

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

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In re: :
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: **Chapter 11 Case No.**
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DELTA AIR LINES, INC., et al., : **05-17923 (pcb)**
:
: **(Jointly Administered)**
Debtors. :
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**ORDER APPROVING NOTICE, CASE MANAGEMENT AND
ADMINISTRATIVE PROCEDURES**

Upon the motion dated September 14, 2005 (the “**Case Management Motion**”) ¹ of Delta Air Lines Inc., and those of its subsidiaries that are debtors and debtors in possession in these proceedings (collectively, the “**Debtors**”), ² for authorization pursuant to section 105(a) of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) and rule 1015(c) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) to establish certain notice, case management and administrative procedures (the “**Procedures**”), as more fully described in the Case Management Motion; and upon consideration of the Declaration of Edward H. Bastian Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”) in Support of First-Day Motions and Applications, dated as of the Petition Date; and the

¹ Unless otherwise defined herein, each capitalized term shall have the meaning ascribed to it in the Case Management Motion.

² 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.

Court having jurisdiction to consider the Case Management Motion and the relief requested therein pursuant to 28 U.S.C. § 1334 and the Standing Order of Referral of Cases to Bankruptcy Court Judges of the District Court for the Southern District of New York, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Case Management Motion and the requested relief being a core proceeding the Bankruptcy Court can determine pursuant to 28 U.S.C. § 157(b)(2); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Case Management Motion having been provided to the Office of the United States Trustee for the Southern District of New York, those creditors holding the five largest secured claims against the Debtors' estates, those creditors holding the thirty largest unsecured claims against the Debtors' estates and the attorneys for (i) the official committee of unsecured creditors appointed in these chapter 11 cases, (ii) the agent for the Debtors' post-petition lenders and (iii) American Express Travel Related Services Company, Inc., and it appearing that no other or further notice need be provided; and the relief requested in the Case Management Motion being in the best interests of the Debtors and their estates and creditors; and the Court having reviewed the Case Management Motion and having held a hearing with appearances of parties in interest noted in the transcript thereof (the "**Hearing**"); and certain changes to the form of Order having been made at the request of the court clerk, the court and others; and the Court having determined that the legal and factual bases set forth in the Case Management Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the relief requested in the Case Management Motion is hereby granted as modified by this Order; and it is further

ORDERED that the Debtors shall make this Order available on the Case Information Website (as defined below) and, within three (3) business days after its entry, serve it by U.S. Mail, hand delivery, facsimile or email on the Core Parties (as defined below) and all parties that, prior to the date of the entry of this Order, have requested notice pursuant to Bankruptcy Rule 2002; and it is further

ORDERED that the Procedures set forth herein are approved and shall govern all aspects of these chapter 11 cases, except as otherwise ordered by the Court; and it is further

ORDERED that, to the extent the Procedures conflict with the Bankruptcy Rules or the Local Rules, the Procedures govern and supersede such rules and shall apply to these chapter 11 cases; and it is further

ORDERED that all motions, applications and other matters requiring notice and/or a hearing (collectively, the “**Motions**”), all objections and responses to the Motions (the “**Objections**”), all replies to Objections (the “**Replies**”) and all other documents required to be filed with the Court (together with the Motions, Objections and Replies, the “**Court Papers**”) shall be filed electronically with the Court in accordance with General Order M-242, as amended by General Order M-269 (available at the Court’s website, www.nysb.uscourts.gov (the “**Court’s Website**”)) by registered users of the Court’s Electronic Case Files system (the “**ECF System**”) (a PACER login and password are needed to file documents on the ECF System and can be obtained at <http://pacer.psc.uscourts.gov>) and, by all other parties in interest, on a 3.5 inch disk or a

CD-ROM, preferably in Portable Document Format (“**PDF**”), Wordperfect or any other Windows-based word processing format; and it is further

