

<b>FORM B1</b>		<b>United States Bankruptcy Court Southern District of New York</b>		<b>Voluntary Petition</b>
Name of Debtor (if individual, enter Last, First, Middle): <b>Delta Air Lines, Inc.</b>		Name of Joint Debtor (Spouse) (Last, First, Middle): <b>N/A</b>		
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names): <b>N/A</b>		All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names): <b>N/A</b>		
Last four digits of Soc. Sec. No./Complete EIN or other Tax I.D. No. (if more than one, state all): <b>IRS ID No. 58-0218548</b>		Last four digits of Soc. Sec. No./Complete EIN or other Tax I.D. No. (if more than one, state all): <b>N/A</b>		
Street Address of Debtor (No. & Street, City, State & Zip Code): <b>Hartsfield-Jackson Atlanta International Airport 1030 Delta Blvd. Atlanta, GA 30354-1989</b>		Street Address of Joint Debtor (No. & Street, City, State & Zip Code): <b>N/A</b>		
County of Residence or of the Principal Place of Business: <b>Fulton</b>		County of Residence or of the Principal Place of Business: <b>N/A</b>		
Mailing Address of Debtor (if different from street address): <b>P.O. Box 20706 Atlanta, GA 30320-6001</b>		Mailing Address of Joint Debtor (if different from street address):		
Location of Principal Assets of Business Debtor (if different from street address above):				

**Information Regarding the Debtor (Check the Applicable Boxes)**

**Venue** (Check any applicable box)

- Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

**Type of Debtor** (Check all boxes that apply)

- |   |   |
|---|---|
| <input type="checkbox"/> Individual(s)          | <input type="checkbox"/> Railroad         |
| <input checked="" type="checkbox"/> Corporation | <input type="checkbox"/> Stockbroker      |
| <input type="checkbox"/> Partnership            | <input type="checkbox"/> Commodity Broker |
| <input type="checkbox"/> Other _____            | <input type="checkbox"/> Clearing Bank    |

**Chapter or Section of Bankruptcy Code Under Which the Petition is Filed** (Check one box)

- |  |  |                                     |
|--|--|-------------------------------------|
| <input type="checkbox"/> Chapter 7                                       | <input checked="" type="checkbox"/> Chapter 11 | <input type="checkbox"/> Chapter 13 |
| <input type="checkbox"/> Chapter 9                                       | <input type="checkbox"/> Chapter 12            |                                     |
| <input type="checkbox"/> Sec. 304 - Case ancillary to foreign proceeding |  |                                     |

**Nature of Debts** (Check one box)

- Consumer/Non-Business       Business

**Chapter 11 Small Business** (Check all boxes that apply)

- Debtor is a small business as defined in 11 U.S.C. § 101
- Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)

**Filing Fee** (Check one box)

- Full Filing Fee attached
- Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.

**Statistical/Administrative Information** (Estimates only)

- Debtor estimates that funds will be available for distribution to unsecured creditors.
- Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

Estimated Number of Creditors	1-15	16-49	50-99	100-199	200-999	1000-over		
	<input type="checkbox"/>	<input checked="" type="checkbox"/>						
Estimated Assets	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>				
Estimated Debts	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>				

THIS SPACE IS FOR  
COURT USE ONLY



**Exhibit "A" to Voluntary Petition**

1. The Debtor's equity securities are registered under Section 12(b) of the Securities Exchange Act of 1934. The SEC file number is: 1-5424

2. The following financial data is the latest available information and refers to the debtor's condition on June 30, 2005 according to its 10-Q filed with the Securities and Exchange Commission.

a. Total assets	<b>\$21,561,000,000</b>	
b. Total debts (including debts listed in 2.c., below)	<b>\$28,270,000,000</b>	
c. Debt securities held by more than 500 holders.*		Approximate number of holders
secured //      unsecured / <b>X</b> /      subordinated //		Unknown Number of
8 1/8% Retail Bonds Due 2039	\$537,500,000	Holders
d. Number of shares of preferred stock	5,105,264	
e. Number of shares common stock	157,152,566	
Comments, if any:	*The Debtors have many public debt issues as referenced in their 10-K, however it is not known if any of those debt issues are held by 500 or more holders since all of the securities are held in the name of various nominees.	

