

EXHIBIT 2

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF INDIANA**

In re:	)	Case No. 04-19866-BHL-11
)	
ATA HOLDINGS CORP, <u>et al.</u>,	)	Chapter 11
	)	Jointly Administered
)	
Debtors.	)	Hon. Basil H. Lorch
)	

**SECOND INTERIM FEE APPLICATION OF
ERNST & YOUNG LLP FOR COMPENSATION AND
REIMBURSEMENT OF EXPENSES AS AUDITORS TO THE DEBTORS
FROM MARCH 5, 2004 THROUGH JUNE 30, 2005**

Name of applicant:	<u>ERNST & YOUNG LLP</u>
Authorized to provide professional services to:	<u>Debtors</u>
Date of retention:	<u>February 16, 2005, effective as of October 26, 2004</u>
Period for which compensation and reimbursement is sought:	<u>March 5, 2005 to June 30, 2005</u>
Amount of compensation sought as actual, reasonable and necessary	<u>\$ 100,137.00</u>
Amount of expense reimbursement sought as actual, reasonable and necessary:	<u>\$ 0.00</u>
This is an: <input checked="" type="checkbox"/> interim <input type="checkbox"/> final application	

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

In re:	)	Case No. 04-19866-BHL-11
)	
ATA HOLDINGS CORP, <u>et al.</u>,	)	Chapter 11
	)	Jointly Administered
Debtors.)	
	)	Hon. Basil H. Lorch
)	

**SECOND INTERIM FEE APPLICATION OF
ERNST & YOUNG LLP FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES
AS AUDITORS TO THE DEBTORS**

Ernst & Young hereby makes its second interim fee application (the "Application") for the allowance of professional fees incurred as auditors for the above-captioned debtors during the period from March 5, 2005 through June 30, 2005 (the "Second Application Period"). In support of this application, Ernst & Young LLP states as follows:

1. Debtors filed their 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 February 16, 2005, approved the Debtors' retention of Ernst & Young LLP as auditors to the Debtors (the "Ernst & Young LLP Retention Order"). Through the Ernst & Young LLP Retention Order, this Court approved periodic fixed audit fees and reimbursement of actual expenses to Ernst & Young LLP for the rendering of audit services to Debtors, in accordance with the terms of Ernst & Young LLP's Engagement Letter dated December 17, 2004. In

addition, the Ernst & Young LLP Retention Order approved fees to Ernst & Young LLP for the rendering of additional audit services (the "Additional Audit Services") to the Debtors based upon Ernst & Young LLP's hourly rates in accordance with the terms of Ernst & Young LLP's Engagement Letter dated December 17, 2004 and to receive payment for the Additional Audit Services in addition to the fixed audit fees.

2. This Application is being filed pursuant to the Order Granting Motion to Approve Procedures for Billings by and Payments to Professionals Retained in These Cases for Fees and Expenses Incurred, entered by the Court on December 10, 2004. This Application filed by Ernst & Young LLP is seeking compensation and reimbursement of expenses incurred for the Second Application Period and payment from the Debtors for such services and expenses as follows:

- a. Compensation of \$100,137.00, representing all fees for services performed on behalf of the Debtors during the Second Application Period (the "Second Interim Application Request").
- b. Payment by the Debtors to Ernst & Young LLP for the total amount awarded hereunder less any amounts previously paid by the Debtors to Ernst & Young LLP for services performed and expenses incurred during the period March 5, 2005 through June 30, 2005.

3. On April 6, 2005 Ernst & Young LLP filed its first application for interim allowance of professional fees of \$402,388.00 and reimbursement of expenses of \$203.00 for the period October 26, 2004 through March 4, 2005 (the "First Application Period"). On May 12, 2005, the Court entered an order allowing interim compensation in the amount of \$402,388.00

and allowing reimbursement of expenses in the amount of \$203.00. On June 8, 2005, the Debtors paid a total of \$128,728.80 representing the difference between the amount allowed in the Court Order and the amounts previously paid by the Debtors to Ernst & Young LLP for services performed and expenses incurred during the First Application Period.

4. On June 2, 2005 Ernst & Young LLP filed its Notice Of Invoice Of Ernst & Young LLP, Auditors for Debtors for the period March 5, 2005 through March 31, 2005 (the "March 2005 Notice") seeking approval and allowance of Additional Audit Services totaling \$35,473.00. A copy of the March 2005 Notice is attached as Exhibit 1. On June 21, 2005, the Debtors paid a total of \$28,378.40 (representing 80% of fees) to Ernst & Young LLP for Additional Audit Services for the period March 4, 2005 through March 31, 2005. The Debtors withheld \$7,094.60 of the fees from the March 2005 Notice (the "March 2005 Notice Hold-back Amount"), which represents the 20% holdback for the fees incurred from March 4, 2005 through March 31, 2005.

5. On June 2, 2005 Ernst & Young LLP filed its Notice Of Invoice Of Ernst & Young LLP, Auditors for Debtors for the period April 1, 2005 through April 30, 2005 (the "April 2005 Notice") seeking approval and allowance of Additional Audit Services totaling \$51,246.00. A copy of the April 2005 Notice is attached as Exhibit 2. On June 21, 2005, the Debtors paid a total of \$40,996.80 (representing 80% of fees) to Ernst & Young LLP for Additional Audit Services for the period April 1, 2005 through April 30, 2005. The Debtors withheld \$10,249.20 of the fees from the April 2005 Notice (the "April 2005 Notice Hold-back Amount"), which represents the 20% holdback for the fees incurred from April 1, 2005 through April 30, 2005.

6. On June 17, 2005 Ernst & Young LLP filed its Notice Of Invoice Of Ernst & Young LLP, Auditors for Debtors for the period May 1, 2005 through May 31, 2005 (the "May

2005 Notice”) seeking approval and allowance of Additional Audit Services totaling \$11,180.00. A copy of the May 2005 Notice is attached as Exhibit 3. On July 20, 2005, the Debtors paid a total of \$8,944.00 (representing 80% of fees) to Ernst & Young LLP for Additional Audit Services for the period May 1, 2005 through May 31, 2005. The Debtors withheld \$2,236.00 of the fees from the May 2005 Notice (the “May 2005 Notice Hold-back Amount”), which represents the 20% holdback for the fees incurred from May 1, 2005 through May 31, 2005.

7. In addition to the Monthly Notices discussed in Paragraphs 3-6, Ernst & Young LLP incurred time for the period from June 1, 2005 through June 30, 2005 for the rendering of audit services to the Debtors, in accordance with the terms of Ernst & Young LLP’s Engagement Letter dated December 17, 2004. Detail of time incurred in connection with the rendering of audit services is attached hereto as Exhibit 4 and Ernst & Young LLP is not requesting payment of any fixed audit fees or reimbursement of actual expenses in connection with the rendering of these fixed fee audit services. Time detail included as Exhibit 4 is for informational purposes only.

8. Ernst & Young LLP further seeks approval and allowance of fees for Additional Audit Services totaling \$2,238.00 for the period from June 1, 2005 through June 30, 2005. Detail of time incurred in connection with the rendering of Additional Audit Services is attached here to as Exhibit 5.

9. Ernst & Young LLP is currently owed a total of \$21,817.80 in unpaid fees and expenses incurred for the Second Application Period, which consists of (a) \$7,094.60 representing the March 2005 Notice Hold-back Amount, (b) \$10,249.20 representing the April 2005 Notice Hold-back Amount, (c) \$2,236.00 representing the May 2005 Notice Hold-back Amount, and (d) \$2,238.00 representing Additional Audit Services rendered for the period from

June 1, 2005 through June 30, 2005. Accordingly, Ernst & Young LLP seeks Court authorization for the Debtors payment of the amount of \$21,817.80.

10. Other than the payments noted in paragraphs 3-6 above, during the Second Application Period, Ernst & Young LLP did not receive any payments or promises of payments from any source for services rendered or to be rendered in connection with these Chapter 11 cases.

11. As described in the attached Exhibits I through 4, Ernst & Young LLP professionals billed their time to four (4) distinct subject matter categories. Below is a summary of the activities performed by Ernst & Young LLP professionals during the Second Application Period, and the hours spent by Ernst & Young LLP professionals on those matters, organized by project code description ("PCD").

PCD 64 – Audit of Financial Statement Accounts and Related Matters:

(Total Hours: 305.8)

Ernst & Young LLP performed services with respect to completing those audit procedures developed and determined during our planning and assessment of risk and internal controls and incurred time related to the review of annual audited financial statements and disclosures.

PCD 66a – Consultation Regarding Accounting Issues and Other Procedures Outside of the Audit-Bankruptcy Retention: (Total Hours: 5.4)

In connection with the retention of Ernst & Young LLP by the Debtors, Ernst & Young LLP has been required to devote time to preparing appropriate documents for Ernst & Young LLP's retention as auditors for the Debtors, preparing and submitting Monthly Notices to the Debtors, as well as in the preparation of fee applications, all in accordance with Bankruptcy Code.

PCD 66b – Consultation Regarding Accounting Issues and Other Procedures Outside of the Audit-Application of SOP 90-7: (Total Hours: 92.6)

Ernst & Young LLP assisted the Debtors in their analysis and interpretation of guidance from accounting principles generally accepted in the United States related to SOP 90-7.

PCD 66e – Quarterly Reviews of the Consolidated Financial Statements of ATA Holdings Corp., included in its Quarterly Reports on Form 10-Q: (Total Hours: 150.5)

Ernst & Young LLP performed services with respect to completing procedures related to the review of the March 31, 2005 unaudited interim financial information before the Debtors filed its Form 10-Q.

12. The nature of Ernst & Young LLP's fee arrangement is consistent with the current practices of Ernst & Young LLP for audit services provided to companies in other bankruptcy and non-bankruptcy matters.

13. No agreement or understanding exists between Ernst & Young LLP and any other person or entity for the sharing of compensation received for services rendered in connection with this case.

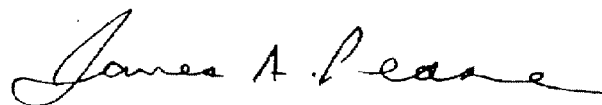
14. All services rendered and all expenses incurred for which compensation or reimbursement is sought have been rendered or incurred exclusively on behalf of Debtors and represent necessary and proper expenses.

WHEREFORE, Ernst & Young LLP respectfully requests that an Order be entered authorizing and approving:

- A. Interim compensation in the amount of \$100,137.00, incurred in connection with services rendered to the Debtors from March 5, 2005 through and including June 30, 2005.
- B. Authorizing and directing prompt payment from the Debtors to Ernst & Young LLP of \$21,817.80, which is comprised of the March 2005 Notice Hold-back Amount of \$7,094.60, the April 2005 Notice Hold-back Amount of \$10,249.20, the May 2005 Notice Hold-back Amount of \$2,236.00, and all Allowed Fees and Expenses from June 1, 2005 through June 30, 2005 of \$2,238.00.

