

EXHIBIT B
PART 1 OF 2

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

IN RE:)	Chapter 11
)	
ATA Holdins Corp., et al ¹)	Case No. 04-19866-BHL-11
)	(Jointly Administered)
)	
Debtors.)	
)	

**FIRST QUARTERLY APPLICATION OF GREENEBAUM DOLL & MCDONALD
PLLC FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES AS CO-
COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Comes the firm of Greenebaum Doll & McDonald PLLC (“Applicant”), attorneys for the Official Committee of Unsecured Creditors of ATA Holdings Corp., et al (the “Committee”), and pursuant to Bankruptcy Code Sections 330(a) and 331, Bankruptcy Rule 2016 and this Court’s Order Granting Motion (I) Approve Procedures for Billing 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 (the “Billing and Payment Order”) entered by the Court on December 10, 2004, respectfully applies to the Court for allowance of its First Quarterly Application for Fees and Expenses Under 11 U.S.C. §331 (“First Application”). In support thereof, Applicant respectfully provides:

1. **TIME PERIOD COVERED.** The time period covered is from November 4, 2004 up to and including March 31, 2005 and the compensation being requested is the interim

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 Executjet, Inc. (04-19872), ATA Cargo, Inc. (04-19873), and Chicago Express Airlines, Inc. (04-19874).

compensation as authorized by the Billing and Payment Order and 11 U.S.C. § 331. Applicant has filed no prior applications for interim compensation.

2. **EMPLOYMENT OF FIRM.** Pursuant to the Final Order Authorizing the Employment of Greenebaum Doll & McDonald PLLC As Co-Counsel For Official Committee of Unsecured Creditors of ATA Holdings Corp., et al (“Order Authorizing Employment of Applicant”), the Committee authorized to retain Applicant as their co-counsel. Applicant was retained to render necessary professional services in connection with the Debtors' Chapter 11 proceedings. Applicant has worked in that capacity since November 4, 2004.

3. **SERVICES COVERED.** All services for which compensation is requested were performed pursuant to orders of this Court or in the representation of the Committee.

4. **NO COMPENSATION SHARING.** No agreement or understanding has existed or does exist between petitioning law firm and any other person for the sharing of compensation received or to be received by it in connection with the services rendered in these cases. Applicant is Co-counsel with Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”) but both parties maintain separate time and expense records and file separate applications. Both Firms have worked diligently to ensure that there is no overlap in responsibilities and workload.

5. **PAYMENTS AWARDED, MADE AND PROMISED.** This fee application is the Applicant’s first quarterly application seeking compensation and reimbursement of out-of-pocket expenses advanced by counsel for the Committee for the period November 4, 2004 through and including March 31, 2005. Applicant has previously filed “Fee Statements,” as that term is defined in the Billing and Payment Order, for the Periods of November 4, 2004 through November 30, 2004, December 1 through December 31, 2004, January 1 through January 31,

2005, February 1 through February 28, 2005 and March 1 through March 31, 2005 (the “Fee Statements”).

	November 2004	December 2004	January 2005	February 2005	March 2005
Fees	61,916.50	56,667.50	22,256.50	23,641.00	32,580.50
Expenses	3,360.91	2,391.45	828.32	1,288.46	1,042.58
Total	65,277.41	59,058.95	23,084.82	24,929.46	33,623.08
Total Paid	49,533.00	45,334.00	18,633.52	0.00	0.00
Total Due	15,744.41	13,724.95	4,451.30	24,929.46	33,623.08

6. SUMMARY AND BACKGROUND OF WORK PERFORMED.

a. Time and Labor Expended. Along with this application, Applicant submits time sheets to this Court listing the hours spent representing the Committee and the dates upon which, and the professional by whom, the services were rendered (the “Invoices”). The Invoices include descriptions of the services provided, including the subject matter of all conferences and telephone calls, the parties involved and the identity of all documents drafted, reviewed, filed or served, as well as the nature, purpose and necessity of all legal research. A schedule of the time costs by task/category number, a schedule of the reimbursable costs and a schedule of the total time expended by each professional in this case is set out at the end of the Fee Statements. Summaries of the fees by task code and by attorney are provided at Schedule 1 and Schedule 2, respectively.

b. Novelty and Difficulty of the Questions Involved. This Case involves complex bankruptcy issues as well as bankruptcy court litigation matters. The Committee and this Court have addressed difficult and complicated issues involving ongoing operations, debtor financing, emergency motions for relief and lease and contract acceptances and rejection

requests. Some of these matters have occurred at a rapid pace and the Applicant has responded to all time demands.

c. Administration of Cases. Applicant is co-counsel with Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”). Applicant and Akin Gump have worked together to avoid unnecessary duplication of efforts and work has been assigned between the firms based on individual and firm knowledge of issues and as instructed by the Committee. Applicant and Akin Gump have convened a number of telephonic meetings and several in-person meetings. It has been necessary to include numerous professionals on most of these conferences and meetings because of the delegation of work and the need to provide full information to the professionals.

Applicant is billing its non-working travel at 50% of the professional's actual hourly rate. Applicant takes this action to show its good faith efforts to monitor costs at the outset of very difficult cases, but ones with a real possibility of success.

d. Skill Requisite to Perform the Legal Services Properly. Applicant has attorneys who are knowledgeable in the areas of the law for the legal issues already described and many others facing this Committee. These skilled attorneys can address the complex issues and coordinate the most efficient resolution for the Debtors' and Committee's specific circumstances. Applicant believes its ability to utilize a large number of attorneys with particular areas of concentration has allowed accurate and fast analysis of issues, and thus an overall cost savings to the Debtors and the Committee.

e. Preclusion of Other Employment. Applicant's representation of the Committee precludes Applicant's representation of other clients who are creditors of the Debtors.

f. Customary Fee. The rates charged by Applicant as set forth below represent Applicant's regular hourly rates in cases of this nature. The rates of attorneys and paralegals are shown on the Invoices setting forth the time costs per attorney attached hereto.

g. Fee Is Not Fixed or Contingent. The fee requested by Applicant herein is neither fixed nor contingent, but is based upon Applicant's regular hourly rates in cases of this nature.

h. Time Limitation Imposed. This case has involved a number of deadlines and hearings, set on short notice. The Committee and its professional, including Applicant, worked diligently to meet their deadlines.

i. Experience, Reputation and Ability of Applicant. Applicant is generally recognized as one of the major law firms in the region and has extensive experience representing Chapter 11 creditors committees and debtors.

j. Awards in Similar Cases. Applicant believes that the fees requested herein are commensurate with those charged by other law firms in this District for cases similar in size and nature.

8. ITEMIZATION OF FEES. The fees for professional services rendered in this matter from November 4, 2004 through March 31, 2005 is \$200,094.00 . Applicant believes that all fees are reasonable and necessary, but it is willing to withhold 50% of the non-working travel time (B26). The total withheld time is \$3,032.00 making the total fees under consideration for this period \$197,062.00. Applicant has been paid fees of \$112,672.20 with respect to Fee Statements previously submitted.

The Invoices show the attorneys and other professionals that have worked on this matter from November 4, 2004 through March 31, 2005 and the related charge by professional. The schedule includes the standard rates per hour charged for each professional. Applicant believes the rates per hour are fair and reasonable. Pursuant to the terms of the Committee's Application to Employ Applicant, which was approved by this Court by an order approving the employment of Applicant December 10, 2004, Applicant reserves the right to adjust professional rates, per Applicant's standard practice for revising its attorney rates. Other than an adjustment to the hourly rate of C.R. "Chip" Bowles, effective March 15, 2005, no such adjustments have yet occurred.

