

Daniel H. Golden (DG-5624)
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Attorneys for the Official Committee of Unsecured
Creditors of Delta Air Lines, Inc., et al.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11
: :
DELTA AIR LINES, INC., et al., : Case No. 05-17923 (ASH)
: :
Debtors. : (Jointly Administered)
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**APPLICATION OF AKIN GUMP STRAUSS HAUER & FELD LLP,
COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
OF DELTA AIR LINES, INC. ET AL., FOR FINAL ALLOWANCE AND AWARD OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR SERVICES
RENDERED DURING THE PERIOD SEPTEMBER 28, 2005 THROUGH MARCH 31, 2007**

Name of Applicant: Akin Gump Strauss Hauer & Feld LLP

Authorized to Provide
Professional Services to: Official Committee of Unsecured Creditors

Date of Retention: November 14, 2005 (nunc pro tunc to September 28, 2005)

Period for which compensation
and reimbursement is sought: September 25, 2005 through March 31, 2007

Amount of Compensation sought as
actual, reasonable, and necessary: \$17,280,884.75

Amount of Expense Reimbursement sought
as actual, reasonable, and necessary: \$867,136.44

Prior Interim Fee Applications:

Time Period	Fees	Expenses	Status
09/28/05 – 01/31/06	\$5,836,200.50	\$162,657.94	Approved by order of this Court dated June 5, 2006.
02/01/06 – 05/31/06	\$3,406,291.75	\$240,803.06	Approved by order of this Court dated August 23, 2006.
06/01/06 – 09/30/06	\$2,440,098.75	\$150,778.79	Approved by order of this Court dated December 20, 2006.
10/01/06 – 01/31/07	\$3,931,912.75	\$212,773.55	Approved by order of this Court dated April 19, 2007.

DELTA AIR LINES, INC.
SEPTEMBER 28, 2005 THROUGH MARCH 31, 2007

PARTNERS	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	RATE	AMOUNT¹
Stephen M. Baldini	Litigation	New York – 1991	353.50	\$620.00	\$214,622.00
Lisa G. Beckerman	Financial Restructuring	New York – 1989	2,561.35	\$815.00	\$1,982,944.25
David H. Botter	Financial Restructuring	New York – 1990	2,709.80	\$735.00	\$1,835,591.50
Nancy Chung	Litigation	New Jersey – 1995	111.30	\$570.00	\$63,441.00
Eugene F. Cowell	Corporate	New York - 1984	1.70	\$580.00	\$986.00
Patrick J. Dooley	Corporate	New York - 1983	0.40	\$650.00	\$260.00
Richard D. Fladung	Intellectual Property	Kansas - 1980	51.40	\$525.00	\$26,985.00
Joseph Ginsberg	Real Estate	New York – 1990	9.70	\$545.00	\$5,286.50
Daniel H. Golden	Financial Restructuring	New York – 1978	1,461.45	\$895.00	\$1,233,540.25
Christopher Gores	Corporate	New York - 1968	0.60	\$675.00	\$450.00
Peter J. Gurfein	Financial Restructuring	New York - 1976	0.50	\$625.00	\$312.50
Scott M. Heimberg	Litigation	District of Columbia - 1987	3.70	\$525.00	\$1,942.50
L. Rachel Helyar	Litigation	California – 1997	296.60	\$500.00	\$144,625.00
Paul B. Hewitt	Litigation	District of Columbia – 1979	184.05	\$700.00	\$127,032.75
Robert H. Hotz, Jr.	Litigation	New York -1999	0.40	\$620.00	\$248.00
Mitchell P. Hurley	Litigation	New York – 1997	734.70	\$650.00	\$408,523.00
Howard Jacobson	Tax	District of Columbia – 1979	297.90	\$580.00	\$166,413.00
Kristen O. Jesulaitis	Corporate	Texas – 1995	27.90	\$450.00	\$12,555.00
Ronald M. Johnson	Labor	District of Columbia – 1979	4.80	\$525.00	\$2,520.00
Julie M. Kaufer	Corporate	California – 1999	83.10	\$510.00	\$41,570.00
Douglas W. Killip	Tax	New York - 1988	5.00	\$625.00	\$3,125.00
Brian A. Kilmer	Financial Restructuring	Texas – 1999	1,889.10	\$550.00	\$854,872.50
Kim Koopersmith	Litigation	New York – 1985	4.10	\$675.00	\$2,767.50

PARTNERS	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	RATE	AMOUNT¹
Stephen B. Kuhn	Corporate	New York – 1991	197.10	\$675.00	\$126,445.00
Timothy L. Lafrey	Corporate	Texas – 1986	239.80	\$575.00	\$126,950.00
Alan Laves	Corporate	Texas – 1985	8.20	\$625.00	\$5,022.50
Edward P. Lazarus	Litigation – 1994	Pennsylvania – 1994	114.95	\$625.00	\$69,992.25
Susan H. Lent	Public Law & Policy	District of Columbia – 1998	2.50	\$525.00	\$1,262.50
Michael S. Mandel	Corporate	District of Columbia – 1975	2,049.50	\$650.00	\$1,246,499.50
Douglass Maynard	Litigation	New York – 1987	15.80	\$620.00	\$9,796.00
Bruce Mendelsohn	Corporate	Maryland – 1977	4.50	\$695.00	\$3,182.50
Daniel J. Micciche	Tax	Texas - 1981	46.70	\$550.00	\$25,685.00
Russell W. Parks	Corporate	New York – 1973	120.50	\$790.00	\$90,283.00
Steven M. Pesner	Litigation	New York - 1972	1.50	\$895.00	\$1,342.50
Anthony Salandra	Real Estate	California – 1980	14.80	\$495.00	\$7,088.00
Adrienne Scerbak	ERISA	New York – 1994	276.10	\$615.00	\$151,556.00
Robin M. Schachter	Tax	District of Columbia – 1997	47.00	\$605.00	\$28,294.00
David P. Simonds	Financial Restructuring	New York – 1993	2,213.95	\$625.00	\$1,265,962.25
Hushmand Sohaili	Corporate	California – 1979	3.15	\$575.00	\$1,811.25
John Strickland	Corporate	Texas – 1974	43.60	\$630.00	\$27,468.00
Anthony W. Swisher	Litigation	District of Columbia – 1996	16.70	\$500.00	\$7,087.00
Mark J. Volow	Corporate	New York - 1981	6.70	\$660.00	\$4,422.00
Charles L. Warren	Labor	Texas – 1974	305.80	\$525.00	\$160,545.00
Thomas W. Weir	Tax	Texas - 1973	3.90	\$635.00	\$2,476.50
Richard L. Wyatt	Labor	Georgia – 1979	8.20	\$650.00	\$5,330.00
David M. Zensky	Litigation	New York – 1988	56.40	\$635.00	\$35,814.00

COUNSEL	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	RATE	AMOUNT¹
Michelle Burg	Labor	New York – 2001	0.50	\$440.00	\$220.00
Jessica M. Cherry	ERISA	California – 2000	1.00	\$420.00	\$420.00
Tuneen Chisolm	Litigation	California – 2000	6.70	\$360.00	\$2,412.00
James P. Chou	Litigation	New York – 1997	145.50	\$480.00	\$69,840.00
Roberta F. Colton	Real Estate	California - 1975	37.15	\$420.00	\$15,603.00
Patrick M. Cox	Tax	New York – 1997	835.00	\$595.00	\$413,430.50
Tracy Crum	Corporate	Texas – 1998	0.60	\$470.00	\$282.00
Vincent DeLeo	Litigation	New York - 1999	63.20	\$480.00	\$30,336.00
Stefan Dombrowski	Corporate	New York – 1991	327.75	\$535.00	\$168,857.50
David A. Donohoe	Litigation	District of Columbia - 1969	21.90	\$735.00	\$16,096.50
Timothy Fanning	Corporate	New York – 2003	20.30	\$455.00	\$9,506.50
Laura FitzRandolph	Labor	District of Columbia	13.70	\$415.00	\$5,685.50
Drake D. Foster	Financial Restructuring	California – 2000	1,534.70	\$495.00	\$624,214.50
Rachael L. Gerstein	Litigation	New York – 2001	14.70	\$510.00	\$7,497.00
Merrill C. Godfrey	Litigation	District of Columbia - 1999	6.60	\$385.00	\$2,541.00
Karen G. Green	Public Law & Policy	District of Columbia - 1995	0.60	\$430.00	\$258.00
James Humphrey	Corporate	New York - 1997	116.20	\$415.00	\$46,223.00
Erica M. Johnson	Corporate	Ohio – 1997	113.40	\$500.00	\$50,983.00
Blossom Kan	Litigation	New York – 1999	105.70	\$480.00	\$50,101.50
Jeffrey P. Kehne	Litigation	Illinois – 1988	75.40	\$475.00	\$33,964.00
Scott H. Kimpel	Corporate	Texas – 1998	365.80	\$500.00	\$143,084.00
Natasha G. Kohne	Litigation	New York – 2001	0.80	\$440.00	\$352.00
Jeffrey McMillen	Public Law & Policy	District of Columbia – 2004	25.80	\$500.00	\$12,932.50
Mark T. Mitchell	Real Estate	Texas – 1997	12.20	\$460.00	\$5,505.50
William A. Norris	Litigation	California – 1955	19.10	\$725.00	\$13,847.50

COUNSEL	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	RATE	AMOUNT¹
Lee E. Potts	Corporate	Texas – 1999	194.00	\$395.00	\$70,484.00
Abid Qureshi	Financial Restructuring	New York – 1995	349.95	\$575.00	\$185,297.25
Shuba Satyaprasad	Financial Restructuring	New York – 2000	1,316.45	\$575.00	\$662,407.00
Johanna R. Shargel	Litigation	New York – 1999	210.30	\$450.00	\$94,535.00
Michael Small	Litigation	District of Columbia – 1988	2.00	\$550.00	\$1,100.00
Lorne Smith	Corporate	New York – 1984	1.20	\$480.00	\$576.00
Charles V. Stewart	Labor	District of Columbia – 1989	0.60	\$490.00	\$294.00
John Storz	Corporate	New York – 1997	3.00	\$455.00	\$1,365.00
Michael J. Threet	Tax	Texas – 1991	28.80	\$415.00	\$11,952.00
Robert Treiman	Litigation	California – 1988	1.10	\$450.00	\$495.00
Roman V. Troitsky	Corporate	New York – 2001	20.40	\$530.00	\$9,807.00
James R. Tucker	Public Law & Policy	District of Columbia – 1999	2.00	\$460.00	\$920.00
Jessica Weisel	Litigation	California – 1994	5.00	\$425.00	\$2,125.00
Joyce Wong-Kup	Environmental	California – 2000	19.30	\$370.00	\$7,141.00
ASSOCIATES	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	RATE	AMOUNT¹
Philip M. Abelson	Financial Restructuring	California – 2000	687.30	\$440.00	\$302,412.00
Yewande Akinwolemiwa	Financial Restructuring	Texas – 2006	119.30	\$285.00	\$30,444.50
Jeffrey Anapolsky	Financial Restructuring	New York - 2000	9.40	\$325.00	\$3,055.00
Bernard K. Asirif	Corporate	District of Columbia - 2005	24.85	\$230.00	\$5,715.50
Mathew J. Atlas	Litigation	New York – 2004	264.70	\$350.00	\$90,835.00
Andy Bae	Corporate	Not Yet Admitted	14.50	\$230.00	\$3,335.00
Kimberly A. Baker	Litigation	New York - 2005	11.90	\$230.00	\$2,737.00
Sarah Baumgartel	Litigation	New York – 2005	70.30	\$315.00	\$22,144.50
Jamie L. Berger	Litigation	New York – 2004	131.00	\$430.00	\$46,819.00

ASSOCIATES	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	RATE	AMOUNT¹
Carlos Bermudez	Corporate	California – 2002	92.50	\$325.00	\$26,502.50
Barry J. Brooks	Litigation	Texas - 2004	21.00	\$230.00	\$4,830.00
Robert J. Boller	Litigation	New York – 2007	98.30	\$260.00	\$25,558.00
Jeremy F. Bollinger	Litigation	California – 2006	8.00	\$260.00	\$1,868.00
Gerald Buechler	Corporate	Texas – 1992	52.70	\$280.00	\$15,099.50
Magdalena Camillo	Corporate	New York – 2005	358.50	\$300.00	\$84,603.50
Tracy L. Casadio	Litigation	California – 2005	1.60	\$270.00	\$432.00
Noelle Chadwick	Financial Restructuring	New York – 2005	98.70	\$275.00	\$27,142.50
Asma S. Chandani	Litigation	California – 2006	26.20	\$250.00	\$6,550.00
Cynthia Chou	Labor	California – 2006	11.70	\$255.00	\$2,983.50
Ryan T. Cosgrove	Litigation	Texas - 2005	16.50	\$230.00	\$3,795.00
J. Merritt Crosby	Financial Restructuring	California – 2005	279.50	\$235.00	\$65,423.50
Elizabeth A. Cyr	Labor	District of Columbia – 2005	27.10	\$230.00	\$6,233.00
James d'Auguste	Litigation	New York – 1997	95.20	\$455.00	\$43,316.00
Kenneth A. Davis	Financial Restructuring	New York – 1996	565.19	\$475.00	260,200.25
Christina J. DeVries	Litigation	New York – 2004	51.70	\$350.00	\$18,095.00
Christine D. Doniak	Litigation	New York – 1998	210.05	\$310.00	\$51,761.50
Debra A. Drake	Litigation	Texas – 2002	13.70	\$315.00	\$4,315.50
Elena Dubinsky	Corporate	California – 2002	17.70	\$285.00	\$5,044.50
Melissa L. Dulski	Labor	New York – 2002	86.60	\$365.00	\$27,735.00
Neil H. Farbman	Litigation	District of Columbia – 2005	14.00	\$230.00	\$3,220.00
Angela Ferrante	Financial Restructuring	New York – 2001	36.20	\$450.00	\$16,290.00
Albert Feurer	Tax	New York – 1979	6.00	\$500.00	\$3,000.00
Shannon M. Fink	Labor	District of Columbia – 2006	26.10	\$230.00	\$6,003.00
Shannon J. Fohn	Public Law & Policy	Texas – 2003	13.80	\$205.00	\$2,849.50

