FORM B10 (Official Form 10) (4/01)

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

PROOF OF CLAIM

Name of Debtor ATA AIRLINES, INC

Case Number 04-19868

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

Name of Creditor (The person or other entity to whom the debtor owes money or property)
Wells Fargo Bank Northwest, N A , solely in its capacity as owner trustee/lessor

☐ 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

Name and address where notices should be sent

See Attachment

☐ 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
Claim relates to Aircraft MSN #32614

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 See Attachment

☐ Retiree benefits as defined in 11 U S C § 1114(a)
☐ Wages salaries and compensation (fill out below)

Your SS# _____
Unpaid compensation for services performed
from _____ (date) to _____ (date)

2 **Date debt was incurred** November 8 2002

3 **If court judgment, date obtained**

4 **Total Amount of Claim at Time Case Filed** Not less than $8,416 686 (Plus certain unliquidated, contingent and undetermined amounts) See Attachment.

If all or part of your claim is secured or entitled to priority also complete Item 5 or 6 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

Value of Collateral See Attachment

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

6 **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 $4,650) * 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 - 11 U S C § 507(a)(4)
- ☐ Up to $2 100* 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 owed to 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 4/1/04 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment*

7 **Credits** The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim

8 **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

9 **Date-Stamped Copy** To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim

THIS SPACE IS FOR COURT USE ONLY
FILED
JAN 21 2005
BMC

Date
1-19-05

Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any)
Wells Fargo Bank Northwest N A
By _____
Name Michael D Hoggan
Title Vice President

Penalty for presenting a 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
01005

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INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law In particular types of cases or circumstances such as bankruptcy cases that are not filed voluntarily by a debtor there may be exceptions to these general rules

DEFINITIONS

Debtor
The person, corporation or other entity that has filed a bankruptcy case is called the debtor

Creditor
A creditor is any person, corporation, or other entity to whom the debtor owed a debt on the date that the bankruptcy case was filed

Proof of Claim
A form telling the bankruptcy court how much the debtor owed a creditor at the time the bankruptcy case was filed (the amount of the creditor s claim) This form must be filed with the clerk of the bankruptcy court where the bankruptcy case was filed

Secured Claim
A claim is a secured claim to the extent that the creditor has a lien on property of the debtor (collateral) that gives the creditor the right to be paid from that property before creditors who do not have liens on the property

Examples of liens are a mortgage on real estate and a security interest in a car truck boat television set or other item of property A lien may have been obtained through a court proceeding before the bankruptcy case began, in some states a court judgment is a lien In addition to the extent a creditor also owes money to the debtor (has a right of setoff), the creditor's claim may be a secured claim (See also *Unsecured Claim*)

Unsecured Claim
If a claim is not a secured claim it is an unsecured claim A claim may be partly secured and partly unsecured if the property on which a creditor has a lien is not worth enough to pay the creditor in full

Unsecured Priority Claim
Certain types of unsecured claims are given priority so they are to paid in bankruptcy cases before most other unsecured claims (if there is sufficient money or property available to pay these claims) The most common types of priority claims are listed on the proof of claim form Unsecured claims that are not specifically given priority status by the bankruptcy laws are classified as *Unsecured Nonpriority Claims*

Items to be completed in Proof of Claim form (if not already filled in)

Court, Name of Debtor, and Case Number
Fill in the name of the federal judicial district where the bankruptcy case was filed (for example Central District of California) the name of the debtor in the bankruptcy case and the bankruptcy case number If you received a notice of the case from the court all of this information is near the top of the notice

Information about Creditor
Complete the section giving the name address and telephone number of the creditor to whom the debtor owes money or property and the debtor s account number if any If anyone else has already filed a proof of claim relating to this debt if you never received notices from the bankruptcy court about this case if your address differs from that to which the court sent notice or if this proof of claim replaces or changes a proof of claim that was already filed check the appropriate box on the form

1 Basis for Claim
Check the type of debt for which the proof of claim is being filed If the type of debt is not listed check Other' and briefly describe the type of debt If you were an employee of the debtor fill in your social security number and the dates of work for which you were not paid

2 Date Debt Incurred
Fill in the date when the debt first was owed by the debtor

3 Court Judgments
If you have a court judgment for this debt state the date the court entered the judgment

4 Total Amount of Claim at Time Case Filed
Fill in the amount of the entire claim If interest or other charges in addition to the principal amount of the claim are included check the appropriate place on the form and attach an itemization of the interest and charges

