

Response Deadline: July 12, 2007 at 4:00 p.m. (prevailing Eastern Time)

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**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' TWENTIETH OMNIBUS OBJECTION
TO THE ALLOWANCE OF CERTAIN CLAIMS:
(A) SECTION 1114 RETIREE BENEFITS CLAIMS AND
(B) PILOT NON-QUALIFIED PENSION BENEFITS CLAIMS**

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 a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the Southern District of New York (the “**Court**”). The Reorganized Debtors’ cases are being jointly administered.

2. On May 31, 2006, each of the Reorganized Debtors filed a Statement of Financial Affairs and a Schedule of Assets and Liabilities (collectively, as may be amended from time to time, the “**Schedules**”). From time to time thereafter, the Reorganized Debtors have amended their Schedules to schedule claims for various claimants, including many of the claimants covered by this Objection.

3. By order dated June 5, 2006 (the “**Bar Date Order**”), the Court established August 21, 2006 as the last day by which certain proofs of claim could be timely filed in these chapter 11 cases (the “**Bar Date**”). In accordance with the Bar Date Order, written notice of the Bar Date was mailed to, among others, all creditors listed on the Schedules.

4. On April 25, 2007, the Court entered an order confirming the Reorganized Debtors’ Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code (the “**Plan**”).² On April 30, 2007, the Plan became effective in accordance with its terms.

5. 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

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

be determined by the Court. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409. Pursuant to Article 16 of the Plan, the Court retained exclusive jurisdiction to hear and determine any objection to Claims.

Relief Requested

6. This is the Twentieth Omnibus Objection to the Allowance of Certain Claims that have been filed by the Reorganized Debtors. As part of the claims reconciliation process, the Reorganized Debtors are carefully reviewing all claims and supporting documentation filed in these cases, their related books and records and the Schedules. Previous omnibus objections have resulted in the disallowance, reduction, amendment, reclassification and/or expungement of more than \$2.2 billion dollars in claims against the Reorganized Debtors.

7. The Reorganized Debtors have identified particular categories of proofs of claim that should be disallowed and expunged, reduced, deemed amended and/or reclassified, as applicable. Accordingly, by this Twentieth Omnibus Claims Objection and pursuant to section 502 of the Bankruptcy Code, the Reorganized Debtors hereby object to, and seek the disallowance, reduction, amendment or reclassification of the following:

- (a) each claim listed in the column “Objectionable Filed Claim Amount” and designated as “Medical” in the “Delta Schedule Type” column on Exhibit A attached hereto, which claims have been filed on account of benefits modifications authorized by the Section 1114 Retiree Benefits Order (defined herein) in amounts that are different from those amounts prescribed by the Section

1114 Retiree Benefits Methodologies (defined herein) (collectively, the “**Section 1114 Retiree Benefits Claims**”); and

(b) each claim listed in the column “Objectionable Filed Claim Amount” and designated as “Pension” in the “Delta Schedule Type” column on Exhibit A attached hereto, which claims (i) have been filed on account of the termination of the Pilot Non-Qualified Plans (defined herein) in amounts that are different from those amounts prescribed by the NQ Pension Benefits Methodologies (defined herein) (collectively, the “**NQ Pension Benefits Claims**”) and/or (ii) relate to obligations under the now terminated Pilot Qualified Plan (defined herein), which claims (A) the individual claimant has no right to assert and, in any event, (B) duplicate the PBGC Claim (defined herein) (collectively, the “**Pilot Qualified Pension Benefits Claims**” and, together with the Section 1114 Retiree Benefits Claims and the NQ Pension Benefits Claims, the “**Subject Claims**”).

8. If the relief requested herein is granted, Epiq Bankruptcy Solutions, LLC, as the Debtors’ authorized claims agent, will be authorized and directed to amend the claims register accordingly.

9. In the event that any of the Subject Claims are not disallowed and expunged, reduced, deemed amended and/or reclassified, as applicable, on the grounds asserted herein, the Reorganized Debtors hereby reserve their right to object to such claims on any other grounds at a later date.

