

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re DELTA LOYALTY MANAGEMENT SERVICES, LLC

Debtor

Case No. 05-17939

Chapter 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts from Schedules D, E, and F to determine the total amount of the debtor's liabilities.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	AMOUNTS SCHEDULED		
			ASSETS	LIABILITIES	OTHER
A - Real Property	No	1	\$0.00		
B - Personal Property	No	5	\$304,978,121.53		
C - Property Claimed As Exempt	No				N/A
D - Creditors Holding Secured Claims	Yes	1		\$0.00	
E - Creditors Holding Unsecured Priority Claims	No	2		\$0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	3		\$408,267,968.36	
G - Executory Contracts and Unexpired Leases	No	10			
H - Codebtors	No	6			
I - Current Income of Individual Debtor(s)	No				N/A
J - Current Expenditures of Individual Debtor(s)	No				N/A
Total Number of Sheets of ALL Schedules		28			
			Total Assets	\$304,978,121.53	
				Total Liabilities	\$408,267,968.36

AMENDED

In re DELTA LOYALTY MANAGEMENT SERVICES, LLC

Case No. 05-17939

Debtor

(if known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests. List creditors in alphabetical order to the extent practicable. If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	CODEBTOR		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT		UNSECURED PORTION, IF ANY
	HUSBAND, WIFE, JOINT, OR COMMUNITY			UNLIQUIDATED		
				DISPUTED		
AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL						
ACCOUNT NO. AMERICAN EXPRESS TRAVEL RELATED SERVICES COMPANY, INC. ATTN: SENIOR VICE PRESIDENT, CARD BUSINESS DEVELOPMENT 200 VESEY STREET NEW YORK, NY 10285-3500			Deleted AMEX PREPAY DUE 2007 - ADVANCE #1			\$0.00 UNKNOWN
Value:						
ACCOUNT NO. AMERICAN EXPRESS TRAVEL RELATED SERVICES COMPANY, INC. ATTN: SENIOR VICE PRESIDENT, CARD BUSINESS DEVELOPMENT 200 VESEY STREET NEW YORK, NY 10285-3500			Deleted AMEX PREPAY DUE 2007 - ADVANCE #2			\$0.00 UNKNOWN
Value:						

Sheet no. 1 of 1 sheets attached to Schedule of
Creditors Holding Secured Claims

Subtotal (Total of this page)	\$0.00
Total (Use only on the last page of the completed Schedule D)	\$0.00

(Report total also on Summary of Schedules)

AMENDED

In re DELTA LOYALTY MANAGEMENT SERVICES, LLC

Case No. 05-17939

Debtor

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Report total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Check this box if debtor has no creditors holding unsecured nonpriority claims to report on this Schedule F.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	CODEBTOR		CONTINGENT			AMOUNT OF CLAIM
	HUSBAND, WIFE, JOINT, OR COMMUNITY		UNLIQUIDATED			
	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.		DISPUTED			
ACCOUNT NO.						
AMERICAN EXPRESS TRAVEL RELATED SERVICES COMPANY, INC. ATTN: SENIOR VICE PRESIDENT, CARD BUSINESS DEVELOPMENT 200 VESEY STREET NEW YORK, NY 10285-3500		AMEX PREPAY DUE 2007	X	X	X	UNKNOWN
ACCOUNT NO.						
GE CORPORATE FINANCIAL SERVICES WILLIAM R. DOOLITTLE VICE PRESIDENT 1100 ABERNATHY ROAD SUITE 900 ATLANTA, GA 30328		GE REVOLVER DUE 2007	X	X	X	UNKNOWN

Subtotal (Total of this page)	\$0.00
Total (Use only on the last page of the completed Schedule F)	

(Report total also on Summary of Schedules)

AMENDED

In re DELTA LOYALTY MANAGEMENT SERVICES, LLC

Case No. 05-17939

Debtor

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	CODEBTOR		CONTINGENT			AMOUNT OF CLAIM
	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	UNLIQUIDATED			
			DISPUTED			
ACCOUNT NO.						
INTERCOMPANY PAYABLES DELTA AIR LINES, INC. DEPT 981 1030 DELTA BLVD. ATLANTA, GA 30354		INTERCOMPANY PAYABLES				\$408,206,807.04
ACCOUNT NO. 0010002062						
JACKSON SPALDING INC COMMUNICATIONS MANAGEMENT 1201 PEACHTREE ST.,NE SUITE 500 ATLANTA, GA 30361-6302		A/P VENDOR	X	X	X	UNKNOWN
ACCOUNT NO. 0010022182						
MERKLE DIRECT MARKETING, INC 8400 CORPORATE DRIVE LANDOVER, MD 20785		A/P VENDOR				\$250.00
ACCOUNT NO. 0010006858						
PACE COMMUNICATIONS INC PREFORMAT 000706 FOR 0185 ONLY - 1301 CAROLINA ST STE 100 GREENSBORO, NC 27401-1022		A/P VENDOR				\$2,221.69
ACCOUNT NO. 0010006856						
PACE COMMUNICATIONS INC PREFORMAT 000706 FOR 0185 ONLY P.O. BOX 60014 CHARLOTTE, NC 28260		A/P VENDOR	X	X	X	\$29,720.00

Sheet no. 2 of 3 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims

Subtotal (Total of this page)	\$408,238,998.73
Total (Use only on the last page of the completed Schedule F)	

(Report total also on Summary of Schedules)

AMENDED

In re DELTA LOYALTY MANAGEMENT SERVICES, LLC

Case No. 05-17939

Debtor

(if known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS (Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	CODEBTOR		CONTINGENT			AMOUNT OF CLAIM
	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	UNLIQUIDATED		DISPUTED	
ACCOUNT NO. 0010015175 POINTS INTERNATIONAL F/C ROYAL BNK CA 00300002 ACCT 400-291-1 TORONTO, QC M5T 1X4 CA						\$28,969.63
ACCOUNT NO. 0010021866 PROSPERITI, LLC ATTN: KIM SMITHSON 11 S. LASALLE, 9TH FLOOR CHICAGO, IL 60603		Deleted				\$0.00

Subtotal (Total of this page)	\$28,969.63
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Total (Use only on the last page of the completed Schedule F)	\$408,267,968.36
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