

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

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

**SUMMARY SHEET PURSUANT TO UNITED STATES TRUSTEE GUIDELINES  
FOR REVIEWING APPLICATIONS FOR COMPENSATION AND  
REIMBURSEMENT OF EXPENSES FILED UNDER 11 U.S.C. §§ 330 AND 331**

**FINAL APPLICATION**

Name of Applicant: Giuliani Capital Advisors LLC (“GCA”)

Authorized to Provide  
Professional Services to: Debtors

Date of Retention: September 14, 2005

Final period for which compensation  
and reimbursement is sought: September 14, 2005 through February 28, 2007

Final Amount of Compensation sought as  
actual, reasonable, and necessary \$5,455,000

Final Amount of Expense Reimbursement  
sought as actual, reasonable, and necessary: \$ 151,160

The following is a summary of the monthly statements of fees and expenses which have been provided no later than 20 days after the end of the month to the parties indicated in the Court's Administrative Order, pursuant to Sections 105(a) and 331 of the Bankruptcy Code, Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, dated October 6, 2005 (the "Compensation Order").

<b>Period Covered</b>	<b>Total Fees Requested</b>	<b>Total Expenses Requested</b>	<b>Total Fees Paid to Date</b>	<b>Total Expenses Paid to Date</b>	<b>20% Holdback and Unpaid Amounts</b>
9/14/05 – 10/31/05	\$ 600,000	\$ 15,067	\$ 600,000	\$ 15,067	\$ 0
11/1/05 – 11/30/05	\$ 400,000	\$ 18,702	\$ 400,000	\$ 18,702	\$ 0
12/1/05 – 12/31/05	\$ 400,000	\$ 10,171	\$ 400,000	\$ 10,171	\$ 0
1/1/06 – 1/31/06	\$ 400,000	\$ 11,836	\$ 400,000	\$ 11,836	\$ 0
2/1/06 – 2/28/06	\$ 400,000	\$ 20,626	\$ 400,000	\$ 20,626	\$ 0
3/1/06 – 3/31/06	\$ 400,000	\$ 21,551	\$ 400,000	\$ 21,551	\$ 0
4/1/06 – 4/28/06	\$ 330,000	\$ 9,366	\$ 330,000	\$ 9,366	\$ 0
5/1/06 – 5/31/06	\$ 306,000	\$ 9,901	\$ 306,000	\$ 9,901	\$ 0
6/1/06 – 6/30/06	\$ 306,000	\$ 12,123	\$ 306,000	\$ 12,123	\$ 0
7/1/06 – 7/31/06	\$ 286,000	\$ 2,901	\$ 286,000	\$ 2,901	\$ 0
8/1/06 – 8/31/06	\$ 286,000	\$ 5,041	\$ 286,000	\$ 5,041	\$ 0
9/1/06 – 9/30/06	\$ 261,000	\$ 2,080	\$ 261,000	\$ 2,080	\$ 0
10/1/06 – 10/31/06	\$ 261,000	\$ 2,775	\$ 208,800	\$ 2,775	\$ 52,200
11/1/06 – 11/30/06	\$ 216,000	\$ 2,599	\$ 172,800	\$ 2,599	\$ 43,200
12/1/06 – 12/31/06	\$ 216,000	\$ 3,219	\$ 172,800	\$ 3,219	\$ 43,200
1/1/07 – 1/31/07	\$ 216,000	\$ 1,688	\$ 172,800	\$ 1,688	\$ 43,200
2/1/07 – 2/28/07	\$ 171,000	\$ 1,514	\$ 136,800	\$ 1,514	\$ 34,200
<b>Totals*</b>	<b><u>\$ 5,455,000</u></b>	<b><u>\$151,160</u></b>	<b><u>\$5,239,000</u></b>	<b><u>\$151,160</u></b>	<b><u>\$216,000</u></b>

\*Amounts may not equal Totals due to rounding.

