PROOF OF CLAIM

THIS SPACE IS FOR COURT USE ONLY

In re
Chicago Express Airlines, Inc.

Case Number
04-19874

NOTE See Reverse for List of Debtors and Case Numbers

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

☐ 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 this address differs from the address on the envelope sent to you by the court

REC'D JAN 24 2005

If you have already filed a proof of claim with the Bankruptcy Court or BMC you do not need to file again

Name of Creditor and Address
City of Des Moines
Attn: Kathy Vanderpool
Aviation Department
Des Moines International Airport
5800 Fleur Drive, Room 201
Des Moines, Iowa 50321

Creditor Telephone Number 515 256-5100

Creditor Federal Tax ID

Account Or Other Number By Which Creditor Identifies Debtor

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

1 BASIS FOR CLAIM

☐ Goods sold
☐ Services performed
☐ Money loaned
☐ Personal injury/wrongful death
☐ Taxes
☒ Other (describe briefly) Leases
☐ Retiree benefits as defined in 11 U S C § 1114(a)
☐ Wages salaries, and compensation (Fill out below)
Last four digits of SS # _____
Unpaid compensation for services performed from _____ (date) to _____ (date)

2 DATE DEBT WAS INCURRED 9/9/04 to 12/24/04

3. IF COURT JUDGMENT, DATE OBTAINED

4 TOTAL AMOUNT OF CLAIM AT TIME CASE FILED
$ 54,485.25 (unsecured) $ _____ (secured) $ _____ (unsecured priority) $ 54,485.25 (Total)

If all or part of your claim is secured or entitled to priority, also complete Item 5 or 7 below See Exhibit "A"

☐ 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 $ _____

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

6 UNSECURED NONPRIORITY CLAIM $ 54,485.25

☒ Check this box if a) there is no collateral or lien securing your claim or b) your claim exceeds the value of the 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 11 U 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 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 4/1/07 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 See Exhibit "B"

10 DATE-STAMPED COPY To receive an acknowledgment of your claim, please enclose a self-addressed, stamped envelope and an additional copy of this proof of claim.

You may file this proof of claim with BMC at the address below or with the Court at the address on the reserve side If you file with BMC the original of this completed proof of claim form must be sent by mail or hand delivered (Faxes not accepted) so that it is actually received on or before 5 00 pm on 01/24/2005 for Non Government Claimants OR on or before 04/24/2005 for Governmental Units

BY MAIL TO
BMC Group
Attn ATA Claims Agent
PO Box 1035
El Segundo CA 90245-1035

BY HAND OR OVERNIGHT DELIVERY TO
BMC Group
Attn ATA Claims Agent
1330 East Franklin Ave
El Segundo CA 90245

THIS SPACE FOR COURT USE ONLY
Court Filed date
1/24/05

DATE SIGNED 1/24/05

SIGN [signature] 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) as the authorized representative of the City of Des Moines, Iowa

Penalty for presenting fraudulent claim is a fine of up to $500 000 or imprisonment for up to 5 years or both 18 U S C §§ 152 AND 3571

ATA
01376

EXHIBIT "A"

Des Moines International Airport
ATA-Chicago Express Invoices, PFC and Parking Fees
Petition Date 10/26/04

NOTE This information is based on the most current information from the PeopleSoft System The items that start with an asterisk(*) in the description are estimated For this purpose pre vs post petition is determined based on the dates service was provided