ORDERED that all Court Papers shall be served, in the manner described herein, on (i) the chambers of the undersigned Judge, (ii) attorneys for the Debtors, Davis Polk & Wardwell, 450 Lexington Avenue, New York, NY 10017, Attn: Marshall S. Huebner, Esq., (iii) conflicts counsel to the Debtors, Stroock & Stroock & Lavan LLP, 180 Maiden Lane, New York, NY 10038, Attn: Lawrence M. Handelsman, Esq., (iv) aircraft counsel to the Debtors, Debevoise & Plimpton LLP, 919 Third Avenue, New York, NY 10022, Attn: Richard F. Hahn, Esq., (v) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, NY 10004, Attn: Greg M. Zipes, Esq., (vi) the attorneys for the official committee of unsecured creditors, Akin Gump Strauss Hauer & Feld LLP, 590 Madison Avenue, New York, NY 10022, Attn: Daniel H. Golden, Esq., Lisa G. Beckerman, Esq., and David H. Botter, Esq., (vii) the attorneys for any other official committee(s) appointed in these chapter 11 cases, (viii) the Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549, Attn: Michael A. Berman and 3 World Financial Center, New York, NY 10281, Attn: Nathan Fuchs, (ix) the Internal Revenue Service, 290 Broadway, New York, NY 10008, Attn: Sid Brown, (x) any additional government agencies to the extent required by the Bankruptcy Rules and the Local Rules and (xi) Bankruptcy Services LLC, 757 Third Avenue, New York, NY 10017, Attn: Robert Saraceni, (the Debtors’ court authorized claims and noticing agent, the operator of the website www.deltadocket.com, created in connection with these cases, and the copy service used by the Debtors, the “**Claims Agent**”) (collectively, the “**Core Parties**”); and it is further

ORDERED that all other persons or entities with a particularized interest in the relevant Court Papers (the “**Particularized Interest Parties**”) shall be served as set forth herein; and it is further

ORDERED that the top thirty creditors will no longer be served (except to the extent that a creditor is a Particularized Interest Party or a Non-ECF Service Party (as defined below)); and it is further

ORDERED that, except with respect to (i) Core Parties, (ii) Particularized Interest Parties and (iii) Non-ECF Service Parties, all parties in interest (whether or not they have filed or file after the date hereof a Notice of Appearance or request for service of papers under Bankruptcy Rule 2002) shall be deemed to be receiving electronic notice through the ECF System of all Court Papers filed on the Court’s docket and therefore, in accordance with General Order M-242, need not be separately served with such Court Papers; and it is further

ORDERED that electronic notice through the ECF System shall be deemed effective as of the date the relevant Court Papers are posted on the Court’s electronic docket on the ECF System; and it is further

ORDERED that any party in interest that does not have and cannot practicably obtain access to the Court’s ECF System shall file with the Court and deliver to counsel for the Debtors a certification of that fact and a request to be exempted from electronic service through the ECF System (an “**ECF Service Exemption Request**”) (in order to deliver it to counsel for the Debtors, such request may be sent by facsimile to 212-450-6539 or sent by U.S. mail, overnight delivery or hand delivery to Davis Polk &

Wardwell, 450 Lexington Avenue, New York, NY 10017, Attn: Damian S. Schaible, Esq.); and it is further

ORDERED that an ECF Service Exemption Request shall include the following information: (i) the party's name and address, (ii) the name of the client (unless the party is appearing solely on its own behalf), (iii) an e-mail address at which the requesting party can be served, (iv) an address at which the requesting party may be served by U.S. mail, hand delivery and overnight delivery and (v) a facsimile number for the requesting party. Notwithstanding Bankruptcy Rules 2002 and 9010(b), no ECF Service Exemption Request filed in the chapter 11 cases shall have any effect unless all of the foregoing requirements are satisfied; and it is further

ORDERED that any individual or entity filing an ECF Service Exemption Request who does not maintain and cannot practicably obtain an e-mail address must include in its ECF Service Exemption Request a certification stating the same. Notice will be provided to that individual or entity by U.S. mail, overnight delivery, hand delivery or facsimile, in the sole discretion of the serving party; and it is further

