

# GLOBAL NOTES REGARDING DEBTORS' BANKRUPTCY SCHEDULES AND STATEMENTS

## NOTES PERTAINING TO ALL DEBTORS

### **General Notes**

The Schedules of Assets and Liabilities (the "Schedules") and Statements of Financial Affairs (the "Statements" and, collectively with the Schedules, the "Bankruptcy Materials") of Delta Air Lines, Inc. ("Delta") and its affiliated debtors in the above-captioned, jointly administered chapter 11 cases (collectively, the "Debtors") prepared pursuant to 11 U.S.C. § 521 and Rule 1007 of the Federal Rules of Bankruptcy Procedure by management of the Debtors and are unaudited. While the Debtors' management has made reasonable efforts to ensure that the Bankruptcy Materials are accurate and complete, based upon information that was available to them at the time of preparation, subsequent information may result in material changes to the Bankruptcy Materials. Moreover, because the Bankruptcy Materials contain unaudited information which is subject to further review and potential adjustment, there can be no assurance that these Bankruptcy Materials are complete. The Debtors reserve all rights to amend the Bankruptcy Materials from time to time, in all respects, as may be necessary or appropriate, including, but not limited to, the right to dispute or otherwise assert offsets or defenses to any claim reflected on the Bankruptcy Materials as to amount, liability or classification, or to otherwise subsequently designate any claim as "disputed," "contingent" or "unliquidated." Furthermore, nothing contained in the Bankruptcy Materials shall constitute a waiver of rights with respect to these Chapter 11 cases and specifically with respect to any issues involving substantive consolidation, equitable subordination or causes of action arising under the provisions of Chapter 5 of the Bankruptcy Code and other relevant non-bankruptcy laws to recover assets or avoid transfers. These Global Notes Regarding Debtors' Bankruptcy Materials ("Global Notes") comprise an integral part of the Bankruptcy Materials and should be referred to and considered in connection with any review of the Bankruptcy Materials.

Basis of Presentation. For financial reporting purposes, Delta and its subsidiaries file audited consolidated financial statements annually with the Securities and Exchange Commission (the "SEC"). Unlike the consolidated financial statements, the Bankruptcy Materials (except as indicated herein) reflect the separate assets and liabilities of each individual Debtor. The Bankruptcy Materials do not purport to represent financial statements prepared in accordance with U.S. Generally Accepted Accounting Principles ("GAAP"), nor are they intended to fully represent the consolidated financial statements filed by Delta with the SEC.

Causes of Action. The Debtors, despite their efforts, may not have listed all of their causes of action against third parties as assets in the Bankruptcy Materials. The Debtors reserve all of their rights with respect to any causes of action they may have

and neither these Global Notes nor the Bankruptcy Materials shall be deemed a waiver of any such causes of action.

Claims Paid Pursuant to Court Orders. Certain of the Bankruptcy Materials may list creditors and set forth the Debtors' estimate of the claims of creditors as of the Petition Date. The Bankruptcy Court authorized the Debtors to pay various pre-petition claims, including claims of customers, employees, critical vendors, foreign vendors, critical service providers, credit card processors, warehousemen and shippers. Consequently, certain pre-petition fixed, liquidated and undisputed unsecured claims have been paid as of the date of the filing of the Bankruptcy Materials. Accordingly, the actual unpaid claims of creditors that may be allowed in these cases may differ from the amounts set forth in the Bankruptcy Materials.

Confidentiality. In a limited number of instances within the Bankruptcy Materials, amounts have been left blank or listed as "confidential." Due to the confidential nature of certain agreements between the Debtors and third parties, the Debtors have deemed it appropriate and necessary to avoid listing such amounts.

Consolidation of Certain Information. The Debtors have sought to isolate business operations in order to file Bankruptcy Materials for each entity on an individual basis. However, in certain instances, the separation of information for some entities would be unduly burdensome and an inefficient use of estate resources. In those cases, information is provided on a consolidated basis.

Customer-Related Agreements; Foreign Vendor Contracts. The Debtors are parties to customer-related agreements for, among other things, corporate sales programs, cargo sales programs, charter flights, leisure sale programs, meeting and incentive sales programs, revenue guaranty programs and other similar programs (the "Customer-Related Agreements"). The Debtors are also parties to contracts with numerous vendors in many foreign jurisdictions ("Foreign Vendor Agreements"). The Bankruptcy Court entered "first day" orders granting the Debtors authority to perform and honor their prepetition obligations in connection with their Customer-Related Agreements and Foreign Vendor Agreements. Accordingly, most of the Debtors' contracts and liabilities as of the Petition Date concerning the Customer-Related Agreements and Foreign Vendor Agreements have been excluded from the Bankruptcy Materials.

Dates. Unless otherwise indicated, all asset and liability information is listed as of September 14, 2005 (the "Petition Date").

Employee Claims. The Bankruptcy Court entered "first day" orders granting authority to the Debtors to pay prepetition employee wages, salaries, benefits and other obligations in the ordinary course of business. The Debtors employed more than 60,000 persons in the United States and internationally prior to the filing of the Chapter 11 cases. Accordingly, only employee claims against the Debtors for prepetition amounts that have not been paid as of the time that the Bankruptcy

Materials were prepared (such as employee litigation claims pending against the Debtors as of the Petition Date) have been included in the Bankruptcy Materials.

Estimates. To close the books and records of the Debtors as of the Petition Date, management was required to make estimates and assumptions that affect the reported amounts of assets and liabilities.

Excluded Assets and Liabilities. The Debtors have excluded certain categories of assets and liabilities from the Bankruptcy Materials including goodwill, pension assets, deferred compensation, accrued salaries, employee benefit accruals, future aircraft rent accruals, post retirement benefits, air traffic liability and deferred gains. In addition, immaterial assets and liabilities may also have been excluded.

Foreign Currency. Unless otherwise indicated, all amounts are reflected in U.S. dollars, and translated from other currencies as of the Petition Date where applicable.

Future Aircraft Purchases. The Debtors have not included in the Bankruptcy Materials any future purchase commitments or the related amounts to be paid in connection with the purchase of aircraft.

Inventory. Unless otherwise disclosed, inventories of expendable parts related to flight equipment are carried at moving average cost and charged to operations as consumed. An allowance for obsolescence for the cost of these parts is provided over the remaining useful life of the related fleet. Inventory is presented without consideration for any potential warehousemen's or mechanics liens. The Debtors perform periodic cycle counts of spare parts inventories.

Leases. The Debtors have not included in the Bankruptcy Materials the future obligations of any capital or operating leases. However, assets under a capital lease have been included in the Bankruptcy Materials.

Litigation. Certain litigation and environmental actions reflected as claims against Delta may relate to any of the other Debtors. The Debtors have made reasonable efforts to accurately record these actions in the Bankruptcy Materials of the Debtor that is the party to the action. In addition, the Debtors have excluded details relating to federal and state agency discrimination charges, labor arbitration and grievance claims, and government civil penalty actions. Discrimination charges have been excluded to protect the privacy interests of the charging parties and because the majority of such claims generally will not result in actual litigation. Labor arbitration and grievance claims are omitted to protect the privacy interests of the grieving party. Government civil penalty actions were excluded due to confidentiality and privacy concerns.

Payments. The financial affairs and businesses of the Debtors are extremely large and complex. Prior to the Petition Date, the Debtors participated in a consolidated cash management system through which certain payments were made by one entity

on behalf of another. As a result, certain payments in the Bankruptcy Materials may have been made by Delta Air Lines, Inc. or Comair, Inc. on behalf of a subsidiary through the operation of the consolidated cash management system.

Property and Equipment. Owned property and equipment is stated at cost. Interest expenses related to the acquisition of certain property and equipment are capitalized as an additional cost of the asset or as a leasehold improvement if the asset is leased. Costs of major improvements that enhance the usefulness of the asset are capitalized and depreciated over the estimated useful life of the asset or the modifications, whichever is less. Depreciation and amortization expense for principal asset classifications are calculated on a straight-line basis to an estimated residual value. Depreciable lives are 11 to 30 years for operating flight equipment, 20 to 30 years for facilities and 3 to 10 years for other ground property and equipment. Rotable parts and assemblies are depreciated over the estimated fleet life of the associated aircraft, on a group basis. Improvements to leased assets are depreciated over the term of the lease on a straight-line basis.

Totals. All totals that are included in the Bankruptcy Materials represent totals of all the known amounts included in the tables.

