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: Ambassadair 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

APPLICATION FOR ORDER AUTHORIZING DEBTORS TO EMPLOY SOMMER BARNARD ATTORNEYS, PC AS CO-COUNSEL FOR THE DEBTORS

Hearing:	October 29, 2004 11:00 a.m. EST
Location:	U.S. Courthouse 46 E. Ohio Street, Room 310 Indianapolis, IN 46204
Telephonic Participation Dial-In:	1-877-213-2541
Passcode:	9070313#

APPLICATION FOR ORDER AUTHORIZING DEBTORS TO EMPLOY SOMMER BARNARD ATTORNEYS, PC AS CO-COUNSEL FOR THE DEBTORS

The above-captioned debtors and debtors in possession (collectively, the "Applicants"), for their application to employ Sommer Barnard Attorneys, PC ("Sommer Barnard") as co-counsel with Baker & Daniels, respectfully represent:

1. Applicants have filed in this Court their voluntary petition for relief under Chapter 11 of Title 11, United States Code, 11 U.S.C. § 101 et seq. (the "Bankruptcy Code"). Applicants continue to operate their businesses and manage their properties as debtors in possession pursuant to Bankruptcy Code §§ 1107(a) and 1108.

2. Applicants understand that in the *Affidavit Pursuant to Bankruptcy Rule 2014 of James M. Carr in Support of the Application for Order Authorizing Debtors to Employ Baker & Daniels as Counsel for the Debtors* filed October 26, 2004, Baker & Daniels discloses certain conflict matters for which it has obtained waivers, and further discloses that, "The Firm may have, from time to time, represented and may currently represent one or more creditors of Debtors in matters unrelated to Debtors . . .. If the Firm cannot represent Debtors in any such contested matter or proceeding described above, Debtors will utilize and be represented by co-counsel or special counsel in these cases."

3. Applicants have selected and wish to employ Jerald I. Ancel, Marlene Reich and the law firm of Sommer Barnard Attorneys, PC, which maintains offices at One Indiana Square, Suite 3500, Indianapolis, Indiana, to act as co-counsel with Baker & Daniels in order to (a) handle any contested matter or proceeding in which Baker & Daniels may have a potential conflict, and (b) provide additional legal assistance to the Debtors, as they may request.

4. Applicants have selected Sommer Barnard as co-counsel because the firm has had considerable experience in matters of this legal character and is well-qualified to represent Applicants.

5. To the best of Applicants' knowledge, Sommer Barnard does not hold or represent any interest that is materially adverse to Applicants' estates, their creditors, or any other party in interest or its attorneys or accountants concerning the matters upon which Sommer Barnard is being retained, and the employment of Sommer Barnard will be in the best interest of these estates.

6. To the best of Applicants' knowledge, the law firm of Sommer Barnard has no connection with Applicants, the estates, their creditors, or any other party in interest or its attorneys or accountants concerning matters upon which the firm is being retained, other than those matters disclosed in the supporting declaration concurrently filed herewith.

7. To the best of Applicants' knowledge, neither Sommer Barnard nor any other member, associate or professional employee thereof, is a relative of, or connected now or in the past with the Judge of this Bankruptcy Court making the appointment or approving the employment.

8. Applicants desire to employ Sommer Barnard on an hourly fee basis at its rates for similar employment, plus reimbursement of all actual and necessary expenses. Applicants believe that a reasonable fee for the services of Sommer Barnard shall be the normal and customary hourly rates charged by Sommer Barnard for the services of partners, associates, clerks and paralegals for similar services. Applicants have paid a retainer in the amount of $300,000 to the Firm, however, a portion of that retainer, to be calculated precisely once the

exact details are known, was applied against invoices for prepetition services rendered in several different matters.

9. The legal fees and actual necessary expenses of Sommer Barnard are allowable under 11 U.S.C. § 507(a)(1).

BACKGROUND

10. In 1973, J. George Mikelsons founded the precursor to ATA Airlines, Inc. ("ATA"), in Indianapolis, Indiana. Today, ATA Holdings Corp. ("ATAH") and its wholly-owned direct and indirect subsidiaries operate the tenth largest passenger airline in the United States. Operating a fleet consisting of eighty-four aircraft, ATA is a leading provider of low-cost scheduled airline services, is one of the largest commercial charter airline in the United States and is one of the largest providers of passenger airline charter services to the U.S. military. ATA currently provides scheduled service primarily from its gateway cities of Chicago-Midway and Indianapolis to popular vacation and business destinations such as Phoenix, Las Vegas, Florida, California, Mexico and the Caribbean, as well as to New York's LaGuardia Airport, Philadelphia, Denver, Dallas-Ft. Worth, Washington, D.C., Boston, Seattle, Minneapolis-St. Paul, Newark, Charlotte and Pittsburgh. ATA also provides transpacific service between the Western United States and Hawaii. ATAH's wholly-owned subsidiary, Chicago Express Airlines, Inc. ("Chicago Express") provides commuter passenger scheduled service between Chicago-Midway and the cities of Indianapolis, Dayton, Des Moines, Flint, Grand Rapids, Madison, Milwaukee, Moline, Toledo, South Bend and Fort Wayne. ATAH's other subsidiaries are Ambassadair Travel Club, Inc., ATA Leisure Corp., Amber Travel, Inc., American Trans Air ExecuJet, Inc. and ATA Cargo, Inc. As of the Petition Date, the Debtors employed a staff of approximately 7,324 full- and part-time personnel, of whom approximately 3,550 were employed under collective bargaining agreements.