Dated: July 26, 2005

ERNST & YOUNG LLP

A handwritten signature in cursive script that reads "James A. Pease". The signature is written in black ink and is positioned below the company name.

James A. Pease

Partner

ERNST & YOUNG LLP

111 Monument Circle, Suite 2600

Indianapolis, IN 46204

Tel: (317) 681-7311

Fax: (317) 681-7358

Auditors to Debtors

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF INDIANA**

In re:	)	Case No. 04-19866-BHL-11
)	
ATA HOLDINGS CORP, <u>et al.</u>,	)	Chapter 11
	)	Jointly Administered
Debtors.)	
	)	Hon. Basil H. Lorch
)	
)	

**ORDER GRANTING SECOND INTERIM FEE APPLICATION OF ERNST & YOUNG
LLP FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES FOR THE PERIOD
FROM MARCH 5, 2005 THROUGH AND INCLUDING JUNE 30, 2005**

Upon consideration of the Second Interim Application of Ernst & Young LLP for Allowance of Interim Compensation for Services Rendered for the Period March 5, 2005 through June 30, 2005, together with all supplemental documentation provided to the Court (collectively, the "Application"), adequate and proper notice having been circulated, any objections having been addressed or resolved, and it appearing that the compensation requested is reasonable and a benefit to these estates, **IT IS HEREBY ORDERED THAT:**

(1) Ernst & Young LLP, having requested interim compensation in the amount of \$100,137.00 for services performed for the Debtors during the period from March 5, 2005 through June 30, 2005, is allowed interim compensation in the amount of \$100,137.00 for such services.

(2) The Debtors are authorized and directed to pay to Ernst & Young LLP, as compensation for services performed incurred from March 5, 2005 through June 30, 2005, the total amount awarded hereunder (\$100,137.00) less any amounts previously paid by the Debtors

to Ernst & Young LLP for services performed and expenses incurred during the period of March 5, 2005 through June 30, 2005 pursuant to this Court's Administrative Order.

(4) The Application and the entry of this Order are core proceedings within the meaning of 28 U.S.C. § 157(b).

Dated: August ___, 2005

Honorable Basil H. Lorch
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1



June 2, 2005

To: James M. Carr, Esq.
Joseph F. McGonigal, Esq.
Lisa G. Beckerman, Esq.

From: Ernst & Young LLP

Re: **ATA HOLDINGS CORP., ET AL., DEBTORS**

Pursuant to the provisions of the Order Granting Motion to (I) Approve Procedures for Billings By and Payments To Professionals Retained in These Cases for Fees and Expenses Incurred and (II) Approve Procedures and Partial Deferral of Draw Down of Retainer Paid to Professional Retained in These Cases Until Requested By the Debtors, dated December 10, 2004 (the "Compensation Order") and the Order Supplementing Rule B-2016-1, dated December 21, 2004 (together with the Compensation Order, the "Monthly Compensation Orders"), Ernst & Young LLP ("E&Y LLP") hereby submits this request for compensation and reimbursement of expenses incurred as auditors to the Debtors for the period March 5, 2005 through March 31, 2005 (the "Compensation Period").

On February 16, 2005, the Court approved periodic fixed audit fees and reimbursement of actual expenses to E&Y LLP for the rendering of audit services to the Debtors, in accordance with the terms of E&Y LLP's Engagement Letter dated December 17, 2004. Detail of time and actual expenses incurred in connection with the rendering of audit services during the Compensation Period is attached hereto as Exhibit "A". E&Y LLP is not requesting payment of any fixed audit fees or reimbursement of actual expenses with this monthly statement. Time detailed included as Exhibit "A" is for informational purposes only. In addition, on February 16, 2005, the Court approved fees to E&Y LLP for the rendering of additional audit services to the Debtors based upon E&Y LLP's hourly rates in accordance with the terms of the E&Y LLP's Engagement Letter dated December 17, 2004. For the period March 5, 2005 through March 31, 2005, the amount of these fees to E&Y LLP is \$35,473.00. Detail of time incurred in connection with the rendering of additional audit services is attached hereto as Exhibit "B"

Pursuant to the Monthly Compensation Orders, this request is for a total of \$28,378.40, representing 80% of additional audit service fees of \$35,473.00. Unless any such party objects to the Monthly Fee Request, in whole or in part, on or before June 13, 2005, the Debtors shall be authorized and directed to pay to E&Y LLP the amounts requested in the Monthly Fee Request.

If you have any questions, please call James A. Pease at (317) 681-7311 or R. Todd Barrett at (317) 681-7052.

EXHIBIT A

Exhibit A - 2004 Annual Audit

ATA HOLDINGS CORP.
ERNST & YOUNG LLP
SUMMARY OF TIME BY PROFESSIONAL-2004 ANNUAL AUDIT
FOR THE PERIOD MARCH 5, 2005 THROUGH MARCH 31, 2005

<u>Professional</u>	<u>Position</u>	<u>Hours</u>
Jim Pease	Partner	24.5
Stephen Stenbeck	Partner	12.0
Michael Porter	Partner	0.5
Shari Richey	Partner	6.5
Todd Barrett	Sr. Manager	46.1
Jennifer Taylor	Senior	47.0
Kyshia Gold	Senior	28.0
Cory Ferguson	Staff	19.3
Asim Aleem	Staff	40.0
Keori Matsumoto	Staff	<u>61.7</u>
	Total	<u>285.6</u>

Exhibit A-1 - 2004 Annual Audit

ATA HOLDINGS CORP.
ERNST & YOUNG LLP
SUMMARY OF TIME FOR 2004 ANNUAL AUDIT
FOR THE PERIOD MARCH 5, 2005 THROUGH MARCH 31, 2005

<u>Project Code</u>	<u>Description</u>	<u>Hours</u>
64	Audit of Financial Statement Accounts and Related Matters	285.6
	Total Hours	<u>285.6</u>

Exhibit A-2 - 2004 Annual Audit

ATA HOLDINGS CORP.
 ERNST & YOUNG LLP
 DETAIL OF TIME BY PROFESSIONAL—2004 Annual Audit
 FOR THE PERIOD MARCH 5, 2005 THROUGH MARCH 31, 2005

Name	Date	Time	PCD	Description
Pease, Jim				
	3/10/2005	1.5	64	Hrs: Review revised technical memo's and preliminary draft 10-k
	3/14/2005	0.5	64	Hrs: Establish timing for 10-k review and completion.
	3/15/2005	6.0	64	Hrs: Review audit workpapers, and draft of 10 k. Update meeting with ATA personnel.
	3/16/2005	1.5	64	Hrs: Review financial statement draft and footnotes, prepare for audit committee meeting
	3/17/2005	1.0	64	Hrs: Evaluate results of general audit procedures and SAS 61 matters
	3/18/2005	1.0	64	Hrs: Review revisions to draft 10-k
	3/19/2005	1.0	64	Hrs: prep for audit comm-review 10-k draft
	3/21/2005	5.0	64	Hrs: Preparation for attendance at Audit Committee meeting
	3/22/2005	0.5	64	Hrs: Evaluate need for dual-dated auditors' report
	3/23/2005	0.5	64	Hrs: Author email to professional practice on audit status
	3/24/2005	5.0	64	Hrs: Subsequent events procedures workpaper review at client's offices; also review comments from independent partner review (Steve Stenbeck.)
	3/25/2005	1.0	64	Hrs: Review draft management letter comments (mostly IT related)
	Pease, Jim Total	24.5		
Stenbeck, Stephen				
	3/18/2005	4.0	64	Hrs: Audit workpaper review, issues, documentation review
	3/23/2005	3.0	64	Hrs: Review of audit summary memo, Independent review comments regarding the same
	3/29/2005	4.0	64	Hrs: Audit review of workpapers, comments, clearing of comments
	3/31/2005	1.0	64	Hrs: Follow-up on open comments - annual audit.
	Stenbeck, Stephen Total	12.0		
Porter, Michael				
	3/21/2005	0.5	64	Hrs: Review and sign off on IT General Control Memo for 2004 audit.
	Porter, Michael Total	0.5		
Richey, Shari				
	3/21/2005	4.2	64	Hrs: ATA audit committee meeting: Discussion with T Barrett & J Pease (EY) in preparation for meeting
	3/21/2005	2.3	64	Hrs: Re-referencing final workpapers and finalizing tax memo
	Richey, Shari Total	6.5		
Barrett, Todd				

Exhibit A-2 - 2004 Annual Audit

Name	Date	Time	PCD	Description
	3/11/2005	0.9	64	Hrs. Review statutory engagements and related documentation
	3/11/2005	0.2	64	Hrs. Discussion with S Bell (ATA) to review audit open items
	3/14/2005	0.8	64	Hrs. Prepare detailed timeline and assignments summary
	3/14/2005	4.2	64	Hrs. Work on SRM and other summary memo's
	3/14/2005	0.3	64	Hrs. Audit procedures required to audit debt where confirmant did not respond (in particular, the Union Planters mortgage note)
	3/15/2005	1.2	64	Hrs. Audit update meeting with Gil Viets, Wisty Malone (ATA) and Jim Pease (EY)
	3/15/2005	0.8	64	Hrs. Prepare audit committee closing report
	3/15/2005	1.2	64	Hrs. Prepare SRM
	3/16/2005	0.5	64	Hrs. Telephone call with Stewart Bell (ATA) regarding status of 10-K and schedule for tie out procedures
	3/16/2005	1.4	64	Hrs. Review Accounts Payable and accrual audit workpapers
	3/17/2005	0.3	64	Hrs. Meet with Wisty Malone and Stewart Bell (ATA) regarding amendments to Southwest DIP financing agreement
	3/17/2005	1.3	64	Hrs. Audit issues related to equity, revenue & expenses, liabilities, liabilities subject to compromise and general audit procedures
	3/17/2005	1.3	64	Hrs. Review board minutes; correspond regarding same
	3/17/2005	0.5	64	Hrs. Review revised IT TSPS documentation
	3/17/2005	2.0	64	Hrs. Audit committee report drafting and production for client
	3/17/2005	1.0	64	Hrs. Meet with Stewart Bell (ATA), Asim Aleem and Cory Ferguson (LY) regarding supporting workpapers to tie out ARS on 10-K
	3/17/2005	2.5	64	Hrs. Review ARS on 10-K
	3/18/2005	8.0	64	Hrs. ARS on Form 10-K review and tie out procedures
	3/21/2005	0.8	64	Hrs. Prepare MLC summary and SAD schedule handouts for audit committee meeting
	3/21/2005	0.1	64	Hrs. Issues regarding review of nonstandard journal entry procedures
	3/21/2005	0.3	64	Hrs. Issues regarding equity procedures
	3/21/2005	3.3	64	Hrs. Audit Committee meeting - Byron Johnson, Andrejs Stipniks, Claude Willis, Gil Viets, Wisty Malone, Brian Hunt, Chris Smith, John Denyson, Jim Pease, and Shari A. Richey (reviewed client's draft 10-K, presented results of 2004 audit)
	3/21/2005	0.5	64	Hrs. Meet with Jim Pease regarding management letter comments and audit committee meeting preparation
	3/23/2005	2.1	64	Hrs. Finish SRM, correspond with independent partner regarding review
	3/23/2005	2.1	64	Hrs. Review documentation of general audit procedures; prepare memo on independence procedures performed; update client open items
	3/24/2005	0.8	64	Hrs. Telephone call with Steve Stenbeck (ind. review partner) to review his comments on summary results audit documentation
	3/25/2005	0.4	64	Hrs. Prepare for revenue accounting meeting with June Ritter
	3/25/2005	2.3	64	Hrs. INS AUPs - workpaper review at client's offices
	3/25/2005	0.5	64	Hrs. Meet with June Ritter to review documentation of segregation of duties in revenue accounting
	3/27/2005	1.1	64	Hrs. Review gaap checklist
	3/28/2005	0.8	64	Hrs. Meet with Wisty Malone to update subsequent events review for consent in 10-K
	3/29/2005	1.5	64	Hrs. Review 10-K tie out workpapers
	3/29/2005	0.3	64	Hrs. Meet with Chris Smith regarding exceptions noted from 10-K tie out procedures
	3/30/2005	0.3	64	Hrs. Read final representation letter received from client (for audit)