ASSOCIATES	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	RATE	AMOUNT¹
Jamie L. Fonalledas	Real Estate	Florida – 2005	491.10	\$300.00	\$116,834.00
Leah S. Frank	Tax	New York – 2005	1.20	\$410.00	\$492.00
Charles W. Frick	Litigation	District of Columbia – 2001	14.50	\$335.00	\$4,857.50
Joseph Friedman	Real Estate	California – 2002	37.50	\$345.00	\$12,028.50
Paul Gennari	Intellectual Property	New York – 2006	20.90	\$360.00	\$7,524.00
David Gorski	Intellectual Property	Texas – 2005	64.70	\$235.00	\$14,898.50
Katherine Gregory	Tax	Not Yet Admitted	5.80	\$290.00	\$1,682.00
Sharmaine Heng	Tax	Not Yet Admitted	76.40	\$295.00	\$22,491.00
Jessie A. Herrera	Financial Restructuring	Texas – 2002	103.10	\$325.00	\$30,347.50
Patrick J. Ivie	Financial Restructuring	California – 2002	184.80	\$325.00	\$53,244.00
Rebecca E. Jonah	Financial Restructuring	California – 2000	356.00	\$345.00	\$117,018.00
David V. Kay	Financial Restructuring	Not Yet Admitted	867.40	\$310.00	\$258,088.00
Adam J. Kerndt	Labor	District of Columbia – 2006	50.30	\$235.00	\$11,750.00
Hyongsoon Kim	Litigation	New York – 2004	200.80	\$410.00	\$79,565.00
Gina L. Lauriero	ERISA	New York – 2005	714.60	\$400.00	\$229,310.00
Kathleen C. Lecht	Litigation	New York – 2006	140.70	\$260.00	\$36,582.00
Sofia Lunia	Litigation	New York – 2001	165.10	\$220.00	\$33,752.00
James A. Mathew	Litigation	Texas – 2005	11.70	\$230.00	\$2,691.00
Jonah E. McCarthy	Litigation	Texas – 2005	12.00	\$230.00	\$2,760.00
Robert McGrail	Corporate	Virginia – 2005	61.90	\$235.00	\$14,251.50
Keith Melman	Corporate	California – 2005	45.10	\$315.00	\$14,206.50
Joel R. Meyer	Litigation	California – 2006	1.80	\$250.00	\$450.00
Nicole M. Morgan	Labor	District of Columbia – 2003	32.80	\$285.00	\$9,348.00
Katherine Morici	Corporate	New York – 1996	6.00	\$450.00	\$2,730.00
Elizabeth A. Murfee	Corporate	Texas – 2004	27.40	\$285.00	\$6,358.00

ASSOCIATES	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	RATE	AMOUNT¹
Maruti R. Narayan	Tax	New York – 2006	427.20	\$400.00	\$128,495.00
David W. Nelson	Litigation	California – 2005	542.55	\$300.00	\$132,279.50
Deborah Newman	Litigation	New York – 2003	50.70	\$385.00	\$16,984.50
Shanna L. Nugent	Corporate	Texas – 2003	4.40	\$260.00	\$1,144.00
Jessica M. Payne	Corporate	Texas – 2006	213.20	\$235.00	\$49,327.00
Elizabeth W. Pierce	Corporate	New York – 2005	19.30	\$260.00	\$5,018.00
Amy G. Piper	Litigation	Not Yet Admitted	51.00	\$260.00	\$13,260.00
Carsten M. Reichel	Litigation	District of Columbia – 2004	63.10	\$295.00	\$18,614.50
Mark E. Ricardo	Real Estate	District of Columbia – 1999	1.50	\$395.00	\$592.50
Kevin D. Rice	Corporate	Texas – 2000	10.00	\$225.00	\$3,350.00
Laura A. Russell	Litigation	Texas – 2004	4.80	\$230.00	\$1,104.00
Shannon Shah	Litigation	New York – 2005	29.30	\$315.00	\$9,229.50
James E. Sherry	Litigation	Massachusetts – 2003	16.10	\$230.00	\$3,703.00
David A. Smith	Litigation	Not Yet Admitted	114.10	\$275.00	\$30,773.00
Suzanne Spradley	Insurance	Texas – 2000	19.05	\$315.00	\$6,000.75
Alla V. Stewart	Tax	New York – 2004	37.90	\$270.00	\$10,233.00
Paul E. Supple	Corporate	Texas – 2003	37.60	\$260.00	\$9,776.00
Jennifer P. Sullivan	Labor	New York – 2001	6.80	\$390.00	\$2,652.00
William D. Taylor	Litigation	Texas – 2004	4.70	\$230.00	\$1,081.00
Jena M. Valdetero	Litigation	Maryland – 2005	15.90	\$230.00	\$3,657.00
Daniel Z. Vira	ERISA	New York – 1993	181.90	\$385.00	\$66,481.00
Ashley F. Waters	Litigation	New York – 2006	6.60	\$260.00	\$1,716.00
Ephraim Wernick	Litigation	Texas – 2003	24.20	\$260.00	\$6,292.00
James A. Wright	Financial Restructuring	New York – 2005	2,038.95	\$425.00	\$668,703.75

ASSOCIATES	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	RATE	AMOUNT¹
Tobias Zimmerman	Litigation	New York – 2001	9.90	\$335.00	\$3,316.50
David B. Zisseron	Litigation	District of Columbia – 2005	19.20	\$230.00	\$4,416.00
LAW CLERKS			HOURS	RATE	AMOUNT¹
Nathan M. Cherry			3.60	\$150.00	\$540.00
Jacqueline R. Hall			4.00	\$150.00	\$600.00
Brad M. Kahn			2.60	\$180.00	\$468.00
Natalie E. Levine			22.90	\$185.00	\$4,190.00
LEGAL ASSISTANTS	DEPARTMENT		HOURS	RATE	AMOUNT¹
Sarah E. Bolen	Labor		0.40	\$105.00	\$42.00
Jacqueline Carter	Litigation		54.50	\$85.00	\$4,615.00
Mary Ann Casey	Corporate		2.00	\$210.00	\$420.00
Virginia Chan	Intellectual Property		2.90	\$95.00	\$275.50
Tabassum Chowhury	Litigation		33.50	\$165.00	\$5,478.75
Kirk J. Conway	Litigation		4.75	\$155.00	\$735.25
Kathleen M. Diina	Labor		67.20	\$95.00	\$6,384.00
Anh Dinh	Litigation		27.30	\$125.00	\$3,412.50
Dana K. Drake	Financial Restructuring		16.90	\$150.00	\$2,507.00
Alexis H. Grant	Corporate		8.20	\$100.00	\$820.00
Patricia L. Gunn	Corporate		52.00	\$160.00	\$7,857.50
Jeffrey R. Julio	Real Estate		9.30	\$95.00	\$883.50
Tamera L. Keeman	Financial Restructuring		7.30	\$130.00	\$949.00
Calvin K. Kwan	Intellectual Property		7.00	\$160.00	\$1,120.00
Lauren N. Lee	Financial Restructuring		500.80	\$185.00	\$83,565.50
Michele Lee	Litigation		14.50	\$175.00	\$2,537.50

LEGAL ASSISTANTS	DEPARTMENT		HOURS	RATE	AMOUNT¹
James W. Ma.	Litigation		33.25	\$175.00	\$5,808.75
Nicole V. Malign	Corporate		4.40	\$165.00	\$726.00
Lynn D. Marlin	Intellectual Property		64.10	\$165.00	\$10,578.50
Michael McCoy	Labor		29.00	\$85.00	\$2,465.00
Samuel D. McCoy	Litigation		5.50	\$145.00	\$797.50
Marianne Mulcahey	Public Law & Policy		2.60	\$185.00	\$475.00
Emmanuel Nikoludakis	Litigation		22.75	\$190.00	\$4,157.50
Reginald Orcel	Litigation		3.75	\$180.00	\$675.00
Brenda R. Patrick	Financial Restructuring		23.20	\$165.00	\$3,753.00
Omar Quervalu	Litigation		1.50	\$260.00	\$240.00
Jennifer Rajkowski	Corporate		9.80	\$160.00	\$1,545.00
Cheryl Roberts	Litigation		131.20	\$200.00	\$26,240.00
Nathan Rothstein	Litigation		5.00	\$150.00	\$750.00
Bradley J. Rowe	Financial Restructuring		40.50	\$165.00	\$6,585.00
Stacy R. Sandusky	Litigation		23.60	\$195.00	\$4,602.00
Lori E. Silverstein	Litigation		1.00	\$95.00	\$95.00
Risa J. Slavin	Litigation		55.80	\$185.00	\$10,278.00
Tracy Southwell	Financial Restructuring		274.60	\$195.00	\$51,542.50
Peter J. Sprofera	Financial Restructuring		617.60	\$225.00	\$120,270.00
Temporary Legal Assistants			28.00	\$50.00 - \$55.00	\$1,522.50
Rebecca A. Turbish	Litigation		60.40	\$130.00	\$6,965.50
Angie Von Pageler	Litigation		21.70	\$95.00	\$2,061.50
Betty J. Woods	Financial Restructuring		23.70	\$165.00	\$3,947.50
Edwin Wu	litigation		7.90	\$165.00	\$778.50

LEGAL ASSISTANTS	DEPARTMENT		HOURS	RATE	AMOUNT¹
Azalia B. Wynter	Litigation		351.90	\$175.00	\$61,557.50
Jeffrey K. Yau	Corporate		0.40	\$170.00	\$68.00
Danielle N. Zahaba	Litigation		23.90	\$155.00	\$3,617.50
TOTAL			36,513.79		\$17,280,884.75

¹ During the compensation period, Akin Gump increased its hourly rates. The amount in this column was calculated using the hourly rate in effect at the time the services were rendered.

DELTA AIR LINES, INC.
COMPENSATION BY PROJECT CATEGORY
SEPTEMBER 28, 2005 THROUGH MARCH 31, 2007

Project Category	Total Hours	Total Fees
General Case Administration	2,242.39	\$1,074,628.75
Akin Gump Fee Applications/Monthly Fee Statements	497.70	\$170,289.50
Analysis of Other Professionals Fee Applications	236.00	\$115,829.50
Review of Schedules and SOFAs	66.10	\$26,143.50
Retention of Professionals	1,184.00	\$445,781.00
Creditors' Committee Meetings	1,528.80	\$878,789.00
Court Hearings	608.65	\$331,761.50
Financial Reports and Analysis	320.50	\$231,458.50
DIP, Cash Collateral and Exit Financing	521.10	\$247,562.50
Executory Contracts/License Agreements	782.45	\$346,878.25
General Claims Analysis/Claims Objections	156.40	\$70,640.00
Analysis of Pre-Petition Transactions	793.55	\$337,553.00
Airplane Leasing/Financing	13,396.70	\$6,150,265.00
Analysis of Secured Claim/Adequate Protection Issues	1,160.20	\$450,464.00
Lift Stay Litigation	409.20	\$164,664.00
General Adversary Proceedings	113.10	\$42,856.50
Tax Issues	1,725.00	\$744,211.50
Labor Issues/Employee Benefits	7,478.45	\$3,640,923.00
Real Estate Issues/Leases	311.45	\$121,897.50
Exclusivity	46.10	\$27,332.50

Project Category	Total Hours	Total Fees
Plan, Disclosure Statement and Related Documentation	841.70	\$566,111.50
Asset/Stock Transactions/Business Liquidation	1,199.40	\$636,333.00
Travel (billed at 50% of actual time)	148.95	\$90,246.00
Airport Revenue Bonds	745.90	\$368,265.50
Totals	36,513.79	\$17,280,884.75

DELTA AIR LINES, INC.
DISBURSEMENT SUMMARY
SEPTEMBER 28, 2005 THROUGH MARCH 31, 2007

Courier Service/Postage	\$21,953.18
Long Distance Calls/Conference Calls	\$347,447.05
Duplicating/Third Party Duplicating Charges	\$88,773.81
Facsimile/Third Party Facsimile Charges	\$923.41
Court Costs	\$3,768.00
Contract Labor (Billed at Cost)	\$427.50
Press Release Expenses	\$682.09
Meals/Committee Meeting Expenses	\$52,697.70
Professional Fees – Process Server	\$1,632.70
Deposition & Transcript Expenses	\$32,731.32
Travel Expenses	\$110,565.18
Computerized Research/Outside Research Expenses	\$205,535.00
TOTAL	\$867,136.44

Hearing Date and Time: August 20, 2007 at 2:30 p.m.
Objection Deadline: July 16, 2007 at 4:00 p.m.

Daniel H. Golden (DG-5624)
Lisa G. Beckerman (LB-9655)
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Attorneys for the Official Committee of Unsecured
Creditors of Delta Air Lines, Inc., et al.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re: : Chapter 11
: :
DELTA AIR LINES, INC., et al., : Case No. 05-17923 (ASH)
: :
Debtors. : (Jointly Administered)
-----X

**APPLICATION OF AKIN GUMP STRAUSS HAUER & FELD LLP,
COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
OF DELTA AIR LINES, INC. ET AL., FOR FINAL ALLOWANCE AND AWARD OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR SERVICES
RENDERED DURING THE PERIOD SEPTEMBER 28, 2005 THROUGH MARCH 31, 2007**

**TO THE HONORABLE ADLAI S. HARDIN, JR.,
UNITED STATES BANKRUPTCY JUDGE:**

Akin Gump Strauss Hauer & Feld LLP ("Akin Gump" or "Applicant"), counsel to the
Official Committee of Unsecured Creditors (the "Creditors' Committee") of Delta Air Lines, Inc.
("Delta") and certain of its subsidiaries and affiliates (collectively, the "Debtors"), for its

application (the "Application")¹ pursuant to 11 U.S.C. § 330 for a final allowance and award of compensation for services rendered and for reimbursement of expenses incurred in connection therewith, respectfully represents:

I. INTRODUCTION

1. By this Application, Akin Gump seeks (i) final allowance and award of fees and expenses in the aggregate amount of \$16,380,517.09 for the period September 28, 2005 through January 31, 2007 (the "Prior Interim Compensation Period"), which compensation was previously awarded to Akin Gump on an interim basis pursuant to prior orders of this Court; and (ii) final allowance of fees and expenses in the aggregate amount of \$1,767,504.10 for the period February 1, 2007 through March 31, 2007 (the "Current Compensation Period", and together with the Prior Interim Compensation Period, the "Compensation Period").

2. This Application is submitted pursuant to Section 8.1 (a) of the Debtors' Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code (the "Debtors' Joint Plan"), which was confirmed by an order of this Court dated April 25, 2007 (the "Confirmation Order"). The Debtors' Joint Plan became effective on April 30, 2007 (the "Effective Date").

II. BACKGROUND

3. On September 14, 2005 (the "Petition Date"), each of the Debtors filed with this Court a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code").

¹ Detailed time records are not being filed with the Court but will be provided to the Debtors, the Office of the United States Trustee, the Court, the Retired Pilots Section 1114 Committee, and the Retired Non-Pilot Employees Section 1114 Committee. Parties in interest required to be served with monthly fee statements pursuant to the Administrative Fee Order (as defined below) have previously received such records. Copies of these records will be made available to other parties in interest upon request. This procedure has been discussed with the Office of the United States Trustee.

4. Since the Petition Date and until the Effective Date, the Debtors continued in possession of their property and have continued to operate and manage their businesses as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

5. This Court has jurisdiction over the Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). The statutory bases for the relief requested herein are sections 330 and 331 of the Bankruptcy Code and Rules 2002(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

Creditors’ Committee Formation

6. On September 28, 2005 (the “Creditors’ Committee Formation Date”), pursuant to section 1102 of the Bankruptcy Code, the United States Trustee appointed the Creditors’ Committee. As of the Effective Date, the Creditors’ Committee was comprised of nine members.² On the Creditors’ Committee Formation Date, the Creditors’ Committee selected Akin Gump to serve as counsel to the Creditors’ Committee, pursuant to section 1103(a) of the Bankruptcy Code. On November 17, 2005, this Court entered an order authorizing the retention of Akin Gump as counsel to the Creditors’ Committee nunc pro tunc to September 28, 2005.

