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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
THIRD OMNIBUS HEARING ON OCTOBER 27, 2005 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 Third Omnibus Hearing scheduled for October 27, 2005 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 October 27, 2005 are divided into the following categories for the purposes of this Agenda:

- A. Uncontested Matters
- B. Contested Matters
- C. Adjourned Matters
- D. Adversary Proceedings

A. UNCONTESTED MATTERS

1. **“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]

Objections Received:

- a) Objection of San Francisco International Airport [Docket No. 422] **[Resolved]**
- b) Objection of Denver International Airport [Docket No. 453] **[Resolved]**
- c) Objection of Greater Orlando Aviation Authority [Docket No. 491] **[Resolved]**
- d) Objection of the Metropolitan Nashville Airport Authority [Docket No. 712] **[Resolved]**

Additional Documents:

- a) Los Angeles Airports’ Joinder to Limited Objection to Debtors’ Motion to Continue to Fund, Maintain and Manage a Separate Account for Passenger Facility Charges [Docket No. 541] **[Resolved]**
- b) Palm Beach International Airport’s Joinder to (I) Greater Orlando Aviation Authority’s Motion to Compel Debtors to Segregate and Remit Passenger Facility Charges and (II) Limited Objection of the Greater Orlando Aviation Authority to the Debtors’ Motion Pursuant to Sections 105(a) and 363(c)(1) of the Bankruptcy Code for Authority to Continue to Fund, Maintain and Manage a Separate Account for Passenger Facility Charges [Docket No. 554] **[Resolved]**

2. **“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] [**Resolved**]

Additional Documents:

- a) Palm Beach International Airport’s Joinder to (I) Greater Orlando Aviation Authority’s Motion to Compel Debtors to Segregate and Remit Passenger Facility Charges and (II) Limited Objection of the Greater Orlando Aviation Authority to the Debtors’ Motion Pursuant to Sections 105(a) and 363(c)(1) of the Bankruptcy Code for Authority to Continue to Fund, Maintain and Manage a Separate Account for Passenger Facility Charges [Docket No. 554] [**Resolved**]
3. **“Rejection of Certain Executory Contracts”** – Debtors’ Motion for Entry of an Order Approving the Rejection of Certain Executory Contracts (DFW – Continental and Northwest) [Docket No. 750]
4. **“Merrill Lynch Letter of Credit Authorization Motion”** – Debtors’ Motion for Authorization to Enter into Engagement Letter, Fee Letter and Letter of Credit Facility with Merrill Lynch [Docket No. 752]
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] [**Withdrawn**]

Objections Received:

- a) Objection of Delta Air Lines, Inc. [Docket No. 513]
- b) Objection of the Official Committee of Unsecured Creditors [Docket No. 560]
6. **“2000-1 EETC Stipulation”** – Debtors’ Motion to Approve Stipulation Pursuant to Section 1110 as to the Delta Air Lines 2000-1 EETC [Docket No. 745]

Objections Received:

- a) Limited Objection of Beal Savings Bank and Beal Capital Markets [Docket No. 838] [**Withdrawn**]

Additional Documents:

- a) Delta's Response to Objection by Beal Savings Bank and Beal Capital Markets [Docket No. 905]

- b) Notice of Withdrawal of Limited Objection of Beal Savings Bank and Beal Capital Markets [Docket No. 943]
7. **“Chicago ARB Payment”** – Debtors’ Motion for Entry of Order Providing for Interim Chicago Payment and Reservation of Rights in Connection Therewith [Docket No. 748]

Additional Documents:

- a) Response of U.S. Bank, National Association, as Indenture Trustee [Docket No. 844]

B. CONTESTED MATTERS

1. **“Massport ARB Payments”** – Debtors’ Motion for Entry of Order Providing for Interim Massport Payments, Use of Construction Accounts, and Reservation of Rights in Connection Therewith [Docket No. 747]

Additional Documents:

- a) Response of The Massachusetts Port Authority [Docket No. 821]
 - b) Response of The Bank of New York, as Trustee [Docket No. 859]
2. **“Appointment of 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’s Amended Motion and DALRC’s Application for Appointment of Retirement Committees Under Section 1114, and (2) Objection to DALRC’s Application to Authorize Employment of Counsel [Docket No. 894] and Declaration of Robert L. Kight in Support of Debtors’ Limited Objection and Objection [Docket No. 895]

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]
3. **“Appointment of 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(d) [Docket No. 333], Memorandum of Points and Authorities in Support of Application [Docket No. 334], and Affidavits of Dean Gloster [Docket No. 335], Robert G. Adams [Docket No. 336], and Cathy Cone [Docket Nos. 337 & 744] in Support of Motion

Objections Received:

- a) Objection of the Official Committee of Unsecured Creditors [Docket No. 884]
- b) Debtors' Memorandum in Support of (1) Limited Objection to DP3's Amended Motion and DALRC's Application for Appointment of Retirement Committees Under Section 1114, and (2) Objection to DALRC's Application to Authorize Employment of Counsel [Docket No. 894] and Declaration of Robert L. Kight in Support of Debtors' Limited Objection and Objection [Docket No. 895]

Additional Documents:

- a) Limited Response of Pension Benefit Guaranty Corporation to 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(d) [Docket No. 540]
 - b) Reply of DALRC [Docket No. 923] and Declarations of Cathy Cone [Docket No. 924], Dean M. Gloster [Docket No. 925] and Richard J. Butler [Docket No. 926] in Support of Application for Committee Appointment
4. **“Application to Retain 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]

Objections Received:

