

Exhibit I-9. Sample Case-Management Orders for Complex Chapter 11 Case

UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF MISSOURI

IN RE _____

)

) CASE NO. _____

)

INITIAL ORDER FOR COMPLEX CHAPTER 11 BANKRUPTCY CASE

This bankruptcy case was filed on _____, 200___. A Notice of Designation as Complex Chapter 11 Case (L.R. 1002-2) was filed. After review of the initial pleadings filed in this case, the Court concludes that this appears to be a Complex Chapter 11 Case and issues this scheduling order, subject to rescission, revision, or modification as provided below:

1. Service List and Limitation on Service: Subject to the Local Rules and the requirements of the Electronic Case Filing System, the Debtor shall maintain a service list (“Service List”), identifying the parties that must be served whenever a motion or other pleading requires notice. Upon establishment of such a list, notices of motions and other matters will be limited to the parties on the Service List.

The Service List shall initially include the Debtor, Debtor’s counsel, counsel for the Official Unsecured Creditors’ Committee, U.S. Trustee, Internal Revenue Service, SEC (if publicly traded), all secured creditors, 20 largest unsecured creditors [of each Debtor], any indenture trustee, and any party that requests notice;

Any party in interest that wishes to receive notice, other than as listed on the Service List, shall be added to the Service List merely by filing an entry of appearance;

Parties on the Service List are required to give a fax number and e-mail address for service of process;

The initial Service List shall be filed within three (3) days after entry of this order. A revised list shall be filed after fifteen (15) days after the Initial Service List is filed. Debtors shall update the Service List, and shall file the updated Service List, at least every 30 days thereafter.

2. Hearing Days: The Court hereby establishes _____ of each month at _____.m. as the scheduled hearing day (“Hearing Day”) and time for hearing all motions and other matters in these cases. (There may be exceptions.)

3. Setting Hearings and Giving Notice of a Motion Requiring Emergency for Expedited Relief: If a motion requires emergency or expedited relief, a separate motion for emergency or expedited relief should be filed, stating with specificity the reason why an emergency exists or why there is a need for expedited treatment. If the court grants such emergency treatment, the Court will direct the requisite notice and will set a hearing date and time.

4. Proposed Hearing Agenda: At least two (2) business days prior to each Hearing Day, Debtor's counsel shall file and serve on the Master Service List a Proposed Hearing Agenda.

The Proposed Hearing Agenda is merely a proposal for the convenience of the Court and counsel. It is NOT determinative of the matters to be heard on that day and is not determinative of whether there will be a settlement or continuance.

The Proposed Hearing Agenda is expected to include:

1. The docket number and title of each matter to be scheduled for hearing on the next Hearing Day;
2. Whether the Matter is contested or uncontested;
3. Other comments that will assist the Court in organizing its docket for the day (for example, if a request for continuance or withdrawal of the matter is expected); and
4. A suggestion for the order in which the matters should be addressed.

On the Hearing Day, the Court may, or may not, accept the hearing agenda proposed by the Debtor.

5. Participation in Some Hearings by Telephone: Emergency and expedited hearings (and other hearings in limited circumstances) in this case may be conducted by telephone conference. Parties must obtain permission to participate by telephone from the Judge's courtroom deputy.

6. Settlement: If a matter is properly noticed for hearing and the parties reach agreement on a settlement of the dispute prior to the final hearing, the parties may announce the settlement at the scheduled hearing. If the Court determines that the notice of the dispute and the hearing is adequate notice of the effects of the settlement (i.e., that the terms of the settlement are not materially different from what parties in interest could have expected if the dispute were fully litigated), the Court may approve the settlement at the hearing without further notice of the terms of the settlement.

7. Case Captions: Complex cases usually involve hundreds of motions. To facilitate motion tracking by the Clerk of the Court, each answer, reply, objection and order filed or provided by a party in this case should contain, in its title or first paragraph, a reference to the docket number of the pleading to which it responds.
EXAMPLE:

Response by XYZ Bank to Debtor's Motion for Use of Cash Collateral.
[This pleading responds to Docket #_____]

8. Notice and Objections to this Order: This order shall be served by Debtor on all parties in interest within seven (7) days. If any party in interest, at any time, objects to the provisions of this order, that party shall file a motion articulating the objection and the relief requested. The motion shall comply with the provisions of this order. After hearing the Motion and any responses, the Court may grant appropriate

relief, if any is required. The Court may also, *sua sponte*, revise, modify or rescind this order.

SIGNED _____, 20 ____.

UNITED STATES BANKRUPTCY JUDGE

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----x
In re: :
: Chapter 11
DELTA AIR LINES, INC., et al., :
: Case No. _____
: (Jointly Administered)
Debtor(s). :
:
-----x

**ORDER APPROVING NOTICE,
CASE MANAGEMENT AND ADMINISTRATIVE PROCEDURES**

Upon the motion dated September 14, 2005 (the “Case Management Motion”)¹ of Delta Air Lines Inc., and those of its subsidiaries that are debtors and debtors in possession in these proceedings (collectively, the “Debtors”),² for authorization pursuant to section 105(a) of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) and rule 1015(c) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) to establish certain notice, case management and administrative procedures (the “Procedures”), as more fully described in the Case Management Motion; and upon consideration of the Declaration of [name] Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”) in Support of First-Day Motions and Applications, dated as of the Petition Date; and the Court having jurisdiction to consider the Case Management Motion and 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 Case Management Motion and the requested relief 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 of the Case Management Motion having been provided to the Office of the United States Trustee for the Southern District of New York, those creditors holding the five largest secured claims against the Debtors’ estates, those creditors holding the thirty largest unsecured claims against the Debtors’ estates and the attorneys for (i) the official committee of unsecured creditors appointed in these chapter 11 cases, (ii) the

1. Unless otherwise defined herein, each capitalized term shall have the meaning ascribed to it in the Case Management Motion.

