

**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)**
Reorganized Debtors. :
:
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**ORDER GRANTING CERTAIN APPLICATIONS FOR ALLOWANCE OF
FINAL COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Upon consideration of certain applications (the “**Applications**”) for (a) allowance of compensation for professional services and reimbursement of actual and necessary expenses incurred for the period from February 1, 2007 through March 31, 2007 (the “**Fifth Compensation Period**”) and (b) allowance of final compensation for professional services and reimbursement of actual and necessary expenses incurred for the period from September 14, 2005 through March 31, 2007 (the “**Total Compensation Period,**” and together with the Fifth Compensation Period, the “**Compensation Periods**”) filed by the professionals listed on Exhibit A and Exhibit B 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 were debtors and debtors in possession in these proceedings (collectively, the “**Reorganized Debtors**”) ¹; and the Court having jurisdiction to consider the

¹ The Reorganized Debtors are the following entities: ASA Holdings, Inc.; Comair Holdings, LLC; Comair, Inc.; Comair Services, Inc.; Crown Rooms, Inc.; DAL Global Services, LLC; DAL (...continued)

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 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 and Exhibit B annexed hereto are granted on a final basis to the extent set forth on Exhibit A and Exhibit B; and it is further

ORDERED that compensation for professional services rendered by the Professionals during the Compensation Periods is hereby allowed on a final basis in the amounts set forth on Exhibit A in the column entitled “Fees Allowed for Fifth Compensation Period” and Exhibit B in the column entitled “Fees Allowed for Total Compensation Period”; and it is further

ORDERED that reimbursement for expenses incurred by the Professionals during the Compensation Periods is hereby allowed on a final basis in the amounts set forth on Exhibit A in the column entitled “Expenses Allowed and Payable by Reorganized Debtors for Fifth Compensation Period” and Exhibit B in

(continued...)
Moscow, Inc.; Delta AirElite Business Jets, Inc.; Delta Air Lines, Inc.; Delta Benefits Management, Inc.; Delta Connection Academy, Inc.; Delta Loyalty Management Services, LLC; Delta Technology, LLC; Epsilon Trading, LLC; and Kappa Capital Management, LLC.

the column entitled “Expenses Allowed and Payable by Reorganized Debtors for Total Compensation Period”; and it is further

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

ORDERED that the Reorganized 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 by Reorganized Debtors”; and it is further

ORDERED that the approval of the Applications shall be without prejudice to the final fee applications filed by other retained professionals in the Reorganized Debtors’ chapter 11 cases, which applications will be the subject of one or more additional orders.

Dated: October 2, 2007
White Plains, New York

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

No objection by the U.S. Trustee:

/s/ Alicia M. Leonhard
Alicia M. Leonhard
U.S. Trustee’s Office

EXHIBIT A

Applicant	Date and Docket Number	Fees Requested for Fifth Compensation Period	Fees Allowed for Fifth Compensation Period	Fees Previously Payable by Reorganized Debtors	Fees Previously Held Back by Reorganized Debtors	Expenses Requested for Fifth Compensation Period	Expenses Allowed and Payable by Reorganized Debtors for Fifth Compensation Period
Akin Gump Strauss Hauer & Feld LLP	6/25/2007 6326	\$1,667,381.00	\$1,667,381.00	\$1,333,904.80	\$333,476.20	\$100,123.10	\$100,123.10
Alston & Bird LLP ²	6/25/2007 6314	\$103,352.00	\$103,352.00	\$82,681.60	\$20,670.40	\$2,648.14	\$2,648.14
Babcock & Brown LP ³	6/25/2007 6315	\$450,000.00	\$450,000.00	\$360,000.00	\$90,000.00	\$23,963.76	\$23,963.76
The Blackstone Group L.P.	6/25/2007 6325	\$400,000.00	\$400,000.00	\$320,000.00	\$80,000.00	\$37,757.31	\$37,757.31

² The amounts listed for Alston & Bird LLP for the Fifth Compensation Period do not include the fees and expenses for the period from April 1, 2007 through April 30, 2007, which Alston & Bird LLP inadvertently requested in its fee application. The amounts requested in Alston & Bird LLP's fee application are \$154,848.00 in fees and \$4,672.48 in expenses for the Fifth Compensation Period (which such amounts include \$51,496.00 in fees and \$2,024.34 in expenses for the period from April 1, 2007 through April 30, 2007).