² As of the Effective Date, the Creditors’ Committee was comprised of the following entities: U.S. Bank National Association and U.S. Bank Trust National Association; Boeing Capital Corp.; Pension Benefit Guaranty Corporation; The Coca-Cola Company; Pratt & Whitney, a division of United Technologies Corporation; Air Line Pilots Association, International; CarVal Investors; Fidelity Advisor Series II: Fidelity Advisor High Income Advantage Fund; and The Bank of New York. In addition, the Kenton County Airport Board (Cincinnati/Northern Kentucky Airport) and the Hartsfield-Jackson Atlanta International Airport are *ex officio* members of the Creditors’ Committee.

Payments to Akin Gump

7. Except for payments made pursuant to the Administrative Fee Order and previous orders entered by this Court, applicant has received no payment and no promises for payment from any source other than the Debtors' estates for services rendered in connection with these chapter 11 cases. There is no agreement or understanding between the Applicant and any other person (other than members of Akin Gump) for the sharing of compensation to be received for the services rendered in these chapter 11 cases.

8. As stated in the Affirmation of Lisa G. Beckerman, Esq., annexed hereto as Exhibit "A," all of the services for which final allowance and award of compensation is sought herein were rendered for or on behalf of the Creditors' Committee solely in connection with these chapter 11 cases.

9. Pursuant to the Administrative Fee Order during the Current Compensation Period, Akin Gump sent to the Debtors and the appropriate notice parties its: (i) Monthly Fee Statement, dated March 20, 2007, for Compensation and for Reimbursement of Expenses for Services Rendered during the Period February 1, 2007 through February 28, 2007 in the amounts of \$771,573.50 for fees and \$65,468.54 for expenses (the "February Monthly Fee Statement"); and (ii) Monthly Fee Statement, dated April 20, 2007, for Compensation and for Reimbursement of Expenses for Services Rendered during the Period March 1, 2007 through March 31, 2007 in the amounts of \$895,807.50 for fees and \$34,654.56 for expenses (the "March Monthly Fee Statement").

10. Pursuant to the Administrative Fee Order, Akin Gump has received payment of 80% of the fees requested and 100% of the expenses requested, respectively, with respect to the February Monthly Fee Statement and the March Monthly Fee Statement.

11. On March 6, 2006, Akin Gump filed its first application for interim allowance of compensation in the amount of \$5,835,200.50 and for reimbursement of expenses in the amount of \$162,657.94 for services rendered during the period September 28, 2005 through January 31, 2006 (the "First Interim Fee Application"). On June 5, 2006, this Court entered an order allowing the fees and expenses requested in the First Interim Fee Application (the "First Interim Fee Order"). Akin Gump has received payment of the fees and expenses allowed pursuant to the First Interim Fee Order.

12. On July 13, 2006, Akin Gump filed its second application for interim allowance of compensation in the amount of \$3,406,291.75 and for reimbursement of expenses in the amount of \$240,803.06 for services rendered during the period February 1, 2006 through May 31, 2006 (the "Second Interim Fee Application"). On August 21, 2006, this Court entered an order allowing the fees and expenses requested in the Second Interim Fee Application (the "Second Interim Fee Order"). Akin Gump has received payment of the fees and expenses allowed pursuant to the Second Interim Fee Order.

13. On November 9, 2006, Akin Gump filed its third application for interim allowance of compensation in the amount of \$2,440,098.75 and for reimbursement of expenses in the amount of \$150,778.79 for services rendered during the period June 1, 2006 through September 30, 2006 (the "Third Interim Fee Application"). On December 18, 2006, this Court entered an order allowing the fees and expenses requested in the Third Interim Fee Application (the "Third Interim Fee Order"). Akin Gump has received payment of the fees and expenses allowed pursuant to the Third Interim Fee Order.

14. On March 15, 2007, Akin Gump filed its fourth application for interim allowance of compensation in the amount of \$3,931,912.75 and for reimbursement of expenses in the

amount of \$212,773.55 for services rendered during the period October 1, 2006 through January 31, 2007 (the "Fourth Interim Fee Application"). On April 19, 2007, this Court entered an order allowing the fees and expenses requested in the Fourth Interim Fee Application (the "Fourth Interim Fee Order"). Akin Gump has received payment of the fees and expenses allowed pursuant to the Fourth Interim Fee Order.

III. SUMMARY OF SERVICES RENDERED

15. Since September 28, 2005, Akin Gump has rendered professional services to the Creditors' Committee as requested and as necessary and appropriate in furtherance of the interests of the Debtors' unsecured creditors. The variety and complexity of the issues in these chapter 11 cases and the need to act or respond to such issues on an expedited basis in furtherance of the Creditors' Committee's needs have required the expenditure of substantial time by Akin Gump personnel from several legal disciplines.

16. Akin Gump maintains written records of the time expended by attorneys and paraprofessionals in the rendition of their professional services to the Creditors' Committee. Such time records are presented in a form that is in compliance with the Local Bankruptcy Rules for the Southern District of New York and were made contemporaneously with the rendition of services by the person performing such services and in the ordinary course of Akin Gump's practice. A compilation showing the name of the attorney or paraprofessional, the date on which the services were performed, a description of the services rendered, and the amount of time spent in performing the services during the Compensation Period is annexed hereto as Exhibit "B."³ Additionally, attached hereto as Exhibit "C" is a schedule of the hours expended by the attorneys

³ The compilation annexed to this Application as Exhibit "B" will not be filed with this Application, but will be served on the Debtors, the Office of the United States Trustee, the Court, the Retired Pilots Section 1114 Committee, and the Retired Non-Pilot Employees Section 1114 Committee.

and paraprofessionals during the Compensation Period, their normal hourly rates, and the value of their services.

17. Akin Gump also maintains records of all actual and necessary out-of-pocket expenses incurred in connection with the rendition of its professional services, all of which are also available for inspection. A schedule of the categories of expenses and amounts for which reimbursement is requested is annexed hereto as Exhibit "D."

18. Akin Gump respectfully submits that the professional services that it rendered on behalf of the Creditors' Committee were necessary and appropriate, and have directly contributed to the effective administration of these chapter 11 cases.

19. The following summary of services rendered during the Compensation Period is not intended to be a detailed description of the work performed, as the day-to-day services and the time expended in performing such services are fully set forth in Exhibit "B." Rather, it is merely an attempt to highlight those areas in which services were rendered to or on behalf of the Creditors' Committee, as well as to identify some of the problems and issues that Akin Gump was required to address.

(i) Case Administration

20. A portion of the services rendered during the Compensation Period related to the initial organization of the Creditors' Committee and matters related thereto. Akin Gump's attention to the Creditors' Committee's organizational needs during the Compensation Period, including the preparation of bylaws and oversight of the financial advisor selection process for the Creditors' Committee, enabled the Creditors' Committee to function as a coordinated group and to acquit its fiduciary duties. Akin Gump worked closely with the Creditors' Committee as it established subcommittees to more efficiently handle specific issues that have arisen in these

chapter 11 cases. The following subcommittees were formed: (a) the U.S. Trustee Liaison Subcommittee, serving as liaison between the Creditors' Committee and the United States Trustee's office on professional fees; (b) the Financial Advisor Fees Subcommittee, formed to review and negotiate the proposed fee arrangements of the Debtors' proposed financial advisors; (c) the Fleet Subcommittee, serving to review and negotiate aircraft issues arising under section 1110 of the Bankruptcy Code; (d) the Pension Subcommittee, serving to review and negotiate pension claims; and (e) the Board of Director Subcommittee, serving to assist in the selection of the New Delta Board.

21. Akin Gump reviewed and analyzed all motions filed by the Debtors and other parties in interest in these cases, and any objections thereto. In connection with such motions, Akin Gump conducted extensive due diligence to, among other things, determine and understand the effect the requested relief would have on the Debtors, their businesses, and the administration of these cases. These diligence efforts included reviewing and understanding all underlying documentation related to the applicable motion, conferring with representatives of the Debtors and third parties, and working with the other professionals for the Creditors' Committee to ensure that the Creditors' Committee had a complete understanding of the effect the granting of the relief requested in a given pleading would have on the Debtors' businesses and reorganization efforts.

22. Akin Gump kept the Creditors' Committee members advised of all material developments during the Compensation Period through detailed memoranda and, as appropriate, conference calls or in-person meetings with all or a portion of the Creditors' Committee.

23. In addition, among other things, Akin Gump routinely held internal meetings with the professionals assigned to this matter to ensure that Akin Gump was able to successfully represent the Creditors' Committee in the most efficient manner at the least cost to these estates.

24. Due to Akin Gump's experience in counseling creditors' committees, Akin Gump believes it was able to efficiently address all issues relating to case administration that have arisen during the pendency of these chapter 11 cases. As discussed in detail above, at the request of the Creditors' Committee, Akin Gump assisted in or took the lead in analyzing all motions presented by the Debtors, and advised the Creditors' Committee on its own initiatives and directions for the Debtors' chapter 11 cases. In addition, Akin Gump coordinated all Creditors' Committee activities, including attending to member issues and setting agendas for the Creditors' Committee's conference calls. Akin Gump also consulted with Houlihan Lokey Howard & Zukin ("HLHZ") and Mesirow Financial Consulting ("MFC"), the Creditors' Committee's financial advisors, with respect to most, if not all, issues arising in these cases, as well as all information received from the Debtors, their representatives, and other sources.

(ii) Creditors' Committee Meetings

25. The Creditors' Committee played a very active role in these cases during this Compensation Period. At least once per week during the Compensation Period, Akin Gump, together with the other Creditors' Committee professionals, held telephonic conferences on in-person meetings with the full Creditors' Committee. In addition, Akin Gump had many telephonic conferences with the Chair of the Creditors' Committee, the numerous Creditors' Committee's subcommittees, and individual members of the Creditors' Committee.

26. Prior to these conferences, Akin Gump reviewed and analyzed each pending matter requiring the Creditors' Committee's attention and all underlying documentation in connection

therewith. Thereafter, Akin Gump discussed each of these matters with the Creditors' Committee, as well as individual Creditors' Committee members, and assisted the Creditors' Committee in formulating a position with respect to each matter. In addition, Akin Gump prepared detailed memoranda to the Creditors' Committee during the Compensation Period discussing the status of pertinent matters in these proceedings.

27. During the Compensation Period, Akin Gump also had numerous of in-person meetings and telephonic conferences with the Debtors and their professionals to discuss and address pending issues and proposed actions.

28. Through meetings, telephone conferences, and correspondence, Akin Gump has assisted the Creditors' Committee in fulfilling its statutory duties to: (i) make informed decisions regarding the various issues that have arisen in these chapter 11 cases; (ii) closely monitor the Debtors' management of these proceedings; and (iii) reach independent conclusions as to the merits of specific matters and the impact on the Debtors' prospects for reorganization.

(iii) Court Hearings

29. Akin Gump attorneys appeared at all of the hearings held before this Court during the Compensation Period. In preparing for Court hearings, Akin Gump reviewed all applicable motions and applications filed with the Court, including any responses thereto, and then presented, as needed, the Creditors' Committee's position at such hearings.

(iv) Post-Petition Financing

30. On September 15, 2005, the Debtors filed a motion pursuant to sections 105, 361, 362, 363 and 364 of the Bankruptcy Code for interim and final financing orders (i) authorizing the Debtors to obtain postpetition financing and utilize cash collateral, (ii) granting adequate protection to prepetition secured parties, and (iii) scheduling a final hearing (the "DIP Motion"). Specifically, by the DIP Motion, the Debtors sought authority to enter into two debtor in

possession financing packages (collectively, the “DIP Financing”) – one (the “GECC Facility”) with General Electric Capital Corporation (“GECC”) and one (the “Amex Facility”) with American Express Travel Related Services, Inc. (“Amex”). The DIP Financing provided Delta with \$1.07 billion in new cash in exchange for (i) paying off the prepetition financing Delta had with GECC and Amex and that are discussed below, (ii) securing the DIP Financing with the collateral that secured Delta’s prepetition financing facilities with GECC and Amex collateral, (iii) providing GECC and Amex with superpriority administrative expense claims, (iv) providing GECC and Amex with junior liens over substantially all of Delta’s already-secured assets and (v) assuming Delta’s contracts with Amex (as modified).

31. On September 16, 2005, this Court entered an interim order with respect to the DIP Motion (the “Interim DIP Order”). The Interim DIP Order provided, among other things, for : (i) waivers by Delta of possible claims against GECC of Amex related to the DIP Financing or the prepetition financings with GECC and Amex; (ii) modification of the automatic stay to provide certain rights to GECC and Amex; (iii) restriction of the use of the debtor in possession loans, letters of credit, debtor in possession collateral and carved-out funds; and (iv) authorization for Amex to maintain a “Special Holdback”.

32. Because the Debtors sought authority to enter into two debtor in possession financing packages, Akin Gump was required to review and analyze the intricacies of both the GECC and Amex Facilities and their impact on the Debtors’ estates and unsecured creditors. Additionally, Akin Gump analyzed the terms of the Interim DIP Order to ensure that the rights and interests of unsecured creditors were not prejudiced. Akin Gump then prepared a memorandum summarizing the DIP Motion, including a description of both the GECC and Amex Facilities, for the Creditors’ Committee. Akin Gump negotiated modifications to the final

order approving the DIP Motion with the Debtors. On October 6, 2005, this Court entered a final order approving the DIP Motion the ("Final DIP Order"). The Final DIP Order provided Delta with up to \$1.9 billion in financing under the GECC Facility and up to \$350 million under the Amex Facility.

(v) Bank Lien Analysis

33. In November, 2004, Delta entered into financing arrangements with both GECC and Amex. The GECC financing ("Prepetition GECC Facility") consisted of a \$330 million term loan and a \$300 million revolving credit facility. GECC was provided with a first priority and second priority lien on various collateral pursuant (the "GECC Prepetition Collateral") to the Prepetition GECC Facility.

34. Delta and Amex have a long relationship involving multiple contracts, and in the prepetition period, they were parties to: a Card Service Contract, a co-branded card contract, a "Membership Rewards Contract", a "Purchasing Card Contract", and a "Crown Room Club Contract." Prepetition, Amex entered into a financing agreement (the "Prepetition Amex Facility") with Delta by which Amex prepaid \$500 million for SkyMiles (Delta's frequent flier miles) it would need in the future under the co-branded contract and Membership Rewards Contract. Amex was provided, among other things, a first priority lien in various collateral and a lien, junior to the liens provided to GECC in the Prepetition GECC Facility, in the GECC Prepetition Collateral pursuant to the Prepetition Amex Facility.

35. Pursuant to the Final DIP Order, the Creditors' Committee was provided a finite period of time to review the Prepetition GECC Facility and the Prepetition Amex Facility to determine whether the liens provided under each of the facilities were valid and perfected and whether any causes of action against GECC and Amex, under each respective prepetition

financing facility, were viable. These tasks required Akin Gump to conduct an extensive and thorough review and investigation of the liens held by GECC and Amex in the prepetition financing facility and the extension of credit by GECC and Amex in the prepetition period to Delta in order to assist the Creditors' Committee's determination as to whether grounds exist for challenging any of the prepetition liens or whether causes of action should be brought.

