

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

In re: ATA Holdings Corp.,)	Chapter 11
Debtor.	)	Case No. 04-19866
)	
In re: ATA Airlines, Inc.,	)	Chapter 11
Debtor.	)	Case No. 04-19868
)	
In re: Ambassadors Travel Club, Inc.,	)	Chapter 11
Debtor.	)	Case No. 04-19869
)	
In re: ATA Leisure Corp.,	)	Chapter 11
Debtor.	)	Case No. 04-19870
)	
In re: Amber Travel, Inc.,	)	Chapter 11
Debtor.	)	Case No. 04-19871
)	
In re: American Trans Air Execujet, Inc.,	)	Chapter 11
Debtor.	)	Case No. 04-19872
)	
In re: ATA Cargo, Inc.,	)	Chapter 11
Debtor.	)	Case No. 04-19873
)	
In re: Chicago Express Airlines, Inc.,	)	Chapter 11
Debtor.	)	Case No. 04-19874

APPLICATION OF THE DEBTORS
PURSUANT TO SECTIONS 327(e) AND
328(a) OF THE BANKRUPTCY CODE
AND FEDERAL RULE OF BANKRUPTCY
PROCEDURE 2014(a) FOR AUTHORITY
TO EMPLOY AND RETAIN PAUL,
HASTINGS, JANOFSKY & WALKER LLP
AS SPECIAL LABOR COUNSEL

Hearing:	October 29, 2004 11:00 a.m. EST
Location:	U.S. Courthouse 46 E. Ohio Street, Room 310 Indianapolis, IN 46204
Telephonic Participation	
Dial-In:	1-877-213-2541
Passcode:	9070313#

**APPLICATION OF THE DEBTORS PURSUANT TO
SECTIONS 327(e) AND 328(a) OF THE BANKRUPTCY
CODE AND FEDERAL RULE OF BANKRUPTCY
PROCEDURE 2014(a) FOR AUTHORITY TO EMPLOY AND
RETAIN PAUL, HASTINGS, JANOFSKY & WALKER LLP
AS SPECIAL LABOR COUNSEL**

ATA Holdings Corp. and those of its subsidiaries and affiliates that are debtors and debtors in possession in these proceedings (collectively, the “**Debtors**”), respectfully represent:

Background

1. On October 26, 2004 (the “**Petition Date**”), each Debtor commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors are authorized to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. The Debtors have filed a motion seeking joint administration of these chapter 11 cases.

2. Additional information about the Debtors’ business and the events leading up to the Petition Date can be found in the Affidavit of J. George Mikelsons in Support of Chapter 11 Petitions, First Day Applications and Motions and Certain Other Motions with Respect to Which Debtors Seek Expedited Relief and the Affidavit of James W. Hlavacek in Support of Chapter 11 Petitions, First Day Applications and Motions and Certain Other Motions with Respect to Which Debtors Seek Expedited Relief.

3. In 1973, J. George Mikelsons founded the precursor to ATA Airlines, Inc. (“ATA”), in Indianapolis, Indiana. Today, ATA Holdings Corp. (“ATAH”) and its wholly-owned direct and indirect subsidiaries operate the tenth largest passenger airline in the United States. Operating a fleet consisting of eighty-four aircraft, ATA is a leading provider of low-cost scheduled airline services, is one of the largest commercial charter airline in the United States and is one of the largest providers of passenger airline charter services to the U.S. military. ATA

currently provides scheduled service primarily from its gateway cities of Chicago-Midway and Indianapolis to popular vacation and business destinations such as Phoenix, Las Vegas, Florida, California, Mexico and the Caribbean, as well as to New York's LaGuardia Airport, Philadelphia, Denver, Dallas-Ft. Worth, Washington, D.C., Boston, Seattle, Minneapolis-St. Paul, Newark, Charlotte and Pittsburgh. ATA also provides transpacific service between the Western United States and Hawaii. ATAH's wholly-owned subsidiary, Chicago Express Airlines, Inc. ("Chicago Express") provides commuter passenger scheduled service between Chicago-Midway and the cities of Indianapolis, Dayton, Des Moines, Flint, Grand Rapids, Madison, Milwaukee, Moline, Toledo, South Bend and Fort Wayne. ATAH's other subsidiaries are Ambassadors Travel Club, Inc., ATA Leisure Corp., Amber Travel, Inc., American Trans Air ExecuJet, Inc. and ATA Cargo, Inc. As of the Petition Date, the Debtors employed a staff of approximately 7,324 full- and part-time personnel, of whom approximately 3,550 were employed under collective bargaining agreements.

4. The geopolitical impact of the conflict in the Middle East and generally weak economic conditions of the past several years have adversely affected the airline industry as a whole, and have caused many airlines, including ATA and Chicago Express, to suffer massive financial losses since 2001. This trend continues in 2004, as the industry and ATA experience a very weak revenue environment and substantially increased fuel costs. These conditions have caused several air carriers, including United Airlines, American Airlines, Delta Airlines, Hawaiian Airlines, and US Airways, to seek bankruptcy protection or warn that bankruptcy may be in the offing.

5. ATA faces a competitive pricing environment that includes extraordinary fare discounting by several airlines in many of the scheduled service markets that ATA serves. At

the same time, jet aviation fuel prices have escalated far beyond any price per gallon previously experienced on a sustained basis by the air carrier industry and far beyond the increases expected by ATA. In addition, the highly destructive hurricanes and tropical storms which hit Florida and the Southern coast of the United States in the third quarter of 2004 had a very severe and continuing impact on ATA's revenues as a significant portion of the scheduled service routes of ATA serve these hard-hit areas of the United States.