### SUMMARY OF HOURS BY PROFESSIONAL

<b>NAME OF PROFESSIONAL:</b>	<b>TOTAL HOURS BILLED</b>
Miller, David	978.3
Phillips, Anna	2,305.0
Solimene, Lewis	15.0
Borrow, Elizabeth	1.5
Santambrogio, Juan	2,811.1
Carnahan, Melissa	2.7
Peterson, Nicole	946.0
Nowitz, Raoul	1,491.5
Cashman, James	1,063.7
Perea, Jeffrey	48.8
Dekreek, Criss	2,886.1
Cullum, Ashton	1,598.4
Kalokhe, Kapil	1,733.7
Raitt, R. Travis	512.0
Dillon, Lorraine	24.9
<b>Total:</b>	<b>16,418.7</b>

## SUMMARY OF HOURS BY PROJECT CODE

PROJECT CODE	DESCRIPTION	HOURS
100	GCA Retention	18.5
110	Billing and Fee Applications	143.8
120	Engagement Administration	63.8
130	Non-Working Travel Time	213.8
140	General Client Communication	45.8
150	Corporate Restructuring Group Support	2,890.6
160	General Court Hearings	19.7
170	Creditor Committee Meetings	283.4
180	Misc Financial Analysis	19.1
190	DIP Financing	13.0
200	Investor Relations Support	4,899.5
210	Cash Forecast/Liquidity/Weekly Flash Report	5,450.6
220	Current Operating Results	13.7
230	Employee Management Issues	4.7
240	Historical Financing Info	1.0
250	Business or Strategic Plan	261.2
260	Divestitures	94.5
270	Individual Asset Sales	7.7
280	Litigation Matters	8.0
300	Fleet Issues	1,485.1
310	Team Meetings/Work Plan Updates	363.0
330	Claims and Recovery Analysis	85.7
340	Disclosure Statement	11.0
350	Plan of Reorganization	21.5
<b>Grand Total</b>		<b>16,418.7</b>

## EXPENSE SUMMARY (Refer to Exhibit D)

EXPENSES	AMOUNTS
Airfare	\$ 35,969
Lodging	45,696
Business Meals	25,721
Ground Transportation and Related Charges	40,125
Other*	3,649
<b>Total</b>	<b>\$151,160</b>

\*Includes telephone, postage, PACER, internet charges.

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

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**In re** : **Chapter 11 Case No.**  
: **05-17923 (ASH)**  
**DELTA AIR LINES INC.,** :  
**et al.** :  
: **(Jointly Administered)**  
**Debtors.** :  
:  
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**FINAL APPLICATION OF GIULIANI CAPITAL ADVISORS LCC  
AS RESTRUCTURING ADVISORS FOR THE DEBTORS, FOR (I) FINAL  
ALLOWANCE OF COMPENSATION FOR PROFESSIONAL  
SERVICES RENDERED, AND (II) REIMBURSEMENT OF ACTUAL  
AND NECESSARY EXPENSES INCURRED FROM  
SEPTEMBER 14, 2005 THROUGH FEBRUARY 28, 2007**

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

In accordance with the Court’s Administrative Order, Pursuant to Sections 105(a) and 331 of the Bankruptcy Code, Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, dated October 6, 2005 (the “Compensation Order”), Giuliani Capital Advisors LLC (“GCA” or the “Applicant”) hereby submits its Final Fee Application (the “Application”) for the Final Fee Period from September 14, 2005 through and including February 28, 2007 (the “Compensation Period”). GCA seeks final approval and allowance, pursuant to Section 331 of the Bankruptcy Code, of the full amount of the fees and expenses requested in its monthly fee statements. GCA also seeks final approval and authorization for the above captioned debtors and debtors in

possession (the “Debtors” or the “Company”) to pay the remaining 20% of requested fees withheld from previous payments.