3. Brief description of debtor's business: **Delta Air Lines, Inc. is a major air carrier that provides scheduled air transportation for passengers and cargo throughout the United States and around the world.**

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

<b>SHAREOWNER</b>	<b>SHARES (Millions)</b>	<b>% OF OWNERSHIP</b>
FMR Corp.	19.1 (1)	12.2 %
U.S. Trust Corporation, United States Trust Company of New York and U.S. Trust Company, N.A	17.6 (2)	11.2%
Brandes Investment Partners, L.P.	15.4 (3)	9.8%

PRIMECAP Management Company	14.1 (4)	9.0%
Michael A. Roth and Brian J. Stark	9.9 (5)	6.3%
Capital Research and Management Company	9.6 (6)	6.1%
Stephen A. Cohen	9.5 (7)	6.1%
Capital Group International, Inc.	9.1 (8)	5.8%

(1) Based on an Amendment to Schedule 13G filed February 14, 2005, in which FMR Corp. reported that, as of December 31, 2004, it had sole voting power over 1,099,019 of these shares, shared voting power over none of these shares and sole dispositive power over all 19,122,602 of these shares.

(2) U.S. Trust Company, N.A. serves as independent fiduciary and investment manager of the Delta Family-Care Savings Plan's (the "Savings Plan") (a) Common Stock Fund and (b) Preferred Stock Fund, which holds Common Stock and ESOP Preferred Stock. Based on an Amendment to Schedule 13G filed February 14, 2005, in which U.S. Trust Corporation, United States Trust Company of New York and U.S. Trust Company, N.A. reported that, as of December 31, 2004, they had sole voting power over 25,999 of these shares, shared voting power over none of these shares, sole dispositive power over 11,509,239 of these shares and shared dispositive power over 6,057,594 of these shares.

U.S. Trust Corporation has informed Delta that, except for 25,999 shares of Common Stock, all of the shares of Common Stock reported in the amended Schedule 13G are held in the Savings Plan, calculated as follows:

Number of Shares	Nature of Shares of Common Stock
Common Stock held in Common Stock Fund	6,057,594
Common Stock held in Preferred Stock Fund	4,899,599
3,846,708 shares of ESOP Preferred Stock convertible into Common Stock (at a rate of 1.7115 shares of Common Stock per share of ESOP Preferred Stock)	6,583,641

Fidelity Management Trust Company, as trustee, is the holder of record of all shares of Common Stock and ESOP Preferred Stock held in the Savings Plan.

(3) Based on an Amendment to Schedule 13G filed February 14, 2005, in which Brandes Investment Partners, L.P. reported that, as of December 31, 2004, it had sole voting power over none of these shares, shared voting power over 12,024,884 of these shares and shared dispositive power over all 15,435,913 of these shares. Brandes Investment Partners, Inc., Brandes Worldwide Holdings, L.P., Charles H. Brandes, Glenn R. Carlson and Jeffrey A. Busby, as control persons of Brandes Investment Partners, L.C., disclaim any direct ownership of all of these shares, except for an amount that is substantially less than 1% of the number of shares reported in the Amendment to Schedule 13G.

(4) Based on Amendment No. 16 to Schedule 13G filed April 11, 2005, in which PRIMECAP Management Company ("PRIMECAP") reported that, as of April 11, 2005, it had sole voting power over 2,242,291 of these shares, shared voting power over none of these shares and sole dispositive power over 14,087,541 of these shares.

(5) Based on an Amendment to Schedule 13G filed February 14, 2005, in which Michael A. Roth and Brian J. Stark, as joint filers, reported that, as of December 31, 2004, they had shared voting and shared dispositive power over all 9,892,728 of these shares. The shares are held by Shepherd Investments International, Ltd. ("Shepherd"), Shepherd Trading Limited ("Shepherd Trading"), Stark Trading, Stark International, Reliant Trading and SF Capital Partners Ltd. ("SF Capital"). The joint filers direct the management of (a) Stark Offshore Management, LLC ("Stark Offshore"), which acts as the investment manager and has sole power to direct the management of Shepherd, Shepherd Trading and SF Capital; and (b) Stark Onshore Management, LLC, which acts as managing general partner and has sole power to direct the management of Stark Trading, Stark International and Reliant Trading.

(6) Based on an Amendment to Schedule 13G filed February 14, 2005, in which Capital Research and Management Company reported that, as of December 31, 2004, it had neither sole nor shared voting power over any of these shares and had sole dispositive power over all 9,648,730 of these shares. Capital Research and Management Company disclaims beneficial ownership of all of these shares.