5 Secured Claim
Check the appropriate place if the claim is a secured claim You must state the type and value of property that is collateral for the claim attach copies of the documentation of your lien and state the amount past due on the claim as of the date the bankruptcy case was filed A claim may be partly secured and partly unsecured (See DEFINITIONS above)

6 Unsecured Priority Claim
Check the appropriate place if you have an unsecured priority claim and state the amount entitled to priority (See DEFINITIONS above) A claim may be partly priority and partly nonpriority if for example the claim is for more than the amount given priority by the law Check the appropriate place to specify the type of priority claim

7 Credits
By signing this proof of claim you are stating under oath that in calculating the amount of your claim you have given the debtor credit for all payments received from the debtor

8 Supporting Documents
You must attach to this proof of claim form copies of documents that show the debtor owes the debt claimed or if the documents are too lengthy a summary of those documents If documents are not available you must attach an explanation of why they are not available

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

In re	)	Chapter 11
	)	
ATA HOLDINGS CORP , et al ,	)	Case No 04-19866
	)	(Jointly Administered)
Debtors	)	

ATTACHMENT TO PROOF OF CLAIM
OF WELLS FARGO BANK NORTHWEST, N.A.
WITH RESPECT TO AIRCRAFT BEARING SERIAL NUMBER 32614

1 This proof of claim (this "Proof of Claim") is made by Wells Fargo Bank Northwest, N A ("Wells Fargo"), whose address is Wells Fargo Bank Northwest, N A , 299 South Main Street, 12th Floor, Salt Lake City, Utah 84111, Attn Corporate Trust Department, not in its individual capacity, but solely as owner trustee, in connection with the above-captioned cases of ATA Holdings Corp and certain of its affiliates, as debtors and debtors in possession (collectively, the "Debtors")

2 The total amount of all claims set forth in this Proof of Claim is not less than $8,416,686 plus certain unliquidated, contingent and undetermined amounts

3 The liabilities of ATA Airlines, Inc ("ATA"), formerly known as American Trans Air, Inc , arise under that certain Lease Agreement N328TZ, dated as of November 8, 2002 (the "Lease"), between Wells Fargo, not in its individual capacity, but solely as owner trustee, as Lessor, and ATA, as Lessee, pursuant to which Wells Fargo leased to ATA one B737-800 model aircraft, bearing manufacturer's serial number 32614 and U S registration number N328TZ, with two engines bearing serial numbers 891193 and 891194 (collectively, the "Aircraft Equipment") and that certain Trust Indenture and Mortgage N328TZ, dated as of November 8, 2002 between Wilmington Trust Company,

not in its individual capacity, except as expressly provided therein, but solely as Loan Trustee, and Wells Fargo, not in its individual capacity, except as expressly provided therein, but solely as Owner Trustee (the "Indenture" and together with the Lease and all other related agreements and documents, the "Aircraft Agreements")

4 By order dated January 4, 2005, the United States Bankruptcy Court for the Southern District of Indiana approved that certain Stipulation and Agreement Providing for Section 1110(b) Extension and Section 1110(c)(2) Rejection of Certain Aircraft Equipment, dated as of December 21, 2004 (the "1110 Stipulation") Pursuant to the 1110 Stipulation, ATA shall surrender and return the Aircraft Equipment, including records and related equipment, on August 19, 2005 (the "Return Date") Under the 1110 Stipulation, the Lease is deemed rejected effective as of the Return Date

5 The unliquidated and liquidated claims identified herein include (a) all amounts projected to be due and owing as a result of ATA's rejection of the Lease, including, without limitation, any and all unpaid rent, stipulated loss value, interest, return-condition deficiencies, and all costs and expenses incurred in connection with the return of the Aircraft Equipment in accordance with the terms of the 1110 Stipulation and Aircraft Agreements, (b) all reasonable attorneys' fees and other costs and expenses of "Lessor," "Mortgagee," "Owner Participant," and the "Note Holders" as provided for in Section 15 1 6 of the Lease, and (c) any and all other types of claims arising under, or relating to, the 1110 Stipulation, the Aircraft Agreements or the Aircraft Equipment

