

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF INDIANA
INDIANAPOLIS DIVISION

In re:) Chapter 11
)
ATA Holdings Corp., et al.,¹) Case No. 04-19866-BHL-11
) (Jointly Administered)
Debtors.)

**BAKER & DANIELS' FOURTH QUARTERLY APPLICATION FOR FEES AND
EXPENSES AS COUNSEL FOR THE DEBTORS AND FINAL APPLICATION AS
COUNSEL FOR THE REORGANIZING DEBTORS**

Baker & Daniels LLP ("Baker & Daniels") submits its fourth quarterly application ("Fourth Quarterly Application") for the allowance and payment of its attorneys' fees and expenses as counsel for the Debtors and its final application ("Final Application") for the allowance and payment of its fees and expenses as counsel for the Reorganizing Debtors² pursuant to the Billing and Payment Order³. In support of this application, Baker & Daniels states as follows:

1. Debtors filed their respective voluntary petitions for relief under chapter 11 of the United States Bankruptcy Code on October 26, 2004 (the "Petition Date"). This Court, by order dated December 10, 2004, approved the Debtors' retention of Baker & Daniels as counsel.

¹ The Debtors are the following entities: ATA Holdings Corp. (04-19866), ATA Airlines, Inc. (04-19868), Ambassador Travel Club, Inc. (04-19869), ATA Leisure Corp. (04-19870), Amber Travel, Inc. (04-19871), American Trans Air Execujet, Inc. (04-19872), ATA Cargo, Inc. (04-19873), and C-8 Airlines, Inc., formerly named Chicago Express Airlines, Inc. (04-19874).

² The Reorganizing Debtors are: ATA Holdings Corp. (04-19866), ATA Airlines, Inc. (04-19868), ATA Leisure Corp. (04-19870), ATA Cargo, Inc. (04-19873), and American Trans Air Execujet, Inc. (04-19872).

³ Order Granting Motion to (I) Approve Procedures For Billings By And Payments To Professionals Retained In This Case For Fees And Expenses Incurred And (II) Approve Procedures And Partial Deferral Of Draw Down Of Retainer Paid To Professionals Retained In This Case Until Requested By Debtors, entered by the Court on December 10, 2004 (docket # 713).

2. On January 31, 2006, this Court by order (the "Confirmation Order" Docket No. 3657) confirmed the reorganization plan for the Reorganizing Debtors (the "Plan"). The Plan became effective on February 28, 2006. This Final Application, covering the period October 26, 2004 through and including February 28, 2006, is filed pursuant to paragraph 21 of the Confirmation Order and seeks final allowance of the interim fees and expenses previously approved by this Court for the time period October 26, 2004 through September 30, 2006 (the "Interim Compensation Period"); final allowance of the fees and expenses charged and incurred by Baker & Daniels since its last application or that have not previously been included on an application through February 28, 2006 (the "Current Compensation Period")⁴; and an order directing that all amounts approved by this Court and remaining unpaid or not reimbursed to Baker & Daniels be paid by the Reorganized Debtors.⁵

3. This Fourth Quarterly Application further includes fees and expenses charged and incurred on behalf of the Liquidating Debtors⁶ for the period January 1, 2006 through February 28, 2006, and set forth separately and for which Baker & Daniels requests interim allowance of the fees and expenses and a direction to the Liquidating Debtors to pay the allowed fees subject to the Holdback (as defined in the Billing and Payment Order) and to reimburse the allowed expenses. Previous fees paid and expenses reimbursed to Baker & Daniels pursuant to Court order for work performed on behalf of the Liquidating Debtors and allowed as part of the Final Application is a component of the administrative expense claim of ATA Airlines, Inc. against the Liquidating Debtors' estates.

⁴ The Final Application includes some fees and expenses for the time periods of earlier applications, but inadvertently not included on those applications by Baker & Daniels. These amounts total \$17,647.00.

⁵ The Reorganized Debtors are ATA Airlines, Inc. and American Trans Air Execujet, Inc.