Trade Accounts Receivable and Accounts Payable. Trade Accounts Receivable are presented net of allowance for doubtful accounts, but without consideration for any liabilities related to mutual counterparty accounts payable, open or terminated contract liabilities, liquidated damages, setoff rights or collateral held by the Debtors, unless otherwise stated. Likewise, Accounts Payable are shown without consideration for accounts receivable, open or terminated contracts, liquidated damages, setoff rights or collateral that has been posed on behalf of the counterparty.

Umbrella Agreements. A number of supplier contracts listed in the Bankruptcy Materials are umbrella agreements that cover some or all of the Debtors. Where relevant, such agreements have been listed in the Bankruptcy Materials only of the Debtor that signed the original umbrella agreement.

Valuation. It would be prohibitively expensive, unduly burdensome and an inefficient use of estate assets for the Debtors to obtain current market valuations of all of their assets. Accordingly, unless otherwise indicated, net book values as of the Petition Date are reflected on the Bankruptcy Materials. For this reason, amounts ultimately realized will vary from net book value, and such variance may be material. In addition, the amounts shown for total liabilities exclude items identified as “unknown” or “undetermined” and, thus, ultimate liabilities may differ materially from those stated in the Bankruptcy Materials.

Workers Compensation. Workers Compensation claims have also been excluded from the Bankruptcy Materials and Statements due to their voluminous nature and by virtue of the fact the Debtors are performing their obligations as required by law and

in accordance with the “first day” orders granting authority to the Debtors to pay these obligations in the ordinary course.

### **Schedules of Assets and Liabilities**

Schedule B: Personal Property. The Debtors operate a fleet of several hundred aircraft and have summarized in Schedule B the airframes, engines, and other components in the Debtors’ fleets.

Schedule D: Creditors Holding Secured Claims. Except as otherwise agreed pursuant to a stipulation, agreed order or general order entered by the Bankruptcy Court, the Debtors reserve the right to dispute or challenge the validity, perfection or immunity from avoidance of any lien purported to be granted or perfected in any specific asset to a secured creditor listed on Schedule D of any Debtor. Moreover, although the Debtors may have scheduled claims of various creditors as secured claims, the Debtors reserve all rights to dispute or challenge the secured nature of any such creditor’s claim or the characterization of the structure of any such transaction or any document or instrument (including, without limitation, any intercompany agreement) related to such creditor’s claim. In certain instances, a Debtor may be a co-obligor, co-mortgagor or guarantor with respect to scheduled claims of other Debtors, and no claim set forth on Schedule D of any Debtor is intended to acknowledge claims of creditors that are otherwise satisfied or discharged by other entities. The descriptions provided in Schedule D are intended only to be a summary. Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent and priority of any liens. Nothing in the Global Notes or the Bankruptcy Materials shall be deemed a modification or interpretation of the terms of such agreements. Except as specifically stated herein, real property and airport lessors, utility companies and other parties which may hold security deposits have not been listed on Schedule D. Certain of the Debtors’ agreements listed on Schedule G may be in the nature of conditional sales agreements or secured financing agreements. No attempt has been made to identify such agreements for purposes of Schedule D.

Schedule E: Creditors Holding Unsecured Priority Claims. All claims listed on the Debtors’ Schedule E are claims owing to various taxing authorities to which the Debtors may potentially be liable. However, certain of such claims may be subject to on-going audits and the Debtors are otherwise unable to determine with certainty the amount of many, if not all, of the claims listed on Schedule E. Therefore, the Debtors have listed all such claims as unknown in amount, pending final resolution of on-going audits or other outstanding issues. The Debtors reserve their right to dispute or challenge whether such claims are entitled to priority.

Schedule F: Creditors Holding Unsecured Priority Claims. Schedule F does not include certain deferred charges, deferred liabilities or general reserves. Such amounts are general estimates of liabilities and do not represent specific claims as of

the Petition Date; however, they are reflected on the Debtors' books and records as required in accordance with GAAP.

The claims listed in Schedule F arose or were incurred on various dates. In certain instances, the date on which a claim arose is an open issue of fact. While commercially reasonable efforts have been made, determining the date upon which each claim in Schedule F was incurred or arose would be unduly burdensome and cost prohibitive and, therefore, the Debtors do not list a date for each claim listed on Schedule F.

Schedule F contains information regarding potential, pending and closed litigation involving the Debtors. In certain instances, the Debtor that is the subject of the litigation is unclear or undetermined. However, to the extent that litigation involving a particular Debtor has been identified, such information is contained in the Schedule for that Debtor.

Schedule G: Executory Contracts. The businesses of the Debtors are complex. While commercially reasonable efforts have been made to ensure the accuracy of Schedule G regarding executory contracts and unexpired leases, inadvertent errors, omissions or over-inclusions may have occurred. The Debtors reserve all of their rights to dispute the validity, status or enforceability of any contracts, agreements or leases set forth in Schedule G and to amend or supplement such Schedule as necessary. The contracts, agreements and leases listed on Schedule G may have expired or may have been modified, amended and supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letter and other documents, instruments and agreements which may not be listed therein.

In some cases, the same supplier or provider appears multiple times in Schedule G. This multiple listing is to reflect distinct agreements between the applicable Debtor and such supplier or provider.

Certain of the leases and contracts listed on Schedule G may contain certain renewal options, guarantees of payment, options to purchase, rights of first refusal and other miscellaneous rights that are embedded in the Debtors' executory contracts, unexpired leases, secured financings, debt instruments and other such agreements. Such rights, powers, duties and obligations are not set forth on Schedule G. In addition, the Debtors may have entered into various other types of agreements in the ordinary course of their business, such as easements, right of way, subordination, nondisturbance and attornment agreements, supplemental agreements, amendments/letter agreements, title agreements and confidentiality agreements. Such documents are also not set forth on Schedule G.

Certain of the agreements listed on Schedule G may be in the nature of conditional sales agreements or secured financings. The presence of a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is an executory contract or unexpired lease. The Debtors reserve all of their rights, claims

and causes of action with respect to the contracts and agreements listed on Schedule G, including the right to dispute or challenge the characterization or the structure of any transaction, or any document or instrument (including, without limitation, any intercompany agreement) related to a creditor's claim. Executory agreements that are oral in nature have not been included in Schedule G.

Schedule G includes the collective bargaining agreements and employment agreements with directors and current and former officers, but does not include other employee agreements, such as superseded agreements or individual agreements with employees working in foreign countries.

Certain of the contracts, agreements and leases listed on Schedule G may have been entered into by more than one of the Debtors. Such contracts, agreements and leases are listed on Schedule G of each such Debtor.

Schedule H: Co-Debtors. In the ordinary course of their businesses, the Debtors are involved in pending or threatened litigation and claims arising out of the conduct of their businesses. These matters may involve multiple plaintiffs and defendants, some or all of whom may assert cross-claims and counter-claims against other parties. Because such claims are listed elsewhere in the Bankruptcy Materials, they have not been set forth individually on Schedule H.

Schedule H also reflects guarantees by various Debtors. The Debtors may not have identified certain guarantees that are embedded in the Debtors' executory contracts, unexpired leases, secured financings, debt instruments and other such agreements. Further, the Debtors believe that certain of the guarantees reflected on Schedule H may have expired or no longer enforceable. Thus, the Debtors reserve their right to amend the Schedules to the extent that additional guarantees are identified or such guarantees are discovered to have expired or unenforceable.

## **Statements of Financial Affairs**

Question 2: Other Income. The answer to Question 2 represents the sum of all nonoperating income/(expense) items. This would include items such as interest income and expense, foreign exchange gains and losses, and equity earnings in affiliates.

Question 7: Gifts. The Debtors have provided a summary of the number and value of several hundred charitable gifts made during the reporting period and while reasonable efforts have been made to ensure that the list of gifts provided in response to Question 7 is accurate, certain gifts may have inadvertently been omitted from the Bankruptcy Materials. Delta uses its charitable foundation as the primary conduit of its charitable giving, and the amounts shown in the response to Question 7 for Delta Air Lines, Inc. reflect only direct donations by Delta and not by The Delta Foundation.

Question 8: Losses. The losses listed exclude those incurred in the ordinary course of business or those where the amount is de minimis.

Question 9: Payments Related to Debt Counseling or Bankruptcy. Unless otherwise disclosed, all professional fees relating to restructuring and bankruptcy counseling were paid by Delta Air Lines, Inc.

