

UNITED STATES BANKRUPTCY COURT  
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. )

**FINAL APPLICATION OF CO-COUNSEL FOR DEBTORS FOR  
ALLOWANCES AND REIMBURSEMENT OF EXPENSES**

The application of Sommer Barnard PC (the “Firm”), co-counsel for ATA Holdings Corp., et al. (collectively, the “Debtors”) in the above-referenced cases herein, respectfully represents:

1. On October 26, 2004, the Debtors filed voluntary petitions under Chapter 11 of the Bankruptcy Code (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 of liquidation, and the remaining Debtors have liquidated their assets and ceased operations.

2. On or about December 10, 2004, the Court entered an order authorizing the employment of the Firm as co-counsel for the Debtors. Also on or about December 10, 2004, the Court entered its “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”).

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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 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.

3. The Firm hereby requests allowances for services rendered to the Debtors from January 1, 2006 through February 28, 2006. The services rendered by the Firm during this time period for which compensation is requested were as follows:

- a. Assisted the Debtors in negotiating and finalizing numerous resolutions to contested claims, including, but not limited to, General Electric and its affiliates, and Fleet Bank, NA;
- b. Assisted the Debtors in analyzing, responding to, objecting and negotiating numerous settlements of contested tax indemnity agreement claims arising from the 96/97 and 2000 EETC transactions;
- c. Assisted the Debtors in analyzing and responding to alleged administrative claims of Key Bank, AMR and US Bank;
- d. Assisted the Reorganized Debtors in the formulation, drafting and ultimate confirmation of their amended plan of reorganization;
- e. Assisted the Debtors in finalizing their purchase of the aircraft bearing U.S. Registration No. N194AT;
- f. Assisted the Debtors in negotiating and closing of letter of credit facility and purchase card agreement with National City Bank; and
- g. Performed the duties attendant to complex chapter 11 cases, including conferences with the official unsecured creditor committee, preparation and attendance of omnibus hearings, conferences with the Debtors, and conferences with creditors.

Detailed descriptions of the time each attorney and/or paralegal has expended in this matter are attached hereto, made a part hereof, and marked **Exhibit A**. Due to the voluminous nature of Exhibit A, copies of Exhibit A have been provided only to the United States Trustee, counsel for

the Official Unsecured Creditors' Committee and counsel for the Air Transportation Stabilization Board. Exhibit A is available at the website of the Debtors' noticing agent (www.bmccorp.net/ata) for printing and downloading. The Firm will provide a full copy to other parties-in-interest upon written request to the undersigned.

4. Members of the firm of the Firm actively involved with this matter, their hourly rates and the hours expended are as follows:

<u>Name and Title</u>	<u>Hours</u>	<u>Hourly Rates</u>	<u>Fees</u>
Jerald I. Ancel, Director	.40	440	176.00
Marlene Reich, Director	12.40	365	4,526.00
Michael P. O'Neil, Director	125.00	365	45,625.00
David H. Benz, Director	9.70	285	2,764.50
Jeffrey J. Graham, Director	125.50	235	31,842.50
Lonnie L. Johnson, Associate	43.50	220	9,570.00
David J. Bayt, Associate	.30	210	63.00
Celeste A. Brodrik, Paralegal	5.60	185	<u>1,036.00</u>
Totals			\$95,603.00

5. A reasonable value for services rendered by the Firm, as co-counsel for the Debtors in this proceeding, for compensation from January 1, 2006 through February 28, 2006, is the sum of Ninety-Five Thousand Six Hundred Three Dollars (\$95,603.00).

6. The Firm has expended on the Debtors' behalf from January 1, 2006 through February 28, 2006, the total sum of Four Hundred Twenty and 26/100 Dollars (\$420.26) representing costs. Detailed lists of these expenditures may also be found on **Exhibit A**.

7. On August 3, 2005, this Court entered its order allowing the Firm to receive compensation in this case in the amount of \$604,472.00<sup>3</sup> and be reimbursed for expenses in the sum of \$6,886.14 for the time period of inception of these cases through March 31, 2005.

8. On October 3, 2005, this Court entered its order allowing the Firm to receive compensation in this case in the amount of \$273,178.50<sup>4</sup> and be reimbursed for expenses in the sum of \$3,133.03 for the time period of April 1, 2005 through July 31, 2005.

9. On April 10, 2006, this Court entered its order allowing the Firm to receive compensation in this case in the amount of \$213,185.50 and be reimbursed for expenses in the sum of \$3,021.96 for the time period of August 1, 2005 through December 31, 2005.

10. The Firm had a retainer of \$283,000.00 at the inception of these case. The current balance of the retainer after Court-approved draws is \$58,264.53.

