

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.)	

**EMERGENCY MOTION FOR ORDER AUTHORIZING DEBTORS TO
PROVIDE CERTAIN LEASES AND OTHER MATERIAL CONTRACTS CONTAINING
SENSITIVE INFORMATION TO INTERESTED PARTIES SUBJECT TO
CONFIDENTIALITY AND USE PROTECTIONS**

The above captioned debtors and debtors in possession ("Debtors") hereby file this motion (the "Motion"), pursuant to 11 U.S.C. §§ 105(a) and 107(b), Fed. R. Bankr. P. 9018 and S.D. Ind. L.R. 5.3(c), for entry of an order substantially in the form attached hereto (the "Proposed Order") authorizing the Debtors to provide copies of certain documents and information (the "Sensitive Information") to certain interested parties who are bound by acceptable confidentiality restrictions or otherwise obligated to restrict their use of the Sensitive Information and to maintain the confidentiality of the Sensitive Information as provided herein.

In support of this Motion, the Debtors respectfully represent 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

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).

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. The Debtors have, pursuant to a separate motion, moved this Court for an order authorizing the joint administration of the Chapter 11 Cases.

2. No trustee or examiner has been appointed. On or about 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)(N). Venue is proper before this Court under 28 U.S.C. §§ 1408 and 1409.

4. The statutory bases for the relief sought herein are §§ 105(a) and 107(b) of the Bankruptcy Code, Rule 9018 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and S.D. Ind. L.R. 5.3(c).

TRANSACTION PROCESS

5. Debtors have concluded that it is in the best interests of its estate to consummate a transaction (the "AirTran Transaction") with AirTran Airways, Inc. ("AirTran"), subject to the receipt of higher or otherwise better offers for an Alternative Transaction, all as more fully described in the Debtors' Motion for Order Pursuant to 11 U.S.C. §§ 105(a), 363, 365 and 1146 (c) and Fed. R. Bankr. P. 2002, 6004 and 6006 Approving the AirTran Transaction or, if Applicable, One or More Alternative Transactions (the "Transaction Motion"). The Debtors filed a separate motion contemporaneous with the Transaction Motion to establish bid procedures relating to the AirTran Transaction (the "Transaction Procedures Motion").

6. On November 18, 2004, the Court granted the Transaction Procedures Motion and approved certain "Bid Procedures"² providing for a process under which Qualified Bidders may need to conduct due diligence investigations of the Debtors' assets and business operations (including lease and other contractual arrangements) on a "fast track" basis so that such Qualified Bidders will be able to submit bids for assets or operations of the Debtors on or before December 10, 2004.

7. The Committee's counsel and other professionals employed by the Committee (collectively, the "Committee's Advisors") need to review the Debtors' equipment leases and other material agreements to, among other things, assess the AirTran Transaction and alternatives thereto, including potential bids for one or more Alternative Transactions under the Bid Procedures.

8. Consummation of the AirTran Transaction may depend on the assumption and assignment to AirTran of certain aircraft leases, and may also depend on Debtors or AirTran entering into agreements relating to the use of certain aircraft.

9. ATA's aircraft leases (the "Leases") contain confidentiality provisions, which may be read to preclude the disclosure of the terms of such Leases to third parties including AirTran, the Committee's Advisors, counsel for the ATSB Lenders, Qualified Bidders, and other parties in interest who have a legitimate need for such information (collectively, "Interested Parties "). The following language is typical of many of the Leases and/or related agreements:

Lessee, Owner Participant, Noteholders, Owner Trustee, Mortgagee shall keep schedules 1, 2, 3, 4, and 5 to the Lease, the Participation Agreement, the Purchase Agreement and Assignment, and the Tax Indemnity Agreement

² Capitalized terms that are not defined herein have the meanings ascribed to such terms in the Bid Procedures.

confidential and shall not disclose them or cause them to be disclosed, to any Person, except (a) to prospective and permitted transferees of Lessee's, Owner Participant's, a Noteholder's, each Liquidity Provider's, Owner Trustee's, Mortgagee's or other Mortgage Indemnitee's interests or their counsel, independent insurance brokers, auditors, or other agents who agree to hold such information confidential, (b) to Lessee's, Owner Participant's, a Noteholder's, each Liquidity Provider's, a Pass-Through Trustee's, Owner Trustee's, Mortgagee's or other Mortgage Indemnitee's counsel, independent insurance brokers, auditors, or other agents, Affiliates, or investors who agree to hold such information confidential, (c) as may be required by any statute, court or administrative order or decree, legal process, or governmental ruling or regulation, including those of any applicable insurance regulatory bodies (including the National Association of Insurance Commissioners), federal or state banking examiners, Internal Revenue Service auditors, or any stock exchange, (d) with respect to the Lessee and Owner Participant, by mutual agreement of such parties, (e) with respect to a Noteholder or any Pass-Through Trustee, to a nationally-recognized rating agency for the purpose of obtaining a rating on the Equipment Notes or the Pass-Through Trust Certificates or to support an NAIC rating for the Equipment Notes, or (f) to such other Persons as are reasonably deemed necessary by the disclosing party in order to protect the interests of such party or for the purposes of enforcing such documents by such party; provided, that any and all disclosures permitted by clauses (c), (d), (e) and (f) above shall be made only to the extent necessary to meet the specific requirements or needs of the Persons making such disclosures.

