

Hearing Date: November 4, 2005  
Hearing Time: 10:00 a.m. (Prevailing Eastern Time)

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606  
(312) 407-0700  
John Wm. Butler, Jr. (JB 4711)  
John K. Lyons (JL 4951)  
Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
Four Times Square  
New York, New York 10036  
(212) 735-3000  
Kayalyn A. Marafioti (KM 9632)  
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:  
Toll Free: (800) 718-5305  
International: (248) 813-2698

Delphi Legal Information Website:  
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X	
	:
In re	: Chapter 11
	:
DELPHI CORPORATION, <u>et al.</u> ,	: Case No. 05-44481 (RDD)
	:
Debtors.	: (Jointly Administered)
	:
-----X	

PROPOSED HEARING AGENDA

Location Of Hearing: United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, Room 601, 6<sup>th</sup> Floor, One Bowling Green, New York, New York 10004-1408



The matters set for hearing are divided into the following categories for the purposes of this Proposed Agenda:

- A. Introduction
- B. Uncontested Matters (11 Matters)
- C. Contested Matters (3 Matters)

**B. Uncontested, Agreed, or Settled Matters**

1. **"Interim Compensation"** – Motion For Administrative Order Under 11 U.S.C. § 331 (I) Establishing Procedures For Interim Compensation And Reimbursement Of Expenses Of Professionals And (II) Setting A Final Hearing Thereon (Docket No. 11)

*Response Filed:* None.

*Reply Filed:* None.

*Related Filing:* None.

*Status:* A revised order will be submitted for consideration by the Court.

2. **"Skadden Retention"** – Application For Order Under 11 U.S.C. §§ 327(a) And 329 And Fed. R. Bankr. P. 2014 And 2016 (I) Authorizing Employment And Retention Of Skadden, Arps, Slate, Meagher & Flom LLP And Affiliates As Attorneys For Debtors-in-Possession And (II) Scheduling A Final Hearing Thereon (Docket No. 47)

*Response Filed:* None.

*Reply Filed:* None.

*Related Filing:* Interim Order Under 11 U.S.C. §§ 327(a) And 329 And Fed. R. Bankr. P. 2014 And 2016 (I) Authorizing Employment And Retention Of Skadden, Arps, Slate, Meagher & Flom LLP And Affiliates As Attorneys For Debtors-in-Possession And (II) Scheduling A Final Hearing Thereon (Docket No. 274)

*Status:* A revised order will be submitted for consideration by the Court.

3. **"Togut Segal Retention"** – Application For Order Under 11 U.S.C. § 327(a) And Fed. R. Bankr. P. 2014(a) (I) Authorizing Employment And Retention Of Togut, Segal & Segal LLP As Conflicts Counsel For Debtors And (II) Scheduling Final Hearing Thereon (Docket No. 48)

*Response Filed:* None.

*Reply Filed:* None.

*Related Filing:* *Supplemental Affidavit Of Albert Togut In Support Of Application For Order Under 11 U.S.C. § 327(a) And Fed. R. Bankr. P. 2014(a) (I) Authorizing Employment And Retention Of Togut, Segal & Segal LLP As Conflicts Counsel For Debtors And (II) Scheduling Final Hearing Thereon (Docket No. 92); Interim Order Under 11 U.S.C. § 327(a) And Fed. R. Bankr. P. 2014(a) (I) Authorizing The Employment And Retention Of Togut, Segal & Segal LLP As Conflicts Counsel For The Debtors And (II) Scheduling Final Hearing Thereon (Docket No. 275)*

*Status:* *A revised order will be submitted for consideration by the Court.*

4. **"Shearman Retention"** – Application For Order Under 11 U.S.C. § 327(e) And Fed. R. Bankr. P. 2014 (I) Authorizing Employment And Retention Of Shearman & Sterling LLP As Special Counsel To Debtors And (II) Scheduling A Final Hearing Thereon (Docket No. 49)

*Response Filed:* None.

*Reply Filed:* None.

