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 CO-COUNSEL FOR DEBTORS FOR <u>ALLOWANCES AND REIMBURSEMENT OF EXPENSES</u>

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 Debtors² 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").

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 C8Airlines, Inc., f/k/a Chicago Express Airlines, Inc. (04-19874).

² 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;
 - 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;
 - 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:

Name and Title	<u>Hours</u>	Hourly Rates	<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. Brodnik, Paralegal	5.60	185	1,036.00
	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 \$604,472.00³ 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 \$273,178.50⁴ 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;

³ 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.

⁴ 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

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Distribution: Core Group, 2002 Service List, Appearance List

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SOMMER BARNARD

February 13	, 2006
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Mr. Sean Frick, Chi ATA Airlines, Inc. 7337 West Washing Indianapolis, IN 46		Invoice# Our file# Billing through	82575 10965	JIA 00002 01/31/2006
00002 Re: Ass	set Disposition			
FOR PROFESSION	AL SERVICES RENDERED			
01/10/2006 JJG	Reviewed issue regarding completion of conditions on GECAS 737 aircraft.	return 0.20 hrs	235 /hr	47.00
01/20/2006 JJG	Circulated ATA-GECC stipulation and e GECC attorneys for review.	exhibit to 0.20 hrs	235 /hr	47.00
01/24/2006 DJB	Translated lease from Spanish to English analyzed same for assumption/rejection		210 /hr	63.00
	Total Fees for this Matter		_	\$157.00
00003 Re: Bu	siness Operations			
FOR PROFESSION	AL SERVICES RENDERED			
01/03/2006 MPO	Participated in telephone conference with e-mailed to T. Malik regarding N520.	n and 0.40 hrs	365 /hr	146.00
01/03/2006 MPO	Reviewed and replied to S. Frick e-mail engine maintenance contracts and related (.6); conducted research regarding same	dissues	365 /hr	328.50
01/04/2006 MPO	Prepared several additional memoranda regarding engine maintenance issues and followed-up regarding same.	to S. Frick 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 I issues.		365 /hr	255.50
01/09/2006 JJG	Worked on finalization of Fleet-ATA no regarding N162AT and N163AT (.3); co with S. White regarding Fleet-ATA note	nferred	235 /hr	94.00
01/09/2006 MPO	Prepared assignment memoranda regardinotes.		365 /hr	73.00
01/09/2006 MPO	Reviewed and replied to e-mail inquiries client regarding GE issues, including retronditions and N194.		365 /hr	219.00

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01/10/2006	JJG	Reviewed proposed purchase agreement N194AT and revised documents according		1.60 hrs	235	/hr	376.00
01/10/2006	MPO	Reviewed and replied to e-mails regarding returned aircraft.	.	0.50 hrs	365	/hr	182.50
01/10/2006	MPO	Reviewed N194 purchase details.		0.30 hrs	365	/hr	109.50
01/10/2006	MPO	Updated fleet plan spreadsheet and forward others.	ard to	0.30 hrs	365	/hr	109.50
01/12/2006	JJG	Worked on filings regarding purchase of	N194AT.	2.00 hrs	235	/hr	470.00
01/13/2006	JJG	Had telephone conference with D. Foster revised filings regarding N194AT per co		1.60 hrs	235	/hr	376.00
01/17/2006	JJG	Conferred with court regarding N194AT	filing.	0.30 hrs	235	/hr	70.50
01/17/2006	MPO	Due diligence regarding Key Bank.		0.40 hrs		/hr	146.00
01/18/2006	JJG	Conferred with court regarding motion for authority to file under seal.	or	0.10 hrs	235	/hr	23.50
01/19/2006	JJG	Drafted and e-filed motion for authority Exhibit A regarding N194AT purchase u (1.1); arranged for service of motion and granting same (.2).	nder seal	1.30 hrs	235	/hr	305.50
01/20/2006	MPO	Due diligence regarding spare engines.		0.60 hrs	365	/hr	219.00
01/25/2006	MPO	Participated in telephone conference with Bank.	n Key	0.60 hrs	365	/hr	219.00
01/25/2006	MPO	Prepared memoranda to client regarding engine maintenance.	spare	0.30 hrs	365	/hr	109.50
01/26/2006	MPO	Replied to inquiries regarding Boeing air	craft.	0.30 hrs	365	/hr	109.50
01/31/2006	MPO	Prepared final version of fleet plan sprea	dsheet.	0.90 hrs	365	/hr	328.50
		Total Fees for this Matter					\$5,110.00
00004	Re: Cas	ee Administration					
FOR PROFI	ESSION	AL SERVICES RENDERED					
01/03/2006	MPO	Reviewed docket and agenda to prepare omnibus hearing.	for today's	0.50 hrs	365	/hr	182.50
01/03/2006	MPO	Participated in telephonic omnibus hearing	ng.	0.60 hrs	365	/hr	219.00
01/03/2006	MPO	Reviewed other notices and motions recerecently.	eived	0.70 hrs	365	/hr	255.50
01/03/2006	MPO	Replied to L. Beckerman e-mail memora	nda.	0.30 hrs	365	/hr	109.50
01/05/2006	MPO	Reviewed various notices and pleadings recently.	received	0.60 hrs	365	/hr	219.00
01/10/2006	JJG	Corresponded with Committee regarding notes.	Fleet	0.20 hrs	235	/hr	47.00
01/10/2006	MPO	Reviewed and replied to e-mails regarding issues.	ng ILFC	0.60 hrs	365	/hr	219.00
01/12/2006	MPO	Reviewed various notices, pleadings and		0.80 hrs	365	/hr	292.00

