

BAKER & DANIELS
300 NORTH MERIDIAN STREET, SUITE 2700
INDIANAPOLIS, INDIANA 46204-1782
(317) 237-0300

January 21, 2005
Invoice Number 1212085

0002184 ATA Airlines, Inc.

ATA Airlines, Inc.
c/o Brian Hunt
P.O.Box 51609
Indianapolis, IN 46231

Mail Remittance To:
Baker & Daniels
P.O. Box 664091
Indianapolis, Indiana 46266

FED. I.D. #35-0837902

For all professional services rendered and disbursements incurred on your behalf through
December 31, 2004 and not reflected on a prior bill:

0005146 Restructuring

Total Services.....\$ 349,553.00

Total Disbursements.....\$ 30,325.92

Total This Matter.....\$ 379,878.92

Total This Invoice.....\$ 379,878.92

A late fee of 1% per month will be charged on amounts not paid within 30 days from the first day of the month following the date of the invoice.

BAKER & DANIELS
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As Of December 31, 2004
Invoice Number 1212085

0002184 ATA Airlines, Inc.
0005146 Restructuring

ATA Airlines, Inc.
c/o Brian Hunt
P.O.Box 51609
Indianapolis, IN 46231

Mail Remittance To:
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FED. I.D. #35-0837902

Date	Services	Atty	Code	Hours	Value
Task	ASSET ANALYSIS AND RECOVERY				
12/30/04	Review ATSB Section 1110 asset lien report provided by Committee regarding engine which Committee believes ATSB not perfected on is not part of ATSB collateral (.2)	SAC	B001	0.20	78.00
Total	For ASSET ANALYSIS AND RECOVERY		B001	0.20	78.00
Task	ASSET DISPOSITION				
12/01/04	Attention to actions on notices of default (.2)	TEH	B002	0.20	37.00
12/01/04	Attention to scheduling pre-meeting with Creditors' Committee and ATSB on sale issues and lease restructuring issues (.2)	SAC	B002	0.20	78.00
12/01/04	Review open issues related to Air Tran transaction (.2)	SAC	B002	0.20	78.00
12/01/04	Attention to Wilmington Trust default notices to owner trustee on three separate EETC leases (.2)	SAC	B002	0.20	78.00
12/01/04	Attention to NaTel submission and determine position of Debtors respecting NaTel request to qualify as a Qualified Bidder and review financial information provided by NaTel for unrelated company (.3)	SAC	B002	0.30	117.00
12/01/04	Attention to notice delivery of Schedule 2.3 to AirTran (.2)	SAC	B002	0.20	78.00
12/01/04	Draft e-mail to NaTel and send proposed e-mail to NaTel to J. George Mikelsons and Gil Viets for their prior approval before sending (.5)	SAC	B002	0.50	195.00

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Task	ASSET DISPOSITION				
12/01/04	Telephone call with R. Wetzel regarding AWA position on HSR	RKS	B002	0.20	78.00
12/01/04	Telephone call with N. Imus	RKS	B002	0.20	78.00
12/01/04	Work on gathering and selecting HSR 4(c) documents for AirTran filing	RKS	B002	6.10	2,379.00
12/01/04	Exchange lengthy voice mails with N. Imus regarding Southwest's HSR position	RKS	B002	0.30	117.00
12/01/04	Work with Jeff Nelson regarding Peter Krupp request for information on behalf of AWA (.2)	SAC	B002	0.20	78.00
12/01/04	Review report from Southwest special counsel on HSR filing requirements (.1)	SAC	B002	0.10	39.00
12/01/04	Evaluate AWA funding report and implications to auction (.2)	SAC	B002	0.20	78.00
12/01/04	Assess Southwest required plan terms and non-voting stock requirements of Bankruptcy Code (.2)	SAC	B002	0.20	78.00
12/01/04	Lengthy conference with J. George Mikelsons regarding sale process, Qualified Bidder issues and information being provided to him by third parties related to potential offer terms and opportunities for ATA to increase value in the auction process (.5)	SAC	B002	0.50	195.00
12/01/04	Numerous e-mails with ATSB counsel and Committee counsel (.3)	SAC	B002	0.30	117.00
12/01/04	Review and revise proposed notice to Notice Parties regarding decision on Wexford Capital request to qualify as a Qualified Bidder (.2)	SAC	B002	0.20	78.00
12/01/04	Lengthy conference call with Gil Viets regarding offers from Qualified Bidders, valuation methodologies to be followed in auction, KERP issues and our proposal to defer hearing on KERP motion to January, 2005, and respecting numerous other business and Chapter 11 issues (1.0)	SAC	B002	1.00	390.00
12/01/04	Evaluation of and telephone call with G. Viets re status and strategy re bids	JMC	B002	0.80	328.00
12/01/04	Preparation for and teleconference with representatives of 2000 EETC aircraft (1.8); preparation for and teleconference with D. Thompson, H. Haid, G. Viets and C. Cleaver re	DAF	B002	8.60	2,451.00

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Task	ASSET DISPOSITION				
	ATA plan, bid procedures, status of 514 AT and potential 1110(b) stipulation (1.3); preparation for and teleconference with G. Viets and Grant Levy re ILFC lease issues (1.0); conference with C. Cleaver re AMR leases (.3); review and organize aircraft agreements (1.8); review L1011 financing documents (.8); correspondence with S. Claffey and J. Carr re Cash Collateral Order (.3); review and revise form 1110(b) stipulation (.6); review case law re calculation of 60-day period (.7)				
12/01/04	Attention to ATA document review needed of 18 ATA airplane lease agreements; analyzed what to look for, how to compose a chart, etc; reviewed Bankruptcy Code 1110 and 356(b)(2); reviewed the first lease agreement and dictated notes on the same to determine what ongoing obligations ATA has under the lease and which ones, if defaulted, must be cured	CRB	B002	5.50	687.50
12/01/04	Review HSR documents	DML	B002	4.70	869.50
12/01/04	HSR document review	JVG	B002	9.00	2,070.00
12/01/04	Review indexes for HSR documents and update same (2.2); manage document collection, labelling and indexing issues and tasks including conferences with J. Whitely (3.5); respond to questions from R. Stanley and reviewers re document content and attachments (.7)	KLO	B002	6.30	1,228.50
12/01/04	Attention to HSR filing; review documents and pleadings on same	MMH	B002	0.60	84.00
12/01/04	Phone call with P. Lesterhuis regarding new confidentiality agreement; e-mail same	MMH	B002	0.10	14.00
12/01/04	Evaluate HSR issues	JRJ	B002	0.10	35.50
12/01/04	Analyze 1110 stipulation negotiations (.2)	TEH	B002	0.20	37.00
12/01/04	Coordinate HSR issues with Qualified Bidders (.2)	TEH	B002	0.20	37.00
12/01/04	Review notice of default for Wilmington Trust (.6)	TEH	B002	0.60	111.00
12/02/04	Review Smith Gambrell HSR description of deal with AirTran and e-mail Howard Turner regarding errors in same (.3)	SAC	B002	0.30	117.00
12/02/04	Telephone call with J. Martel regarding Amex	TEH	B002	0.80	148.00

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Task	ASSET DISPOSITION				
	agreement (.8)				
12/02/04	Review e-mail from AirTran counsel and list of AirTran 4(c) documents	RKS	B002	0.20	78.00
12/02/04	Review revised draft HSR form	RKS	B002	0.30	117.00
12/02/04	Evaluate draft HSR form	RKS	B002	0.20	78.00
12/02/04	Review AirTran 4(c) documents	RKS	B002	0.20	78.00
12/02/04	Reply to e-mail from T. Hong requesting copies of two documents on Air Tran's draft 4(c) list	RKS	B002	0.20	78.00
12/02/04	Attention to America West inquiries respecting its ability to bid without an HSR filing (.2)	SAC	B002	0.20	78.00
12/02/04	Review HSR form contents	RKS	B002	0.40	156.00
12/02/04	Telephone call from Charles Webster of Freeborn & Peters, counsel for NaTel, regarding NaTel's interest in purchasing Chicago Express Airlines (.2)	SAC	B002	0.20	78.00
12/02/04	E-mail to NaTel and Jack Robinson respecting ATA's position on its application to qualify as a bidder and review NaTel's reply (.3)	SAC	B002	0.30	117.00
12/02/04	Review HSR filing and identify additional information to be added thereto (.4)	SAC	B002	0.40	156.00
12/02/04	Conference with Sandy Sinick, FAA counsel, regarding new report of the DOT required adjustment to AirTran's position on use of slot rights of ATA (.2)	SAC	B002	0.20	78.00
12/02/04	Telephone call from Deb Ackerman, General Counsel for Southwest (.1)	SAC	B002	0.10	39.00
12/02/04	Review N775 AT lease agreements (1.8); preparation for and teleconference with AMR and C. Cleaver re SAAB aircraft (1.0); review 1110 procedure motion (.7); telephone conference with E. Gewirtz re 757-200s and request for addition (.3); review ILFC claim for cure amount (.4); drafting 1110(b) stipulation for GATX 96-97 EETC, Boeing, ILFC and 200 EETC (1.7); review maintenance information on 757-200 aircraft (.3); correspondence with Jim Carlberg re Boeing 1110(b) stipulation (.2); correspondence with S. Gross re GATX 1110(b) stipulation (.2); correspondence with S. Cohen re GECAS 1110(b)	DAF	B002	7.10	2,023.50

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Task	ASSET DISPOSITION				
	stipulation (.2); telephone conference with J. Ancel re lease negotiation and strategy (.3)				
12/02/04	Compared all 15 lease agreements to see if they were similar in content and form; went through an inventory of each lease and made a chart of certain data needed	CRB	B002	4.90	612.50
12/02/04	Conference with Howard Turner regarding open issues on AirTran sale agreement and regarding ATSB valuation issues and DOT matters relating to utilization of slot rights (.8)	SAC	B002	0.80	312.00
12/02/04	Review HSR documents	DML	B002	5.20	962.00
12/02/04	Organize and prepare 4(c) documents for HSR filing	MLK	B002	3.10	387.50
12/02/04	Memo/e-mail to J. Whitley re attachment (.2); review proposed AirTran HSR document list (.1); attend to document collection, identification, classification and numbering issues (4.1); review SEC web site for press releases/8K filings (.6); review files for confidential memo AirTran intends to file (.5); e-mail J. Whitley re need for same (.2); review/revise indices and logs (2.1)	KLO	B002	7.80	1,521.00
12/02/04	HSR document review	JVG	B002	7.20	1,656.00
12/02/04	Conference with Gil Viets regarding numerous matters and issues and arranging for meeting with Senior Officers to prepare ATA for evaluation and assessment of bids at the auction (.5)	SAC	B002	0.50	195.00
12/02/04	Review HSR issues; review HSR form drafts	JRJ	B002	2.00	710.00
12/02/04	Conduct HSR document review	JMH	B002	4.40	858.00
12/02/04	Respond to AWA concerns on HSR (.4)	TEH	B002	0.40	74.00
12/02/04	Assess HSR requirements as to potential bidder (.2)	TEH	B002	0.20	37.00
12/02/04	Return telephone call to T. Jost regarding contract assumption and cure issues regarding Acorn Distributors (.4)	TEH	B002	0.40	74.00
12/02/04	Review and revise motion to reject aircraft (.5)	TEH	B002	0.50	92.50
12/03/04	Coordinate response to issues regarding cure notice responses and assumption issues on transactions (.9)	TEH	B002	0.90	166.50
12/03/04	Continued to put together the synopsis for all ATA	CRB	B002	6.70	837.50

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Task	ASSET DISPOSITION				
	leases with ILFC				
12/03/04	Telephone call from John Strickland, counsel for Committee (.1)	SAC	B002	0.10	39.00
12/03/04	Conference with Gil Viets regarding questions which have arisen with respect to AirTran agreement (.3)	SAC	B002	0.30	117.00
12/03/04	Conference with Tom Allison of Huron Consulting regarding Committee consultant communications and methodology for evaluating Qualified Bidder offers (.2)	SAC	B002	0.20	78.00
12/03/04	Conference with Gil Viets and prepare e-mail to Notice Parties regarding NatTel's submission (.3)	SAC	B002	0.30	117.00
12/03/04	Telephone call from Tom Allison from Huron Consulting regarding NatTel submission and inadequacy of financial information provided and failure of information provided to show that NatTel is a Qualified Bidder (.2)	SAC	B002	0.20	78.00
12/03/04	Attention to additional changes to HSR filing by ATA and respecting identification of Section 4(c) documents for HSR filing and respecting issues related to signing of HSR filing, including potential delegation of signing by principal shareholder to ATA to eliminate personal liability (.7)	SAC	B002	0.70	273.00
12/03/04	HSR document review and selection	RKS	B002	12.00	4,680.00
12/03/04	Conference with Brian Hunt regarding HSR filing issues and management issues raised by Committee (.3)	SAC	B002	0.30	117.00
12/03/04	Correspondence with committee counsel re 1110 issues (.3); telephone conference with G. Viets re ILFC lease rates (.4); attention to lease reviews (.4); correspondence with C. Cleaver re use of 520 AT (.3); correspondence with R. Sherrow re lease summaries (.6); preparation for and working group meeting at ATA with J. Ancel, M. Reich, G. Viets, C. Cleaver and D. Wing re fleet planning and lease issues (5.5); teleconference with Gil Viets and Grant Levy re ILFC aircraft leases (.4); correspondence with S. Gross re GATX 1110(b) stipulation (.2); correspondence with Boeing	DAF	B002	9.50	2,707.50

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Task	ASSET DISPOSITION				
	counsel re 1110 stipulations (.4); review [REDACTED] [REDACTED] motions re confidentiality (1.0)				
12/03/04	HSR document review	JRJ	B002	9.60	3,408.00
12/03/04	HSR document review	JMH	B002	12.00	2,340.00
12/03/04	Continue work on HSR Form	ITA	B002	1.70	476.00
12/03/04	Respond to AWA request for UCC statements (.2)	TEH	B002	0.20	37.00
12/03/04	Review HSR documents	DML	B002	8.10	1,498.50
12/03/04	Conference with Lisa Beckerman regarding several points related to auction and to related matters, including logistics for the auction (.3)	SAC	B002	0.30	117.00
12/03/04	Organize and prepare 4(c) documents for HSR filing; format 4(c) index	MLK	B002	10.80	1,350.00
12/03/04	Work with Huron (Tom Allison, Anu Singh and Mike Kennelly) on valuation models and tinplates to be used in evaluating bids received at auction (.6)	SAC	B002	0.60	234.00
12/03/04	Review, gather, organize and analyze documents for 4(c) content and HSR filing (9.5); manage work and respond to classification questions (1.4); e-mails and phone conferences with J. Whitley re document issues (1.0)	KLO	B002	11.90	2,320.50
12/03/04	Telephone call with Chicago Express regarding GE contract and review GE contract and evidence for securing engine returns and telephone calls to GE counsel regarding return of engines (2.9)	TEH	B002	2.90	536.50
12/03/04	Coordinate issues related to credit assumption motion and confidentiality issues (.5)	TEH	B002	0.50	92.50
12/03/04	Telephone call with counsel for bonding company regarding implications on bond if agreements are transferred (.3)	TEH	B002	0.30	55.50
12/03/04	Coordinate concerns regarding HSR filing and qualified bidder submission (.5)	TEH	B002	0.50	92.50
12/03/04	Telephone call with Committee and US Bank regarding agreement and confidentiality (.1)	TEH	B002	0.10	18.50
12/04/04	E-mail to Notice Parties regarding NatTel response (.2)	SAC	B002	0.20	78.00
12/04/04	HSR E4 document review	JRJ	B002	5.80	2,059.00
12/04/04	Review NatTel e-mail complaining with respect to	SAC	B002	0.10	39.00

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Task	ASSET DISPOSITION				
	its exclusion as a Qualified Bidder (.1)				
12/04/04	Forward proposed wet lease and revise Schedule 2.3 and proposed slot assignment documents to Committee and to ATSB (.3)	SAC	B002	0.30	117.00
12/04/04	Conference with John Strickland regarding wet lease and regarding other AirTran documents (.5)	SAC	B002	0.50	195.00
12/04/04	Telephone conference with R. Sherrow re issues addressed in lease summaries (.3); review correspondence from G. Viets re Southwest proposal (.2)	DAF	B002	0.50	142.50
12/04/04	HSR document review and selection	RKS	B002	4.50	1,755.00
12/04/04	Work on revisions to proposed wet lease between ATA and AirTran (.6)	SAC	B002	0.60	234.00
12/04/04	Review HSR documents	DML	B002	5.60	1,036.00
12/04/04	Preparation of 4(c) documents for HSR filing; revise 4(c) index; format and index 4(c) privilege log	MLK	B002	8.80	1,100.00
12/04/04	Prepare documents for HSR filing (11.3); e-mails and phone conferences with J. Whitley re documents (.8); e-mails to G. Baker, B. Hunt and J. Whitley re e-mail recovery (.3)	KLO	B002	12.40	2,418.00
12/04/04	Review Sandy Sinick e-mails regarding AirTran wet lease deficiencies and possible cures (.2)	SAC	B002	0.20	78.00
12/04/04	HSR document review	JVG	B002	9.50	2,185.00
12/04/04	Attention to HSR filing issues	MMH	B002	0.40	56.00
12/04/04	Review Brian Hunt's e-mails regarding deficiencies and proposed enhancements and corrections to draft wet lease received from AirTran (.2)	SAC	B002	0.20	78.00
12/05/04	Continue draft of motions to assume/reject certain contracts (2.1)	TEH	B002	2.10	388.50
12/05/04	Preparation of 4(c) documents for HSR filing; revise 4(c) index; revise 4(c) privilege log	MLK	B002	9.00	1,125.00
12/05/04	Review and prepare 4(c) documents for HSR filing (10.5); e-mails and phone calls with J. Whitley, B. Hunt, G. Baker, and J. Troyer re document restoration and collection (1.4); research creditors committee and debtor privilege issues (1.2)	KLO	B002	13.10	2,554.50

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Task	ASSET DISPOSITION				
12/05/04	HSR document review and edits to 4(c) lists	RKS	B002	11.20	4,368.00
12/06/04	Attend to questions regarding notice of cure amounts filed by responding counterparties (.8)	TEH	B002	0.80	148.00
12/06/04	Attention to Committee request for further modifications of proposed confidentiality order (.2)	SAC	B002	0.20	78.00
12/06/04	E-mails to and from Brian Hunt respecting AirTran wet lease deficiencies and open issues (.2)	SAC	B002	0.20	78.00
12/06/04	Preparation of 4(c) documents for HSR filing; revise 4(c) index; revise 4(c) privilege log	MLK	B002	13.10	1,637.50
12/06/04	Review and finalize HSR documents and privilege log for filing with FTC (8.1); meet with A. Thayer re HSR 4(c) documents (1.6); research authorization issues with respect to signing HSR documents and revise document for B. Hunt signature (2.7)	KLO	B002	12.40	2,418.00
12/06/04	Review DOT slot letter and send e-mail addresses to Andrea Handel for her use in distributing DOT slot letter to other Qualified Bidders (.4)	SAC	B002	0.40	156.00
12/06/04	Telephone call from Peter Krupp, counsel for America West (.2)	SAC	B002	0.20	78.00
12/06/04	Work on AirTran wet lease (.5)	SAC	B002	0.50	195.00
12/06/04	Evaluate final Hart-Scott-Rodino filing issues and Hart-Scott-Rodino analysis of a potential new acquisition structure to be used by Southwest (i.e., HSR filing threshold application to alternative structure) (.4)	SAC	B002	0.40	156.00
12/06/04	E-mails to S. Reisman re statements sent to Chicago	JMC	B002	0.40	164.00
12/06/04	Review e-mails from General Electric (.1)	SAC	B002	0.10	39.00
12/06/04	Analyze request for HSR filing	FSS	B002	0.20	78.00
12/06/04	E-mails to Tom Allison and Lisa Beckerman to set up Thursday conference (.1)	SAC	B002	0.10	39.00
12/06/04	Prepare e-mail to Howard Turner of AirTran regarding Metropolitan Washington Airport Authority notice (.2)	SAC	B002	0.20	78.00
12/06/04	Prepare for Washington meeting and handle handling of HSR filing materials and documents for personal delivery in Washington, DC (.7)	SAC	B002	0.70	273.00

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Task	ASSET DISPOSITION				
12/06/04	Review documents; assess HSR issues	JRJ	B002	3.70	1,313.50
12/06/04	Correspondence with Boeing re 1110 procedures (.6); review correspondence re KeyBank lease issues (.4); correspondence with C. Cleaver re N520AT repairs (16); review 1110 procedure pleadings (1.2); attention to issues re [REDACTED] employment (.5); review revised GECAS stipulation (1.0); review correspondence re same (.2); review lease negotiation schedules from Huron (1.5)	DAF	B002	6.00	1,710.00
12/06/04	Review new Southwest structure sheet, as prepared by Huron (.2)	SAC	B002	0.20	78.00
12/06/04	Review e-mails respecting proposed meeting of ATSB, Committee and Debtors in Washington, DC (.1)	SAC	B002	0.10	39.00
12/06/04	Review e-mails on bid meeting to be held in Washington, DC (.2)	SAC	B002	0.20	78.00
12/06/04	Continue and complete HSR document review and finalization of filing papers	RKS	B002	12.50	4,875.00
12/06/04	Forward DOT slot letter to Sandy Sinick (FAA counsel for ATA) (.1)	SAC	B002	0.10	39.00
12/06/04	Attention to D. Heroy conversation re Southwest	JMC	B002	0.30	123.00
12/06/04	Telephone calls with Creditors' Committee regarding documents and contracts related to slots (.3)	TEH	B002	0.30	55.50
12/06/04	Review motion filed regarding Reagan National Airport (.5)	TEH	B002	0.50	92.50
12/06/04	Return telephone call to counsel for John Hancock hearing regarding rejection aircraft (.3)	TEH	B002	0.30	55.50
12/07/04	Respond to e-mail inquiries regarding HSR filing by Qualified Bidders (.4)	TEH	B002	0.40	74.00
12/07/04	Analyze potential HSR and antitrust issues regarding potential Southwest bid	RKS	B002	3.00	1,170.00
12/07/04	Draft amended order on sensitive information confidentiality following e-mail receipt of final changes (.9)	TEH	B002	0.90	166.50
12/07/04	Email to ITFA attorney regarding power of attorney; attention to letters to fuel transporters; telephone call from/to P. Villars regarding asset	MKL	B002	1.00	340.00