(7) Based on Schedule 13G filed July 26, 2005, Mr. Cohen maintains shared voting and dispositive power over 9,509,300 shares. SAC Capital Advisors, LLC, SAC Capital Management, LLC and SAC Capital Associates, LLC maintain shared voting and dispositive power over 8,828,000 shares, and CR Intrinsic Investors, LLC and CR Intrinsic Investments, LLC maintain shared voting power and dispositive power over 681,300 shares. Pursuant to investment agreements, each of SAC Capital Advisors and SAC Capital Management share all investment and voting power with respect to the securities held by SAC Capital Associates. Pursuant to an investment management agreement, CR Intrinsic Investors maintains investment and voting power with respect to the securities held by CR Intrinsic Investments. Mr. Cohen controls each of SAC Capital Advisors, SAC Capital Management and CR Intrinsic Investors. By reason of the provisions of Rule 13d-3 of the Securities Exchange Act of 1934, as amended, each of (i) SAC Capital Advisors, SAC Capital Management and Mr. Cohen may be deemed to own beneficially 8,828,000 Shares; and (ii) CR Intrinsic Investors and Mr. Cohen may be deemed to own beneficially 681,300 Shares. Each of SAC Capital Advisors, SAC Capital Management, CR Intrinsic Investors and Mr. Cohen disclaim beneficial ownership of any of the securities covered by the Schedule 13G.

(8) Based on an Amendment to Schedule 13G filed February 14, 2005, in which Capital Group International, Inc. reported that, as of December 31, 2004, it had sole voting power over 6,015,030 of these shares, shared voting power over none of these shares and sole dispositive power over all 9,051,950 of these shares. Capital Group International, Inc. disclaims beneficial ownership of all of these shares.

(9) Based on an Amendment to Schedule 13G filed February 14, 2005, in which Capital Guardian Trust Company reported that, as of December 31, 2004, it had sole voting power over 4,489,560 of these shares, shared voting power over none of these shares and sole dispositive power over all 7,157,280 of these shares. Capital Guardian Trust Company disclaims beneficial ownership of all of these shares.

## ATTACHMENT 1

### **Pending or Concurrent Bankruptcy Cases Filed by Affiliates**

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed a voluntary petition for relief under title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of New York. A motion has been filed with the Court requesting that the chapter 11 cases of these entities be consolidated for procedural purposes only and jointly administered.

<b>Entity Name</b>	<b>Case Number</b>	<b>Judge</b>
Song, LLC	05-	
Crown Rooms, Inc.	05-	
Delta Air Lines, Inc.	05-	
Comair, Inc.	05-	
ASA Holdings, Inc.	05-	
Comair Holdings, LLC	05-	
Comair Services, Inc.	05-	
DAL Aircraft Trading, Inc.	05-	
DAL Global Services, LLC	05-	
DAL Moscow, Inc.	05-	
Delta AirElite Business Jets, Inc.	05-	
Delta Benefits Management, Inc.	05-	
Delta Connection Academy, Inc.	05-	
Delta Corporate Identity, Inc.	05-	
Delta Loyalty Management Services, LLC	05-	
Delta Technology, LLC	05-	
Delta Ventures III, LLC	05-	
Epsilon Trading, Inc.	05-	
Kappa Capital Management, Inc.	05-	

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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**In re:** :  
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**DELTA AIR LINES, INC.,** : **Chapter 11 Case No.**  
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**Debtor.** : **05-\_\_\_\_\_ ( )**  
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**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**

Following is a list of creditors holding the 20 largest general unsecured claims against Delta Air Lines, Inc. (the “Company”). This list has been prepared from the books and records of the Company.

This list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. The list does not include (a) persons who come within the definition of “insider” set forth in 11 U.S.C. § 101(31), (b) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the largest general unsecured claims or (c) amounts owed to other subsidiaries of Delta Air Lines, Inc.

This list reflects the information existing and available as of September 12, 2005. The Company reserves the right to amend this list based on information existing as of the filing date.

The information presented herein, including the failure of the Company to list any claim as contingent, unliquidated or unknown, does not constitute an admission or waiver of the Company’s right to contest the validity, priority or amount of any claim.

