

**EXHIBIT D**  
**PART 1 OF 2**

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

IN RE:	)	Chapter 11
	)	
ATA Holdings Corp., et al <sup>1</sup>	)	Case No. 04-19866-BHL-11
	)	(Jointly Administered)
	)	
Debtors.	)	
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**SECOND 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 Second Quarterly Application for Fees and Expenses Under 11 U.S.C. §331 (“Second Application”). In support thereof, Applicant respectfully provides:

1. **TIME PERIOD COVERED.** The time period covered is from April 1, 2005 up to and including August 30, 2005 and the compensation being requested is the interim

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<sup>1</sup> 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. This is the second application for interim compensation filed by applicant.

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 second quarterly application seeking compensation and reimbursement of out – of-pocket expenses advanced by counsel for the Committee for the period April 1, 2005 through and including July 31, 2005. Applicant previously filed its first quarterly application (“First Application”) seeking compensation and reimbursement of expenses for the period of November 4, 2004 to March 31, 2005 in the amount of \$206,601.54 which was approved by this Court on

August 17, 2005 with the agreement that Applicant would not seek 10% of its fees requested in its First Application until its final fee application. Applicant has previously filed "Fee Statements," as that term is defined in the Billing and Payment Order, for the Periods of April 1 through April 30, 2005, May 1 through May 31, 2005, June 1 through June 30, 2005 and July 1 through July 31, 2005 and August 1 through August 30, 2005.

	April 2005	May 2005	June 2005	July 2005	August 2005	Total
Fees	24,041.50	23,766.50	24,275.00	52,997.00	33,420.00	158,500.00
50% Travel Time	211.25	0.00	0.00	533.25	0.00	744.50
Adjusted Fees	23,830.25	23,766.50	24,275.00	52,463.75	33,420.00	157,755.50
Expenses	967.94	950.66	1,246.14	2,128.55	1,404.40	6,697.69
Total	24,798.19	24,717.16	25,521.14	54,592.30	34,824.40	164,453.19
Less 20% Holdback	4,766.05	4,753.30	4,855.00	10,492.75	6,684.00	31,551.10
Total Requested in Monthly Fee Applications	20,201.14	19,963.86	20,666.14	44,099.55	28,140.00	133,070.72
Total Paid	20,201.14	19,963.86	20,666.14	44,099.55	0.00	104,930.69
Total Due	*4,554.80	4,753.27	4,855.00	10,492.75	34,824.40	59,480.22

\* This amount includes a credit of \$211.25 to refund the Debtor for the 50% travel time which was mistakenly included in the monthly fee notice for April 2005.

## 6. HOLDBACK

Under the terms of the Billing and Payment Order, 20% of Applicant's fees requested by the Monthly Fee Statements, are withheld as a holdback but can be requested in formal fee application. Applicant is requesting the payment of its holdback for the period covered by the Second Application in the amount of \$31,551.10 as part of the Second Application.

7. **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 April 1, 2005 through August 30, 2005 is \$158,500.00. 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 \$744.50 making the total fees under consideration for this period \$157,755.50. Applicant has been paid fees of \$99,637.40 with respect to Fee Statements previously submitted.

The Invoices show the attorneys and other professionals that have worked on this matter from April 1, 2005 through August 30, 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. Applicant adjusted its professional rates effective July 15, 2005.

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.

<b><u>CODE</u></b>	<b><u>DESCRIPTION</u></b>
B02	<b><u>CASE ADMINISTRATION:</u></b> 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	<b><u>BUSINESS OPERATIONS:</u></b> Issues related to debtors-in-possession operating in a Chapter 11 such as employee, vendor, tenant issues and similar problems.
B04	<b><u>FINANCING:</u></b> Matters under §§ 361, 363 and 364, including cash collateral, secured claims and loan documentation.
B05	<b><u>MEETINGS OF CREDITORS/CREDITOR COMMITTEE ACTIVITIES :</u></b> Preparation for and attendance at meetings of creditors and creditors committee meetings, including the § 341(a) meeting.
B06	<b><u>CLAIMS ADMINISTRATION AND OBJECTIONS:</u></b> Specific claim inquiries; bar date motions; analyses, objections and allowances of claims.
B07	<b><u>RELIEF FROM STAY/ADEQUATE PROTECTION PROCEEDINGS:</u></b> Matters relating to termination or continuation of automatic stay under § 362.
B08	<b><u>ASSET ANALYSIS AND RECOVERY:</u></b> Identification and review of potential assets including causes of action and non-litigation recoveries.
B09	<b><u>ASSET DISPOSITION:</u></b> Sales, leases, assumption/rejection of leases and contracts, abandonment and related transaction work.
B10	<b><u>VALUATION:</u></b> 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 \$6,697.69 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 \$5,293.29 pursuant to the Billing and Payment Order.

**WHEREFORE**, Applicant prays that this court approve the requested interim fees and expenses for the period of April 1, 2005 through August 30, 2005 in the amount of \$164,453.19, representing total fees earned in the amount of \$157,755.50 and expenses incurred by the Firm in the amount of \$6,697.69 during that period ("Total Award"), and direct the Debtors to pay the Firm \$59,480.22 which represents the Total Award, less interim fees in the amount of \$99,637.40 and expenses in the amount of \$5,293.29 previously paid to the Applicant totaling \$104,930.69.

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 8<sup>th</sup> day of November, 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

	April 2005	May 2005	June 2005	July 2005	August 2005	Total
B02 Case Administration	1,092.00	2,483.00	1,599.00	3,192.00	3,108.00	8,366.00
B03 Business Operations	0.00	370.00	1,073.00	3,201.50	1,429.50	4,644.50
B04 Financing	0.00	0.00	0.00	0.00	2,159.00	0.00
B05 Creditors Committee Activities	4,530.00	4,051.50	7,461.00	12,285.50	6,320.50	28,377.50
B06 Claims Administration and Objections	2,970.50	1,806.00	2,065.50	2,697.50	1,235.00	9,539.50
B07 Relief From Stay/Adequate Protection	0.00	0.00	0.00	0.00	0.00	0.00
B08 Asset Analysis and Recovery	0.00	0.00	396.00	0.00	0.00	396.00
B09 Asset Disposition	0.00	0.00	0.00	490.00	421.50	490.00
B10 Valuation	0.00	0.00	0.00	0.00	0.00	0.00
B11 Business Analysis	0.00	0.00	0.00	409.50	0.00	409.50
B12 Corporate Finance	0.00	0.00	0.00	0.00	0.00	0.00
B13 Tax Issues	0.00	0.00	0.00	0.00	0.00	0.00
B14 Employee Benefits/Pensions	0.00	0.00	0.00	429.00	8,967.00	429.00
B15 Plan and Disclosure Statement	0.00	0.00	0.00	0.00	1,345.00	0.00
B16 Fee/Employment Applications	933.50	3,382.50	1,416.00	5618.00	2,035.50	11,350.00
B17 Fee/Employment Objections	0.00	0.00	1,221.00	0.00	0.00	1,221.00
B18 Post Confirmation Issues	0.00	0.00	0.00	0.00	0.00	0.00
B19 Mediation/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	0.00	0.00	0.00	0.00
B23 Adversary Proceedings	6,912.50	5,615.00	5,577.00	11,353.00	4,384.50	29,457.50
B24 Other Contested Matters	6,541.50	5,614.50	3,355.50	12,254.50	2,014.50	27,766.00
B25 Other	639.00	444.00	111.00	0.00	0.00	1,194.00
B26 Travel	422.50	0.00	0.00	1,066.50	0.00	1,489.00
B34 Discovery	0.00	0.00	0.00	0.00	0.00	0.00
<b>Total Fees</b>	24,041.50	23,766.50	24,275.00	52,997.00	33,420.00	158,500.00
<b>50% Discount for B26</b>	211.25	0.00	0.00	533.25	0.00	744.50
<b>Adjusted Fees</b>	23,830.25	23,766.50	24,275.00	52,463.75	33,420.00	157,755.50