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Task	ASSET DISPOSITION				
	purchase agreement; forward letter to P. Villars for signature; transmit closing binders to attorney for creditors' committee and ATSB				
12/07/04	HSR filings at DOJ and FTC on behalf of J.G. Mikelsons	MJE	B002	2.50	400.00
12/07/04	Organization of documents for HSR filing	MLK	B002	2.10	262.50
12/07/04	Attend to files, documents and organizational issues (3.2)	KLO	B002	3.20	624.00
12/07/04	Preparation for and TC with Sommer & Barnard and Huron re cure payments on aircraft leases (2.8); telephone conference with C. Cleaver re negotiations with GATX (.2); review loan documents re N163AT (1.5); telephone conference with E. Gewirtz re 96-97 EETC aircraft (.5)	DAF	B002	5.00	1,425.00
12/07/04	Phone conference with Todd Burgess regarding continuing assumption of credit cards motion	MMH	B002	0.30	42.00
12/07/04	Attention to HSR filing	JRJ	B002	0.50	177.50
12/07/04	Review Hart Scott Rodino documents	FSS	B002	0.30	117.00
12/07/04	Voice mail and return telephone call from R. Kneisley (SW) regarding informal document request from Department of Justice	RKS	B002	0.30	117.00
12/07/04	Telephone call with contract party (Romanek) regarding cure notice and response (.3)	TEH	B002	0.30	55.50
12/07/04	Attention to City of Chicago counsel approvals and consents for AirTran and/or alternative bidder transactions (.5)	SAC	B002	0.50	195.00
12/07/04	Research contract request on cure American Airlines (.8)	TEH	B002	0.80	148.00
12/07/04	Conferences with Gil Viets and Sean Frick regarding strategic issues to be addressed by Board of Directors of ATA as soon as possible in relation to demands of Committee (.5)	SAC	B002	0.50	195.00
12/07/04	Delivery of HSR filing materials and documents to Washington office for filing (.5)	SAC	B002	0.50	195.00
12/07/04	Travel to Washington, DC for meeting with ATSB counsel and financial consultants, City of Chicago representatives, Committee counsel and members and financial consultants, all in preparation for auction and to determine if all parties participating	SAC	B002	9.50	3,705.00

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Task	ASSET DISPOSITION				
	in this conference can agree upon a common approach for the conducting of the auction and for the evaluation of competing bids (9.5)				
12/07/04	Assess potential subjects of HSR follow up from FTC or DOJ	RKS	B002	0.20	78.00
12/07/04	Attention to logistics of HSR filing	RKS	B002	0.50	195.00
12/07/04	Review draft minutes of board meetings	RKS	B002	0.20	78.00
12/07/04	Return telephone call to Delta Airlines regarding cure notice question (.1)	TEH	B002	0.10	18.50
12/07/04	Return telephone call to John Ames (Committee - ATA) regarding hearing Wednesday and Goodrich Adversary (.2)	TEH	B002	0.20	37.00
12/07/04	Coordinate request and responses for submission of bid without 4SR draft filings (.4)	TEH	B002	0.40	74.00
12/07/04	Attend to issues regarding service of cure notices and coordinate with BMC and Huron (.5)	TEH	B002	0.50	92.50
12/07/04	Review contract on Washington National and LaGuardia airports to respond to cure inquiry (.4)	TEH	B002	0.40	74.00
12/07/04	Coordinate issues related to Committee's request for documents related to Chicago gates and transaction (.5)	TEH	B002	0.50	92.50
12/08/04	Attention to Department of Justice request for information in regard to Southwest, including voice mail from R. Young (DOJ) and exchanges of voice mails and e-mails	RKS	B002	1.50	585.00
12/08/04	Assign preparation of response letter for ATA to send to [REDACTED] respecting unenforceability [REDACTED] [REDACTED] (.2)	SAC	B002	0.20	78.00
12/08/04	Telephone call to David Heroy, counsel for Southwest (.1)	SAC	B002	0.10	39.00
12/08/04	Respond to Squire Sanders and Dempsey input regarding slot issues (.2)	SAC	B002	0.20	78.00
12/08/04	Review Huron lease summary charts (1.3); review 162AT closing documents (1.2); correspondence with A. Silfen re 2000 EETC 1110 stipulations (.6); review correspondence re KeyBank lease issues (.3); review correspondence from Sean Frick re forecasts (.5); telephone conference with	DAF	B002	6.60	1,881.00

BAKER & DANIELS

Task	ASSET DISPOSITION				
	Lisa Beckerman re Boeing negotiations (.3); correspondence from Milbank re auction (.3); review and revising objection to adequate protection motions (2.1)				
12/08/04	Emails from/to C. Smith and attorney for ITFA regarding payment of expenses; arrange for PDF documents from DIP financing; follow up with P. Villars regarding fuel letters	MKL	B002	0.60	204.00
12/08/04	Prepare notice to AirTran regarding additional Qualified Bidders, [REDACTED] as required by Asset Acquisition Agreement (.3)	SAC	B002	0.30	117.00
12/08/04	Telephone call from Committee counsel regarding America West intention to bid and regarding issues and problems being encountered with [REDACTED] (.5)	SAC	B002	0.50	195.00
12/08/04	Conference call with Huron regarding cure response procedures and contract assumptions (.9)	TEH	B002	0.90	166.50
12/08/04	Evaluate cure procedures (.2)	TEH	B002	0.20	37.00
12/08/04	Telephone call with Risa Rosenberg regarding procedures for lease rejection and auction attendance (.2)	TEH	B002	0.20	37.00
12/08/04	Attend to questions from creditors regarding cure amounts and responses (.9)	TEH	B002	0.90	166.50
12/08/04	Telephone call with creditor regarding auction process and timing (.3)	TEH	B002	0.30	55.50
12/08/04	Telephone call to American Airlines regarding cure for leases and identification of same and e-mail correspondence regarding same issues (.4)	TEH	B002	0.40	74.00
12/08/04	Conference with Tom Allison regarding [REDACTED] demands (.3)	SAC	B002	0.30	117.00
12/08/04	Conference with James Carr regarding auction procedures and rules to be announced in connection with the auction (.2)	SAC	B002	0.20	78.00
12/08/04	Telephone call from Howard Turner [REDACTED] [REDACTED] approval of ATA sale of gates to AirTran at its December 8 meeting, as promised by the City of Chicago (.2)	SAC	B002	0.20	78.00
12/08/04	Conference with Tom Allison relating to Huron	SAC	B002	0.40	156.00

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Task	ASSET DISPOSITION				
	preparing for meeting with Committee and preparing for auction (.4)				
12/08/04	Analyze risks presented by potential delay of hearing on approval of successful bidder (.3)	SAC	B002	0.30	117.00
12/08/04	Attention to what needed to be revised on lease agreement template; revised the same	CRB	B002	1.00	125.00
12/08/04	Phone conference with Southwest on sale order	MMH	B002	0.20	28.00
12/08/04	Attention to bid procedures established for auction (.2)	SAC	B002	0.20	78.00
12/08/04	Telephone call and conference with Sean Frick regarding America West fleet requirements issues and impact on its ability to present a competitive bid (.4)	SAC	B002	0.40	156.00
12/08/04	Telephone call to J. George Mikelsons regarding Southwest negotiations and terms of reorganization plan being [REDACTED] (.5)	SAC	B002	0.50	195.00
12/08/04	Assess numerous reorganization and strategic issues related to auction (.2)	SAC	B002	0.20	78.00
12/08/04	Telephone call from Brian Hunt regarding Union negotiations respecting effectiveness [REDACTED] deadline [REDACTED] (.2)	SAC	B002	0.20	78.00
12/08/04	Telephone calls with L. Beckerman and D. Botter re AWA and auction	JMC	B002	1.20	492.00
12/08/04	Attention to [REDACTED] questions being presented related to potential gate sale to Southwest (.4)	SAC	B002	0.40	156.00
12/08/04	Prepare files for potential [REDACTED] HSR filings (2.5); revise document control logs and indices for AirTran filing and organize (.9); attention to document issues (.3)	KLO	B002	3.70	721.50
12/08/04	Telephone call to J. George Mikelsons regarding City of Chicago [REDACTED] (.1)	SAC	B002	0.10	39.00
12/08/04	Attention to failure of ATA to receive a fuel account credit for prepayments made to Chevron prior to Chapter 11 filing and prepare e-mail to Gil	SAC	B002	0.30	117.00

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Task	ASSET DISPOSITION				
	Viets regarding same and regarding [REDACTED] cash release issues (.3)				
12/08/04	Conference with Lisa Beckerman and David Botter regarding Boeing 757-300 arrangements with Continental Airlines and respecting America West request for delay in auction and the impact of these developments on the bid process (.7)	SAC	B002	0.70	273.00
12/08/04	Conference with Gil Viets regarding AirTran report (.1)	SAC	B002	0.10	39.00
12/08/04	Confer with Southwest and Tom Allison, Debbie Ackerman and Southwest financial advisors, all regarding Southwest's intended offer (.5)	SAC	B002	0.50	195.00
12/08/04	Attention to HSR issues	JRJ	B002	0.90	319.50
12/08/04	E-mails various parties re auction and other issues	JMC	B002	0.70	287.00
12/09/04	Attention to HSR and antitrust issues in regarding to potential Southwest bid, including telephone calls with B. Hunt (ATA); voice mail to R. Young (DOJ) and exchange of e-mails with D. Ackerman (SW)	RKS	B002	3.20	1,248.00
12/09/04	Telephone calls with Mike Golgess regarding South Bend Regional Airport and cure question (.2)	TEH	B002	0.20	37.00
12/09/04	Evaluate cure notices and corrections (.5)	TEH	B002	0.50	92.50
12/09/04	Respond to e-mail questions from various counter parties regarding cure notices and other case issues and auction procedures and contract assumptions (.8)	TEH	B002	0.80	148.00
12/09/04	Review revised adequate protection objection (.6); analyze issues and legal research concerning 1110/365 and Cross Defaults (2.8); telephone conference re lease issues and cures (.5); working group teleconference re same (2.2)	DAF	B002	6.10	1,738.50
12/09/04	Conducted research for D. Foster and J. Matthews on Bankruptcy Code Sections 365(b) and 1110; drafted e-mail explaining my initial findings; report progress through out the day; sent out summary of lease agreements with attached exhibits; reviewed past research on cross default provisions under Section 365, etc.	CRB	B002	6.00	750.00

BAKER & DANIELS

Task	ASSET DISPOSITION				
12/09/04	Evaluate pending bids and HSR filings (.5); meet re HSR document issues (.7); manage HSR filing access issues (1.1)	KLO	B002	2.30	448.50
12/09/04	Travel to Chicago to meet with Committee and its counsel and financial advisors to discuss all potential sale options which appear to be available to ATA and to evaluate approaches and valuation methodologies to be used in comparing bid proposals and to determine which bid proposal is in the best interest of the estate, with side bar meetings and discussions with Huron Consulting and ATA officers respecting numerous issues related to reorganization plan and legal and practical obstacles being dealt with as a part of the auction and related processes (11.0)	SAC	B002	11.00	4,290.00
12/09/04	E-mail to Key Bank on auction	MMH	B002	0.30	42.00
12/09/04	Attend to e-mail correspondence regarding GE engine possessory matter (.3)	TEH	B002	0.30	55.50
12/09/04	Return telephone call to counsel for Delta regarding cure notice issues (.2)	TEH	B002	0.20	37.00
12/09/04	Attention to contract assumption and cure notice issues (.4)	TEH	B002	0.40	74.00
12/09/04	Telephone call with B. Buebel regarding cure notice issues (.4)	TEH	B002	0.40	74.00
12/09/04	Conference call with Boeing regarding lease rejection issues and 1110 stipulations (1.0)	TEH	B002	1.00	185.00
12/09/04	Coordinate wiring instructions for bids (.4)	TEH	B002	0.40	74.00
12/10/04	Attention to HSR issues regarding potential Southwest bid, including exchange of e-mails with N. Imus (V&E); e-mails with M. Verne (FR); telephone call from R. Young; e-mail to B. Hunt and review of Southwest bid for HSR purposes	RKS	B002	2.90	1,131.00
12/10/04	Conducted more research on 1110 and 365(b) for J. Matthews	CRB	B002	2.00	250.00
12/10/04	Finalize file consolidation/organization (1.3); conferences re incoming biographies and HSR implication (.5)	KLO	B002	1.80	351.00
12/10/04	Review cure notice and analyze potential reconciliation issues with lessors (1.1); review and	DAF	B002	5.50	1,567.50

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Task	ASSET DISPOSITION				
	analysis of 96-97 EETC proposed adequate protection stipulation (1.4); review updated lease schedule (.9); correspondence with A. Silfen re auction (.2); correspondence with Milbank re auction (.2); review correspondence from M. Reich re SAAB leases (.2); review NatTel bid (.5); review Southwest bid (1.0)				
12/10/04	Conference with Lisa Beckerman regarding bids and line by line review of bids with Lisa (.7)	SAC	B002	0.70	273.00
12/10/04	Conference with senior officers of ATA and Sean Frick regarding Southwest offer (.8)	SAC	B002	0.80	312.00
12/10/04	Organization of HSR filing documents and review files	MLK	B002	2.70	337.50
12/10/04	Review Southwest Agreement - HSR issues	JRJ	B002	2.40	852.00
12/10/04	Follow up communication with C. Smith and with attorney for Indiana Transportation Finance Authority regarding status of expense payments; transmit letters to fuel suppliers	MKL	B002	0.80	272.00
12/10/04	Review letter submitted to FTC by Southwest to obtain clearance on its decision that an HSR filing is not required under its bid (.2)	SAC	B002	0.20	78.00
12/10/04	Correspondence with AMR re SAAB's and preparing 1110(b) stipulation (.8); correspondence with R. Sharrow re lease reviews (.2); correspondence with M. O'Neil re 1110 procedures (.3); attention to organization of lease agreements and materials (.3); telephone conference with G. Viets re lease negotiations (.3); telephone conference with G. Viets and J. Ancel re same (.4)	DAF	B002	2.30	655.50
12/10/04	E-mails to EETC attorneys respecting their misunderstanding of Southwest proposal and approach (.1)	SAC	B002	0.10	39.00
12/10/04	Telephone conference with Howard Turner respecting questions of AirTran respecting bid procedures and respecting finalization of documents of AirTran (.3)	SAC	B002	0.30	117.00
12/10/04	Assess Southwest bid and its implications (.2)	SAC	B002	0.20	78.00
12/10/04	Review objection to cure amounts filed by Boulder Manufacturing (.1)	SAC	B002	0.10	39.00

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Task	ASSET DISPOSITION				
12/10/04	Telephone conference with Tom Allison regarding last minute bid and sale procedures issues and new information being obtained in the industry related to the auction and to ATA's business plan (.4)	SAC	B002	0.40	156.00
12/10/04	Consideration respecting numerous questions presented by Southwest counsel and regarding Southwest counsel's request for utilization of a formal escrow arrangement for earnest money deposit (.3)	SAC	B002	0.30	117.00
12/10/04	Conference with Roxanne Butler and Gil Viets regarding management of publicity related to Southwest bid (.3)	SAC	B002	0.30	117.00
12/10/04	Telephone call from Indianapolis Star reporter Ted Evenoff (.2)	SAC	B002	0.20	78.00
12/10/04	Telephone call from Brian Hunt regarding Southwest bid and issues related thereto (.2)	SAC	B002	0.20	78.00
12/10/04	Work on review and approval of formal escrow account request from Southwest (.3)	SAC	B002	0.30	117.00
12/10/04	Telephone calls and conferences with Gil Viets regarding Southwest bid (.3)	SAC	B002	0.30	117.00
12/10/04	Confer with Jim Hlavacek respecting Southwest bid and issues related thereto (.2)	SAC	B002	0.20	78.00
12/10/04	Review comprehensively Southwest bid (2.8)	SAC	B002	2.80	1,092.00
12/10/04	E-mails with NatTel and its counsel (.4)	SAC	B002	0.40	156.00
12/11/04	Telephone call with M. Kennelly re update re bids	JMC	B002	0.30	123.00
12/11/04	Meeting with ATA regarding code share proposal from Southwest, [REDACTED] Qualified Bid request, NatTel issues, AirTran wet lease issues, fleet change issues and Section 1110 issues related to fleet down guaging and review with ATA officers of failing economic points in Southwest bid (2.0)	SAC	B002	2.00	780.00
12/11/04	Review Southwest bid	JMC	B002	0.80	328.00
12/11/04	Review and respond to e-mails from Committee and ATSB regarding [REDACTED] and review bid procedures to determine how to best deal with [REDACTED] belated arrival (.3)	SAC	B002	0.30	117.00
12/11/04	Review and respond to general e-mails from creditor counsel (.3)	SAC	B002	0.30	117.00

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Task	ASSET DISPOSITION				
12/11/04	Review new code share requirement in proposed Southwest Code Share Agreement [REDACTED] [REDACTED] (.2)	SAC	B002	0.20	78.00
12/11/04	Conference with Huron principals regarding its negotiation with Southwest and AirTran of various issues related to their respective bids (.2)	SAC	B002	0.20	78.00
12/11/04	Prepare e-mail to [REDACTED] regarding ATA's position on its late bid (.4)	SAC	B002	0.40	156.00
12/11/04	Preparation for auction	JMC	B002	0.70	287.00
12/11/04	E-mails to Heroy et al. re December 12 meetings and auction	JMC	B002	0.40	164.00
12/11/04	Further review and evaluation of Southwest bid and implications to ATA (2.0)	SAC	B002	2.00	780.00
12/11/04	Meeting with G. Viets and J. Hlavacek [REDACTED]	JMC	B002	1.10	451.00
12/12/04	Participate in meetings with AirTran counsel and officers (1.5)	SAC	B002	1.50	585.00
12/12/04	Meeting with Southwest representatives re auction and preparation	JMC	B002	1.40	574.00
12/12/04	Prepare e-mail to [REDACTED] regarding ATA's position on its potential qualification as a belated bidder and what must be done in order to qualify (.1)	SAC	B002	0.10	39.00
12/12/04	Final meeting with ATA officers in preparation for auction (.5)	SAC	B002	0.50	195.00
12/12/04	Listen to voicemail from David Botter regarding qualification of [REDACTED] as a belated Qualified Bidder (.1)	SAC	B002	0.10	39.00
12/12/04	Participate in meeting with Southwest officers and counsel (2.0)	SAC	B002	2.00	780.00
12/12/04	Review and organize lease cure schedules and fleet planning memos from Huron (2.5); review Southwest bid documents (1.7)	DAF	B002	4.20	1,197.00
12/12/04	E-mails with [REDACTED] counsel respecting its potential qualification as a belated applicant for qualified bidding (.4)	SAC	B002	0.40	156.00
12/12/04	Day long and evening long meeting with ATA officers and managers regarding terms of	SAC	B002	6.50	2,535.00

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Task	ASSET DISPOSITION				
	Southwest code share proposal and specific points ATA should insist upon being included in code share proposal and conditions ATA should insist not be included in code share proposal and review of specific points in Southwest proposal and AirTran's agreement which ATA should attempt to seek changes on (6.5)				
12/12/04	Participate in discussions with Committee and its counsel respecting comparison of Southwest and AirTran offers and strategies to be followed to obtain improvement of each of these bidder's offers (1.2)	SAC	B002	1.20	468.00
12/12/04	Meeting with ATA representatives and others re auction	JMC	B002	1.40	574.00
12/12/04	Meeting with creditors' committee	JMC	B002	0.60	246.00
12/12/04	Continue HSR analysis of Southwest bid, including comparison of bid to N. Imus' letter to M. Verne (FTC) and lengthy e-mail to N. Imus; telephone call from G. Biggio (Akin Gump)	RKS	B002	3.30	1,287.00
12/13/04	Review correspondence; conference with Southwest counsel - HSR issues	JRJ	B002	3.20	1,136.00
12/13/04	Review and revise Bradley Pacific contract assumption motion (1.3)	TEH	B002	1.30	240.50
12/13/04	Attendance at auction, meetings with creditors' committee, Southwest Airlines et al.	JMC	B002	3.60	1,476.00
12/13/04	Participation in day long auction at Baker & Daniels' offices, including checking to make sure that all arrangements for handling of guests participating in the auction have been handled correctly and put in place, introducing secretaries, paralegals and other helpers to their various tasks, meeting with Court Reporter to make sure her assignment is clear, opening of auction, and then commence day long negotiations with Southwest and Committee (13.0)	SAC	B002	13.00	5,070.00
12/13/04	Review R. Stanley analysis re HSR filing for Southwest; review follow-up e-mail re same; attention to HSR filing; review prior indices for Southwest references	KLO	B002	1.50	292.50
12/13/04	Conference with Committee regarding apparent	SAC	B002	0.20	78.00

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Task	ASSET DISPOSITION				
	release of at least portions of Southwest bid [REDACTED] [REDACTED] via fax to various news organizations (.2)				
12/13/04	Attention to auction; phone call with S. Domanowski on same	MMH	B002	0.90	126.00
12/13/04	Researched and drafted brief memo for J. Matthews on how [REDACTED] was a "professional" under 327 of the Bankruptcy Code and therefore has no claim against ATA for compensation	CRB	B002	4.10	512.50
12/13/04	Attend to issues raised by persons attending the auction on confidentiality, access, procedures, etc. (1.2)	TEH	B002	1.20	222.00
12/13/04	Review maximum cure responses received (1.2)	TEH	B002	1.20	222.00
12/13/04	Attention to HSR issues in connection with Southwest bid, including research treatment of proposal to invest \$30 million in convertible preferred stock, exchange of e-mails; e-mail to N. Imus (V&E); voice mail to R. Young (DOJ); telephone calls with C. Biggio (Akin Gump); telephone call with N. Imus; conference call with counsel for Southwest and Creditors' Committee	RKS	B002	3.70	1,443.00
12/13/04	Preparation of documents for DOJ	MLK	B002	0.70	87.50
12/13/04	Review and revise confidentiality agreement for auction (.6)	TEH	B002	0.60	111.00
12/13/04	E-mail correspondence with cure response claimants on cure amounts (.9)	TEH	B002	0.90	166.50
12/13/04	Preparation for and attend auction proceedings (11.5)	DAF	B002	11.50	3,277.50
12/14/04	Attend to auction attendees' requests (1.4)	TEH	B002	1.40	259.00
12/14/04	Conference with client regarding return of GE engine and telephone calls with Chicago Express regarding contract issue (1.5)	TEH	B002	1.50	277.50
12/14/04	Attention to Department of Justice response and Southwest filing issues (.4); review Department of Justice letter and FTC site for code share opinion (.9)	KLO	B002	1.30	253.50
12/14/04	Determine HSR status	JRJ	B002	0.30	106.50
12/14/04	Meeting with AirTran, Southwest, Committee, ITFA	JMC	B002	3.80	1,558.00