6. A significant portion of ATA's current leases of aircraft were negotiated with higher payments in early years in order to reduce total rental costs over the related lease terms. These large cash payments made in 2003 and 2004 resulted in substantial use of ATA's cash.

7. ATA has taken many measures to prevent the filing of the Chapter 11 Cases, including working with its three major lessors to restructure its lease obligations. ATA also has sought to reduce costs through, among other measures, negotiating labor cost reductions under its collective bargaining agreements, implementing pay reductions for its non-union employees and substantially reducing the number of employees. In addition to cutting costs, ATAH has conducted an exhaustive search for buyers for certain of ATAH's significant assets, such as the Chicago Midway operations of ATA and Chicago Express, as well as for ATA as a whole. Despite its cost-cutting efforts, Debtors will realize an overwhelming net loss for the full year of 2004. Based on current operating assumptions and market conditions, absent the initiation of these Chapter 11 Cases, ATAH projects that it would not be able to meet its cash obligations within the next 60 days, and perhaps sooner.

8. Coincident with the filing of the Chapter 11 Cases, the Debtors will ask the Court to approve a sale of "Midway Assets" to AirTran Airways, Inc. for \$87.5 million or to another buyer making a higher or better offer for such assets (the "AirTran Transaction"). Debtors are

discussing the procurement of adequate DIP financing from third-party lenders. Debtors intend to procure such DIP financing during the period in which the ATSB Lending Parties consent to Debtors' use of the cash collateral to support Debtors' obligations. The combination of the AirTran Transaction and a DIP Lending Facility will provide liquidity and business arrangements that will allow ATA and Chicago Express to continue normal airline operations for the foreseeable future and provide a springboard for a successful reorganization of ATAH and the affiliated Debtors.

Jurisdiction

9. This Court has subject matter jurisdiction to consider this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and may be determined by the Bankruptcy Court. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

10. By this application (the “**Application**”), the Debtors respectfully seek Court approval, pursuant to sections 327(e) and 328(a) of the Bankruptcy Code and Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), to retain and employ Paul, Hastings, Janofsky & Walker LLP (“**Paul Hastings**” or the “**Firm**”) as special labor counsel during these chapter 11 cases. The Debtors request that the Court approve the employment of Paul Hastings in accordance with the terms and conditions set forth in (a) this Application, as more fully described in the Affidavit of John J. Gallagher, a partner of Paul Hastings (the “**Gallagher Affidavit**”), annexed hereto as Exhibit A, and (b) that certain engagement letter, dated October 19, 2004, between the Debtors and Paul Hastings (the “**Paul Hastings Agreement**”), a copy of which is annexed hereto as Exhibit B. The Debtors have been informed

that certain Paul Hastings attorneys who will be engaged in these chapter 11 cases are admitted to practice before this Court or shall seek to be admitted pro hac vice.

11. The Debtors seek authorization to retain Paul Hastings as special counsel to provide services, to the extent necessary and as requested by the Debtors, with respect to (a) issues that may arise during the chapter 11 cases related to all aspects of labor relations, including issues related to the Air Line Pilots Association, the Association of Flight Attendants, the International Association of Machinists and Aerospace Workers, and the Aircraft Mechanics Fraternal Association, collective bargaining issues, and issues arising under the Railway Labor Act and under Sections 1113 and 1114 of the Bankruptcy Code, and litigation related to such issues; and (b) such other issues as may be assigned by the Debtors (collectively, the ‘**Special Counsel Matters**’).

Basis for Relief Requested

12. The Debtors seek to retain Paul Hastings as special counsel to handle the Special Counsel Matters because of: (a) Paul Hastings’ nationwide reputation and extensive experience and expertise with respect to airline labor law generally, (b) Paul Hastings’ extensive experience and expertise on labor issues in airline bankruptcy proceedings, and (c) the general knowledge and information that Paul Hastings obtained regarding the Debtors and their businesses, operations, and labor relations as a result of Paul Hastings’ prepetition services to the Debtors.

13. Paul Hastings’ Airline Labor Law Expertise. Paul Hastings has extensive prior experience in airline labor law, airline bankruptcy proceedings, and the interplay between labor law and the Bankruptcy Code. Paul Hastings’ attorneys have represented numerous air carriers on a broad range of Railway Labor Act issues for many years, including collective bargaining, arbitration and litigation. Paul Hastings’ attorneys John J. Gallagher, Jon A. Geier, and Margaret H. Spurlin also have served as special labor counsel to the debtors in prior airline bankruptcy

cases, e.g., In re UAL Corporation, et al., Ch. 11 Case No. 02-B-48191 (Bankr. N.D. Ill. 2002); In re Midway Airlines, Ch. 11 Case No. 01-02319-5ATS (Bankr. E.D.N.C. 2001); In re Continental Airlines, Ch. 11 Case No. 83-04019-42-5 (Bankr. S.D. Tex. 1983); In re Continental Airlines II, Ch. 11 Case Nos. 90-932 through 934 (Bankr. D. Del. 1990); and In re Eastern Airlines, Ch. 11 Case No. 89-B10449 (Bankr. S.D.N.Y. 1989). (In the Continental and Eastern cases, the Paul Hastings attorneys were then at another firm.) The same Paul Hastings' attorneys also (a) served as labor counsel for Continental Airlines in its negotiations with the unions and management of Frontier Airlines while Frontier was in chapter 11; those negotiations resulted in the Frontier-Continental Job Protection Agreement, which provided for the transition of Frontier employees to Continental; and (b) have written a white paper entitled "An Unhappy Crossroads: The Interplay of Bankruptcy and Airline Labor Law©" (American Law Institute of American Bar Association, Seminar on Airline and Railroad Labor and Employment Law, April 4-6, 2002) (at 723-752).