2. 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.

agent for the Debtors' post petition lenders and (iii) American Express Travel Related Services Company, Inc., and it appearing that no other or further notice need be provided, and the relief requested in the Case Management Motion being in the best interests of the Debtors and their estates and creditors; and the Court having reviewed the Case Management Motion and having held a hearing with appearances of parties in interest noted in the transcript thereof (the "Hearing"), and certain changes to the form of Order having been made at the request of the court clerk, the court and others; and the Court having determined that the legal and factual bases set forth in the Case Management Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the relief requested in the Case Management Motion is hereby granted as modified by this Order; and it is further

ORDERED that the Debtors shall make this Order available on the Case Information Website (as defined below) and, within three (3) business days after its entry, serve it by U.S. Mail, band delivery, facsimile or email on the Core Parties (as defined below) and all parties that, prior to the date of the entry of this Order, have requested notice pursuant to Bankruptcy Rule 2002; and it is further

ORDERED that the Procedures set forth herein are approved and shall govern all aspects of these chapter 11 cases, except as otherwise ordered by the Court; and it is further

ORDERED that, to the extent the Procedures conflict with the Bankruptcy Rules or the Local Rules, the Procedures govern and supersede such rules and shall apply to these chapter 11 cases; and it is further

ORDERED that all motions, applications and other matters requiring notice and/or a hearing (collectively, the "Motions"), all objections and responses to the Motions (the "Objections"), all replies to Objections (the "Replies") and all other documents required to be filed with the Court (together with the Motions, Objections and Replies, the "Court Papers") shall be filed electronically with the Court in accordance with General Order M-242, as amended by General Order M-269 (available at the Court's website, www.nysb.uscourts.gov (the "Court's Website")), by registered users of the Court's Electronic Case Files system (the "ECF System") (a PACER login and password are needed to file documents on the ECF System and can be obtained at <http://pacer.psc.uscourts.gov>) and, by all other parties in interest, on a 3.5 inch disk or a CD-ROM, preferably in Portable Document Format ("PDF"), Word-Perfect or any other Windows-based word processing format; and it is further

ORDERED that all court Papers shall be served, in the manner described herein, on (i) the chambers of the undersigned Judge, (ii) attorneys for the Debtors, [attorney names, addresses], (iii) conflicts counsel to the Debtors, [attorney names, addresses], (iv) aircraft counsel to the Debtors, [attorney names, addresses], (v) the Office of the United States Trustee for the Southern District of New York, [address, name], (vi) the attorneys for the official committee of unsecured creditors, [attorney names, addresses], (vii) the attorneys for any other official committee(s) appointed in these chapter 11 cases, (viii) the Securities and Exchange Commission, 100 F Street, NE, Washington, DC 20549, Attn: [name], (ix) the Internal Revenue Service, 290

Broadway, New York, NY 10008, Attn: [agent name], (x) any additional government agencies to the extent required by the Bankruptcy Rules and the Local Rules and (xi) Bankruptcy Services LLC, 757 Third Avenue, New York, NY 10017, Attn: [name] (the Debtors' court authorized claims and noticing agent, the operator of the website www.deltadocket.com, created in connection with these cases, and the copy service used by the Debtors, the "Claims Agent"—collectively, the "Core Parties"); and it is further

ORDERED that all other persons or entities with a particularized interest in the relevant Court Papers (the "Particularized Interest Parties") shall be served as set forth herein; and it is further

ORDERED that the top thirty creditors will no longer be served (except to the extent that a creditor is a Particularized Interest Party of a Non-ECF Service Party (as defined below)); and it is further

ORDERED that, except with respect to (i) Core Parties, (ii) Particularized Interest Parties and (iii) Non-ECF Service Parties, all parties in interest (whether or not they have filed or file after the date hereof a Notice of Appearance or request for service of papers under Bankruptcy Rule 2002) shall be deemed to be receiving electronic notice through the ECF System of all Court Papers filed on the court's docket and therefore, in accordance with General Order M-242, need not be separately served with such court Papers; and it is further

ORDERED that electronic notice through the ECF system shall be deemed effective as of the date the relevant Court Papers are posted on the Court's electronic docket on the ECF system; and it is further

ORDERED that any party in interest that does not have and cannot practicably obtain access to the Court's ECF system shall file with the Court and deliver to counsel for the Debtors a certification of that fact and a request to be exempted from electronic service through the ECF system (an "ECF Service Exemption Request") in order to deliver it to counsel for the Debtors, such request may be sent by facsimile or sent by U.S. mail, overnight delivery or hand delivery, to [attorney name, address]; and it is further

ORDERED that an ECF Service Exemption Request shall include the following information: (i) the party's name and address, (ii) the name of the client (unless the party is appearing solely on its own behalf), (iii) an e-mail address at which the requesting party can be served, (iv) an address at which the requesting party may be served by U.S. mail, hand delivery and overnight delivery and (v) a facsimile number for the requesting party. Notwithstanding Bankruptcy Rules 2002 and 9010(b), no ECF Service Exemption Request filed in the chapter 11 cases shall have any effect unless all of the foregoing requirements are satisfied; and it is further

ORDERED that any individual or entity filing an ECF Service Exemption Request who does not maintain and cannot practicably obtain an e-mail address must include in its ECF Service Exemption Request a certification stating the same. Notice will be provided to that individual or entity by U.S. mail, overnight delivery, hand delivery or facsimile, in the sole discretion of the serving party; and it is further

ORDERED that any individual or entity who files an ECF Service Exemption Request but prefers not to include its e-mail address in such individual or entity's publicly filed ECF Service Exemption Request shall: (i) include in such ECF Service Exemption Request an explanation setting forth the reason(s) for not including an e-mail address and contemporaneously (ii) send a notice providing such individual or entity's e-mail address to attorneys for the Debtors, [attorney names, addresses]; and it is further

ORDERED that in addition to the Core Parties and the Particularized Interest Parties, Court Papers must be served on all persons and entities that have submitted ECF Service Exemption Requests as set forth herein (the "Non-ECF Service Parties"); and it is further

ORDERED that papers filed in adversary proceedings (including objections and replies thereto) do not need to be served on the Non-ECF Service Parties; and it is further