Exhibit A-2 - 2004 Annual Audit

Name	Date	Time	PCD	Description
	3/30/2005	0.5	64	Hrs: Review updated legal letter from Squire
Barrett, Todd Total		46.1		
Taylor, Jennifer				
	3/15/2005	8.0	64	Hrs: Complete the OAR, SAD, review audit work on Subsidiaries and Revenue & Expense
	3/16/2005	1.5	64	Hrs: Subsidiary revenue and expenses review
	3/17/2005	5.0	64	Hrs: Worked on Accounts Payable reconciliation, subsidiary Balance Sheet and Income Statement review, tying out Liabilities Subject to Compromise
	3/18/2005	4.0	64	Hrs: Accounts Payable reconciliation, Equity, PGAP
	3/21/2005	9.0	64	Hrs: PGAP (4th quarter journal entry review), Equity
	3/22/2005	6.0	64	Hrs: PGAP (review of journal entries, subsequent events review of cash receipts and journal entries), equity roll-forward and EPS calculation
	3/23/2005	5.0	64	Hrs: PGAP (GAAS Checklist, SAS 99 procedures), OAR
	3/25/2005	4.5	64	Hrs: Tie Final Trial Balance to Details of Consolidation, tie out cash flows statement, draft Segregation of Duties Form
	3/28/2005	2.0	64	Hrs: Tie-out cash flow statement, review U workpapers
	3/29/2005	2.0	64	Hrs: PGAP (4th qtr review), tie out Final Income Statement Trial Balance to the Details of Consolidation
Taylor, Jennifer Total		47.0		
Gold, Kyshia				
	3/7/2005	10.0	64	Hrs: 1.5 hr. - looked at prior year documentation to prepare; 1.5 hr. - met with client to discuss INS audit; 2 hr. - rolled forward INS engagement; 5 hrs. - updated documentation related to INS engagement (perm file, RAS, LOR)
	3/8/2005	10.0	64	Hrs: 2.8 hr. - looked at prior year documentation for PFC audit to prepare; 2.2 hrs. - meeting with client to discuss PFC audit; 1.5 hr. - rolling forward PFC engagement; 3.5 hours looking through perm files and updating transfer of prior year workpapers
	3/9/2005	1.0	64	Hrs: INS and PFC audit issues
	3/10/2005	1.0	64	Hrs: INS and PFC audit follow-up issues
	3/11/2005	1.0	64	Hrs: INS and PFC audit open items
	3/12/2005	1.0	64	Hrs: Time spent going over INS and PFC testing
	3/21/2005	4.0	64	Hrs: Reviewing INS audit and getting INS file together for manager review
Gold, Kyshia Total		28.0		
Ferguson, Cory				
	3/17/2005	10.0	64	Hrs: Worked on tie-out of MD&A in the 10K to the Financial Statement support, workpapers, Audited F/S
	3/18/2005	9.3	64	Hrs: Worked on tie-out of MD&A in the 10K to the Financial Statement support, workpapers, Audited F/S
Ferguson, Cory Total		19.3		
Aleem, Asim				
	3/14/2005	3.5	64	Hrs: Audit of Rotables Listing.
	3/14/2005	2.0	64	Hrs: Alternative Procedures performed for unreturned debt confirmations

Exhibit A-2 - 2004 Annual Audit

Name	Date	Time	PCD	Description
	3/14/2005	2.5	64	Hrs: Audit of Return Condition Calculations for several aircraft.
	3/15/2005	1.4	64	Hrs: Documentation of audit of notables listing
	3/15/2005	4.6	64	Hrs: Follow-up review discussion with Stewart Bell regarding return condition calculations
	3/15/2005	2.0	61	Hrs: Follow-up documentation of alternative procedures for unreturned debt confirmations
	3/16/2005	3.4	64	Hrs: Follow-up documentation for open items with respect to audit of P&L statements (Income Statement)
	3/16/2005	4.6	64	Hrs: P&L (Income Statement) overall analytic preparation and review including discussions with Stewart Bell regarding fluctuations in accounts exceeding our audit threshold.
	3/17/2005	1.0	64	Hrs: Discussions with Stewart Bell regarding items in 10-K.
	3/17/2005	2.8	64	Hrs: 10-K review tie out: Financial Statements Footnotes tie out.
	3/17/2005	4.2	64	Hrs: 10-K review tie out: Income Statement and Balance Sheet tie out.
	3/18/2005	2.4	64	Hrs: 10K review tie-out: Income Statement and Balance Sheet tie out.
	3/18/2005	3.2	64	Hrs: 10K review tie-out: Financial Statements Footnotes tie out.
	3/18/2005	2.4	64	Hrs: Discussions with Stewart Bell for follow-up items needed or questions to be answered with respect to audit of 10-K filing.
Aleem, Asim Total		40.0		
Matsumoto, Kaori				
	3/7/2005	10.0	64	Hrs: INS audit-Tie out of INS User fee worksheet
	3/8/2005	5.0	64	Hrs: PFC audit- understanding PFC process
	3/8/2005	0.5	64	Hrs: PFC audit- talked with client regarding documentation we requested
	3/8/2005	2.0	61	Hrs: PFC Audit-Select items for detail testing
	3/8/2005	1.5	64	Hrs: PFC Audit- List items needed from client for testing
	3/8/2005	3.0	64	Hrs: INS Audit - tie out of INS fee worksheet
	3/9/2005	3.0	64	Hrs: PFC Audit: Ambassador TOC
	3/9/2005	1.5	64	Hrs: INS Audit: Compute end of quarter adjustments
	3/9/2005	1.5	64	Hrs: Go over audit program, update perm file
	3/9/2005	1.0	64	Hrs: PFC Audit: Ambassador Walkthrough
	3/9/2005	4.0	64	Hrs: PFC Audit: Charter TOC
	3/9/2005	1.0	64	Hrs: PFC Audit: Charter Walkthrough
	3/10/2005	5.7	64	Hrs: PFC Audit: Pulling and making copies of documents for Collections report testing
	3/10/2005	1.0	64	Hrs: INS Audit: Computing end of quarter adjustments
	3/10/2005	2.0	64	Hrs: PFC Audit: Charter TOC
	3/10/2005	1.0	64	Hrs: Update perm file through discussion with the client
	3/10/2005	0.5	64	Hrs: PFC Audit: Charter walkthrough
	3/10/2005	0.5	64	Hrs: PFC Audit: Ambassador walkthrough
	3/11/2005	1.0	64	Hrs: Talk to client and fill out answers in audit program
	3/11/2005	2.0	64	Hrs: INS Audit: tie out end of quarter adjustments
	3/11/2005	3.5	64	Hrs: PFC Audit: Perform sked TOC
	3/11/2005	2.0	64	Hrs: PFC Audit: Testing Collection report
	3/11/2005	2.5	64	Hrs: PFC Audit: Review of documentation for Sked testing
	3/12/2005	1.5	64	Hrs: PFC Audit: Testing Collection report
	3/12/2005	3.5	64	Hrs: PFC Audit: sked test of controls and walkthrough

Exhibit A-2 - 2004 Annual Audit

<u>Name</u>	<u>Date</u>	<u>Time</u>	<u>PCD</u>	<u>Description</u>
	3/12/2005	1.0	64	Hrs: Clean up audit files
Matsumoto, Kaori Total		<u>61.7</u>		
	Total Hours	<u>285.6</u>		

EXHIBIT B



INVOICE NUMBER: US0122889353

June 2, 2005

Gilbert F. Viets
ATA Holdings Corp
7337 West Washington St
Box 51609
Indianapolis, IN 46251-0609

PLEASE REMIT TO:

Ernst & Young
Bank of America - Chic. 96550
P.O. Box 96550
Chicago, IL 60693

EIN: 34-6565596

REF: US002 CLIENT NUMBER: 60017535

For services rendered from March 5, 2005 through March 31, 2005 in connection with the following:

Time incurred by E&Y professionals to prepare appropriate monthly statement and interim fee application documents for submission to the Bankruptcy Court as auditors for ATA bankruptcy case. \$235.00

Assistance to the Company in its application of AICPA Statement of Position 90-7 ("SOP 90-7"), *Financial Reporting by Entities in Reorganization Under the Bankruptcy Code*, including related evaluations thereof. SOP 90-7, issued in 1990, provides guidance on financial reporting by entities that have filed petitions with the Bankruptcy Court and expect to reorganize as going concerns under Chapter 11 of title 11 of the United States Code: the provisions contained therein allow entities to adequately reflect all changes in their financial condition caused by the proceeding. Specifically, separate reporting of gains and losses directly related to the reorganization of the Company as a direct result of the proceeding and the estimation of losses resulting from the rejection and/or modification of executory contracts. 35,238.00

Total Due \$35,473.00

PLEASE PAY BY INVOICE NUMBER AND ENCLOSE REMITTANCE COPY
Due Upon Receipt

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EXHIBIT B - Additional Audit Services

ATA HOLDINGS CORP.
ERNST & YOUNG LLP
SUMMARY OF TIME BY PROFESSIONAL - ADDITIONAL AUDIT SERVICES
FOR THE PERIOD MARCH 5, 2005 THROUGH MARCH 31, 2005

Additional Audit Services - Bankruptcy Retention

<u>Professional</u>	<u>Position</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Fees</u>
Todd Barrett	Senior Manager	0.5	\$470	\$235
		0.5		\$235
	Expenses			\$0
	Total	0.5		\$235

Additional Audit Services - Application of SOP 90-7

<u>Professional</u>	<u>Position</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Fees</u>
Jim Pease	Partner	4.5	\$695	\$3,128
Stephen Stenbeck	Partner	0.5	\$695	\$347
Shari Richey	Partner	4.0	\$634	\$2,536
Charles Baker	Partner (National Accounting)	2.0	\$695	\$1,390
David Dickson	Partner (EY Airline Industry Group)	1.0	\$695	\$695
Isaac Sparks	Principal (National Tax-Lease Subject Matter Expert)	5.5	\$695	\$3,823
Ken Peterson	Partner (National Accounting)	1.0	\$695	\$695
Todd Barrett	Senior Manager	34.0	\$470	\$15,980
Jennifer Taylor	Senior	17.0	\$310	\$5,270
Eric Wilson	Staff	6.7	\$205	\$1,374
		76.2		\$35,238
	Expenses			\$0
	Total	76.2		\$35,238
	GRAND TOTAL	76.7		\$35,473

EXHIBIT B-1 - Additional Audit Services

ATA HOLDINGS CORP.

