

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

In re: ATA Holdings Corp.,	)	Chapter 11
Debtor.	)	Case No. 04-19866
	)	
In re: ATA Airlines, Inc.,	)	Chapter 11
Debtor.	)	Case No. 04-19868
	)	
In re: Ambassadors Travel Club, Inc.,	)	Chapter 11
Debtor.	)	Case No. 04-19869
	)	
In re: ATA Leisure Corp.,	)	Chapter 11
Debtor.	)	Case No. 04-19870
	)	
In re: Amber Travel, Inc.,	)	Chapter 11
Debtor.	)	Case No. 04-19871
	)	
In re: American Trans Air Execujet, Inc.,	)	Chapter 11
Debtor.	)	Case No. 04-19872
	)	
In re: ATA Cargo, Inc.,	)	Chapter 11
Debtor.	)	Case No. 04-19873
	)	
In re: Chicago Express Airlines, Inc.,	)	Chapter 11
Debtor.	)	Case No. 04-19874

APPLICATION FOR ORDER PURSUANT  
TO SECTIONS 327(a) AND 328 OF THE  
BANKRUPTCY CODE AND 2014(a) OF  
THE FEDERAL RULES OF  
BANKRUPTCY PROCEDURE  
AUTHORIZING THE EMPLOYMENT  
AND RETENTION OF HURON  
CONSULTING GROUP LLC AS  
FINANCIAL ADVISORS

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
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**APPLICATION FOR ORDER PURSUANT TO SECTIONS 327(a) AND 328 OF THE  
BANKRUPTCY CODE AND 2014(a) OF THE FEDERAL RULES OF BANKRUPTCY  
PROCEDURE AUTHORIZING THE EMPLOYMENT AND RETENTION OF  
HURON CONSULTING GROUP LLC AS FINANCIAL ADVISORS**

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The above-captioned debtors and debtors in possession (collectively, the "Debtors") hereby submit this application (the "Application") for an order authorizing the employment and retention of Huron Consulting Group, LLC ("Huron") as of the date hereof. The facts and circumstances supporting this Application are set forth in the Affidavit of Thomas Allison, a Managing Director of Huron (the "Allison Affidavit"), filed concurrently herewith. In support of this Application, the Debtors states as follows.

**Jurisdiction**

1. This Court has jurisdiction over this Motion under 28 U.S.C. § 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).
2. Venue of these proceedings and this Motion is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The statutory bases for the relief requested herein is sections 105(a) and 327 of title 11 of the United States Code as amended (the "Bankruptcy Code") and rule 2014 of the Federal Rules of Bankruptcy Procedure.

**Background**

1. On October 26, 2004, (the "Petition Date"), the Debtors commenced these cases under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their business and manage their properties as debtors in possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code.
2. No trustee or examiner has been appointed in this chapter 11 case, and no committees have been appointed or designated.

3. No trustee or examiner has been appointed in these chapter 11 cases.

4. This Application is supported by the Affidavit of J. George Mikelsons in Support of the Chapter 11 Petitions, First Day Applications and Motions And Certain Other Motions With Respect to Which Debtors Seek Expedited Relief (the "Mikelsons's Affidavit") and the Affidavit of James W. Hlavacek in Support Of Chapter 11 Petitions, First Day Applications And Motions And Certain Other Motions With Respect To Which Debtors Seek Expedited Relief (the "Hlavacek Affidavit").

5. 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 Ambassadors 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.

6. 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.

7. 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.

8. 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.

9. 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.

10. 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.

### **Relief Requested**

11. By this Application, the Debtors seek to employ and retain Huron as their financial advisors pursuant to sections 327(a) and 328 of the Bankruptcy Code.

12. Huron will provide financial advisory and other related services to the Debtors in accordance with the Retention Agreement (as defined below).

13. The services of Huron are necessary to enable the Debtors to maximize the value of their estates and to reorganize successfully.

**A. Huron's Qualifications**

14. Huron is an independent financial advisory company, offering an array of strategic advisory, financial restructuring, and mergers and acquisitions ("M&A") advice to clients worldwide. The principals and senior executives of Huron have advised dozens of clients in connection with restructuring and M&A transactions and collectively have hundreds of years of financial advisory experience.

15. The Debtors have selected Huron as their financial advisors because of Huron's extensive and diverse experience, knowledge and reputation in the restructuring field and its understanding of the issues involved in chapter 11 cases. The professionals at Huron have a wealth of experience in providing restructuring consulting services in reorganization proceedings and have an excellent reputation for the services they have rendered in chapter 11 cases on behalf of debtors and creditors throughout the United States.

