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Hearing Date and Time: September 1, 2006, 9:30 a.m.

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Delta Pilots' Pension Preservation Organization
R. Black, R. Colby, J. Gray, D. Mairose,
R. Stowe, W. Wirth, J. Mills, and R. Ross*

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

**JOINDER OF DP3, INC. TO THE PENSION BENEFITS GUARANTY
CORPORATION'S RESPONSE TO THE DEBTORS' MOTION
SEEKING A DETERMINATION THAT THEY SATISFY THE FINANCIAL
REQUIREMENTS FOR A DISTRESS TERMINATION OF THE DELTA PILOTS
RETIREMENT PLAN AND APPROVAL OF SUCH TERMINATION**

DP3, Inc. d/b/a Delta Pilots' Pension Preservation Organization ("DP3") and retired pilots James H. Gray, Reuben Black, Richard Colby, Don Mairose, Ron Stowe, William Wirth, John Mills, and Roger Ross (collectively referred to as "Trustees"), by their undersigned attorneys, hereby file this joinder in support of the Response of the Pension Benefits Guaranty Corporation ("PBGC") to the Debtors' Motion Seeking a Determination that they Satisfy the Financial Requirements for a Distress Termination of the Delta Pilots Retirement Plan (the "Retirement Plan") and Approval of Such Termination. The Response of the PBGC, filed August 18, 2006, is referred to herein as the "PBGC Response". See Docket No. 3087. The Debtor's

Motion, filed August 4, 2006, is referred to herein as the “Motion.” See Docket No. 3013. In support of this joinder to the PBGC Response, DP3 and the Trustees respectfully state:

1. The Debtors throughout this case have focused the Court’s attention on the dire straits that they have navigated since September 11, 2001. The Debtors contend that the new market realities of airline operations have forced them to seek relief from all of their creditor constituencies in order to have a chance for survival. Debtors’ Motion is their most recent request for a portion of such relief, under which Debtors take another step toward termination of its pension obligations under the Retirement Plan.

2. As with each previous request, the Debtors’ relief is another party’s loss. Under this Motion, the losers are the retired pilots, many of whom served the Debtors for decades, negotiated for these benefits in good faith, and depend on these payments for their living expenses. Another loser, if the Debtors are successful, will be the PBGC. It estimates that the unfunded benefit liability is approximately \$3 billion. See Docket No. 3087 at p.3.

3. The PBGC, like DP3, did not file an objection to Debtors’ Motion. Instead, it filed a response outlining for this Court the legal standards and the burden of proof that the Debtors are required to carry. DP3 and its Trustees join the PBGC in urging “the Court to carefully review the evidence offered by the Debtors ‘so as to enable the Court to make the necessary determinations to meet ERISA’s strict criteria for distress terminations.’” See Docket No. 3087 at p.1 (quoting In re Wire Rope Corp of Am., 287 B.R. 771, 773(Bankr. W.D.Mo. 2002).

4. This Court must make a factual determination as to whether the Debtors have carried their burden of proof and met the distress termination test set forth in 29 U.S.C. § 1341(c)(2)(B)(ii)(IV). As described in the PBGC Response, this test requires “a showing that *but*

for the termination of the Pilots Plan, the Debtors will liquidate.” See Docket No. 3087 at p.8 (emphasis supplied). “In making a determination under the reorganization in bankruptcy test, a bankruptcy court should therefore inquire whether the Debtors have pursued and exhausted all realistic measures that would enable them to pay their debts under a plan of reorganization and continue in business outside Chapter 11.” Id. at p.10. The PBGC Response provides an extensive list of the alternatives to plan termination that the Debtors should show are not solutions to their problems. Id. at p.11- 12. (Citing as examples, no prospect of elimination or modification of the lump sum option, no sufficient relief in the new legislation, no ability to find interim pilots to avoid an operational crisis, and the need for and inability to obtain exit financing.)

5. DP3 and its Trustees previously filed a response seeking a delay to fully explore the ramifications of the Pension Protection Act of 2006 to ensure that all possible alternatives to plan termination afforded in that legislation have been evaluated and understood. The PBGC Response is another voice asking the Court for careful consideration of the appropriateness of the Debtors’ Motion in light of heavy burden of proof imposed by the distress termination test and the substantial costs that the retired pilots and the PBGC will bear if this termination is truly the Debtor’s only option.

WHEREFORE, the Trustees and DP3 join in support of the statement of law and the requirements for proof set forth in the PBGC Response and request that the Court grant the relief requested therein.

Respectfully submitted,

/s/ Shelley D. Rucker

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CERTIFICATE OF SERVICE

I hereby certify that on August 30, 2006, a copy of the foregoing 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 Core Parties and the non-ECF service list downloaded from the case information website on August 30, 2006, and dated as of June 30, 2006 and updated through August 30, 2006.

This 30th day of August, 2006.

/s/ Shelley D. Rucker

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