

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

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

**FIFTH AND FINAL QUARTERLY APPLICATION OF KPMG LLP
FOR COMPENSATION AND REIMBURSEMENT OF FEES AND EXPENSES AS TAX
ADVISORS TO THE DEBTORS FOR THE PERIODS OF
NOVEMBER 1, 2005 THROUGH DECEMBER 21, 2005 AND OF JANUARY 1, 2006
THROUGH FEBRUARY 28, 2006**

KPMG LLP hereby makes its fifth and final quarterly application (the “Application”) for the allowance of its fees as tax advisors for the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”) and for reimbursement of out-of-pocket expenses advanced on behalf of Debtors. In support of this application, KPMG LLP states as follows:

1. Debtors filed their voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code (the “Bankruptcy Code”) on October 26, 2004 (the “Petition Date”). This Court, by order dated March 1, 2005, approved Debtors’ retention of KPMG LLP as tax advisors to the Debtors nunc pro tunc to December 29, 2004.

2. This Application is the fifth and final quarterly application filed by KPMG LLP seeking compensation and reimbursement of out-of-pocket expenses advanced by KPMG LLP for the periods of November 11, 2005 through and December 21, 2005 and for January 1,

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

2006 through and including February 28, 2006. This Application is being filed pursuant to the Order Granting Motion To Approve Procedures For Billings By And Payments To Professionals Retained In This Case For Fees And Expenses Incurred (the "Billing and Payment Order"), entered by the Court on December 10, 2004.

3. On July 7, 2005, this Court entered an order authorizing compensation to KPMG LLP for services provided for the period of December 29, 2004 through and including January 31, 2005 of Thirty-Eight Thousand Four Hundred Sixty-Four Dollars and Sixty-five cents (\$38,464.65), inclusive of an administrative surcharge of 5% of allowed fees, which was a reduction from the originally sought 8% administrative surcharge, and the reimbursement of expenses to KPMG for the same period of One Thousand One Hundred Thirty-Three and 00/100 Dollars (\$1,133.00). Further, the Court authorized that any future fee applications filed by KPMG LLP shall include an administrative surcharge of no more than 4% of fees.

4. On August 2, 2005, this Court entered an order authorizing compensation to KPMG LLP for services provided for the period of February 1, 2005 through and including April 30, 2005 for Sixty-Four Thousand One Hundred Eighty-Seven and 00/100 Dollars (\$64,187.00), inclusive of an administrative surcharge of 4% of allowed fees, and the reimbursement of expenses to KPMG for the same period of Four Thousand Three Hundred Thirty-Three and 00/100 Dollars (\$1,133.00).

5. On November 11, 2005, this Court entered an order authorizing compensation to KPMG LLP for services provided for the period of May 1, 2005 through and including August 31, 2005 for One Hundred Fifteen Thousand Nine Hundred Sixty-Five and

00/100 Dollars (\$115,965.00) plus reimbursement for out-of-pocket expenses incurred in the amount of Seven Thousand Nine Hundred Twelve and 00/100 Dollars (\$7,912.00).

6. In the course of its advising the Debtors, KPMG LLP performed a variety of services, all of which are described in detail in the billing statements attached as Exhibit A. The services performed by KPMG LLP for and on behalf of Debtors include, but are not limited to the following:

Fee Applications:

- Prepare and draft fourth quarterly fee application;
- Prepare and draft supporting documentation and schedules for fee application;
- Prepare schedules for monthly services provided to Debtors and related expanses and submit to Debtors; and
- Prepare time descriptions.

Tax Issues and Analysis:

- Advise on tax matters including COD income, NOLs and other debt issues;
- Assist with preparation of tax provision;
- Prepare tax return extension for 2005;
- Advise on tax filing related matters;
- Review and advise on plan of reorganization, disclosure statement and emergence issues;
- Review bankruptcy claims;
- Research, prepare related memorandums and advise on various tax related matters including per diem rates for foreign travel, trust fund segregation, winding down accounting, commute tax, state impact, travel, purchase price allocation, sales and use, IRC Sec. 338(h)(10) elections and rent calculations; and
- Participate in meetings and telephone calls with the Debtors and other involved parties.

7. Exhibit A provides the detail of the time, the hourly rate and description for each professional of KPMG LLP who has performed services in this case. A summary of the fees requested by KPMG LLP for each professional and the number of hours worked for each

individual, the billing rate requested and the total fees claimed is set forth below, segregated into separate matters for accounting and billing purposes.