(vi) Due Diligence Review

36. Akin Gump, in coordination with HLHZ and MFC, conducted an extensive review of the Debtors' pre-petition books, records, transactions and operations during the Compensation Period. Accordingly, Akin Gump analyzed, among other things, the Debtors' corporate structure, their significant contracts and relationships with non-debtor affiliates. This detailed diligence and analysis by Akin Gump enabled the Creditors' Committee to adequately comprehend the Debtors' corporate, operational, legal and financial structure in order to appropriately acquit its fiduciary duty to the Debtors' unsecured creditors.

(vii) Retention of Professionals

37. During the Compensation Period, the Debtors filed various applications for authorization to retain legal and financial advisors (the "Debtors' Retention Applications"), including several professionals utilized in the ordinary course of the Debtors' business, pursuant to the terms of an order entered by the Court. Additionally, both official committees of retirees appointed pursuant to Bankruptcy Code section 1114 (the "1114 Committees") filed applications to retain counsel, financial advisors, and actuaries (the "1114 Committee's Retention Applications"), and with the Debtors' Retention Applications, the "Retention Applications"). Akin Gump reviewed and analyzed each of the Retention Applications. Akin Gump had numerous discussions with the Creditors' Committee, the Debtors and their proposed professionals with respect to the Retention Applications. Further, Akin Gump worked closely

with the Financial Advisor Fees Subcommittee in reviewing and negotiating the fee structures of the Debtors' proposed financial advisors, as well as the fee structures of HLHZ and MFC. Akin Gump also participated in extensive negotiations with the Debtors and the 1114 Committees, respectively, to ensure that (i) all professionals employed by the Debtors and the 1114 Committees were necessary and (ii) the compensation provided to each professional employed by the Debtors and the 1114 Committees was appropriate in light of the Debtors' financial circumstances and the value of the services performed by the professional.

(viii) Retention of Creditors' Committee's Professionals

38. During the Compensation Period, Akin Gump prepared the applications to retain: (a) Akin Gump, as counsel to the Creditors' Committee; (b) Lytle Soulé & Curlee P.C. as FAA counsel; and (c) Aviation Specialists Group as aircraft valuation consultant. In addition, Akin Gump reviewed and commented on the applications to retain HLHZ and MFC.

(ix) Executory Contracts and Unexpired Leases of Nonresidential Real Property

39. During the Compensation Period, Akin Gump reviewed and analyzed the numerous motions filed by the Debtors or other parties in interest with respect to the assumption or rejection of executory contracts (the "Contracts Motions") and unexpired leases of nonresidential real property, which leases generally related to space leased by various airport authorities to the Debtors (the "Leases Motions").

40. In addition to a review and analysis of each Contracts Motion and Leases Motion, Akin Gump prepared a memorandum for the Creditors' Committee that described the relief requested, the pertinent facts, and Akin Gump's, as well as the Creditors' Committee's other professionals', recommendation with respect thereto, for each respective motion. As a result, the Creditors' Committee was able to make informed decisions in supporting or opposing the relief requested.

(x) Akin Gump's Monthly Fee Statement/Fee Application

41. During the Compensation Period, Akin Gump prepared its four interim fee applications and each of the eighteen monthly fee statements.

(xi) Analysis of Intercompany Claims

42. During the Compensation Period, Akin Gump conducted an extensive analysis of the Debtors' intercompany claims to determine how such claims should be treated pursuant to applicable law and under a plan of reorganization. In conducting its analysis, Akin Gump reviewed the Debtors' filed schedules and statements of financial affairs, internal accounting information, contracts, notes and other pertinent documents, held numerous meetings and calls with the Debtors and the Creditors' Committee's other retained professionals, and researched various legal theories to determine the appropriate treatment of the Debtors' intercompany claims. In addition, Akin Gump drafted legal memoranda for review by the Pension Subcommittee and the Creditors' Committee regarding the possible treatment of the Debtors' intercompany claims.

(xii) US Airways Offer

43. On November 14, 2006, US Airways, Inc. made an unsolicited proposal to merge with Delta, offering Delta's unsecured creditors \$4 billion in cash and 78.5 million shares of US Airways stock (the "Initial Airways Offer"). In order to appropriately advise the Creditors'

Committee and to ensure that the Creditors' Committee was informed regarding all aspects of the Initial Airways Offer, including the propriety of pursuing such offer, Akin Gump gathered, reviewed and analyzed a tremendous amount of diligence information from both US Airways and Delta, respectively, and met on a number of occasions with the management and retained professionals of both US Airways and Delta regarding the Initial Airways Offer. Akin Gump was asked by the Creditors' Committee to undertake and complete significant and complex legal analyses regarding many issues raised by the Initial Airways Offer, including a thorough analysis of the antitrust and labor issues that would result from the proposed merger. Akin Gump worked extensively with MFC and HLHZ to analyze the Initial Airways Offer and the impact that the consummation of such offer would have on Delta and its unsecured creditors. Akin Gump also met and corresponded with the professionals retained by an ad hoc committee of bondholders that formed as a result of the Initial Airways Offer to discuss the offer.

44. In weighing the costs and benefits of the Initial Airways Offer, the Creditors' Committee determined to retain an airline industry consultant to assist it in its analysis of such offer. In turn, Akin Gump sought Bankruptcy Court approval of the Creditors' Committee's retention of Mr. Gordon Bethune, former chief executive officer of Continental Airlines, Inc., to serve as the Creditors' Committee's airline industry consultant. On January 4, 2007, this Court entered an order authorizing the Creditors' Committee's retention of Mr. Bethune.

45. On January 10, 2007, US Airways increased its offer to unsecured creditors, offering \$5 billion in cash and 89.5 million of US Airways stock (the "Second Airways Offer"). Upon receipt of the Second Airways Offer, Akin Gump continued to analyze and advise the Creditors' Committee regarding all issues raised by the Second Airways Offer, including the substantial antitrust and labor issues that could arise from the merger. As part of its analysis,

Akin Gump and the other professionals retained by the Creditors' Committee were asked to consider all issues relating to the Second Airways Offer, including, but not limited to, the costs and benefits of effectuating such a merger in chapter 11. Akin Gump also met with US Airways' and Delta's management and retained professionals to thoroughly examine the Second Airways Offer.

46. Ultimately, on January 31, 2007, after extensively reviewing all pertinent issues, the Creditors' Committee determined not to pursue the Second Airways Offer.

(xiii) Plan, Disclosure Statement and Board Selection Process

47. The Debtors filed their Disclosure Statement (the "Disclosure Statement") for Debtors' Joint Plan on December 19, 2006, which was subsequently amended on January 19, 2007 and again on February 2, 2007. Akin Gump reviewed, commented upon and negotiated the terms of the Joint Plan and Disclosure Statement throughout the Compensation Period to ensure that the documents would be acceptable to the Creditors' Committee. After lengthy and complex negotiations with the Debtors, Akin Gump, with MFC and HLHZ, was able to achieve a settlement with the Debtors regarding the Joint Plan and Disclosure Statement that was acceptable to the Creditors' Committee, maximized the value received by the Debtors' unsecured creditors and guaranteed that unsecured creditors, as the new owners of reorganized Delta, would play a leadership role in the future of reorganized Delta through the corporate governance provisions contained therein.

48. In recognition of the significant role that the Debtors' unsecured creditors will play in the future of Reorganized Delta, throughout the Compensation Period, the Creditors' Committee began interviewing and selecting members of the New Delta Board (as defined in the Plan). To aid the Creditors' Committee in that effort, Akin Gump sought Bankruptcy Court

approval of the Creditors' Committee's retention of Spencer Stuart to act as its board search consultant. Akin Gump worked closely with the Board of Director Subcommittee, the Debtors' retained professionals and Spencer Stuart throughout the board search process.

49. In addition to the substantial negotiations regarding the Joint Plan and Disclosure Statement, before the Debtors filed the Debtors' Motion for Entry of An Order (i) Approving the Disclosure Statement; (ii) Approving Solicitation Procedures; (iii) Allowing and Estimating Certain Claims for Voting Purposes; (iv) Approving Forms of Ballots and Establishing Procedures for Voting on the Debtors' Joint Plan of Reorganization; and (v) Scheduling a Hearing and Establishing Notice and Objection Procedures in Respect of Confirmation (the "Solicitation Procedures Motion"), Akin Gump reviewed, commented upon and negotiated the terms of the proposed order approving the Solicitation Procedures Motion and the forms of ballots that were sent to unsecured creditors. Upon the success of such negotiations, the Debtors filed the Solicitation Procedures Motion on January 12, 2007.

50. The Debtors' Joint Plan was confirmed by an order of this Court dated April 25, 2007. The Debtors' Joint Plan became effective on April 30, 2007.

51. In addition, during the Compensation Period, Akin Gump was involved in negotiating the terms of Delta's certificate of incorporation, by laws, management incentive plan, employee compensation plan, the exit financing facility and other documents necessary to implement the Joint Plan. Akin Gump, HLHZ, MFC and the Creditors' Committee worked closely with the Debtors' professionals and the Debtors' management in order to reach agreement on the form of such documents.

(xiv) Claims Reconciliation

52. As the Court is aware, the deadline by which certain parties were required to file

proofs of claim in these chapter 11 cases was August 21, 2006. In order to commence resolving the over 7,500 claims that were filed, the Debtors filed motions seeking approval of settlement and objection procedures, respectively, with regard to claims filed against their estates (the “Claims Motions”). As a result, during the Compensation Period, Akin Gump, on behalf of the Creditors’ Committee, was actively involved in negotiating the terms of the orders approving the Claims Motions, to ensure that the terms of such orders were fair and reasonable and would provide an efficient means of resolving claims filed in these cases.

(xv) Aircraft Leasing and Financing

53. During the Compensation Period, Akin Gump spent a considerable amount of time advising the Creditors’ Committee with respect to the Debtors’ aircraft lease and financing agreements (the “Aircraft Agreements”), fleet strategies and aircraft related claims asserted against the Debtors. Akin Gump held numerous telephonic and in-person meetings with representatives of the Debtors and, together with MFC and HLHZ, conducted due diligence and analysis in connection with numerous proposed rejections and/or modifications of Aircraft Agreements, proposed sales and acquisition of aircraft equipment, aircraft related claims and other transactions involving the Debtors’ aircraft fleet. Akin Gump, together with MFC and HLHZ, discussed these matters with the Fleet Subcommittee on a regular basis and, as directed by the Fleet Subcommittee, engaged in negotiations with the Debtors’ representatives and other affected parties, filed pleadings and/or attended hearings with respect thereto.

a. *Section 1110 Stipulations*

54. During the Compensation Period, the Debtors’ statutory period (the “Section 1110 Period”) under section 1110 of the Bankruptcy Code (“Section 1110”) for determining whether to make elections under section 1110(a) of the Bankruptcy Code (“Section 1110(a) Elections”))

or enter into stipulations with aircraft financing parties to extend the Section 1110 Period pursuant to section 1110(b) of the Bankruptcy Code ("1110(b) Stipulations") expired.

55. Akin Gump, in conjunction with MFC and HLHZ, (i) worked with the Debtors and their professionals to analyze the Debtors' proposed return and retention of several aircraft, and the terms under which such aircraft would be returned or retained, (ii) examined related Section 1110(b) Stipulations that the Debtors filed during the Compensation Period, and (iii) discussed their impact upon the Debtors' estates with the Debtors' representatives. Akin Gump also tracked the aircraft equipment that became the subject of Section 1110(b) Stipulations and/or Section 1110(a) Elections and analyzed the effect of these transactions on the Debtors' estates.

b. Adequate Protection Motions

56. During the Compensation Period, certain aircraft financiers and lessors filed motions seeking to condition the Debtors' use of aircraft equipment in which such parties asserted security interests upon the Debtors' provision of adequate protection. During the Compensation Period, Akin Gump worked with the Creditors' Committee's other professionals and the Debtors' professionals to analyze such motions and related issues, and discussed with the Fleet Subcommittee and the Debtors' representatives potential strategies for dealing with such motions.

57. Also during the Compensation Period, Akin Gump continued to prosecute the Creditors' Committee's objections to the motion (the "Wells Fargo Motion") of Wells Fargo Northwest, N.A. ("Wells Fargo"), as indenture trustee for the holders of certain 9.5% senior secured notes due 2008 (the "Notes"), seeking adequate protection with regard to the aircraft equipment and other collateral securing the Notes (the "Wells Fargo Collateral"). Specifically, Akin Gump reviewed and analyzed documents and issues relating to the Wells Fargo Motion,

developed and discussed potential strategies with the Fleet Subcommittee and the Debtors' representatives, and actively participated in discovery and hearings relating thereto. Akin Gump also actively participated in the negotiation of the form of order granting, in part, the relief requested by the Wells Fargo Motion (the "Wells Fargo Order").

c. Wells Fargo Adversary Proceeding

58. Following the Courts' entry of the Wells Fargo Order, Wells Fargo filed a complaint (the "Wells Fargo Complaint") seeking an order declaring that Section 1110 applies to five MD-90 aircraft that are included in the Wells Fargo Collateral. Akin Gump, together with the Creditors' Committee's other professionals, reviewed and analyzed the Wells Fargo Complaint and discussed the complaint and potential strategies to defend against the Wells Fargo Complaint with the Fleet Subcommittee and the Debtors' representatives. During the Compensation Period, the parties agreed to settle the litigation with respect to the Wells Fargo Complaint and refinance the Notes pursuant to a proposed stipulated order presented to the Court by motion dated July 7, 2006.

d. The Bank of New York Motion to Compel

59. During the Compensation Period, The Bank of New York (the "Trustee"), as pass-through trustee and indenture trustee, and the holders of certain trust certificates (collectively, the "MD-11 Holders") relating to, among other things, four MD-11 aircraft (the "MD-11 Aircraft") filed a joint motion (the "MD-11 Motion") seeking to compel the Debtors to comply with two November 29, 2005 Bankruptcy Court orders authorizing the Debtors to reject the MD-11 Aircraft. Specifically, the Trustee and the MD-11 Holders sought to compel the Debtors to turn over certain equipment related to the MD-11 Aircraft or, in the alternative, the allowance of an administrative expense claim for damages caused by the Debtors' failure to turn

over such equipment. Akin Gump, together with the Creditors' Committee's other professionals, reviewed and analyzed the MD-11 Motion and related pleadings and discussed the MD-11 motion and related issues with the Fleet Subcommittee and the Debtors' representatives. Akin Gump prepared and filed the Creditors' Committee's objection to the MD-11 Motion. Akin Gump participated in the hearing that the Court held on the MD-11 Motion and participated in the negotiations regarding the form of order reflecting the Court's ruling at that hearing.

