

Neil A. Goteiner (NG 1644)
Dean M. Gloster (*Pro Hac Vice*)
Nan E. Joesten (*Pro Hac Vice*)
FARELLA BRAUN & MARTEL LLP
235 Montgomery Street
San Francisco, CA 94104
Tel: (415) 954-4400
Fax: (415) 954-4480

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Time: 2:30 p.m. EST

Guy W. Chambers (*Pro Hac Vice*)
TOWNSEND AND TOWNSEND AND CREW LLP
Two Embarcadero Center
Eighth Floor
San Francisco, CA
94111-3834
Tel: (415) 576-0200
Fax: (415) 576-0300

Peter N. Wang (PW 9216)
FOLEY & LARDNER LLP
90 Park Avenue
New York, NY 10016
Tel: (212) 682-7474
Fax: (212) 687-2329

Counsel For Section 1114 Committee
UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

DELTA AIR LINES, INC., et al.

Debtors.

Chapter 11 Case No.

05-17923 (PCB)

(Jointly Administered)

**SECTION 1114 COMMITTEE'S OBJECTION TO DEBTORS'
PROPOSAL TO EXPAND SECTION 1114 COMMITTEE**

Debtors and the Creditors' Committee ask the Court to deny DP3's Motion for the appointment of a separate 1114 Committee for retired pilots. Instead they propose that

the existing Section 1114 Committee should be expanded to include representative retired pilots. The retired pilots, however, deserve to be represented in this bankruptcy as a distinct group, and DP3 is the group that has come forward to provide that advocacy. The retired pilots have worked extensively to form the DP3 organization through which they have retained counsel at considerable expense to prepare for the possibility of Delta's bankruptcy. DP3 and its counsel have developed their priorities and goals, albeit at times at odds with the Debtors.

There is no reason to believe that a separate 1114 committee of retired pilots focusing on appropriate 1114 issues, whose counsel is already intimately familiar with the benefits of the retired pilots, would be any less efficient for the estate than a shotgun marriage of the retired pilots with the pre-existing non-pilot retiree Section 1114 Committee. Indeed there are strong arguments that inefficiencies would result. First, adding retired pilots to the existing 1114 Committee would require the Committee's lawyers to invest time and resources to learn and to develop the pilots' issues, work that has already been thoroughly prepared by DP3's counsel. Second, it is hard to predict with requisite probability that negotiating with one combined committee, as opposed to two committees, would maximize the Debtors' resources. Obviously the combined committee would require increased Committee legal time to work through necessary analysis and negotiated compromises within the committee before making a presentation to Debtors and the Creditors' Committee, with predictable additional intra-committee efforts necessary to reach a final result. Third, as the Court has noted, there are distinct corporate cultural and historical differences between pilots and non-pilots wholly different than the dynamics at play on run-of-the-mill creditors committees, differences

which would create commensurately unconventional disagreements requiring additional time and effort both within the committee and in dealing with the Debtors and Creditors Committee. Fourth, to the extent that the Debtor and the Creditors' Committee believe that a combined committee would reduce litigation, there is no reason to believe that DP3 would cease pursuing, with separate counsel, those non-1114 issues which the 1114 Committee does not raise.

The Section 1114 Committee therefore respectfully urges that the Court decline to further expand the existing Section 1114 Committee.

Dated: January 3, 2006

THE SECTION 1114 COMMITTEE
REPRESENTING NON-PILOT RETIREES
OF DELTA AIR LINES, INC.

By: /s/ Neil A. Goteiner
Neil A. Goteiner

Farella Braun + Martel LLP
Counsel to the Section 1114 Committee