⁶ The Liquidating Debtors are C8 Airlines, Inc. formerly named Chicago Express Airlines, Inc. ("C8"); Ambassador

4. Interim Compensation Period.

(a) First Quarterly Application. On May 6, 2005, Baker & Daniels filed its First Quarterly Application Of Baker & Daniels For Compensation And Reimbursement Of Expenses As Counsel For The Debtors (the "First Application")⁷, which is incorporated by reference herein, seeking approval and allowances of fees in the amount of \$1,083,598.50 and reimbursement of expenses in the amount of \$53,891.33. No objections to the First Application were timely filed. On August 5, 2005, the Court entered the Order Granting First Quarterly Application (As Amended) Of Baker & Daniels For Compensation And Reimbursement of Expenses As Counsel For the Debtors (the "First Fee Order") (docket #2678). The First Fee Order Authorized the Debtors to pay Baker & Daniels a total of \$1,029,129.98, comprised of fees of \$975,238.65 (representing 90% of the fees earned) and expenses of \$53,891.33 (representing 100% of the expenses advanced) for the period of October 26, 2004 through January 31, 2005. Pursuant to an agreement between Baker & Daniels and the United States Trustee, Baker & Daniels agreed not to seek immediate payment of ten percent (10%) of the fees requested in the First Application (the "Holdback Amount"). The First Fee Order provides that Baker & Daniels may seek payment of the Holdback Amount as part of this Final Fee Application.

(b) Second Quarterly Application. On October 5, 2005, Baker & Daniels filed its Second Quarterly Application of Baker & Daniels For Compensation

Travel Club, Inc. ("Ambassadair"), and Amber Travel, Inc. ("Amber").

⁷ To avoid the expense of reproducing each of its interim and quarterly fee applications, Baker & Daniels has not attached each of its interim and quarterly fee applications and the corresponding detailed time/billing record to this Final Application, with the exception of the detailed time/billing records for the period of October 1, 2005 through February 28, 2006. To the extent a party in interest does not have access to the docket, upon written

And Reimbursement Of Expenses As Counsel For The Debtors (the "Second Application"), which is incorporated by reference herein, seeking approval and allowance of fees in the amount of \$958,996.75 and reimbursement of expenses in the amount of \$22,576.72. No objections to the Second Application were timely filed. On December 21, 2005, the Court entered the Corrected Order Granting Second Quarterly Application (As Amended) Of Baker & Daniels LLP For Compensation And Reimbursement Of Expenses As Counsel For The Debtors (the "Corrected Second Fee Order") (docket #3420). The Corrected Second Fee order authorized the Debtors to pay to Baker & Daniels a total of \$981,573.47, comprised of fees of \$863,097.08 (representing 90% of the fees earned) and expenses of \$22,576.72 (representing 100% of the expenses advanced) for the period of February 1, 2005 through May 31, 2005. Pursuant to an agreement between Baker & Daniels and the United States Trustee, Baker & Daniels agreed not to seek immediate payment of ten percent (10%) of the fees requested in the Second Application (the "Holdback Amount"). The Corrected Second Fee Order provides that Baker & Daniels may seek payment of the Holdback amount as part of this Final Fee Application.

(c) Third Quarterly Application. On January 6, 2006, Baker & Daniels filed its Third Quarterly Application Of Baker & Daniels For Compensation And Reimbursement Of Expenses As Counsel For The Debtors (the "Third Application"), which is incorporated by reference herein, seeking approval and allowance of fees in the amount of \$1,167,773.00 and reimbursement of expenses in the amount of \$16,620.89. No objections to the Third Application were timely filed. On February 15, 2006, the

request, Baker & Daniels will provide copies of its prior interim and quarterly fee applications.

Court entered the Order Granting Third Quarterly Application of Baker & Daniels LLP For Compensation And Reimbursement Of Expenses As Counsel For The Debtors (the "Third Fee Order") (docket #3754). The Third Fee Order authorized the Debtors to pay to Baker & Daniels a total of \$1184393.89, comprised of fees of \$1,050,995.70 (representing 90% of the fees earned) and expenses of \$16,620.89 (representing 100% of the expenses advanced) for the period of June 1, 2005 through September 30, 2005. Pursuant to an agreement between Baker & Daniels and the United States Trustee, Baker & Daniels agreed not to seek immediate payment of ten percent (10%) of the fees requested in the Third Application (the "Holdback Amount"). The Third Fee Order provides that Baker & Daniels may seek payment of the Holdback Amount in this Final Fee Application.

5. Current Compensation Period. In the course of its representations of the Debtors, Baker & Daniels performed a variety of services, all of which are described in detail in the billing statements attached to Exhibit A. The services performed by Baker & Daniels for and on behalf of Reorganizing Debtors and the Liquidating Debtors include, but are not limited to the following:

- (a) General Case Administration. This category consists primarily of work discharged by paralegals, and includes the accumulation, organization, retention and distribution of information for reporting purposes, the preparation of pleadings and notices, preparation for hearings, as well as for parties in interest, assembly of, filing, and maintenance of files concerning the numerous pleadings filed in the case, communications with attorneys regarding appearance and interventions to make sure that all counsel, particularly from outside this district, properly were made part of the Court's intervenor's list and were properly included upon the Debtor's service list, review and calendaring of orders and notices, and communications with the Court regarding the entry and distribution of same. At times this category also includes work discharged by attorneys interacting with the Court and the Clerk's

office to ensure that matters are handled efficiently and within the rules.

