

Date..... March 6, 2006

RESOLUTION APPROVING PAYMENT OF BILLINGS FROM THE MYERS & JENKINS, THE TISHLER & WALD, LTD. AND THE BARNES & THORNBURG, LLP LAW FIRMS RETAINED TO REPRESENT THE CITY IN THE UAL CORPORATION, ATA HOLDINGS CORP., DELTA AIR LINES, INC., et. al. (COMAIR, INC.) AND NORTHWEST AIRLINES CORPORATION, et. al. BANKRUPTCIES

WHEREAS, on September 20, 1993, by Roll Call No. 93-3490, the Des Moines City Council approved Ordinance 12,040 assigning certain rights and responsibilities pertaining to the Airport to the Des Moines International Airport Board; and

WHEREAS, Section 2-362.09 of the Municipal Code provides that the City shall utilize services of the city, including but not limited to, aviation services, (including airfield, building, ground, operation and maintenance services), engineering services, personnel services, legal services, accounting services, payroll services, property acquisition services, public improvement design services, contract procurement and administrative services, purchasing services, financial services, fire services (excluding priority Aircraft Rescue and Fire Fighting Services), police services and general administration services, to administer, operate and maintain the airport, provided however, that if the board and city manager jointly agree that the city cannot provide the expertise, extra-ordinary effort, or special resources required for a particular project, the board may acquire and utilize outside services to accomplish such project; and

WHEREAS, the Legal Department recommended that outside counsel be retained to represent the City in the UAL Corporation, ATA Holdings, Corp., Delta Air Lines, Inc., et al. (Comair, Inc.) and Northwest Airlines Corporation, et. al. bankruptcies; and

WHEREAS, the Airport Board authorized the hiring of William Jenkins and the law firm of Myers & Jenkins to represent the City of Des Moines in the UAL Corporation bankruptcy by Resolution No. A02-276, and further authorized the City Attorney to retain local counsel in Illinois, authorized the hiring of William Jenkins and the law firm of Myers & Jenkins to represent the City of Des Moines in the ATA Holdings Corp. bankruptcy by Resolution No. A04-221, and further authorized the City Attorney to retain local counsel in Indiana; authorized the hiring of Williams Jenkins and the law firm of Myers & Jenkins to represent the City of Des Moines in the Delta Air Lines, Inc., et. al. (Comair, Inc.) and Northwest Airlines Corporation, et. al. bankruptcies by Resolution No. A-05-253 and approved correction of the hourly rate by Resolution No. A-05-294; and

WHEREAS, the Tishler & Wald, Ltd. law firm was retained as local counsel for the UAL Corporation bankruptcy and the Barnes & Thornburg, LLP law firm was retained as local counsel for the ATA Holdings Corp. bankruptcy; and

(Continued on Page 2)

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Date March 6, 2006

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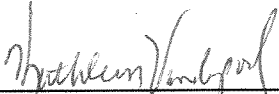
WHEREAS, billings have been received from Myers & Jenkins in the amount of \$4,577.50 through February 17, 2006, a billing has been received from Tishler & Wald, Ltd. in the amount of \$239.00 through December, 2005, and a billing has been received from Barnes & Thornburg, LLP in the amount of \$220.00 through December, 2005; and

WHEREAS, the Legal Department has reviewed the billings and recommends payment.

NOW THEREFORE BE IT RESOLVED by the City Council of the City of Des Moines, Iowa, that it hereby approves the payment of \$4,577.50 to the law firm of Myers & Jenkins, payment of \$239.00 to Tishler & Wald, Ltd., and payment of \$220.00 to Barnes & Thornburg, LLP and authorizes the Finance Department to submit payment for the invoices.

Moved by _____ to adopt.

APPROVED AS TO FORM:


 Kathleen Vanderpool
 Deputy City Attorney

COUNCIL ACTION	YEAS	NAYS	PASS	ABSENT
COWNIE				
BROOKS				
COLEMAN				
HENSLEY				
MAHAFFEY				
KIERNAN				
VLASSIS				
TOTAL				

CERTIFICATE

I, DIANE RAUH, City Clerk of said City hereby certify that at a meeting of the City Council of said City of Des Moines, held on the above date, among other proceedings the above was adopted.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal the day and year first above written.

