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

In re:	)	Chapter 11
	)	
ATA Holdings Corp., et al.,[1]	)	Case No. 04-19866
	)	(Jointly Administered)
Debtors.	)	

ORDER ESTABLISHING SALE PROCEDURES FOR APPROVAL OF ONE OR MORE TRANSACTIONS CONCERNING CHICAGO EXPRESS, INC.

This matter came before the Court on the Emergency Motion To Establish Sale Procedures And For Approval Of Transaction(s) Concerning Chicago Express, Inc. (the "Chicago Express Transaction Motion")[2] filed by the debtors and debtors-in-possession in the above captioned cases (the "Debtors"). In the Chicago Express Transaction Motion, Debtors asked that this Court approve certain procedures proposed by the Debtors leading to a Sale

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[1] The Debtors are the following entities: ATA Holdings Corp. (04-19866), ATA Airlines, Inc. (04-19868), Ambassadair Travel Club, Inc. (04-19869), ATA Leisure Corp. (04-19870), Amber Travel, Inc. (04-19871), American Trans Air Execujet, Inc. (04-19872), ATA Cargo, Inc. (04-19873), and Chicago Express Airlines, Inc. (04-19874).

[2] Capitalized terms not otherwise defined herein shall have the meaning ascribed to such terms in the Transaction Procedures Motion.

Hearing, if any, to approve a sale of the assets (which may include the sale of common stock held by ATA Holdings Corp.) of Chicago Express, Inc. ("Chicago Express").

This Court, having reviewed the Chicago Express Transaction Motion, all objections to the Chicago Express Transaction Motion, all pleadings and affidavits filed to date, and having heard the arguments of counsel and evidence presented at a hearing March 21, 2005 (the "Procedures Hearing"), and being otherwise duly advised, now GRANTS the Chicago Express Transaction Motion, it appearing to the Court that it has been made for good cause. Accordingly,

THE COURT HEREBY FINDS THAT:

1. Notice of the Chicago Express Transaction Motion complies with General Order 03-10.

2. The sale process ("Sale Process") outlined in the Chicago Express Transaction Motion proposed by Debtors are reasonable, represent a sound exercise of Debtors' business judgment and are in the best interest of Debtors' estates.

3. Good cause exists for approving the Sale Process.

NOW, THEREFORE, IT IS HEREBY ORDERED:

A. The Chicago Express Transaction Motion is hereby GRANTED and all objections thereto that were not resolved and withdrawn at or before the Procedures Hearing are hereby OVERRULED.

B. The Sale Process is hereby approved. A hearing on any proposed Sale, supported and put forth by the Debtors, of the assets of Chicago Express, Inc. shall be held on April 1, 2005 beginning at 1:30 P.M. (EST) at the United States Federal Courthouse, New

Albany, Indiana. Any auction ("Auction") that is conducted pursuant to the Sale Process will be conducted as provided in the Sale Process.

C. Nothing in this Order shall be interpreted to affect the rights of any party under section 1110 of the Bankruptcy Code.

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Requested by:

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