

**Response Deadline: September 18, 2007
at 4:00 P.M. (prevailing Eastern Time)**

**Hearing Date: October 2, 2007
at 11:00 A.M. (prevailing Eastern Time)**

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re:) Chapter 11
)
DELTA AIR LINES, INC., *et al*,) Case No. 05-17923 (ASH)
)
Debtors.) Jointly Administered
-----X

**MOTION OF CLASS CLAIMANTS FOR CERTIFICATION OF CLASS UNDER
FEDERAL RULE OF BANKRUPTCY PROCEDURE 7023 AND TO APPOINT
COUNSEL**

George T. Baker, Herbert Summers, Charles L. Strickland and Donald F. Mairose (“Class Claimants”) hereby move this Court, on behalf of themselves and a class of similarly situated individuals, for an order certifying the Class for purposes of the Class Claim (hereinafter defined) pursuant to Fed.R.Civ.P. 23, as made applicable to this bankruptcy proceeding by Fed.R.Bankr.P. 7023 and 9014(c); and appointing counsel to represent the Class in asserting and seeking the allowance of the Class Claim. In support of this Motion, Class Claimants respectfully state as follows:

SUMMARY OF RELIEF REQUESTED

1. Contemporaneously herewith, Class Claimants are filing a Proof of Claim (the “Class Claim”), a true and exact copy of which is annexed hereto as **Exhibit A** and incorporated herein by reference, against Delta Air Lines, Inc. (“Delta”) for a portion of their retirement benefits that have been disregarded in the calculation of their claims for damages arising from the termination of the non-qualified retirement plans. Delta promised a specific retirement to Class Claimants and other Delta pilots pursuant to a collective bargaining agreement, the Pilot Working Agreement (the “PWA”), entered into between Delta and the Air Line Pilots Association, International (“ALPA”), the Delta Pilots Retirement Plan (the “Qualified Plan”) and the related Supplemental Annuity Plan (the “Supplemental Plan”) and the Delta Pilots Bridge Plan (the “Bridge Plan”) (collectively the Supplemental Plan and Bridge Plan shall be referred to herein as the “Non-Qualified Plans”). As a result of the manner in which Delta applied certain limitations imposed by the Internal Revenue Code (“IRC”) and allocated the retirement benefit between the Qualified Plan and the Non-Qualified Plans, Class Claimants should have an additional claim under the Non-Qualified Plans.

2. Delta’s application of the IRC Limitations, discussed in more detail below, effectively reduced the portion of the benefit payable from the Qualified Plan without allowing an unsecured claim for a corresponding increase in the retirement benefit due from the Non-Qualified Plan. Class Claimants file the Class Claim, not only on behalf of themselves individually, but also on behalf of that class of persons similarly situated (the “Class”), consisting of all persons who: (a) were previously employed by Delta as pilots; (b) retired from service with Delta prior to September 2, 2006; (c) qualified as participants under the Qualified Plan, a tax-qualified defined benefit plan, which originated in 1972 and was amended and

restated to be effective July 1, 1996; and (d) are not being allowed a claim for their full retirement benefits under the Qualified Plan and the Non-Qualified Plans because a portion of those benefits are being disregarded by Delta through Delta's inconsistent application of the compensation and benefit limitations specified in IRC § 401(a)(17) (the "Compensation Cap") and § 415(b) (the "Benefit Cap"). The total amount of their class claims is unknown at this time, but Class Claimants estimate these claims are not less than \$100,000,000.00 in the aggregate.

JURISDICTION

3. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334.
4. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.
5. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

BACKGROUND

6. On September 14, 2005 (the "Petition Date"), Delta and those of its subsidiaries that are reorganized debtors and debtors in possession in the above-entitled proceedings (collectively, the "Reorganized Debtors")¹ commenced a case under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). The Reorganized Debtors were authorized to operate their businesses and manage their properties as debtors in possession pursuant to section 1107(a) and 1108 of the Bankruptcy Code. The Reorganized Debtors' cases are being jointly administered.

7. As discussed more fully in the Class Claim, the PWA contractually binds Delta to pay Class Claimants and members of the Class all vested pension benefits. Specifically, Delta

¹ The Reorganized 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, LLC; Kappa Capital Management, Inc.; and Song, LLC.

was obligated to provide the Class members pension benefits equal to 60% of the retired pilots final average earnings reduced proportionately for years of service less than twenty-five (25 years) (the “Formula Benefit”). For each member of the Class the Formula Benefit is calculated without regard to the Compensation Cap or Benefit Cap. Subject to the Compensation Cap and Benefit Cap, Formula Benefits were to be paid from the Qualified Plan. However, because the Qualified Plan can only pay benefits as restricted by the Compensation and Benefit Caps reflected in the IRC and accompanying regulations, to the extent the Formula Benefit exceeds the benefit as restricted by the IRC, such excess benefit is to be paid by Delta pursuant to the Non-Qualified Plans. PWA, Section 26.I.A. at 282.