**SCHEDULE 2**

ATTORNEY/ PARALEGAL	APRIL 2005	MAY 2005	JUNE 2005	JULY 2005	AUGUST 2005	TOTAL
M.G. Shaikun PSC	539.00	1,309.00	1,463.00	640.00	0.00	3,951.00
J.W. Ames	14,578.00	10,582.00	10,508.00	29,783.00	19,750.00	65,451.00
C.R. Bowles	7,442.50	7,377.50	9,425.00	11,245.00	8,222.50	35,490.00
A.D. Stosberg	0.00	0.00	396.00	5,967.00	253.50	6,363.00
S.H. Mays	1,482.00	4,498.00	2,483.00	5,362.00	5,194.00	13,825.00
<b>TOTAL FEES</b>	<b>24,041.50</b>	<b>23,766.50</b>	<b>24,275.00</b>	<b>52,997.00</b>	<b>33,420.00</b>	<b>158,500.00</b>

**GREENEBAUM DOLL & McDONALD PLLC**

**Section 469**

**Louisville, Kentucky 40289**

**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.: 4059092

Invoice Date: May 26, 2005

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**ATA Holdings Chapter 11**

For Professional Services Rendered Through April 30, 2005:

Professional Fees at 100%:	\$24,041.50
Professional Fees at 80%:	\$19,233.20
Expenses at 100%	\$967.94
Total Amount Due	<u>\$20,201.14</u>

**GREENEBAUM DOLL & McDONALD PLLC**

Section 469  
Louisville, Kentucky 40289  
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.: 4059092  
Invoice Date: May 26, 2005

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**ATA HOLDINGS CHAPTER 11**

FOR PROFESSIONAL SERVICES RENDERED THROUGH APRIL 30, 2005:

DATE	ATTORNEY/ PARALEGAL	HOURS	TASK CODE	DESCRIPTION	AMOUNT
04/13/05	SHM	0.90	B02	Receipt and review electronically filed pleadings including: Notice of Hearing on Application for Compensation Ernst & Young LLP; Motion To Approve ATSB Lenders Settlement Agreement; Order Approving Stipulation Regarding Adequate Protection for Debtors' Use of Aircraft; Several orders approving agreements filed under seal regarding aircraft; Notice of emergency hearing for 4/14; Order Granting Expedited Motion for Order Authorizing Execution of Letter of Agreement 36 and Bankruptcy Protection Letter	117.00
04/15/05	SHM	0.60	B02	Receipt and review electronically filed pleadings including: Agenda Of Matters Scheduled For Hearing On April 18, 2005; Orders authorizing rejection of leases; Order Authorizing and Approving Second Agreement Filed Under Seal Regarding Engine Number 31611	78.00
04/18/05	SHM	0.80	B02	Receipt and review electronically filed pleadings including: Motion for Authority To Hold Under Seal Exhibit B To Motion For Authority To Assume Amended Agreements; Motion to Assume Executory Contract with Signature Flight Support Corporation And Aircraft Service International, Inc.	104.00
04/20/05	SHM	0.30	B02	Receipt and review electronic pleadings	39.00

**GREENEBAUM DOLL & McDONALD PLLC**

ATA Holdings Corp Unsecured Creditors Committee  
109327.000001

Invoice No.: 4059092  
Invoice Date: May 26, 2005  
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DATE	ATTORNEY/ PARALEGAL	HOURS	TASK CODE	DESCRIPTION	AMOUNT
				including: Order Granting Motion for Authority Approving ATSB Lenders Settlement Agreement	
04/21/05	SHM	0.50	B02	Receipt and review electronic pleadings including: Motion to Extend Time to File Assumption Or Rejection Of Unexpired Leases Of Nonresidential Real Property On Shortened Notice To And Including The Earlier Of July 5 2005 Or The Date On Which A Plan Of Reorganization Is Confirmed; Notice of Hearing on Application for Compensation for Paul, Hastings, Janofsky & Walker LLP as Special Counsel Hearing scheduled for 5/23/2005 at 10:30	65.00
04/22/05	SHM	1.30	B02	Review electronically filed pleadings including: Order Approving Ninth Stipulation and Request for Extension of Final Order Authorizing Cash Collateral Use and Providing Opportunity for Objection; Objection to Motion to Extend Time to assume or reject leases filed by Indianapolis Airport Authority; Motion to Compel Assumption or Rejection of Unexpired Lease of Nonresidential Real Property filed by Indianapolis Airport Authority; Notice of Hearing on Motion to Compel Assumption or Rejection of Unexpired Lease of Nonresidential Real Property	169.00
04/26/05	SHM	0.40	B02	Prepare Objection to Goodrich motion for administrative expense claim for service to core group, 2002 list and appearance list	52.00
04/26/05	SHM	0.70	B02	Review electronically filed pleadings including: Notice of Additional Omnibus Hearing Dates; Motion For Authority To Enter Into New Leases For Up To Twelve (12) Boeing 737 Aircraft; Request To Limit And Shorten Notice; Notice of Hearing on Motion To Enter Into New Leases Hearing to be held on 5/3/2005 at 10:30; Objection to Motion for Payment of Administrative Claim filed by Evansville-Vanderburgh Airport Authority District; Objection to	91.00



ATA Holdings Corp Unsecured Creditors Committee  
109327.000001

Invoice No.: 4059092  
Invoice Date: May 26, 2005  
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DATE	ATTORNEY/ PARALEGAL	HOURS	TASK CODE	DESCRIPTION	AMOUNT
04/27/05	SHM	1.20	B02	Motion to Compel filed by Creditor John Hancock Life Insurance Company Review electronically filed pleadings including: Order Authorizing and Approving Sixth Amended 1110 Filing Under Seal Regarding 4 Aircraft; Order Authorizing and Approving sixth Amended 1110 Filing Under Seal Regarding 8 Aircraft; Debtors' Second Motion For Order Authorizing Debtors To Obtain Postpetition Financing; Order Scheduling Telephonic Final Hearing on Second Motion to Obtain Postpetition Financing with National City Bank; Response of Planters Bank to Motion for Extension of time to assume or reject unexpired leases of non residential real property and objection filed thereto; Motion to Assume Executory Contract with Continental Airlines; Motion for Authority To Hold Under Seal Exhibit B To Motion For Authority To Assume Amended Agreement And For Approval Of Settlement Agreement; Motion for Authority To Hold Under Seal Exhibit B To Motion For Authority To Assume Amended Agreement And For Approval Of Settlement Agreement	156.00
04/29/05	SHM	0.40	B02	Prepare certificate of service regarding objection to administrative expense claim of Goodrich for electronic filing	52.00
04/29/05	SHM	0.70	B02	Review electronically filed pleadings including: Notice of Hearing on Motion to Assume Executory Contract with Continental Airlines; Notice of Evidentiary Hearing on Motion to Compel Debtor to Assume the Tentative Agreement with the Aircraft Mechanics Fraternal Association; Joint Motion To Approve Compromise Of Administrative Expense Claim filed by James M. Carr on behalf of Creditor Capstar Partners LLC	91.00
04/29/05	SHM	0.60	B02	Assist J. Ames in preparation for committee conference call	78.00