9. **PROJECTED CATEGORIES.** Pursuant to the fee application guidelines of Region 10 of the United States Trustee's office, the Applicant has divided the services it performs for the Committee into twenty-nine (26) different project categories, below is a description of these categories.

CODE **DESCRIPTION**

- B02 **CASE ADMINISTRATION:** Coordination and compliance activities, including preparation of filings with the United States Trustee's Office and meetings and court appearances in connection therewith as well as general (as contrasted to specific) creditors' inquiries.
- B03 **BUSINESS OPERATIONS:** Issues related to debtors-in-possession operating in a Chapter 11 such as employee, vendor, tenant issues and similar problems.
- B04 **FINANCING:** Matters under §§ 361, 363 and 364, including cash collateral, secured claims and loan documentation.
- B05 **MEETINGS OF CREDITORS/CREDITOR COMMITTEE ACTIVITIES :** Preparation for and attendance at meetings of creditors and creditors committee meetings, including the § 341(a) meeting.

- B06 CLAIMS ADMINISTRATION AND OBJECTIONS: Specific claim inquiries; bar date motions; analyses, objections and allowances of claims.
- B07 RELIEF FROM STAY/ADEQUATE PROTECTION PROCEEDINGS: Matters relating to termination or continuation of automatic stay under § 362.
- B08 ASSET ANALYSIS AND RECOVERY: Identification and review of potential assets including causes of action and non-litigation recoveries.
- B09 ASSET DISPOSITION: Sales, leases, assumption/rejection of leases and contracts, abandonment and related transaction work.
- B10 VALUATION: Secure and/or review appraisals of assets.
- B11 BUSINESS ANALYSIS: Preparation and review of company business plan; development and review of strategies; preparation and review of cash flow forecasts and feasibility studies.
- B12 CORPORATE FINANCE: Review financial aspects of potential mergers, acquisitions and disposition of company or subsidiaries.
- B13 TAX ISSUES: Analysis of tax issues and preparation of state and federal tax returns.
- B14 EMPLOYEE BENEFITS/PENSIONS: Review issues such as severance, retention, 401K coverage and continuance of pension plan.
- B15 PLAN AND DISCLOSURE STATEMENT: Formulation, presentation and confirmation; compliance with the plan confirmation order; related orders and rules; disbursement and case closing activities, except those related to the allowance and objections to allowance of claims.
- B16 FEE/EMPLOYMENT APPLICATIONS: Preparation of employment and fee applications for self or others; motions to establish interim procedures.
- B17 FEE/EMPLOYMENT OBJECTIONS: Review of and objections to the employment and fee applications of others.
- B18 POST-CONFIRMATION ISSUES: Work on issues related to post-confirmation matters which may arise.
- B19 MEDIATION/ARBITRATION ISSUES: Preparation for, development of and/or participation in mediation, arbitration or other ADR procedures related to claims against the Debtors' estates.

- B20 PREFERENCE RECOVERY/AVOIDANCE ACTIONS: Identification, review, research and litigation of actions under 11 U.S.C. §544, 547 and 548 on behalf of the Debtors' estates.
- B21 REMOVAL/TRANSFER/REMAND ACTIONS: Matters related to transfer or removal of cases to Bankruptcy Court.
- B22 LITIGATION OTHER THAN ADVERSARY PROCEEDINGS: Preparation for and participation in litigation outside of the Bankruptcy Court.
- B23 ADVERSARY PROCEEDINGS: Preparation for and participation in litigation brought in adversary proceedings not covered by another specific category.
- B24 OTHER CONTESTED MATTERS: Preparation for and participation in litigation of contested matters not covered by another specific category.
- B25 OTHER: Legal services provided to the Committee which are not covered by another category.
- B26 TRAVEL: Travel to and/or from meetings or hearings.. Applicant will charge the estate one half (½) or fifty percent (50%) of their normal hourly rate for time spent in travel.
- B34 DISCOVERY: Preparation of discovery requests and response to third party discovery requests. Review of documents which are subject to discovery requests.

10. **ITEMIZATION OF COSTS**. In addition to the professional fees, Applicant has expended at least \$9,539.54 as reasonable and necessary out of pocket costs in this action, and reimbursement for such costs are hereby sought. Supporting documents relating to third party expense charges will be provided upon request. The expense charges include out of pocket amounts paid by the Applicant and a 4.0% administrative surcharge permitted by this Court to cover out-of-pocket expenses such as long distance telephone, in-house meals, in-house photocopying, postage, facsimile and in town shipping charges. By Order Authorizing Employment of Applicant, this Court permitted the Debtor to charge 4.0% of its total professional fees (less 50% of non-working travel), to cover these expenses because Applicant's normal billing system made it difficult to capture such costs. Applicant has been paid expenses

of \$828.32. The \$9,539.54 in expenses includes \$627.82 not included in prior fee statements. In these statements Applicant erroneously failed to charge the permitted 4% on the 20% of its fees held back pursuant to the Billing and Payment Order.

WHEREFORE, Applicant prays that this court approve the requested interim fees and expenses for the period of November 4, 2004 through March 31, 2005 in the amount of \$206,601.54, representing total fees earned in the amount of \$197,062.00 and expenses incurred by the Firm in the amount of \$9,539.54 during that period (“Total Award”), and direct the Debtors to pay the Firm \$93,101.02 which represents the Total Award, less interim fees in the amount of \$112,672.20 and expenses in the amount of \$828.32 previously paid to the Applicant totaling \$113,500.52

Respectfully submitted,

/s/ C.R. Bowles, Jr.

John W. Ames

C.R. Bowles, Jr.

GREENEBAUM DOLL & McDONALD PLLC

3300 National City Tower

Louisville, Kentucky 40202

Telephone: (502) 589-4200

Facsimile: (502) 587-3695

COUNSEL FOR THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a copy of the foregoing Application was served via electronic mail on the 23rd day of May, 2005, upon the Core Group, 2002 List and Appearance List

/s/ C.R. Bowles, Jr.

COUNSEL FOR THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS

SCHEDULE 1

	November 2004	December 2004	January 2005	February 2005	March 2005	Total
B02 Case Administration	8,847.00	3,117.00	3,277.00	1,384.00	2,790.00	19,415.00
B03 Business Operations	4,588.00	888.00	3,398.00	1,467.00	1,776.00	12,117.00
B04 Financing	2,084.00	0.00	0.00	252.00	130.00	2,466.00
B05 Creditors Committee Activities	8,510.50	7,949.00	6,214.00	8,893.00	5,344.00	36,910.50
B06 Claims Administration and Objections	0.00	0.00	84.00	224.00	592.00	900.00
B07 Relief From Stay/Adequate Protection	0.00	287.00	0.00	130.00	0.00	417.00
B08 Asset Analysis and Recovery	0.00	481.00	0.00	222.00	8,510.00	9,213.00
B09 Asset Disposition	4,025.50	21,758.00	0.00	0.00	0.00	21,758.50
B10 Valuation	0.00	0.00	0.00	0.00	0.00	0.00
B11 Business Analysis	0.00	0.00	0.00	0.00	0.00	0.00
B12 Corporate Finance	0.00	148.00	0.00	0.00	0.00	148.00
B13 Tax Issues	0.00	0.00	0.00	0.00	0.00	0.00
B14 Employee Benefits/Pensions	0.00	0.00	504.00	0.00	0.00	504.00
B15 Plan and Disclosure Statement	0.00	0.00	3,185.50	0.00	0.00	3,185.50
B16 Fee/Employment Applications	12,360.50	4,432.50	1,321.00	1,027.00	2,872.00	22,013.00
B17 Fee/Employment Objections	427.00	557.00	0.00	0.00	0.00	984.00
B18 Post Confirmation Issues	0.00	0.00	0.00	0.00	0.00	0.00
B19 Meditation/Arbitration Issues	0.00	0.00	0.00	0.00	0.00	0.00
B20 Preference/Recovery/Avoidance Actions	0.00	0.00	0.00	0.00	0.00	0.00
B21 Removal/Transfer/Remand Issues	0.00	0.00	0.00	0.00	0.00	0.00
B22 Litigation Other Than Adversary Proceedings	0.00	0.00	1,955.00	0.00	0.00	1,955.00
B23 Adversary Proceedings	0.00	5,265.00	0.00	4,341.00	4,144.00	13,750.00
B24 Other Contested Matters	19,145.00	10,682.00	2,318.00	5,701.00	6,422.50	44,268.50
B25 Other	0.00	0.00	0.00	0.00	0.00	0.00
B26 Travel	3,858.00	2,206.00	0.00	0.00	0.00	6,064.00
B34 Discovery	0.00	0.00	0.00	0.00	0.00	0.00
	0.00	0.00	0.00	0.00	0.00	0.00
Total Fees	63,845.50	57,770.50	22,256.50	23,641.00	32,580.50	200,094.00
50% Discount for B26	1,929.00	1,103.00	0.00	0.00	0.00	3,032.00
Adjusted Fees	61,916.50	56,667.50	22,256.50	23,641.00	32,580.50	197,062.00