*Related Filing:* *Interim Order Under 11 U.S.C. § 327(e) And Fed. R. Bankr. P. 2014 (I) Authorizing Employment And Retention Of Shearman & Sterling LLP As Special Counsel To Debtors And (II) Scheduling A Final Hearing Thereon (Docket No. 273); First Supplemental Affidavit Of Douglas P. Bartner In Support Of Application For Order Under 11 U.S.C. Section 327(e) And Fed. R. Bankr. P. 2014 (I) Authorizing Employment And Retention Of Shearman & Sterling LLP As Special Counsel To Debtors And (II) Scheduling Final Hearing Thereon (Docket No. 845)*

*Status:* *A revised order will be submitted for consideration by the Court.*

5. **"Groom Law Group Retention"** – Application For Order Under 11 U.S.C. §§ 327(e) And 1107(a) (I) Authorizing Employment And Retention Of Groom Law Group Chartered As Special Employee Benefits Counsel To Debtors And (II) Scheduling Final Hearing Thereon (Docket No. 50)

*Response Filed:* *None.*

*Reply Filed:* *None.*

*Related Filing:* *Interim Order Under 11 U.S.C. §§ 327(e) And 1107(a) (I) Authorizing Employment And Retention Of Groom Law Group Chartered As Special Employee Benefits Counsel To Debtors And (II) Scheduling Final Hearing Thereon (Docket No. 269); Supplemental Affidavit Of Lonie A. Hassel In Support Of Application For Order Under 11 U.S.C. §§ 327(e) And 1107(a) (I) Authorizing Employment And Retention Of Groom Law Group Chartered As Special Employee Benefits Counsel To Debtors And (II) Scheduling Final Hearing Thereon (Docket No. 817)*

*Status:* *A revised order will be submitted for consideration by the Court.*

6. **"O'Melveny & Myers Retention"** – Application For Order Under 11 U.S.C. §§ 327(e) And 1107(a) (I) Authorizing Employment And Retention Of O'Melveny & Myers LLP As Special Labor Counsel To Debtors And (II) Scheduling Final Hearing Thereon (Docket No. 51)

*Response Filed:* *None.*

*Reply Filed:* *None.*

*Related Filing:* *Interim Order Under 11 U.S.C. §§ 327(e) And 1107(a) (I) Authorizing Employment And Retention Of O'Melveny & Myers LLP As Special Labor Counsel To Debtors And (II) Scheduling Final Hearing Thereon (Docket No. 271)*

*Status:* *A revised order will be submitted for consideration by the Court.*

7. **"FTI Retention"** – Application For Order Under 11 U.S.C. § 327(a) And Fed. R. Bankr. P. 2014 And 2016 (I) Authorizing Employment And Retention Of FTI Consulting, Inc. As Restructuring And Financial

Advisors To Debtors And (II) Scheduling Final Hearing Thereon (Docket No. 53)

*Response Filed:* None.

*Reply Filed:* None.

*Related Filing:* Interim Order Under 11 U.S.C. § 327(a) And Fed. R. Bankr. P. 2014 And 2016 (I) Authorizing Employment And Retention Of FTI Consulting, Inc. As Restructuring And Financial Advisors To Debtors And (II) Scheduling Final Hearing Thereon (Docket No. 268)

*Status:* A revised order will be submitted for consideration by the Court.

8. **"KCC Retention"** – Application For Order Under 28 U.S.C. § 156(c) Authorizing Retention And Appointment Of Kurtzman Carson Consultants LLC As Claims, Noticing, And Balloting Agent For Clerk Of Bankruptcy Court (Docket No. 54)

*Response Filed:* None.

*Reply Filed:* None.

*Related Filing:* Interim Order Under 28 U.S.C. § 156(c) Authorizing Retention And Appointment Of Kurtzman Carson Consultants LLC As Claims, Noticing, And Balloting Agent For Clerk Of Bankruptcy Court (Docket No. 270)

*Status:* A revised order will be submitted for consideration by the Court.

9. **"Ordinary Course Professionals"** – Motion For Order Under 11 U.S.C. §§ 327, 330, And 331 Authorizing Retention Of Professionals Utilized By Debtors In Ordinary Course Of Business (Docket No. 55)

*Response Filed:* None.

*Reply Filed:* None.

*Related Filing:* None.

*Status:* A revised order will be submitted for consideration by the Court.

