

EXHIBIT A

Retention Order



SO ORDERED: February 11, 2005.

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.)
)

**AMENDED ORDER TO INCLUDE ATTACHMENTS
AUTHORIZING THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF ATA HOLDINGS CORP., *ET AL.* TO
RETAIN AND EMPLOY COMPASS ADVISERS, LLP AS FINANCIAL
ADVISOR AND INVESTMENT BANKER, *NUNC PRO TUNC* TO NOVEMBER 4, 2004**

Upon consideration of the application of the Official Committee of Unsecured Creditors
(the “Committee”) of the debtors and debtors in possession (the “Debtors”) in the above-

¹ The Debtors herein are: 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).

captioned chapter 11 cases, dated December 23, 2004 (the “Application”),² for entry of an order, under sections 328(a) and 1103(a) of title 11 of the United States Code (the “Bankruptcy Code”), and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), authorizing the employment and retention of Compass Advisers, LLP (“Compass”) as financial advisor and investment banker to the Committee, pursuant to the terms of the engagement letter, as revised, a blacklined copy of which is attached hereto (the “Engagement Letter”), and the affidavit of Harvey L. Tepner submitted in support of the Application, sworn to on December 23, 2004 (the “Tepner Affidavit”); and the Court being satisfied, based upon the representations made in the Application, in the Tepner Affidavit and at the hearing on the Application that was held on January 24, 2005, that Compass does not hold or represent any interest adverse to the Debtors, their creditors, or any party-in-interest, or their respective attorneys and is a “disinterested person”, as that term is defined under section 101(14) of the Bankruptcy Code, and that the employment of Compass is necessary and appropriate; and the Court being satisfied that the terms of compensation being sought by the Application, as described in the Engagement Letter, are reasonable; and after due deliberation and sufficient cause appearing therefore; it is hereby

ORDERED that pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code and Bankruptcy Rule 2014(a), the Committee is authorized, effective as of November 4, 2004, to employ and retain Compass as financial advisor and investment banker to the Committee; and it is further

² Capitalized terms not defined in this Order shall have the meanings ascribed to such terms in the Application.

ORDERED that Compass shall be paid by the Debtors, from the general funds of the Debtors' chapter 11 estates, (a) a fee of \$125,000 for the period from November 4, 2004 to November 30, 2004; (b) a fee of \$125,000 for each full or partial month commencing December 1, 2004, as specified in the Engagement Letter; (c) an Incentive Fee based on a specified range of percentage recoveries of the Debtors' unsecured creditors' Total Consideration, as specified in the Engagement Letter; and (d) reimbursement of Compass' reasonable out-of-pocket expenses, which shall not hereafter be subject to challenge except under the standard of review set forth in section 328(a) of the Bankruptcy Code; and it is further

ORDERED that all compensation and reimbursement of expenses shall be subject to prior approval of this Court in accordance with section 331 of the Bankruptcy Code and the Local Rules and orders of this Court; and it is further

ORDERED that Compass shall not be required to maintain or provide detailed time records in connection with any of its fee applications; and it is further

ORDERED that the Debtors are authorized to indemnify and defend Compass and its partners, members, officers, directors, employees, agents, affiliates, subsidiaries and controlling persons and their partners, members, officers, directors, employees, agents, pursuant to the terms of the Engagement Letter; and it is further

ORDERED that to the extent this Order is inconsistent with the Engagement Letter, the terms of this Order shall govern; and it is further

ORDERED that the requirements of Local Rule B-9013-1 are waived with respect to the Application; and it is further

ORDERED that this Court shall retain jurisdiction to construe and enforce the terms of this Order.