Question 13: Setoffs. The Debtors routinely incur setoffs from third parties during the ordinary course of business. Setoffs in the ordinary course can result from various routine transactions, including intercompany transactions, counterparty settlements (in particular, interline ticketing setoffs with other carriers), pricing discrepancies, and other disputes between the Debtors and third parties. These normal setoffs are consistent with the ordinary course of business in the Debtors' industries. Therefore, such ordinary course setoffs are excluded from the Debtors' responses to Question 13 of the SOFAs.

Question 14: Property Held for Another. The response to Question 14 discloses aircraft parts owned by a supplier and held on consignment by the Debtors. The response excludes property borrowed on a temporary basis from other carriers since, in the ordinary course of business, the Debtors exchange parts with other airlines for brief periods to address urgent operational needs. Aircraft equipment provided under a formal lease is listed with the contracts disclosed in Schedule G.

Question 17: Environmental Information. The Debtors have devoted substantial internal and external resources to identify and provide the requested information for as many responsive sites and proceedings as reasonably possible in response to Question 17 using records that were reasonably accessible and reviewable. The Debtors placed first priority on identifying all active or open matters. Due to the great number of potentially responsive matters, the practical burdens in compiling information on inactive matters and the presumably lower relevance of information on inactive matters, the Debtors in general have attempted to compile information on inactive matters only for such matters initiated within the last ten years, to the extent documents were available.

Specifically, with respect to Questions 17(a) and 17(b), the Debtors have attempted to provide the requested information only where the "notice" was dated on or after ten years prior to Petition Date, to the extent documents were available.

With respect to Question 17(c), the Debtors have attempted to list all "proceedings, including settlements or orders" initiated on or after ten years prior to Petition Date, and proceedings initiated before that date where the proceeding remains unresolved, or where the terms of a judgment, settlement or order may not be fully completed.

In those instances where certain requested categories of information were not reasonably available for a listed "site" or "proceeding," the Debtors' responses provide as much information as was available.

Where a site is the subject of a proceeding, settlement or order listed in the response to Question 17(c), the site and notices related to it may not also be listed in the responses to Questions 17(a) or 17(b). Similarly, sites that are listed in the response to Question 17(a) (sites for which the Debtors have received notice from a governmental unit) may not be repeated in the response to Question 17(b) (sites at which the Debtors have provided notice to a governmental unit).

Where a site identified in Tables 17(a) and/or 17(b) has received multiple notices, or notices that preceded and were related to proceedings listed in the response to Question 17(c), all such notices may not be listed.

The response to Question 17(b) (concerning notices by the Debtors of releases) does not list routine reports and submissions concerning discharges resulting from normal operations where such reports and submissions were made in compliance with regulatory requirements, such as discharge monitoring reports, toxic release inventory submissions and submissions concerning air emissions.

For purposes of Question 17, the Debtors do not consider entities or organizations operating airports, nor governmental units outside of the United States, to be among the “governmental units” contemplated by this question.

**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	Yes	1	\$0.00		
B - Personal Property	Yes	5	\$304,978,121.53		
C - Property Claimed As Exempt	No				N/A
D - Creditors Holding Secured Claims	Yes	1		\$500,000,000.00	
E - Creditors Holding Unsecured Priority Claims	Yes	2		\$0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	3		\$408,269,640.86	
G - Executory Contracts and Unexpired Leases	Yes	10			
H - Codebtors	Yes	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	\$908,269,640.86

Debtor

(if known)

**SCHEDULE A - REAL PROPERTY**

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a co-tenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, or both own the property by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G- Executory Contracts and Unexpired Leases.

If any entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	AMOUNT OF SECURED CLAIM
		CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	
None			

Subtotal  
(Total of this page)

Total

(Use only on the last page of the completed Schedule A)

\$0.00

(Report total also on Summary of Schedules)

Debtor

(if known)

**SCHEDULE B - PERSONAL PROPERTY**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "X" in the appropriate position in the column labeled "None". If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, or both own the property by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community". If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property."

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY
			CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. CASH ON HAND.	X		
2. CHECKING, SAVINGS OR OTHER FINANCIAL ACCOUNTS, CERTIFICATES OF DEPOSIT, OR SHARES IN BANKS, SAVINGS AND LOAN, THRIFT, BUILDING AND LOAN, AND HOMESTEAD ASSOCIATIONS, OR CREDIT UNIONS, BROKERAGE HOUSES, OR COOPERATIVES.		CITIBANK-DLMS CONCENTRATION-USD ONE PENN'S WAY, 0P2 2ND FLOOR NEW CASTLE, DE 19720	\$2,659,044.27
		TEMPORARY CASH INVESTMENTS ICD 600 CALIFORNIA STREET 9TH FLOOR SAN FRANCISCO, CA 94108	\$69,596,545.43
		WACHOVA/FIRSTUNION-DLMS-LOCKBOX DEP 191 PEACHTREE STREET, MC-GA 8009 ATLANTA, GA 30303	\$5,594.58
3. SECURITY DEPOSITS WITH PUBLIC UTILITIES, TELEPHONE COMPANIES, LANDLORDS, AND OTHERS.	X		

Subtotal  
(Total of this page)

\$72,261,184.28

Total

(Use only on the last page of the completed Schedule B)

(Report total also on Summary of Schedules

Debtor

(if known)

**SCHEDULE B - PERSONAL PROPERTY**

**(Continuation Sheet)**

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY
			CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
4. HOUSEHOLD GOODS AND FURNISHINGS, INCLUDING AUDIO, VIDEO, AND COMPUTER EQUIPMENT.	X		
5. BOOKS, PICTURES AND OTHER ART OBJECTS, ANTIQUES, STAMP, COIN, RECORD, TAPE, COMPACT DISC, AND OTHER COLLECTIONS OR COLLECTIBLES.	X		
6. WEARING APPAREL.	X		
7. FURS AND JEWELRY.	X		
8. FIREARMS AND SPORTS, PHOTOGRAPHIC, AND OTHER HOBBY EQUIPMENT.	X		
9. INTERESTS IN INSURANCE POLICIES. NAME INSURANCE COMPANY OF EACH POLICY AND ITEMIZE SURRENDER OR REFUND VALUE OF EACH.	X		
10. ANNUITIES. ITEMIZE AND NAME EACH INSURER.	X		
11. INTERESTS IN IRA, ERISA, KEOGH, OR OTHER PENSION OR PROFIT SHARING PLANS. ITEMIZE.	X		
12. STOCK AND INTERESTS IN INCORPORATED BUSINESSES. ITEMIZE.	X		

Subtotal  
(Total of this page)

\$0.00

Total

(Use only on the last page of the completed Schedule B)

(Report total also on Summary of Schedules)

Debtor

(if known)

**SCHEDULE B - PERSONAL PROPERTY**

**(Continuation Sheet)**

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY
			CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
13. INTERESTS IN PARTNERSHIPS OR JOINT VENTURES. ITEMIZE.	X		
14. GOVERNMENT AND CORPORATE BONDS AND OTHER NEGOTIABLE AND NON-NEGOTIABLE INSTRUMENTS.	X		
15. ACCOUNTS RECEIVABLE.		TRADE	\$109,699,478.11
		INTERCOMPANY RECEIVABLES	\$122,955,453.14
16. ALIMONY, MAINTENANCE, SUPPORT, AND PROPERTY SETTLEMENTS TO WHICH THE DEBTOR IS OR MAY BE ENTITLED. GIVE PARTICULARS.	X		
17. OTHER LIQUIDATED DEBTS OWING DEBTOR INCLUDING TAX REFUNDS. GIVE PARTICULARS.		GA NOL CARRYBACK REFUND AND CY04 OVERPAYMENT GEORGIA DEPT. OF REVENUE, INCOME TAX DIV. P.O. BOX 740397 ATLANTA, GA 30374-0397	\$62,006.00
18. EQUITABLE OR FUTURE INTERESTS, LIFE ESTATES, AND RIGHTS OR POWERS EXERCISABLE FOR THE BENEFIT OF THE DEBTOR OTHER THAN THOSE LISTED IN SCHEDULE OF REAL PROPERTY.	X		
19. CONTINGENT AND NON-CONTINGENT INTERESTS IN ESTATE OF A DECEDENT, DEATH BENEFIT PLAN, LIFE INSURANCE POLICY, OR TRUST.	X		

Subtotal (Total of this page)	\$232,716,937.25
Total	

(Use only on the last page of the completed Schedule B)

(Report total also on Summary of Schedules)

Debtor

(if known)

