

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: :
DELTA AIR LINES, INC., et al., : Chapter 11 Case No.
: 05-17923 (ASH)
Debtors.¹ : (Jointly Administered)
: :
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**ORDER APPROVING REPORT OF THE UNITED STATES TRUSTEE
REGARDING SOLICITATION PROCESS FOR FORMING PILOT RETIREE
COMMITTEE**

Upon the amended motion of DP3, Inc. d/b/a Delta Pilot’s Pension Preservation Organization (“DP3”), dated on or about September 23, 2005 (the “DP3 Motion”) to appoint an official committee of retired pilots pursuant to 11 U.S.C. § 1114; the Court having jurisdiction to consider the relief requested therein pursuant to 28 U.S.C. §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 10, 1984 (Ward, Acting C.J.); and consideration of the pleadings being a core proceeding the Bankruptcy Court can determine pursuant to 28 U.S. § 157(b)(2); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice having been provided, and it appearing that no other or further notice need be provided; and the

¹ 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.

Court having reviewed all of the pleadings with respect to the DP3 Motion, and having reviewed the report of the United States Trustee dated March 7, 2006 (the "Report"); and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefore, it is hereby

FOUND, that it is appropriate to order at this time the appointment of a committee of retired pilot employees of Delta Air Lines, Inc., et al., pursuant to 11 U.S.C. § 1114;

ORDERED, that the DP3 Motion is granted as set forth herein;

ORDERED, that the Report of the United States Trustee is adopted and the United States Trustee's recommendations therein are approved;

ORDERED, that the following retirees, as set forth in the Report, are approved as the official committee of pilot retirees:

1. James Gray
2. James Haigh
3. Reuben Black
4. Donald Mairose
5. Verne Eling
6. Charles Tarpley
7. Donald Romley
8. Sid Margrey
9. Joan D. Green

Dated: _____ By: _____
HONORABLE ADLAI S. HARDIN, JR.
U.S. BANKRUPTCY COURT JUDGE