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Debtors in Possession

**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
FIRST OMNIBUS HEARING ON OCTOBER 6, 2005 AT 1:30 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 First Omnibus Hearing scheduled for October 6, 2005 beginning at 1:30 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 October 6, 2005 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. **“Assumption of Skywest Agreements”** - Debtors’ Motion Pursuant to Sections 105(a), 363, 365(a), 1107(a) and 1108 of the Bankruptcy Code and Rule 6006 of the Federal Rules of Bankruptcy Procedure for Authorization to Assume Certain Connection Agreements with Skywest Airlines, Inc. and Atlantic Southeast Airlines, Inc. [Docket No. 126]

Objections Received: None.

2. **“Procedures for Settling Litigation”** - Motion for Entry of an Order Authorizing and Approving Omnibus Procedures for Settling and Allowing Certain Claims and Causes of Action Brought By or Against the Debtors in a Judicial, Administrative, Arbitral or Other Action or Proceeding [Docket No. 128]

Objections Received: None.

3. **“Monthly Compensation of Professionals”** - Debtors’ Motion Pursuant to Sections 105(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(a) to Establish Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals [Docket No. 123]

Objections Received: None.

4. **“GECC Revenue Bonds”** - Motion for Order Pursuant to Section 363 of the Bankruptcy Code Authorizing Debtor to Perform Payment Obligations under Certain Transaction Agreements [Docket No. 382]

Objections Received: None.

B. CONTESTED MATTERS

1. **“DIP Financing”** - Debtors' Motion Pursuant to Sections 105, 361, 362, 363, and 364 of the Bankruptcy Code for Interim and Final Financing Orders (i) Authorizing Debtors to Obtain Post-Petition Financing and Utilize Cash Collateral, (ii) Granting Adequate Protection to Pre-Petition Secured Parties and (iii) Scheduling a Final Hearing Pursuant to Rules 4001(b) and (c) of the Federal Rules of Bankruptcy Procedure [Docket No. 111]

Objections Received:

- A. Objection of Goodrich Corporation [Docket No. 551]
- B. Objection of Clayton County, Georgia [Docket No. 565]
[WITHDRAWN]

2. **“Motion to Compel Payment of Pension Benefits”** – Motion and Memorandum of Law of DP3 to Compel the Continued Payment of Collectively Bargained for Pension Benefits [Docket No. 396]

Objections Received:

- A. Objection of the Debtors [Docket No. 566]
- B. Objection of the Official Committee of Unsecured Creditors [Docket No. 589]

Additional Documents:

- A. Response, Memorandum of Law and Request for Determination of Priority of Fiduciary Counselors Inc. to Motion and Memorandum of Law of DP3 to Compel the Continued Payment of Collectively Bargained for Pension Benefits to the Retired Pilots [Docket No. 533]
- B. Pension Benefit Guaranty Corporation’s Limited Response to Motion of DP3, Inc. to Compel the Continued Payment of Collectively Bargained for Pension Benefits to Retired Pilots [Docket No. 536]
- C. Response of Air Line Pilots Association in Support of Motion to Compel Payment of Pension Contributions and Pension Benefits [Docket No. 558]

3. **“Procedures for De Minimis Asset Sales”** - Debtors’ Motion for Approval of Expedited Procedures Pursuant to (i) Sections 105(a) and 363 of the Bankruptcy Code for the Sale of Certain Assets Free and Clear of Liens, Claims and Encumbrances and (ii) Sections 105(a) and 554(a) of the Bankruptcy Code for the Abandonment of Certain of the Debtors’ Property [Docket No. 127]

Objections Received:

- A. Objection of Goodrich Corporation [Docket No. 516]
- B. Objection of U.S. Bank National Association and U.S. Bank Trust National Association [Docket No. 564]

Additional Documents:

