

DELTA AIR LINES INC /DE/  
Form 8-K  
November 22, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): November 22, 2010**

**DELTA AIR LINES, INC.**

(Exact name of registrant as specified in its charter)

Delaware

001-05424

58-0218548

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

P.O. Box 20706, Atlanta, Georgia 30320-6001

(Address of principal executive offices)

Registrant's telephone number, including area code: (404) 715-2600

Registrant's Web site address: www.delta.com

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.03 Creation of Direct Financial Obligation.**

On November 22, 2010, Delta Air Lines, Inc. (the Company or Delta), U.S. Bank Trust National Association, as Subordination Agent and Pass Through Trustee under the pass through trust newly formed by the Company (the Trustee), U.S. Bank National Association, as Escrow Agent under the Escrow Agreement (as defined below), and U.S. Bank Trust National Association as Paying Agent under the Escrow Agreement, entered into a Note Purchase Agreement (the Note Purchase Agreement). The Note Purchase Agreement provides for future issuance by the Company of Series A equipment notes (the Series A Equipment Notes) in the aggregate principal amount of \$474,072,000 secured by the following 28 aircraft (collectively, the Aircraft):

(i) (a) six Boeing 737-832 aircraft delivered new to Delta in 2000, (b) one Boeing 757-232 aircraft delivered new to Delta in 2001 and (c) three Boeing 767-332ER aircraft delivered new to Delta in 2000 (collectively, the 2001-1 Aircraft), in each case currently subject to liens under a prior enhanced equipment trust certificate transaction entered into by Delta in September 2001;

(ii) (a) two Boeing 737-732 aircraft delivered new to Delta in 2009, (b) six Boeing 757-251 aircraft delivered new in 1996 to Northwest Airlines, Inc. (Northwest Airlines), which was acquired by Delta in October 2008 and subsequently merged into Delta on December 31, 2009 with Delta as the surviving entity, (c) one Boeing 777-232LR delivered new to Delta in 2009 and (d) one Airbus A330-223 aircraft delivered new to Northwest Airlines in 2004 (collectively, the Mortgaged Aircraft), in each case currently subject to liens under separate mortgage financings; and

(iii) (a) three Boeing 757-351 aircraft delivered new to Northwest Airlines in 2003, (b) one Airbus A320-211 aircraft delivered new to Northwest Airlines in 2003, (c) one Airbus A330-323 aircraft delivered new to Northwest Airlines in 2005 and (d) three McDonnell Douglas MD-90-30 aircraft delivered new to third parties from McDonnell Douglas from 1996 to 1997 and acquired by Delta in 2009 and 2010 (collectively, the Owned Aircraft).

Pursuant to the Note Purchase Agreement, the Trustee will purchase the Series A Equipment Notes by (a) October 31, 2011 with respect to the 2001-1 Aircraft; (b) April 30, 2011 with respect to the Mortgaged Aircraft; and (c) within 90 days of the date of the execution of the Note Purchase Agreement with respect to the Owned Aircraft. The Series A Equipment Notes will be issued under an Indenture and Security Agreement (each, an Indenture and, collectively, the Indentures) with respect to each such Aircraft to be entered into by the Company and U.S. Bank Trust National Association, as Loan Trustee. The Note Purchase Agreement also provides for the possible future issuance of another series of equipment notes to be secured by the Aircraft.

Each Indenture contemplates the issuance of Series A Equipment Notes, bearing interest at the rate of 4.95% per annum in the aggregate principal amount (once all the Series A Equipment Notes have been issued) equal to \$474,072,000. The Series A Equipment Notes will be purchased by the Trustee, using the proceeds from the sale a total of \$474,072,000 of Delta Air Lines, Inc. Pass Through Certificates, Series 2010-2A (the Certificates).

Pending the purchase of the Series A Equipment Notes, the proceeds from the sale of the Certificates were placed in escrow by the Trustee pursuant to an Escrow and Paying Agent Agreement, dated as of November 22, 2010 (the Escrow Agreement), among U.S. Bank National Association, as Escrow Agent and Paying Agent, Credit Suisse Securities (USA) LLC, Morgan Stanley & Co. Incorporated, Deutsche Bank Securities, Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Credit Agricole Securities (USA) Inc., UBS Securities LLC, and the Trustee. The escrowed funds were deposited with the Bank of New York Mellon, under a Deposit Agreement.

