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

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In re: :
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DELTA AIR LINES, INC., et al.,¹ : **Chapter 11 Case No.**
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Debtors. : **05-17923 (PCB)**
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**AGENDA LETTER RE: MATTERS SCHEDULED FOR THE
OMNIBUS HEARING ON JANUARY 5, 2006 AT 2:30 P.M.**

Location of Hearing: United States Bankruptcy Court
for the Southern District of New York
Alexander Hamilton Custom House, Courtroom 701
One Bowling Green, New York, NY 10004-1408

Set forth below is a proposed agenda for the Omnibus Hearing scheduled for January 5, 2006 beginning at 2:30 p.m. (the “**Agenda**”). The information contained in the Agenda reflects documents received in our offices as of the date hereof.

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.

The matters set for hearing on January 5, 2006 are divided into the following categories for the purposes of this Agenda:

- A. Uncontested Matters
- B. Contested Matters
- C. Adjourned Matters

A. UNCONTESTED MATTERS

1. **“Motion to Extend Time to Remove Actions”** – Debtors’ Motion for an Order Extending the Time Period Within Which the Debtors May Remove Actions [Docket No. 1517]
2. **“Motion to Extend Exclusivity”** – Debtors’ Motion for an Order Extending Debtors’ Exclusive Periods Within Which to File a Plan of Reorganization and Solicit Votes Thereon [Docket No. 1679]

Related Filings:

- a) **“Statement of No Objection”** – Statement of the Official Committee of Unsecured Creditors of Delta Air Lines, Inc., et al. Regarding Debtors’ Motion for an Order Extending Debtors' Exclusive Periods Within Which to File a Plan of Reorganization and Solicit Votes Thereon [Docket No. 1732]
3. **“Motion to Authorize Existing Letter of Credit Program”** – Debtors’ Motion for Entry of an Order Authorizing the Debtors to Maintain Their Existing Letter of Credit Program with JPMorgan Chase [Docket No. 1666]
4. **“Motion to Assume Insurance Agreements”** – Debtors’ Motion to (i) Assume Certain Pre-Petition Insurance Agreements, (ii) Enter into Certain Post-Petition Insurance Agreements and (iii) Authorize Certain Related Transactions [Docket No. 1667]

5. **“Order Regarding Adequate Assurance to Utilities”** – Notice of Presentment of Stipulations and Order Concerning Adequate Assurance Between Certain Requesting Utilities and the Debtors [Docket No. 1058]

Related Filings:

- a) **“Motion of Florida Power & Light to Reconsider Adequate Assurance Order”** – Florida Power & Light Company’s Motion to Reconsider Utility Order of September 16, 2005 and Request for Adequate Assurance [Docket No. 694] [**settled via stipulation**]
- b) **“Motion of AT&T Corp. for Additional Adequate Assurance”** – Joinder of AT&T Corp. to Motion of BellSouth Telecommunications, Inc., and Certain of its Affiliates, for Adequate Assurance and for Reconsideration of the Order Pursuant to Sections 105(a) and 366(b) of the Bankruptcy Code Deeming Utility Companies Adequately Assured of Further Performance and Establishing Procedures for Determining Requests for Additional Adequate Assurance [Docket No. 792] [**settled via stipulation**]
6. **“Motion to Authorize Rejection of Aircraft Lease”** – Debtors’ Motion for Entry of an Order Authorizing the Debtors to (i) Reject a Certain Lease for a Boeing 767-332 Aircraft and Related Engines Pursuant to Section 365(a) of the Bankruptcy Code and (ii) Satisfy the Surrender and Return Provisions of Section 1110 of the Bankruptcy Code [Docket No. 1690]
7. **“Motion to Approve Term Sheet and Extension of Section 1110 Deadlines”** – Debtors’ Motion for Order Approving a Term Sheet and an Extension of Section 1110 Deadlines, and Authorizing Agreements to Restructure Aircraft Leases with Merrill Lynch GENCO, LLC [Docket No. 1689]
8. **“Motion for Relief from Automatic Stay”** – Motion for Order Granting the City of Charlotte, North Carolina Relief from Automatic Stay to Setoff Certain Obligations [Docket No. 1342] [**resolved by stipulation**]
9. **“Application of Creditors’ Committee to Retain Mesirow Financial Consulting”** – Application of the Official Committee of Unsecured Creditors of Delta Air Lines, Inc. et al. to Retain Mesirow Financial Consulting, LLC, as Financial Advisor, Nunc Pro Tunc to October 6, 2005 [Docket No. 1670]