6 Certain of Wells Fargo's claims are or may be contingent, unliquidated and not currently subject to determination Accordingly, Wells Fargo has not determined the full and precise amount of its claim against the Debtors, including

ATA, owing under or relating to the Aircraft Agreements, including rejection damage claims Wells Fargo has estimated, however, that the amount of such claims is not less than $8,416,686 calculated as follows

MSN 32614	Calculation
Stipulated Loss Value	$45,041,316
Current Market Value (based upon independent appraised value)	$36,820,000
Stipulated Loss Value Above Current Market Value	$8,221,316
Overdue Interest (at Prime + 2% and based on accrual through December 15, 2005)	$195,370
Total Amount Due	$8,416,686

7 Because of the voluminous nature of the documents supporting this Proof of Claim, including the 1110 Stipulation, the Aircraft Agreements and related documents and agreements, as well as the commercially sensitive information contained in certain of such documents, all of which are or should be in ATA's possession, none of such documents are annexed hereto

8 No judgment has been rendered on this Proof of Claim or on Wells Fargo's claims

9 The claims set forth in this Proof of Claim are not subject to any valid defense, setoff, recoupment, or counterclaim

10 Wells Fargo reserves the right to amend, update and/or supplement this Proof of Claim at any time and in any respect and to assert any and all other claims of whatever kind or nature that it has, or it may have, against ATA or any of the other Debtors in these jointly-administered proceedings that come to Wells Fargo's attention or arise after the filing of this Proof of Claim, including, without limitation, any claims incurred prior to or after the filing date of the Debtors' chapter 11 cases for (i) attorneys' fees, (ii) costs, expenses, fees, and other charges, and (iii) accrued interest The filing of this Proof of Claim shall not be deemed a waiver or release of any such claims or Wells Fargo's rights against any person, entity or property, an election of remedy, or waiver of any past, present or future defaults or events of default Further, nothing contained herein shall be deemed or construed as a waiver of any administrative expense claims that Wells Fargo has or may have against ATA or any of the other Debtors This Proof of Claim is filed without prejudice to the filing of additional proofs of claims by Wells Fargo with respect to any other liability or indebtedness

11 All notices concerning this Proof of Claim should be sent to

Wells Fargo Bank Northwest, N A
299 South Main Street
12th Floor
Salt Lake City, UT 84111
Attn Corporate Trust Department
tel (801) 246-5630
fax (801) 246-5053

with copies to

GE Capital Aviation Services, Inc
201 High Ridge Road
Stamford, CT 06927-4900
Attn Ann Leavine, Esq
tel (203) 585-0800
fax (203) 961-3937

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, NY 10153
Attn Richard P Krasnow, Esq
Scott E Cohen, Esq
tel (212) 310-8000
fax (212) 310-8007

WEIL, GOTSHAL & MANGES LLP
767 FIFTH AVENUE
NEW YORK NY 10153
(212) 310 8000
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WARSAW
WASHINGTON D C

WRITER S DIRECT LINE
(212) 833-3165

January 20, 2005

BY FEDEX

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

Re ATA Holdings Corp et al , Case No 04-19866

Dear Sir or Madam

Enclosed herewith please find fifty (50) originals and fifty (50) copies of the Proofs of Claim for the below creditors

List of Creditor	Number of Claims
General Electric Capital Corporation	eight
Silvermine River Finance Two, Inc	two
AFS Investments XII, Inc	five
AFS Investments XLI, LLC	five
Windy City Holdings, Inc	one
Wells Fargo Bank Northwest, N A	twenty
Wilmington Trust Company, solely in its capacity as loan trustee	nine

Please keep the original of each Proof of Claim and return a date-stamped office copy of each to me in the enclosed Federal Express envelope

Thank you for your assistance in this matter

Sincerely yours,

Kathleen Anne Lee
Senior Legal Assistant

KILEE
WEIL GOTSHAL & MANGES LLP
767 5TH AVE
NEW YORK NY 10153
(212)735-4844

SHIP DATE 20JAN05
ACC # 100376008
ACTUAL WGT 8 LBS SCALE

TO ATA CLAIMS AGENT (888)909-0100
BMC GROUP INC
1330 E FRANKLIN AVENUE
EL SEGUNDO CA 90245

FedEx.

8389 8236 0883

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REF 47656-0174/6746

PRIORITY OVERNIGHT FRI

cad # 0030876 20JAN05

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