

John J. Gallagher (WDC Bar No. 191502)
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**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 (pcb)**
: **Jointly Administered**
Debtors. :
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FINAL FEE APPLICATION COVER SHEET
FOR PAUL, HASTINGS, JANOFSKY & WALKER LLP,
SPECIAL COUNSEL FOR THE DEBTORS¹

Name of Applicant: Paul, Hastings, Janofsky & Walker LLP

Date of Retention: Retention Order dated October 17, 2005; effective as of the
Petition Date

Period for which compensation
and reimbursement are sought: 9-14-05 through 3-31-07

Amount of Compensation sought as
actual, reasonable, and necessary: \$6,734,732.82

Amount of Expense Reimbursement sought
as actual, reasonable, and necessary: \$456,621.78

This is an: ___ interim X final application.

¹ The Debtors are the following entities: ASA Holdings, Inc.; Atlantic Southeast Airlines, 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 Connection, Inc.; Delta Corporate Identity, Inc.; Delta Loyalty Management Services, Inc.; Delta Technology, LLC; Delta Ventures III, LLC; Epsilon Trading, Inc.; Kappa Capital Management, Inc.; Song, LLC; and Transquest Holding, Inc.

SERVICES RENDERED BY PAUL, HASTINGS, JANOFSKY & WALKER LLP
COMMENCING SEPTEMBER 14, 2005 THROUGH MARCH 31, 2007

<u>NAME, DEPARTMENT</u>	<u>YEAR OF ADMISSION</u>	<u>RATE¹</u>	<u>HOURS</u>	<u>AMOUNT</u>
<u>PARTNERS</u>				
John J. Gallagher, Employment Department	1972	\$615	855.40	\$526,071.00
John J. Gallagher, Employment Department	1972	\$665	668.70	\$444,685.50
John J. Gallagher, Employment Department	1972	\$690	663.20	\$457,608.00
John J. Gallagher, Employment Department	1972	\$730	0.50	\$365.00
Jesse H. Austin, Corporate Department	1980	\$660	2.80	\$1,848.00
Kenneth Krug, Real Estate Department	1982	\$660	12.08	\$7,972.80
Patrick A. Ramsey, Real Estate Department	1976	\$635	1.36	\$863.60
Patrick A. Ramsey, Real Estate Department	1976	\$685	0.06	\$41.10
Jon A. Geier, Employment Department	1985	\$565	316.40	\$178,766.00
Jon A. Geier, Employment Department	1985	\$595	287.70	\$171,181.50
Scott M. Flicker, Litigation Department	1988	\$545	1.30	\$708.50
Scott M. Flicker, Litigation Department	1988	\$570	.30	\$171.00
Kenneth M. Willner, Employment Department	1987	\$535	98.40	\$52,644.00
Kenneth M. Willner, Employment Department	1987	\$590	1.50	\$885.00
Franklin H. Layson, Corporate Department	1991	\$575	5.10	\$2,932.50
Charles F. Hollis III, Corporate Department	1995	\$425	3.60	\$1,530.00
Charles F. Hollis III, Corporate Department	1995	\$500	3.80	\$1,900.00
Robert F. Walker, Employment Department	1967	\$600	97.00	\$58,200.00
Neal D. Mollen, Employment Department	1986	\$530	456.40	\$241,892.00
Neal D. Mollen, Employment Department	1986	\$550	390.10	\$214,555.00
Neal D. Mollen, Employment	1986	\$585	75.30	\$44,050.50

¹ The Firm's hourly rates were increased during the Compensation Period. The respective rates charged for each timekeeper are shown here.

<u>NAME, DEPARTMENT</u>	<u>YEAR OF ADMISSION</u>	<u>RATE¹</u>	<u>HOURS</u>	<u>AMOUNT</u>
Department				
Neal D. Mollen, Employment Department	1986	\$635	0.60	\$381.00
Deborah A. Marlowe, Employment Department	1983	\$465	6.50	\$3,022.50
Deborah A. Marlowe, Employment Department	1983	\$500	24.50	\$12,250.00
Deborah A. Marlowe, Employment Department	1983	\$550	.70	\$385.00
David Livdahl, Corporate Department	1977	\$630	.30	\$189.00
Daryl R. Buffenstein, Employment Department	1977	\$535	8.40	\$4,494.00
Mark S. Lange, Tax/Probate Department	1982	\$530	1.50	\$795.00
Mark S. Lange, Tax/Probate Department	1982	\$585	24.00	\$14,040.00
Mark S. Lange, Tax/Probate Department	1982	\$610	5.50	\$3,355.00
R. Matthew Martin, Litigation Department	1981	\$532	5.50	\$2,926.00
R. Matthew Martin, Litigation Department	1981	\$580	2.50	\$1,450.00
R. Matthew Martin, Litigation Department	1981	\$605	17.20	\$10,406.00
Robert S. Span, Litigation Department	1971	\$595	1,110.00	\$660,450.00
Robert S. Span, Litigation Department	1971	\$625	447.60	\$279,750.00
Robert S. Span, Litigation Department	1971	\$695	124.24	\$86,346.80
Scott M. Hobby, Corporate Department	1973	\$580	67.30	\$39,034.00
Scott M. Hobby, Corporate Department	1973	\$610	498.80	\$304,268.00
Wayne N. Bradley, Corporate Department	1991	\$475	14.00	\$6,650.00
Wayne N. Bradley, Corporate Department	1991	\$505	34.40	\$17,372.00
Wayne N. Bradley, Corporate Department	1991	\$540	23.80	\$12,852.00
Wayne N. Bradley, Corporate Department	1991	\$575	2.50	\$1,437.50
Kyle D. Sherman, Employment Department	1991	\$485	3.30	\$1,600.50
	TOTAL PARTNERS		6,364.14	\$3,872,325.30
<u>COUNSEL</u>				
Margaret H. Spurlin, Employment Department	1979	\$490	559.30	\$274,057.00
Margaret H. Spurlin, Employment Department	1979	\$520	77.00	\$40,040.00

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Department				
Margaret H. Spurlin, Employment Department	1979	\$550	54.70	\$30,085.00
Karen B. Koenig, Employment Department,	1993	\$400	1.00	\$400.00
Karen B. Koenig, Employment Department,	1993	\$420	2.20	\$924.00
Karen B. Koenig, Employment Department,	1993	\$500	.10	\$50.00
Owen "Bo" Cooper, Employment Department	1988	\$420	49.45	\$20,769.00
Owen "Bo" Cooper, Employment Department	1988	\$550	.30	\$165.00
Timothy R. Dodson, Corporate Department	1984	\$415	.50	\$207.50
Timothy R. Dodson, Corporate Department	1984	\$445	185.60	\$82,592.00
Timothy R. Dodson, Corporate Department	1984	\$475	213.80	\$101,555.00
Katherine A. Traxler, Corporate Department	1990	\$550	13.30	\$7,315.00
Katherine A. Traxler, Corporate Department	1990	\$580	11.00	\$6,380.00
Katherine A. Traxler, Corporate Department	1990	\$610	16.10	\$9,821.00
Katherine A. Traxler, Corporate Department	1990	\$655	3.20	\$2,096.00
Kelly J. Koelker, Employment Department	1986	\$395	12.20	\$4,819.00
	TOTAL COUNSEL		1,199.75	\$581,275.50
<u>ASSOCIATES</u>				
Brian P. Moran, Litigation Department	1990	\$610	.50	\$305.00
Joshua G. Hamilton, Litigation Department	1998	\$510	1.40	\$714.00
Joshua G. Hamilton, Litigation Department	1998	\$550	3.08	\$1,694.00
Jacob T. Risner, Litigation Department	2003	\$455	13.14	\$5,978.70
Hannah Breshin, Employment Department	2001	\$420	6.40	\$2,688.00
Brendan M. Branon, Employment Department	2003	\$295	1,195.00	\$352,525.00
Brendan M. Branon, Employment Department	2003	\$350	337.00	\$117,950.00
Brendan M. Branon, Employment Department	2003	\$375	652.20	\$244,575.00
Brendan M. Branon, Employment Department	2003	\$445	.60	\$267.00
Carson H. Sullivan, Employment	2000	\$365	62.50	\$22,812.50