ORDERED that any individual or entity who files an ECF Service Exemption Request but prefers not to include its e-mail address in such individual or entity's publicly-filed ECF Service Exemption Request shall: (i) include in such ECF Service Exemption Request an explanation setting forth the reason(s) for not including an e-mail address and contemporaneously (ii) send a notice providing such individual or entity's e-mail address to attorneys for the Debtors, Davis Polk & Wardwell, 450 Lexington Avenue, New York, NY 10017, Attn: Damian S. Schaible, Esq.; and it is further

ORDERED that, in addition to the Core Parties and the Particularized Interest Parties, Court Papers must be served on all persons and entities that have submitted ECF Service Exemption Requests as set forth herein (the “**Non-ECF Service Parties**”); and it is further

ORDERED that papers filed in adversary proceedings (including objections and replies thereto) do not need to be served on the Non-ECF-Service Parties; and it is further

ORDERED that the Debtors shall maintain a service list, which shall include only the Core Parties and the Non-ECF Service Parties (the “**Non-ECF Service List**”); and it is further

ORDERED that the Non-ECF Service List shall not include e-mail addresses, but may include addresses and facsimile numbers; and it is further

ORDERED that the Debtors shall use reasonable efforts to update the Non-ECF Service List as often as practicable, but in no event less frequently than every thirty (30) days; and it is further

ORDERED that the Non-ECF Service List shall be posted on the Case Information Website and filed with the Court no less frequently than every thirty (30) days commencing as of the date that is ten (10) days after the date of this Order, provided that there has been a change to the Non-ECF Service List; and it is further

ORDERED that Core Parties (and no other party) shall be authorized to serve all Court Papers by e-mail on the Non-ECF Service Parties and any relevant Particularized Interest Parties in accordance with the procedures set forth below, and shall serve other Core Parties by U.S. mail, overnight delivery, hand delivery or facsimile (at the

sole discretion of the serving party) or, if so elected by the Core Party to be served, by e-mail. All other parties shall serve Court Papers in accordance with this Order, the Bankruptcy Code, the Bankruptcy Rules and the Local Rules; and it is further

ORDERED that all Court Papers served by a Core Party by e-mail shall include access to an attached file or files containing the entire Court Paper, including the proposed form(s) of order and any exhibits, attachments and other relevant materials, in PDF format, readable by Adobe Acrobat or an equivalent program. Notwithstanding the foregoing, if a Court Paper cannot be annexed to an e-mail (because of size, technical difficulties or otherwise), the serving party may, in its sole discretion (i) serve the entire Court Paper by U.S. Mail, hand delivery, overnight delivery or facsimile, including the proposed form(s) of order and any exhibits, attachments and other relevant materials, or (ii) e-mail a notice stating that the Court Paper cannot be attached and is available on the Court's Website (and, if the Court Paper is being served by the Debtors, on the Case Information Website) and will be mailed only if requested by the party receiving the notice; and it is further

ORDERED that service by e-mail shall be effective as of the date the Court Paper or a notice stating that the Court Paper cannot be attached and is available on the Court's Website is sent by e-mail to the address provided by a party; and it is further

ORDERED that nothing in these Procedures shall prejudice the right of any party to move the Court to request relief under section 107(b) of the Bankruptcy Code or Bankruptcy Rule 9018 to protect any entity with respect to a trade secret or confidential research, development, or commercial information or to protect a person with respect to

scandalous or defamatory matter contained in a Court Paper filed in these cases; and it is further

ORDERED that upon the filing of any Court Paper, the filing party shall, in accordance with Local Rule 9078-1, file with the Court either an affidavit of service or a certification of service (a “**Certificate of Service**”) annexing the list of parties that received notice. The Certificate of Service shall not include e-mail addresses; it shall be sufficient to indicate a party was served by e-mail; and it is further