MOTION CARRIED

APPROVED

.....Mayor

_____ City Clerk

Myers & Jenkins

A PROFESSIONAL CORPORATION
LAW OFFICES

Phoenix Corporate Center
3003 North Central Avenue
Suite 1900
Phoenix, Arizona 85012

February 22, 2006

Telephone: 602-200-7900
Facsimile: 602-200-7910
E-mail: ab@mjlegal.com
Federal Tax Id. 86-0476704

17

City of Des Moines
Legal Department
400 East First Street
Des Moines, IA 50309
Kathy Vanderpool

In Reference To: United Airlines

Account No. 4422-003

For Services Rendered Through February 17, 2006

Professional Services

		<u>Hours</u>	<u>Amount</u>
1/3/2006	WSJ Receive and review new pleadings;	0.10	21.50
1/6/2006	WSJ Receive and review new pleadings; E-mail to Sandy Kerr; E-mail from Sandy Kerr; Telephone conference with Mike Morris; Voice-mail from Sandy Kerr; Telephone conferences (3) with Kathy Vanderpool; Voice-mail from Kathy Vanderpool;	1.30	279.50
1/13/2006	WSJ Receive and review new pleadings;	0.20	43.00
1/18/2006	WSJ Receive and review new pleadings;	0.60	129.00
1/20/2006	WSJ Receive and review new pleadings;	0.40	86.00
1/23/2006	BAK Print weekly docket;	0.20	18.00
	WSJ Receive and review new pleadings; Conference with Mr. Steinberg;	0.40	86.00
	JS Review file; E-mail to Kathy Vanderpool; Conference with Mr. Jenkins; Receive and review fax from Kathy Vanderpool; Review docket and review confirmation order; Review Amended Exhibits to Debtor's plan; Letter to Debtor's counsel;	1.50	255.00
1/24/2006	WSJ Receive and review new pleadings; Two conferences with Mr. Steinberg re Confirmation Order;	0.40	86.00
1/25/2006	WSJ Receive and review new pleadings;	0.20	43.00
1/26/2006	WSJ E-mail from Kathy Vanderpool; Telephone conference with Kathy Vanderpool; Second E-mail from Kathy Vanderpool; Receive and review new pleadings;	0.60	129.00

This Statement does not include charges for telephone calls or other expenses incurred during the period covered by this billing and not yet received by this office.

February 22, 2006
City of Des Moines
United Airlines

			<u>Hours</u>	<u>Amount</u>
1/27/2006	JS	Telephone call from Debtor's counsel;	0.10	17.00
	WSJ	Receive and review new pleadings;	0.10	21.50
1/30/2006	BAK	Print weekly docket;	0.20	18.00
1/31/2006	JS	Conference with Mr. Jenkins; Review Confirmation Order and Confirmed Plan; Review and revise spreadsheets of outstanding debts; Second conference with Mr. Jenkins; E-mail to Kathy Vanderpool;	1.50	255.00
	WSJ	Receive and review new pleadings; Conferences (2) with Mr. Steinberg;	0.40	86.00
2/1/2006	JS	Prepare Notice of Cure Amounts; Conference with Mr. Jenkins; Telephone conference with Mr. Jenkins and Kathy Vanderpool; Receive and review E-mail to Kathy Vanderpool; (Actual time 3.40)	2.80	476.00
	WSJ	Conference with Mr. Steinberg; Telephone conference with Kathy Vanderpool and Mr. Steinberg;	0.50	107.50
2/3/2006	WSJ	Receive and review new pleadings;	0.30	64.50
2/6/2006	WSJ	Receive and review new pleadings; Voice mail from Kathy Vanderpool; Telephone conference with Kathy Vanderpool; Fax from Kathy Vanderpool; Conference with Mr. Steinberg re review of Plan; Letter to Kathy Vanderpool; Receive and review E-mail from Tim Stiles;	0.90	193.50
	BAK	Print weekly docket;	0.20	18.00
2/7/2006	WSJ	Receive and review new pleadings;	0.20	43.00
2/9/2006	WSJ	Receive and review new pleadings;	0.30	64.50
2/10/2006	WSJ	Receive and review new pleadings;	0.20	43.00
2/13/2006	BAK	Print weekly docket;	0.20	18.00
	WSJ	Conference with Mr. Steinberg re Cure Claim; Telephone conference with Kathy Vanderpool; E-mail from Kathy Vanderpool; Receive and review new pleadings;	0.50	107.50
	JS	E-mail to Kathy Vanderpool re Cure amounts; Review revised calculations through February 1st; Conference with Mr. Jenkins;	0.20	34.00
2/14/2006	JS	Finalize Draft of Notice to Cure;	0.70	119.00
2/15/2006	JS	Review plan regarding eligibility requirements for receipt of common stock offering; Conference with Mr. Jenkins;	0.60	102.00