<u>NAME, DEPARTMENT</u>	<u>YEAR OF ADMISSION</u>	<u>RATE¹</u>	<u>HOURS</u>	<u>AMOUNT</u>
Department				
Carson H. Sullivan, Employment Department	2000	\$415	4.20	\$1,743.00
Gillian Garrett, Litigation Department	2002	\$430	3.08	\$1,324.40
Courtney R. Mueller, Employment Department	2003	\$350	114.30	\$40,005.00
Courtney R. Mueller, Employment Department	2003	\$375	6.50	\$2,437.50
Paul D. Knothe, Employment Department	2003	\$295	741.70	\$218,801.50
Paul D. Knothe, Employment Department	2003	\$350	354.30	\$124,005.00
Paul D. Knothe, Employment Department	2003	\$375	513.90	\$192,712.50
Julie Engels, Real Estate Department	2004	\$350	4.20	\$1,470.00
Daniel Brown, Employment Department	1997	\$350	6.80	\$2,380.00
Erik L. Belenky, Corporate Department	1997	\$350	7.40	\$2,590.00
Erik L. Belenky, Corporate Department	1997	\$405	.90	\$364.50
Erik L. Belenky, Corporate Department	1997	\$425	78.10	\$33,192.50
Erik L. Belenky, Corporate Department	1997	\$450	4.20	\$1,890.00
Daniel Prince, Litigation Department	2004	\$350	.56	\$196.00
Melinda A. Gordon, Employment Department	2006	\$315	5.00	\$1,575.00
Emily C. Crosby, Tax Department	2002	\$310	.80	\$248.00
Emily C. Crosby, Tax Department	2002	\$330	2.00	\$660.00
Emily C. Crosby, Tax Department	2002	\$360	26.80	\$9,648.00
Dara H. Freling, Employment Department	2005	\$285	78.00	\$22,230.00
Dara H. Freling, Employment Department	2005	\$310	7.50	\$2,325.00
Jared M. Brandman, Corporate Department	2001	\$330	81.70	\$26,961.00
Jared M. Brandman, Corporate Department	2001	\$350	29.60	\$10,360.00
Toronda M. Silas, Corporate Department	2005	\$230	2.80	\$644.00
Lily (Lingli) Zhang, Corporate Department		\$200	.80	\$160.00
Eunice G. Kim, Employment Department	2005	\$130	3.80	\$494.00
Eunice G. Kim, Employment Department	2005	\$165	11.10	\$1,831.50
Browning N. Afield, Corporate Department	2002	\$265	15.50	\$4,107.50
Browning N. Afield, Corporate	2002	\$330	34.00	\$11,220.00

<u>NAME, DEPARTMENT</u>	<u>YEAR OF ADMISSION</u>	<u>RATE¹</u>	<u>HOURS</u>	<u>AMOUNT</u>
Department				
Danielle D. Colon, Litigation Department	2005	\$310	1.26	\$390.60
Tong Zou, Corporate Department	2003	\$280	8.80	\$2,464.00
Tong Zou, Corporate Department	2003	\$300	4.50	\$1,350.00
Tong Zou, Corporate Department	2003	\$335	1.50	\$502.50
Daniel P. Hart, Employment Department	2004	\$210	3.10	\$651.00
Daniel P. Hart, Employment Department	2004	\$265	4.20	\$1,113.00
Daniel P. Hart, Employment Department	2004	\$300	4.30	\$1,290.00
Rachel A. Miles, Corporate Department	2006	\$250	35.50	\$8,875.00
Jeremy S. Corcoran, Corporate Department	2006	\$250	1.10	\$275.00
Anne T. Nees, Corporate Department	2005	\$220	25.00	\$5,500.00
Anne T. Nees, Corporate Department	2005	\$230	32.70	\$7,521.00
Anne T. Nees, Corporate Department	2005	\$250	105.70	\$26,425.00
Catherine E. Caouette, Employment Department	2004	\$265	48.10	\$12,746.50
Donald H. Crawford, Litigation Department	2003	\$245	6.50	\$1,592.50
Donald H. Crawford, Litigation Department	2003	\$300	2.80	\$840.00
Elaine P. Ho, Employment Department	2002	\$325	57.30	\$18,622.50
Elaine P. Ho, Employment Department	2002	\$400	5.50	\$2,200.00
Jennifer Winsberg, Corporate Department	1997	\$340	1.10	\$374.00
Joshua M. Sivin, Litigation Department	2002	\$370	.60	\$222.00
John P. Isa, Employment Department	1999	\$385	14.00	\$5,390.00
Justo Rodriguez, III, Corporate Department	1999	\$325	.30	\$97.50
James R. Paine, Corporate Department	2001	\$295	159.00	\$46,905.00
James R. Paine, Corporate Department	2001	\$330	429.80	\$141,834.00
Keith M. Kodosky, Litigation Department	1997	\$350	1.55	\$542.50
Kristine M. Shryock, Corporate Department	1996	\$500	2.90	\$1,450.00
Kristine M. Shryock, Corporate Department	1996	\$540	8.90	\$4,806.00
Kevin W. Miner, Employment Department	1998	\$330	2.90	\$957.00
Kevin W. Miner, Employment Department	1998	\$375	4.10	\$1,537.50

<u>NAME, DEPARTMENT</u>	<u>YEAR OF ADMISSION</u>	<u>RATE¹</u>	<u>HOURS</u>	<u>AMOUNT</u>
Laura E. Robertson, Corporate Department	2002	\$295	69.10	\$20,384.50
Laura E. Robertson, Corporate Department	2002	\$310	71.00	\$22,010.00
Samantha Weidenbaum, Employment Department	1996	\$350	0.40	\$140.00
Samantha Weidenbaum, Employment Department	1996	\$395	1.20	\$474.00
Katerina Moshinski, Employment Department	2006	\$315	4.30	\$1,354.50
Rebecca D. Rambow, Employment Department	2002	\$205	3.50	\$717.50
Rebecca D. Rambow, Employment Department	2002	\$230	.30	\$69.00
Gina M. Bryant, Employment Department	2003	\$200	25.40	\$5,080.00
	TOTAL ASSOCIATES		5,559.57	\$1,811,788.70
<u>PARAPROFESSIONALS AND OTHER TIMEKEEPERS</u>				
Carol A. Nagai, Litigation Department	N.A.	\$270	3.76	\$1,015.20
Randy Z. Ullrich, Litigation Department	N.A.	\$255	.28	\$71.41
C. Wendy Phinny, Litigation Department	N.A.	\$230	6.00	\$1,380.00
C. Wendy Phinny, Litigation Department	N.A.	\$245	3.56	\$872.21
Mariana Nielson, Litigation Department	N.A.	\$225	3.00	\$675.00
Geoffrey A. Stern, Real Estate Department	N.A.	\$210	.26	\$54.60
Karen Warshauer, Employment Department	N.A.	\$205	12.00	\$2,460.00
Diane Hinrichs, Litigation Department	N.A.	\$195	3.30	\$643.50
Adriana Valera, Employment Department	N.A.	\$130	1.10	\$143.00
Anna Danowska, Employment Department	N.A.	\$100	18.00	\$1,800.00
Denise M. Lobodinsky, Litigation Department	N.A.	\$190	10.60	\$2,014.00
Julia D. Cade, Employment Department	N.A.	\$140	721.20	\$100,968.00
Julia D. Cade, Employment Department	N.A.	\$150	223.40	\$33,510.00
Julia D. Cade, Employment Department	N.A.	\$170	498.40	\$84,728.00
Julia D. Cade, Employment Department	N.A.	\$185	7.10	\$1,313.50
Cynthia L. Glenn, Employment	N.A.	\$160	14.90	\$2,384.00

<u>NAME, DEPARTMENT</u>	<u>YEAR OF ADMISSION</u>	<u>RATE¹</u>	<u>HOURS</u>	<u>AMOUNT</u>
Department				
Kevin D. Edwards, Litigation Department	N.A.	\$135	13.50	\$1,822.50
Jack F. Parks, Corporate Department	N.A.	\$155	39.50	\$6,122.50
Josh P. Roffenbender, Litigation Department	N.A.	\$120	13.90	\$1,668.00
Maureen M. Smallwood, Litigation Department	N.A.	\$115	.60	\$69.00
Patrick M. Flanigan, Litigation Department	N.A.	\$100	29.20	\$2,920.00
Christopher Copenhaver	N.A.	\$90	161.50	\$14,535.00
Wayne L. Clark	N.A.	\$195	52.10	\$10,159.50
Scott B. Snipes	N.A.	\$130	.90	\$117.00
Kathleen P. O'Connor	N.A.	\$80	10.80	\$864.00
Kathleen P. O'Connor	N.A.	\$95	2.60	\$247.00
Laura Moore, Employment Department	N.A.	\$90	6.40	\$576.00
R. Ivan Hernandez, Corporate Department	N.A.	\$85	.50	\$42.50
Dawn M. McCartney, Employment Department	N.A.	\$80	1.50	\$120.00
Marshall M. Chalmers, Employment Department	N.A.	\$75	89.70	\$6,727.50
Nereira Greene, Employment Department	N.A.	\$75	10.10	\$757.50
Genna M. Jacobs	N.A.	\$70	34.10	\$2,387.00
Alexander Russov	N.A.	\$70	.30	\$21.00
Alison B. Langley, Employment Department	N.A.	\$65	7.10	\$461.50
William H. Grady	N.A.	\$155	1.50	\$232.50
William H. Grady	N.A.	\$160	.50	\$80.00
William H. Grady	N.A.	\$170	2.60	\$442.00
James D. Wiseman, Litigation Department	N.A.	\$145	66.30	\$9,613.50
Joseph E. Hainline, Employment Department	N.A.	\$90	396.00	\$35,640.00
Joseph E. Hainline, Employment Department	N.A.	\$95	137.40	\$13,053.00
Arnette A. Steele, Employment Department	N.A.	\$130	10.00	\$1,300.00
Arnette A. Steele, Employment Department	N.A.	\$140	1.50	\$210.00
Anthony D. Fabric, Practice Support	N.A.	\$175	67.70	\$11,847.50
Anthony D. Fabric, Practice Support	N.A.	\$185	0.80	\$148.00
Christina A. Gittings, Employment Department	N.A.	\$70	17.00	\$1,190.00
Courtney A. O'Donnell, Employment Department	N.A.	\$70	1.70	\$119.00
Crystal D. Simmons, Employment Department	N.A.	\$65	30.40	\$1,976.00
Devora L. Nealy, Corporate	N.A.	\$150	1.00	\$150.00

