United States Bankruptcy Court Southern District of Indiana Indianapolis Division		PROOF OF CLAIM
In re (Name of Debtor) **ATA Holdings Corp *et al***	Case Numbers 04 19866 04 19868 04 19869 04 19870 04 19871 04 19872 04 19873 04 19874	

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
(The person or entity to whom the debtor owes money or property)
Wells Fargo Bank Northwest N A
Attn Thomas M Korsman
Wells Fargo Center
MAC # N9303-120
Sixth Street & Marquette Avenue
Minneapolis MN 55479
(612) 466-5890

_ 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

Name and Addresses Where Notices Should be Sent
Eric A Schaffer Esq
REED SMITH LLP
435 Sixth Avenue
Pittsburgh PA 15219
(412) 288 7102

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ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIED DEBTOR
2010 Notes

Check here if this claim ☐ replaces a previously filed claim dated
[x] amends

1 BASIS FOR CLAIM
[ ] Goods sold
[ ] Services performed
[x] Money loaned * See attached addendum
[ ] Personal injury/wrongful death
[ ] Taxes
[ ] Other (Describe briefly)

☐ Retiree benefits as defined in 11 U S C §1114(a)
☐ Wages salaries and compensations (Fill out below)
Your social security number
Unpaid compensations for services performed
from _____ to
(date) (date)

2 DATE DEBT WAS INCURRED
01/30/04

3 IF COURT JUDGMENT DATE OBTAINED

4 CLASSIFICATION OF CLAIM Under the Bankruptcy Code all claims are classified as one or more of the following (1) Unsecured nonpriority (2) Unsecured Priority (3) Secured It is possible for part of a claim to be in one category and part in another CHECK THE APPROPRIATE BOX OR BOXES that best describe your claim and STATE THE AMOUNT OF THE CLAIM AT TIME CASE FILED

[ ] SECURED CLAIM $
Attach evidence of perfection of security interest
Brief Description of Collateral
[ ] Real Estate [ ] Motor Vehicle [ ] Other (Describe briefly)
Amount of arrearage and other charges included in secured claim above if any $
[X] UNSECURED NONPRIORITY CLAIM $ 115,096,648 37
A claim is unsecured if there is no collateral or lien on property of the debtor securing the claim or to the extent that the value of such property is less than the amount of the claim
[ ] UNSECURED PRIORITY CLAIM $
Specify the priority of the claim

[ ] Wages salaries or commissions (up to $4000) * earned not more than 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 U S C § 507(a)(4)
[ ] Up to $1 800* 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 4/1/98 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment

5 TOTAL AMOUNT

CLAIM AT TIME CASE FILED	$ 115 096 648 37 (Unsecured)	$ (Secured)	$ (Priority)	$ 115 096 648 37 * (Total)

☒ Check this box if claim includes prepetition charges in addition to the principal amount of the claim Attach itemized statement of all additional charges

6 CREDITS The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim In filing this claim claimant has deducted all amounts that claimant owes to debtor
7 SUPPORTING DOCUMENTS *Attach copies of supporting documents* such as promissory notes purchase orders invoices itemized statements of running accounts contracts court judgments or evidence of security interests If the documents are not available explain If the documents are voluminous attach a summary
8 DATE STAMPED COPY To receive an acknowledgement of the filing of your claim enclose a stamped self addressed envelope and copy of this proof of claim

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FILED
FEB 18 2005
BMC

Date	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)
2-16 05	Thomas M Korsman Vice President

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

* See attached addendum

ATA
01905

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF INDIANA

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In re	Chapter 11
ATA HOLDING CORP , *et al* ,	Case No 04-19866, *et seq*
Debtors	

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ADDENDUM TO PROOF OF CLAIM OF WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, AS INDENTURE TRUSTEE (2010 NOTES)

1 The following shall serve as an addendum to the proof of claim ("Proof of Claim") filed against the Debtors, ATA Holdings Corp *et al* (collectively, the "Debtors") by Wells Fargo Bank Northwest, National Association in its capacity as indenture trustee (the "Trustee") under the Indenture dated January 30, 2004 (the "Indenture"), pursuant to which the ATA Holdings Corp Senior Notes Due 2010 (the "Notes") were issued [1] The proof of claim is separate and in addition to any proofs of claim filed by Wells Fargo Bank Northwest, National Association in its capacity as owner trustee in connection with certain equipment leases

2 As of October 26, 2004, the date of commencement of the Debtors' cases under title 11 of the United States Code (the "Commencement Date"), the following liquidated amounts were, and still are, due and owing to the Trustee under the Indenture and the Notes [2]

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[1] Any capitalized term not otherwise defined herein shall have the same meanings ascribed to such terms in the Indenture, unless the context clearly requires otherwise

[2] Any claim set forth herein for the aggregate principal amount and interest on the Notes arises pursuant to the terms of the respective Notes and the Indenture The Trustee has incurred Fees and Expenses (described herein) and continues to incur Fees and Expenses, which amounts remain unpaid and are part of the Trustee's claim

Unpaid principal as of the Commencement Date	$110,233,000 00
Unpaid interest as of the Commencement Date	$4,863,648 37
Total Liquidated Amount of Trustee's Claim as of the Commencement Date	$115,096,648 37

3 In addition, the Trustee has a claim for the following

(i) Unpaid interest accruing after the Commencement Date pursuant to the terms of the Notes and Indenture (including interest upon the overdue installments of interest at the same rate specified in the Notes and Indenture[3]), and