**SCHEDULE B - PERSONAL PROPERTY**

**(Continuation Sheet)**

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY
			CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
20. OTHER CONTINGENT AND UNLIQUIDATED CLAIMS OF EVERY NATURE, INCLUDING TAX REFUNDS, COUNTERCLAIMS OF THE DEBTOR, AND RIGHTS TO SETOFF CLAIMS. GIVE ESTIMATED VALUE OF EACH.	X		
21. PATENTS, COPYRIGHTS, AND OTHER INTELLECTUAL PROPERTY. GIVE PARTICULARS.	X		
22. LICENSES, FRANCHISES, AND OTHER GENERAL INTANGIBLES. GIVE PARTICULARS.		BUSINESS LICENSES IN VARIOUS STATES.	
23. AUTOMOBILES, TRUCKS, TRAILERS, OTHER VEHICLES AND ACCESSORIES.	X		
24. BOATS, MOTORS, AND ACCESSORIES.	X		
25. AIRCRAFT AND ACCESSORIES.	X		
26. OFFICE EQUIPMENT, FURNISHINGS, AND SUPPLIES.	X		
27. MACHINERY, FIXTURES, EQUIPMENT AND SUPPLIES USED IN BUSINESS.	X		
28. INVENTORY.	X		
29. ANIMALS.	X		

Subtotal  
(Total of this page)

\$0.00

Total

(Use only on the last page of the completed Schedule B)

(Report total also on Summary of Schedules)

In re DELTA LOYALTY MANAGEMENT SERVICES, LLC

Case No. 05-17939

Debtor

(if known)

**SCHEDULE B - PERSONAL PROPERTY**

**(Continuation Sheet)**

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY
			CURRENT MARKET VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
30. CROPS - GROWING OR HARVESTED. GIVE PARTICULARS.	X		
31. FARMING EQUIPMENT AND IMPLEMENTS.	X		
32. FARM SUPPLIES, CHEMICALS, AND FEED.	X		
33. OTHER PERSONAL PROPERTY OF ANY KIND NOT ALREADY LISTED. ITEMIZE.	X		

Sheet no. 5 of 5 sheets attached to  
Schedule of Personal Property

Subtotal  
(Total of this page)

\$0.00

Total

\$304,978,121.53

(Use only on the last page of the completed Schedule B)

(Report total also on Summary of Schedules)

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		CONTINGENT			UNSECURED PORTION, IF ANY
	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND MARKET VALUE OF PROPERTY SUBJECT TO LIEN	UNLIQUIDATED		AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	
			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 - ADVANCE #1  Value:			\$250,000,000.00	UNKNOWN
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 - ADVANCE #2  Value:			\$250,000,000.00	UNKNOWN

Subtotal (Total of this page)	\$500,000,000.00
Total (Use only on the last page of the completed Schedule D)	\$500,000,000.00

Debtor

(if known)

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the 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.

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

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

**TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)** **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(2).

 **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,000\* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(3), as amended by § 1401 of Pub L. 109-8.

 **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

 **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to a maximum of \$4,925\* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(5).

 **Deposits by individuals**

Claims of individuals up to \$2,225\* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(6).

 **Alimony, Maintenance, or Support**

Claims of a spouse, former spouse, or child of the debtor for alimony, maintenance, or support, to the extent provided in 11 U.S.C. § 507(a)(7).

 **Taxes and Other Certain Debts Owed to Governmental Units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

 **Commitments to Maintain the Capital of an Insured Depository Institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

\* Amounts are subject to adjustment on April 1, 2007, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

Debtor

(if known)

**SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS**

**(Continuation Sheet)**

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, ADN ACCOUNT NUMBER (See instructions.)	CODEBTOR		CONTINGENT			TOTAL AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY
	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	UNLIQUIDATED				
			DISPUTED				
ACCOUNT NO. Delaware Secretary of State State of Delaware/Division of Corporations PO Box 74072 Baltimore, MD 21274-4072		INCOME/ FRANCHISE	x	x	x	UNKNOWN	UNKNOWN
ACCOUNT NO. Georgia Department of Labor 148 Andrew Young International Blvd, NE ATLANTA, GA 30303		STATE UNEMPLOYMENT	x	x	x	UNKNOWN	UNKNOWN
ACCOUNT NO. IRS EFTPS-Excise Tax Cincinnati, OH 45999-0009		FEDERAL EXCISE TAX ESTIMATED LIABILITY	x	x	x	UNKNOWN	UNKNOWN
ACCOUNT NO. Taxpayer Services Division Georgia Income Tax Division PO Box 740397 Atlanta, GA 30374-0397		INCOME/ FRANCHISE	x	x	x	UNKNOWN	UNKNOWN

Subtotal  
(Total of this page)

UNKNOWN
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Total

(Use only on the last page of the completed Schedule E)

UNKNOWN
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(Report total also on Summary of Schedules

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	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	UNLIQUIDATED			
			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)

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

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)

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						\$1,672.50

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

Subtotal  
(Total of this page)

\$30,642.13
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Total

(Use only on the last page of the completed Schedule F)

\$408,269,640.86
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(Report total also on Summary of Schedules)

Debtor

(if known)

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests.

State nature of debtor's interest in contract, i.e. "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of the lease.

Provide the names and complete mailing addresses of all other parties to each lease or contract described.

NOTE: A party listed on this schedule will not receive notice of the filing of this case unless the party is also scheduled in the appropriate schedule of creditors.

Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
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1-800-FLOWERS, INC.  
PARTNERSHIP MARKETING/ALLIANCES  
1600 STEWART AVENUE  
WESTBURY, NY 11590

FREQUENT FLYER AGREEMENTS  
SKYMILES PROGRAM PARTICIPATION AGREEMENT  
CONTRACT TYPE: SALES  
CONTRACT #: DOMESTIC - 6966-80530

ACE USA  
COLLATERAL MANAGER  
ACE USA, TL32B  
TWO LIBERTY PLACE, 1601 CHESTNUT ST.  
PHILADELPHIA, PA 19103-0000

INSURANCE POLICIES  
ACE USA CLOSING BINDER PLEDGE & SECURITY AGREEMENT  
CONTRACT TYPE: OTHER  
CONTRACT #: DOMESTIC - 13576-RMWLRC4396752

ALLIANCE BANC D/B/A AWARDS FOR MORTGAGE AND REAL ESTATE  
PARTNERSHIP MARKETING/ALLIANCES-JIM O'REILLY  
3401 WEST SUNFLOWER AVENUE  
SUITE 160  
SANTA ANA, CA 92704

MISCELLANEOUS/OTHER  
CONFIDENTIALITY AGREEMENT  
CONTRACT TYPE: OTHER  
CONTRACT #: DOMESTIC - 7000-80473

AMERICAN EXPRESS FINANCIAL ADVISORS  
CARA SJODIN  
200 AXP FINANCIAL CENTER  
MINNEAPOLIS, MN 55474

FREQUENT FLYER AGREEMENTS  
SKYMILES PROGRAM PARTICIPATION AGREEMENT  
CONTRACT TYPE: SALES  
CONTRACT #: DOMESTIC - 7010-79563

AMERICAN EXPRESS PROPERTY CASUALTY COMPANIES  
KENNETH CIAK  
3500 PACKERLAND DRRIVE  
DE PERE, WI 54115-9034

MISCELLANEOUS/OTHER  
AUTOMOBILE INSURANCE REFERRAL AGREEMENT  
CONTRACT TYPE: CONTRACT BETWEEN DELTA PARTIES  
CONTRACT #: DOMESTIC - 7011-87668

Note: The information provided on this Schedule G is based on the Debtor's investigation of its books and records to date and inclusion or exclusion on or omission from this Schedule G of a particular contract or lease does not constitute an admission by the Debtor that such contract or lease is executory or unexpired, or not, as the case may be. The Debtor reserves its rights to amend this Schedule G by deleting items hereon or listing additional items.