ORDERED that the Debtors shall maintain a service list, which shall include only the Core Parties and the Non-ECF Service Parties (the "Non-ECF Service List"); and it is further

ORDERED that the Non-ECF Service List shall not include e-mail addresses, but may include addresses and facsimile numbers; and it is further

ORDERED that the Debtors shall use reasonable efforts to update the Non-ECF Service List as often as practicable, but in no event less frequently than every thirty (30) days; and it is further

ORDERED that the Non-ECF Service List shall be posted on the Case Information Website and filed with the Court no less frequently than every thirty (30) days commencing as of the date that is ten (10) days after the date of this Order, provided that there has been a change to the Non-ECF Service List; and it is further

ORDERED that Core Parties (and no other party) shall be authorized to serve all Court Papers by e-mail on the Non-ECF Service Parties and any relevant Particularized Interest Parties in accordance with the procedures set forth below, and shall serve other Core Parties by U.S. mail, overnight delivery, hand delivery or facsimile (at the sole discretion of the serving party) or, if so elected by the Core Party to be served, by e-mail. All other parties shall serve Court Papers in accordance with this Order, the Bankruptcy Code, the Bankruptcy Rules and the Local Rules; and it is further

ORDERED that all Court Papers served by a Core Party by e-mail shall include access to an attached file or files containing the entire Court Paper, including the proposed form(s) of order and any exhibits, attachments and other relevant materials, in PDF, readable by Adobe Acrobat or an equivalent program. Notwithstanding the foregoing, if a Court Paper cannot be annexed to an e-mail (because of size, technical difficulties or otherwise), the serving party may, in its sole discretion (i) serve the entire Court Paper by U.S. Mail, hand delivery, overnight delivery or facsimile, including the proposed form(s) of order and any exhibits, attachments and other relevant materials, or (ii) e-mail a notice stating that the Court Paper cannot be attached and is available on the Court's Website (and, if the Court Paper is being served by

the Debtors, on the Case Information Website) and will be mailed only if requested by the party receiving the notice; and it is further

ORDERED that service by e-mail shall be effective as of the date the Court Paper or a notice stating that the Court Paper cannot be attached and is available on the Court's Website is sent by e-mail to the address provided by a party; and it is further

ORDERED that nothing in these Procedures shall prejudice the right of any party to move the Court to request relief under section 107(b) of the Bankruptcy Code or Bankruptcy Rule 9018 to protect any entity with respect to a trade secret or confidential research, development, or commercial information or to protect a person with respect to scandalous or defamatory matter contained in a Court Paper filed in these cases; and it is further

ORDERED that upon the filing of any Court Paper, the filing party shall, in accordance with Local Rule 9078-1, file with the Court either an affidavit of service or a certification of service (a "Certificate of Service") annexing the list of parties that received notice. The Certificate of Service shall not include e-mail addresses; it shall be sufficient to indicate a party was served by e-mail; and it is further

ORDERED that Certificates of Service shall be filed with the Court and served on all recipients. However, parties shall not be required to include a full service list when serving the Certificate of Service. In lieu of attaching a full service list to the Certificate of service to be served on all recipients, a party filing a Court Paper shall include in their Certificate of Service (a) the list of Particularized Interest Parties served, (b) a statement that their full service list was filed with the Court and that it was the Non-ECF Service List from the Case Information Website or the Court's docket and (c) what date the Non-ECF Service List was downloaded from the Case Information Website or filed on the Court's Docket; and it is further

ORDERED that unless otherwise ordered by the Court, the Procedures shall not supersede the requirements for notice of the proceedings described in Bankruptcy Rules: (i) 2002(a)(7) (time fixed for filing proofs of claims pursuant to Bankruptcy Rule 3003(c)), (ii) 2002(b) (time fixed for filing objections and the hearing to consider approval of a disclosure statement or confirmation of a chapter 11 plan), (iii) 2002(d) (certain notices to equity security holders) and (iv) 2002(f) (certain other notices); and it is further

ORDERED that the Debtors shall be authorized to schedule, in cooperation with the Court, periodic omnibus hearings ("Omnibus Hearings") at which motions, pleadings, applications and other requests for relief shall be heard. The following guidelines shall apply to all Omnibus Hearings:

a. Hearings in connection with claims objections and pretrial conferences and trials related to adversary proceedings may be scheduled for dates other than the Omnibus Hearing dates. However, initial pretrial conferences scheduled in connection with adversary proceedings shall be set on the next available Omnibus Hearing date that is at least forty-five (45) days after the filing of the complaint, except as otherwise ordered by the Court.

b. If a Court Paper filed by a non-Debtor party purports to set a hearing date inconsistent with the Procedures, the hearing shall be scheduled, without the neces-

sity of court order, for the first Omnibus Hearing date after the applicable notice period has expired. If this occurs, the Debtors shall provide the movant with notice of these Procedures within three business days of the Debtors' receipt of the Court Paper that is erroneously filed.

c. If a movant or applicant other than the Debtors determines that a motion or application requires emergency or expedited relief, the movant or applicant shall telephonically contact the Debtors' attorneys requesting that the motion or application be considered on an expedited basis. If the Debtors disagree with the movant's or applicant's determination regarding the emergency or expedited nature of the relief requested, the movant or applicant shall arrange for a chambers conference, telephonic or in person, to be held among the Court, the Debtors' attorneys and the movant or applicant to discuss the disagreement. If the Court agrees with the position of the movant or applicant regarding the necessity for expedited consideration, the Court shall direct the requisite notice and shall set a hearing date and time. On the hearing date, the Court shall first consider the propriety of emergency relief whether adequate notice has been given, and whether there has been adequate opportunity for parties to be heard. If the Debtors seek emergency or expedited relief, such request for emergency or expedited consideration shall be upon prior notice to counsel for the Creditors' Committee and an opportunity for the Creditors' Committee to be heard; and it is further

ORDERED that Motions (other than those as set forth below) shall not be considered by the Court unless filed and served in accordance with these Procedures at least fourteen (14) calendar days before the scheduled hearing date. Notwithstanding the foregoing, if the parties served with a Motion are predominantly parties being served by U.S. mail, a hearing may not be scheduled before seventeen (17) calendar days from the date of service; and it is further