(ii) All amounts due and becoming due to the Trustee for services rendered under the Indenture and reimbursement of all advances, counsel fees, and other expenses made or incurred by the Trustee in connection with such services, or for indemnification, and for all other amounts due or becoming due to the Trustee under Section 7 06 of the Indenture or otherwise, either before or after the Commencement Date (collectively, the "Fees and Expenses") Such additional indebtedness is a senior claim to that of the Notes and the Notes are subordinated to said Fees and Expenses, all as provided for and governed by the Indenture and the Notes

4 As the amount of the claim asserted in this Proof of Claim cannot, at this time, be reasonably calculated or estimated, the total amount of all claims set forth in this Proof of Claim is currently unliquidated, but is in no event less than $115,096,648 37 Accordingly, the final claim of the Trustee will be in a greater amount than that which is stated herein The Trustee does not waive any of its rights to recover all of the foregoing amounts by not asserting a more specific amount at this time

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[3] *See, e g* , Section 2 14 of the Indenture

5 The documents supporting this Proof of Claim are voluminous and, accordingly, have not been attached, but are available upon request to any party in interest entitled to such information under the terms of the Indenture and/or applicable law

6 Nothing contained in this Proof of Claim shall alter or impair the rights of the Trustee or any other person or entity under the Notes, the Indenture, or any other related agreement, instrument, or document executed and delivered by, or executed and delivered in favor of, the Trustee in connection therewith, at law or in equity

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

Wells Fargo Bank Northwest, N A *as Indenture Trustee*
MAC # N9303-120
Sixth Street and Marquette Avenue
Minneapolis, MN 55479
Attn Thomas M Korsman
Tel 612-466-5890

with copies to

Eric A Schaffer, Esq
Gregory L Taddonio, Esq
REED SMITH LLP
435 Sixth Avenue
Pittsburgh, PA 15219
Tel (412) 288-4202
Counsel to Wells Fargo
Bank Northwest, N A

8 The Trustee reserves the right to amend and/or supplement this Proof of Claim and to assert any and all other claims of whatever kind or nature that it has, or it may have, against the Debtors that come to the Trustee's attention or arise after the filing of this Proof of Claim The filing of this Proof of Claim shall not be deemed a waiver of any such claims

Patrick Cleland

From: Varouj Bakhshian
Sent: Tuesday, March 01, 2005 11:27 AM
To: Patrick Cleland
Cc: Claims_Imaging
Subject: RE: ATA - Wells Fargo Claims

Patrick,

There are in fact only 23 total claims. The $20 Million claim does not apply to Chicago Express (04-19874) so there are only 7 claims in that group.

Varouj.

From: Patrick Cleland
Sent: Monday, February 28, 2005 10:30 AM
To: Varouj Bakhshian
Cc: Claims_Imaging
Subject: FW: ATA - Wells Fargo Claims

FYI, we received 3 packages that the cover letter did not explain how they wanted there claims processed. There were two packages with eight claims, and one with 7 claims. Did the attorney's want to file 24 claims, or 23 claims? Two packages indicated 8 debtors, and one package indicates 7 debtors. Was this a mistake on there behalf? Also if there are 23 claims to be filed we will need to revise this letter accordingly so that Kansas City does not get confused.

From: Varouj Bakhshian
Sent: Friday, February 25, 2005 3:40 PM
To: Patrick Cleland
Subject: ATA - Wells Fargo Claims

Patrick,

We recently received 24 new Wells Fargo claims. 8 claims for each of the 2005, 2009 and 2010 Notes. Each proof of claim has all 8 docket numbers indicated on its face. Pursuant to my conversation with Gregory Taddonio at ReedSmith, please docket one Wells Fargo claim relating to each of the Notes in each of the 8 ATA cases.

Let me know if you have any questions.

Thanx,
Varouj.

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Varouj Bakhshian
BMC Group
(310) 321-5543 Office
(818) 321-1050 Cell
(310) 640-8071 Fax
vbakhshian@bmcgroup.com
www.bmcgroup.com
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ReedSmith

Gregory L Taddonio
Direct Phone 412 288 7102
Email gtaddonio@reedsmith com

Reed Smith LLP
435 Sixth Avenue
Pittsburgh PA 15219-1886
412 288 3131
Fax 412 288 3063

February 17, 2005

VIA UPS

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 (Jointly Administered)

Enclosed for filing are amended Proofs of Claim from Wells Fargo Bank Northwest, N A

Extra copies of each Proof of Claim have been included Please date stamp the extra copies and return them to us in the self-addressed, postage-paid envelope provided herein

Your assistance in this matter is appreciated Please call if you have any questions

Sincerely,

Gregory L Taddonio

GLT/mrj

Enclosures

Call 1-800-PICK-UPS (1-800-742-5877) or visit our W

Label in This Space
UPS Tracking Label and your address label

GREGORY TADDONIO
412 288 7103
REED SMITH LLP PITTSBURGH
435 SIXTH AVE
PITTSBURGH PA 15219

1 LBS

1 OF 1

SHIP TO
ATTN ATA CLAIMS AGENT
BANKRUPTCY MANAGEMENT CORP
1330 EAST FRANKLIN AVENUE
EL SEGUNDO CA 90245-4306

CA 908 9-50

UPS NEXT DAY AIR

1

TRACKING # 1Z 264 428 01 9090 0391

BILLING P/P

Client / Matter / Attorney Number 262276/60001/3694

TM

CS 7 0 11 0 WXP1E60 36 0A 10/2004