ORDERED that Certificates of Service shall be filed with the Court and served on all recipients. However, parties shall not be required to include a full service list when serving the Certificate of Service. In lieu of attaching a full service list to the Certificate of Service to be served on all recipients, a party filing a Court Paper shall include in their Certificate of Service (a) the list of Particularized Interest Parties served, (b) a statement that their full service list was filed with the Court and that it was the Non-ECF Service List from the Case Information Website or the Court’s docket and (c) what date the Non-ECF Service List was downloaded from the Case Information Website or filed on the Court’s Docket; and it is further

ORDERED that unless otherwise ordered by the Court, the Procedures shall not supersede the requirements for notice of the proceedings described in Bankruptcy Rules: (i) 2002(a)(7) (time fixed for filing proofs of claims pursuant to Bankruptcy Rule 3003(c)), (ii) 2002(b) (time fixed for filing objections and the hearing to consider approval of a disclosure statement or confirmation of a chapter 11 plan), (iii) 2002(d) (certain notices to equity security holders) and (iv) 2002(f) (certain other notices); and it is further

ORDERED that the Debtors shall be authorized to schedule, in cooperation with the Court, periodic omnibus hearings (“**Omnibus Hearings**”) at which motions, pleadings, applications and other requests for relief shall be heard. The following guidelines shall apply to all Omnibus Hearings:

- a. Hearings in connection with claims objections and pre-trial conferences and trials related to adversary proceedings may be scheduled for dates other than the Omnibus Hearing dates. However, initial pre-trial conferences scheduled in connection with adversary proceedings shall be set on the next available Omnibus Hearing date that is at least forty-five (45) days after the filing of the complaint, except as otherwise ordered by the Court.
- b. If a Court Paper filed by a non-Debtor party purports to set a hearing date inconsistent with the Procedures, the hearing shall be scheduled, without the necessity of court order, for the first Omnibus Hearing date after the applicable notice period has expired. If this occurs, the Debtors shall provide the movant with notice of these Procedures within three business days of the Debtors’ receipt of the Court Paper that is erroneously filed.
- c. If a movant or applicant other than the Debtors determines that a motion or application requires emergency or expedited relief, the movant or applicant shall telephonically contact the Debtors’ attorneys requesting that the motion or application be considered on an expedited basis. If the Debtors disagree with the movant or applicant’s determination regarding the emergency or expedited nature of the relief requested, the movant or applicant shall arrange for a chambers conference, telephonic or in-person, to be held among the Court, the Debtors’ attorneys and the movant or applicant,

to discuss the disagreement. If the Court agrees with the position of the movant or applicant regarding the necessity for expedited consideration, the Court shall direct the requisite notice and shall set a hearing date and time. On the hearing date, the Court shall first consider the propriety of emergency relief, whether adequate notice has been given, and whether there has been adequate opportunity for parties to be heard. If the Debtors seek emergency or expedited relief, such request for emergency or expedited consideration shall be upon prior notice to counsel for the Creditors' Committee and an opportunity for the Creditors' Committee to be heard; and it is further

ORDERED that Motions (other than those as set forth below) shall not be considered by the Court unless filed and served in accordance with these Procedures at least fourteen (14) calendar days before the scheduled hearing date. Notwithstanding the foregoing, if the parties served with a Motion are predominantly parties being served by U.S. mail, a hearing may not be scheduled before seventeen (17) calendar days from the date of service; and it is further

ORDERED that nothing in these Procedures shall prejudice the right of any party to move the Court to request an enlargement or reduction of any time period under Bankruptcy Rules 9006(b) and 9006(c); and it is further

ORDERED that if a Motion requests relief pursuant to Bankruptcy Rules 2002(a)(1), (a)(4)-(8) or (b), the relevant hearing shall be set after the passage of the time period set forth in such rule, *provided, however*, that, consistent with Bankruptcy Rule 9006, if service is by U.S. mail, a hearing shall not be scheduled before twenty-three (23) calendar days from the date of service; and it is further