³ The amounts listed for Babcock & Brown LP for the Fifth Compensation Period do not include the fees and expenses for the period from April 1, 2007 through April 25, 2007, which Babcock & Brown LP inadvertently requested in its fee application. The amounts requested in Babcock & Brown LP's fee application are \$675,000.00 in fees and \$25,045.41 in expenses for the Fifth Compensation Period (which such amounts include \$225,000.00 in fees and \$1,081.65 in expenses for the period from April 1, 2007 through April 25, 2007).

Applicant	Date and Docket Number	Fees Requested for Fifth Compensation Period	Fees Allowed for Fifth Compensation Period	Fees Previously Payable by Reorganized Debtors	Fees Previously Held Back by Reorganized Debtors	Expenses Requested for Fifth Compensation Period	Expenses Allowed and Payable by Reorganized Debtors for Fifth Compensation Period
Davis Polk & Wardwell	6/25/2007 6338	\$3,968,208.50	\$3,968,208.50	\$3,174,566.80	\$793,641.70	\$133,920.72	\$133,920.72
Debevoise & Plimpton LLP	6/25/2007 6321	\$4,411,884.67	\$4,411,884.67	\$3,529,507.73	\$882,376.94	\$69,569.65	\$69,569.65
Deloitte Tax LLP ⁴	6/25/2007 6344	\$948,589.75	\$948,589.75	\$758,871.80	\$189,717.95	\$1,130.97	\$1,130.97
Deloitte & Touche LLP ⁵	6/25/2007 6343	\$30,778.50	\$30,778.50	\$24,622.80	\$6,155.70	\$34.64	\$34.64
Ernst & Young LLP	6/21/2007 6301	\$954,546.00	\$954,546.00	\$763,636.80	\$190,909.20	\$21,171.00	\$21,171.00
Foley & Lardner LLP	6/25/2007 6329	\$4,649.50	\$4,649.50	\$3,719.60	\$929.90	\$75.33	\$75.33

⁴ The amounts listed for Deloitte Tax LLP for the Fifth Compensation Period do not include the fees and expenses for the period from April 1, 2007 through April 30, 2007, which Deloitte Tax LLP inadvertently requested in its fee application. The amounts requested in Deloitte Tax LLP's fee application are \$995,500.75 in fees and \$1,141.53 in expenses for the Fifth Compensation Period (which such amounts include \$46,911.00 in fees and \$10.56 in expenses for the period from April 1, 2007 through April 30, 2007). Accordingly, the amounts listed herein cover the period from October 2006 through March 2007.

⁵ The amounts listed for Deloitte & Touche LLP for the Fifth Compensation Period do not include the fees and expenses for the period from April 1, 2007 through April 30, 2007, which Deloitte & Touche LLP inadvertently requested in its fee application. The amounts requested in Deloitte & Touche LLP's fee application are \$36,188.70 in fees and \$48.50 in expenses for the Fifth Compensation Period (which such amounts include \$5,410.20 in fees and \$13.86 in expenses for the period from April 1, 2007 through April 30, 2007).

Applicant	Date and Docket Number	Fees Requested for Fifth Compensation Period	Fees Allowed for Fifth Compensation Period	Fees Previously Payable by Reorganized Debtors	Fees Previously Held Back by Reorganized Debtors	Expenses Requested for Fifth Compensation Period	Expenses Allowed and Payable by Reorganized Debtors for Fifth Compensation Period
Gibson, Dunn & Crutcher LLP	6/25/2007 6330	\$81,751.50	\$81,751.50	\$65,401.20	\$16,350.30	\$461.56	\$461.56
Greenhill & Co., LLC ⁶	6/25/2007 6341	\$400,000.00	\$400,000.00	\$320,000.00	\$80,000.00	\$18,666.00	\$18,666.00
Hogan & Hartson L.L.P.	6/25/2007 6348	\$164,971.35	\$164,971.35	\$131,977.08	\$32,994.27	\$2,068.14	\$2,068.14
Houlihan Lokey Howard & Zukin Capital, Inc.	6/25/2007 6331	\$400,000.00	\$400,000.00	\$320,000.00	\$80,000.00	\$25,474.25	\$25,474.25
Huron Consulting Services LLC	6/25/2007 6342	\$902,500.00 ⁷	\$902,500.00 ⁷	\$722,000.00	\$180,500.00	\$115,350.90	\$114,985.90 ⁸

⁶ Greenhill & Co., LLC has requested reimbursement of expenses for the Fifth Compensation Period for the period from February 1, 2007 through April 14, 2007.

⁷ Huron Consulting Services LLC inadvertently requested fees in the amount of \$902,000.00 for the Fifth Compensation Period in its fee application. The correct amount in fees requested and allowed for the Fifth Compensation Period is \$902,500.00.