SCHEDULE 2

ATTORNEY/ PARALEGAL	NOVEM BER	DECEMBER	JANUARY	FEBRUARY	MARCH	TOTAL
M.G. Shaikun PSC	4,658.50	5,505.50	1,809.50	1,386.00	0.00	13,359.50
J.W. Ames	34,558.00	41,773.00	15,133.00	15,725.00	25,382.00	132,571.00
C.R. Bowles	21,392.00	6,748.00	4,032.00	4,760.00	3,844.50	40,776.50
A.D. Stosberg	0.00	0.00	216.00	54.00	0.00	270.00
S.H. Mays	3,237.00	3,744.00	1,066.00	1,716.00	3,354.00	13,117.00
TOTAL FEES	63,845.50	57,770.50	22,256.50	23,641.00	32,580.50	200,094.00

GREENEBAUM DOLL & McDONALD PLLC

P.O. Box 73239
Cleveland, OH 44193
I.D. #61-0468813

ATA Holdings Corp Unsecured Creditors Committee
John Hancock Funds
101 Huntington Ave.
Boston, MA 02199-7603

Account No.: 109327.000001
Invoice No.: 4046755
Invoice Date: January 12, 2005

ATA HOLDINGS CHAPTER 11

FOR PROFESSIONAL SERVICES RENDERED THROUGH NOVEMBER 30, 2004:

DATE	ATTORNEY/ PARALEGAL	HOURS	TASK CODE	DESCRIPTION	AMOUNT
11/04/04	SHM	0.80	B02	Review docket and compile documents requested by C. Bowles	104.00
11/05/04	CRB2	0.60	B02	Reviewed affidavits in support of first day motion	168.00
11/05/04	JWA	4.90	B02	Reviewed pleadings filed since October 26, 2004	1,813.00
11/05/04	SHM	4.60	B02	Assisting J. Ames and C. Bowles regarding initial employment pleadings and preparation for next week's hearings and meetings	598.00
11/08/04	CRB2	0.80	B02	Conference with co-counsel regarding local rules and related administrative issues	224.00
11/08/04	JWA	4.30	B02	Reviewed fax containing 97 pages regarding draft of ATA Bid Procedures and reviewed initial pleadings, first day motions, etc.	1,591.00
11/08/04	SHM	1.20	B02	Review Calendar of Hearings and Deadlines	156.00
11/08/04	SHM	0.10	B02	Receipt and review Order Granting Motion for Expedited Hearing on National City Bank of Indiana's Motion for Relief from Stay	13.00
11/09/04	CRB2	0.70	B02	Worked with court on hearing issues and reviewed case	196.00
11/09/04	JWA	2.90	B02	Prepared for and participated in hearing	1,073.00
11/09/04	SHM	0.30	B02	Receipt and review notice of omnibus hearing dates	39.00
11/09/04	SHM	0.80	B02	Receipt, review ECF pleadings including: Emergency Motion For Order (I)	104.00

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DATE	ATTORNEY/ PARALEGAL	HOURS	TASK CODE	DESCRIPTION	AMOUNT
				Authorizing Debtors To Obtain Postpetition Financing; And To Sell, Lease And Purchase Assets; And (II) Scheduling Interim And Final Hearings and Notice of Omnibus Hearing Dates; U.S. Trustee's Notice of Appointment of Co-Chairs Flying Food Group, LLC; John Hancock Funds as Chairman of Creditors' Committee; Notice of Proposed Agenda for Today telephonic hearings	
11/10/04	SHM	0.70	B02	Receipt and review e-mails regarding hearings and committee meetings (.3); assist C. Bowles in preparation for Committee Conference call (.4)	91.00
11/11/04	SHM	0.60	B02	Receipt and review ECF pleadings; e-mails regarding committee conference calls and rescheduled hearings	78.00
11/17/04	JWA	0.40	B02	Received and reviewed Interim Order regarding DIP Financing executed by Judge Lorch	148.00
11/17/04	JWA	0.20	B02	Received and reviewed Order staying Illinois Liquor Board	74.00
11/19/04	CRB2	0.40	B02	Reviewed orders and related pleadings filed regarding bid procedures	112.00
11/19/04	JWA	3.20	B02	Reviewed revised orders and Debtor's orders from Thursday's hearing	1,184.00
11/19/04	SHM	1.40	B02	Receipt and review ECF Pleadings	182.00
11/22/04	SHM	0.60	B02	Receipt and review ECF pleadings including: Notice Regarding Bid Procedures, Notice of Tax Lien Rights filed by Randy C. Eyster, Eugene J. Kottenstette, Jr. on behalf of Creditor City and County of Denver; Stipulation (Second) And Request for Extension Of The Interim Order Regarding Cash Collateral; Objection to Emergency Motion filed by Timothy L Black on behalf of Creditor U.S. Bank National Association;	78.00
11/22/04	SHM	0.50	B02	Receipt and review ECF pleadings including: Emergency Motion For Order Authorizing Debtors To Provide Certain	65.00

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DATE	ATTORNEY/ PARALEGAL	HOURS	TASK CODE	DESCRIPTION	AMOUNT
				Leases And Other Material Contracts Containing Sensitive Information To Interested Parties Subject To Confidentiality And Use Protections; Notice Regarding Bid Procedures, Transaction Hearing	
11/23/04	CRB2	1.10	B02	Reviewed pleadings and discussed modifications to case management order	308.00
11/24/04	CRB2	0.80	B02	Reviewed and filed limited objections to monthly fee procedure motion and retention of Huron and B&D	224.00
11/29/04	CRB2	0.80	B02	Worked with Debtor's counsel regarding modification of case management order	224.00
11/05/04	JWA	0.60	B03	Two telephone conferences with L. Beckerman regarding background of case	222.00
11/10/04	JWA	1.10	B03	Received and reviewed Debtor's revised bidding procedure, draft initial UCC response and objection	407.00
11/10/04	JWA	0.90	B03	Received and reviewed NCB's section 362 motion	333.00
11/10/04	JWA	2.10	B03	Prepare for and participate in creditor's committee meeting, evaluating status of DIP, cash collateral, bidding procedures and other issues	777.00
11/10/04	JWA	1.90	B03	Received latest revisions to Debtor's pleadings	703.00
11/11/04	JWA	2.90	B03	Prepare for and reviewed draft objections and various Debtor DIP, bidding procedures draft	1,073.00
11/29/04	JWA	2.90	B03	Received and reviewed Debtor's cash flow forecast	1,073.00
11/05/04	CRB2	1.40	B04	Reviewed cash collateral motion and preliminary orders	392.00
11/08/04	CRB2	0.90	B04	Reviewed initial cash collateral motion	252.00
11/10/04	CRB2	2.10	B04	Reviewed initial cash collateral motion and initial order	588.00
11/11/04	CRB2	2.30	B04	Worked with co-counsel regarding potential response to cash collateral motion and researched 7th circuit case law regarding	644.00

