,230.00	8928408	Conference with Frank Conway, John Denison and Sean Frick regarding ATSB loan restructuring and MatlinPatterson investment requirements and the

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Date	Atty	Name	Hours	Rate	Value	Index	Description
11/17/05	10773	S.A. Claffey	.40	410	164.00	8928426	interplay of those two matters, and then work on Plan of Reorganization Disclosure Statement with John Denison, Frank Conway and Sean Frick (3.0) Conference with Frank Conway regarding numerous issues related to current Official Unsecured Creditors' Committee positions and demands
							
11/17/05	10563	T.E. Hall	1.90	205	389.50	8933144	Conference calls with client, New Investor, and advisors regarding Disclosure Statement and Plan (1.9) Respond to request regarding Mikelsons' Agreement and Plan inclusion (.3) Attend to analysis of estimate for professional fees for administrative expenses (1.2)
11/17/05	10563	T.E. Hall	.30	205	61.50	8933155	Drafting disclosure statement sections, focusing on Section IV regarding new capital and tie into gate restructuring
11/17/05	10563	T.E. Hall	1.20	205	246.00	8933161	Office conferences re J. Peko inquiries, review and confirm reconciliation of "other excluded" items with BMC report data
11/17/05	14863	J.C. Nelson	1.50	160	240.00	8926441	Work on plan and disclosure statement Telephone calls F. Conway, J. Denison, and G. Sion re plan and convenience class treatment
11/17/05	10304	M.A. Werling	1.00	240	240.00	8925368	Conference with Frank Conway regarding Plan of Reorganization options to cash regarding potential conversion to cash to creditors rather than stock to creditors approach (.3)
11/18/05	10771	J.M. Carr	1.20	430	516.00	8926387	Begin review of Hart Scott Rodino application for accuracy of information provided (.2)
11/18/05	10771	J.M. Carr	1.60	430	688.00	8926649	Work with Bob Stanley regarding Hart Scott Rodino document identification (Section 4c documents) related to Bain report (.2)
11/18/05	10773	S.A. Claffey	.30	410	123.00	8928565	Review draft 10Q for updates necessary to Disclosure Statement and Plan and mark same (1.0)
11/18/05	10773	S.A. Claffey	.20	410	82.00	8928594	Attend to additional revisions and draft blacklines of Disclosure
11/18/05	10773	S.A. Claffey	.20	410	82.00	8928600	
11/18/05	10563	T.E. Hall	1.00	205	205.00	8947014	
11/18/05	10563	T.E. Hall	4.50	205	922.50	8947019	

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Date	Atty	Name	Hours	Rate	Value	Index	Description
11/18/05	10304	M.A. Werling	.40	240	96.00	8929724	Statement and e-mail to constituent parties (4.5)
11/19/05	10773	S.A. Claffey	.20	410	82.00	8928607	Office conference re demand letters, strategy in pursuing same; attention to form and content of demand letters
11/19/05	10773	S.A. Claffey	3.80	410	1,558.00	8928626	Provide explanation of Section 4c Hart Scott Rodino documents (.2) Substantial revisions and clean up of draft Disclosure Statement for Plan of Reorganization (3.8)
11/19/05	10773	S.A. Claffey	.30	410	123.00	8928647	Review stream of general e-mails related to Plan of Reorganization and related issues (.3)
11/19/05	10563	T.E. Hall	4.00	205	820.00	8932986	Continue to amend Plan and Disclosure Statement based on new changes to business plan and investment terms (4.0)
11/19/05	14863	J.C. Nelson	6.70	160	1,072.00	8927253	Drafting inserts for disclosure statement, focusing on description of Codeshare Agreement and Midway Gate Restructuring Transaction
11/20/05	10771	J.M. Carr	2.00	430	860.00	8929458	Work on disclosure statement and plan
11/20/05	14863	J.C. Nelson	1.20	160	192.00	8929678	Reviewing and working on disclosure statement, focusing on changes to Chapter 11 events
11/21/05	10771	J.M. Carr	3.90	430	1,677.00	8929510	Review draft resolutions; participate in meeting with Board of Directors re plan, disclosure statement, MP commitment letter, gate transaction and other issues
11/21/05	10771	J.M. Carr	3.30	430	1,419.00	8929514	Work on plan and disclosure statement
11/21/05	10771	J.M. Carr	.60	430	258.00	8929519	Review letter from E. Schaeffer re plan and disclosure statement and compare with draft plan and disclosure statement
11/21/05	10771	J.M. Carr	.70	430	301.00	8929523	Meeting with Frick and telephone call with Epstein re status valuation
11/21/05	10773	S.A. Claffey	.30	410	123.00	8929664	Raise questions regarding continuing ATA SEC filings (.3)
11/21/05	10773	S.A. Claffey	.20	410	82.00	8929702	Conference with ATA team regarding Disclosure Statement clean up and finalization (.2)
11/21/05	10773	S.A. Claffey	.20	410	82.00	8929739	Conference with Sean Frick regarding Disclosure Statement issues and text (.2)
11/21/05	10563	T.E. Hall	9.30	205	1,906.50	8933000	Work on Plan and Disclosure Statement, including telephone calls with client, financial advisors, co-counsel regarding aircraft lease rejection claims; telephone calls with investor; revise rights offering and other

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11/21/05	15476	L.T. Perry	1.10	155	170.50	8928242	sections of both Plan and Disclosure Statement (9.3) Team meeting to discuss filing of the Disclosure Statement on November 23 and the tasks that need to be accomplished in order to do so
11/22/05	10771	J.M. Carr	3.80	430	1,634.00	8936294	Revise plan and disclosure statement; review Akin Gump proposed changes
11/22/05	10771	J.M. Carr	3.60	430	1,548.00	8936317	Telephone calls D. Darrow, ATA, Jefferies, Sidley, MP re plan and disclosure statement, November 23 hearing, commitment letter and fee reimbursement and possible settlement with creditors' committee
11/22/05	10773	S.A. Claffey	.10	410	41.00	8932641	Attention to HSR questions regarding identification of documents and identification of personnel referenced in HSR Section 4(c) documents (.1)
11/22/05	10773	S.A. Claffey	.40	410	164.00	8932651	Attention to HSR filing in terms of timing and logistics for assuring that all Section 4(c) documents have been identified up to the time of filing (.4)
11/22/05	10773	S.A. Claffey	.20	410	82.00	8932696	Evaluate MatlinPatterson and Committee positions respecting numerous issues related to proposed Plan of Reorganization and reorganization process and evaluate possible solutions to accommodate all objections (.2)
11/22/05	10773	S.A. Claffey	.20	410	82.00	8932704	Assemble information for Disclosure Statement (.2)
11/22/05	10773	S.A. Claffey	.40	410	164.00	8932708	Statement (.4)
11/22/05	10773	S.A. Claffey	.20	410	82.00	8932712	Further attention to Hart Scott Rodino compliance logistics and filing; evaluate ATSB questions and demands related to Southwest gate transaction (.2)
11/22/05	10773	S.A. Claffey	.40	410	164.00	8932726	Further work on Disclosure Statement revisions (.4)
11/22/05	10563	T.E. Hall	10.80	205	2,214.00	8933005	Work on Plan and Disclosure Statement, including revisions to; re-analysis of data; conference calls with client and other parties in interest, including New Investor and advisors; and further review and revisions to same (10.8)
11/22/05	14863	J.C. Nelson	2.00	160	320.00	8933038	Work on assembling total lease rejection damages claims, including reviewing lease damages provisions and creating spreadsheet (1.6); telephone