In support of its Application, GCA respectfully represents as follows:

1. This Application has been prepared in accordance with the Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (the “Local Guidelines”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “UST Guidelines”) and the Amended Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals (the “Administrative Order,” and collectively with the Local Guidelines and UST Guidelines, the “Guidelines”). Pursuant to the Local Guidelines, a certification regarding compliance is attached hereto as Exhibit “1.”

### **BACKGROUND**

2. On September 14, 2005 (the “Commencement Date”), the Debtors commenced cases under chapter 11 of the Bankruptcy Code. The chapter 11 cases are being jointly administered for procedural purposes. The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in

the Debtors' chapter 11 cases. A statutory Official Committee of Unsecured Creditors (the "UCC") was appointed on September 28, 2005. A statutory Official Committee of Non-Pilot Retirees was appointed on October 27<sup>th</sup>, 2005. On February 6<sup>th</sup> 2006, the Court ordered a statutory Official Committee of Retired Pilots to be appointed.

3. GCA was retained by final order of this Court dated March 12, 2007 (the "Retention Order"), attached hereto as Exhibit "2".

**SUMMARY OF PROFESSIONAL COMPENSATION  
AND REIMBURSEMENT OF EXPENSES REQUESTED**

4. GCA makes this Final Fee Application for final allowance of reasonable compensation for actual and necessary professional services of \$5,455,000 and out-of-pocket expenses of \$151,160 incurred by GCA during the period September 14, 2005 through February 28, 2007<sup>1</sup>.

5. GCA seeks approval, pursuant to Section 331 of the Bankruptcy Code, of the full amount of the fees and expenses requested in its monthly fee statements during the Compensation Period. GCA also seeks approval and authorization for both the unpaid amount and remaining 20% of requested fees in the aggregate amount of \$216,000.

6. During the Compensation Period, GCA professionals and paraprofessionals expended a total of 16,418.7 hours. Of the aggregate time expended,

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<sup>1</sup> The Applicant and the Debtors mutually agreed that the Applicant had completed its services in these cases as of February 28, 2007 and therefore no further work was performed by the Applicant after that date.

3,299.8 recorded hours were expended by Managing Directors of GCA, 2,811.1 recorded hours were expended by Directors of GCA, 2,440.2 recorded hours were expended by Vice Presidents of GCA, and 7,867.6 recorded hours were expended by Associates, Analysts and Client Serving Associates of GCA.

7. There is no agreement or understanding between GCA and any other person, other than members of the firm, for the sharing of compensation to be received for services rendered in these cases.

8. Pursuant to the UST Guidelines, annexed hereto as Exhibit "A" is a schedule setting forth all GCA professionals and paraprofessionals who have performed services in these chapter 11 cases during the Compensation Period, the capacities in which each such individual is employed by GCA, and the aggregate number of hours expended in this matter.

9. Annexed hereto as Exhibit "B" is a schedule of the detail by project category of the services performed by GCA during the Compensation Period.

10. With respect to GCA's fee statements for the Compensation Period, GCA has, at the time of this filing, received payments for professional fees totaling \$5,239,000 and out of pocket expenses totaling \$151,160.



## **SUMMARY OF SERVICES**

11. The following is a summary of the significant professional services rendered by GCA during the Compensation Period. This summary is organized in accordance with GCA's internal system of project codes.

### **A. Corporate Restructuring Group Support (Project Code 150 – 2,890.6 hours)**

During the Compensation Period, the Applicant assisted the Debtors' Corporate Restructuring Group ("CRG") with certain issues and analyses pertaining to the Chapter 11 case. The analyses were prepared in order to give the CRG a better understanding of near term issues pertaining to the Debtors' overall restructuring process, as well as key activities and tasks anticipated as the case progresses. During the period, GCA participated in weekly status meetings with the CRG as well as one-off and ad-hoc meetings that addressed issues and discussed various matters pertaining to the overall Chapter 11 restructuring.