Basis for Relief

A. Section 1114 Retiree Benefits Claims

10. On November 10, 2005, the Court entered an order pursuant to section 1114 of the Bankruptcy Code appointing an official committee (the “**Non-Pilot Committee**”) to represent retired ground and flight attendant employees of Delta. On March 17, 2006, the Court entered a second order pursuant to section 1114 of the Bankruptcy Code, this time appointing an official committee (the “**Pilot Committee**”) to represent retired pilot employees of Delta. The Non-Pilot Committee and the Pilot Committee are hereinafter collectively referred to as the “**Retiree Committees.**”³

11. After many months of extensive negotiations between the Reorganized Debtors and each Retiree Committee, the parties were able to reach a consensual resolution with respect to making necessary changes to the Reorganized Debtors’ retiree health care coverage. On October 19, 2006, the Court entered an order [Docket No. 3428] (the “**Section 1114 Retiree Benefits Order**”) approving the Retiree Term Sheets (as defined in the Section 1114 Retiree Benefits Order) between the Reorganized Debtors and the two Retiree Committees. The Section 1114 Retiree Benefits Order and the accompanying Retiree Term Sheets are hereby incorporated by reference.

12. The Retiree Terms Sheets provide, among other things, that certain individual retirees and survivors (the “**Covered Retirees**”) shall receive general

³ Pursuant to Section 17.4 of the Plan, the Retiree Committees were dissolved on the Effective Date.

unsecured pre-petition claims on account of the benefits modifications authorized by the Section 1114 Retiree Benefits Order.

13. Significantly, the Non-Pilot Retiree Term Sheet established a specific methodology (the “**Section 1114 Non-Pilot Retiree Benefits Methodology**”) for calculating the claims of non-pilot retirees arising from the benefits modifications authorized by the Section 1114 Retiree Benefits Order. A specific methodology for calculating the claims of the pilot retirees (the “**Section 1114 Pilot Retiree Benefits Methodology**”) and, together with the Section 1114 Non-Pilot Retiree Benefits Methodology, the “**Section 1114 Retiree Benefits Methodologies**”) was agreed upon by the Reorganized Debtors, the Pilot Committee and the Creditors’ Committee pursuant to a term sheet approved by the Court on February 22, 2007 [Docket No. 4755].

14. Applying the Section 1114 Retiree Benefits Methodologies, the parties have successfully worked together, including using separate actuarial firms, to quantify each Covered Retiree’s claim. As a result of these efforts, on January 24, 2007, the Debtors filed – with the support of both Retiree Committees and without objection from the Creditors’ Committee – amendments to the Schedules (the “**Section 1114 Schedule Amendments**”), which list the amount of each Covered Retiree’s claim based upon the Section 1114 Retiree Benefits Methodologies.⁴ Such amounts are listed in the column

⁴ The Section 1114 Schedule Amendments have been revised from time to time since January 24, 2007.

“Delta Scheduled Claim Amount in Dispute” and designated as “Medical” in the “Delta Schedule Type” column on Exhibit A attached hereto.⁵

15. Under the terms of the Retiree Term Sheets and Section 1114 of the Bankruptcy Code, each Covered Retiree is bound to the calculations made by the Reorganized Debtors and the Retiree Committees. As a result, each claim filed on account of benefits modifications authorized by the Section 1114 Retiree Benefits Order (as listed in the Objectionable Filed Claim Amount column on Exhibit A attached hereto) should be disallowed and expunged and replaced by the applicable claim listed in the Delta Scheduled Claim Amount in Dispute column on Exhibit A attached hereto.

B. NQ Pension Benefits Claims and Pilot Qualified Pension Benefits Claims

NQ Pension Claims

16. As of the Petition Date, Delta sponsored two non-qualified defined benefit pension plans for its pilots, the Delta Pilots Bridge Plan and the Delta Pilots Supplemental Annuity Plan (together, the “**Pilot Non-Qualified Plans**”), that provided retirement benefits to pilots that would have been paid by the Reorganized Debtors’ tax-qualified defined benefit pension plan but for limitations imposed on qualified plans by the Internal Revenue Code. On the Petition Date, the Reorganized Debtors ceased making non-qualified benefit payments that were allocable to pre-petition service. On December 31, 2006, the Pilot Non-Qualified Plans were terminated effective as of September 2, 2006.