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Date	Atty	Name	Hours	Rate	Value	Index	Description
11/22/05	15476	L.T. Perry	2.80	155	434.00	8934582	call with T. Yoder regarding Finova's claim; telephone call with J. Levi regarding same; telephone call with T. Graham regarding claim comments (.3)
11/23/05	10773	S.A. Claffey	.10	410	41.00	8938395	Proofreading final version of disclosure statement before filing
11/23/05	10773	S.A. Claffey	.20	410	82.00	8938408	E-mails regarding John Denison deposition (.1)
11/23/05	10773	S.A. Claffey	1.00	410	410.00	8938414	Coordinate reply to John Denison questions regarding his deposition and required document production (.2)
11/23/05	10773	S.A. Claffey	6.80	410	2,788.00	8938428	Review numerous Disclosure Statement revisions submitted from various ATA personnel, including Sean Frick, Wisty Malone, Jack Schultz, and others (1.0)
11/23/05	10773	S.A. Claffey	.30	410	123.00	8938435	Day long work on finalization of First Amended Disclosure Statement (6.8)
11/23/05	10563	T.E. Hall	3.20	205	656.00	8938263	Conference with Sean Frick regarding his changes to Disclosure Statement and additional changes received from Wisty Malone for Disclosure Statement (.3)
11/23/05	10563	T.E. Hall	11.00	205	2,255.00	8938265	Revise Solicitation Procedures Motion and all Exhibits (3.2)
11/23/05	10414	S.B. Laughlin	3.70	130	481.00	8935917	Continue to incorporate client's comments into Amended Disclosure Statement; review and revise Plan for filing; numerous telephone calls and e-mails; revisions to same and file Amended Plan and Disclosure Statement with all Exhibits (11.0)
11/23/05	14863	J.C. Nelson	2.00	160	320.00	8941651	Assist with numerous revisions and finalization of Disclosure Statement, exhibits, notice, and consultations with T. Hall and S. Reid regarding same (3.7)
11/23/05	14863	J.C. Nelson	8.00	160	1,280.00	8942183	Review and revise First Amended Disclosure Statement
11/23/05	15476	L.T. Perry	1.70	155	263.50	8935121	Revise Solicitation Procedures Order Motion and related exhibits
11/23/05	15476	L.T. Perry	1.00	155	155.00	8935125	Proofreading final version of disclosure statement before filing
11/23/05	15476	L.T. Perry	.70	155	108.50	8935126	Editing ballots for each class of claimants
11/28/05	10771	J.M. Carr	1.30	430	559.00	8946893	Editing final version of Disclosure Statement

Telephone calls Jefferies (H. Shin), A. Ferrante, D. Heroy re status revision of plan to reflect agreement among ATA, MP and Committee

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11/28/05	10771	J.M. Carr	1.40	430	602.00	8946898	E-mails ATA, MP and Akin Gump re status and revision to plan and disclosure statement
11/28/05	10773	S.A. Claffey	.20	410	82.00	8945510	E-mails from Doug Yakola regarding changes of minor information respecting lease matters in the ATA Disclosure Statement and respecting gate utilization at Chicago Midway (.2)
11/28/05	10773	S.A. Claffey	.20	410	82.00	8945534	Coordinate further revisions of Amended Disclosure Statement (.2)
11/28/05	10773	S.A. Claffey	.20	410	82.00	8945542	E-mails from ATA officers and personnel regarding Plan, Committee deal, Disclosure Statement, and other general matters related to reorganization (.2)
11/28/05	10773	S.A. Claffey	.10	410	41.00	8945585	Attention to obtaining transcripts for John Denison, per his request (.1)
11/28/05	10773	S.A. Claffey	.10	410	41.00	8945726	E-mail with Sean Frick regarding timing of new Disclosure Statement filing (.1)
11/28/05	10773	S.A. Claffey	.20	410	82.00	8945781	Review and reply to e-mails regarding proposed web posting of information for employees respecting the Amended Plan of Reorganization (.2)
11/28/05	10563	T.E. Hall	1.00	205	205.00	8941579	Telephone call with client regarding strategy for next steps and changes to Plan and Disclosure Statement based on settlement with Creditors' Committee (1.0)
11/28/05	10563	T.E. Hall	.40	205	82.00	8941630	Review new calculations for share price, distribution, and estimated recovery based on settlement with Committee (.4)
11/29/05	10771	J.M. Carr	1.80	430	774.00	8947186	Review and revise plan to reflect deal with committee
11/29/05	10771	J.M. Carr	.60	430	258.00	8947192	E-mails A. Ferrante re revised plan and rights offering documents
11/29/05	10771	J.M. Carr	.40	430	172.00	8947195	Telephone call S. Kohn re revision to plan
11/29/05	10771	J.M. Carr	.80	430	344.00	8947261	Telephone call L. Beckerman re plan and disclosure statement
11/29/05	10771	J.M. Carr	.50	430	215.00	8947263	Work on schedule of action for reorganization
11/29/05	10773	S.A. Claffey	.30	410	123.00	8946051	Attention to the preservation of causes of action held by ATA and its affiliates, including [REDACTED] (.3)
11/29/05	10563	T.E. Hall	.80	205	164.00	8946619	Review and revise new Plan draft blackline (.8)
11/29/05	10563	T.E. Hall	.90	205	184.50	8946624	Review and revise new rights offering

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11/29/05	10563	T.E. Hall	1.00	205	205.00	8946646	documents (.9) Conference call with Company restructuring team regarding claims objections, contracts, preferences all related to plan confirmation (1.0)
11/30/05	10771	J.M. Carr	1.30	430	559.00	8958350	Revise plan re rights offering
11/30/05	10563	T.E. Hall	1.80	205	369.00	8949671	Begin drafting changes to Solicitation Procedures Motion to incorporate rights offering (1.8)
11/30/05	10563	T.E. Hall	.50	205	102.50	8949708	Attend to changes to Plan, Disclosure Statement and determine changes necessary to Rights Offering documents (.5)
11/30/05	10563	T.E. Hall	1.20	205	246.00	8949718	Review new claims run for claims over \$1 million and begin list of disputed claims for rights offering (1.2)
11/30/05	14863	J.C. Nelson	.20	160	32.00	8952136	Attend to identifying retained causes of action to identify in Plan
<b>Total for B012</b>				71,177.00			
<b>B013 RELIEF FROM STAY PROCEEDINGS</b>							
11/14/05	15476	L.T. Perry	.20	155	31.00	8915074	Telephone conversation with Theresa Graham re: Evelyn Spiller and status of agreement to lift automatic stay
11/15/05	14863	J.C. Nelson	.30	160	48.00	8918765	Attend to issues with Stipulation with Mark Thomas to modify the automatic stay
11/15/05	14863	J.C. Nelson	.10	160	16.00	8918782	Attend to Prasad and Harris stipulations to modify automatic stay to allow personal injury actions to proceed to the extent of available insurance
11/16/05	14863	J.C. Nelson	.30	160	48.00	8919872	Work on Prasad, Harris and Thomas Stipulations allowing relief from stay to pursue insurance proceeds
11/16/05	15476	L.T. Perry	.30	155	46.50	8919671	Preparing Order lifting automatic stay in the matter of Mark Thomas
11/28/05	14863	J.C. Nelson	.20	160	32.00	8950140	Review stipulation with McCarrel and English to modify automatic stay to allow setoff of retainer
11/28/05	14863	J.C. Nelson	.40	160	64.00	8950691	Review and revise orders on Harris, Prasad and Thomas stay relief stipulations
11/28/05	15476	L.T. Perry	.30	155	46.50	8939332	Editing Relief from Stay Stipulation with McCarter & English
11/28/05	15476	L.T. Perry	.40	155	62.00	8939337	Editing Relief From Stay Stipulations with Prasad and Harris in preparation of filing
11/28/05	15476	L.T. Perry	.30	155	46.50	8939376	Edits to Relief from Stay Stipulation with Thomas



