

ASTROTECH Corp
Form 8-K
October 13, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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): October 13, 2017

Astrotech Corporation
(Exact name of registrant as specified in its charter)

Washington	001-34426	91-1273737
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
201 West 5th Street, Suite 1275, Austin, Texas	78701	
(Address of principal executive offices)	(Zip Code)	
Registrant's telephone number, including area code: (512) 485-9530		
(Former name or former address, if changed since last report.)		

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))
- Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On October 13, 2017, Astrotech Corporation (the "Company") filed Articles of Amendment (the "Articles of Amendment") to the Company's Restated Articles of Incorporation, as amended (the "Articles of Incorporation") with the Secretary of State of the State of Washington to effect a 1-for-5 reverse stock split of all outstanding shares of common stock of the Company, no par value per share ("Common Stock"), and a proportional reduction in the number of our authorized shares of Common Stock, effective as of 6:30 A.M. EDT on October 16, 2017. The filing of the Articles of Amendment was made pursuant to the authorization provided by the board of directors on October 12, 2017.

As a result of the reverse stock split, each five (5) shares of outstanding common stock will be combined into one (1) new share, with no change in the par value per share. The number of authorized shares of Common Stock will also be reduced from 75 million to 15 million shares. The number of outstanding shares of Common Stock will be reduced from approximately 22.5 million shares to approximately 4.5 million shares. Proportional adjustments also will be made to the exercise prices of the Company's outstanding stock options, and to the number of shares issued and issuable under the Company's stock incentive plans. No fractional shares will be issued in connection with the reverse stock split. Stockholders who would otherwise hold a fractional share of the Common Stock will receive a cash payment in lieu thereof at a price equal to that fraction to which the stockholder would otherwise be entitled multiplied by the closing price of the Company's Common Stock on the NASDAQ Capital Market on October 13, 2017.

The Company's trading symbol of "ASTC" will not change as a result of the reverse stock split. The Common Stock will trade under a new CUSIP number (046484200) effective as of October 16, 2017.

The Articles of Amendment are filed herewith as Exhibit 3.1 and is incorporated herein by reference.

Item 8.01. Other Items.

On October 13, 2017, the Company issued a press release announcing the reverse stock split. The press release is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

3.1 Articles of Amendment to the Restated Articles of Incorporation, as amended, of Astrotech Corporation.

99.1 Press release, dated October 13, 2017, issued by Astrotech Corporation.

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.

Astrotech Corporation

By: /s/ Thomas B. Pickens III

Name: Thomas B.
Pickens III
Title: Chairman of the
Board and Chief
Executive Officer

Date: October 13, 2017

EXHIBIT INDEX

Exhibit No.	Description	Paper (P) or Electronic (E)
3.1	<u>Articles of Amendment to the Restated Articles of Incorporation, as amended, of Astrotech Corporation.</u>	E
99.1	<u>Press release, dated October 13, 2017, issued by Astrotech Corporation.</u>	E

ft" valign="bottom">	98,959.79	5,607,721.83		
December 17, 2014				
3,251,745.63	49,211,607.47	98,959.80	5,508,762.03	
June 17, 2015				
3,168,179.57	46,043,427.90	98,959.80	5,409,802.23	
December 17, 2015				
3,084,613.52	42,958,814.38	98,959.79	5,310,842.44	
June 17, 2016				
3,232,686.70	39,726,127.68	98,959.80	5,211,882.64	
December 17, 2016				
3,140,324.23	36,585,803.45	5,211,882.64	0.00	
June 17, 2017				
3,047,961.74	33,537,841.71	0.00	0.00	
December 17, 2017				
2,955,599.27	30,582,242.44	0.00	0.00	
June 17, 2018				
2,863,236.80	27,719,005.64	0.00	0.00	
December 17, 2018				
2,770,874.31	24,948,131.33	0.00	0.00	
June 17, 2019				

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2,678,511.84	22,269,619.49	0.00	0.00
December 17, 2019			
22,269,619.49	0.00	0.00	0.00

