

**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.¹ :
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**ORDER ESTABLISHING DEADLINE FOR FILING PROOFS OF CLAIM AND
APPROVING THE FORM AND MANNER OF NOTICE THEREOF**

Upon the Motion (the “**Motion**”)² of the Debtors for an order, pursuant to Bankruptcy Rule 3003(c)(3), fixing a deadline and establishing procedures for filing proofs of claim and approving the form and manner of service thereof; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. § 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 10, 1984 (Ward, Acting C.J.); and consideration of the Motion and the requested relief being a core proceeding that the Bankruptcy Court can determine pursuant to 28 U.S.C. § 157(b)(2); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided in accordance with the Court’s

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.

² Each capitalized term used herein but not otherwise defined herein shall have the meaning ascribed to it in the Motion.

Case Management Order; and it appearing that no other or further notice need be provided; and the relief requested in the Motion being in the best interests of the Debtors, their creditors, their estates and all other parties in interest in this case; 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 hereby

ORDERED, that except as otherwise provided herein, all persons and entities, (including, without limitation, individuals, partnerships, joint ventures, corporations, estates, trusts and governmental units) that assert a claim, as defined in section 101(5) of the Bankruptcy Code, against any Debtor that arose prior to the Petition Date, shall file a proof of such claim in writing so that it is actually received at the Delta Claims Processing Center on or before August 21, 2006, at 5:00 p.m. (prevailing Eastern Time) (the “**Bar Date**”); and it is further

ORDERED, that the following procedures for the filing of proofs of claim shall apply:

- (a) proofs of claim must conform substantially to the Proof of Claim Form or Official Form No. 10;
- (b) proofs of claim must be filed either by mailing the original proof of claim to the United States Bankruptcy Court, Southern District of New York, Delta Claims Processing Center, Bowling Green Station, P.O. Box 5016, New York, New York 10274-5016 or by delivering the original proof of claim by hand or overnight courier to the United States Bankruptcy Court, Southern District of New

York, Delta Claims Processing Center, One Bowling Green, Room 534, New York, New York 10004-1408;

- (c) proofs of claim sent by facsimile, telecopy or electronic mail shall not be accepted;
- (d) proofs of claim shall be deemed timely filed only if *actually received* at the Delta Claims Processing Center on or before 5:00 p.m. (prevailing Eastern time) on the Bar Date;
- (e) proofs of claim must (i) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant; (ii) include supporting documentation (if voluminous, attach a summary) or an explanation as to why documentation is not available; (iii) be written in the English language; and (iv) be denominated in lawful currency of the United States; *provided, however*, that the Debtors shall have the right to convert a claim denominated in non-U.S. currency into U.S. currency using the applicable exchange rate as of the Petition Date, unless the Debtors deem another date more appropriate; and
- (f) proofs of claim must specify by name the Debtor against which the claim is filed; if the holder asserts a claim against more than one Debtor or has claims against different Debtors, a separate proof of claim form must be filed with respect to each Debtor;

and it is further

ORDERED, that the following persons or entities need not file a proof of claim

on or prior to the Bar Date:

- (a) any person or entity that has *already* properly filed a proof of claim against the applicable Debtor or Debtors with the Clerk of the Bankruptcy Court for the Southern District of New York in a form substantially similar to the Proof of Claim Form or Official Form No. 10;
- (b) any person or entity whose claim is listed on the Schedules, *provided* that (i) the claim is *not* scheduled as “disputed,” “contingent” or “unliquidated”; (ii) the claimant agrees with the amount, nature and priority of the claim as set forth in the Schedules; *and* (iii) the claimant agrees that the claim is an obligation of the specific Debtor against which the claim is listed in the Schedules;

