



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

**ORDER GRANTING MOTION TO HOLD EXHIBIT TO
FIRST DAY MOTION TO AUTHORIZE PAYMENTS TO
FUEL AND INTO-PLANE VENDORS UNDER SEAL**

This matter having come before the Court upon the Motion To Hold Exhibit To First Day Motion To Authorize Payments To Fuel And Into-Plane Vendors Under Seal (the "Motion") of the above captioned debtors and debtors in possession (collectively, the "Debtors") in the above-captioned Chapter 11 cases seeking entry of an order pursuant to Section 107(b)(1) of Title 11 of the United States Code (the "Bankruptcy Code") authorizing the Debtors to file the Exhibit¹ under seal; the Court finds that (i) it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (ii) this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b); (iii) the relief requested in the Motion is in the best interests of the Debtors, the estates, and their creditors; (iv) proper and adequate notice of the Motion and the hearing thereon has been given and that no other or further delay is necessary; and (v) good and sufficient cause exists for the granting of the relief requested in the Motion after having given due deliberation of the Motion and all of the proceedings had before the Court in connection with the Motion. Therefore,

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED.
2. Pursuant to Section 107(b)(1) of the Bankruptcy Code and Rule 9018 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), the Debtors are hereby authorized to file the Exhibit under seal.
3. The Exhibit shall remain under seal and confidential, and no such document shall be made available to anyone other than as set forth in this Order. Prior to an order authorizing the assumption of such documents becoming a final order not subject to appeal, the following persons may access the Exhibit under the following conditions: (a) the

¹ Capitalized terms used herein and not defined shall have the meaning ascribed to them in the Motion.

Court; (b) the United States Trustee; (c) professionals retained by an official committee in the instant case (but not individual committee members or professionals employed or retained by an individual member), (d) counsel for the DIP lender, if any, provided that the Exhibit is (i) reviewed at, and not removed from, the offices of Baker & Daniels, 300 North Meridian Street, Suite 2700, Indianapolis, Indiana 46204, (317) 237-0300 and (ii) not duplicated; and (e) any entity (i) that, upon motion and after notice and hearing, (1) demonstrates "cause" in its need to obtain such information, and (2) agrees to keep such information confidential unless otherwise ordered by the Court.

4. Access to the Exhibit, subject to the conditions set forth above, shall be for the sole purpose of determining whether assumption of such agreements should be authorized under Section 365 of the Bankruptcy Code. Any parties permitted access to the Exhibit shall not share any information contained with such documents with any third party. Any party found to have violated the conditions in this paragraph shall be subject to sanctions for violation of this Order.

5. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

###

Requested by:

James M. Carr (#3128-49)
Terry E. Hall (#22041-49)
Stephen A. Claffey (#3233-98)
Melissa M. Hinds (#24230-49)
300 North Meridian Street, Suite 2700
Indianapolis, Indiana 46204
Telephone: (317) 237-0300
Facsimile: (317) 237-1000
jim.carr@bakerd.com
terry.hall@bakerd.com
steve.claffey@bakerd.com
melissa.hinds@bakerd.com

Wendy W. Ponader (#14633-49)
Ponader & Associates, LLP
5241 North Meridian Street
Indianapolis, Indiana 46208
Telephone: (317) 496-3072
Facsimile: (317) 257-5776
wponader@ponaderlaw.com

Distribution:

Debtors' Counsel
United States Trustee
Secured Lenders
Thirty Largest Unsecured Creditors

CERTIFICATE OF SERVICE

District/off: 0756-1
Case: 04-19866User: cathy
Form ID: pdfOrderPage 1 of 2
Total Served: 48

Date Rcvd: Oct 29, 2004

The following entities were served by first class mail on Oct 31, 2004.

