



Basil H. Lorch III
United States Bankruptcy Judge

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.)

**ORDER GRANTING APPLICATION BY AMBASSADAIR AND
AMBER TRAVEL FOR AUTHORITY TO EMPLOY AND RETAIN ADELPHI
CAPITAL, LLC TO PROVIDE INVESTMENT BANKING SERVICES**

Upon the application (the "Application") of the debtors and debtors in possession in the above-captioned chapter 11 cases (the "Debtors"), for entry of an order authorizing the Debtors to employ Adelphi Capital, LLC ("Adelphi") as investment banker to assist the Debtors in the possible sale of assets of Ambassadeair and Amber Travel², upon the affidavit of Thomas J. Donohue, Jr. in support of the Application (the "Donohue Affidavit"); and the Court being

¹ The Debtors are the following entities: ATA Holdings Corp. (04-19866), ATA Airlines, Inc. (04-19868), Ambassadeair 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 All capitalized terms not defined herein shall have the meaning ascribed to such terms in the Application.

satisfied, based on the representations made in the Application and the Donohue Affidavit, and having considered argument at a hearing held on May 25, 2005, that (i) Adelphi represents no interest adverse to the Debtors' estates with respect to the matters upon which it is to be engaged, (ii) Adelphi is a "disinterested person" as that term is defined under section 104(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and (iii) the employment of Adelphi is necessary and is in the best interests of the Debtors, their creditors and the Debtors' estates; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Application is granted ; and it is further

ORDERED that the Debtors are authorized to employ and retain Adelphi as their investment banker on the terms set forth in the Engagement Letter attached to the Application as Exhibit A; and it is further

ORDERED that Adelphi shall be compensated in accordance with the terms of the Engagement Letter, subject to the procedures set forth in the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules, and orders of this Court.

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