

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

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In re: :
: **Chapter 11 Case No.**
:
DELTA AIR LINES, INC., et al., : **05-17923 (ASH)**
:
: **(Jointly Administered)**
:
Debtors. :
:
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ORDER ESTABLISHING PROCEDURES FOR CLAIMS OBJECTIONS

Upon the motion dated September 22, 2006 (the “**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 entry of an order establishing procedures for claims objections, as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 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 19, 1984 (Ward, Acting C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided, and no other notice being required; and the relief requested in the Motion

¹ Unless otherwise defined herein, each capitalized term shall have the meaning ascribed to it in the 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, LLC; Kappa Capital Management, Inc.; and Song, LLC.

being in the best interests of the Debtors and their estates and creditors; and the Court having reviewed the Motion and having held a hearing with appearances of parties in interest noted in the transcript thereof; and the Court having determined that the legal and factual bases set forth in the Motion 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 Motion is granted; and it is further

ORDERED that the Debtors are authorized to file objections to claims in accordance with the following procedures:

(a) More than one proof of claim may be addressed in an objection.

Each claim to which the Debtors object, as well as the grounds for objection, shall be identified within the text of the objection or within exhibits annexed thereto. If the Debtors object to a claim relating to an aircraft, and the claimant included the tail number of such aircraft in the space provided on the Debtors' tailored proof of claim form, such tail number will be identified within the text of the objection or within exhibits annexed thereto.

(b) Each objection shall either (i) specify the date of the hearing thereon or (ii) state that no hearing has yet been scheduled.

(c) A copy of each objection, including contents of the relevant portions of any exhibits (but not including copies of proofs of claim, which shall be made available on the Debtors' case information website (located at *www.deltadocket.com*)), shall be delivered by first-class mail, electronic mail or facsimile, in each case to the persons identified on the first page of each relevant

proof of claim (as such addresses or numbers may have been supplemented or amended pursuant to Bankruptcy Rule 2002(g)). However, if a claim has been transferred, notice shall be given only to the person or persons identified as being the owner of such claim on the claims register maintained by the Debtors' claims agent as of the date the objection is filed.

(d) The assertion of a particular ground for objecting to a claim shall not preclude the Debtors from asserting additional appropriate grounds for objecting to that claim, either in the same or subsequent objections; and it is further

ORDERED that the deadline to file a response to an objection shall be 4:00 p.m. (prevailing Eastern Time) on the day that is twenty calendar days from the date that the objection is filed (or, in the case of objections to claims filed by entities listed on Exhibit A hereto (each such party and, with respect to claims relating to an aircraft that was the subject of a leveraged lease transaction and held on behalf of or for the benefit of any such party, any trustee and/or transferee of whom the Debtors have formal notice of the transfer, a "**Carve-Out Party**"), the deadline to file a response to an objection shall be 4:00 p.m. (prevailing Eastern Time) on the day that is thirty calendar days from the date that the objection is filed); and it is further

ORDERED that no response shall be accepted or considered unless, prior to the applicable deadline, it is filed with the Court, 300 Quarropas Street, White Plains, New York 10601 and actually received by (i) the attorneys for the Debtors, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017, attn: Marshall S. Huebner, Esq. (or, in the event that other attorneys for the Debtors file the applicable

objection, such other attorneys for the Debtors) and (ii) the attorneys for the official committee of unsecured creditors, Akin Gump Strauss Hauer & Feld LLP, 590 Madison Avenue, New York, NY 10022, attn: David H. Botter, Esq.; and it is further

ORDERED that no response shall be accepted or considered by the Court unless it includes, among other things, the following:

(a) an appropriate caption, including the title and date of the objection to which the response is directed;

(b) the name of the claimant, the reference number of the proof of claim (as identified on the claims register maintained on the Debtors' case information website (located at *www.deltadocket.com*)) and a description of the basis for the amount of the proof of claim;

(c) a concise statement setting forth the reasons why the Court should not sustain the objection, including, but not limited to, the specific factual and legal bases upon which the claimant relies in opposing the objection;

(d) copies of any documentation and other evidence upon which the claimant will rely in opposing the objection at a hearing;³

(e) sworn declarations of persons with personal knowledge of any new facts relied upon to support the response;⁴ and

³ If the claimant cannot timely provide such documentation and other evidence, the claimant shall provide a detailed explanation in the response as to why it was not possible to timely provide such documentation and other evidence.

⁴ If the claimant cannot timely provide such declarations, the claimant shall provide a detailed explanation in the response as to why it was not possible to timely submit such declarations.