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		correspondence received recently.					
01/16/2006	MPO	Reviewed notices and orders received re	cently	0.80 hrs	365	/hr	292.00
01/17/2006	JJG	Reviewed notices for January 13, 2006 f	-	0.20 hrs			47.00
01/19/2006	MPO	Prepared e-mail memoranda regarding B	•	0.40 hrs		/hr	146.00
01/20/2006		Reviewed and revised agenda for Januar	_	0.40 hrs			146.00
		hearing.	J				
01/20/2006	MPO	Participated in several telephone confere e-mails with T. Scherer.	ences and	0.80 hrs	365	/hr	292.00
01/23/2006	MPO	Met with J. Graham and L. Johnson rega	ırding	1.20 hrs	365	/hr	438.00
		follow-up on assignment memoranda an tasks and regarding Plan exhibit G and I diligence.					
01/23/2006	MPO	Reviewed file and prepared assignment memoranda.		0.70 hrs	365	/hr	255.50
01/23/2006	MPO	Participated in telephone conference wit Newman regarding claims and Plan.	hB.	0.40 hrs	365	/hr	146.00
01/23/2006	MPO	Prepared for Omnibus hearing (.4); attended to Omnibus hearing (.5).	ided	0.90 hrs	365	/hr	328.50
01/24/2006	MPO	Reviewed and replied to new issues regarded Bank (.3); conferred with Key counsel resame (.3); due diligence regarding same	egarding	0.90 hrs	365	/hr	328.50
01/24/2006	MPO	Conducted extensive review of multiple objections and other pleadings received:	notices,	0.90 hrs	365	/hr	328.50
01/24/2006	MPO	Participated in telephone conference wit Kleiman.	h D.	0.30 hrs	365	/hr	109.50
01/24/2006	MPO	Assisted analysis of ILFC issues.		0.80 hrs	365	/hr	292.00
01/24/2006	MPO	Reviewed and replied to numerous e-ma	ils.	0.60 hrs	365	/hr	219.00
01/25/2006	MPO	Reviewed numerous pleadings and order recently.	rs received	0.90 hrs	365	/hr	328.50
01/31/2006	MPO	Attended to numerous post-confirmation	issues.	1.60 hrs	365	/hr	584.00
		Total Fees for this Matter					\$5,824.50
00005	Re: Cla	ims Admin. & Objections					
FOR PROFI	<u>ESSION</u>	AL SERVICES RENDERED					
01/03/2006	JJG	Reviewed correspondence regarding clair responded to same.	ims and	0.70 hrs	235	/hr	164.50
01/03/2006	MPO	Reviewed and replied to e-mails regarding settlements.	ng claim	0.50 hrs	365	/hr	182.50
01/03/2006	MPO	Participated in several telephone confere WTC representatives.	ences with	0.60 hrs	365	/hr	219.00
01/03/2006	MPO	Conferred with J. Yeager regarding claim	ns.	0.20 hrs	365	/hr	73.00
01/03/2006	MPO	Reviewed and replied to e-mail inquiries	s regarding	0.70 hrs	365	/hr	255.50

10965	00002	ATA Holdings Corp.	Invoice#	82575	Pag	e 4	
		claim objections.					
01/03/2006	DHB	Benz drafted objection language regarding calculation of indemnification amount and description of leveraged lease/EETC structure.	d	0.70 hrs	285	/hr	199.50
01/04/2006	JJG	Reviewed correspondence regarding claim worked on claims objections (2.3).		2.70 hrs	235	/hr	634.50
01/04/2006	DHB	Benz drafted TIA claim language.		1.50 hrs	285	/hr	427.50
01/04/2006	DHB	Benz reviewed TIA.		1.50 hrs	285	/hr	427.50
01/05/2006	JJG	Reviewed issues regarding claims resolut	tion.	0.30 hrs	235	/hr	70.50
01/05/2006	MPO	Participated in telephone conference with Witten (.2); finalized order regarding W7 (.2); exchanged e-mail memoranda regard (.1).	C claims	0.50 hrs	365	/hr	182.50
01/05/2006	MPO	Revised exhibits regarding EETC TIA cl objections.	aim	0.40 hrs	365	/hr	146.00
01/06/2006	JJG	Uploaded supplemental order regarding Ambac rights participation claims (.2); hat telephone conference with Court regardin (.1); reviewed exhibits for new claims ob prepared by BMC (.3); worked on claims objections (.5).	ad ng same jections	1.10 hrs	235	/hr	258.50
01/06/2006	MPO	Reviewed tax indemnity agreements and prepare for conference call.	e-mails to	0.70 hrs	365	/hr	255.50
01/06/2006	MPO	Reviewed and revised materials regarding	g GE.	0.30 hrs	365	/hr	109.50
01/06/2006	MPO	Reviewed and replied to several client e- regarding particular claims and settlemen		0.50 hrs	365	/hr	182.50
01/06/2006	MPO	Participated in telephone conference call Witten and others (.6); participated in fol telephone conferences regarding WTC cl	low-up	1.10 hrs	365	/hr	401.50
01/09/2006	JJG	Worked on claims-related issues (1.8); co to work on tax indemnity claim objection		3.70 hrs	235	/hr	869.50
01/09/2006	MPO	Reviewed and revised Rule 3018 stipulat WTC.	ions for	0.50 hrs	365	/hr	182.50
01/09/2006	MPO	Reviewed and revised letter to all credito	rs.	0.40 hrs	365	/hr	146.00
01/09/2006	MPO	Participated in further telephone conference. D. Witten regarding WTC claims.	nce with	0.50 hrs	365	/hr	182.50
01/10/2006	JJG	Reviewed Betaco claims and objections to preparation for meeting with D. Motsingo		0.20 hrs	235	/hr	47.00
01/10/2006	JJG	Worked on claims objections.		2.50 hrs	235	/hr	587.50
01/10/2006	MPO	Conferred with J. Nelson regarding claim Boeing and affiliates (.6); prepared e-mai memoranda regarding same (.3).	il	0.90 hrs			328.50
01/11/2006	JJG	Worked on claims objection issues, inclu Betaco and WTC and TIA claims.	ding	4.80 hrs	235	/hr	1,128.00