- (b) **Asset Disposition.** Baker & Daniels assisted the Debtors in numerous ways including identification, strategy, and analysis of business components and the business as a whole in determining the benefits of asset disposition, including concluding the sale of substantially all of the assets of C8 Airlines, Inc. ("C8") and other assets of the Debtors used in the operations of C8. Baker & Daniels also assisted the Debtors in the marketing, negotiation and sale of substantially all the assets of Ambassadors and Amber by participating in negotiations with potential buyers and potential bidders and producing reports, analyses, and memoranda advising the Debtors on proposals. Baker & Daniels further assisted and advised the Reorganizing Debtors in determining assets that were important to the process of developing the Plan and evaluating disposition or retention of those assets.

- (c) **Business Operations.** Baker & Daniels has worked closely with the Debtors concerning matters generally related to their ongoing operations including numerous hours devoted to assistance with preparation of business plans, review of cash flows, and preparation of materials for meetings with the Committee appointed in these cases as well as the Air Transportation Stabilization Board, aircraft lessors, potential equity investors and exit financiers. Baker & Daniels advised the Reorganizing Debtors in connection with the Reorganizing Debtors' efforts to regauge their fleet. Baker & Daniels advised and represented the Reorganizing Debtors and the Liquidating Debtors with respect to the potential rejection or assumption of aircraft leases, negotiated with various financiers and lessors regarding section 1110 issues and negotiated on behalf of and advised the Reorganizing Debtors with respect to new aircraft leases. Baker & Daniels also assisted the Reorganizing Debtors in analyzing their executory contracts and unexpired leases and represented the Reorganizing Debtors in assuming or rejecting a number of the same. Baker & Daniels sought extensions of the time for the Debtors to assume or reject their real property leases and of their exclusive period to file a plan.

- (d) **Claims Administration And Objection.** Baker & Daniels assisted and advised the Reorganizing Debtors with respect to analyzing and reconciling numerous prepetition claims. Baker & Daniels analyzed and objected to a number of significant lease rejection damages claims filed by various aircraft lessors in response to the Reorganizing Debtors' rejection of certain aircraft

leases. Baker & Daniels also drafted numerous objections and other pleadings, attended hearings and participated in extensive negotiations to resolve a number of administrative expense claims against the Reorganizing Debtors.

- (e) **Employee Benefits/Pensions/Labor**. Baker & Daniels advised the Debtors with respect to employment terminations and severance agreements; negotiation and strategy regarding KERP benefits and WARN Act issues; as well as negotiating with unions representatives and advising the Debtors on issues related to such negotiations and the relevant sections of the Bankruptcy Code. Baker & Daniels also attended to numerous employee related disputes as well as negotiations with certain government agencies regulating labor and employment matters.
- (f) **Financing**. Baker & Daniels provided extensive expertise and assistance in negotiating the continued use by the Debtors of cash collateral and negotiation and execution of debtor-in-possession financing and amendments to such financing.
- (g) **Relief from Stay**. Baker & Daniels counseled the Debtors on motions filed for relief from the automatic stay; negotiated with entities filing such motions; drafted objections; and argued the motions before the Court.
- (h) **Corporate Finance**. Baker & Daniels provided extensive assistance to the Debtors and advice concerning 8-K and 10-Q filings as well as advising the Debtors on SEC matters in relation to the development and filing of the Plan.
- (i) **Plan and Disclosure Statement**. Baker & Daniels concentrated much of its work in assisting the Reorganizing Debtors in formulating and revising its Plan and accompanying disclosure statement. These efforts included coordinating and negotiating with many of the key constituents in these cases. Much of the work on the Plan included the negotiation with potential equity investors as well as developing and implementing a subscription rights offering. The Plan was approved on January 31, 2006. Baker & Daniels successfully defeated an appeal of the order confirming the Plan and continued to be very involved in completing and closing the transactions called for in the Plan to effect the Plan. The Plan became effective on February 28, 2006. Baker & Daniels also assisted C8 with the development of its disclosure statement and liquidating plan and those documents were filed on January 31, 2006. Baker & Daniels is also working

with the Ambassadair and Amber estates to determine the most efficient completion of their chapter 11 cases.

6. Baker & Daniels has reviewed its detailed summary of time, and has attempted to eliminate double billing for conference time between two Baker & Daniels' timekeepers, except where the participation of the timekeepers has demonstrable value to the estate. The designation of "NC" or "\$0.00" after a description of services means that no time has been charged for those services. Where possible and efficient, Baker & Daniels encourages the use of lesser billing rate attorneys to perform labor intensive tasks, with oversight and review by more experienced attorneys.