⁵ Additionally, the Reorganized Debtors have previously mailed an explanatory letter to each of the Covered Retirees, which describes in plain terms how each Covered Retirees’ claim has been calculated.

17. On June 2, 2006, the Court entered the Stipulation and Consent Order between the Debtors, the Committee and DP3 [Docket No. 2656] (the “**June 2 Order**”). The June 2 Order is hereby incorporated by reference. The June 2 Order, among other things, grants certain allowed claims to pilots who retired prior to the termination date of the Pilot Non-Qualified Plans (the “**NQ Termination Date**”) and who had accrued unpaid benefits arising thereunder for the period commencing on the Petition Date and ending on the NQ Termination Date (collectively, the “**Pre-Termination Covered Pilots**”).⁶ Specifically, pursuant to the June 2 Order, the Pre-Termination Covered Pilots received collectively an allowed administrative claim in the aggregate amount of \$9 million (the “**NQ Admin Claim**”) and an allowed general non-priority unsecured claim for the balance of the Pilot Non-Qualified Plan benefits accrued and unpaid from the Petition Date to the NQ Termination Date in the aggregate amount of approximately \$71.4 million (the “**Balance Claim**”) in full and complete satisfaction of all rights of Pre-Termination Covered Pilots arising under the Pilot Non-Qualified Plans prior to the NQ Termination Date.⁷

18. The June 2 Order explicitly provided that the parties did not agree as to (a) whether any claim arose in connection with the Pilot Non-Qualified Plans for the period

⁶ For the avoidance of doubt, the Pre-Termination Covered Pilots also includes others whose rights to benefits under the Non-Qualified Plans are derivative of the rights of the retired pilots described above, including alternate payees, survivors and contingent beneficiaries.

⁷ On August 28, 2006, the Court entered the Further Order Concerning the Stipulation and Consent Order between the Debtors, the Committee and DP3 [Docket No. 3152] (the “**Further Order**”) that, *inter alia*, binds all pilots who retired prior to the NQ Termination Date who had accrued and unpaid benefits arising under the Non-Qualified Plans to the terms of the June 2 Order except for 13 objecting retired pilots addressed therein. No party appealed either the June 2 Order or the Further Order, and the time to appeal them has long since passed. Thereafter, each of the objecting retired pilots either withdrew his objection or was deemed to have accepted the June 2 Order because he did not file a proof of claim contesting the NQ Pension Benefits Methodology (as defined below) as required by the notice distributed to the Covered Retirees (as described in footnotes 5 and 10 herein).

on and after the NQ Termination Date, and (b) if there was such a claim, in what amount. Those two issues were subsequently resolved pursuant to the Court's Order Approving the Stipulation between the Debtors, the Official Committee of Unsecured Creditors and DP3 Regarding Allowed Claims in Respect of Post-Termination Non-Qualified Pension Benefits of Retired Delta Pilots, which the Court entered on December 15, 2006 [Docket No. 3871] (the "**December 15 Order**") and together with the June 2 Order and the Further Order, the "**NQ Benefits Orders**"). The December 15 Order is hereby incorporated by reference.

19. The December 15 Order, among other things, grants certain allowed claims to pilots who retired prior to the NQ Termination Date and, who absent termination of the Pilot Non-Qualified Plans, would otherwise have been entitled to receive benefits under the Pilot Non-Qualified Plans as of the NQ Termination Date (the "**Post-Termination Covered Pilots**") and together with the Pre-Termination Pilots, the "**Covered Pilots**").⁸ Specifically, pursuant to the December 15 Order, the Post-Termination Covered Pilots receive collectively an allowed general non-priority unsecured claim in the aggregate amount of approximately \$729 million (the "**Post-Termination Claim**"). The December 15 Order provides that the Post-Termination Claim shall be in full and complete satisfaction of all rights of Post-Termination Covered Pilots arising in connection with the Pilot Non-Qualified Plans on or after the NQ Termination Date.

⁸ For the avoidance of doubt, Post-Termination Covered Pilots also includes others whose rights to benefits under the Non-Qualified Plans are derivative of the rights of the retired pilots described above, including alternate payees, survivors and contingent beneficiaries.