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11/29/05	15476	L.T. Perry	.50	155	77.50	8944025	Review of signed stipulation with McCarter & English and preparation to file Stipulation and Order re: lifting of the automatic stay
11/29/05	15476	L.T. Perry	.10	155	15.50	8944041	Email to Tom Doherty of McCarter & English re: which entity McCarter and English should make the check payable to
<b>Total for B013</b>			3.40	533.50			
<b>B015 BUSINESS ANALYSIS</b>							
11/02/05	10771	J.M. Carr	2.50	430	1,075.00	8889726	Review liquidation analysis; telephone call with Huron and ATA re liquidation analysis
11/02/05	10773	S.A. Claffey	.30	410	123.00	8895097	Conference with Brian Buebel of Huron regarding liquidation analysis information (.3)
11/02/05	10563	T.E. Hall	2.40	205	492.00	8890938	Telephone call with Huron & Company regarding liquidation analysis and assumptions (2.4)
11/10/05	15785	J. Blankenship	.40	200	80.00	8910924	Meet with J. Aschleman to discuss corporate governance matters in connection with ATA bankruptcy emergence
11/14/05	10773	S.A. Claffey	.20	410	82.00	8927716	Attention to Section 409A question of Brian Hunt (.2)
11/14/05	10773	S.A. Claffey	.30	410	123.00	8927743	Review Section 409A issues related to employment and severance compensation proposed by hiring group for John Denison (.3)
11/14/05	10773	S.A. Claffey	.10	410	41.00	8927751	Conference with Brian Hunt regarding Section 409A issues (.1)
11/15/05	10773	S.A. Claffey	.50	410	205.00	8927618	Review David Heroy comments on draft Codeshare Agreement and review MatlinPatterson comments on draft Codeshare Agreement (.5)
11/16/05	10771	J.M. Carr	1.20	430	516.00	8920478	Review liquidation analysis and conference telephone call Huron and ATA re liquidation analysis
11/18/05	10773	S.A. Claffey	.20	410	82.00	8928590	Conference with Sean Frick regarding preparation of revised identification of business plan for inclusion in Plan of Reorganization Disclosure Statement and conference with Sean Frick regarding Bain Consulting report on OP Plan 7 (.2)
11/18/05	10773	S.A. Claffey	.10	410	41.00	8928591	Advise Jim Carr of Bain report on OP Plan 7 (.1)
<b>Total for B015</b>			8.20	2,860.00			
<b>B016 CORPORATE FINANCE</b>							

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

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Client: 0002184 ATA Airlines, Inc.  
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Requested By: knsmith on 04/10/06

Date	Atty	Name	Hours	Rate	Value	Index	Description
11/01/05	14724	M.N. Barnes	1.20	245	294.00	8920824	Discuss status with J. Aschelmann (.3); conference call with Sidley Austin(.9)
11/01/05	10773	S.A. Claffey	1.00	410	410.00	8894916	Participate in scheduling, timing and action plan conference with Matlin Patterson counsel and Jefferies counsel (1.0)
11/02/05	14724	M.N. Barnes	7.10	245	1,739.50	8920845	Meeting with J. Aschelmann to discuss tasks and delegate (1.1); discuss preparation of new "Bruno" entities with J. Blankenship(.5); review and revise rights offering materials (.4); review revised Plan and comment (3.7); review Disclosure Statement regarding rights offering and securities law matters (1.4)
11/02/05	10771	J.M. Carr	1.50	430	645.00	8889688	Work on HSR, DOT approval of ownership structure, other capital raise plan issues
11/02/05	10771	J.M. Carr	.40	430	172.00	8889701	Telephone call with G. Sion re HSR and other issues
11/02/05	10773	S.A. Claffey	.20	410	82.00	8894957	Conference with Brian Hunt regarding holding and updating Board of Directors meeting prior to new round of motions for Matlin Patterson and Southwest transactions, and regarding D. Ackerman communications respecting acquisition of additional gate support at Midway (.2)
11/03/05	14724	M.N. Barnes	4.30	245	1,053.50	8920846	Revision and comment on Disclosure Statement and prepare addition/revised risk factors (.9); Meeting with internal working group to discuss Plan (1.8); review and comment on revised Plan (1.6)
11/03/05	10773	S.A. Claffey	.20	410	82.00	8895171	Review e-mails respecting Matlin Patterson foreign ownership issues and resolutions (.2)
11/04/05	14724	M.N. Barnes	1.30	245	318.50	8920855	Discuss comments to Plan with J. Aschelmann and revise (1.3)
11/04/05	10771	J.M. Carr	.50	430	215.00	8894282	E-mails Jefferies et al. re capital raise and inquiry from CSFB
11/04/05	10773	S.A. Claffey	.30	410	123.00	8895277	E-mails regarding Matlin Patterson foreign ownership issues (.3)
11/04/05	10773	S.A. Claffey	.50	410	205.00	8895279	Review new Matlin Patterson Term Sheet (.5)
11/04/05	10859	D.C. Worrell	.40	435	174.00	8895812	Revise ALPA Option Plan
11/05/05	14724	M.N. Barnes	.70	245	171.50	8920866	Review revised Plan and Matlin Patterson term sheet
11/07/05	14724	M.N. Barnes	.90	245	220.50	8920957	Conference call with J. Aschelmann, S.

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Date	Atty	Name	Hours	Rate	Value	Index	Description
11/07/05	10773	S.A. Claffey	.70	410	287.00	8926823	Claffey and Jeffries (.5); meeting with J. Aschelman to discuss comments to latest draft of Plan (.4) Conference call with Jeffries principals and ATA senior officers regarding status, timetable and action plan for proceeding with Plan of Reorganization, and new investment by MatlinPatterson (.7)
11/08/05	14724	M.N. Barnes	1.90	245	465.50	8920986	Conference call with Sidley regarding preparation for October 10, 2005 filing (.8); conference call with Sidley regarding MP term sheet (1.1) Conference call with J. Aschelman and Sandy Sinick regarding DOR foreign ownership regulations (.5)
11/10/05	14724	M.N. Barnes	.50	245	122.50	8921017	Review and revise Form 8-K
11/10/05	10859	D.C. Worrell	.30	435	130.50	8908179	Review revisions to MP team sheet (2);
11/11/05	14724	M.N. Barnes	2.30	245	563.50	8921057	Review certificate and US Citizenship for Rights offer and discuss other changes to Rights offering with J. Aschelman (.3); internal group meeting to Servass responsibilities (1.8)
11/13/05	14724	M.N. Barnes	3.00	245	735.00	8921076	Review and revise Plan, Disclosure Statement and Rights Offering materials (3.0)
11/14/05	14724	M.N. Barnes	2.60	245	637.00	8947854	Review and discuss comments to Plan with J. Aschelman (.1); discuss risk factors with J. Aschelman (.3); review, revise and distribute to Sidley the rights offering documents (.4); review final Mattson Patterson commitment letter and prepare draft of Form 8-K (.8); attend internal working group meeting (1.0)
11/14/05	10773	S.A. Claffey	.20	410	82.00	8927699	Review e-mails from Committee Counsel and regarding MatlinPatterson access to aircraft leases (.2)
11/15/05	14724	M.N. Barnes	5.30	245	1,298.50	8947863	Review 10-Q and discuss with J. Aschelman (1.4); review and comment on revised draft of Disclosure Statement (2.4); review comments to Plan from Sidley (.3); prepare organizational chart (.4); research regarding 8-K filing for filing of Plan and Disclosure Statement and discuss with J. Aschelman (.8)
11/15/05	15785	J. Blankenship	.50	200	100.00	8942775	Review current ATA articles and bylaws (.3); review precedent public company