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01/11/2006	MPO	Prepared memoranda regarding Citibar	nk claim.	0.30 hrs	365	/hr	109.50
01/11/2006	MPO	Corresponded with WTC counsel.				/hr	182.50
01/11/2006		Participated in telephone conference w McClendon regarding 2000 EETC clai		0.30 hrs			109.50
01/12/2006	JJG	Worked on matters relating to non-TIA objections.	claims	0.30 hrs	235	/hr	70.50
01/12/2006	IJG	Corresponded with S. White regarding questions (.3); worked on TIA claims (1.5); had telephone conference with L Beckerman and A. Ferrante regarding stipulation (.1).	bjections	1.90 hrs	235	/hr	446.50
01/12/2006	MPO	Reviewed and replied to counsel inquiregarding N522 claims.	ries	0.90 hrs	365	/hr	328.50
01/12/2006	MPO	Reviewed Rule 3018 stipulations and ritems.	elated	0.50 hrs	365	/hr	182.50
01/12/2006	MPO	Reviewed and replied to inquiries regarderaco.	rding	0.40 hrs	365	/hr	146.00
01/13/2006	JJG	Worked on finalizing the TIA claim of filing of same.	jections and	4.80 hrs	235	/hr	1,128.00
01/13/2006	JJG	Arranged for service of TIA claim objeworked on matters relating to non-TIA	, , ,	0.70 hrs	235	/hr	164.50
01/13/2006	MPO	Revised and finalized sixth and sevently objection.	n claim	0.60 hrs	365	/hr	219.00
01/13/2006	MPO	Reviewed and replied to numerous e-m telephone calls from creditors regardin allowance, in response to global offer t	g claim	0.90 hrs	365	/hr	328.50
01/16/2006	JJG	Conferred with S. White and others reg Betaco settlement.	garding	0.20 hrs	235	/hr	47.00
01/16/2006	MPO	Reviewed and replied to e-mail memor regarding claim allowance.	anda	0.80 hrs	365	/hr	292.00
01/16/2006	MPO	Reviewed and revised GE claims stipu	lation.	0.40 hrs	365	/hr	146.00
01/17/2006	MPO	Reviewed and replied to e-mails regard Bank claim.	ling Key	0.50 hrs	365	/hr	182.50
01/17/2006	MPO	Participated in telephone conference w regarding AmSouth TIA claims (.6); re approved e-mail memoranda regarding	eviewed and		365	/hr	328.50
01/18/2006	JJG	Reviewed correspondence regarding cl	aims.	0.40 hrs	235	/hr	94.00
01/18/2006	MPO	Participated in telephone conference w Yeager regarding claims.	ith J.	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 cl	aims.	0.40 hrs	235	/hr	94.00
01/19/2006	MPO	Reviewed materials regarding National	l City.	0.50 hrs	365	/hr	182.50
01/19/2006	MPO	Reviewed and revised claims stipulation	on.	0.40 hrs	365	/hr	146.00
01/19/2006	MPO	Reviewed and revised reply to L. Beck	erman's	0.40 hrs	365	/hr	146.00

