

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. §

**FINAL APPLICATION OF RYAN &
COMPANY, INC. FOR COMPENSATION ALLOWANCE AS FEDERAL
AND STATE MOTOR FUELS AND EXCISE TAX CONSULTANTS**

RYAN & COMPANY, INC. (“**Ryan & Co.**”) makes this its final application (the “**Final Application**”) for the allowance of its fees as federal and state motor fuels and excise tax consultants (“**FSMF Tax Consultants**”) for the above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”), as follows:

1. Debtors filed their respective voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code on October 26, 2004 (the “**Petition Date**”).

2. This Court, by order dated February 22, 2005, approved Debtors’ retention of Ryan & Co. as FSMF Tax Consultants. *See* Order Granting Application Pursuant to Fed. R. Bankr. P. 2014(a) for Order Under Section 327(a) of the Bankruptcy Code Authorizing the Employment and Retention of Ryan & Company, Inc. as Federal and State Motor Fuels and Excise Tax Consultants to the Debtors Pursuant to a Contingency Fee Arrangement Nunc Pro Tunc to October 26, 2004 (the “**Employment Order**”), entered February 22, 2005 (Doc. No. 1486).

¹ The Debtors are the following entities: ATA Holdings Corp. (04-19866), ATA Airlines, Inc. (04-19868), Ambassadair 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).

3. This Final Application constitutes the final application filed by Ryan & Co. seeking compensation and reimbursement for out-of-pocket expenses for all fees and expenses that the Court has previously allowed and ordered paid. 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 (docket #713) 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, dated January 31, 2006 (docket #3657).

4. On November 2, 2005, Ryan & Co. filed its First Application of Ryan & Company, Inc. for Interim Compensation Allowance as Federal and State Motor Fuels and Excise Tax Consultants (the **"First Application"**), which is incorporated by reference herein, seeking approval and allowances of fees in the amount of \$225,248.13 (the **"Fee Amount"**), for the period through and including October 6, 2005, which is 35% of the total amount of tax savings realized by Debtors. As of the date of filing of the First Application, Ryan & Co. had received 80% of the Fee Amount from Debtors. No objections were timely filed. On December 6, 2005, the Court entered the Order Granting First Application of Ryan & Company, Inc. for Interim Compensation Allowance as Federal and State Motor Fuels and Excise Tax Consultants (the **"Interim Fee Order"**) (docket #3352). The Fee Order directed the Debtors to pay the aggregate outstanding amount remaining of the Fee Amount (which represented 20% of the Fee Amount held back pursuant to the terms of the Billing Procedures Order). Debtor made the required payment to Applicant.

5. This Final Application also constitutes Ryan & Co.'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 Debtors², as Further Immaterially Modified entered on January 31, 2006 and Article 10.1 of the First Amended Joint Chapter 11 Plan for Reorganizing Debtors (the "Plan"). This Final Application requests that the Court determine that all compensation previously awarded pursuant to Ryan & Co.'s First Application, is allowed and that the Court finally authorize and approve such fees and authorize payment thereof on a final basis.

6. Ryan & Co., through its employees and representatives, have provided certain tax consulting services to Debtors pursuant to the terms of that certain Engagement Letter Agreement dated September 2, 2004, a true and correct copy of which is attached to the Application Pursuant to Fed. R. Bankr. P. 2014(a) for Order Under Section 327(a) of the Bankruptcy Code Authorizing the Employment and Retention of Ryan & Company, Inc. as Federal and State Motor Fuels and Excise Tax Consultants to the Debtors Pursuant to a Contingency Fee Arrangement Nunc Pro Tunc to October 26, 2004 (Doc. No. 1232), which resulted in entry of the Employment Order. Debtors requested and Ryan & Co. agreed to continue to perform post-petition certain tax consulting services on behalf of Debtors under the Bankruptcy Code with respect to such matters and, in particular, to complete services being rendered by Ryan & Co. pursuant to the Engagement Letter Agreement. As compensation for the services provided by Ryan & Co., Debtors agreed to pay Ryan & Co. and assigned to Ryan &

² The Reorganizing Debtors are: ATA Holdings Corp. (04-19866), ATA Airlines, Inc. (04-19868), ATA Leisure Corp. (04-19870), ATA Cargo, Inc. (04-19873), and American Trans Air Execujet, Inc. (04-10872).

Co. a percentage of any tax refunds, credits, or reductions, including interest and penalties, which Debtors receive or realize from taxing authorities and/or vendors, as more particularly described in the Engagement Letter Agreement.

7. In the course of its representation of Debtors, Ryan & Co. performed a variety of services, which are described in detail in the billing statements attached as Exhibit "A" and incorporated herein by reference as if fully set forth. These services were performed by Ryan & Co. for and on behalf of Debtors in connection with a Hawaii Fuels Tax review of ATA Airlines, Inc. for the period September 10, 2001 through September 31, 2003 pursuant to the terms of the Employment Order. These services realized a total tax savings to Debtors of \$643,566.08. Pursuant to the terms of the contingent fee arrangement, Ryan & Co. is entitled to recover the total sum of \$225,248.13, which is 35% of the total amount of tax savings realized by Debtors.

8. No invoices for services provided during the period of October 1, 2005 through and including February 28, 2006 are ripe for payment or are included in this Final Application.

9. In summary, Ryan & Co. requests final allowance of compensation for their services as federal and state motor fuels and excise tax consultants as follows:

<u>Application</u>	<u>Fees</u>
First Application	\$225,248.13 ³
FINAL TOTAL	\$225,248.13

10. To date, Ryan and Co has received the following payments on account of its fees for services as federal and state motor fuels and excise tax consultants: \$225,248.13. These payments have been made at the direction of the Debtors.

³ Ryan & Co. has received payment of this amount.

11. Other than the payments described above, no payments have been made or promised to Ryan & Co. for services rendered or to be rendered in any capacity in connection for the services described in this Final Application.

12. No agreement or understanding exists between Ryan & Co. and any other person or entity for the sharing of compensation received for services rendered in connection with this case, other than as reflected in the Employment Order.

WHEREFORE, Ryan & Co. requests that the Court award it final allowance of compensation for fees for the period ending February 28, 2006, in the total amount of \$225,248.13 owed as noted herein, and grant Ryan & Co. all other relief it may be entitled under the circumstances.

Dated: April 25, 2006

Respectfully submitted,

BELL NUNNALLY & MARTIN LLP

/s/ Bruce W. Akerly

By:

Bruce W. Akerly
Texas Bar No. 00953200

1400 One McKinney Plaza
3232 McKinney Avenue
Dallas, Texas 75204-2429
(214) 740-1430 Telephone
(214) 740-1421 Facsimile

ATTORNEYS FOR RYAN & COMPANY, INC.

CERTIFICATE OF SERVICE

The undersigned certifies that a true and correct copy of the foregoing Application was served by first class mail and/or electronic mail on this 25th day of April, 2006, upon the Core Group, 2002 List and Appearance List, and specifically to the following:

ATA Holdings Corp (by first class mail)
7337 Washington St.
Indianapolis, IN 46231
Attn: General Counsel

Baker & Daniels LLP (by first class mail)
300 North Meridian St., Ste. 2700
Indianapolis, IN 46204
Attn: Terry Hall, Esq.

Akin Gump Strauss Hauer & Feld LLP (by first class mail)
590 Madison Ave.
New York, NY 10022
Attn: Lisa Beckerman, Esq.

Sidley Austin LLP
787 7th Ave.
New York, NY 10019
Attn: Shalom L. Kohn

/s/ Bruce W. Akerly

Bruce W. Akerly