20. Significantly, the NQ Benefits Orders established specific methodologies for calculating the various claims granted thereunder. In particular, the June 2 Order established methodologies for calculating the amount of the NQ Admin Claim and the amount of the Balance Claim for each Pre-Termination Covered Pilot. The December 15 Order established a methodology for calculating the amount of the Post-Termination Claim for each Post-Termination Pilot. These methodologies (collectively, the “**NQ Pension Benefits Methodologies**”) were intensely negotiated by and among the Debtors, the Creditors’ Committee and DP3, Inc. (“**DP3**”), a group representing a large number of retired Delta pilots, with each party retaining their own advisors (including actuaries), who performed extensive diligence on the NQ Pension Benefits Methodologies.

21. Subsequent to the entry of the NQ Benefits Orders, the parties successfully worked together in applying the NQ Pension Benefits Methodologies to quantify the amount of the NQ Admin Claim and the Balance Claim for each Pre-Termination Covered Pilot, and the amount of the Post-Termination Claim for each Post-Termination Covered Pilot. As a result of these efforts, on January 24, 2007, the Debtors filed – with the support of DP3 and without objection from the Creditors’ Committee – an amendment to the Schedules (the “**NQ Benefits Schedule Amendment**” and together with the Section 1114 Schedule Amendments, the “**Schedule Amendments**”), which lists the amount of each Covered Pilot’s claim based upon the NQ Pension Benefits Methodologies.⁹ Such amounts are listed in the column “Delta Scheduled Claim Amount

⁹ The amounts listed in the NQ Benefits Schedule Amendment have been revised since January 24, 2007 to account for legal fees incurred by DP3, which fee adjustment, pursuant to the June 2 Order, has been applied pro rata to all claims associated with the NQ Benefits Schedule Amendment. The resulting amount is listed in the column “Delta Scheduled Claim Amount in Dispute” and designated as “Pension” in the “Delta Schedule Type” column on Exhibit A attached hereto.

in Dispute” and designated as “Pension” in the “Delta Schedule Type” column on Exhibit A attached hereto.¹⁰

22. Issues, if any, pertaining to the NQ Pension Benefits Methodologies for calculating the amount of the NQ Admin Claim, the Balance Claim and/or the Post-Termination Claim for each Covered Pilot are the subject of prior orders of the Court, and responses to this Objection contesting the NQ Pension Benefits Methodologies will not be addressed by the Reorganized Debtors. As a result, each claim filed on account of the termination of the Pilot Non-Qualified Plans (as listed in the column “Objectionable Filed Claim Amount” on Exhibit A attached hereto) should be disallowed and expunged and, to the extent applicable, replaced by the applicable claim listed in the column “Delta Scheduled Claim Amount in Dispute” column on the attached Exhibit A.

Pilot Qualified Pension Claims

23. Further, because the overwhelming majority of the Subject Claims were filed without sufficient supporting detail, it is possible that the claims designated as “Pension” in the “Delta Schedule Type” column are on account (in whole or in part) of Pilot Qualified Pension Benefits Claims. As of the Petition Date, Delta maintained a defined pension benefit plan for its pilots entitled the Delta Pilots Retirement Plan (the “**Pilot Qualified Plan**”). Qualified plans, such as the Pilot Qualified Plan, are partially insured by the Pension Benefit Guaranty Corporation (“**PBGC**”), the federal governmental agency that administers the pension plan termination insurance program established by Title IV of 4041(c) of the Employee Retirement Income Security Act of

¹⁰ Additionally, the Reorganized Debtors have mailed an explanatory letter to each of the Covered Pilots, which describes in plain terms how each Covered Pilots’ claim has been calculated.

1974 (as amended, “ERISA”). When a pension plan covered by Title IV terminates without sufficient assets to pay all of its accrued liabilities, the PBGC typically becomes trustee of the plan and pays plan participants their pension benefits, subject to certain statutory limits.

24. On August 4, 2006, after much deliberation and careful consideration of the interests of the various constituencies, the Debtors filed a motion (the “**4041 Motion**”) seeking (i) a determination by this Court that unless the Pilot Qualified Plan were terminated, the Debtors would be unable to pay their debts pursuant to a plan of reorganization and would be unable to continue in business outside of chapter 11 and (ii) approval of the voluntary distress termination of the Pilot Qualified Plan under section 4041 of ERISA.