10965	00002	ATA Holdings Corp.	Invoice#	82575	Pag	e 6	
		9 1 1 1 2					
01/10/2006	MDO	e-mail regarding objections.	man aa vyith	1.60 hm	265	/lo.e.	584.00
01/19/2006	MPO	Participated in lengthy telephone confe AmSouth counsel regarding claims (1.2 follow-up e-mail memoranda regarding	2); prepared	1.60 hrs	303	/nr	384.00
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 claconferred with Committee regardin	. , .	1.50 hrs	235	/hr	352.50
01/20/2006	MPO	Reviewed Fleet and TransAmerica clair	ms detail.	0.50 hrs	365	/hr	182.50
01/20/2006		Reviewed and replied to e-mail inquire US Bank.		0.30 hrs			109.50
01/20/2006	MPO	Participated in telephone conference wiregarding Key Bank	ith M. Cobb	0.40 hrs	365	/hr	146.00
01/20/2006	MPO	Participated in several telephone confer J. Nelson regarding several claim issue. Key and others.		0.90 hrs	365	/hr	328.50
01/20/2006	MPO	Reviewed and replied to various creditor	or inquiries.	0.80 hrs	365	/hr	292.00
01/20/2006	LLJ	Johnson worked on Bank of America T regarding 2000 EETC aircraft.	IA claims	1.80 hrs	220	/hr	396.00
01/23/2006	JJG	Reviewed claim issues relating to aircraengines (2.8); worked on outstanding c (3.1).		5.90 hrs	235	/hr	1,386.50
01/23/2006	MPO	Participated in telephone conference wi Scherer regarding National City Bank.	ith T.	0.40 hrs	365	/hr	146.00
01/24/2006	MPO	Participated in telephone conference wis Scherer regarding N526 claims.	ith T.	0.40 hrs	365	/hr	146.00
01/24/2006	MPO	Reviewed and replied to several e-mail regarding TIA claims.	inquiries	0.70 hrs	365	/hr	255.50
01/24/2006	MPO	Corresponded with counsel regarding T settlement.	TIA claim	0.30 hrs	365	/hr	109.50
01/24/2006	MPO	Prepared summary of issues for N520 c		0.60 hrs			219.00
01/24/2006	MPO	Reviewed new stipulation regarding Na Bank.	ational City	0.20 hrs	365	/hr	73.00
01/25/2006	JJG	Worked on claims objections.		0.80 hrs			188.00
01/25/2006	MPO	Met with T. Scherer, R. Blankenship ar regarding N526 claim.	nd others	1.40 hrs	365	/hr	511.00
01/26/2006	JJG	Left telephone message with J. Chen re TIA claims and update on stipulation pa	rogress.	0.10 hrs	235	/hr	23.50
01/27/2006	JJG	Worked on resolving outstanding claim		5.30 hrs			1,245.50
01/27/2006		Johnson worked on summary of TIA cl regarding N526TZ.	aim	0.50 hrs	220	/hr	110.00
01/30/2006	JJG	Worked on claims issues and drafting s resolving various claims objections.	tipulations	3.20 hrs	235	/hr	752.00

10965	00002	ATA Holdings Corp.	Invoice#	82575	Pag	ge 7	
01/30/2006	JJG	Corresponded with S. White regarding claim issues (.2); worked on issues of c subject to multiple claim objections (1.	claims	1.30 hrs	235	/hr	305.50
01/31/2006	JJG	Worked on claims objections and relate		3.90 hrs	235	/hr	916.50
01/31/2006	JJG	Worked on claim objections and related		0.90 hrs	235	/hr	211.50
01/31/2006	MPO	Reviewed claim summary and arranged regarding same.		0.70 hrs	365	/hr	255.50
01/31/2006	MPO	Due diligence regarding Saab returns a administrative claims.	nd asserted	0.90 hrs	365	/hr	328.50
01/31/2006	MPO	Followed up on Debis settlement.		0.30 hrs	365	/hr	109.50
01/31/2006	MR	Reviewed information related to AMR Bank claims.	and US	0.80 hrs	365	/hr	292.00
		Total Fees for this Matter					\$23,979.50
00007	Re: Fee	/Employment Applications					
		AL SERVICES RENDERED					
01/03/2006	MPO	Replied to client inquiries regarding De 2005 overall fees.	ecember and	1 0.40 hrs	365	/hr	146.00
01/06/2006	MPO	Reviewed and replied to client e-mails year end and bankruptcy case fees and	-	0.60 hrs	365	/hr	219.00
01/10/2006	CAB	Revised billing statement to comply wi Trustee guidelines.	ith U. S.	0.50 hrs	185	/hr	92.50
01/26/2006	CAB	Worked on third interim fee application	n.	1.00 hrs	185	/hr	185.00
01/27/2006	JJG	Began drafting third interim fee applica	ation.	0.70 hrs	235	/hr	164.50
01/30/2006	JJG	Assisted in drafting third interim fee ap	plication.	1.10 hrs	235	/hr	258.50
01/30/2006	MPO	Worked on fee application issues.		0.60 hrs	365	/hr	219.00
01/31/2006	CAB	Prepared third interim fee application.		3.00 hrs	185	/hr	555.00
01/31/2006	JJG	Continued working on third interim fee application.	2	0.20 hrs	235	/hr	47.00
01/31/2006	MPO	Reviewed orders on fee applications an assignment memoranda regarding same		0.30 hrs	365	/hr	109.50
		Total Fees for this Matter					\$1,996.00
00009	Re: Fin	ancing					
FOR PROFI	ESSION	AL SERVICES RENDERED					
01/10/2006		Participated in telephone conference we Scherer regarding National City Letter facility.		0.40 hrs	365	/hr	146.00
01/19/2006	MPO	Participated in telephone conference we Malone and T. Scherer regarding National.		0.50 hrs	365	/hr	182.50

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		Total Fees for this Matter				\$328.50
00012	Re: Pla	n and Disclosure Statement				
FOR PROFI	ESSION	AL 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	IJG	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