11. The Declaration of Michael P. O'Neil is attached hereto as **Exhibit B**.

WHEREFORE, the Firm respectfully requests that the Court enter an Order:

- A. Authorizing and allowing final compensation to the Firm for services rendered from January 1, 2006 through February 28, 2006 in the amount of Ninety-Five Thousand Six Hundred Three Dollars (\$95,603.00), of which 80%, or Seventy-Six Thousand Four Hundred Eighty-Two and 40/100 Dollars (\$76,482.40), has been paid;

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<sup>3</sup> Pursuant to the Holdback Agreement reached between the Firm and the United States Trustee's Office, the Firm agreed that it would not request immediate payment of ten percent (10%) of the fees initially requested and allowed by this Court in the Order approving the Firm's First Application for Interim Allowances and Reimbursement of Expenses, or \$60,447.20 (the "Holdback Amount"). The terms of the Holdback Agreement have expired as of confirmation of the Reorganizing Debtors' plan of reorganization, as amended, and on January 31, 2005, the Firm paid itself the Holdback Amount from its pre-petition retainer received from the Debtors.

<sup>4</sup> Pursuant to the Holdback Agreement reached between the Firm and the United States Trustee's Office, the Firm agreed that it would not request immediate payment of ten percent (10%) of the fees initially requested and allowed by this Court in the Order approving the Firm's First Application for Interim Allowances and Reimbursement of Expenses, or \$27,317.85 (the "Holdback Amount"). The terms of the Holdback Agreement have expired as of confirmation of the Reorganizing Debtors' plan of reorganization, as amended, and on January 31, 2005, the Firm paid itself the Holdback Amount from its pre-petition retainer received from the Debtors.

- B. Authorizing and allowing the interim payments made by Debtors to the Firm pursuant to the Billing and Payment Order;
- C. Authorizing and allowing the Firm final reimbursement of expenses incurred on Debtors' behalf from January 1, 2006 through February 28, 2006 in the amount of Four Hundred Twenty and 26/100 Dollars (\$420.26), all of which has been paid;
- D. Making final the interim fees awarded to the Firm in the amount of One Million Ninety Thousand Eight Hundred Thirty-Six Dollars (\$1,090,836.00);
- E. Authorizing the Firm to draw-down its retainer in satisfaction of the fees and expenses allowed and awarded as final herein;
- F. Authorizing and allowing the Firm to pay any balance due on the fees and expenses awarded pursuant to this application after application of interim payments and the remainder of the Firm's retainer; and
- G. Granting such other and further relief as the Court deems proper.

Dated: April 25, 2006

ATA HOLDINGS CORP., et al.,  
as debtors and reorganized debtors,

By: /s/ Michael P. O'Neil  
Michael P. O'Neil, One Of Their Counsel

Sommer Barnard PC  
One Indiana Square, Suite 3500  
Indianapolis, Indiana 46204  
Telephone: (317) 713-3500  
Facsimile: (317) 713-3699

**Distribution: Core Group, 2002 Service List, Appearance List**

351671

# SOMMER BARNARD

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FIN 35-1328336

February 13, 2006

Mr. Sean Frick, Chief Restructuring Officer  
ATA Airlines, Inc.  
7337 West Washington Street  
Indianapolis, IN 46231

Invoice# 82575 JIA  
Our file# 10965 00002  
Billing through 01/31/2006

00002 Re: Asset Disposition

FOR PROFESSIONAL SERVICES RENDERED

01/10/2006	JJG	Reviewed issue regarding completion of return conditions on GECAS 737 aircraft.	0.20 hrs	235 /hr	47.00
01/20/2006	JJG	Circulated ATA-GECC stipulation and exhibit to GECC attorneys for review.	0.20 hrs	235 /hr	47.00
01/24/2006	DJB	Translated lease from Spanish to English and analyzed same for assumption/rejection purposes.	0.30 hrs	210 /hr	63.00
Total Fees for this Matter					\$157.00

00003 Re: Business Operations

FOR PROFESSIONAL SERVICES RENDERED

01/03/2006	MPO	Participated in telephone conference with and e-mailed to T. Malik regarding N520.	0.40 hrs	365 /hr	146.00
01/03/2006	MPO	Reviewed and replied to S. Frick e-mail regarding engine maintenance contracts and related issues (.6); conducted research regarding same (.3).	0.90 hrs	365 /hr	328.50
01/04/2006	MPO	Prepared several additional memoranda to S. Frick regarding engine maintenance issues and followed-up regarding same.	1.60 hrs	365 /hr	584.00
01/04/2006	MPO	Conducted follow-up on N162 and N163.	0.70 hrs	365 /hr	255.50
01/05/2006	MPO	Prepared follow-up inquiries regarding ILFC issues.	0.70 hrs	365 /hr	255.50
01/09/2006	JJG	Worked on finalization of Fleet-ATA notes regarding N162AT and N163AT (.3); conferred with S. White regarding Fleet-ATA notes (.1).	0.40 hrs	235 /hr	94.00
01/09/2006	MPO	Prepared assignment memoranda regarding Fleet notes.	0.20 hrs	365 /hr	73.00
01/09/2006	MPO	Reviewed and replied to e-mail inquiries from client regarding GE issues, including return conditions and N194.	0.60 hrs	365 /hr	219.00









