

**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 June 1, 2006 through September 30, 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 requested relief being a core proceeding the Bankruptcy Court can determine

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, LLC; Kappa Capital Management, Inc.; and Song, LLC.

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 promptly pay the fees for each Professional set forth on Exhibit A in the column entitled “Fees Previously Held Back”; 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: December 18, 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	11/9/2006 3534	\$2,440,098.75	\$2,440,098.75	\$1,952,079.00	488,019.75	\$150,778.79	\$150,778.79
Alston & Bird LLP	11/8/2006 3520	\$983,914.00	\$983,914.00	\$787,131.20	\$196,782.80	\$26,406.79	\$26,406.79
Babcock & Brown LP	11/7/2006 3509	\$1,120,000.00	\$1,120,000.00	\$896,000.00	\$224,000.00	\$23,193.07	\$23,193.07
The Blackstone Group L.P.	11/9/2006 3539	\$800,000.00	\$800,000.00	\$640,000.00	\$160,000.00	\$61,040.85	\$61,040.85
Davis Polk & Wardwell	11/10/2006 3559	\$7,693,587.32	\$7,693,587.32	\$6,154,869.86	\$1,538,717.46	\$371,357.58	\$371,357.58
Debevoise & Plimpton LLP	11/10/2006 3558	\$4,545,593.01 ²	\$4,545,593.01 ¹	\$3,637,333.20	\$908,259.81 ³	\$70,186.94	\$70,186.94
Deloitte Tax LLP	11/10/2006 3554	\$224,416.50	\$224,416.50	\$179,533.20	\$44,883.30	\$783.61	\$783.61
Deloitte & Touche LLP	11/10/2006 3553	\$92,186.40	\$92,186.40	\$73,749.12	\$18,437.28	\$802.77	\$802.77

² This amount is \$1,073.50 less than the amount listed in the Monthly Fee Statements, reflecting correction of an error in the September 2006 Monthly Fee Statement.

³ This amount is slightly less than 20% of total fees for the Compensation Period to reflect the excess payment received due to the overstatement of September 2006 fees in the September 2006 Monthly Fee Statement in the amount of \$1,073.50.

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
Ernst & Young LLP	11/10/2006 3552	\$1,757,640.00 ⁴	\$1,757,640.00 ³	\$1,397,683.20	\$359,956.80 ⁵	\$27,084.00 ⁶	\$27,084.00 ⁵
Farella Braun & Martel LLP ⁷	11/10/06 3560	\$1,825,750.70	\$1,735,000.00 ⁸	\$1,460,600.56	\$274,399.44 ⁹	\$93,041.13	\$93,041.13
Foley & Lardner LLP ¹⁰	11/10/06 3549	\$61,681.00	\$61,681.00	\$49,344.80	\$12,336.20	\$645.17	\$645.17
Gibson, Dunn & Crutcher LLP	11/8/2006 3514	\$802,578.50	\$802,578.50	\$642,062.80	\$160,515.70	\$44,581.22	\$44,581.22

⁴ This amount includes \$10,536.00 in fees that were not previously requested in the Monthly Fee Statements.

⁵ This amount is slightly greater than 20% of total fees for the Compensation Period to reflect the additional \$10,536.00 in fees that were not previously requested in the Monthly Fee Statements.

⁶ This amount includes \$2,172.00 in expenses that were not previously requested in the Monthly Fee Statements.

⁷ With respect to Farella Braun & Martell LLP, this order covers fees and expenses requested in its previous fee applications, including compensation periods from October 27, 2005 through September 30, 2006.

⁸ Farella Braun & Martel LLP has agreed to a reduction in its requested fees such that its allowed fees will be \$1,735,000.00.

⁹ Because of the recent settlement reached with Farella Braun & Martel LLP regarding fees, Delta is still in the process of reconciling small accounting discrepancies regarding amounts previously held back. Once these discrepancies are reconciled, Delta will pay to Farella Braun & Martel LLP the amount that they agree has been held back from previous Monthly Fee Statements.

¹⁰ With respect to Foley & Lardner LLP, this order covers fees and expenses requested in its previous fee applications, including compensation periods from October 27, 2005 through September 30, 2006.

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
Giuliani Capital Advisors LLC	11/14/2006 3571	\$1,139,000.00	\$1,139,000.00	\$911,200.00	\$227,800.00	\$22,145.00	\$22,145.00
Greenhill & Co., LLC	11/10/2006 3557	\$400,000.00	\$400,000.00	\$320,000.00	\$80,000.00	\$7,977.00 ¹¹	\$7,977.00 ¹⁰
Hogan & Hartson L.L.P.	11/7/2006 3508	\$159,001.59 ¹²	\$159,001.59 ¹¹	\$127,437.07	\$31,564.52 ¹³	\$3,487.88	\$3,487.88
Houlihan Lokey Howard & Zukin Capital, Inc.	11/10/2006 3551	\$800,000.00	\$800,000.00	\$640,000.00	\$160,000.00	\$53,207.79	\$53,207.79
Lytle Soulé & Curlee	11/20/2006 3604	\$2,006.00	\$2,006.00	\$1,604.80 ¹⁴	\$401.20 ¹³	\$37.24	\$37.24

¹¹ This amount is \$210.00 less than the amount listed in the Monthly Fee Statements, reflecting correction of an error in the Monthly Fee Statements.

¹² This amount is \$294.75 less than the amount listed in the Monthly Fee Statements, reflecting correction of an error in the Monthly Fee Statements.

¹³ This amount is slightly less than 20% of total fees for the compensation period to reflect the excess payment received due to the overstatement of fees in the Monthly Fee Statements in the amount of \$294.75.

¹⁴ Lytle Soulé & Curlee did not submit Monthly Fee Statements, previously requesting payment of fees and expenses, for the Compensation Period.

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
Mesirow Financial Consulting, LLC	11/9/2006 3535	\$1,000,000.00	\$1,000,000.00	\$800,000.00	\$200,000.00	\$127,259.27	\$127,259.27
Navigant Consulting, Inc.	11/9/2006 3536	\$155,691.25	\$155,691.25	\$124,553.00	\$31,138.25	\$1,683.93	\$1,683.93
Barbara Niehus and Mitchell Serota	11/10/2006 3561	\$27,046.25	\$27,046.25	\$21,637.00	\$5,409.25	\$715.73	\$715.73
Paul, Hastings, Janofsky & Walker LLP	11/9/2006 3533	\$1,027,655.37	\$1,027,655.37	\$822,124.30	\$205,531.07	\$88,144.84	\$88,144.84
Stinson Morrison Hecker, LLP	11/10/2006 3547	\$422,858.75	\$422,858.75	\$338,287.00	\$84,571.75	\$40,575.55	\$40,575.55
Stroock & Stroock & Lavan LLP	11/8/2006 3517	\$193,119.00	\$193,119.00	\$154,495.20	\$38,623.80	\$8,779.70	\$8,779.70
Townsend and Townsend and Crew LLP ¹⁵	7/13/2006 2862	\$54,420.50	\$54,420.50	\$43,536.40	\$10,884.10	\$3,143.96	\$3,143.96

¹⁵ With respect to Townsend and Townsend and Crew LLP, this order covers fees and expenses requested in its previous fee applications, including compensation periods from October 27, 2005 through May 31, 2006.

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	11/8/2006 3519, cover page 3546	\$52,747.50	\$52,747.50	\$42,198.00	\$10,549.50	\$1,658.56	\$1,658.56