e. Comair Restructuring/ Matters

60. In addition, during the Compensation Period, Akin Gump was involved in several matters involving Comair, Inc's ("Comair") aircraft fleet and related Aircraft Agreements, including, but not limited to, a restructuring of certain significant financial and other obligations involving Comair, Delta, Bombardier and certain of its affiliates, and Export Development Canada ("EDC"). Akin Gump also monitored Comair's ongoing negotiations concerning the remainder of its fleet, including aircraft in which EDC holds an interest. Akin Gump reviewed and analyzed these proposed Comair restructurings, and other matters involving Comair's aircraft fleet, discussed such matters and potential strategies with the Fleet Subcommittee and the Debtors' representatives and other affected parties and, in certain instances, directly participated in the negotiations regarding these matters.

f. Ad Hoc Committee Restructured Agreements Negotiation

61. During the Compensation Period, on February 15, 2006, the Court entered an Order Approving a Modified Term Sheet (the "Term Sheet") and an Extension of Section 1110 Deadlines, and Authorizing Agreements to Restructure Transactions Affecting Eighty-Eight Aircraft (the "Ad Hoc Committee Aircraft") and Associated Engines, Equipment and Documents (the "Ad Hoc Committee Term Sheet Order"). Pursuant to the Ad Hoc Committee Term Sheet

Order, the Debtors were authorized, subject to certain restrictions, to negotiate definitive documentation regarding their restructured obligations with respect to the Ad Hoc Committee Aircraft (the “Restructured Agreements”). In addition, the Ad Hoc Committee Term Sheet Order provided a procedure for the determination of the unsecured claims of the Ad Hoc Committee Aircraft financiers (the “Finance Party Claims”). In the months following the entry of the Ad Hoc Committee Term Sheet Order, Akin Gump and the Creditors’ Committee’s other professionals spent substantial time working with the Debtors and their professionals and the Ad Hoc Committee and its professionals to negotiate Restructured Agreements that reflect the agreement reached by the Debtors, the Creditors’ Committee and the Ad Hoc Committee memorialized in the Term Sheet.

g. Aircraft Related Claims

62. During the Compensation Period, Akin Gump, together with the Creditors’ Committee’s other professionals, analyzed and conducted due diligence with respect to aircraft related claims asserted against the Debtors and held numerous telephonic and in-person meetings with representatives of the Debtors regarding such claims. Akin Gump and the Debtors’ advisors worked together to analyze the large pool of claims asserted by aircraft financing parties under the Debtors’ leveraged aircraft lease financing agreements, including claims for “stipulated loss value” or termination value” (“SLV Claims”) and claims under tax indemnity agreements (“TIA Claims”). As part of this analysis, Akin Gump assisted in the development of procedures for the Debtors’ and the Creditors’ Committee’s prosecution of overall objections to leveraged lease related claims based on, among other things, the duplicative and overlapping nature of SLV Claims and TIA claims. These claims objection procedures were approved by the Court on October 12, 2006 (the “Leveraged Lease Claims Objection Procedures Order”). Pursuant to the

Leveraged Lease Claims Objection Procedures Order, Akin Gump and the Debtors' advisors prepared and filed the Debtors' and the Creditors' Committee's "Notice of Litigation of Designated Objection 1 with Respect to Overlapping SLV Claims and TIA Claims" (the "Notice of Litigation"). Akin Gump reviewed and analyzed responses filed by creditors to the Notice of Litigation and attending hearings on these matters. Subsequently, the Court indicated that it preferred to have individual claims objections. The Debtors filed certain individual objections to SLV Claims and TIA Claims and Akin Gump participate in the litigation involving these claims.

h. Sale and Acquisition of Aircraft

63. During the Compensation Period, Akin Gump worked with the Creditors' Committee's other professionals and the Debtors' professionals to analyze the Debtors' sale of fifteen Boeing 737-800 aircraft that was approved by the Court on December 21, 2006, as well as the potential disposition of certain other of the Debtors' aircraft equipment. Also during the Compensation Period, Akin Gump worked with the Creditors' Committee's other professionals to analyze the Debtors' potential acquisition of aircraft, including (i) the Debtors' lease of three Boeing 757-231 aircraft from PAI Aviation, Inc. pursuant to a term sheet that was approved by the Court on November 11, 2006 and (ii) the Debtors' purchase of thirty CRJ-900 aircraft (with the option for the purchase of thirty additional CRJ-900 aircraft) from Bombardier, Inc. ("Bombardier") that was approved by the Court on February 7, 2007. In connection with these matters, Akin Gump reviewed extensive documentation related to these transactions and held numerous discussions with the Debtors' professionals and the Fleet Subcommittee regarding these matters and, in certain instances, directly participated in the negotiations regarding these matters.

(xvi) Labor, Collective Bargaining, and Pension Issues

a. Rejection of Collective Bargaining Agreement with ALPA under Section 1113

64. Delta is a party to a collective bargaining agreement, known as the Pilot Working Agreement (the “PWA”), with the Air Line Pilots Association, International (“ALPA”). Subsequent to the Petition Date, Delta sought certain modifications to the PWA and held numerous meetings with ALPA in order to negotiate such modifications. Unfortunately, Delata and ALPA were unable to reach an agreement regarding modifications to the PWA. As a result, on November 1, 2005, Delta filed a motion to reject the PWA (the “Section 1113 Motion”).

65. After numerous hearings were held by this Court on the Section 1113 Motion, Delta and ALPA were able to reach an agreement on interim changes to the PWA (the “Interim Agreement”), which provided the parties with additional time to negotiate final modifications to the PWA and for an arbitration process before a third party neutral panel (the “Arbitration Panel”) in the event that the parties could not reach agreement on final changes to the PWA. Following the Interim Agreement, Delta and ALPA continued to negotiate with regard to final modifications to the PWA. Akin Gump, on behalf of the Creditors’ Committee, monitored the negotiations and provided detailed memoranda to the Creditors’ Committee regarding same.

66. Delta and ALPA, however, did not reach a comprehensive agreement regarding the proposed modifications to the PWA prior to the March 1, 2006 deadline established in the Interim Agreement. Thus, beginning on March 13, 2006, and for the following two weeks, Delta and ALPA presented their arguments regarding the Debtor’s Section 1113 Motion to the Arbitration Panel. Akin Gump attended all of the arbitration proceedings held by the Arbitration Panel and prepared detailed updates for the Creditors’ Committee.

67. Before the Arbitration Panel ruled on the Debtors’ Section 1113 Motion, Delta and ALPA were able to reach a consensual resolution on final modifications to the PWA, and on May 9, 2006, Delta filed a motion to approve the settlement (the “ALPA Settlement”) between

ALPA and Delta. The ALPA Settlement provided, among other things, for approximately \$280 million in annual cost savings through various wage reductions and work rule changes to the PWA. In exchange for these concessions, ALPA received, among other things, an unsecured claim of approximately \$2.1 billion and, upon termination of the pilot pension plan (the “Pilot Pension Plan”), an unsecured note for approximately \$650 million (the “ALPA Note”). Akin Gump, on behalf of the Creditors’ Committee, analyzed the ALPA Settlement and negotiated with both Delta and ALPA regarding certain terms of the ALPA Settlement. These negotiations ultimately produced an agreement regarding a rights offering for the unsecured creditors of these estates. This agreement and the ALPA Settlement were approved by orders of this Court dated May 31, 2006.

b. Comair’s Rejection of Collective Bargaining Agreement with IBT under Section 1113 and Related Proceedings

68. Following the Petition Date, Comair formulated a restructuring plan to lower its costs in order to be competitive as a regional carrier, including the labor costs of its flight attendants pursuant to their collective bargaining agreement (the “Flight Attendant Agreement”). Comair’s initial proposal to the International Brotherhood of Teamsters (the “IBT”), the union that represents the flight attendants, consisted primarily of wage reductions, a reduction in per diem pay, some work rule changes, and creation of a profit sharing plan. The IBT rejected Comair’s proposal and, following further negotiations, the parties reached an impasse.

69. Because Comair believed that the labor cost reductions in the Flight Attendant Agreement were necessary to the successful reorganization of Comair, on February 22, 2006, Comair filed its Motion to Reject the Flight Attendant Collective Bargaining Agreement (the “Section 1113 Motion”). The IBT subsequently filed an objection to the Section 1113 Motion. This Court held evidentiary hearings on the Comair Section 1113 Motion on March 27-28, 2006,

as well as an additional hearing for questions on April 7, 2006. On April 16, 2006, this Court rendered an opinion denying the Section 1113 Motion (the “First Opinion”).

70. After the First Opinion was rendered by the Court, Comair engaged in further negotiations with the IBT with regard to modifications to the Flight Attendant Agreement. Unfortunately, the parties were unable to reach an agreement and again reached an impasse. Thus, Comair filed its Renewed Motion To Reject Flight Attendant Collective Bargaining Agreement (the “Renewed 1113 Motion”). This Court held evidentiary hearings on the Renewed 1113 Motion on July 10-11, 2006. On July 21, 2006, the Court issued a decision granting the Renewed 1113 Motion (the “Second Opinion”).

71. On August 3, 2006, the IBT filed its Notice of Appeal of the Second Opinion. Akin Gump, on behalf of the Creditors’ Committee, monitored this appeal and providing detailed updates to the Creditors’ Committee. In addition, at the direction of the Creditors’ Committee, Akin Gump prepared and filed a brief asking that the District Court affirm the Second Opinion.

72. Subsequent to the Second Opinion, Comair continued to negotiate with the IBT. Akin Gump continued to monitor the negotiations and provided detailed updates to the Creditors’ Committee. After further negotiations failed to produce an agreement, Comair announced in September 2006 that it would likely implement the Court-approved modifications to the Flight Attendant Agreement if the parties were unable to reach an agreement in the near future. Since the IBT had made numerous threats that it planned to strike if Comair attempted to implement the Court-approved modifications, Akin Gump, on behalf the Creditors’ Committee, undertook significant efforts during the Compensation Period to research the pertinent issues surrounding the potential strike by the flight attendants and prepared a detailed memorandum to the Creditors’ Committee regarding these issues.

73. On October 9, 2006, Comair announced that it intended to implement certain modifications to the Flight Attendant Agreement, effective November 15, 2006. On October 9, 2006, in response to threats made by the IBT that it planned to strike if Comair attempted to implement the Court-approved modifications, Comair filed a Verified Complaint for Declaratory and Injunctive Relief (the “IBT Complaint”) seeking to enjoin the flight attendants from striking. In addition to the IBT Complaint, on October 9, 2006, Comair also filed its Motion for a Preliminary Injunction Against a Flight Attendant Strike and Memorandum in Support of Motion for Preliminary Injunction Against a Flight Attendant Strike (collectively referred to as the “Flight Attendant Injunction Motion”). At the direction of the Creditors’ Committee, Akin Gump prepared and filed a Response in Support of the Flight Attendant Injunction Motion, as well as a motion to intervene in the injunction proceedings.

74. Subsequently, the IBT and Comair reached a tentative agreement on October 16, 2006, which was ratified by the flight attendants and approved by this Court on December 15, 2006. Akin Gump undertook an extensive analysis of the proposed modifications to the Flight Attendant Agreement, the exhibits and the declarations, and prepared a detailed memorandum for the Creditors’ Committee with respect to its analysis. The Creditors’ Committee determined to support the tentative agreement that had been reached with the IBT.

b. Comair’s Negotiations and Agreement with the IAM

75. Because Comair believed that labor cost reductions from other labor groups were necessary to a successful reorganization, Comair also engaged in negotiations with the International Association of Machinists (“IAM”), which represents aircraft mechanics and other employees performing a variety of maintenance related jobs (the “Mechanics”), on modifications to their collective bargaining agreement (the “Maintenance Worker Agreement”). Akin Gump,

on behalf of the Creditors' Committee, monitored the negotiations and provided detailed updates to the Creditors' Committee during the Compensation Period.

76. Comair eventually reached a consensual agreement with the IAM on modifications to the Maintenance Worker Agreement, which was ratified by the mechanics and approved by the Bankruptcy Court on December 15, 2006. Akin Gump undertook an extensive analysis of the proposed modifications to the Maintenance Worker Agreement and the exhibits and prepared detailed memoranda for the Creditors' Committee with respect to its analysis. The Creditors' Committee determined to support the agreement reached with the IAM.

c. Comair's Rejection of Collective Bargaining Agreement with ALPA under Section 1113 and Related Proceedings

77. As noted above, part of Comair's restructuring plan included lowering the labor costs of its pilots pursuant to their collective bargaining agreement (the "Pilot Agreement"). In January 2006, Comair and the ALPA reached an agreement to modify the Pilot Agreement (the "Modified Pilot Agreement"). The Modified Pilot Agreement was contingent on Comair achieving the cost reductions set forth in the Restructuring Plan from the other two unions. Comair subsequently attempted to obtain the requisite cost reductions from the other two unions, but by early summer 2006 it became clear to Comair that it would not be able to obtain the full \$8.9 million in cost savings from the flight attendants. Consequently, Comair resumed negotiations with ALPA on modifications to the Pilot Agreement.

78. Beginning August 9, 2006, Comair and ALPA negotiated regarding the terms and conditions of modifications to the Pilot Agreement. Akin Gump, on behalf of the Creditors' Committee, monitored the negotiations and provided detailed updates to the Creditors' Committee during the Compensation Period. Unfortunately, the parties were unable to reach an agreement on modifications to the Pilot Agreement.

79. Consequently, on November 2, 2006, Comair filed its Motion to Reject Pilot Collective Bargaining Agreement and attached a Memorandum in Support of the Motion to Reject Pilot Collective Bargaining Agreement (collectively referred to herein as the “Pilot 1113 Motion”). Akin Gump undertook an extensive analysis of the Pilot Agreement, the Pilot 1113 Motion, the exhibits, the declarations, and prepared a number of memoranda for the Creditors’ Committee with respect to its analysis. On November 17, 2006, at the direction of the Creditors’ Committee, Akin Gump prepared and filed a response in support of the Pilot 1113 Motion.

80. Beginning on November 27, 2006, and ending on November 30, 2006, this Court held four days of hearings on the Section 1113 Motion (the “Pilot Hearing”). Akin Gump attended the hearings held by this Court regarding the Pilot 1113 Motion and prepared detailed memoranda to the Creditors’ Committee with respect to such hearings. On December 21, 2006, this Court issued its lengthy and well-reasoned decision (the “Decision”) granting the Section 1113 Motion. ALPA subsequently appealed the Decision to the District Court. Akin Gump, on behalf of the Creditors’ Committee, has monitored this appeal, provided detailed updates to the Creditors’ Committee, and filed a brief in connection with such appeal.

81. Comair subsequently announced that it intended to implement its Court-approved Section 1113 Proposal, effective December 30, 2006. On December 22, 2006, in response to threats made by ALPA that it planned to strike if Comair attempted to implement the Court-approved modifications, Comair filed a Verified Complaint for Declaratory and Injunctive Relief (the “Complaint”) seeking to enjoin the pilots from striking. In addition to the Complaint, on October 9, 2006, Comair also filed its Motion for a Preliminary Injunction Against a Pilot Strike and Memorandum in Support of Motion for Preliminary Injunction Against a Pilot Strike

(collectively referred to as the “Injunction Motion”). Akin Gump, on behalf the Creditors’ Committee, undertook significant efforts during the Compensation Period to research the pertinent issues surrounding the potential strike by the pilots and prepared memoranda to the Committee discussing the issues surrounding such a strike. At the direction of the Creditors’ Committee, Akin Gump prepared and filed a Response in Support of the Injunction Motion. In addition, the Committee filed a motion to intervene, which was granted on December 28, 2006.