ORDERED that nothing in these Procedures shall prejudice the right of any party to move the Court to request an enlargement or reduction of any time period under Bankruptcy Rules 9006(b) and 9006(c); and it is further

ORDERED that if a Motion requests relief pursuant to Bankruptcy Rules 2002(a)(1), (a)(4)–(8) or (b), the relevant hearing shall be set after the passage of the time period set forth in such rule, *provided, however,* that, consistent with Bankruptcy Rule 9006, if service is by U.S. mail, a hearing shall not be scheduled before twenty-three (23) calendar days from the date of service; and it is further

ORDERED that a Motion may be granted without a hearing, provided that, after the passage of the Objection Deadline, the attorney for the entity who filed the Motion: (i) files a declaration pursuant to 28 U.S.C. § 1746 indicating that no Objection has been filed or served in accordance with these Procedures, (ii) if the entity who filed the Motion is not the Debtor, serves the declaration via facsimile upon the undersigned attorneys for the Debtors at least one (1) business day prior to submission thereof to the Court and (iii) delivers by U.S. mail, or hand or overnight delivery, a package to the Court, with a copy to Debtors' counsel, including (a) the declaration described in subsection (i) above, (b) a disk containing an order granting the relief requested in the applicable Motion, (c) a printed copy of the order and (d) the ECF docket number(s) of the Motion to which the proposed order relates (collectively, the

“Presentment Package”). Upon receipt of the Presentment Package, the Court may grant the relief requested in the Motion without further submission, hearing or request. If the Court does not grant the relief, (i) the Motion will be heard at the next Omnibus Hearing that is at least six (6) calendar days from the date the Presentment Package is received by the Court and (ii) the decision not to grant the relief shall not constitute an extension of the Objection Deadline related thereto, unless otherwise agreed between the objecting party and the party seeking relief; and it is further

ORDERED that, except as set forth below, a “Notice of Motion” shall be affixed to all Motions and shall include the following: (i) the title of the Motion, (ii) the parties upon whom any Objection to the Motion is required to be served, (iii) the date and time of the applicable Objection Deadline, (iv) the date of the Omnibus Hearing at which the Motion shall be considered by the Court and (v) a statement that the relief requested may be granted without a hearing if no Objection is timely filed and served in accordance with these Procedures. The applicable Objection Deadline and hearing date shall also appear in the upper right corner of the first page of the Notice of Motion. However, a separate “Notice of Motion” shall not be required where the Motion itself contains the information required to be included in the “Notice of Motion”; and it is further

ORDERED that, except with respect to significant pleadings in adversary proceedings, Local Rule 9013-1(b) shall not be read to require a separate memorandum of law, so long as the relevant points and authorities relied on in support of the Court Paper are set forth therein; and it is further

ORDERED that the deadline to file an Objection (the “Objection Deadline”) to any Motion shall be: (i) at least seven (7) calendar days before the applicable hearing date or (ii) any date otherwise ordered by the Court. The Objection Deadline may be extended with the consent of the movant or applicant. No Objection will be considered timely unless filed with the Court and served on the Core Parties on or before the applicable Objection Deadline. All parties filing an Objection shall include their telephone and facsimile numbers in the signature block on the last page of the Objection; and it is further

ORDERED that unless otherwise ordered by the Court, a reply to an Objection shall be filed with the Court and served in accordance with these Procedures on or before 12:00 p.m. on the day that is two (2) business days before the date of the applicable hearing; and it is further

ORDERED that, by approximately 4:00 p.m. on the day before an Omnibus Hearing, the Debtors shall file with the Court a letter setting forth each matter to be heard at the hearing (the letter may be updated after the initial submission if necessary) (the “Agenda Letter”) and shall serve the letter(s), by facsimile or e-mail (the choice of the foregoing being in the Debtors’ sole discretion) on: (i) chambers, (ii) the Office of the United States Trustee for the Southern District of New York, [name], (iii) the attorneys for the official committee of unsecured creditors, [attorney names, addresses], (iv) the attorneys for any other official committee(s) appointed in these chapter 11 cases, and (v) any parties that have filed Court Papers to be considered at the hearing. Agenda Letters shall not be required where the Debtors have less than forty eight (48) hours notice of the hearing. The matters listed on the Agenda

Letter shall be limited to matters of substance and shall not include administrative filings such as notices of appearance and affidavits of service; and it is further

ORDERED that notwithstanding anything contained herein, motions for relief from the automatic stay filed pursuant to section 362 of the Bankruptcy Code shall be noticed for consideration on an Omnibus Hearing Date that is at least twenty (20) calendar days after the motion is filed and served. Unless otherwise ordered by the Court, the Objection Deadline shall be three (3) days before the scheduled hearing; and it is further

ORDERED that notwithstanding section 362(e) of the Bankruptcy Code, if a scheduled motion with respect to a request for relief under section 362(d) of the Bankruptcy Code is adjourned upon the consent of the Debtors and the moving party to a date that is on or after the thirtieth (30th) day after the moving party's request for relief was made, the moving party shall be deemed to have consented to the continuation of the automatic stay in effect pending the conclusion of, or as a remit of, a final hearing and determination under section 362(d) of the Bankruptcy Code, and shall be deemed to have waived its right to assert the termination of the automatic stay under section 362(e) of the Bankruptcy Code; and it is further

ORDERED that the Debtors, in cooperation with the Claims Agent, are hereby authorized to create and maintain an independent website for the posting of certain information regarding these chapter 11 cases (the "Case Information Website"), located at www.deltadocket.com, including, in the Debtors' sole discretion, certain orders, decisions or other Court Papers filed in these chapter 11 cases; and it is further

ORDERED that the Court's Website shall include a link to the Case Information Website; and it is further

ORDERED that the Case Information Website shall display a disclaimer substantially similar to the following:

Please take notice that this website has been established and is being maintained and operated at the direction of the United States Bankruptcy Court for the Southern District of New York (the "Court") by Bankruptcy Services LLC (the "Claims Agent"), in cooperation with Delta Air Lines, Inc. ("Delta") and those of its subsidiaries that have filed for chapter 11 (collectively, the "Debtors"), pursuant to the Case Management Order entered in connection with the Debtors' chapter 11 cases. This website is not the website of the Court. While every attempt is being made to ensure the accuracy of the information contained herein, this website does not contain or comprise the official court records. Neither Delta nor the Claims Agent guarantees or warrants the accuracy, completeness, or timeless of the information provided on this website and neither Delta nor the Claims Agent shall be liable for any loss or injury arising out of or caused in whole or in part by the acts, errors or omissions of the parties responsible for the website, whether negligent or otherwise, in procuring, compiling, collecting, meeting, reporting, communicating or delivering the information contained in the website.