10965	00002	ATA Holdings Corp.	Invoice#	82575	Page	5
01/11/2006	MPO	Prepared memoranda regarding Citibank claim.	0.30 hrs	365 /hr	109.50	
01/11/2006	MPO	Corresponded with WTC counsel.	0.50 hrs	365 /hr	182.50	
01/11/2006	MPO	Participated in telephone conference with K. McClendon regarding 2000 EETC claims.	0.30 hrs	365 /hr	109.50	
01/12/2006	JJG	Worked on matters relating to non-TIA claims objections.	0.30 hrs	235 /hr	70.50	
01/12/2006	JJG	Corresponded with S. White regarding GE claims questions (.3); worked on TIA claims objections (1.5); had telephone conference with L. Beckerman and A. Ferrante regarding GE stipulation (.1).	1.90 hrs	235 /hr	446.50	
01/12/2006	MPO	Reviewed and replied to counsel inquiries regarding N522 claims.	0.90 hrs	365 /hr	328.50	
01/12/2006	MPO	Reviewed Rule 3018 stipulations and related items.	0.50 hrs	365 /hr	182.50	
01/12/2006	MPO	Reviewed and replied to inquiries regarding Betaco.	0.40 hrs	365 /hr	146.00	
01/13/2006	JJG	Worked on finalizing the TIA claim objections and filing of same.	4.80 hrs	235 /hr	1,128.00	
01/13/2006	JJG	Arranged for service of TIA claim objections (.3); worked on matters relating to non-TIA claims (.4).	0.70 hrs	235 /hr	164.50	
01/13/2006	MPO	Revised and finalized sixth and seventh claim objection.	0.60 hrs	365 /hr	219.00	
01/13/2006	MPO	Reviewed and replied to numerous e-mails and telephone calls from creditors regarding claim allowance, in response to global offer to settle.	0.90 hrs	365 /hr	328.50	
01/16/2006	JJG	Conferred with S. White and others regarding Betaco settlement.	0.20 hrs	235 /hr	47.00	
01/16/2006	MPO	Reviewed and replied to e-mail memoranda regarding claim allowance.	0.80 hrs	365 /hr	292.00	
01/16/2006	MPO	Reviewed and revised GE claims stipulation.	0.40 hrs	365 /hr	146.00	
01/17/2006	MPO	Reviewed and replied to e-mails regarding Key Bank claim.	0.50 hrs	365 /hr	182.50	
01/17/2006	MPO	Participated in telephone conference with T. Malik regarding AmSouth TIA claims (.6); reviewed and approved e-mail memoranda regarding same (.3).	0.90 hrs	365 /hr	328.50	
01/18/2006	JJG	Reviewed correspondence regarding claims.	0.40 hrs	235 /hr	94.00	
01/18/2006	MPO	Participated in telephone conference with J. Yeager regarding claims.	0.60 hrs	365 /hr	219.00	
01/19/2006	JJG	Worked on claims resolution.	2.50 hrs	235 /hr	587.50	
01/19/2006	JJG	Reviewed correspondence regarding claims.	0.40 hrs	235 /hr	94.00	
01/19/2006	MPO	Reviewed materials regarding National City.	0.50 hrs	365 /hr	182.50	
01/19/2006	MPO	Reviewed and revised claims stipulation.	0.40 hrs	365 /hr	146.00	
01/19/2006	MPO	Reviewed and revised reply to L. Beckerman's	0.40 hrs	365 /hr	146.00	