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Date	Atty	Name	Hours	Rate	Value	Index	Description
11/15/05	10773	S.A. Claffey	1.30	410	533.00	8927626	articles of incorporation (.2) Conference with Jefferies principals, Sean Frick, Frank Conway and John Denison regarding numerous matters, including Codeshare Agreement, ATSB loan restructuring and position respecting collateralization and amortization, MatlinPatterson investment and refinancing issues, refinancing of ATSB and Plan of Reorganization structure (1.3) E-mail to John Denison and Subodh Karnik regarding new Codeshare Agreement term sheet and problems with exclusivity requirements as stated therein by MatlinPatterson and regarding other MatlinPatterson input items (.2)
11/15/05	10773	S.A. Claffey	.20	410	82.00	8927657	Review 10-Q Review email from Sidley regarding ownership structure and discuss with J. Aschleman (.4); revise ownership structure chart for disclosure statement (.8); prepare draft of 8-K for filing of plan/disclosure statement and review precedent (2.7); review timetable and revise to reflect 8-K filings (.3); discuss issues with J. Aschleman (.7); review letter from Reed Smith regarding indenture trustee and cross-reference to UAL plan (.2); prepare list of outstanding items needed to be resolved to complete plan and disclosure statement for internal working group meeting on 11/17 (1.2) E-mails from MatlinPatterson counsel, special FAA counsel, and ATA officers respecting MatlinPatterson transactions and foreign ownership issues (.3) Internal working group meeting to discuss Disclosure Statement (1.8); revise Disclosure Statement (4.9); drafting session of ATA on Disclosure Session (2.1)
11/15/05	10859	D.C. Worrell	.50	435	217.50	8926230	
11/16/05	14724	M.N. Barnes	6.30	245	1,543.50	8948004	
11/16/05	10773	S.A. Claffey	.30	410	123.00	8928308	
11/17/05	14724	M.N. Barnes	8.80	245	2,156.00	8948022	
11/17/05	15785	J. Blankenship	.90	200	180.00	8942880	Draft articles of incorporation for ATA NewCo. (.9)
11/18/05	14724	M.N. Barnes	5.60	245	1,372.00	8948049	Review Ambassador Agreement; discuss need for 8-K with J. Aschleman; prepare 8-K (1.5); review draft of projection,

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S.A. Claffey  
ATA Airlines, Inc.  
Restructuring

Date	Atty	Name	Hours	Rate	Value	Index	Description
11/18/05	15785	J. Blankenship	3.40	200	680.00	8942890	comment and prepare riders (2.0); attention to Disclosure Statement (2.1); Meet with S. Claffey to discuss resolutions for ATA Holdings and certain subsidiaries (.4); review term sheets and other documentation to be approved by the resolutions (.9); draft resolutions (2.1)
11/19/05	14724	M.N. Barnes	5.30	245	1,298.50	8948060	Revise Disclosure Statement (5.3)
11/19/05	15785	J. Blankenship	2.80	200	560.00	8942962	Draft resolutions for the board of directors of ATA Holdings and certain subsidiaries to approve the Amended and Restated Plan of Reorganization and Disclosure Statement and other actions related to the Plan of Reorganization (2.8)
11/20/05	14724	M.N. Barnes	3.00	245	735.00	8948061	Revise Disclosure Statement (2.4); Review Board resolutions (.6)
11/20/05	15785	J. Blankenship	.40	200	80.00	8942975	Review revised draft of resolutions for the board of directors of ATA Holdings and certain subsidiaries (.4)
11/21/05	14724	M.N. Barnes	8.40	245	2,058.00	8948070	Review and comment on business plan description (1.1); internal group meeting to discuss plan and Disclosure Statement (1.1); review and revise 8-K filing and distribute for comment (.3); review and comment on revised financial projections (1.3); revise Disclosure Statement (4.6)
11/22/05	14724	M.N. Barnes	10.60	245	2,597.00	8948076	Revise Disclosure Statement (7.3); conference call with Sidley (1.0); revise 8-K, prepare related press release and discuss with B. Hunt (2.3)
11/22/05	15785	J. Blankenship	1.20	200	240.00	8943933	Draft and revise organizational documents for ATA NewCO (1.2)
11/23/05	10773	S.A. Claffey	.70	410	287.00	8938425	Conferences with Sean Frick, John Denison and other ATA personnel
11/28/05	10773	S.A. Claffey	.30	410	123.00	8945775	Review redraft of Commitment Letter received from MatlinPatterson (.3)
11/29/05	14724	M.N. Barnes	5.20	245	1,274.00	8950466	Review email correspondence and discuss current status with J. Aschleman and T. Hall (1.0); review rights offering documents (.3); prepare 8-K for execution of commitment letter and revise 8-K for filing of plan (1.5); revise 8-K for filing of plan (.2);

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Date	Atty	Name	Hours	Rate	Value	Index	Description
11/29/05	10771	J.M. Carr	1.60	430	688.00	8947201	review employee materials regarding bankruptcy (.6); revise press release regarding filing of plan (.6); review revised plan (1.0)
11/30/05	14724	M.N. Barnes	3.50	245	857.50	8950728	E-mails ATA, Jefferies re execution commitment letter and entry of court order authorizing commitment letter and review 8-K
11/30/05	15785	J. Blankenship	3.80	200	760.00	8949556	Review revised press release (.1); discuss changes to Rights Offering with J. Aschleman (.4); review and revise Plan and subscription documents to reflect new terms of Rights Offering (3.0)
<b>Total for B016</b>			111.90	28,772.00			Draft and revise organizational documents for ATA New Parent and New ATA Holdings (3.8)
<b>B020 TAX ISSUES</b>							
11/01/05	10762	D.P. Bennett	4.50	375	1,687.50	8895283	Work on Disclosure Statement
11/02/05	10762	D.P. Bennett	.50	375	187.50	8895135	Telephone conference with KPMG regarding Bruno structure and formation of corporations
11/07/05	10762	D.P. Bennett	3.50	375	1,312.50	8901449	Review and revise Plan of Reorganization; review draft of term sheet; prepare computation of value per share
11/09/05	10762	D.P. Bennett	.30	375	112.50	8901925	Email correspondence with KPMG, Pl Cox and S. Advani regarding tax issues related to Plan of Reorganization
11/11/05	10782	T.J. Esping	2.00	395	790.00	8917708	Review tax section of lease; conference with D. Foster
11/14/05	10762	D.P. Bennett	6.00	375	2,250.00	8918260	Revise tax discussion in Disclosure Statement; telephone conference with KPMG accountants, attorney for MatlinPatterson and attorney for creditors' committee; revise Plan of Reorganization; telephone conference with J. Carr, et al., regarding Plan and Disclosure Statement
11/19/05	10762	D.P. Bennett	1.50	375	562.50	8930893	Begin review of revised Disclosure Statement
11/21/05	10762	D.P. Bennett	5.00	375	1,875.00	8936517	Additional review of Disclosure Statement and revise tax discussion; review and analysis of revised Bruno analysis prepared by KPMG; telephone conferences with L. Bailey and S. Moresco of KPMG