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Task	ASSET DISPOSITION				
12/14/04	Further conducting of auction, including extensive and repeated negotiations with Southwest, AirTran, Committee and meetings with various aircraft lessors and with Sommer Barnard Attorneys to plan their strategies with respect to negotiations with those lessors (10.2)	SAC	B002	10.20	3,978.00
12/14/04	Attendance at auction	JMC	B002	1.10	451.00
12/14/04	Preparation for and attend ATA auction; negotiations with GECAS re 1110(b) stipulation; negotiations with 96-97 noteholders re adequate protection; negotiations with 2000 noteholders re adequate protection stipulation; conferences with ATA, Huron and Southwest re fleet plan (10.1)	DAF	B002	10.10	2,878.50
12/14/04	Telephone call with B. Hunt regarding various issues regarding contract assumption/rejection (.4)	TEH	B002	0.40	74.00
12/14/04	Telephone call with W. Brents regarding GE engine matter and Chicago Express (.5)	TEH	B002	0.50	92.50
12/14/04	Telephone call with B. Hunt regarding contract assumption/rejection issues (.4)	TEH	B002	0.40	74.00
12/14/04	Review and revise contract assumption and rejection motions (1.7)	TEH	B002	1.70	314.50
12/14/04	Conference with opposing counsel regarding engine return dispute (1.0)	TEH	B002	1.00	185.00
12/14/04	Attention to auction; attend plenary session	MMH	B002	0.60	84.00
12/14/04	Review letter from NatTel submitting its check of \$38,750 and prepare response to NatTel, after conferring with ATA respecting terms of response (.6)	SAC	B002	0.60	234.00
12/14/04	Attention to Department of Justice antitrust concerns, including phone calls with R. Young (DOJ), and A. VanFleet (V&E), and further antitrust analysis of Southwest proposed transaction	RKS	B002	2.50	975.00
12/14/04	Attention to informal investigation by Department of Justice respecting Southwest acquisition of Midway gates (.4)	SAC	B002	0.40	156.00
12/14/04	Meeting with ATA representatives re status and strategy	JMC	B002	3.70	1,517.00
12/15/04	Attend to issues related to filing of motion to	TEH	B002	0.40	74.00

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Task	ASSET DISPOSITION				
	approve sale (.4)				
12/15/04	Meeting with Gil Viets and Tom Allison regarding ATSB secured claim negotiation, Section 1110 rotatable part threat and negotiations, and numerous other issues related to valuation of each of the pending bids and check with George Mikelsons regarding City of Chicago consent issues (.5)	SAC	B002	0.50	195.00
12/15/04	Preparation for and attend auction proceedings (3.5); negotiations with GECAS re 737 fleet (.5); telephone conferences with C. Cleaver re same (.4); review and revising GATX 1110 stipulation and correspondence with S. Gross re same (1.2); review revised adequate protection stipulation re 96-97 aircraft (1.1); teleconference with Ancel, Reich and Graham re status (.3); review revised 1110 orders (.5); conference with G. Viets, S. Frick, J. Ancel re engine issues (.5)	DAF	B002	8.00	2,280.00
12/15/04	Research under 365 on provision in lease calling an indebtedness under any other lease or contract a default under the Agreement	CRB	B002	0.60	75.00
12/15/04	Conference with David Heroy, counsel for Southwest, regarding Department of Justice investigation and current position of Department of Justice as expressed earlier this day (.4)	SAC	B002	0.40	156.00
12/15/04	Conference with attorney in Department of Justice regarding Southwest proposed gate acquisition (.7)	SAC	B002	0.70	273.00
12/15/04	Arrange for continued availability of rooms and facilities for continuation of auction (.3)	SAC	B002	0.30	117.00
12/15/04	Relay information on continued hearing to Key Bank	MMH	B002	0.10	14.00
12/15/04	Attention to conflict waivers for Ernst & Young	MMH	B002	0.60	84.00
12/15/04	Participate in plenary sessions of auction	MMH	B002	0.90	126.00
12/15/04	Meeting with Southwest attorney to coordinate distribution of Southwest proposal	MMH	B002	0.30	42.00
12/15/04	Analyze Department of Justice concerns and pending issues	KLO	B002	0.60	117.00
12/15/04	Review and revise 96-97 EETC 1110(b) stipulation (.4)	DAF	B002	0.40	114.00
12/15/04	Advise Committee and its counsel regarding	SAC	B002	0.30	117.00

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Task		ASSET DISPOSITION			
	Esther Tryban's report [REDACTED] City of Chicago Council [REDACTED] [REDACTED] (.3)				
12/15/04	Meetings with Gil Viets and Tom Allison regarding status of negotiations and status of auction process (.4)	SAC	B002	0.40	156.00
12/15/04	Telephone call to George Mikelsons regarding City of Chicago [REDACTED] [REDACTED] (.3)	SAC	B002	0.30	117.00
12/15/04	Phone call with J. Carlberg regarding Southwest offer	MMH	B002	0.10	14.00
12/15/04	Telephone call from Esther Tryban, City of Chicago attorney (.3)	SAC	B002	0.30	117.00
12/15/04	Negotiate with Southwest respecting its revised bid (.4)	SAC	B002	0.40	156.00
12/15/04	Attention to proposed response to NatTel and have Jim Carr review draft response (.2)	SAC	B002	0.20	78.00
12/15/04	Meeting with Committee and its counsel and financial advisors respecting evaluation of present bids and steps to be taken to obtain enhancement of each of the pending bids (.5)	SAC	B002	0.50	195.00
12/15/04	Report to Southwest and its counsel regarding [REDACTED] City of Chicago [REDACTED] [REDACTED] (.2)	SAC	B002	0.20	78.00
12/15/04	Meeting and negotiations with AirTran principals and counsel (.7)	SAC	B002	0.70	273.00
12/15/04	Attention to antitrust issues; conference call with R. Young (DOJ); telephone calls with S. Hula (ATA); telephone call from C. Biggio (Akin Gump); exchange of e-mails and telephone calls with ATA staff regarding 8 ATA/Southwest common cities and routes; exchange voice mails with B. Young (DOJ); telephone call with B. Hunt; telephone calls with R. Young (DOJ) regarding visit to ATA's officers	RKS	B002	4.90	1,911.00
12/15/04	Review in detail revised bid from Southwest (.8)	SAC	B002	0.80	312.00

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Task	ASSET DISPOSITION				
12/15/04	Telephone call from New York and New Jersey Port Authority attorney respecting proposed treatment of LaGuardia leases under AirTran agreement (.2)	SAC	B002	0.20	78.00
12/15/04	Attendance at auction	JMC	B002	9.50	3,895.00
12/15/04	Review letter from David Heroy regarding AirTran breach of etiquette and breach of confidentiality agreement by its disclosure of Southwest bid materials to newspapers (.2)	SAC	B002	0.20	78.00
12/15/04	Attention to KERP and auction issues (Mechanic's Unit) (.2)	TEH	B002	0.20	37.00
12/15/04	Conference with P. Lesterheuis regarding Ernst & Young conflict letters	MMH	B002	0.20	28.00
12/15/04	Conference with DOJ; review market data	JRJ	B002	4.70	1,668.50
12/15/04	Negotiate with Committee with respect to various elements to be included in revised Southwest bid (.4)	SAC	B002	0.40	156.00
12/15/04	Review Chicago Express Agreement and all amendments on issues related to ATA similar agreement (.8)	TEH	B002	0.80	148.00
12/15/04	Attend to auction participants' requests for information (1.4)	TEH	B002	1.40	259.00
12/16/04	Attention to Department of Justice antitrust investigation including day-long meetings with S. Hula (ATA), R. Young (DOJ) and others, document production to DOJ; letter to R. Young regarding documents	RKS	B002	8.50	3,315.00
12/16/04	Review and revise proposed press release respecting the selection of Southwest bid and conferences with Hill & Nolton regarding changes to be made to press release (1.0)	SAC	B002	1.00	390.00
12/16/04	Finalize return of check to NatTel (.3)	SAC	B002	0.30	117.00
12/16/04	Reviewed J. Matthews memo on cross-default provisions, added citations and made revisions	CRB	B002	0.60	75.00
12/16/04	Attention to status and strategy	JMC	B002	0.30	123.00
12/16/04	Preparation of documents for submission to DOJ; travel to ATA	MLK	B002	4.80	600.00
12/16/04	E-mails to D. Heroy et al. re status and strategy	JMC	B002	0.60	246.00

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Task	ASSET DISPOSITION				
12/16/04	Telephone conference with C. Cleaver re 96-97 stipulation (.30); revise same (.4); telephone conference with E. Gewirtz re same (.3); correspondence to Wilmington Trust and 96-97 noteholder counsel re same (.3); preparation for and telephone conference with AMR re SAAB leases (1.0); telephone conference with C. Cleaver re same (.3); review revised GECAS 1110 stipulation (1.0); telephone conference with D. Ackerman re 757-200 leases (.2); preparation for and attend working group meeting re fleet planning (4.5)	DAF	B002	8.30	2,365.50
12/16/04	Receive, review and organize I. Adamczyk files for HSR filing inquiries (.5); phone conferences re HSR document requests and labelling issues (.5); attend to HSR document and label generation issues (1.5); attention to HSR issues including Huron/AirTran documents (1.0)	KLO	B002	3.50	682.50
12/16/04	Phone call with Alan Koschika at Brows McDowell regarding Goodyear contract and effect of sale on same	MMH	B002	0.20	28.00
12/16/04	Attention to conflicts letter release for Ernst & Young; draft and send e-mail to Southwest's counsel to obtain signatures	MMH	B002	0.40	56.00
12/16/04	Review correspondence from Mike Haber, AirTran counsel, regarding due date of payment for termination fee (.2)	SAC	B002	0.20	78.00
12/16/04	Prepare labels for Department of Justice document production for M. Krugler	DMS	B002	0.50	72.50
12/16/04	Assess Southwest antitrust issues	JRJ	B002	0.80	284.00
12/16/04	Review additional complaints by Southwest respecting [REDACTED] auction (.2)	SAC	B002	0.20	78.00
12/16/04	Return telephone call to K. Scarince (Chicago Express) (.1)	TEH	B002	0.10	18.50
12/16/04	Telephone call with A. Ferrante regarding credit card and other issues concerning administration of cases (.7)	TEH	B002	0.70	129.50
12/16/04	Attention to 1110 issues (.2)	TEH	B002	0.20	37.00
12/17/04	Review and revise draft order re sale assets to	JMC	B002	1.70	697.00

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Task	ASSET DISPOSITION				
	Southwest				
12/17/04	Coordinate telephone conference and negotiations with Southwest and Committee counsel and participate in same (.8)	SAC	B002	0.80	312.00
12/17/04	E-mails with Southwest attorneys regarding code share issues (.2)	SAC	B002	0.20	78.00
12/17/04	Telephone call from R. Young (DOJ) and report regarding same	RKS	B002	0.40	156.00
12/17/04	Review Bell, Boyd closing document list and evaluate what corrections, additions and deletions are needed to same (.4)	SAC	B002	0.40	156.00
12/17/04	Post Southwest/Committee debriefing with Lisa Beckerman and ATA officers, primarily regarding code share structural issues (.3)	SAC	B002	0.30	117.00
12/17/04	Conference with Sean Frick regarding numerous issues related to displaced employees and EETC lease restructuring issues, with focus on timing of costs, WARN Act notices and potential contributions by Southwest (.4)	SAC	B002	0.40	156.00
12/17/04	Phone call with Bob Ryan of Bank of America regarding timing of sale motion and December 21 hearing	MMH	B002	0.20	28.00
12/17/04	Revise assumption of contracts notice (.2)	SAC	B002	0.20	78.00
12/17/04	Conference call with D. Heroy, L. Beckerman et al. re documents and closing of Southwest transaction	JMC	B002	1.10	451.00
12/17/04	Evaluate documents issues; update locations of HSR filings/records	KLO	B002	0.90	175.50
12/17/04	Teleconference with G. Viets, S. Frick, S. Hula and J. Ancel re fleet plan (2.3); teleconference re same (.2); telephone conference with C. Cleaver re [REDACTED] (.2); preparation for and telephone conference with GECAS re [REDACTED] (.8) telephone conference with Debby Ackerman [REDACTED] [REDACTED] (.2); telephone conference re ILFC cure issues (.2); telephone conference with E. Gewirtz re revised 1110 stipulation (.3); review revised 96-97 stipulation (.5); review ILFC lease summaries (1.4)	DAF	B002	6.10	1,738.50

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Task	ASSET DISPOSITION				
12/17/04	analyze press release - Southwest	JRJ	B002	0.20	71.00
12/17/04	Final close-file e-mails with AirTran and its counsel (.2)	SAC	B002	0.20	78.00
12/17/04	Telephone call with R. Krasnow on GE engine release (.4)	TEH	B002	0.40	74.00
12/17/04	Review final documents for Southwest bid and order to confirm sale (1.0)	TEH	B002	1.00	185.00
12/17/04	Return telephone call to G. McGuire regarding rejection of aircraft (.1)	TEH	B002	0.10	18.50
12/17/04	Telephone call with E. Bialek (Port Authority NY/NJ) regarding winning bid and effect on LaGuardia/Reagan (.3)	TEH	B002	0.30	55.50
12/17/04	Telephone calls with Company and counsel for GE regarding return of engine (1.2)	TEH	B002	1.20	222.00
12/18/04	Review draft Code Share Agreement prepared by Southwest (1.2)	SAC	B002	1.20	468.00
12/18/04	Prepare comments and revise text for Code Share Agreement (2.6)	SAC	B002	2.60	1,014.00
12/18/04	Conference with Sean Frick regarding [REDACTED] Code Share Agreement [REDACTED] (.3)	SAC	B002	0.30	117.00
12/18/04	E-mails to Committee counsel and Southwest counsel and R. Lanter (outside Chicago counsel) regarding messages from Esther Tryban Telser regarding City of Chicago position and timing (.4)	SAC	B002	0.40	156.00
12/18/04	Prepare e-mails to ATSB counsel with Code Share Agreement mark-up, comments and regarding other new documents (.2)	SAC	B002	0.20	78.00
12/18/04	Telephone conference with C. Cleaver re GECAS stipulation (.4)	DAF	B002	0.40	114.00
12/18/04	Conference with Gil Viets and John Happ, both ATA officers, regarding terms of Code Share Agreement and additional textual revisions required by ATA (0.5)	SAC	B002	0.50	195.00
12/18/04	Prepare PDF copy of Code Share Agreement mark-up and e-mails to Southwest attorneys and Committee attorneys regarding same (.4)	SAC	B002	0.40	156.00
12/18/04	Telephone call to Ezra Bialik, New York and New	SAC	B002	0.10	39.00

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Task ASSET DISPOSITION					
	Jersey Port Authority counsel, regarding his questions and concerns regarding impact of Southwest transaction on ATA commitments to LaGuardia (.1)				
12/19/04	Prepare e-mails to counsel for Committee, Southwest and ATA officers regarding information obtained from R. Lanter regarding City of Chicago consent logistics (.3)	SAC	B002	0.30	117.00
12/19/04	Review new drafts of Code Share Agreement, Bid Letter Agreement, DIP Financing Agreement and Annexes to Bid (3.0)	SAC	B002	3.00	1,170.00
12/19/04	Conference with Richard Lanter, City of Chicago counsel, regarding City intentions on requested consents (.3)	SAC	B002	0.30	117.00
12/19/04	Review and reply to e-mails from Committee counsel regarding Southwest deal terms and issues, primarily related to Code Share Agreement (.4)	SAC	B002	0.40	156.00
12/19/04	Review Committee comments on 1110 stipulations (1.2); preparation for and teleconference with Creditors Committee and ATA re fleet plan and lease issues (1.8)	DAF	B002	3.00	855.00
12/19/04	Review contract assumption/rejection motions and revise (4 motions and orders) (1.2)	TEH	B002	1.20	222.00
12/19/04	Conference with Sean Frick regarding lease restructuring issues and issues raised by changes to new drafts of deal documents by Southwest (.3)	SAC	B002	0.30	117.00
12/19/04	Review existing City of Chicago Midway Hangar Lease regarding consents required and possible consent by Department of Aviation Commissioner (.3)	SAC	B002	0.30	117.00
12/20/04	Day-long review and revision of Southwest deal documents, including conferring with ATA officers regarding changes [REDACTED] (7.5)	SAC	B002	7.50	2,925.00
12/20/04	Report open issues to Gil Viets and Sean Frick and comments received from David Heroy regarding possible solutions, per our proposals (.3)	SAC	B002	0.30	117.00
12/20/04	Phone call from D. Word at Skadden Arps regarding cure amounts	MMH	B002	0.10	14.00

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Task	ASSET DISPOSITION				
12/20/04	Respond to inquiries on credit card assumption from counsel for Diners Club	MMH	B002	0.40	56.00
12/20/04	Analysis of and telephone call to D. Heroy re Southwest documents	JMC	B002	0.90	369.00
12/20/04	Review memo re HSR issues	JRJ	B002	0.90	319.50
12/20/04	Second telephone call to J. Martel (Amex) regarding continuing hearing on motion to January 4, 2005 and e-mail same (.2)	TEH	B002	0.20	37.00
12/20/04	Attention to antitrust issues, including voice mail from R. Young (DOJ); e-mail to R. Kneisley (SW) regarding HSR compliance confirmation; review Southwest memorandum regarding value of assets; e-mail to C. Biggio regarding Southwest memorandum and draft memorandum to B. Hunt regarding HSR compliance	RKS	B002	3.60	1,404.00
12/20/04	Review objections filed to transaction motion	MMH	B002	0.60	84.00
12/20/04	Review revised Southwest AAA	MMH	B002	1.20	168.00
12/20/04	Telephone call with J. Alter (Travelers) regarding bonds involved in the transaction (.3)	TEH	B002	0.30	55.50
12/20/04	E-mail response to Committee regarding credit card motion (.2)	TEH	B002	0.20	37.00
12/20/04	Telephone call with R. Krasnow (GE engine services) regarding offer and review offer (.4)	TEH	B002	0.40	74.00
12/20/04	Telephone call with J. Martel/Amex Express credit card assumption agreement (.6)	TEH	B002	0.60	111.00
12/20/04	Telephone call with G. McGuire regarding lease rejection (.3)	TEH	B002	0.30	55.50
12/20/04	Telephone call with M. Reich regarding GE engine and Saab 1110 negotiation (.2)	TEH	B002	0.20	37.00
12/20/04	Telephone call with M. O'Neal regarding lease rejection order and tail [REDACTED] and Wilmington Trust (.9)	TEH	B002	0.90	166.50
12/20/04	Review new objections filed to asset transfer transaction (.4)	TEH	B002	0.40	74.00
12/20/04	Preparation for and meeting at ATA with G. Viets, S. Frick, R. Barnett, M. Cobb, D. Klein, Bill Beal, T. Kerber re engine leases (2.4); review lease summaries (1.5); telephone conference with E. Gewirtz re 96-97 EETC stipulation (.2);	DAF	B002	10.00	2,850.00

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Task ASSET DISPOSITION					
	negotiation with S. Gross re GATX 1110(b) stipulation (.3); preparation for and participate in teleconference with ATA and Creditors Committee re fleet planning and lease issues (.7); telephone conference with M. Mandel re GATX and 96-97 EETC stipulation (.3); preparation for and meeting at ATA re open items re 1110(a) and (b) decisions concerning aircraft and engines (3.5); finalize 1110(b) stipulations for GATX and 96-97 EETC (.4); review e-mail correspondence re GECAS proposal on N513AT (.2); telephone conference with M. O'Neil re same (.2); review revised [REDACTED] term sheet (.3)				
12/20/04	Attention to timing of 8K filing re Southwest deal	JMC	B002	0.30	123.00
12/20/04	Telephone call to David Heroy (.1)	SAC	B002	0.10	39.00
12/20/04	Begin review of Committee mark-ups of new drafts of Southwest deal documents (.4)	SAC	B002	0.40	156.00
12/20/04	Review Committee response in support of motion to approve Southwest bid (.1)	SAC	B002	0.10	39.00
12/20/04	Telephone call from Ed Sauer of Squire Sanders & Company regarding their comments and suggestions regarding Code Share Agreement and review e-mail from Ed Sauer with additional comments (.4)	SAC	B002	0.40	156.00
12/20/04	E-mails with ATSB counsel regarding new revised Southwest documents and status of negotiations (.4)	SAC	B002	0.40	156.00
12/20/04	Meeting with David Heroy, Southwest attorney, regarding open issues (1.2)	SAC	B002	1.20	468.00
12/21/04	Preparation for hearing and attendance at hearing re Southwest transactions	JMC	B002	2.90	1,189.00
12/21/04	Meeting with Gil Viets, Sean Frick, Jerry Ancel and Michael O'Neal regarding lease restructuring strategies, options and elections and regarding Execujet Section 1110 issues (1.2)	SAC	B002	1.20	468.00
12/21/04	Prepare response to objection to motion to extend time to assume/reject leases for oral argument (.5)	TEH	B002	0.50	92.50
12/21/04	Research City of Chicago Municipal Code regarding "scoflaw" provisions cited by Esther Tryban Telser and review Use Agreement	SAC	B002	1.00	390.00

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Task	ASSET DISPOSITION				
	regarding cure claims of City (1.0)				
12/21/04	E-mails with Esther Tryban Telser regarding ATA's evaluation of demands and position regarding what owed (.5)	SAC	B002	0.50	195.00
12/21/04	E-mails to Committee counsel regarding City of Chicago cure demands (.3)	SAC	B002	0.30	117.00
12/21/04	Preparation for transaction hearing (1.1); review and prepare for filing orders for transaction and Asset Acquisition Agreement (.4)	MMH	B002	1.50	210.00
12/21/04	Review Nat Tel objection to Southwest bid; notes on same	MMH	B002	0.70	98.00
12/21/04	Begin review of ATA contract for rejection motion draft (.5)	TEH	B002	0.50	92.50
12/21/04	Telephone call with legal counsel for Goodrich regarding negotiations to secure return of aircraft (.5)	TEH	B002	0.50	92.50
12/21/04	Telephone call with S. Frick, G. Viets, S. Claffey regarding rejection of contracts (.3)	TEH	B002	0.30	55.50
12/21/04	Prepare evidentiary and legal issues for argument on release of engine (1.5)	TEH	B002	1.50	277.50
12/21/04	Attention to closing of Southwest transaction and various issues	JMC	B002	0.80	328.00
12/21/04	Attend Bankruptcy Court hearing on Sale Order Motion and DIP financing Motion (1.5)	SAC	B002	1.50	585.00
12/21/04	Conference with D. Heroy regarding Chicago consent concerns and issues (.5)	SAC	B002	0.50	195.00
12/21/04	Conference with Patrick Belville regarding City of Chicago expectations regarding closing documents (.3)	SAC	B002	0.30	117.00
12/21/04	Numerous e-mails and telephone conferences with R. Lanter and Esther Tryban Telser regarding City of Chicago consent requirements and cure demands (.8)	SAC	B002	0.80	312.00
12/21/04	Revise City Municipal Ordinance - Exhibit A requirements regarding City of Chicago consent (.4)	SAC	B002	0.40	156.00
12/21/04	Review City of Chicago cure demands and prepare e-mails to ATA and Huron regarding these demands and need to verify amounts	SAC	B002	0.80	312.00