10965	00002	ATA Holdings Corp. Inv	oice#	82575	Pag	e 9	
		to plan of reorganization.					
01/24/2006	JJG	Continued review of contracts to be assume under plan.	d	6.10 hrs	235	/hr	1,433.50
01/24/2006	MPO	Reviewed and revised new plan exhibits.		1.10 hrs	365	/hr	401.50
01/24/2006	MPO	Worked on Plan confirmation issues.		1.30 hrs	365	/hr	474.50
01/24/2006	LLJ	Johnson worked on exhibits to reorganization reviewed plan materials.	on plan;	4.20 hrs	220	/hr	924.00
01/25/2006	CAB	Reviewed and translated Mexico City contra	act.	0.30 hrs	185	/hr	55.50
01/25/2006	JJG	Continued review of leases to be assumed u plan.	nder	4.20 hrs	235	/hr	987.00
01/25/2006	MPO	Conferred with J. Carr regarding administra claims.	tive	0.30 hrs	365	/hr	109.50
01/25/2006		Due diligence regarding administrative claim		1.10 hrs			401.50
01/25/2006	LLJ	Johnson worked on exhibits to reorganization	-			/hr	748.00
01/26/2006	JJG	Corresponded with T. Hall regarding assum contract exhibit issues.	ed	0.20 hrs	235	/hr	47.00
01/26/2006	MPO	Reviewed and revised administrative expensions worksheets.	se	0.60 hrs	365	/hr	219.00
01/26/2006	MPO	Due diligence and conferred with TIA claim attorneys regarding convenience class.	1	0.70 hrs	365	/hr	255.50
01/26/2006	MPO	Replied to creditor counsel regarding confir order.	rm	0.40 hrs	365	/hr	146.00
01/26/2006	MPO	Reviewed and replied to e-mails regarding I	Plan.	0.50 hrs	365	/hr	182.50
01/26/2006	MPO	Participated in several telephone conference client and Baker & Daniels regarding Plan confirmation preparations.	es with	0.90 hrs	365	/hr	328.50
01/26/2006	MPO	Participated in telephone conference call wi multiple parties regarding finalizing exhibit Plan.		1.20 hrs	365	/hr	438.00
01/26/2006	LLJ	Johnson continued review of exhibits to reorganization plan.		2.60 hrs	220	/hr	572.00
01/27/2006	MPO	Spent much of the day working through Pla exhibits and claim issues, including: assistir exhibits G and H; reviewed and revised administrative expenses report; reviewed Cl other contracts; participated in telephone conference with T. Scherer and reviewed let from Scherer; replied to BCC regarding con order; reviewed and revised memoranda regaircraft lease rejection; conferred with clien regarding National City issues; replied to Bi regarding TIA claims; conferred with ICX counsel; reviewed and replied to Key Bank memoranda to client regarding CFM; follow regarding N526 claims.	ng with FM and tter ofirm garding t MC issues;	10.10 hrs	365	/hr	3,686.50

10965	00002	ATA Holdings Corp.	Invoice#	825	75	Pag	ge 1	0
01/27/2006	LLJ	Johnson continued review of exhibits to reorganization.	plan of	2.	70 hrs	220	/hr	594.00
01/30/2006	JJG	Prepared materials for confirmation hea	ring.	1.	20 hrs	235	/hr	282.00
01/30/2006	MPO	Extensive work on preparations for, and participation in, Plan confirmation hear including: prepared outline for cross-ex of C. Clever; reviewed C. Clever affida reviewed all documents pertaining to K objection; reviewed draft confirmation prepared comments; assisted in prosecu confirmation hearing; reviewed numerous last-minute filings in conjunction with I confirmation.	6.	30 hrs	365	/hr	2,299.50	
01/31/2006	MPO	Carefully reviewed confirmation order entry.	before	0.	70 hrs	365	/hr	255.50
		Total Fees for this Matter						\$19,076.50
00021	Re: Val	uation						
FOR OTHE	R CHAI	<u>RGES</u>						
01/24/2006		Genesys Conferencing- conference cal	ls					46.80
01/31/2006		Docket Research						8.16
01/31/2006		Docket Research						2.40
01/31/2006		Special Courier						16.00
01/31/2006		Copying Expense						40.20
01/31/2006		Computer-Aided Research						38.08
01/31/2006		Long Distance Telephone						9.20
01/31/2006		Overnight Courier Services						25.70
		Total Other Charges for this Matter				-		\$186.54
TIMEKEEP	ER SUN	<u>MMARY</u>						
		Reich, Marlene	(0.80	hrs	365	/hr	292.00
		O'Neil, Michael P.		3.40	hrs	365	/hr	32,266.00
		Benz, David H.			hrs	285	/hr	1,054.50
		Graham, Jeffrey J.		3.10	hrs	235	/hr	17,178.50
		Bayt, David J.		0.30		210	/hr	63.00
		Johnson, Lonnie L.			hrs	220	/hr	4,730.00
		Brodnik, Celeste A.	4	4.80	hrs	185	/hr	888.00
		Timekeeper Totals	19	2.60	hrs			\$56,472.00

BILLING SUMMARY

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

March 9, 2006

Mr. Sean Frick, Chief Restructuring Officer ATA Airlines, Inc. 7337 West Washington Street Indianapolis, IN 46231		Invoice# Our file# Billing through	83550 10965	JIA 00001 02/28/2006
00001 Re: Ass	set Analysis & Recovery			
FOR PROFESSION	AL SERVICES RENDERED			
02/20/2006 MR	Had telephone conference with T. Schere regarding additional documents with Nat on letter of credit facility and P-Card Agr (.3); reviewed and commented on Reaffir Security Agreement and Deposit Account Agreement (.5).	ional City reement rmation of	365 /hr	292.00
02/21/2006 JIA	Reviewed e-mail from Doug Yakola; sen to Rod Wycoff.	t e-mail 0.40 hrs	440 /hr	176.00
02/21/2006 MR	Reviewed and commented on P-Card Ass Agreement and Amendment to Security Agreement (.8); reviewed T. Scherer tran- regarding documents needed for closing of transmittal to T. Scherer regarding draft re	asmittal (.2); sent	365 /hr	401.50
	Total Fees for this Matter			\$869.50
00002 Re: Ass	set Disposition			
FOR PROFESSION	AL SERVICES RENDERED			
02/08/2006 JJG	Reviewed correspondence regarding ILF rejection procedures.	C 0.80 hrs	235 /hr	188.00
02/08/2006 LLJ	Johnson reviewed materials regarding N3 N332TZ and N333TZ; prepared lease ter certificates regarding the same.		220 /hr	484.00
02/14/2006 JJG	Reviewed issues regarding return of 2000 (.6); had telephone conference with S. W regarding same (.2).		235 /hr	188.00
	Total Fees for this Matter			\$860.00

