FORM B10 (Official Form 10) (04/04)

UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF INDIANA (INDIANAPOLIS DIVISION)

PROOF OF CLAIM

Name of Debtor
ATA Airlines, Inc

Case Number
04-19869

NOTE This form should not be used to make a claim for an administrative expense arising after the commencement of the case A "request" of payment of an administrative expense may be filed pursuant to 11 U S C § 503

Name of Creditor
Beal Capital Markets, Inc

Name and address where notices should be sent
Gregory G Hesse, Esq
Jenkens & Gilchrist, P C
1445 Ross Avenue, Suite 3200
Dallas, Texas 75202

Beal Portfolio Management
Attn Roebie Protacio
6000 Legacy Drive, Suite 4W
Plano, Texas 75204

☐ Check box if you are aware that anyone else has filed a proof of claim relating to your claim Attach copy of statement giving particulars

☐ Check box if you have never received any notices from the bankruptcy court in this case

☐ Check box if the address differs from the address on the envelope sent to you by the court.

THIS SPACE IS FOR COURT USE ONLY

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR

Check here if this claim ~ replaces
~ amends a previously filed claim dated _____

1 BASIS FOR CLAIM
- ☐ Goods sold
- ☐ Services performed
- ☐ Money loaned
- ☐ Personal injury/wrongful death
- ☐ Taxes
- ☒ Other (Describe briefly) Secured Debt
- ☐ Retiree benefits as defined in 11 U S C § 1114(a)
- ☐ Wages salaries, and compensations (fill out below)
  Last four Digits of SS# _____
  Unpaid compensation for services performed
  from _____ (date) to _____ (date)

2 DATE DEBT WAS INCURRED See attached Summary of Claim

3 IF COURT JUDGMENT DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AT TIME CASE FILED $892,149.27 (See attached Summary of Claim) (Total)
If all or part of your claim is secured or entitled to priority also complete Item 5 or 7 below
☐ Check this box if claim includes interest or other charges in addition to the principal amount of the claim Attach itemized statement of all interest or additional charges

5 SECURED CLAIM
☒ Check this box if your claim is secured by collateral (including a right of setoff)
Brief Description of Collateral
☐ Real Estate Motor Vehicle
☒ Other **Aircraft**

Value of Collateral $ unknown

Amount of arrearage and other charges at time case filed included in secured claim if any $_____

6 UNSECURED NONPRIORITY CLAIM $_____

☐ Check this box if a) there is no collateral or lien securing your claim or b) your claim exceeds the value of property securing it, or if c) none or only part of your claim is entitled to priority

7 UNSECURED PRIORITY CLAIM
- ☐ Check this box if you have an unsecured priority claim
  Amount entitled to priority $_____
  Specify the priority of the claim
- ☐ Wages salaries or commissions (up to $4 925)* earned within 90 days before filing of the bankruptcy petition or cessation of the debtor's business whichever is earlier 11 U S C § 507(a)(3)
- ☐ Contributions to an employee benefit plan 11U S C § 507(a)(4)
- ☐ Up to $2 225* of deposits toward purchase lease or rental of property or services for personal family or household use 11 U S C § 507(a)(6)
- ☐ Alimony maintenance or support owed to a spouse former spouse or child 11 U S C § 507(a)(7)
- ☐ Taxes or penalties of governmental units 11 U S C § 507(a)(8)
- ☐ Other Specify applicable paragraph of 11 U S C § 507(a)(__)

* Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment

8 CREDITS The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim
9 SUPPORTING DOCUMENTS *Attach copies of supporting documents* such as promissory notes purchase orders invoices itemized statements of running accounts contracts court judgments mortgages security agreements and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS If the documents are not available explain If the documents are voluminous attach a summary
10 DATE STAMPED COPY To receive an acknowledgment copy of the filing of your claim enclose a stamped, self addressed envelope and copy of this proof of claim

THIS SPACE FOR COURT USE ONLY

FILED
JAN 20 2005
BMC

Date
January 18 2005

Sign and print the name and title any of the creditor or other person authorized to file this claim (attach copy of power of attorney if any)
Beal Capital Markets, Inc

By M. Molly Curl
M Molly Curl Vice President

GH as to numbers
as to numbers
JC as to form

Penalty for presenting fraudulent claim Fine of up to $500 000 or imprisonment for up to 5 years or both 18 U S C §§ 152 and 3571