⁸ This amount reflects a reduction of \$365.00 in expenses for the Fifth Compensation Period.

Applicant	Date and Docket Number	Fees Requested for Fifth Compensation Period	Fees Allowed for Fifth Compensation Period	Fees Previously Payable by Reorganized Debtors	Fees Previously Held Back by Reorganized Debtors	Expenses Requested for Fifth Compensation Period	Expenses Allowed and Payable by Reorganized Debtors for Fifth Compensation Period
Mesirow Financial Consulting, LLC	6/25/2007 6328	\$500,000.00	\$500,000.00	\$400,000.00	\$100,000.00	\$32,490.76	\$32,490.76
Milliman, Inc.	6/25/2007 6313	\$4,761.25	\$4,761.25	\$3,809.00	\$952.25	\$201.80	\$201.80
Barbara Niehus and Mitchell Serota ⁹	6/25/2007 6349	\$866.25	\$866.25	\$693.00	\$173.25	\$0	\$0
Paul, Hastings, Janofsky & Walker LLP	6/12/2007 6271	\$194,441.70	\$194,441.70	\$155,553.36	\$38,888.34	\$9,389.99	\$9,389.99
SSI (U.S.) Inc., d/b/a Spencer Stuart	6/25/2007 6327	\$750,000.00	\$750,000.00	\$750,000.00	N/A	\$65,915.00	\$65,915.00

⁹ The amounts listed for Barbara Niehus and Mitchell Serota for the Fifth Compensation Period do not include the fees for the period from April 1, 2007 through May 31, 2007, which Barbara Niehus and Mitchell Serota inadvertently requested in its fee application. The amount requested in Barbara Niehus and Mitchell Serota's fee application is \$1,251.25 in fees for the Fifth Compensation Period (which such amount includes \$385.00 in fees for the period from April 1, 2007 through May 31, 2007).

Applicant	Date and Docket Number	Fees Requested for Fifth Compensation Period	Fees Allowed for Fifth Compensation Period	Fees Previously Payable by Reorganized Debtors	Fees Previously Held Back by Reorganized Debtors	Expenses Requested for Fifth Compensation Period	Expenses Allowed and Payable by Reorganized Debtors for Fifth Compensation Period
Stinson Morrison Hecker LLP	6/25/2007 6312	\$216,388.50	\$216,388.50	\$173,110.80	\$43,277.70	\$11,404.77	\$11,404.77
Stroock & Stroock & Lavan LLP	6/25/2007 6317	\$354,039.00	\$354,039.00	\$283,231.20	\$70,807.80	\$11,919.80	\$11,919.80
Wilson, Elser, Moskowitz, Edelman & Dicker LLP	6/25/2007 6311	\$14,012.50	\$14,012.50	\$11,210.00	\$2,802.50	\$174.33	\$174.33

EXHIBIT B

Applicant	Date and Docket Number	Fees Requested for Total Compensation Period	Fees Allowed for Total Compensation Period	Expenses Requested for Total Compensation Period	Expenses Allowed and Payable by Reorganized Debtors for Total Compensation Period
Akin Gump Strauss Hauer & Feld LLP	6/25/2007 6326	\$17,280,884.75	\$17,280,884.75	\$867,136.44	\$837,545.44 ¹⁰
Alston & Bird LLP ¹¹	6/25/2007 6314	\$2,257,517.47	\$2,257,517.47	\$50,479.24	\$50,479.24
Babcock & Brown LP ¹²	6/25/2007 6315	\$8,775,000.00 ¹³	\$8,775,000.00 ¹³	\$232,326.51	\$232,326.51

¹⁰ This amount reflects a reduction of \$29,591.00 in expenses for the Total Compensation Period in connection with resolving the objection of the United States Trustee of the Southern District of New York (the “**U.S. Trustee**”).

¹¹ The amounts listed for Alston & Bird LLP for the Total Compensation Period do not include the fees and expenses for the period from April 1, 2007 through April 30, 2007, which Alston & Bird LLP inadvertently requested in its fee application. The amounts requested in Alston & Bird LLP’s fee application are \$2,309,013.47 in fees and \$52,503.58 in expenses for the Total Compensation Period (which such amounts include \$51,496.00 in fees and \$2,024.34 in expenses for the period from April 1, 2007 through April 30, 2007).

