

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

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

**FOURTH INTERIM AND FINAL APPLICATION OF  
PONADER & ASSOCIATES, LLP FOR  
COMPENSATION AND REIMBURSEMENT OF EXPENSES  
AS CO-COUNSEL FOR THE DEBTORS**

Ponader & Associates, LLP ("Ponader") hereby makes its fourth interim and final application (the "Final Application") for the final approval and allowance of its attorneys' fees as co-counsel 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, Ponader states as follows:

1. Debtors filed their voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code on October 26, 2004 (the "Petition Date"). The Reorganizing Debtors<sup>2</sup> are working towards substantial consummation of their confirmed plan of reorganization. C8 Airlines, Inc. has filed a plan or liquidation, and the remaining Debtors have liquidated their assets and ceased operations.

2. This Court, by order dated December 10, 2004, approved the Debtors' retention of Ponader as co-counsel. This Final Application is the (i) fourth interim application

---

<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 Execujet, Inc. (04-19872), ATA Cargo, Inc. (04-19873), and C8Airlines, Inc., f/k/a/ Chicago Express Airlines, Inc. (04-19874).

<sup>2</sup> The Reorganizing Debtors are ATA Holdings Corp., ATA Airlines, Inc., ATA Leisure Corp., American Trans Air Execujet, Inc. and ATA Cargo, Inc.

filed by Ponader, seeking interim approval, after notice and opportunity for hearing, of fees in the sum of \$16,272.50 for services rendered in these cases for the period beginning October 1, 2005 through February 28, 2006 and reimbursement of no out-of-pocket expenses advanced by counsel for the Debtor during the same period, and (ii) the final fee application of Ponader seeking approval of all fees and expenses that the Court has previously allowed and ordered paid and allowed and ordered paid in connection with this fourth interim request.

3. This Final Application is being filed pursuant to the Order Granting Motion To (I) Approve Procedures For Billings By And Payments To Professionals Retained In This Case For Fees And Expenses Incurred And (II) Approve Procedures And Partial Deferral Of Draw Down Of Retainer Paid To Professionals Retained In This Case Until Requested By Debtors (the "Billing And Payment Order"), entered by the Court on December 10, 2004, and the Notice of (A) Entry of Order Confirming First Amended Joint Chapter 11 Plan For Reorganizing Debtors, (B) Occurrence Of Effective Date; And (C) Bar Date For Filing Administrative Claims, issued January 31, 2006 by the Baker & Daniels, Debtors' lead counsel (the "Confirmation Notice"). Pursuant to the Billing And Payment Order, the Debtors were authorized to pay Ponader eighty percent (80%) of fees and one hundred percent (100%) of expenses presented in monthly bills submitted to Debtors, with the remaining twenty percent (20%) to be paid upon filing of a fee application and subsequent approval by the Court.

4. On April 19, 2005, Ponader filed its First Quarterly Application Of Ponader & Associates, LLP For Compensation And Reimbursement Of Expenses As Co-Counsel For The Debtors (the "First Application")<sup>3</sup>, which is incorporated by reference herein,

---

<sup>3</sup> To avoid the expense of reproducing each of its Prior Application (as defined in paragraph 5 hereof; see docket numbers 1981, 3035, and 3537), Ponader has not attached each of its interim fee applications and the corresponding detailed time/billing records to this Final Application, with the exception of the detailed time/billing records for the

seeking approval and allowance of fees in the amount of \$23,400.00 for the period of October 26, 2004 through January 31, 2005 and reimbursement of no expenses. No objections to the First Application were timely filed. On May 26, 2005, the Court entered its Order Granting First Quarterly Application of Ponader & Associates, LLP For Compensation And Reimbursement Of Expenses As Co-Counsel For The Debtors (docket # 2290).