14. Paul Hastings' Airline Labor Law Work for the Debtors. Paul Hastings has represented one or more of the Debtors from time to time since 1991 on various issues of airline labor law arising under the Railway Labor Act. During that time, Paul Hastings has represented one or more of the Debtors in union representation matters and in a wide variety of issues arising in the course of collective bargaining under the Railway Labor Act. As a result of its efforts, Paul Hastings is intimately familiar with the complex legal issues that have arisen and are likely to arise in connection with the Debtors' labor issues.

15. Prior to the commencement of these chapter 11 cases, the Debtors selected Paul Hastings to advise the Debtors on and to prepare for the possibility of the Special Counsel Matters. The Debtors believe that the attorneys at Paul Hastings are uniquely qualified and

experienced to represent the Debtors as special counsel. Indeed, there are few, if any, other law firms experienced in the subject matter of both airline labor law and labor law in bankruptcy and few with the working relationship and experience shared by Paul Hastings' labor lawyers.

16. Both the interruption and the duplicative cost involved in obtaining substitute counsel to replace Paul Hastings' unique role at this juncture would be extremely harmful to the Debtors, their estates, and their creditors. Were the Debtors required to retain counsel other than Paul Hastings in connection with the specific and limited matters upon which Paul Hastings' advice is sought, the Debtors, their estates, and all parties in interest would be unduly prejudiced by the time and expense necessary to replicate Paul Hastings' ready familiarity with the Debtors' businesses, operations, current labor relations, the intricacies of airline labor law, and the preparation for proceedings under Bankruptcy Code Sections 1113 and 1114.

17. Accordingly, the Debtors respectfully submit that Paul Hastings is well-qualified and uniquely able to provide the specialized legal advice sought by the Debtors on a going-forward basis in connection with the Special Counsel Matters in an efficient and effective manner, and Paul Hastings' retention as special counsel is in the best interest of the Debtors and their estates.

Scope of Services

18. Paul Hastings' services are appropriate and necessary to enable the Debtors to execute their duties as debtors and debtors in possession faithfully and to implement the Debtors' restructuring and reorganization. The Debtors currently seek to retain Paul Hastings, subject to the oversight and orders of this Court, solely with respect to the Special Counsel Matters.

19. While certain aspects of the representations may necessarily involve Paul Hastings as well as Baker & Daniels and Ponader & Associates, the Debtors believe that the

services Paul Hastings will provide will be complementary to, rather than duplicative of, the services to be performed by any other retained counsel. Further, the Debtors are mindful of the need to avoid the duplication of services and appropriate procedures will be implemented to ensure minimal duplication of effort, if any, as a result of Paul Hastings' role as special counsel. In order to minimize costs, Paul Hastings is prepared to work closely with the Debtors and each of their other retained professionals to clearly delineate the professionals' respective duties so as to prevent unnecessary duplication of services whenever possible.

Compensation

20. In accordance with section 330(a) of the Bankruptcy Code and as set forth in the Gallagher Affidavit, compensation will be paid to Paul Hastings on an hourly basis at its customary hourly rates, plus reimbursement of actual, necessary expenses incurred by Paul Hastings according to its customary reimbursement policies.

21. Paul Hastings' hourly rates are set at a level designed to compensate it fairly for the work of its attorneys and paraprofessionals and to cover fixed and routine overhead expenses. Hourly rates vary with the experience and seniority of the individuals assigned and may be adjusted by Paul Hastings from time to time. Paul Hastings respectfully submits that its rates are reasonable.

22. The Debtors understand that in connection with the reimbursement of reasonable and necessary out-of-pocket expenses, it is Paul Hastings' policy to charge its clients in all areas of practice for expenses incurred in connection with a client's matter. The expenses charged to clients include, among other things, photocopying, witness fees, travel and lodging expenses, vendor charges, certain secretarial and other overtime expenses, filing and recording fees, long distance and other telephone charges, postage, express mail and messenger charges,

computerized legal research charges and other computer services, expenses for “working meals,” and telecopier charges. Paul Hastings will charge the Debtors for these expenses in a manner and at rates consistent with charges generally made to its other clients.

23. Before the Petition Date, Paul Hastings received a retainer of approximately \$14,000 (the “**Retainer**”) for services to be rendered, and costs and expenses to be incurred, in connection with these cases. As set forth in the Gallagher Affidavit, Paul Hastings placed the Retainer in a client trust account, from which the Firm intends to draw down funds in accordance with Section 6.4(b) of this Court’s General Order No. 03-10, and as otherwise permitted under the Bankruptcy Code, the Bankruptcy Rules, this Court’s Orders, and the fee and expense guidelines established by the Office of the United States Trustee (the “U.S. Trustee”).

