



SO ORDERED: November 01, 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

**ORDER ESTABLISHING PROCEDURES FOR PAYMENT OF CRITICAL VENDORS  
ON AN EMERGENCY BASIS**

---

This matter came before the Court on the First Day Motion To Authorize Payments To Fuel And Into-Plane Vendors (the "Fuel and Into Plane Motion") filed by the above captioned debtors and debtors in possession on October 26, 2004. In the Fuel and Into-Plan Vendors Motion, Debtors sought authority to pay, on an authorized basis, prepetition amounts necessary to the Vendors to protect the safety of the Debtors' passengers and employees, to prevent material disruptions to Debtors' businesses and to mitigate what could be a loss of public confidence in the Debtors' businesses. The Court heard argument in support of the Fuel and Into Plane Motion at the October 29, 2004 hearing (the "Hearing").

The Court, having considered the Fuel and Into Plane Motion, argument advanced at the Hearing, and being otherwise advised, now finds and concludes:

1. The Court will consider the payment of prepetition obligations to the Vendors on a case-by-case basis. By this Order, the Court establishes the following procedures (the "Authorized Payment Procedures"), by which the Debtors may seek this Court's authority to make a prepetition payment to a Vendor.

- a. If a Vendor demands payment of prepetition obligations before providing postpetition services to the Debtors and the refusal to provide such postpetition services presents a legitimate threat to health or public safety; or, where the refusal to provide such services would cause a disruption in Debtors' operations, Debtors shall immediately contact the Court and request authority to pay such prepetition obligation (the "Request");
- b. The Court may, at its discretion, conduct an emergency ex parte hearing, to consider evidence or testimony to determine whether it will allow payment (an "Authorized Payment") by the Debtors of the prepetition obligations to the Vendors.
- c. The banks are authorized and direct to honor any prepetition checks drawn, or to fund transfers made, for an Authorized Payment.

2. 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 a Request or to make any of the payment authorized herein.

3. 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.

4. 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.

5. 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.

6. Any payments by the Debtors pursuant to the Authorized Payment Procedures shall be without prejudice to the Debtors' rights to pursue any claims under the Bankruptcy Code or applicable nonbankruptcy law against the Vendors.

###

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  
Vendors identified on Exhibit C to the Fuel and Into Plane Motion