

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.)

**MOTION FOR AUTHORITY TO HOLD UNDER SEAL EXHIBIT B
TO MOTION FOR APPROVAL OF PROCEDURES TO
ENTER INTO NEW LEASES FOR CERTAIN BOEING 767-300 AIRCRAFT**

The debtors and debtors in possession (collectively, the "Debtors") in the above captioned Chapter 11 cases (the "Chapter 11 Cases") file this motion (the "Exhibit Motion") for entry of an order permitting the Debtors, pursuant to 11 U.S.C. § 107(b)(1) and Rule 9018 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") to file Exhibit B to the Motion For Approval Of Certain Procedures To Enter Into New Leases For Certain Boeing 767-300 Aircraft (the "Motion") under seal. The proposed form of order (the "Order") is attached hereto as Exhibit A. In support of this Exhibit Motion, the Debtors respectfully state the following:

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 the above-captioned Chapter 11 cases (the "Bankruptcy 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), Ambassador 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. 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. The Debtors are filing contemporaneously herewith the Motion. Exhibit B to the Motion, the Terms And Conditions,² includes very specific details regarding the terms of the execution of letters of intent and definitive agreements for leasing the Aircraft. This information is highly confidential and proprietary.

4. The information contained in Exhibit B is not presently in the public domain. Debtors submit that Exhibit B contains the sensitive, non-public details of Debtors' agreement with potential lessors. Further, Debtors are not aware of any compelling reason for the information contained in Exhibit B to be made a matter of public record at this time.

5. Debtors have provided (or will provide) Exhibit B on a confidential basis to the United States Trustee, counsels for the DIP lender, the Committee and the ATSB. Debtors are further willing to provide Exhibit B to any party who, upon motion and after notice and hearing, (a) demonstrates "cause" in its need to obtain such information, and (b) agrees to keep such information confidential unless otherwise ordered by the Court. Debtors further request that if this Exhibit Motion is granted, the Court direct any recipient of Exhibit B to hold same as confidential information.

6. Section 107(b)(1) of the Bankruptcy Code provides bankruptcy courts with the power to issue orders that will protect entities from potential harm that may result from the disclosure of certain confidential information. This section provides, in relevant part, that on

² All capitalized terms not defined herein shall have the meaning ascribed to such terms in the Motion.

request of a party in interest, the bankruptcy court shall protect an entity with respect to a trade secret or confidential research, development, or commercial information.

7. Bankruptcy Rule 9018 defines the procedures by which a party may move for relief under Section 107(b) of the Bankruptcy Code, and provides that "[o]n motion, or on its own initiative, with or without notice, the court may make any order which justice requires (1) to protect the estate or any entity in respect of a trade secret or other confidential research, development, or commercial information. . . ." Fed. R. Bankr. P. 9018.

8. The Debtors submit that good cause exists for the Court to grant the relief requested in this Exhibit Motion. Exhibit B contains highly sensitive information which the Debtors deem proprietary and confidential.

WHEREFORE, the Debtors respectfully request that the Court (i) accept Exhibit B offered by Debtors on a confidential, non-public basis into the record of these cases, (ii) hold Exhibit B under seal in the Court's file until further Order of the Court, (iii) direct any party who obtains a copy of Exhibit B to hold it as confidential information, and (iv) grant all other just and proper relief.

Respectfully Submitted,

BAKER & DANIELS

By: /s/ Terry E. Hall
Attorneys for the Debtors and Debtors-in-Possession

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

CERTIFICATE OF SERVICE

The undersigned hereby certifies that the foregoing was served this 10th day of May, 2005, by electronic mail, facsimile, hand delivery or overnight mail on the Core Group, 2002 List, Appearance List and Lessor.

/s/ Terry E. Hall