The Applicant performed an analysis of outcomes in airline bankruptcy cases. GCA analyzed articles, reports, and case documents from bankruptcy cases in order to better understand the situation in each of the cases and how it may relate to this case. GCA also compiled quantitative information from each of the cases to provide an understanding of the magnitude of claims and how the debtors managed those claims in their respective reorganization processes. The result of this

analysis provided the CRG with precedent insights regarding the outcomes in other airline cases.

At the request of the CRG, the Applicant performed a professional fee analysis for Chapter 11 related professionals. The CRG wished to understand and benchmark total professional fees charged during the case and the amount per professional firm. GCA prepared an analysis that included a schedule of monthly fees per professional firm for each of the comparable airline cases (UAL Corp., US Airways I, US Airways II). The analysis allowed the CRG to gain an appreciation of the amount of fees charged at a point in time and estimate of the total fees for the entire case against these comparable airline cases.

GCA performed a detailed analysis to compare the Debtors' case against the Northwest Airlines Chapter 11 case. GCA reviewed various significant key issues of the cases, analyzed aspects of the respective businesses to date, prepared a lengthy report describing the status of the Debtors and the status of Northwest, provided views on how these cases were fairing against each other, and provided key insights for each area reviewed. The report incorporated comparisons in fleet negotiations, labor, discussions about employee pensions, and other certain key topics.

The Applicant provided input and assistance to the process of producing the Statements of Financial Affairs and Schedules of Assets and Liabilities. This included advising and offering guidance obtained from

precedent cases pertaining to the content required and the manner in which this information should be presented.

The Applicant provided guidance on the implementation of key supply chain initiatives in the context of how best to structure a process and gain optimal results during the bankruptcy process. GCA provides feedback on how proposed contract negotiations may be impacted by the chapter 11 process and by operational restructuring that is currently underway at the Debtors. Negotiation tactics and updates were shared with the CRG regularly, with GCA providing feedback and critical insights as appropriate. GCA attended weekly meetings to track the progress of the supply chain initiatives and assisted in compiling periodic reports that were shared with Committee advisors.

The Applicant reviewed the Debtors formal process to identify, track, reconcile and produce reports on claims. In particular, GCA proposed/suggested improvements in the process and items to consider.

The Applicant assisted the Debtors in developing summary reports on claims that were used to brief both internal and external constituents. These reports included analyses on the pool of filed claims, identifying duplicates and other claims subject to objections and classifying them by Debtor entity and by claim class.

The Applicant advised the Debtor in the development of the Plan Disclosure Statement including the liquidation analysis. GCA participated

in various drafting sessions for the Plan of Reorganization and the Disclosure Statement. GCA also assisted in the subsidiary consolidation analysis. In particular, GCA helped to coordinate the compilation of the necessary data so that the Debtor could make an informed decision regarding the proposed plan structure as it related to subsidiary consolidation. GCA also assisted with the interaction between the Debtors and the Advisors to the Official Committee of Unsecured Creditors (the “Committee Advisors”) on subsidiary consolidation issues.

**B. Investor Relations Support (Project Code 200 – 4,899.5 hours)**

The Applicant assisted the Investor Relations Group (“IR”) in various facets of its operations. In light of needing to manage the flow of communications and demands for extensive information between the various constituencies in the case, information requests have flowed through IR and are expected to do so for the duration of the case. The Committee Advisors, the PBGC, the Retiree committees, and other parties in interest have developed substantial requests and questions for further insights, additional information, and clarification regarding the information provided by the Debtors.

GCA was integral in developing a protocol to handle this process, organized and logged each request, and documented the responses from the pertinent parties in order to ensure that each request was answered completely.

The Applicant held a significant number of meetings with the Debtors to guide them through the process and to communicate outstanding items, and to review materials produced as responses to requests for reasonableness and adequacy. The Applicant dialogued regularly and extensively with the Committee Advisors so as to provide an updated status on various requests and to gain clarity on certain aspects, where this was necessary.