<u>NAME, DEPARTMENT</u>	<u>YEAR OF ADMISSION</u>	<u>RATE¹</u>	<u>HOURS</u>	<u>AMOUNT</u>
Department				
Frank N. Dagostino, Support Operations	N.A.	\$100	1.00	\$100.00
Frank N. Dagostino, Support Operations	N.A.	\$105	1.30	\$136.50
Frank N. Dagostino, Support Operations	N.A.	\$115	1.50	\$172.50
Glenda T. Smith, Practice Support	N.A.	\$90	2.00	\$180.00
Jared Bourassa, Litigation Department	N.A.	\$145	25.90	\$3,755.50
Katherine M. Volin, Employment Department	N.A.	\$165	7.80	\$1,287.00
Lisa D. Dunning, Corporate Department	N.A.	\$170	7.30	\$1,241.00
Lisa D. Dunning, Corporate Department	N.A.	\$180	13.40	\$2,412.00
Lisa D. Dunning, Corporate Department	N.A.	\$200	12.90	\$2,580.00
Lynda L. Larsen, Library	N.A.	\$140	.50	\$70.00
Larry R. Mehringer, Support Operations	N.A.	\$140	2.00	\$280.00
Molly H. Gleason, Employment Department	N.A.	\$65	26.40	\$1,716.00
Molly H. Gleason, Employment Department	N.A.	\$70	1.10	\$77.00
Nathan T. Owings, Employment Department	N.A.	\$70	3.00	\$210.00
Roxanne M. Wiltshire, Employment Department	N.A.	\$180	73.20	\$13,176.00
Roxanne M. Wiltshire, Employment Department	N.A.	\$190	23.70	\$4,503.00
Roxanne M. Wiltshire, Employment Department	N.A.	\$210	1.00	\$210.00
Sheilagh J. Mayberry, Employment Department	N.A.	\$110	35.50	\$3,905.00
Peyton L. Snyders, Employment Department	N.A.	\$130	683.30	\$88,829.00
Peyton L. Snyders, Employment Department	N.A.	\$140	21.70	\$3,038.00
Peyton L. Snyders, Employment Department	N.A.	\$200	37.70	\$7,540.00
Peyton L. Snyders, Employment Department	N.A.	\$215	4.20	\$903.00
Amy M. Flynn, Litigation Department	N.A.	\$130	116.80	\$15,184.00
Ernest Benavidez, Litigation Department	N.A.	\$130	50.00	\$6,500.00
Roberta C. Dalla Verde, Employment Department	N.A.	\$120	.60	\$72.00
Dennis M. Cairns, Court Services Clerk	N.A.	\$100	2.50	\$250.00

<u>NAME, DEPARTMENT</u>	<u>YEAR OF ADMISSION</u>	<u>RATE¹</u>	<u>HOURS</u>	<u>AMOUNT</u>
Dennis M. Cairns, Court Services Clerk	N.A.	\$115	10.90	\$1,253.50
Anna Fincher, Employment Department	N.A.	\$70	13.80	\$966.00
Anna Fincher, Employment Department	N.A.	\$80	67.10	\$5,368.00
Andrea J. Richardson, Employment Department	N.A.	\$75	3.40	\$255.00
Andrea J. Richardson, Employment Department	N.A.	\$80	11.30	\$904.00
Andrea J. Richardson, Employment Department	N.A.	\$100	.40	\$40.00
Janelys Hernandez, Employment Department	N.A.	\$65	22.50	\$1,462.50
Janelys Hernandez, Employment Department	N.A.	\$70	39.20	\$2,744.00
Janelys Hernandez, Employment Department	N.A.	\$90	4.70	\$423.00
Moira O. Kuhn, Employment Department	N.A.	\$260	20.50	\$5,330.00
Moira O. Kuhn, Employment Department	N.A.	\$275	69.60	\$19,140.00
Moira O. Kuhn, Employment Department	N.A.	\$310	3.00	\$930.00
Linda C. Thompson, Employment Department	N.A.	\$180	5.30	\$954.00
Linda C. Thompson, Employment Department	N.A.	\$195	.80	\$156.00
Alexis Saba, Litigation Department	N.A.	\$155	12.30	\$1,906.50
Samantha A. McMahan, Employment Department	N.A.	\$115	9.70	\$1,115.50
Samantha A. McMahan, Employment Department	N.A.	\$125	13.70	\$1,712.50
Tracy L. Gunter, Employment Department	N.A.	\$130	3.65	\$474.50
Tracy L. Gunter, Employment Department	N.A.	\$140	22.50	\$3,150.00
Tracy L. Gunter, Employment Department	N.A.	\$165	.30	\$49.50
Sarah R. Williams, Corporate Department	N.A.	\$125	45.10	\$5,637.50
Muyideen B. Olijade	N.A.	\$105	4.00	\$420.00
Werner Boel, Employment Department	N.A.	\$80	.50	\$40.00
Werner Boel, Employment Department	N.A.	\$85	27.30	\$2,320.50
Sherry (Liangshun) Qian, Employment Department	N.A.	\$80	12.30	\$984.00
Robert W. Childress, Employment Department	N.A.	\$75	69.60	\$5,220.00
Robert W. Childress, Employment Department	N.A.	\$80	15.40	\$1,232.00

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Department				
Megan E. Guilliams, Employment Department	N.A.	\$75	3.20	\$240.00
Kristin F. Aquino, Employment Department	N.A.	\$90	.30	\$27.00
Allison A. Phears, Employment Department	N.A.	\$70	8.40	\$588.00
Allison A. Phears, Employment Department	N.A.	\$75	10.20	\$765.00
Brandi N. Knox, Employment Department	N.A.	\$75	29.20	\$2,190.00
Brandi N. Knox, Employment Department	N.A.	\$80	2.30	\$184.00
Karla F. Klingsoehr, Employment Department	N.A.	\$70	2.00	\$140.00
Karla F. Klingsoehr, Employment Department	N.A.	\$90	3.90	\$351.00
Adriane Z. Lilly, Employment Department	N.A.	\$70	7.00	\$490.00
Richard Y. Hu, Employment Department	N.A.	\$65	3.10	\$201.50
Richard Y. Hu, Employment Department	N.A.	\$70	2.30	\$161.00
Shannon A. Kelly, Employment Department	N.A.	\$65	4.30	\$279.50
Shannon A. Kelly, Employment Department	N.A.	\$70	1.90	\$133.00
David C. Audorff, Employment Department	N.A.	\$65	57.80	\$3,757.00
Mee Ae "Jamie" Park	N.A.	\$65	.40	\$26.00
Lito M. Natividad, Billing Department	N.A.	\$170	18.30	\$3,111.00
Lito M. Natividad, Billing Department	N.A.	\$180	12.70	\$2,286.00
Lito M. Natividad, Billing Department	N.A.	\$195	7.20	\$1,404.00
	TOTAL PARAPROFESSIONALS		4,575.21	\$598,501.42
	TOTAL FEES INCURRED (BEFORE WRITE-OFF)²		17,698.67	\$6,863,890.92
	TOTAL FEES CHARGED (AFTER WRITEOFF)		17,698.67³	\$6,734,732.82
	BLENDED HOURLY RATE			\$381

² Paul Hastings wrote off \$129,158.10 in fees incurred in the IT Outsourcing matter during the Compensation Period.

³ During the Compensation Period, the Firm, among other things, jointly represented five lessees in connection with their leases at Los Angeles International Airport ("LAX"). Each lessee is responsible for one-fifth of the Firm's fees and expenses incurred on a monthly basis. As a result, while the monthly statements in the LAX matter reflect time in tenth of an hour increments, the hours shown here do not because they reflect only Delta's one-fifth share of the Firm's time on the LAX matter.