00003 Re: Business Operations

10965	00001	ATA Holdings Corp.	Invoice#	83550	Pag	e 2	
FOR PROFI	ESSION	AL SERVICES RENDERED					
02/01/2006		Participated in telephone conference w regarding GE Engine Services.	rith T. Toles	0.50 hrs	365	/hr	182.50
02/02/2006	MPO	Participated in telephone conference w Gough regarding N520.	rith A.	0.40 hrs	365	/hr	146.00
02/03/2006	MPO	Reviewed and replied to e-mails regard and maintenance issues.	ding engine	0.70 hrs	365	/hr	255.50
02/06/2006	MPO	Participated in telephone conference w Cobb; reviewed terms of GTA agreem		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 r CFM engines (.4); participated in telep conference with M. Cobb regarding sa participated in telephone conference resame (.5).	whone me (.2);	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 rel maintenance contract to be amended.	ating to GE	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 we regarding engine maintenance issues (a participated in conference call regarding	4);		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 mains contract materials.	tenance	1.30 hrs	220	/hr	286.00
02/09/2006	JJG	Corresponded with K. Olsen, S. Frick White regarding Fleet/BoA notes for N N163AT.		0.30 hrs	235	/hr	70.50
02/09/2006	MPO	Reviewed GE GTA and conferred with regarding same (.6); participated in bri conference with T. Toles regarding same participated in telephone conference w regarding same (.2); exchanged e-mail confirmations with T. Toles (.3).	ef telephone ne (.3); ith B. Hunt		365	/hr	511.00
02/09/2006	LLJ	Johnson completed review of GE CFM maintenance contract materials; particic conference call with GE representative	pated in	5.90 hrs	220	/hr	1,298.00
02/17/2006	MR	Had telephone conference with T. Scheregarding letter of credit and National agreement.		0.20 hrs	365	/hr	73.00
		Total Fees for this Matter					\$5,144.00

00004	Re: Cas	se Administration				
FOR PROFE	ESSION	AL SERVICES RENDERED				
02/01/2006		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
		ims Admin. & Objections				
		AL SERVICES RENDERED			_	
	JJG	Worked on claim objections.	2.00 hrs			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	IJG	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	Pag	ge 4	
02/02/2006	MPO	Reviewed backup regarding WTC, GE large claims.	and other	0.80 hrs	365	/hr	292.00
02/02/2006	MPO	Reviewed and replied to numerous e-mainquiries, particularly regarding claims distributions.		0.90 hrs	365	/hr	328.50
02/02/2006	MPO	Participated in telephone conference wi Prezant regarding TIA claims.	th E.	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 wi counsel regarding TIA claims.	th ICX	0.30 hrs	365	/hr	109.50
02/03/2006	MPO	Participated in brief telephone conferen Yaeger.	ce with J.	0.30 hrs	365	/hr	109.50
02/03/2006	MPO	Conducted follow-up regarding N526 c	laims.	0.40 hrs	365	/hr	146.00
02/03/2006	MPO	Reviewed and replied to e-mail memora regarding N520.	anda	0.50 hrs			182.50
02/03/2006	MPO	Reviewed and replied to e-mail memora regarding 2000 EETC TIA claims.	anda	0.60 hrs	365	/hr	219.00
02/03/2006	MPO	Reviewed and replied to e-mail memora regarding 96/97 EETC claims.	anda	0.40 hrs	365	/hr	146.00
02/03/2006	DHB	Benz responded to Provident request fo analysis.	r MISF	0.50 hrs	285	/hr	142.50
02/05/2006	JJG	Reviewed correspondence from S. Whit regarding Rolls Royce damage calculate		0.10 hrs	235	/hr	23.50
02/05/2006	JJG	Reviewed correspondence from BMC r WTC transfer of 96/97 EETC claims to 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); participatelephone conference with J. Yaeger regisame (.3).	-	0.70 hrs	365	/hr	255.50
02/06/2006	MPO	Reviewed and revised TIA stipulations.		0.60 hrs			219.00
02/07/2006	JJG	Worked on claim issues, specifically ob Citibank and Rolls Royce claims.	jections to	5.00 hrs	235	/hr	1,175.00
02/07/2006	MPO	Conducted follow-up on claim objection		0.80 hrs			292.00
02/07/2006	MPO	Participated in telephone conference wi Scherer regarding Provident claims and to T. Scherer.		0.50 hrs	365	/hr	182.50
02/07/2006	MPO	Due diligence regarding US Bank claim	ıs.	0.70 hrs	365	/hr	255.50
02/07/2006	LLJ	Johnson reviewed Provident TIA claim N526TZ.	regarding	0.30 hrs	220	/hr	66.00
02/08/2006	JJG	Continued work on claim issues, includ Royce objection.	ing Rolls	2.80 hrs	235	/hr	658.00
02/08/2006	MPO	Reviewed and replied to numerous e-ma	ails	0.80 hrs	365	/hr	292.00