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DATE	ATTORNEY/ PARALEGAL	HOURS	TASK CODE	DESCRIPTION	AMOUNT
				adequate protection	
11/12/04	SHM	1.60	B04	Revise and electronically file limited objection to emergency motion to obtain DIP financing and objection to emergency motion to establish procedures for approval to transaction, break up fee and forms and notice; prepare same for service to 2004 list and core list	208.00
11/08/04	MGS	4.00	B05	Read background materials; conference with C. Bowles	1,540.00
11/09/04	MGS	1.30	B05	Review circulated materials	500.50
11/11/04	CRB2	1.30	B05	Conference with Committee regarding organization and general committee issues	364.00
11/11/04	JWA	1.40	B05	Participation in conference call with UCC, formulating DIP Cash Collateral, bidding procedure issues	518.00
11/11/04	JWA	3.30	B05	Reviewed newest drafts	1,221.00
11/12/04	CRB2	1.20	B05	Meeting with committee regarding pending sale and finance issues	336.00
11/12/04	JWA	2.00	B05	Prepare for participation in committee conference call	740.00
11/12/04	MGS	0.80	B05	Worked with C. Bowles regarding bidding issues	308.00
11/22/04	CRB2	1.80	B05	Meeting with Committee regarding upcoming issues in case	504.00
11/22/04	JWA	3.70	B05	Prepare for and reviewed agenda from Lisa and participated in regularly scheduled conference call	1,369.00
11/22/04	SHM	0.60	B05	Assisting C. Bowles in preparation for committee call	78.00
11/24/04	SHM	1.20	B05	Revise Limited Objection by the Official Committee of Unsecured Creditors to Object to the Motion to (1) Approve Procedures for Billings by and Payments to Professionals Retained in these cases for fees and expenses incurred and (2) Approve Procedures and Deferral of Draw Down of Retainer paid to Professionals Retained in these cases until requested by Debtors;	156.00

DATE	ATTORNEY/ PARALEGAL	HOURS	TASK CODE	DESCRIPTION	AMOUNT
				prepare same for electronic filing and for service to all interested parties	
11/26/04	JWA	1.70	B05	Reviewed drafts for orders, professional employment; reviewed e-mail traffic	629.00
11/29/04	SHM	1.20	B05	Review files for objections filed last week and forward same to all parties on unsecured creditors committee	156.00
11/29/04	SHM	0.30	B05	Telephone from L. Lee at Akin Gump regarding electronic noticing; telephone to bankruptcy court regarding same; return telephone to L. Lee	39.00
11/30/04	SHM	0.40	B05	Telephone from L. Lee regarding additional notice for Akin Gump attorneys and financial advisors, telephone to bankruptcy court regarding same; return telephone call to L. Lee and forward required forms	52.00
11/05/04	JWA	0.20	B09	Telephone conference with E. Levin regarding City of Chicago's position	74.00
11/08/04	CRB2	0.50	B09	Initial review of sale motion	140.00
11/08/04	CRB2	0.90	B09	Reviewed sale procedure and case law regarding 7th Circuit sale protection issues	252.00
11/09/04	CRB2	0.80	B09	Continued work with co-counsel on sale procedure motion	224.00
11/10/04	CRB2	3.40	B09	Worked on sale procedure motion and conference with co-counsel and committee regarding same	952.00
11/10/04	MGS	0.30	B09	Conference with C. Bowles regarding sale motion	115.50
11/11/04	CRB2	1.60	B09	Reviewed initial response to bid procedure and conference with D. Botter and other co-counsel regarding local issues	448.00
11/12/04	CRB2	1.90	B09	Worked on and filed response to sale motion with L. Beckerman and other Akin Gump attorneys	532.00
11/12/04	CRB2	2.50	B09	Researched 7th circuit case law and Judge Lorch unpublished cases regarding bid procedures and worked on final response regarding same	700.00

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DATE	ATTORNEY/ PARALEGAL	HOURS	TASK CODE	DESCRIPTION	AMOUNT
11/16/04	CRB2	0.90	B09	Reviewed case law regarding bid procedure break up fees	252.00
11/18/04	CRB2	1.20	B09	Worked on hearing issues with J. Ames regarding break-up fees	336.00
11/04/04	JWA	2.80	B16	Initial telephone conference with L. Beckerman, work on and review conflicts, review of docket sheet	1,036.00
11/04/04	MGS	1.50	B16	Work on employment application issues	577.50
11/05/04	CRB2	0.70	B16	Reviewed initial list of largest creditors	196.00
11/05/04	CRB2	2.00	B16	Performed conflict check with J. Ames and preliminary preparation of retention application	560.00
11/05/04	JWA	1.20	B16	Work on employment matters	444.00
11/05/04	MGS	0.40	B16	Work on employment application	154.00
11/08/04	CRB2	5.90	B16	Worked on conflict check and preparation of motion for Greenebaum employment with M. Shaikun	1,652.00
11/09/04	CRB2	5.30	B16	Continued work on conflict check and affidavit in support of motion	1,484.00
11/09/04	MGS	1.40	B16	Finalize employment motion and affidavit	539.00
11/11/04	CRB2	1.00	B16	Revised employment application and retention letter with M. Shaikun	280.00
11/16/04	CRB2	0.90	B16	Preparation of notices for applications for employment of Akin Gump	252.00
11/16/04	CRB2	1.60	B16	Worked on issues related to Akin Gump fee application	448.00
11/17/04	CRB2	1.40	B16	Worked on Greenebaum final conflict review with M. Shaikun	392.00
11/17/04	MGS	1.00	B16	Work on details of fee application with C. Bowles	385.00
11/17/04	SHM	1.80	B16	Prepare notice of filing application to employ Akin Gump, electronically file notice and fax same to all parties on Core Group and 2002 lists per C. Bowles	234.00
11/18/04	CRB2	1.80	B16	Completed Greenebaum Application and Notice with M. Shaikun	504.00

GREENEBAUM DOLL & McDONALD PLLC

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DATE	ATTORNEY/ PARALEGAL	HOURS	TASK CODE	DESCRIPTION	AMOUNT
11/18/04	MGS	1.40	B16	Work on employment application and related affidavit	539.00
11/18/04	SHM	0.80	B16	Working with service center regarding service of application to employ Akin Gump by facsimile to Core Group, 2002 list	104.00
11/18/04	SHM	2.40	B16	Finalize application to employ GDM and related documents; prepare same for service by U.S. Mail and Facsimile; prepare pleadings for electronic filing	312.00
11/19/04	CRB2	0.70	B16	Reviewed Baker and Daniels application and professional fee payment application	196.00
11/22/04	CRB2	0.30	B16	Reviewed initial draft of limited objection on Huron compensation of professionals	84.00
11/22/04	CRB2	1.80	B16	Reviewed initial draft of limited objection to Huron and B&D retention application	504.00
11/23/04	CRB2	1.30	B16	Reviewed limited objection drafts and conference with L. Beckerman regarding same; worked on special counsel retention application	364.00
11/24/04	CRB2	1.30	B16	Conference with special counsel regarding retention application	364.00
11/29/04	CRB2	0.90	B16	Worked with Oklahoma counsel regarding filing of retention application	252.00
11/29/04	CRB2	0.90	B16	Worked on filing of pleadings related to B&D Huron retention	252.00
11/30/04	CRB2	0.90	B16	Finalized employment application for Oklahoma counsel and forwarded to committee co-chairman	252.00
11/24/04	SHM	1.30	B17	Revisions to Limited Objection of the Official Committee of Unsecured Creditors to the applications seeking authority to employ Baker & Daniels and Huron Consulting Group; prepare same for electronic filing and for service to all interested parties	169.00
11/29/04	SHM	0.90	B17	Revisions to Notice of Withdrawal of limited Objection to the Applications to Employ Baker & Daniel and The Huron Consulting Group; prepare same for	117.00