db ATA Holdings Corp., 7337 W Washington St, Indianapolis, IN 46231-1328
 aty +Adrienne Go Go, Deputy City Attorney, P.O. Box 8097, San Francisco, CA 94128-8097
 aty +Barry Macey, Macey Swanson and Allman, 445 N. Pennsylvania Street, Ste 401,
 Indianapolis, IN 46204-1659
 aty +Ben T. Caughey, Ice Miller, One American Square, Box 82001, Indianapolis, IN 46282-0200
 aty +Brian A. Jennings, Perkins Coie LLP, 1201 Third Avenue, 48th Flr, Seattle, WA 98101-3029
 aty +Carren Shulman, Heller Ehrman White & McAuliffe, LLP, 120 West 45th Street,
 New York, NY 10036-4041
 aty +Chris L. Dickerson, 333 West Wacker Drive, Suite 2100, Chicago, IL 60606-1220
 aty +David H. Kleiman, Dann Pecar Newman & Kleiman, Box 82008, 1 American Sq # 2300,
 Indianapolis, IN 46282-0020
 aty +Deborah Carusoat, Dale & Eke, 9100 Keystone Xing Ste 400, Indianapolis, IN 46240-2100
 aty +Dennis O'Dea, Heller Ehrman White & McAuliffe, LLP, 120 West 45th Street,
 New York, NY 10036-4041
 aty +Douglas W. Jessop, Jessop & Company, PC, 303 East 17th Ave, #930, Denver, CO 80203-1262
 aty +Edward B. Hopper, II, Stewart & Irwin PC, 251 E Ohio St Suite 1100,
 Indianapolis, IN 46204-2142
 aty Elliott D. Levin, Rubin & Levin, 342 Massachusetts Ave Suite 500, Indianapolis, IN 46204-2161
 aty +Eric C. Redman, Bator Redman Bruner Shive & Ludwig, 151 N Delaware St Ste 1106,
 Indianapolis, IN 46204-2573
 aty +Frederick W. Dennerline, III, Fillenwarth Dennerline Groth & Towe,
 Ste 204, 1213 N. Arlington Ave, Indianapolis, IN 46219-3238
 aty +Gary Lynn Hostetler, Hostetler & Kowalik, P.C., 101 West Ohio Street, Suite 2100,
 Indianapolis, IN 46204-4211
 aty +Grant Levy, International Lease Finance Corporation, 10250 Constellation Blvd, 34th Flr,
 Los Angeles, CA 90067-6234
 aty +Gregory G. Hesse, 1445 Ross Ave, Ste 3200, Dallas, TX 75202-2785
 aty +James A. Knauer, Kroger Gardis & Regas, 111 Monument Cir Ste 900, Indianapolis, IN 46204-5125
 aty +James E. Coston, Coston & Lichtman, 407 S. Dearborn, Ste 600, Chicago, IL 60605-1115
 aty James M. Carr, Baker & Daniels, 300 N Meridian St Ste 2700, Indianapolis, IN 46204-1782
 aty +Jay P. Kennedy, Kroger Gardis & Regas, 111 Monument Cir Ste 900, Indianapolis, IN 46204-5125
 aty Jeanette L. Thomas, Perkins Coie, LLP, 1120 NW Couch Street, 10th Flr,
 Portland, OR 97209-4128
 aty +Jeannette Eisan Hinshaw, Bose, McKinney & Evans LLP, 135 N. Pennsylviaia, Suite 2700,
 Indianapolis, IN 46204-4407
 aty +Jeffrey J. Graham, Sommer Barnard Attorneys, PC, One Indiana Square, Suite 3500,
 Indianapolis, IN 46204-2023
 aty +Jeffrey K. Milton, Milbank, Tweed, Hadley & McCloy, LLP, 1 Chase Manhattan Plaza,
 New York, NY 10005-1401
 aty +Jeffrey L. Hunter, Office of U.S. Attorney, Suite 2100, 10 West Market,
 Indianapolis, IN 46204-1986
 aty Jeffrey L. Logston, Kroger Gardis & Regas, LLP, 111 Monument Circle, Ste 900,
 Indianapolis, IN 46204-5125
 aty +Jon B. Abels, Dann Pecar Newman & Kleiman, 1 American Sq Ste 2300, Box 82008,
 Indianapolis, IN 46282-0018
 aty +Lee Marable, Airport Legal Services, 8500 Pena Blvd, Ste 9810, Denver, CO 80249-6205
 aty +Melissa M. Hinds, Baker & Daniels, 300 N Meridian St Ste 2700, Indianapolis, IN 46204-1782
 aty +Michael A. Axel, KeyBank National Assoc., 127 Public Square, Cleveland, OH 44114-1221
 aty +Niquelle R. Allen, Ice Miller, One American Square Box 82001, Indianapolis, IN 46282-0200
 aty +Orenstein & Associates, PC, 325 N. St. Paul Street, Ste 2340, Dallas, TX 75201-3890
 aty +Randy C Eyster, Feiwell & Hannoy, P.C., 251 North Illinois Street, Suite 1700,
 Indianapolis, IN 46204-1944
 aty Randy C. Eyster, Feiwell & Hannoy, PO Box 44141, 251 N Illinois #1700,
 Indianapolis, IN 46244-0141
 aty +Richard J. Swanson, Macey Macey & Swanson, 445 N Pennsylvania St Ste 401,
 Indianapolis, IN 46204-1659
 aty +Rosa R. Orenstein, 325 N. St. Paul Street, Ste 2340, Dallas, TX 75201-3890
 aty +Sandra Landron, Heller Ehrman White & McAuliffe, LLP, 120 West 45th Street,
 New York, NY 10036-4041
 aty Sandra Perkins, Dallas/Fort Worth International Airport, Legal Dept, P.O. Box 619428,
 DFW Airport, TX 75261-9428
 aty Steven M. Hedberg, Perkins Coie LLP, 1120 NW Couch Street, 10th Flr, Portland, OR 97209-4128
 aty +Terry E Hall, Baker & Daniels, 300 N Meridian St Ste 2700, Indianapolis, IN 46204-1782
 aty +Thomas C. Scherer, Bingham McHale LLP, 10 W Market St Ste 2700, Indianapolis, IN 46204-2982
 aty +Timothy R. Pohl, 333 West Wacker Drive, Suite 2100, Chicago, IL 60606-1220
 aty +Toby L. Gerber, Fulbright & Jaworski, LLP, 2200 Ross Ave, Ste 2800, Dallas, TX 75201-2784
 aty +Wendy D. Brewer, Barnes & Thornburg, 11 S Meridian Street, Indianapolis, IN 46204-3535
 aty +Whitney L. Mosby, 10 West Market Street, #2700, Indianapolis, IN 46204-2982
 aty +Wilbur F. Foster, Milbank, Tweed, Hadley & McCloy, LLP, 1 Chase Manhattan Plaza,
 New York, NY 10005-1401