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Task	ASSET DISPOSITION				
	claimed (.8)				
12/21/04	Negotiate with Southwest, ATSB and Committee counsel regarding terms of Southwest deal documents (1.6)	SAC	B002	1.60	624.00
12/21/04	Conference with Huron regarding valuation of engine (.2)	TEH	B002	0.20	37.00
12/21/04	Attend hearing on proposed asset transfer and respond to inquiries and requests for information regarding DIP Order and Sale Order (1.5)	TEH	B002	1.50	277.50
12/21/04	Review and further revise at least two separate sets of Southwest deal documents (2.0)	SAC	B002	2.00	780.00
12/21/04	Telephone calls with B. Hunt and L. Beckerman re CBA with Pilots Union [REDACTED]	JMC	B002	0.50	205.00
12/21/04	Telephone calls with 1110 equipment lessors concerning proposed asset transfer (.5)	TEH	B002	0.50	92.50
12/21/04	Revise and finalize memorandum to B. Hunt regarding HSR compliance	RKS	B002	0.50	195.00
12/21/04	Attend morning hearing on agenda issues including release of engine (1.0)	TEH	B002	1.00	185.00
12/21/04	Meetings with L. Beckerman, S. Reisman, D. Heroy et al. re Southwest documents, extension ATSB cash use order, hearing re DIP loan and transaction motion	JMC	B002	3.90	1,599.00
12/21/04	Negotiate Code Share Agreement points with Southwest attorneys and negotiate regarding possible hold back on hangar lease for delayed second closing (.7)	SAC	B002	0.70	273.00
12/21/04	Review and revise Southwest documents including sale and interim DIP orders and credit agreement	JMC	B002	1.60	656.00
12/21/04	Telephone call to Company regarding status of post petition performance on contracts (.2)	TEH	B002	0.20	37.00
12/21/04	Telephone conference with C. Cleaver re GECAS and Ambac proposals (.3); telephone conference with Mike Mandel re GATX stipulation (.1); review DIP Order (.7); telephone conference with Richard Krasnow re GECAS concerns re same (.2); telephone conference (.1); coordinate	DAF	B002	4.70	1,339.50

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Task ASSET DISPOSITION					
	execution and filing 1110(b) stipulations (.4); review engine lease summary from Huron (1.1); correspondence with Creditors Committee counsel re [REDACTED] term sheet (.2); telephone conference with C. Cleaver re AMR position (.3); review comments to KeyBank 1110 stipulation (.2); Review GECAS correspondence [REDACTED] (.2); telephone conference with R. Sammon re AMR proposal (.3); review form 1110)a) pleadings (.5); telephone conference with J. Graham re same (.2)				
12/21/04	Meeting with Lisa Beckerman and D. Boddle regarding Southwest documents and negotiation logistics and then add D. Heroy and ATSB counsel to meeting to address finalizing deal logistics, Chicago consent, concerns and logistics and code share issues (1.4)	SAC	B002	1.40	546.00
12/22/04	Telephone call to Goodrich regarding Tail 520 (.1)	TEH	B002	0.10	18.50
12/22/04	Further telephone conference and negotiations with Southwest and its counsel regarding revised Code Share Agreement, along with ATA officers, Committee counsel, Compass prinipals (.8)	SAC	B002	0.80	312.00
12/22/04	E-mails with Wisty Malone, ATA Controller, regarding City of Chicago cure demands (.3)	SAC	B002	0.30	117.00
12/22/04	Prepare detailed e-mail to Esther Tryban Telser regarding cure resolution [REDACTED] (.6)	SAC	B002	0.60	234.00
12/22/04	Report open code share and City of Chicago issues to Huron to determine if further contacts with City officials required or appropriate (.2)	SAC	B002	0.20	78.00
12/22/04	E-mail correspondence with Goodrich regarding return of plane (.2)	TEH	B002	0.20	37.00
12/22/04	Review schedules and Summary of Financial Affairs as they relate to asserted cure claims for transaction closing (.4)	TEH	B002	0.40	74.00
12/22/04	Telephone calls and e-mails with Company concerning maintenance contracts (.8)	TEH	B002	0.80	148.00
12/22/04	Review new draft of Code Share Agreement (.7)	SAC	B002	0.70	273.00
12/22/04	Telephone call with Discover regarding card assumption agreement (.3)	TEH	B002	0.30	55.50

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Task	ASSET DISPOSITION				
12/22/04	Telephone call with Brian Hunt regarding rejection issues related to Execujet (.2)	TEH	B002	0.20	37.00
12/22/04	Second conference call with Company on status of 1110 stipulations (.6)	TEH	B002	0.60	111.00
12/22/04	Conference call with Committee on status of 1110 issues (.5)	TEH	B002	0.50	92.50
12/22/04	Conference call on leases and rejections with client (.6)	TEH	B002	0.60	111.00
12/22/04	Finalize contract assumption/rejection motions for filing and telephone calls with Brian Hunt regarding same (1.3)	TEH	B002	1.30	240.50
12/22/04	Prepare insert language for Code Share Agreement (.3)	SAC	B002	0.30	117.00
12/22/04	Conference with ATA officers and Committee counsel and Compass regarding Code Share Agreement issues and modifications to be sought (1.3)	SAC	B002	1.30	507.00
12/22/04	Attend to e-mail correspondence with Company regarding contract rejections (.3)	TEH	B002	0.30	55.50
12/22/04	Report state of negotiations with Southwest and City of Chicago to Gil Viets (.2)	SAC	B002	0.20	78.00
12/22/04	Review yet another revised draft of Code Share Agreement (.3)	SAC	B002	0.30	117.00
12/22/04	Telephone conference with C. Cleaver re Ambac (.3); telephone conference with M. Mandel re same (.3); telephone conference with R. Sammon re 1110(b) payments (.4); review and analyze AMR proposal (.8); preparation for and participate in ATA working group call re lease issues and 1110 stipulations (.8); telephone conference with R. Sammon re AMR proposal (.2); telephone conference with G. Viets and S. Frick re same (.2); preparation for and participate in telephone conference with Creditors committee and ATA re same (.8); follow-up call with ATA re same (.5); telephone conference with D. Cleary re 2000 EETC 1110(b) stipulation (.3); telephone conference with Debbie Ackerman re same (.2); telephone conference with C. Cleaver re same (.3); review lease cure schedule (.7); correspondence	DAF	B002	8.30	2,365.50

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Task	ASSET DISPOSITION				
	with D. Cleary re Ambac 1110(b)/Adequate Protection Stipulation (.2); review and revising same (2.2)				
12/22/04	Review and revise DIP credit agreement, and permit agreement; telephone calls T. Allison, B. Buebel et al. re closing of Southwest transaction	JMC	B002	2.90	1,189.00
12/22/04	Telephone call from Ed Sauer of Service Sanders and Dempsey regarding Department of Transportation issues regarding Department of Justice investigation of antitrust concerns (.2)	SAC	B002	0.20	78.00
12/22/04	Assemble signature pages and obtain presigning by ATA officer (.6)	SAC	B002	0.60	234.00
12/22/04	Confer with ATA officers regarding City of Chicago cure amounts (.3)	SAC	B002	0.30	117.00
12/22/04	Review ATA spread sheet of Chicago cure amounts versus cure demands (.3)	SAC	B002	0.30	117.00
12/22/04	Prepare e-mail to Esther Tryban Telser regarding cure amounts and ATA position respecting each item (.3)	SAC	B002	0.30	117.00
12/22/04	Conference with Sean Frick regarding Boeing leases and Section 1110(a) choice and regarding City of Chicago cure demands (.4)	SAC	B002	0.40	156.00
12/22/04	Negotiation of modifications to draft Code Share Agreement with Southwest officers and counsel (Bell Boyd and in-house) and Committee counsel and Compass principals (3.0)	SAC	B002	3.00	1,170.00
12/22/04	Work on Southwest Asset Acquisition Agreement closing requirements (officer certificates, board approvals, counsel opinion) (.3)	SAC	B002	0.30	117.00
12/22/04	Telephone negotiations with Esther Tryban Telser (.3)	SAC	B002	0.30	117.00
12/22/04	Final negotiations with Bell Boyd attorneys, Committee counsel and Gil Viets regarding Southwest deal documents and review revisions made by Southwest to same (2.0)	SAC	B002	2.00	780.00
12/22/04	Prepare closure e-mail to Esther Tryban Telser regarding set aside funds and payment of undisputed cure amounts (.3)	SAC	B002	0.30	117.00
12/22/04	Telephone call from Bruce Kaufman of Compass	SAC	B002	0.30	117.00

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Task	ASSET DISPOSITION				
	regarding John Dennison qualifications as Co-CRO (.3)				
12/22/04	Review and revise new drafts of Southwest deal documents (1.3)	SAC	B002	1.30	507.00
12/23/04	Review draft of motions to reject leases (.4)	TEH	B002	0.40	74.00
12/23/04	Attention to voice mail on assumption motions; phone call to W. Ponader on same	MMH	B002	0.20	28.00
12/23/04	Telephone conference with C. Cleaver re Ambac stipulation (.3); telephone conference with D. Cleary re same (.2); telephone conference with M. Mandel re same (.2); review committee comments to same (.4); preparation for and working group teleconference re lease negotiations (1.0); review revise Ambac stipulation (.5); preparation for and participate in ATA/Committee call re 1110 issues and fleet planning (1.1); negotiations and reviewing and revising 2000 EETC stipulation and finalizing same (5.0)	DAF	B002	8.70	2,479.50
12/23/04	Attention to Department of Justice monitoring of Southwest/ATA future collaborations, routes and prices	KLO	B002	0.20	39.00
12/23/04	Conference with David Heroy regarding final pre-closing issues and concerns (.2)	SAC	B002	0.20	78.00
12/23/04	Telephone call with W. Malone and J. Ritter regarding credit card issues and assumption motions (.5)	TEH	B002	0.50	92.50
12/23/04	Attention to distribution of Southwest \$10 Million deposit to ATA (.3)	SAC	B002	0.30	117.00
12/23/04	Telephone call with Committee regarding 1110 issues (.5)	TEH	B002	0.50	92.50
12/23/04	Numerous e-mails with Bell Boyd attorneys and Southwest to accomplish closing (.8)	SAC	B002	0.80	312.00
12/23/04	Attend to issues of engine return and airplane return (GE and Goodrich) (.7)	TEH	B002	0.70	129.50
12/23/04	Conference with Patrick Belville and Lance Wright regarding concrete foundation condition report and estimated repair costs (.3)	SAC	B002	0.30	117.00
12/23/04	Investigate Midway hangar door maintenance and repair question and to identify estimated repair	SAC	B002	0.20	78.00

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Task	ASSET DISPOSITION				
	cost (.2)				
12/23/04	Review in detail final Southwest deal documents and negotiate final revisions and corrections (2.2)	SAC	B002	2.20	858.00
12/23/04	Conference call with Company on 1110 issues (1.0)	TEH	B002	1.00	185.00
12/23/04	Review draft of agreed entry for return of GE engine (.3)	TEH	B002	0.30	55.50
12/23/04	Closing with Southwest confirmation and prepare e-mails to ATA officers reporting closing (.3)	SAC	B002	0.30	117.00
12/24/04	Review e-mails re ILFC cure payments (.3); telephone conference with R. Sammon re same (.4)	DAF	B002	0.70	199.50
12/27/04	Prepare e-mails to David Heroy and Patrick Belville regarding ATSB request for copies of Code Share and Pro-Ration Agreements (.1)	SAC	B002	0.10	39.00
12/27/04	Prepare e-mail to ATSB counsel and Executive Director with signed Southwest closing documents (.2)	SAC	B002	0.20	78.00
12/27/04	Telephone conference with G. Viets and S. Frick re ILFC issues (.3); telephone conference with M. O'Neil re 1110 filings (.2); preparation for and working group call re 1110 stipulations and engine lease issues (.8)	DAF	B002	1.30	370.50
12/27/04	Prepare e-mail to D. Heroy regarding need for Southwest consent for ATA to provide ATSB counsel copy of Code Share Agreement and Proration Agreement (.1)	SAC	B002	0.10	39.00
12/27/04	Telephone call with S. Frick regarding GE/Goodrich/Goodyear issues (.4)	TEH	B002	0.40	74.00
12/27/04	Revise final agreed entry on release of GE engine (.3)	TEH	B002	0.30	55.50
12/27/04	E-mail correspondence regarding Goodrich plane release (.1)	TEH	B002	0.10	18.50
12/27/04	Respond to Committee's requests for additional data on motions to assume/reject contracts (1.2)	TEH	B002	1.20	222.00
12/27/04	Telephone call with Sommer Barnard regarding aircraft rejections (.2)	TEH	B002	0.20	37.00
12/27/04	Attention to adding correct corporate titles to signature pages of Southwest closing documents	SAC	B002	0.20	78.00

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Task	ASSET DISPOSITION				
	(.2)				
12/28/04	Send order on confidentiality to Craig Weimer (counsel to Diners Club) with explanation of scope of protection	MMH	B002	0.30	42.00
12/28/04	Return call to A. Ferrante and Compass regarding contract rejection (.7)	TEH	B002	0.70	129.50
12/28/04	Telephone call with BMC regarding contracts and bworx and location of marketing contracts (.5)	TEH	B002	0.50	92.50
12/28/04	Review marketing contracts for possible rejection (1.3)	TEH	B002	1.30	240.50
12/28/04	Telephone call with C. Debevoise regarding rejection of airplane lease and review status of order (.3)	TEH	B002	0.30	55.50
12/28/04	Telephone call with M. O'Neal regarding rejection of leases to coordinate pleadings and timing of return (.3)	TEH	B002	0.30	55.50
12/28/04	Telephone call with J. Ritter regarding Amex contract issues (.4)	TEH	B002	0.40	74.00
12/28/04	Review revisions to Boeing proposal (.9)	TEH	B002	0.90	166.50
12/28/04	Review e-mails from H. Efroymsen and Pacers contract	JMC	B002	0.50	205.00
12/29/04	Telephone call from creditor regarding claim form and bar date notice (.5)	TEH	B002	0.50	92.50
12/29/04	Research issues involved in collective bargaining agreement modifications and draft motion for ordinary course (2.3)	TEH	B002	2.30	425.50
12/29/04	Review and revise bill of sale and term of leases re ITFA repayment	JMC	B002	0.70	287.00
12/29/04	Review and revise Boeing term sheet and participate in conference call with ATA and Boeing re deal re return and retention of aircraft	JMC	B002	2.40	984.00
12/29/04	Telephone call to S. Frick re request to committee with rotatable lessors by committee representatives (.3); e-mails re above (.4)	JMC	B002	0.70	287.00
12/29/04	Telephone call to W. Brewer regarding GE engine and release (.3)	TEH	B002	0.30	55.50
12/29/04	Return call to S. Justice regarding Goodrich adversary (.2)	TEH	B002	0.20	37.00

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Task	ASSET DISPOSITION				
12/29/04	Telephone call with J. Ritter regarding credit card agreements and motion to assume (.3)	TEH	B002	0.30	55.50
12/29/04	Return call to attorney regarding post petition ran in Des Moines for Chicago Express and research issue with Company (.4)	TEH	B002	0.40	74.00
12/29/04	Telephone call with Creditors' Committee regarding contract issues and provide summary of issues involved in motions filed (1.3)	TEH	B002	1.30	240.50
12/29/04	Coordinate issues involved in rejecting N304CE and review pleadings with Company (.6)	TEH	B002	0.60	111.00
12/30/04	Meeting with Brian Hunt and Jake Happ at the Company to discuss contract (marketing) assumption/rejection issues (1.6)	TEH	B002	1.60	296.00
12/30/04	Coordinate with J. Nelson regarding rejection of lease contract outside of rejection procedures (.9)	TEH	B002	0.90	166.50
12/30/04	Telephone call with J. Ancel regarding lease rejection issues specific to rejection procedures (.2)	TEH	B002	0.20	37.00
12/30/04	Telephone call with Gil Viets regarding paying AirTran its Termination Fee and okay AAA to confirm date payment to be made (.3)	SAC	B002	0.30	117.00
12/31/04	Review and revise motion, notice, order on rejection of aircraft lease and file same (US Bancorp) (1.1)	TEH	B002	1.10	203.50
12/31/04	Telephone call with attorney regarding order on rejection of aircraft lease (Wilmington) (.2)	TEH	B002	0.20	37.00
Total	For ASSET DISPOSITION		B002	811.80	229,950.50

Task	BUSINESS OPERATIONS				
12/01/04	Call Wendy Ponader regarding timing strategies respecting bringing KERP motion before the Court and resistance of Creditor Committee to proposed terms of KERP (.1)	SAC	B003	0.10	39.00
12/01/04	Respond to e-mails regarding data room access and Qualified Bidders (.8)	TEH	B003	0.80	148.00
12/01/04	Coordinate access to data room and determination of Qualified Bidders and develop protocols for same (.6)	TEH	B003	0.60	111.00

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Task	BUSINESS OPERATIONS				
12/01/04	Return telephone call to W. Malone (.1)	TEH	B003	0.10	18.50
12/01/04	Second conference with Jerald Ancel regarding Section 1110 strategies and Company's position with respect to options available (.4)	SAC	B003	0.40	156.00
12/01/04	Conference with Jerald Ancel regarding lease restructuring issues and decisions to be made (.2)	SAC	B003	0.20	78.00
12/01/04	Prepare memorandum to David Foster regarding Boeing claim and communications respecting Section 1110 cure payments due on December 23 (.3)	SAC	B003	0.30	117.00
12/01/04	Telephone calls regarding stay potential; strategize regarding response to [REDACTED]	HAP	B003	0.40	136.00
12/01/04	Attention to status and strategy	JMC	B003	0.40	164.00
12/02/04	Analysis of documents on ATA's internal system; review listing of documents and documents themselves to determine if 4(c) responsive	SME	B003	1.10	192.50
12/02/04	Conference with Wendy Ponader regarding proposed Midway employee retention payment (.2)	SAC	B003	0.20	78.00
12/02/04	Conference with Wendy Ponader regarding options available for KERP (.2)	SAC	B003	0.20	78.00
12/02/04	Continue work on HSR Form	ITA	B003	2.00	560.00
12/02/04	Telephone call with IAA regarding noticing address change and e-mail to noticing agent (.2)	TEH	B003	0.20	37.00
12/02/04	Review and respond to numerous e-mails from ATSB and Committee counsel (.6)	SAC	B003	0.60	234.00
12/02/04	Conference with Jerald Ancel and Michael O'Neal regarding Section 1110 strategies and options (.4)	SAC	B003	0.40	156.00
12/03/04	E-mail to Wendy Ponader regarding need to exclude Bill O'Donnell from KERP by reason of his resignation (.1)	SAC	B003	0.10	39.00
12/03/04	Attention to reviewing website for new documents	SME	B003	0.80	140.00
12/03/04	Review redacted Goodrich contract and arrange for access to same on due diligence site (.4)	TEH	B003	0.40	74.00
12/03/04	Arranging for meetings and negotiations with Committee and ATSB counsel respecting extension of cash use stipulation, determination of methodologies and processes to be followed in	SAC	B003	0.30	117.00

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Task	BUSINESS OPERATIONS				
	conducting auction, and resolving other disputes between ATA and ATSB (.3)				
12/03/04	Meetings at ATA with Gil Viets, Charles Cleaver, Jerald Ancel, Michael O'Neal, Sean Frick and Huron representatives, all regarding Section 1110 options, strategies and positions to be pursued with various lessors (2.3)	SAC	B003	2.30	897.00
12/03/04	Review e-mails regarding Section 1110 stipulation strategy and advise Dave Foster and Mike O'Neal regarding power by the hour contract related issues (.3)	SAC	B003	0.30	117.00
12/03/04	Voicemail from B. Hunt; telephone calls with B. Hunt regarding pay during no work period (quit versus other scenario)	GND	B003	0.40	122.00
12/03/04	Conference with Gil Viets regarding personnel problems and senior management retention challenges (.2)	SAC	B003	0.20	78.00
12/03/04	Attention to WARN issues	EEH	B003	0.10	23.00
12/04/04	Review Huron e-mails and proposed text of message to Citi Group regarding new business plan request and provide suggested changes to same (.3)	SAC	B003	0.30	117.00
12/05/04	Attention to organization of 4(c) filing	SME	B003	3.00	525.00
12/06/04	Conference with Wendy Ponader regarding Bill O'Donnell resignation (.1)	SAC	B003	0.10	39.00
12/06/04	Review e-mail from Tom Allison of Huron Consulting regarding ATSB representatives' statements and declarations to Southwest [REDACTED] and advise George Mikelsons and Gil Viets regarding these communications (.3)	SAC	B003	0.30	117.00
12/06/04	Conference with Gil Viets regarding KERP issues and terms and respecting the importance of gathering industry comparables and compensation numbers [REDACTED] to be addressed with Committee and ATSB (.2)	SAC	B003	0.20	78.00
12/06/04	Review and respond to several e-mails relating terms and provisions of KERP and regarding advisability of delaying hearing on KERP motion	SAC	B003	0.40	156.00

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Task	BUSINESS OPERATIONS				
	(.4)				
12/06/04	Prepare e-mail to Gil Viets and George Mikelsons regarding [REDACTED] issues being raised by Committee and ATSB (.2)	SAC	B003	0.20	78.00
12/06/04	Review e-mails from ATSB counsel, Committee counsel, and third party counsel respecting various matters (.3)	SAC	B003	0.30	117.00
12/06/04	Meeting with George Mikelsons, Gil Viets, Wendy Ponader and Brian Hunt at ATA regarding KERP issues and options, [REDACTED] [REDACTED] alternative structures for gate acquisitions to be proposed to Southwest, Hart-Scott-Rodino signing issues [REDACTED] [REDACTED] regarding alternative bids expected to be received at auction and the evaluation of each of them versus AirTran offer and regarding Plan of Reorganization issues, especially as they may be affected by the auction (6.2)	SAC	B003	6.20	2,418.00
12/06/04	Conference with S. Claffey re status and strategy including December 7 meeting	JMC	B003	0.70	287.00
12/08/04	Telephone call to Gil Viets regarding new City of Chicago consent issues and regarding [REDACTED] [REDACTED] (.2)	SAC	B003	0.20	78.00
12/08/04	Attention to Committee request for WARN Act notices and information (.3)	SAC	B003	0.30	117.00
12/08/04	Attention to lease restructuring matters (.2)	SAC	B003	0.20	78.00
12/08/04	Review and respond to general e-mails from ATSB, Committee, ATA officers and third party creditors (.3)	SAC	B003	0.30	117.00
12/08/04	Confer with Tom Allison and Anu Singh regarding [REDACTED] auction [REDACTED] (.3)	SAC	B003	0.30	117.00