John J. Gallagher (WDC Bar No. 191502)
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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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

**FINAL APPLICATION OF PAUL, HASTINGS, JANOFSKY & WALKER LLP,
SPECIAL COUNSEL FOR THE DEBTORS, FOR ALLOWANCE OF
COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND
FOR REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES
INCURRED FROM SEPTEMBER 14, 2005 THROUGH MARCH 31, 2007**

Paul, Hastings, Janofsky & Walker LLP (“Paul Hastings” or the “Firm”), special counsel for Delta Air Lines, Inc. (“Delta”), and certain of its direct and indirect subsidiaries, as debtors and debtors in possession (collectively, the “Debtors”),¹ for its final application (the “Application”), pursuant to sections 330(a) and 331 of title 11, United States Code (the “Bankruptcy Code”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), for the final allowance of compensation for professional services performed by Paul Hastings for the period commencing September 14, 2005 through and

¹ The Debtors are the following entities: ASA Holdings, Inc.; Atlantic Southeast Airlines, 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 Connection, Inc.; Delta Corporate Identity, Inc.; Delta Loyalty Management Services, Inc.; Delta Technology, LLC; Delta Ventures III, LLC; Epsilon Trading, Inc.; Kappa Capital Management, Inc.; Song, LLC; and Transquest Holding, Inc.

including March 31, 2007 (the “Compensation Period”), and for reimbursement of its actual and necessary expenses incurred during the Compensation Period, respectfully represents:

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

1. This Application has been prepared in accordance 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”), the Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(a) to Establish Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals (the “Administrative Order,” collectively with the Local Guidelines and UST Guidelines, the “Guidelines”). Pursuant to the Local Guidelines, a certification regarding compliance with same is attached hereto as Exhibit “A.”

2. Paul Hastings seeks final allowance of compensation for professional services rendered to the Debtors during the Compensation Period, in the aggregate amount of \$6,734,732.82, and for reimbursement of expenses incurred in connection with the rendition of such services in the aggregate amount of \$456,621.78. During the Compensation Period, Paul Hastings’ attorneys and paraprofessionals expended a total of 17,698.67 hours for which compensation is requested.

3. Paul Hastings has provided the Debtors, the United States Trustee for the Southern District of New York (the “United States Trustee”), and counsel for the statutory committee of unsecured creditors appointed in these cases (the “Committee”) with a monthly fee statement for professional services rendered and expenses incurred on behalf of the Debtors,

along with a detailed report of time entries and expenses. Pursuant to such statements, the Debtors have paid Paul Hastings (a) 100% of the Firm's fees and expenses for the period from September 14, 2005 through January 31, 2007, and (b) 80% of its fees for professional services rendered and 100% of the expenses incurred for the period from February 1, 2007 through March 31, 2007. By this Application, Paul Hastings requests payment of the outstanding fees and expenses incurred during the Compensation Period, including, without limitation, the 20% holdback of fees for professional services rendered during the Compensation Period.

4. During the Compensation Period, Paul Hastings received no payment (other than monthly payments made pursuant to paragraph three above); nor has it received any promises of payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between Paul Hastings and any other person, other than members of the Firm, for the sharing of compensation to be received for services rendered in these cases.

5. The fees charged by Paul Hastings in these cases are billed in accordance with its existing billing rates and procedures in effect during the Compensation Period. Except as provided herein, the rates Paul Hastings charges for the services rendered by its professionals and paraprofessionals in these chapter 11 cases are the same rates Paul Hastings charges for professional and paraprofessional services rendered in comparable nonbankruptcy related matters. Such fees are reasonable based on the customary compensation charged by comparably skilled practitioners in comparable nonbankruptcy cases in a competitive national legal market.

6. Pursuant to the UST Guidelines, annexed hereto as Exhibit "B" is a schedule setting forth all Paul Hastings professionals and paraprofessionals who have performed services in these chapter 11 cases during the Compensation Period, the capacity in which each such individual is employed by Paul Hastings, the department in which each individual practices,

the hourly billing rate charged by Paul Hastings for services performed by such individual, the aggregate number of hours expended in this matter and fees billed therefor, and the year in which each professional was first licensed to practice law. In some cases, there are two or more hourly billing rates shown because the Firm's hourly rates were increased during the Compensation Period.

7. Annexed hereto as Exhibit "C" is a schedule specifying the categories of expenses for which Paul Hastings is seeking reimbursement, and the total amount for each such expense category.

8. Pursuant to the UST Guidelines, annexed hereto as Exhibit "D" is a summary of Paul Hastings' time records billed during the Compensation Period, including the utilization of project categories as hereinafter described.

9. Annexed hereto as Exhibit "E" are a summary of Paul Hastings' interim fee applications submitted during the Compensation Period and a summary of Paul Hastings' monthly fees and expenses during the Compensation Period.

10. Paul Hastings maintains computerized records in the form of monthly statements of the time spent by all Paul Hastings attorneys and paraprofessionals in connection with the Debtors' chapter 11 cases. The monthly statements contain detailed time and expense records. While not filing such records with this Application, Paul Hastings is providing a true and correct copy of its monthly statements for the period from February 1, 2007 through March 31, 2007 to the Debtors, the Debtors' counsel, the United States Trustee, and Committee counsel. Paul Hastings previously has provided its monthly statements for the entire Compensation Period to those parties in interest required to be served with the Firm's monthly statements pursuant to the Interim Compensation Order. A copy of the Firm's monthly statements will be made

available to other parties in interest upon request. The Debtors' counsel has conferred with the United States Trustee regarding this procedure.

11. To the extent that time or disbursement charges for services rendered or disbursements incurred relate to the Compensation Period, but were not processed prior to the preparation of this Application, Paul Hastings reserves the right to request additional compensation for such services, and reimbursement of such expenses in a future application.

BACKGROUND

12. 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"). During the Compensation Period, each Debtor continued to operate its business and manage its properties as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

13. On September 28, 2005, pursuant to section 1102 of the Bankruptcy Code, the United States Trustee appointed the Committee. No trustee or examiner has been appointed.

14. Pursuant to the Order of the Court, dated October 17, 2005, the Debtors were authorized to retain Paul Hastings as special labor, corporate, tax, and immigration counsel during their chapter 11 cases.

15. On April 25, 2007, the Court entered an order confirming the Debtors' Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code. The effective date of the plan was April 30, 2007. Paul Hastings respectfully submits this final fee application in accordance with the plan and the confirmation order.

SUMMARY OF SERVICES

16. During the Compensation Period, Paul Hastings rendered substantial professional services in furtherance of the Debtors' reorganization efforts. Paul Hastings segregated its time into billing categories, which generally indicate the matter addressed. Below is a summary of the significant professional services rendered by Paul Hastings during the Compensation Period. The summary is organized by billing category.

CORPORATE MATTERS

a. Cargo Joint Venture. 59557.00003. B210.

During the Compensation Period, Paul Hastings assisted the Debtors in evaluating options with respect to their investment in US Cargo Sales JV, so that the Debtors could determine the most efficient and cost-saving course going forward.

b. Gate Gourmet. 59557.00004. B210.

The Debtors, Gate Gourmet, and Gate Gourmet's affiliates are parties to several agreements that are vital to the Debtors' ability to serve their customers. These agreements cover catering, providing aircraft catering security in compliance with Transportation Security Administration (TSA) directives, invoicing all vendors in connection with all products and services related to "above-the-wing" services, and related matters. All of these services directly impact the Debtors' passengers.

Since 2000, Wayne Bradley of Paul Hastings has assisted the Debtors in negotiating these agreements. During the past few years, the Debtors' relationship with Gate Gourmet has deteriorated. For example, in 2004, Gate Gourmet abruptly denied service to Delta (resulting in, for example, international flights departing with no food or beverages and many unhappy customers). The Debtors were forced to seek a temporary restraining order directing Gate Gourmet to honor its contractual commitments to the Debtors.

Gate Gourmet also has refused to provide a lower-cost security company access to its kitchens, which has prevented the Debtors from replacing Gate Safe (Gate Gourmet's affiliate that provides catering security services) with a competitor.

During the Compensation Period, Paul Hastings assisted the Debtors in analyzing certain contracts and in contingency planning, so that the Debtors may continue serving their passengers in the event Gate Gourmet

refuses to provide service. These assignments and related discussions are ongoing.

c. Guardant Inc. 59557.00007. B210.

Guardant is a corporation, whose shareholders are the SkyTeam members. Guardant owns the SkyTeam trademarks. During the Compensation Period, Paul Hastings assisted the Debtors in negotiating a shareholders agreement and related agreements among the SkyTeam members, in order to safeguard the valuable trademarks. Discussions regarding the shareholders agreement are ongoing.

d. Ken Klatt Matters. 59557.00010. B210.