Client Manager: S.A. Claffey S.A. Claffey  
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Date	Atty	Name	Hours	Rate	Value	Index	Description
11/22/05	10762	D.P. Bennett	3.40	375	1,275.00	8936545	Review revised Plan of Reorganization; review and revise draft of Disclosure Statement; review financial information from Company; telephone conference with Lisa Bailey
11/28/05	10762	D.P. Bennett	3.70	375	1,387.50	8951596	Review revised financial projections and assumptions; telephone conferences regarding changes in Plan of Reorganization; analysis of foregoing on post-emergence basis of assets; telephone conference with L. Bailey and S. Moresco
11/30/05	10762	D.P. Bennett	1.00	375	375.00	8952414	Telephone conferences with J. Aschleman and L. Bailey; analysis of tax consequences of issuance of warrants to unsecured creditors
<b>Total for B020</b>			31.40				
Total Services					496,492.00		

**UNBILLED DISBURSEMENTS**

Date	Quantity	Value	Check No	Voucher ID	Index	Description
105 11/17/05	Certified Copies 1	75.00	368790	1151736	2865987	Certified Copies - - Vendor: Sarah B. Laughlin U.S. Bankruptcy Court
Subtotal for Certified Copies		75.00				
111 11/28/05	Copying Charge 1	26.00	369070	1152162	2868664	Copying Charge - - Vendor: Clerk, United States Bankruptcy Court Audio Copy Fees
Subtotal for Copying Charge		26.00				
114 11/26/05	Deposition Cost 1	1,375.86	369726	1153371	2878076	Deposition Cost - - Vendor: TSG Reporting Frank Conway & Thane Carlston
Subtotal for Deposition Cost		1,375.86				
150 08/24/05	Telephone 1	361.16	368300	1150904	2861711	Telephone - - Vendor: 1-800-Conference Conference Call on 08/24/05
09/01/05	1	66.99	368300	1150904	2861726	Telephone - - Vendor: 1-800-Conference Conference Call

Client Manager: S.A. Claffey S.A. Claffey  
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Date	Quantity	Value	Check No	Voucher ID	Index	Description
09/06/05	1	767.32	368300	1150904	2861709	on 09/01/05 Telephone - - Vendor: 1-800-Conference Conference Call on 09/06/05
09/19/05	1	64.79	368300	1150904	2861724	Telephone - - Vendor: 1-800-Conference Conference Call on 09/19/05
09/26/05	1	25.60	368300	1150908	2861930	Telephone - - Vendor: 1-800-Conference Conference Call on 09/26/05
10/03/05	1	77.39	368300	1150908	2861925	Telephone - - Vendor: 1-800-Conference Conference Call on 10/03/05
10/11/05	1	242.38	368300	1150908	2861928	Telephone - - Vendor: 1-800-Conference Conference Call on 10/11/05
10/17/05	1	53.19	368300	1150908	2861926	Telephone - - Vendor: 1-800-Conference Conference Call on 10/17/05
10/31/05	1	94.33	368442	1150559	2860322	Telephone - - Vendor: Telspan Conference Calls on 10/05/05, 10/14/05 & 10/17/05
10/31/05	1	223.50	369042	1151489	2864208	Telephone - - Vendor: Telspan Conference Calls on 10/06/05, 10/27/05, 10/29/05
11/30/05	1	29.14	369719	1153428	2878169	Telephone - - Vendor: Telspan Conference Call on 11/01/05
11/30/05	1	34.21	370003	1154070	2879503	Telephone - - Vendor: Telspan Conference Call on 11/23/05
Subtotal for Telephone		2,040.00				
155	Travel/Lodging					
11/20/05	1	577.89	Nov05	1152425	2870315	Travel/Lodging - R. Stanley travel expenses in New York to attend depositions
11/23/05	1	162.87	369129	1152270	2868805	Travel/Lodging - - Vendor: D. K. Herzog Travel expenses in New Albany, IN for hearing
11/23/05	1	299.27	Nov05	1152425	2870273	Travel/Lodging - J. Carr travel expenses in Louisville to attend hearing
Subtotal for Travel/Lodging		1,040.03				
163	Meals/Entertainment					
11/17/05	1	207.39	369758	1153537	2878275	Meals/Entertainment - - Vendor: Venture Catering Lunch
11/21/05	1	81.18	369760	1153547	2878281	Meals/Entertainment - - Vendor: Coolbaker's International, LLC Lunch



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Date	Quantity	Value	Check No	Voucher ID	Index	Description
Subtotal for Meals/Entertainment 288.57						
173	Local Travel 1	16.00	106598	1152636	2872324	Local Travel - - Vendor: Gary Garrett- Replenish Petty Cash : Taxi to/from hill (DC)
Subtotal for Local Travel 16.00						
185	Mileage 1	101.25	369129	1152271	2868806	Mileage - - Vendor: D. K. Herzog to/from New Albany, IN
Subtotal for Mileage 101.25						
602	Computerized Research	219.36			2862994	Computerized Research Westlaw
	11/14/05 1	240.00			2873814	Computerized Research Westlaw
	11/14/05 1	77.86			2873826	Computerized Research Westlaw
	11/14/05 1	7.11			2873860	Computerized Research Westlaw
	11/30/05 1	160.11			2877223	Computerized Research Westlaw
	11/30/05 1	141.19			2879328	Computerized Research Westlaw
	11/30/05 1	17.27			2879396	Computerized Research Westlaw
Subtotal for Computerized Research 862.90						
603	Computerized Research - Other	60.16			2873041	Computerized Research PACER
	09/30/05 1	24.56			2873170	Computerized Research PACER
	10/31/05 1	124.00			2863627	Computerized Research Global
	10/31/05 1	35.12			2873261	Securities Info., Inc. PACER
Subtotal for Computerized Research - 243.84						
604	Copying Costs	21.90			2844302	Copying Costs
	10/06/05 146	19.05			2860946	Copying Costs
	11/01/05 127	2.40			2860947	Copying Costs
	11/01/05 16	.30			2860948	Copying Costs
	11/02/05 2	94.80			2860949	Copying Costs
	11/03/05 632	43.35			2860950	Copying Costs
	11/03/05 289	12.90			2860951	Copying Costs
	11/03/05 86	65.40			2860952	Copying Costs
	11/03/05 436	13.80			2860953	Copying Costs
	11/04/05 92	24.60			2860954	Copying Costs
	11/04/05 164	16.20			2860955	Copying Costs
	11/04/05 108	.30			2860956	Copying Costs
	11/04/05 2	28.05			2860957	Copying Costs
	11/04/05 187	1.05			2860958	Copying Costs
	11/04/05 7	54.60			2860959	Copying Costs
	11/04/05 364	.15			2860960	Copying Costs
	11/04/05 1	.60			2860961	Copying Costs
	11/04/05 4					