ERNST & YOUNG LLP

SUMMARY OF TIME BY PROJECT CODE - ADDITIONAL AUDIT SERVICES
FOR THE PERIOD MARCH 5, 2005 THROUGH MARCH 31, 2005

<u>Project Code</u>	<u>Description</u>	<u>Hours</u>
56a	Consultation Regarding Accounting Issues and Other Procedures Outside of Audit - Bankruptcy Retention	0.5
56b	Consultation Regarding Accounting Issues and Other Procedures Outside of Audit - Application of SOP 90-7	76.2
	Total Hours	76.7

EXHIBIT B-2 - Addition of Audit Services

ATA HOLDINGS CORP
ERNST & YOUNG LLP
DETAIL OF TIME BY PROFESSIONAL - ADDITIONAL AUDIT SERVICES
FOR THE PERIOD MARCH 5, 2005 THROUGH MARCH 31, 2005

Name	Date	Time	PCD	Description
Additional Audit Services - Bankruptcy Retention				
Barrett, Todd				
	3/1/2005	0.5	66a	Mr. Review of billing questions furnished by Baker & Frutkin Corporation regarding the same
Barrett, Todd Total		0.5		
Total Additional Audit Services - Bankruptcy Retention		0.5		
Additional Audit Services - Application of SOP 90-1				
Pease, Jim				
	3/9/2005	0.5	66b	Mr. Review of notes related to accounting for the 467 lease amounts for lease reject costs
	3/15/2005	2.5	66b	Mr. Review final recognition amounts and related disclosures, including lease stipulated loss amounts
	3/17/2005	0.5	66b	Mr. Review the accounting for lease terminations and related tax issues
	3/21/2005	1.0	66b	Mr. Discuss accounting systems and accounting issues related to Chicago Express lease re
Pease, Jim Total		4.5		
Stenbeck, Stephen				
	3/29/2005	0.5	66b	Consultation with Todd Barrett (EY) regarding bankruptcy issues with ATA, including aircraft rejecter subsequent events
Stenbeck, Stephen Total		0.5		
Richey, Shan				
	3/9/2005	1.0	66b	Mr. Conference call with Todd Barrett (EY) and W Malone and L Bailey (ATA) to discuss 467 lease balances and the impact on damage accrual
	3/11/2005	0.5	66b	Mr. Conference call to discuss 467 leases with I Sperka & E Barrett (EY) and W Malone & L Bailey (ATA)
	3/17/2005	2.5	66b	Mr. Review of 467 notes and 467 disclosures and wrap up of 467 documentation and significant items
Richey, Shan Total		4.0		
Baker, Charles				
	3/21/2005	0.5	66b	Mr. Consultation on accounting issues, including Chicago Express matters with Todd Barrett (EY)
	3/29/2005	1.0	66b	Mr. Consultation on accounting issues bankruptcy issues related to subsequent events and aircraft rejection
	3/30/2005	0.5	66b	Mr. Consultation regarding subsequent events
Baker, Charles Total		2.0		
Dickson, David				
	3/09/2005	1.0	66b	Mr. Tax leases and discussions with I Sperka regarding ATA return condition issues
Dickson, David Total		1.0		
Sperka, Isaac				
	3/7/2005	0.5	66b	Mr. Attended to initial meeting memorandum for S.A. Richey and T Barrett (both EY)
	3/9/2005	1.0	66b	Mr. Follow up conference call with Lisa Bailey (ATA) to work on methodology for calculating the actual 467 related adjustment to return condition based on future return date
	3/9/2005	1.0	66b	Mr. Conference call with ATA Staff: Malone, J. Richey and S. Bell (EY), T Barrett, S. Richey re: section 467 component of damage claim. Review of lease documents
	3/9/2005	1.0	66b	Mr. Telephone call with E. McCullum and S. Malzania regarding application for change in accounting method. Telephone call with L Bailey re same and sending of supplemental information. Telephone call with L Bailey re 2004 and rent allocation
	3/10/2005	0.7	66b	Mr. Review of correspondence received from L Bailey regarding leases and return condition effect of 467 lease balances to damage claim
	3/11/2005	0.8	66b	Mr. Conference call with ATA Staff: W Malone, Lisa Bailey, S Bell, EY's S. Richey and Todd Barrett regarding return condition damage claim
	3/11/2005	0.5	66b	Mr. Follow up with Steve Dickson (EY) regarding Airline industry precedent scenario similar to ATA return condition issue
Sperka, Isaac Total		5.5		
Peterson, Ken				
	3/24/2005	1.0	66b	Discussion with Todd Barrett and Jim Pease (EY) regarding ATA and Chicago Express accounting issues resulting from discontinuance of Chicago Express
Peterson, Ken Total		1.0		
Barrett, Todd				

EXHIBIT B-2 - Additional Audit Services

ATA HOLDINGS CORP
ERNST & YOUNG LLP
DETAIL OF TIME BY PROFESSIONAL - ADDITIONAL AUDIT SERVICES
FOR THE PERIOD MARCH 5, 2005 THROUGH MARCH 31, 2005

Name	Date	Time	PCD	Description
	3/9/2005	1.1	66b	File SOP 907 - Telephonic meeting with Bruce Sperla (EY national office), Brian Ribbey (EY), Wiley Malone (Chris Smith), Lisa Bailey and Stewart Bell regarding the origination of the associated lease damage claims estimates affected by DR's sec. 107 (the 107 leases)
	3/09/2005	0.3	66b	File SOP 907 - Working thru 107 lease calculation
	3/11/2005	0.8	66b	File SOP 907 - Telephonic meeting with client (W. Malone, C. Seagr, S. Bell, and E. Bailey) and EY (Wiley, Sperla and Brian Ribbey) to review calculations of the 107 lease component of the damage loss accrual calculation.
	3/11/2005	0.5	66b	File SOP 907 - Discuss additional 107 lease loss required with S. Bell (ATA)
	3/15/2005	0.5	66b	File SOP 907 - finish review of client's updated BATA investment impairment memo
	3/20/2005	1.3	66b	File SOP 907 - review 10-K bankruptcy related disclosures, including lease rejection matters
	3/21/2005	0.8	66b	File SOP 907 - meet with Stewart Bell to review comments on 10-K bankruptcy and accounting policy disclosure resulting from 10-K filing
	3/21/2005	0.5	66b	File SOP 907 - Review revised tax wps related to revisions caused by entries to record lessor damage claims on 10-K filing
	3/22/2005	0.3	66b	File SOP 907 - meet w. Wiley Malone regarding draft ACSO settlement agreement
	3/22/2005	2.5	66b	File SOP 907 - proof lease aircraft rejection changes
	3/23/2005	0.8	66b	File meet w. Stewart Bell regarding additional items needed to close out 10-K
	3/24/2005	0.8	66b	File Meet w. Wiley Malone and Chris Smith to review additional items needed to complete procedures related to adjustments recorded resulting from bankruptcy, including possible entries related to the Chi Express decision
	3/24/2005	1.0	66b	File SOP 907 - telecon with Ken Peterson and Jim Preece re accounting requirements resulting from the decision and announcement by ATA to discontinue Chicago Express
	3/24/2005	3.0	66b	File SOP 907 - Review procedures and the cost of aircraft rejection changes and trends - directly related to 365 - 1.0 elections in bankruptcy
	3/24/2005	0.3	66b	File SOP 907 - telecon with Chuck Baker re accounting requirements resulting from the decision and announcement by ATA to discontinue Chicago Express
	3/25/2005	0.3	66b	File SOP 907 - Meet with Mike Cobb (ATA Director of Maintenance Audit) to discuss Goodrich filed claim number continuity and other existing known claims
	3/25/2005	2.5	66b	File SOP 907 - Continue re cost of bankruptcy related changes and entries, meet w. Stewart Bell re same
	3/25/2005	0.3	66b	File SOP 907 - Pull and review stipulation 70 amendments regarding ATSO's on
	3/27/2005	1.5	66b	File SOP 907 - review revised 10-K draft for additional disclosures resulting from activities in bankruptcy reorganization
	3/28/2005	0.8	66b	File SOP 907 - Proof revised 10-K as a result of 2 legal opinions made by client's attorney
	3/28/2005	0.3	66b	File SOP 907 - Meet w. Wiley Malone re client suggested changes to recap letter due to subsequent results resulting from bankruptcy
	3/28/2005	2.3	66b	File SOP 907 - Complete summary memo documenting aircraft lease rejection accounting
	3/28/2005	4.2	66b	File SOP 907 - Review aircraft return records accruals for rejected aircraft leases (w/ Mike Cobb re same)
	3/28/2005	2.3	66b	File SOP 907 - review revised 10-K for additional changes made by client's counsel and disclosure committee in response to developments in the 10-K proceedings
	3/29/2005	0.5	66b	File SOP 907 - correspond with Chuck Baker and Steve Sperla re regarding issues related to audit support for subsequent events and lines 365 aircraft rejections
	3/30/2005	1.8	66b	File SOP 907 - final proof of 10-K for late changes resulting from attorney and table disclosure committee review - ready for bankruptcy specific language
	3/30/2005	2.5	66b	File SOP 907 - register assets of 60th anniversary to record portion of lessor damage claim associated to July Vantage - ATA
Barrett, Todd Total		34.0		
Taylor, Jennifer				
	3/22/2005	2.0	66b	File COA (subsequent events) - Two extra months worth of subsequent events detail (journal entries each requests) to review due to delays and late entries due to bankruptcy
	3/24/2005	0.0	66b	File Tax out putting journal entries, in final trial balance submitted to EY w/ A150) to audit work paper head sheets to final trial balance to details of consolidation - final trial balance needed to be re filed out to audit working papers and adjusting journal entries as there were several adjusting journal entries related to the bank
	3/25/2005	3.0	66b	File file final trial balances to final Details of Consolidation - items had to be tied out due to several adjusting journal entries made related to the bankruptcy
	3/28/2005	1.0	66b	File Document journal entries related to the bankruptcy
Taylor, Jennifer Total		17.0		
Wilson, Eric				
	3/28/2005	1.0	66b	File Review and the out revised 10-K
	3/28/2005	0.2	66b	File Review documentation of 10-K exceptions
	3/29/2005	0.3	66b	File Preparing 10-K Audit document 5140s
	3/29/2005	0.2	66b	File Review and the out revised 10-K
	3/29/2005	0.2	66b	File Confirming Guarantee Letter A150 Loan Agreement
	3/29/2005	1.8	66b	File Tax out income Tax provision 10-K
Wilson, Eric Total		6.7		
Total Additional Audit Services - Application of SOP 907		76.2		
GRAND TOTAL		167		

