

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Case No. 05-17923 (PCB)
: :
: (Chapter 11)
DELTA AIRLINES, INC., et al., :
: (Jointly Administered)
Debtors. :
: :

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ORDER (1) GRANTING APPLICATION OF DALRC TO APPOINT A RETIREMENT COMMITTEE, (2) APPROVING REPORT OF THE UNITED STATES TRUSTEE, (3) ADJOURNING APPLICATION OF DALRC TO AUTHORIZE EMPLOYMENT OF COUNSEL, AND (3) ADJOURNING MOTION OF DP3 TO APPOINT AN OFFICIAL COMMITTEE OF RETIRED PILOTS

Upon the application of Delta Air Lines Retirement Committee (“DALRC”) to appoint a retirement committee under 11 U.S.C. § 1114(d) dated September 22, 2005 (the “DALRC Committee Application”); and the DALRC application to authorize employment of counsel dated September 22, 2005 (the “DALRC Counsel Application”); the DP3, Inc. d/b/a Delta Pilots’ Pension Preservation Organization (“DP3”) emergency motion to appoint to appoint an official committee of retired pilots (the “DP3 Emergency Committee Motion”); the DP3 amended motion to appoint to appoint an official committee of retired pilots dated September 14, 2005 and September 23, 2005 (the “DP3 Amended Committee Motion”); and the DP3 emergency motion to shorten time for responding to document requests dated October 18, 2005 (the “DP3 Discovery Motion”); and 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.C. § 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 Court having reviewed all of the pleadings with respect to the DALRC Committee Application, the DALRC Counsel Application, and the DP3 Motion, and having held a hearing on October 27, 2005, with appearances of parties in interest noted in the transcripts thereof, and having reviewed the report of the United States Trustee dated November 9, 2005 (the "Report"); and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, it is hereby

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

ORDERED that the DALRC Committee Application 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 retirees:

1. John Hoover;
2. Robert G. Adams;
3. Hollis L. Harris;
4. Cathy Cone;
5. Theodora Cohen;

6. G. Barry Braender; and

7. William H. Hutcheson.

ORDERED that the DALRC Counsel Application is marked off pending formation of the committee described above;

ORDERED that the DP3 Emergency Committee Motion is withdrawn;

ORDERED that the DP3 Amended Committee Motion is adjourned without date; and

ORDERED that the DP3 Emergency Discovery Motion is withdrawn.

Dated: November 10, 2005

/s/ Prudence Carter Beatty
HONORABLE PRUDENCE CARTER BEATTY
U.S. BANKRUPTCY COURT JUDGE