		e-mail regarding objections.				
01/19/2006	MPO	Participated in lengthy telephone conference with AmSouth counsel regarding claims (1.2); prepared follow-up e-mail memoranda regarding same (.4).	1.60 hrs	365 /hr		584.00
01/19/2006	LLJ	Johnson worked on 1996/97 EETC tax indemnification claim issues.	2.10 hrs	220 /hr		462.00
01/20/2006	JJG	Reviewed correspondence regarding claims (.6); conferred with Committee regarding claims status (.9).	1.50 hrs	235 /hr		352.50
01/20/2006	MPO	Reviewed Fleet and TransAmerica claims detail.	0.50 hrs	365 /hr		182.50
01/20/2006	MPO	Reviewed and replied to e-mail inquires regarding US Bank.	0.30 hrs	365 /hr		109.50
01/20/2006	MPO	Participated in telephone conference with M. Cobb regarding Key Bank	0.40 hrs	365 /hr		146.00
01/20/2006	MPO	Participated in several telephone conferences with J. Nelson regarding several claim issues, including Key and others.	0.90 hrs	365 /hr		328.50
01/20/2006	MPO	Reviewed and replied to various creditor inquiries.	0.80 hrs	365 /hr		292.00
01/20/2006	LLJ	Johnson worked on Bank of America TIA claims regarding 2000 EETC aircraft.	1.80 hrs	220 /hr		396.00
01/23/2006	JJG	Reviewed claim issues relating to aircraft and engines (2.8); worked on outstanding claim issues (3.1).	5.90 hrs	235 /hr		1,386.50
01/23/2006	MPO	Participated in telephone conference with T. Scherer regarding National City Bank.	0.40 hrs	365 /hr		146.00
01/24/2006	MPO	Participated in telephone conference with T. Scherer regarding N526 claims.	0.40 hrs	365 /hr		146.00
01/24/2006	MPO	Reviewed and replied to several e-mail inquiries regarding TIA claims.	0.70 hrs	365 /hr		255.50
01/24/2006	MPO	Corresponded with counsel regarding TIA claim settlement.	0.30 hrs	365 /hr		109.50
01/24/2006	MPO	Prepared summary of issues for N520 counsel.	0.60 hrs	365 /hr		219.00
01/24/2006	MPO	Reviewed new stipulation regarding National City Bank.	0.20 hrs	365 /hr		73.00
01/25/2006	JJG	Worked on claims objections.	0.80 hrs	235 /hr		188.00
01/25/2006	MPO	Met with T. Scherer, R. Blankenship and others regarding N526 claim.	1.40 hrs	365 /hr		511.00
01/26/2006	JJG	Left telephone message with J. Chen regarding GE TIA claims and update on stipulation progress.	0.10 hrs	235 /hr		23.50
01/27/2006	JJG	Worked on resolving outstanding claims.	5.30 hrs	235 /hr		1,245.50
01/27/2006	LLJ	Johnson worked on summary of TIA claim regarding N526TZ.	0.50 hrs	220 /hr		110.00
01/30/2006	JJG	Worked on claims issues and drafting stipulations resolving various claims objections.	3.20 hrs	235 /hr		752.00



Total Fees for this Matter

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\$328.50

00012 Re: Plan and Disclosure Statement

FOR PROFESSIONAL SERVICES RENDERED

01/04/2006	MPO	Participated in telephone conference with J. Carr regarding Plan and exhibits.	0.20 hrs	365 /hr	73.00
01/10/2006	JJG	Reviewed list of assumed contracts and corresponded with T. Hall regarding same.	0.20 hrs	235 /hr	47.00
01/10/2006	MPO	Conducted additional work on retained actions.	0.70 hrs	365 /hr	255.50
01/10/2006	MPO	Reviewed Schedule II to Chapter 11 Plan (.4); prepared response regarding additions to that Schedule (1.1); further due diligence regarding same (.8).	2.30 hrs	365 /hr	839.50
01/11/2006	MPO	Participated in telephone conference with M. Hughes regarding voting and prepared follow-up e-mail memoranda regarding same.	0.40 hrs	365 /hr	146.00
01/11/2006	LLJ	Johnson reviewed retained cause of action exhibit to Plan; commented on the same.	0.80 hrs	220 /hr	176.00
01/12/2006	JJG	Corresponded with J. Thomas regarding BCC claim voting (.4); had telephone conference with J. Chen regarding claim waiver provisions of plan (.2).	0.60 hrs	235 /hr	141.00
01/13/2006	MPO	Reviewed detailed memoranda from Key/Cadle and forwarded same to client to discuss response.	0.40 hrs	365 /hr	146.00
01/18/2006	MPO	Participated in telephone conference with J. Thompson regarding ATA plans and BCC concerns.	0.40 hrs	365 /hr	146.00
01/19/2006	MPO	Participated in conference call with Boeing representatives regarding all open issues.	0.70 hrs	365 /hr	255.50
01/19/2006	MPO	Reviewed and replied to Key Bank memoranda regarding engine leases.	0.60 hrs	365 /hr	219.00
01/20/2006	MPO	Prepared assignment memoranda for J. Graham and others regarding January 30 confirm hearing preparations.	0.40 hrs	365 /hr	146.00
01/20/2006	MPO	Conducted follow-up regarding ILFC issues.	0.70 hrs	365 /hr	255.50
01/20/2006	MPO	Reviewed Boeing proposed language for order.	0.30 hrs	365 /hr	109.50
01/23/2006	JJG	Worked on lease/contract assumption issues.	0.40 hrs	235 /hr	94.00
01/23/2006	MPO	Met with T. Hall regarding exhibits to Plan.	0.50 hrs	365 /hr	182.50
01/23/2006	MPO	Reviewed and replied to e-mail memoranda regarding Key Bank issues.	0.40 hrs	365 /hr	146.00
01/23/2006	MPO	Reviewed and replied to e-mail memoranda regarding National City issues.	0.30 hrs	365 /hr	109.50
01/23/2006	LLJ	Johnson attended to issues surrounding schedules	3.40 hrs	220 /hr	748.00





