

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.)	

**MOTION TO HOLD EXHIBITS TO
MOTION FOR ORDER UNDER 11 U.S.C. §§ 105(a) AND 363(b)(1)
AUTHORIZING THE DEBTORS TO IMPLEMENT A KEY EMPLOYEE RETENTION
PLAN FOR KEY EMPLOYEES UNDER SEAL**

The debtors and debtors in possession (collectively, the “Debtors”) in the above captioned Chapter 11 cases (the “Chapter 11 Cases”) file this motion (the “KERP Exhibit Motion”) for entry of an order permitting the Debtors, pursuant to 11 U.S.C. § 107(b)(1) and Rule 9018 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) to file certain documents under seal. The proposed form of order (the “Order”) is attached hereto as Exhibit A. In support of this KERP Exhibit Motion, the Debtors respectfully state the following:

1. On October 25, 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 of the United States Code, 11 U.S.C. §§ 101 et seq. (as amended, the “Bankruptcy Code”) commencing the above-captioned Chapter 11 cases (the “Bankruptcy 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.

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).

2. No trustee or examiner has been appointed in these Chapter 11 Cases. On or around November 11, 2004, the United States Trustee ("UST") appointed an official committee of unsecured creditors (the "UCC") pursuant to § 1102(a)(1) of the Bankruptcy Code.

3. The Debtors are filing contemporaneously herewith a motion for authority to implement a key employee retention program ("KERP") for certain of their employees and to pay, in their sole discretion and without further order of the Court, amounts earned and due under the KERP as authorized by this Court (the "KERP Motion"). Exhibits to the KERP Motion include certain of the Debtors' sensitive employment information, including the identity of persons Debtors consider to be Key Employees² for purposes of the KERP and the KERP benefit amounts to be paid to such Key Employees. The information contained in the Exhibits is highly confidential and proprietary.

4. The information contained in the Exhibits is not presently in the public domain. Debtors submit that to make public disclosure of the Exhibits at this time would be internally detrimental to the morale of Debtors' employees. Debtors do not want (nor do they intend) to imply that persons *not* designated as Key Employees for purposes of the KERP are not valuable to the business and reorganization of Debtors. Debtors are very concerned that any such implication would be perceived negatively by the employees and affect morale, productivity and ultimately Debtors' reorganization efforts. However, it is simply not feasible to implement a KERP for every single employee. Further, Debtors are not aware of any compelling reason for the information contained in the Exhibits to be made a matter of public record at this time.

² All capitalized terms not defined herein shall have the meaning ascribed to such terms in the KERP Motion.

5. Debtors have provided (or will provide) the Exhibits on a confidential basis to the United States Trustee, counsels for the DIP lender, the UCC and the ATSB. Debtors are further willing to provide the Exhibits to any party who, upon motion and after notice and hearing, (a) demonstrates "cause" in its need to obtain such information, and (b) agrees to keep such information confidential unless otherwise ordered by the Court. Debtors further request that if this KERP Exhibit Motion is granted, the Court direct any recipient of the Exhibits to hold same as confidential information.

6. Section 107(b)(1) 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, that on request of a party in interest, the bankruptcy court shall protect an entity with respect to a trade secret or confidential research, development, or commercial information.

7. 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 “[o]n 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. . . .” Fed. R. Bankr. P. 9018.

8. The Debtors submit that good cause exists for the Court to grant the relief requested in this KERP Exhibit Motion. The Exhibits to the KERP Motion contain highly sensitive information which the Debtors deem proprietary and confidential. Filing the Exhibits to the KERP Motion under seal is necessary because disclosure would harm the Debtors because of the internally detrimental effect to the morale of Debtors' employees.

WHEREFORE, the Debtors respectfully request that the Court (i) accept the Exhibits offered by Debtors on a confidential, non-public basis into the record of these cases, (ii) hold the Exhibits under seal in the Court's file until further Order of the Court, (iii) direct any party who obtains a copy of the Exhibits to hold them as confidential information, and (iv) grant all other just and proper relief.

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 9th day of December, 2004, by facsimile, electronic mail or overnight mail on the Core Group and the 2002 List.

/s/Terry E. Hall