7. Exhibit A provides the detail of the time and hourly billing rates for each attorney, law clerk or paralegal of Baker & Daniels who has performed services in these cases and for which no previous detail has been provided. Exhibit A does not include the detail of services performed and submitted on previous fee applications, as such detail was filed with the previous fee applications and is available through the Court's website and the Notice Agent's website www.bmccorp.net/ata.

8. A summary of the fees for the Current Compensation Period for each Baker & Daniels' attorney, law clerk or paralegal and the number of hours worked for each individual, the billing rate requested and the total fees claimed is set forth below, segregated into separate matters for accounting and billing purposes.

ALPA ARB. #14 - WILLIAM POTHIER

Attorney/Paralegal Name	Hours	Rate	Total Fee
RSRecker	(May '05) 0.3	\$305.00	\$91.50
	(Oct) 1.9		579.50
	(Nov) 37.0		11,285.00
	(Dec) 2.3		701.50
	(Jan) 2.8		854.00
DAGiven	(Dec) 0.4	\$290.00	\$116.00

TOTALS 44.7 \$13,627.50

CARL SMERALDI, ALPA #17

Attorney/Paralegal Name	Hours	Rate	Total Fee
DAGiven	(Apr '05) 7.8	\$290.00	\$2,262.00
	(May '05) 41.7		12,093.00
	(June '05) 15.9		4,611.00
	(Nov) 0.1		29.00
	(Dec) 21.8		6,322.00
	(Feb) 0.6		174.00
CDOlson	(May '05) 4.2	\$100.00	\$420.00

TOTALS 92.1 \$25,911.00

LABOR

Attorney/Paralegal Name	Hours	Rate	Total Fee
HAPfeiffer	(May '05) 5.1	\$340.00	\$1,734.00
	(June '05) 5.2		1,768.00
	(Oct) 0.1		34.00
RSRecker	(May '05) 0.1	\$305.00	\$30.50
	(June '05) 0.2		61.00
	(Oct) 0.5		152.50
	(Dec) 0.4		122.00
MJMacLean	(June '05) 1.4	\$285.00	\$399.00

TOTALS 13.0 \$4,301.00

JOHN MILLER, ALPA #16

Attorney/Paralegal Name	Hours	Rate	Total Fee
DAGiven	(Oct) 0.3	\$290.00	\$87.00

TOTALS 0.3 \$87.00

C8 AIRLINES, INC.
(Liquidating Debtor)

Attorney/Paralegal Name	Hours	Rate	Total Fee
JMCarr	(Jan) 3.6	\$440.00	\$1,584.00
SAClaffey	(Jan) 2.0	\$425.00	\$850.00
TEHall	(Jan) 17.1	\$230.00	\$3,933.00
JCNelson	(Jan) 15.4	\$185.00	\$2,849.00
LTPerry	(Jan) 30.0	\$165.00	\$4,950.00

TOTALS 68.1 \$14,166.00

AMBASSADAIR/AMBER TRAVEL
(Liquidating Debtor)

Attorney/Paralegal Name	Hours	Rate	Total Fee
SAClaffey	(Feb) 7.0	\$425.00	\$2,975.00
TEHall	(Feb) 2.2	\$230.00	\$506.00

TOTALS 9.2 \$3,481.00

HORTON HODGES ALPA #17

Attorney/Paralegal Name	Hours	Rate	Total Fee
DAGiven	(Jan/Feb '05) 23.9	\$290.00	\$6,931.00

TOTALS 23.9 \$6,931.00

HORTON HODGES
LITIGATION

Attorney/Paralegal Name	Hours	Rate	Total Fee
SRButtrick	(Oct '04) 1.0	\$185.00	\$185.00

TOTALS 1.0 \$185.00

KATHI GALVAO AFA #39

Attorney/Paralegal Name	Hours	Rate	Total Fee
DAGiven	(Apr '05) 0.3	\$290.00	\$87.00