EXHIBIT B-2 Additional Audit Services

ATA HOLDINGS CORP
ERNST & YOUNG LLP
DETAIL OF TIME BY PROFESSIONAL - ADDITIONAL AUDIT SERVICES
FOR THE PERIOD MARCH 5, 2005 THROUGH MARCH 31, 2005

<u>Name</u>	<u>Date</u>	<u>Time</u>	<u>PCC</u>	<u>Description</u>
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EXHIBIT B-3 - Additional Audit Services

ATA HOLDINGS CORP
 ERNST & YOUNG LLP
 SUMMARY OF EXPENSES ADDITIONAL AUDIT SERVICES
 FOR THE PERIOD MARCH 5, 2005 THROUGH MARCH 31, 2005

Name	Period Ending	Expense Type				Description	Total
		Ground	Air Travel	Meals	Lodging		
		-	-	-	-		-
Total Additional Audit Expenses		\$ -	\$ -	\$ -	\$ -		\$ -

EXHIBIT 2



June 2, 2005

To: James M. Carr, Esq.
Joseph F. McGonigal, Esq.
Lisa G. Beckerman, Esq.

From: Ernst & Young LLP

Re: ATA HOLDINGS CORP., ET AL., DEBTORS

Pursuant to the provisions of the Order Granting Motion to (I) Approve Procedures for Billings By and Payments To Professionals Retained in These Cases for Fees and Expenses Incurred and (II) Approve Procedures and Partial Deferral of Draw Down of Retainer Paid to Professional Retained in These Cases Until Requested By the Debtors, dated December 10, 2004 (the "Compensation Order") and the Order Supplementing Rule B-2016-1, dated December 21, 2004 (together with the Compensation Order, the "Monthly Compensation Orders"), Ernst & Young LLP ("E&Y LLP") hereby submits this request for compensation and reimbursement of expenses incurred as auditors to the Debtors for the period April 1, 2005 through April 30, 2005 (the "Compensation Period").

On February 16, 2005, the Court approved periodic fixed audit fees and reimbursement of actual expenses to E&Y LLP for the rendering of audit services to the Debtors, in accordance with the terms of E&Y LLP's Engagement Letter dated December 17, 2004. Detail of time and actual expenses incurred in connection with the rendering of audit services during the Compensation Period is attached hereto as Exhibit "C". E&Y LLP is not requesting payment of any fixed audit fees or reimbursement of actual expenses with this monthly statement. Time detailed included as Exhibit "C" is for informational purposes only. In addition, on February 16, 2005, the Court approved fees to E&Y LLP for the rendering of additional audit services to the Debtors based upon E&Y LLP's hourly rates in accordance with the terms of the E&Y LLP's Engagement Letter dated December 17, 2004. For the period April 1, 2005 through April 30, 2005, the amount of these fees to E&Y LLP is \$51,246.00. Detail of time incurred in connection with the rendering of additional audit services is attached hereto as Exhibit "D".

Pursuant to the Monthly Compensation Orders, this request is for a total of \$40,996.80, representing 80% of additional audit service fees of \$51,246.00. Unless any such party objects to the Monthly Fee Request, in whole or in part, on or before June 13, 2005, the Debtors shall be authorized and directed to pay to E&Y LLP the amounts requested in the Monthly Fee Request.

If you have any questions, please call James A. Pease at (317) 681-7311 or R. Todd Barrett at (317) 681-7052.

EXHIBIT C

Exhibit C - 2004 Annual Audit

ATA HOLDINGS CORP.
ERNST & YOUNG LLP
SUMMARY OF TIME BY PROFESSIONAL-2004 ANNUAL AUDIT
FOR THE PERIOD APRIL 1, 2005 THROUGH APRIL 30, 2005

<u>Professional</u>	<u>Position</u>	<u>Hours</u>
Stephen Stenbeck	Partner	2.0
Todd Barrett	Sr. Manager	1.3
Jennifer Taylor	Senior	3.0
Kyshia Gold	Senior	2.3
	Total	<u>8.6</u>

Exhibit C-1 - 2004 Annual Audit

ATA HOLDINGS CORP.
ERNST & YOUNG LLP
SUMMARY OF TIME FOR 2004 ANNUAL AUDIT
FOR THE PERIOD APRIL 1, 2005 THROUGH APRIL 30, 2005

<u>Project Code</u>	<u>Description</u>	<u>Hours</u>
64	Audit of Financial Statement Accounts and Related Matters	8.6
	Total Hours	<u>8.6</u>

Exhibit C-2 - 2004 Annual Audit

ATA HOLDINGS CORP.
 ERNST & YOUNG LLP
 DETAIL OF TIME BY PROFESSIONAL--2004 Annual Audit
 FOR THE PERIOD APRIL 1, 2005 THROUGH APRIL 30, 2005

Name	Date	Time	PCD	Description
Stenbeck, Stephen				
	4/27/2005	2.0	64	Hrs: Annual audit clean-up, clear remaining comments
Stenbeck, Stephen Total		2.0		
Barrett, Todd				
	4/19/2005	0.5	64	Hrs: Review workpapers, documentation
	4/21/2005	0.8	64	Hrs: PFC audit, Issues regarding going concern uncertainty.
Barrett, Todd Total		1.3		
Taylor, Jennifer				
	4/12/2005	1.5	64	Hrs: Review file to prepare for archive, clearing of all open notes
	4/19/2005	1.5	64	Hrs: Prepare AWS file for archive, archiving file
Taylor, Jennifer Total		3.0		
Gold, Kyshia				
	4/19/2005	2.3	64	Hrs: Sign-off on remaining workpapers, closure of open issues, preparation for archiving
Gold, Kyshia Total		2.3		
Total Hours		8.6		

EXHIBIT D



INVOICE NUMBER: US0122889450

June 2, 2005

Gilbert F. Viets
ATA Holdings Corp
7337 West Washington St
Box 51609
Indianapolis, IN 46251-0609

PLEASE REMIT TO:

Ernst & Young
Bank of America - Chic. 96550
P.O. Box 96550
Chicago, IL 60693

EIN: 34-6565596

BU: US002 CLIENT NUMBER: 60017535

For services rendered from April 1, 2005 through April 30, 2005 in connection with the following:

Time incurred by E&Y professionals to prepare appropriate monthly statement and interim fee application documents for submission to the Bankruptcy Court as auditors for ATA bankruptcy case. \$1,222.00

Assistance to the Company in its application of AICPA Statement of Position 90-7 ("SOP 90-7"), *Financial Reporting by Entities in Reorganization Under the Bankruptcy Code*, including related evaluations thereof. SOP 90-7, issued in 1990, provides guidance on financial reporting by entities that have filed petitions with the Bankruptcy Court and expect to reorganize as going concerns under Chapter 11 of title 11 of the United States Code; the provisions contained therein allow entities to adequately reflect all changes in their financial condition caused by the proceeding. Specifically, separate reporting of gains and losses directly related to the reorganization of the Company as a direct result of the proceeding and the estimation of losses resulting from the rejection and/or modification of executory contracts. 6,852.00

Time incurred by E&Y professionals to perform procedures related to our review of the Company's March 31, 2005 quarterly interim financial information before the Company filed its Form 10-Q. 43,172.00

Total Due **\$51,246.00**

PLEASE PAY BY INVOICE NUMBER AND ENCLOSE REMITTANCE COPY
Due Upon Receipt

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EXHIBIT D - Additional Audit Services

ATA HOLDINGS CORP.
 ERNST & YOUNG LLP
 SUMMARY OF TIME BY PROFESSIONAL - ADDITIONAL AUDIT SERVICES
 FOR THE PERIOD APRIL 1, 2005 THROUGH APRIL 30, 2005

Additional Audit Services - Bankruptcy Retention

<u>Professional</u>	<u>Position</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Fees</u>
Todd Barrett	Senior Manager	2.6	\$470	\$1,222
		2.6		\$1,222
	Expenses			\$0
	Total	2.6		\$1,222

Additional Audit Services - Application of SOP 90-7

<u>Professional</u>	<u>Position</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Fees</u>
Jim Pease	Partner	2.5	\$695	\$1,737
Stephen Stenbeck	Partner	1.0	\$695	\$695
Charles Baker	Partner (National Accounting)	1.0	\$695	\$695
Ken Peterson	Partner (National Accounting)	0.2	\$695	\$139
Todd Barrett	Senior Manager	7.3	\$470	\$3,431
Jennifer Taylor	Senior	0.5	\$310	\$155
		12.5		\$6,852
	Expenses			\$0
	Total	12.5		\$6,852

Additional Audit Services - 2005 Quarterly Reviews

<u>Professional</u>	<u>Position</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Fees</u>
Jim Pease	Partner	10.0	\$695	\$6,950
Stephen Stenbeck	Partner	1.0	\$695	\$695
Todd Barrett	Senior Manager	17.8	\$470	\$8,368
Jennifer Taylor	Senior	39.5	\$310	\$12,245
Kysha Gold	Senior	41.2	\$255	\$10,506
Adam Beumann	Staff	10.5	\$205	\$2,153

EXHIBIT D - Additional Audit Services

Kelly Winters	Staff	4.6	\$185	\$851
Ellen Loughen	Staff	4.0	\$185	\$740
Nikata Shaw	Staff	<u>3.6</u>	\$185	<u>\$666</u>
		132.2		\$43,172
	Expenses			90
	Total	<u>132.2</u>		<u>\$43,172</u>
	GRAND TOTAL	<u>147.3</u>		<u>\$51,246</u>

EXHIBIT D-1 - Additional Audit Services

ATA HOLDINGS CORP.
ERNST & YOUNG LLP
SUMMARY OF TIME BY PROJECT CODE - ADDITIONAL AUDIT SERVICES
FOR THE PERIOD APRIL 1, 2005 THROUGH APRIL 30, 2005