5. On October 6, 2005, Ponader filed its Second Application Of Ponader & Associates, LLP For Interim Compensation Allowances And Reimbursement Of Expenses As Co-Counsel For The Debtors (the "Second Application"), which is incorporated by reference herein, seeking approval and allowance of fees in the amount of \$9,620.00 for the period of February 1, 2005 through May 31, 2005 and reimbursement of no expenses. No objections to the Second Application were timely filed. On November 10, 2005, the Court entered its Order Granting Second Application Of Ponader & Associates, LLP For Interim Compensation Allowances And Reimbursement Of Expenses As Co-Counsel For The Debtors (docket # 3231).

6. On January 20, 2006, Ponader filed its Third Application Of Ponader & Associates, LLP For Interim Compensation Allowances And Reimbursement Of Expenses As Co-Counsel For The Debtors (the "Third Application"), which is incorporated by reference herein, seeking approval and allowance of fees in the amount of \$23,800.00 for the period of June 1, 2005 through September 30, 2005 and reimbursement of no expenses. No objections to the Third Application were timely filed. On February 13, 2006, the Court entered its Order Granting Third Application Of Ponader & Associates, LLP For Interim Compensation Allowances And Reimbursement Of Expenses As Co-Counsel For The Debtors (docket # 3709).

---

period October 1, 2005 through February 28, 2006. To the extent a party in interest does not have access to the docket, upon written request, Ponader will provide copies of its prior interim fee applications.

(Hereafter, the First Application, Second Application and Third Application collectively shall be referred to as the "Prior Applications".)

7. This Final Application also constitutes Ponader's final fee application and is being filed pursuant to paragraph 21 of the Findings Of Fact, Conclusions Of Law, And Order Under 11 U.S.C. § 1129(a) And (b) And Fed. R. Bankr. P. 3020 Confirming The First Amended Joint Chapter 11 Plan For Reorganizing Debtors, As Further Immaterially Modified entered January 31, 2006 (the "Confirmation Order") and paragraph 3(b) of the Confirmation Notice. This Final Application requests that the Court determine that all compensation and reimbursement of expenses previously awarded pursuant to Prior Applications, and requested pursuant to this Final Application, are now finally determined. Subject to final approval by the Court as requested herein, and pursuant to Billing And Payment Order, Debtors have paid Ponader all fees and expenses requested and approved with respect to the Prior Applications.

8. In the course of its representation of the Debtor for the period of October 1, 2005 through February 28, 2006, Ponader performed a variety of services, all of which are described in detail in the billing statements filed herewith as Exhibit A. The services performed by Ponader for and on behalf of the Debtor include, but are not limited to the following:

- a. Business Operations and Claims Administration. As requested by Baker & Daniels or the Debtors, advised Debtors on matters generally related to its ongoing operations, including the assumption or rejection of certain pre-petition executory contracts and leases and related claims issues;
- b. Fee/Employment Applications. Managed and advised Debtors with respect to retained professionals and Ordinary Course Professionals; advised Debtors and drafted and/or reviewed applications concerning Debtors' professionals with respect to certain new and supplemental retention applications; review of Ordinary Course Professionals reporting to the Official Committee of Unsecured Creditors; and various communications, telephone conferences, conversations and meetings related to the foregoing.

- c. Plan and Disclosure Statement. Assisted Baker & Daniels in matters related to finalizing the confirmed Plan in these cases; various communications, telephone conferences, conversations and meetings related to the foregoing.
- d. Litigation. Advised Debtors and assisted Baker & Daniels in an analysis of the Debtors' preference claims and probable recoveries; and numerous meetings and telephone conferences with Debtors and others related to the foregoing.

9. All work of Ponader as set forth in the detailed summary of time for the period October 1, 2005 through February 28, 2006 was performed by Wendy Ponader.

Accordingly, concerns about double billing for conference time are not applicable to Ponader's services.

10. Wendy Ponader's hourly rate with respect work on behalf of the Debtors was \$200.00 per hour through the period of October 1, 2005 through December 31, 2005, and increased to \$225.00 effective January 1, 2006. Exhibit A provides the detail of the time for services in this case.