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Task	BUSINESS OPERATIONS				
12/09/04	Voicemail regarding Akin Gump contact; request for WARN information; telephone call with B. Hunt regarding same; telephone call with David Callet at Akin Gump regarding same; e-mails from D. Callet and to B. Hunt regarding same	GND	B003	0.40	122.00
12/09/04	Attention to HSR issues	JRJ	B003	0.30	106.50
12/10/04	Review new pleadings filed in ATA Chapter 11 case (.1)	SAC	B003	0.10	39.00
12/11/04	Attention to numerous issues and to coordinate efforts for the day (.2)	SAC	B003	0.20	78.00
12/11/04	Prepare for meeting with Company regarding numerous issues (.4)	SAC	B003	0.40	156.00
12/11/04	Conference with Jerald Ancel and Michael O'Neil regarding Section 1110 issues and the development of a coherent Section 1110 approach (.3)	SAC	B003	0.30	117.00
12/13/04	Review incoming leases and organize	LJH	B003	2.20	253.00
12/13/04	Prepare file folders for ATA/Rest. organization	LJH	B003	0.70	80.50
12/13/04	Review and print e-mails and attachments for files	LJH	B003	2.00	230.00
12/13/04	Organize e-mail/correspondence into files	LJH	B003	2.00	230.00
12/13/04	Evaluate WARN issues/status	GND	B003	0.10	30.50
12/13/04	Conference with George Mikelsons regarding developments and major issues and confrontations to be dealt with both as a part of the auction and with ATSB (.4)	SAC	B003	0.40	156.00
12/14/04	Review and respond to numerous e-mails from ATA officers, ATSB counsel, Committee counsel and other third party counsel (.5)	SAC	B003	0.50	195.00
12/15/04	Conference with Huron regarding GE engine issues (.9)	TEH	B003	0.90	166.50
12/15/04	Consult with Company and GE regarding issues surrounding return of engines and Chicago Express, including telephone conferences, e-mails, and in person negotiations (3.9)	TEH	B003	3.90	721.50
12/15/04	Telephone call from Blaire Fencerstock with Gil Viets [REDACTED] (.6)	SAC	B003	0.60	234.00
12/16/04	Reorganize files for ATA Chapter 11, including files related to auction to give access to all	SAC	B003	0.30	117.00

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Task	BUSINESS OPERATIONS				
	attorneys (.3)				
12/16/04	Participate in lease restructuring meeting at ATA with Jerald Ancel, Mike O'Neal, Gil Viets, Sean Frick, and other ATA officers (1.5)	SAC	B003	1.50	585.00
12/16/04	Attention to lease restructuring issues (.3)	SAC	B003	0.30	117.00
12/16/04	Meeting with George Mikelsons regarding numerous operational and restructuring issues (.6)	SAC	B003	0.60	234.00
12/16/04	Review lease restructuring e-mails (.2)	SAC	B003	0.20	78.00
12/16/04	Conference with Gil Viets and George Mikelsons regarding CFO and CRO positions and other personnel issues and senior officer line of authority issues and respecting press release and what to cover in conference with media respecting outcome of auction (.5)	SAC	B003	0.50	195.00
12/16/04	Participate in ATA Holdings Board of Directors meeting (1.8)	SAC	B003	1.80	702.00
12/16/04	Arrange for television press conference with ATA officers at Baker & Daniels' facilities and confer briefly with George Mikelsons regarding information that he may disclose in press statements (.3)	SAC	B003	0.30	117.00
12/17/04	Report to Gil Viets regarding compensation adjustment in Chapter 11 questions (.2)	SAC	B003	0.20	78.00
12/17/04	Telephone call to L. Beckerman re ATSB and other issues	JMC	B003	1.20	492.00
12/17/04	Attention to Section 1110 cure strategies and review special lease cure issues (.4)	SAC	B003	0.40	156.00
12/17/04	Conference with Gil Viets, Sean Frick and other ATA officers regarding Section 1110 matters (.4)	SAC	B003	0.40	156.00
12/17/04	Attention to ILFC issues, [REDACTED] (.3)	SAC	B003	0.30	117.00
12/18/04	Review and respond to daily e-mails from Huron, ATA, Committee and ATSB counsel and Creditors' attorneys (.3)	SAC	B003	0.30	117.00
12/19/04	Conference with Gil Viets regarding lease restructuring questions and regarding his concerns related to an incorrect quote of him on restructuring of leases in Indianapolis Star (.2)	SAC	B003	0.20	78.00

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Task	BUSINESS OPERATIONS				
12/20/04	Status and daily allocation of assignments (.2)	SAC	B003	0.20	78.00
12/20/04	Review 8-K disclosure; review Southwest bid proposal and proposed 8-K disclosure	MNB	B003	1.50	337.50
12/20/04	E-mail to B. Hunt regarding re-notification matter; telephone call with B. Hunt regarding same	GND	B003	0.10	30.50
12/21/04	Prepare disclosure for 8-K filing regarding Southwest bid proposal	MNB	B003	1.60	360.00
12/23/04	Attention to (.3)	SAC	B003	0.30	117.00
12/27/04	E-mail update and status report to Jerry Ancel and set Section 1110 strategy meeting with lease restructuring group (.2)	SAC	B003	0.20	78.00
12/27/04	Prepare letter to Gil Viets regarding Court Reporter statements (.1)	SAC	B003	0.10	39.00
12/27/04	Telephone conference with ATA lease restructuring working group (.5)	SAC	B003	0.50	195.00
12/27/04	Review e-mails from ATSB and various lessors and from Sommer Barnard regarding lease restructuring and Section 1110(a) elections (.2)	SAC	B003	0.20	78.00
12/27/04	Telephone conference with Lisa Beckerman regarding numerous issues (Co-CRO; engage and selection of executive search firm; ATSB Rotables Section 1110 issues, etc.) (.3)	SAC	B003	0.30	117.00
12/27/04	Prepare agenda for post-close restructuring and recovery actions by ATA and submit to Gil Viets for special meeting (.3)	SAC	B003	0.30	117.00
12/27/04	Organize Southwest closing files (.3)	SAC	B003	0.30	117.00
12/27/04	Conference with Gil Viets regarding new Boeing proposal [REDACTED] [REDACTED] (.3)	SAC	B003	0.30	117.00
12/27/04	Supplement agenda for special meeting of restructuring officers (.3)	SAC	B003	0.30	117.00
12/27/04	Telephone call to L. Beckerman re various issues including Dennison (co-CRO) etc.	JMC	B003	1.20	492.00
12/27/04	Prepare post-closing To Do list (.4)	SAC	B003	0.40	156.00
12/28/04	Telephone call to J. Arnason, attorney ILFC	JMC	B003	0.30	123.00
12/28/04	Day-long meeting with Gil Viets and Sean Frick to address lengthy agenda of items requiring	SAC	B003	6.00	2,340.00

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Task	BUSINESS OPERATIONS				
	attention for successful implementation of plan, realization of full benefit of code share arrangement and development of successful reorganization, and attention to Boeing proposal for resolution of 747-300 lease matters, including lengthy negotiations with Boeing and its counsel, ATA and Huron (6.0)				
12/28/04	Meeting with G. Viets, S. Frick re various strategic issues including KERP and Boeing agreement	JMC	B003	6.50	2,665.00
12/28/04	Late-night negotiations with Boeing and its counsel, ATA officers, Huron principals (2.5)	SAC	B003	2.50	975.00
12/28/04	Review and further revise new draft of Boeing Letter Agreement (.5)	SAC	B003	0.50	195.00
12/28/04	Conference with Jerald Ancel and Michael O'Neil regarding lease restructuring issues and regarding numerous other matters requiring attention by ATA counsel (1.0)	SAC	B003	1.00	390.00
12/28/04	Meeting with G. Viets and S. Frick to discuss various strategic issues including KERP and Boeing agreement	MMH	B003	1.30	182.00
12/28/04	Telephone call from W. Ponader regarding KERP issues (proposed new KERP design).	GLS	B003	0.10	34.50
12/28/04	Revise Boeing Letter Agreement (1.5)	SAC	B003	1.50	585.00
12/29/04	Telephone calls to L. Beckerman re various issues including union requests, ATSB, executive search and engagement of committee professionals	JMC	B003	0.90	369.00
12/29/04	Review Section 409A guidance to analyze whether proposed changes to KERP raise issues under Code section 409A; meeting with W. Ponader regarding proposed new design for KERP and effect of Code section 409A and conference with J. Purcell regarding conclusion that KERP design would not result in deferral of compensation under 409A.	GLS	B003	1.10	379.50
12/29/04	Review 8-K and confirm disclosure regarding expiration of commitment	MNB	B003	0.30	67.50
12/29/04	Revise new Boeing draft of letter agreement (.4)	SAC	B003	0.40	156.00
12/29/04	Participate in morning and early afternoon on-going negotiations with Boeing officers and	SAC	B003	3.00	1,170.00

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Task	BUSINESS OPERATIONS				
	counsel, ATA officers and Huron, including several side-bar conferences with ATA and Huron to resolve ATA positions on Boeing demands and language (3.0)				
12/29/04	E-mails and telephone calls to S. Frick, J. Happ and H. Efroymsen re Pacers barter arrangement	JMC	B003	0.50	205.00
12/29/04	Further conferences with Gil Viets, Sean Frick and Huron regarding negotiation points with Boeing and provide language to Gil Viets to have added to final draft of letter agreement (.5)	SAC	B003	0.50	195.00
12/29/04	Review [REDACTED] revised letter agreement with Boeing regarding 757-300 leases (.6)	SAC	B003	0.60	234.00
12/29/04	E-mails with ATA officers and from J. George Mikelsons regarding Executive Search Firm selections (.3)	SAC	B003	0.30	117.00
12/29/04	Attention to Chapter 11 issues [REDACTED] (.2)	SAC	B003	0.20	78.00
12/29/04	E-mails with Ezra Bialik of New York/New Jersey Port Authority regarding payment of PFC's (.3)	SAC	B003	0.30	117.00
12/29/04	Follow-up e-mails with Gil Viets, Sean Frick and Wisty Malone regarding Port Authority questions regarding payment of pre-petition lease charges for LaGuardia (.2)	SAC	B003	0.20	78.00
12/29/04	Attention to Committee application to employ title attorneys (.2)	SAC	B003	0.20	78.00
12/29/04	Review draft 8(k) filing regarding Southwest deals and provide suggestions for revision and enhancement (.2)	SAC	B003	0.20	78.00
12/29/04	Conference with Gil Viets regarding reassembly of meeting of restructuring and reorganization officers to address remainder of agenda/topic items (.2)	SAC	B003	0.20	78.00
12/29/04	Review e-mail from Jerry Ancel regarding Boeing [REDACTED] and send e-mail to Gil Viets regarding need to obtain all documents for lease restructuring attorneys [REDACTED] (.2)	SAC	B003	0.20	78.00
12/29/04	Telephone call with Gil Viets regarding change of language to be made to Boeing letter agreement [REDACTED]	SAC	B003	0.20	78.00

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Task	BUSINESS OPERATIONS				
	██████████ (.2)				
12/29/04	Prepare e-mails to Lisa Beckerman regarding Boeing letter agreement (.2)	SAC	B003	0.20	78.00
12/29/04	Telephone call from B. Hunt regarding WARN issues ██████████	GND	B003	0.10	30.50
12/30/04	Telephone conference with Lisa Beckerman regarding changes requested by ATA to Compass engagement agreement - all of which she concurred are appropriate, and regarding Boeing outcome and miscellaneous issues (.3)	SAC	B003	0.30	117.00
12/30/04	Further organization of ATA Chapter 11 files related to Southwest deals and Boeing lease resolutions (.3)	SAC	B003	0.30	117.00
12/30/04	Meeting with G. Viets and S. Frick re various issues	JMC	B003	0.60	246.00
12/30/04	Lengthy, full afternoon and early evening meeting with Gil Viets and Sean Frick to address balance of restructure action plan agenda items (6.0)	SAC	B003	6.00	2,340.00
12/30/04	E-mails with Lisa Beckerman regarding Boeing finalization (.2)	SAC	B003	0.20	78.00
12/30/04	Telephone calls to J. Happ and H. Efroymsen re Pacers barter agreement	JMC	B003	0.50	205.00
12/31/04	Review and respond to numerous e-mails from ATA, ATSB, Huron, Committee counsel and Boeing (.3)	SAC	B003	0.30	117.00
Total	For BUSINESS OPERATIONS		B003	94.70	31,523.50
Task	CASE ADMINISTRATION				
12/01/04	Coordinate Southwest's access to 757 leases; telephone call with B. Bosack regarding same (.3); review motion to establish aircraft lease rejection procedures drafted by Sommer Barnard and telephone call with J. Graham regarding same (.3); telephone call with B. Bosack regarding access to lease issues and reviewing list of people with access (.3); e-mail to Notice Parties and M. Heckler regarding Qualified Bidder determination (Wexford Spectrum) (.5); review access issues to due diligence site in connection with supplemental	JCN	B004	8.10	1,012.50

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Task	CASE ADMINISTRATION				
	confidentiality agreement (.6); telephone call with B. Bosack regarding Lazard's inability to access due diligence site (.1); telephone call with S. Reisman and S. Choi regarding same (.1); telephone call with M. Heckler regarding Qualified Bidder determination (.1); e-mail to Notice Parties regarding NatTel LLC and debtors determination it is not a Qualified Bidder (.4); conference regarding same (.2); review Notice of default sent by Wilmington Trust and review of Trust Indenture and Mortgage to determine impact of Notice on ATA's lease rights (5.2)				
12/01/04	E-mail D. Heroy re 1123(a)(6)	JMC	B004	0.20	82.00
12/01/04	Telephone call re 1110 negotiations	JMC	B004	0.30	123.00
12/01/04	Review and exchange of e-mails regarding review of aircraft leases in connection with 1110(a) election	JMM	B004	0.50	140.00
12/01/04	Miscellaneous coordination regarding leases for 1110 stipulations	JFWF	B004	0.60	84.00
12/01/04	Draft 1110 stipulations for airplane equipment lessors	JFWF	B004	1.80	252.00
12/01/04	Phone conference with Diners Club attorney regarding assumption; e-mail regarding same	MMH	B004	0.20	28.00
12/01/04	Prepare needed document information regarding lease agreements	LJH	B004	4.00	460.00
12/01/04	E-mail and calls to and from BMC	LJH	B004	0.50	57.50
12/02/04	Telephone call J. Ancel et al. re section 1110 issues	JMC	B004	0.30	123.00
12/02/04	Attention to service of cash collateral order (.2); review [REDACTED] docket regarding KERP motion following telephone call from W. Ponader (.4); status consultation with S. Stephenson (.1); status e-mail message to J. Carr (.2); finalize/electronically file proofs of service (.6); review Court Call materials and telephone call to Ignacio Acosta regarding same (.7); attention to objection to cure notice (.2).	SBL	B004	2.40	288.00
12/02/04	E-mail to Committee regarding card agreements (.2)	TEH	B004	0.20	37.00

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Task	CASE ADMINISTRATION				
12/02/04	Coordinate lease materials for J. Matthews	JFWF	B004	0.30	42.00
12/02/04	Attention to ILFC leases	JFWF	B004	0.20	28.00
12/02/04	Coordinate review of airplane leases with Sommer Barnard	JFWF	B004	0.70	98.00
12/02/04	Telephone call with S. MacDonald regarding Wilmington Trust's Notice of Default (.3); research cases sent by J. Graham regarding 60-day Section 1110 period (.6); review Trust Indenture ATA 1996 B to determine impact of Wilmington Trust's Notice of Default (1.0); review letter from Dann Pecar regarding Union Planters inspection of maintenance hangar (.1); Key Cite cases cited in Motion to Reject N775AT (.3); telephone call with M. Behmer regarding Objection to Cure Notice (.1); e-mail exploring conclusions on research into the impact of Wilmington Trust's Notice on ATA's lease rights (.5)	JCN	B004	3.60	450.00
12/02/04	Review Amex agreement and addendum (.3)	TEH	B004	0.30	55.50
12/02/04	Draft 1110(b) stipulations for Boeing and ILFC airplanes	JFWF	B004	1.00	140.00
12/02/04	Prepare list of lease agreements needed from BMC and e-mail information to BMC	LJH	B004	4.60	529.00
12/02/04	Set up files for review and research	LJH	B004	2.00	230.00
12/02/04	Attention to correspondence issues	LJH	B004	0.50	57.50
12/02/04	Begin review of ILFC leases for purposes of preparing summary reports of same (4.4); conference with C. Brook regarding same (.6)	JMM	B004	5.00	1,400.00
12/02/04	Draft Stipulation for American Eagle	JFWF	B004	0.30	42.00
12/03/04	Telephone call to L. Beckerman regarding various issues of status and strategy regarding auction and other matters	JMC	B004	0.60	246.00
12/03/04	Print and organize e-mails and stipulations	LJH	B004	1.00	115.00
12/03/04	Sort and review lease agreements	LJH	B004	1.00	115.00
12/03/04	E-mail to NatTel LLC regarding Qualified Bidder determination (.5); review letter from Union Planters regarding Leasehold Mortgage on Indy Maintenance Facility (.1); telephone call with B. Buebel regarding same (.2); telephone call with S. Slow regarding Cure Notice for Driessen Aircraft	JCN	B004	1.70	212.50

BAKER & DANIELS

Task	CASE ADMINISTRATION				
	Interiors (.3); research contracts for Driessen (.3); telephone call with B. Bosack regarding Driessen contracts (.1); telephone call from L. Coffey regarding Cure Notice to Brehop Corp. (.2)				
12/03/04	Attention to e-mail messages (.2); attention to FAA search order, including e-mail messages with T. Kellner and BMC (.5); telephone call from W. Moore (.1); telephone call to B. Buebel of Huron (.2); electronically file and serve cash collateral agreement motion, prepare notice and forward to C. Davidson (.5).	SBL	B004	1.50	180.00
12/03/04	Conference with C. Brook regarding review of ILFC leases and revisions to template for summary reporting (.8); review and revise initial summary reports on same ILFC leases (2.2)	JMM	B004	3.00	840.00
12/03/04	Draft stipulation on 1110 for AMR leasing	JFWF	B004	0.60	84.00
12/05/04	Begin review of schedules and statement of financial affairs for filing (1.9)	TEH	B004	1.90	351.50
12/05/04	Review docket and update master status spreadsheet (.7).	SBL	B004	0.70	84.00
12/06/04	Review incoming lease agreements	LJH	B004	0.50	57.50
12/06/04	Review prior research on Section 365 and need to cure cross-default provisions in connection with assumption of lease (.8); conference with C. Brook regarding additional research on issue related to 1110(a)(2) (.5)	JMM	B004	1.30	364.00
12/06/04	Attention to e-mails and attachments	LJH	B004	0.30	34.50
12/06/04	Research exclusivity period (.3); telephone call with B. Bosack regarding access to due diligence site (.2); draft motion to extend time to assume/reject real property leases (3.6); telephone call with G. Massetti regarding Cure Notice (.1); telephone call with L. Jasser regarding Cure Notice to Indy Office Solutions (.1); telephone call regarding cure Notice to Sprint (.2); telephone call from S. Zube regarding Galileo Cure Notice (.1); research issues regarding same (.5); telephone call with D. Liebman regarding Cure Notice to Wackenhut (.2); telephone call with H. Coffin regarding Cure Notice to Bolder (.3)	JCN	B004	5.60	700.00

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Task	CASE ADMINISTRATION				
12/07/04	Review documents related to Driessen Cure notice (.4); telephone call with B. Bosack regarding same (.1); telephone call with S. Zuber regarding Galileo Cure Notice (.1); telephone call with S. Slow regarding Cure Notice (.1)	JCN	B004	0.70	87.50
12/07/04	Attention to review of aircraft leases in connection with possible Section 1110(a) elections	JMM	B004	0.30	84.00
12/07/04	Telephone call with Court regarding agenda and items for hearing (.3)	TEH	B004	0.30	55.50
12/07/04	Research and respond to question from Ambassadair regarding payment demands from creditor (.3)	TEH	B004	0.30	55.50
12/07/04	Review and revise agenda and prepare for hearing (1.2)	TEH	B004	1.20	222.00
12/07/04	Preparation for December 8 hearing	JMC	B004	0.50	205.00
12/07/04	Draft 12/8 agenda and prepare hearing files (.9); e-mail to R. Alvarado of Court Call (.1); consultation regarding same (.2); review docket and update master status spreadsheet (.7); begin preparing hearing files for 12/16 (.3); upload amended order (.2); update agenda and hearing files and e-mails/telephone calls with A. Ferrante (.9); telephone call from R. Alvarado (.2); voice mail message and telephone call with C. Traut regarding wire instructions (.2); electronically file/serve agenda (.3); work on Motion to Extend Deadline (.3); attention to auction issues, including numerous telephone calls and meetings with REI and Connor & Associates (1.7); consultations with C. Davidson regarding notice (.2); electronically file Appearances, Motion to Extend Deadline and Motion to Shorten Notice (.8); revise/finalize Notice of Hearing (.3); draft notice of hearing regarding lease motion (.1); attention to service of orders (.2); electronically file proof of service (.3); telephone call to Dennis Comstock of Primeshare (.2); update auction checklist (.2).	SBL	B004	8.30	996.00
12/07/04	Print and review e-mails with pleadings	LJH	B004	0.30	34.50
12/07/04	Administrative matters regarding Airplane Leases	JFWF	B004	0.50	70.00