<u>Project Code</u>	<u>Description</u>	<u>Hours</u>
56a	Consultation Regarding Accounting Issues and Other Procedures Outside of Audit - Bankruptcy Retention	2.6
56b	Consultation Regarding Accounting Issues and Other Procedures Outside of Audit - Application of SOP 90-7	12.5
56e	Quarterly Reviews of the Consolidated Financial Statements of ATA Holdings Corp., included in its Quarterly Reports on Form 10-Q	132.2
	Total Hours	<u>147.3</u>

EXHIBIT D-2 Addition of Audit Services

ATA HOLDINGS CORP
ERNST & YOUNG LLP
DETAIL OF TIME BY PROFESSIONAL - ADDITIONAL AUDIT SERVICES
FOR THE PERIOD APRIL 1, 2005 THROUGH APRIL 30, 2005

Name	Date	Time	PCD	Description
Additional Audit Services - Bankruptcy Retention				
Barrett, Todd				
	4/1/2005	0.3	66b	Rev. Review of status of interim fee application. Gathering of documents in
	4/6/2005	1.5	66b	Rev. Gather and review of fees for final fee month. Fee application
	4/7/2005	0.8	66a	Rev. Review interim fee application forms
Barrett, Todd Total		2.6		
Total Additional Audit Services - Bankruptcy Retention				
		2.6		
Additional Audit Services - Application of SOP 90-7				
Pease, Jim				
	4/1/2005	0.5	66b	Rev. Discuss accounting issues related to Chicago Express transaction and related discontinued operations issues, including meeting with ATA, personal A/E
	4/2/2005	0.5	66b	Rev. Issues related to Accounting for the sale of Chicago Express and related discontinued operations
	4/27/2005	0.5	66b	Rev. Meeting with ATA personnel regarding accounting treatment for Chicago Express discontinued operations
	4/28/2005	0.5	66b	Rev. Follow up on Chicago Express discontinued operations issues with Todd Barrett and Steve Sternbeck
	4/28/2005	0.5	66b	Rev. Discontinued operations issues with Todd Barrett regarding 3rd quarter Form 10Q
Pease, Jim Total		2.5		
Sternbeck, Stephen				
	4/21/2005	1.0	66b	Review of corporate documentation, meeting with EY team to discuss discontinued operations accounting issues
Sternbeck, Stephen Total		1.0		
Baker, Charles				
	4/26/2005	0.5	66b	Rev. Consultation on accounting issues related to discontinued operations with Todd Barrett
	4/27/2005	0.5	66b	Rev. Review of consolidation issues on discontinued operations and other matters
Baker, Charles Total		1.0		
Peterson, Ken				
	4/27/2005	0.2	66b	Rev. review correspondence from Todd Barrett (EY) re status of Chicago Express disposal and alternative accounting
Peterson, Ken Total		0.2		
Barrett, Todd				
	4/11/2005	0.5	66b	Rev. Review client's audit confirmation of loss on Chicago Express disposal
	4/11/2005	0.5	66b	Rev. SOP 90-7. Meet with Wally Malone, Chris Smith, Carter and L. Bentley to review accounting for the sale disposal of Chicago Express operations of Wally Pease and J. Taylor of EY
	4/13/2005	0.5	66b	Rev. SOP 90-7. Meeting with Wally Malone and Chris Smith regarding status of Chicago Express disposal and alternative accounting because sale to Clear, did not close
	4/15/2005	0.5	66b	Rev. SOP 90-7. Meet with Chris Smith to review form content of draft 1st quarter 10Q in light of bankruptcy and SOP 90-7 accounting disclosure issues
	4/19/2005	0.8	66b	Rev. SOP 90-7. Consultation with Chris Smith regarding reporting discontinued operations with respect to Chicago Express. Reviewed comments on summary Simpson and FAS 144 guidance
	4/20/2005	0.5	66b	Rev. SOP 90-7. Meet with Chris Smith, then Wally Malone regarding accounting treatment of the Chicago Express disclosure of discontinued operations
	4/21/2005	0.5	66b	Rev. SOP 90-7. Meet with Wally Malone, Chris Smith (ATA) and Jim Pease (EY) regarding discontinued operations accounting treatment for Chicago Express
	4/21/2005	0.5	66b	Rev. SOP 90-7. Meet with Steve Sternbeck and Jim Pease (EY) regarding discontinued operations accounting treatment for Chicago Express
	4/21/2005	0.5	66b	Rev. SOP 90-7. Correspond with Steve Sternbeck (EY) and Jim Pease (EY) regarding discontinued operations accounting treatment for Chicago Express
	4/21/2005	1.5	66b	Rev. SOP 90-7. Review client's accounting position memo on Chicago Express accounting and application of FAS 144. Review SAB 99 in relation of client's position
	4/21/2005	0.8	66b	Rev. SOP 90-7. Meet with Chuck Baker (EY) and Jim Pease (EY) regarding issues of FAS 144 discontinued operations accounting from the first quarter Form 10Q
	4/26/2005	1.0	66b	Rev. SOP 90-7. Draft internal consultation memo in response to client's departure from SAB 99 and notification of FAS 144 discontinued operations accounting related to Chicago Express shut down
Barrett, Todd Total		7.3		
Taylor, Jennifer				
	4/11/2005	0.5	66b	Rev. Site meeting with ATA and Todd Barrett regarding disposal of Chicago Express accounting
Taylor, Jennifer Total		0.5		

EXHIBIT D-2 - Addition of Audit Services

ATA HOLDINGS CORP.
ERNST & YOUNG LLP
DETAIL OF TIME BY PROFESSIONAL - ADDITIONAL AUDIT SERVICES
FOR THE PERIOD APRIL 1, 2005 THROUGH APRIL 30, 2005

Name	Date	Time	PCD	Description
Total Additional Audit Services - Application of SOP 99-7				12.5
Additional Audit Services - 2005 Quarterly Reviews				
Pease, Jim				
	4/11/2005	2.0	66e	Hrs. Preparation for and meeting with ATA personnel (W. Malone, C. Smith, Lisa Bailey and J Ritter) and EY personnel (T. Barnett and J Taylor) to discuss 2005 first quarter review
	4/12/2005	0.5	66e	Hrs. Review of first quarterly review issues and timing of procedures
	4/20/2005	1.0	66e	Hrs. First quarter review procedures
	4/21/2005	3.5	66e	Hrs. First quarter review procedures and review of issues
	4/28/2005	2.0	66e	Hrs. Review draft of first quarter (Q1) and related internal memos
	4/29/2005	1.0	66e	Hrs. Follow-up comments and open items from first quarter (Q1) draft. Discuss ATSB agreement and lease accounting issues with Barnett and Stenbeck (NY)
	Pease, Jim Total	10.0		
Stenbeck, Stephen				
	4/28/2005	1.0	66e	Hrs. First quarter review procedures. Issues related to ATSB agreement and lease accounting with T Barnett and J Pease
	Stenbeck, Stephen Total	1.0		
Barrett, Todd				
	4/7/2005	1.3	66e	Hrs. Q1 first quarter issues meeting with client (W. Malone, C. Smith, J Ritter, and L. Bailey) and EY team (J Pease and J Taylor) to review key first quarter accounting and disclosure issues
	4/14/2005	0.8	66e	Hrs. Update analysis of expected sales revenue for year for purposes of setting scope and duties for the quarterly review - correspondence with audit team regarding scope
	4/14/2005	0.5	66e	Hrs. Q1 REVIEW. Quarterly review correspondence regarding timing, scheduling meeting with audit committee, etc.
	4/14/2005	1.3	66e	Hrs. Q1 REVIEW. Meet with Chris Smith (ATA) to review company's proposed reporting timeline and accounting issues related to the quarter
	4/14/2005	0.8	66e	Hrs. Q1. Review client assurance guide, assess status of staffing for client's timeline
	4/18/2005	1.5	66e	Hrs. Prepare SRM discussion and memo
	4/20/2005	1.0	66e	Hrs. Meet with Kysha Gold (EY) to review first quarter rejected aircraft charges
	4/21/2005	0.3	66e	Hrs. Meet with Stewart Hill (ATA) regarding quarterly review status
	4/21/2005	5.0	66e	Hrs. Workpaper review at client offices - first quarterly review
	4/22/2005	2.5	66e	Hrs. Workpaper review at client offices - first quarterly review
	4/25/2005	0.3	66e	Hrs. Correspond with ATA personnel regarding date change for Form 10-Q review and the out work
	4/26/2005	0.3	66e	Hrs. Meet with Jen Taylor (EY) regarding quarterly review procedures to be completed for First Quarter review
	4/29/2005	0.3	66e	Hrs. Correspond with ATA personnel regarding ATSB agreement and lease accounting issues - first quarter review
	4/29/2005	0.3	66e	Hrs. Telephone call with Stenbeck and Pease (EY) regarding ATSB agreement and lease accounting issues
	4/30/2005	1.8	66e	Hrs. Review DRQ final document
	Barrett, Todd Total	17.8		
Taylor, Jennifer				
	4/7/2005	1.5	66e	Hrs. 1st quarter planning discussion
	4/11/2005	1.0	66e	Hrs. First quarter issues meeting with ATA personnel and EY audit team, including accounting and disclosure issues
	4/19/2005	1.5	66e	Hrs. First quarter review procedures
	4/20/2005	4.0	66e	Hrs. Assets Held for Sale, BATA
	4/21/2005	2.5	66e	Hrs. Assets Held for Sale, BATA, Clark, Debt
	4/22/2005	4.0	66e	Hrs. Accounts, Cash
	4/26/2005	2.0	66e	Hrs. Status update with Todd Barrett (EY) re: first quarter review procedures
	4/27/2005	8.0	66e	Hrs. Quarterly review checklist, review rigorous checklist, update legal memo, meet with C. Fortin and Director of Accounting, work through C. Fortin
	4/28/2005	8.0	66e	Hrs. Meet with ATA legal counsel, update legal memo, review 10-Q to date, review key detail workpapers draft Letter of Representation
	4/29/2005	2.0	66e	Hrs. Follow-up on open items for first quarter review, review of internal memos regarding review and updates
	Taylor, Jennifer Total	38.5		
Gold, Kysha				
	4/18/2005	4.9	66e	Hrs. Preparation Assets for Sale. Review. Obtaining client assistance, updating working paper, preparation of AWS, follow-up of first quarterly review issue list.
	4/18/2005	2.1	66e	Hrs. First quarterly review - working on review of impairment analysis
	4/19/2005	1.0	66e	Hrs. First quarter outstanding issues, first quarter review procedures
	4/19/2005	5.7	66e	Hrs. First Quarter review - Review procedures and implement update

EXHIBIT D-2 - Additional Audit Services

ATA HOLDINGS CORP.
ERNST & YOUNG LLP
DETAIL OF TIME BY PROFESSIONAL - ADDITIONAL AUDIT SERVICES
FOR THE PERIOD APRIL 1, 2005 THROUGH APRIL 30, 2005