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February 22, 2006
City of Des Moines
United Airlines

	<u>Hours</u>	<u>Amount</u>
2/15/2006 WSJ Review and revise Initial draft of Cure Claim; Conference with Mr. Steinberg; Receive and review new pleadings;	0.60	129.00
2/16/2006 WSJ Receive and review new pleadings; Voice mail from Kathy Vanderpool;	0.40	86.00
2/17/2006 WSJ Receive and review new pleadings;	0.50	107.50
	<u>17.30</u>	<u>\$3,286.50</u>
For professional services rendered		
Additional Charges :		
Fax Expense		15.50
Total costs		<u>\$15.50</u>
Total amount of this bill		<u>\$3,302.00</u>
Previous balance		\$1,839.68
2/13/2006 Payment - Thank You. Check No. 182812		<u>(\$1,839.68)</u>
Total payments and adjustments		<u>(\$1,839.68)</u>
Balance due		<u><u>\$3,302.00</u></u>

Timekeeper Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
William Scott Jenkins	9.10	215.00	\$1,956.50
Jase Steinberg	7.40	170.00	\$1,258.00
Beverly A. Kane	0.80	90.00	\$72.00

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or other expenses incurred during the period covered by this billing and not yet received by this
office.

Myers & Jenkins

A PROFESSIONAL CORPORATION
LAW OFFICES

Phoenix Corporate Center
3003 North Central Avenue
Suite 1900
Phoenix, Arizona 85012

Telephone: 602-200-7900
Facsimile: 602-200-7910
E-mail: ab@mjlegal.com
Federal Tax Id. 86-0476704

February 22, 2006

City of Des Moines
Legal Department
400 East First Street
Des Moines, IA 50309
Kathy Vanderpool

In Reference To: City of Des Moines re ATA (Chicago Express)

Account No. 4422-004

For Services Rendered Through February 17, 2006

Professional Services

	<u>Hours</u>	<u>Amount</u>
1/23/2006 BAK Print weekly docket;	0.20	19.00
1/30/2006 BAK Print weekly docket;	0.10	9.50
1/31/2006 JS Receive and review Notice from clerk of the court; Review docket; Telephone call from Wendy Brewer;	0.30	49.50
2/1/2006 JS Receive and review various E-mails from Wendy Brewer;	0.20	33.00
2/6/2006 BAK Print weekly docket;	0.10	9.50
2/13/2006 BAK Print weekly docket;	0.10	9.50
For professional services rendered	<u>1.00</u>	<u>\$130.00</u>
Previous balance		\$1,039.30
2/13/2006 Payment - Thank You. Check No. 182812		(\$1,039.30)
Total payments and adjustments		<u>(\$1,039.30)</u>
Balance due		<u><u>\$130.00</u></u>

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or other expenses incurred during the period covered by this billing and not yet received by
this office.

February 22, 2006
City of Des Moines
City of Des Moines re ATA

Timekeeper Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Jase Steinberg	0.50	165.00	\$82.50
Beverly A. Kane	0.50	95.00	\$47.50

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Myers & Jenkins

A PROFESSIONAL CORPORATION
LAW OFFICES

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Phoenix Corporate Center
3003 North Central Avenue
Suite 1900
Phoenix, Arizona 85012Telephone: 602-200-7900
Facsimile: 602-200-7910
E-mail: ab@mjlegal.com
Federal Tax Id. 86-0476704

February 22, 2006

City of Des Moines
Legal Department
400 East First Street
Des Moines, IA 50309
Kathy Vanderpool