In re **DELTA LOYALTY MANAGEMENT SERVICES, LLC**

Case No. **05-17939**

Debtor

(if known)

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

<b>NAME AND MAILING ADDRESS, INCLUDING ZIP CODE. OF OTHER PARTIES TO LEASE OR CONTRACT.</b>	<b>DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.</b>
AMERICAN EXPRESS TRAVEL RELATED SERVICES CO., INC. AMERICAN EXPRESS TOWER WORLD FINANCIAL CENTER NEW YORK, NY 10285	CREDIT AGREEMENTS ADVANCE PAYMENT SUPPLEMENTS TO MEMBERSHIP RECORDS AND CO-BRAND AGREEMENT CONTRACT TYPE: OTHER CONTRACT #: GLOBAL - 12009-86282
AMERICAN EXPRESS TRAVEL RELATED SERVICES CO., INC. AMERICAN EXPRESS TOWER WORLD FINANCIAL CENTER NEW YORK, NY 10285	FREQUENT FLYER AGREEMENTS AGREEMENT FOR MEMBERSHIP REWARDS PARTICIPATION CONTRACT TYPE: UNKNOWN CONTRACT #: INTERNATIONAL - 7021-88388
AMERICAN EXPRESS TRAVEL RELATED SERVICES CO., INC. SENIOR VICE-PRESIDENT, CARD BUSINESS DEVELOPMENT 200 VESEY STREET NEW YORK, NY 10285-3500	FREQUENT FLYER AGREEMENTS DELTA AMERICAN EXPRESS CO-BRANDED CREDIT CARD PROGRAM AGREEMENT CONTRACT TYPE: SALES CONTRACT #: DOMESTIC - 7019-76984
AMERICAN EXPRESS TRAVEL RELATED SERVICES CO., INC. AMERICAN EXPRESS TOWER WORLD FINANCIAL CENTER NEW YORK, NY 10285	FREQUENT FLYER AGREEMENTS AGREEMENT FOR MEMBERSHIP REWARDS PARTICIPATION CONTRACT TYPE: UNKNOWN CONTRACT #: INTERNATIONAL - 7022-88387
AMERICAN EXPRESS TRAVEL RELATED SERVICES CO., INC. SENIOR VICE-PRESIDENT, CARD BUSINESS DEVELOPMENT 200 VESEY STREET NEW YORK, NY 10285-3500	FREQUENT FLYER AGREEMENTS UNDERSTANDING CONCERNING POTENTIAL AMERICAN EXPRESS PURCHASE OF BANK OF HAWAII PORTFOLIO [SUPPLEMENTAL] CONTRACT TYPE: SALES CONTRACT #: DOMESTIC - 7020-76984
AMERICAN EXPRESS TRAVEL RELATED SERVICES CO., INC. VICE-PRESIDENT, REWARDS 200 VESEY STREET NEW YORK, NY 10285-3500	FREQUENT FLYER AGREEMENTS MEMBERSHIP REWARDS AGREEMENT CONTRACT TYPE: SALES CONTRACT #: DOMESTIC - 7014-76986
AMERITRADE, INC. JAMES CLAYTON, ACCOUNT EXECUTIVE 10825 HARNEY STREET OMAHA, NE 68154	FREQUENT FLYER AGREEMENTS SKYMILES PROGRAM PARTICIPATION AGREEMENT CONTRACT TYPE: SALES CONTRACT #: DOMESTIC - 7023-77382

Note: The information provided on this Schedule G is based on the Debtor's investigation of its books and records to date and inclusion or exclusion on or omission from this Schedule G of a particular contract or lease does not constitute an admission by the Debtor that such contract or lease is executory or unexpired, or not, as the case may be. The Debtor reserves its rights to amend this Schedule G by deleting items hereon or listing additional items.

In re **DELTA LOYALTY MANAGEMENT SERVICES, LLC**

Case No. **05-17939**

Debtor

(if known)

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

<b>NAME AND MAILING ADDRESS, INCLUDING ZIP CODE. OF OTHER PARTIES TO LEASE OR CONTRACT.</b>	<b>DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.</b>
ANC RENTAL CORP. PATTI PATON 200 SOUTH ANDREWS AVENUE 7TH FLOOR FT. LAUDERDALE, FL 33301	FREQUENT FLYER AGREEMENTS SKYMILES PROGRAM PARTICIPATION AGREEMENT CONTRACT TYPE: SALES CONTRACT #: DOMESTIC - 7025-77773
AOL KEENAN GATES 22000 AOL WAY DULLES, VA 20166	FREQUENT FLYER AGREEMENTS SKYMILES PROGRAM PROMOTION AGREEMENT CONTRACT TYPE: SALES CONTRACT #: DOMESTIC - 7027-82231
ARGONAUT RELOCATION SERVICES D/B/A GMAC NETWORK SERVICES RANDY RODRIGUEZ - SVP 2600 TROY CENTER DRIVE SUITE 100 TROY, MI 48084	FREQUENT FLYER AGREEMENTS SKYMILES PROGRAM PARTICIPATION AGREEMENT CONTRACT TYPE: OTHER CONTRACT #: DOMESTIC - 7029-80477
AT&T MELISSA SCHMITT 341 MT. KEMBLE AVENUE OFFICE N122B MORRISTOWN, NJ 07920	FREQUENT FLYER AGREEMENTS SKYMILES PROGRAM PARTICIPATION AGREEMENT CONTRACT TYPE: SALES CONTRACT #: DOMESTIC - 7034-78823
AVIS RENT A CAR SYSTEM, INC. DEBBIE SIEVERT 6 SYLVAN WAY PARSIPPANY, NJ 07054	FREQUENT FLYER AGREEMENTS SKYMILES PROGRAM PARTICIPATION AGREEMENT CONTRACT TYPE: SALES CONTRACT #: DOMESTIC - 7044-42293
BANK ONE	MISCELLANEOUS/OTHER SKYMILES PARTICIPATION AGREEMENT CONTRACT TYPE: UNKNOWN CONTRACT #: DOMESTIC - 7050-87547
BEST WESTERN CARA HUGHES 6201 NORTH 24TH PARKWAY PHOENIX, AZ 85016-2023	PROMOTION AGREEMENTS SKYMILES PROGRAM PROMOTION AGREEMENT CONTRACT TYPE: SALES CONTRACT #: DOMESTIC - 7052-81854

Note: The information provided on this Schedule G is based on the Debtor's investigation of its books and records to date and inclusion or exclusion on or omission from this Schedule G of a particular contract or lease does not constitute an admission by the Debtor that such contract or lease is executory or unexpired, or not, as the case may be. The Debtor reserves its rights to amend this Schedule G by deleting items hereon or listing additional items.

In re **DELTA LOYALTY MANAGEMENT SERVICES, LLC**

Case No. **05-17939**

Debtor

(if known)

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

<b>NAME AND MAILING ADDRESS, INCLUDING ZIP CODE. OF OTHER PARTIES TO LEASE OR CONTRACT.</b>	<b>DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.</b>
CARLSON MARKETING GROUP 1405 XENIUM LANE PLYMOUTH, MN 55441	MISCELLANEOUS/OTHER MUTUAL CONFIDENTIALITY AND NON-DISCLOSURE AGREEMENT CONTRACT TYPE: UNKNOWN CONTRACT #: GLOBAL - 7077-87484
CHOICE HOTELS INTERNATIONAL INC. JIM DOMINEY 10750 COLUMBIA PIKE SILVER SPRING, MD 20901	FREQUENT FLYER AGREEMENTS SKYMILES PROGRAM PARTICIPATION AGREEMENT CONTRACT TYPE: SALES CONTRACT #: DOMESTIC - 7087-76602
CITICORP DINERS CLUB, INC. (CDC) MARKETING - LARRY WAY 8430 W BRYN MAWR AVENUE CHICAGO, IL 60631	FREQUENT FLYER AGREEMENTS CONTRACT/AGREEMENT SUMMARY CONTRACT TYPE: SALES CONTRACT #: DOMESTIC - 7090-38989
COLUMBIA HOUSE COMPANY TERENCE MACKO 1221 THE AVENUE OF THE AMERICAS NEW YORK, NY 10020	FREQUENT FLYER AGREEMENTS SKYMILES PROGRAM PARTICIPATION AGREEMENT CONTRACT TYPE: SALES CONTRACT #: DOMESTIC - 7096-81041
DOCK TELEMARKETING S.A. RICHARD FLORES 800 BRICKELL AVENUE, SUITE 1000 MIAMI, FL 33131	MISCELLANEOUS/OTHER ADDENDUM TO SKYMILES PROGRAM PARTICIPATION AGREEMENT CONTRACT TYPE: SALES CONTRACT #: INTERNATIONAL - 7135-81363
DOLLAR THRIFTY AUTOMOTIVE GROUP TIM HALDEN & BOB THUNELL 5330 EAST 31ST STREET TULSA, OK 74135	FREQUENT FLYER AGREEMENTS SKYMILES PROGRAM PARTICIPATION AGREEMENT CONTRACT TYPE: SALES CONTRACT #: DOMESTIC - 7137-81052
E*TRADE GROUP ADVERTISING DEPT.- MATT MURPHY 4500 BOHANNON DRIVE MENLO PARK, CA 94025	FREQUENT FLYER AGREEMENTS SKYMILES PROGRAM PARTICIPATION AGREEMENT CONTRACT TYPE: SALES CONTRACT #: DOMESTIC - 7141-79038

Note: The information provided on this Schedule G is based on the Debtor's investigation of its books and records to date and inclusion or exclusion on or omission from this Schedule G of a particular contract or lease does not constitute an admission by the Debtor that such contract or lease is executory or unexpired, or not, as the case may be. The Debtor reserves its rights to amend this Schedule G by deleting items hereon or listing additional items.