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DATE	ATTORNEY/ PARALEGAL	HOURS	TASK CODE	DESCRIPTION	AMOUNT
				electronic filing and for service to interested parties	
11/30/04	JWA	0.10	B17	Received and reviewed UST's objection to Akin Gump	37.00
11/30/04	SHM	0.80	B17	Revisions to Notice of Withdrawal of Limited Objection to Application to Employ Baker & Daniels, Prepare same for electronic filing and for service to interested parties	104.00
11/12/04	CRB2	2.30	B24	Prepared for hearing on 11/15/04	644.00
11/13/04	JWA	6.20	B24	Received and reviewed latest versions of APA, section 364, Bidding Procedures Motion Objection from Akin Gump, prepare for Monday hearing	2,294.00
11/14/04	JWA	3.90	B24	Continued review of additional pleadings, prepare for tomorrow hearings	1,443.00
11/15/04	CRB2	7.20	B24	Prepared for and attended hearings on DIP Motion and sale procedure motion	2,016.00
11/15/04	JWA	4.50	B24	Meetings prior to hearings regarding section 364, 363, etc.	1,665.00
11/15/04	JWA	3.20	B24	Hearings before Judge Lorch regarding section 364 and DIP Financing	1,184.00
11/16/04	JWA	0.80	B24	Received and reviewed Goodrich's objection to bidding procedures	296.00
11/16/04	JWA	0.20	B24	Telephone conference with D. Botter regarding bid hearings	74.00
11/16/04	JWA	4.90	B24	Reviewed additional filings regarding Monday hearing and Thursday hearing	1,813.00
11/17/04	CRB2	1.70	B24	Reviewed issues with J. Ames regarding November 18, 2004 hearing on bid procedures	476.00
11/17/04	JWA	2.00	B24	Prepare for hearing tomorrow	740.00
11/18/04	JWA	4.80	B24	Attend hearing regarding bid procedures	1,776.00
11/23/04	JWA	2.20	B24	Received and reviewed motion for adequate protection and other pleadings	814.00
11/24/04	JWA	2.90	B24	Received and reviewed Goodrich Lien Perfection Notice and other pleadings	1,073.00

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DATE	ATTORNEY/ PARALEGAL	HOURS	TASK CODE	DESCRIPTION	AMOUNT
11/29/04	CRB2	1.60	B24	Prepared for 11/30/04 hearing with J. Ames and L. Beckerman	448.00
11/29/04	JWA	1.40	B24	Received and reviewed additional objections/emergency motion from Wilmington Trust/Adequate Protection Request	518.00
11/29/04	JWA	1.20	B24	Prepare for conference call with Lisa Beckerman regarding employment issues tomorrow and hearing regarding cash collateral, etc.	444.00
11/29/04	JWA	0.30	B24	Received and reviewed objections of Goodrich for Section 365 issues	111.00
11/30/04	CRB2	1.00	B24	Participated in telephonic hearing on employment applications of B&D and Huron and other issues	280.00
11/30/04	JWA	1.10	B24	Attended, telephonically, omnibus hearing with Judge Lorch	407.00
11/30/04	JWA	1.70	B24	Prepare for, reviewed agenda emergency matters to be heard at 1:30 hearing	629.00
11/15/04	CRB2	4.00	B26	Traveled to and from Indianapolis for hearing on DIP Motion and sale procedure motion and conference with J. Ames regarding hearing issues	1,120.00
11/15/04	JWA	2.10	B26	Travel back from hearing	777.00
11/18/04	JWA	2.90	B26	Travel back from Indianapolis	1,073.00
11/18/04	JWA	2.40	B26	Travel to Indianapolis for hearing regarding bid procedures	888.00

TASK SUMMARY

TASK	TASK DESCRIPTION	AMOUNT
B02	Case Administration	8,847.00
B03	Business Operations	4,588.00
B04	Financing	2,084.00
B05	Meetings of Creditors/Creditor Committee Activities	8,510.50

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TASK	TASK DESCRIPTION	AMOUNT
B09	Asset Disposition	4,025.50
B16	Fee/Employment Applications	12,360.50
B17	Fee/Employments Objections	427.00
B24	Other Contested Matters	19,145.00
B26	Travel	3,858.00
		<u>63,845.50</u>

FEEES FOR PROFESSIONAL SERVICES RENDERED	\$ 63,845.50
LESS 50% DISCOUNT FOR TASK B26:	<u>\$ (1,929.00)</u>
ADJUSTED FEES	\$ 61,916.50

OUT-OF-POCKET EXPENSES

11/15/04	Travel - PAID TO: C. R. Bowles Attend hearing/Indianapolis	115.75	
11/17/04	Fax - PAID TO: Ikon Office Solutions 675 pages	768.50	
	Administrative Expense (including telephone, photocopy, & postage)	2,476.66	
			<u>\$ 3,360.91</u>
INVOICE TOTAL			<u>\$ 65,277.41</u>

SUMMARY OF PROFESSIONAL SERVICES

ATTORNEY/PARALEGAL	HOURS	RATE	AMOUNT
M. G. Shaikun, PSC	12.10	385.00	4,658.50
J. W. Ames	93.40	370.00	34,558.00
C. R. Bowles	76.40	280.00	21,392.00
S. H. Mays	24.90	130.00	3,237.00
	<u>206.80</u>		<u>63,845.50</u>

GREENEBAUM DOLL & McDONALD PLLC

P.O. Box 73239
Cleveland, OH 44193
I.D. #61-0468813

ATA Holdings Corp Unsecured Creditors Committee
John Hancock Funds
101 Huntington Ave.
Boston, MA 02199-7603

Account No.: 109327.000001
Invoice No.: 4046838
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ATA HOLDINGS CHAPTER 11

FOR PROFESSIONAL SERVICES RENDERED THROUGH DECEMBER 31, 2004:

DATE	ATTORNEY/ PARALEGAL	HOURS	TASK CODE	DESCRIPTION	AMOUNT
12/01/04	CRB2	0.90	B02	Worked with M. Shaikun and S. Mays regarding open issues during absence	252.00
12/06/04	CRB2	0.90	B02	Reviewed pleadings and orders from November 30 hearing regarding monthly fees	252.00
12/06/04	SHM	1.40	B02	Receipt and review ECF pleadings including Motion for Authority To Establish Procedure For The Rejection And/Or Abandonment Of Aircraft And Aircraft Engines; Motion for Authority to Supplement Rule B-2016-1 Applications for Compensation filed: Motion to Use Cash Collateral Motion To Approve Agreement And Settlement Of Motion To Use Cash Collateral; Interim Order Authority to Obtain Postpetition Financing; Notice of Final Hearing on First Day Motion to Use Cash Collateral Motion To Approve Agreement And Settlement Of Motion To Use Cash Collateral; Notice of Hearing on Motion for Authority To Establish Procedure For The Rejection And/Or Abandonment Of Aircraft And Aircraft Engines	182.00
12/08/04	CRB2	0.40	B02	Conference with Court regarding status of outstanding orders on fee procedure	112.00
12/08/04	CRB2	0.50	B02	Reviewed docket regarding case management order	140.00
12/08/04	SHM	0.70	B02	Assisting J. Ames and C. Bowles in preparation for today's hearings	91.00