11. The geopolitical impact of the conflict in the Middle East and generally weak economic conditions of the past several years have adversely affected the airline industry as a whole, and have caused many airlines, including ATA and Chicago Express, to suffer massive financial losses since 2001. This trend continues in 2004, as the industry and ATA experience a very weak revenue environment and substantially increased fuel costs. These conditions have caused several air carriers, including United Airlines, American Airlines, Delta Airlines, Hawaiian Airlines, and US Airways, to seek bankruptcy protection or warn that bankruptcy may be in the offing.

12. ATA faces a competitive pricing environment that includes extraordinary fare discounting by several airlines in many of the scheduled service markets that ATA serves. At the same time, jet aviation fuel prices have escalated far beyond any price per gallon previously experienced on a sustained basis by the air carrier industry and far beyond the increases expected by ATA. In addition, the highly destructive hurricanes and tropical storms which hit Florida and the Southern coast of the United States in the third quarter of 2004 had a very severe and continuing impact on ATA's revenues as a significant portion of the scheduled service routes of ATA serve these hard-hit areas of the United States.

13. A significant portion of ATA's current leases of aircraft were negotiated with higher payments in early years in order to reduce total rental costs over the related lease terms. These large cash payments made in 2003 and 2004 resulted in substantial use of ATA's cash.

14. ATA has taken many measures to prevent the filing of the Chapter 11 Cases, including working with its three major lessors to restructure its lease obligations. ATA also has sought to reduce costs through, among other measures, negotiating labor cost reductions

under its collective bargaining agreements, implementing pay reductions for its non-union employees and substantially reducing the number of employees. In addition to cutting costs, ATAH has conducted an exhaustive search for buyers for certain of ATAH's significant assets, such as the Chicago Midway operations of ATA and Chicago Express, as well as for ATA as a whole. Despite its cost-cutting efforts, Debtors will realize an overwhelming net loss for the full year of 2004. Based on current operating assumptions and market conditions, absent the initiation of these Chapter 11 Cases, ATAH projects that it would not be able to meet its cash obligations within the next 60 days, and perhaps sooner.

15. Coincident with the filing of the Chapter 11 Cases, the Debtors will ask the Court to approve a sale of "Midway Assets" to AirTran Airways, Inc. for $87.5 million or to another buyer making a higher or better offer for such assets (the "AirTran Transaction"). Debtors are discussing the procurement of adequate DIP financing from third-party lenders. Debtors intend to procure such DIP financing during the period in which the ATSB Lending Parties consent to Debtors' use of the cash collateral to support Debtors' obligations. The combination of the AirTran Transaction and a DIP Lending Facility will provide liquidity and business arrangements that will allow ATA and Chicago Express to continue normal airline operations for the foreseeable future and provide a springboard for a successful reorganization of ATAH and the affiliated Debtors.

NOTICE

Notice of this Application shall be provided in accordance with applicable rules of the Federal Rules of Bankruptcy Procedures or other order of the Court.

NO PRIOR REQUEST

No prior application for the relief requested herein has been made to this or any other court.

WHEREFORE, Applicants respectfully request that this Court:

A. Authorize Applicants to retain the firm of Sommer Barnard to represent them as co-counsel to Baker & Daniels on the above bankruptcy proceedings;

B. Determine that the fees and expenses are allowable as an administrative expense given priority; and

C. Grant such other relief to which Applicants may be entitled.

ATA HOLDINGS CORP., on behalf of itself and all other Applicants

By: Gilbert F. Viets
Printed: Gilbert F. Viets
Title: Executive V.P. + Chief Restructuring Officer

VERIFICATION

I, Gilbert F. Viets, the Executive V.P. + C.R.O. of ATA HOLDINGS CORP., one of the Applicants in the foregoing Application, do hereby make solemn oath that the statements contained herein are true and correct according to the best of my knowledge, information and belief.

By: Gilbert F. Viets
Printed: Gilbert F. Viets
Title: Executive V.P. + Chief Restructuring Officer

STATE OF INDIANA)
) SS:
COUNTY OF MARION)

Sworn to before me, a Notary Public in and for said county and state, personally appeared Gilbert F. Viets, who acknowledged that he is the Executive V.P. + C.R.O. of ATA HOLDINGS CORP., and who stated that he is authorized to execute this Application, and who further stated that the facts of the foregoing Application are true.

Witness my hand and Notarial Seal this 25 day of October, 2004.

Sarah B. Laughlin
Sarah B. Laughlin, Notary Public

My Commission Expires: October 31, 2007

My County of Residence: Marion

CERTIFICATE OF SERVICE

The undersigned hereby certifies that the foregoing was served this 26th day of October, 2004, by expedited service (facsimile, e-mail, and/or overnight delivery) on the attached list.

/s/Terry E. Hall

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Subtotal for this group: 142