BILLING SUMMARY

TOTAL FEES	\$56,472.00
TOTAL OTHER CHARGES	\$186.54
TOTAL CHARGES FOR THIS BILL	\$56,658.54
TOTAL BALANCE NOW DUE	<u>\$56,658.54</u>
80% OF TOTAL FEES	\$45,177.60
100% OF TOTAL OTHER CHARGES (EXPENSES)	<u>\$186.54</u>
TOTAL DUE AND OWING	\$45,364.14



# SOMMER BARNARD

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FIN 35-1328336

March 9, 2006

Mr. Sean Frick, Chief Restructuring Officer  
ATA Airlines, Inc.  
7337 West Washington Street  
Indianapolis, IN 46231

Invoice#	83550	JIA
Our file#	10965	00001
Billing through		02/28/2006

00001 Re: Asset Analysis & Recovery

FOR PROFESSIONAL SERVICES RENDERED

02/20/2006	MR	Had telephone conference with T. Scherer regarding additional documents with National City on letter of credit facility and P-Card Agreement (.3); reviewed and commented on Reaffirmation of Security Agreement and Deposit Account Control Agreement (.5).	0.80 hrs	365 /hr	292.00
02/21/2006	JIA	Reviewed e-mail from Doug Yakola; sent e-mail to Rod Wycoff.	0.40 hrs	440 /hr	176.00
02/21/2006	MR	Reviewed and commented on P-Card Assumption Agreement and Amendment to Security Agreement (.8); reviewed T. Scherer transmittal regarding documents needed for closing (.2); sent transmittal to T. Scherer regarding draft note (.1).	1.10 hrs	365 /hr	401.50
Total Fees for this Matter					<hr/> \$869.50

00002 Re: Asset Disposition

FOR PROFESSIONAL SERVICES RENDERED

02/08/2006	JJG	Reviewed correspondence regarding ILFC rejection procedures.	0.80 hrs	235 /hr	188.00
02/08/2006	LLJ	Johnson reviewed materials regarding N331TZ, N332TZ and N333TZ; prepared lease termination certificates regarding the same.	2.20 hrs	220 /hr	484.00
02/14/2006	JJG	Reviewed issues regarding return of 2000 EETC (.6); had telephone conference with S. White regarding same (.2).	0.80 hrs	235 /hr	188.00
Total Fees for this Matter					<hr/> \$860.00

00003 Re: Business Operations

FOR PROFESSIONAL SERVICES RENDERED

02/01/2006	MPO	Participated in telephone conference with T. Toles regarding GE Engine Services.	0.50 hrs	365 /hr	182.50
02/02/2006	MPO	Participated in telephone conference with A. Gough regarding N520.	0.40 hrs	365 /hr	146.00
02/03/2006	MPO	Reviewed and replied to e-mails regarding engine and maintenance issues.	0.70 hrs	365 /hr	255.50
02/06/2006	MPO	Participated in telephone conference with M. Cobb; reviewed terms of GTA agreement.	0.60 hrs	365 /hr	219.00
02/06/2006	MPO	Conducted further review of GE GTA materials.	0.70 hrs	365 /hr	255.50
02/06/2006	MPO	Revised fleet plan.	0.70 hrs	365 /hr	255.50
02/07/2006	MPO	Reviewed GTA agreement.	0.50 hrs	365 /hr	182.50
02/07/2006	MPO	Prepared for conference call with GE regarding CFM engines (.4); participated in telephone conference with M. Cobb regarding same (.2); participated in telephone conference regarding same (.5).	1.10 hrs	365 /hr	401.50
02/07/2006	MPO	Due diligence regarding ILFC issues.	0.50 hrs	365 /hr	182.50
02/07/2006	LLJ	Johnson began reviewing materials relating to GE maintenance contract to be amended.	0.30 hrs	220 /hr	66.00
02/08/2006	JJG	Reviewed and forwarded L1011 notes to S. White.	0.90 hrs	235 /hr	211.50
02/08/2006	MPO	Participated in telephone conference with M. Cobb regarding engine maintenance issues (.4); participated in conference call regarding same (.6).	1.00 hrs	365 /hr	365.00
02/08/2006	MPO	Researched regarding ILFC aircraft.	0.50 hrs	365 /hr	182.50
02/08/2006	LLJ	Johnson continued to review GE maintenance contract materials.	1.30 hrs	220 /hr	286.00
02/09/2006	JJG	Corresponded with K. Olsen, S. Frick and S. White regarding Fleet/BoA notes for N162AT and N163AT.	0.30 hrs	235 /hr	70.50
02/09/2006	MPO	Reviewed GE GTA and conferred with L. Johnson regarding same (.6); participated in brief telephone conference with T. Toles regarding same (.3); participated in telephone conference with B. Hunt regarding same (.2); exchanged e-mail confirmations with T. Toles (.3).	1.40 hrs	365 /hr	511.00
02/09/2006	LLJ	Johnson completed review of GE CFM maintenance contract materials; participated in conference call with GE representative.	5.90 hrs	220 /hr	1,298.00
02/17/2006	MR	Had telephone conference with T. Scherer regarding letter of credit and National City credit agreement.	0.20 hrs	365 /hr	73.00

