

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

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In re: : **Chapter 11 Case No.**
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DELTA AIR LINES, INC., et al., : **05-17923 (pcb)**
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Debtors. : **(Jointly Administered)**
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TO ALL CREDITORS OF THE DEBTORS:

PLEASE TAKE NOTICE that Delta Air Lines, Inc. (“**Delta**”) and those of its subsidiaries that are debtors and debtors in possession in these proceedings (collectively, the “**Debtors**”),¹ seek final orders approving their Application Pursuant to Sections 327(a) and 328(a) of the Bankruptcy Code and Federal Rule of Bankruptcy Procedure 2014(a) for Authority to Employ Babcock & Brown L.P. (“**Babcock & Brown**”) as Financial Advisor With Respect to Aircraft Financing for the Debtors (the “**Application**”), which was filed on September 14, 2005.

PLEASE TAKE FURTHER NOTICE that if the Application is granted, the Debtors will indemnify and hold Babcock & Brown harmless against liabilities arising out of or in connection with the retention of Babcock & Brown by the Debtors, except for any such losses finally judicially determined by a court of competent jurisdiction to have primarily resulted from the bad-faith, self-dealing, breach of fiduciary duty, if any, gross negligence, or willful misconduct of Babcock & Brown.

PLEASE TAKE FURTHER NOTICE that, if its retention is approved, Babcock & Brown will, unless such terms prove to have been improvident in light of developments not capable of being anticipated at the time of the hearing, be entitled to receive a monthly advisory fee of \$445,000 per month. Additional terms can be found in the engagement letter dated September 9, 2005 between Babcock & Brown and the Debtors (the “**Engagement Letter**”), annexed to the Application as Exhibit A.

PLEASE TAKE FURTHER NOTICE that the Honorable Prudence Carter Beatty of the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) approved Interim Order (the “**Interim Order**”) Pursuant to Sections 327(a) and 328(a) of the Bankruptcy Code and Federal Rule of Bankruptcy Procedure 2014(a) for Authority to

¹ The Debtors are the following entities: ASA Holdings, Inc.; Comair Holdings, LLC; Comair, Inc.; Comair Services, Inc.; Crown Rooms, Inc.; DAL Aircraft Trading, Inc.; DAL Global Services, LLC; DAL Moscow, Inc.; Delta AirElite Business Jets, Inc.; Delta Air Lines, Inc.; Delta Benefits Management, Inc.; Delta Connection Academy, Inc.; Delta Corporate Identity, Inc.; Delta Loyalty Management Services, LLC; Delta Technology, LLC; Delta Ventures III, LLC; Epsilon Trading, Inc.; Kappa Capital Management, Inc.; and Song, LLC.

Employ Babcock & Brown as Financial Advisor With Respect to Aircraft Financing for the Debtors on an interim basis pending a final hearing on the Application.

PLEASE TAKE FURTHER NOTICE that the final hearing on the Application is scheduled for October 6, 2005 at 1:30 p.m. prevailing Eastern Time at the United States Bankruptcy Court, Room 701, United States Customs House, One Bowling Green, New York, New York 10004.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Application must be filed and served no later than Monday October 3, 2005 on (i) attorneys for the Debtors, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017, Attn: Marshall S. Huebner, Esq.; (ii) Babcock & Brown LP, 2 Harrison Street, San Francisco, CA 94105, Attn: Judith A. Hall and its counsel, Marilyn Simon & Associates, 110 East 59th Street, New York, NY 10022, Attn: Marilyn Simon; (iii) the Office of the United States Trustee, 33 Whitehall Street, 21st Floor, New York, New York 10004, Attn: Greg M. Zipes, Esq.; (iv) attorneys for any official committee then-appointed in these cases; (v) attorneys to the agent for the Debtors' post-petition lenders, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153, Attn: George A. Davis; and (vi) attorneys for American Express Travel Related Services Company, Inc., Hahn & Hessen LLP, 488 Madison Avenue, New York, New York 10022, Attn: Jeffrey L. Schwartz and Joshua I. Divack.

PLEASE TAKE FURTHER NOTICE that any objections to the Application must be in writing, shall conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, and shall be filed electronically with the Court in accordance with General Order M-242, as amended by General Order M-269 (available at www.nysb.uscourts.gov) by registered users of the Court's case filing system and by all other parties in interest on a 3.5 inch disk, preferably in Portable Document Format (PDF), WordPerfect or any other Windows-based word processing format (with a hard-copy delivered directly to Chambers).

PLEASE TAKE FURTHER NOTICE that if no objections to the Application are timely filed, served, and received in accordance with the Application and Interim Order, the Court shall enter a final order granting the Application on a permanent basis without further notice or hearing.

PLEASE TAKE FURTHER NOTICE that the foregoing summary of certain elements of Babcock & Brown's retention is not complete and that the full terms of the retention is contained in the Application and the exhibits annexed thereto, which are available for inspection at the clerk's office for the Bankruptcy Court and on the Debtors' case information website at www.deltadocket.com and the Bankruptcy Court's Internet site at www.nysb.uscourts.gov (a Pacer log-in and password are needed and can be obtained at <http://pacer.psc.uscourts.gov>). To the extent that the summary of the retention terms set forth in this notice conflict with the terms of the Engagement Letter, the terms of the Engagement Letter controls.