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Task	CASE ADMINISTRATION				
12/07/04	Telephone call to L. Beckerman regarding GE confidentiality issues (.1)	TEH	B004	0.10	18.50
12/07/04	Research cure amounts and executory contracts [REDACTED] [REDACTED] (.7); continue drafting motion to extend deadline to assume/reject nonresidential real property leases and motion to shorten notice of same (1.1); telephone call with R. Lawler regarding Cure Notice to Chicago (.1); telephone calls with B. Buebel and B. Smith regarding same (.2); telephone call with Vicky at Oak Brook regarding Cure Notice (.1); telephone call with R. Young regarding Cure Notice to Deloitte & Touche (.1); telephone call with B. Fletcher regarding Cure Notice (2.); telephone call with B. Buebel regarding same (.2); telephone call with R. Lauter regarding Chicago Cure Notice (.1); review documents regarding same (.4); telephone call with B. Buebel regarding Cure Notice issues (.2); draft motion to shorten notice on motion to reject N775AT (.5); research GECC Cure Notice inquiry (.2); e-mail to GECC counsel regarding same (.3); telephone call with R. Knight regarding Cane County Cure Notice (PFC question) (.2); telephone call with B. Buebel regarding same (.1); telephone call with K. Forten regarding Quantem Aviation Cure Notice (.2); telephone call with H. Coffin regarding service of objection to cure question (.1); telephone call regarding Sprint Cure Notice (.1); telephone call with S. Germore regarding Cure Notice (.1)	JCN	B004	5.30	662.50
12/07/04	Telephone call from Amanda at Indy Office Solutions regarding Cure notice (.1); create chart illustrating various provisions of the Plan (.3); telephone call with R. Knight regarding Dane County Airport Cure notice (.1)	JCN	B004	0.50	62.50
12/08/04	Telephone conference with S. Zuber regarding cure notice issues	J J	B004	0.20	70.00
12/08/04	Review and print lease agreement, copy and bind	LJH	B004	0.60	69.00
12/08/04	Conference with C. Brook regarding review and	JMM	B004	4.00	1,120.00

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Task		CASE ADMINISTRATION			
	summary of aircraft leases (.9); review of leases (3.1)				
12/08/04	Telephone call with SEC (.1)	TEH	B004	0.10	18.50
12/08/04	E-mail regarding transcripts (.1); e-mail messages with W. Malone and T. Kellner regarding FAA searches (.1); electronically file Motion to Shorten Notice regarding Motion to Reject Certain Leased Aircraft (.4); consultation regarding auction (.1); finalize Notice of Hearing (.1); draft 12/21 agenda (.1); update call-in sheet (.2); attention to auction issues, including consultation with D. Brandau and B. Obrig (.5); update auction checklist (.3); consultation with M. Dowden regarding auction issues (.5); e-mail S. Reisman and L. Beckerman regarding facilities (.2); consultation regarding filing notices (.2); draft transmittal letters to S. Reisman and L. Beckerman (.2); voice mail message from W. Ponader regarding OCP order (.1); forward retention orders to W. Ponader for review (.2); upload OCP and billing orders (.3); attention to service issues (.2); e-mail messages with C. Davidson (.1); e-mail message regarding DIP (.1).	SBL	B004	4.00	480.00
12/08/04	Prepare and deliver copies of Cash Collateral Order for hearing (1.1); conference with W. Ponader regarding Station Employee Retention Program (.2); research same and draft memorandum regarding same (3.2); telephone call with S. Lorber regarding City of Chicago Cure Notice and research issues regarding same (.6); telephone call with B. Buebel regarding same (.4)	JCN	B004	5.50	687.50
12/08/04	E-mail to Huron regarding Committee's request for list of real property leases (.1); telephone call with Ft. Lauderdale Airport regarding Cure Notice (.1); telephone call with B. Buebel regarding revised listing on aircraft leases and service of new cure notices (.5)	JCN	B004	0.70	87.50
12/08/04	Draft order extending the effectiveness of Interim DIP order and filing of same (2.1); conference with B. Buebel regarding cure reconciliation procedures (.4); e-mail to [REDACTED] regarding	JCN	B004	2.80	350.00

BAKER & DANIELS

Task	CASE ADMINISTRATION				
	Qualified Bidder interest (.3) e-mail to [REDACTED] responding to prior e-mail and sending confidentiality agreements (.3)				
12/08/04	Conference with Roxanne Butler of ATA regarding Phoenix press inquiries and regarding other press information and questions being received by her (.4)	SAC	B004	0.40	156.00
12/08/04	Participate in telephonic hearing	JMC	B004	0.80	328.00
12/08/04	Follow-up regarding documentation for N162AT	JFWF	B004	0.30	42.00
12/09/04	Attention to cure notice to aircraft lessors (.5); further conference regarding same (.5); draft memorandum on Station Employee Retention Program regarding whether it is within the ordinary course of business (1.5); review FAA Registry and Aircraft Leases to determine proper notice party (2.3); telephone call with G. McGwire regarding John Hancock Life Insurance Company Cure Notice and rejection of N775AT (.3); telephone call with D. Cairry regarding Cure Notice to Lift-a-Loft (.1); telephone call with T. Winkler regarding Cure Notice to Broward County Aviation (.1); telephone call with T. Marino regarding Cure Notice Imagistics (.1); telephone call from R. Angle regarding Cure Notice to Airport Terminal Services (.1); telephone call with B. Buebel regarding Cure Notices, aircraft lessor questions (.3); telephone call with D. Becker regarding Cure Notice to Ramore Properties (.1); telephone call from D. Becker regarding same; e-mail to D. Becker agreeing to cure amount (.2); telephone call from Conoco Phillips regarding Cure Notice (.1); telephone call with Port of Seattle regarding Cure Notice (.1); e-mail to Rarch Capital regarding Qualified Bidder Submissions (.5); telephone call with B. Buebel regarding aircraft lessors (.2)	JCN	B004	7.00	875.00
12/09/04	Telephone call with P. Belleville at Bell Bond regarding escrow agreement for Bid Deposit (.1); telephone call with W. Ponader regarding motion to reject executory contracts and filing of same (.4); telephone call with B. Bosack regarding	JCN	B004	0.70	87.50

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Task	CASE ADMINISTRATION				
	service of cure notices on aircraft lessors (.2)				
12/09/04	Review and revise reports summarizing key provisions of ILFC aircraft leases and review of leases in connection therewith (6.3); review fax [REDACTED] and prepare letter [REDACTED] (2.0)	JMM	B004	8.30	2,324.00
12/09/04	Review draft schedules and attend meeting with client to review and revise schedules (5.2)	TEH	B004	5.20	962.00
12/09/04	Voice mail message from N. Morris of State Journal Register (.1); review cash collateral order (.2); consultation regarding same (.2); prepare Notice of Hearing regarding final DIP, consultation with R. Andis regarding hearing time, revise/upload DIP hearing order (.8); draft Notice of Hearing regarding change in hearing time, including review of docket and update of master status spreadsheet (1.0); e-mail messages with C. Davidson and BMC regarding service of notices (.2); consultation with W. Ponader regarding KERP (.1); telephone call to T. Hall regarding cash collateral (.1); finalize/upload same (.3); finalize/electronically file KERP and related motions (.5).	SBL	B004	3.50	420.00
12/10/04	Voice mail message from/to N. Morris (.1); finalize/electronically file Certificate of Service (.3); finalize/upload retention orders (.3); draft/finalize letter to BMC regarding proofs of claim (.3); upload KERP orders (.2); review docket and update master status spreadsheet and 12/16 agenda (1.3); e-mail messages (.1); attention to auction issues, including consultations with M. Dowden and staff, preparation of directional and conference room signage and updating conference room list (1.4); update agenda and hearing files (1.0); attention to submission of sealed KERP exhibits, including telephone call to C. Davidson (.4).	SBL	B004	5.40	648.00
12/10/04	E-mail to B. Buebel outlining the responses to Cure notices and appropriate contact information (.2); telephone call from M. Moody regarding cure	JCN	B004	1.70	212.50

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Task	CASE ADMINISTRATION				
	notice to SBC Capital Services (.1); review escrow agreement sent by Southwest (.3); telephone call from I. Gabriel regarding Cure Notice to Discover (.1); telephone call with E. Haber regarding Cure Notice to GlobeGround (.1); telephone call with B. Bosack regarding aircraft lessor cures (.3); research regarding recent UAL order on aircraft grounding (.4); telephone call with J. Aller at Bingham McCutchin (.1); telephone call with P. Belleville at Bell Bond regarding escrow agreement (.1)				
12/10/04	Telephone call with N. Morris of State Journal Register in Springfield referring her questions to J. Carr or S. Claffey (.1); telephone call from Lift-A-Loft regarding Cure Notice (.1); e-mail regarding procedures for handling objections to Cure Notices (.2); craft Notice of Receipt of Filing of Objection to Cure Notice and review objections (2.5); telephone call with D. Liebman regarding Cure Notice to Wackenhut Corp. (.1); e-mail to Notice Parties regarding Qualified bidder submissions of Rarch Capital (.3); telephone call with Wyndham Las Colinas regarding Cure Notice (.1); telephone call with B. Buebel regarding reconciling contracts to be assumed (.5); telephone call with T. Winkler regarding cure Notice to Broward County Aviation (.1); telephone call with J. Hinsher regarding Indianapolis Colts have not been getting paid (.2); review Southwest bid (1.0); telephone call with B. Bosack regarding Cure Notice to lessors and service of submission of responses to Notice of Maximum Cure Amount (.2); e-mails to Notice Parties regarding e-mail response from Rarch Capital (.5); Second notice of submission of responses to Notice Regarding maximum Cure Amount (.5)	JCN	B004	6.40	800.00
12/10/04	Review and print e-mails and attachments and compile	LJH	B004	1.00	115.00
12/10/04	Attention to file organization of lease agreements and correspondence	LJH	B004	0.50	57.50
12/10/04	Complete review of reports summarizing key provisions of aircraft leases between Debtors and	JMM	B004	7.90	2,212.00

BAKER & DANIELS

Task	CASE ADMINISTRATION				
	ILFC [REDACTED] (3.9); review of research pertaining to "1110 election" and cure of defaults and begin preparation of memo regarding same (4.0)				
12/11/04	Meeting with G. Viets and J. Hlavacek regarding Southwest Bid [REDACTED] and attention to issues related to auction	JCN	B004	2.80	350.00
12/12/04	Meet with BMC and client regarding final review of statement of financial affairs and schedules (4.0)	TEH	B004	4.00	740.00
12/12/04	Draft confidentiality agreement to be signed to receive copies of bids (1.5); review Southwest bid to determine which contracts are to be assumed and assigned	JCN	B004	2.00	250.00
12/13/04	Prepare schedules for filing and file	MMH	B004	2.20	308.00
12/13/04	Draft notice of submission of insurance letters and filing of same (.5); attend auction (1.3); telephone call with Arina regarding cure notice (.1); draft motion to assume contract with Bradley Pacific (2.2); telephone call with J. Graham regarding aircraft lessor addresses (.2); telephone call with B. Beubel regarding AWA cure amount for DEV cargo agreement (.1)	JCN	B004	4.40	550.00
12/13/04	Attention to billing reports; proof reading same	JSB	B004	1.80	414.00
12/13/04	Review and revise statement of financial affairs and schedules and telephone call with client and BMC and conferences with G. Viets regarding schedule issues (3.8)	TEH	B004	3.80	703.00
12/13/04	Miscellaneous administrative matters	JFWF	B004	0.40	56.00
12/13/04	Assist with numerous auction activities (4.0); update agenda (.5); assist ATSB representatives (.2); obtain copy of 11/15 transcript for Steve Domanowski (.4); draft Motion to Shorten/Limit and Notice of Hearing (.5); attention to service of orders (.5); numerous voice mail messages from W. Ponader (.2); finalize/electronically file Emergency Motion and Certificates of Service (.8); consultation with J. Weddle regarding payments (.1); attention to updating e-mail distribution list (.3).	SBL	B004	7.50	900.00

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Task	CASE ADMINISTRATION				
12/14/04	Attention to auction issues (.5); consultation with V. Bakhshian regarding schedule filings (.3); finalize/upload confidentiality order (.4); electronically file schedules and SOFA (1.5); voice mail message from R. Andis regarding hearing (.1); finalize/electronically file certificates of service (.3); work on 12/16 agenda and hearing files (.7); draft/upload order (.2); telephone call to Rosa Jones of USPS legal department regarding claim (.2); telephone call to P. Trimble regarding auction (.1); update master status spreadsheet (.2); e-mail messages with BMC regarding help desk creditor inquiries (.2); consultation with A. Scott regarding copies of schedules and SOFA (.3).	SBL	B004	5.00	600.00
12/14/04	E-mail to B. Buebel regarding Union Planter's request for information regarding maintenance facility lease (.2); research Section 1110(a)'s effect on a security interest in and performance of nonmonetary obligations (3.5); draft submission of notice regarding maximum cure and filing of same (.3); telephone call from S. Stapleton regarding cure notice to Travelocity (.1); draft motion to assume Oracle contract (1.1); draft motion to reject SunGard contract (1.0); draft motion to reject LogisTechs contract (.9); telephone call with D. Linke regarding cure notice to ILFC and Banc of America (.3); telephone call with E. Preizant of Vedder Price regarding cure notice to ILFC [REDACTED] (.2); telephone call with B. Bosack regarding same (.4); telephone call with S. Stapleton regarding cure notice to Travelocity (.1)	JCN	B004	7.00	875.00
12/14/04	Review and organize e-mail correspondence	LJH	B004	1.50	172.50
12/14/04	Review lease agreements, organize documents, prepare files	LJH	B004	3.00	345.00
12/14/04	Phone conversation with Regina at Sommer Barnard	LJH	B004	0.30	34.50
12/14/04	Phone conference with Chris Murphy on motion for relief from stay	MMH	B004	0.30	42.00
12/14/04	Proof reading ATA billing reports	JSB	B004	4.20	966.00
12/15/04	Respond to e-mail from Ice Miller regarding	JCN	B004	0.80	100.00

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Task	CASE ADMINISTRATION				
	objection to cure amount 770, 690 and 687 (.2); draft motion to limit notice on various motions to assume or reject contracts and leases (.6)				
12/15/04	Review docket and update master status spreadsheet (.8); update 12/16 agenda, including printing of objections and electronically filing/serving same (1.5); organize schedules and SOFAs for pleading binders (.3); internet search for creditor contact information (.2); telephone call to Ezra Bialik of Port Authority of NY & NJ following voice mail message (.2).	SBL	B004	3.00	360.00
12/15/04	Review and revise memo regarding 1110(a) election and effect of cross-default provisions in leases	JMM	B004	3.20	896.00
12/15/04	Review and prepare for 341 hearing and consult with S. Frick regarding issues (1.2)	TEH	B004	1.20	222.00
12/15/04	Print additional e-mails and attachments	LJH	B004	0.50	57.50
12/15/04	Attend 341 hearing and consult with Trustee and other creditors following the hearing (2.0)	TEH	B004	2.00	370.00
12/15/04	Review and print e-mails and attachments	LJH	B004	0.50	57.50
12/15/04	Call from Regina regarding phone number for Charlie Cleaver	LJH	B004	0.30	34.50
12/15/04	Sort e-mails, correspondence and documents for files	LJH	B004	4.50	517.50
12/16/04	Review lease agreement binders to organize	LJH	B004	0.50	57.50
12/16/04	Print miscellaneous e-mails and pleadings for files and review	LJH	B004	1.00	115.00
12/16/04	Attend hearing and participate in same (1.4)	TEH	B004	1.40	259.00
12/16/04	Preparation for and attendance at hearing	JMC	B004	1.20	492.00
12/16/04	Finalize/scan/electronically file Certificate of Mailing (.3); revise/copy agenda (.1); attention to uploading additional creditor matrix (.1); voice mail message to J. Ferrin regarding transcript (.1); sort/organize pleadings (.3); forward confidential KERP exhibits (.3).	SBL	B004	1.20	144.00
12/16/04	Review and file multiple correspondence and pleading drafts	LJH	B004	3.00	345.00
12/16/04	Draft motion to approve Southwest bid and DIP financing	JMC	B004	1.30	533.00

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Task	CASE ADMINISTRATION				
12/17/04	Review and print e-mails and legal attachments; organize files	LJH	B004	2.00	230.00
12/17/04	Obtain and review transcript of auction; revise and file motion re approval Southwest bid and telephone calls D. Heroy and L. Beckerman	JMC	B004	1.30	533.00
12/17/04	Review Southwest bid to determine which contracts are to be assumed (.3); e-mail to D. Heroy confirming contracts/leases to be assumed so that a notice can be drafted (.2); draft notice of assumption (.7); revisions to same (.3); draft notice of hearing on motion to approve Bid (.5); revise various motions to reject/assume on shortened notice (.2); research regarding retroactive approval of rejection of executory contracts (1.0); telephone call with A. Armet regarding rejection of GE power by hour contract (.2); revise notice of assumption and file same (.3); telephone call with R. Ardin regarding notice of motion to approve bid (.2)	JCN	B004	3.90	487.50
12/17/04	Attention to section 1110 issues including ILFC and telephone call to Arnsen's office	JMC	B004	0.90	369.00
12/19/04	Revise motions to assume/reject contracts and leases with LogisTechs, Bradley Pacific and Key Equipment Finance	JCN	B004	1.50	187.50
12/20/04	Organize and move partial lease files	LJH	B004	1.00	115.00
12/20/04	Finalize ATA agenda and file and serve same (.4)	TEH	B004	0.40	74.00
12/20/04	Telephone call to G. Viets re December 21 hearing	JMC	B004	0.30	123.00
12/20/04	Telephone calls to T. Allison re status and December 21 hearing	JMC	B004	0.40	164.00
12/20/04	Review loss/experience reports for insurance escrow/Bonds in ATA	TEH	B004	0.40	74.00
12/20/04	Telephone call with D. Wirt regarding R. R. Donnelly and cure notice [REDACTED] (.1); e-mail sample cure notice to D. Wirt (.1); telephone call from G. McGuire regarding rejection of N775AT (.1); review rejection procedures (.2); e-mail to B. Buebel regarding objection to cure notice filed by City of Chicago (.2); telephone call	JCN	B004	6.00	750.00

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Task	CASE ADMINISTRATION				
	with M. O'Neil regarding rejection procedure order and GE power by hour contract (.5); telephone call with G. McGuire regarding N775AT rejection (.1); telephone call with S. Zubr regarding Galileo's objection to cure (.1); telephone call with J. Irwin regarding order on rejection of N775AT (.1); create list and file of objections to transaction motion scheduled for hearing on 12/21 and motion to approve Bid as well as summarizing the same (2.7); draft amended order on motion to reject N775AT (2.0)				
12/20/04	Reveiw and revise DIP interim order	JMC	B004	1.70	697.00
12/20/04	Voice mail message from A. Ferrante regarding change to claim form (.2); sort pleadings (.1); obtain copies of billing motion and order (.2); work on 12/21 and 1/4 agendas and update master status spreadsheet (1.9); update hearing files (.3); attention to service of orders (.2); electronically file Squire Sanders' OCP affidavit (.3); finalize/electronically file Certificates of Service (.5).	SBL	B004	3.70	444.00
12/20/04	Telephone call with W. Ponader regarding KERP and confidentiality seal issues of exhibits (.3)	TEH	B004	0.30	55.50
12/20/04	Review correspondnece and stipulations and file	LJH	B004	3.50	402.50
12/20/04	Review lease and engine summaries, prepare for binders	LJH	B004	1.00	115.00
12/21/04	Coordinate issues and revisions of orders to be entered on cash use, DIP, sale, extension of time to assume/reject and bar date (1.7)	TEH	B004	1.70	314.50
12/21/04	Print e-mails; organize e-mails and attachments into file folders	LJH	B004	6.00	690.00
12/21/04	Consultation regarding docket issues and e-mail message to T. O'Donnell regarding same (.2); finalize/upload bar date order (.2); confirm service of transaction motion and DIP notices (.3); review time entries and assign task codes (.2); scan Credit & Security Agreement (.2); finalize/electronically file numerous proofs of service (1.3); telephone call regarding orders to be uploaded (.1); attention to revising/finalizing/uploaded numerous orders and consultations (1.8); telephone call to K. Goss	SBL	B004	4.50	540.00

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Task	CASE ADMINISTRATION				
	(.1); attention to service of order (.1).				
12/21/04	Telephone call with M. O'Neil regarding order on N775AT (.1); telephone call and e-mail regarding order on N775AT (.1); telephone call from J. Irving regarding order on N775AT (.2); revisions to order on motion to reject N775 to reflect agreed charges made at hearing (.3); review lease documents for N775 regarding return location (.5); e-mail from M. O'Neil regarding same (.1); draft interim order on motion to extend time to assume/reject (.5); telephone call with C. Cleaver regarding order on motion to reject N775 on location plane should be surrendered (.2); prepare redline copies of Southwest DIP Facility for hearing and deliver same to hearing (.5); telephone call to J. Irving regarding N775, inquiring whether John Hancock really wants the engines installed (.1)	JCN	B004	2.60	325.00
12/22/04	Draft motion to reject N304LE (1.0); review lease and related documents (1.0)	JCN	B004	2.00	250.00
12/22/04	Review and organize multiple documents into various files	LJH	B004	2.50	287.50
12/22/04	Review orders (.2); electronically file continuance of 341 meeting (.1); attention to obtaining certified copies of orders (.3); revise/finalize Assumption Motion and Motion to Shorten Notice (.8); update/distribute hearing date chart (.2); e-mail messages with Court staff (.2); upload orders (.2); prepare Notice of Hearing (.2); telephone call to R. Andis regarding orders to be entered (.1); attempt to file claim transfers (.2); distribute order (.2).	SBL	B004	2.70	324.00
12/22/04	Telephone call with M. Rossi, counsel for Citibank, regarding contact person for 2000-1 EETCS (.1); telephone call regarding same (.1); telephone call with M. Rossi regarding same (.1); draft motion to reject GE/Chicago Express power by the hour contract (.6); review same (.5)	JCN	B004	1.40	175.00
12/22/04	Conference call with Company regarding servicing contracts (GE) (.7)	TEH	B004	0.70	129.50
12/22/04	Review and print e-mail and numerous	LJH	B004	1.00	115.00

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Task	CASE ADMINISTRATION				
	attachments				
12/23/04	Review e-mails and attachments, organize and put in folders	LJH	B004	5.00	575.00
12/23/04	Telephone call with A. Ferrante regarding Committee issues (.5)	TEH	B004	0.50	92.50
12/23/04	Respond to e-mail regarding filing of assumption motions from N. Ortega of creditors' committee; conference with J. Nelson on same	MMH	B004	0.30	42.00
12/23/04	Return telephone call to C. Thulle at Millbank Tweed (ad hoc committee certificate holders) regarding KERP (.3)	TEH	B004	0.30	55.50
12/27/04	Attention to letter from Goodyear's counsel requesting assurances of performance and review of cost per landing agreement with Goodyear (.9); conference on same and e-mail to Sean Frick for consideration (.3)	MMH	B004	1.20	168.00
12/27/04	Organize pleadings, agreements and e-mails into files	LJH	B004	3.50	402.50
12/27/04	Review monthly operating report and telephone call to Wisty Malone regarding proposed revisions (.9)	TEH	B004	0.90	166.50
12/27/04	Attempt to electronically file claim transfer notices (.3); work on finalizing/electronically filing Certificates of Service (1.3); forward originally signed documents to J. Bartlett (.1); voice mail messages with Jerinda Butler following review of claims file (.3); revise/finalize Ernst & Young retention documents (.4); telephone call to Bankruptcy Court regarding problems with CM/ECF (.1); electronically file retention documents and serve (.3); draft notice of hearing and forward to C. Davidson (.2); correspondence with Ezra Bialik (.2); voice mail message from and telephone call to Ron Fosnot regarding claim form (.3); electronically file Certificate of Service (.3); reformat Agreed Entry and draft order (.3).	SBL	B004	4.10	492.00
12/27/04	Return telephone call to Liquidity Solutions regarding claims (.2)	TEH	B004	0.20	37.00
12/27/04	Return telephone call to A. Ferrante (Committee) regarding requests for information (.8)	TEH	B004	0.80	148.00