24. All of Paul Hastings’ fees and expenses incurred during these chapter 11 cases will, except as may otherwise be ordered by the Court, be subject to Court approval upon proper application by Paul Hastings in accordance with sections 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016(a), the fee and expense guidelines established by the U.S. Trustee, and any other applicable requirements.¹

No Undisclosed Adverse Interest

25. To the best of the Debtors’ knowledge, except as set forth in the Gallagher Affidavit, Paul Hastings does not: (a) represent or hold any interest adverse to the Debtors or their estates with respect to the matters on which Paul Hastings seeks to be employed; or (b)

¹ The procedures by which Paul Hastings will be compensated on an interim basis are set forth in the Debtors’ motion pursuant to Sections 105(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(a) to establish procedures for interim monthly compensation and reimbursement of expenses of professionals.

have any connection with the Debtors, any creditors or other parties in interest, their respective attorneys and accountants, or the United States Trustee or any of its employees.²

26. Based upon the representations made in the Gallagher Affidavit, other than the General Electric Company and its affiliates (collectively, “**GE**”) and Rolls-Royce plc and its affiliates (collectively, “**Rolls-Royce**”), Paul Hastings does not represent and will not seek to represent any entity or individual adverse to the Debtors in their chapter 11 proceedings. To the extent that Paul Hastings does represent GE and/or Rolls-Royce in these chapter 11 proceedings, (a) that representation has been disclosed to the Debtors, and Paul Hastings has received the informed consent of the Debtors and the adverse party to the representation and the waiver from both parties of any actual or potential conflict of interest arising from such representation; and (b) Paul Hastings has established special procedures to segregate and insulate all Paul Hastings attorneys involved in representing the Debtors and all documents, files and information relating to the Debtors from disclosure to any adverse party. Please see Paragraph 10 of the Gallagher Affidavit.

Notice

27. No trustee, examiner, or creditors’ committee has been appointed in these chapter 11 cases. The Debtors have served notice of this Application on (a) the Office of the United States Trustee, (b) those creditors holding secured claims against the Debtors’ estates, and (c) those creditors holding the thirty largest unsecured claims against the Debtors’ estates.

28. No previous request for the relief sought herein has been made by the Debtors to this or any other court.

² As discussed in the Gallagher Affidavit, Paul Hastings regularly represents the General Electric Company and its affiliates and Rolls -Royce plc and its affiliates on a variety of matters, some of which involve the Debtors but none of which relate to the matters on which Paul Hastings seeks to be employed in these cases. In addition, Paul Hastings regularly represents the International Lease Finance Corporation and The Boeing Company and its affiliates in matters unrelated to the Debtors and the Special Counsel Matters.

///

WHEREFORE the Debtors respectfully request the Court grant the Debtors the relief requested herein and such other and further relief as is just and proper.

ATA HOLDINGS CORP., on behalf of itself and
all other Debtors

By: Gilbert F. Viets
Printed: Gilbert F. Viets
Title: Exec. Vice President & Chief Restructuring Officer

VERIFICATION

I, Gilbert F. Viets, the Executive V.P. & C.R.O. of ATA HOLDINGS CORP., one of the Debtors and applicants in the foregoing Application, do hereby make solemn oath that the statements contained herein are true and correct according to the best of my knowledge, information and belief.

By: Gilbert F. Viets
Printed: Gilbert F. Viets
Title: Exec. Vice President & Chief Restructuring Officer

STATE OF INDIANA)
) SS:
COUNTY OF MARION)

Sworn to before me, a Notary Public in and for said county and state, personally appeared Gilbert F. Viets, who acknowledged that he is the Executive V.P. & C.R.O. of ATA HOLDINGS CORP., and who stated that he is authorized to execute this Application, and who further stated that the facts of the foregoing Application are true.

Witness my hand and Notarial Seal this 25 day of October, 2004.

Sarah B. Laughlin
Sarah B. Laughlin, Notary Public

My Commission Expires: October 31, 2007

My County of Residence: Marion

CERTIFICATE OF SERVICE

The undersigned hereby certifies that the foregoing was served this 26th day of October, 2004, by expedited service (facsimile, e-mail, and/or overnight delivery) on the attached list.