**GREENEBAUM DOLL & McDONALD PLLC**

ATA Holdings Corp Unsecured Creditors Committee  
109327.000001

Invoice No.: 4059092  
Invoice Date: May 26, 2005  
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DATE	ATTORNEY/ PARALEGAL	HOURS	TASK CODE	DESCRIPTION	AMOUNT
04/07/05	CRB2	0.80	B05	Continued work on committee memo regarding Goodrich administrative claim motion	260.00
04/18/05	JWA	1.20	B05	Prepare for and participated in 11:30 hearing	444.00
04/19/05	JWA	2.40	B05	Research regarding Updated Business Plan from ATA from Noelle	888.00
04/19/05	JWA	1.60	B05	Prepare for and participate in conference call	592.00
04/19/05	SHM	0.40	B05	Assisting J. Ames in preparation for today's committee conference call	52.00
04/20/05	JWA	0.70	B05	Reviewed latest financials	259.00
04/21/05	JWA	1.40	B05	Research regarding 13 Week Cash Flow Analysis, week ending April 15, 2005	518.00
04/26/05	JWA	1.20	B05	Received and reviewed Memorandum for Angela to be discussed at 5:30 conference call	444.00
04/26/05	JWA	2.90	B05	Prepare for and participated in conference call with Creditor's Committee	1,073.00
04/04/05	CRB2	1.10	B06	Reviewed pleading including Goodrich Administrative claim	357.50
04/11/05	CRB2	1.10	B06	Reviewed administrative expense motion and related amended AP complaint	357.50
04/12/05	CRB2	0.80	B06	Completed memo to Committee on Goodrich Administrative Expense motion	260.00
04/19/05	CRB2	1.80	B06	Worked on Goodrich Administrative Expense matter issues	585.00
04/25/05	CRB2	3.60	B06	Conference with T. Hall regarding status of Debtor's negotiations with Goodrich regarding Goodrich motion and related AP, continued review of Goodrich servicing agent	1,170.00
04/26/05	SHM	0.60	B06	Revisions to Objection to Goodrich motion for administrative expense claim; prepare same for electronic filing and for delivery to committee members and counsel	78.00
04/27/05	CRB2	0.50	B06	Worked on issues related to Goodrich administrative claim	162.50
04/20/05	JWA	0.10	B16	Research regarding schedule of Ernst &	37.00

**GREENEBAUM DOLL & McDONALD PLLC**

ATA Holdings Corp Unsecured Creditors Committee  
109327.000001

Invoice No.: 4059092  
Invoice Date: May 26, 2005  
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DATE	ATTORNEY/ PARALEGAL	HOURS	TASK CODE	DESCRIPTION	AMOUNT
				Young services	
04/20/05	SHM	0.60	B16	Working with Accounting regarding monthly fee notices	78.00
04/21/05	CRB2	0.30	B16	Worked with S. Mays and M. Shaikun on first quarterly fee application issues	97.50
04/21/05	MGS	1.00	B16	Review of billing information for February and March fee applications	385.00
04/22/05	MGS	0.40	B16	Working with S. Mays to finalize February and March monthly fee applications	154.00
04/22/05	SHM	1.40	B16	Preparing monthly fee notice letters and summary sheets for February and March invoices; brief conference with M. Shaikun regarding same	182.00
04/04/05	JWA	1.20	B23	Received and reviewed numerous motions from BMC	444.00
04/04/05	JWA	2.90	B23	Prepare for and participated in 1:30 telephone hearing	1,073.00
04/06/05	CRB2	0.70	B23	Reviewed status of Goodrich APs	227.50
04/06/05	JWA	1.20	B23	Prepare for and telephone conference with Terry Hall regarding Goodrich AP	444.00
04/06/05	JWA	0.10	B23	Executed agreed order	37.00
04/07/05	JWA	1.40	B23	Received and reviewed cash flow and analysis from Bruce Kaufman	518.00
04/08/05	JWA	0.70	B23	Received and reviewed order assigning agreement, order regarding agreement under seal, various other orders	259.00
04/11/05	CRB2	2.60	B23	Completed memo regarding Goodrich AP and Motion for Administrative Claim, conference with T. Hall regarding same	845.00
04/11/05	JWA	0.90	B23	Received and reviewed application for Tab Weaver, 4th 1110 filing, received and reviewed order regarding continued matters	333.00
04/12/05	CRB2	1.80	B23	Worked with J. Ames on issues in New Goodrich Complaint and completed memo regarding same	585.00
04/12/05	JWA	0.70	B23	Received and reviewed six motions/orders from BMC	259.00

**GREENEBAUM DOLL & McDONALD PLLC**

ATA Holdings Corp Unsecured Creditors Committee  
109327.000001

Invoice No.: 4059092  
Invoice Date: May 26, 2005  
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DATE	ATTORNEY/ PARALEGAL	HOURS	TASK CODE	DESCRIPTION	AMOUNT
04/14/05	JWA	1.30	B23	Received and reviewed orders and motions from BMC	481.00
04/18/05	CRB2	0.80	B23	Worked on Goodrich accounts payable issues and related Administrative Expense matters	260.00
04/19/05	JWA	0.20	B23	Research regarding 11 Orders from BMC	74.00
04/19/05	JWA	0.20	B23	Research regarding Motions to Dismiss Amended Agreement, Authority and to hold attachments under seal with corresponding Order	74.00
04/20/05	JWA	0.90	B23	Research regarding memorandum of Summary of Pending Motions	333.00
04/21/05	JWA	1.20	B23	Research regarding multiple Orders from BMC, notices, motions	444.00
04/25/05	JWA	0.40	B23	Received and revised Creditor's Committee memo for Angela regarding issues for tomorrow's scheduled conference call, received and reviewed five motions, orders from BMC	148.00
04/26/05	JWA	0.10	B23	Prepare for telephonic hearing tomorrow	37.00
04/27/05	JWA	0.10	B23	Call-in for telephonic hearing (canceled)	37.00
04/04/05	JWA	0.20	B24	Received and reviewed amended order in Goodrich	74.00
04/05/05	CRB2	0.80	B24	Reviewed recently filed pleadings	260.00
04/05/05	JWA	3.60	B24	Received and reviewed motion for Goodrich's Administrative Claim for \$2.2 million, work on defenses to it	1,332.00
04/06/05	CRB2	0.80	B24	Worked on memo to Committee regarding motion for Administrative Expenses by Goodrich	260.00
04/08/05	JWA	1.10	B24	Received and reviewed amended complaint from Goodrich AP #05-48	407.00
04/08/05	JWA	3.30	B24	Reviewed arguments as to their not being entitled to administrative expense	1,221.00
04/14/05	CRB2	0.40	B24	Reviewed recently filed pleadings	130.00
04/22/05	CRB2	1.10	B24	Contacted T. Hall regarding Goodrich Administrative Expense Motion;	357.50

**GREENEBAUM DOLL & McDONALD PLLC**

ATA Holdings Corp Unsecured Creditors Committee  
109327.000001

Invoice No.: 4059092  
Invoice Date: May 26, 2005  
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DATE	ATTORNEY/ PARALEGAL	HOURS	TASK CODE	DESCRIPTION	AMOUNT
				preliminarily reviewed Goodrich documents	
04/25/05	JWA	2.20	B24	Received and reviewed Goodrich Contracts, exhibits for AP	814.00
04/26/05	CRB2	1.40	B24	Reviewed recently filed pleadings regarding committee issues	455.00
04/27/05	JWA	2.80	B24	Work on Goodrich inquiries	1,036.00
04/28/05	CRB2	0.60	B24	Reviewed recently filed pleadings	195.00
04/01/05	JWA	1.20	B25	Prepare for and went to scheduled 1:30 hearing	444.00
04/15/05	CRB2	0.60	B25	Reviewed pleadings and ATA agenda	195.00
04/26/05	CRB2	1.30	B26	Conference with Debtor's counsel regarding resolutions and possible motion to assume	422.50

TASK SUMMARY

TASK	TASK DESCRIPTION	AMOUNT
B02	Case Administration	1,092.00
B05	Meetings of Creditors/Creditor Committee Activities	4,530.00
B06	Claims Administration and Objections	2,970.50
B16	Fee/Employment Applications	933.50
B23	Adversary Proceedings	6,912.50
B24	Other Contested Matters	6,541.50
B25	Other	639.00
B26	Travel	422.50
		<u>24,041.50</u>

FEES FOR PROFESSIONAL SERVICES RENDERED \$ 24,041.50

OUT-OF-POCKET EXPENSES

4/13/05	Shipping - PAID TO: U P S	6.28
	Administrative Expense (including telephone, photocopy, & postage)	961.66