The interest on the escrowed funds is payable on May 23, 2011 and interest on the Series A Equipment Notes is payable semiannually on each May 23 and November 23 following the issuance thereof, beginning on May 23, 2011. The principal payments on the Series A Equipment Notes are scheduled on May 23 and November 23 of certain years, beginning on May 23, 2011. The final payments on the Series A Equipment Notes will be due on November 23, 2016, November 23, 2018 and May 23, 2019, depending on the aircraft type. Maturity of the Series A Equipment Notes may be accelerated upon the occurrence of certain events of default, including failure by the Company (in some cases after notice or the expiration of a grace period, or both) to make payments under the applicable Indenture when due or to comply with certain covenants, as well as certain bankruptcy events involving the Company. The Series A Equipment Notes issued with respect to each Aircraft will be secured by a lien on such

Aircraft and will also be cross-collateralized by the other Aircraft financed pursuant to the Note Purchase Agreement.

The foregoing descriptions of the Note Purchase Agreement and the other agreements described above are qualified in their entirety by reference to the respective agreements, copies of which are filed herewith as exhibits and are incorporated herein by reference.

**Item 8.01 Other Events.**

On June 28, 2010, Delta entered into an underwriting agreement (the Underwriting Agreement ) with Credit Suisse Securities (USA) LLC, Morgan Stanley & Co. Incorporated and Deutsche Bank Securities, Inc., as representatives of the underwriters named therein (collectively, the Underwriters ), in connection with the issuance and sale of a total of \$474,072,000 of the Certificates.

The Certificates are being offered pursuant to the Prospectus Supplement, dated November 15, 2010, to the Prospectus, dated June 28, 2010, which forms a part of the Company s automatic shelf registration statement on Form S-3 (Registration No. 333-167811) (the Registration Statement ), filed with the Securities and Exchange Commission on June 28, 2010.

The Underwriting Agreement contains customary representations, warranties, covenants and closing conditions for a transaction of this type. The Underwriting Agreement also contains provisions pursuant to which the Company agrees to hold harmless and indemnify the Underwriters against damages under certain circumstances, which are customary for a transaction of this type.

Delivery of the Certificates was made under the Underwriting Agreement on November 22, 2010 with an interest rate of 4.95% per annum. The Certificates were issued by a pass through trust. The Underwriters purchased the Certificates from the pass through trust at 100% of the principal amount thereof.

As described above, the pass through trust will use the proceeds from the sale of Certificates to acquire the Series A Equipment Notes from the Company. Payments on the Series A Equipment Notes will be passed through to the certificateholders of the trust. The Company expects to use the proceeds from the issuance of the Series A Equipment Notes issued with respect to each 2001-1 Aircraft and Mortgaged Aircraft to reimburse itself, in part, for the prepayment or repayment at maturity, as applicable, of the existing financing of such 2001-1 Aircraft and Mortgaged Aircraft. The Company will use the balance of any such proceeds not used in connection with the foregoing, along with the proceeds from the issuance of the Series A Equipment Notes issued with respect to the Owned Aircraft, to pay fees and expenses relating to the offering and for general corporate purposes.

The foregoing description of the Underwriting Agreement is qualified in its entirety by reference to the Underwriting Agreement, a copy of which is filed herewith as Exhibit 1.1 and is incorporated herein by reference.

This Current Report on Form 8-K is also being filed for the purpose of filing as exhibits to the Registration Statement the documents listed in Item 9.01 below, which are hereby incorporated by reference in the Registration Statement.

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**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

