



SO ORDERED: June 07, 2006.

Basil H. Lorch III
United States Bankruptcy Judge

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF INDIANA
INDIANAPOLIS DIVISION

In re:)	Chapter 11
)	
ATA Holdings Corp., et al., ¹)	Case No. 04-19866-BHL-11
)	(Jointly Administered)
Debtors.)	
_____)	

**ORDER FIXING AIRCRAFT AND ENGINE CLAIMS HELD BY
GENERAL ELECTRIC CAPITAL CORPORATION, ET AL.**

This cause comes before the Court on the “Stipulation Fixing Aircraft And Engine Claims Held By General Electric Capital Corporation, Et Al.” (CM/ECF Docket No. 3941) (the “GECC Stipulation”) filed by ATA Holdings Corp., ATA Airlines, Inc., ATA Leisure Corp., ATA Cargo, Inc. and American Trans Air ExecuJet, Inc. (collectively, the “Reorganized Debtors”) and General Electric Capital Corporation and/or its affiliates, AFS Investments IX, LLC, AFS Investments XII, Inc., AFS Investments XLI, LLC, Silvermine River Finance Two, Inc. and Windy City Holdings, Inc. (collectively,

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 C8 Airlines, Inc., f/k/a Chicago Express Airlines, Inc. (04-19874).

“GECC”). In the GECC Stipulation, the parties seek to allow claim numbers 931, 932, 933, 934, 935, 936 and 937 as non-priority unsecured claims in the aggregate amount of \$138,464,477.00.² In addition, the parties seek to disallow the following claims: 928, 929, 930, 938, 968, 970, 971, 972, 973, 974, 975, 976, 978, 979, 980, 981, 982, 983, 984, 985, 986, 987, 988, 989, 990, 992, 993, 994, 995, 996, 997, 998, 999, 1000, 1001, 1002, 1003, 1004, 1005, 1006, 1007, 1008, 1009, 1010, 1011, 1012, 1013, 1014, 1015, 1016, 1017, and 1022.

The Court, having considered the relief requested in the GECC Stipulation and being duly advised of the premises, finds that good cause exists for granting the relief requested, and that such relief is reasonable given the cost of litigating the parties’ claim disputes and that the relief requested is within the range of possible litigation outcomes.

IT IS THEREFORE CONSIDERED AND ORDERED as follows:

A. The GECC Stipulation hereby is and shall be approved in its entirety.

B. Claim numbers 931, 932, 933, 934, 935, 936 and 937 hereby are and shall be allowed as non-priority unsecured claims in the aggregate amount of \$138,464,477.00. The exact breakdown of each claim shall be governed by Exhibit A to the GECC Stipulation.

C. Claim numbers 928, 929, 930, 938, 968, 970, 971, 972, 973, 974, 975, 976, 978, 979, 980, 981, 982, 983, 984, 985, 986, 987, 988, 989, 990, 992, 993, 994, 995, 996, 997, 998, 999, 1000, 1001, 1002, 1003, 1004, 1005, 1006, 1007, 1008, 1009, 1010,

² The individual amounts allowed for each claim were set forth in Exhibit A to the GECC Stipulation, which was filed under seal pursuant to an Order of this Court dated April 12, 2006 (CM/ECF Docket No. 3947).

1011, 1012, 1013, 1014, 1015, 1016, 1017, and 1022 hereby are and shall be disallowed and expunged in their entirety.

D. The claims allowed herein and set forth in Exhibit A to the GECC Stipulation shall be used in calculating distributions to GECC under the Reorganized Debtors' confirmed plan of reorganization.

E. That other than set forth in the GECC Stipulation and this Order, GECC and the Debtors hereby mutually agree to waive and release any other and all claims, rights, defenses, counterclaims or actions in respect of or in any way related to prepetition and administrative obligations relating to the GECC Aircraft Equipment (as that term is defined in the GECC Stipulation). The waivers provided herein and in the GECC Stipulation shall specifically exclude any claims arising under the new leases entered into between the Reorganized Debtors and GECC with regard to the engines bearing serial numbers 31811, 888492 and 888764.

F. The GECC Stipulation, and therefore this Order, is only binding on the parties as to the claims relating to the GECC Aircraft Equipment and not to any other claims filed by GECC or a related entity, including, but not limited to, GE Commercial Aviation Training, Ltd.

G. This Court shall retain jurisdiction to resolve any disputes or controversies arising from or related to the GECC Stipulation and/or this Order. Any motion or application brought before the Court to resolve a dispute arising from or related to the GECC Stipulation or this Order shall be brought on proper notice and in accordance with the relevant Federal Rule of Bankruptcy Procedure and the local rules of this Court.

H. Any objections pending before the Court with regard to the claims contained herein shall be withdrawn by the Debtors.

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Submitted by:

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