Name	Date	Time	PCD	Description
	4/20/2005	2.1	66e	Mr. W/ups-up of EBITD asset impairment accruals
	4/20/2005	5.6	66e	Mr. Discussions with Todd Barrett (E) regarding first quarter review procedures, working on aircraft lease restructure discussions with Boeing and AT&T personnel
	4/21/2005	8.0	66e	Mr. Worked on Lease Resection Accrual
	4/22/2005	3.5	66e	Mr. Worked on Lease Resection Accrual
	4/27/2005	1.0	66e	Mr. Prepared quarter work on Goodwill
	4/27/2005	7.0	66e	Mr. First quarter 2005 final procedures
Gold, Kyoko Total		41.2		
Baumann, Adam				
	4/27/2005	7.1	66e	Mr. First quarter open items clearing review procedures
	4/27/2005	3.4	66e	Mr. ATA 2005 final procedures
Baumann, Adam Total		10.5		
Winters, Kelly				
	4/14/2005	2.7	66e	Mr. Prepare data analysis using Computer Assisted Audit Techniques (CAATS)
	4/23/2005	1.9	66e	Mr. Prepare data analysis using Computer Assisted Audit Techniques (CAATS)
Winters, Kelly Total		4.6		
Loughan, Ellen				
	4/14/2005	2.5	66e	Mr. Prepare data analysis using Computer Assisted Audit Techniques (CAATS)
	4/28/2005	1.5	66e	Mr. Prepare data analysis using Computer Assisted Audit Techniques (CAATS)
Loughan, Ellen Total		4.0		
Shaw, Mikala				
	4/15/2005	0.3	66e	Mr. Prepare data analysis using Computer Assisted Audit Techniques (CAATS)
	4/24/2005	2.3	66e	Mr. Prepare data analysis using Computer Assisted Audit Techniques (CAATS)
	4/28/2005	1.3	66e	Mr. Prepare data analysis using Computer Assisted Audit Techniques (CAATS)
Shaw, Mikala Total		3.8		
Additional Audit Services - 2005 Quarterly Reviews		132.2		
GRAND TOTAL		147.3		

EXHIBIT 3



June 17, 2005

To: James M. Carr, Esq.
Joseph F. McGonigal, Esq.
Lisa G. Beckerman, Esq.

From: Ernst & Young LLP

Re: **ATA HOLDINGS CORP., ET AL., DEBTORS**

Pursuant to the provisions of the Order Granting Motion to (I) Approve Procedures for Billings By and Payments To Professionals Retained in These Cases for Fees and Expenses Incurred and (II) Approve Procedures and Partial Deferral of Draw Down of Retainer Paid to Professional Retained in These Cases Until Requested By the Debtors, dated December 10, 2004 (the "Compensation Order") and the Order Supplementing Rule B-2016-1, dated December 21, 2004 (together with the Compensation Order, the "Monthly Compensation Orders"), Ernst & Young LLP ("E&Y LLP") hereby submits this request for compensation and reimbursement of expenses incurred as auditors to the Debtors for the period May 1, 2005 through May 31, 2005 (the "Compensation Period").

On February 16, 2005, the Court approved periodic fixed audit fees and reimbursement of actual expenses to E&Y LLP for the rendering of audit services to the Debtors, in accordance with the terms of E&Y LLP's Engagement Letter dated December 17, 2004. Detail of time and actual expenses incurred in connection with the rendering of audit services during the Compensation Period is attached hereto as Exhibit "A". E&Y LLP is not requesting payment of any fixed audit fees or reimbursement of actual expenses with this monthly statement. Time detail included as Exhibit "A" is for informational purposes only. In addition, on February 16, 2005, the Court approved fees to E&Y LLP for the rendering of additional audit services to the Debtors based upon E&Y LLP's hourly rates in accordance with the terms of the E&Y LLP's Engagement Letter dated December 17, 2004. For the period May 1, 2005 through May 31, 2005, the amount of these fees to E&Y LLP is \$11,180.00. Detail of time incurred in connection with the rendering of additional audit services is attached hereto as Exhibit "B".

Pursuant to the Monthly Compensation Orders, this request is for a total of \$8,944.00, representing 80% of additional audit service fees of \$11,180.00. Unless any such party objects to the Monthly Fee Request, in whole or in part, on or before June 29, 2005, the Debtors shall be authorized and directed to pay to E&Y LLP the amounts requested in the Monthly Fee Request.

If you have any questions, please call James A. Pease at (317) 681-7311 or R. Todd Barrett at (317) 681-7052.

EXHIBIT A

Exhibit A - 2004 Annual Audit

ATA HOLDINGS CORP.
ERNST & YOUNG LLP
SUMMARY OF TIME BY PROFESSIONAL-2004 ANNUAL AUDIT
FOR THE PERIOD MAY 1, 2005 THROUGH MAY 31, 2005

<u>Professional</u>	<u>Position</u>	<u>Hours</u>
Jim Pease	Partner	0.5
Kyshia Gold	Senior	<u>8.0</u>
	Total	<u><u>8.5</u></u>

Exhibit A-1 - 2004 Annual Audit

ATA HOLDINGS CORP.
ERNST & YOUNG LLP
SUMMARY OF TIME FOR 2004 ANNUAL AUDIT
FOR THE PERIOD MAY 1, 2005 THROUGH MAY 31, 2005

<u>Project Code</u>	<u>Description</u>	<u>Hours</u>
64	Audit of Financial Statement Accounts and Related Matters	8.5
	Total Hours	<u>8.5</u>

Exhibit A-2 - 2004 Annual Audit

ATA HOLDINGS CORP.
 ERNST & YOUNG LLP
 DETAIL OF TIME BY PROFESSIONAL--2004 Annual Audit
 FOR THE PERIOD MAY 1, 2005 THROUGH MAY 31, 2005

<u>Name</u>	<u>Date</u>	<u>Time</u>	<u>PCD</u>	<u>Description</u>
Pease, Jim				
	5/15/2005	0.5	64	Hrs: Review of management letter draft
Pease, Jim Total		<u>0.5</u>		
Gold, Kyshia				
	5/19/2005	8.0	64	Hrs: Completed review for PFC audit
Gold, Kyshia Total		<u>8.0</u>		
Total Hours		<u>8.5</u>		

EXHIBIT B



INVOICE NUMBER: US0122908777

June 17, 2005

Mr. Frank Conway
ATA Holdings Corporation
7337 West Washington St
Box 51609
Indianapolis, IN 46251-0609

PLEASE REMIT TO:

Ernst & Young
Bank of America - Chic. 96550
P O Box 96550
Chicago, IL 60693

EIN: 34-6565596

BU US002 CLIENT NUMBER 60017535

For services rendered from May 1, 2005 through May 31, 2005 in connection with the following:

Time incurred by E&Y professionals to participate in the first interim fee application hearing held on May 3, 2005. \$1,390.00

Assistance to the Company in its application of AICPA Statement of Position 90-7 ("SOP 90-7"), *Financial Reporting by Entities in Reorganization Under the Bankruptcy Code*, including related evaluations thereof. SOP 90-7, issued in 1990, provides guidance on financial reporting by entities that have filed petitions with the Bankruptcy Court and expect to reorganize as going concerns under Chapter 11 of title 11 of the United States Code; the provisions contained therein allow entities to adequately reflect all changes in their financial condition caused by the proceeding. Specifically, separate reporting of gains and losses directly related to the reorganization of the Company as a direct result of the proceeding and the estimation of losses resulting from the rejection and/or modification of executory contracts. 141.00

Time incurred by E&Y professionals to perform procedures related to our review of the Company's March 31, 2005 quarterly interim financial information before the Company filed its Form 10-Q. 9,649.00

Total Due **\$11,180.00**

PLEASE PAY BY INVOICE NUMBER AND ENCLOSE REMITTANCE COPY
Due Upon Receipt

REMITTANCE COPY

EXHIBIT B - Additional Audit Services

ATA HOLDINGS CORP.
 ERNST & YOUNG LLP
 SUMMARY OF TIME BY PROFESSIONAL - ADDITIONAL AUDIT SERVICES
 FOR THE PERIOD MAY 1 2005 THROUGH MAY 31, 2005

Additional Audit Services - Bankruptcy Retention

<u>Professional</u>	<u>Position</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Fees</u>
Jim Pease	Partner	2.0	\$695	\$1,390
		2.0		\$1,390
	Expenses			\$0
	Total	2.0		\$1,390

Additional Audit Services - Application of SOP 90-7

<u>Professional</u>	<u>Position</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Fees</u>
Todd Barrett	Senior Manager	0.3	\$470	\$141
		0.3		\$141
	Expenses			\$0
	Total	0.3		\$141

Additional Audit Services - 2005 Quarterly Reviews

<u>Professional</u>	<u>Position</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Fees</u>
Jim Pease	Partner	6.5	\$695	\$4,518
Stephen Stenbeck	Partner	1.0	\$695	\$695
Todd Barrett	Senior Manager	6.8	\$470	\$3,196
Jennifer Taylor	Senior	4.0	\$310	\$1,240
		18.3		\$9,649
	Expenses			\$0
	Total	18.3		\$9,649
	GRAND TOTAL	20.6		\$11,180

EXHIBIT B-1 - Additional Audit Services

ATA HOLDINGS CORP.
ERNST & YOUNG LLP
SUMMARY OF TIME BY PROJECT CODE - ADDITIONAL AUDIT SERVICES
FOR THE PERIOD MAY 1, 2005 THROUGH MAY 31, 2005

<u>Project Code</u>	<u>Description</u>	<u>Hours</u>
66a	Consultation Regarding Accounting Issues and Other Procedures Outside of Audit - Bankruptcy Retention	2.0
66b	Consultation Regarding Accounting Issues and Other Procedures Outside of Audit - Application of SOP 90-7	0.3
66e	Quarterly Reviews of the Consolidated Financial Statements of ATA Holdings Corp , included in its Quarterly Reports on Form 10-Q	18.3
	Total Hours	<u>20.6</u>

EXHIBIT B-2 - Addition of Audit Services

ATA HOLDINGS CORP.
ERNST & YOUNG LLP
DETAIL OF TIME BY PROFESSIONAL - ADDITIONAL AUDIT SERVICES
FOR THE PERIOD MAY 1, 2005 THROUGH MAY 31, 2005