In Reference To: Delta Airlines

Account No. 4422-005

For Services Rendered Through February 17, 2006

Professional Services

	<u>Hours</u>	<u>Amount</u>
1/23/2006 JS Review docket; Check Bar dates;	0.30	49.50
1/25/2006 WSJ Telephone conference with Kathy Vanderpool; E-mail from Kathy Vanderpool;	0.10	22.50
1/30/2006 JS Review docket;	0.40	66.00
2/3/2006 JS Review docket;	0.10	16.50
2/14/2006 JS Review docket;	0.10	16.50
For professional services rendered	<u>1.00</u>	<u>\$171.00</u>
Additional Charges :		
Fax Expense		4.00
Total costs		<u>\$4.00</u>
Total amount of this bill		<u>\$175.00</u>
Previous balance		\$243.15
2/13/2006 Payment - Thank You. Check No. 182812		(\$243.15)
Total payments and adjustments		(\$243.15)

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or other expenses incurred during the period covered by this billing and not yet received by
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February 22, 2006
City of Des Moines
Delta Airlines

	<u>Amount</u>
Balance due	<u>\$175.00</u>

Timekeeper Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
William Scott Jenkins	0.10	225.00	\$22.50
Jase Steinberg	0.90	165.00	\$148.50

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or other expenses incurred during the period covered by this billing and not yet received by this
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Myers & Jenkins

A PROFESSIONAL CORPORATION
LAW OFFICES

Phoenix Corporate Center
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Telephone: 602-200-7900
Facsimile: 602-200-7910
E-mail: ab@mjlegal.com
Federal Tax Id. 86-0476704

February 22, 2006

City of Des Moines
Legal Department
400 East First Street
Des Moines, IA 50309
Kathy Vanderpool

In Reference To: Mesaba

Account No. 4422-007

For Services Rendered Through February 17, 2006

Professional Services

	<u>Hours</u>	<u>Amount</u>
1/23/2006 JS Review docket; Check Bar dates;	0.20	33.00
1/30/2006 JS Review docket;	0.20	33.00
2/3/2006 JS Review docket;	0.10	16.50
2/14/2006 JS Review docket;	0.10	16.50
	<u>0.60</u>	<u>\$99.00</u>
For professional services rendered		
Previous balance		\$166.70
2/13/2006 Payment - Thank You. Check No. 182812		(\$166.70)
Total payments and adjustments		<u>(\$166.70)</u>
Balance due		<u><u>\$99.00</u></u>

Timekeeper Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Jase Steinberg	0.60	165.00	\$99.00

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Myers & Jenkins

A PROFESSIONAL CORPORATION
LAW OFFICESPhoenix Corporate Center
3003 North Central Avenue
Suite 1900
Phoenix, Arizona 85012Telephone: 602-200-7900
Facsimile: 602-200-7910
E-mail: ab@mjlegal.com
Federal Tax Id. 86-0476704

February 22, 2006

City of Des Moines
Legal Department
400 East First Street
Des Moines, IA 50309
Kathy Vanderpool

In Reference To: Northwest Airlines

Account No. 4422-006

For Services Rendered Through February 17, 2006

Professional Services

		<u>Hours</u>	<u>Amount</u>
1/13/2006	WSJ Receive and review new pleadings;	0.30	67.50
1/18/2006	WSJ Receive and review new pleadings;	0.20	45.00
1/20/2006	WSJ Receive and review new pleadings;	0.20	45.00
1/23/2006	JS Review docket; Check Bar dates;	0.30	49.50
	WSJ Receive and review new pleadings;	0.10	22.50
1/24/2006	WSJ Receive and review new pleadings;	0.20	45.00
1/25/2006	WSJ Telephone conference with Kathy Vanderpool; Receive and review new pleading; E-mail from Kathy Vanderpool;	0.30	67.50
1/26/2006	WSJ Receive and review new pleadings;	0.20	45.00
1/27/2006	WSJ Receive and review new pleadings;	0.20	45.00
1/31/2006	WSJ Receive and review new pleadings;	0.10	22.50
2/3/2006	JS Review docket;	0.20	33.00
2/6/2006	WSJ Receive and review new pleadings;	0.20	45.00
2/8/2006	WSJ Receive and review new pleadings;	0.10	22.50
2/9/2006	WSJ Receive and review new pleadings;	0.20	45.00
2/10/2006	WSJ Receive and review new pleadings;	0.30	67.50
2/13/2006	WSJ Receive and review new pleadings;	0.10	22.50
2/14/2006	JS Review docket;	0.10	16.50
	WSJ Receive and review new pleadings;	0.20	45.00
2/15/2006	WSJ Receive and review new pleadings;	0.20	45.00
2/16/2006	WSJ Receive and review new pleadings;	0.10	22.50
2/17/2006	WSJ Receive and review new pleadings;	0.20	45.00

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or other expenses incurred during the period covered by this billing and not yet received by
this office.