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DATE	ATTORNEY/ PARALEGAL	HOURS	TASK CODE	DESCRIPTION	AMOUNT
12/13/04	SHM	1.60	B02	Receipt and review ECF pleadings including Numerous Objections to Notice of Submission Regarding Maximum Cure Amounts; Order Granting Motion for Authority to Employ and Compensate Certain Professionals Utilized in the Ordinary Course of Debtors' Business; Order Granting Motion for Authority Approving 1) Procedures for Billings by and Payments to Professionals Retained in This Case for Fees and Expenses Incurred and 2) Approve Procedures and Deferral of Draw Down of Retainer Paid to Professionals Retained in this Case Until Requested by Debtors; Final Order Authorizing Use of Cash Collateral; Order Scheduling Final Hearing on Emergency Motion 1) Authorizing Debtors to Obtain Postpetition Financing, 2) Sell, Lease and Purchase Assets on 12/16/04, 9:30 a.m; Emergency Motion to Compel Release of Engines in the Possession of GE Capital	208.00
12/14/04	SHM	0.70	B02	Receipt and review ECF pleadings including Notice of Hearing on Motion for Emergency Hearing on Motion to Compel Release of engines in the Possession of General Electric; Second Amended Order on Access to Sensitive Information as Ordered at the November 30, 2004 Hearing;	91.00
12/17/04	JWA	2.20	B02	Received and reviewed pleadings from Debtor	814.00
12/17/04	SHM	0.90	B02	Receipt, review ECF Pleadings including: Notice of Joinder to the Limited Objection and Reservation of Rights of the Official Committee of Unsecured Creditors' to the Debtors' Motion for Order Approving the Airtran Transaction or, if Applicable, One or More Alternative Transactions filed by Aaron L Hammer on behalf of Creditor NatTel, LLC; Motion for Authority to Approve Bid, Authorize the Sale of Assets and other transactions and Enter Interim and Final Orders Approving DIP Financing;	117.00

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DATE	ATTORNEY/ PARALEGAL	HOURS	TASK CODE	DESCRIPTION	AMOUNT
				Objections to motion for order extending time to assume or reject unexpired leases filed by the City of San Francisco, John Hancock Life Insurance Company, United States; Reservation of Rights regarding Southwest transaction; City of Chicagos Reservation of Rights regarding Southwest transaction	
12/17/04	SHM	0.40	B02	Receipt, review ECF Pleadings Including: Objection to Motion to Assume/Reject filed by John Hancock Life Insurance Company; Response in Opposition to Motion for Authority to Approve Bid, Authorize the Sale of Assets and Enter Interim and Final Orders Approving DIP Financing	52.00
12/20/04	SHM	0.30	B02	Receipt, review ECF Pleadings including Limited Objection to Motion to Approve Bid, Authorize the Sale of Assets and Other Transactions and Enter Interim and Final Orders Approving DIP	39.00
12/20/04	SHM	0.70	B02	Receipt, review ECF Pleadings including Final Order Granting Motion for Authority to Obtain Postpetition financing with National City Bank of Indiana; Amended Order Granting Motion for Authority and Approving Procedure for Rejection and Surrender of Aircraft and Aircraft Engines; Amended Order Granting Motion for Authority to 1) enter into Elections and Perform Cures thereunder, 2) enter Into Stipulation Extending Time to Comply with or Adequate Protection Stipulations in Lieu of and 3) File 1110(a) Elections 1110(b) Stipulations, Adequate protection Stipulations and Aircraft Agreement Modifications Under Seal; Final Order Granting Emergency Motion For Order (I) Authorizing Debtors To Obtain Postpetition Financing And To Sell, Lease And Purchase Assets	91.00
12/21/04	SHM	1.20	B02	Receipt, review ECF Pleadings Including: Limited Objection to Motion for Authority Regarding Southwest Transaction file by	156.00

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DATE	ATTORNEY/ PARALEGAL	HOURS	TASK CODE	DESCRIPTION	AMOUNT
				Creditor NatTel, LLC; Objection of General Electric to Emergency Motion to Compel Release of Engines in the Possession of GE; Limited Objection of U.S. Bancorp to Debtor's Notice Regarding Maximum Cure Amounts; Order Granting Motion to Set Bar Date, Proofs of Claim due by 1/24/2005	
12/21/04	SHM	0.70	B02	Docketing upcoming hearings and committee conference calls	91.00
12/27/04	SHM	1.60	B02	Receipt, review numerous ECF pleadings received over Holiday weekend	208.00
12/28/04	SHM	0.80	B02	Receipt and review ECF pleadings including Notice of Hearing on Application to Employ Ernst & Young LLP as Auditors Nunc Pro Tunc To October 26, 2004 And Request To Shorten Notice; Order Granting Debtor's Emergency Motion to Compel Release of Engines in the Possession of General Electric Capital; Objection to Application to Employ Lytle Soule & Curlee	104.00
12/30/04	SHM	0.90	B02	Receipt and review ECF pleadings including; Debtors' Motion for Relief from Stay so that it may continue to defend the civil case, Andre Woods v. American Trans Air, a corporation, d/b/a ATA Airlines, Inc.; Statement of Issues on Appeal filed by Creditor NatTel, LLC; Notice Filing of Withdrawal of Objection to Application For Retention of Lytle, etc.; Motion for Authority To Approve Stipulation with Flying Foods for Post Petition Services	117.00
12/16/04	JWA	1.30	B03	Received and reviewed various statements of financial affairs	481.00
12/31/04	JWA	1.10	B03	Received and reviewed revised budget/projection/data	407.00
12/01/04	MGS	0.70	B05	Conference with C. Bowles regarding open matters and Committee call	269.50
12/01/04	SHM	0.40	B05	Receipt, review and distribute agenda items for committee conference call tomorrow	52.00

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DATE	ATTORNEY/ PARALEGAL	HOURS	TASK CODE	DESCRIPTION	AMOUNT
12/02/04	MGS	3.00	B05	Reviewed background e-mails in preparation for 2:30 PM conference call update on America West and South West situation, status of cash collateral order and next weeks schedule; participated in call; memo to J. Ames and C. Bowles following	1,155.00
12/03/04	MGS	0.20	B05	Reviewed e-mails relating to committee meetings; e-mail to S. Mays regarding next conference call	77.00
12/05/04	JWA	3.60	B05	Reviewed correspondence over past four days including Tilpner's update on potential purchasers, twelve month budget, etc.	1,332.00
12/06/04	JWA	0.10	B05	Received and reviewed update to committee from L. Beckerman	37.00
12/06/04	SHM	0.70	B05	Review files for documents requested by J. Ames in preparation for tomorrow's committee conference call	91.00
12/07/04	CRB2	1.70	B05	Conference with committee regarding various issues including sale motion	476.00
12/07/04	JWA	2.90	B05	Prepare for and participated in regularly scheduled Creditor's Committee telephonic call	1,073.00
12/07/04	JWA	0.40	B05	Review and revise update of status of contacts	148.00
12/07/04	JWA	1.10	B05	Review and revise Memo from Compass/Akin Gump regarding Retention Plan	407.00
12/07/04	MGS	0.30	B05	Conference with J. Ames regarding committee call	115.50
12/08/04	JWA	0.10	B05	Received and reviewed e-mails from L. Beckerman regarding today's hearing/auction	37.00
12/08/04	JWA	0.20	B05	Conference with L. Beckerman regarding hearing and auction	74.00
12/13/04	SHM	0.40	B05	Assisting J. Ames in preparation for tomorrow's conference call	52.00
12/16/04	JWA	0.50	B05	Participated in 11:00 a.m. credit committee call	185.00

