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

IN RE:	§	
	§	
ATA HOLDINGS CORP.;	§	CASE NO. 04-19866-BHL-11
ATA AIRLINES, INC.;	§	(Jointly Administered)
AMBASSADAIR TRAVEL CLUB, INC.;	§	
ATA LEISURE CORP.;	§	
AMBER TRAVEL, INC.	§	
AMERICAN TRANS AIR EXECUJET, INC.	§	
ATA CARGO, INC.	§	
CHICAGO EXPRESS AIRLINES, INC.	§	
	§	
DEBTORS	§	

**OBJECTION TO AIRTRAN TRANSACTION AND CURE NOTICE RELATED TO
DEBTORS' TRANSACTION MOTION**

TO THE HONORABLE BASIL H. LORCH:

COMES NOW, DALLAS/FORT WORTH INTERNATIONAL AIRPORT BOARD ("DFW"), and files this, its Objection to AirTran Transaction and Cure Notice Related to Debtors' Transaction Motion ("Objection"), and would respectfully show as follows:

1. On November 2, 2004 Debtors filed their Emergency Motion to (A) Establish Procedures for Approval of Transaction, (B) A Break-up Fee, and (C) Forms of Notice (the

“Transaction Procedures Motion”). That same day, Debtors filed their Motion for Entry of an Order Approving the AirTran Transaction, or One or More Alternative Transactions (the “Transaction Motion”).

2. On November 19, 2004 the Court entered its 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 (the “Transaction Procedures Order”).

3. On December 7, 2004 DFW received a Schedule Regarding Maximum Cure Amounts for Executory Contracts and Unexpired Leases That May be Assumed and Assigned (“Cure Notice”). The Cure Notice lists the maximum aggregate cure for all leases and executory contracts between Debtors and DFW as \$0.00. A true and correct copy of the Cure Notice is attached hereto and incorporated by reference herein as Exhibit “A.”

4. DFW now files this Objection on the following grounds. First, the amount listed by Debtors in the Cure Notice as the maximum required cure is woefully insufficient. DFW estimates that, as a minimum, as of December 8, 2004, \$451,359.44 is required to cure all leases and executory contracts between Debtors and DFW. Of this amount, \$164,747.99 is due pre-petition. Additionally, Debtors have continued to receive the benefits of their agreements with DFW post-petition, but have made no post-petition payments. The post-petition amount due is approximately \$286,611.45. An analysis of open invoices, showing the required cure in more detail, is attached hereto as Exhibit “B” and incorporated herein by reference for all relevant purposes. Finally, Debtors have not paid DFW all outstanding pre-petition passenger facility charges which, at minimum, are estimated to be \$108,396.21; nor have they paid all post petition passenger facility charges.

5. Second, the proposed AirTran Transaction does not require all ATA gates at DFW Airport be assumed and assigned as mandated by Section 365 of the Bankruptcy Code.

6. Third, the proposed AirTran Transaction does not require all ATA gates at DFW Airport be assigned to the same lessee as mandated by Section 365(c)(4) of the Bankruptcy Code. DFW does not consent to assumption and assignment which is not in compliance with this provision of the Bankruptcy Code.

7. Finally, the proposed AirTran Transaction does not provide adequate assurance of future performance as mandated by Section 365 of the Bankruptcy Code.

WHEREFORE, DFW prays that the Court deny approval of the Air Tran Transaction Motion, sustain DFW's objections set forth above, including but not limited to the requirement for the payment of all cure amounts finally determined to be due by the Debtor, but which at minimum are as set forth above, and for such other and further relief to which DFW may be justly entitled.

Respectfully submitted,

DATED: December 9, 2004

/s/ Rosa R. Orenstein
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