Mr. Ken Klatt is a Delta in-house attorney, who handles numerous contractual matters for the Debtors. From time to time, Mr. Klatt asks Paul Hastings to assist with certain commercial contract matters, although Mr. Klatt is efficient and able to handle most matters within the Delta Law Department, without going to outside counsel.

e. Rob LaPorta Matters. 59557.00011. B210.

In October 2006, Paul Hastings assisted the Debtors by drafting a letter agreement between the Debtors and two consultants, BrightHouse LLC and Management Resources Inc., with respect to certain services to be performed over a one-month period for the Debtors by the consultants in connection with Delta's "Pyramid Project". The draft was submitted to R. LaPorta for use in negotiations with consultants.

f. Supply Chain Invoicing Matter. 59557.00012. B210.

This matter involves an action against Delta Air Lines, Inc. and Atlantic Southeast Airlines ("ASA") filed by Sage Enterprises, Inc. in the United States Bankruptcy Court for the Northern District of Illinois. During the Compensation Period, Paul Hastings assisted Delta in having the claims against Delta dismissed and closing this matter. Another airline now owns ASA, and the matter has been transitioned to ASA's legal counsel.

g. Heavenly Kosher. 59557.00013. B210.

This matter involves an action against Delta Air Lines, Inc. and Sage Enterprises, Inc. filed by Heavenly Kosher d/b/a Weiss' Kosher Cuisine in the Supreme Court of the State of New York. During the Compensation Period, Paul Hastings assisted the Debtors in making the necessary court filings to put the plaintiff on notice regarding the automatic stay.

h. IT Outsourcing. 59557.00014. B210.

After the Debtors determined that substantial savings could occur through the outsourcing of certain of their information technology functions, Paul Hastings assisted the Debtors in their outsourcing of such IT functions. Paul Hastings assisted the Debtors in developing a request for proposal (“RFP”) package for prospective bidders, reviewing the responses from potential vendors to the Debtors’ RFP, assisting in the Debtors’ down-selection process, and negotiating the terms of the Master Agreement with the two down-selected vendors on a parallel path.

Following final selection, Paul Hastings completed negotiations of the Master Agreement with the chosen vendor. As the Master Agreement neared completion, Paul Hastings assisted the Debtors in the preparation of detailed statements of work and schedules describing the specific IT services to be provided by the chosen vendor and the charges for such services.

In addition, Paul Hastings coordinated for the Debtors the potential vendors' (and chosen vendor's) on-going due diligence review of third party contracts.

The foregoing efforts culminated in the execution of a Master Agreement, in August 2006, with IBM for the provision of information technology services. Paul Hastings coordinated the closing of the transaction. Since that time, Paul Hastings has assisted the Debtors in implementing the Master Agreement and addressing matters arising thereunder.

In this matter the Debtors and Paul Hastings anticipated lower fees than actually incurred during the Compensation Period. Accordingly, by mutual agreement with the Debtors, the Firm wrote off \$129,158.10 in fees incurred in this matter during the Compensation Period.

i. Delta Connection Academy. 59557.00015. B210.

During the Compensation Period, Paul Hastings assisted the Debtors in exploring the possibility of a joint venture involving the Delta Connection Academy subsidiary. If consummated, the transaction may generate cash for the subsidiary. The Firm’s work is complete in this matter, pending further discussions.

j. 2006 Catering Arrangements & Strategy. 59557.00016. B210.

The Debtors and Gate Gourmet are parties to a Catering Agreement that directly impacts the Debtors' passengers. Under this agreement, Gate Gourmet provides catering services to the Debtors at several international airports, including airports in Paris, Boston, and New York City. In recent years, the quality of the Gate Gourmet service at these different locations

has declined drastically. The Debtors have demanded that Gate Gourmet make necessary improvements to its service; however, Gate Gourmet has failed to do so at various airports. Where Gate Gourmet's improvements have been insufficient, the Debtors have moved to terminate service. Gate Gourmet has contested the Debtors' right to terminate under the terms of the Catering Agreement.

Wayne Bradley of Paul Hastings has assisted the Debtors in analyzing their termination options from a legal standpoint. In addition, Paul Hastings has counseled the Debtors in connection with their correspondence with Gate Gourmet regarding the termination of particular stations, including the station at the John F. Kennedy International Airport in New York City.

In addition, the Debtors are parties to a number of contracts involving catering and catering-related services. At some point, some of these contracts will expire. The Debtors are working internally and with consultants to determine the most cost-effective manner to provide these services in the future. In that regard, Paul Hastings has assisted the Debtors in analyzing its options from a legal standpoint. If the Debtors are able to redesign their catering and other above-the-wing services, the Debtors may realize significant annual savings.

In October 2006, Paul Hastings assisted the Debtors in responding to poor performance at a major airport by one of its key caterers and in negotiating better terms from that caterer.

k. Regional Route RFP. 59557.00017. B210

In October and November, 2006, Paul Hastings assisted the Debtors in connection with their regional jet flying Request for Proposals process. The Firm's work included preparation of memoranda of understanding and carrier agreements, as well as participation in negotiations with potential bidders. The RFP process was designed to reduce the Debtors' contract carrier costs.

TAX MATTERS

l. General Tax Matters. 59557.00005. B210.

During the Compensation Period, Paul Hastings advised the Debtors on various federal and state income tax matters.

In January 2006, Paul Hastings' institutional knowledge of the Debtors' tax issues enabled Paul Hastings to provide efficient advice to the Debtors

concerning audit and appeal strategy with respect to certain tax issues under audit.

Also during the Compensation Period, Paul Hastings advised the Debtors regarding their continuing receipt of tax benefit payments under a pre-petition Tax Sharing Agreement among the Debtors, Orbitz, Inc., and other airlines following the October 2004 acquisition of Orbitz, Inc. by Cendant.

In addition, Paul Hastings counseled the Debtors in connection with their continuing efforts to settle a pre-petition lawsuit filed by the Debtors in the Circuit Court, Leon County, Florida. In this case, the Debtors asserted that the Florida Department of Revenue erroneously assessed Florida sales tax on certain services rendered in connection with providing in-flight food services for flights landing at and taking off from Florida airports and certain other matters. Paul Hastings had provided pre-petition advice on a settlement offer that involved a concurrent sales tax refund claim, which would eliminate the proposed sales tax assessment and, if approved, result in a significant refund to the Debtors. Paul Hastings provided value to the Debtors in furthering the process with the Florida Department of Revenue to evaluate the merits of the Debtors' sales tax refund claim. During the Compensation Period, Paul Hastings advised the Debtors regarding finalization of the settlement.

IMMIGRATION MATTERS FOR DELTA AIR LINES, INC.

m. Immigration Matters for Delta Air Lines, Inc. 59574. B210.

Paul Hastings works with Delta Air Lines in connection with certain employees who are dependent on maintaining authorization from United States Citizenship and Immigration Services to live and work in the United States. During the past few months, Paul Hastings has prepared, filed, and supported petitions with the Immigration Department necessary to maintain the employees' status. Had the Firm not done so, the individuals would not be able to maintain employment with Delta Air Lines.

IMMIGRATION MATTERS FOR DELTA TECHNOLOGY

n. Immigration Matters for Delta Technology. 59575. B210.

Paul Hastings works with Delta Technology in connection with certain employees who are dependent on maintaining authorization from United States Citizenship and Immigration Services to live and work in the United States. During the past few months, Paul Hastings has prepared,

filed, and supported petitions with the Immigration Department necessary to maintain the employees' status. Had the Firm not done so, the individuals would not be able to maintain employment with Delta Technology.

LABOR MATTERS

o. Retention / Fee / Employment Matters. 59588.00001. B160.

In this category, Paul Hastings' work for the Debtors during the Compensation Period consisted primarily of advising the Debtors on a number of employment and labor law matters and conducting follow-up research and assistance related to (a) the pilot contract termination litigation, and (b) the pilot pension plan termination litigation. The Firm also advised the Debtors with respect to a flight attendant equal employment opportunity matter.

In addition, Paul Hastings performed certain tasks made necessary as a result of the Debtors' status as debtors-in-possession, including, among other things, addressing employment and compensation matters related to Paul Hastings' service as special counsel to the Debtors. As such, this matter includes the Firm's time spent (a) preparing, serving, and supporting the Firm's monthly fee statements, (b) preparing, serving, and supporting the Firm's interim fee applications, (c) continuing to review possible connections between the Firm and parties in interest in these cases and preparing and submitting the Firm's disclosure affidavits in connection therewith, and (d) performing other activities in accordance with the procedures and standards of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and the Orders of this Court.

p. Delta's Section 1113 Matters. 59588.00002. B222.