- a) Objection of the Official Committee of Unsecured Creditors [Docket No. 881]
- b) Debtors' Memorandum in Support of (1) Limited Objection to DP3's Amended Motion and DALRC's Application for Appointment of Retirement Committees Under Section 1114, and (2) Objection to DALRC's Application to Authorize Employment of Counsel [Docket No. 894] and Declaration of Robert L. Kight in Support of Debtors' Limited Objection and Objection [Docket No. 895]

Additional Documents:

- a) First Supplemental Affidavit of Peter N. Wang, Esq. in Support of Application for Order Authorizing the Delta Air Lines Retirement Committee to Employ and Retain Foley & Lardner LLP as Attorneys [Docket No. 853]
5. **“1110 Procedures Motion”** – Debtors’ Motion for Order Authorizing Debtors to (i) Enter into Agreements under Section 1110(a) of the Bankruptcy Code, (ii) Enter into Stipulations to Extend the Time to Comply with Section 1110 of the Bankruptcy Code and (iii) File Section 1110(b) Stipulations Under Seal [Docket No. 741]

Objections Received:

- a) Limited Objection of the Ad Hoc Committee of Senior Secured Holders [Docket No. 810]
- b) Limited Objection of Bombardier Inc. and its Affiliates and Canadian Regional Aircraft Transaction Limited No. 1 [Docket No. 811]
- c) Objection of U.S. Bank National Association and U.S. Bank Trust National Association [Docket No. 828]
- d) Objection of National City Bank [Docket No. 830]
- e) Objection of The Bank of New York, as Indenture Trustee [Docket No. 834]
- f) Limited Objection of Aircraft Finance Parties [Docket No. 840] and Exhibits [Docket No. 847]
- g) Joinder of Wachovia Bank, N.A., as Owner Trustee and Indenture Trustee, to Objections to Debtors’ Motion for Order Authorizing Certain Agreements and Stipulations [Docket No. 842]
- h) Limited Objection of PNC Leasing LLC [Docket No. 944]

Additional Documents:

- a) Debtors’ Response to Objections to Motion for Order Authorizing Certain Agreements and Stipulations [Docket No. 906]
- b) Reply of the Ad Hoc Committee of Senior Secured Holders to Debtors’ Response [Docket No. 940]

C. 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 November 10, 2005.

2. **“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 November 10, 2005.

3. **“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 November 10, 2005.

4. **“Motion for 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 November 10, 2005.

5. **“Motion of BellSouth to Reconsider Adequate Assurance Order”** – Motion of BellSouth Telecommunications, Inc; BellSouth Business Systems, Inc.; and BellSouth Long Distance, Inc. 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 Future Performance and Establishing Procedures for Determining Requests for Additional Adequate Assurance [Docket No. 429]

Status: Adjourned to November 10, 2005.

6. **“Joinder of AT&T Corp.”** – Joinder of AT&T Corp. to Motion of Bellsouth Telecommunications, Inc., and Bellsouth Long Distance, Inc., 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]

Status: Adjourned to November 10, 2005.

7. **“Motion of Qwest to Reconsider Adequate Assurance Order”** – Motion of Qwest Corporation and Qwest Communications Corporation for (I) Relief from the Order Pursuant to Sections 105(a) and 366(b) of the Bankruptcy Code Deeming Utility Companies Adequately Assured of Future Performance and Establishing Procedures for Determining Requests for Additional Adequate Assurance and (II) Requesting Additional Adequate Assurance [Docket No. 479]

Status: Adjourned to November 10, 2005.

8. **“Motion of Florida Power & Light to Reconsider Adequate Assurance Order”** – Motion of Florida Power & Light for (I) Relief from the Order Pursuant to Sections 105(a) and 366(b) of the Bankruptcy Code Deeming Utility Companies Adequately Assured of Future Performance and Establishing Procedures for Determining Requests for Additional Adequate Assurance and (II) Requesting Additional Adequate Assurance [Docket No. 694]

Status: Adjourned to November 10, 2005.

9. **Motion of Georgia Power Company for Additional Adequate Assurance”** – Motion of Georgia Power Company for Adequate Assurance or, in the Alternative, for Enlargement of Time [Docket No. 919]

Status: Adjourned to November 10, 2005.

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 Adequate Protection Pursuant to Section 363(e) of the Bankruptcy Code [Docket No. 275], and Statement of Essex House Condominium Corp. and Marriott International Inc. in Support [Docket No. 852]

Status: Adjourned to November 10, 2005.

11. **“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 November 10, 2005.

12. **“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 November 10, 2005.

13. **“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 November 10, 2005.

14. **“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 November 10, 2005.

15. **“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 November 10, 2005.

16. **“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 November 10, 2005.

D. ADVERSARY PROCEEDINGS

1. Delta Air Lines, Inc. v. BNY Western Trust Company (as Trustee), the Regional Airports Improvement Corporation, and the City of Los Angeles (Adv. Pro. No. 05-02647)

- a) **“Motion for Preliminary Injunction”** – Motion of Delta Air Lines, Inc. for Preliminary Injunction Against BNY Western Trust Company (as Trustee), the Regional Airports Improvement Corporation, and the City of Los Angeles [Docket No. 3] and Memorandum of Law in Support [Docket Nos. 4-5]

Objections Received:

- 1) Objection of the Bank of New York Trust Company, as Successor Indenture Trustee, and Declaration of James O. Johnston in Support of Objection [Docket No. 8]
- 2) Objection of the City of Los Angeles [Docket No. 9]
- 3) Objection of the Regional Airports Improvement Corporation [Docket No. 10] and Declarations of Eliot Lees [Docket No. 11] and James J. Ryan in Support of Objection [Docket No. 12]

Additional Documents:

- 1) Reply Memorandum of Law of Delta Air Lines, Inc. in Support of Its Motion for a Preliminary Injunction [Docket No. 18]

Dated: October 26, 2005
New York, New York

By: /s/ John Fouhey
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