TOTALS 0.3 \$87.00

RESTRUCTURING

Attorney/Paralegal Name	Hours	Rate	Total Fee
JAAschleman	(Oct) 51.0	\$445.00	\$22,695.00
	(Nov) 132.2		58,829.00
	(Dec) 87.7		39,026.50
	(Jan) 62.9	\$450.00	28,305.00
	(Feb) 50.2		22,590.00
DCWorrell	(Oct) 3.3	\$435.00	\$1,435.50
	(Nov) 1.2		522.00
JMCarr	(Oct) 132.2	\$430.00	\$56,846.00
	(Oct) 11.3	215.00	2,429.50
	(Nov) 175.8	430.00	75,594.00
	(Dec) 123.0		52,890.00
	(Jan) 117.6	440.00	51,744.00
(Feb) 96.7		42,548.00	
DKHerzog	(Nov) 23.7	\$425.00	\$10,072.50
JWPurcell	(Oct) 4.9	\$410.00	\$2,009.00
	(Nov) 9.3		3,813.00
	(Dec) 3.6		1,476.00
	(Jan) 0.7	440.00	308.00
	(Feb) 20.3		8,932.00
JHYeager, Jr.	(Oct) 11.7	\$400.00	\$4,680.00
	(Nov) 12.4		4,960.00
	(Dec) 18.7		7,480.00
	(Jan) 15.0	430.00	6,450.00
	(Feb) 7.7		3,311.00
SAClaffey	(Oct) 126.0	\$410.00	\$51,660.00
	(Nov) 153.8		63,058.00
	(Dec) 143.5		58,835.00
	(Jan) 138.9	425.00	59,032.50
	(Feb) 123.5		52,487.50

RKStanley	(Oct) 1.9	\$410.00	\$779.00
	(Nov) 55.5		22,755.00
	(Nov) 10.0	205.00	2,050.00
	(Dec) 8.1	410.00	3,321.00
	(Jan) 12.5	440.00	5,500.00
	(Feb) 12.7		5,588.00
FSSwain	(Nov) 2.0	\$410.00	\$820.00
TJEsping	(Nov) 2.0	\$395.00	\$790.00
HAPfeiffer	(Oct) 5.7	\$360.00	\$2,052.00
	(Nov) 0.6		216.00
	(Feb) 0.1	390.00	39.00
DPBennett	(Oct) 44.7	\$375.00	\$16,762.50
	(Nov) 34.6		12,975.00
	(Dec) 7.0		2,625.00
	(Feb) 1.2	400.00	480.00
JRBurns	(Oct) 35.7	\$375.00	\$13,387.50
	(Oct) 4.0	187.50	750.00
	(Nov) 48.2	375.00	18,075.00
	(Dec) 15.4		5,775.00
	(Jan) 30.4	400.00	12,160.00
	(Feb) 6.3		2,520.00
JRJenkins	(Oct) 11.4	\$375.00	\$4,275.00
	(Nov) 35.4		13,275.00
	(Dec) 0.8		300.00
JJaffe	(Dec) 0.5	\$370.00	\$185.00
	(Jan) 0.3	395.00	118.50
	(Feb) 2.2		869.00
GLSkolnik	(Dec) 0.1	\$360.00	\$36.00
	(Jan) 0.9	385.00	346.50
MKLisher	(Oct) 40.0	\$355.00	\$14,200.00
	(Nov) 0.4		142.00
	(Feb) 1.1	380.00	418.00
RARichardson	(Nov) 4.6	\$340.00	\$1,564.00
	(Dec) 9.7		3,298.00
	(Feb) 41.6	365.00	15,184.00
DRHamer	(Nov) 1.2	\$325.00	\$390.00
	(Dec) 0.5		162.50
	(Jan) 1.7	350.00	595.00
	(Feb) 0.2		70.00
GNDale	(Dec) 3.3	\$315.00	\$1,039.50
	(Jan) 0.7	320.00	224.00
	(Feb) 0.1		32.00

DAFoster	(Oct) 26.5 (Nov) 51.8 (Dec) 51.8 (Jan) 70.4 (Feb) 65.0	\$300.00 320.00	\$7,950.00 15,540.00 15,540.00 22,528.00 20,800.00
MKBray	(Feb) 0.6	\$290.00	\$174.00
APCarter	(Feb) 0.2	\$285.00	\$57.00
CKSpringer	(Oct) 0.4	\$250.00	\$100.00
MNBarnes	(Oct) 3.1 (Nov) 87.8 (Dec) 72.2 (Jan) 18.4 (Feb) 53.0	\$245.00 260.00	\$759.50 21,511.00 17,689.00 4,784.00 13,780.00
JDKimpel	(Oct) 2.7 (Nov) 45.2	\$240.00	\$648.00 10,848.00
SAHale	(Feb) 2.7	\$245.00	\$661.50
MAWerling	(Oct) 48.1 (Oct) 3.0 (Nov) 54.0 (Dec) 43.7 (Jan) 24.1 (Feb) 25.7	\$240.00 120.00 240.00 265.00	\$11,544.00 360.00 12,960.00 10,488.00 6,386.50 6,810.50
PJGillin	(Oct) 0.5	\$230.00	\$115.00
KLOsborn	(Oct) 0.4 (Nov) 88.8	\$230.00	\$92.00 20,424.00
MAGallmeyer	(Feb) 0.3	\$220.00	\$66.00
CMBorowski	(Dec) 0.1	\$210.00	\$21.00
TEHall	(Oct) 144.4 (Nov) 221.4 (Dec) 201.6 (Jan) 196.4 (Feb) 131.6	\$205.00 230.00	\$29,602.00 45,387.00 41,328.00 45,172.00 30,268.00
JBlankenship	(Oct) 3.4 (Nov) 14.6 (Dec) 12.9 (Jan) 3.6 (Feb) 4.2	\$200.00 225.00	\$680.00 2,920.00 2,580.00 810.00 945.00
PJGutwein II	(Jan) 2.5	\$220.00	\$550.00
MDLamkin	(Nov) 18.0	\$190.00	\$3,420.00
MJBridges	(Feb) 9.1	\$175.00	\$1,592.50
MJEggers	(Nov) 1.0	\$170.00	\$170.00
RMHurley	(Oct) 16.9 (Nov) 8.5 (Dec) 3.1 (Jan) 2.8	\$170.00 200.00	\$2,873.00 1,445.00 527.00 560.00