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Client Manager: S.A. Claffey S.A. Claffey  
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Date	Quantity	Value	Check No	Voucher ID	Index	Description
11/04/05	2	.30			2860962	Copying Costs
11/07/05	21	3.15			2860963	Copying Costs
11/07/05	86	12.90			2866547	Copying Costs
11/07/05	106	15.90			2866548	Copying Costs
11/07/05	633	94.95			2866549	Copying Costs
11/07/05	276	41.40			2866550	Copying Costs
11/07/05	88	13.20			2866551	Copying Costs
11/08/05	15	2.25			2866552	Copying Costs
11/08/05	1	.15			2866553	Copying Costs
11/09/05	45	6.75			2866554	Copying Costs
11/09/05	91	13.65			2866555	Copying Costs
11/09/05	214	32.10			2866556	Copying Costs
11/10/05	2	.30			2866557	Copying Costs
11/11/05	173	25.95			2866558	Copying Costs
11/11/05	50	7.50			2866559	Copying Costs
11/11/05	82	12.30			2866560	Copying Costs
11/13/05	52	7.80			2866561	Copying Costs
11/14/05	12	1.80			2869095	Copying Costs
11/15/05	120	18.00			2869096	Copying Costs
11/15/05	27	4.05			2869097	Copying Costs
11/15/05	45	6.75			2869098	Copying Costs
11/15/05	15	2.25			2869099	Copying Costs
11/16/05	65	9.75			2869100	Copying Costs
11/16/05	8	1.20			2869101	Copying Costs
11/16/05	15	2.25			2869102	Copying Costs
11/16/05	18	2.70			2869103	Copying Costs
11/17/05	72	10.80			2869104	Copying Costs
11/17/05	6	.90			2869105	Copying Costs
11/17/05	150	22.50			2869106	Copying Costs
11/17/05	405	60.75			2869107	Copying Costs
11/17/05	95	14.25			2869108	Copying Costs
11/17/05	45	6.75			2869109	Copying Costs
11/17/05	58	8.70			2869110	Copying Costs
11/17/05	3,590	538.50			2869111	Copying Costs
11/18/05	80	12.00			2869112	Copying Costs
11/18/05	4	.60			2869113	Copying Costs
11/18/05	60	9.00			2869114	Copying Costs
11/18/05	6	.90			2869115	Copying Costs
11/18/05	90	13.50			2869116	Copying Costs
11/18/05	1	.15			2869117	Copying Costs
11/18/05	4	.60			2869118	Copying Costs
11/18/05	575	86.25			2869119	Copying Costs
11/19/05	1	.15			2869120	Copying Costs
11/19/05	612	91.80			2869121	Copying Costs
11/20/05	1,601	240.15			2869122	Copying Costs
11/20/05	2	.30			2869123	Copying Costs
11/20/05	132	19.80			2869124	Copying Costs
11/20/05	132	19.80			2869125	Copying Costs
11/21/05	50	7.50			2870664	Copying Costs

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 Matter Manager: 10773

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Date	Quantity	Value	Check No	Voucher ID	Index	Description
11/21/05	26	3.90			2870665	Copying Costs
11/21/05	34	5.10			2870666	Copying Costs
11/21/05	165	24.75			2870667	Copying Costs
11/21/05	32	4.80			2870668	Copying Costs
11/21/05	2,982	447.30			2870669	Copying Costs
11/21/05	5	.75			2870670	Copying Costs
11/22/05	640	96.00			2870671	Copying Costs
11/22/05	98	14.70			2870672	Copying Costs
11/22/05	14	2.10			2870673	Copying Costs
11/22/05	104	15.60			2870674	Copying Costs
11/22/05	64	9.60			2870675	Copying Costs
11/22/05	260	39.00			2870676	Copying Costs
11/22/05	14	2.10			2870677	Copying Costs
11/22/05	343	51.45			2870678	Copying Costs
11/22/05	131	19.65			2870679	Copying Costs
11/22/05	10	1.50			2870680	Copying Costs
11/22/05	528	79.20			2870681	Copying Costs
11/22/05	954	143.10			2870682	Copying Costs
11/22/05	4	.60			2870683	Copying Costs
11/22/05	924	138.60			2870684	Copying Costs
11/22/05	16	2.40			2870685	Copying Costs
11/22/05	8	1.20			2870686	Copying Costs
11/22/05	75	11.25			2870687	Copying Costs
11/22/05	112	16.80			2870688	Copying Costs
11/22/05	1	.15			2870689	Copying Costs
11/22/05	26	3.90			2870690	Copying Costs
11/23/05	44	6.60			2870691	Copying Costs
11/23/05	2	.30			2870692	Copying Costs
11/23/05	11	1.65			2870693	Copying Costs
11/28/05	1,357	203.55			2871587	Copying Costs
11/28/05	2	.30			2871588	Copying Costs
11/29/05	22	3.30			2871589	Copying Costs
11/29/05	167	25.05			2871590	Copying Costs
11/29/05	172	25.80			2871591	Copying Costs
11/29/05	1	.15			2871592	Copying Costs
11/29/05	5	.75			2871593	Copying Costs
11/29/05	267	40.05			2871594	Copying Costs
11/29/05	303	45.45			2871595	Copying Costs
11/29/05	374	56.10			2871596	Copying Costs
11/30/05	58	8.70			2871597	Copying Costs
11/30/05	136	20.40			2871598	Copying Costs
11/30/05	21	3.15			2871599	Copying Costs
Subtotal for Copying Costs		3,481.20				
606	Local Cab Runs				2873928	Local Cab Runs
	10/31/05	47.60				10/20/05
	11/11/05	14.06			2878854	Local Cab Runs
	11/25/05	13.94			2878875	Local Cab Runs
						Yellow Cab -
						CD&L delivery
						CD&L delivery