/s/Terry E. Hall

Name and Address of Served Party

AIR TRANSPORTATION STABILIZATION BOARD, BRIAN D JACKSON, DIR OFC OF FED LEN, CFO,
FEDERAL FINANCING BANK, BRIAN.JACKSON@DO.TREAS.GOV
AIR TRANSPORTATION STABILIZATION BOARD, DEPARTMENT OF TRANSPORTATION, BERNARD
F DIEDRICH, ESQ, UNITED STATES OF AMERICA, OFFICE OF GENERAL COUNSEL,
WASHINGTON, DC 20590
AIR TRANSPORTATION STABILIZATION BOARD, EVAN BORENSTEIN, CURTIS, MALLET-PREVOST,
GOLT & MOSL, EBORENSTEIN@CM-P.COM
AIR TRANSPORTATION STABILIZATION BOARD, LACHLAN W SEWARD, SR ADVISOR TO THE
FISCAL ASSIST, LACHLAN.SEWARD@DO.TREAS.GOV
AIR TRANSPORTATION STABILIZATION BOARD, MARK R DAYTON, EXECUTIVE DIRECTOR,
MARK.DAYTON@DO.TREAS.GOV
AIR TRANSPORTATION STABILIZATION BOARD, REGIS P MILAN, ASSOCIATE DIRECTOR, U S
DEPT OF TRANSPORTATION, REGIS.MILAN@OST.DOT.GOV
AIR TRANSPORTATION STABILIZATION BOARD, STEVEN REISMAN, CURTIS, MALLET-PREVOST,
GOLT & MOSL, SREISMAN@CM-P.COM
ALEXANDER W (ALEX) PHILLIP, THE BOEING COMPANY, ALEXANDER.W.PHILLIP@BOEING.COM
AMERICAN AIRLINES, BOB ALBERGOTTI, HANES & BOONE,
ROBERT.ALBERGOTTI@HAYNESBOONE.COM
AMERICAN AIRLINES, ROSE GACILOS, AMR LEASING, INC, 4333 AMON CARTER BLVD, MD 560S,
FT. WORTH, TX 76155
AMERICAN AIRLINES, SCOTT EVERETT, HANES & BOONE,
AMR LEASING CORPORATION, ATTN: PRESIDENT, 4333 AMON CTR BLVD, MD 5605, FORT
WORTH, TX 76155
AMR LEASING CORPORATION, ATTN: VP & GENERAL COUNSEL, 4333 AMON CTR BLVD, MD
5605, FORT WORTH, TX 76155
ANN LEAVINE, GE CAPITAL AVIATION SERVICES, INC, ANN.LEAVINE@GECAS.COM
ATA AIRLINES - CREDITORS, BARRY E BELDIN, SENIOR VP, UNION PLANTERS BANK,
BARRY.BELDIN@UNIONPLANTERS.COM
ATA FINANCIAL ADVISORS, MICHAEL J KENNELLY, MANAGING DIR, HURON CONSULTING
GROUP, MKENNELLY@HURONCONSULTINGGROUP.COM
ATA FINANCIAL ADVISORS, ROBERT OGLE, HURON CONSULTING GROUP,
ROGLE@HURONCONSULTINGGROUP.COM
ATA FINANCIAL ADVISORS, THOMAS J ALLISON, GRP MANAGING DIR, HURON CONSULTING
GROUP, TALLISON@HURONCONSULTINGGROUP.COM
ATA LABOR LAWYERS, JOHN J (JACK) GALLAGHER, ESQ, PAUL, HASTINGS, JANOFISKY &
WALKER L, JACKGALLAGHER@PAULHASTINGS.COM
ATA LABOR LAWYERS, JON A GEIER, ESQ, PAUL, HASTINGS, JANOFISKY & WALKER L,
JONGEIER@PAULHASTINGS.COM
ATA LABOR LAWYERS, KATHERINE A (KATIE) TRAXLER, ESQ, PAUL, HASTINGS, JANOFISKY &
WALKER L, KATIETRAXLER@PAULHASTINGS.COM
ATA LABOR LAWYERS, MARGARET H (MEG) SPURLIN, ESQ, PAUL, HASTINGS, JANOFISKY &
WALKER L, MEGSPURLIN@PAULHASTINGS.COM
ATTORNEYS FOR ABLECO FINANCE LLC, ADAM L HIRSCH, BANKRUPTCY ASSOC, SCHULTE
ROTH & ZABEL LLP, ADAM.HIRSCH@SRZ.COM
ATTORNEYS FOR ABLECO FINANCE LLC, ANDREW R GOTTESMAN, BANKRUPTCY ASSO,
SCHULTE ROTH & ZABEL LLP, ANDREW.GOTTESMAN@SRZ.COM
ATTORNEYS FOR ABLECO FINANCE LLC, DANIELLE M DEPALMA, FINANCE ASSOC, SCHULTE
ROTH & ZABEL LLP, DANIELLE.DEPALMA@SRZ.COM
ATTORNEYS FOR ABLECO FINANCE LLC, FREDERIC L RAGUCCI, FINANCE PARTNER, SCHULTE
ROTH & ZABEL LLP, FREDERIC.RAGUCCI@SRZ.COM
ATTORNEYS FOR ABLECO FINANCE LLC, WENDY J PERRY, FINANCE ASSOC, SCHULTE ROTH &
ZABEL LLP, WENDY.PERRY@SRZ.COM
ATTORNEYS FOR AIRTRAN, HOWARD E TURNER, ESQ, SMITH, GAMBRELL & RUSSELL, LLP,
HTURNER@SGRATL.COM
ATTORNEYS FOR ATA - CONFLICT COUNSEL, JERALD ANCEL, ESQ, SOMMER BARNARD
ATTORNEYS, PC, JANCEL@SBALAWYERS.COM