	<b>Creditor</b>	<b>Amount</b>	<b>Disputed Unliquidated Continge</b>	<b>Description</b>
1	BOEING COMMERCIAL AIRPLANE GROUP ATTN: VP OF CONTRACTS - R. LEO LYONS P.O. BOX 3707 MAIL STOP 75-38 SEATTLE, WA 98124-2207 USA BOEING COMM AIRPLANE CO SEATTLE, WA 98124-2207	\$3,718,340,366		FUTURE AIRCRAFT COMMITMENTS
		\$2,628,540		TRADE VENDOR
		<b>\$3,720,968,906</b>		
2	THE BANK OF NEW YORK DAVE CSATARI VICE PRESIDENT ONE WALL STREET NEW YORK, NY 10286	\$924,895,000		DELTA AIR LINES 8.30%
3	THE BANK OF NEW YORK DAVE CSATARI VICE PRESIDENT ONE WALL STREET NEW YORK, NY 10286	\$537,500,000		DELTA AIR LINES 8.125% DUE 2039
4	THE BANK OF NEW YORK DAVE CSATARI VICE PRESIDENT ONE WALL STREET NEW YORK, NY 10286	\$499,340,000		DELTA AIR LINES 7.90%
5	THE BANK OF NEW YORK DAVE CSATARI VICE PRESIDENT ONE WALL STREET NEW YORK, NY 10286	\$497,585,000		MASSPORT SERIES A, B & C
6	THE BANK OF NEW YORK DAVE CSATARI VICE PRESIDENT ONE WALL STREET NEW YORK, NY 10286	\$350,000,000 DUE 2023		DELTA AIR LINES INC. 8% CONVERTBLE
7	THE BANK OF NEW YORK DAVE CSATARI VICE PRESIDENT ONE WALL STREET NEW YORK, NY 10286	\$325,000,000 NOTES DUE 2024		DELTA AIRLINES 2.875% CONV. SR.
8	THE BANK OF NEW YORK DAVE CSATARI VICE PRESIDENT ONE WALL STREET NEW YORK, NY 10286	\$295,495,000		DEVELP AUTH OF CLAYTON CNTY-A, B, C
9	THE BANK OF NEW YORK DAVE CSATARI VICE PRESIDENT ONE WALL STREET NEW YORK, NY 10286	\$247,772,000 DUE 2008		DELTA AIR LINES 10.00% SENIOR NOTE
10	THE BANK OF NEW YORK DAVE CSATARI VICE PRESIDENT ONE WALL STREET NEW YORK, NY 10286	\$135,202,000		8.00% NOTES DUE 2007
11	SUNTRUST BANK PATRICIA SRUELL 25 PARK PLACE NE, 24TH FLOOR MAIL CODE GA-ATLANTA-0008 ATLANTA, GA 30338	\$124,770,000		FULTON COUNTY - OCIII
12	THE BANK OF NEW YORK DAVE CSATARI VICE PRESIDENT ONE WALL STREET NEW YORK, NY 10286	\$121,975,000		DELTA AIR LINES 7.70%

	<b>Creditor</b>	<b>Amount</b>	<b>Disputed Unliquidated Continge</b>	<b>Description</b>
13	THE BANK OF NEW YORK DAVE CSATARI VICE PRESIDENT ONE WALL STREET NEW YORK, NY 10286	\$105,766,000 DUE 2021		DELTA AIR LINES 9.75% DEBENTURES
14	THE BANK OF NEW YORK DAVE CSATARI VICE PRESIDENT ONE WALL STREET NEW YORK, NY 10286	\$102,455,000 DUE 2016		DELTA AIR LINES 9.00% DEBENTURES
15	THE BANK OF NEW YORK DAVE CSATARI VICE PRESIDENT ONE WALL STREET NEW YORK, NY 10286	\$84,665,000 DUE 2010		DELTA AIR LINES 10.125% DEBENTURES
16	THE BANK OF NEW YORK DAVE CSATARI VICE PRESIDENT ONE WALL STREET NEW YORK, NY 10286	\$68,725,000		DELTA AIR LINES 10.375% DUE 2011
17	THE BANK OF NEW YORK DAVE CSATARI VICE PRESIDENT ONE WALL STREET NEW YORK, NY 10286	\$63,548,000		DELTA AIR LINES INC. 9.25% DUE 2022
18	THE BANK OF NEW YORK DAVE CSATARI VICE PRESIDENT ONE WALL STREET NEW YORK, NY 10286	\$54,329,000		DELTA AIR LINES INC. 10.375% DEBENTURES DUE 2022
19	SUNTRUST BANK PATRICIA SRUELL 25 PARK PLACE NE, 24TH FLOOR MAIL CODE GA-ATLANTA-0008 ATLANTA, GA 30338	\$29,900,000		FULTON COUNTY - 1992
20	THE BANK OF NEW YORK DAVE CSATARI VICE PRESIDENT ONE WALL STREET NEW YORK, NY 10286	\$27,500,000		DELTA AIR LINES MTN SERIES B

I, the undersigned authorized officer of the Company, named as the debtor in this case, declare under penalty of perjury that I have reviewed the foregoing and that it is true and correct to the best of my knowledge, information and belief, with reliance on appropriate corporate officers.