¹² The amounts listed for Babcock & Brown LP for the Total Compensation Period do not include the fees and expenses for the period from April 1, 2007 through April 25, 2007, which Babcock & Brown LP inadvertently requested in its fee application. The amounts requested in Babcock & Brown LP’s fee application are \$9,000,000.00 in fees and \$233,408.16 in expenses for the Total Compensation Period (which such amounts include \$225,000.00 in fees and \$1,081.65 in expenses for the period from April 1, 2007 through April 25, 2007).

¹³ This amount includes a success fee of \$2,522,500.00, which is also approved hereby.

Applicant	Date and Docket Number	Fees Requested for Total Compensation Period	Fees Allowed for Total Compensation Period	Expenses Requested for Total Compensation Period	Expenses Allowed and Payable by Reorganized Debtors for Total Compensation Period
The Blackstone Group L.P.	6/25/2007 6325	\$14,213,333.33 ¹⁴	\$14,213,333.33 ¹⁴	\$312,268.33 ¹⁵	\$301,723.09 ¹⁵
Davis Polk & Wardwell	6/25/2007 6338	\$38,774,835.31	\$38,536,882.04 ¹⁶	\$1,778,586.44	\$1,661,420.09 ¹⁷
Debevoise & Plimpton LLP	6/25/2007 6321	\$30,212,031.32	\$30,212,031.32	\$560,380.53	\$486,947.37 ¹⁸

¹⁴ This amount includes a restructuring fee of \$10,500,000.00, which is also approved hereby.

¹⁵ This amount does not reflect an expense deposit of \$25,292.87. This amount reflects a reduction of \$10,545.24 in expenses for the Total Compensation Period in connection with resolving the objection of the U.S. Trustee.

¹⁶ This amount reflects a reduction of \$237,953.27 in fees for the Total Compensation Period in connection with resolving the objection of the U.S. Trustee.

¹⁷ This amount reflects a reduction of \$117,166.35 in expenses for the Total Compensation Period in connection with resolving the objection of the U.S. Trustee.

¹⁸ This amount reflects a reduction of \$73,433.16 in expenses for the Total Compensation Period in connection with resolving the objection of the U.S. Trustee.

Applicant	Date and Docket Number	Fees Requested for Total Compensation Period	Fees Allowed for Total Compensation Period	Expenses Requested for Total Compensation Period	Expenses Allowed and Payable by Reorganized Debtors for Total Compensation Period
Deloitte Tax LLP ¹⁹	6/25/2007 6344	\$1,563,904.75	\$1,563,904.75	\$3,875.96	\$3,875.96
Deloitte & Touche LLP ²⁰	6/25/2007 6343	\$3,166,950.03 ²¹	\$3,166,950.03 ²¹	\$23,787.22	\$23,787.22
Ernst & Young LLP	6/21/2007 6301	\$4,545,201.00	\$4,545,201.00	\$99,903.00	\$99,903.00
Foley & Lardner LLP	6/25/2007 6329	\$70,469.50	\$70,469.50	\$837.11	\$837.11
Gibson, Dunn & Crutcher LLP	6/25/2007 6330	\$3,340,882.50	\$3,340,882.50	\$148,558.39	\$148,558.39

¹⁹ The amounts listed for Deloitte Tax LLP for the Total Compensation Period do not include the fees and expenses for the period from April 1, 2007 through April 30, 2007, which Deloitte Tax LLP inadvertently requested in its fee application. The amounts requested in Deloitte Tax LLP's fee application are \$1,610,815.75 in fees and \$3,886.52 in expenses for the Total Compensation Period (which such amounts include \$46,911.00 in fees and \$10.56 in expenses for the period from April 1, 2007 through April 30, 2007). Accordingly, the amounts listed herein cover the period from October 2006 through March 2007.

²⁰ The amounts listed for Deloitte & Touche LLP for the Total Compensation Period do not include the fees and expenses for the period from April 1, 2007 through April 30, 2007, which Deloitte & Touche LLP inadvertently requested in its fee application. The amounts requested in Deloitte & Touche LLP's fee application are \$3,172,360.23 in fees and \$23,801.08 in expenses for the Total Compensation Period (which such amounts include \$5,410.20 in fees and \$13.86 in expenses for the period from April 1, 2007 through April 30, 2007).

²¹ This amount reflects a voluntary reduction in fees in the amount of \$195,555.30, which such reduction was referred to in the Order Granting Applications for Allowance of Interim Compensation and Reimbursement of Expenses, dated June 5, 2006. Deloitte & Touche LLP has determined not to seek the payment of such \$195,555.30 in fees.