(f) the name, address, telephone number and facsimile number of a person authorized to reconcile, settle or otherwise resolve the claim on the claimant's behalf; and it is further

ORDERED that if a proper and timely response with respect to a given claim is not filed and served in compliance with the foregoing procedures, the Court will sustain the objection with regard to such proof of claim without further notice or a hearing. A failure by a claimant to file a proper and timely response in compliance with the procedures specified herein shall be deemed a waiver by such claimant of all rights to respond to such objection, and consent by such claimant to the relief requested in the objection with respect to such claimant's proof of claim; and it is further

ORDERED that, to the extent that a response is filed with respect to any claim to which the Debtors have objected, each such claim shall constitute a separate contested matter as contemplated by Bankruptcy Rule 9014. Any order entered by the Court with respect to an objection shall be deemed a separate order with respect to each proof of claim. The filing of a response with respect to a given claim shall not delay the entry of an order sustaining the objections to each claim for which a proper response has not timely been filed and served; and it is further

ORDERED that, if a claimant files a timely response that conforms with all of the requirements of this Order, the Debtors may:

(a) in their discretion, and in accordance with other orders of this Court or the provisions of the Bankruptcy Code and Bankruptcy Rules, seek to settle with the relevant claimants the priority, amount and validity of such contested claim;

(b) in their discretion, but in consultation with the Court, schedule such claim for a hearing and adjourn any hearing previously scheduled. The Debtors shall mail or otherwise transmit written notice of the scheduling of any such hearing at least fourteen calendar days before the date of such hearing to (i) each respondent whose response will be considered at such hearing and (ii) the attorneys for the Official Committee of Unsecured Creditors. Notice may be by first-class mail, electronic mail or facsimile, in each case (i) to an address or number identified in the response or (ii) if no such address or number was identified, then to an address or number identified on the first page of the relevant proof of claim (as such address or number may have been supplemented or amended pursuant to Bankruptcy Rule 2002(g)); and

(c) file a reply with the Court by noon (prevailing Eastern Time) on the day that is at least four calendar days before the date of the applicable hearing; and it is further

ORDERED that, notwithstanding anything to the contrary herein, if any Carve-Out Party files a timely response to a claims objection that conforms with all of the requirements of this Order:

(a) the Debtors and the relevant Carve-Out Party shall together, and in consultation with the Court, schedule such claim for a hearing or adjourn any hearing previously scheduled; and

(b) as to such response, the Debtors shall file any reply with the Court by noon (prevailing Eastern Time) on the day that is at least six calendar days before the date of the applicable hearing; and it is further

ORDERED that these Objection Procedures shall not apply to claims filed by the Pension Benefit Guaranty Corporation or Ms. Karen Klyman in the above-captioned chapter 11 cases; and it is further

ORDERED that the notice procedures set forth herein are hereby decreed adequate and sufficient under the Bankruptcy Code and Bankruptcy Rules (including Bankruptcy Rule 3007); and it is further

ORDERED that the procedures set forth herein are without prejudice to the right of the Debtors to seek an order of this Court approving additional or different procedures with respect to specific claims or categories of claims; and it is further

ORDERED that this Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order; and it is further

ORDERED that notwithstanding any Bankruptcy Rule to the contrary, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

Dated: White Plains, New York
October 12, 2006

/s/ Adlai S. Hardin, Jr.
UNITED STATES BANKRUPTCY JUDGE

Exhibit A

CARVE-OUT PARTIES

Denver International Airport	LRP Landesbank Rheinland-Pfalz
City and County of Denver, Colorado	KfW, International
San Francisco International Airport	Transport Finance Limited
Salt Lake City Corporation f/b/o Salt Lake City International Airport	Greenwich Kahala-GSO 2006-1, Inc.
John Wayne Airport	Global Principal Finance Company
Port of Oakland	DZ Bank AG Deutsche Zentral- Genossenschaftsbank
Metropolitan Washington Airports Authority	Cooperative Centrale Raiffeisen- Boerenleenbank B.A.
Lehigh Valley-Northampton Airport Authority	Bromley LLC
City of Phoenix	Bankgesellschaft Berlin AG
Clark County (Las Vegas) Nevada	Bear Stearns Investment Products, Inc.
Burlington Airport Commission	Bremer Landesbank Kreditanstalt Oldenburg-Girozentrale
Port of Portland	C.I.T. Leasing Corporation
Capital Region Airport Authority (Lansing, MI)	CIT Equipment Financing, Inc.
Norfolk Airport Authority	CIT Group Inc.
City of Baton Rouge	Calyon
Lee County Port Authority	Credit Suisse First Boston
Societe Generale	DVB Bank AG
ING Bank N.V.	Export Development Canada
ING Capital LLC	GMAC Commercial Finance LLC
Wilmington Trust Company (with respect to tail numbers N267CA, N259CA, N268CA, N257CA)	HSH Nordbank AG
Wells Fargo Bank Northwest, N.A. (with respect to tail numbers N816CA and N416CA)	Halifax Bank plc
The Bank of New York (with respect to tail numbers N176DN and N665DN)	NIB Capital Bank, N.V.
Diamond Lease (U.S.A.), Inc.	Norddeutsche Landesbank Girozentrale
Wells Fargo Equipment Finance, Inc.	Wachovia Financial Services, Inc. (f/k/a First Union Commercial Corporation, successor to Wachovia Leasing Corporation)
SaarLB	Allegheny County Airport Authority
Pursuit Capital Management Fund I	Fifth Third Bank
Merrill Lynch Genco, LLC	Fifth Third Leasing Company, Inc.
	CLC Aircraft Leasing Company