JFWFleming	(Oct) 15.1	\$170.00	\$2,567.00
	(Nov) 8.0		1,360.00
	(Dec) 3.2		544.00
	(Jan) 7.1	195.00	1,384.50
	(Feb) 21.6		4,212.00
AAPickell	(Oct) 4.9	\$170.00	\$833.00
	(Nov) 5.2		884.00
	(Feb) 9.0	175.00	1,575.00
AKRicchiuto	(Dec) 17.7	\$155.00	\$2,743.50
	(Jan) 26.8	165.00	4,422.00
MFJuba	(Oct) 29.6	\$160.00	\$4,736.00
	(Nov) 35.5		5,680.00
	(Dec) 67.7		10,832.00
	(Jan) 26.7	185.00	4,939.50
	(Feb) 37.4		6,919.00
JCNelson	(Oct) 112.8	\$160.00	\$18,048.00
	(Nov) 182.9		29,264.00
	(Dec) 140.3		22,448.00
	(Jan) 172.3	185.00	31,875.50
	(Feb) 130.5		24,142.50
MNRed	(Oct) 0.7	\$160.00	\$112.00
	(Nov) 0.2		32.00
KVWalters	(Feb) 1.1	\$155.00	\$170.50
KHHagan	(Oct) 28.1	\$155.00	4,355.50
	(Nov) 12.4		1,922.00
	(Dec) 2.2		341.00
	(Feb) 1.3	165.00	214.50
NLMcDonald	(Oct) 9.9	\$155.00	\$1,534.50
	(Nov) 0.2		31.00
	(Dec) 2.6		403.00
LTPerry	(Oct) 35.4	\$155.00	\$5,487.00
	(Nov) 79.6		12,338.00
	(Dec) 57.4		8,897.00
	(Jan) 54.8	165.00	9,042.00
	(Feb) 129.9		21,433.50
JLFaulkner	(Nov) 13.3	\$140.00	\$1,862.00
	(Dec) 8.0		1,120.00
	(Jan) 18.3	150.00	2,745.00
	(Feb) 12.2		1,830.00
JKStucky	(Nov) 1.3	\$140.00	\$182.00
MLKrugler	(Nov) 28.9	\$135.00	\$3,901.50
SBLaughlin	(Oct) 64.7	\$130.00	\$8,411.00
	(Nov) 79.5		10,335.00
	(Dec) 53.3		6,929.00
	(Jan) 68.7	140.00	9,618.00
	(Feb) 66.6		9,324.00

BMKuzola	(Nov) 22.9	\$125.00	\$2,862.50
WJSpellman	(Nov) 10.5	\$125.00	\$1,312.50
HETrivers	(Oct) 0.3	\$100.00	\$30.00
	(Feb) 3.5		350.00

TOTALS 6,112.7 \$1,720,165.00

9. Baker & Daniels has advanced the sum of \$33,364.86 for out-of-pocket expenses incurred on behalf of the Debtors during the Current Compensation Period. Detail of the expenses advanced for the Interim Compensation Period has been previously filed and is available at the Court's website and at the Notice Agent's website www.bmccorp.net/ata. A summary of the out-of-pocket expenses incurred by Baker & Daniels for the Current Compensation Period is set forth in Exhibit A.

10. Within the "Restructuring" matter, Baker & Daniels has established certain task codes that cause related time to be grouped together to facilitate the review of Baker & Daniels requested fees by the Court, the United States Trustee, and the Debtors' creditors. Set forth below is a summary of the aggregate billings under the established task codes for the period of October 1, 2005 through and including February 28, 2006.