10965	00001	ATA Holdings Corp.	Invoice#	83550	Page	5	
		regarding claim objections and February	9 hearing				
02/09/2006	JJG	Prepared for and attended hearing regards of claims objections.	_	2.10 hrs	235 /	'hr	493.50
02/09/2006	MPO	Arranged conference call regarding Provi N526 claims.	ident	0.20 hrs	365 /	'hr	73.00
02/10/2006	JJG	Worked on claim issues.		3.20 hrs	235 /	hr'	752.00
02/10/2006	MPO	Reviewed and revised several stipulations pertaining to claim settlements.	s	1.10 hrs	365 /	'hr	401.50
02/10/2006	MPO	Due diligence regarding Provident N526 related issues (.5); participated in confere with T. Scherer, R. Blankenship and othe regarding same (.8).	ence call	1.30 hrs	365 /	'hr	474.50
02/10/2006	LLJ	Johnson worked on TIA claim regarding participated in conference call regarding		4.30 hrs	220 /	'hr	946.00
02/10/2006	DHB	Benz consulted with opposing counsel an consultants for Provident regarding TIA of		1.50 hrs	285 /	'hr	427.50
02/12/2006	MPO	Reviewed and revised several claim object	ctions.	0.80 hrs	365 /	hr'	292.00
02/12/2006	MPO	Reviewed new detailed spreadsheet regar claims and prepared notes regarding same	_	0.90 hrs	365 /	'hr	328.50
02/13/2006	IJG	Drafted order approving stipulation betwee debtors and National City regarding claim 1106 (.5); circulated and filed same (.3); on claims issues regarding Citibank and F. Royce (.7); worked on outstanding claim (.5).	n number worked Rolls	2.00 hrs	235 /	/hr	470.00
02/13/2006	MPO	Finalized and resolved several claim obje	ections.	0.70 hrs	365 /	hr'	255.50
02/13/2006	MPO	Reviewed and replied to Debi's e-mail reg N522.	garding	0.30 hrs	365 /	'hr	109.50
02/14/2006	JJG	Worked on claim objections to Rolls Roy Citibank (.7); worked on other claim issue		1.60 hrs	235 /	'hr	376.00
02/14/2006	JJG	Drafted stipulation with Ambac resolving EETC claim objections.	g 2000	0.50 hrs	235 /	'hr	117.50
02/14/2006		Reviewed and revised additional claim of	bjections.	0.80 hrs			292.00
02/14/2006	MPO	Reviewed claims spreadsheet and prepare conference call (.6); participated in confe (.7).		1.30 hrs	365 /	'hr	474.50
02/14/2006	MPO	Reviewed report from Provident and forw other parties.	warded to	0.50 hrs	365 /	'hr	182.50
02/15/2006	IJG	Had telephone conference with T. Hall ar Nelson regarding estimated claim numbe flight simulators and Rolls-Royce contract rejection (.2); worked on claim stipulation	rs for et	0.50 hrs	235 /	'hr	117.50
02/15/2006	MPO	Prepared memoranda to TIA claimants re resolution.	egarding	0.70 hrs	365 /	'hr	255.50

 $One\ Indiana\ Square\ -\ Suite\ 3500\ -\ Indiana\ polis,\ Indiana\ 46204-2023\ -\ Telephone\ 317/713-3500\ -\ Fax\ 317/713-3699$

10965	00001	ATA Holdings Corp.	Invoice#	83550	Pag	e 6	
02/16/2006	JJG	Worked on claim objection stipulations		4.20 hrs	235	/hr	987.00
02/16/2006		Johnson worked on memo regarding TI with respect to N526TZ.		1.40 hrs			308.00
02/17/2006	MPO	Reviewed claims.		0.70 hrs	365	/hr	255.50
02/17/2006	LLJ	Johnson continued work on memo rega N526TZ TIA claim.	rding	0.70 hrs	220	/hr	154.00
02/18/2006	JJG	Reviewed comments to stipulations and proposed orders regarding ICK and WT EETC claim stipulations.		0.60 hrs	235	/hr	141.00
02/19/2006	JJG	Continued finalizing ICK and WTC cla objection stipulations and orders.	im	0.80 hrs	235	/hr	188.00
02/20/2006	IJG	Corresponded with C. Giaimo regarding stipulation execution and filing (.3); revocrespondence regarding claims issues worked on resolving 96/97 EETC claim (.9).	viewed (.3);	1.50 hrs	235	/hr	352.50
02/20/2006	JJG	Worked on finalizing various claim stip	oulations.	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 A' response to N526AT TIA claim.	ΓA's	2.40 hrs	220	/hr	528.00
02/22/2006	JJG	Had telephone conference with S. Whit 2000 EETC claim resolution (.2); corre with creditors regarding finalization of resolution stipulations (.3).	sponded	0.50 hrs	235	/hr	117.50
02/22/2006	LLJ	Johnson continued work on memoranduregarding N526AT TIA claim; analyzed 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 cl computation.	aim	1.40 hrs	285	/hr	399.00
02/24/2006	IJG	Conferred with S. White and accountant Ernst & Young regarding claims issues corresponded with S. White and C. Smiregarding claims issues (0.7).	(0.3);	1.00 hrs	235	/hr	235.00
02/24/2006	DHB	Benz reviewed memo regarding Providence	ent claim.	1.40 hrs	285	/hr	399.00
02/27/2006	JJG	Conferred with BMC regarding WTC 2 and ICX stipulation.	000 EETC	0.20 hrs	235	/hr	47.00
02/28/2006	IJG	Reviewed message from M. Hughes reg Ambac comments to proposed ATA sti (.1); had telephone conference with M. Jenner & Block regarding Delaware Str stipulation (.4); had telephone conferen BMC regarding assignment of claims red Delaware Street (.1).	pulation Johnson at reet ce with	0.60 hrs	235	/hr	141.00