**GREENEBAUM DOLL & McDONALD PLLC**

**ATA Holdings Corp Unsecured Creditors Committee  
109327.000001**

**Invoice No.: 4059092  
Invoice Date: May 26, 2005  
Page 8**

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\$ 967.94

**INVOICE TOTAL**

\$ 25,009.44

**SUMMARY OF PROFESSIONAL SERVICES**

<u>ATTORNEY/PARALEGAL</u>	<u>HOURS</u>	<u>RATE</u>	<u>AMOUNT</u>
M. G. Shaikun, PSC	1.40	385.00	539.00
J. W. Ames	39.40	370.00	14,578.00
C. R. Bowles	22.90	325.00	7,442.50
S. H. Mays	11.40	130.00	1,482.00
	<u>75.10</u>		<u>24,041.50</u>

**GREENEBAUM DOLL & McDONALD PLLC**

Section 469  
Louisville, Kentucky 40289  
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.: 4059961  
Invoice Date: June 9, 2005

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**ATA Holdings Chapter 11**

For Professional Services Rendered Through May 31, 2005:

Professional Fees at 100%	\$23,766.50
Professional Fees at 80%	\$19,013.20
Expenses at 100%	\$950.66
Total Amount Due	<u>\$19,963.89</u>

**GREENEBAUM DOLL & McDONALD PLLC**

Section 469  
Louisville, Kentucky 40289  
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.: 4059961  
Invoice Date: June 9, 2005

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**ATA HOLDINGS CHAPTER 11**

FOR PROFESSIONAL SERVICES RENDERED THROUGH MAY 31, 2005:

DATE	ATTORNEY/ PARALEGAL	HOURS	TASK CODE	DESCRIPTION	AMOUNT
05/02/05	SHM	0.90	B02	Review electronically filed pleadings including: Reply of the Indianapolis Airport Authority to Response of Union Planters Bank to Third Motion for Extension of Time to Assume or Reject Unexpired Non Residential Leases; John Hancock Leasing Corporation; Reply to Debtors' objection to Motion for an Order Compelling Debtors to Comply with the Order Authorizing Debtors to Reject Aircraft; Application for Compensation for Michael P. O'Neil as Debtor's Attorney; Sommer Barnard Attorneys; Notice of First Application of Co-Counsel for the Debtors for Interim Allowances & Reimbursement of Expenses; Limited Objection of the United States to Motion to Enter into New Leases for Boeing 737	117.00
05/03/05	SHM	1.20	B02	Review Electronically filed pleadings including; Monthly operating report for March, 2005; Motion to Reject Unexpired Lease with General Electric Capital Corporation Nunc Pro Tunc To April 29, 2005; Notice of Hearing on Joint Motion To Approve Compromise Of Administrative Expense Claim on behalf of Creditor Capstar Partners LLC; Notice of Hearing on Motion to Reject Unexpired Lease with General Electric Capital Corporation Nunc Pro Tunc To April 29, 2005; Motion to	156.00



GREENEBAUM DOLL & McDONALD PLLC

ATA Holdings Corp Unsecured Creditors Committee  
109327.000001

Invoice No.: 4059961  
Invoice Date: June 9, 2005  
Page 2

DATE	ATTORNEY/ PARALEGAL	HOURS	TASK CODE	DESCRIPTION	AMOUNT
				Extend Exclusivity Period for Filing a Chapter 11 Plan and Disclosure Statement Through And Including August 22, 2005	
05/06/05	CRB2	0.20	B02	Worked with Committee Member and court regarding filing issues.	65.00
05/06/05	SHM	0.80	B02	Review Electronically filed pleadings including; Response of the Flight Attendants to Motion for Authority to Execute Aircraft Charter Agreement; Response of Creditor Air Line Pilots Association, International to Motion for Authority to Execute Aircraft Charter Agreement; Application to Employ SkyWorks Capital LLC and SkyWorks Securities LLC as Financial Advisor Nunc Pro Tunc to May 6, 2005; Application for Compensation for James M. Carr as Debtor's Attorney;	104.00
05/09/05	SHM	0.90	B02	Review Electronically filed pleadings including; Notice of Hearing on Application for Compensation for Baker & Daniels as Debtor's Attorney; Order Authorizing Motion for Authority to Enter Into New Leases for Up to Twelve 12 Boeing 737 Aircraft; Amended Motion to Reject Executory Contract with Sabre, Inc.; Notice of Hearing on Application to Employ SkyWorks Capital LLC and SkyWorks Securities LLC as Financial Advisor Nunc Pro Tunc; Motion to Reject Executory Contract with Pan Am International Flight Academy, Bank Of Blue Valley, Aeronautical Radio, Inc; Notice of Hearing on Amended Motion to Reject Executory Contract with Sabre, Inc.;	117.00
05/09/05	SHM	0.60	B02	Review summary of pending matters produced by Akin Gump	78.00
05/10/05	SHM	1.40	B02	Review Electronically filed pleadings including; Notice of Hearing on Motion to Reject Executory Contract with Pan Am International Flight Academy, Bank Of Blue Valley, Aeronautical Radio, Inc. Motion for Authority To Hold Under Seal Exhibit B To	182.00

ATA Holdings Corp Unsecured Creditors Committee  
109327.000001

Invoice No.: 4059961  
Invoice Date: June 9, 2005  
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DATE	ATTORNEY/ PARALEGAL	HOURS	TASK CODE	DESCRIPTION	AMOUNT
				Motion For Approval Of Procedures To Enter Into New Leases For Certain Boeing 767-300 Aircraft; Motion To Approve Procedures To Enter Into New Leases For Certain Boeing 767-300 Aircraft; Notice of Telephonic Hearing on Motion To Approve Procedures To Enter Into New Leases For Certain Boeing 767-300 Aircraft; Motion To Enter Into Aircraft Lease With AAR-GS Classics Leasing LLC; Motion To Hold Under Seal Exhibit A To Motion On Shortened Notice For Entry Of An Order Pursuant to Sec. 363(b)(1) Authorizing ATA Airlines, Inc. To Enter Into Aircraft Lease With AAR-GS Classics Leasing LLC; Motion To Enter Into Aircraft Lease With C.I.T. Leasing Corporation; Motion To Assume Agreements Ancillary To Aircraft Lease Agreement With GATX Third Aircraft Corporation And For Approval Of Amendment	
05/11/05	SHM	0.60	B02	Review Electronically filed pleadings including; Notice of Telephonic Hearing on Motion for Authority To Enter Into Aircraft Lease With C.I.T. Leasing Corporation; Application for Compensation for KPMG LLP as Consultant; Notice of Hearing on Application for Compensation for KPMG LLP as Consultant	78.00
05/12/05	SHM	0.20	B02	Review Electronically filed pleadings including; Affidavit Proposed Agenda Of Matters Scheduled For Telephonic Hearing On May 13, 2005	26.00
05/13/05	SHM	0.60	B02	Review Electronically filed pleadings including; Notice of rescheduled omnibus hearing dates; Order Granting Application to Employ Deloitte Tax LLP as Tax Advisors; Order Granting Application for Compensation for Ernst & Young LLP as Auditor	78.00
05/16/05	SHM	1.20	B02	Review Electronically filed pleadings including; Order Granting Motion for Authority to Enter Into Lease with CIT	156.00