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Task	CASE ADMINISTRATION				
12/28/04	Review retention application for Compass by Committee and e-mail question to Committee (.5)	TEH	B004	0.50	92.50
12/28/04	Review documents for files	LJH	B004	1.00	115.00
12/28/04	Print documents for review and file	LJH	B004	0.50	57.50
12/29/04	Research [REDACTED] approval of lease rejections (1.0); revise and draft motion and order to reject N304CE (4.0); draft letter to U.S. BanCorp regarding research of N304CE (.5); telephone call with S. Lutjemeyer regarding N304CE rejection (.1); research lease [REDACTED] (.1); draft motion and order to shorten notice on motion to reject N304CE (.5); e-mail to company regarding rejection of N304CE(.2)	JCN	B004	6.40	800.00
12/29/04	Telephone call with L. Bailey regarding [REDACTED] taxes and inquiries from state tax boards (.4)	TEH	B004	0.40	74.00
12/30/04	Research issues related to duplicate bar date notice and telephone calls with creditors confused with duplicate notices receipt (1.7)	TEH	B004	1.70	314.50
12/30/04	Organize and sort files and leases	LJH	B004	3.00	345.00
Total	For CASE ADMINISTRATION		B004	302.10	47,634.00

Task	CLAIMS ADMINISTRATION AND OBJECTIONS				
12/03/04	Telephone call from Committee regarding Wilmington Motion and coordinate response (.3)	TEH	B005	0.30	55.50
12/03/04	Attention to Goodrich adversary proceeding; draft appearance forms; review complaint	RMH	B005	1.40	161.00
12/03/04	Telephone call with W. Malone regarding accounting firm retention and other issues on vendors (.4)	TEH	B005	0.40	74.00
12/06/04	Return telephone call to customer with lost luggage who has complained and e-mail to clients (.4)	TEH	B005	0.40	74.00
12/06/04	Review complaint; attention to analysis of complaint	RMH	B005	2.30	264.50
12/06/04	Meet at company to address issues with vendors, contracts and procedures on schedules (3.1)	TEH	B005	3.10	573.50

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CLAIMS ADMINISTRATION AND OBJECTIONS					
Task					
	adversary proceeding				
12/17/04	Coordinate concerning payment of foreign vendor claim and first day orders (.4)	TEH	B005	0.40	74.00
12/17/04	Telephone call from J. Hunter regarding our objection to Coast Guard's request for part of administrative expenses	JCN	B005	0.10	12.50
12/17/04	Review and revise bar date notice and proof of claim for mailing to all creditors (1.2)	TEH	B005	1.20	222.00
12/17/04	Review resolution of secured claim and Section 1110 issues term sheet from D. Lanihan and conference regarding Committee position on global resolution (.4)	SAC	B005	0.40	156.00
12/17/04	Telephone call from Dan Magalowski regarding Chicago personal injury suit by passengers [REDACTED] (.2)	SAC	B005	0.20	78.00
12/19/04	Review offers from GE and review contracts regarding power by the hour and prepare offer (1.4)	TEH	B005	1.40	259.00
12/21/04	Coordinate issues concerning payment of foreign vendor (.2)	TEH	B005	0.20	37.00
12/21/04	E-mail correspondence with Company regarding Union Planters inspection of collateral and telephone call with Union Planters regarding request for same (.3)	TEH	B005	0.30	55.50
12/22/04	Review and revise answer to Goodrich adversary complaint; telephone conference with B. Hunt regarding same	RMH	B005	0.90	103.50
12/22/04	Review proposed stipulation for return of engine held by GE (.3)	TEH	B005	0.30	55.50
12/23/04	Review and revise answer; conference regarding same	RMH	B005	0.70	80.50
12/27/04	Attention to ATSB "global" resolution term sheet [REDACTED] (.3)	SAC	B005	0.30	117.00
12/27/04	Review ATSB global settlement term sheet and mark up same (.2)	SAC	B005	0.20	78.00
12/27/04	Complete review and revision of Flying Food Group stipulation and telephone call to David	TEH	B005	0.70	129.50

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Task	CLAIMS ADMINISTRATION AND OBJECTIONS				
	Decker (.7)				
12/28/04	Return call to D. Fernandez regarding claim (.3)	TEH	B005	0.30	55.50
12/28/04	Telephone call with Tammy April regarding bar date notice questions (.3)	TEH	B005	0.30	55.50
12/28/04	Return call to creditor regarding notice and proof of claim (.2)	TEH	B005	0.20	37.00
12/28/04	Telephone call with Sander Lucille regarding bar date notice questions (.2)	TEH	B005	0.20	37.00
12/28/04	Return call to Aviation Mentor Resources regarding scheduled claim (.1)	TEH	B005	0.10	18.50
12/28/04	Return call to J. Moran (plaintiff attorney for REOC clients) (.2)	TEH	B005	0.20	37.00
12/29/04	Continue coordination of payments and documents to get engine released (GE) (.9)	TEH	B005	0.90	166.50
12/29/04	Return call to creditor with questions on notice of bar date (.2)	TEH	B005	0.20	37.00
12/29/04	Attention to pending reclamation matters, including Driessen issues, summary report and work on Motion	DRH	B005	1.00	310.00
12/29/04	Telephone call with A. Wachler of Acura Distributors regarding claim and recovery	JCN	B005	0.20	25.00
12/29/04	Telephone call with creditor regarding bar date notice (Ramos) (.3)	TEH	B005	0.30	55.50
12/29/04	Telephone call with creditor regarding questions on bar date (Wisocki) (.2)	TEH	B005	0.20	37.00
12/30/04	Telephone call with clients regarding coordination of fleet resizing and rejection issues (1.5)	TEH	B005	1.50	277.50
12/30/04	Attention to Goodrich objection to cure notice and its claim of \$10 Million (.2)	SAC	B005	0.20	78.00
Total	For CLAIMS ADMINISTRATION AND OBJECTIONS		B005	31.90	6,700.00

Task	EMPLOYEE BENEFIT/PENSIONS				
12/03/04	Telephone S. Reisman and conference with W. Ponader regarding KERP	JMC	B006	0.70	287.00
12/05/04	E-mail, ATSB et al. regarding KERP	JMC	B006	0.30	123.00
12/17/04	Telephone call from Gil Viets regarding KERP	SAC	B006	0.30	117.00

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Task	EMPLOYEE BENEFIT/PENSIONS				
	hearing delay at request of Committee (.3)				
12/29/04	Review Sean Frick e-mail regarding ATA officer in-put on new KERP proposal (as developed by Steve Claffey, Gil Viets and Sean Frick) (.2)	SAC	B006	0.20	78.00
12/29/04	Review Compass engagement documents	JMC	B006	0.60	246.00
12/29/04	Telephone call to B. Hunt and telephone call to J. Vitale's office re Bankruptcy Court approval of temporary rate reduction re pilots and conference re possible filing	JMC	B006	0.60	246.00
12/29/04	Attention to issues re arbitrations re employment grievances under CBA	JMC	B006	0.40	164.00
12/30/04	Telephone calls to J. Vitale et al. re need for approval of agreement with Pilots Union re temporary rate reductions	JMC	B006	0.40	164.00
12/31/04	Telephone conference with Wendy Ponader regarding new KERP terms to be proposed to Court and Committee, as developed by Steve Claffey, Gil Viets and Sean Frick, and regarding action plan for preparing new term sheet and submitting to Committee as soon as possible (.4)	SAC	B006	0.40	156.00
Total	For EMPLOYEE BENEFIT/PENSIONS		B006	3.90	1,581.00
Task	FEE/EMPLOYMENT APPLICATIONS				
12/03/04	Attention to UCC request from Southwest	MMH	B007	0.20	28.00
12/05/04	Research regarding common interest privilege for HSR filing	MMH	B007	0.50	70.00
12/08/04	Conference with Wendy Ponader regarding fee approval orders and failure of Court to enter same (.3)	SAC	B007	0.30	117.00
12/27/04	Preparation of Baker & Daniels' statement to ATA (.3)	SAC	B007	0.30	117.00
12/28/04	Review Lytle retention application and revise draft of objection (.9)	TEH	B007	0.90	166.50
12/28/04	Telephone call with C. Bowles regarding Lytle retention application (.1)	TEH	B007	0.10	18.50
12/29/04	Telephone call with C. Bowles regarding application retention issues (.3)	TEH	B007	0.30	55.50
12/30/04	Telephone call to L. Beckerman re Compass and	JMC	B007	0.50	205.00

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Task	FEE/EMPLOYMENT APPLICATIONS				
	other issues				
Total	For FEE/EMPLOYMENT APPLICATIONS		B007	3.10	777.50
Task	FEE/EMPLOYMENT OBJECTIONS				
12/28/04	Draft objection to Committee's application to employ Lytle Soule & Curlee	JCN	B008	1.50	187.50
12/28/04	Review application of Committee to engage Compass Financial and associated engagement agreement and evaluate ATA's positions regarding same, including indemnity provisions (.4)	SAC	B008	0.40	156.00
12/30/04	Draft notice of withdrawal of objection to Committee's application to employ Lytle Soule & Curlee	JCN	B008	0.30	37.50
12/30/04	Further review of Compass engagement agreement (.2)	SAC	B008	0.20	78.00
Total	For FEE/EMPLOYMENT OBJECTIONS		B008	2.40	459.00
Task	FINANCING				
11/01/04	Attention to [REDACTED] proposed ITFA sale/leaseback; Research press reports to determine past comments on sale/leaseback; prepare e-mail to [REDACTED] providing information on proposed sale/leaseback and offer to provide briefing (B009)	DUG	B009	0.80	320.00
11/06/04	Research past [REDACTED] on ATSB issues; develop short description of proposed sale/leaseback (B009)	DUG	B009	1.50	600.00
11/08/04	Call with J. Okeson to brief on sale/leaseback and to discuss call [REDACTED]; call with [REDACTED] to brief on sale/leaseback [REDACTED]; call with [REDACTED] to receive his report [REDACTED] (B009)	DUG	B009	2.00	800.00
12/01/04	Telephone call with S. Reisman re 1110 provision in cash use stipulation	JMC	B009	0.40	164.00
12/01/04	Review and revise cash use stipulation	JMC	B009	0.70	287.00
12/01/04	Check out new paragraph 19 in Cash Use Stipulation relating to extension of Section 1110	SAC	B009	0.20	78.00

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Task	FINANCING				
	period for rotatable and spare parts (.2)				
12/02/04	Review interim cash collateral order	MMH	B009	0.40	56.00
12/02/04	Review redrafted cash use order	JMC	B009	0.90	369.00
12/02/04	Review ATSB e-mails regarding final Cash Use Order and review final tweaks to be made thereto (.2)	SAC	B009	0.20	78.00
12/02/04	Telephone calls with S. Reisman re revisions to cash use order	JMC	B009	0.60	246.00
12/03/04	E-mails to A. Thau, S. Reisman, L. Beckerman et al. regarding approval cash collateral agreement	JMC	B009	0.60	246.00
12/03/04	Draft and revise motion for "final" approval of settlement of use of cash collateral and related documents	JMC	B009	1.30	533.00
12/06/04	Phone conference with A. Ferrante re hearing on cash collateral; attention to Wilmington pleading on same	MMH	B009	0.40	56.00
12/06/04	Review new pleadings filed by Wilmington Trust, as lessor, regarding cash use motion (.2)	SAC	B009	0.20	78.00
12/06/04	Telephone call from creditor attorney regarding cash collateral motion (.2)	TEH	B009	0.20	37.00
12/06/04	Review ATA officer e-mails regarding performance issues under ATSB cash use orders and potential DIP financing (.2)	SAC	B009	0.20	78.00
12/07/04	Telephone call with T. Allison re cash use order and exhibits	JMC	B009	0.70	287.00
12/07/04	Review new filed objections to cash collateral motion filed by Wilmington Trust (.3)	TEH	B009	0.30	55.50
12/07/04	Telephone calls to Wilmington Trust regarding objection to cash collateral final order (.5)	TEH	B009	0.50	92.50
12/08/04	Prepare for hearing on cash collateral and other agenda items (.9)	TEH	B009	0.90	166.50
12/08/04	Attend hearing on cash collateral motion and other issues and attend to counsel questions at hearing (1.8)	TEH	B009	1.80	333.00
12/08/04	Research issues regarding Wilmington objection to cash collateral order and respond (.8)	TEH	B009	0.80	148.00
12/08/04	Telephone calls to H. Efroymsen, A. Mills re final order re DIP financing, preparation for hearing,	JMC	B009	1.10	451.00

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Task	FINANCING				
	finalize cash use order				
12/09/04	Coordinate final issues for entry of cash collateral final order (.4)	TEH	B009	0.40	74.00
12/11/04	Prepare e-mail to ITFA [REDACTED] (.4)	SAC	B009	0.40	156.00
12/12/04	Reports regarding ATA/ITFA financing matters; follow-up regarding same	GFG	B009	0.90	364.50
12/13/04	Attend to issues relating to DIP with National City and workers' compensation issues (.9)	TEH	B009	0.90	166.50
12/13/04	Email to A. Feldbaum regarding hearing date for final order	MKL	B009	0.10	34.00
12/13/04	Post-auction session meeting with ATA officers to deal with Section 1110 issues being raised by ATSB on rotatables and spares (.4)	SAC	B009	0.40	156.00
12/13/04	Review interim DIP order; motion	MMH	B009	1.30	182.00
12/13/04	Conference with Committee regarding Section 1110 issues being raised by ATSB (.2)	SAC	B009	0.20	78.00
12/14/04	Work on final DIP order, call to A. Mills on same	MMH	B009	0.80	112.00
12/14/04	Telephone calls with M. Moore; conference with M. Kennedy; facilitate State-City-ATA meeting on credit facility	DLJ	B009	2.00	850.00
12/14/04	Meeting with ITFA representatives and City [REDACTED]	JMC	B009	1.40	574.00
12/15/04	Additional revisions to DIP order	MMH	B009	1.10	154.00
12/15/04	Telephone call from fuel supplier requesting copy of DIP financing order (.1); telephone call from Barnes & Thornburg regarding discrepancies between exhibit to bill of sale and addressees of fuel suppliers to whom letter was sent (.3)	MKL	B009	0.40	136.00
12/15/04	Work with Jerry Ancel on GE power by the hour contract issues and regarding ATSB issues related to Section 1110 spares and rotatables (.3)	SAC	B009	0.30	117.00
12/15/04	Revise final DIP order and send same to A. Mills	MMH	B009	0.70	98.00
12/16/04	Review and revise proposed final DIP order (.5); prepare for 9:30 hearing on same (.4)	MMH	B009	0.90	126.00
12/16/04	Phone call with Tim Hammons regarding	MMH	B009	0.10	14.00

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Task	FINANCING				
	revisions to DIP order				
12/16/04	Participate in hearing on DIP, 1110 obligations, and transaction update	MMH	B009	0.80	112.00
12/17/04	Review impact of Section 1110(a) election [REDACTED] to cash projections (.2)	SAC	B009	0.20	78.00
12/17/04	Attention to ITFA [REDACTED] (.3)	SAC	B009	0.30	117.00
12/20/04	Attention to responses from fuel suppliers (.1); provide copy of ITFA DIP financing order to fuel supplier (.2); attention to legal opinion for Southwest DIP financing (.3); locate corporate information (.2); review opinion requests (.3)	MKL	B009	1.10	374.00
12/20/04	Review and revise Southwest DIP credit agreement	JMC	B009	3.30	1,353.00
12/20/04	Telephone calls to S. Reisman, D. Lenihan and L. Beckerman re Southwest deal, ATSB cash use and overall resolution of ATSB secured claim	JMC	B009	1.80	738.00
12/20/04	Attention to debtor-in-possession financing; review credit agreement; review status of negotiations and impact on terms of borrowing; teleconference with attorneys for Southwest; draft proposed revisions to credit agreement; review Indiana debtor-in-possession financing transaction	JMS	B009	5.60	1,960.00
12/20/04	Review and revise DIP Credit Agreement (1.5)	SAC	B009	1.50	585.00
12/21/04	Review opinion (.2); review written consent (.2); provide comments (.3)	MKL	B009	0.70	238.00
12/21/04	Review and prepare for filing DIP order	MMH	B009	0.80	112.00
12/21/04	Teleconference with ATA legal department; draft and revise Secretary's Certificate, Officer's Certificate and closing checklist; draft and revise legal opinion; draft and revise resolutions for Board approval of transactions; miscellaneous teleconferences and e-mail communications with lawyers at Bell Boyd; review revised Credit Agreement; review current revision of term sheet for asset acquisition; attention to legal opinion	JMS	B009	9.70	3,395.00
12/21/04	Review and revise drafts of Approval Order and DIP financing Interim Order (.5)	SAC	B009	0.50	195.00
12/22/04	Review Interim Order; review revisions to Credit	JMS	B009	9.00	3,150.00

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Task	FINANCING				
	Agreement; assemble exhibits to Officer's Certificates; finalize legal opinion; finalize closing documents; miscellaneous teleconferences with Bell Boyd lawyers to finalize documents; multiple teleconferences with legal staff at ATA; review Asset Acquisition closing documents				
12/22/04	Review DIP Credit Agreement revisions and remaining open issues regarding that document (.3)	SAC	B009	0.30	117.00
12/23/04	Review and revise DIP credit agreement and other documents re Southwest closing; telephone call to B. Hunt re schedules and other issues re closing	JMC	B009	3.40	1,394.00
12/23/04	Draft stipulation re "minimum available cash" amounts for extension of cash use through January 10, 2005	JMC	B009	0.90	369.00
12/23/04	E-mails and telephone calls to S. Reisman, L. Beckerman, B. Beubel et al. re stipulation re cash use	JMC	B009	0.80	328.00
12/23/04	Telephone call to G. Viets re ITFA and other issues	JMC	B009	0.30	123.00
12/23/04	Telephone calls to S. Reisman et al. and draft pleadings re Boeing refusal to sign off on stipulation re minimum available cash amounts; telephone call G. Viets et al.	JMC	B009	1.20	492.00
12/23/04	Confirm final changes to DIP Credit Agreement (.3)	SAC	B009	0.30	117.00
12/23/04	Attention to closing matters; prepare and file notice of submission of statement of additional financial covenant information; phone call to A. Thau on same	MMH	B009	0.90	126.00
12/23/04	Attention to attachments to certificates and final documents; telephone call and e-mail from lawyers at Bell Boyd	JMS	B009	0.60	210.00
12/23/04	Arrange filing of stipulation re minimum cash use amounts [REDACTED]	JMC	B009	0.70	287.00
12/26/04	Respond to voice mail and email from ATA regarding auditor's request	MKL	B009	0.20	68.00
12/27/04	E-mails and telephone calls re payoff ITFA	JMC	B009	0.50	205.00
12/27/04	Phone call and e-mail to Craig Reimer regarding	MMH	B009	0.20	28.00

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Task	FINANCING				
	disclosure of Diners Club agreement to Committee				
12/27/04	Return telephone call to M. Kleiman regarding exit financing (.4)	TEH	B009	0.40	74.00
12/27/04	Review David Heroy e-mail allowing delay in management of Co-CRO, given last minute decision by J. Dennison not to accept appointment (.1)	SAC	B009	0.10	39.00
12/27/04	Post-closing follow-up matters; e-mail correspondence	JMS	B009	0.30	105.00
12/28/04	Attention to bill of sale and release of lien document for ITFA (.2); draft bill of sale and release of lien (1.5)	MMH	B009	1.70	238.00
12/28/04	Attention to document payoff ITSB loan	JMC	B009	0.40	164.00
12/29/04	Review Form 8-K regarding asset sale and DIP financing	JMS	B009	0.70	245.00
Total	For FINANCING		B009	78.20	26,087.50
Task	LITIGATION				
12/01/04	Examination of leases for defaults	CAG	B010	0.20	48.00
12/01/04	Review of lease and discuss issues to be included in checklist	CAG	B010	0.30	72.00
12/01/04	Attention to examination of leases concerning defaults	CAG	B010	0.30	72.00
12/05/04	Evaluate Southwest prospective bid	JMC	B010	0.70	287.00
12/06/04	Work on assembling and finalizing documents to be filed with the FTC	BMK	B010	0.60	69.00
Total	For LITIGATION		B010	2.10	548.00
Task	PLAN AND DISCLOSURE STATEMENT				
12/30/04	Investigate whether any aircraft or engine leases of ATA Airlines are guaranteed by ATAH or any other subsidiary of ATAH (.2)	SAC	B012	0.20	78.00
12/30/04	Evaluate implications of lease rejection claims not being at ATA Holdings level (.2)	SAC	B012	0.20	78.00
Total	For PLAN AND DISCLOSURE STATEMENT		B012	0.40	156.00

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Task	RELIEF FROM STAY PROCEEDINGS				
12/05/04	Review and begin preparation for Goodrich adversary proceeding (2.9)	TEH	B013	2.90	536.50
12/13/04	Draft emergency motion and review data on GE engine return and telephone call with client and opposing counsel (2.1)	TEH	B013	2.10	388.50
12/15/04	Phone call with Chris Murphy regarding motion for relief from stay in ATA personal injury case; review of draft pleadings for relief and revisions on same	MMH	B013	0.30	42.00
12/20/04	Draft motion for relief from stay for personal injury case; e-mail to ATA's local counsel on same	MMH	B013	0.70	98.00
12/27/04	Work on motion for relief from stay	MMH	B013	0.60	84.00
Total	For RELIEF FROM STAY PROCEEDINGS		B013	6.60	1,149.00
Task	BUSINESS ANALYSIS				
12/08/04	Review numerous pleadings, cash flows and business plan analyses prepared by ATA in anticipation of auction (1.0)	SAC	B015	1.00	390.00
Total	For BUSINESS ANALYSIS		B015	1.00	390.00
Task	CORPORATE FINANCE				
12/17/04	Conference with lawyer from Southwest regarding 8-K	DCW	B016	0.60	249.00
12/20/04	Review and revise 8-K; conference with attorney from Southwest; send to bankruptcy attorneys and others	DCW	B016	1.30	539.50
12/21/04	Conference with B. Hunt; conference with lawyer from Southwest	DCW	B016	0.80	332.00
12/22/04	Conference with attorney for Southwest regarding changes to 8-K	DCW	B016	0.20	83.00
12/23/04	Send out 8-K; conference with B. Hunt	DCW	B016	0.30	124.50
12/28/04	Conference with ATA personnel; respond to e-mails; conference with Southwest attorney; revise 8-K; distribute to working group	DCW	B016	1.20	498.00
12/29/04	Review and revise 8-K; send out to working group	DCW	B016	1.20	498.00
Total	For CORPORATE FINANCE		B016	5.60	2,324.00