Name and Address of Served Party

ATTORNEYS FOR ATA - CONFLICT COUNSEL, MARLENE REICH, ESQ, SOMMER BARNARD
ATTORNEYS, PC, REICH@SBALAWYERS.COM
ATTORNEYS FOR ATA, DAVID A. FOSTER, ESQ, BAKER & DANIELS,
ATTORNEYS FOR ATA, EDWARD E. (TED) HOLLIS III, ESQ, BAKER & DANIELS,
EDWARD.HOLLIS@BAKERD.COM
ATTORNEYS FOR ATA, JAMES M CARR, ESQ, BAKER & DANIELS, JIM.CARR@BAKERD.COM
ATTORNEYS FOR ATA, JEFFREY C NELSON, ESQ, BAKER & DANIELS,
JEFFREY.NELSON@BAKERD.COM
ATTORNEYS FOR ATA, LEAH SCHLESINGER, ESQ, BAKER & DANIELS,
LEAH.SCHLESINGER@BAKERD.COM
ATTORNEYS FOR ATA, MELISSA M (MISSY) HINDS, ESQ, BAKER & DANIELS,
MELISSA.HINDS@BAKERD.COM
ATTORNEYS FOR ATA, ROBERT K STANLEY, ESQ, BAKER & DANIELS,
ROBERT.STANLEY@BAKERD.COM
ATTORNEYS FOR ATA, SARAH B LAUGHLIN, PARALEGAL, BAKER & DANIELS,
SARAH.LAUGHLIN@BAKERD.COM
ATTORNEYS FOR ATA, STEPHEN A CLAFFEY, ESQ, BAKER & DANIELS,
STEVE.CLAFFEY@BAKERD.COM
ATTORNEYS FOR ATA, TERRY E HALL, ESQ, BAKER & DANIELS, TERRY.HALL@BAKERD.COM
ATTORNEYS FOR ATA, WENDY W PONADER, ESQ, PONADER & ASSOCIATES, LLP,
WPONADER@PONADERLAW.COM
ATTORNEYS FOR BOEING CAPITAL CORPORATION AND THE B, DOUGLAS S MACBAIN, ESQ,
PERKINS COIE LLP, DMACBAIN@PERKINSOIE.COM
ATTORNEYS FOR GE CAPITAL AVIATION SERVICES, INC, ALAN K MILLS, ESQ, BARNES &
THORNBURG LLP, ALAN.MILLS@BTLAW.COM
ATTORNEYS FOR GE CAPITAL AVIATION SERVICES, INC, S SCOTT PAREL, ESQ, WEIL, GOTSHAL
& MANGES LLP, SCOTT.PAREL@WEIL.COM
ATTORNEYS FOR GE CAPITAL AVIATION SERVICES, INC., ELIZABETH H EVANS, ESQ, WEIL,
GOTSHAL & MANGES LLP, ELIZABETH.EVANS@WEIL.COM
ATTORNEYS FOR GE CAPITAL AVIATION SERVICES, INC., RICHARD P KRASNOW, ESQ, WEIL,
GOTSHAL & MANGES LLP, RICHARD.KRASNOW@WEIL.COM
ATTORNEYS FOR GE CAPITAL AVIATION SERVICES, INC., SCOTT E COHEN, ESQ, WEIL, GOTSHAL
& MANGES LLP, SCOTT.E.COHEN@WEIL.COM
ATTORNEYS FOR U.S. DEPARTMENT OF TRANSPORTATION, DANIEL R LENIHAN, ESQ, CURTIS,
MALLET-PREVOST, GOLT & MOSL, DLENIHAN@CM-P.COM
ATTORNEYS FOR UNION PLANTERS BANK, JOHATHAN B ABELS, ESQ, DANN PECAR NEWMAN &
KLEIMAN PC, JABELS@DANNPECAR.COM
AVIATION FINANCIAL SERVICES, DECLAN KELLY/JOHN BOYLE, C/O GE CAPITAL CORP, 200 HIGH
RIDGE RD, STAMFORD, CT 06927-4900
BANK OF AMERICA, ROBERT MERRILL, M/S RI DE 03708C, ONE FINANCIAL PLAZA, PROVIDENCE,
RI 2903
BANKERS TRUST OF NEW YORK, DECLAN KELLY/JOHN BOYLE, C/O GE CAPITAL CORP, 200
HIGH RIDGE RD, STAMFORD, CT 06927-4900
BILL CERNEY, CHICAGO DEPT OF REVENUE, WCERNEY@CI.CHI.IL.US
BILL JENNINGS, GREATER ORLANDO AVIATION AUTH, BJENNINGS@GOAA.ORG
BMC, MYRTLE JOHN, 1330 E FRANKLIN AVE, EL SEGUNDO, CA 90245
BMC, TINAMARIE FEIL, 1330 E FRANKLIN AVE, EL SEGUNDO, CA 90245
BRIAN HUNT, ESQ, ATA HOLDINGS CORP, BRIAN.HUNT@IFLYATA.COM
CARLOS TRUEBA, AEROPUERTO DE CANCUN, SA DE CV, CTRUEBA@ASUR.COM.MX
CHARLES T CLEAVER, ATA HOLDINGS CORP, CHARLES.CLEAVER@IFLYATA.COM
CITIBANK NA AS AGENT FOR LENDER GRP, 2 PENNS WAY, SUITE 200, NEW CASTLE, DE 19720
CITY OF CHICAGO SFR BOND, WALTER K KNORR, CITY COMPTROLLER, CITY OF CHICAGO,
DEPT OF FINANCE, 121 NORTH LASALLE ST RM 501, CHICAGO, IL 60602
CITY OF CHICAGO, RUBIN & LEVIN, P.C., ELLIOT D. LEVIN, 500 MAROTT CENTER, 342
MASSACHUSETTS AVENUE, INDIANAPOLIS, IN 46204-2161
CODE PLUS, 2810 OLD LEE HWY STE 305, FAIRFAX, VA 22031-4376
COMMISSIONER JOHN ROBERSON, DEPARTMENT OF AVIATION, JROBERSON@OHARE.COM

