

Reply Deadline: November 7, 2007 at 4:00 p.m. (prevailing Eastern Time)
Hearing Date: November 14, 2007 at 2:30 p.m. (prevailing Eastern Time)

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Attorneys for the Reorganized Debtors

**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)**
:
Reorganized Debtors. :
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**REORGANIZED DEBTORS' OBJECTION TO (i) DP3 CLASS PROOF OF
CLAIM AND (ii) DP3 MOTION FOR CLASS CERTIFICATION**

Delta Air Lines, Inc. ("**Delta**") and those of its subsidiaries that are reorganized debtors and debtors in possession in these proceedings (collectively, the "**Reorganized Debtors**"),¹ respectfully represent:

¹ The Reorganized Debtors are the following entities: ASA Holdings, Inc.; Comair Holdings, LLC; Comair, Inc.; Comair Services, Inc.; Crown Rooms, 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 Loyalty Management Services, LLC; Delta Technology, LLC; Epsilon Trading, LLC; and Kappa Capital Management, LLC.

Background and Jurisdiction

1. On September 14, 2005 (the “**Petition Date**”), each Reorganized Debtor commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”).

2. On April 25, 2007, the Court confirmed the Reorganized Debtors’ Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (the “**Plan**”). The Plan became effective on April 30, 2007.

3. On September 26, 2007, the Court issued final decrees closing each of the Reorganized Debtors’ cases except for the cases of Delta and Comair, Inc.

4. The Court has subject matter jurisdiction over this Objection pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and may be determined by the Court. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

5. For each of the reasons set forth in the Memorandum in Support of Reorganized Debtors’ Objection to (i) DP3 Class Proof of Claim and (ii) DP3 Motion for Class Certification, filed herewith, the Reorganized Debtors seek entry of an Order in the form attached hereto (a) disallowing and expunging the proofs of claim dated August 7, 2007 (Claim Nos. 8601 & 8604) (collectively, the “**DP3 Class Proof of Claim**”),² filed in the names of George T. Baker, Herbert Summers, Charles L. Strickland and Donald F. Mairose (the “**DP3 Claimants**”) and (b) denying with prejudice the Motion dated August

² Proofs of Claim 8601 and 8604 appear to be duplicates of each other and will be treated as a single claim in this Objection.

7, 2007 of Class Claimants for Certification of Class Under Federal Rule of Civil Procedure 7023 and to Appoint Counsel (Docket No. 6575).

Notice

6. Pursuant to section 17.16 of the Reorganized Debtors' Joint Plan of Reorganization, the Reorganized Debtors have served this Objection on Miller & Martin PLLC, attorneys for the DP3 Claimants.

WHEREFORE, the Reorganized Debtors respectfully request that the Court grant the Reorganized Debtors the relief requested herein and such other and further relief as is just and proper.

Dated: New York, New York
October 31, 2007

By: /s/ Marshall S. Huebner
Marshall S. Huebner (MH 7800)
Timothy E. Graulich (TG 0046)
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**UNITED STATES BANKRUPTCY COURT
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In re: :
: **Chapter 11 Case No.**
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DELTA AIR LINES, INC., et al., : **05-17923 (ASH)**
:
: **(Jointly Administered)**
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:
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**ORDER (i) DISALLOWING DP3 CLASS PROOF OF CLAIM AND
(ii) DENYING DP3 MOTION FOR CLASS CERTIFICATION**

Upon the Reorganized Debtors' Objection dated October 31, 2007 (the "**Objection**") to (i) the proofs of claim dated August 7, 2007 (Claim Nos. 8601 & 8604) (collectively, the "**DP3 Class Proof of Claim**") and (ii) the Motion dated August 7, 2007 of Class Claimants for Certification of Class Under Federal Rule of Civil Procedure 7023 and to Appoint Counsel (the "**Motion**");²; and the Court having jurisdiction to consider the Motion, the DP3 Class Proof of Claim, the Objection and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 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 19, 1984 (Ward, Acting C.J.); and consideration of the Motion, the DP3 Class Proof of Claim and the Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28

¹ The Reorganized Debtors are the following entities: ASA Holdings, Inc.; Comair Holdings, LLC; Comair, Inc.; Comair Services, Inc.; Crown Rooms, 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 Loyalty Management Services, LLC; Delta Technology, LLC; Epsilon Trading, LLC; and Kappa Capital Management, LLC.

² Each capitalized term not otherwise defined herein shall have the meaning ascribed to such term in the Objection.

U.S.C. §§ 1408 and 1409; and due and proper notice of the Objection having been provided; and the Court having reviewed the Motion, the DP3 Class Proof of Claim and the Objection and having determined that the Motion should be denied with prejudice and the DP3 Class Proof of Claim disallowed and expunged; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is denied with prejudice; and it is further

ORDERED that the DP3 Class Proof of Claim (comprising Claim Nos. 8601 and 8604) is hereby disallowed and expunged in its entirety; and it is further

ORDERED that Epiq Bankruptcy Solutions, LLC, as the Reorganized Debtors' notice and claims agent, is hereby directed to amend the Reorganized Debtors' register of claims to reflect the effect of this Order; and it is further

ORDERED that this Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: White Plains, New York
_____, 2007

UNITED STATES BANKRUPTCY JUDGE