

# Exhibit A

In the Matter of the Seniority Integration Arbitration

Between

THE PILOTS OF NORTHWEST AIRLINES, INC.

and

THE PILOTS OF DELTA AIR LINES, INC.

Subject: Integrated Seniority List

**ARBITRATION BOARD**

Richard I. Bloch, Chair  
Dana Edward Eischen  
Fredric R. Horowitz

**Appearances**

For the Delta Pilots Merger Representatives:

BREDHOFF & KAISER, PLLC

By: Jeffrey R. Freund, Esq.  
Roger Pollak, Esq.

For the Northwest Pilots Merger Representatives:

KATZ & RANZMAN, PLLC

By: Daniel M. Katz, Esq.  
Jason Whiteman, Esq.

**Also Present**

**For the Delta Pilots**

D. Lee Moak, Master Exec. Cncl. Chair  
John O'Malley, Negotiating Comm. Chair  
Randy Worrall, Merger Committee Chair  
Norm Abare, Merger Rep.  
Richard H. Harwood, Merger Rep.  
John J. Morgado, Merger Rep.

**For the Northwest Pilots**

David Stevens, Master Exec. Cncl. Chair  
John Haas, Negotiating Comm. Chair  
Steve Mayer, Merger Committee Chair  
Greg Averill, Merger Rep.  
Lane Kranz, Merger Rep.  
Eric Newman, Merger Rep.

## **PRELIMINARY STATEMENT**

These proceedings arise out of the April 14, 2008 announcement that Delta Airlines Inc. (“Delta” or “DAL”) and Northwest Airlines Inc. (“Northwest” or “NWA”) agreed to merge and form the world’s largest airline. At all times pertinent to this case, pilots employed by each constituent carrier and by the merged carrier have been and are represented by the Air Line Pilots Association, International (“ALPA” or “Association”), under terms and conditions of employment set forth in various collective bargaining agreements between ALPA and the respective carriers. This arbitration was conducted in accordance with the currently controlling ALPA Merger Policy and a July 2008 “Process Agreement” between the DAL Master Executive Committee (“DAL MEC”) and the NWA Master Executive Committee (“NWA MEC”), accepted and approved by ALPA, which reads, in pertinent part, as follows:

### **Process Agreement**

This Process Agreement is entered into by the Northwest Master Executive Council of the Air Line Pilots Association, International (the “Northwest MEC”) and the Delta Master Executive Council of the Air Line Pilots Association, International (the “Delta MEC”), with the agreement and approval of the Air Line Pilots Association, International (the “Association”), to establish a process for integration of the pilot seniority lists at Northwest Airlines, Inc. (“Northwest”) and Delta Air Lines, Inc. (“Delta”) in connection with the announced merger of Delta and Northwest (the “Merger”).

The parties hereby agree to conclude the integration of the pre-merger seniority lists into a single integrated seniority list, prior to the effective date of the Merger, under the following process:

#### **Negotiation**

1. Beginning no later than July 8, 2008, representatives designated by each of the Northwest and Delta MECs (the “Representatives”) will meet and continue to work in good faith to reach agreement on an

integrated seniority list for the post-merger airline. Any full agreement on an integrated seniority list reached by the Representatives under this Process Agreement (any such agreement, a “Negotiated Agreement”) will be final and binding on the Delta MEC, the Northwest MEC and the Association.

2. If the Representatives are unable to reach agreement by August 8, 2008, they will make every reasonable effort to create a mutually-acceptable written statement of the resolved issues and the open issues in the seniority list negotiations. The Representatives will make every reasonable effort to finalize the list of resolved and open issues by August 12, 2008.