ATA
00877

DALLAS1 857855v1 61239-00063

SUMMARY OF CLAIM

1 On or about October 26, 2004 (the "Petition Date"), ATA Holdings Corp , ATA Airlines, Inc , Ambassador Travel Club, Inc , ATA Leisure Corp , Amby Travel, Inc , American Trans Air Equipment, Inc , ATA Cargo, Inc and Chicago Express Airlines, Inc (each a "Debtor" and collectively, the "Debtors") filed voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code The Debtors cases are being jointly administered under Case No 04-19866 in the United States Bankruptcy Court for the Southern District of Indiana

2 On or about December 23, 1997, American Trans Air, Inc , n/k/a ATA Airlines Inc ("ATA") formed three (3) pass through trusts pursuant to that certain Pass Through Trust Agreement between ATA and WTC dated as of December 23, 1997 (the "1997 Trust Agreement") for the purpose of issuing pass through certificates from time to time

3 In this respect, on or about December 23, 1997, ATA offered and sold three (3) series of pass through certificates to help finance aircraft that ATA sought to lease, by forming, in essence, three (3) separate pass through trusts with WTC (collectively, the "1997 Pass Through Trusts")

4 The 1997 Pass Through Trusts are identified as (i) No 1997-1A, (ii) No 1997-1B and (iii) No 1997-1C

5 The holders of the Certificates (the "Certificate Holders") are beneficiaries of the 1997 Pass Through Trust and each Certificate evidences an interest in the property of the 1997 Pass Through Trust as more particularly described in the 1997 Trust Agreement

6 The property of the 1997 Pass Through Trusts include, *inter alia*, three Boeing 757-200ER model aircraft owned by certain owner participants (the "1997 OPs,") and leased to ATA (collectively, the "Leased Aircraft,") pursuant to certain lease agreements (the "Aircraft Leases,") For the purposes of this Summary of Claim, the term "Aircraft" shall be defined to include the Leased Aircraft

7 Payments of rent by ATA under the 1997 Aircraft Leases are assigned by the OPs to the loan trustees under mortgage agreements to pay principal and interest on the Leased Aircraft notes owned by the 1997 Pass Through Trust All other amounts due under the Aircraft Leases are passed through to the holders of the Certificates issued by that Pass Through Trust pursuant to the Trust Agreement

8 Through an open-market purchase from an institutional broker, Beal Capital Markets, Inc. ("Beal") acquired Pass Through Certificate 1997-1A, consisting of remaining principal balance and accrued interest as of the Petition Date, in the aggregate, of $890,247 85 and $1,901 42, respectively

9 As a result of the Equipment Notes beneficially owned by the 1997 Pass Through Trust and the Certificates issued thereunder, as of the Petition Date, ATA is indebted to Beal in the aggregate sum of $892,149 27 Such amount includes all principal and interest accrued as of the Petition Date with respect to the Certificates owned by Beal

10 To Beal's knowledge, WTC has not filed a proof of claim on Beal's behalf or on behalf of the Certificate Holders as a group, however Beal understands that WTC intends to do so prior to the general bar date

11 This claim is not founded on an open account

12 The amount of all payments of this claim has been credited and deducted for the purpose of making this proof of claim

13 This claim is not subject to set-off or counterclaim

14 As set forth herein, this claim is a secured claim

15 Beal reserves the right to amend this proof of claim to, *inter alia*, assert additional fees and expenses incurred as a result of this proceeding The foregoing amount does not include fees and expenses and other non-interest related costs accrued after the Petition Date

Jenkens & Gilchrist

A PROFESSIONAL CORPORATION

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(202) 326-1500

Gregory G Hesse
(214) 855-4771
ghesse@jenkens com

January 19, 2005

Via Federal Express

BMC Group, Inc
Attn ATA Claims Agent
1330 E Franklin Ave
El Segundo, CA 90245

Re *In re ATA Holdings Corp , et al*, case no 04-19869, Southern District of Indiana

Dear Sir

Enclosed please find an original and three copies of (1) the proof of claim of Beal Savings Bank and (ii) the proof of claim of Beal Capital Markets, Inc Please return one file-stamped copy of each proof of claim to my attention in the enclosed self addressed and stamped envelope

Thank you very much for your assistance

Sincerely yours,

Gregory G Hesse

GGH ta
Encl

DALLAS1 858176v1 61239-00063

/04

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61239-63

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BMC Group, Inc.
Attn: ATA Claims Agent
1330 E. Franklin Ave.
El Segundo, CA 90245

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BMC GROUP
1330 E FRANKLIN AVE
EL SEGUNDO, CA 90245

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