Total Fees for this Matter

\$5,144.00

00004 Re: Case Administration

FOR PROFESSIONAL SERVICES RENDERED

02/01/2006	MPO	Reviewed notices and other pleadings received recently.	0.70 hrs	365 /hr	255.50
02/03/2006	MPO	Reviewed numerous pleadings, notices and orders received recently.	0.70 hrs	365 /hr	255.50
02/07/2006	MPO	Reviewed and revised February 9 agenda.	0.60 hrs	365 /hr	219.00
02/15/2006	MPO	Participated in telephone conference with T. Scherer regarding claims and bar dates and Letter of Credit issues.	0.50 hrs	365 /hr	182.50
02/16/2006	MPO	Reviewed recent notices and filings and prepared assignment memoranda regarding same.	0.80 hrs	365 /hr	292.00
02/17/2006	MPO	Reviewed and replied to e-mails.	0.60 hrs	365 /hr	219.00
Total Fees for this Matter					\$1,423.50

00005 Re: Claims Admin. &amp; Objections

FOR PROFESSIONAL SERVICES RENDERED

02/01/2006	JJG	Worked on claim objections.	2.00 hrs	235 /hr	470.00
02/01/2006	MPO	Prepared several e-mail messages regarding claim issues.	0.60 hrs	365 /hr	219.00
02/01/2006	MPO	Reviewed all open claim issues and prepare assignment memoranda for J. Graham.	0.60 hrs	365 /hr	219.00
02/01/2006	MPO	Reviewed and replied to e-mails from creditor attorneys.	0.70 hrs	365 /hr	255.50
02/01/2006	MPO	Participated in telephone conference with E. Prezant regarding claims settlement.	0.60 hrs	365 /hr	219.00
02/02/2006	JJG	Worked on claims objections (.4); participated in claims objections teleconference with ATA and Ernst & Young (.6); had teleconference with J. Yeager and J. Nelson regarding administrative claims (.6).	1.60 hrs	235 /hr	376.00
02/02/2006	JJG	Had teleconference with Wilmington Trust regarding resolution of claims (.5); continued working on claims objection issues (1.5).	2.00 hrs	235 /hr	470.00
02/02/2006	MPO	Participated in conference call with Ernst & Young and ATA personnel regarding claims and reserves.	0.70 hrs	365 /hr	255.50
02/02/2006	MPO	Participated in conference call with J. Yeager and others regarding claims.	0.40 hrs	365 /hr	146.00
02/02/2006	MPO	Participated in conference call with WTC representatives regarding claims.	0.50 hrs	365 /hr	182.50