Dated: September 14, 2005

By: /s/ Edward H. Bastian  
Name: Edward H. Bastian  
Title: Executive Vice President and  
Chief Financial Officer

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re: :  
: :  
: **Chapter 11 Case No.**  
: :  
**DELTA AIR LINES, INC.,** : **05-\_\_\_\_\_ ( )**  
: :  
Debtor. :  
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**CORPORATE OWNERSHIP STATEMENT**

In accordance with Rule 1007(a)(1) of the Federal Rules of Bankruptcy Procedure and Rule 1007-3 of the Local Rules for the United States Bankruptcy Court for the Southern District of New York, Delta Air Lines, Inc.(the “Company”) hereby states that the following corporations directly or indirectly own 10% or more of the Company’s equity interests:

- FMR Corp.
- U.S. Trust Corporation, United States Trust Company of New York and U.S. Trust Company, N.A

The Company directly owns warrants permitting the immediate acquisition of approximately 12% of the equity of Republic Airways Holdings Inc.

The Company owns an interest in the following general or limited partnerships, or joint ventures:

- Aero Assurance, Ltd.
- US Cargo Sales Joint Venture, LLC
- ARINC Incorporated
- Cordiem LLC
- Cordiem Inc.

- DATE (a Russian closed joint stock company with 50% of its shares owned by DAL Moscow, Inc. and 50% by Aeroflot Russian Airlines)
- Atlanta Airport Terminal Corporation.

I, the undersigned authorized officer of the Company, named as the debtor in this case, declare under penalty of perjury, that I have reviewed the foregoing and that it is true and correct to the best of my knowledge, information and belief, with reliance on appropriate corporate officers.

Dated: September 14, 2005

By: /s/ Edward H. Bastian  
Name: Edward H. Bastian  
Title: Executive Vice President and  
Chief Financial Officer

## CERTIFICATE OF RESOLUTIONS

I, Edward H. Bastian, a duly authorized officer of Delta Air Lines, Inc., a Delaware corporation (the “**Company**”), hereby certify that at a meeting of the Board of Directors of the Company duly called and held on September 14, 2005, the following resolutions were duly adopted in accordance with the requirements of Delaware General Corporation Law and that, as of the date hereof, these resolutions have not been amended or modified and are in full force and effect:

RESOLVED, that in the judgment of the Board of Directors of Delta Air Lines, Inc. (the “**Company**”), it is desirable and in the best interests of the Company, its creditors, employees and other interested parties that a petition be filed by the Company seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”);

RESOLVED, that the officers of the Company (each, an “**Authorized Officer**”) be, and each of them hereby is, authorized on behalf of the Company to execute and verify petitions under chapter 11 of the Bankruptcy Code and to cause such petitions to be filed in the United States Bankruptcy Court for the Southern District of New York (the “**Court**”), each such petition to be filed at such time as the Authorized Officer executing the petition shall determine and to be in the form approved by the Authorized Officer executing such petition, such approval to be conclusively evidenced by the execution, verification and filing thereof;

RESOLVED, that the law firm of Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 be, and hereby is, retained as attorneys for the Company in the Company’s chapter 11 case, subject to the approval of the Court;

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized on behalf of the Company to execute and file in the Company’s chapter 11 case all petitions, schedules, motions, lists, applications, pleadings and other papers, and, in connection therewith, to retain and obtain assistance from additional legal counsel, accountants, financial advisors and other professionals, and to take and perform any and all further acts and deeds that any such Authorized Officer deems necessary or desirable in connection with the Company’s chapter 11 case, with a view to the successful prosecution of such case;

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized on behalf of the Company to take any and all actions, to execute, deliver, certify, file and/or record and perform any and all documents, agreements, instruments, motions, affidavits, applications for

approvals or rulings of governmental or regulatory authorities or certificates and to take any and all steps deemed by any such Authorized Officer to be necessary or desirable to carry out the purpose and intent of each of the foregoing resolutions and to effectuate a successful chapter 11 reorganization; and

RESOLVED, that any and all actions heretofore taken by any Authorized Officer or the directors of the Company in the name and on behalf of the Company in furtherance of the purpose and intent of any or all of the foregoing resolutions be, and hereby are, ratified, confirmed, and approved in all respects.

IN WITNESS WHEREOF, I have hereunto set my hand this 14<sup>th</sup> day of September, 2005.

/s/ Edward H. Bastian  
Name: Edward H. Bastian  
Title: Executive Vice President and  
Chief Financial Officer