- 1.1 Underwriting Agreement, dated as of November 15, 2010, between Delta Air Lines, Inc. and the Underwriters
- 4.2 Trust Supplement No. 2010-2A, dated as of November 22, 2010, between Delta Air Lines, Inc. and U.S. Bank Trust National Association, as Trustee, to Pass Through Trust Agreement dated as of November 16, 2000
- 4.3 Form of Pass Through Trust Certificate, Series 2010-2A (included in Exhibit A to Exhibit 4.2)
- 4.4 Intercreditor Agreement (2010-2), dated as of November 22, 2010, among U.S. Bank Trust National Association, as Trustee of the Delta Air Lines Pass Through Trust 2010-2A, Natixis S.A., acting via its New York Branch, as Class A Liquidity Provider, and U.S. Bank Trust National Association, as Subordination Agent
- 4.5 Revolving Credit Agreement (2010-2A), dated as of November 22, 2010, between U.S. Bank Trust National Association, as Subordination Agent, as agent and trustee for the trustee of Delta Air Lines Pass Through Trust 2010-2A and as Borrower, and Natixis S.A., acting via its New York Branch, as Class A Liquidity Provider
- 4.6 Deposit Agreement (Class A), dated as of November 22, 2010, into between U.S. Bank National Association, as Escrow Agent, and The Bank of New York Mellon, as Depository
- 4.7 Escrow and Paying Agent Agreement (Class A), dated as of November 22, 2010, among U.S. Bank National Association, as Escrow Agent, Credit Suisse Securities (USA) LLC, Morgan Stanley & Co. Incorporated, Deutsche Bank Securities, Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Credit Agricole Securities (USA) Inc., and UBS Securities LLC, as Underwriters, U.S. Bank Trust National Association, not in its individual capacity, but solely as Pass Through Trustee for and on behalf of Delta Air Lines Pass Through Trust 2010-2A, and U.S. Bank Trust National Association, as Paying Agent
- 4.8 Note Purchase Agreement, dated as of November 22, 2010, Delta Air Lines, Inc., U.S. Bank Trust National Association, as Pass Through Trustee under the Pass Through Trust Agreement, and U.S. Bank Trust National Association, as Subordination Agent, U.S. Bank National Association, as Escrow Agent, and U.S. Bank Trust National Association, as Paying Agent
- 4.9 Form of Participation Agreement (Participation Agreement among Delta Air Lines, Inc., U.S. Bank Trust National Association, as Pass Through Trustee under the Pass Through Trust Agreement, U.S. Bank Trust National Association, as Subordination Agent, U.S. Bank Trust National Association, as Loan Trustee, and U.S. Bank National Trust Association, in its individual capacity as set forth therein) (Exhibit B to the Note Purchase Agreement)
- 4.10 Form of Indenture and Security Agreement (Indenture and Security Agreement between Delta Air Lines, Inc., and U.S. Bank Trust National Association, as Loan Trustee) (Exhibit C to the Note Purchase Agreement)
- 4.11 Form of Series 2010-2 Equipment Notes (included in Exhibit 4.10)

- 5.1 Opinion of Debevoise & Plimpton LLP, special counsel to Delta Air Lines, Inc.
  - 5.2 Opinion of Shipman & Goodwin LLP, Hartford, Connecticut, special counsel to U.S. Bank Trust National Association
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- 5.3 Opinion of Leslie P. Klemperer, Esq. Vice President Deputy General Counsel of Delta Air Lines, Inc.
  - 8.1 Opinion of Debevoise & Plimpton LLP, special counsel to Delta Air Lines, Inc., with respect to certain tax matters
  - 23.1 Consent of Aircraft Information Systems, Inc.
  - 23.2 Consent of BK Associates, Inc.
  - 23.3 Consent of Morten Beyer & Agnew, Inc.
  - 23.4 Consent of Debevoise & Plimpton LLP, special counsel to Delta Air Lines, Inc. (included in Exhibit 5.1 and 8.1)
  - 23.5 Consent of Shipman & Goodwin LLP, Hartford, Connecticut, special counsel to U.S. Bank Trust National Association (included in Exhibit 5.2)
  - 23.6 Consent of Leslie P. Klemperer, Esq. Vice President Deputy General Counsel of Delta Air Lines, Inc. (included in Exhibit 5.3)
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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DELTA AIR LINES, INC.

By: /s/ Hank Halter  
Hank Halter  
Senior Vice President and Chief Financial Officer

Date: November 22, 2010

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4.7	Escrow and Paying Agent Agreement (Class A), dated as of November 22, 2010, among U.S. Bank National Association, as Escrow Agent, Credit Suisse Securities (USA) LLC, Morgan Stanley & Co. Incorporated, Deutsche Bank Securities, Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Credit Agricole Securities (USA) Inc., and UBS Securities LLC, as Underwriters, U.S. Bank Trust National Association, not in its individual capacity, but solely as Pass Through Trustee for and on behalf of Delta Air Lines Pass Through Trust 2010-2A, and U.S. Bank Trust National Association, as Paying Agent
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