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Task	TAX ISSUES				
12/22/04	Telephone call with Brian Hunt, ATA general counsel, regarding tax liability issue on City of Chicago excise taxes on jet fuel (.2)	SAC	B020	0.20	78.00
12/22/04	Research regarding personal liability of officers and directors [REDACTED] (.3)	SAC	B020	0.30	117.00
Total	For TAX ISSUES		B020	0.50	195.00
Total Services.....				Hours	1,344.50 349,553.00
Date	Disbursements				Total
12/08/04	Miscellaneous - Name Badges for Sarah Laughlin				79.82
12/09/04	Miscellaneous				(400.00)
12/13/04	Miscellaneous - - Vendor: Clawson Communications, Inc. Labor - Install Cables on 9th Floor				1,259.30
12/17/04	Miscellaneous - - Vendor: A-Classic Rental Co. Equipment Rentals				1,771.62
Total For Miscellaneous					2,710.74
12/16/04	Certified Copies - - Vendor: Sarah B. Laughlin Orders				103.50
Total For Certified Copies					103.50
12/14/04	Copying Charge - - Vendor: Sarah B. Laughlin Added Creditor Fees				208.00
Total For Copying Charge					208.00
01/07/05	Lien Search Fee - - Vendor: CT Corporation System Federal, State & Judgement Liens - Marion County, Indiana				119.85
Total For Filing, Recording Fee					119.85
12/29/04	Search Fees - - Vendor: CT Corporation System FAA Lien - Oklahoma County, Oklahoma				4,474.50
01/07/05	Search Fees - - Vendor: CT Corporation System Federal Tax, State Tax & Judgement Liens - Marion County, Indiana				2,037.45
Total For Search Fees					6,511.95
10/29/04	Telephone - - Vendor: 1-800-Conference Conference Call on 10/29/04				361.58
11/04/04	Telephone - - Vendor: 1-800-Conference Conference Call on 11/04/04				170.81
11/09/04	Telephone - - Vendor: 1-800-Conference Conference Call on 11/09/04				203.88
11/12/04	Telephone - - Vendor: 1-800-Conference Conference Call on 11/12/04				231.87

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11/15/04	Telephone - - Vendor: 1-800-Conference Conference Call on 11/15/04	944.06
11/18/04	Telephone - - Vendor: 1-800-Conference Conference Call on 11/18/04	796.73
Total For	Telephone	2,708.93
12/22/04	Transcript Charge - - Vendor: Connor + Associates ATA Auction, 12/14 Evening Session	338.00
12/22/04	Transcript Charge - - Vendor: Connor + Associates ATA Auction, 12/15 Evening Session	373.90
Total For	Transcript Charge	711.90
11/19/04	Travel/Lodging - - Vendor: Canterbury Hotel Jeff Gery	140.00
12/06/04	Travel/Lodging - Mileage to Indianapolis, IN on 12/2/04 for HSR document review, parking and dinner, - Vendor: Jeffrey V. Gery	114.65
12/06/04	Travel/Lodging - ARC Processing Fee for travel ticket (Vendor: Ross & Babcock)	59.00
12/08/04	Travel/Lodging - - Vendor: Stephen A. Claffey	43.00
Total For	Travel/Lodging	356.65
12/03/04	Meals/Entertainment - - Vendor: Baz Inc. d/b/a Bazbeaux Lunch	44.02
12/08/04	Meals/Entertainment - - Vendor: Stephen A. Claffey	16.13
12/13/04	Meals/Entertainment - - Vendor: All-American Picnic Co. Lunch	743.65
12/14/04	Meals/Entertainment - - Vendor: All-American Picnic Co. Lunch	729.74
Total For	Meals/Entertainment	1,533.54
12/07/04	Local Travel - - Vendor: Gary Garrett- Cabfare for Hart-Scott-Rodino Filing M. Eggers (DC)	28.00
Total For	Local Travel	28.00
12/06/04	Mileage - to Indianapolis to review HSR documents on 12/4/04, lunch and dinner - Vendor: Jeffrey V. Gery	101.14
12/06/04	Mileage - - Vendor: Megan L. Krugler to/from Carmel, IN to Obtain Signature of Brian Hunt for HSR Filing	14.76
12/16/04	Mileage - - Vendor: Megan L. Krugler	12.00
Total For	Mileage	127.90
11/30/04	Computerized Research Westlaw	37.13
11/30/04	Computerized Research Westlaw	7.42

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12/16/04	Computerized Research	Westlaw	95.54
12/16/04	Computerized Research	Westlaw	18.47
12/16/04	Computerized Research	Westlaw	48.60
Total For	Computerized Research		207.16
10/29/04	Computerized Research	PACER	231.97
11/30/04	Computerized Research	Global Securities Info, Inc.	118.00
11/30/04	Computerized Research	PACER	112.16
11/30/04	Computerized Research	PACER	107.66
11/30/04	Computerized Research	accessIndiana/CivicNet	141.00
Total For	Computerized Research - Other		710.79
11/01/04	Caller: N/A :	312 543-4499	0.53
11/01/04	Caller: N/A :	212 696-6065	0.28
11/02/04	Caller: N/A :	212 696-6949	0.73
11/02/04	Caller: N/A :	412 288-4202	2.85
11/02/04	Caller: N/A :	212 696-6949	0.58
11/03/04	Caller: N/A :	516 398-4001	0.28
11/04/04	Caller: N/A :	212 530-5474	0.38
11/04/04	Caller: N/A :	312 953-9397	0.83
11/04/04	Caller: N/A :	312 953-9397	0.30
11/05/04	Caller: N/A :	212 872-8012	0.96
11/05/04	Caller: N/A :	312 543-4499	0.20
11/07/04	Caller: N/A :	212 872-8012	3.50
11/08/04	Caller: N/A :	312 583-8766	0.45
11/08/04	Caller: N/A :	202 622-3534	4.36
11/08/04	Caller: N/A :	214 792-4459	0.23
11/09/04	Caller: N/A :	312 583-8766	0.23
11/10/04	Caller: N/A :	312 953-9397	0.25
11/10/04	Caller: N/A :	212 872-8012	4.08
11/10/04	Caller: N/A :	312 407-0815	0.20
11/11/04	Caller: N/A :	212 696-6949	0.50
11/12/04	Caller: N/A :	312 781-8629	1.59
11/12/04	Caller: N/A :	212 872-8010	1.01
11/12/04	Caller: N/A :	312 807-4203	0.33

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11/17/04	Caller: N/A : 312 807-4203	0.55
11/17/04	Caller: N/A : 212 872-8012	1.21
11/18/04	Caller: N/A : 212 847-6414	0.38
11/19/04	Caller: N/A : 212 872-8012	4.26
11/23/04	Caller: N/A : 214 651-5053	0.30
11/27/04	Caller: N/A : 703 400-1715	1.56
11/29/04	Caller: N/A : 312 543-4499	0.55
11/29/04	Caller: N/A : 011 44207444	0.43
11/30/04	Caller: N/A : 702 383-8888	0.20
11/30/04	Caller: N/A : 212 872-8012	0.40
11/30/04	Caller: N/A : 516 398-4001	0.35
11/30/04	Caller: N/A : 202 639-6500	0.28
11/30/04	Caller: N/A : 818 321-1050	0.86
11/30/04	Caller: N/A : 818 321-1050	1.26
11/30/04	Caller: N/A : 850 921-3313	0.23
11/30/04	Caller: N/A : 518 457-0380	0.23
11/30/04	Caller: N/A : 415 955-3462	0.91
11/30/04	Caller: N/A : 212 872-8012	0.43
12/01/04	Caller: N/A : 212 696-6065	0.53
12/01/04	Caller: N/A : 312 543-4499	0.30
12/01/04	Caller: N/A : 937 233-8759	0.73
12/01/04	Caller: N/A : 312 407-0784	0.78
12/01/04	Caller: N/A : 202 639-6675	2.12
12/01/04	Caller: N/A : 312 407-0855	0.93
12/01/04	Caller: N/A : 312 993-2580	0.66
12/01/04	Caller: N/A : 212 696-6065	0.30
12/01/04	Caller: N/A : 870 338-8321	0.40
12/02/04	Caller: N/A : 206 219-6722	0.50
12/02/04	Caller: N/A : 816 560-5331	0.73
12/02/04	Caller: N/A : 302 636-6530	0.38
12/02/04	Caller: N/A : 312 407-0784	0.25
12/03/04	Caller: N/A : 202 258-4282	0.25
12/03/04	Caller: N/A : 812 288-0211	0.63
12/05/04	Caller: N/A : 312 807-4315	2.07
12/06/04	Caller: N/A : 212 872-1096	0.33

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12/06/04	Caller: N/A : 812 288-0363	1.74
12/06/04	Caller: N/A : 812 288-0363	1.59
12/06/04	Caller: N/A : 917 767-2430	1.59
12/06/04	Caller: N/A : 812 288-0472	0.55
12/06/04	Caller: N/A : 312 443-1832	0.68
12/06/04	Caller: N/A : 904 273-5912	0.68
12/06/04	Caller: N/A : 215 665-2122	1.16
12/06/04	Caller: N/A : 812 288-0363	2.09
12/06/04	Caller: N/A : 201 587-7123	1.03
12/06/04	Caller: N/A : 812 288-0517	0.53
12/06/04	Caller: N/A : 201 587-7123	1.64
12/06/04	Caller: N/A : 812 288-0542	2.12
12/06/04	Caller: N/A : 812 288-0542	0.38
12/06/04	Caller: N/A : 516 674-6002	1.13
12/06/04	Caller: N/A : 305 532-2372	0.93
12/06/04	Caller: N/A : 212 909-6512	0.40
12/06/04	Caller: N/A : 212 343-2729	0.28
12/06/04	Caller: N/A : 212 785-4100	0.66
12/07/04	Caller: N/A : 212 889-0418	0.28
12/07/04	Caller: N/A : 212 872-7411	0.28
12/07/04	Caller: N/A : 202 263-6284	1.03
12/07/04	Caller: N/A : 214 792-4665	0.50
12/07/04	Caller: N/A : 203 462-7508	3.28
12/07/04	Caller: N/A : 816 560-5331	0.30
12/07/04	Caller: N/A : 630 941-3555	0.48
12/07/04	Caller: N/A : 303 860-7700	0.30
12/07/04	Caller: N/A : 917 612-3805	0.91
12/07/04	Caller: N/A : 816 560-5331	0.23
12/07/04	Caller: N/A : 608 246-3388	0.76
12/07/04	Caller: N/A : 603 647-1717	0.93
12/07/04	Caller: N/A : 516 922-4800	0.88
12/07/04	Caller: N/A : 812 288-0363	0.38
12/07/04	Caller: N/A : 818 321-1050	2.24
12/07/04	Caller: N/A : 818 321-1050	0.25
12/07/04	Caller: N/A : 212 484-3900	0.30

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12/07/04	Caller: N/A : 212 858-1637	0.25
12/07/04	Caller: N/A : 714 424-2853	0.23
12/07/04	Caller: N/A : 812 288-1837	0.38
12/07/04	Caller: N/A : 201 587-7123	1.41
12/08/04	Caller: N/A : 917 612-3805	0.58
12/08/04	Caller: N/A : 312 269-8970	0.43
12/08/04	Caller: N/A : 816 560-5331	0.48
12/08/04	Caller: N/A : 312 466-3842	0.40
12/09/04	Caller: N/A : 202 887-4208	0.35
12/09/04	Caller: N/A : 212 909-6072	1.21
12/09/04	Caller: N/A : 917 612-3805	1.49
12/09/04	Caller: N/A : 917 612-3805	0.81
12/09/04	Caller: N/A : 312 407-0700	0.28
12/10/04	Caller: N/A : 816 560-5331	1.13
12/10/04	Caller: N/A : 917 612-3805	0.45
12/10/04	Caller: N/A : 312 807-4203	0.53
12/10/04	Caller: N/A : 816 560-5331	0.28
12/10/04	Caller: N/A : 312 543-4499	0.30
12/10/04	Caller: N/A : 212 530-5148	3.28
12/13/04	Caller: N/A : 202 626-6694	1.23
12/13/04	Caller: N/A : 818 321-1050	1.06
12/13/04	Caller: N/A : 818 321-1050	0.48
12/13/04	Caller: N/A : 202 353-7131	0.25
12/14/04	Caller: N/A : 312 669-5900	0.43
12/14/04	Caller: N/A : 818 321-1050	0.35
12/14/04	Caller: N/A : 212 872-7411	0.55
12/14/04	Caller: N/A : 818 321-1050	0.60
12/14/04	Caller: N/A : 513 243-8777	0.86
12/14/04	Caller: N/A : 312 744-6798	0.28
12/14/04	Caller: N/A : 312 744-6798	0.38
12/14/04	Caller: N/A : 917 612-3805	0.53
12/14/04	Caller: N/A : 816 560-5331	1.49
12/15/04	Caller: N/A : 212 435-3526	0.35
12/15/04	Caller: N/A : 773 251-4920	1.89
12/15/04	Caller: N/A : 212 785-4100	3.40

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12/15/04	Caller: N/A : 212 785-4100	0.45
12/15/04	Caller: N/A : 312 744-6798	0.33
12/16/04	Caller: N/A : 212 872-7411	3.25
12/16/04	Caller: N/A : 212 530-5474	0.53
12/16/04	Caller: N/A : 212 530-5474	1.29
12/17/04	Caller: N/A : 212 818-1555	0.30
12/17/04	Caller: N/A : 312 880-3284	0.91
12/17/04	Caller: N/A : 816 560-5331	0.53
12/17/04	Caller: N/A : 203 358-3857	0.66
12/17/04	Caller: N/A : 214 792-4665	0.86
12/17/04	Caller: N/A : 212 530-5474	1.54
12/17/04	Caller: N/A : 812 988-9931	1.29
12/19/04	Caller: N/A : 979 575-7026	1.08
12/20/04	Caller: N/A : 212 310-8493	1.01
12/20/04	Caller: N/A : 212 909-6072	0.45
12/20/04	Caller: N/A : 212 696-6086	1.34
12/20/04	Caller: N/A : 773 251-4920	0.28
12/20/04	Caller: N/A : 312 807-4203	0.71
12/20/04	Caller: N/A : 202 775-5774	0.25
12/20/04	Caller: N/A : 312 827-7069	0.73
12/20/04	Caller: N/A : 202 887-4196	1.64
12/21/04	Caller: N/A : 214 792-4459	0.91
12/21/04	Caller: N/A : 312 807-4312	0.25
12/21/04	Caller: N/A : 202 887-4196	1.13
12/21/04	Caller: N/A : 212 530-5148	0.40
12/22/04	Caller: N/A : 212 661-9100	1.89
12/22/04	Caller: N/A : 312 543-4499	0.81
12/22/04	Caller: N/A : 312 744-1846	1.36
12/22/04	Caller: N/A : 214 792-3000	16.10
12/27/04	Caller: N/A : 312 861-2031	0.86
12/27/04	Caller: N/A : 212 872-7411	3.48
12/27/04	Caller: N/A : 312 845-5424	0.40
12/27/04	Caller: N/A : 937 233-5887	1.13
12/28/04	Caller: N/A : 817 672-0060	0.40
12/28/04	Caller: N/A : 708 447-1390	0.40

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12/29/04	Caller: N/A : 773 235-7052	0.55
12/29/04	Caller: N/A : 312 558-7952	0.45
12/29/04	Caller: N/A : 212 872-1002	1.11
12/29/04	Caller: N/A : 212 872-1002	1.13
Total For Long Distance Telephone		164.03
11/30/04	Other Copying Expenses Misc Copies	7.25
12/03/04	Other Copying Expenses Misc Copies	16.25
12/03/04	Other Copying Expenses Misc Copies	14.12
12/03/04	Other Copying Expenses Misc Copies	6.00
12/03/04	Other Copying Expenses Misc Copies	20.00
12/10/04	Other Copying Expenses Misc Copies	14.12
12/10/04	Other Copying Expenses Misc Copies	27.20
12/10/04	Other Copying Expenses Misc Copies	9.60
12/10/04	Other Copying Expenses Misc Copies	24.40
12/10/04	Other Copying Expenses Misc Copies	2.00
12/10/04	Other Copying Expenses Misc Copies	4.60
12/10/04	Other Copying Expenses Misc Copies	0.80
12/10/04	Other Copying Expenses Misc Copies	6.00
12/10/04	Other Copying Expenses Misc Copies	30.00
12/10/04	Other Copying Expenses Misc Copies	118.00
12/17/04	Other Copying Expenses Misc Copies	5.76
12/17/04	Other Copying Expenses Misc Copies	5.60
12/17/04	Other Copying Expenses Misc Copies	9.60
12/17/04	Other Copying Expenses Misc Copies	30.00
12/17/04	Other Copying Expenses Misc Copies	50.00
12/24/04	Other Copying Expenses Misc Copies	57.78
12/24/04	Other Copying Expenses Misc Copies	37.00
12/24/04	Other Copying Expenses Misc Copies	20.00
12/24/04	Other Copying Expenses Misc Copies	56.00
12/24/04	Other Copying Expenses Misc Copies	150.00
12/31/04	Other Copying Expenses Misc Copies	3.60
12/31/04	Other Copying Expenses Misc Copies	11.60
12/31/04	Other Copying Expenses Misc Copies	3.80
12/31/04	Other Copying Expenses Misc Copies	10.04

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12/31/04	Other Copying Expenses	Misc Copies	4.80
12/31/04	Other Copying Expenses	Misc Copies	0.80
12/31/04	Other Copying Expenses	Misc Copies	57.24
Total For	Other Copying Expenses		813.96
11/24/04	Postage/Air/Express Delivery	Fed Ex	109.60
12/01/04	Postage/Air/Express Delivery	Fed Ex	13.75
12/03/04	Postage/Air/Express Delivery	United Parcel Service	11.17
12/03/04	Postage/Air/Express Delivery	United Parcel Service	5.03
12/10/04	Postage/Air/Express Delivery	United Parcel Service	11.73
12/10/04	Postage/Air/Express Delivery	United Parcel Service	11.32
12/15/04	Postage/Air/Express Delivery	Fed Ex	24.33
12/15/04	Postage/Air/Express Delivery	Fed Ex	19.82
12/15/04	Postage/Air/Express Delivery	Fed Ex	19.82
12/15/04	Postage/Air/Express Delivery	Fed Ex	24.58
12/24/04	Postage/Air/Express Delivery	United Parcel Service	8.66
Total For	Postage/Air/Express Delivery		259.81
12/01/04	Telecopy Fax to: 7133699		3.80
12/06/04	Telecopy		5.70
12/08/04	Telecopy Fax to: 13177133699		10.45
12/08/04	Telecopy		8.55
12/14/04	Telecopy		28.50
12/15/04	Telecopy		1.90
12/17/04	Telecopy Fax to: 12034627599		1.90
12/20/04	Telecopy		19.00
12/21/04	Telecopy		3.80
12/27/04	Telecopy Fax to: 13129847700		1.90
12/27/04	Telecopy Fax to: 7154555		1.90
12/27/04	Telecopy Fax to: 12124843990		1.90
12/28/04	Telecopy		4.75
Total For	Telecopy		94.05
10/29/04	Telephone	TelSpan teleconference - 10/08/04	26.64
10/29/04	Telephone	TelSpan teleconference - 10/15/04	18.74

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10/29/04	Telephone	TelSpan teleconference - 10/18/04	147.78
10/29/04	Telephone	TelSpan teleconference - 10/20/04	83.67
10/29/04	Telephone	TelSpan teleconference - 10/24/04	9.33
10/29/04	Telephone	TelSpan teleconference - 10/21/04	74.06
10/29/04	Telephone	TelSpan teleconference - 10/24/04	79.49
10/29/04	Telephone	TelSpan teleconference - 10/25/04	88.53
11/30/04	Telephone	TelSpan teleconference - 11/24/04	130.88
11/30/04	Telephone	TelSpan teleconference - 11/12/04	0.53
11/30/04	Telephone	TelSpan teleconference - 11/11/04	198.35
11/30/04	Telephone	TelSpan teleconference - 11/10/04	19.86
11/30/04	Telephone	TelSpan teleconference - 11/01/04	56.47
11/30/04	Telephone	TelSpan teleconference - 11/14/04	5.31
11/30/04	Telephone	TelSpan teleconference - 11/16/04	50.76
11/30/04	Telephone	TelSpan teleconference - 11/17/04	55.48
11/30/04	Telephone	TelSpan teleconference - 11/19/04	22.61
11/30/04	Telephone	TelSpan teleconference - 11/29/04	145.30
11/30/04	Telephone	TelSpan teleconference - 11/30/04	71.51
11/30/04	Telephone	TelSpan teleconference - 11/02/04	158.41
Total For Telephone			1,443.71
Copying Costs 7			11,511.45
Total Disbursements.....			\$ 30,325.92
Total Services And Disbursements.....			\$ 379,878.92

	Task Description	Hours	Value
B001	ASSET ANALYSIS AND RECOVERY	0.20	78.00
B002	ASSET DISPOSITION	811.80	229,950.50
B003	BUSINESS OPERATIONS	94.70	31,523.50
B004	CASE ADMINISTRATION	302.10	47,634.00
B005	CLAIMS ADMINISTRATION AND OBJECTIONS	31.90	6,700.00
B006	EMPLOYEE BENEFIT/PENSIONS	3.90	1,581.00

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B007	FEE/EMPLOYMENT APPLICATIONS	3.10	777.50
B008	FEE/EMPLOYMENT OBJECTIONS	2.40	459.00
B009	FINANCING	78.20	26,087.50
B010	LITIGATION	2.10	548.00
B012	PLAN AND DISCLOSURE STATEMENT	0.40	156.00
B013	RELIEF FROM STAY PROCEEDINGS	6.60	1,149.00
B015	BUSINESS ANALYSIS	1.00	390.00
B016	CORPORATE FINANCE	5.60	2,324.00
B020	TAX ISSUES	0.50	195.00
		1,344.50	349,553.00