- (c) any person or entity that holds a claim that has been allowed by an order of the Court entered on or before the Bar Date;
- (d) any person or entity whose claim has been paid in full by any of the Debtors;
- (e) any current employee of the Debtors, and any labor union authorized by law to represent any current employee, in each case solely with respect to any claim based on the payment of wages, salaries and vacation pay arising in the ordinary course of business and previously authorized to be paid by order of the Court, including the first day wage order approved by the Court on September 16, 2005, *provided, however*, that if the Debtors provide written notice to any current employee stating that the Debtors do not intend to exercise their authority to pay such claim, such employee shall have until the later of (i) the Bar Date and (ii) 45 days from the date of service of such written notice, to file a proof of claim;
- (f) any current or former employee of the Debtors whose claim is for non-qualified benefits (pension or welfare) arising under any of the following plans or programs: the Delta Pilots Bridge Plan, the Delta Pilots Supplemental Annuity Plan, the 1986 Delta Excess Benefit Plan, the 1991 Delta Excess Benefit Plan, the Delta Supplemental Excess Benefit Plan, the 2002 Delta Excess Benefit Plan, the 2002 Delta Supplemental Excess Benefit Plan and the Delta Officers Life Insurance Program, *provided, however*, that if the Debtors provide written notice to any current or former employee stating that the Debtors do not intend to exercise their authority to pay such claim, such current or former employee shall have until the later of (i) the Bar Date and (ii) 45 days from the date of service of such written notice, to file a proof of claim;
- (g) any former employee of the Debtors and any spouse, dependent or survivor of a former employee of the Debtors, in each case solely with respect to any claim based on changes to post-retirement or survivor health or welfare benefits (the “**Benefits**”), including, without limitation, medical, surgical, or hospital care benefits, or benefits in the event of sickness, accident, disability, or death. Benefit changes covered by this paragraph (g) shall include, but not be limited to, reductions in the amount or proportion of Benefits paid by the Debtors (which shall include, for purposes of this paragraph (g) only, Benefits paid either directly by the Debtors or by a trust established by the Debtors for the purpose of paying such Benefits). However, if the Debtors provide individualized

written notice to a former employee or survivor that (i) states that the Debtors have altered or intend to alter such benefits,³ (ii) explains the basis of the changes and (iii) specifically estimates and describes the basis for the individual claim or claims (if any) related to such former employee or survivor, such former employee of the Debtors and any spouse, dependent or survivor of such former employee shall have 45 days from the date of service of such written notice to file a proof of claim;⁴

- (h) any person or entity that holds a claim for which specific deadlines have been fixed by an order of the Court entered on or before the Bar Date;
- (i) any person or entity that holds a claim allowable under sections 503(b) and 507(a) of the Bankruptcy Code as an expense of administration;
- (j) any person or entity that holds a claim solely against any of the Debtors' non-Debtor affiliates;
- (k) any Debtor or any direct or indirect subsidiary of any of the Debtors in which the Debtors, in the aggregate, directly or indirectly, own, control or hold with power to vote, 50 percent or more of the outstanding voting securities of such subsidiary;
- (l) any person or entity whose claim is limited exclusively to the repayment of principal, interest and other fees and expenses (a "**Debt Claim**") under the agreements governing any syndicated credit facility or debt security (including, without limitation, any municipal or tax-exempt bond) issued by or for the benefit of the Debtors pursuant to an indenture (together, the "**Debt Instruments**"); *provided, however*, that (i) the foregoing exclusion in this subparagraph shall not apply to the administrative agent under the applicable credit facility or the indenture trustee under the applicable indenture (each, a "**Debt Representative**"), (ii) each Debt Representative shall be authorized to and required to file a single proof of claim, on or before the Bar Date, on account of all Debt Claims against all Debtors under the applicable Debt

³ As to Benefits governed by Section 1114 of the Bankruptcy Code, the Debtors will not send such notice until either reaching agreement with the relevant official committee appointed pursuant to Section 1114 of the Bankruptcy Code or receiving court approval regarding the relevant changes.

⁴ Nothing herein shall be construed to waive any right or obligation that any person or entity (including the Debtors) may have under Section 1114 of the Bankruptcy Code.

Instruments and (iii) any holder of a Debt Claim wishing to assert a claim, other than a Debt Claim, arising out of or relating to a Debt Instrument, shall be required to file a proof of claim with respect to such claim on or before the Bar Date, unless another exception identified herein applies; and

- (m) any person or entity that holds an interest in any Debtor, which interest is based exclusively upon the ownership of common or preferred stock or warrants, rights or options to purchase, sell or subscribe to common or preferred stock; *provided, however*, that interest holders who wish to assert claims (as opposed to ownership interests) against any of the Debtors (including claims for damages, rescission, reimbursement or contribution) that arise out of or relate to the purchase or sale of an interest must file a proof of claim with respect to such claim on or before the Bar Date, unless another exception identified herein applies;

and it is further

ORDERED, that any person or entity that holds a claim that arises from the rejection of an executory contract or unexpired lease must file a proof of claim based on such rejection by the later of (i) the Bar Date and (ii) the date that is 30 days following the effective date of such rejection (unless the order authorizing such rejection provides otherwise); and it is further