The Applicant met with the Debtor's finance professionals on a regular basis to review the monthly operating results distributed to the Committee Advisors. GCA provided input on the content, variance explanations, and responses to information requests from the Committee Advisors. GCA also participated in the monthly conference calls with the Committee Advisors discussing the monthly results.

**C. Cash Forecast and Liquidity (Project Code 210 – 5,450.6 hours)**

The majority of time incurred for Code 210 related to assistance provided to the Debtors in regards to liquidity management and the preparation of the weekly flash report, which included the 13-week cash forecast. Each week the Applicant and certain members of its management discussed updates to be made to the cash forecast and items to be addressed on the weekly flash call. Each quarter GCA was tasked with building out treasury's cash forecast model which included extending the model date and ensuring model functionality was not compromised. In

addition to building out the cash forecast model, on a quarterly basis and at times more frequently, GCA analyzed and reviewed all area forecasts pertaining to this model for reasonableness and accuracy, and researched necessary changes to the forecast. GCA reviewed various area forecasts with Delta's treasury team and endorsed changes to be incorporated into the cash model. In addition, GCA assisted with the preparation of the weekly flash report. After all updates were incorporated into the model, GCA was instrumental in producing the final flash report. With input from the Debtors' treasury group, GCA provided variance explanations to the report and described major changes that had arisen to the assumptions of the forecast. Each week, the Applicant finalized the report and with the approval of the Debtors sent the flash report to the pertinent Committee Advisors whom were focusing on liquidity in the case. The Committee Advisors regularly sent a list of questions to be addressed on the weekly call. GCA assisted the Debtors in preparing adequate and insightful responses to these questions. In order to help treasury sufficiently prepare for the weekly call, each week the Applicant provided discussion notes and highlighted major speaking points for the treasury team to address during the weekly flash call. GCA attended all weekly calls and provided input where appropriate.

Finally, GCA participated in other periodic update meetings as well as attended various other meetings to cover one-off analyses and to address specific liquidity matters at that time.

**D. Fleet Issues (Project Code 300- 1,485.1 hours)**

The Applicant contributed significant time and effort to many facets of the fleet restructuring process, which included participation in the communication process of negotiating with various aircraft creditor groups. GCA managed the steady flow of communications between the Debtors and the Committee Advisors on key transaction developments during these extensive negotiations. These tasks included ensuring that the Committee Advisors were apprised of significant developments at all times pertaining to the various negotiations through verbal discussions and written materials that were sent to them. GCA co-hosted weekly fleet update calls, ad-hoc conference calls, and face-to-face meetings which included providing key aspects and analytics supporting the various transactions and producing related materials for the Committee Advisors' benefit. GCA was integral in developing supplemental analyses and presentations on various occasions. In addition, GCA provided a key communications role in terms of managing and responding to extensive fleet information requests sent by the Committee Advisors. These tasks included reviewing and logging information request items, discussing

them with the Committee Advisors where necessary and assisting the Debtors in providing effective responses to these requests. The Applicant conducted weekly calls pertaining to the status of information requests with the Committee Advisors, which included reprioritizing the importance of the various requests.

**THE REQUESTED COMPENSATION SHOULD BE ALLOWED**

12. Section 331 of the Bankruptcy Code provides for interim compensation of professionals and incorporates the substantive standards of section 330 to govern the Court's award of such compensation. 11 U.S.C. § 331.

13. The Applicant was retained under the Retention Order subject to review under section 328 of the Bankruptcy Code.

14. In the instant case, GCA respectfully submits that the services for which it seeks compensation in this Application were, at the time rendered, and believed to be necessary for and beneficial to the Debtors' reorganization efforts. Such services and expenditures were necessary to and in the best interests of the Debtors' estates. GCA further submits that the compensation requested herein is reasonable in light of the nature, extent, and value of such services to the Debtors, their estates, and all parties in interest.