In re **DELTA LOYALTY MANAGEMENT SERVICES, LLC**

Case No. **05-17939**

Debtor

(if known)

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

<b>NAME AND MAILING ADDRESS, INCLUDING ZIP CODE. OF OTHER PARTIES TO LEASE OR CONTRACT.</b>	<b>DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.</b>
ENHANCEMENT SERVICES CORPORATION 5897 WINDWARD PARKWAY SUITE 200 ALEPHARETTA, GA 30005	MISCELLANEOUS/OTHER MUTUAL CONFIDENTIALITY AND NDA CONTRACT TYPE: UNKNOWN CONTRACT #: GLOBAL - 7149-87509
FREQUENCY MARKETING INC. (FMI) 1000 SUMMIT DRIVE MILFORD, OH 45150	MISCELLANEOUS/OTHER MUTUAL CONFIDENTIALITY AGREEMENT CONTRACT TYPE: UNKNOWN CONTRACT #: GLOBAL - 7169-87491
FTD.COM, INC. PARTNERSHIP MARKETING- LESLIE SMITHERS 3113 WOODCREEK DRIVE DOWNERS GROVE, IL 60515	UNCLASSIFIED SKYMILES PROGRAM PARTICPATION AGREEMENT CONTRACT TYPE: SALES CONTRACT #: DOMESTIC - 7171-76790
GENERAL ELECTRIC GENERAL ELECTRIC CAPITAL CORPORATION 1100 ABERNATHY ROAD, SUITE 900 ATTN: DELTA MANAGER ATLANTA, GA 30328	CREDIT AGREEMENTS CREDIT AGREEMENT DATED AS OF NOV. 30, 2004 CONTRACT TYPE: OTHER CONTRACT #: GLOBAL - 12039-86283
HILTON HHONORS WORLDWIDE, LLC JEFFREY DISKIN 9336 CIVIC CENTER DRIVE BEVERLY HILLS, CA 90210	MISCELLANEOUS/OTHER SKYMILES PROGRAM PARTICIPATION AGREEMENT CONTRACT TYPE: SALES CONTRACT #: DOMESTIC - 7196-80122
HYATT CORPORATION TARA BAHKLE MADISON PLAZA 200 WEST MADISON STREET CHICAGO, IL 60606	FREQUENT FLYER AGREEMENTS SKYMILES PROGRAM PARTICIPATION AGREEMENT CONTRACT TYPE: SALES CONTRACT #: DOMESTIC - 7218-77198
INTERCONTINENTAL HOTEL GROUP LISA HALLAM THREE RAVINIA DRIVE SUITE 100 ATLANTA, GA 30346-2149	FREQUENT FLYER AGREEMENTS SKYMILES PROGRAM PARTICIPATION AGREEMENT CONTRACT TYPE: SALES CONTRACT #: DOMESTIC - 7228-80532

Note: The information provided on this Schedule G is based on the Debtor's investigation of its books and records to date and inclusion or exclusion on or omission from this Schedule G of a particular contract or lease does not constitute an admission by the Debtor that such contract or lease is executory or unexpired, or not, as the case may be. The Debtor reserves its rights to amend this Schedule G by deleting items hereon or listing additional items.

In re **DELTA LOYALTY MANAGEMENT SERVICES, LLC**

Case No. **05-17939**

Debtor

(if known)

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

<b>NAME AND MAILING ADDRESS, INCLUDING ZIP CODE. OF OTHER PARTIES TO LEASE OR CONTRACT.</b>	<b>DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.</b>
LE MERIDIEN HOTELS (UK) LIMITED FIONA BEETAR 420 LEXINGTON AVENUE SUITE 1718 NEW YORK, NY 10170	FREQUENT FLYER AGREEMENTS SKYMILES PROGRAM PARTICIPATION AGREEMENT CONTRACT TYPE: SALES CONTRACT #: INTERNATIONAL - 7260-81289
LENDINGTREE, INC. AFFINITY MARKETING - BRYAN CHUPP 11115 RUSHMORE DRIVE CHARLOTTE, NC 28277	FREQUENT FLYER AGREEMENTS SKYMILES PROGRAM PARTICIPATION AGREEMENT CONTRACT TYPE: SALES CONTRACT #: DOMESTIC - 7263-81285
MARRIOTT REWARDS, INC. KELLY KEITH 10400 FERNWOOD ROAD BETHESDA, MD 20817	FREQUENT FLYER AGREEMENTS SKYMILES PROGRAM PARTICIPATION AGREEMENT CONTRACT TYPE: SALES CONTRACT #: DOMESTIC - 7277-82197
MICHELIN ASHLEY O-DELL ONE PARKWAY SOUTH GREENVILLE, SC 29602	PROMOTION AGREEMENTS SKYMILES PROGRAM PROMOTION AGREEMENT CONTRACT TYPE: SALES CONTRACT #: DOMESTIC - 7284-81270
MUTUAL OF OMAHA INSURANCE THOMAS GRAHAM MUTUAL OF OMAHA PLAZA OMAHA, NE 68175	FREQUENT FLYER AGREEMENTS MUTUAL OF OMAHA SKYREWARDS PURCH AGREEMENT CONTRACT TYPE: SALES CONTRACT #: DOMESTIC - 7289-82224
NETBANK A.DAVID SOVERAU - VP, MARKET MANAGEMENT 11475 GREAT OAKS WAY ROYAL CENTER THREE, SUITE 100 ALPHARETTA, GA 30022	FREQUENT FLYER AGREEMENTS PARTNERFIRST WEB SITE ACCESS ADDENDUM TO SKYMILES PROGRAM PARTICIPATION AGREEMENT CONTRACT TYPE: OTHER CONTRACT #: DOMESTIC - 7296-79520
NETBANK PARTNERSHIP MARKETING- EVE MCDOWELL 11475 GREAT OAKS WAY ROYAL CENTER THREE, SUITE 100 ALPHARETTA, GA 30022	MISCELLANEOUS/OTHER RECIPROCAL NONDISCLOSURE AGREEMENT CONTRACT TYPE: OTHER CONTRACT #: DOMESTIC - 7297-80515

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In re **DELTA LOYALTY MANAGEMENT SERVICES, LLC**

Case No. **05-17939**

Debtor

(if known)

**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

<b>NAME AND MAILING ADDRESS, INCLUDING ZIP CODE. OF OTHER PARTIES TO LEASE OR CONTRACT.</b>	<b>DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.</b>
NETWORK SOLUTIONS SCOTT REIMER	MISCELLANEOUS/OTHER DELTA SKYMILES PROGRAM PARTICIPATION AGREEMENT CONTRACT TYPE: UNKNOWN CONTRACT #: DOMESTIC - 7298-82173
NEXTEL OPERATIONS, INC. GREG NELSON 2000 EDMUND HALLEY DRIVE RESTON, VA 20191	MISCELLANEOUS/OTHER SKYMILES PROGRAM PARTICIPATION AGREEMENT CONTRACT TYPE: SALES CONTRACT #: DOMESTIC - 7304-80121
OMNI HOTELS MANAGEMENT CORPORATION THOMAS J. CHEVINS 420 DECKER DRIVE IRVING, TX 75062	MISCELLANEOUS/OTHER SKYMILES PROGRAM PARTICIPATING AGREEMENT CONTRACT TYPE: SALES CONTRACT #: DOMESTIC - 7319-77774
OUR VACATION STORE LIN HUMPHREY 10030 NORTH 25TH AVENUE PHOENIX, AZ 85021	SPONSORSHIP AGREEMENTS SKYMILES PROGRAM PROMOTION AGREEMENT CONTRACT TYPE: SALES CONTRACT #: DOMESTIC - 7324-82230
OURVACATIONSTORE, INC. 10030 NORTH 25TH AVENUE PHOENIX, AZ 85021	MISCELLANEOUS/OTHER SKYMILES PROGRAM PROMOTION AGREEMENT CONTRACT TYPE: SALES CONTRACT #: DOMESTIC - 7325-80710
PEOPLEPC, INC. SCOTT GILBERT 100 PINE STREET, SUITE 1100 SAN FRANCISCO, CA 94111	FREQUENT FLYER AGREEMENTS SKYMILES PROGRAM PARTICIPATION AGREEMENT CONTRACT TYPE: SALES CONTRACT #: DOMESTIC - 7331-80519
POINTS INTERNATIONAL, LTD.	MISCELLANEOUS/OTHER SKYMILES PROGRAM PARTICIPATION AGREEMENT CONTRACT TYPE: PURCHASE CONTRACT #: INTERNATIONAL - 7337-88559
RADISSON HOTELS INTERNATIONAL KAREN ODENTHAL 1405 XENIUM LANE NORTH PLYMOUTH, MN 55441-8204	FREQUENT FLYER AGREEMENTS SKYMILES PROGRAM PARTICIPATION AGREEMENT CONTRACT TYPE: SALES CONTRACT #: DOMESTIC - 7358-78791

