

SO ORDERED: December 10, 2004.



A handwritten signature in black ink, reading "Basil H. Lorch III".

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
MOTION TO (I) APPROVE PROCEDURES FOR BILLINGS BY AND
PAYMENTS TO PROFESSIONALS RETAINED IN THIS CASE FOR FEES
AND EXPENSES INCURRED AND (II) APPROVE PROCEDURES AND PARTIAL
DEFERRAL OF DRAW DOWN OF RETAINER PAID TO PROFESSIONALS
RETAINED IN THIS CASE UNTIL REQUESTED BY DEBTORS

This matter is before the Court on the Motion To (I) Approve Procedures For Billings By And Payments To Professionals Retained In This Case For Fees And Expenses Incurred And (II) Approve Procedures And Defer Draw Down Of Retainer Paid To Professionals Retained In These Cases Until Requested By Debtors (the "Professional Billings Motion"), filed

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).

by Baker & Daniels, counsel to the above-captioned Debtors and debtors in possession (the "Debtors"). Due notice of the Professional Billings Motion was provided to all parties entitled thereto.

The Court, being duly advised in these matters, and being advised on the record that the Limited Objections of the Official Committee of Unsecured Creditors (the "Committee") and Air Transportation Stabilization Board are being withdrawn pursuant to the terms of this Order, now GRANTS the Professional Billings Motion. Accordingly,

IT IS HEREBY ORDERED that each Professional retained in these cases (the "Professional") may seek compensation as follows: (a) bill Debtors on the Professional's customary billing cycled, provided that copies of such bills are provided concurrently to Baker & Daniels, attention James M. Carr, the Office of the United States Trustee ("UST"), attention Joseph F. McGonigal, and counsel for the Committee, attention Lisa G. Beckerman (collectively, Baker & Daniels, the Committee and the UST shall be referred to as the "Billing Notice Parties"), each of which shall have ten (10) days from receipt of the billing statement to interpose any objection to the monthly billing statement by notice to the Debtors and other Billing Notice Parties; (b) if any objection is timely interposed to a monthly billing statement of any Professional by any of the Billing Notice Parties, the subject Professional and Billing Notice Parties shall either reach agreement to resolve the dispute or questions concerning the bill, or, at any time, any party may seek an expedited hearing to resolve the dispute; and (c) if no objection to a monthly statement is made or is otherwise resolved, Professionals' monthly billing statements shall be paid by Debtors on an ongoing basis in the ordinary course of the business of Debtors.

IT IS FURTHER ORDERED that within ten (10) days of receipt of a Professional's monthly billing statement or resolution of any timely objection thereto, the Debtors shall pay the monthly billing statements as follows: 80% of the Professional's fees and 100% of the Professional's expenses; the remaining 20% of fees shall be retained by the Debtors until such time as the Court enters a formal order approving the full amount of the Professional's fees. Notwithstanding the foregoing, Debtors' Professionals Baker & Daniels, Huron Consulting Group and Sommer Barnard respectively, agree to apply up to an aggregate of one-third (1/3) of their respective Retainers pro rata over the first four months of these Chapter 11 Cases to pay the fees requested in their month billing statements. Further, notwithstanding the foregoing, with respect to any Professional retained in these cases, a Professional shall upon Debtors' request, or upon the entry of an order upon the motion of any other party in interest, and subsequent to providing adequate notice of the draw, take interim draws against the Retainer paid to it by the Debtors in these cases, all in accordance with the procedures approved under General Order of this Court and ultimate approval by this Court as specified in the Professional Billings Motion, but in no event shall a Professional bill the Debtors or draw against the Retainer more frequently than once every four (4) weeks.

IT IS FURTHER ORDERED that each Professional shall prepare and file a fee application seeking approval of its fees and reimbursement of expenses every four (4) months following the commencement of these cases, and on a more frequent basis if so requested by the UST.

IT IS FINALLY ORDERED that the members of the Committee shall be entitled to reimbursement of their out-of-pocket expenses incurred in connection with these cases and the

performance of their duties. The procedures and terms of the payment of a Professional's expenses shall apply to the members of the Committee.

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Requested By:

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