Task Description	Hours	Value
Asset Analysis and Recovery [B001]	(Oct) 75.3	\$22,140.00
	(Nov) 16.7	2,614.50
	(Dec) 21.6	5,068.00
	(Feb) 11.8	2,129.50
Asset Disposition [B002]	(Oct) 122.2	\$36,155.00
	(Nov) 270.4	81,338.50
	(Dec) 197.6	52,906.00
	(Jan) 229.8	63,875.00
	(Feb) 243.4	75,634.00
Business Operations [B003]	(Oct) 163.0	\$51,550.50
	(Nov) 331.2	81,225.00
	(Dec) 134.7	39,453.50
	(Jan) 91.1	28,156.00
	(Feb) 115.5	29,134.50

Case Administration [B004]	(Oct) 119.0	\$23,697.00
	(Nov) 135.7	29,553.50
	(Dec) 82.3	14,873.50
	(Jan) 113.4	20,332.00
	(Feb) 81.5	13,141.50
Claims Administration and Objections [B005]	(Oct) 98.7	\$16,620.00
	(Nov) 77.4	14,157.00
	(Dec) 113.9	19,255.00
	(Jan) 64.4	16,638.50
	(Feb) 131.9	29,903.50
Employee Benefit/Pensions [B006]	(Oct) 8.4	\$3,408.00
	(Nov) 9.5	3,895.00
	(Dec) 3.6	1,476.00
	(Jan) 4.1	1,204.50
	(Feb) 20.7	8,998.00
Fee/Employment Applications [B007]	(Oct) 21.6	\$3,794.00
	(Nov) 13.0	2,681.50
	(Dec) 6.2	1,417.00
	(Jan) 10.2	2,464.00
	(Feb) 4.4	1,544.50
Fee/Employment Objections [B008]	(Nov) 0.2	\$82.00
	(Jan) 0.5	220.00
	(Feb) 0.5	212.50
Financing [B009]	(Oct) 125.7	\$50,664.50
	(Nov) 301.5	108,153.50
	(Dec) 124.3	50,003.00
	(Jan) 124.4	54,432.00
	(Feb) 300.2	97,971.50
Litigation [B010]	(Oct) 97.1	\$20,008.50
	(Nov) 197.5	57,634.00
	(Dec) 31.8	7,809.00
	(Jan) 99.0	30,496.00
	(Feb) 26.9	7,847.00
Plan and Disclosure Statement [B012]	(Oct) 67.1	\$14,700.50
	(Nov) 266.4	71,177.00
	(Dec) 419.2	119,498.00
	(Jan) 297.6	78,518.00
	(Feb) 61.8	16,268.00
Relief from Stay Proceedings [B013]	(Oct) 2.7	\$445.00
	(Nov) 3.4	533.50
	(Jan) 0.1	23.00
	(Feb) 1.3	240.50
Accounting/Auditing [B014]	(Jan) 2.0	\$668.00
Business Analysis [B015]	(Oct) 12.1	\$3,835.00
	(Nov) 8.2	2,860.00
	(Dec) 0.1	21.00

Corporate Finance [B016]	(Oct) 74.6	\$29,959.00
	(Nov) 111.9	28,772.00
	(Dec) 17.2	4,393.00
	(Jan) 37.9	12,573.50
	(Feb) 65.6	16,227.50
Data Analysis [B017]	(Feb) 2.7	\$661.50
Tax Issues [B020]	(Oct) 47.2	\$17,821.50
	(Nov) 31.4	11,815.00
	(Dec) 7.2	2,707.00
	(Feb) 1.2	480.00
TOTALS	6,112.7	\$1,720,165.00

11. As of the Petition Date, Baker & Daniels held an approved retainer in the amount of \$1,465,000 (the "Retainer"). Pursuant to the Billing and Payment Order, Baker & Daniels agreed to apply on a pro rata basis its first four monthly billings of approved fees against the Retainer up to a total aggregate amount of one-third of the Retainer. After the effective date of the Plan and at the request of the Reorganizing Debtors, Baker & Daniels applied 80% of its fees and 100 % of its expenses of its last two monthly billings (for January and February 2006) against the Retainer. As of the date of filing of this Fourth Quarterly Application and Final Application, the Retainer totals \$450,708.42.

