

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

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In re: :
: **Chapter 11 Case No.**
:
DELTA AIR LINES, INC., et al., : **05-17923 (ASH)**
:
: **(Jointly Administered)**
Debtors. :
:
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**ORDER GRANTING APPLICATIONS FOR ALLOWANCE OF
INTERIM COMPENSATION AND
REIMBURSEMENT OF EXPENSES**

Upon consideration of the applications (the “**Applications**”) for allowance of interim compensation for professional services and reimbursement of actual and necessary expenses incurred for the period from February 1, 2006 through May 31, 2006 (the “**Compensation Period**”) filed by the professionals listed on Exhibit A annexed hereto (the “**Professionals**”), each of which has been retained in the chapter 11 cases of Delta Air Lines, Inc., and those of its subsidiaries that are debtors and debtors in possession in these proceedings (collectively, the “**Debtors**”)¹; and the Court having jurisdiction to consider the Applications and the relief requested therein pursuant to 28 U.S.C. § 1334; and consideration of the Applications and the

¹ The Debtors are the following entities: ASA Holdings, Inc.; Comair Holdings, LLC; Comair, Inc.; Comair Services, Inc.; Crown Rooms, Inc.; DAL Aircraft Trading, Inc.; DAL Global Services, LLC; DAL Moscow, Inc.; Delta AirElite Business Jets, Inc.; Delta Air Lines, Inc.; Delta Benefits Management, Inc.; Delta Connection Academy, Inc.; Delta Corporate Identity, Inc.; Delta Loyalty Management Services, LLC; Delta Technology, LLC; Delta Ventures III, LLC; Epsilon Trading, Inc.; Kappa Capital Management, Inc.; and Song, LLC.

requested relief being a core proceeding the Bankruptcy Court can determine pursuant to 28 U.S.C. § 157(b)(2); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Applications having been given and no further notice needing to be given; and the relief requested in the Applications being in the best interests of the Debtors and their estates and creditors; the Court finds and for good cause shown, it is hereby:

ORDERED that the Applications set forth on Exhibit A annexed hereto are granted on an interim basis to the extent set forth on Exhibit A; and it is further

ORDERED that compensation for professional services rendered during the Compensation Period is hereby allowed on an interim basis in the amounts set forth on Exhibit A in the column entitled “Fees Allowed for Compensation Period”; and it is further

ORDERED that reimbursement for expenses incurred during the Compensation Period is hereby allowed on an interim basis in the amounts set forth on Exhibit A in the column entitled “Expenses Allowed and Payable by Debtors”; and it is further

ORDERED that the Debtors are authorized and directed to promptly pay the expenses allowed for each Professional and the fees for each Professional set forth on Exhibit A in the column entitled “Fees Previously Payable by Debtors”, in each case to the extent that such amounts have not been previously paid; and it is further

ORDERED that the Debtors are authorized and directed to pay the fees for each Professional set forth on Exhibit A in the column entitled “Fees Previously Held Back” on or promptly after October 1, 2006; and it is further

ORDERED that the allowance of such compensation for professional services rendered and such reimbursement of actual and necessary expenses incurred be without prejudice to each Professional’s right to seek compensation and/or reimbursement in subsequent invoices for services performed and/or expenses incurred during the Compensation Period that were not processed at the time of these Applications.

Dated: August 21, 2006
White Plains, New York

/s/ Adlai S. Hardin, Jr.
UNITED STATES BANKRUPTCY JUDGE

No objection by the U.S. Trustee:

/s/ Greg M. Zipes
Greg M. Zipes
U.S. Trustee’s Office

EXHIBIT A

Applicant	Date and Docket #	Fees Requested for Compensation Period	Fees Allowed for Compensation Period	Fees Previously Payable by Debtors	Fees Previously Held Back	Expenses Requested	Expenses Allowed and Payable by Debtors
Akin Gump Strauss Hauer & Feld LLP	7/13/2006 2848, amended 2865	\$3,406,291.75	\$3,406,291.75	\$2,725,033.40	\$681,258.35	\$240,803.06	\$240,803.06
Alston & Bird LLP	7/11/06 2819, amended 2872	\$285,015.00	\$285,015.00	\$228,012.00	\$57,003.00	\$6,184.58	\$6,184.58
Aviation Specialists Group, Inc.	7/13/2006 2858, amended 2869	\$45,875.00	\$45,875.00	\$36,700.00	\$9,175.00	\$2,826.41	\$2,826.41
Babcock & Brown LP	7/13/2006 2845	\$1,780,000.00	\$1,780,000.00	\$1,424,000.00	\$356,000.00	\$49,797.11	\$49,797.11
The Blackstone Group L.P.	7/13/2006 2853	\$800,000.00	\$800,000.00	\$640,000.00	\$160,000.00	\$76,610.32	\$76,610.32
Davis Polk & Wardwell	7/13/2006 2859	\$8,782,168.67	\$8,782,168.67	\$7,025,734.94	\$1,756,433.73	\$380,530.04	\$380,530.04
Debevoise & Plimpton LLP	7/13/2006 2847	\$6,858,602.77	\$6,858,602.77	\$5,486,882.21	\$1,371,720.56	\$165,852.47	\$165,852.47