Date	N706DN			
	Series A		Series B	
	Scheduled Payments of Principal	Equipment Note Ending Balance	Scheduled Payments of Principal	Equipment Note Ending Balance
At Issuance	\$ 0.00	\$ 79,423,000.00	\$ 0.00	\$ 17,329,000.00
June 17, 2010	2,631,792.89	76,791,207.11	1,686,346.70	15,642,653.30
December 17, 2010	1,187,492.90	75,603,714.21	1,641,965.48	14,000,687.82
June 17, 2011	1,876,531.98	73,727,182.23	3,665,101.53	10,335,586.29
December 17, 2011	3,753,063.96	69,974,118.27	4,233,192.25	6,102,394.04
June 17, 2012	3,669,499.64	66,304,618.63	98,957.75	6,003,436.29
December 17, 2012	3,585,935.33	62,718,683.30	98,957.74	5,904,478.55
June 17, 2013	3,502,371.02	59,216,312.28	98,957.74	5,805,520.81
December 17, 2013	3,418,806.70	55,797,505.58	98,957.74	5,706,563.07
June 17, 2014	3,335,242.38	52,462,263.20	98,957.74	5,607,605.33
December 17, 2014	3,251,678.07	49,210,585.13	98,957.74	5,508,647.59
June 17, 2015	3,168,113.76	46,042,471.37	98,957.74	5,409,689.85
December 17, 2015	3,084,549.44	42,957,921.93	98,957.74	5,310,732.11
June 17, 2016	3,232,619.54	39,725,302.39	98,957.74	5,211,774.37
December 17, 2016	3,140,258.99	36,585,043.40	5,211,774.37	0.00
June 17, 2017	3,047,898.43	33,537,144.97	0.00	0.00
December 17, 2017	2,955,537.86	30,581,607.11	0.00	0.00
June 17, 2018	2,863,177.31	27,718,429.80	0.00	0.00
December 17, 2018	2,770,816.75	24,947,613.05	0.00	0.00
June 17, 2019	2,678,456.20	22,269,156.85	0.00	0.00
December 17, 2019	22,269,156.85	0.00	0.00	0.00

Table of Contents

Date	N707DN			
	Series A		Series B	
	Scheduled Payments of Principal	Equipment Note Ending Balance	Scheduled Payments of Principal	Equipment Note Ending Balance
At Issuance	\$ 0.00	\$ 79,389,000.00	\$ 0.00	\$ 17,322,000.00
June 17, 2010	2,630,763.05	76,758,236.95	1,686,062.84	15,635,937.16
December 17, 2010	1,186,983.04	75,571,253.91	1,641,260.51	13,994,676.65
June 17, 2011	1,875,726.30	73,695,527.61	3,663,527.92	10,331,148.73
December 17, 2011	3,751,452.58	69,944,075.03	4,231,374.75	6,099,773.98
June 17, 2012	3,667,924.16	66,276,150.87	98,915.25	6,000,858.73
December 17, 2012	3,584,395.71	62,691,755.16	98,915.25	5,901,943.48
June 17, 2013	3,500,867.28	59,190,887.88	98,915.26	5,803,028.22
December 17, 2013	3,417,338.84	55,773,549.04	98,915.25	5,704,112.97
June 17, 2014	3,333,810.41	52,439,738.63	98,915.25	5,605,197.72
December 17, 2014	3,250,281.97	49,189,456.66	98,915.26	5,506,282.46
June 17, 2015	3,166,753.53	46,022,703.13	98,915.25	5,407,367.21
December 17, 2015	3,083,225.10	42,939,478.03	98,915.26	5,308,451.95
June 17, 2016	3,231,231.62	39,708,246.41	98,915.25	5,209,536.70
December 17, 2016	3,138,910.72	36,569,335.69	5,209,536.70	0.00
June 17, 2017	3,046,589.82	33,522,745.87	0.00	0.00
December 17, 2017	2,954,268.92	30,568,476.95	0.00	0.00
June 17, 2018	2,861,948.01	27,706,528.94	0.00	0.00
December 17, 2018	2,769,627.10	24,936,901.84	0.00	0.00
June 17, 2019	2,677,306.21	22,259,595.63	0.00	0.00
December 17, 2019	22,259,595.63	0.00	0.00	0.00

V-15

Table of Contents

Table of Contents

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 14. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION

The following table sets forth the costs and expenses payable by the Registrant in connection with the sale of the securities being registered hereby. All amounts are estimates.

	Amount to be Paid
Registration fee	\$ 38,432
Printing fees	50,000
Legal fees and expenses (including Blue Sky fees)	3,250,000
Accounting fees and expenses	100,000
Trustees fees and expenses	20,000
Fees of rating agencies	600,000
Miscellaneous	100,000
TOTAL	\$ 4,158,432

ITEM 15. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 145 of the Delaware General Corporation Law provides that a corporation may indemnify directors and officers as well as other employees and individuals against expenses (including attorneys fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any threatened, pending or completed actions, suits or proceedings in which such person is made a party by reason of such person being or having been a director, officer, employee or agent to the Registrant. The Delaware General Corporation Law provides that Section 145 is not exclusive of other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of shareowners or disinterested directors or otherwise. The Registrant's Certificate of Incorporation provides for indemnification by the Registrant of its directors, officers and employees to the fullest extent permitted by the Delaware General Corporation Law.