25. Because the continuation of the Pilot Qualified Plan would have precluded the Debtors’ very survival, there was a widespread consensus among virtually all of the key stakeholders in these bankruptcy cases – including the representatives of all active and most retired pilots – that termination of the Pilot Qualified Plan was an unfortunate but absolute necessity. The PBGC initially intended to oppose the 4041 motion, but ultimately decided not to. On September 5, 2006, the Court, based upon an extensive factual record, granted the 4041 Motion and made the factual findings that were a prerequisite to the distress termination of the Pilot Qualified Plan.

26. A court decision, however, is only an intermediate step in the process of terminating a qualified pension plan. Both before and after a court decision, PBGC must still find that the other requirements for a distress termination under ERISA have been satisfied in order for such a plan to be terminated. Subsequent to the hearing on the 4041

Motion, Delta and PBGC expended considerable time and effort negotiating the terms and conditions of a settlement of PBGC's claims and various related issues. As a result of these efforts, Delta and PBGC reached a settlement agreement (the "**PBGC Settlement Agreement**"), which was approved by this Court on December 20, 2006.

27. Pursuant to the PBGC Settlement Agreement, benefits under the Pilot Qualified Plan are now administered by PBGC, such that any "claim" under the Pilot Qualified Plan must be asserted against the plan assets now being administered by PBGC, not the Reorganized Debtors. Accordingly, the Reorganized Debtors no longer have any liability under the Pilot Qualified Plan and, therefore, the Pilot Qualified Pension Benefits Claims should be disallowed and expunged. Additionally, as part of the PBGC Settlement Agreement, PBGC was granted an allowed, pre-petition, general, non-priority unsecured claim (the "**PBGC Claim**") in the amount of \$2.2 billion against each of the Debtors.¹¹ Thus, any proofs of claim filed on account of the termination of the Pilot Qualified Plan are duplicative of the PBGC Claim. As a result, each claim filed on account of the termination of the Pilot Qualified Plans (as listed in the column "Objectionable Filed Claim Amount" on Exhibit A attached hereto) should be disallowed and expunged and, to the extent applicable, replaced by the applicable claim listed in the column "Delta Scheduled Claim Amount in Dispute" column on the attached Exhibit A.

Responses to Objection

28. Any party with questions about the contents of this Objection and/or the relief requested herein may contact the Reorganized Debtors' authorized claims agent,

¹¹ In addition, the Reorganized Debtors' Plan provided for the distribution to PBGC of \$225 million in Cash.

Epiq Bankruptcy Solutions, LLC, at (866) 271-8942. Any party calling that number should be prepared to provide his/her employee identification number.

29. In the event that a Covered Retiree or Covered Pilot agrees with the amount and priority of his or her scheduled claim amount, as listed in the Delta Scheduled Claim Amount in Dispute column on Exhibit A hereto, it is not necessary for such party to file any response with the Court, notify the Reorganized Debtors or their counsel or undertake any further action. If the claimant does not respond to this Objection, such Covered Retiree or Covered Pilot will receive his or her distribution under the Plan (based upon the applicable Delta Scheduled Claim Amount in Dispute) on the next Interim Distribution Date, which date is presently planned to occur this summer.¹²

30. Any party wishing to oppose the relief requested herein must file a response in accordance with the Court's Order Establishing Procedures for Claims Objections entered October 12, 2006 [Docket No. 3381] (the "**Claims Objection Procedures Order**"), a copy of which is available at no charge on the Reorganized Debtors' Case Information Website (located at www.deltadocket.com). If a Covered Retiree or Covered Pilot responds to the relief requested herein, such claimant's claim as listed in the Delta Scheduled Claim Amount in Dispute column on Exhibit A hereto will remain a Disputed Claim and will not be entitled to a distribution under the Plan until such dispute is resolved and the claim becomes an Allowed Claim.

¹² In some cases, a Covered Retiree or Covered Pilot has already withdrawn the claim to which the Reorganized Debtors are objecting. If the Covered Retiree or Covered Pilot has already withdrawn his or her claim, he or she does not have to take any further action; such Covered Retiree or Covered Pilot will receive his or her distribution under the Plan (based upon the applicable Delta Scheduled Claim Amount in Dispute) on the next Interim Distribution Date.