12. In summary, Baker & Daniels requests final allowance of compensation for attorneys' fees and reimbursement of expenses as follows:

<u>Application</u>	<u>Attorneys' Fees</u>	<u>Expenses</u>
First Quarterly Application	\$1,083,598.50	\$53,891.33
Second Quarterly Application	\$958,996.75	\$22,576.72
Third Quarterly Application	\$1,167,773.00	\$16,620.89
Fourth Quarterly Application for Reorganizing Debtors	\$1,771,294.50	\$33,364.86
Fourth Quarterly Application for Liquidating Debtors	17,647.00	
TOTALS	\$4,999,309.75	\$126,453.80

13. Baker & Daniels has received the following payments on account of its attorneys' fees and expenses:

Application	Attorneys' Fees	Expenses
First Quarterly Application	\$975,117.11	\$53,891.33
Second Quarterly Application	\$863,406.48	\$22,576.72
Third Quarterly Application	\$1,050,995.70	\$16,615.75
Fourth Quarterly Application for Reorganizing Debtors	\$1,490,112.70	\$33,364.86
Fourth Quarterly Application for Liquidating Debtors	\$0	
TOTALS	\$4,379,631.99	\$126,448.66

These payments have been made pursuant to the Billing and Payment Order and the orders of this Court approving fee applications of the Debtors and at the direction of the Debtors.

14. Upon approval of this Final Application of Baker & Daniels' fees and expenses on a final basis, Baker & Daniels requests this Court's authority to apply the balance of the Retainer to the unpaid amounts. To the extent the Retainer balance is insufficient to pay Baker & Daniels in full for all fees and expenses allowed, Baker & Daniels requests that the Court authorize and order the Reorganized Debtors to pay all such remaining amounts.

15. Other than the Retainer and payments described above, no payments have been made or promised to Baker & Daniels for services rendered or to be rendered in any capacity in connection with these cases for the services provided to the Reorganized Debtors and described in this Final Application.

16. Upon approval of the Fourth Quarterly Application with respect to the Liquidating Debtors, Baker & Daniels requests this Court authorize payment of the fees and expenses pursuant to the Billing and Payment Order from the estate of the applicable Liquidating Debtor.

17. No agreement or understanding exists between Baker & Daniels and any other person or entity for the sharing of compensation received for services rendered in connection with these cases.

18. All services rendered and all expenses incurred for which compensation or reimbursement is sought have been rendered or incurred exclusively on behalf of the Reorganizing Debtors and or the Liquidating Debtors and represent necessary and proper expenses.

19. The Exhibit A attached hereto is several hundred pages long. Pursuant to the case management order entered in these cases, service of this Fourth Quarterly Application and Final Application will be effected by electronic means by the Notice Agent authorized in these cases.

WHEREFORE, Baker & Daniels requests that the Court enter an order

- (a) approving the Fourth Quarterly Application with respect to the Liquidating Debtors and authorize, pursuant to the Billing and Payment Order, payment of attorneys' fees in the amount of \$17,647.00 from the applicable estates of the Liquidating Debtors;
- (b) approving and granting final allowance and award of \$1,771,294.50 compensation of professional services to Baker & Daniels during the period October 1, 2006 through and including February 28, 2006;
- (c) approving and granting final allowance and award of Baker & Daniels' out-of-pocket expenses incurred in connection with the rendering of professional services during the period October 1, 2005 through and including February 28, 2006 in the amount of \$33,364.86;
- (d) granting final allowance and award of fees of \$3,054,272.98 for compensation of professional services to the Debtors during the period October 26, 2004 through September 30, 2005, which compensation was previously awarded to Baker & Daniels' on an interim basis pursuant to an order of this Court;
- (e) granting final allowance and award of Baker & Daniels' out-of-pocket expenses incurred with the rendering of professional services during the period October 26, 2004 through September 30, 2005 in the amount of \$93,088.94, which expenses were previously awarded to Baker & Daniels pursuant to an order of the Court;

- (f) authorize Baker & Daniels to be paid from the Retainer and, to the extent necessary, authorize and direct any remainder be paid by the Reorganized Debtors; and
- (g) grant to Baker & Daniels all other proper relief.

Respectfully submitted,

BAKER & DANIELS LLP

By: /s/James M. Carr

James M. Carr (#3128-49)
Terry E. Hall (#22041-49)
Stephen A. Claffey (#3233-98)
Jeffrey C. Nelson (#25173-49)
300 North Meridian Street, Suite 2700
Indianapolis, Indiana 46204
Telephone: (317) 237-0300
Facsimile: (317) 237-1000
jim.carr@bakerd.com
terry.hall@bakerd.com
steve.claffey@bakerd.com
jeffrey.nelson@bakerd.com

Attorneys for the Debtors and Debtors-in-Possession

CERTIFICATE OF SERVICE

The undersigned certifies that a copy of the foregoing Application was served by electronic mail on this 28th day of April, 2006, upon the Core Group, 2002 List and Appearance List.

/s/ James M. Carr