15. In summary, the services rendered by GCA were necessary and beneficial to the Debtors' estates, and were consistently performed in a timely manner



commensurate with the complexity, importance, and nature of the issues involved, and approval of the compensation sought herein is warranted.

**WAIVER OF MEMORANDUM OF LAW**


16. This Motion includes citations to the applicable authorities and does not raise any novel issues of law. Accordingly, the Debtors respectfully request that the Court waive the requirement contained in Rule 9013-1(b) of the Local Bankruptcy Rules for the Southern District of New York that a separate memorandum of law be submitted.

**CONCLUSION**

WHEREFORE GCA respectfully requests that final allowance be made for (a) compensation for necessary professional services in the amount of \$5,455,000 and (b) reimbursement of actual necessary costs and expenses in the amount of \$151,160.

WHEREFORE GCA requests payment of the twenty percent (20%) of the holdback amount and any unpaid amount for the Compensation Period in the aggregate amount of \$216,000.

Dated: Atlanta, GA  
June 25, 2007

  
\_\_\_\_\_  
David Miller  
Managing Director  
GIULIANI CAPITAL ADVISORS LLC  
Five Concourse Pkwy, Suite 2750  
Atlanta, Georgia 30328  
(404) 815-3421

Sworn and subscribed before me on this  
25 day of June, 2007

  
\_\_\_\_\_  
Notary Public

**Wanda A. Getsinger  
Notary Public Gwinnett County, Georgia  
My Commission Expires November 30, 2008**

**EXHIBIT “1”**

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

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<b>In re</b>	:	<b>Chapter 11 Case No.</b>
	:	
<b>DELTA AIR LINES INC.,</b>	:	<b>05-17923 (ASH)</b>
<b><u>et al.</u></b>	:	
	:	
<b>Debtors.</b>	:	<b>(Jointly Administered)</b>
	:	
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**CERTIFICATION UNDER GUIDELINES FOR FEES AND  
DISBURSEMENTS FOR PROFESSIONALS IN RESPECT OF SECOND  
APPLICATION OF GIULIANI CAPITAL ADVISORS LLC, FOR FINAL  
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

I, David Miller, hereby certify that:

1. I am a Managing Director with the applicant firm, Giuliani Capital Advisors LLC (“GCA”), with responsibility for the chapter 11 cases of Delta Air Lines, Inc. and its affiliated debtors in these cases (collectively, the “Debtors”), in respect of compliance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (the “Local Guidelines”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “UST Guidelines”), and the Amended Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals (the “Administrative Order,” and collectively with the Local Guidelines and UST Guidelines, the “Guidelines”).

2. This certification is made in respect of GCA's application, dated November 15, 2006 (the "Application"), for final compensation and reimbursement of expenses for the period commencing September 14, 2005 through and including February 28, 2007 (the "Compensation Period") in accordance with the Guidelines.

3. In respect of Section B.1 of the Local Guidelines, I certify that I have read the Application and to the best of my knowledge, information, and belief formed after reasonable inquiry:

- a. the fees and disbursements sought fall within the Local Guidelines;
- b. the fees and disbursements sought are billed at rates in accordance with practices customarily employed by GCA and generally accepted by GCA's clients; and
- c. in providing a reimbursable service, GCA does not make a profit on that service, whether the service is performed by GCA in-house or through a third party.

4. In respect of Section B.2 of the Local Guidelines and as required by the Administrative Order, I certify that GCA has complied with the provision requiring it to provide the counsel for the statutory creditors' committee appointed in these cases and the Debtors, on a monthly basis, with a statement of GCA's fees and disbursements accrued during the previous month.

5. In respect of Section B.3 of the Local Guidelines, I certify that the Debtors, counsel for the statutory creditors' committee, and the United States Trustee for the Southern District of New York are being provided with a copy of the Application.

