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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.,**<sup>1</sup> : **Chapter 11 Case No.**  
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**Debtors.** : **05-17923 (PCB)**  
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**AGENDA LETTER RE: MATTERS SCHEDULED FOR THE  
SECOND OMNIBUS HEARING ON OCTOBER 17, 2005 AT 12:30 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 Second Omnibus Hearing scheduled for October 17, 2005 beginning at 12:30 p.m. (the “**Agenda**”). The information contained in the Agenda reflects documents received in our offices as of the date hereof.

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<sup>1</sup> 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 17, 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. **“Third Amendment to U.S. Bank Agreement”** – Debtors’ Motion Pursuant to Section 363 of the Bankruptcy Code for Authorization to Enter into the Third Amendment to the U.S. Bank Agreement [Docket No. 444]

**B. CONTESTED MATTERS**

- 1. **“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]
- d) Reply by Fiduciary Counselors Inc. to Objection and Memorandum of Law of the Debtors to Motion of DP3, Inc. to Compel the Continued Payment of Pension Benefits to the Retired Pilots and to the Objection

of the Official Committee of Unsecured Creditors of Delta Air Lines, Inc., et al., to Same [Docket No. 631]

- e) DP3, Inc.'s Reply Brief in Support of the Retired Pilots' Motion to Compel the Continued Payment of Collectively Bargained For Pension Benefits to the Retired Pilots [Docket No. 638]
  - f) Response of Pension Benefit Guaranty Corporation to the Response and Request for Determination of Priority of Fiduciary Counselors Inc. to Motion of DP3 to Compel the Continued Payment of Collectively Bargained For Pension Benefits of the Retired Pilots, and Reply to the Opposition of the Debtors and the Creditors Committee [Docket No. 642]
  - g) Joint Statement of Stipulated Facts with Respect to the Motion of DP3, Inc. to Compel the Continued Payment of Collectively Bargained-For Pension Benefits to the Retired Pilots [Docket No. 711]
  - h) Statement in Support of Delta Pilots' Pension Preservation Organization's Motion to Compel the Continued Payment of Collectively Bargained for Pension Benefits to Retire Pilots [Docket No. 746]
2. **"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]

Objections Received:

- a) Objection of World Air Holdings, Inc. [Docket No. 351]
- b) Objection of ad hoc committee of senior secured holders [Docket No. 370]
- c) Objection of Erste Bank der Oesterreichischen Sparkassen AG [Docket No. 399]
- d) Objection of Jetscape Incorporated and IAI-I, Inc. [Docket No. 405]
- e) Objection of Northwestern Mutual [Docket No. 414]
- f) Objection of Public Service Resources Corporation [Docket No. 470]

- g) Objection of The Bank of New York [Docket No. 472]
- h) Objection of National City Bank [Docket No. 509]

Additional Document(s):

- a) Joinder of Jetscape Incorporated and IAI-I, Inc. [Docket No. 471]
  - b) Debtors' Omnibus Response to Objections to Motions for an Order Authorizing Debtors to Reject Certain Aircraft, Engine and Propeller Leases and Subleases [Docket No. 710]
3. **“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]

Objections Received:

- a) Objection of ad hoc committee of senior secured holders [Docket No. 370]
- b) Objection of The Bank of New York [Docket No. 472]
- c) Objection of Verizon Capital Corp. and Wilmington Trust Company [Docket No. 483]

Additional Document(s):

- a) Debtors' Omnibus Response to Objections to Motions for an Order Authorizing Debtors to Reject Certain Aircraft, Engine and Propeller Leases and Subleases [Docket No. 710]
4. **“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]

Objections Received:

- a) Objection of Wachovia Bank, N.A. [Docket No. 413]
- b) Objection of WestLB AG [Docket No. 390]
- c) Objection of Kreditanstalt für Wiederaufbau [Docket No. 393]

- d) Objection of U.S. Bank National Association and U.S. Bank Trust National Association [Docket No. 397]
- e) Objection of Bankgesellschaft Berlin AG, Bremer Landesbank Kreditanstalt Oldenburg-Girozentrale, Export Development Canada, HSH Nordbank AG, Landesbank Rheinland-Pfalz Girozentrale, Landesbank Saar Girozentrale, NIB Capital Bank N.V. and Norddeutsche Landesbank Girozentrale [Docket No. 398]
- f) Objection of Calyon [Docket No. 381]

Additional Document(s):

- a) Debtors' Omnibus Response to Objections to Motions for an Order Authorizing Debtors to Reject Certain Aircraft, Engine and Propeller Leases and Subleases [Docket No. 710]

**B. ADJOURNED MATTERS**

1. **“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 27, 2005.

2. **“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 27, 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 27, 2005.

4. **“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 27, 2005.

5. **“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 27, 2005.

6. **“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 27, 2005. Objection Deadline: October 21, 2005 at 4 p.m.

7. **“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 27, 2005. Objection Deadline: October 21, 2005 at 4 p.m.

8. **“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 27, 2005. Objection Deadline: October 21, 2005 at 4 p.m.

9. **“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 27, 2005. Objection Deadline: October 21, 2005 at 4 p.m.

10. **“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 27, 2005. Objection Deadline: October 21, 2005 at 4 p.m.

11. **“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 27, 2005. Objection Deadline: October 21, 2005 at 4 p.m.

12. **“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 27, 2005. Objection Deadline: October 21, 2005 at 4 p.m.

Dated: October 14, 2005  
New York, New York

By: /s/ Marshall S. Huebner  
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