

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.)	

**SECOND MOTION TO EXTEND DEBTORS' EXCLUSIVE PERIOD TO FILE PLAN
OF REORGANIZATION THROUGH AND INCLUDING AUGUST 22, 2005**

The debtors and debtors in possession (collectively, the "Debtors") in the above captioned chapter 11 cases (the "Chapter 11 Cases"), hereby file this motion (the "Motion") for entry of an order pursuant to 11 U.S.C. § 1121(d) extending the exclusive period during which Debtors may file their plan of reorganization (the "Plan") for an additional ninety (90) days to and including August 22, 2005.

In support of this Motion, Debtors respectfully state as follows:

JURISDICTION

1. On October 26, 2004 (the "Petition Date"), each of the Debtors filed with the United States Bankruptcy Court for the Southern District of Indiana, Indianapolis Division (the "Bankruptcy Court"), its respective voluntary petition for relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. as amended (the "Bankruptcy Code") commencing these Chapter 11 Cases. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code.

¹ The Debtors are the following entities: ATA Holdings Corp. (04-19866), ATA Airlines, Inc. (04-19868), Ambassadors 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. No trustee has been appointed. On November 1, 2004, the United States Trustee appointed an official committee of unsecured creditors (the "Committee") pursuant to §1102(a)(1) of the Bankruptcy Code.

3. This Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper before this Court under 28 U.S.C. §§ 1408 and 1409.

4. The statutory basis for the relief requested herein is Sections 105(a) and 1121(d) of the Bankruptcy Code.

RELIEF REQUESTED

5. By this Motion, Debtors seek entry of an order pursuant to Section 1121(d) of the Bankruptcy Code extending the exclusive period during which Debtors may file their Plan through and including August 22, 2005.

BASIS FOR RELIEF

6. Section 1121(b) of the Bankruptcy Code states: "Except as otherwise provided in this section, only the debtor may file a plan until after 120 days after the date of the order for relief under this chapter."

7. Section 1121(d) of the Bankruptcy Code states: "On request of a party in interest made within the respective periods specified in subsections (b) and (c) of this section and after notice and a hearing, the court may for cause reduce or increase the 120-day period or the 180-day period referred to in this section."

8. On January 20, 2005, the Debtors filed their Motion To Extend Debtors' Exclusive Period To File Plan Of Reorganization (the "First Motion"). On February 24, 2005 the Court entered the Amended Order On Motion To Extend Debtors' Exclusive Period To File Plan

Of Reorganization, extending the Debtors' exclusive period to file the Plan to May 24, 2005. Cause exists to extend the exclusive period beyond May 24, 2005.

9. "The large size of the debtor and the consequent difficulty in formulating a plan of reorganization for a huge debtor with a complex financial structure are important factors which generally constitute cause for extending the exclusivity periods." In re Texaco, Inc., 76 B.R. 322, 326 (Bankr. S.D.N.Y. 1987). The Debtors operate the tenth largest passenger airline in the United States, are a leading provider of low-cost scheduled airline services, operate one of the largest commercial charter airlines in the United States, and are one of the largest providers of passenger airline charter services to the U.S. military.

10. Since the Petition Date, in addition to managing their day-to-day operations, Debtors and their advisors have been evaluating all facets of their businesses and operations in order to determine the best method for returning value to their creditors, including, by way of example, analyzing leases of aircraft used in Debtors' operations and executory contracts. Debtors undertook two auctions, one of which culminated in the closing of a deal between Debtors and Southwest Airlines involving the sale of certain of Debtors' assets at Midway Airport in Chicago, Illinois. Due to the complexity of the auctions and sale processes, the overall complexity of these Chapter 11 Cases, and despite diligent efforts working towards a fair and equitable plan formulation, Debtors will not be able to file a Plan by May 24, 2005. Debtors will continue to work diligently towards the filing of Plan as they continue to keep the Committee, the ATSB, and Southwest Airlines, Inc. apprised of their business plans.

WHEREFORE, Debtors respectfully request that the Court enter an Order, substantially in the form attached hereto as Exhibit A, (a) extending the exclusive period during

which Debtors may file their Plan to and including August 22, 2005; and (b) granting such other and further relief as the Court deems appropriate.

Respectfully submitted,

BAKER & DANIELS

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CERTIFICATE OF SERVICE

The undersigned hereby certifies that the foregoing was served this 3rd day of May, 2005 by electronic mail on the Core Group, 2002 List, and Appearance List.

/s/ Jeffrey C. Nelson