Dated: Atlanta, Georgia  
June 25, 2007



David Miller

Sworn and subscribed before me on this  
25<sup>th</sup> day of June, 2007



Notary Public

**Wanda A. Getsinger**  
**Notary Public Gwinnett County, Georgia**  
**My Commission Expires November 30, 2008**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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

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**FINAL ORDER PURSUANT TO SECTIONS 327(a) AND 328(a) OF  
THE BANKRUPTCY CODE AND FEDERAL RULE OF  
BANKRUPTCY PROCEDURE 2014(a) AUTHORIZING THE EMPLOYMENT  
AND RETENTION OF GIULIANI CAPITAL ADVISORS LLC AS  
RESTRUCTURING ADVISORS FOR THE DEBTORS**

Upon the application dated September 14, 2005 (the “**Application**”)<sup>1</sup> of Delta Air Lines, Inc. and those of its subsidiaries that are debtors and debtors in possession in these proceedings (collectively, the “**Debtors**”),<sup>2</sup> pursuant to sections 327(a) and 328(a) of the Bankruptcy Code and Bankruptcy Rule 2014(a) for an interim order (the “**Interim Order**”) authorizing the employment and retention of Giuliani Capital Advisors LLC (“**GCA**”) as restructuring advisors for the Debtors, pursuant to the terms of that certain engagement letter (the “**Engagement Letter**”), dated September 13, 2005, all as more fully set forth in the Application; and upon the Declaration of David S. Miller, a Managing Director of GCA, filed in support of the Application and annexed to the

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<sup>1</sup> Unless otherwise defined herein, all capitalized terms shall have the meaning ascribed to them in the Application.

<sup>2</sup> 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, Inc.; Delta Technology, LLC; Delta Ventures III, LLC; Epsilon Trading, Inc.; Kappa Capital Management, Inc.; and Song, LLC.

Application as Exhibit B (the “**Miller Declaration**”); and the Court being satisfied, based on the representations made in the Application and the Miller Declaration, that GCA is “disinterested” as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and represents no interest adverse to the Debtors’ estates with respect to the matters upon which it is to be engaged; and upon consideration of the Declaration of Edward H. Bastian Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”) in Support of First-Day Motions and Applications, dated as of the Petition Date; and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. § 1334 and the Standing Order of Referral of Cases to Bankruptcy Court Judges of the District Court for the Southern District of New York, dated July 19, 1984 (Ward, Acting C.J.); and consideration of the Application and the 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 Application and Interim Order having been provided and it appearing that no other or further notice need be provided; and the relief requested in the Application being in the best interests of the Debtors and their estates and creditors; and the Court having reviewed the Application and having held an interim hearing with appearances of parties in interest noted in the transcript thereof to consider the interim relief requested in the Application (the “**Interim Hearing**”); and the Court having determined that the legal and factual bases set forth in the Application and at the Interim Hearing established just cause for the granting of the interim relief requested in the Application and having issued the Interim Order on September 16, 2005 and entered



the same on September 22, 2005; and no objections having been received by the Court; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Application is approved, as modified by this Order; and it is further

ORDERED that the Debtors are hereby authorized to employ and retain GCA as their restructuring advisors in the Debtors' chapter 11 cases, as contemplated by the Application and on the terms provided in the Engagement Letter; *provided that*:

- (a) the agreed Monthly Advisory Fee for the calendar quarter ending June 30, 2006 was \$330,000 for April, \$306,000 for May and \$306,000 for June;
- (b) the agreed Monthly Advisory Fee during the calendar quarter ending September 30, 2006 was \$286,000 for July, \$286,000 for August and \$261,000 for September;
- (c) the agreed Monthly Advisory Fee for each month during the calendar quarter ending December 31, 2006 was \$261,000 for October, \$216,000 for November and December; and
- (d) the agreed Monthly Advisory Fee for each month during the calendar quarter ending February 28, 2007 was \$216,000 for January and \$171,000 for February.