Neither Delta nor the Claims Agent undertakes any obligation to update, modify, revise or recategorize the information provided herein, or to notify

you or any third party should the information be updated, modified, revised or recategorized. In no event shall anything included or omitted from this website make Delta and/or the Claims Agent liable to you or any third party for any direct, indirect, incidental, consequential or special damages (including, but not limited to, damages arising from the disallowance of a potential claim, damages to business reputation, lost business or lost profits), whether or not foreseeable and however caused. This website should not be relied upon as a substitute for financial, legal or other professional advice. It is your sole obligation to maintain accurate records of the documents filed in the chapter 11 cases, based on the Court's dockets relating to the Debtors' chapter 11 cases which can be accessed through the court's website at www.nysb.uscourts.gov (a PACER login and password are needed to view these documents and can be obtained at <http://pacer.psc.uscourts.gov>). The Debtors' website is being made available merely as a convenience to interested parties and the public;

and it is further

ORDERED that the Debtors are authorized to use the Claims Agent as a copy service for the purpose of distributing Court Papers filed in these chapter 11 cases to any requesting party at costs not to exceed those designated by 28 U.S.C. § 1930. The Debtors shall not be charged for this service. Parties seeking to obtain Court Papers from the Claims Agent may call [phone number]; and it is further

ORDERED that the Debtors may amend the Procedures from time to time throughout these chapter 11 cases and shall present such amendments to the Court by motion in accordance with this Order; and it is further

ORDERED that notice of the Case Management Motion as provided therein shall be deemed good and sufficient notice of such Case Management Motion; and it is further

ORDERED that this Order is without prejudice to any party in interest's right to seek to amend or otherwise modify the relief ordered herein.

Dated: October 6, 2005
New York, New York

UNITED STATES BANKRUPTCY JUDGE

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re: :
WORLDCOM, INC., et al., : Chapter 11
Debtor(s). : Case No. _____
 : (Jointly Administered)
-----X

**FIRST AMENDED CASE-MANAGEMENT ORDER (i) ESTABLISHING,
AMONG OTHER THINGS, NOTICE PROCEDURES (INCLUDING BY
ELECTRONIC MEANS), OMNIBUS HEARING DATES, AND
ALTERNATIVE METHODS OF PARTICIPATION AT HEARINGS AND
(ii) AUTHORIZING WORLDCOM, INC., ET AL., TO ESTABLISH
AN INDEPENDENT WEBSITE**

Upon the sua sponte motion of this Court at a hearing held on July 22, 2002 (the “Motion”), for WorldCom, Inc. and its direct and indirect domestic subsidiaries, as debtors and debtors in possession (collectively, the “Initial Debtors”); and the Court having the authority and jurisdiction to consider the Motion and the relief requested therein in accordance with 11 U.S.C. § 105, and 28 U.S.C. §§ 157 and 1334; and due and proper notice of the Motion; and the Court being cognizant of (i) the size and complexities of these chapter 11 cases, including, without limitation, the number of creditors, equity interest holders and parties in interest with respect thereto and the difficulties associated with attendance at hearings and (ii) the need for the implementation of electronic noticing procedures for the orderly and efficient administration of these chapter 11 cases for the benefit of the Debtors, their creditors and the Debtors’ chapter 11 estates; and by order dated July 29, 2002 (the “Initial Order”), the Court having granted the Motion; and certain affiliates of the Initial Debtors having thereafter commenced chapter 11 cases (together with the initial Debtors, the “Debtors”); and, upon review, the Court having determined to modify the Initial Order as provided herein; upon due consideration, good and sufficient cause

appearing therefor, it is hereby ORDERED AS FOLLOWS :

1. The Initial Order is hereby modified and amended.

Service List

2. The Debtors shall maintain a master service list (the “Service List”) identifying the parties that must be served whenever a motion, application or other pleading requires the service of notice .

a. The Service List shall include (i) the Debtors, [attorney names, addresses], (ii) [attorney names, addresses], Attorneys for Debtors and Debtors in Possession, [attorney names, addresses], (iii) the Office of the United States Trustee, 33 White-hall Street, 21st Floor, New York, New York 10004, Attn: [name], (iv) [law firm name], Attorneys for the Examiner in these chapter 11 cases, [attorney names, addresses], (v) [law firm name], Attorneys for the Lenders Party to the Debtors’ 364-Day Revolving Credit Agreement, [attorney names, addresses], (vi) [law firm name], Attorneys for the Debtors’ Postpetition Lenders, [attorney names, addresses], (vi) [law firm name], Attorneys for the statutory committee of unsecured creditors (the “Creditors’ Committee”), [attorney names, addresses], (viii) [law firm name], Attorneys for Informal Committee of Bondholders of MCI Communications Corporation, [attorney names, addresses], (ix) [law firm name], Attorneys for Informal Committee of Bondholders of Intermedia Communications Inc., [attorney names, addresses], (x) Securities and Exchange Commission, 233 Broadway, New York, New York 10279, Attn: [name] and Securities & Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549, Attn: [name], (xi) Internal Revenue Service, 290 Broadway, New York, New York 10007, Attn: District Director, and Internal Revenue Service, 290 Broadway, New York, New York 10007, Attn: Regional Director, (xii) other government agencies to the extent required by the Bankruptcy Rules and the Local Rules (each, as defined below) and (xiii) any party that has requested notice pursuant to Rule 2002 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

b. Any creditor, equity interest holder or party in interest that, as of the date hereof, is not included on the Service List and wishes to receive notice other than as required in accordance with Bankruptcy Rule 2002 must file a notice of appearance and request for service of papers (a “Request”) with the Clerk of the Court and serve a copy of such Request upon each of the parties set forth in decretal paragraph 2(a)(i)-(x) above. Each Request must include such party’s (i) name, (ii) address, (iii) name of client, if applicable, (iv) telephone number, (v) facsimile telephone number and (vi) electronic mail (e-mail) address, unless such party files a request to be exempted from providing an electronic (e-mail) address.