11. Ponader advanced the no out-of-pocket expenses incurred in connection with these cases on behalf of the Debtors during the period of October 1, 2005 through February 28, 2006

12. In the period of the October 1, 2005, through February 28, 2006, Ponader has recorded its time pursuant to certain task codes that cause related time to be grouped together to facilitate the review of the requested fees by the Court, the United States Trustee, and Debtors' creditors. Set forth below is a summary of the aggregate billings under the established tasks for the period of October 1, 2005, through February 28, 2006:

<b>Task Description</b>	<b>Hours</b>	<b>Value</b>
Litigation	63.6	\$12,745.00
Fee/Employment Applications	12.6	\$2,722.50
Plan and Disclosure Statement	2.8	\$612.50
Claims Administration and Objections	.5	\$112.50
Business Operations	.4	\$80.00

13. Ponader holds a retainer in the amount of \$15,000.00.

14. In summary, Ponader requests final allowance of compensation for attorneys' fees and reimbursement of expenses as follows:

<b>Application</b>	<b>Attorneys' Fees</b>	<b>Expenses</b>
First Interim Application	\$23,440.00	\$0.00
Second Interim Application	9,620.00	0.00
Third Interim Application	23,800.00	0.00
Fourth Interim Application	16,272.50	0.00
<b>TOTALS</b>	<u>\$73,132.50</u>	<u>\$0.00</u>

15. Exclusive of the twenty percent (20%) gross holdback of \$3,254.50 for services provided to the Debtors for the period of October 1, 2005 through February 28, 2006 pursuant to the Billing And Payment Order, Ponader has received all payments due prior to the February 28, 2006 on account of its attorneys' fees and expenses.

16. Upon approval of Ponader's fees and expenses on a final basis, Ponader requests this Court's authority to apply the balance of the retainer it has held since the Petition Date to the unpaid amounts. To the extent retainer funds remain after such application, Ponader will refund same to the Reorganizing Debtors.

17. Other than the retainer, and payments and reimbursement made pursuant to the Billing And Payment Order, no payments have been made or promised to Ponader for services rendered or to be rendered in any capacity in connection with this case for the services described in this Final Application.

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

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

20. Ponader is filing this Final Application with Exhibit A with the Court and serving the application with Exhibit A upon the Reorganizing Debtors, Baker & Daniels, the United States Trustee, counsel for the Creditors' Committee, Sidley Austin LLP and other parties as may be required under prior orders of the Court.

WHEREFORE, Ponader & Associates, LLP requests that (i) with respect to this fourth interim application, the Court award an allowance of compensation for attorneys' fees in the amount of \$16,272.50, (ii) authorize Ponader & Associates, LLP to be paid the outstanding sum of \$3,254.50 from the retainer; (iii) approve, allow and award to Ponader & Associates, LLP on a final basis those fees and expenses requested in the Prior Applications and requested herein for the period October 1, 2005 through February 28, 2006; (iv) hold that all compensation and reimbursement of expenses previously awarded pursuant to the Prior Applications and this Final Application are now finally determined; and (v) grant to Ponader & Associates, LLP all other proper relief.

Dated: April 28, 2006

Respectfully Submitted,

PONADER & ASSOCIATES, LLP

By:	/s/Wendy W. Ponader
-----	---------------------

Co- counsel for the Debtors

Wendy W. Ponader (#14633-49)  
Ponader & Associates, LLP  
5241 North Meridian Street  
Indianapolis, Indiana 46208  
Telephone: (317) 496-3072  
Facsimile: (317) 257-5776  
wponader@ponaderlaw.com



**CERTIFICATE OF SERVICE**

The undersigned certifies that by electronic mail on this 28th day of April, 2006, a copy of the foregoing Application *with* Exhibit A was served to those parties identified under the Confirmation Notice and *without* Exhibit A upon the Core Group, 2002 List and Appearance List.

/s/ Terry E. Hall \_\_\_\_\_