ORDERED that GCA shall apply to the Court for allowance of compensation and reimbursement in compliance with this Order and in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, applicable Bankruptcy Rules, Local Rules and orders of the Court (including the Interim Monthly Compensation Order) and guidelines established by the Office of the United States Trustee, but subject to review under Section 328 of the Bankruptcy Code; and it is further

ORDERED that to the extent that there may be any inconsistency between the terms of the Application, the Engagement Letter or this Order, the terms of this Order shall govern.

Dated: March 12, 2007  
White Plains, New York

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

EXHIBIT A

**GIULIANI**  
CAPITAL ADVISORS

PRIVATE AND CONFIDENTIAL

Edward H. Bastian  
Chief Financial Officer  
Delta Air Lines, Inc.  
P.O. Box 27006  
Atlanta, GA 30354-1989

CLIENT NUMBER            10813-001

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Professional fees and expenses for the period September 14, 2005 through February 28, 2007 in accordance with Engagement Letter dated September 13, 2005.

<u>Professional</u>	<u>Title</u>	<u>Hours</u>
David Miller	Managing Director	978.3
Anna Phillips	Managing Director	2,305.0
Lewis Solimene	Managing Director	15.0
Elizabeth Borow	Managing Director	1.5
Juan Santambrogio	Director	2,811.1
Melissa Carnahan	Vice President	2.7
Nicole Peterson	Vice President	946.0
Raoul Nowitz	Vice President	1,491.5
James Cashman	Associate	1,063.7
Jeffrey Perea	Associate	48.8
Criss Dekreek	Associate	2,886.1
Ashton Cullum	Associate	1,598.4
Kapil Kalokhe	Analyst	1,733.7
R. Travis Raitt	Analyst	512.0
Lorraine Dillon	Client Service Associate	24.9
		<u>16,418.7</u>

EXHIBIT B

# GIULIANI

CAPITAL ADVISORS

PRIVATE AND CONFIDENTIAL

Edward H. Bastian  
Chief Financial Officer  
Delta Air Lines, Inc.  
P.O. Box 27006  
Atlanta, GA 30354-1989

CLIENT NUMBER 10813-001

<u>PCD Code</u>	<u>PCD Description</u>	<u>Hours</u>
100	GCA Retention	18.5
110	Billing and Fee Applications	143.8
120	Engagement Administration	63.8
130	Non-Working Travel Time	213.8
140	General Client Communication	45.8
150	Corp Restruct Group Support	2,890.6
160	General Court Hearing	19.7
170	Creditor Committee Meetings	283.4
180	Misc Financial Analysis	19.1
190	DIP Financing	13.0
200	Investor Relations Support	4,899.5
210	Cash Forecast and Liquidity	5,450.6
220	Current Operating Results	13.7
230	Employee Management Issues	4.7
240	Historical Financial Info	1.0
250	Business or Strategic Plan	261.2
260	Divestitures	94.5
270	Individual Asset Sales	7.7
280	Litigation Matters	8.0
300	Fleet Issues	1,485.1
310	Team Updates and Work Plan	363.0
330	Claims and Recovery Analysis	85.7
340	Dislosure Statement	11.0
350	Plan of Reorganization	21.5
		<u><u>16,418.7</u></u>

EXHIBIT C

**GIULIANI**  
CAPITAL ADVISORS

PRIVATE AND CONFIDENTIAL

Edward H. Bastian  
Chief Financial Officer  
Delta Air Lines, Inc.  
P.O. Box 27006  
Atlanta, GA 30354-1989

CLIENT NUMBER        10813-001

<u>Expense Category</u>	<u>Amount</u>
Airfare	35,969
Lodging	45,696
Meals	25,721
Ground Transportation	40,125
Miscellaneous	2,461
Courier	419
Telephone	773
Rounding	(4)
<b>Total</b>	<b>151,160</b>