Section 102(b)(7) of the Delaware General Corporation Law permits a corporation to provide in its certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its shareowners for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its shareowners, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for unlawful payments of dividends or unlawful stock repurchases, redemptions or other distributions, or (iv) for any transaction from which the director derived an improper personal benefit. The Registrant's Certificate of Incorporation provides for such limitation of liability.

The Registrant maintains standard policies of insurance under which coverage is provided (a) to its directors and officers against loss rising from claims made by reason of breach of duty or other wrongful act, and (b) to the Registrant with respect to payments which may be made by the Registrant to such officers and directors pursuant to the above indemnification provision or otherwise as a matter of law.

Table of Contents

ITEM 16. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

A list of exhibits filed herewith is contained on the Exhibit Index and is incorporated herein by reference.

ITEM 17. UNDERTAKINGS

(a) The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) to include any prospectus required by section 10(a)(3) of the Securities Act;

(ii) to reflect in the prospectus any facts or events arising after the effective date of this registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in this registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement;

(iii) to include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement; *provided, however*, that paragraphs (a)(1)(i), (a)(1)(ii) and (a)(1)(iii) above do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the SEC by the registrant pursuant to section 13 or section 15(d) of the Exchange Act that are incorporated by reference in this registration statement, or is contained in a form of prospectus filed pursuant to Rule 424(b) that is part of the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act to any purchaser:

(i) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

Table of Contents

- (ii) Each prospectus required to be filed pursuant to Rule 424(b)(2), (b)(5), or (b)(7) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) for the purpose of providing the information required by section 10(a) of the Securities Act shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date.

(5) That, for the purpose of determining liability of the registrant under the Securities Act to any purchaser in the initial distribution of the securities, the undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

- (i) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;
- (ii) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;
- (iii) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or its securities provided by or on behalf of the undersigned registrant; and
- (iv) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual reports pursuant to section 13(a) or section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Exchange Act) that is incorporated by reference in this registration statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the SEC such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Atlanta, State of Georgia, on November 18, 2009.

DELTA AIR LINES, INC.

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

SIGNATURES AND POWER OF ATTORNEY

We, the undersigned officers and directors of Delta Air Lines, Inc., hereby severally constitute and appoint Richard H. Anderson and Hank Halter our true and lawful attorneys with full power to sign for us and in our names in the capacities indicated below and any amendment to the registration statement on Form S-3 filed herewith, including any post-effective amendments to said registration statement and any registration statement for the same offering covered by this registration statement that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act, and generally to do all such things in our name and behalf in our capacities as officers and directors to enable Delta Air Lines, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorney to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated and on November 18, 2009.

Signature	Title
/s/ Richard H. Anderson Richard H. Anderson	Chief Executive Officer and Director (Principal Executive Officer)
/s/ Hank Halter Hank Halter	Senior Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
/s/ Roy J. Bostock Roy J. Bostock	Director
/s/ John S. Brinzo John S. Brinzo	Director
/s/ Daniel A. Carp Daniel A. Carp	Chairman of the Board
/s/ John M. Engler John M. Engler	Director

Table of Contents

Signature	Title
/s/ Mickey P. Foret Mickey P. Foret	Director
/s/ David R. Goode David R. Goode	Director
/s/ Paula Rosput Reynolds Paula Rosput Reynolds	Director
/s/ Kenneth C. Rogers Kenneth C. Rogers	Director
/s/ Rodney E. Slater Rodney E. Slater	Director
/s/ Douglas M. Steenland Douglas M. Steenland	Director
/s/ Kenneth B. Woodrow Kenneth B. Woodrow	Director
	II-5