10. **"Cash Management"** – Motion For Order Under 11 U.S.C. §§ 363 And 553 Authorizing (I) Continued Maintenance Of Existing Bank Accounts, (II) Continued Use Of Existing Cash Management System, (III) Continued Use Of Existing Business Forms, (IV) Preservation And Exercise Of Intercompany Setoff Rights, And (V) Grant Of Administrative Status For Postpetition Intercompany Transactions (Docket No. 24)

*Response Filed:* *Limited Omnibus Objections of Pension Benefit Guaranty Corporation to (A) Interim Cash Management Order and (B) Debtor in Possession Financing Motion (Docket No. 437); Statement Of The Official Committee Of Unsecured Creditors In Response To Debtors' Motion For Order Under 11 U.S.C Section 363 And 553 Authorizing (I) Continued Maintenance Of Existing Bank Accounts, (II) Continued Use Of Existing Cash Management System, (III) Continued Use Of Existing Business Forms, (IV) Preservation And Exercise Of Intercompany Setoff Rights, And (V) Grant Of Administrative Status For Postpetition Intercompany Transactions (Docket No. 639)*

*Reply Filed:* *None.*

*Related Pleading:* *Bridge Order Under 11 U.S.C. §§ 363 And 553 Authorizing (I) Continued Maintenance Of Existing Bank Accounts, (II) Continued Use Of Existing Cash Management System, (III) Continued Use Of Existing Business Forms, (IV) Preservation And Exercise Of Intercompany Setoff Rights, And (V) Grant Of Administrative Status For Postpetition Intercompany Transactions (Docket No. 36); Interim Order Under 11 U.S.C. §§ 363 And 553 Authorizing (I) Continued Maintenance Of Existing Bank Accounts, (II) Continued Use Of Existing Cash Management System, (III) Continued Use Of Existing Business Forms, (IV) Preservation And Exercise Of Intercompany Setoff Rights, And (V) Grant Of Administrative Status For Postpetition Intercompany Transactions (Docket No. 240)*

*Status:* *A revised order will be submitted for consideration by the Court.*

11. **"Human Capital Obligations"** – Motion For Order Under 11 U.S.C. §§105(a), 363, 507, 1107, And 1108 (I) Authorizing Debtors To Pay Prepetition Wages And Salaries To Employees And Independent Contractors, (II) Authorizing Debtors To Pay Prepetition Benefits And

Continue Maintenance Of Human Capital Benefit Programs In The Ordinary Course, And (III) Directing Banks To Honor Prepetition Checks For Payment Of Prepetition Human Capital Obligations (Docket No. 12)

*Response Filed:* *Statement Of The Official Committee Of Unsecured Creditors (I) In Support Of The Motion For Order Authorizing The Debtors To Pay Prepetition Wages, Salaries And Benefits To Their Employees And Independent Contractors And (II) Requesting Adjournment Of Hearing Solely With Respect To Certain Relief Sought In The Motion To The November 29, 2005 Omnibus Hearing Date (Docket No. 640).*

*Reply Filed:* *None.*

*Related Pleading:* *Bridge Order Under 11 U.S.C. §§105(a), 363, 507, 1107, And 1108 (I) Authorizing Debtors To Pay Prepetition Wages And Salaries To Employees And Independent Contractors, (II) Authorizing Debtors To Pay Prepetition Benefits And Continue Maintenance Of Human Capital Benefit Programs In The Ordinary Course, And (III) Directing Banks To Honor Prepetition Checks For Payment Of Prepetition Human Capital Obligations (Docket No. 31); Order Under 11 U.S.C. §§105(a), 363, 507, 1107, And 1108 (I) Authorizing Debtors To Pay Prepetition Wages And Salaries To Employees And Independent Contractors, (II) Authorizing Debtors To Pay Prepetition Benefits And Continue Maintenance Of Human Capital Benefit Programs In The Ordinary Course, And (III) Directing Banks To Honor Prepetition Checks For Payment Of Prepetition Human Capital Obligations (Docket No. 198).*

*Status:* *A revised order will be submitted for consideration by the Court.*

### **C. Contested Matters**

12. **"Reclamation"** – Motion For Order Under 11 U.S.C. §§ 362, 503, And 546 And Fed. R. Bankr. P. 9019 Establishing Procedures For Treatment Of Reclamation Claims (Docket No. 21)

*Response Filed:* *Objection of the Official Committee of Unsecured Creditors to Debtors' Motion for Order Under 11 U.S.C. Section 362, 503 and 546 and Fed. R. Bankr.*

*P. 9019 Establishing Procedures for Treatment of Reclamation Claims (Docket No. 636).*

*Reply Filed: As response will be filed.*

*Related Filing: Order Under 11 U.S.C. §§ 362, 503, And 546 And Fed. R. Bankr. P. 9019 Establishing Procedures For Treatment Of Reclamation Claims (Docket No. 230)*