8. In this case, contrary to the PWA, members of the Class are not being afforded a claim for all benefits owing under the Non-Qualified Plans. Specifically, in calculating post-termination benefits payable to the Class under the Qualified Plan, Delta applied Compensation and/or Benefit Caps (collectively the “IRC Limitations”) in effect in 2001 rather than the higher IRC Limitations that were prescribed by Congress and in effect on September 2, 2006, when the Qualified and Non-Qualified Plans were terminated. By using the lower IRC Limitations in effect in 2001, Delta limited and lowered that portion of each Class member’s Formula Benefit payable from the Qualified Plan from the 2006 level to the 2001 level. Had Delta similarly applied the same IRC Limitations in effect in 2001 to calculate the portion of the Formula Benefit payable from the Non-Qualified Plans, then Delta would have accounted for all Formula Benefits owing to the Class members. However, when calculating that portion of the Formula Benefit payable to members of the Class under the Non-Qualified Plans, Delta applied the higher IRC Limitations in effect in 2006. In other words, Delta’s inconsistent application of the IRC Limitations when allocating the Formula Benefit between the Qualified Plan and Non-Qualified

Plans resulted in a reduction of the Formula Benefits payable under the PWA. The Class members have not been allowed a claim for this reduction. (The difference in the Non-Qualified Plan benefit payable using the 2001 IRC Limitations and the Non-Qualified Plan benefit payable using the 2006 IRC Limitations constitutes the “Disregarded Benefit” for each Claimant.) Delta has breached PWA and Non-Qualified Plans, and the members of the class should be afforded an unsecured claim for their Disregarded Benefit.

9. Of the Class Claimants, only Mr. Mairose was scheduled for an unsecured pension claim, and he has filed a response requesting an amount for his post-termination non-qualified pension claim. He filed claim no. 8000 [Docket no. 6422] for \$98,280.53. Mr. Summers and Mr. Baker have filed also claims for their Disregarded Benefits, Claim no. 8082 for \$66,906.19 and Claim no. 8029 for \$173,508.48, respectively. Mr. Strickland has not filed a claim but his monthly loss attributable to the Disregarded Benefit is \$1020.70 a month. Only Mr. Mairose has received an objection to his claim. Debtor’s Twentieth Omnibus Objection (Docket no. 6308, Exhibit A at 5).

THE RELIEF REQUESTED

10. For the reasons stated herein and the Class Claim, Class Claimants respectfully move this Court to apply Fed.R.Bankr.P. 7023 to the Class Claim and any and all contested matters related thereto, pursuant to Fed.R.Bankr.P. 9014, and enter an Order certifying the Class pursuant to Fed.R.Civ.P. 23(b)(1) and (b)(3), and appointing Dean Booth and Shelley D. Rucker of Miller & Martin PLLC as class counsel. A Memorandum of Law in Support of this Motion is filed concurrently herewith.

11. Notice of this Motion and the accompanying Memorandum have been provided to the Court, counsel for the Reorganized Debtors, aircraft counsel to the Reorganized Debtors,

Bankruptcy Services, LLC, and counsel to the Post-Effective Date Committee, pursuant to the Court's Order Approving Notice, Case Management and Administrative Procedures (the "Case Management Order") (Docket No. 660, entered October 6, 2005), as amended under Section 17.16 of Delta's Plan of Reorganization, confirmed by the Court on April 25, 2007. Docket No. 5998. In addition, notice has been provided electronically to the parties listed on the electronic service list maintained in this case. Class Claimants submit that no other notice needs to be provided.

WHEREFORE, Class Claimants respectfully request that the Court:

1. Enter an Order, in the form attached hereto as **Exhibit B**, certifying the Class and appointing counsel as provided for herein and in the accompanying Memorandum; and;
2. Award such other and further relief as this Court deems just and proper.

Respectfully submitted this 7th day of August, 2007.

By: /s/ Shelley D. Rucker
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CERTIFICATE OF SERVICE

I hereby certify that on August 7th, 2007, a copy of the foregoing **MOTION OF CLASS CLAIMANTS FOR CERTIFICATION OF CLASS UNDER FEDERAL RULE OF BANKRUPTCY PROCEDURE 7023 AND TO APPOINT COUNSEL AND FOR RELIEF FROM THE BAR DATE** was filed electronically. Notice of this filing will be sent by operation of the Court's electronic filing system to all parties indicated on the electronic filing receipt. Simultaneously, a true and exact copy of the foregoing was served by deposit thereof in First Class U.S. Mail on all parties requiring a true and exact copy of the same, pursuant to the Court's Order Approving Notice, Case Management and Administrative Procedures (the "Case Management Order") (see Docket No. 660, entered October 6, 2005), as amended under Section 17.16 of Delta's Plan of Reorganization, confirmed by the Court on April 25, 2007.

This 7th day of August, 2007.

By: /s/ Shelley D Rucker
Shelley D. Rucker

EXHIBIT A

CLASS PROOF OF CLAIM

EXHIBIT B
PROPOSED ORDER