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REWARDS NETWORK INC. MEGAN FLYNN TWO NORTH RIVERSIDE PLAZA, SUITE 950 CHICAGO, IL 60606	MISCELLANEOUS/OTHER DELTA SKYMILES PROGRAM PARTICIPATION AGREEMENT CONTRACT TYPE: OTHER CONTRACT #: DOMESTIC - 7366-67898
SCANA ENERGY MARKETING, INC. MARKETING- ROB THOMAS 3340 PEACHTREE ROAD NE, SUITE 750 ATLANTA, GA 30326	FREQUENT FLYER AGREEMENTS CONFIDENTIALITY AGREEMENT CONTRACT TYPE: SALES CONTRACT #: DOMESTIC - 7378-80575
SCANA ENERGY MARKETING, INC. GEORGE DEVLIN - VICE PRESIDENT 3340 PEACHTREE ROAD NE, SUITE 750 ATLANTA, GA 30326	PROMOTION AGREEMENTS SKYREWARDS AGREEMENT CONTRACT TYPE: SALES CONTRACT #: DOMESTIC - 7377-78744
SCIENTIFIC GAMES STEVE SAFERIN 1500 BLUEGRASS LAKES PARKWAY ALPHARETTA, GA 30004	FREQUENT FLYER AGREEMENTS SKYMILES PROGRAM PARTICIPATION AGREEMENT CONTRACT TYPE: SALES CONTRACT #: DOMESTIC - 7380-81856
SHAREBUILDER SECURITIES CORPORATION DAVID LAWRENCE 1445 120TH STREET BELLEVUE, WA 98005-2127	FREQUENT FLYER AGREEMENTS SKYMILES PROGRAM PARTICIPATION AGREEMENT CONTRACT TYPE: SALES CONTRACT #: DOMESTIC - 7383-80988
SIGNATURE'S NATIONWIDE AUTO CLUB AND SIGNATURE AGENCY, INC. VINCENT A. MOTTOLA - SENIOR VICE PRESIDENT 200 NORTH MARTINGALE ROAD SCHAUMBURG, IL 60173	FREQUENT FLYER AGREEMENTS SKYMILES PROGRAM PARTICIPATION AGREEMENT CONTRACT TYPE: OTHER CONTRACT #: DOMESTIC - 7388-77429
SOUTHERN JEWELRY TRAVELER'S ASSOCIATION 4 EXECUTIVE PARK DRIVE, SUITE 1202 ATLANTA, GA 30329	PROMOTION AGREEMENTS SKYMILES PROGRAM PROMOTION AGREEMENT CONTRACT TYPE: SALES CONTRACT #: DOMESTIC - 7400-82232
STARWOOD HOTELS & RESORTS WORLDWIDE, INC. ANNE MASSEY 1111 WESTCHESTER AVENUE WHITE PLAINS, NY 10604	FREQUENT FLYER AGREEMENTS CONFIDENTIALITY AGREEMENT CONTRACT TYPE: OTHER CONTRACT #: DOMESTIC - 7403-79041

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STARWOOD HOTELS & RESORTS WORLDWIDE, INC. ANNE MASSEY 1111 WESTCHESTER AVENUE WHITE PLAINS, NY 10604	MISCELLANEOUS/OTHER SKYMILES PROGRAM PARTICIPATION AGREEMENT CONTRACT TYPE: SALES CONTRACT #: DOMESTIC - 7404-80260
STEIGENBERGER RESERVATION SERVICE (SRS) JACKIE ASENCIO 152 WEST 57TH STREET - 33RD FLOOR NEW YORK, NY 10019-3301	FREQUENT FLYER AGREEMENTS SKYMILES PROGRAM PARTICIPATION AGREEMENT CONTRACT TYPE: SALES CONTRACT #: INTERNATIONAL - 7405-79019
SUNTRUST BANK THOMAS BENNETT 303 PEACHTREE CENTER AVENUE NE, SUITE 300 ATLANTA, GA 30303	MISCELLANEOUS/OTHER CONFIDENTIALITY AGREEMENT CONTRACT TYPE: OTHER CONTRACT #: DOMESTIC - 7407-80513
T-MOBILE DAVE CABLE 12920 SE 38TH STREET BELLEVUE, WA 98006	FREQUENT FLYER AGREEMENTS SKYMILES PROGRAM PARTICIPATION AGREEMENT CONTRACT TYPE: SALES CONTRACT #: DOMESTIC - 7425-80124
TRAVEL REWARDS ROBERT MANDATO 1 SYLVAN WAY PARSIPPANY, NJ 07054	FREQUENT FLYER AGREEMENTS SKYMILES PROGRAM PARTICIPATION AGREEMENT CONTRACT TYPE: SALES CONTRACT #: DOMESTIC - 7435-79036
TRIDENT MARKETING INTERNATIONAL, INC. DAVID TAYLOR 4410 HILLSBOROUGH AVENUE, SUITE F TAMPA, FL 33614	COMMUNICATIONS LETTER AGREEMENT - TELECOMMUNICATIONS MARKETING OPPORTUNITY CONTRACT TYPE: PURCHASE CONTRACT #: DOMESTIC - 7437-87857
TRILEGIANT LOYALTY SOLUTIONS, INC. 7814 CAROUSEL LANE RICHMOND, VA 23294	MISCELLANEOUS/OTHER CONFIDENTIALITY AND NON-DISCLOSURE AGREEMENT CONTRACT TYPE: UNKNOWN CONTRACT #: DOMESTIC - 7438-86894
UNITED OVERSEAS BANK 101 THOMSON ROAD 15-02 UNITED SQUARE SINGAPORE 30759	MISCELLANEOUS/OTHER CONFIDENTIALITY AGREEMENT CONTRACT TYPE: UNKNOWN CONTRACT #: INTERNATIONAL - 7447-86314

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Case No. 05-17939

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VERISIGN, INC.  
SCOTT REIMER  
13200 VERISIGN WAY  
MS-WS 11-3  
HERNDON, VA 20171

FREQUENT FLYER AGREEMENTS  
SKYMILES PROGRAM PARTICIPATION AGREEMENT  
CONTRACT TYPE: SALES  
CONTRACT #: DOMESTIC - 7450-78774

WYNDHAM INTERNATIONAL, INC.  
NATALIE SHARPE  
1950 STEMMONS FREEWAY, SUITE 6001  
DALLAS, TX 75207

FREQUENT FLYER AGREEMENTS  
SKYMILES PROGRAM PARTICIPATION AGREEMENT  
CONTRACT TYPE: SALES  
CONTRACT #: DOMESTIC - 7463-78529

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Case No. **05-17939**

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### SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. In community property states, a married debtor not filing a joint case should report the name and address of the nondebtor spouse on this schedule. Include all names used by the nondebtor spouse during the six years immediately preceding the commencement of this case.