- A. Joinder of Wachovia Bank, N.A., as Owner Trustee and Indenture Trustee, to the Limited Objection of U.S. Bank National Association and U.S. Bank Trust National Association to Debtors’ Motion for Approval of Expedited Procedures Pursuant to (i) Sections 105(a) and 363 of the Bankruptcy Code for the Sale of Certain Assets Free and Clear of Liens, Claims and Encumbrances and (ii) Sections 105(a) and 554(a) of the Bankruptcy Code for the Abandonment of Certain of the Debtors’ Property [Docket No. 596] [FILED AFTER OBJECTION DEADLINE]

C. ADJOURNED MATTERS

1. **“Procedures for Rejection of Executory Contracts and Unexpired Leases”** - Debtors’ Motion for Approval of Procedures Pursuant to (i) Sections 105(a) and 365(a) of the Bankruptcy Code and Bankruptcy Rule 6006 for the Rejection of Certain Executory Contracts and Unexpired Leases and (ii) Sections 105(a) and 554(a) of the Bankruptcy Code for the Abandonment of Certain Personal Property [Docket No. 125]

Status: Adjourned to October 17, 2005.

2. **“Derivative Contracts”** - Debtors’ Motion Pursuant to Section 363 of the Bankruptcy Code for Authorization to (i) Enter into Derivative Contracts and (ii) Pledge Collateral Under Derivative Contracts [Docket No. 124]

Status: Adjourned to October 17, 2005.

3. **“Passenger Facility Charges”** - Debtors’ Motion Pursuant to Sections 105(a) and 363(c)(1) of the Bankruptcy Code for Authorization to Fund, Maintain and Manage a Separate Account for Passenger Facility Charges [Docket No. 29]

Status: Adjourned to October 17, 2005. Objection Deadline: October 12, 2005 at 4:00 p.m.

4. **“Reject Aircraft”** - Debtors’ Motion for Entry of an Order Authorizing the Debtors to (i) Reject Certain Aircraft, Engine and Propeller Leases and Subleases Pursuant to Section 365(a) of the Bankruptcy Code, (ii) Abandon Certain Aircraft, Engines and Propellers Pursuant to Section 554(a) of the Bankruptcy Code, (iii) Transfer Title to Certain Aircraft, Engines and Propellers Pursuant to Sections 363(b) and 1110 of the Bankruptcy Code and (iv) Satisfy the Surrender and Return Provisions of Section 1110 of the Bankruptcy Code [Docket No. 3]

Status: Adjourned to October 17, 2005.

5. **“Reject Wilmington Trust Aircraft”** - Debtors’ Motion for Entry of an Order Authorizing the Debtors to (i) Reject that Certain Aircraft, Engine and Propeller Lease Between Wilmington Trust Company and Delta Air Lines, Inc. Pursuant to 11 U.S.C. § 365(a) and (ii) Satisfy the Surrender and Return Provisions of 11 U.S.C. § 1110 [Docket No. 6]

Status: Adjourned to October 17, 2005.

6. **“Reject Wachovia Bank Aircraft”** - Debtors’ Motion for Entry of an Order Authorizing the Debtors to (i) Reject Certain Aircraft, Engine and Propeller Leases Between Wachovia Bank, N.A. and Delta Air Lines, Inc. Pursuant to 11 U.S.C. § 365(a) and (ii) Satisfy the Surrender and Return Provisions of 11 U.S.C. § 1110 [Docket No. 2]

Status: Adjourned to October 17, 2005.

7. **“Motion to Compel Regarding Passenger Facility Charges”** - Greater Orlando Aviation Authority's Motion to Compel Debtors to Segregate and Remit Passenger Facility Charges [Docket No. 17]

Status: Adjourned to October 17, 2005. Objection Deadline: October 12, 2005 at 4:00 p.m.

8. **“Motion to Compel Assumption or Rejection of Interface Agreement”** - Motion of Interface LLC to Compel Delta Air Lines, Inc. to Assume or Reject an Executory Contract [Docket No. 258]

Status: Adjourned to October 17, 2005.

9. **“Motion by The Bank of New York for Adequate Protection”** – Motion and Memorandum of Law of the Bank of New York, as Indenture Trustee, for Adequate Protection Pursuant to Section 363(e) of the Bankruptcy Code [Docket No. 275]

Status: Adjourned to October 17, 2005. Objection Deadline: October 11, 2005 at 4:00 p.m.