B. CONTESTED MATTERS

1. Gray et al. v. Delta Air Lines, Inc. (Adversary Proceeding No. 05-03278)

- a) **“Motion to Extend Time”** – Motion of Delta Air Lines, Inc. to Extend Time to Answer or Otherwise Move [Docket No. 4]

Objections Received:

- 1) Objection of Retired Pilots and Brief in Opposition to Motion [Docket No. 8]

Additional Documents:

- 1) Reply of Delta Air Lines, Inc. in Support of Motion [Docket No. 9]

- b) **“Motion to Intervene”** – Motion for Intervention of the Official Committee of Unsecured Creditors of Delta Air Lines, Inc., et al. [Docket No. 5]
[Uncontested]

2. **“Motion to Modify Adequate Protection as to Alleged Cash Collateral”** – Debtors’ Motion to (1) Modify Adequate Protection as to Alleged Cash Collateral of Fifth Third Bank and (2) Impose Sanctions for Violation of the Automatic Stay [Docket No. 1143]

Objections Received:

- a) Objection of Fifth Third Bank [Docket No. 1320] and Exhibit A to Affidavit of Jim Bowersox in Support of Objection [Docket No. 1335]

Additional Documents:

- a) Reply of the Debtors [Docket No. 1367]
- b) Supplemental Affidavit of Jim Bowersox in Support of Objection [Docket No. 1374]
- c) Affidavit of Bill Mulder in Support of Objection [Docket No. 1376]

3. **“Motion to Appoint Retired Pilots’ Committee”** – DP3’s Amended Motion to Appoint an Official Committee of Retired Pilots [Docket No. 388]

Objections Received:

- a) Objection of the U.S. Trustee (Limited to DP3’s Request Under Section 1102) [Docket No. 812]
- b) Objection of the Official Committee of Unsecured Creditors [Docket No. 884]
- c) Debtors’ Memorandum in Support of (1) Limited Objection to DP3 Amended Motion and DALRC Application for Appointment of Retirement Committees Under Section 1114, and (2) Objection to DALRC Application to Authorize Employment of Counsel [Docket No. 894] and Declaration of Robert L. Kight in Support [Docket No. 895]
- d) Supplemental Objection of the Official Committee of Unsecured Creditors [Docket No. 1721]
- e) Objection to Motion (Amended and Restated) of DP3 for Appointment of Retired Pilots Committee by United States Trustee [Docket No. 1729]
- f) Debtors' Supplemental Memorandum in Support of Objection to Amended and Restated Motion for Appointment of Retired Pilots' Committee [Docket No. 1734]

Additional Documents:

- a) Limited Response of Pension Benefit Guaranty Corporation to Amended Motion to Appoint an Official Committee of Retired Pilots [Docket No. 534]
- b) Reply of DP3 to Debtors’ Limited Objection [Docket No. 921]
- c) Supplemental Memorandum of DP3 in Support of Amended and Restated Motion for Appointment of Retired Pilots’ Committee [Docket No. 1700]
- d) Response by Jim Dean Johnson, Capt. (Retired) and Verne Anton Eling, Capt. (Retired) to DP3’s Amended Motion [Docket No. 1726]
- e) Objection of Section 1114 Committee to Debtor’s Proposal to Expand Section 1114 Committee [Docket No. 1750]

f) Reply Memorandum of DP3 in Support of Amended and Restated Motion [Docket No. 1752]

