



SO ORDERED: October 27, 2004.

Basil H. Lorch III
United States Bankruptcy Judge

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

**BRIDGE ORDER AUTHORIZING PAYMENT OF PREPETITION OBLIGATIONS
TO FOREIGN VENDORS, FOREIGN SERVICE PROVIDERS,
AND FOREIGN GOVERNMENTS**

Upon the motion (the "Foreign Vendors Motion") of the above captioned debtors and debtors in possession in the above captions chapter 11 cases (collectively, the "Debtors") seeking entry of an order, pursuant to Sections 363(b), 1107(a) and 1108 of Title 11 of the United States Code, 11 U.S.C. §101, et seq. (the "Bankruptcy Code"), (i) authorizing, but not directing, the Debtors to pay or honor, in the ordinary course of business, as or when due, certain prepetition claims or obligations owing to certain Foreign Entities (as defined in the Foreign Obligations Motion), and (ii) authorizing and directing banks to honor any prepetition checks drawn, or to fund transfer requests made, for payment of claims owing to Foreign Entities; all as more fully set forth in the Motion and the Emergency Motion For Entry Of Bridge Orders Granting Certain Interim Relief Pending Final Hearing (the "Bridge Order Motion"); and it being found that the relief requested is in the best interests of the Debtors, their estates, creditors and other parties in interest, and after due deliberation and sufficient cause appearing, the Court FINDS that the facts set forth in the Motion support the relief requested, and therefore;

IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. The Foreign Obligations Motion is GRANTED in the interim pending hearing on the First Day Motions.
2. The Debtors are authorized, but not directed, to pay and discharge in the ordinary course of business, on a case-by-case basis, the Claims of Foreign Entities, and otherwise deal with such entities in accordance with the Debtors' normal prepetition procedures and agreements as the Debtors deem necessary for the health and safety of their customers and employees.
3. Banks are authorized and directed to honor any prepetition checks drawn, or to fund transfers made, for payment of claims owing to Foreign Entities.

4. Nothing contained in this Order shall be deemed an assumption or rejection of any executory contract or agreement or to require the Debtors to make any of the payments authorized herein.

5. Any payment pursuant to this Order is not, and shall not be deemed an admission as to the validity of the underlying obligation or waiver of any rights the Debtors may have to subsequently dispute such obligation.

6. In addition, the Debtors expressly reserve their rights to enforce the automatic stay provisions of 11 U.S.C. § 362(a)(6) with respect to any creditor who demands payment of their prepetition debts as a condition to doing business with the Debtors postpetition.

7. Notwithstanding the relief granted herein and any actions taken hereunder, nothing herein shall create, nor is intended to create, any rights in favor of, or enhance the status of any claim held by, any person.

8. Any payments by the Debtors to the Foreign Vendors pursuant to this Order shall be without prejudice to the Debtors' rights to pursue any claims under the Bankruptcy Code or applicable nonbankruptcy law against the Foreign Vendors, including, but not limited to, claims involving the extent, validity, perfection and/or possible avoidance of any Liens and/or Interests.

9. This Foreign Obligation Motion shall be heard at the First Day Hearing set in these Chapter 11 Cases, at which time the Court will consider continuation of this Bridge Order and entry of a final order on this Foreign Obligation Motion; and

10. The Debtors shall cause a copy of this Bridge Order to be served by expedited delivery within the next 48 hours on the United States Trustee, the Debtors' secured

creditors, the Debtors' 30 largest unsecured creditors, and all parties who have appeared in these Chapter 11 Cases or given notice prior to the entry of this Order.

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Requested by:

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