### Arbitration

3. If the Representatives are unable to agree on an integrated seniority list by August 12, 2008, the parties will commence a final and binding arbitration process before the neutral arbitration panel selected as described in Schedule A to this Process Agreement (the “Arbitrators”).
4. The arbitration proceeding will be scheduled to ensure the availability of the Arbitrators, will conclude prior to November 15, 2008 and will consist of no more than twelve (12) hearing days. The parties will meet prior to August 30, 2008 to establish procedural ground rules for the arbitration process, keeping in mind the expedited nature of the proceeding and the need for a final seniority list prior to the effective date of the Merger. The Arbitrators will have the final authority to establish such procedural and evidentiary rules as the Arbitrators deem appropriate, keeping in mind the expedited nature of the proceeding and the need for a final integrated seniority list prior to the effective date of the Merger. The Arbitrators may also act as mediators from time to time during this process if the Representatives so request or if the Arbitrators deem mediation to be advisable during this process.
5. The issue for resolution before the Arbitrators will be the fair and equitable integration of the pre-merger Delta and Northwest seniority lists consistent with ALPA Merger and Fragmentation Policy (“ALPA Merger Policy”). In making this determination, the Arbitrators will be bound by the pre-arbitration statement of resolved issues presented by the Representatives and will determine the remaining open issues with respect to an integrated seniority list.

6. The Arbitrators will issue a written, signed decision (the “Award”) by no later than November 20, 2008. If necessary, the Arbitrators may issue a written opinion in support of the Award at a later date, but no later than December 20, 2008. These dates may not be waived, amended or extended by the Arbitrators or the parties for any reason unless the effective date of Merger is extended beyond November 20, 2008.<sup>1</sup>
7. The Award will be final and binding on the Delta MEC, the Northwest MEC and the Association. The Arbitrators will retain jurisdiction for the limited purpose of resolving disputes between representatives of the pre-merger Delta and Northwest pilot groups over the interpretation or application of the Award, under the dispute resolution process to be established in accordance with Paragraph 9 below.

### Implementation

8. The Negotiated Agreement or Award, as the case may be, will be presented to Delta as the final integrated seniority list under **Section I D. 8. b.** of the Delta PWA in effect following the Merger and will be defended and enforced by the Association as an award under ALPA Merger Policy.
9. Prior to the effective date of the Merger, representatives of the pre-merger Delta MEC and pre-merger Northwest MEC will adopt a simple process for resolving questions concerning the interpretation or application of the integrated seniority list created by either the Negotiated Agreement or the Award. Any unresolved issues concerning the terms of this internal dispute resolution process will be submitted to final and binding arbitration before the Arbitrators.

### General

10. The parties acknowledge that this Process Agreement constitutes an agreement pursuant to ALPA Merger Policy between the Delta MEC and the Northwest MEC for an expedited decision process to replace the decision process contained in ALPA Merger Policy. The terms of this Process Agreement (and, if necessary, **Section I D. 8.**

---

1. By letter Agreement of November 11, 2008, the parties and the arbitrators agreed the Award and supporting written opinion would be issued together, no later than December 8, 2008.

**b.** of the Delta PWA in effect following the Merger) shall be the exclusive process governing the integration of the Northwest and Delta pilot seniority lists within the Association in connection with the Merger, and each party hereby waives any right to invoke any provision of ALPA Merger Policy, including any request for a Policy Initiation Date under ALPA Merger Policy, with respect to the process for determining the integration of the Northwest and Delta pilot seniority lists in connection with the Merger.

11. Any dispute over the interpretation or application of this Process Agreement will be determined in final and binding arbitration before a [sic] Ed Krinsky or Ira F. Jaffe, whoever is first available. The arbitration proceeding will take place on a single day within five business days of the assignment of an arbitrator, and the arbitrator will issue an oral decision at the conclusion of the arbitration proceeding. The timetable described in this Process Agreement will be not be altered or delayed as a result of any proceeding under this paragraph 11.

Evidentiary hearings were held October 2-5, in Los Angeles, October 20-24, in Washington, D.C., and November 15- 17, 2008, in Los Angeles, at which the respective MECs were represented by Counsel and offered full opportunity to submit oral and documentary evidence, including direct testimony and expert opinions, all subject to cross-examination and rebuttal. The evidentiary record was closed following receipt of the stenographic transcript and written post-hearing summations, dated November 21, 2008. Thereafter, the Arbitration Board convened in Executive Session and, after careful consideration of the record and extensive consultation, rendered this Opinion and Award.

Delta and Northwest are comparable airlines. Each was founded in the mid-1920's. Both are full-service domestic carriers with substantial international operations and each has a large fleet that includes narrow- and wide-body aircraft. Before deregulation, these two carriers had the best credit ratings, balance sheets and



---

Richard I. Bloch, Esq



---

Dana Edward Eischen, Esq.



---

Fredric R. Horowitz, Esq.