GREENEBAUM DOLL & McDONALD PLLC

ATA Holdings Corp Unsecured Creditors Committee  
109327.000001

Invoice No.: 4059961  
Invoice Date: June 9, 2005  
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DATE	ATTORNEY/ PARALEGAL	HOURS	TASK CODE	DESCRIPTION	AMOUNT
				Leasing Corporation; Order Granting Motion for Authority to Enter Into Aircraft Lease with AAR-GS Classics Leasing, LLC; Order Granting Motion for Authority to Approve Procedures to Enter Into New leases for Certain Boeing 767-300 Aircraft; Final Order Authorizing and Allowing Debtors' Second Motion for Order Authorizing Debtors' to Obtain Postpetition Financing with National City Bank of Indiana; Notice of Default filed by Dennis M Ostrowski on behalf of Creditor DaimlerChrysler Services North America, LLC	
05/17/05	SHM	0.80	B02	Review Electronically filed pleadings including: Notice of Rescheduled Omnibus Hearing set for May 25; Motion to Extend Exclusivity Period, And Limited Extension Of Exclusive Plan Filing Period; Application to Employ Adelphi Capital, LLC as Investment Banker	104.00
05/18/05	SHM	0.70	B02	Review Electronically filed pleadings including; Notice of Hearing on Application to Employ Adelphi Capital, LLC as Investment Banker; Debtor's Memorandum in Support of Motion for Interim Relief from Certain Provisions of the Pilot Collective Bargaining Agreement	91.00
05/19/05	SHM	1.30	B02	Review Electronically filed pleadings including; Notice of Hearing on ALPA Motion; Emergency Motion for Authority To File Frick Declaration, Frick Exhibits, and Exhibits 8 and 10 to Meyer Declaration Under Seal; Affidavit of Richard W. Meyer, Jr. and numerous exhibits; Order Granting Emergency Motion for Authority to Hold Under Seal (I) The Frick Declaration; (II) The Exhibit to the Frick Declaration; and (III) Exhibits 8 and 10 to The Meyer Declaration	169.00
05/23/05	SHM	0.80	B02	Review electronically filed pleadings including: Motion to Reject Executory Contract with Various Counterparties and	104.00

GREENEBAUM DOLL & McDONALD PLLC

ATA Holdings Corp Unsecured Creditors Committee  
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Invoice No.: 4059961  
Invoice Date: June 9, 2005  
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DATE	ATTORNEY/ PARALEGAL	HOURS	TASK CODE	DESCRIPTION	AMOUNT
				Motion To Reject Unexpired Personal Property Leases And Unexpired Nonresidential Real Property Leases Effective As Of The Effective Date; Declaration of Richard Meyers and numerous exhibits	
05/23/05	SHM	1.20	B02	Compiling exhibits and preparing first fee application and affidavit in support of fee application for electronic filing and service	156.00
05/24/05	SHM	0.70	B02	Review electronically filed pleadings including: Objection to Motion Relief from Certain Provisions of the Pilot Collective Bargaining Agreement file by Air Line Pilots Association, International; Objection to Notice of Transfer of Claim #1209 to Revenue Management filed by Creditor Wayne County Airport Authority; Affidavit Proposed Agenda Of Matters Scheduled For Hearing On May 25; Motion for Authority To Limit Notice On Professionals' Interim Applications For Compensation And Reimbursement Of Expenses	91.00
05/25/05	SHM	0.90	B02	Review electronically filed pleadings including: Order Granting Motion for Authority to Limit Notice on Interim Fee Applications; Notice of Hearing on Application for Compensation for Greenebaum Doll & McDonald PLLC; Motion for Authority To Direct Release Of Okun Enterprise Inc.'s Initial Deposit To Sellers; Notice of Submission of proposed Order Granting In Part And Denying In Part John Hancock Leasing Corporation's Motion For An Order (A) Compelling Debtors To Comply With The Order Authorizing Debtors To Reject Certain Aircraft Equipment, (B) For Allowance And Payment Of Administrative Expense Claims And (C) Granting Certain Other Relief	117.00
05/26/05	SHM	0.60	B02	Review electronically filed pleadings including: Order Granting Motion for Authority to Assume Agreements Ancillary to Aircraft Lease Agreement with GATX	78.00

GREENEBAUM DOLL & McDONALD PLLC

ATA Holdings Corp Unsecured Creditors Committee  
109327.000001

Invoice No.: 4059961  
Invoice Date: June 9, 2005  
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DATE	ATTORNEY/ PARALEGAL	HOURS	TASK CODE	DESCRIPTION	AMOUNT
				Third Corporation and for Approval of Amendment; Order Granting Emergency Motion for Authority to Hold Under Seal Exhibits 40 and 41 Introduced at the May 25, 2005 Hearing; Notice of Hearing on Motion for Authority	
05/26/05	SHM	0.40	B02	Electronically file certificate of mailing regarding First Quarterly Fee Application	52.00
05/27/05	SHM	0.70	B02	Review electronically filed pleadings including: Notice of Hearing on Objection to Notice of Transfer of Claim #1209 to Revenue Management; Debtors' First Objection To Certain Claims Relating To The Rejection Of Aircraft And Engine Leases; U.S. Trustee's Objection to First Quarterly Fee Application of KPMG as Tax Advisors; Notice of Hearing on Debtors' First Objection To Certain Claims Relating To The Rejection Of Aircraft And Engine Leases	91.00
05/31/05	SHM	0.50	B02	Review electronically filed pleadings including: Order Approving Stipulation and Joint Motion to Approve Compromise of Administrative Expense Claim of Capstar Partners LLC; Order Granting Application to Employ SkyWorks Capital LLC and SkyWorks Securities LLC as Financial Advisor	65.00
05/31/05	SHM	1.60	B02	Organizing and indexing pleadings and correspondence files	208.00
05/02/05	JWA	1.00	B03	Received and reviewed thirteen week cash flow analysis	370.00
05/10/05	JWA	1.80	B05	Received and reviewed summary of pending matters from Akin Group, matters to be discussed on a conference call tomorrow	666.00
05/17/05	CRB2	1.80	B05	Worked with J. Ames regarding Goodrich issues and reported to Committee regarding same	585.00
05/18/05	JWA	1.20	B05	Received and reviewed updated financial information, creditor's committee e-mails regarding meeting, agenda	444.00

GREENEBAUM DOLL & McDONALD PLLC

ATA Holdings Corp Unsecured Creditors Committee  
109327.000001

Invoice No.: 4059961  
Invoice Date: June 9, 2005  
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DATE	ATTORNEY/ PARALEGAL	HOURS	TASK CODE	DESCRIPTION	AMOUNT
05/20/05	CRB2	1.70	B05	Participated in committee conference call regarding 1114(e) motion on pilots contract, reviewed 7th Circuit case law regarding same	552.50
05/26/05	JWA	0.20	B05	Received and reviewed thirteen week projection	74.00
05/27/05	JWA	1.70	B05	Prepare for and participate in Committee call	629.00
05/27/05	JWA	1.10	B05	Received and reviewed summary of pending matters and other pleadings to be discussed on conference call today	407.00
05/27/05	SHM	0.50	B05	Assisting J. Ames in preparation for today's committee conference call	65.00
05/30/05	JWA	1.70	B05	Received and reviewed most recent pleadings and e-mail reports	629.00
05/11/05	JWA	3.30	B06	Prepare for and participation in scheduled conference call	1,221.00
05/16/05	CRB2	1.80	B06	Reviewed pleading on Committee issues	585.00
05/13/05	SHM	5.30	B16	Drafting first quarterly fee application	689.00
05/18/05	MGS	0.80	B16	Continuation of work on fee application	308.00
05/19/05	MGS	1.50	B16	Finishing revision to fee application; conference with S. Mays regarding same	577.50
05/19/05	SHM	3.70	B16	Continue preparation of First Quarterly Fee Application	481.00
05/20/05	MGS	1.10	B16	Additional revisions to fee application	423.50
05/20/05	SHM	1.60	B16	Prepare schedules regarding time by task code and by attorney for first fee application	208.00
05/20/05	SHM	2.40	B16	Revisions to first fee application; conference with M. Shaikun regarding same	312.00
05/23/05	CRB2	0.70	B16	Worked on issues related to notice of formal interim professional fees application with Clerk's office and Debtor's counsel	227.50
05/23/05	SHM	0.50	B16	Draft affidavit of C. Bowles in support of first quarterly fee application	65.00
05/25/05	SHM	0.70	B16	Review and revise time entries for April	91.00
05/02/05	JWA	0.10	B23	Received notice of agenda	37.00