ORDERED that a Motion may be granted without a hearing, provided that, after the passage of the Objection Deadline, the attorney for the entity who filed the Motion: (i) files a declaration pursuant to 28 U.S.C. § 1746 indicating that no Objection has been filed or served in accordance with these Procedures, (ii) if the entity who filed the Motion is not the Debtor, serves the declaration via facsimile upon the undersigned attorneys for the Debtors at least one (1) business day prior to submission thereof to the Court and (iii) delivers by U.S. mail, or hand or overnight delivery, a package to the Court, with a copy to Debtors' counsel, including (a) the declaration described in subsection (i) above, (b) a disk containing an order granting the relief requested in the applicable Motion, (c) a printed copy of the order and (d) the ECF docket number(s) of the Motion to which the proposed order relates (collectively, the "**Presentment Package**"). Upon receipt of the Presentment Package, the Court may grant the relief requested in the Motion without further submission, hearing or request. If the Court does not grant the relief, (i) the Motion will be heard at the next Omnibus Hearing that is at least six (6) calendar days from the date the Presentment Package is received by the Court and (ii) the decision not to grant the relief shall not constitute an extension of the Objection Deadline related thereto, unless otherwise agreed between the objecting party and the party seeking relief; and it is further

ORDERED that, except as set forth below, a "Notice of Motion" shall be affixed to all Motions and shall include the following: (i) the title of the Motion, (ii) the parties upon whom any Objection to the Motion is required to be served, (iii) the date and time of the applicable Objection Deadline, (iv) the date of the Omnibus Hearing at which the Motion shall be considered by the Court and (v) a statement that the relief requested may be granted without a hearing if no Objection is timely filed and served in accordance

with these Procedures. The applicable Objection Deadline and hearing date shall also appear in the upper right corner of the first page of the Notice of Motion. However, a separate “Notice of Motion” shall not be required where the Motion itself contains the information required to be included in the “Notice of Motion”; and it is further

ORDERED that, except with respect to significant pleadings in adversary proceedings, Local Rule 9013-1(b) shall not be read to require a separate memorandum of law, so long as the relevant points and authorities relied on in support of the Court Paper are set forth therein; and it is further

ORDERED that the deadline to file an Objection (the “**Objection Deadline**”) to any Motion shall be: (i) at least seven (7) calendar days before the applicable hearing date or (ii) any date otherwise ordered by the Court. The Objection Deadline may be extended with the consent of the movant or applicant. No Objection will be considered timely unless filed with the Court and served on the Core Parties on or before the applicable Objection Deadline. All parties filing an Objection shall include their telephone and facsimile numbers in the signature block on the last page of the Objection; and it is further

ORDERED that unless otherwise ordered by the Court, a reply to an Objection shall be filed with the Court and served in accordance with these Procedures on or before 12:00 p.m. on the day that is two (2) business days before the date of the applicable hearing; and it is further

ORDERED that, by approximately 4:00 p.m. on the day before an Omnibus Hearing, the Debtors shall file with the Court a letter setting forth each matter to be heard at the hearing (the letter may be updated after the initial submission if necessary) (the

“**Agenda Letter**”) and shall serve the letter(s), by facsimile or e-mail (the choice of the foregoing being in the Debtors’ sole discretion) on: (i) chambers, (ii) the Office of the United States Trustee for the Southern District of New York, Attn: Greg M. Zipes, Esq., (iii) the attorneys for the official committee of unsecured creditors, Akin Gump Strauss Hauer & Feld LLP, 590 Madison Avenue, New York, NY 10022, Attn: Daniel H. Golden, Esq., Lisa G. Beckerman, Esq., and David H. Botter, Esq., (iv) the attorneys for any other official committee(s) appointed in these chapter 11 cases and (v) any parties that have filed Court Papers to be considered at the hearing. Agenda Letters shall not be required where the Debtors have less than forty-eight (48) hours notice of the hearing. The matters listed on the Agenda Letter shall be limited to matters of substance and shall not include administrative filings such as notices of appearance and affidavits of service; and it is further

ORDERED that notwithstanding anything contained herein, motions for relief from the automatic stay filed pursuant to section 362 of the Bankruptcy Code shall be noticed for consideration on an Omnibus Hearing Date that is at least twenty (20) calendar days after the motion is filed and served. Unless otherwise ordered by the Court, the Objection Deadline shall be three (3) days before the scheduled hearing; and it is further