16. The Debtors believe that Huron is eminently qualified to serve them in these chapter 11 cases in a cost-effective and efficient manner. In addition, the Debtors believe that as a result of Huron's services, they will be able to maximize the value of their estates. Accordingly, the employment of Huron by the Debtors is in the best interest of the Debtors, their estates and creditors.

17. Huron has indicated a willingness to act on behalf of the Debtors subject to the terms of the Retention Agreement and to subject itself to the jurisdiction and supervision of this Court.

**B. The Retention Agreement**

18. Huron and the Debtors have entered into an agreement dated October 24, 2004, pursuant to which Huron has been providing financial advisory services to the Debtors in connection with their restructuring efforts (the "Retention Agreement"). A copy of the Retention Agreement is attached hereto as Exhibit A. The financial advisory services (the "Services") may include, but are not limited to the following:<sup>1</sup>

- a. advising the Debtors generally of available capital restructuring and financial alternatives, including the size of a DIP facility and recommendations of specific courses of action and assisting the Debtors with the design of alternative reorganization structures and any debt and equity securities to be issued in connection with such reorganization;
- b. participating in negotiations with creditors and other parties involved in the reorganization of the Debtors;
- c. assisting the Debtors in valuing the Debtors' assets and operations;
- d. providing expert advice and testimony relating to financial matters in connection with the reorganization of the Debtors;
- e. advising the Debtors as to potential mergers or acquisitions, and the sale or other disposition of any of the Debtors' assets or businesses;
- f. advising the Debtors in connection with proposals to creditors, employees, shareholders and other parties-in-interest in connection with the reorganization of the Debtors;
- g. assisting the Debtors' management with presentations made to the Boards of Directors of the Debtors regarding the reorganization of the Debtors; and

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<sup>1</sup> The description of the Retention Agreement in this Motion is a summary. To the extent that this Motion and the terms of the Retention Agreement are inconsistent, the terms of the Retention Agreement shall control.

- h. rendering such other financial advisory as may be mutually agreed upon by the Debtors and Huron.

19. The Debtors believe that the Services will not duplicate the services that other professionals will be providing to the Debtors in these chapter 11 cases. Huron agrees to use reasonable efforts to avoid duplicating services provided by other professionals advising the Debtors.

20. The Debtors require financial advisory services in these chapter 11 cases. As noted above, Huron has substantial expertise in providing financial advisory services to debtors in chapter 11 cases. Moreover, Huron has already advised the Debtors and, as a result, has obtained valuable institutional knowledge of the Debtors' businesses and financial affairs. Accordingly, Huron is well qualified to perform the Services and assist the Debtors in these chapter 11 cases.

### **C. Terms of Retention**

21. Pursuant to the terms of the Retention Agreement, the Debtors have agreed to pay the following estimated fees to Huron in exchange for Huron's essential services in these chapter 11 cases:

- a. Payment to Huron of a non-refundable retainer in the amount of \$750,000, paid concurrent with the execution of the Retention Agreement;
- b. Monthly payment for actual hours incurred by Huron personnel, with such hourly rates ranging from \$600 for Managing Directors to \$175 for Analysts
- c. The Debtors will reimburse Huron for all necessary and reasonable out-of-pocket expenses incurred during this engagement incurred in connection with or arising out of Huron's activities under the Retention Agreement.
- d. The Debtors will indemnify Huron pursuant to the Indemnification Provisions attached to the Retention Agreement, including indemnification for all claims, damages, liabilities, and expenses incurred in rendering services under the Retention Agreement.



22. As stated in the Retention Agreement, Huron has acknowledged that the Court must approve its fees in order to be compensated. In that regard, Huron will file interim applications for the payment of fees and expenses with the Court in accordance with applicable provisions of the Bankruptcy Code, Bankruptcy Rules, guidelines approved by administrative order of the Court and any orders entered by the Court.

23. The Debtors may terminate Huron's engagement at any time; Huron may terminate upon 15 days notice in the event of material breach or non-payment by the Debtors.

24. Huron will maintain all appropriate records in support of its time and expenses.

#### **Notice**

19. Notice of this Application is being given to all parties entitled thereto pursuant to the General Order No. 03-10 concerning Chapter 11 Procedures entered September 18, 2003.

#### **No Prior Request**

20. No prior request for the relief sought in this Motion has been made to this Court or any other court.

WHEREFORE, the Debtors respectfully request that the Court enter an order, authorizing the Debtors to employ and compensate Huron Consulting Group, LLC on the terms and conditions set forth above and grant such further relief as is just and proper.

Respectfully Submitted,

BAKER & DANIELS

By: /s/Terry E. Hall

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### **CERTIFICATE OF SERVICE**

The undersigned hereby certifies that the foregoing was served this 26<sup>th</sup> 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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