Table of Contents

EXHIBIT INDEX

Exhibit No.	Document
1.1	Underwriting Agreement to be entered into between Delta Air Lines, Inc. and the Underwriters named therein*
4.1	Pass Through Trust Agreement, dated as of November 16, 2000, between Delta Air Lines, Inc. and U.S. Bank National Association (as successor to State Street Bank and Trust Company Connecticut, National Association) (Filed as Exhibit 4.1 to Delta's Form S-4 as filed July 11, 2003)
4.2	Trust Supplement No. 2009-1A, to be entered into 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	Trust Supplement No. 2009-1B, to be entered into 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*
4.4	Form of Pass Through Trust Certificate, Series 2009-1A (included in Exhibit A to Exhibit 4.2)
4.5	Form of Pass Through Trust Certificate, Series 2009-1B (included in Exhibit A to Exhibit 4.3)
4.6	Intercreditor Agreement (2009-1), to be entered into among U.S. Bank Trust National Association, as Trustee of the Delta Air Lines Pass Through Trust 2009-1A and Trustee of the Delta Air Lines Pass Through Trust 2009-1B, Natixis S.A., acting via its New York Branch, as Class A Liquidity Provider and Class B Liquidity Provider, and U.S. Bank Trust National Association, as Subordination Agent*
4.7	Revolving Credit Agreement (2009-1A), to be entered into between U.S. Bank Trust National Association, as Subordination Agent, as agent and trustee for the trustee of Delta Air Lines Pass Through Trust 2009-1A and as Borrower, and Natixis S.A., acting via its New York Branch, as Class A Liquidity Provider*
4.8	Revolving Credit Agreement (2009-1B), to be entered into between U.S. Bank Trust National Association, as Subordination Agent, as agent and trustee for the trustee of Delta Air Lines Pass Through Trust 2009-1B and as Borrower, and Natixis S.A., acting via its New York Branch, as Class B Liquidity Provider*
4.9	Deposit Agreement (Class A), to be entered into between U.S. Bank National Association, as Escrow Agent, and The Bank of New York Mellon, as Depositary*
4.10	Deposit Agreement (Class B), to be entered into between U.S. Bank National Association, as Escrow Agent, and The Bank of New York Mellon, as Depositary*
4.11	Escrow and Paying Agent Agreement (Class A), to be entered into among U.S. Bank National Association, as Escrow Agent, Goldman, Sachs & Co and Morgan Stanley & Co. Incorporated, 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 2009-1A, and U.S. Bank Trust National Association, as Paying Agent*

Table of Contents

Exhibit No.	Document
4.12	Escrow and Paying Agent Agreement (Class B), to be entered into among U.S. Bank National Association, as Escrow Agent, Goldman, Sachs & Co and Morgan Stanley & Co. Incorporated, 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 2009-1B, and U.S. Bank Trust National Association, as Paying Agent*
4.13	Note Purchase Agreement, to be entered into among Delta Air Lines, Inc., U.S. Bank Trust National Association, as Pass Through Trustee under each of the Pass Through Trust Agreements, 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*
4.14	Form of Participation Agreement (Participation Agreement among Delta Air Lines, Inc., U.S. Bank Trust National Association, as Pass Through Trustee under each of the Pass Through Trust Agreements, 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) (included in Exhibit B to Exhibit 4.13)*
4.15	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) (included in Exhibit C to Exhibit 4.13)*
4.16	Form of Series 2009-1 Equipment Notes (included in Exhibit 4.15)*
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
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
12.1	Statement Regarding Computation of Ratio of Earnings to Fixed Charges
15.1	Letter from Ernst & Young LLP regarding unaudited interim financial statements of Delta Air Lines, Inc.
23.1	Consent of Ernst & Young LLP
23.2	Consent of Ernst & Young LLP
23.3	Consent of Aircraft Information Systems, Inc.
23.4	Consent of Morten Beyer & Agnew, Inc.

- 23.5 Consent of BK Associates, Inc.
- 23.6 Consent of Debevoise & Plimpton LLP, special counsel to Delta Air Lines, Inc. (included in Exhibit 5.1 and Exhibit 8.1)

II-2

Table of Contents

Exhibit No.	Document
23.7	Consent of Shipman & Goodwin LLP, Hartford, Connecticut, special counsel to U.S. Bank Trust National Association (included in Exhibit 5.2)
23.8	Consent of Leslie P. Klemperer, Esq. Vice President Deputy General Counsel of Delta Air Lines, Inc. (included in Exhibit 5.3)
24.1	Powers of Attorney (included on the signature page of the Registration Statement)
25.1	Statement of Eligibility on Form T-1 of U.S. Bank Trust National Association, as Pass Through Trustee for the 2009-1 Pass Through Certificates
*	To be filed by amendment or as an exhibit to a report on Form 8-K pursuant to Item 601 of Regulation S-K.