FEE APPLICATIONS

Professional	Period	Hours	Rate	Total Fee
Lisa Bailey	11/1/05-12/21/05 & 1/1/06-2/28/06	.5	\$150.00	\$75.00
Gretchen Lawrie	1/1/06-2/28/06	15.5	\$385.00	\$1,960.00
Scott Moresco	1/1/06-2/28/06	.4	\$490.00	\$196.00
Total		16.4		\$6,239.00

TAX ISSUES & ANALYSIS

Professional	Period	Hours	Rate	Total Fee
Lisa Bailey	11/1/05-12/21/05 & 1/1/06-2/28/06	195.3	\$160.00	\$29,295.00
Scott Moresco	1/1/06-2/28/06	1.8	\$490.00	\$882.00
Christopher Woll	1/1/06-2/28/06	19.0	\$315.00	\$8,645.00
Total		216.1		\$38,822.00

8. KPMG LLP has advanced the sum of \$1,019.00 for out-of-pocket expenses incurred in connection with this case on behalf of Debtors during the periods from November 11, 2005 through December 21, 2005 and January 1, 2006 through including February 28, 2006. A summary of the out-of-pocket expenses incurred by KPMG LLP is set forth in Exhibit A.

9. KPMG LLP does not hold a retainer. Pursuant to the Billing and Payment Order, no prior fees have been awarded to KPMG LLP as counsel for Debtors in these cases.

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

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

WHEREFORE, KPMG LLP requests that the Court award an allowance of compensation for tax advisor's fees in the amount of Forty Five Thousand Sixty-One and 00/100 Dollars (\$45,061.00) plus reimbursement for out-of-pocket expenses incurred in the amount of One Thousand Nineteen and 00/100 Dollars (\$1,019.00), and grant KPMG LLP all other proper relief.

Respectfully Submitted,

KPMG LLP

By: 

Scott E. Moresco
KPMG LLP
303 E. WackerChicago, Illinois 60601-5212
312/665-1000 Phone
312/665-6000 Fax

CERTIFICATE OF SERVICE

The undersigned certifies that a copy of the foregoing Application with Exhibit A was served by electronic mail on this __ day of ____, 2006, upon the Core Group, 2002 List and Appearance List.

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INDIANAPOLIS DIVISION

In re:) Chapter 11
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ATA Holdings Corp., et al.,²) Case No. 04-19866-BHL-11
) (Jointly Administered)
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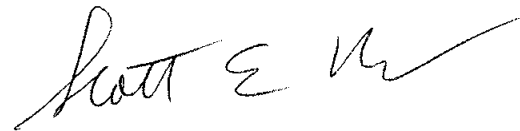
VERIFICATION

Scott E. Moresco, being duly sworn, deposes and declare as follows:

1. I am a Partner in KPMG LLP (“KPMG”), the United States member firm of KPMG International, a Swiss non-operating association, and duly authorized to make this Verification on behalf of KPMG. I make this Verification in support of the Fifth and Final Quarterly Application of KPMG for Compensation and for Reimbursement of Fees and Expenses as Tax Advisors to the Debtors for the Periods from November 11, 2005 through December 21, 2005 and January 1, 2006 through including February 28, 2006 (the “Application”).

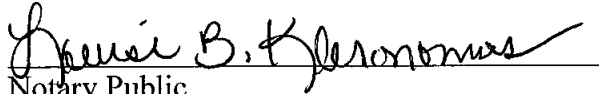
2. I have read the Application, and to the best of my knowledge, information and belief, the contents of the Application are true and correct and are in compliance with the Local Rules.

² The Debtors are the following entities: ATA Holdings Corp. (04-19866), ATA Airlines, Inc. (04-19868), Ambassador Travel Club, Inc. (04-19869), ATA Leisure Corp. (04-19870), Amber Travel, Inc. (04-19871), American Trans Air Execujet, Inc. (04-19872), ATA Cargo, Inc. (04-19873), and Chicago Express Airlines, Inc. (04-19874).



Scott E. Moresco
KPMG LLP
303 E. Wacker
Chicago, Illinois 60601-5212

SWORN TO AND SUBSCRIBED
before me this 1 day of June, 2006.



Notary Public

STATE OF ILLINOIS, COUNTY OF COOK