Name and Address of Served Party

COUNSEL FOR WELLS FARGO FOOTHILL - POSSIBLE DIP LE, ANDREW M KRAMER, ESQ,
OTTERBOURG, STEINDLER, HOUSTON & RO, AKRAMER@OSHR.COM
CRAIG SIMON, MICHAEL LEWIS COMPANY, CRAIG.SIMON@MLCO.COM
DAVID COTTON, CFO, FLYING FOOD GROUP, DCOTTON@FLYINGFOOD.COM
DECLAN KELLY, VICE PRESIDENT, GE CAPITAL AVIATION SERVICES, INC,
DECLAN.KELLY@GECAS.COM
DEUTSCHE BANK TRUST CO AMERICAS, GRANT LEVY, C/O ILFC, 1999 AVENUE OF THE STARS
39TH FL, LOS ANGELES, CA 90067-6022
DIANE PEARSON-COLLECTIONS COORDINAT, DRIESSEN AIRCRAFT INTERIOR SYSTEMS,
DIANE.PEARSON@DRIESSENUSA.COM
DONNA COLES, GATE GOURMET, DCOLES@GATEGOURMET.COM
DVF WIRE DEPOSITORY, DECLAN KELLY, C/O GE CAPITAL CORP, 200 HIGH RIDGE RD,
STAMFORD, CT 06927-4900
ESTHER TRYBAN TELSER, SNR COUNSEL, CITY OF CHICAGO; DEPARTMENT OF LAW,
ETRYBANTELSE@CITYOFCHICAGO.ORG
FIRSTAR BANK, NA, LEGAL DEPT, 425 WALNUT ST, ML: CN-WN-08EF, CINCINNATI, OH 45069
GATX THIRD AIRCRAFT CORP, DAVID THOMPSON, C/O LASALLE BANK, P O BOX LL, CHICAGO, IN
60690-9882
GECC, DECLAN KELLY, 10 RIVERVIEW DR, DANBURY, CT 06810-6268
GEORGE SAN JOSE, SAN JOSE ADVERTISING GROUP, GSANJOSE@SJADV.COM
GEORGE VASIOS, SECURITIES AND EXCHANGE COMMISSION, VASIOSG@SEC.GOV
GILBERT D VIETS, ATA HOLDINGS CORP, GILBERT.VIETS@IFLYATA.COM
GRANT LEVY, INTERNATIONAL LEASE FINANCE CORPORA, GLEVY@ILFC.COM
INTERNAL REVENUE SERVICE, 574 N. PENNSYLVANIA STREET, ROOM 573, STOP W-665,
INDIANAPOLIS, IN 46204
INTERNAL REVENUE SERVICE, IRS INSOLVENCY GROUP 2, 5014 CHI, 230 S DEARBORN ST RM
2560, CHICAGO, IL 60604
INTERNATIONAL LEASE FINANCE CORPORA, GRANT LEVY, 1999 AVENUE OF THE STARS 39TH
FL, LOS ANGELES, CA 90067-6022
J GEORGE MIKELSONS, ATA HOLDINGS CORP, GEORGE.MIKELSONS@ATTGLOBAL.NET
JAMES E. CARLBERG, BOSE MCKINNEY & EVANS LLP, JCARLBERG@BOSELAW.COM
JAMES J JESSUP, THE BOEING COMPANY, JAMES.J.JESSUP@BOEING.COM
JAMES M PECK, BANKRUPTCY PARTNER, SCHULTE ROTH & ZABEL LLP,
JASON DANFORTH - ACCOUNT TEAM LEADE, HONEYWELL AEROSPACE SERVICES,
JASON.DANFORTH@HONEYWELL.COM
JEANNE OLLER, WILMINGTON TRUST COMPANY, JOLLER@WILMINGTONTRUST.COM
JERRY K MILES, JR , ESQ, BOEING CAPITAL CORP, LEGAL DEPT, JERRY.K.MILES@BOEING.COM
JIM HLAVACEK, ATA HOLDINGS CORP, JIM.HLAVACEK@IFLYATA.COM
JIM KUBIAK, PARTNER, KGD SYSTEMS, JIM@KGDSYSTEMS.COM
JOHN A SLOWIK, CITIGROUP GLOBAL MARKETS, INC, JOHN.SLOWIK@CITIGROUP.COM
JOHN F GRIER, CITIGROUP GLOBAL MARKETS, INC, JOHN.F.GRIER@CITIGROUP.COM
JOHN HANCOCK LEASING CORPORATION, DAVID SANTOM, C/O JOHN HANCOCK LEASING, 200
CLARENDON ST, T-33, BOSTON, MA 2117
JOHN W (JACK) SCHULTZ, ATA HOLDINGS CORP, JACK.SCHULTZ@IFLYATA.COM
JON YARD ARNASON, VEDDER PRICE, JARNASON@VEDDERPRICE.COM
JONI WILLIAMS, KELLY SCOTT AND MADISON INC, JWILLIAM@KSMMEDIA.COM
JORDAN S WELTMAN, BOEING CAPITAL CORPORATION, JORDAN.S.WELTMAN@BOEING.COM
KATHY RACER, CITIBANK, N.A., AS AGENT FOR LENDER, KATHLEEN.C.RACER@CITIGROUP.COM
KEITH RYAN, PRESIDENT, AIRCRAFT SERVICE INTERNATIONAL, KEITH.RYAN@ASIG.COM
KEVIN P. DEMPSEY, US TRUSTEE, KEVIN.P.DEMPSEY@USDOJ.GOV
KEYBANK, BARNEY FUNK, 54 STATE ST, ALBANY, NY 12207
KEYCORP LEASING, BARNEY FUNK, 54 STATE ST, ALBANY, NY 12207
LARRY TIBERIO, HAMILTON SUNDSTRAND, LARRY.TIBERO@HS.UTC.COM
LASALLE NATIONAL BANK, BARRY BELDIN, P O BOX LL, CHICAGO, IL 60690-9882