4. **“Motion to Compel Debtors to Comply with Surrender and Return Obligations”** – Emergency Motion to Compel Debtors to Comply with their Obligations to Immediately Surrender and Return the Aircraft Equipment to the Aircraft Creditors under Bankruptcy Section § 1110(c) filed by Tokyo Leasing (USA) Inc., Natexis Banques Populaires SA, HSH Nordbank AG and Morgan Stanley & Co. Incorporated

Additional Documents:

- a) **“Order to Show Cause”** – Order to Show Cause Why Debtors Should Not Comply with their Obligations to Immediately Surrender and Return Aircraft Equipment to Aircraft Creditors Under Bankruptcy Code Section 1110(c) [Docket No. 1701]
- b) **“Joinder by JPMorgan Chase Bank, N.A.”** – Joinder of JPMorgan Chase Bank, N.A., as Indenture Trustee, to Emergency Motion to Compel Debtors to Comply with their Obligations to Immediately Surrender and Return the Aircraft Equipment to the Aircraft Creditors under Bankruptcy Section § 1110(c) [Docket No. 1744]
- c) **“Reply of Aircraft Creditors”** – Reply of Aircraft Creditors in Further Support of Motion to Compel Debtors to Comply with their Obligations to Surrender and Return Aircraft Equipment under Bankruptcy Code Section § 1110(c) [Docket No. 1771]
- d) **“Declaration in Support of Reply”** – Declaration of Michael John Skinner in Support of Reply to Debtors’ Objection to Emergency Motion of Tokyo Leasing (USA) Inc., Natexis Banques Populaires SA, HSH Nordbank AG, and Morgan Stanley & Co. Incorporated for Order Compelling the Debtors to Comply with their Obligations to Surrender and Return the Aircraft Equipment to the Aircraft Creditors under Bankruptcy Section § 1110(C) [Docket No. 1769]
- e) **“Statement of the Official Committee of Unsecured Creditors”** – Statement of the Official Committee of Unsecured Creditors of Delta Air Lines, Inc., et al. regarding the Emergency Motion to Compel Debtors to Comply with their Obligations to Immediately Surrender and Return the Aircraft Equipment to the Aircraft Creditors under Bankruptcy Code Section 1110(C) [Docket No. 1779]

Objections Received:

- a) Debtors' Objection to Emergency Motion to Compel Debtors to Comply with their Obligations to Immediately Surrender and Return the Aircraft Equipment to the Aircraft Creditors under Bankruptcy Section § 1110(c) [Docket No. 1745]
 - b) Corrected Declarations of Don Karwisch [Docket No. 1757] and Matthew Landess [Docket No. 1758] in Support of Debtors' Objection
5. **“Motion by The Bank of New York (Wells Fargo) for Adequate Protection”** – Motion and Memorandum of Law of the Bank of New York Trust Company, N.A., as Indenture Trustee for the 9.5% Senior Secured Notes, for Adequate Protection Pursuant to Section 363(e) of the Bankruptcy Code [Docket No. 332]

Objections Received:

- a) Objection of the Debtors [Docket No. 1759]
- b) Objection of the Official Committee of Unsecured Creditors [Docket No. 1760]

Additional Documents:

- a) Affidavit of Michael Hoggan in Support of Motion [Docket No. 1755]
- b) Memorandum of Law of Wells Fargo Bank Northwest, N.A. in Support of Motion [Docket No. 1765]
- c) Exhibit List and Potential Witnesses of Wells Fargo Bank Northwest, N.A., in Support of Motion [Docket No. 1766]
- d) Verified Statement of Wells Fargo Bank Northwest, N.A. [Docket No. 1767]
- e) Notice of Filing of Proposed Order and Proposed Order Granting the Motion of the Trustee for the 9.5% Senior Notes of Delta Air Lines, Inc. for Adequate Protection [Docket No. 1768]