10. In addition to the Leases, other of the Debtors material contracts (the "Material Contracts"), including without limitation the Wheel & Brake Service and Purchase Agreement dated June 23, 2000 with the B.F. Goodrich Company and Debtors' agreements with regard to credit card processing, contain confidentiality provisions that may purport to prohibit Debtors from providing copies or otherwise disclosing Sensitive Information regarding such Material Contracts to Interested Parties.

11. As indicated above, the assignment of certain Leases and Material Contracts may be essential to the AirTran Transaction or one or more Alternative Transactions proposed pursuant to the Bid Procedures. It is necessary for the Debtors to make available Sensitive Information regarding its Leases and Material Contracts to the Interested Parties (including providing to such Interested Parties copies of such Leases and Material Contracts).

RELIEF REQUESTED

12. By this Motion, the Debtors respectfully request that this Court enter an order substantially in the form of the Proposed Order authorizing the Debtors to provide Sensitive Information (including copies of Leases and Material Contracts) to Interested Parties who are bound to maintain the confidentiality of such Sensitive Information under substantially the same restrictions on use and disclosure of such Sensitive Information as is provided in the form of a confidentiality agreement attached as Exhibit 2 to the Bid Procedures (the "Confidentiality Agreement") with respect to "Evaluation Material". Such disclosure will allow such Interested Parties to make or evaluate the AirTran Transaction or any Alternative Transaction. Debtors request that the Committee's Advisors be allowed to review and use such Sensitive Information to advise the Committee with respect to the Committee's discharge of its statutory and fiduciary obligations, with the Committee's Advisors also subject to the same confidentiality restrictions.

13. The Debtors further request that, as provided in the Proposed Order, this Court order that so long as such documents and information are provided to Interested Parties in accordance with the conditions set forth above, that such disclosure shall not be deemed to constitute a default under the terms of the applicable Leases or Material Contracts or any documents related thereto.

APPLICABLE AUTHORITY

14. Section 105(a) of the Bankruptcy Code provides that the Court may issue any order, process or judgment that is necessary or appropriate to carry out the provisions of the Bankruptcy Code.

15. Section 107(b) 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:

On request of a party in interest, the bankruptcy court shall, and on the bankruptcy court's own motion, the bankruptcy court may--

(1) protect an entity with respect to a trade secret or confidential research, development, or commercial information; or

(2) protect a person with respect to scandalous or defamatory matter contained in a paper filed in a case under this title.

11 U.S.C. § 107(b).

16. 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:

"On 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 [or] (2) to protect any entity against scandalous or defamatory matter contained in any paper filed in a case under the Code ..."

Fed. R. Bankr. P. 9018.

17. S.D. Ind. L.R. 5.3(c) sets forth specific procedures for submitting restricted documents to the Court under seal.

18. The Debtors submit that good cause exists for the Court to grant the relief requested herein. The Leases and related documents and Material Contracts may contain Sensitive Information which is the subject to confidentiality provisions contained within those documents.

NOTICE

19. Pursuant to General Order 03-10, ¶ 8.5, a copy of this Motion shall be delivered as soon as possible to all parties on the Core Group, 2002 List and the Appearance List

as defined in the Case Management Order entered in this case on October 29, 2004, and any other party requesting a copy thereof. Debtors request that the Court grant this Motion by entering an order substantially in the form of the Proposed Order if no party in interest files an objection to this Motion and serves a copy upon counsel for the Debtors to be received on or before 4:00 p.m. EST, November 23, 2004. If any such objection is timely filed, Debtors request that the Court hold a telephonic hearing with respect to this Motion and any timely filed objection as soon as is practicable.

NO PRIOR REQUEST

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

WHEREFORE, Debtors respectfully request that the Court (i) enter an order approving relief requested in this Motion in substantially the form attached hereto and (ii) grant Debtors such other and further relief as the Court deems just and appropriate.

Respectfully submitted,

BAKER & DANIELS

By: /s/ Terry E. Hall

James M. Carr (#3128-49)
Terry E. Hall (#22041-49)
Stephen A. Claffey (#3233-98)
Melissa M. Hinds (#24230-49)
Jeffrey C. Nelson (#25173-49)
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
jeffrey.nelson@bakerd.com

Attorneys for the Debtors and Debtors-in-Possession

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 a copy of the foregoing was served this 19th day of November, 2004, by electronic mail or overnight mail on the Core Group, 2002 List and Appearance List.

/s/ Terry E. Hall