



SO ORDERED: June 12, 2006.

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-BHL-11
)	(Jointly Administered)
Debtors.)	

**ORDER GRANTING SECOND APPLICATION OF JEFFERIES & COMPANY, INC.,
SKYWORKS CAPITAL, LLC AND SKYWORKS SECURITIES, LLC FOR
APPROVAL AND ALLOWANCE OF COMPENSATION OF TRANSACTION
FEES AND REIMBURSEMENT OF RELATED EXPENSES**

This matter came before the Court on the Application of Jefferies & Company, Inc, SkyWorks Capital, LLC and SkyWorks Securities, LLC for Approval and Allowance of Compensation of Transaction Fees and Reimbursement of Related Expenses (the "Application") filed by King & Spalding LLP. The Court, having reviewed and considered, and being otherwise

¹ The Debtors are the following entities: ATA Holdings Corp. (04-19866), ATA Airlines, Inc. (04-19868), Ambassadair 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).

sufficiently advised, now GRANTS the Application. Accordingly,

IT IS HEREBY ORDERED that the Application is granted in all respects and the Court approves and allows, pursuant to section 328(a) of title 11 of the United States Code, (i) compensation for the Term Loan Fee² to Jefferies, in the amount of \$600,000.00, (ii) compensation for the Equity Securities Fee to Jefferies, in the amount of \$3,500,000.00 and (iii) reimbursement for out-of-pocket expenses incurred during the Compensation Period in the amount of \$221,938.73; and

IT IS HEREBY FURTHER ORDERED that all fees and expenses allowed by this Court under this Order are allowed as an administrative expense, given priority; and

IT IS HEREBY FURTHER ORDERED that all amounts of fees and expenses allowed by this Order that Debtors or Reorganized Debtors have not previously paid, shall be paid by Debtors or Reorganized Debtors to Jefferies within five (5) business days of the date hereof.

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Requested by:

Lawrence A. Larose
Samuel S. Kohn
KING & SPALDING LLP
1185 Avenue of the Americas
New York, New York 10036

Distribution:

Core Group
2002 List
Appearance List

² Capitalized terms not otherwise defined herein shall have the meaning ascribed in the Application.