6. **“Application of Section 1114 Committee to Retain Actuaries”** – Application of the Section 1114 Committee to Retain Barbara Niehus and Mitchell I. Serota as Actuaries, Nunc Pro Tunc to October 27, 2005 [Docket No. 1669] and Declarations of Barbara Niehus [Docket No. 1672] and Mitchell I. Serota [Docket No. 1673] in Support

Objections Received:

- a) Limited Objection of the Debtors to the Application of the Section 1114 Committee to Retain Barbara Niehus and Mitchell I. Serota as Actuaries, Nunc Pro Tunc to October 27, 2005 [Docket No. 1731]
- b) Limited Objection to the Application of the Section 1114 Committee for an Order Authorizing Nunc Pro Tunc Employment and Retention of Actuaries by the Official Committee of Unsecured Creditors [Docket No. 1722]

Additional Documents:

- a) Reply of Section 1114 Committee in Support of Application [Docket No. 1753]

C. ADJOURNED MATTERS

1. **“Motion of Georgia Power Company for Additional Adequate Assurance”** – Request of Georgia Power Company for Adequate Assurance Pursuant to Order Dated September 16, 2005; or in the Alternative Motion for Enlargement of Time Pursuant to Bankruptcy Rule 9006 or Motion to Set Aside the Order Pursuant to Bankruptcy Rule 9024 [Docket No. 919]

Status: Adjourned to January 19, 2006.

2. **“Letter from Cinergy Corp. Requesting Assurance Deposit”** – Letter from Cinergy Corp. Requesting Assurance Deposit [Docket No. 928]

Status: Adjourned to January 19, 2006.

3. **“Motion to Extend Time to Assume or Reject Leases” (as Applied to Los Angeles International Airport and Ontario International Airport)** – Debtors’ Motion for an Extension of the Time to Assume or Reject Unexpired Leases of Nonresidential Real Property [Docket No. 957]

Status: Adjourned to January 19, 2006.

4. **“Motion to Enforce the Automatic Stay”** – Debtors’ Motion to Enforce the Automatic Stay Against Columbia Sussex Corporation [Docket No. 963]

Status: Adjourned to January 19, 2006.

5. **“Motion of Pacific Harbor Capital, Inc. for Adequate Protection”** – Motion of Pacific Harbor Capital, Inc. as Owner of Certain Aircraft for Adequate Protection Pursuant to 11 U.S.C. §§ 361 and 363(e) of the Bankruptcy Code [Docket No. 992]

Status: Adjourned to January 19, 2006.

6. **“Motion to Compel Assumption or Rejection of Executory Contract”** – Motion of Siemens Building Technologies, Inc. to Compel Delta Airlines to Assume or Reject an Executory Contract [Docket No. 1502]

Status: Adjourned to January 19, 2006.

7. **“Motion to Approve Rejection of Unexpired Leases”** – Debtors’ Motion for Entry of an Order (i) Approving the Rejection of Certain Unexpired Leases Pursuant to Section 365(a) of the Bankruptcy Code and Rule 6006 of the Federal Rules of Bankruptcy Procedure and (ii) Authorizing the Abandonment of Certain Personal Property Pursuant to Section 554(a) of the Bankruptcy Code [Docket No. 1681]

Status: Adjourned to January 19, 2006.

8. **“Motion for Relief from Automatic Stay”** – Motion of Ryder Truck Rental, Inc. for Relief from Automatic Stay Pursuant to 11 U.S.C. § 362(d); Memorandum of Points and Authorities in Support of Motion [Docket No. 677]

Status: Adjourned to February 2, 2006. Until the hearing date, both parties agree to abide by the terms of the contract.

Dated: January 4, 2006
New York, New York

By: /s/ Marshall S. Huebner
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