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
ASA HOLDINGS, INC. 1030 DELTA BLVD. ATLANTA, GA, 30354	AMERICAN EXPRESS TRAVEL RELATED SERVICES COMPANY, INC. ATTN: SENIOR VICE PRESIDENT, CARD BUSINESS DEVELOPMENT 200 VESEY STREET NEW YORK, NY 10285-3500
CROWN ROOMS, INC. 1030 DELTA BLVD. ATLANTA, GA, 30354	AMERICAN EXPRESS TRAVEL RELATED SERVICES COMPANY, INC. ATTN: SENIOR VICE PRESIDENT, CARD BUSINESS DEVELOPMENT 200 VESEY STREET NEW YORK, NY 10285-3500
DAL AIRCRAFT TRADING, INC. 1030 DELTA BLVD. ATLANTA, GA, 30354	AMERICAN EXPRESS TRAVEL RELATED SERVICES COMPANY, INC. ATTN: SENIOR VICE PRESIDENT, CARD BUSINESS DEVELOPMENT 200 VESEY STREET NEW YORK, NY 10285-3500
DAL GLOBAL SERVICES, LLC 1030 DELTA BLVD. ATLANTA, GA, 30354	AMERICAN EXPRESS TRAVEL RELATED SERVICES COMPANY, INC. ATTN: SENIOR VICE PRESIDENT, CARD BUSINESS DEVELOPMENT 200 VESEY STREET NEW YORK, NY 10285-3500

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DAL MOSCOW, INC. 1030 DELTA BLVD. ATLANTA, GA, 30354	AMERICAN EXPRESS TRAVEL RELATED SERVICES COMPANY, INC. ATTN: SENIOR VICE PRESIDENT, CARD BUSINESS DEVELOPMENT 200 VESEY STREET NEW YORK, NY 10285-3500
DELTA AIR LINES, INC. 1030 DELTA BLVD. ATLANTA, GA, 30354	AMERICAN EXPRESS TRAVEL RELATED SERVICES COMPANY, INC. ATTN: SENIOR VICE PRESIDENT, CARD BUSINESS DEVELOPMENT 200 VESEY STREET NEW YORK, NY 10285-3500
DELTA BENEFITS MANAGEMENT, INC. 1030 DELTA BLVD. ATLANTA, GA, 30354	AMERICAN EXPRESS TRAVEL RELATED SERVICES COMPANY, INC. ATTN: SENIOR VICE PRESIDENT, CARD BUSINESS DEVELOPMENT 200 VESEY STREET NEW YORK, NY 10285-3500
DELTA CORPORATE IDENTITY, INC. 1030 DELTA BLVD. ATLANTA, GA, 30354	AMERICAN EXPRESS TRAVEL RELATED SERVICES COMPANY, INC. ATTN: SENIOR VICE PRESIDENT, CARD BUSINESS DEVELOPMENT 200 VESEY STREET NEW YORK, NY 10285-3500

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DELTA TECHNOLOGY, LLC 1030 DELTA BLVD. ATLANTA, GA, 30354	AMERICAN EXPRESS TRAVEL RELATED SERVICES COMPANY, INC. ATTN: SENIOR VICE PRESIDENT, CARD BUSINESS DEVELOPMENT 200 VESEY STREET NEW YORK, NY 10285-3500
DELTA VENTURES III, LLC 1030 DELTA BLVD. ATLANTA, GA, 30354	AMERICAN EXPRESS TRAVEL RELATED SERVICES COMPANY, INC. ATTN: SENIOR VICE PRESIDENT, CARD BUSINESS DEVELOPMENT 200 VESEY STREET NEW YORK, NY 10285-3500
EPSILON TRADING, INC. 1030 DELTA BLVD. ATLANTA, GA, 30354	AMERICAN EXPRESS TRAVEL RELATED SERVICES COMPANY, INC. ATTN: SENIOR VICE PRESIDENT, CARD BUSINESS DEVELOPMENT 200 VESEY STREET NEW YORK, NY 10285-3500
KAPPA CAPITAL MANAGEMENT, INC. 1030 DELTA BLVD. ATLANTA, GA, 30354	AMERICAN EXPRESS TRAVEL RELATED SERVICES COMPANY, INC. ATTN: SENIOR VICE PRESIDENT, CARD BUSINESS DEVELOPMENT 200 VESEY STREET NEW YORK, NY 10285-3500

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SONG, LLC 1030 DELTA BLVD. ATLANTA, GA, 30354	AMERICAN EXPRESS TRAVEL RELATED SERVICES COMPANY, INC. ATTN: SENIOR VICE PRESIDENT, CARD BUSINESS DEVELOPMENT 200 VESEY STREET NEW YORK, NY 10285-3500
ASA HOLDINGS, INC. 1030 DELTA BLVD. ATLANTA, GA, 30354	GE CORPORATE FINANCIAL SERVICES WILLIAM DOOLITTLE, VICE PRESIDENT 1100 ABERNATHY ROAD SUITE 900 ATLANTA, GA 30328
CROWN ROOMS, INC. 1030 DELTA BLVD. ATLANTA, GA, 30354	GE CORPORATE FINANCIAL SERVICES WILLIAM DOOLITTLE, VICE PRESIDENT 1100 ABERNATHY ROAD SUITE 900 ATLANTA, GA 30328
DAL AIRCRAFT TRADING, INC. 1030 DELTA BLVD. ATLANTA, GA, 30354	GE CORPORATE FINANCIAL SERVICES WILLIAM DOOLITTLE, VICE PRESIDENT 1100 ABERNATHY ROAD SUITE 900 ATLANTA, GA 30328
DAL GLOBAL SERVICES, LLC 1030 DELTA BLVD. ATLANTA, GA, 30354	GE CORPORATE FINANCIAL SERVICES WILLIAM DOOLITTLE, VICE PRESIDENT 1100 ABERNATHY ROAD SUITE 900 ATLANTA, GA 30328

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DAL MOSCOW, INC. 1030 DELTA BLVD. ATLANTA, GA, 30354	GE CORPORATE FINANCIAL SERVICES WILLIAM DOOLITTLE, VICE PRESIDENT 1100 ABERNATHY ROAD SUITE 900 ATLANTA, GA 30328
DELTA AIR LINES, INC. 1030 DELTA BLVD. ATLANTA, GA, 30354	GE CORPORATE FINANCIAL SERVICES WILLIAM DOOLITTLE, VICE PRESIDENT 1100 ABERNATHY ROAD SUITE 900 ATLANTA, GA 30328
DELTA BENEFITS MANAGEMENT, INC. 1030 DELTA BLVD. ATLANTA, GA, 30354	GE CORPORATE FINANCIAL SERVICES WILLIAM DOOLITTLE, VICE PRESIDENT 1100 ABERNATHY ROAD SUITE 900 ATLANTA, GA 30328
DELTA CORPORATE IDENTITY, INC. 1030 DELTA BLVD. ATLANTA, GA, 30354	GE CORPORATE FINANCIAL SERVICES WILLIAM DOOLITTLE, VICE PRESIDENT 1100 ABERNATHY ROAD SUITE 900 ATLANTA, GA 30328
DELTA TECHNOLOGY, LLC 1030 DELTA BLVD. ATLANTA, GA, 30354	GE CORPORATE FINANCIAL SERVICES WILLIAM DOOLITTLE, VICE PRESIDENT 1100 ABERNATHY ROAD SUITE 900 ATLANTA, GA 30328

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DELTA VENTURES III, LLC 1030 DELTA BLVD. ATLANTA, GA, 30354	GE CORPORATE FINANCIAL SERVICES WILLIAM DOOLITTLE, VICE PRESIDENT 1100 ABERNATHY ROAD SUITE 900 ATLANTA, GA 30328
EPSILON TRADING, INC. 1030 DELTA BLVD. ATLANTA, GA, 30354	GE CORPORATE FINANCIAL SERVICES WILLIAM DOOLITTLE, VICE PRESIDENT 1100 ABERNATHY ROAD SUITE 900 ATLANTA, GA 30328
KAPPA CAPITAL MANAGEMENT, INC. 1030 DELTA BLVD. ATLANTA, GA, 30354	GE CORPORATE FINANCIAL SERVICES WILLIAM DOOLITTLE, VICE PRESIDENT 1100 ABERNATHY ROAD SUITE 900 ATLANTA, GA 30328
SONG, LLC 1030 DELTA BLVD. ATLANTA, GA, 30354	GE CORPORATE FINANCIAL SERVICES WILLIAM DOOLITTLE, VICE PRESIDENT 1100 ABERNATHY ROAD SUITE 900 ATLANTA, GA 30328

In re DELTA LOYALTY MANAGEMENT SERVICES, LLC  
Debtor

Case No. 05-17939  
(if known)

**DECLARATION CONCERNING DEBTOR'S SCHEDULES**

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION

I, the Manager of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, and that they are true and correct to the best of my knowledge, information, and belief.

Date May 31, 2006

Signature \S\

Paul A. Jacobson  
(print or type name of individual signing on behalf of debtor)

Manager  
(indicate position or relationship to debtor)