The following entities were served by electronic transmission.
NONE.

TOTAL: 0

***** BYPASSED RECIPIENTS (undeliverable, * duplicate) *****

aty Randy C. Eyster2
 cr Air Line Pilots Association, International
 cr America West Holdings Corporation
 cr Association of Flight Attendants
 cr Beal Savings Bank
 cr City and County of San Francisco
 cr City of Chicago
 cr Dallas/Fort Worth International Airport Board

District/off: 0756-1
Case: 04-19866

User: cathy
Form ID: pdfOrder

Page 2 of 2
Total Served: 48

Date Rcvd: Oct 29, 2004

***** BYPASSED RECIPIENTS (continued) *****
cr Denver International Airport
cr Fever Basketball Corporation
cr Flying Food Group, LLC
cr General Electric Capital Corp., including GE Engin
cr General Electric Capital Corporation
cr Goodrich Corpration
cr Govco Inc./Citibank, NA/Citicorp North America, In
cr Greater Orlando Aviation Authority
cr Indianapolis Airport Authority
cr International Air Transport Association
cr International Lease Finance Corporation
cr KeyCorp Leasing, a/k/a Key Equipment Finance, a di
cr National City Bank of Indiana
cr Pacers Basketball Corporation
cr Rolls-Royce North America, Inc.
cr The Boeing Company, Boeing Capital Corporation, BC
cr Union Planters Bank
cr United States of America
cr Wachovia Bank, N.A.

TOTALS: 27, * 0

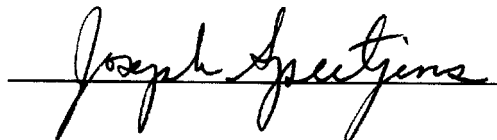
Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have served the attached document on the above listed entities in the manner shown, and prepared the Certificate of Service and that it is true and correct to the best of my information and belief.

First Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Oct 31, 2004

Signature:

A handwritten signature in black ink, reading "Joseph Speetjens", written over a horizontal line.