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Proposed Co-Counsel for the Official Committee of Unsecured
Creditors of ATA Holdings Corp., et al.

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

In re:)	Chapter 11
)	
ATA Holdings Corp., et al., ¹)	Case No. 04-19866
)	(Jointly Administered)
Debtors.)	
)	

SUPPLEMENTAL DECLARATION OF LISA G. BECKERMAN

LISA G. BECKERMAN, hereby declares:

1. I am an attorney at law admitted to practice in the State of New York and in the United States District Courts for the Eastern and Southern Districts of New York. I am a member of the firm of Akin Gump Strauss Hauer & Feld LLP (“Akin Gump”), which firm maintains offices at 590 Madison Avenue, New York, New York 10022.

2. I am familiar with the matters set forth herein and make this supplemental declaration in support of the application (the “Application”) of the Official Committee of Unsecured Creditors (the “Committee”) of ATA Holdings Corp. and certain of its subsidiaries

¹ The Debtors consist of the following entities: ATA Holdings Corp. (04-19866); ATA Airlines, Inc. (04-19868); Ambassadair Travel Club, Inc. (04-19869); ATA Leisure Corp. (04-19870); Amber Travel, Inc. (04-19871); American Trans Air Execujet, Inc. (04-19872); ATA Cargo, Inc. (04-19873); and Chicago Express Airlines, Inc. (04-19874).

and affiliates (collectively, the “Debtors”) seeking authority to retain and employ Akin Gump, effective as of November 3, 2004, as co-counsel to the Committee.

3. On November 1, 2004, pursuant to section 1102 of the Bankruptcy Code, the United States Trustee appointed the Committee. The Committee currently consists of eight members.² On November 3, 2004, the Committee selected Akin Gump to serve as co-counsel to the Committee pursuant to Section 1103(a) of the Bankruptcy Code.

4. I make this declaration in response to the issues raised by the Office of the United States Trustee in its limited objection to the Application (the “Limited Objection”).

5. Noelle Ortega is an associate in Akin Gump’s New York office in the financial restructuring section. Ms. Ortega has passed the New York bar exam and is awaiting admission to the bar of the State of New York. In order to be admitted to the bar of the State of New York, in addition to passing the bar exam, a candidate for admission must have a character and fitness interview which is scheduled by the state bar association. Typically, these interviews take place in the first half of the year following the bar exam. Pending admission, a candidate may be employed under the supervision of an attorney admitted to practice in the State of New York.

6. Akin Gump has nine offices located in the United States and four foreign offices. Attorneys in each of the offices are billed at different rates reflective of the market for legal services in that particular legal market and the seniority and specialized expertise of the attorneys. The ranges of hourly rates set forth in the Declaration of Daniel Golden reflect the

² The Committee is comprised of the following entities: Wells Fargo Bank, N.A.; John Hancock Funds; Loeb Partners; Stanfield Capital Partners LLC; Flying Food Group, LLC; Airport Terminal Services; Association of Flight Attendants; and Air Line Pilots Association International.

ranges of standard hourly rates charged for partners, special counsel, associates and paraprofessionals in all of Akin Gump's offices. For example, \$175 per hour is the standard hourly rate charged for a first year corporate associate located in the Moscow office. \$275 per hour is the standard hourly rate charged for a first year financial restructuring associate located in the New York office.

7. As a general matter, Akin Gump does not give discounts in connection with any of its bankruptcy representations, including representations of debtors-in-possession and official creditors committees. The hourly rates set forth in the Declaration of Daniel Golden are the standard hourly rates charged by Akin Gump in connection with its representation of clients. Depending upon a variety of factors, including the historical relationship with the client, range of historical billing and collections for a particular client, complexity of work, guaranteed volume of work, attorney utilization, and payment history, in connection with certain non-bankruptcy related legal work, Akin Gump has offered certain clients discounts from the applicable rates.

I hereby declare under the penalty of perjury that the foregoing is true and correct.

Executed on December 7, 2004

/s/ Lisa G. Beckerman
LISA G. BECKERMAN

CERTIFICATE OF SERVICE

I hereby certify that a true and correct copy of the foregoing document was served upon the Core Group and the 2002 list by U.S. Mail, postage prepaid on or before 7th day of December 2004.

/s/ C.R. Bowles, Jr.

C.R. Bowles, Jr.

Co-Counsel for the Official Committee of
Unsecured Creditors