ORDERED, that with regard to those holders of claims listed on the Schedules, the Debtors shall mail one or more proof of claim forms (as appropriate) substantially similar to the Proof of Claim Form, indicating on each Proof of Claim Form how the Debtors have scheduled such creditor's claim in the Schedules (including the identity of the Debtor, the amount of the claim and whether the claim has been scheduled as contingent, unliquidated or disputed); and it is further

ORDERED, that pursuant to Bankruptcy Rule 3003(c)(2), any holder of a claim against one or more of the Debtors who is required, but fails, to timely file a proof of

such claim in appropriate form in accordance with the terms of this Order shall be forever barred, estopped and enjoined from asserting such claim against the Debtors (or filing a proof of claim with respect thereto), and the Debtors, their chapter 11 estates, their successors and their respective property shall be forever discharged from any and all indebtedness or liability with respect to such claim, and such holder shall not be permitted to vote to accept or reject any plan of reorganization filed in these chapter 11 cases, or participate in any distribution in the Debtors' chapter 11 cases on account of such claim or to receive further notices regarding such claim; and it is further

ORDERED, that the Bar Date Notice is approved and shall be deemed adequate and sufficient if a copy is served by first-class mail at least 35 days prior to the Bar Date on:

- (a) the United States Trustee;
- (b) counsel to each official committee appointed in these chapter 11 cases;
- (c) all persons or entities that have requested notice of the proceedings in the chapter 11 cases;
- (d) all persons or entities that have filed claims;
- (e) all known holders of pre-petition claims listed on the Schedules at the addresses stated therein;
- (f) all counterparties to the Debtors' executory contracts and unexpired leases listed on the Schedules at the addresses stated therein;
- (g) all parties to litigation with the Debtors;
- (h) the Internal Revenue Service, the Securities and Exchange Commission, the United States Attorney for the Southern District of New York and any other required governmental units;

- (i) the Core Parties and the Non-ECF Service Parties (each as defined in the Case Management Order); and
- (j) such additional persons and entities as deemed appropriate by the Debtors;

and it is further

ORDERED, that if the Debtors amend or supplement the Schedules subsequent to the date hereof but before service of the Bar Date Notice, then service of the personalized Proof of Claim Form attached to the Bar Date Notice shall be good and sufficient notice under Bankruptcy Rule 1009(a), and no other notice of amendment of the Schedules shall be required; and it is further

ORDERED, that if the Debtors amend or supplement the Schedules subsequent to the service of the Bar Date Notice in a manner that would add a new claim, reduce the undisputed, non-contingent or liquidated amount of a claim, or change the nature or classification of a claim, then the Debtors shall give notice of any amendment or supplement to the holders of claims affected thereby, and such holders shall be required to file a proof of claim by the later of (i) the Bar Date and (ii) 30 calendar days after such claimant is served with notice that the Debtors have amended their Schedules, or be barred from doing so; and it is further

ORDERED, that pursuant to Bankruptcy Rule 2002(l), the Debtors shall publish notice of the Bar Date in substantially in the form of the Publication Notice once in each of *The New York Times* (national edition), *The Wall Street Journal* (national edition) and *USA Today* (worldwide), in each case at least 25 days prior to the Bar Date, and shall also post a copy of the Publication Notice and the Proof of Claim Form on

www.deltadocket.com, which Publication Notice is hereby approved and shall be deemed good, adequate and sufficient notice of the Bar Date; and it is further

ORDERED that the Notice Procedures are hereby approved and shall be deemed good, adequate and sufficient notice for all relevant purposes; and it is further

ORDERED, that the Debtors and BSI are authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order; and it is further

ORDERED, that nothing in this Order shall prejudice the right of any party in interest to object to any proof of claim, whether filed or scheduled, on any grounds, or to dispute or assert offsets or defenses to any claim reflected on the Schedules or any amendments thereto, as to amount, liability, classification or otherwise or to subsequently designate any claim as disputed, contingent, unliquidated or undetermined; and it is further

ORDERED, that entry of this Order is without prejudice to the right of the Debtors to seek a further order of the Court fixing a date by which holders of claims or interests not subject to the Bar Date established herein must file such proofs of claim or interest or be barred from doing so; and it is further

ORDERED, that this Court shall retain jurisdiction to hear and determine all matters arising from or relating to the implementation of this Order; and it is further

ORDERED, that notwithstanding the possible applicability of Bankruptcy Rule 6004(g), 7062 or 9014 or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon entry.

Dated: June 5, 2006
White Plains, New York

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