ORDERED that notwithstanding section 362(e) of the Bankruptcy Code, if a scheduled motion with respect to a request for relief under section 362(d) of the Bankruptcy Code is adjourned upon the consent of the Debtors and the moving party to a date that is on or after the thirtieth (30th) day after the moving party’s request for relief was made, the moving party shall be deemed to have consented to the continuation of the

automatic stay in effect pending the conclusion of, or as a result of, a final hearing and determination under section 362(d) of the Bankruptcy Code, and shall be deemed to have waived its right to assert the termination of the automatic stay under section 362(e) of the Bankruptcy Code; and it is further

ORDERED that the Debtors, in cooperation with the Claims Agent, are hereby authorized to create and maintain an independent website for the posting of certain information regarding these chapter 11 cases (the “**Case Information Website**”), located at **www.deltadocket.com**, including, in the Debtors’ sole discretion, certain orders, decisions or other Court Papers filed in these chapter 11 cases; and it is further

ORDERED that the Court’s Website shall include a link to the Case Information Website; and it is further

ORDERED that the Case Information Website shall display a disclaimer substantially similar to the following:

Please take notice that this website has been established and is being maintained and operated at the direction of the United States Bankruptcy Court for the Southern District of New York (the "Court") by Bankruptcy Services LLC (the "Claims Agent"), in cooperation with Delta Air Lines, Inc. ("Delta") and those of its subsidiaries that have filed for chapter 11 (collectively, the "Debtors"), pursuant to the Case Management Order entered in connection with the Debtors' Chapter 11 cases. This website is not the website of the Court. While every attempt is being made to ensure the accuracy of the information contained herein, this website does not contain or comprise the official court records.

Neither Delta nor the Claims Agent guarantees or warrants the accuracy, completeness, or timeliness of the information provided on this website and neither Delta nor the Claims Agent shall be liable for any loss or injury arising out of or caused in whole or in part by the acts, errors or omissions of the parties responsible for the website, whether negligent or otherwise, in procuring, compiling, collecting, interpreting, reporting, communicating or delivering the information

contained in the website. Neither Delta nor the Claims Agent undertakes any obligation to update, modify, revise or re-categorize the information provided herein, or to notify you or any third party should the information be updated, modified, revised or re-categorized. In no event shall anything included or omitted from this website make Delta and/or the Claims Agent liable to you or any third party for any direct, indirect, incidental, consequential or special damages (including, but not limited to, damages arising from the disallowance of a potential claim, damages to business reputation, lost business or lost profits), whether or not foreseeable and however caused. This website should not be relied upon as a substitute for financial, legal or other professional advice. It is your sole obligation to maintain accurate records of the documents filed in the chapter 11 cases, based on the Court's dockets relating to the Debtors' chapter 11 cases which can be accessed through the court's website at www.nysb.uscourts.gov (a PACER login and password are needed to view these documents and can be obtained at <http://pacer.psc.uscourts.gov>). The Debtors' website is being made available merely as a convenience to interested parties and the public.

and it is further

ORDERED that the Debtors are authorized to use the Claims Agent as a copy service for the purpose of distributing Court Papers filed in these chapter 11 cases to any requesting party at costs not to exceed those designated by 28 U.S.C. § 1930. The Debtors shall not be charged for this service. Parties seeking to obtain Court Papers from the Claims Agent may call (866) 271-8942; and it is further

ORDERED that the Debtors may amend the Procedures from time to time throughout these chapter 11 cases and shall present such amendments to the Court by motion in accordance with this Order; and it is further

ORDERED that notice of the Case Management Motion as provided therein shall be deemed good and sufficient notice of such Case Management Motion; and it is further

ORDERED that this Order is without prejudice to any party in interest's right to seek to amend or otherwise modify the relief ordered herein.

Dated: October 6, 2005
New York, New York

/s/ Prudence Carter Beatty
UNITED STATES BANKRUPTCY JUDGE