

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)
<u>Debtors.</u>)	

**AGREED ENTRY RESOLVING CLAIMS AND ADVERSARY PROCEEDING OF
GOODRICH CORPORATION AND ATA AIRLINES, INC.
(Claim Nos. 69 and 1354)**

ATA Airlines, Inc. ("ATA"), debtor in these cases and Goodrich Corporation ("Goodrich"), and defendant in this (the "Complaint"), both by counsel, request the Court approve this Agreed Entry resolving the Complaint and in support respectfully represent to the Court as follows:

1. ATA filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code in this Court commencing this bankruptcy case (the "Case") on October 26, 2004 ("Petition Date"). ATA exited chapter 11 protection on February 28, 2006 following this Court's confirmation of a reorganization plan.

2. The Claims: Goodrich filed proof of claim #69 ("Claim #69") in the Case on October 29, 2004 and proof of claim #1354 ("Claim #1354") (collectively, the "Claims") in the Case on January 21, 2005. ATA filed *The Reorganizing Debtors' Fourth Omnibus Objection To Certain Claims* (the "Objection") (docket #3380) in the Case on December 12, 2005, objecting to the Claims. Goodrich filed its *Response Of Goodrich Corporation To The Reorganizing Debtors' Fourth Omnibus Objection To Certain Claims* (the "Response") (docket #3475) on

¹ The Debtors means 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. (04-19874).

January 11, 2006. The Objection and the Response have been continued on the Court's docket though both ATA and Goodrich have reported to the Court that they have reached agreement related to the disposition of the Claims.

3. The Adversary Proceeding. Goodrich filed a *Complaint For Declaratory Judgment* (the "Complaint") commencing an adversary proceeding (the "Adversary Proceeding") on January 31, 2005, Case No. 05-00048 requesting that the Court issue an Order declaring that certain executory contracts (the "Contracts") between Goodrich and ATA had been terminated and that Goodrich was not required to continue its performance pursuant to the agreements. On July 13, 2005 Goodrich filed the *Stipulation And Agreed Order Terminating Equipment Security Agreement* (the "Stipulation") (docket #50) in the Adversary Proceeding, and the Court entered *Order Approving Stipulation And Agreed Order Terminating Equipment Security Agreement* (the "Stipulation Order") (docket #52) in the Adversary Proceeding on July 27, 2005. The Adversary Proceeding remains open at this time.

4. The Settlement. ATA and Goodrich negotiated in good faith to resolve the matters between them and filed a *Motion For Approval Of Settlement Agreement With Goodrich Corporation* ("Settlement Motion") (docket #2909) in the chapter 11 case on September 15, 2005. The Settlement Motion was heard before the Court on October 3, 2005, at which time the matter was reported to the Court by the parties.

5. ATA and Goodrich agree that the Claims should be allowed in a zero dollar amount against the Reorganizing Debtors' estates to be paid pursuant to the confirmed plan and resolving the Objection and Response and further agree to file an agreed entry dismissing the Adversary Proceeding with prejudice.

SO AGREED:

BAKER & DANIELS LLP

By: /s/ Terry E. Hall

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CERTIFICATE OF SERVICE

The undersigned hereby certifies that the foregoing was served this 15th day of May, 2008 by electronic mail on the Core Group, 2002 List (post-confirmation), and Appearance List (post-confirmation).

/s/ Terry E. Hall