c. Any party having submitted properly a Request as of the date hereof (an “Initial Request”) shall not be required to submit a second Request (a “Supplemental Request”) except to the extent that such Initial Request failed to include an electronic mail (e-mail) address. To the extent that such party fails to file and serve a Supplemental Request which contains an electronic mail (e-mail) address, notwithstanding the filing of the Initial Request, such party shall not be entitled to additional service of papers in accordance with decretal paragraph 3 hereof, unless such party (i) files a request to be exempted from providing an electronic (e-mail) address and (ii) serves a copy of such request upon each of the parties set forth on the Service List as the

date thereof, including, without limitation, the parties set forth in paragraph 2(a) hereof.

d. The Debtors shall use their reasonable best efforts to update the Service List as frequently as practicable, but in no event less frequently than every ten (10) days. The Service List shall be available electronically on the Court's website (www.nysb.uscourts.gov) and on the Independent Website, as defined below, to be created and maintained for these chapter 11 cases.

Filing/Service of Papers

3. Pursuant to (i) the Court's General Order (Revised Electronic Filing Electronic Procedures), #M-242, dated January 19, 2001, and (ii) Sections II (A) and (B) of the Revised Administrative Electronic Procedures for Electronically Filed Cases (the "Electronic Procedures"), (a) except with regard to documents which may be filed under seal, all motions, pleadings, memoranda of law, or other documents required to be filed with the Court in these chapter 11 cases shall be electronically filed on the Court's Electronic Filing System, (b) *except with regard to (1) counsel to the Debtors, (2) counsel to the Creditors' Committee, (3) the U.S. Trustee, (4) counsel to the Examiner and (5) any department or agency of the United States of America*, including the United States Attorney, as may be required in accordance with Section II(B)(3) of the Electronic Procedures, or in accordance with a subsequent order of the Court, and (ii) the delivery, unless otherwise ordered by the Court, of a courtesy copy of every pleading, motion, application, objection, response or other filed document to the Court's chambers c/o Room 534, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004, clearly marked "Chambers Copy," no documents shall be required to be served in paper (i.e., "hard copy"), and (c) except as set forth in paragraphs 2(b) and (c) hereof, each party having filed a Request, whether or not set forth in the Service List, shall be deemed to have consented to electronic service of papers. Notwithstanding the foregoing, any party that has not filed a Request or that has not consented to or been deemed to have consented to electronic service shall be served in paper (i.e., "hard-copy"). Under all circumstances, service upon counsel to the Debtors, counsel to the Creditors' Committee, the U.S. Trustee, counsel to the Examiner and any department or agency of the United States of America, including the United States Attorney, is required to be in paper, as well as in accordance with the Electronic Procedures.

Omnibus Hearing Days

4. Unless otherwise ordered by the Court or established by the Court as of the date hereof, the Court hereby establishes Tuesday of each week at 10:00 a.m. as the scheduled hearing day (the "Hearing Day") and time for hearing all motions, applications and other matters in these chapter 11 cases, including, without limitation, in connection with adversary proceedings. No calendared matter shall, even with the consent of the Debtors and the other movant with respect thereto, be adjourned without Court approval. Notwithstanding the foregoing, to the extent that such Tuesday is not a business day, or the Court is not otherwise open for business, the Court shall post such exceptions on the Court's internet case calendar (the "Court Calendar"),

available at www.nysb.uscourts.gov. In the event that a motion, application or other matter is filed with the Court and does not appear on the Court Calendar within three (3) business days of the filing thereof, such filing party should contact the Court's chambers for the sole purpose of posting a hearing with respect thereto on the Court Calendar.

5. Except with regard to (a) motions for relief from the automatic stay in accordance with section 362 of title 11 of the United States Code (the "Bankruptcy Code") and (b) motions and applications to compromise and settle claims, disputes and causes of action pursuant to Bankruptcy Rule 9019, all motions, applications and other matters requiring notice and/or a hearing that are filed, lodged or submitted by the Debtors, the Creditors' Committee or any other party in interest, including, without limitation, (i) motions to compel the assumption or rejection of executory contracts and unexpired leases in accordance with section 365 of the Bankruptcy Code, and (ii) motions or applications to take examinations pursuant to Bankruptcy Rule 2004, but expressly excluding "first day" hearings for newly filed debtors, claims objections, and adversary proceedings, shall be noticed for hearing on the next Hearing Day that is at least twenty-five (25) days after such motion, application or other pleading is filed with the Clerk of the Court and notice thereof is served upon the appropriate parties. Unless otherwise ordered by the Court, the objection deadline with respect thereto shall be the later to occur of (i) twenty (20) days after the date of filing and service of such motion, application or other pleading and (ii) three (3) business days prior to the Hearing Day with respect thereto, provided, however, that unless the parties agree otherwise, if a duly scheduled motion is adjourned before an interested party's objection has been filed and before the objection deadline has expired, then the objection deadline shall be extended automatically as to such interested party to the date that is three (3) business days prior to the adjourned Hearing Day with respect to such motion, application, or other proceeding. The Hearing Day and objection deadline shall be set forth in the upper right corner of the first page of the applicable motion, application, or other pleading. Unless otherwise specified herein, all time periods referred to herein shall be calculated in accordance with Bankruptcy Rule 9006.