Proforma No.: 577265 as of 11/30/05  
 Requested By: knsmith on 04/10/06

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

Date	Quantity	Value	Check No	Voucher ID	Index	Description
Subtotal for Local Cab Runs						
607	1	75.60				Long Distance Telephone
10/11/05	1	2.13			2874445	Caller: Carr : 212 336-7330
10/19/05	1	5.99			2864562	Caller: Bennett : 312 665-3483
10/19/05	1	.53			2874446	Caller: Carr : 212 284-3405
10/20/05	1	.55			2874447	Caller: Carr : 212 284-3405
10/21/05	1	2.09			2874448	Caller: Carr : 212 336-7330
10/21/05	1	2.79			2874449	Caller: Carr : 212 336-7330
10/21/05	1	3.72			2874450	Caller: Carr : 212 336-7330
10/24/05	1	4.11			2864563	Caller: Bennett : 312 853-2176
10/27/05	1	.47			2874451	Caller: Carr : 312 807-4315
10/27/05	1	2.36			2874452	Caller: Carr : 212 839-5486
10/28/05	1	.70			2862027	Caller: Nelson : 312 696-2508
10/28/05	1	.41			2862028	Caller: Nelson : 312 656-5292
11/02/05	1	1.09			2862029	Caller: Claffey : 917 826-2143
11/02/05	1	.41			2862031	Caller: Laughlin : 214 740-1467
11/02/05	1	1.23			2874453	Caller: Carr : 212 336-7330
11/03/05	1	.80			2862032	Caller: Nelson : 405 231-2214
11/03/05	1	1.38			2862033	Caller: Nelson : 703 980-2348
11/04/05	1	1.15			2874454	Caller: Carr : 212 839-5363
11/08/05	1	2.20			2862034	Caller: Burns : 317 496-3072
11/08/05	1	1.50			2864564	Caller: Nelson : 214 651-5053
11/09/05	1	1.37			2874455	Caller: Carr : 212 872-8012
11/09/05	1	.47			2874456	Caller: Carr : 212 839-5363
11/09/05	1	1.03			2874457	Caller: Carr : 212 839-5363
11/10/05	1	.72			2864565	Caller: Nelson : 703 980-2348
11/11/05	1	.78			2864566	Caller: Nelson : 816 560-5331
11/11/05	1	1.19			2874458	Caller: Carr : 212 284-3405
11/11/05	1	4.25			2874459	Caller: Burns : 317 257-9233
11/15/05	1	3.47			2867741	Caller: Claffey : 214 792-3000
11/15/05	1	.86			2867742	Caller: Claffey : 312 372-1121
11/15/05	1	1.21			2867743	Caller: Burns : 317 496-3072
11/15/05	1	.45			2867744	Caller: Burns : 317 496-3072
11/16/05	1	1.27			2874460	Caller: Nelson : 703 714-7630
11/16/05	1	1.42			2874461	Caller: Carr : 212 872-1055
11/16/05	1	1.48			2874462	Caller: Foster : 212 440-4436
11/16/05	1	2.52			2877241	Caller: Stanley : 202 353-7131
11/17/05	1	.55			2867745	Caller: Nelson : 212 696-6000
11/17/05	1	1.07			2874463	Caller: Aschleman : 212 839-7395
11/17/05	1	1.72			2874464	Caller: Carr : 212 839-5486
11/17/05	1	1.13			2877242	Caller: Conf. Room : 212 284-3405
11/18/05	1	5.03			2867746	Caller: Claffey : 214 792-3000
11/18/05	1	.45			2874465	Caller: Nelson : 703 980-2348
11/18/05	1	1.79			2874466	Caller: Carr : 212 839-5486
11/18/05	1	.41			2874467	Caller: Nelson : 312 696-2508
11/18/05	1	2.30			2874468	Caller: Carr : 212 827-4380
11/18/05	1	.51			2877243	Caller: Conf. Room : 469 774-1047
11/18/05	1	1.74			2877244	Caller: Conf. Room : 972 447-9838

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

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

Requested By: knsmith on 04/10/06

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

Date	Quantity	Value	Check No	Voucher ID	Index	Description
11/18/05	1	.80			2877245	Caller: Conf. Room : 212 284-2058
11/18/05	1	2.75			2877246	Caller: Conf. Room : 469 774-1047
11/18/05	1	5.69			2877247	Caller: Conf. Room : 202 353-7131
11/21/05	1	.57			2874469	Caller: Nelson : 678 591-6885
11/21/05	1	2.98			2877248	Caller: Bennett : 630 240-3268
11/22/05	1	.64			2874470	Caller: Claffey : 202 626-6651
11/22/05	1	2.75			2874471	Caller: Carr : 212 839-5486
11/22/05	1	.49			2874472	Caller: Laughlin : 812 542-4570
11/22/05	1	.49			2874473	Caller: Carr : 212 284-3405
11/22/05	1	.49			2874474	Caller: Moffit : 502 585-3200
11/22/05	1	.70			2874475	Caller: Claffey : 214 707-2894
11/22/05	1	2.36			2874476	Caller: Claffey : 214 792-4665
11/22/05	1	1.37			2877249	Caller: Stanley : 202 383-5362
11/25/05	1	.82			2874477	Caller: Nelson : 630 251-2644
11/28/05	1	3.45			2874478	Caller: Carr : 212 839-5363
11/28/05	1	1.05			2874479	Caller: Carr : 773 251-4920
11/28/05	1	.74			2874480	Caller: Carr : 212 284-3405
11/28/05	1	1.11			2874481	Caller: Laughlin : 812 542-4570
11/28/05	1	1.37			2874482	Caller: Carr : 212 839-5363
11/28/05	1	.99			2874483	Caller: Foster : 212 440-4436
11/29/05	1	.45			2874484	Caller: Carr : 212 284-3405
11/29/05	1	.96			2874485	Caller: Carr : 212 284-3405
11/29/05	1	2.18			2874486	Caller: Aschleman : 212 839-5363
11/29/05	1	3.45			2874487	Caller: Foster : 212 440-4436
11/29/05	1	2.18			2874488	Caller: Foster : 202 887-4196
11/30/05	1	.45			2874489	Caller: Carr : 212 872-8080
11/30/05	1	1.27			2874490	Caller: Foster : 212 530-5148
11/30/05	1	5.60			2874491	Caller: Foster : 212 440-4436
11/30/05	1	12.15			2874492	Caller: Burns : 317 496-3072
11/30/05	1	1.72			2874493	Caller: Burns : 317 496-3072
Subtotal for Long Distance Telephone		136.82				
608	Other Copying Expenses					Other Copying Expenses Misc
	11/04/05	1.20			2874094	Copies
	11/04/05	2.00			2874098	Other Copying Expenses Misc
	11/04/05	2.31			2874100	Copies
	11/04/05	6.80			2874103	Other Copying Expenses Misc
	11/04/05	4.00			2874105	Copies
	11/04/05	150.00			2874112	Other Copying Expenses Misc
	11/04/05	16.00			2874128	Copies
	11/11/05	2.00			2874148	Other Copying Expenses Misc

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

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

Proforma No.: 577265 as of 11/30/05  
 Requested By: knsmith on 04/10/06

Date	Quantity	Value	Check No	Voucher ID	Index	Description
11/11/05	1	4.00			2874150	Other Copying Expenses Misc
11/11/05	1	6.00			2874155	Copies Other Copying Expenses Misc
11/11/05	1	1.00			2874159	Copies Other Copying Expenses Misc
11/11/05	1	6.00			2874161	Copies Other Copying Expenses Misc
11/11/05	1	50.00			2874198	Copies Other Copying Expenses Misc
11/18/05	1	8.00			2874278	Copies Other Copying Expenses Misc
11/18/05	1	1.00			2874281	Copies Other Copying Expenses Misc
11/18/05	1	3.60			2874286	Copies Other Copying Expenses Misc
11/18/05	1	4.00			2874289	Copies Other Copying Expenses Misc
11/18/05	1	2.00			2874292	Copies Other Copying Expenses Misc
11/18/05	1	2.00			2874294	Copies Other Copying Expenses Misc
11/25/05	1	2.00			2874377	Copies Other Copying Expenses Misc
11/25/05	1	136.48			2874383	Copies Other Copying Expenses Misc
11/25/05	1	170.00			2874399	Copies Other Copying Expenses Misc
11/25/05	1	144.00			2874403	Copies Other Copying Expenses Misc
11/25/05	1	10.84			2874406	Copies Other Copying Expenses Misc
11/30/05	1	5.00			2874019	Copies Other Copying Expenses Misc
11/30/05	1	12.00			2874023	Copies Other Copying Expenses Misc
11/30/05	1	21.02			2874033	Copies Other Copying Expenses Misc
11/30/05	1	5.80			2874035	Copies Other Copying Expenses Misc
11/30/05	1	24.00			2874053	Copies Other Copying Expenses Misc
11/30/05	1	10.00			2874058	Copies Other Copying Expenses Misc
Subtotal for Other Copying Expenses						813.05

613	10/21/05	1			2872674	Postage/Air/Express Delivery United Parcel Service
Subtotal for Postage/Air/Express Delivery						33.47