10965	00001	ATA Holdings Corp.	Invoice#	83550	Page	4
02/02/2006	MPO	Reviewed backup regarding WTC, GE and other large claims.	0.80 hrs	365 /hr	292.00	
02/02/2006	MPO	Reviewed and replied to numerous e-mail inquiries, particularly regarding claims and distributions.	0.90 hrs	365 /hr	328.50	
02/02/2006	MPO	Participated in telephone conference with E. Prezant regarding TIA claims.	0.50 hrs	365 /hr	182.50	
02/03/2006	JJG	Worked on claims issues.	1.80 hrs	235 /hr	423.00	
02/03/2006	JJG	Worked on claim objection issues.	2.30 hrs	235 /hr	540.50	
02/03/2006	MPO	Participated in telephone conference with ICX counsel regarding TIA claims.	0.30 hrs	365 /hr	109.50	
02/03/2006	MPO	Participated in brief telephone conference with J. Yaeger.	0.30 hrs	365 /hr	109.50	
02/03/2006	MPO	Conducted follow-up regarding N526 claims.	0.40 hrs	365 /hr	146.00	
02/03/2006	MPO	Reviewed and replied to e-mail memoranda regarding N520.	0.50 hrs	365 /hr	182.50	
02/03/2006	MPO	Reviewed and replied to e-mail memoranda regarding 2000 EETC TIA claims.	0.60 hrs	365 /hr	219.00	
02/03/2006	MPO	Reviewed and replied to e-mail memoranda regarding 96/97 EETC claims.	0.40 hrs	365 /hr	146.00	
02/03/2006	DHB	Benz responded to Provident request for MISF analysis.	0.50 hrs	285 /hr	142.50	
02/05/2006	JJG	Reviewed correspondence from S. White regarding Rolls Royce damage calculation.	0.10 hrs	235 /hr	23.50	
02/05/2006	JJG	Reviewed correspondence from BMC regarding WTC transfer of 96/97 EETC claims to Delaware Street.	0.10 hrs	235 /hr	23.50	
02/06/2006	JJG	Worked on claims issues.	4.40 hrs	235 /hr	1,034.00	
02/06/2006	MPO	Reviewed lease claim chart (.4); participated in telephone conference with J. Yaeger regarding same (.3).	0.70 hrs	365 /hr	255.50	
02/06/2006	MPO	Reviewed and revised TIA stipulations.	0.60 hrs	365 /hr	219.00	
02/07/2006	JJG	Worked on claim issues, specifically objections to Citibank and Rolls Royce claims.	5.00 hrs	235 /hr	1,175.00	
02/07/2006	MPO	Conducted follow-up on claim objections.	0.80 hrs	365 /hr	292.00	
02/07/2006	MPO	Participated in telephone conference with T. Scherer regarding Provident claims and forwarded to T. Scherer.	0.50 hrs	365 /hr	182.50	
02/07/2006	MPO	Due diligence regarding US Bank claims.	0.70 hrs	365 /hr	255.50	
02/07/2006	LLJ	Johnson reviewed Provident TIA claim regarding N526TZ.	0.30 hrs	220 /hr	66.00	
02/08/2006	JJG	Continued work on claim issues, including Rolls Royce objection.	2.80 hrs	235 /hr	658.00	
02/08/2006	MPO	Reviewed and replied to numerous e-mails	0.80 hrs	365 /hr	292.00	



10965	00001	ATA Holdings Corp.	Invoice#	83550	Page	6
02/16/2006	JJG	Worked on claim objection stipulations.	4.20 hrs	235 /hr	987.00	
02/16/2006	LLJ	Johnson worked on memo regarding TIA claim with respect to N526TZ.	1.40 hrs	220 /hr	308.00	
02/17/2006	MPO	Reviewed claims.	0.70 hrs	365 /hr	255.50	
02/17/2006	LLJ	Johnson continued work on memo regarding N526TZ TIA claim.	0.70 hrs	220 /hr	154.00	
02/18/2006	JJG	Reviewed comments to stipulations and drafted proposed orders regarding ICK and WTC 2000 EETC claim stipulations.	0.60 hrs	235 /hr	141.00	
02/19/2006	JJG	Continued finalizing ICK and WTC claim objection stipulations and orders.	0.80 hrs	235 /hr	188.00	
02/20/2006	JJG	Corresponded with C. Giaimo regarding WTC stipulation execution and filing (.3); reviewed correspondence regarding claims issues (.3); worked on resolving 96/97 EETC claims issues (.9).	1.50 hrs	235 /hr	352.50	
02/20/2006	JJG	Worked on finalizing various claim stipulations.	1.80 hrs	235 /hr	423.00	
02/21/2006	JJG	Worked on claim objection stipulations.	3.20 hrs	235 /hr	752.00	
02/21/2006	JJG	Worked on claim stipulations.	0.40 hrs	235 /hr	94.00	
02/21/2006	LLJ	Johnson worked on memo regarding ATA's response to N526AT TIA claim.	2.40 hrs	220 /hr	528.00	
02/22/2006	JJG	Had telephone conference with S. White regarding 2000 EETC claim resolution (.2); corresponded with creditors regarding finalization of claim resolution stipulations (.3).	0.50 hrs	235 /hr	117.50	
02/22/2006	LLJ	Johnson continued work on memorandum regarding N526AT TIA claim; analyzed data provided by Provident.	3.20 hrs	220 /hr	704.00	
02/22/2006	DHB	Benz reviewed Supertrump forms from Provident.	1.20 hrs	285 /hr	342.00	
02/23/2006	DHB	Benz reviewed response to Provident claim computation.	1.40 hrs	285 /hr	399.00	
02/24/2006	JJG	Conferred with S. White and accountants from Ernst & Young regarding claims issues (0.3); corresponded with S. White and C. Smith regarding claims issues (0.7).	1.00 hrs	235 /hr	235.00	
02/24/2006	DHB	Benz reviewed memo regarding Provident claim.	1.40 hrs	285 /hr	399.00	
02/27/2006	JJG	Conferred with BMC regarding WTC 2000 EETC and ICX stipulation.	0.20 hrs	235 /hr	47.00	
02/28/2006	JJG	Reviewed message from M. Hughes regarding Ambac comments to proposed ATA stipulation (.1); had telephone conference with M. Johnson at Jenner & Block regarding Delaware Street stipulation (.4); had telephone conference with BMC regarding assignment of claims regarding Delaware Street (.1).	0.60 hrs	235 /hr	141.00	