Name and Address of Served Party

LORRAINE GRAINGER, AVIATION SERVICE, AER RIAN TA SHANNON,
LORRAINE.GRAINGER@AER-RIANTA.IE
MARK KRIESCHEN, WGN AM RADIO, MKRIESCHEN@TRIBUNE.COM
MARTY SCHULTZ, PRESIDENT, SAAB AIRCRAFT OF AMERICA, LLC, MSCHULTZ@SAAIUS.COM
MICHAEL CHEN, MANAGING DIRECTOR, GE CAPITAL AVIATION SERVICES, INC,
MICHAEL.CHEN@GE.COM
MICHAEL JACKSON, GE CAPITAL AVIATION SERVICES, INC, MICHAEL.JACKSON@GECAS.COM
MICHAEL KENNEDY, VICE PRESIDENT NAT, US BANK, MICHAEL.KENNEDY@USBANK.COM
MICHAEL L KRIEDBERG, EXEC VP, GE CAPITAL AVIATION SERVICES, INC,
MICHAEL.KRIEDBERG@GECAS.COM
MIKE MCCRAY, AON RISK SERVICES, MIKE.MCCRAY@ARS.AON.COM
NANCY BRYSON, DIRECTOR, CITIGROUP GLOBAL MARKETS, INC,
NANCY.BRYSON@CITIGROUP.COM
NATIONAL CITY BANK, BINGHAM MCHALE LLP, THOMAS C. SCHERER, 2700 MARKET TOWER, 10
W. MARKET ST, INDIANAPOLIS, IN 46204-4900
PHYLISS HASEN, WELLS FARGO FOOTHILL, PHASEN@WFFOOTHILL.COM
PROVIDENT BANK, F RICHARD BLANKENSHIP, ONE NATIONAL CITY SQUARE, LOCATOR 60-
400S, INDIANAPOLIS, IN 46255
REGINALD MORRIS, ROCKWELL COLLINS INC, RDMORRIS@ROCKWELLCOLLINS.COM
RICHARD MAGURNO, AIRTRAN AIRWAYS, RICHARD.MAGURNO@AIRTRAN.COM
ROBERT MERILL, BANK OF AMERICA, ROBERT_E_MERRILL@FLEETCL.COM
ROBERT MERILL, UNION PLANTERS BANK, NA, WILLIAM.PERRY@UPBNA.COM
SCOTT NIELSEN, WELLS FARGO BANK NORTHWEST, N.A.,
SCOTT SCHERER, VP/GEN MGR, BOEING CAPITAL CORPORATION,
SEAN FRICK, ATA HOLDINGS CORP, SEAN.FRICK@IFLYATA.COM
SECURITIES AND EXCHANGE COMMISSION, SEC DIVISION OF INVESTMENT MANAGEMEN, 450
5TH STREET, NW, WASHINGTON, DC 20549
SONIA U CHAE, SECURITIES AND EXCHANGE COMMISSION, CHAES@SEC.GOV
STANLEY J GADEK, AIRTRAN AIRWAYS, STAN.GADEK@AIRTRAN.COM
STATE ST BANK AND TRUST CO OF CT NA, CORPORATE TRUST ADMIN, 225 ASYLUM ST,
HARTFORD, CT 6103
SUMMIT BANK, 750 WALNUT AVENUE, CRANFORD, NJ 07016
THERESA MARINO, BOEING COMMERCIAL AIRPLANE GRP, THERESA.C.MARIANO@BOEING.COM
TIM CRANSTON, MOORE WALLACE NORTH AMERICA INC, TIM.CRANSTON@RRD.COM
TIM GREEN, FINANCE ASSOC, SCHULTE ROTH & ZABEL LLP, TIM.GREEN@SRZ.COM
TRACY BARE, DFAS-CO / FPS / F, TRACY.BARE@DFAS.MIL
UNION PLANTERS BANK, N.A., BARRY.BELDIN@UNIONPLANTERS.COM
US BANCORP LEASING & FINANCIAL, LEGAL DEPT, 7659 SW MOHAWK ST, PO BOX 2177,
TUALATIN, OR 97062-2177
WACHOVIA BANK, STEVEN A FINKLEA, CORPORATE TRUST GROUP (DE7475), ONE RODNEY SQ,
920 KING ST, STE 102, WILMINGTON, DE 19801
WELLS FARGO BANK MINNESOTA, N.A., ATTN: CORPORATE TRUST SVCS, WF 8113,
MINNEAPOLIS, MN 55485-8113
WELLS FARGO BANK NORTHWEST, N.A., CORPORATE TRUST DEPT, 79 SOUTH MAIN ST, SALT
LAKE CITY, UT 84111
WILMINGTON TRUST, JEANNE OLLER, CORPORATE TRUST ADMIN - RISK UNIT, 1100 N MARKET
ST, WILMINGTON, DE 19890-0001
WISTY MALONE, ATA HOLDINGS CORP, SEAN.FRICK@IFLYATA.COM
YOGEN SHAH, HEXAWARE, YSHAW@HEXAWARE.COM

Subtotal for this group: 142

Page 4 of 4 2002 Document