82. A hearing was held on the Injunction Motion on December 28, 2006 (the “Injunction Hearing”). Akin Gump attended the Injunction Hearing and prepared detailed memoranda to the Creditors’ Committee with respect to such hearing. At the conclusion of the Injunction Hearing, Comair and ALPA announced that they had agreed to a “standstill agreement” to give the parties additional time to negotiate a consensual agreement. The parties were ultimately able to reach an agreement on modifications to the collective bargaining agreement which were approved by the Court.

d. Pension Issues

83. Throughout the Compensation Period, Akin Gump spent considerable time analyzing the Debtors’ pension plans, including, but not limited to, the potential termination of the Pilot Pension Plan, as well as researching related legal issues. Akin Gump, on behalf of the Creditors’ Committee, also monitored the ongoing pension-plan related negotiations in these cases and provided detailed updates to the Creditors’ Committee.

84. On September 23, 2005, DP3, Inc. d/b/a Delta Pilots’ Pension Preservation Organization (“DP3”) filed a Motion to Compel the Continued Payment of Collectively Bargained for Pension Benefits to the Retired Pilots (the “Motion to Compel”) which sought an order from this Court requiring the Debtors to continue to make funding contributions to its

pension plans. Numerous parties filed responses or objections to the Motion to Compel. Akin Gump, at the direction of the Creditors' Committee, filed an objection to the Motion to Compel. The Court, on October 17, 2005, denied the Motion to Compel. DP3, ALPA and Fiduciary Counselors, Inc. appealed. Akin Gump participated in the appeal. The District Court reversed this Court's decision on appeal.

85. On April 17, 2006, DP3 and certain individual retired pilots filed a Motion to Appoint an Authorized Representative to Defend the Delta Retired Pilots Pension Benefits Rights (the "Pension Motion"). In the Pension Motion, DP3 requested that the Court appoint an "authorized representative" under Section 1113 of the Bankruptcy Code to defend the rights of the Retired Pilots, their survivors and dependents to their pension benefits. Akin Gump, on behalf of the Creditors' Committee, provided detailed memoranda to the Creditors' Committee regarding the Pension Motion and, at the Creditors' Committee's direction, drafted an objection to the Pension Motion.⁴ Eventually, however, an agreement was reached by the Debtors, the Creditors' Committee, and DP3. Akin Gump, on behalf of the Creditors' Committee, was involved in the negotiation and documentation of a stipulation between the Debtors, the Creditors' Committee, and DP3 that resolved (i) the Pension Motion, (ii) DP3's objection to the settlement with ALPA, and (iii) a separate litigation that DP3 had commenced against the Debtors. Akin Gump provided detailed updates to the Creditors' Committee regarding each of these matters.

86. In addition, Akin Gump has spent considerable time analyzing the Debtors' pension plans, including, but not limited to, the potential termination of the Pilot Pension Plan, as well as researching related legal issues. Akin Gump, on behalf of the Creditors' Committee, also

⁴ DP3 also filed an objection to the ALPA Settlement, which Akin Gump described in a memorandum to the Creditors' Committee.

monitored the ongoing pension-plan related negotiations in these cases and provided detailed updates to the Creditors' Committee.

87. On August 4, 2006, the Debtors filed the Motion Seeking a Determination that They Satisfy the Financial Requirements for a Distress Termination of the Delta Pilots Retirement Plan and Approval of Such Termination (the "Distress Termination Motion"). This Court held evidentiary hearings on the Distress Termination Motion on September 1, 2006 and September 5, 2006. On September 5, 2006, the Court issued a decision granting the Distress Termination Motion (the "Distress Termination Order").

88. On September 18, 2006, William Buergey, and certain other pilots, filed a Notice of Appeal of the Distress Termination Order. Akin Gump, on behalf of the Creditors' Committee, monitored this appeal and provided detailed updates to the Creditors' Committee. In addition, at the direction of the Creditors' Committee, Akin Gump prepared and filed a brief asking that the District Court affirm the Distress Termination Order. On December 11, 2006, District Court Judge Denise Cote rendered an opinion and order affirming the Distress Termination Order.

e. DP3 Stipulation

89. Throughout the Compensation Period, Akin Gump has spent considerable time analyzing and researching the legal and factual issues surrounding the claims created by the termination of the Debtors' non-qualified pension plans for pilots. Akin Gump, on behalf of the Creditors' Committee, has also been involved in the negotiations by and between various parties surrounding these issues and has provided detailed updates to the Creditors' Committee regarding same.

90. On November 27, 2006, the Debtors filed a Motion for an Order approving a

stipulation between the Debtors, the Creditors' Committee and DP3 (the "Stipulation Motion"), which resolved issues regarding the calculation of claims arising in connection with the termination of the Debtors' non-qualified pension plans. On December 15, 2006, the Court issued a decision granting the Stipulation Motion (the "Stipulation Order").

f. Settlement Agreement with the PBGC

91. After extensive negotiations between Delta and the Pension Benefit Guaranty Corporation (the "PBGC"), on December 4, 2006, Delta and the PBGC entered into a settlement agreement (the "PBGC Settlement Agreement") consensually resolving virtually all issues between Delta and the PBGC. Akin Gump and the Pension Subcommittee, monitored the negotiations and provided detailed updates to the Creditors' Committee during the Compensation Period.

92. On December 4, 2006, Delta filed its Motion for Approval of Settlement Agreement with the PBGC (the "PBGC Settlement Motion"). Akin Gump undertook an extensive analysis of the voluminous legal and factual issues involved in the PBGC Settlement Agreement, the PBGC Settlement Motion and the various objections to the PBGC Settlement Motion and prepared a number of memoranda for the Creditors' Committee with respect to its analysis. At the direction of the Creditors' Committee, Akin Gump prepared and filed a response in support of the PBGC Settlement Motion. On December 12, 2006, William C. Buergey *et al.* filed an Objection to Debtors' Motion for Approval of Settlement Agreement with Pension Benefit Guaranty Corporation (the "Buergey Objection"). On December 18, 2006, at the direction of the Creditors' Committee, Akin Gump prepared and filed a response to the Buergey Objection.

93. This Court held an evidentiary hearing on the PBGC Settlement Motion on

December 20, 2006. Akin Gump attended the hearing held by this Court on the PBGC Settlement Motion and prepared detailed memoranda to the Creditors' Committee with respect to such hearing. This Court subsequently entered an order granting the PBGC Settlement Motion on December 20, 2006 (the "PBGC Settlement Order").

94. In addition, William C. Buergey *et al.* also filed a motion requesting a stay pending appeal of both the PBGC Settlement Order, as well as a stay of the Distress Termination Order (the "Stay Motion"). Akin Gump undertook an extensive analysis of the Stay Motion and prepared a memorandum for the Creditors' Committee with respect to its analysis. In addition, at the direction of the Creditors' Committee, Akin Gump prepared and filed an objection to the Stay Motion and attended the hearing on the Stay Motion, which was ultimately denied by this Court.

g. Section 1114 Issues

95. The Debtors negotiated with the non-pilot 1114 Committee and the pilot 1114 Committee regarding modifications to retiree benefits for a substantial period of time. Akin Gump, on behalf of the Creditors' Committee, monitored the ongoing negotiations by and between the Debtors and the section 1114 committees regarding potential modifications to retiree benefits. In late September 2006, the Creditors' Committee was informed that the Debtors had reached tentative agreements with both the non-pilot 1114 Committee and the pilot 1114 Committee regarding modifications to retiree benefits. Akin Gump provided a detailed memorandum on these tentative agreements to the Creditors' Committee. In addition, at the direction of the Creditors' Committee, Akin Gump prepared and filed a response in support of the 1114 settlements.

96. The hearing on the motion to approve the 1114 settlements was held on October

19, 2006. Akin Gump attended the hearing held by this Court regarding the 1114 settlements and prepared a detailed memorandum to the Creditors' Committee with respect to this hearing.

97. The 1114 settlements did not resolve the retired pilots' 1114 claims. Subsequently, the Debtors, the Creditors' Committee and the Pilot 1114 Committee reached an agreement on a settlement allowing such claims. Akin Gump participated in the negotiation of that settlement which was approved by the Court.

(xvii) Lift Stay Litigation

98. During the Compensation Period, Akin Gump reviewed and analyzed each of the motions for relief from the automatic stay imposed by section 362 of the Bankruptcy Code that were filed by creditors of the Debtors' estates. In connection with such motions, Akin Gump analyzed the relief requested in each motion, reviewed all underlying documentation and/or litigation pleadings, held conference calls with the Debtors to ascertain and understand the Debtors' position on such motions, and, if necessary contacted the applicable professional for the moving party to discuss the relief requested and gauge whether a consensual resolution could be reached on the merits of the motion. In addition, Akin Gump prepared detailed memoranda for the Creditors' Committee on the subject matter of the applicable lift stay motion and recommended a course of action for the Creditors' Committee. Through the coordination of efforts, the Debtors and the Creditors' Committee were able to jointly oppose or resolve all lift stay motions that were filed and litigated during the Compensation Period.

(xviii) Creditor Inquiries

99. During the Compensation Period, Akin Gump fielded numerous telephone inquiries from unsecured creditors to discuss the status of various pending matters, and to

respond to their many questions about the bankruptcy and the status of their claims against the Debtors.

IV. FACTORS TO BE CONSIDERED IN AWARDING ATTORNEYS' FEES

100. The factors to be considered in awarding attorneys fees have been enumerated in In re First Colonial Corp. of Am., 544 F.2d 1291, 1298-99 (5th Cir.), reh'g denied, 547 F.2d 573, cert. denied, 431 U.S. 904 (1977), and have been adopted by most courts. Akin Gump respectfully submits that a consideration of these factors should result in this Court's allowance of the full compensation sought.

(A) The Time and Labor Required. The professional services rendered by Akin Gump on behalf of the Creditors' Committee required the continuous expenditure of substantial time and effort, under significant time pressures. The services rendered required a high degree of professional competence and expertise in order to be administered with skill and efficiency.

(B) The Novelty and Difficulty of Questions. In this case, as in all others in which the firm is involved, Akin Gump's effective advocacy and creative approach helped clarify and resolve a number of complex and novel issues.

(C) The Skill Requisite to Perform the Legal Services Properly. Akin Gump believes that its recognized expertise in the area of corporate reorganization, its ability to draw from highly experienced professionals in other areas of Akin Gump's practice, and its creative approach to the resolution of issues has contributed to the maximization of distributions to the Debtors' unsecured creditors.

(D) The Preclusion of Other Employment by Applicant Due to Acceptance of

the Case. Due to the size of Akin Gump's insolvency department, Akin Gump's representation of the Creditors' Committee has not precluded its acceptance of new clients.

(E) The Customary Fee. The fee sought herein is based upon Akin Gump's normal hourly rates for services of this kind. Akin Gump respectfully submits that the fee sought herein is not unusual given the magnitude and complexity of these chapter 11 cases and the time expended in attending to the representation of the Creditors' Committee, and is commensurate with fees Akin Gump has been awarded in other cases, as well as with fees charged by other attorneys of comparable experience.

(F) Whether the Fee is Fixed or Contingent. Pursuant to sections 330 and 331 of the Bankruptcy Code, all fees sought by professionals employed under section 1103 of the Bankruptcy Code are contingent pending final approval by this Court, and are subject to adjustment dependent upon the services rendered and the results obtained. Thus far, the collective efforts of the various parties in interest and their respective professionals, including Akin Gump, have resulted in the consensual resolution of many significant issues in these cases in a relatively short period of time given the complexity of the Debtors' chapter 11 cases.

(G) Time Limitations Imposed by Client or Other Circumstances. As already indicated, Akin Gump was required to attend to many issues arising in these chapter 11 cases in compressed and urgent time periods.

(H) The Amounts Involved and Results Obtained. Through the efforts of Akin Gump, the Creditors' Committee has been an active participant in these

chapter 11 cases, and its constructive assistance, as well as criticism, has greatly contributed to enhancement of the recoveries available to the Debtors' unsecured creditors and to the efficient administration of these chapter 11 cases.

(I) The Experience, Reputation, and Ability of the Attorneys. Akin Gump has a large and sophisticated financial restructuring practice and is playing and has played a major role in numerous cases of national import including, for example, the reorganization proceedings of Allegiance Telecom, Inc.; American Commercial Lines LLC; ATA Holdings Corp.; Calpine Corporation; Collins & Aikman Corporation; Dairy Mart Convenience Stores, Inc.; Exide Technologies, Inc.; Flag Telecom Holdings Limited; Globalstar, LP; Hayes Lemmerz, Inc.; Heilig Meyers Company; Kaiser Aluminum Corporation; Lernout & Hauspie Speech Products, N.V.; Loral Space & Communications Ltd.; LTV Steel Company, Inc.; Magellan Health Services, Inc.; Pegasus Satellite Television, Inc.; Polaroid Corporation; Solutia Inc.; Venture Holdings Company, LLC; Verado Holdings, Inc.; WorldCom, Inc.; and XO Communications, Inc. Akin Gump's experience enables it to perform the services described herein competently and expeditiously. In addition to its expertise in the area of corporate reorganization, Akin Gump has called upon the expertise of its partners and associates in other practice areas to perform the wide ranging scope of the legal work necessitated by these chapter 11 cases, including aircraft finance, labor, ERISA, regulatory, corporate, tax, and litigation.

(J) The "Undesirability" of the Case. These cases are not undesirable.

(K) Nature and Length of Professional Relationship. Akin Gump was selected

as counsel to the Creditors' Committee on September 28, 2005. The Court entered an order on November 17, 2005, authorizing the Creditors' Committee to employ Akin Gump, nunc pro tunc to September 28, 2005. Akin Gump has been rendering services continuously to the Creditors' Committee since September 28, 2005 and continuing through the Compensation Period, as necessary and appropriate.

V. ALLOWANCE OF COMPENSATION

101. The professional services rendered by Akin Gump required a high degree of professional competence and expertise so that the numerous issues requiring evaluation and determination by the Creditors' Committee could be addressed with skill and efficiency and thus have required the expenditure of substantial time and effort. It is respectfully submitted that the services rendered to the Creditors' Committee were performed efficiently, effectively, and economically, and the results obtained to date have benefited not only the members of the Creditors' Committee, but also the unsecured creditor body as a whole and the Debtors' estates.

102. With respect to the level of compensation, 11 U.S.C. § 330(a)(1) provides, in pertinent part, that the Court may award to a professional person:

reasonable compensation for actual, necessary services rendered . . .

Section 330(a)(3), in turn, provides that

In determining the amount of reasonable compensation to be awarded, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;

(D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and
(E) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. §330(a)(3). The clear Congressional intent and policy expressed in this statute is to provide for adequate compensation in order to continue to attract qualified and competent bankruptcy practitioners to bankruptcy cases.

103. The total time spent by Akin Gump attorneys, law clerks, and paraprofessionals during the Compensation Period was 36,513.79 hours. The work involved, and thus the time expended, was carefully assigned in light of the experience and expertise required for a particular task.