GREENEBAUM DOLL & McDONALD PLLC

ATA Holdings Corp Unsecured Creditors Committee  
109327.000001

Invoice No.: 4059961  
Invoice Date: June 9, 2005  
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DATE	ATTORNEY/ PARALEGAL	HOURS	TASK CODE	DESCRIPTION	AMOUNT
05/02/05	JWA	0.70	B23	Received and reviewed Preliminary Response of Union Planter's Bank with exhibits and attachments	259.00
05/02/05	JWA	1.30	B23	Received and reviewed eight Notice Motion, etc. from BMC	481.00
05/04/05	JWA	1.30	B23	Received and reviewed BMC motions/notices	481.00
05/05/05	JWA	0.60	B23	Received and reviewed thirteen week cash flow analysis from David Imbert	222.00
05/06/05	JWA	1.30	B23	Received and reviewed summary from Noelle of pending matters	481.00
05/09/05	JWA	0.80	B23	Received and reviewed eight motions, notices, affidavits from BMC	296.00
05/09/05	JWA	0.30	B23	Received and reviewed Response to Debtor's Motion to Execute Aircraft Charter Agreement	111.00
05/12/05	JWA	1.90	B23	Received and reviewed fifteen notices/motions from BMC	703.00
05/13/05	JWA	1.30	B23	Received and reviewed summons, AP Complaint, Goodrich v. ATA 05-48	481.00
05/16/05	JWA	0.90	B23	Prepare for committee conference call tomorrow	333.00
05/17/05	SHM	0.50	B23	Assisting C. Bowles regarding Goodrich Adversary Proceeding	65.00
05/23/05	JWA	2.10	B23	Received and reviewed letter from Jim Carr regarding extension of exclusivity, reviewed matter set for emergency hearing on 5/25/05	777.00
05/24/05	JWA	1.40	B23	Received and reviewed objection of ALPA to section 1113 set for emergency hearing tomorrow; reviewed motion	518.00
05/25/05	JWA	0.40	B23	Received and reviewed latest thirteen week financial information	148.00
05/26/05	JWA	0.60	B23	Received and reviewed section 1113 summary, notice of creditor committee meeting tomorrow, report	222.00
05/02/05	CRB2	0.90	B24	Reviewed pleadings regarding potential asset and committee issues	292.50

GREENEBAUM DOLL & McDONALD PLLC

ATA Holdings Corp Unsecured Creditors Committee  
109327.000001

Invoice No.: 4059961  
Invoice Date: June 9, 2005  
Page 9

DATE	ATTORNEY/ PARALEGAL	HOURS	TASK CODE	DESCRIPTION	AMOUNT
05/03/05	CRB2	1.40	B24	Reviewed status of Goodrich administrative claim and related AP	455.00
05/05/05	CRB2	0.70	B24	Reviewed pleadings filed in main case regarding potential committee issues	227.50
05/09/05	JWA	0.40	B24	Received and reviewed motion/order to withdraw AP	148.00
05/11/05	CRB2	1.30	B24	Reviewed recently filed pleadings regarding Committee issues	422.50
05/19/05	CRB2	1.60	B24	Reviewed 1114(e) motion filed by ATA	520.00
05/23/05	CRB2	1.90	B24	Reviewed pleading and conference with T. Hall regarding Goodrich issues	617.50
05/23/05	SHM	0.80	B24	Revise the Statement of Committee Regarding Motion for Interim Relief From Certain Provisions of the ALPA Collective Bargaining Agreement; prepare statement for electronic filing and service to Core Group, 2002 List and Appearance List	104.00
05/24/05	CRB2	1.20	B24	Prepared for hearing on 1113(e)	390.00
05/25/05	CRB2	7.50	B24	Prepared for and attended hearing on 1113(e) motion of debtors	2,437.50
05/17/05	JWA	1.20	B25	Reviewed Goodrich AP for Creditor's Committee conference call	444.00

TASK SUMMARY

TASK	TASK DESCRIPTION	AMOUNT
B02	Case Administration	2,483.00
B03	Business Operations	370.00
B05	Meetings of Creditors/Creditor Committee Activities	4,051.50
B06	Claims Administration and Objections	1,806.00
B16	Fee/Employment Applications	3,382.50
B23	Adversary Proceedings	5,615.00
B24	Other Contested Matters	5,614.50
B25	Other	444.00



GREENEBAUM DOLL & McDONALD PLLC

ATA Holdings Corp Unsecured Creditors Committee  
109327.000001

Invoice No.: 4059961  
Invoice Date: June 9, 2005  
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TASK	TASK DESCRIPTION	AMOUNT
		23,766.50
FEES FOR PROFESSIONAL SERVICES RENDERED		\$ 23,766.50
OUT-OF-POCKET EXPENSES		
	Administrative Expense (including telephone, photocopy, & postage)	950.66
		\$ 950.66
INVOICE TOTAL		\$ 24,717.16

SUMMARY OF PROFESSIONAL SERVICES

ATTORNEY/PARALEGAL	HOURS	RATE	AMOUNT
M. G. Shaikun, PSC	3.40	385.00	1,309.00
J. W. Ames	28.60	370.00	10,582.00
C. R. Bowles	22.70	325.00	7,377.50
S. H. Mays	34.60	130.00	4,498.00
	89.30		23,766.50

**GREENEBAUM DOLL & MCDONALD PLLC**

Section 469

Louisville, Kentucky 40289

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.: 4064694

Invoice Date: August 3, 2005

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**ATA Holdings Chapter 11**

For Professional Services Rendered Through June 30, 2005:

Professional Fees at 100%	\$24,275.00
Professional Fees at 80%	\$19,420.00
Expenses at 100%	\$1,246.14
Total Amount Due	<u>\$20,666.14</u>

GREENEBAUM DOLL & McDONALD PLLC

Section 469

Louisville, Kentucky 40289

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.: 4064694

Invoice Date: August 3, 2005

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ATA HOLDINGS CHAPTER 11

FOR PROFESSIONAL SERVICES RENDERED THROUGH JUNE 30, 2005:

DATE	ATTORNEY/ PARALEGAL	HOURS	TASK CODE	DESCRIPTION	AMOUNT
06/01/05	SHM	1.20	B02	Review electronically filed pleadings including: Monthly operating report for April, 2005; U.S. Trustee's Motion to Continue Hearings regarding fee applications; U.S. Trustee's Report regarding fee applications; Application to Employ Francis J. Conway of Navigant Capital Advisors, LLC as Interim CFO; Objection to Goodrich Motion for Administrative Expense Claim	156.00
06/02/05	SHM	0.30	B02	Review electronically filed pleadings and e-mail correspondence from Compass and Creditors Committee including; Cash Flow Analysis for week ending May 27, 2005; Notice of Hearing on Application to Employ Francis J. Conway of Navigant Capital Advisors, LLC	39.00
06/03/05	SHM	0.90	B02	Review electronically filed pleadings including: Order Granting Motion to Assume Executory Contract with Continental Airlines, Inc.; Order Granting Motion to Reject Unexpired Lease with General Electric Capital Corporation; Order Granting Motion to Continue Hearing on Approval of Interim Fee Applications for Sommer Barnard and Baker & Daniels; U.S. Trustees; Limited Objection to Motion to Employ Navigant Capital Advisors; Notice of Hearing on Motion to Reject Executory	117.00