<u>Name</u>	<u>Date</u>	<u>Time</u>	<u>PCD</u>	<u>Description</u>
Additional Audit Services - Bankruptcy Retention				
Pease, Jim				
	5/3/2005	2.0	66a	Hrs: Participation in testimony for applicants hearing
	Pease, Jim Total	2.0		
Total Additional Audit Services - Bankruptcy Retention		2.0		
Additional Audit Services - Application of SOP 96-7				
Barrett, Todd				
	5/6/2005	0.3	66b	Hrs: SOP 96-7 - Telephone call with Chris Smith (ATA) regarding status of DIP loan with Southwest and related disclosures of probable actual April covenant violation including review of EITF 86-12 with Chris Smith
	Barrett, Todd Total	0.3		
Total Additional Audit Services - Application of SOP 96-7		0.3		
Additional Audit Services - 2005 Quarterly Reviews				
Pease, Jim				
	5/2/2005	2.0	66a	Hrs: Review draft of 10-Q and related worksheets
	5/3/2005	1.0	66a	Hrs: Review of first quarter assets and audit committee preparation with Todd Barrett
	5/9/2005	2.5	66a	Hrs: Participation in first quarter audit committee meeting
	5/19/2005	1.0	66a	Hrs: First quarter review procedures
	Pease, Jim Total	6.5		
Steinbeck, Stephen				
	5/12/2005	1.0	66a	Hrs: First quarter review procedures
	Steinbeck, Stephen Total	1.0		
Barrett, Todd				
	5/2/2005	0.5	66a	Hrs: Correspond with client regarding concerns on Form 10-Q
	5/10/2005	0.5	66a	Hrs: Review draft representation letter; correspond with Jen Taylor (EY) regarding changes to make
	5/6/2005	0.5	66a	Hrs: Review management representation letter draft, as revised by client
	5/6/2005	0.8	66a	Hrs: Prepare for 5/9/05 audit committee meeting, including pulling summary of SOX developments as requested by client. Prepare EY agenda to use at meeting. Summarize action items to be addressed at meeting
	5/7/2005	0.2	66a	Hrs: Review revised draft form 10-Q
	5/9/2005	0.5	66a	Hrs: With Jim Pease to review EY's agenda portion of audit committee meeting
	5/9/2005	2.5	66a	Hrs: First quarter audit committee meeting at ATA's office. Jim Pease, A CA audit committee, John W. Johnson, John W. Malone, and Chris Smith
	5/9/2005	0.5	66a	Hrs: Teleconference with Jen Taylor (EY) regarding follow up issues with client's cash flow statement in their draft form 10-Q
	5/17/2005	0.8	66a	Hrs: Update First quarter worksheets for filing
	Barrett, Todd Total	8.8		
Taylor, Jennifer				
	5/3/2005	1.0	66a	Hrs: Send 10-Q comments to client, correspondence to Todd Barrett with open items
	5/5/2005	1.0	66a	Hrs: First quarterly review procedures checklist
	5/6/2005	2.0	66a	Hrs: First quarter disclosure checklist
	Taylor, Jennifer Total	4.0		
Additional Audit Services - 2005 Quarterly Reviews		18.3		
GRAND TOTAL		20.6		

EXHIBIT B-3 - Additional Audit Services

ATA HOLDINGS CORP
 ERNST & YOUNG LLP
 SUMMARY OF EXPENSES ADDITIONAL AUDIT SERVICES
 FOR THE PERIOD MAY 1, 2005 THROUGH MAY 31, 2005

Name	Period Ending	Expense Type				Description	Total
		Ground	Air Travel	Meals	Lodging		
		-	-	-	-		-
Total Additional Audit Expenses		\$ -	\$ -	\$ -	\$ -		\$ -

EXHIBIT 4

Exhibit 4 - 2004 Annual Audit

ATA HOLDINGS CORP.
ERNST & YOUNG LLP
SUMMARY OF TIME BY PROFESSIONAL-2004 ANNUAL AUDIT
FOR THE PERIOD JUNE 1, 2005 THROUGH JUNE 30, 2005

<u>Professional</u>	<u>Position</u>	<u>Hours</u>
Jim Pease	Partner	1.2
Todd Barrett	Senior Manager	<u>1.9</u>
	Total	<u><u>3.1</u></u>

Exhibit 4 - 2004 Annual Audit

ATA HOLDINGS CORP.
ERNST & YOUNG LLP
SUMMARY OF TIME FOR 2004 ANNUAL AUDIT
FOR THE PERIOD JUNE 1, 2005 THROUGH JUNE 30, 2005

<u>Project Code</u>	<u>Description</u>	<u>Hours</u>
64	Audit of Financial Statement Accounts and Related Matters	3.1
	Total Hours	<u>3.1</u>

Exhibit 4 - 2004 Annual Audit

ATA HOLDINGS CORP.
 ERNST & YOUNG LLP
 DETAIL OF TIME BY PROFESSIONAL--2004 Annual Audit
 FOR THE PERIOD JUNE 1, 2005 THROUGH JUNE 30, 2005

<u>Name</u>	<u>Date</u>	<u>Time</u>	<u>PCD</u>	<u>Description</u>
Pease, Jim				
	6/10/2005	1.0	64	Hrs: Discussions with Todd Barrett (EY) regarding status of ATA situation and client continuance forms.
	6/20/2005	0.2	64	Hrs: Follow up discussions with Todd Barrett regarding client continuance procedures.
Pease, Jim Total		<u>1.2</u>		
Barrett, Todd				
	6/8/2005	0.8	64	Hrs: Time related to client continuance assessment
	6/10/2005	0.8	64	Hrs: Client continuance meeting with Jim Pease (EY).
	6/20/2005	0.3	64	Hrs: Client continuance/re-acceptance procedures with Jim Pease (EY).
Barrett, Todd Total		<u>1.9</u>		
Total Hours		<u><u>3.1</u></u>		

Exhibit 4 - 2004 Annual Audit

ATA HOLDINGS CORP.
 ERNST & YOUNG LLP
 SUMMARY OF EXPENSES-2004 ANNUAL AUDIT
 FOR THE PERIOD JUNE 1, 2005 THROUGH JUNE 30, 2005

Name	Period Ending	Expense Type				Description	Total
		Ground	Air Travel	Meals	Lodging		
		-	-	-	-		-
		-	-	-	-		-
		<hr/>					<hr/>
	Total	\$ -	\$ -	\$ -	\$ -		\$ -

EXHIBIT 5



INVOICE NUMBER: US0122929869

July 26, 2005

ATA Holdings Corporation
Mr. Frank Conway
7337 West Washington Street
Indianapolis, IN 46231

PLEASE REMIT TO:

Ernst & Young
Bank of America - Chic. 96550
P.O. Box 96550
Chicago, IL 60693

EIN: 34-6565596

BU: US002 CLIENT NUMBER: 60017535

For services rendered from June 1, 2005 through June 30, 2005 in connection with the following:

Time incurred by E&Y professionals to prepare appropriate monthly statement and interim fee application documents for submission to the Bankruptcy Court as auditors for ATA bankruptcy case. \$141.00

Assistance to the Company in its application of AICPA Statement of Position 90-7 ("SOP 90-7"), *Financial Reporting by Entities in Reorganization Under the Bankruptcy Code*, including related evaluations thereof. SOP 90-7, issued in 1990, provides guidance on financial reporting by entities that have filed petitions with the Bankruptcy Court and expect to reorganize as going concerns under Chapter 11 of title 11 of the United States Code; the provisions contained therein allow entities to adequately reflect all changes in their financial condition caused by the proceeding. 2,097.00

Total Due **\$2,238.00**

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Due Upon Receipt

CLIENT COPY

EXHIBIT 5 - Additional Audit Services

ATA HOLDINGS CORP.
 ERNST & YOUNG LLP
 SUMMARY OF TIME BY PROFESSIONAL - ADDITIONAL AUDIT SERVICES
 FOR THE PERIOD JUNE 1, 2005 THROUGH JUNE 30, 2005

Additional Audit Services - Bankruptcy Retention

<u>Professional</u>	<u>Position</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Fees</u>
Todd Barrett	Senior Manager	0.3	\$470	\$141
		0.3		\$141
	Expenses			\$0
	Total	0.3		\$141

Additional Audit Services - Application of SOP 90-7

<u>Professional</u>	<u>Position</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Fees</u>
Jim Pease	Partner	1.8	\$695	\$1,251
Todd Barrett	Senior Manager	1.8	\$470	\$846
		3.6		\$2,097
	Expenses			\$0
	Total	3.6		\$2,097
	GRAND TOTAL	3.9		\$2,238

EXHIBIT 5 - Additional Audit Services

ATA HOLDINGS CORP.
ERNST & YOUNG LLP
SUMMARY OF TIME BY PROJECT CODE - ADDITIONAL AUDIT SERVICES
FOR THE PERIOD JUNE 1, 2005 THROUGH JUNE 30, 2005

<u>Project Code</u>	<u>Description</u>	<u>Hours</u>
66a	Consultation Regarding Accounting Issues and Other Procedures Outside of Audit - Bankruptcy Retention	0.3
66b	Consultation Regarding Accounting Issues and Other Procedures Outside of Audit - Application of SOP 90-7	3.6
	Total Hours	<u>3.9</u>

EXHIBIT 5 - Additional Audit Services

ATA HOLDINGS CORP.
 ERNST & YOUNG LLP
 DETAIL OF TIME BY PROFESSIONAL - ADDITIONAL AUDIT SERVICES
 FOR THE PERIOD JUNE 1, 2005 THROUGH JUNE 30, 2005

Name	Date	Time	PCD	Description
<u>Additional Audit Services - Bankruptcy Retention</u>				
Barrett, Todd	6/1/2005	0.3	66a	Hrs. Review latest fee information, review of bankruptcy approved fees and collections
Barrett, Todd Total		<u>0.3</u>		
Total Additional Audit Services - Bankruptcy Retention		<u>0.3</u>		
<u>Additional Audit Services - Application of SOP 90-7</u>				
Pease, Jim	6/20/2005	1.8	66b	Hrs. SOP 90-7 - Preparation for and attendance at meeting with Frank Conway, Wisty Malone and Chris Smith (all ATA) and Todd Barrett (EY) regarding current issues related to bankruptcy
Pease, Jim Total		<u>1.8</u>		
Barrett, Todd	6/20/2005	1.8	66b	Hrs. SOP 90-7 - Meeting with Frank Conway (new ATA CFO), Wisty Malone and Chris Smith (ATA) and Jim Pease (E&Y) regarding bankruptcy related issues.
Barrett, Todd Total		<u>1.8</u>		
Total Additional Audit Services - Application of SOP 90-7		<u>3.6</u>		
GRAND TOTAL		<u>3.9</u>		

EXHIBIT 5 - Additional Audit Services

ATA HOLDINGS CORP.
 ERNST & YOUNG LLP
 SUMMARY OF EXPENSES-ADDITIONAL AUDIT SERVICES
 FOR THE PERIOD JUNE 1, 2005 THROUGH JUNE 30, 2005

Name	Period Ending	Expense Type				Description	Total
		Ground	Air Travel	Meals	Lodging		
		-	-	-	-		-
Total Additional Audit Expenses		<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>		<u>\$ -</u>