*Status: This matter will be proceeding.*

13. **"Essential Suppliers"** – Motion For Order Under 11 U.S.C. §§105(a), 363, 364, 1107, And 1108 And Fed. R. Bankr. P. 6004 And 9019 Authorizing Continuation Of Vendor Rescue Program And Payment Of Prepetition Claims Of Financially-Distressed Sole Source Suppliers And Vendors Without Contracts (Docket No. 17)

*Response Filed: Statement Of The Official Committee Of Unsecured Creditors' In Response To (A) Debtors' Motion For Order Under 11 U.S.C. Section 105(A), 363, 364, 1107 And 1108 And Fed. R. Bankr. P. 6004 And 9019 Authorizing Continuation Of Vendor Rescue Program And Payment Of Prepetition Claims Of Financially Distressed Sole Source Suppliers Without Contracts And (B) Motion For Order Under 11 U.S.C. Section 105(A), 363, 1107, And 1108 Authorizing (I) Payment Of Prepetition Obligations To Foreign Creditors And (II) Financial Institutions To Honor And Process Related Checks And Transfer (Docket No. 638).*

*Reply Filed: A response will be filed.*

*Related Pleading: Bridge Order Under 11 U.S.C. §§105(a), 363, 364, 1107, And 1108 And Fed. R. Bankr. P. 6004 And 9019 Authorizing Continuation Of Vendor Rescue Program And Payment Of Prepetition Claims Of Financially-Distressed Sole Source Suppliers And Vendors Without Contracts (Docket No. 30); Order Under 11 U.S.C. §§105(a), 363, 364, 1107, And 1108 And Fed. R. Bankr. P. 6004 And 9019 Authorizing Continuation Of Vendor Rescue Program And Payment Of Prepetition Claims Of Financially-Distressed Sole Source Suppliers And Vendors Without Contracts (Docket No. 197).*

*Status:* This matter will be proceeding on the sole contested issue of pre-notification as opposed to weekly reporting of actions taken pursuant to the Order.

14. **"Foreign Creditors"** – Motion For Order Under 11 U.S.C. §§ 105(a), 363, 1107, And 1108 Authorizing (I) Payment Of Prepetition Obligations To Foreign Creditors And (II) Financial Institutions To Honor And Process Related Checks And Transfers (Docket No. 18)

*Response Filed:* Statement Of The Official Committee Of Unsecured Creditors' In Response To (A) Debtors' Motion For Order Under 11 U.S.C. Section 105(A), 363, 364, 1107 And 1108 And Fed. R. Bankr. P. 6004 And 9019 Authorizing Continuation Of Vendor Rescue Program And Payment Of Prepetition Claims Of Financially Distressed Sole Source Suppliers Without Contracts And (B) Motion For Order Under 11 U.S.C. Section 105(A), 363, 1107, And 1108 Authorizing (I) Payment Of Prepetition Obligations To Foreign Creditors And (II) Financial Institutions To Honor And Process Related Checks And Transfer (Docket No. 638).

*Reply Filed:* A response will be filed.

*Related Pleading:* Bridge Order Under 11 U.S.C. §§ 105(a), 363, 1107, And 1108 Authorizing (I) Payment Of Prepetition Obligations To Foreign Creditors And (II) Financial Institutions To Honor And Process Related Checks And Transfers (Docket No. 32); Order Under 11 U.S.C. §§ 105(a), 363, 1107, And 1108 Authorizing (I) Payment Of Prepetition Obligations To Foreign Creditors And (II) Financial Institutions To Honor And Process Related Checks And Transfers (Docket No. 224).

*Status:*

*This matter will be proceeding on the sole contested issue of pre-notification as opposed to weekly reporting of actions taken pursuant to the Order.*

Dated: New York, New York  
November 3, 2005

SKADDEN, ARPS, SLATE, MEAGHER  
& FLOM LLP

By: s/ John Wm. Butler, Jr.  
John Wm. Butler, Jr. (JB 4711)  
John K. Lyons (JL 4951)  
Ron E. Meisler (RM 3026)  
333 West Wacker Drive, Suite 2100  
Chicago, Illinois 60606  
(312) 407-0700

- and -

By: s/ Kayalyn A. Marafioti  
Kayalyn A. Marafioti (KM 9632)  
Thomas J. Matz (TM 5986)  
Four Times Square  
New York, New York 10036  
(212) 735-3000

Attorneys for Delphi Corporation, et al.,  
Debtors and Debtors-in-Possession