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DATE	ATTORNEY/ PARALEGAL	HOURS	TASK CODE	DESCRIPTION	AMOUNT
12/23/04	JWA	4.70	B05	Prepared for, attendance on Creditor's Committee conference call with John Dennison	1,739.00
12/27/04	JWA	1.70	B05	Received and reviewed Interim Order authorizing post petition financing, sale order	629.00
12/09/04	CRB2	0.70	B07	Reviewed and modified objection to motion for adequate protection prepare same for filing	196.00
12/09/04	SHM	0.70	B07	Prepare objection to motion for adequate protection, filed by Wilmington Bank for electronic filing and service to interested parties	91.00
12/30/04	JWA	1.30	B08	Prepare for and participate in conference call with Debtor's professional, Jim Carr, Terry Hall, Lisa Beckerman, etc.	481.00
12/07/04	JWA	3.80	B09	Received updated status list, reviewed auction possibilities	1,406.00
12/08/04	JWA	7.20	B09	Work on auction matters	2,664.00
12/09/04	JWA	2.80	B09	Received and reviewed additional information for auction	1,036.00
12/09/04	JWA	4.90	B09	Prepare for and participated in conference call with Debtors giving UCC/professional updates on financial condition, status of bids expected for auction	1,813.00
12/10/04	JWA	2.90	B09	Prepare for and participate in conference call, Creditor's Committee, Representatives from Southwest Airlines	1,073.00
12/10/04	JWA	5.50	B09	Contrasted their proposal to stalking horse bid of Air Trans, reviewed America West's comments/press release regarding this	2,035.00
12/10/04	MGS	0.20	B09	Arrange for filing of limited objection and reservation of rights of the official committee of unsecured creditors to the debtors' sale motion	77.00
12/10/04	MGS	2.50	B09	Review bids and memos related to sale motion	962.50
12/10/04	SHM	0.90	B09	Prepare objection and reservation of rights to motion approving Air Tran Transaction;	117.00

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DATE	ATTORNEY/ PARALEGAL	HOURS	TASK CODE	DESCRIPTION	AMOUNT
				prepare same for service to core group and 2002 list	
12/10/04	SHM	0.20	B09	Telephone to bankruptcy court regarding filing objection to motion approving Air Tran Transaction	26.00
12/11/04	JWA	3.60	B09	Reviewed materials from Committee's Conference call tomorrow	1,332.00
12/11/04	JWA	3.90	B09	Received and reviewed Southwest's 327 bid, Bid for Stock of Chicago's Air Express	1,443.00
12/11/04	JWA	0.20	B09	Received e-mails from L. Beckerman regarding auction, scheduling	74.00
12/11/04	JWA	0.20	B09	Telephone conference with L. Beckerman regarding Monday auction	74.00
12/12/04	JWA	2.30	B09	Participation in Creditor's Committee update call	851.00
12/12/04	MGS	1.50	B09	Finish reading materials relating to bids; provided comments to J. Ames	577.50
12/13/04	JWA	3.60	B09	Received and reviewed newest economic information for Air Trans/SWA bids, status reports of auction starting today	1,332.00
12/14/04	JWA	2.90	B09	Prepare for and participated in UCC Conference call regarding update/approval to select initial high bidder	1,073.00
12/14/04	JWA	3.10	B09	Received and reviewed American Airlines Objection, John Hancock Objection, Wilmington Objection, etc. regarding sale	1,147.00
12/15/04	JWA	0.10	B09	Telephone conference with P. Witey, bond holder requesting auction information	37.00
12/15/04	JWA	0.70	B09	Received and reviewed Wilmington Trust objection regarding sale	259.00
12/15/04	JWA	0.40	B09	Received and reviewed US's Reservation of Rights regarding Air Tran Transaction	148.00
12/15/04	SHM	1.20	B09	Revisions to Limited Objection; prepare same for electronic filing and for service to interested parties	156.00
12/17/04	CRB2	0.90	B09	Final revisions to Goodrich report	252.00
12/20/04	SHM	0.70	B09	Assisting J. Ames in preparation for	91.00

GREENEBAUM DOLL & McDONALD PLLC

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DATE	ATTORNEY/ PARALEGAL	HOURS	TASK CODE	DESCRIPTION	AMOUNT
				tomorrow's sales hearings	
12/22/04	JWA	4.60	B09	Received and reviewed drafts of orders from parties regarding hearings yesterday, information regarding other sale matter	1,702.00
12/29/04	JWA	0.40	B12	Received and reviewed objection by Debtor application to employ Lytle Soule & Curlee	148.00
12/01/04	SHM	0.40	B16	Assisting C. Bowles regarding application to employ Lytle Soulee	52.00
12/02/04	SHM	0.20	B16	Telephone to A. Calavritinos and D. Cotton regarding application to employ Lytle Soule & Curlee per C. Bowles	26.00
12/02/04	SHM	0.10	B16	Telephone from N. Ortega regarding application to employ Oklahoma counsel	13.00
12/03/04	SHM	0.80	B16	Finalize Application to Employ Lytle Soule & Curlee and corresponding affidavit; prepare same for electronic filing and for service to Core Group and 2002 list	104.00
12/03/04	SHM	0.30	B16	Revisions to order authorizing employment of Greenebaum Doll & McDonald; review docket for objections; upload proposed order	39.00
12/03/04	SHM	0.50	B16	Telephone calls and e-mails to co-chairs for creditors committee to obtain signatures for application to employ Oklahoma counsel per L. Beckerman	65.00
12/03/04	SHM	0.80	B16	Prepare Application to Employ Lytle Soule & Curlee and Affidavit in Support of Application for Electronic Filing and for service to interested parties	104.00
12/06/04	CRB2	0.70	B16	Worked on Notice of Filing of Oklahoma special counsel	196.00
12/06/04	SHM	0.50	B16	Draft notice of filing application to employ Lytle Soule & Curlee; prepare same for electronic filing and for service to interested parties	65.00
12/07/04	SHM	0.60	B16	Prepare supplemental declaration of L. Beckerman for electronic filing and for service to interested parties	78.00
12/08/04	CRB2	1.10	B16	Prepared for and participated in hearing on Greenebaum Employment application	308.00

