

DAVIS POLK & WARDWELL  
450 Lexington Avenue  
New York, New York 10017  
Telephone: (212) 450-4000  
Facsimile: (212) 450-6539  
John Fouhey (JF 9006)  
Marshall S. Huebner (MH 7800)  
Benjamin S. Kaminetzky (BK 7741)

Attorneys for Debtors and  
Debtors in Possession

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

----- X  
:  
**In re:** :  
:  
:  
**DELTA AIR LINES, INC., et al.,**<sup>1</sup> : **Chapter 11 Case No.**  
:  
:  
**Debtors.** : **05-17923 (ASH)**  
:  
:  
:  
:  
:  
:  
----- X

**AGENDA LETTER RE: MATTERS SCHEDULED FOR THE  
OMNIBUS HEARING ON FEBRUARY 6, 2006 AT 9:30 A.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 February 6, 2006 beginning at 9:30 a.m. (the “**Agenda**”). The information contained in the Agenda reflects documents received in our offices as of the date hereof.

---

<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 February 6, 2006 are divided into the following categories for the purposes of this Agenda:

- A. Matters Going Forward
- B. Adjourned Matters

**A. MATTERS GOING FORWARD**

1. **“Motion of the Section 1114 Committee to Enforce Section 1114 Obligations”**  
– Motion of Section 1114 Committee to Enforce Section 1114 Obligations [Docket No. 1460] and Affidavits of Mitchell I. Serota [Docket No. 1461] and Dean M. Gloster [Docket No. 1462] and Memorandum of Law [Docket No. 1464] in Support

Objections and Additional Documents Received:

- a) Objection and Memorandum of Law of the Debtors [Docket No. 1532] and Declaration of Kelley Torpey in Support of Objection [Docket No. 1533]
- b) Objection of the Official Committee of Unsecured Creditors [Docket No. 1536]
- c) Reply of the Section 1114 Committee [Docket No. 1567] and Affidavit of Mitchell I. Serota [Docket No. 1571]
- d) Supplemental Objection of the Debtors [Docket No. 1984] and Declarations of Shannon P. Logan [Docket No. 1986] and Maria M. Sarli [Docket No. 1987] in Support of the Debtors’ Objection
- e) Supplemental Objection of the Official Committee of Unsecured Creditors [Docket No. 1981]
- f) Limited Objection of GECC, as Administrative Agent to DIP Lenders [Docket No. 1985]
- g) Supplemental Memorandum of Section 1114 Committee in Support of Motion to Require Compliance with Section 1114 [Docket No. 1989]

2. **“Motion to Appoint Retired Pilots’ Committee”** – Supplemental Memorandum of DP3 in Support of Amended and Restated Motion for Appointment of Retired Pilots’ Committee [Docket No. 1700]

Objections and Additional Documents Received:

- a) Debtors' Supplemental Memorandum in Support of Objection to Amended and Restated Motion for Appointment of Retired Pilots’ Committee [Docket No. 1734]
- b) Supplemental Objection of the Official Committee of Unsecured Creditors [Docket No. 1721]
- c) Objection of United States Trustee to Renewed Motion of DP3 for Appointment of Retired Pilots’ Committee [Docket No. 1729]
- 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]

Original Pleadings (for October 27, 2005 hearing):

- g) DP3’s Amended Motion to Appoint an Official Committee of Retired Pilots [Docket No. 388]
- h) 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]
- i) Limited Response of Pension Benefit Guaranty Corporation to Amended Motion to Appoint an Official Committee of Retired Pilots [Docket No. 534]
- j) Objection of United States Trustee [Docket No. 812]
- k) Objection of the Official Committee of Unsecured Creditors [Docket No. 884]

- l) Reply of DP3 to Debtors' Limited Objection [Docket No. 921]
3. **“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 and Additional Documents 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]
  - b) Reply of the Debtors [Docket No. 1367]
  - c) Supplemental Affidavit of Jim Bowersox in Support of Objection [Docket No. 1374]
  - d) Affidavit of Bill Mulder in Support of Objection [Docket No. 1376]
4. **“Motion for Relief from the Automatic Stay (Delta)”** – Motion of the Greater Orlando Aviation Authority for an Order Pursuant To Sections 362(d) and 553(a) of the Bankruptcy Code Granting Relief from the Automatic Stay to Allow the Setoff of Mutual Debts [Docket No. 1791]

Objections and Additional Documents Received:

- a) Objection of Delta Air Lines, Inc. [Docket No. 1998]
  - b) Joinder of Official Committee of Unsecured Creditors to Objection of Delta Air Lines, Inc. [Docket No. 2002]
5. **“Motion for Relief from the Automatic Stay (Comair)”** – Motion of the Greater Orlando Aviation Authority for an Order Granting It (I) Relief from the Automatic Stay to Allow the Setoff of Mutual Debts with Comair, Inc. and (II) Adequate Protection [Docket No. 1867]

Objections and Additional Documents Received:

- a) Objection of Comair, Inc. [Docket No. 1999]
- b) Joinder of Official Committee of Unsecured Creditors to Objection of Comair, Inc. [Docket No. 2004]

6. **“Motion to Approve Rejection of Unexpired Leases – Orlando”** – 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]

Objections and Additional Documents Received:

- a) Limited Objection Of The Greater Orlando Aviation Authority [Docket No. 1980]

**B. ADJOURNED MATTERS**

1. **“Application for Order Approving Claims Trading Upon Establishment of Screening Wall”** – Motion of MacKay Shields for the Entry of an Order Approving Certain Information Blocking Procedures and Permitting the Trading of Claims Against the Debtors and the Issuance of Analyst Reports Upon Establishment of a Screening Wall [Docket No. 896]

Status: Adjourned to February 22, 2006

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

Status: Adjourned to February 22, 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 February 22, 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 February 22, 2006

5. **“Motion for Relief from Automatic Stay”** – Motion of Chromalloy Gas Turbine Corporation for Relief from Stay [Docket No. 1248]

Status: Adjourned to February 22, 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 February 22, 2006

7. **“Motion of Serafina Meoli for Relief from Automatic Stay”** – Motion of Serafina Meoli for Relief from Stay [Docket No. 1560]

Status: Adjourned to February 22, 2006

8. **“Motion of Ford Motor Credit Company for Relief from the Automatic Stay”** – Motion of Ford Motor Credit Company for Relief from the Automatic Stay Regarding Six Motor Vehicles [Docket No. 1638]

Status: Adjourned to February 22, 2006

9. **“Motion of Marie Louise Alric for Relief from Automatic Stay”** – Motion of Marie Louise Alric for Relief from Automatic Stay [Docket No. 1915]

Status: Adjourned to February 22, 2006

10. **“Objection to 1110(a) Election”** – Objection of Wachovia Financial Services to Notice [Docket No. 1165] of Election Pursuant to Section 1110(a) of the Bankruptcy Code with respect to N311WA [Docket No. 1331] and N312WA [Docket No. 1332]

Status: Adjourned to February 22, 2006

11. **“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 February 22, 2006

12. **“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 February 22, 2006

13. **“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 February 22, 2006

14. **“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 February 22, 2006

15. **“Motion of Senior Secured Lenders for Adequate Protection”** – 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 February 22, 2006

16. **“Motion of U.S. Bank for Adequate Protection”** -- Motion for Adequate Protection and Memorandum of Law of 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 February 22, 2006

17. **“Motion by First Chicago Leasing Corporation and Banc One Equipment Finance, Inc. for Adequate Protection”** – Motion and Memorandum of Law of First Chicago Leasing Corporation and Banc One Equipment Finance, Inc. to Prohibit or Condition Use of Certain Aircraft Pursuant to Sections 361, 363(e) and 1110 Upon Provision of Adequate Protection [Docket No. 808]

Status: Adjourned to February 22, 2006

18. **“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 February 22, 2006

19. **“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 March 14, 2006. Until the hearing date, both parties agree to abide by the terms of the contract.

20. **“Motion by Wachovia Bank, N.A. for Adequate Protection”** – Motion and Memorandum of Law of Wachovia Bank, N.A., as Owner Trustee and Indenture Trustee, for Adequate Protection Pursuant to Sections 361 and 363(e) [Docket No. 822]

Status: Adjourned to March 14, 2006

21. **“Letter from David F. Sotka”** – Letter from Delta Employee David F. Sotka Regarding ESOP Account [Docket No. 1954]

Status: Adjourned to March 14, 2006

Dated: February 3, 2006  
New York, New York

By: /s/ Marshall S. Huebner  
John Fouhey (JF 9006)  
Marshall S. Huebner (MH 7800)  
Benjamin S. Kaminetzky (BK 7741)  
DAVIS POLK & WARDWELL  
450 Lexington Avenue  
New York, New York 10017  
Telephone: (212) 450-4000  
Fax: (212) 450-6539