Applicant	Date and Docket #	Fees Requested for Compensation Period	Fees Allowed for Compensation Period	Fees Previously Payable by Debtors	Fees Previously Held Back	Expenses Requested	Expenses Allowed and Payable by Debtors
Deloitte Tax LLP ²	7/13/2006 2850	\$254,592.50	\$250,031.50	\$203,674.00	\$46,357.50	\$1,426.03	\$1,426.03
Deloitte & Touche LLP	7/13/2006 2851	\$1,227,519.00	\$1,227,519.00	\$982,015.20	\$245,503.80	\$11,757.47	\$11,757.47
Gibson, Dunn & Crutcher LLP	7/12/2006 2840	\$915,811.50	\$915,811.50	\$732,649.20	\$183,162.30	\$40,806.77	\$40,806.77
Giuliani Capital Advisors LLC	7/12/2006 2841	\$1,436,000.00	\$1,436,000.00	\$1,148,800.00	\$287,200.00	\$61,443.00	\$61,443.00
Greenhill & Co., LLC	7/12/2006 2836	\$750,000.00	\$750,000.00	\$600,000.00	\$150,000.00	\$7,326.00	\$7,326.00
Hogan & Hartson L.L.P.	7/13/2006, 2844, amended 2846	\$118,931.25	\$118,931.25	\$95,145.00	\$23,786.25	\$5,581.99	\$5,581.99
Houlihan Lokey Howard & Zukin Capital, Inc.	7/13/2006 2855, amended 2866	\$800,000.00	\$800,000.00	\$640,000.00	\$160,000.00	\$57,877.07	\$57,877.07

² At the Debtors' request, Deloitte Tax LLP has agreed to a reduction in its requested fees of \$4,561.00. This reduction is reflected in the columns to the right.

Applicant	Date and Docket #	Fees Requested for Compensation Period	Fees Allowed for Compensation Period	Fees Previously Payable by Debtors	Fees Previously Held Back	Expenses Requested	Expenses Allowed and Payable by Debtors
Lytle Soulé & Curlee	7/13/2006 2856, amended 2868	\$17,995.00	\$17,995.00	\$14,396.00	\$3,599.00	\$637.99	\$637.99
Mesirow Financial Consulting, LLC	7/13/2006 2857, amended 2867	\$1,100,000.00	\$1,100,000.00	\$880,000.00	\$220,000.00	\$149,645.32	\$149,645.32
Barbara Niehus and Mitchell Serota	7/13/2006 2860	\$47,162.50	\$47,162.50	\$37,730.00	\$9,432.50	\$980.37	\$980.37
Paul, Hastings, Janofsky & Walker LLP	7/12/2006 2827	\$2,311,862.45	\$2,311,862.45	\$1,849,489.96	\$462,372.49	\$142,260.78	\$142,260.78
Stinson Morrison Hecker, LLP	7/13/2006 2852, amended 2884	\$306,023.75	\$306,023.75	\$244,819.00	\$61,204.75	\$11,251.62 ³	\$11,251.62
Stroock & Stroock & Lavan LLP	7/12/2006 2834	\$156,230.00	\$156,230.00	\$124,984.00	\$31,246.00	\$11,305.35	\$11,305.35

³ Of this amount, \$9,458.56 has been paid by the Debtors. The remaining \$1,793.06 will be paid promptly after entry of this Order.

Applicant	Date and Docket #	Fees Requested for Compensation Period	Fees Allowed for Compensation Period	Fees Previously Payable by Debtors	Fees Previously Held Back	Expenses Requested	Expenses Allowed and Payable by Debtors
Wilson, Elser, Moskowitz, Edelman & Dicker LLP	7/12/2006 2837, amended 2881	\$37,010.00	\$37,010.00	\$29,608.00	\$7,402.00	\$532.28	\$532.28