104. As shown by this application and supporting documents, Applicant spent its time economically and without unnecessary duplication of time. Attached hereto as Exhibit "C" is a schedule of the hours expended by the attorneys, law clerks, and paraprofessionals during the Compensation Period, their normal hourly rates, and the value of their services.

105. Akin Gump incurred actual out-of-pocket expenses in connection with the rendition of the professional services to the Creditors' Committee in the amount of \$867,136.44, for which Akin Gump respectfully requests reimbursement in full. The disbursements and expenses have been incurred in accordance with Akin Gump's normal practice of charging clients for expenses clearly related to and required by particular matters. Akin Gump has endeavored to minimize these expenses to the fullest extent possible.

106. Akin Gump's billing rates do not include charges for photocopying, telephone and facsimile charges, computerized research, travel expenses, "working meals," secretarial overtime, postage, and certain other office services, because the needs of each client for such

services differ. Akin Gump believes that it is fairest to charge each client only for the services actually used in performing services for it. In these proceedings, Akin Gump charges \$.15 per page for internal duplicating and \$.25 per page for outgoing facsimile transmissions. Akin Gump does not charge for incoming facsimile transmissions.

107. No agreement or understanding exists between Akin Gump and any other person for the sharing of any compensation to be received for professional services rendered or to be rendered in connection with these chapter 11 cases.

108. No prior application has been made in this Court or in any other court for the relief requested herein for the Compensation Period.

WHEREFORE, Akin Gump respectfully requests that the Court enter an order:

(a) Granting final allowance and award of fees of \$1,667,381.00 for compensation of professional services to the Creditors' Committee during the period February 1, 2007 through March 31, 2007, which compensation was previously awarded to Akin Gump on an interim basis pursuant to an order of this Court;

(b) approving and granting final allowance and award of Akin Gump's out-of-pocket expenses incurred in connection with the rendering of professional services during the period February 1, 2007 through March 31, 2007 in the amount of \$100,123.10;

(c) granting final allowance and award of fees of \$15,613,503.75 for compensation of professional services to the Creditor's Committee during the period September 28, 2005 through January 31, 2007, which compensation was previously awarded to Akin Gump on an interim basis pursuant to an order of this Court;

(d) granting final allowance and award of Akin Gump's out-of-pocket expenses incurred with the rendering of professional services during the period September 28,

2005 through January 31, 2007 in the amount of \$767,013.34, which expenses were previously awarded to Akin Gump pursuant to an order of this Court;

(e) authorizing and directing the Debtors to make all payments with respect to the fees and expenses requested in this Application; and

(f) granting such other and further relief as this Court may deem just and proper.

Dated: New York, New York
June 25, 2007

AKIN GUMP STRAUSS HAUER & FELD LLP

By: /s/ Lisa G. Beckerman
Lisa G. Beckerman
A Member of the Firm

590 Madison Avenue
New York, New York 10022-2524
(212) 872-1000

Attorneys for the Official Committee of Unsecured
Creditors of Delta Air Lines, et al.

EXHIBIT A

Daniel H. Golden (DG-5624)
 Lisa G. Beckerman (LB-9655)
 David H. Botter (DB-2300)
 AKIN GUMP STRAUSS HAUER & FELD LLP
 590 Madison Avenue
 New York, NY 10022
 (212) 872-1000 (Telephone)
 (212) 872-1002 (Facsimile)

Attorneys for the Official Committee of Unsecured
 Creditors of Delta Air Lines, Inc. et al.

UNITED STATES BANKRUPTCY COURT
 SOUTHERN DISTRICT OF NEW YORK

-----X
 In re: : Chapter 11
 :
 DELTA AIR LINES, INC., et al., : Case No. 05-17923 (ASH)
 :
 :
 Debtors. : (Jointly Administered)
 -----X

AFFIRMATION

LISA G. BECKERMAN respectfully states and affirms:

1. I am a member of the firm of Akin Gump Strauss Hauer & Feld LLP ("Akin Gump"), which maintains offices for the practice of law at 590 Madison Avenue, New York, New York 10022. Akin Gump has served as counsel to and has rendered professional services on behalf of the Official Committee of Unsecured Creditors (the "Committee") of Delta Air Lines, Inc. et al. (the "Debtors").
2. This affirmation is submitted pursuant to Rule 2016(a) of the Federal Rules of Bankruptcy Procedure in support of Akin Gump's application for final allowance and award of compensation and for the reimbursement of expenses for services rendered during the period September 28, 2005 through March 31, 2007 in the aggregate amount of \$18,148,021.19.

3. All services for which compensation is requested by Akin Gump are professional services performed for and on behalf of the Committee and not on behalf of any other person.

4. In accordance with 18 U.S.C. § 155, neither I nor any member or associate of my firm has entered into any agreement, express or implied, with any other party in interest for the purpose of fixing the amount of any of the fees or other compensation to be allowed out of or paid from the Debtors' estates.

5. In accordance with section 504 of title 11 of the United States Code (the "Bankruptcy Code"), no agreement or understanding exists between me, my firm, or any member or associate thereof, on the one hand, and any other person, on the other hand, for the division of such compensation as Akin Gump may receive for services rendered in connection with these cases, nor will any division of fees prohibited by section 504 of the Bankruptcy Code be made by me or any partner, counsel or associate of my firm.

/s/ Lisa G. Beckerman
LISA G. BECKERMAN

Dated: New York, New York
June 25, 2007

EXHIBIT B

DELTA AIR LINES, INC.
COMPENSATION BY PROJECT CATEGORY
SEPTEMBER 28, 2005 THROUGH MARCH 31, 2007

Project Category	Total Hours	Total Fees
General Case Administration	2,242.39	\$1,074,628.75
Akin Gump Fee Applications/Monthly Fee Statements	497.70	\$170,289.50
Analysis of Other Professionals Fee Applications	236.00	\$115,829.50
Review of Schedules and SOFAs	66.10	\$26,143.50
Retention of Professionals	1,184.00	\$445,781.00
Creditors' Committee Meetings	1,528.80	\$878,789.00
Court Hearings	608.65	\$331,761.50
Financial Reports and Analysis	320.50	\$231,458.50
DIP, Cash Collateral and Exit Financing	521.10	\$247,562.50
Executory Contracts/License Agreements	782.45	\$346,878.25
General Claims Analysis/Claims Objections	156.40	\$70,640.00
Analysis of Pre-Petition Transactions	793.55	\$337,553.00
Airplane Leasing/Financing	13,396.70	\$6,150,265.00
Analysis of Secured Claim/Adequate Protection Issues	1,160.20	\$450,464.00
Lift Stay Litigation	409.20	\$164,664.00
General Adversary Proceedings	113.10	\$42,856.50
Tax Issues	1,725.00	\$744,211.50
Labor Issues/Employee Benefits	7,478.45	\$3,640,923.00
Real Estate Issues/Leases	311.45	\$121,897.50
Exclusivity	46.10	\$27,332.50

Project Category	Total Hours	Total Fees
Plan, Disclosure Statement and Related Documentation	841.70	\$566,111.50
Asset/Stock Transactions/Business Liquidation	1,199.40	\$636,333.00
Travel (billed at 50% of actual time)	148.95	\$90,246.00
Airport Revenue Bonds	745.90	\$368,265.50
Totals	36,513.79	\$17,280,884.75

EXHIBIT C

DELTA AIR LINES, INC.
SEPTEMBER 28, 2005 THROUGH MARCH 31, 2007

PARTNERS	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	RATE	AMOUNT¹
Stephen M. Baldini	Litigation	New York – 1991	353.50	\$620.00	\$214,622.00
Lisa G. Beckerman	Financial Restructuring	New York – 1989	2,561.35	\$815.00	\$1,982,944.25
David H. Botter	Financial Restructuring	New York – 1990	2,709.80	\$735.00	\$1,835,591.50
Nancy Chung	Litigation	New Jersey – 1995	111.30	\$570.00	\$63,441.00
Eugene F. Cowell	Corporate	New York - 1984	1.70	\$580.00	\$986.00
Patrick J. Dooley	Corporate	New York - 1983	0.40	\$650.00	\$260.00
Richard D. Fladung	Intellectual Property	Kansas - 1980	51.40	\$525.00	\$26,985.00
Joseph Ginsberg	Real Estate	New York – 1990	9.70	\$545.00	\$5,286.50
Daniel H. Golden	Financial Restructuring	New York – 1978	1,461.45	\$895.00	\$1,233,540.25
Christopher Gores	Corporate	New York - 1968	0.60	\$675.00	\$450.00
Peter J. Gurfein	Financial Restructuring	New York - 1976	0.50	\$625.00	\$312.50
Scott M. Heimberg	Litigation	District of Columbia - 1987	3.70	\$525.00	\$1,942.50
L. Rachel Helyar	Litigation	California – 1997	296.60	\$500.00	\$144,625.00
Paul B. Hewitt	Litigation	District of Columbia – 1979	184.05	\$700.00	\$127,032.75
Robert H. Hotz, Jr.	Litigation	New York -1999	0.40	\$620.00	\$248.00
Mitchell P. Hurley	Litigation	New York – 1997	734.70	\$650.00	\$408,523.00
Howard Jacobson	Tax	District of Columbia – 1979	297.90	\$580.00	\$166,413.00
Kristen O. Jesulaitis	Corporate	Texas – 1995	27.90	\$450.00	\$12,555.00
Ronald M. Johnson	Labor	District of Columbia – 1979	4.80	\$525.00	\$2,520.00
Julie M. Kaufer	Corporate	California – 1999	83.10	\$510.00	\$41,570.00
Douglas W. Killip	Tax	New York - 1988	5.00	\$625.00	\$3,125.00
Brian A. Kilmer	Financial Restructuring	Texas – 1999	1,889.10	\$550.00	\$854,872.50
Kim Koopersmith	Litigation	New York – 1985	4.10	\$675.00	\$2,767.50

PARTNERS	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	RATE	AMOUNT¹
Stephen B. Kuhn	Corporate	New York – 1991	197.10	\$675.00	\$126,445.00
Timothy L. Lafrey	Corporate	Texas – 1986	239.80	\$575.00	\$126,950.00
Alan Laves	Corporate	Texas – 1985	8.20	\$625.00	\$5,022.50
Edward P. Lazarus	Litigation – 1994	Pennsylvania – 1994	114.95	\$625.00	\$69,992.25
Susan H. Lent	Public Law & Policy	District of Columbia – 1998	2.50	\$525.00	\$1,262.50
Michael S. Mandel	Corporate	District of Columbia – 1975	2,049.50	\$650.00	\$1,246,499.50
Douglass Maynard	Litigation	New York – 1987	15.80	\$620.00	\$9,796.00
Bruce Mendelsohn	Corporate	Maryland – 1977	4.50	\$695.00	\$3,182.50
Daniel J. Micciche	Tax	Texas - 1981	46.70	\$550.00	\$25,685.00
Russell W. Parks	Corporate	New York – 1973	120.50	\$790.00	\$90,283.00
Steven M. Pesner	Litigation	New York - 1972	1.50	\$895.00	\$1,342.50
Anthony Salandra	Real Estate	California – 1980	14.80	\$495.00	\$7,088.00
Adrienne Scerbak	ERISA	New York – 1994	276.10	\$615.00	\$151,556.00
Robin M. Schachter	Tax	District of Columbia – 1997	47.00	\$605.00	\$28,294.00
David P. Simonds	Financial Restructuring	New York – 1993	2,213.95	\$625.00	\$1,265,962.25
Hushmand Sohaili	Corporate	California – 1979	3.15	\$575.00	\$1,811.25
John Strickland	Corporate	Texas – 1974	43.60	\$630.00	\$27,468.00
Anthony W. Swisher	Litigation	District of Columbia – 1996	16.70	\$500.00	\$7,087.00
Mark J. Volow	Corporate	New York - 1981	6.70	\$660.00	\$4,422.00
Charles L. Warren	Labor	Texas – 1974	305.80	\$525.00	\$160,545.00
Thomas W. Weir	Tax	Texas - 1973	3.90	\$635.00	\$2,476.50
Richard L. Wyatt	Labor	Georgia – 1979	8.20	\$650.00	\$5,330.00
David M. Zensky	Litigation	New York – 1988	56.40	\$635.00	\$35,814.00

COUNSEL	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	RATE	AMOUNT¹
Michelle Burg	Labor	New York – 2001	0.50	\$440.00	\$220.00
Jessica M. Cherry	ERISA	California – 2000	1.00	\$420.00	\$420.00
Tuneen Chisolm	Litigation	California – 2000	6.70	\$360.00	\$2,412.00
James P. Chou	Litigation	New York – 1997	145.50	\$480.00	\$69,840.00
Roberta F. Colton	Real Estate	California - 1975	37.15	\$420.00	\$15,603.00
Patrick M. Cox	Tax	New York – 1997	835.00	\$595.00	\$413,430.50
Tracy Crum	Corporate	Texas – 1998	0.60	\$470.00	\$282.00
Vincent DeLeo	Litigation	New York - 1999	63.20	\$480.00	\$30,336.00
Stefan Dombrowski	Corporate	New York – 1991	327.75	\$535.00	\$168,857.50
David A. Donohoe	Litigation	District of Columbia - 1969	21.90	\$735.00	\$16,096.50
Timothy Fanning	Corporate	New York – 2003	20.30	\$455.00	\$9,506.50
Laura FitzRandolph	Labor	District of Columbia	13.70	\$415.00	\$5,685.50
Drake D. Foster	Financial Restructuring	California – 2000	1,534.70	\$495.00	\$624,214.50
Rachael L. Gerstein	Litigation	New York – 2001	14.70	\$510.00	\$7,497.00
Merrill C. Godfrey	Litigation	District of Columbia - 1999	6.60	\$385.00	\$2,541.00
Karen G. Green	Public Law & Policy	District of Columbia - 1995	0.60	\$430.00	\$258.00
James Humphrey	Corporate	New York - 1997	116.20	\$415.00	\$46,223.00
Erica M. Johnson	Corporate	Ohio – 1997	113.40	\$500.00	\$50,983.00
Blossom Kan	Litigation	New York – 1999	105.70	\$480.00	\$50,101.50
Jeffrey P. Kehne	Litigation	Illinois – 1988	75.40	\$475.00	\$33,964.00
Scott H. Kimpel	Corporate	Texas – 1998	365.80	\$500.00	\$143,084.00
Natasha G. Kohne	Litigation	New York – 2001	0.80	\$440.00	\$352.00
Jeffrey McMillen	Public Law & Policy	District of Columbia – 2004	25.80	\$500.00	\$12,932.50
Mark T. Mitchell	Real Estate	Texas – 1997	12.20	\$460.00	\$5,505.50
William A. Norris	Litigation	California – 1955	19.10	\$725.00	\$13,847.50