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DATE	ATTORNEY/ PARALEGAL	HOURS	TASK CODE	DESCRIPTION	AMOUNT
12/20/04	SHM	2.30	B16	Begin compiling information and preparing first fee application	299.00
12/22/04	CRB2	1.60	B16	Reviewed and filed employment application for compass advisers, conference with N. Ortega regarding same	448.00
12/23/04	SHM	0.80	B16	Assisting C. Bowles regarding filing Application to Employ Compass Advisers LLP	104.00
12/27/04	SHM	0.50	B16	Prepare and electronically file certificate of service regarding application to employ Compass Advisers	65.00
12/28/04	SHM	0.60	B16	Working with C. Bowles and P. Hanson to finalize order approving employment of Lytle Soule' & Curlee	78.00
12/28/04	SHM	0.80	B16	Prepare and electronically file notice of filing application of Unsecured Creditors Committee for an Order Authorizing Retention of Compass Advisers, LLP; prepare same for service to 2002 list and core group	104.00
12/29/04	CRB2	1.90	B16	Reviewed objection to LSC Employment, conference with T. Hall regarding Employment Application objection	532.00
12/29/04	MGS	1.40	B16	Review Order Supplementing Rule 2016-1 and discuss same with IS group	539.00
12/29/04	MGS	0.70	B16	Review November billing and conform to UST guidelines	269.50
12/29/04	MGS	0.40	B16	Review December to date billings and conform to UST Guidelines	154.00
12/29/04	SHM	0.40	B16	Review order supplementing rule B-2016(1)	52.00
12/29/04	SHM	0.60	B16	Review November invoice to conform to order supplementing rule B-2016(1)	78.00
12/29/04	SHM	0.70	B16	Begin to review December invoice in order conform to order supplementing rule B-2016(1)	91.00
12/29/04	SHM	0.50	B16	Compiling expense information to include on first fee application	65.00
12/30/04	CRB2	1.80	B16	Worked on response to Debtor's objection to	504.00

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DATE	ATTORNEY/ PARALEGAL	HOURS	TASK CODE	DESCRIPTION	AMOUNT
				LSC application conference call with Debtor	
12/28/04	JWA	1.40	B17	Received and reviewed e-mails regarding Debtor's position regarding objecting to counsel for the Creditor's Committee, received and reviewed objection from Committee	518.00
12/31/04	SHM	0.30	B17	Conference with C. Bowles regarding withdrawal of objection to Motion to employ Lytle Soulee & Curlee; upload proposed order authorizing employment	39.00
12/05/04	JWA	2.90	B23	E-mail from D. Botter regarding Goodrich AP; reviewed Goodrich complaint and amended complaint	1,073.00
12/06/04	CRB2	1.40	B23	Reviewed Goodrich Complaint and prepared status memo	392.00
12/06/04	JWA	2.10	B23	Received and reviewed attachments to Goodrich AP/amended complaint	777.00
12/06/04	MGS	0.50	B23	Conference with J. Ames on Goodrich	192.50
12/09/04	MGS	2.50	B23	Analyze Goodrich AP Amended complaint	962.50
12/11/04	JWA	0.20	B23	Received and reviewed e-mails regarding missing orders from Dec. 8	74.00
12/14/04	CRB2	1.60	B23	Revised report to committee and contacted Debtors regarding Goodrich AP	448.00
12/14/04	MGS	0.40	B23	Conference with C. Bowles regarding Goodrich recommendations	154.00
12/15/04	CRB2	0.70	B23	Prepared for omnibus hearing with J. Ames and AP pretrial	196.00
12/15/04	CRB2	1.40	B23	Prepared report on Goodrich AP in connection with 12/16 pre-trial	392.00
12/16/04	CRB2	0.70	B23	Conference with T. Hall regarding Goodrich issues and participated in Goodrich pre-trial	196.00
12/20/04	CRB2	0.40	B23	Reviewed and revised report on Goodrich AP	112.00
12/29/04	JWA	0.80	B23	Reviewed final draft of memo to Creditor's Committee regarding Goodrich AP	296.00
12/06/04	JWA	0.90	B24	Received and reviewed Debtor's emergency notice for hearing regarding section 365, and	333.00

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DATE	ATTORNEY/ PARALEGAL	HOURS	TASK CODE	DESCRIPTION	AMOUNT
				other pleadings	
12/07/04	JWA	0.40	B24	Review and revise Debtor's motion for Orders regarding rejection of engines and certain parts, shortening notices section 1110(b) election	148.00
12/07/04	JWA	0.20	B24	Telephone conference with T. Hall, attorney for Debtor regarding tomorrow's hearings before Judge Lorch	74.00
12/09/04	CRB2	1.10	B24	Reviewed information regarding sale process and bids	308.00
12/11/04	JWA	0.70	B24	Received and reviewed Objection from Committee to Sale	259.00
12/12/04	JWA	3.10	B24	Work on open matters for auction and 12/16/04 hearing	1,147.00
12/12/04	JWA	2.00	B24	Reviewed Objection to Sale currently on file	740.00
12/13/04	JWA	2.20	B24	Received and reviewed additional objections to sale, cure amounts, etc.	814.00
12/15/04	JWA	3.00	B24	Prepare for hearings tomorrow	1,110.00
12/15/04	JWA	2.90	B24	Reviewed numerous objections to cure amount from American Airlines, John Hancock, Wilmington Trust, etc.	1,073.00
12/16/04	CRB2	1.20	B24	Participated in Omnibus hearings on various matters including auction	336.00
12/16/04	JWA	0.70	B24	Participated in 1:00 p.m. hearing, continued from this morning	259.00
12/16/04	JWA	0.70	B24	Received and reviewed Committee of Certificate Holders for Debtor's motion for an order authorizing and approving procedure for rejection and/or abandonment of Aircraft's aircraft engines	259.00
12/16/04	JWA	0.60	B24	Prepare for and participated in hearing	222.00
12/20/04	CRB2	0.70	B24	Reviewed pleading filed regarding Sale Order and conference with J. Ames regarding same	196.00
12/21/04	JWA	6.90	B24	Prepare for and attended hearings and preparation sessions	2,553.00
12/23/04	JWA	1.40	B24	Received and reviewed Notices/pleadings	518.00

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DATE	ATTORNEY/ PARALEGAL	HOURS	TASK CODE	DESCRIPTION	AMOUNT
				from BMC	
12/28/04	JWA	0.90	B24	Received and reviewed BMC Notices/Motions	333.00
12/16/04	CRB2	1.80	B26	Travel to and from Indianapolis to participate in ATA Omnibus hearings	504.00
12/21/04	JWA	4.60	B26	Travel to and from Indianapolis for Sale and other hearings	1,702.00

TASK SUMMARY

TASK	TASK DESCRIPTION	AMOUNT
B02	Case Administration	3,117.00
B03	Business Operations	888.00
B05	Meetings of Creditors/Creditor Committee Activities	7,949.00
B07	Relief From Stay/Adequate Protection Proceedings	287.00
B08	Asset Analysis and Recovery	481.00
B09	Asset Disposition	21,758.00
B12	Corporate Finance	148.00
B16	Fee/Employment Applications	4,432.50
B17	Fee/Employments Objections	557.00
B23	Adversary Proceedings	5,265.00
B24	Other Contested Matters	10,682.00
B26	Travel	2,206.00
		<u>57,770.50</u>

FEEES FOR PROFESSIONAL SERVICES RENDERED	\$ 57,770.50
LESS 50% DISCOUNT ON TASK B26:	\$ <u>(1,103.00)</u>
ADJUSTED FEES	\$ 56,667.50
OUT-OF-POCKET EXPENSES	

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12/21/04	Travel - PAID TO: John Ames Attend hearings/Indianapolis	124.75	
	Administrative Expense (including telephone, photocopy, & postage)	2,266.70	
			\$ 2,391.45
	INVOICE TOTAL		\$ 59,058.95
	PRIOR UNPAID BALANCE		\$ 65,277.41
	BALANCE DUE		\$ 124,336.36

SUMMARY OF PROFESSIONAL SERVICES

<u>ATTORNEY/PARALEGAL</u>	<u>HOURS</u>	<u>RATE</u>	<u>AMOUNT</u>
M. G. Shaikun, PSC	14.30	385.00	5,505.50
J. W. Ames	112.90	370.00	41,773.00
C. R. Bowles	24.10	280.00	6,748.00
S. H. Mays	28.80	130.00	3,744.00
	<u>180.10</u>		<u>57,770.50</u>