ATA Holdings Corp Unsecured Creditors Committee  
109327.000001

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Invoice Date: August 3, 2005  
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DATE	ATTORNEY/ PARALEGAL	HOURS	TASK CODE	DESCRIPTION	AMOUNT
				Contract with Various Counterparties	
06/07/05	SHM	0.50	B02	Assisting C. Bowles in preparation of today's hearings	65.00
06/07/05	SHM	0.50	B02	Review electronically filed pleadings and e-mail correspondence from co-counsel including: Summary of the Debtors' motion requesting, among other things, an evidentiary hearing regarding John Hancock Leasing Corporations' motion for payment of certain administrative expense claims	65.00
06/08/05	SHM	0.30	B02	Prepare Certificate of Service Regarding Supplemental Objection to Goodrich Motion for Allowance and Payment of Administrative Expense Claim for Electronic Filing	39.00
06/13/05	SHM	0.80	B02	Review electronically filed pleadings including: Notice of Hearing on Fourth Motion to Extend Time to File Assumption Or Rejection Of Unexpired Leases Of Nonresidential Real Property To And Including The Earlier Of August 22 2005 Or The Date On Which A Plan Of Reorganization Is Confirmed; Notice of Hearing on Application of AMR Leasing Corporation for Allowance and Payment of Administrative Expense Claims	104.00
06/14/05	SHM	2.30	B02	Review electronically filed pleadings including: Order Granting Motion for Relief from Stay filed by Debtor as to Gerald Sapp Litigation; Order Granting Second Motion to Extend Exclusivity Period; Order Regarding Mootness of Motion for Authority Seeking Interim Relief from Certain Provisions of the Alpa Collection Bargaining Agreement; Order Granting Motion to Reject Executory Contract with Pan Am International Flight Academy, Bank of Blue Valley, Aeronautical Radio, Inc.; Order Granting Application to Employ Francis J. Conway of Navigant Capital Advisors, LLC as Interim CFO; Corrected Order Granting Debtors' Third Motion for	299.00

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DATE	ATTORNEY/ PARALEGAL	HOURS	TASK CODE	DESCRIPTION	AMOUNT
				Entry of an Order Extending Time to Assume or Reject Unexpired Leases of Nonresidential Real Property on Shortened Notice to and Including the Earlier of July 5, 2005; Stipulation (Tenth) And Request For Extension Of Final Order Authorizing Cash Collateral Use And Providing Opportunity For Objection; Pre-Trial Statement of Goodrich Corporation; Motion for Authority to File Under Seal Exhibit A to Pre-Trial Statement of Goodrich Corporation	
06/16/05	SHM	0.60	B02	Review electronically filed pleadings including : Order Approving Tenth Stipulation and Request for Extension of Final Order Authorizing Cash Collateral Use and providing Opportunity for Objection	78.00
06/17/05	SHM	0.60	B02	Review electronically filed pleadings including: Order Granting Motion to Reject Unexpired Lease with Greater Orlando Aviation Authority ; Emergency Motion for Authority To Hold Under Seal Schedule C To The Jefferies/SkyWorks Engagement Letter; Application to Employ Jefferies & Company, Inc., SkyWorks Capital, LLC and SkyWorks Securities, LLC as Financial Consultants	78.00
06/20/05	SHM	0.40	B02	Review electronically filed pleadings including: Notice of Hearing on Application to Employ Jefferies & Company, Inc., SkyWorks Capital, LLC and SkyWorks Securities, LLC as Financial Consultants; U.S. Trustee's Notice of Resignation of Mark Lawrence, Stanfield Capital Partners LLC from Creditors' Committee	52.00
06/21/05	SHM	0.50	B02	Review electronically filed pleadings including: Order Authorizing and Approving Tenth Amended Agreement Filed Under Seal Regarding Four Aircraft; Declaration re: Application for Administrative Expenses Response and Pretrial Statement to Goodrich Application For Administrative Expense	65.00

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DATE	ATTORNEY/ PARALEGAL	HOURS	TASK CODE	DESCRIPTION	AMOUNT
06/27/05	SHM	0.90	B02	Review electronically filed pleadings including; Debtor Objection to John Hancock Counter Submission of Proposed form of order and response to request for scheduling order; Application for Administrative Expenses for filed by Attorney Arend J. Abel, Creditor Kent County Department of Aeronautics; Order denying motion to compel debtor to assume the tentative agreement with the aircraft mechanics association; Application to Employ Mercer Management Consulting, Inc.; Notice of Hearing on Application to Employ Mercer Management Consulting, Inc.; Motion for Authority To Enter Into Amended Leases And Settlement Agreement With BCC Equipment Leasing Corporation Relating To Twelve Aircraft	117.00
06/28/05	SHM	1.30	B02	Review electronically filed pleadings including; Order Continuing Matters to Omnibus Hearing on 9/6/05 1) Motion of Goodrich Corporation for Allowance and Payment of Administrative Expense Claim; Notice of Debtors' Motion for Authority to Enter into Amended Leases and Settlement Agreement with BCC Equipment Leasing Corporation Relating to Twelve Aircraft; Agreed Entry Allowing Administrative Expense Claim Of General Electric Capital Corporation; Motion for Authority To Approve Settlement Agreement With The Wisconsin Department Of Revenue	169.00
06/30/05	SHM	0.50	B02	Draft Pro Hac Vice Motion and Proposed Order for J. Berger	65.00
06/30/05	SHM	0.40	B02	Prepare pro hac vice motion and proposed order for J. Berger for electronic filing and service to interested parties	52.00
06/30/05	SHM	0.30	B02	Conference with A. Ferrante regarding possible filing today or tomorrow	39.00
06/03/05	JWA	0.20	B03	Reviewed monthly report from Debtors via BMC	74.00
06/03/05	JWA	1.20	B03	Reviewed Cash Financing Term Sheet, June	444.00

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DATE	ATTORNEY/ PARALEGAL	HOURS	TASK CODE	DESCRIPTION	AMOUNT
				1, 2005 from Harvey Tepner	
06/03/05	JWA	0.30	B03	Reviewed Cash Flow Analysis from David Imbert	111.00
06/27/05	JWA	1.20	B03	Received and reviewed cash flow analysis from David Imbert, for week ending June 17	444.00
06/04/05	CRB2	1.40	B05	Reviewed Goodrich Motion and drafted Report to Committee	455.00
06/08/05	JWA	0.70	B05	Reviewed Lisa's Beckerman's report regarding open matters	259.00
06/15/05	CRB2	1.30	B05	Preliminary draft of report to Committee regarding Goodrich Motion and AP	422.50
06/16/05	CRB2	1.10	B05	Conference call with Co-counsel regarding strategy issues regarding Goodrich	357.50
06/20/05	JWA	2.90	B05	Received and reviewed notices from Noelle with agenda from creditor committee conference call; reviewed past week's pleading documents, prepare for conference call rescheduled for Wednesday	1,073.00
06/21/05	CRB2	1.70	B05	Completed draft of memo regarding Goodrich claims and forwarded to Committee	552.50
06/21/05	JWA	0.70	B05	Prepare for report to Committee tomorrow	259.00
06/22/05	CRB2	1.20	B05	Prepared for and participated in committee conference call on Goodrich Administrative-expense Claim	390.00
06/22/05	JWA	2.60	B05	Prepare for and participation in scheduled committee conference call	962.00
06/24/05	CRB2	0.60	B05	Conference with T. Hall regarding status of Goodrich negotiation	195.00
06/27/05	CRB2	0.70	B05	Preliminary draft of update memo to Committee regarding settlement	227.50
06/28/05	CRB2	2.60	B05	Reviewed security agreement regarding B757-200 wheel and brakes and completed draft of Committee memo on Goodrich Administrative Claim	845.00
06/28/05	MGS	1.00	B05	Reviewed and revised Goodrich memo; conference with C. Bowles regarding same	385.00