10. **“Motion by The Bank of New York for Adequate Protection”** – Motion and Memorandum of Law of the Bank of New York, 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]

Status: Adjourned to October 17, 2005. Objection Deadline: October 11, 2005 at 4:00 p.m.

11. **“Motion by JPMorgan Chase Bank, N.A. for Adequate Protection”** – Motion and Memorandum of Law of JPMorgan Chase Bank, N.A., as Indenture Trustee, for Adequate Protection Pursuant to Section 363(e) of the Bankruptcy Code [Docket No. 276]

Status: Adjourned to October 17, 2005. Objection Deadline: October 11, 2005 at 4:00 p.m.

12. **“Motion by PSRC for Adequate Protection”** – Motion and Memorandum of Law of Public Service Resource Corporation for Adequate Protection Pursuant to Section 363(e) of the Bankruptcy Code [Docket No. 278]

Status: Adjourned to October 17, 2005. Objection Deadline: October 11, 2005 at 4:00 p.m.

13. **“Motion by Senior Secured Holders for Adequate Protection”** – Motion and Memorandum of Law of the Ad Hoc Committee of Senior Secured Holders For an Order Conditioning the Use of Property Pursuant to Section 363(e) of the Bankruptcy Code [Docket No. 284]

Status: Adjourned to October 17, 2005. Objection Deadline: October 11, 2005 at 4:00 p.m.

14. **“Motion by U.S. Bank for Adequate Protection”** – Motion and Memorandum of Law of the U.S. Bank National Association and U.S. Bank Trust National Association for an Order Conditioning the Use of Property Pursuant to Section 363(e) of the Bankruptcy Code [Docket No. 389]

Status: Adjourned to October 17, 2005. Objection Deadline: October 11, 2005 at 4:00 p.m.

15. **“Motion by Tennenbaum Lenders for Adequate Protection”** – Motion Pursuant To 11 U.S.C. Section 363(e) For An Order Granting Adequate Protection To Tennenbaum Lenders [Docket No. 96]

Status: Adjourned to October 17, 2005. Objection Deadline: October 11, 2005 at 4:00 p.m.

16. **“Claims Trading”** - Debtors’ Motion Pursuant to Sections 105(a) and 362 of the Bankruptcy Code for Order Establishing Notification Procedures and Approving Restrictions on Certain Transfers of Claims Against and Interests In the Debtors’ Estates [Docket No. 94]

Status: Adjourned to October 27, 2005. Objection Deadline: October 20, 2005 at 4:00 p.m.

17. **“Relief from Automatic Stay”** – Motion by Richard W. Drake for Relief from Automatic Stay Pursuant to 11 U.S.C. §362(d) [Docket No. 427]

Status: Adjourned to October 27, 2005. Objection Deadline: October 24, 2005 at 4:00 p.m.

18. **“Retired Pilots’ Committee”** - Amended Motion to Appoint an Official Committee of Retired Pilots [Docket No. 388]

Status: Adjourned to October 27, 2005. Objection Deadline: October 24, 2005 at 4:00 p.m.

19. **“Retired Non-Pilot Employees Committee”** - Delta Air Lines Retirement Committee’s Notice of Application and Application for Order to Appoint a Retirement Committee Pursuant to 11 U.S.C. § 1114(c) [Docket No. 333]

Status: Adjourned to October 27, 2005. Objection Deadline: October 24, 2005 at 4:00 p.m.

20. **“Retention Application of Counsel for Non-Pilot Retirees”** – Notice of Application and Application of the Delta Air Lines Retirement Committee for an Order Authorizing the Employment and Retention of Farella Braun & Martel LLP, Townsend and Townsend and Crew LLP, and Foley & Lardner LLP as Attorneys Pursuant to 11 U.S.C. § 1114(d) [Docket No. 338]

Status: Adjourned to October 27, 2005. Objection Deadline: October 24, 2005 at 4:00 p.m.

Dated: October 5, 2005
New York, New York

By: /s/ John Fouhey
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