31. **The deadline to file a response to this Objection is 4:00 p.m. (prevailing Eastern Time) on July 12, 2007.** Consistent with Claims Objections Procedures Order, as supplemented by the Court’s Order Approving Notice, Case Management and Administrative Procedures entered October 6, 2005 [Docket No. 660] (the “**Case Management Order**”), no response shall be accepted or considered unless, prior to such deadline, it is filed with the Court, 300 Quarropas Street, White Plains, New York 10601 and actually received by the attorneys for the Reorganized Debtors, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017, attn: Timothy E. Graulich, Esq. In addition, consistent with Section 17.5(d)(vii) of the Plan, all responses filed by holders of claims that have an estimated or face amount in excess of \$30,000,000 must be received by the attorneys for the Post-Effective Date Committee (as defined in the Plan), Akin Gump Strauss Hauer & Feld LLP, 590 Madison Avenue, New York, New York 10022, attn: David H. Botter, Esq.

32. In addition, as set forth above in the Claims Objection Procedures Order, no response shall be accepted or considered by the Court unless it includes, among other things, the following:

(a) an appropriate caption, including the title and date of the objection to which the response is directed;

(b) the name of the claimant, the claimant’s employee identification number, the claim number of the proof of claim (as identified on the claims register maintained on the Reorganized Debtors’ case information website (located at *www.deltadocket.com*)) and a description of the basis for the amount of the proof of claim;

(c) a concise statement setting forth the reasons why the Court should not sustain the objection, including, but not limited to, the specific factual and legal bases upon which the claimant relies in opposing the objection;

(d) copies of any documentation and other evidence upon which the claimant will rely in opposing the objection at a hearing;¹³

(e) sworn declarations of persons with personal knowledge of any new facts relied upon to support the response;¹⁴ and

(f) the name, address, telephone number and facsimile number of a person authorized to reconcile, settle or otherwise resolve the claim on the claimant's behalf.

33. A failure by a claimant to file a response in such manner shall be deemed a waiver by such claimant of all rights to respond to such objection and consent by such claimant to the relief requested in the Objection with respect to such claimant's proof of claim.

34. **Pursuant to the Claims Objection Procedures Order, if a proper and timely response with respect to a given claim is not filed and served in compliance with the procedures specified therein, the Court may sustain the objection with regard to such proof of claim without further notice or a hearing.**

35. **Pursuant to the Notice Regarding E-Mails and Faxes Sent to the Court entered by the Court on September 21, 2006 [Docket No. 3242], sending**

¹³ If the claimant cannot timely provide such documentation and other evidence, the claimant is required to provide a detailed explanation in the response as to why it was not possible to timely provide such documentation and other evidence.

¹⁴ If the claimant cannot timely provide such declarations, the claimant is required to provide a detailed explanation in the response as to why it was not possible to timely submit such declarations.

letters, objections and other correspondence to the Court via fax or email is improper and, absent prior permission, will not be accepted, reviewed or otherwise considered, unless the party has demonstrated to the Court s/he cannot communicate with the Court by any other method. All faxes and e-mails received by the Court without prior approval will be disregarded and not considered filed with or received by the Court for any purpose.

Separate Contested Matters

36. Pursuant to the Claims Objection Procedures Order, to the extent that a response is properly and timely filed with respect to any claim to which the Reorganized Debtors have objected, each such claim shall constitute a separate contested matter as contemplated by Bankruptcy Rule 9014. The filing of a response with respect to a given claim shall not delay the entry of an order sustaining the objections to each claim for which a proper response has not timely been filed and served.

Notice

37. No trustee or examiner has been appointed in these chapter 11 cases. The Reorganized Debtors have served notice of this Objection consistent with the procedures set forth in the Claims Objection Procedures Order and the Plan. For the convenience of the claimants, in lieu of receiving the complete Exhibit A attached hereto, each claimant listed thereon will receive a customized Exhibit including only their claims as referenced thereon.

38. No previous request for the relief sought herein has been made by the Reorganized Debtors to this or any other court.

WHEREFORE, the Reorganized Debtors respectfully request 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
June 22, 2007

By: /s/ Timothy E. Graulich
Timothy E. Graulich (TG 0046)

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