



SO ORDERED: October 29, 2004.

Basil H. Lorch III
United States Bankruptcy Judge

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

In re: ATA Holdings Corp.,	)	Chapter 11
Debtor.	)	Case No. 04-19866
)	
In re: ATA Airlines, Inc.,	)	Chapter 11
Debtor.	)	Case No. 04-19868
)	
In re: Ambassadair Travel Club, Inc.,	)	Chapter 11
Debtor.	)	Case No. 04-19869
)	
In re: ATA Leisure Corp.,	)	Chapter 11
Debtor.	)	Case No. 04-19870
)	
In re: Amber Travel, Inc.,	)	Chapter 11
Debtor.	)	Case No. 04-19871
)	
In re: American Trans Air Execujet, Inc.,	)	Chapter 11
Debtor.	)	Case No. 04-19872
)	
In re: ATA Cargo, Inc.,	)	Chapter 11
Debtor.	)	Case No. 04-19873
)	
In re: Chicago Express Airlines, Inc.,	)	Chapter 11
Debtor.	)	Case No. 04-19874

**FINAL ORDER AUTHORIZING PAYMENT OF PREPETITION OBLIGATIONS TO
FOREIGN VENDORS, FOREIGN SERVICE PROVIDERS,
AND FOREIGN GOVERNMENTS**

This matter having come before the Court upon the First Day Foreign Obligations Foreign Obligations Motion, filed on or about October 26, 2004, wherein the debtors and debtors-in-possession (collectively, the “Debtors”) in the above captioned cases moved this Court for the entry of an order, pursuant to Sections 105(a), 363(e), 503(b), 546(b), 1107(a) and 1108 of Title 11 of the United States Code, 11 U.S.C. §101, et seq. (the “Bankruptcy Code”), (i) authorizing, but not directing, the Debtors to pay or honor, in the ordinary course of business, as or when due, any prepetition claims or obligations owing to certain Foreign Entities (as defined in the Foreign Obligations Motion), and (ii) authorizing and directing banks to honor any prepetition checks drawn, or to fund transfer requests made, for payment of claims owing to Foreign Entities; the Court finds that (i) it has jurisdiction over the matters raised in the Foreign Obligations Motion pursuant to 28 U.S.C. § 157 and 1334; (ii) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); (iii) the relief requested in the Foreign Obligations Motion is in the best interests of the Debtors, their estates and their creditors; (iv) proper and adequate notice of the Foreign Obligations Motion and the hearing thereon has been given and that no other or further notice is necessary; and (v) good and sufficient cause exists for the granting of the relief requested in the Foreign Obligations Motion after having given due deliberation upon the Foreign Obligations Motion and all of the proceedings had before the Court in connection with the Foreign Obligations Motion. Therefore,

IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. The Foreign Obligations Motion is GRANTED.
2. The Debtors are authorized, but not directed, to pay and discharge in the ordinary course of business, on a case-by-case basis and in their sole discretion, the Claims of all

Foreign Entities, and otherwise deal with such entities in accordance with the Debtors' normal prepetition procedures and agreements.

3. To the extent practicable, Debtors shall notify the Court and receive authority from the Court prior to paying any prepetition Claims of Foreign Entities.

4. Banks are authorized and directed to honor any prepetition checks drawn, or to fund transfers made, for payment of claims owing to Foreign Entities.

5. Nothing contained in this Order shall be deemed an assumption or rejection of any executory contract or agreement or to require the Debtors to make any of the payments authorized herein.

6. Any payment pursuant to this Order is not, and shall not be deemed an admission as to the validity of the underlying obligation or waiver of any rights the Debtors may have to subsequently dispute such obligation.

7. In addition, the Debtors expressly reserve their rights to enforce the automatic stay provisions of 11 U.S.C. § 362(a)(6) with respect to any creditor who demands payment of their prepetition debts as a condition to doing business with the Debtors postpetition.

8. Notwithstanding the relief granted herein and any actions taken hereunder, nothing herein shall create, nor is intended to create, any rights in favor of, or enhance the status of any claim held by, any person.

9. Any payments by the Debtors to the Foreign Vendors pursuant to this Order shall be without prejudice to the Debtors' rights to pursue any claims under the Bankruptcy Code or applicable nonbankruptcy law against the Foreign Vendors, including, but not limited to, claims involving the extent, validity, perfection and/or possible avoidance of any Liens and/or Interests.

10. The entry of this Order is conditional. Any party in interest may object to the entry of this Order within ten (10) days after the date of entry, except that the United States Trustee and any statutory committee appointed in these Chapter 11 Cases shall have fifteen (15) days after the date of entry to object. If any such objection is timely filed, the objection shall be heard at the next regularly scheduled omnibus hearing date that is not less than ten days after the date such objection is filed. At the hearing, the Court may vacate this Order, modify it or make it final. If not timely objection is filed, this Order shall become final at the conclusion of such objection period without further order of this Court. This Order shall remain in effect notwithstanding any objection until further order of this Court. The modification or vacation of this Order shall not impair any action taken pursuant to it prior to its modification or vacation.

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Requested by:

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Distribution:

Debtors' Counsel

United States Trustee

Secured Lenders

Thirty Largest Unsecured Creditors