a. In the event that any nondebtor affiliates of the Debtors commence chapter 11 cases and "first day" motions or applications (including, without limitation, motions and applications regarding the applicability of existing "first day" orders to the chapter 11 cases of such newly filed affiliated debtors) are filed and served by newly filed debtors at least thirty-six (36) hours before a Hearing Day, upon notice to such entities' twenty (20) largest unsecured creditors, the Court shall consider such motions and applications at the next Hearing Day. Otherwise, such motions and applications shall be considered by the Court on the following Hearing Day.

b. The Court shall set separate hearings for claims objections and for pretrial conferences and trials in connection with adversary proceedings. Initial pretrial conferences in connection with adversary proceedings shall be scheduled on the next available Hearing Day that is at least forty-five (45) days after the filing of the complaint.

c. In the event that any party or entity proposes to act or obtain an order by notice of presentment, notice of settlement or other means, in lieu of proceeding by motion,

such party may provide written notice in accordance with the provisions of Rule 2002-2 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”); provided, however, that, unless otherwise ordered by the Court, the time periods set forth in Local Rules 2002-2 (b) and (d) are hereby extended to those set forth in this decretal paragraph 5. If a timely objection is made to a proposal to act or obtain an order by notice of presentment, notice of settlement or other means, such objection is deemed to be a request for a hearing. In such a case, a Hearing Day will be chosen by the Court and the parties will be notified of the Hearing Day pursuant to the terms of this Order.

d. Notwithstanding anything contained in this decretal paragraph 5 to the contrary, motions for relief from the automatic stay in accordance with section 362 of the Bankruptcy Code shall be noticed for hearing on the next Hearing Day that is at least twenty (20) days after such motion is filed with the Clerk of the Court and notice thereof is served upon the Debtors. Unless otherwise ordered by the Court, the objection deadline with respect thereto shall be the later to occur of (i) fifteen (15) days after the date of filing and service of such motion and (ii) three (3) days prior to the Hearing Day with respect thereto. If such duly scheduled motion with respect to a request for relief under section 362(d) of the Bankruptcy Code is adjourned upon the consent of the Debtors and the moving party to a date that is on or after the thirtieth (30th) day after the moving party’s request for relief was made, the moving party shall be deemed to have consented to the continuation of the automatic stay in effect pending the conclusion of, or as a result of, a final hearing and determination under section 362(d) of the Bankruptcy Code, and shall be deemed to have waived its right to assert the termination of the automatic stay under section 362(e) of the Bankruptcy Code. In the event that any hearing in connection with a motion for relief from the automatic stay shall require the presentation of evidence, the movant shall inform the Court, the Debtors and the Creditors’ Committee, in writing, of any such intention, the manner of presentation, the number of potential witnesses and the expected length of such presentation no later than three (3) business days prior to the Hearing Day with respect thereto.

e. Notwithstanding anything contained in this decretal paragraph 5 to the contrary, and unless otherwise shortened by an order of the Court; motions and applications to compromise and settle claims, disputes and causes of action pursuant to Bankruptcy Rule 9019 shall be noticed for hearing on the next Hearing Day that is at least ten (10) days after such motion or application is filed with the Clerk of the Court; provided, however, that the foregoing is without prejudice to the right of the Creditors’ Committee to seek an adjournment thereof. Unless otherwise ordered by the Court, the objection deadline with respect thereto shall be three (3) business days prior to the Hearing Day with respect thereto.

6. Notwithstanding the provisions of decretal paragraph 5 hereof in the event that, in the reasoned determination of a movant or applicant, a motion or application of a party or entity other than the Debtors requires emergency or expedited relief:

a. Such movant or applicant shall contact counsel to the Debtors and counsel to the Creditors’ Committee requesting that such motion or application be considered on an expedited basis.

b. In the event that either counsel to the Debtors or counsel to the Creditors' Committee disagrees with the movant's or applicant's determination regarding the emergency or expedited nature of the relief requested, such movant or applicant, as the case may be, shall (i) inform the Court of such disagreement via telephone and thereafter (ii) arrange for a chambers conference, telephonic or in person, to be held among the Court, counsel to the Debtors, counsel to the Creditors' Committee and such movant or applicant to discuss such disagreement. In the event that, following such chambers conference, the Court agrees with the position of such movant or applicant regarding the necessity for expedited consideration, such movant or applicant, as the case may be, may, by order to show cause, request a hearing to be held on a Hearing Day prior to the Hearing Day that is twenty-five (25) days, or in the case of motions for relief of the automatic stay, twenty (20) days, following the filing and service of the applicable motion or application. Any such motion or application must state with specificity the reason why an emergency exists or why there is a need for expedited treatment, indicate in the caption thereof that it is an emergency motion and certify the fact that a chambers conference, telephonic or in-person, was held and the concurrence of the Court as to the necessity for expedited consideration. In the event that the Court grants such emergency treatment, the Court shall direct the requisite notice and shall set a hearing date and time. On the Hearing Day on which the matter is scheduled, the Court shall first consider the propriety of emergency treatment, whether adequate notice has been given, and whether there has been adequate opportunity for parties to be heard. In the event that the Debtors seek emergency or expedited relief such request for emergency or expedited consideration shall be upon prior notice to counsel for any statutory committee and an opportunity to be heard.

c. In the event that counsel to the Debtors and counsel to the Creditors' Committee do not disagree with the movant's or applicant's determination regarding the emergency or expedited nature of the relief requested, such movant or applicant, as the case may be, may, by proposed scheduling order, request a hearing to be held on a Hearing Day prior to the Hearing Day that is twenty-five (25) days, or in the case of motions for relief of the automatic stay, twenty (20) days, following the filing and service of the applicable motion or application. Any such motion or application must certify the agreement of expedited treatment by the Debtors and the Creditors' Committee, state with specificity the reason why an emergency exists or why there is a need for expedited treatment and indicate in the caption thereof that it is an emergency motion. In the event that the Court grants such emergency treatment, the Court shall direct the requisite notice and shall set a hearing date and time. On the Hearing Day on which the matter is scheduled, the Court shall first consider the propriety of emergency treatment, whether adequate notice has been given, and whether there has been adequate opportunity for parties to be heard.