		Total Fees for this Matter				\$23,517.00
00007	Re: Fee	/Employment Applications				
FOR PROFI	ESSION	AL SERVICES RENDERED				
02/01/2006		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				\$727.00
00009	Re: Fin	ancing				
EOB DBOE	NOISSE	AL SERVICES RENDERED				
02/16/2006		Followed up on new Letter of Credit facility.	0.40 hrs	365	/hr	146.00
02/16/2006		Reviewed and commented on draft Amended and	2.00 hrs			730.00
02/10/2000	1,111	Restated Credit Agreement of National City Bank.	2.00 1110	000	,	, 5 0.00
02/20/2006	IJG	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	IJG	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

10965	00001	ATA Holdings Corp.	Invoice#	83550	Page	e 8	
02/22/2006	MR	on issues relating to National City letter facility (.3). Had telephone conference with T. Sche regarding effective date of plan (.1); reversition to Pacific motion.	rer viewed	1.40 hrs	365	/hr	511.00
		revision to Reaffirmation Agreement ar transmitted to client (.2); reviewed and to W. Malone regarding Security Agree had telephone conference with W. Malo Hunt to review comments on document	responded ement (.3); one and B. ss (.8).				
02/22/2006	MR	Had telephone conference with T. Sche regarding articles (.2); reviewed revised documents and transmitted to client (.2) and transmitted markups of documents Scherer (.8).	l bank); prepared	1.20 hrs	365	/hr	438.00
02/23/2006	JJG	Worked on issues relating to National C credit facility.	City letter of	f 2.50 hrs	235	/hr	587.50
02/23/2006	MR	Reviewed and commented on draft cert National City and draft schedule.	ificates for	0.40 hrs	365	/hr	146.00
02/24/2006	IJG	Conferred with T. Scherer regarding co National City letter of credit facility (0. telephone conference with W. Malone is same (0.3); corresponded with B. Hunt guaranties and incumbency certificate (worked on issues relating to National C credit facility (1.9).	5); regarding regarding 0.2);	2.90 hrs	235	/hr	681.50
02/24/2006	JJG	Worked on issues relating to National C credit facility.	City letter of	f 0.30 hrs	235	/hr	70.50
02/24/2006	MR	Reich had phone conference with T. Sc regarding comments on credit agreement closing; had phone conference with W. regarding same; reviewed transmittal as opinion; worked on legal opinion for N and Huntington Bank; reviewed revision documents and legal opinion.	nt and Malone s to legal ational City	2.00 hrs	365	/hr	730.00
02/27/2006	JJG	Worked on finalizing all documents for City letter of credit facility in preparation 2/28/06 closing.		1.90 hrs	235	/hr	446.50
02/27/2006	MR	Prepared documents for closing on letter facility (.3); had telephone conference of Mosby regarding closing and delivery of documents (.2).	with W.	0.50 hrs	365	/hr	182.50
		Total Fees for this Matter					\$6,480.50

00012 Re: Plan and Disclosure Statement

10965	00001	ATA Holdings Corp.	Invoice#	835	50	Pag	ge 9	
EOD DDOE	ECCION	AL CEDVICES DENDEDED						
02/08/2006		AL SERVICES RENDERED Followed up regarding Fleet Bank notes	3.	0.	30 hrs	365	/hr	109.50
		Total Fees for this Matter						\$109.50
		Total Tees for this Matter						Ψ107.50
00021	Re: Val	uation						
FOR OTHE								
02/17/2006	<u> </u>	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
TIMEKEEP	ER SUN							
		Ancel, Jerald I.			hrs	440	/hr	176.00
		Reich, Marlene		1.60	hrs	365	/hr	4,234.00
		O'Neil, Michael P.			hrs	365	/hr	13,359.00
		Benz, David H.		5.00	hrs	285	/hr	1,710.00
		Graham, Jeffrey J.		2.40	hrs	235220	/hr /hr	14,664.00
		Johnson, Lonnie L. Brodnik, Celeste A.			hrs hrs	185	/III /hr	4,840.00 148.00
				9.80		105	7111	
		Timekeeper Totals	13	9.80	IIIS			\$39,131.00
DILLING C	T TN 41N 41 A 1	n.v.						
BILLING S	UMMA	<u>XI</u>						
TOTAL FE	ES							\$39,131.00
TOTAL OT	HER CH	IARGES						\$233.72
TOTAL CH	ARGES	FOR THIS BILL						\$39,364.72
TOTAL BA	LANCE	NOW DUE						\$39,364.72

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

DECLARATION

Michael P. O'Neil, under penalty of perjury, pursuant to 28 U.S.C. § 1746, states as follows:

- 1. I have read the foregoing "Final Application Of Co-Counsel For Debtors For Allowances And Reimbursement Of Expenses" and the facts and circumstances therein are true and correct according to the best of my knowledge, information and belief.
- 2. There is no agreement for the division of any compensation granted herein between myself and anyone else, except as between members of Sommer Barnard PC.

Dated: April 25, 2006	/s/ Michael P. O'Neil
±	Co-counsel for the Debtors

EXHIBIT B