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

Proforma No.: 577265 as of 11/30/05  
 Requested By: knsmith on 04/10/06

Date	Quantity	Value	Check No	Voucher ID	Index	Description
10/21/05	1	30.38			2872677	Postage/Air/Express Delivery United Parcel Service
10/21/05	1	30.38			2872684	Postage/Air/Express Delivery United Parcel Service
11/16/05	1	13.48			2878887	Postage/Air/Express Delivery Ex
11/16/05	1	11.86			2878889	Postage/Air/Express Delivery Ex
11/23/05	1	13.48			2878945	Postage/Air/Express Delivery Ex
11/23/05	1	39.40			2878946	Postage/Air/Express Delivery Ex
11/23/05	1	34.79			2879001	Postage/Air/Express Delivery Ex

Subtotal for Postage/Air/Express Del 207.24  
 621 Tabs 6  
 Subtotal for Tabs .72  
 .72

Total Disbursements 10,784.08  
 Total Services and Disbursements 507,276.08

Attorney	Classification	Hours	Matter Rate	Matter Value	Standard Value	Premium Value	Last Date
10759 Aschleman, J.A.	Partner	132.20	445.00	58,829.00	58,829.00	63,456.00	11/30/05
10762 Bennett, D.P.	Partner	34.60	375.00	12,975.00	12,975.00	14,186.00	11/30/05
10769 Burns, J.R.	Partner	48.20	375.00	18,075.00	18,075.00	19,762.00	11/30/05
10771 Carr, J.M.	Partner	175.80	430.00	75,594.00	75,594.00	81,747.00	11/30/05
10773 Claffey, S.A.	Partner	153.80	410.00	63,058.00	63,058.00	68,441.00	11/30/05
10782 Esping, T.J.	Partner	2.00	395.00	790.00	790.00	860.00	11/11/05
10605 Foster, D.A.	Partner	51.80	300.00	15,540.00	15,540.00	17,353.00	11/30/05
10797 Hamer, D.R.	Partner	1.20	325.00	390.00	390.00	432.00	11/30/05
11358 Herzog, D.K.	Partner	23.70	425.00	10,072.50	10,072.50	10,902.00	11/28/05
10808 Jenkins, J.R.	Partner	35.40	375.00	13,275.00	13,275.00	14,514.00	11/28/05
10813 Lisher, M.K.	Partner	0.40	355.00	142.00	142.00	156.00	11/23/05
10830 Pfeiffer, H.A.	Partner	0.60	360.00	216.00	216.00	237.00	11/08/05
10833 Purcell, J.W.	Partner	9.30	410.00	3,813.00	3,813.00	4,138.50	11/30/05
10837 Richardson, R.A.	Partner	4.60	340.00	1,564.00	1,564.00	1,725.00	11/22/05
10847 Stanley, R.K.	Partner	55.50	410.00	22,755.00	22,755.00	24,697.50	11/29/05
10847 Stanley, R.K.	Partner	10.00	205.00	2,050.00	2,050.00	4,450.00	11/29/05
10007 Swain, F.S.	Partner	2.00	410.00	820.00	820.00	870.00	11/25/05
10859 Worrell, D.C.	Partner	1.20	435.00	522.00	522.00	564.00	11/15/05
10862 Yeager Jr., J.H.	Partner	12.40	400.00	4,960.00	4,960.00	5,394.00	11/30/05

**TIME SUMMARY**

Client: 0002184  
 Matter: 0002184.0005146 Restructuring

Attorney	Classification	Hours	Matter Rate	Matter Value	Standard Value	Premium Value	Last Date
14724 Barnes, M.N.	Associate	87.80	245.00	21,511.00	21,511.00	23,706.00	11/30/05
15785 Blankenship, J.	Associate	14.60	200.00	2,920.00	2,920.00	3,285.00	11/30/05
13062 Fleming, J.F.W.	Associate	8.00	170.00	1,360.00	1,360.00	1,560.00	11/14/05
10563 Hall, T.E.	Associate	221.40	205.00	45,387.00	45,387.00	50,922.00	11/30/05
15514 Hurley, R.M.	Associate	8.50	170.00	1,445.00	1,445.00	1,657.50	11/30/05
15667 Juba, M.F.	Associate	35.50	160.00	5,680.00	5,680.00	6,567.50	11/30/05
10274 Kimpel, J.D.	Associate	45.20	240.00	10,848.00	10,848.00	11,978.00	11/23/05
16393 Lamkin, M.D.	Associate	18.00	190.00	3,420.00	3,420.00	3,870.00	11/21/05
15473 McDonald, N.L.	Associate	0.20	155.00	31.00	31.00	36.00	11/02/05
14863 Nelson, J.C.	Associate	182.90	160.00	29,264.00	29,264.00	33,836.50	11/30/05
10881 Osborn, K.L.	Associate	88.80	230.00	20,424.00	20,424.00	22,644.00	11/28/05
15476 Perry, L.T.	Associate	79.60	155.00	12,338.00	12,338.00	14,328.00	11/30/05
16069 Red, M.N.	Associate	0.20	160.00	32.00	32.00	37.00	11/01/05
10304 Werling, M.A.	Legal Assistant	54.00	240.00	12,960.00	12,960.00	14,310.00	11/30/05
10023 Eggers, M.J.	Legal Assistant	1.00	170.00	170.00	170.00	190.00	11/22/05
12982 Faulkner, J.L.	Legal Assistant	13.30	140.00	1,862.00	1,862.00	2,128.00	11/30/05
10296 Hagan, K.H.	Legal Assistant	12.40	155.00	1,922.00	1,922.00	2,170.00	11/30/05
10472 Krugler, M.L.	Legal Assistant	28.90	135.00	3,901.50	3,901.50	4,479.50	11/22/05
10499 Kuzola, B.M.	Legal Assistant	22.90	125.00	2,862.50	2,862.50	3,320.50	11/22/05
10414 Laughlin, S.B.	Legal Assistant	79.50	130.00	10,335.00	10,335.00	11,925.00	11/30/05
10376 Pickell, A.A.	Legal Assistant	5.20	170.00	884.00	884.00	988.00	11/10/05
10934 Stucky, J.K.	Legal Assistant	1.30	140.00	182.00	182.00	208.00	06/13/05
10189 Spellman, W.J.	Other	10.50	125.00	1,312.50	1,312.50	1,522.50	11/10/05
Total Services		1,774.40		496,492.00	498,542.00	549,554.00	

**TASK SUMMARY**

Task Description	Hours	Value
B001 ASSET ANALYSIS AND RECOVERY	16.70	2,614.50
B002 ASSET DISPOSITION	270.40	81,338.50
B003 BUSINESS OPERATIONS	18.50	5,995.50
b003 BUSINESS OPERATIONS	2.00	750.00
B003 BUSINESS OPERATIONS	310.70	74,479.50
B003 BUSINESS OPERATIONS	135.70	29,553.50
B004 CASE ADMINISTRATION	77.40	14,157.00
B005 CLAIMS ADMINISTRATION AND OBJECTIONS	9.50	3,895.00
B006 EMPLOYEE BENEFIT/PENSIONS	13.00	2,681.50
B007 FEE/EMPLOYMENT APPLICATIONS	.20	82.00
B008 FEE/EMPLOYMENT OBJECTIONS	301.50	108,153.50
B009 FINANCING	197.50	57,634.00
B010 LITIGATION	266.40	71,177.00
B012 PLAN AND DISCLOSURE STATEMENT	3.40	533.50
B013 RELIEF FROM STAY PROCEEDINGS	8.20	2,860.00
B015 BUSINESS ANALYSIS	111.90	28,772.00
B016 CORPORATE FINANCE	31.40	11,815.00
B020 TAX ISSUES	1,774.40	496,492.00