February 22, 2006
City of Des Moines
Northwest Airlines

	<u>Hours</u>	<u>Amount</u>
For professional services rendered	4.00	\$864.00
Additional Charges :		
Fax Expense		<u>7.50</u>
Total costs		\$7.50
Total amount of this bill		<u>\$871.50</u>
Previous balance		\$1,048.15
2/13/2006 Payment - Thank You. Check No. 182812		<u>(\$1,048.15)</u>
Total payments and adjustments		(\$1,048.15)
Balance due		<u><u>\$871.50</u></u>

Timekeeper Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
William Scott Jenkins	3.40	225.00	\$765.00
Jasc Steinberg	0.60	165.00	\$99.00

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TISHLER & WALD, LTD.
Suite 3000
200 South Wacker Drive
Chicago, Illinois 60606

JANUARY 10, 2006
REF NO. 150214

3897 101 ADK
City of Des Moines, Dept of Aviatio Chapter 11 Collection/UAL
c/o Scott Jenkins Meyers & Jenki
3003 N. Central Ave, Ste 1900
Phoenix, AZ 85012

BALANCE BROUGHT FORWARD		\$	202.88
SERVICES RENDERED			
12/02/05 ADK Telephone Conf with Micah Marcus; LD phone conference Scott Jenkins.	.20		64.00
12/12/05 ADK LD Phone Conf With Scott Jenkins; file objections.	.30		96.00
TOTAL SERVICES RENDERED	<u>.50</u>	\$	<u>160.00</u>
DISBURSEMENTS			
Telecopy Charges			79.00
TOTAL DISBURSEMENTS		\$	<u>79.00</u>
TOTAL NEW CHARGES		\$	<u>239.00</u>
TOTAL BALANCE DUE		\$	<u><u>441.88</u></u>

RECAP OF FEES BILLED

Alexander D. Kerr, Jr.	0.50 Hrs	320.00/Hr	160.00
TOTAL	<u>0.50 Hrs</u>		\$ <u>160.00</u>

BARNES & THORNBURG LLP

11 SOUTH MERIDIAN STREET
INDIANAPOLIS, INDIANA 46204-3535 U.S.A.
E.I.N. 35-0900596

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CITY OF DES MOINES, IOWA
JASE STEINBERG, ESQ.
MYERS & JENKINS, P.C.
3003 N. CENTRAL AVENUE
SUITE 1900
PHOENIX, AZ 85012

January 31, 2006
Invoice No. 975363

PAYABLE UPON RECEIPT

00038589-000001
ATA HOLDINGS CORP

For legal services rendered in connection with
the above matter through the month of December 2005
as described on the attached summary.

\$220.00

TOTAL DUE THIS STATEMENT

\$220.00

Please remit payments, including a copy of this invoice to Barnes & Thornburg, Accounting Department,
11 South Meridian Street, Indianapolis, Indiana 46204-3535 U.S.A. and include invoice number on your remittance.

00038589-000001 CITY OF DES MOINES, IOWA
ATA HOLDINGS CORP

12/08/05	W. Brewer	Reviewed and analyzed docket for matters of interest to client; reviewed notice of continuation of disclosure statement hearing and sent correspondence to lead counsel regarding same.	.10
12/13/05	W. Brewer	Reviewed and analyzed docket for matters of interest to client and drafted e-mail to lead counsel regarding 4th and 5th omnibus claims objections and regarding approval of disclosure statement and new schedule for confirmation process.	.10
12/15/05	W. Brewer	Received and reviewed notice of entry of Approving the Disclosure Statement, the Order on the Solicitation Procedures Motion, the Order Approving the Amended Midway Gate Restructuring Agreement and Amended Southwest Codesharing Agreement, and the Order Authorizing Post-Petition Financing by MatlinPatterson, and sent link to lead counsel.	.10
12/28/05	W. Brewer	Received and reviewed omnibus objection to administrative expense claims against CB airlines including objection to claim of City of Des Moines; drafted correspondence highlighting same to lead counsel and regarding upcoming pretrial on same; exchanged further communication with lead counsel regarding estimated \$20,000 amount on claim.	.50