

# **EXHIBIT A**

## **Retention Order**



SO ORDERED: March 07, 2005.

Basil H. Lorch III  
United States Bankruptcy Judge

IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF INDIANA  
INDIANAPOLIS DIVISION

|  |   |                        |
|--|---|------------------------|
| In re:                                   | ) | Chapter 11             |
|  | ) |                        |
| ATA Holdings Corp., et al., <sup>1</sup> | ) | Case No. 04-19866      |
|  | ) | (Jointly Administered) |
| Debtors.                                 | ) |                        |

ORDER GRANTING DEBTORS' APPLICATION FOR AUTHORITY  
TO EMPLOY AND RETAIN COMPASS ADVISERS, LLP TO PROVIDE  
INVESTMENT BANKING SERVICES IN CONNECTION WITH A POSSIBLE SALE  
REGARDING CHICAGO EXPRESS AIRLINES, INC.  
NUNC PRO TUNC TO FEBRUARY 14, 2005

Upon the application (the "Application") of the debtors and debtors in possession in the above-captioned chapter 11 cases (the "Debtors"), for entry of an order nunc pro tunc to February 14, 2005 authorizing the Debtors to employ Compass Advisers, LLP ("Compass") as investment banker to assist the Debtors in the possible sale of Chicago Express<sup>2</sup>, upon the

<sup>1</sup> 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).

<sup>2</sup> All capitalized terms not defined herein shall have the meaning ascribed to such terms in the Application.

affidavit of Harvey L. Tepner in support of the Application (the "Tepner Affidavit"), and upon the Objection Of Creditor NatTel, LLC To Debtors' Application For Authority To Employ And Retain Compass Advisers, LLP To Provide Investment Banking Services In Connection With A Possible Sale Regarding Chicago Express Airlines, Inc. (the "Objection"); and the Court being satisfied, based on the representations made in the Application and the Tepner Affidavit, and having considered argument at a hearing held on February 14, 2005, that (i) Compass represents no interest adverse to the Debtors' estates with respect to the matters upon which it is to be engaged, (ii) Compass is a "disinterested person" as that term is defined under section 104(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and (iii) the employment of Compass is necessary and is in the best interests of the Debtors, their creditors and the Debtors' estates; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Objection is overruled; and it is further

ORDERED that the Application is granted nunc pro tunc to February 14, 2005;  
and it is further

ORDERED that the Debtors are authorized to employ and retain Compass as their investment banker on the terms set forth in the Engagement Letter attached to the Application as Exhibit A; and it is further

ORDERED that Compass shall be compensated in accordance with the terms of the Engagement Letter, subject to the procedures set forth in the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules, and orders of this Court.

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