Description	Invoice Number	Invoice Date	Invoice Amount	Amount Due	Amount Paid	Date Paid
Pre-Petition (through 10/25/04)						
Security Charges	AIR-014968	9/9/2004	$ 4,211 04	$ 4,211 04	$ -	
Space Rent	AIR-014979	9/10/2004	$ 8,303 82	$ 8,303 82	$ -	
Improvement Charges	AIR-014979	9/10/2004	$ 121 81	$ 121 81	$ -	
Equip /Finishing Charges	AIR-014979	9/10/2004	$ 461 15	$ 461 15	$ -	
Apron Area Charges	AIR-014979	9/10/2004	$ 788 47	$ 788 47	$ -	
Landing Fees	AIR-014991	9/15/2004	$ 7,950 88	$ 7,950 88	$ -	
Retail Fuel Charges	AIR-015003	9/15/2004	$ 184 82	$ 184 82	$ -	
Airport ID/Fingerprnting	AIR-015181	9/17/2004	$ 40 00	$ 40 00	$ -	
Retail Fuel Charges	AIR-015229	10/13/2004	$ 170 65	$ 170 65	$ -	
Security Charges	AIR-015249	10/14/2004	$ 4,542 18	$ 4,542 18	$ -	
Space Rent	AIR-015259	10/14/2004	$ 7,033 19	$ 7,033 19	$ -	
Improvement Charges	AIR-015259	10/14/2004	$ 102 88	$ 102 88	$ -	
Equip /Finishing Charges	AIR-015259	10/14/2004	$ 371 90	$ 371 90	$ -	
Apron Area Charges	AIR-015259	10/14/2004	$ 678 43	$ 678 43	$ -	
Retail Fuel Charges	AIR-015472	11/8/2004	$ 226 49	$ 226 49	$ -	
Landing Fees	AIR-015268	10/15/2004	$ 7,309 68	$ 7,309 68	$ -	
Airport ID/Fingerprnting	AIR-015439	10/26/2004	$ 195 00	$ 195 00	$ -	
Security Charges	AIR-015491	11/9/2004	$ 4,084 65	$ 4,084 65	$ -	
Security Charges	AIR-015692	12/8/2004	$ 3,821 05	$ 3,821 05	$ -	
Landing Fees	AIR-015506	11/12/2004	$ 6,412 00	$ 6,412 00	$ -	
Landing Fees	AIR-015703	12/8/2004	$ 114 50	$ 114 50	$ -	
Telephone Charges	AIR-015328	10/19/2004	$ 338 48	$ 338 48	$ -	
Telephone Charges	AIR-015565	11/19/2004	$ 343 84	$ 343 84	$ -	
Telephone Charges	AIR-015789	12/20/2004	$ 290 34	$ 290 34	$ -	
Parking Fees-Oct	10268	9/21/2004	$ 119 00	$ 119 00	$ -	
03/04 Airline Rates & Charges Recalc.		1/10/2005	$ (3,731 00)	$ (3,731 00)	$ -	
TOTALS			$ 54,485.25	$ 54,485.25	$ -	

EXHIBIT "B"

EXHIBIT "B"

1 The City of Des Moines, Iowa (the "City"), an Iowa municipal corporation that owns and operates the Des Moines International Airport ("Airport"), located at 5800 Fleur Drive, Room 201, Des Moines, Iowa, 50321-2854, is a claimant in this case

2 On or about June 12, 2001, the City, as landlord, and Debtor Chicago Express Airlines, Inc ("Debtor"), as tenant, (collectively "the Parties"), entered into that certain Scheduled Airline Operating Agreement and Terminal Building Lease ("Lease"), whereby the City leased to Debtor various space located at the Airport, for a term of three (3) years commencing July 1, 2001

3 On or about September 8, 2004, the Parties entered into that certain First Amendment to Scheduled Airline Operating Agreement and Terminal Building Lease ("First Amendment"), whereby the term of the Lease was extended for an additional two (2) years through June 30, 2006

4 On or about August 2, 1994, the Parties entered into that certain Telecommunications Rental & Service Agreement ("Telecommunications Agreement"), whereby the City leased to Debtor certain telecommunications equipment and services and granted Debtor certain rights, privileges and uses therein, for the support of Debtor's operations at the Airport

5 The Lease, First Amendment, and Telecommunications Agreement are collectively quite voluminous and copies thereof will be produced in their entirety upon written request

6 Debtor is presently indebted to the City for pre-petition rent and related charges in the amount of $54,485 25 In addition, for the fiscal year July 1, 2004 through June 2005, the City does not yet know whether the Debtor will have underpaid its share of allocable costs The calculation of such claim will not occur until the fall of 2005 Debtor therefore reserves the right to amend and supplement its claim at such time as the City determines whether and to what extent the Debtor is indebted to the City for its share of such costs

7 No judgment has been rendered on this claim

8 The amount of all payments on this claim has been credited and deducted for the purpose of making this Proof of Claim

9 Claimant does not hold any security for said debt

Claim No 56 **Exhibit A** **Exhibit B**	*Creditor Name* City of Des Moines, Iowa c/o Alan K Mills & Wendy D Brewer Barnes & Thornburg LLP 11 S Meridian Street Indianapolis, IN 46204	*Last Date to File Claims* 01/24/2005 *Last Date to File (Govt)* 04/24/2005 *Filing Status* *Docket Status* *Late* N
Claim Date 01/24/2005	*Amends Claim No* *Amended By Claim No*	*Duplicates Claim No* *Duplicated By Claim No*
Class	**Amount Claimed**	**Amount Allowed**
Unsecured	$54485 25	
Total	**$54485 25**	
Description		
Remarks Claim against Chicago Express Airlines, Inc		