September 2005 through January 2006. Early in the bankruptcy case, Paul Hastings focused on Delta's motion under 11 U.S.C. Section 1113 ("Section 1113") to reject the pilot collective bargaining agreement. The Firm worked assiduously to gather evidence, prepare the necessary pleadings, prepare the witnesses, prepare for cross examination, and gather and prepare the exhibits. The Debtors' initial 1113 filing consisted of a detailed brief applying the complex legal standards of Section 1113 to the vast amount of evidence presented. The Firm presented the evidence in over 200 pages of declarations from two Debtor witnesses and three expert witnesses, along with dozens of exhibits on the Debtors' finances, the bargaining history between the parties, industry comparisons, and related matters.

Before the hearings began, Paul Hastings prepared a reply brief, three more witness declarations, and dozens more exhibits in response to the pilot union's opposition.

Paul Hastings participated in nine days of hearings, which spanned three weeks from mid-November to early-December 2005 in New York City and required relocation of the Firm's 1113 team from Washington, D.C. The Firm presented the Debtors' direct case during the nine days through the testimony of four witnesses and the preparing and introducing of several more exhibits relating to the Debtors' need for pilot labor cost reductions. Each witness's testimony required extensive preparation and review. Substantial additional services were required during the course of the hearings, including preparing for cross-examination of the union's witnesses and reviewing and analyzing prior testimony.

Throughout the hearings, Paul Hastings also counseled the Debtors on issues relating to negotiations with the pilot union, litigation strategy, and post-rejection contingencies.

The hearings were suspended when the parties reached an interim agreement on December 11, 2005. The interim agreement set up a neutral panel arbitration board to hear the 1113 motion in March 2006, if the parties did not reach a comprehensive agreement by then. Through January 2006, Paul Hastings prepared its presentation and argument regarding the 1113 motion for the neutral panel.

February 2006 through April 2007. Thereafter, Paul Hastings litigated Delta's motion under Section 1113 to reject the pilot collective bargaining agreement before the Neutral Three-Party Panel (the "Neutral Panel") established pursuant to Letter of Agreement 50. A team of attorneys, paralegals, and support personnel worked to gather evidence, prepare the necessary pleadings and exhibits, prepare the witnesses, prepare for cross examination, and participate in nine days of hearings before the Neutral Panel on the Section 1113 motion. Litigating the Debtors' motion before the Neutral Panel involved one of the most significant and most contested matters in these chapter 11 proceedings. Following the hearing, the successful settlement of this matter allowed the Debtors to put this part of the restructuring process behind them and prepare for and focus on a successful emergence from chapter 11. A more detailed explanation of Paul Hastings' services in connection with the Section 1113 proceedings follows.

On the Debtors' behalf, Paul Hastings prepared and filed with the Neutral Panel opening papers that consisted of a detailed 67-page brief explaining and applying the complex legal standards of Section 1113 to the vast

amount of evidence presented. The Firm presented the evidence in over 130 pages of declarations from two Debtor witnesses and one expert witness, along with dozens of exhibits on the Debtors' finances, the bargaining history between the parties, industry comparisons, and related matters.

Then, before the hearings began, the Firm prepared numerous additional exhibits and prepared the Debtors' witnesses for both direct and cross-examination testimony. Each witness' testimony required extensive preparation and review. The hearings spanned nine days over a two week period in March 2006, in Washington, D.C. The hearing days were followed by nightly sessions spent preparing and reviewing additional exhibits, reviewing hearing testimony, preparing for cross-examination of ALPA witnesses, and conferring with the Debtors' witnesses and executives regarding case strategy.

Throughout the hearings, Paul Hastings also counseled the Debtors on issues relating to negotiations with the pilot union, litigation strategy, and post-rejection contingencies.

Following the conclusion of the hearings on March 23, 2006, the Firm prepared and filed a Post-Hearing Brief that reviewed, summarized and applied the evidence and over 2,000 pages of hearing testimony to the Section 1113 standards. In addition, the Firm continued to advise Delta on issues relating to negotiations with the pilot union and post-rejection contingencies.

q. Comair's Section 1113 Matters. 59588.00003. B222.

Early in the bankruptcy proceedings, Paul Hastings' work on this matter consisted primarily of consulting in connection with ongoing negotiations between the Debtors' and their unions and preparing a motion under Section 1113 to reject the union collective bargaining agreements in the event consensual agreements were not reached.

Initial IBT Section 1113 Proceedings.

In February 2006, Paul Hastings filed Debtor Comair, Inc.'s motion under Section 1113 to reject its flight attendant collective bargaining agreement with the International Brotherhood of Teamsters ("IBT"). The Firm gathered evidence, prepared the necessary pleadings, prepared the witnesses for cross examination, prepared for cross examination of union witnesses, and gathered and prepared dozens of exhibits. The Firm pre-filed all of Comair's direct testimony and exhibits and participated in three

days of hearings and two telephone conferences with the Bankruptcy Court on the Section 1113 motion. After the Court denied the motion, the Firm prepared and filed a motion for reconsideration. A more detailed explanation of the Firm's services in connection with Comair's Section 1113 proceedings follows.

Comair's initial Section 1113 filing consisted of a detailed brief applying the complex legal standards of Section 1113 to the vast amount of evidence presented. The Firm presented the evidence in declarations of two Comair witnesses, two Delta witnesses, and one expert witness, along with over 30 exhibits on the Debtors' finances, the bargaining history between the parties, industry comparisons, the sacrifices of Comair's other employee groups, and related matters.

Then, before the hearings began, Paul Hastings prepared a reply brief, five more witness declarations, and numerous additional exhibits in response to the flight attendant union's opposition. In addition, the Firm prepared another declaration updating the Court as to the pre-hearing bargaining between the parties. The Firm also prepared for and settled the union's motion for a delay in the start of the hearing.

The Court held three days of hearings in late March 2006 in New York City. (The hearing location required the Firm's Section 1113 team to travel from Washington, D.C. to New York.) The parties presented their direct case on their declarations and offered witnesses for cross-examination. Each witness' testimony required extensive preparation and review. Substantial additional services were required during the course of the hearings, including preparing for cross-examination of the union's witnesses, reviewing and analyzing prior testimony, and preparing additional exhibits.

Throughout the hearings, Paul Hastings also counseled the Debtors on issues relating to negotiations with the flight attendant union, litigation strategy, and post-rejection contingencies.

Following the hearings, Paul Hastings prepared four supplemental submissions to the Court in response to submissions by the flight attendant union and in response to specific questions raised by the Court. These submissions were accompanied by exhibits and required substantial gathering, review, and preparation of additional evidence.

After the Court issued its decision denying Comair's Section 1113 motion on April 26, 2006, Paul Hastings prepared a motion for reconsideration.

Renewed IBT Section 1113 Proceedings.

During the Compensation Period, Paul Hastings prepared and argued Comair's renewed motion under Section 1113 to reject its flight attendant

collective bargaining agreement with the IBT. The Firm gathered evidence, prepared the necessary pleadings, prepared the witnesses for cross examination, prepared for cross examination of union witnesses, and gathered and prepared dozens of exhibits. The Firm pre-filed nearly all of Comair's direct testimony and exhibits, prepared additional expert witness and Company witness declarations and exhibits in reply to the IBT's opposition, and participated in two days of hearings and a subsequent telephone conference with the Bankruptcy Court on the Section 1113 motion. After the Court granted the motion, the Firm counseled Comair on various post-1113 rejection contingencies and prepared for litigation related to the possible implementation of new terms and conditions of employment under the Court's order. A more detailed explanation of the Firm's services in connection with Comair's Renewed Section 1113 proceedings follows.

Comair's initial Renewed Section 1113 filing consisted of a detailed brief applying the complex legal standards of Section 1113 to the large quantity of evidence presented. The Firm presented the evidence in declarations of three Comair witnesses along with approximately 40 exhibits on the Debtors' finances, the bargaining history between the parties, industry comparisons, the sacrifices of Comair's other employee groups, and related matters.

Before the hearings began, Paul Hastings prepared a reply brief, two expert witness declarations, one additional Company witness declaration, and numerous additional exhibits in response to the flight attendant union's opposition.

The Court held two days of lengthy hearings in late July 2006 in White Plains, NY. (The hearing location required the Firm's Section 1113 team to travel from Washington, D.C. to New York). The Firm presented Comair's direct case through the live testimony of three witnesses, including one expert witness. Each witness' testimony required extensive preparation and review. Substantial additional services were required during the course of the hearings, including preparing for cross-examination of the union's witnesses, reviewing and analyzing prior testimony, and preparing additional exhibits.

Following the hearings, Paul Hastings prepared a post-hearing brief to the Court in response to issues raised by the flight attendant union. Throughout the hearings, and following the Court's July 21, 2006 decision granting Comair's 1113 motion, Paul Hastings continued to counsel the Debtors on issues relating to negotiations with the flight attendant union, litigation strategy, and post-rejection contingencies.