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DATE	ATTORNEY/ PARALEGAL	HOURS	TASK CODE	DESCRIPTION	AMOUNT
06/29/05	MGS	2.80	B05	Prepared for and participated in conference call; post call memo to J. Ames and C. Bowles	1,078.00
06/03/05	SHM	0.50	B06	Review docket and download pleadings regarding Goodrich Motion for Administrative Expense and Objections requested by C. Bowles	65.00
06/06/05	SHM	0.50	B06	Prepare Supplemental Objection to Motion for Goodrich Corporation for Allowance of Administrative Expense Claim for electronic filing and service to interested parties	65.00
06/13/05	JWA	0.40	B06	Received and reviewed AMR Leasing Motion for administrative claim	148.00
06/14/05	CRB2	0.70	B06	Reviewed pre-trial disclosure on Goodrich Administrative Expense motion	227.50
06/16/05	CRB2	2.30	B06	Drafted report to committee regarding conversations with T. Hall and review of Goodrich AP and motion	747.50
06/17/05	CRB2	1.30	B06	Continued work on committee memo	422.50
06/20/05	CRB2	0.50	B06	Reviewed pleading regarding Committee issues	162.50
06/22/05	CRB2	0.70	B06	Worked on Goodrich Claim issues	227.50
06/28/05	ADS	1.80	B08	Review and revise memo regarding the Goodrich issues; prepare for the June 29 Committee conference call, correspond with A. Ferrante regarding the same	324.00
06/29/05	ADS	0.40	B08	Review Goodrich information in preparation for the Committee conference call	72.00
06/01/05	SHM	1.40	B16	Prepare Monthly Fee Notice for April, 2005; prepare cover letters and serve notice on interested parties	182.00
06/07/05	SHM	0.60	B16	Review and revise time entries for May	78.00
06/08/05	SHM	1.50	B16	Prepare First Interim Fee Application of Akin Gump and Numerous Exhibits for electronic filing and service	195.00
06/10/05	CRB2	1.60	B16	Reviewed and filed Akin Gump fee application; conference with U.S. Trustee regarding fee issues and motion to continue	520.00



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DATE	ATTORNEY/ PARALEGAL	HOURS	TASK CODE	DESCRIPTION	AMOUNT
				interim fee application	
06/13/05	SHM	0.30	B16	Prepare certificate of service regarding Akin Gump Fee Application for electronic filing	39.00
06/14/05	SHM	0.70	B16	Review invoices for information requested by C. Bowles	91.00
06/27/05	JWA	0.70	B16	Received and reviewed Mercer Employment Motion from BMC	259.00
06/27/05	SHM	0.40	B16	Review and revise time entries for April, 2005	52.00
06/08/05	JWA	1.90	B17	Reviewed Trustee's position regarding professional fees including Greenebaum Doll & McDonald PLLC	703.00
06/09/05	JWA	1.40	B17	Prepare for Trustee's comments to professional fees	518.00
06/03/05	JWA	0.40	B23	Reviewed Employment Motion Affidavit, etc. from BMC	148.00
06/03/05	JWA	0.60	B23	Reviewed John Hancock's Response	222.00
06/07/05	JWA	1.70	B23	Reviewed update regarding John Hancock matter, additional pending motion	629.00
06/08/05	JWA	0.20	B23	Reviewed BMC notices regarding Executory Contracts	74.00
06/09/05	JWA	0.90	B23	Received and reviewed ATA objection to Goodrich Motion for Allowance of Administrative Expense Claim; Motion to Employ Navigator	333.00
06/10/05	JWA	0.40	B23	Received and reviewed BMC's listing of Notices/Motions dated 6/9/05	148.00
06/12/05	JWA	1.30	B23	Reviewed pending litigation, issues affecting committee	481.00
06/14/05	CRB2	0.60	B23	Reviewed disclosure in Goodrich AP	195.00
06/15/05	SHM	0.50	B23	Review Electronically filed pleadings including: Motion for Authority to File Under Seal Exhibit A to Pre-Trial Statement of Goodrich Corporation; Pre-Trial Statement of Goodrich;	65.00
06/20/05	JWA	0.20	B23	Reviewed order granting motion to hold Schedule C under seal	74.00

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DATE	ATTORNEY/ PARALEGAL	HOURS	TASK CODE	DESCRIPTION	AMOUNT
06/21/05	JWA	3.20	B23	Reviewed latest pleadings filed by Debtors regarding Goodrich AP and Motion for Administrative Expense, reviewed report to Committee regarding Goodrich	1,184.00
06/21/05	SHM	0.40	B23	Review docket for Goodrich information requested by C. Bowles	52.00
06/23/05	JWA	0.40	B23	Reviewed Hancock objection, received and reviewed rejection notices	148.00
06/24/05	JWA	2.80	B23	Prepare for pre-trial for Goodrich AP's set for Monday; reviewed complaints	1,036.00
06/27/05	CRB2	1.40	B23	Prepared for and participated in pre-trial hearing on Goodrich Administrative Claims	455.00
06/27/05	JWA	0.90	B23	Prepare for and participation in pre-trial for Goodrich AP's post hearing telephone conference with Debtor's counsel	333.00
06/02/05	CRB2	1.60	B24	Reviewed recently filed pleadings regarding committee issues; reviewed Debtor's objection to Goodrich Administrative Claim	520.00
06/04/05	CRB2	1.80	B24	Drafted Supplemental Objection to Goodrich Claim; conference with T. Hall regarding same	585.00
06/06/05	CRB2	1.30	B24	Prepared for potential evidentiary hearing on Goodrich claim	422.50
06/07/05	CRB2	1.70	B24	Participated in telephonic hearing regarding Goodrich and other claims	552.50
06/08/05	CRB2	1.50	B24	Reviewed pleadings regarding Committee issues	487.50
06/13/05	CRB2	0.80	B24	Reviewed Debtor answer to Goodrich Complaint	260.00
06/22/05	JWA	0.70	B24	Action on items discussed on conference call	259.00
06/27/05	JWA	0.20	B24	Reviewed security interest Goodrich is asserting in 727-200 parts, their claim as an administrative expense	74.00
06/30/05	CRB2	0.60	B24	Worked with L. Beckerman regarding motion for continuance concerning Boeing Settlement Motion	195.00

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DATE	ATTORNEY/ PARALEGAL	HOURS	TASK CODE	DESCRIPTION	AMOUNT
06/13/05	JWA	0.30	B25	Reviewed notice of Goodrich pre-trial	111.00

TASK SUMMARY

TASK	TASK DESCRIPTION	AMOUNT
B02	Case Administration	1,599.00
B03	Business Operations	1,073.00
B05	Meetings of Creditors/Creditor Committee Activities	7,461.00
B06	Claims Administration and Objections	2,065.50
B08	Asset Analysis and Recovery	396.00
B16	Fee/Employment Applications	1,416.00
B17	Fee/Employments Objections	1,221.00
B23	Adversary Proceedings	5,577.00
B24	Other Contested Matters	3,355.50
B25	Other	111.00
		24,275.00

FEEs FOR PROFESSIONAL SERVICES RENDERED \$ 24,275.00

OUT-OF-POCKET EXPENSES

6/15/05	Shipping - PAID TO: U P S	33.36
6/15/05	Shipping - PAID TO: U P S	6.28
7/6/05	Filing Fee - PAID TO: U. S. District Court	30.00
7/12/05	Client Meals - PAID TO: O'Callaghan's CRB	20.67
7/18/05	Travel - PAID TO: John Ames Attend hearing/Indianapolis	121.47
7/19/05	Telephone Charges - PAID TO: John Ames	63.36
	Administrative Expense (including telephone, photocopy, & postage)	971.00

\$ 1,246.14

INVOICE TOTAL

\$ 25,521.14

SUMMARY OF PROFESSIONAL SERVICES

<u>ATTORNEY/PARALEGAL</u>	<u>HOURS</u>	<u>RATE</u>	<u>AMOUNT</u>
M. G. Shaikun, PSC	3.80	385.00	1,463.00
J. W. Ames	28.40	370.00	10,508.00
C. R. Bowles	29.00	325.00	9,425.00
Andrew D Stosberg	2.20	180.00	396.00
S. H. Mays	19.10	130.00	2,483.00
	<u>82.50</u>		<u>24,275.00</u>