Total Fees for this Matter

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\$23,517.00

00007 Re: Fee/Employment Applications

FOR PROFESSIONAL SERVICES RENDERED

02/01/2006	JJG	Continued working on third interim fee application.	0.60 hrs	235 /hr	141.00
02/02/2006	MPO	Replied to e-mail inquiry regarding January fees and fee applications.	0.30 hrs	365 /hr	109.50
02/03/2006	MPO	Reviewed and replied to e-mails regarding January fees and final fee applications.	0.30 hrs	365 /hr	109.50
02/07/2006	CAB	Prepared order on third interim fee application.	0.50 hrs	185 /hr	92.50
02/08/2006	CAB	Revised prebill to comply with U. S. Trustee guidelines.	0.30 hrs	185 /hr	55.50
02/13/2006	MPO	Reviewed monthly billing reports and prepared assignment memoranda regarding same.	0.60 hrs	365 /hr	219.00

Total Fees for this Matter

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\$727.00

00009 Re: Financing

FOR PROFESSIONAL SERVICES RENDERED

02/16/2006	MPO	Followed up on new Letter of Credit facility.	0.40 hrs	365 /hr	146.00
02/16/2006	MR	Reviewed and commented on draft Amended and Restated Credit Agreement of National City Bank.	2.00 hrs	365 /hr	730.00
02/20/2006	JJG	Corresponded with W. Malone, S. White and B. Hunt regarding National City letter of credit facility (.2); worked on drafting documents relating to amended and restated credit agreement with National City regarding letter of credit facility (1.9).	2.10 hrs	235 /hr	493.50
02/20/2006	MR	Reviewed prior letter of credit facility documentation; followed up on items required for closing.	2.00 hrs	365 /hr	730.00
02/21/2006	JJG	Corresponded with W. Malone and B. Hunt regarding National City letter of credit facility (.4); revised certificates and resolutions regarding National City letter of credit facility (.3); corresponded with W. Malone and B. Hunt regarding commenting on letter of credit facility (.2).	0.90 hrs	235 /hr	211.50
02/22/2006	JJG	Scheduled meeting regarding National City letter of credit facility.	0.10 hrs	235 /hr	23.50
02/22/2006	JJG	Conferred with B. Hunt and W. Malone regarding National City letter of credit facility (1.2); worked	1.50 hrs	235 /hr	352.50





FOR PROFESSIONAL SERVICES RENDERED

02/08/2006	MPO	Followed up regarding Fleet Bank notes.	0.30 hrs	365 /hr	109.50
Total Fees for this Matter					\$109.50

00021 Re: Valuation

FOR OTHER CHARGES

02/17/2006	O'Neil- long distance phone	11.50
02/28/2006	Docket Research	5.04
02/28/2006	Docket Research	37.76
02/28/2006	Special Courier	24.00
02/28/2006	Copying Expense	91.90
02/28/2006	Computer-Aided Research	37.50
02/28/2006	Long Distance Telephone	0.20
02/28/2006	Overnight Courier Services	25.82
Total Other Charges for this Matter		\$233.72

TIMEKEEPER SUMMARY

Ancel, Jerald I.	0.40 hrs	440 /hr	176.00
Reich, Marlene	11.60 hrs	365 /hr	4,234.00
O'Neil, Michael P.	36.60 hrs	365 /hr	13,359.00
Benz, David H.	6.00 hrs	285 /hr	1,710.00
Graham, Jeffrey J.	62.40 hrs	235 /hr	14,664.00
Johnson, Lonnie L.	22.00 hrs	220 /hr	4,840.00
Brodnik, Celeste A.	0.80 hrs	185 /hr	148.00
Timekeeper Totals	139.80 hrs		\$39,131.00

BILLING SUMMARY

TOTAL FEES	\$39,131.00
TOTAL OTHER CHARGES	\$233.72
TOTAL CHARGES FOR THIS BILL	\$39,364.72
TOTAL BALANCE NOW DUE	\$39,364.72

80% OF TOTAL FEES	\$31,304.80
100% OF TOTAL OTHER CHARGES (EXPENSES)	<u>\$233.72</u>
TOTAL DUE AND OWING	\$31,538.52

