

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.)
)

NOTICE REGARDING BID PROCEDURES

1. **PLEASE TAKE NOTICE THAT:** On November 2, 2004, ATA Holdings Corp. and certain of its affiliates, as debtors and debtors-in-possession (collectively, the "Debtors"), filed with the United States Bankruptcy Court for the Southern District of Indiana, Indianapolis Division (the "Court"), a motion (the "Transaction Procedures Motion") for entry of an order approving (a) bid procedures (the "Bid Procedures") to use in connection with proposals that may be made for one or more asset transfer transactions (each, a "Transaction") with regard to the assets, operations or businesses of the Debtors (the "Assets") including transfers that may be implemented through a chapter 11 plan, (b) a break-up fee and expense reimbursement that may be payable, subject to certain conditions, limits and restrictions, to AirTran Airways, Inc. ("AirTran") and (c) forms of notice of the establishment of the Bid Procedures, a potential auction (the "Auction") and the Transaction Hearing.²

2. On November 2, 2004, the Debtors also filed with the Court a motion for entry of an order approving the AirTran Transaction, or, if applicable, one or more Alternative Transactions (the "Transaction Motion").

3. On November 19, the Court entered the Order (A) Establishing Procedures for Approval of One or More Transactions, (B) Approving and Authorizing a Break-Up Fee, and (C) Approving a Form of Notice which established the Bid Procedures (the "Transaction Procedures Order"). The Transaction Procedures Order establishes, among other things, procedures and deadlines for the submission and consideration of offers competing with the AirTran Transaction for some or all of the Assets. The Bid Procedures may be obtained free-of-charge at www.bmcgroup.com. Potential Bidders interested in conducting due diligence should contact (i) James M. Carr, Esq., Terry E. Hall, Esq., Melissa M. Hinds, Esq., or Jeffrey C. Nelson, Esq. at Baker & Daniels, 300 North Meridian Street, Suite 2700, Indianapolis, Indiana 46204, Telephone (317) 237-0300, Facsimile (317) 237-8326; (ii) Thomas J. Allison at Huron Consulting Group Inc., 550 West Van Buren Street, Chicago, Illinois 60607, Telephone (312) 583-8700, Facsimile (312) 583-8701; or (iii) Michael J. Kennelly at Huron Consulting Group Inc., 550 West Van Buren Street, Chicago, Illinois 60607, Telephone (312) 583-8700, Facsimile (312) 583-8701.

4. The Transaction Hearing to consider the Transaction Motion and approve the AirTran Transaction and/or one or more Alternative Transactions will be held on **December 16, 2004 at 9:30 a.m. (Eastern Standard Time)**, or as soon thereafter as counsel may be heard, before the Honorable Basil H. Lorch III, United States Bankruptcy Judge, in Room 310 of the United States Courthouse, 46 E. Ohio St., Indianapolis, Indiana 46204. Pursuant to the Transaction Procedures Order, under certain circumstances,

¹ The Debtors are the following entities: ATA Holdings Corp., ATA Airlines, Inc., Ambassador Travel Club, Inc., ATA Leisure Corp., Amber Travel, Inc., American Trans Air Execujet, Inc., ATA Cargo, Inc. and Chicago Express Airlines, Inc.

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

the Debtors may extend the deadlines in the Bid Procedures set forth above, adjourn the Auction either prior to the scheduled date and time therefore (in such event notice of such adjournment and rescheduling of the Auction shall be provided to all Qualified Bidders and Notice Parties (as each is defined in the Bid Procedures)) or by announcement at the Auction, and/or adjourn the Transaction Hearing by announcement in open Court or on the Court's calendar (in such event notice of such adjournment and rescheduling of the Transaction Hearing shall be provided to all Qualified Bidders and Notice Parties).

5. Objections, if any, to the relief sought in the Transaction Motion shall be made in writing, conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the United States Bankruptcy Court for the Southern District of Indiana, shall set forth the basis for the objection and the specific grounds therefor, and be filed with the Court, together with proof of service thereof, and be served in a manner so as to be received by **4:00 p.m. (Eastern Standard Time) on December 15, 2004 (EXCEPT THAT** any objection to the AirTran Transaction must be served so as to be actually received by 4:00 p.m. (Eastern Standard Time) on December 10, 2004) by (i) Baker & Daniels, 300 North Meridian Street, Suite 2700, Indianapolis, Indiana 46204, Attention: James M. Carr, Esq. and Terry E. Hall, Esq., (ii) the Office of the United States Trustee for the Southern District of Indiana, 101 W. Ohio Street, Suite 1000, Indianapolis, Indiana 46204, Attention: Joseph F. McGonigal; (iii) United States Department of Justice, Commercial Litigation Branch, Civil Division, P.O. Box 875, Ben Franklin Station, Washington, DC 20044, Attention: Andrea Horowitz Handel, Esq. and Brendan Collins, Esq.; (iv) Curtis, Mallet-Prevost, Colt & Mosle LLP, 101 Park Avenue, New York, New York 10178, Attention: Daniel R. Lenihan, Esq. and Steven J. Reisman, Esq.; (v) Milbank, Tweed, Hadley & McCloy LLP, 1 Chase Manhattan Plaza, New York, New York 10005, Attention: Wilbur F. Foster, Jr., Esq. and Jeffrey K. Milton, Esq.; (vi) Kroger, Gardis & Regas, 111 Monument Circle, Suite 900, Indianapolis, Indiana 46204, Attention: James A. Knauer, Esq.; (vii) Weil Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153, Attention: Richard P. Krasnow, Esq.; (viii) Barnes & Thornburg LLP, 11 South Meridian Street, Indianapolis, Indiana 46204, Attention: Alan K. Mills, Esq.; (ix) Vedder, Price, Kaufman & Kammholz P.C., 805 Third Avenue, New York, New York 10022, Attention: Jon Yard Arnason, Esq.; (x) Dann Pecar Newman & Kleiman, P.C., One American Square, Suite 2300, Box 82008, Indianapolis, Indiana 46282, Attention: David H. Kleiman, Esq.; (xi) City of Chicago, 30 North LaSalle Street, Room 900, Chicago, Illinois 60602, Attention: Esther Tryban Telser, Esq.; (xii) Seyfarth Shaw, 55 E. Monroe Street, Suite 4200, Chicago, Illinois 60603, Attention: Richard S. Lauter, Esq.; and (xiii) Akin Gump Strauss Hauer & Feld LLP, 590 Madison Avenue, New York, New York 10022, Attention: Lisa G. Beckerman, Esq.

6. Copies of the Transaction Motion and exhibits thereto, may be procured upon written request to Baker & Daniels, 300 North Meridian Street, Suite 2700, Indianapolis, Indiana 46204, Telephone (317) 237-0300, Facsimile (317) 237-8326, Attention: Terry E. Hall, Esq. or may be obtained free-of-charge at www.bmcgroup.com/ata.

Dated: Indianapolis, Indiana
November 19, 2004

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Attorneys for Debtors and
Debtors-in-Possession