ALPA Section 1113 Proceedings.

During the Compensation Period, Paul Hastings prepared and argued Comair's motion under Section 1113 to reject its pilot collective bargaining agreement with the Air Line Pilots Association, International ("ALPA"). The Firm gathered evidence, prepared the necessary pleadings, prepared the witnesses for cross examination, prepared for cross examination of union witnesses, and gathered and prepared dozens of exhibits. The Firm pre-filed nearly all of Comair's direct testimony and exhibits, prepared an additional brief and additional expert witness and Company witness declarations and exhibits in reply to ALPA's opposition, participated in four days of hearings, and prepared a Post-Hearing Brief following the close of the hearings. After the Court granted the motion, the Firm (a) counseled Comair on various post-1113 rejection contingencies and prepared for litigation related to the possible implementation of new terms and conditions of employment under the Court's order; (b) prepared and filed an adversary proceeding against ALPA for a preliminary injunction against a threatened pilot strike; (c) participated in two days of hearings on the strike injunction; (d) prepared a separate Motion for Clarification of the Court's Section 1113 Order; and (e) prepared a reply brief to ALPA's expedited appeal to the District Court of the Court's Section 1113 Order. A more detailed explanation of the Firm's services in connection with Comair's Section 1113 and strike injunction proceedings follows.

1113 Proceedings. Comair's Section 1113 filing to reject the pilot collective bargaining agreement consisted of a detailed brief applying the complex legal standards of Section 1113 to the large quantity of evidence presented. The Firm presented the evidence in declarations of four Comair witnesses and two industry expert witnesses along with approximately 35 exhibits on the Debtors' finances, the bargaining history between the parties, industry comparisons, the sacrifices of Comair's other employee groups, and related matters.

Before the hearings began, Paul Hastings prepared a reply brief, two additional expert witness declarations, two additional Company witness declarations, updated numerous exhibits filed with the initial motion and prepared numerous additional exhibits in response to ALPA's opposition.

The Court held four days of hearings in late November 2006 in New York, New York (the hearing location required the Firm's Section 1113 team to travel from Washington, D.C. to New York). The Firm presented Comair's direct case through the live testimony of five witnesses, including one expert witness. Each witness' testimony required extensive preparation and review. Substantial additional services were required during the course of the hearings, including preparing for cross-examination of ALPA's five witnesses, reviewing and analyzing prior testimony, and preparing additional exhibits.

Following the hearings, Paul Hastings prepared a Post-Hearing brief to the Court summarizing the evidence and arguments made in the initial motion, the reply filing, and at the hearings. Throughout the hearings, and following the Court's December 21, 2006 decision granting Comair's 1113 motion, Paul Hastings continued to counsel the Debtors on issues relating to negotiations with ALPA, litigation strategy, and post-rejection contingencies.

Strike Injunction Proceedings. Following the Court's December 21, 2006 decision granting Comair's Section 1113 motion, the Firm filed an adversary complaint and a motion for a preliminary injunction against a threatened pilot strike. Comair's initial strike injunction filing consisted of a verified complaint, a detailed brief addressing the complex legal issues relating to a union's right to self-help under the Railway Labor Act following contract rejection in bankruptcy, one Company witness declaration and eleven exhibits pertaining to ALPA's intent to strike upon implementation, and other matters. In response to ALPA's opposition, the Firm prepared a reply brief, a second Company witness declaration, and ten additional exhibits. The Court held an initial hearing in White Plains, NY on December 28, 2006. Throughout these proceedings Paul Hastings continued to counsel the Debtors on issues relating to negotiations with ALPA, litigation strategy, and post-rejection contingencies. Subsequently, in late-January 2007 the Firm prepared and filed a motion to supplement the record along with a third Company witness declaration and additional exhibits in advance of a second hearing on the strike injunction motion conducted by the Court on February 1, 2007.

Motion for Clarification. Following the Court's Section 1113 decision, the Firm also prepared and filed a Motion for Clarification addressing Comair's post-Section 1113 obligations with respect to implementation of new pilot terms and conditions of employment. The Firm also prepared a brief in reply to ALPA's opposition to Comair's Motion for Clarification of the Court's Section 1113 Order.

ALPA 1113 Appeal. ALPA immediately appealed the Court's Section 1113 Order to the District Court on an expedited basis. In response, Paul Hastings reviewed and analyzed ALPA's lengthy appeal brief and supporting materials and prepared Comair's reply brief. Preparing Comair's 50-page reply brief required extensive review of the factual record and legal research regarding the arguments raised by ALPA on appeal.

LEASE MATTERS

r. LAX Terminal Leases. 71296.00003. B210.

During the Compensation Period, the Firm jointly represented United Air Lines, American Airlines, Inc., Continental Airlines, Inc., Delta Air Lines, Inc., and LAX Two Corp. (collectively, the "Lessees") in connection with their respective terminal leases at Los Angeles International Airport ("LAX"). The City of Los Angeles ("City"), the proprietor of LAX, is proceeding with a plan to greatly increase the rents the Lessees pay for use of terminals at LAX. The Debtors, along with the other Lessees, have long term leases that establish the methodology by which terminal rents shall be calculated. The City's proposed terminal rent increases violate the leases. Additionally, the City is proceeding with a plan to attempt to terminate the Debtors' LAX lease. The Firm has been advising the Debtors in connection with these issues. The Firm's representation of the Debtors is led by Robert Span. The Firm has been able to achieve cost efficiencies and cost sharing in this representation through the joint representation of the Lessees, and through Mr. Span's extensive experience in disputes between airports and airlines.

17. The foregoing professional services performed by Paul Hastings were necessary and appropriate to the administration of these cases. The professional services performed by Paul Hastings were in the best interests of the Debtors and the other parties in interest. Compensation for the foregoing services, as requested, is commensurate with the complexity, importance and nature of the problems, issues or tasks involved. The professional services were performed in an expeditious and efficient manner.

18. The vast majority of the Firm's services were rendered by Paul Hastings' labor and employment lawyers. Paul Hastings has one of the largest and most sophisticated

labor and employment law practices in the nation, including a number of attorneys who have represented numerous air carriers on a broad range of airline labor law issues under the Railway Labor Act for many years. The Debtors selected Paul Hastings largely because of its extensive experience in airline labor law, collective bargaining, arbitration, airline bankruptcy proceedings, and the interplay between labor law and the Bankruptcy Code.

19. The Firm achieved cost efficiencies by utilizing attorneys with substantial experience in airline labor law, labor contract restructuring in the airline industry, and Section 1113. The Firm's lead attorney in these matters, Jack Gallagher, has over 30 years experience and is assisted by a team well versed in airline labor law and the interplay between labor law and the Bankruptcy Code.

20. The Debtors also selected Paul Hastings because its attorneys are particularly qualified and experienced to represent the Debtors in the areas of corporate, tax, and immigration law, and Paul Hastings represented the Debtors in such areas prepetition. There are few, if any, other law firms with the working relationship with the Debtors, the knowledge of the Debtors' businesses and operations, and the experience shared by Paul Hastings' labor, corporate, tax, and immigration lawyers.

21. The professional services performed by Paul Hastings on behalf of the Debtors during the Compensation Period required an aggregate expenditure of 17,698.67 recorded hours by Paul Hastings' members, counsel, associates and paraprofessionals.² Of the aggregate time expended, 7,563.89 recorded hours were expended by partners and counsel of

² During the Compensation Period, the Firm, among other things, jointly represented five lessees in connection with their leases at LAX. Each lessee is responsible for one-fifth of the Firm's fees and expenses incurred on a monthly basis. As a result, while the monthly statements in the LAX matter reflect time in tenth of an hour increments, the hours shown here do not because they reflect only Delta's one-fifth share of the Firm's time on the LAX matter.

Paul Hastings, 5,559.57 recorded hours were expended by associates, and 4,575.21 recorded hours were expended by paraprofessionals of Paul Hastings.

22. During the Compensation Period, Paul Hastings' hourly billing rates for attorneys ranged from \$130 to \$730 per hour. As noted, attached hereto is a schedule listing each Paul Hastings professional and paraprofessional who performed services in these cases during the Compensation Period, the hourly rate charged by Paul Hastings for services performed by each such individual, and the aggregate number of hours and charges by each such individual.