Applicant	Date and Docket Number	Fees Requested for Total Compensation Period	Fees Allowed for Total Compensation Period	Expenses Requested for Total Compensation Period	Expenses Allowed and Payable by Reorganized Debtors for Total Compensation Period
Greenhill & Co., LLC ²²	6/25/2007 6341	\$3,200,000.00	\$3,170,000.00 ²³	\$57,805.00	\$57,805.00
Hogan & Hartson L.L.P.	6/25/2007 6348	\$871,788.33	\$871,788.33	\$21,405.72	\$21,405.72
Houlihan Lokey Howard & Zukin Capital, Inc.	6/25/2007 6331	\$8,613,333.33 ²⁴	\$8,613,333.33	\$301,620.77	\$301,620.77
Huron Consulting Services LLC	6/25/2007 6342	\$1,417,500.00 ²⁵	\$1,417,500.00 ²⁵	\$154,066.75	\$153,701.75 ²⁶
Mesirow Financial Consulting, LLC	6/25/2007 6328	\$5,175,000.00	\$5,175,000.00	\$642,073.24	\$632,980.94 ²⁷

²² Greenhill & Co., LLC has requested final reimbursement of expenses for the period from September 14, 2005 through April 14, 2007.

²³ This amount reflects a reduction of \$30,000.00 in fees for the Total Compensation Period in connection with resolving the objection of the U.S. Trustee.

²⁴ This amount includes a transaction fee of \$5,000,000.00, which is also approved hereby.

²⁵ Huron Consulting Services LLC inadvertently requested fees in the amount of \$1,417,000.00 for the Total Compensation Period in its fee application. The correct amount in fees requested and allowed for the Total Compensation Period is \$1,417,500.00.

²⁶ This amount reflects a reduction of \$365.00 in expenses for the Total Compensation Period in connection with resolving the objection of the U.S. Trustee.

²⁷ This amount reflects a reduction of \$9,092.30 in expenses for the Total Compensation Period in connection with resolving the objection of the U.S. Trustee.

Applicant	Date and Docket Number	Fees Requested for Total Compensation Period	Fees Allowed for Total Compensation Period	Expenses Requested for Total Compensation Period	Expenses Allowed and Payable by Reorganized Debtors for Total Compensation Period
Milliman, Inc.	6/25/2007 6313	\$67,043.75	\$67,043.75	\$2,301.89	\$2,301.89
Navigant Consulting, Inc. ²⁸	6/25/2007 6340	\$160,891.25	\$160,891.25	\$1,683.93	\$1,683.93
Barbara Niehus and Mitchell Serota ²⁹	6/25/2007 6349	\$88,165.00	\$88,165.00	\$1,696.10	\$1,696.10
Paul, Hastings, Janofsky & Walker LLP	6/12/2007 6271	\$6,734,732.82	\$6,734,732.82	\$456,621.78	\$456,621.78
SSI (U.S.) Inc., d/b/a Spencer Stuart	6/25/2007 6327	\$750,000.00	\$750,000.00	\$65,915.00	\$65,915.00
Stinson Morrison Hecker LLP	6/25/2007 6312	\$1,352,642.00	\$1,352,642.00	\$93,753.05	\$93,753.05
Stroock & Stroock & Lavan LLP	6/25/2007 6317	\$1,310,294.50	\$1,310,294.50	\$56,728.81	\$56,728.81
Townsend Townsend and Crew LLP	6/25/2007 6350	\$54,420.50	\$54,420.50	\$3,143.96	\$3,143.96

²⁸ The final fee application of Navigant Consulting, Inc. covers the period from May 12, 2006 through October 31, 2006.

²⁹ The amounts listed for Barbara Niehus and Mitchell Serota for the Total Compensation Period do not include the fees for the period from April 1, 2007 through May 31, 2007, which Barbara Niehus and Mitchell Serota inadvertently requested in its fee application. The amount requested in Barbara Niehus and Mitchell Serota's fee application is \$88,550.00 in fees for the Total Compensation Period (which such amount includes \$385.00 in fees for the period from April 1, 2007 through May 31, 2007).

Applicant	Date and Docket Number	Fees Requested for Total Compensation Period	Fees Allowed for Total Compensation Period	Expenses Requested for Total Compensation Period	Expenses Allowed and Payable by Reorganized Debtors for Total Compensation Period
Wilson, Elser, Moskowitz, Edelman & Dicker LLP	6/25/2007 6311	\$135,120.00	\$135,120.00	\$7,316.51	\$7,316.51
Official Committee of Unsecured Creditors	6/25/07 6332	N/A	N/A	\$94,589.35	\$94,589.35