COUNSEL	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	RATE	AMOUNT¹
Lee E. Potts	Corporate	Texas – 1999	194.00	\$395.00	\$70,484.00
Abid Qureshi	Financial Restructuring	New York – 1995	349.95	\$575.00	\$185,297.25
Shuba Satyaprasad	Financial Restructuring	New York – 2000	1,316.45	\$575.00	\$662,407.00
Johanna R. Shargel	Litigation	New York – 1999	210.30	\$450.00	\$94,535.00
Michael Small	Litigation	District of Columbia – 1988	2.00	\$550.00	\$1,100.00
Lorne Smith	Corporate	New York – 1984	1.20	\$480.00	\$576.00
Charles V. Stewart	Labor	District of Columbia – 1989	0.60	\$490.00	\$294.00
John Storz	Corporate	New York – 1997	3.00	\$455.00	\$1,365.00
Michael J. Threet	Tax	Texas – 1991	28.80	\$415.00	\$11,952.00
Robert Treiman	Litigation	California – 1988	1.10	\$450.00	\$495.00
Roman V. Troitsky	Corporate	New York – 2001	20.40	\$530.00	\$9,807.00
James R. Tucker	Public Law & Policy	District of Columbia – 1999	2.00	\$460.00	\$920.00
Jessica Weisel	Litigation	California – 1994	5.00	\$425.00	\$2,125.00
Joyce Wong-Kup	Environmental	California – 2000	19.30	\$370.00	\$7,141.00
ASSOCIATES	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	RATE	AMOUNT¹
Philip M. Abelson	Financial Restructuring	California – 2000	687.30	\$440.00	\$302,412.00
Yewande Akinwolemiwa	Financial Restructuring	Texas – 2006	119.30	\$285.00	\$30,444.50
Jeffrey Anapolsky	Financial Restructuring	New York - 2000	9.40	\$325.00	\$3,055.00
Bernard K. Asirif	Corporate	District of Columbia - 2005	24.85	\$230.00	\$5,715.50
Mathew J. Atlas	Litigation	New York – 2004	264.70	\$350.00	\$90,835.00
Andy Bae	Corporate	Not Yet Admitted	14.50	\$230.00	\$3,335.00
Kimberly A. Baker	Litigation	New York - 2005	11.90	\$230.00	\$2,737.00
Sarah Baumgartel	Litigation	New York – 2005	70.30	\$315.00	\$22,144.50
Jamie L. Berger	Litigation	New York – 2004	131.00	\$430.00	\$46,819.00

ASSOCIATES	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	RATE	AMOUNT¹
Carlos Bermudez	Corporate	California – 2002	92.50	\$325.00	\$26,502.50
Barry J. Brooks	Litigation	Texas - 2004	21.00	\$230.00	\$4,830.00
Robert J. Boller	Litigation	New York – 2007	98.30	\$260.00	\$25,558.00
Jeremy F. Bollinger	Litigation	California – 2006	8.00	\$260.00	\$1,868.00
Gerald Buechler	Corporate	Texas – 1992	52.70	\$280.00	\$15,099.50
Magdalena Camillo	Corporate	New York – 2005	358.50	\$300.00	\$84,603.50
Tracy L. Casadio	Litigation	California – 2005	1.60	\$270.00	\$432.00
Noelle Chadwick	Financial Restructuring	New York – 2005	98.70	\$275.00	\$27,142.50
Asma S. Chandani	Litigation	California – 2006	26.20	\$250.00	\$6,550.00
Cynthia Chou	Labor	California – 2006	11.70	\$255.00	\$2,983.50
Ryan T. Cosgrove	Litigation	Texas - 2005	16.50	\$230.00	\$3,795.00
J. Merritt Crosby	Financial Restructuring	California – 2005	279.50	\$235.00	\$65,423.50
Elizabeth A. Cyr	Labor	District of Columbia – 2005	27.10	\$230.00	\$6,233.00
James d'Auguste	Litigation	New York – 1997	95.20	\$455.00	\$43,316.00
Kenneth A. Davis	Financial Restructuring	New York – 1996	565.19	\$475.00	260,200.25
Christina J. DeVries	Litigation	New York – 2004	51.70	\$350.00	\$18,095.00
Christine D. Doniak	Litigation	New York – 1998	210.05	\$310.00	\$51,761.50
Debra A. Drake	Litigation	Texas – 2002	13.70	\$315.00	\$4,315.50
Elena Dubinsky	Corporate	California – 2002	17.70	\$285.00	\$5,044.50
Melissa L. Dulski	Labor	New York – 2002	86.60	\$365.00	\$27,735.00
Neil H. Farbman	Litigation	District of Columbia – 2005	14.00	\$230.00	\$3,220.00
Angela Ferrante	Financial Restructuring	New York – 2001	36.20	\$450.00	\$16,290.00
Albert Feurer	Tax	New York – 1979	6.00	\$500.00	\$3,000.00
Shannon M. Fink	Labor	District of Columbia – 2006	26.10	\$230.00	\$6,003.00
Shannon J. Fohn	Public Law & Policy	Texas – 2003	13.80	\$205.00	\$2,849.50

ASSOCIATES	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	RATE	AMOUNT¹
Jamie L. Fonalledas	Real Estate	Florida – 2005	491.10	\$300.00	\$116,834.00
Leah S. Frank	Tax	New York – 2005	1.20	\$410.00	\$492.00
Charles W. Frick	Litigation	District of Columbia – 2001	14.50	\$335.00	\$4,857.50
Joseph Friedman	Real Estate	California – 2002	37.50	\$345.00	\$12,028.50
Paul Gennari	Intellectual Property	New York – 2006	20.90	\$360.00	\$7,524.00
David Gorski	Intellectual Property	Texas – 2005	64.70	\$235.00	\$14,898.50
Katherine Gregory	Tax	Not Yet Admitted	5.80	\$290.00	\$1,682.00
Sharmaine Heng	Tax	Not Yet Admitted	76.40	\$295.00	\$22,491.00
Jessie A. Herrera	Financial Restructuring	Texas – 2002	103.10	\$325.00	\$30,347.50
Patrick J. Ivie	Financial Restructuring	California – 2002	184.80	\$325.00	\$53,244.00
Rebecca E. Jonah	Financial Restructuring	California – 2000	356.00	\$345.00	\$117,018.00
David V. Kay	Financial Restructuring	Not Yet Admitted	867.40	\$310.00	\$258,088.00
Adam J. Kerndt	Labor	District of Columbia – 2006	50.30	\$235.00	\$11,750.00
Hyongsoon Kim	Litigation	New York – 2004	200.80	\$410.00	\$79,565.00
Gina L. Lauriero	ERISA	New York – 2005	714.60	\$400.00	\$229,310.00
Kathleen C. Lecht	Litigation	New York – 2006	140.70	\$260.00	\$36,582.00
Sofia Lunia	Litigation	New York – 2001	165.10	\$220.00	\$33,752.00
James A. Mathew	Litigation	Texas – 2005	11.70	\$230.00	\$2,691.00
Jonah E. McCarthy	Litigation	Texas – 2005	12.00	\$230.00	\$2,760.00
Robert McGrail	Corporate	Virginia – 2005	61.90	\$235.00	\$14,251.50
Keith Melman	Corporate	California – 2005	45.10	\$315.00	\$14,206.50
Joel R. Meyer	Litigation	California – 2006	1.80	\$250.00	\$450.00
Nicole M. Morgan	Labor	District of Columbia – 2003	32.80	\$285.00	\$9,348.00
Katherine Morici	Corporate	New York – 1996	6.00	\$450.00	\$2,730.00
Elizabeth A. Murfee	Corporate	Texas – 2004	27.40	\$285.00	\$6,358.00

ASSOCIATES	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	RATE	AMOUNT¹
Maruti R. Narayan	Tax	New York – 2006	427.20	\$400.00	\$128,495.00
David W. Nelson	Litigation	California – 2005	542.55	\$300.00	\$132,279.50
Deborah Newman	Litigation	New York – 2003	50.70	\$385.00	\$16,984.50
Shanna L. Nugent	Corporate	Texas – 2003	4.40	\$260.00	\$1,144.00
Jessica M. Payne	Corporate	Texas – 2006	213.20	\$235.00	\$49,327.00
Elizabeth W. Pierce	Corporate	New York – 2005	19.30	\$260.00	\$5,018.00
Amy G. Piper	Litigation	Not Yet Admitted	51.00	\$260.00	\$13,260.00
Carsten M. Reichel	Litigation	District of Columbia – 2004	63.10	\$295.00	\$18,614.50
Mark E. Ricardo	Real Estate	District of Columbia – 1999	1.50	\$395.00	\$592.50
Kevin D. Rice	Corporate	Texas – 2000	10.00	\$225.00	\$3,350.00
Laura A. Russell	Litigation	Texas – 2004	4.80	\$230.00	\$1,104.00
Shannon Shah	Litigation	New York – 2005	29.30	\$315.00	\$9,229.50
James E. Sherry	Litigation	Massachusetts – 2003	16.10	\$230.00	\$3,703.00
David A. Smith	Litigation	Not Yet Admitted	114.10	\$275.00	\$30,773.00
Suzanne Spradley	Insurance	Texas – 2000	19.05	\$315.00	\$6,000.75
Alla V. Stewart	Tax	New York – 2004	37.90	\$270.00	\$10,233.00
Paul E. Supple	Corporate	Texas – 2003	37.60	\$260.00	\$9,776.00
Jennifer P. Sullivan	Labor	New York – 2001	6.80	\$390.00	\$2,652.00
William D. Taylor	Litigation	Texas – 2004	4.70	\$230.00	\$1,081.00
Jena M. Valdetero	Litigation	Maryland – 2005	15.90	\$230.00	\$3,657.00
Daniel Z. Vira	ERISA	New York – 1993	181.90	\$385.00	\$66,481.00
Ashley F. Waters	Litigation	New York – 2006	6.60	\$260.00	\$1,716.00
Ephraim Wernick	Litigation	Texas – 2003	24.20	\$260.00	\$6,292.00
James A. Wright	Financial Restructuring	New York – 2005	2,038.95	\$425.00	\$668,703.75

ASSOCIATES	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	RATE	AMOUNT¹
Tobias Zimmerman	Litigation	New York – 2001	9.90	\$335.00	\$3,316.50
David B. Zisseron	Litigation	District of Columbia – 2005	19.20	\$230.00	\$4,416.00
LAW CLERKS			HOURS	RATE	AMOUNT¹
Nathan M. Cherry			3.60	\$150.00	\$540.00
Jacqueline R. Hall			4.00	\$150.00	\$600.00
Brad M. Kahn			2.60	\$180.00	\$468.00
Natalie E. Levine			22.90	\$185.00	\$4,190.00
LEGAL ASSISTANTS	DEPARTMENT		HOURS	RATE	AMOUNT¹
Sarah E. Bolen	Labor		0.40	\$105.00	\$42.00
Jacqueline Carter	Litigation		54.50	\$85.00	\$4,615.00
Mary Ann Casey	Corporate		2.00	\$210.00	\$420.00
Virginia Chan	Intellectual Property		2.90	\$95.00	\$275.50
Tabassum Chowhury	Litigation		33.50	\$165.00	\$5,478.75
Kirk J. Conway	Litigation		4.75	\$155.00	\$735.25
Kathleen M. Diina	Labor		67.20	\$95.00	\$6,384.00
Anh Dinh	Litigation		27.30	\$125.00	\$3,412.50
Dana K. Drake	Financial Restructuring		16.90	\$150.00	\$2,507.00
Alexis H. Grant	Corporate		8.20	\$100.00	\$820.00
Patricia L. Gunn	Corporate		52.00	\$160.00	\$7,857.50
Jeffrey R. Julio	Real Estate		9.30	\$95.00	\$883.50
Tamera L. Keeman	Financial Restructuring		7.30	\$130.00	\$949.00
Calvin K. Kwan	Intellectual Property		7.00	\$160.00	\$1,120.00
Lauren N. Lee	Financial Restructuring		500.80	\$185.00	\$83,565.50
Michele Lee	Litigation		14.50	\$175.00	\$2,537.50

LEGAL ASSISTANTS	DEPARTMENT		HOURS	RATE	AMOUNT¹
James W. Ma.	Litigation		33.25	\$175.00	\$5,808.75
Nicole V. Malign	Corporate		4.40	\$165.00	\$726.00
Lynn D. Marlin	Intellectual Property		64.10	\$165.00	\$10,578.50
Michael McCoy	Labor		29.00	\$85.00	\$2,465.00
Samuel D. McCoy	Litigation		5.50	\$145.00	\$797.50
Marianne Mulcahey	Public Law & Policy		2.60	\$185.00	\$475.00
Emmanuel Nikoludakis	Litigation		22.75	\$190.00	\$4,157.50
Reginald Orcel	Litigation		3.75	\$180.00	\$675.00
Brenda R. Patrick	Financial Restructuring		23.20	\$165.00	\$3,753.00
Omar Quervalu	Litigation		1.50	\$260.00	\$240.00
Jennifer Rajkowski	Corporate		9.80	\$160.00	\$1,545.00
Cheryl Roberts	Litigation		131.20	\$200.00	\$26,240.00
Nathan Rothstein	Litigation		5.00	\$150.00	\$750.00
Bradley J. Rowe	Financial Restructuring		40.50	\$165.00	\$6,585.00
Stacy R. Sandusky	Litigation		23.60	\$195.00	\$4,602.00
Lori E. Silverstein	Litigation		1.00	\$95.00	\$95.00
Risa J. Slavin	Litigation		55.80	\$185.00	\$10,278.00
Tracy Southwell	Financial Restructuring		274.60	\$195.00	\$51,542.50
Peter J. Sprofera	Financial Restructuring		617.60	\$225.00	\$120,270.00
Temporary Legal Assistants			28.00	\$50.00 - \$55.00	\$1,522.50
Rebecca A. Turbish	Litigation		60.40	\$130.00	\$6,965.50
Angie Von Pageler	Litigation		21.70	\$95.00	\$2,061.50
Betty J. Woods	Financial Restructuring		23.70	\$165.00	\$3,947.50
Edwin Wu	litigation		7.90	\$165.00	\$778.50

LEGAL ASSISTANTS	DEPARTMENT		HOURS	RATE	AMOUNT¹
Azalia B. Wynter	Litigation		351.90	\$175.00	\$61,557.50
Jeffrey K. Yau	Corporate		0.40	\$170.00	\$68.00
Danielle N. Zahaba	Litigation		23.90	\$155.00	\$3,617.50
TOTAL			36,513.79		\$17,280,884.75

¹ During the compensation period, Akin Gump increased its hourly rates. The amount in this column was calculated using the hourly rate in effect at the time the services were rendered.

EXHIBIT D

**DELTA AIR LINES, INC.
DISBURSEMENT SUMMARY
SEPTEMBER 28, 2005 THROUGH MARCH 31, 2007**

Courier Service/Postage	\$21,953.18
Long Distance Calls/Conference Calls	\$347,447.05
Duplicating/Third Party Duplicating Charges	\$88,773.81
Facsimile/Third Party Facsimile Charges	\$923.41
Court Costs	\$3,768.00
Contract Labor (Billed at Cost)	\$427.50
Press Release Expenses	\$682.09
Meals/Committee Meeting Expenses	\$52,697.70
Professional Fees – Process Server	\$1,632.70
Deposition & Transcript Expenses	\$32,731.32
Travel Expenses	\$110,565.18
Computerized Research/Outside Research Expenses	\$205,535.00
TOTAL	\$867,136.44