Proposed Hearing Agenda

7. By 12:00 noon on the day prior to each Hearing Day, the Debtors' counsel shall provide to Chambers, counsel for the Creditors' Committee, counsel to the Debtors' debtor in possession lenders, the U.S. Trustee, and counsel to the Examiner

a proposed agenda with regard to the matters which are or were to be heard on such Hearing Day (the “Proposed Hearing Agenda”).

a. The Clerk shall post the Proposed Hearing Agenda on the Court’s website and the Debtors shall provide a copy of the Proposed Hearing Agenda to the Independent Website host and cause the Proposed Hearing Agenda to be posted on the Independent Website. The Proposed Hearing Agenda, whether or not served on parties or published on the Internet, shall constitute merely a proposal for the convenience of the Court and counsel and NOT be determinative of the matters to be heard on that day or whether there will be a settlement or continuance.

b. The Proposed Hearing Agenda is expected to include:

- (i) The docket number and title of each matter to be scheduled for hearing on the next Hearing Day;
- (ii) Whether the matter has been adjourned;
- (iii) Whether the matter is contested or uncontested;
- (iv) The Debtors’ estimate of the time required to hear each matter;
- (v) Other comments that will assist the Court in organizing its docket for the day (for example, if a request for continuance or withdrawal of the matter is expected); and
- (vi) a suggestion for the order in which the matters should be addressed.

c. On the Hearing Day, the Court may, or may not, accept the hearing agenda proposed by the Debtors.

Independent Website

8. The Debtors are authorized to establish and maintain an independent, separately named website (the “Independent Website”) for the posting of all documents filed in the main case, as well as any associated adversary proceedings, except proofs of claim and those documents filed under seal or otherwise excepted by the Court. It is intended that orders, decisions and all other documents will be posted on the Independent Website within one (1) business day of receipt by the Independent Website host. All documents filed with the Court or otherwise entered by the Clerk shall be posted on the Court’s System, as defined in the Electronic Procedures, and then the Independent Website host will post such documents on the Independent Website. Unless previously provided electronically, if necessary, it shall be the responsibility of the Debtors to arrange to have the documents picked up or delivered at least once during each day the Clerk’s Office is open. The Clerk of the Court shall continue to docket all documents and maintain the official court record on the Court’s System.

9. Unless otherwise determined by the Debtors, the schedules and statement of financial affairs (the “Schedules”) to be filed by the Debtors shall be placed on the Independent Website. In the event a party in interest desires a photocopy of the Schedules, such party must contact [law firm name], Attorneys for Debtors and Debtors in Possession, [attorney names, addresses].

10. Proofs of claims shall not be placed on the Independent Website.

11. Notwithstanding the foregoing, in its discretion, the Court may direct that certain pleadings not be placed on the Independent Website if they are simply proce-

dural and do not deal with specific substantive matters, including, without limitation, requests for special notices and certificates of service.

12. The Independent Website shall prominently display the following disclaimer:

“Please take notice that this website has been established, and is being maintained and operated by the Debtors, WorldCom, Inc., et al., as authorized by the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”) pursuant to the Case Management Order (i) Establishing, Among Other Things, Notice Procedures (Including By Electronic Means), Omnibus Hearing Dates, and Alternative Methods of Participation at Hearings and (ii) Authorizing WorldCom, Inc., et al., to Establish an Independent Website dated July 29, 2002, as amended by the First Amended Case Management Order (i) Establishing, Among Other Things, Notice Procedures (Including By Electronic Means), Omnibus Hearing Dates, and Alternative Methods of Participating at Hearings and (ii) Authorizing WorldCom, Inc., et al., to Establish an Independent Website. This website is not the website of the Bankruptcy Court. While every attempt is being made to ensure the accuracy of the information contained on the site, this website does not contain or comprise the official court records. The site is being made available merely as a convenience to all interested parties and the public.”

Participation in Hearings by Telephone/Video-Conferencing

13. The Debtors shall arrange with a service, to be determined by the Debtors in their sole and absolute discretion, for the participation in hearings in these chapter 11 cases by telephone conference. Any party filing a motion, application or other pleading, including, without limitation, an objection or response thereto, may participate in a hearing by telephone conference; *provided however*, that prior written notification of such party’s intention to participate telephonically shall be provided by such party to counsel to the Debtors and any statutory committee at least twenty-four (24) hours prior to the commencement of any hearing. Any party not submitting a pleading, but interested in monitoring the Court’s proceedings, may participate by telephone conference in “listen only” mode. Under no circumstances may any party record or broadcast the proceedings conducted by the Court. Information regarding the manner and cost of telephonic participation shall be posted on the Court’s website and the Independent Website. Any costs associated with setting up this system, but expressly not including the cost of participation, shall be borne by the Debtors as permitted by 28 U.S.C. § 156(c).

14. The Court shall consider the use of video-conferencing on a case-by-case basis. Any costs associated with the use of video-conferencing, unless otherwise ordered by the Court, shall be borne by the party requesting the use thereof.

Settlement

15. In the event that a matter is properly noticed for hearing and the parties reach agreement on a settlement of the dispute prior to the final hearing, the parties may announce the settlement at the scheduled hearing on the Hearing Day. In the event that the Court determines that the notice of the dispute and the hearing is adequate

notice of the effects of the settlement (i.e., that the terms of the settlement are not materially different from what parties in interest could have expected if the dispute were fully litigated), the Court may approve the settlement at the hearing without further notice of the terms of the settlement. In the event that the Court determines that additional or supplemental notice is required, the Debtors shall serve such notice in accordance with the procedures set forth in decretal paragraphs 3 and 5 hereof and a hearing to consider such settlement shall be on the next Hearing Day deemed appropriate by the Court.

Notice

16. Upon entry hereof, the Debtors shall serve a hard copy of this Order upon all parties set forth on the Service List as of the date hereof.

Effect

17. This Order is without prejudice to any party in interest to seek to amend, or otherwise modify, the relief ordered herein.

Dated: New York, New York

December 23, 2002

HONORABLE ARTHUR J. GONZALEZ
UNITED STATES BANKRUPTCY JUDGE