ACTUAL AND NECESSARY DISBURSEMENTS OF PAUL HASTINGS

23. As set forth in Exhibit "C" hereto, Paul Hastings has disbursed \$456,621.78, as expenses incurred in providing professional services during the Compensation Period. With respect to photocopying expenses, Paul Hastings customarily charges its clients \$.20 per page. The amount of the standard photocopying charge is intended to allow Paul Hastings to cover the related expenses of its photocopying service. With respect to facsimile expenses, in compliance with the Guidelines, Paul Hastings does not charge more than \$1.25 per page. Each of these categories of expenses does not exceed the maximum rate set by the Guidelines. These charges are intended to cover Paul Hastings' direct operating costs, which costs are not incorporated into the Paul Hastings hourly billing rates.

24. Included in the expenses incurred during the Compensation Period are secretarial and staff overtime charges in the amount of \$4,792.50. The Guidelines permit such charges if they are fully explained and justified. Delta's Section 1113 proceedings required extensive work, particularly during the nine days of hearings in November and December, 2005, and the additional nine days of hearings in March 2006. Comair's Section 1113 proceedings

were similarly arduous, particularly during the three days of hearings in late March 2006, the two days of hearings in late July 2006, and the four days of hearings in late November 2006. The hearings frequently took the better part of the day, for days in a row. At the end of the day, the Firm's attorneys, paralegals, and staff worked into the night to (a) prepare for the next day's hearing, and (b) strategize with the Debtors' executives. Thus, it was necessary to engage the overtime services of certain secretaries and staff during the 1113 hearings. The overtime expenses were paid.³

25. The Paul Hastings 1113 team incurred certain travel expenses in connection with the Debtors' labor proceedings in New York. While Paul Hastings seeks reimbursement of those expenses, Paul Hastings has written off much of the related attorney time traveling to and from New York for the hearings. Paul Hastings wrote off a total of 78.40 hours in travel time, which amounts to \$16,854.50 in fees, and does not seek payment thereof. Accordingly, while travel expenses appear on Paul Hastings' monthly statements for the Compensation Period, most of the related attorney travel time does not appear thereon.

26. Only clients who actually use services of the types set forth in Exhibit "C" are separately charged for such services. The effect of including such expenses as part of the hourly billing rates would impose that cost upon clients who do not require extensive photocopying and other facilities and services.

THE REQUESTED COMPENSATION SHOULD BE ALLOWED

27. 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. Section 330 of the Bankruptcy Code provides

³ With the exception of \$673.75, all of the overtime charges were incurred in Delta's and Comair's Section 1113 proceedings.

that a court may award a professional employed under section 327 of the Bankruptcy Code “reasonable compensation for actual necessary services rendered . . . and reimbursement for actual, necessary expenses.” 11 U.S.C. § 330(a)(1). Section 330 of the Bankruptcy Code also sets forth the criteria for the award of such compensation and reimbursement:

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).

28. In the instant case, Paul Hastings respectfully submits that the services for which it seeks compensation in this Application were necessary for, and beneficial to the Debtors’ efforts to reorganize their estates. The professional services that Paul Hastings rendered were focused on pursuing an efficient reorganization of the Debtors’ businesses that maximizes recoveries. Paul Hastings’ labor, corporate, tax, and immigration services assisted the Debtors’ day to day operations and helped the Debtors streamline their operations and promote an efficient reorganization. Paul Hastings worked assiduously to anticipate or respond

to the Debtors' needs and assist in the reorganization process. Such services were necessary to the Debtors' estates and creditors. Accordingly, Paul Hastings 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.

29. Whenever possible, Paul Hastings sought to minimize the costs of Paul Hastings' services to the Debtors by utilizing talented junior attorneys and paraprofessionals to handle the more routine aspects of the assignments. A small group of the same Paul Hastings attorneys was utilized for the vast majority of the work in these cases, to minimize the costs of intra-Paul Hastings communication and education about the Debtors' circumstances.

30. In sum, the services rendered by Paul Hastings 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. Paul Hastings respectfully submits that approval of the compensation sought herein is, therefore, warranted.

MEMORANDUM OF LAW

31. The Debtors submit that the relevant legal authorities are set forth herein, and that the requirement pursuant to Local Bankruptcy Rule 9013-1 – that the Debtors file a memorandum of law in support of this Application – is satisfied.

CONCLUSION

WHEREFORE, Paul Hastings respectfully requests (a) final allowance of compensation for professional services rendered during the Compensation Period in the amount of \$6,734,732.82 and reimbursement for actual and necessary expenses Paul Hastings incurred during the Compensation Period in the amount of \$456,621.78; (b) payment of all outstanding fees and expenses incurred during the Compensation Period; (c) that the allowance of such

compensation for professional services rendered and reimbursement of actual and necessary expenses incurred be without prejudice to Paul Hastings' right to seek such further compensation for the full value of services performed and expenses incurred; and (d) that the Court grant Paul Hastings such other and further relief as is just.

Dated: Washington, D.C.
June 7, 2007

Respectfully submitted,

/s/ John J. Gallagher

John J. Gallagher (WDC Bar No. 191502)
PAUL, HASTINGS, JANOFSKY & WALKER LLP
875 15th Street N.W.
Washington, D.C. 20005
Telephone: (202) 551-1700
Facsimile: (202) 551-1705

SPECIAL COUNSEL FOR THE DEBTORS AND
DEBTORS IN POSSESSION

EXHIBIT A

John J. Gallagher (WDC Bar No. 191502)
PAUL, HASTINGS, JANOFSKY & WALKER LLP
Special Counsel for Debtors and Debtors In Possession
875 15th Street N.W.
Washington, D.C. 20005
Telephone: (202) 551-1700
Facsimile: (202) 551-1705

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

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

**CERTIFICATION UNDER GUIDELINES FOR FEES AND
DISBURSEMENTS FOR PROFESSIONALS WITH RESPECT TO FINAL
APPLICATION OF PAUL, HASTINGS, JANOFSKY & WALKER LLP FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

I, John J. Gallagher, hereby certify that:

1. I am a partner with the applicant firm, Paul, Hastings, Janofsky & Walker LLP (“Paul Hastings”), with shared responsibility for the chapter 11 cases of Delta Air Lines, Inc., and certain of its direct and indirect subsidiaries, as debtors and debtors in possession (collectively, the “Debtors”), with respect to 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 Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(a) to

Establish Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals (the “Administrative Order,” collectively with the Local Guidelines and UST Guidelines, the “Guidelines”).

2. This certification is made with respect to Paul Hastings’ application, dated June 7, 2007 (the “Application”), for final allowance of compensation and reimbursement of expenses for the period commencing September 14, 2005 through and including March 31, 2007 (the “Compensation Period”) in accordance with the Guidelines.

3. With respect to section B.1 of the Local Guidelines, I certify that:

- I have read the Application;
- to the best of my knowledge, information, and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Local Guidelines and the UST Guidelines, except as discussed in the Application and in paragraph 4 below;
- the fees and disbursements sought are billed at rates in accordance with practices customarily employed by Paul Hastings and generally accepted by Paul Hastings’ clients, except as discussed in the Application and in paragraph 4 below; and
- in providing a reimbursable service, Paul Hastings does not make a profit on that service, whether the service is performed by Paul Hastings in-house or through a third party.

4. The Debtors and Paul Hastings anticipated lower fees than actually incurred in the IT Outsourcing matter (Matter No. 59557.00014) during the Compensation Period. Accordingly, by mutual agreement with the Debtors, the Firm wrote off \$129,158.10 in fees incurred in this matter during the Compensation Period.

5. With respect to section B.2 of the Local Guidelines, and as required by the Administrative Order, I certify that Paul Hastings has complied with the provisions requiring it to provide the Debtors, counsel for the statutory committee of unsecured creditors appointed in

these cases (the “Committee”), and the United States Trustee for the Southern District of New York (the “United States Trustee”) with, on a monthly basis, a statement of Paul Hastings’ fees and disbursements incurred during the previous month.

6. With respect to section B.3 of the Local Guidelines, I certify that the Debtors, counsel for the Debtors, counsel for the Committee, and the United States Trustee are each being provided with a copy of the Application together with the Firm’s monthly statements for the period from February 1, 2007 through March 31, 2007. At the Court’s request, the Court will receive the Application without the Firm’s monthly statements.

Dated: Washington, D.C.
June 7, 2007

/s/ John J. Gallagher
John J. Gallagher (WDC Bar No. 191502)

EXHIBIT B
SERVICES RENDERED BY PAUL, HASTINGS, JANOFSKY & WALKER LLP
COMMENCING SEPTEMBER 14, 2005 THROUGH MARCH 31, 2007

<u>NAME, DEPARTMENT</u>	<u>YEAR OF ADMISSION</u>	<u>RATE¹</u>	<u>HOURS</u>	<u>AMOUNT</u>
<u>PARTNERS</u>				
John J. Gallagher, Employment Department	1972	\$615	855.40	\$526,071.00
John J. Gallagher, Employment Department	1972	\$665	668.70	\$444,685.50
John J. Gallagher, Employment Department	1972	\$690	663.20	\$457,608.00
John J. Gallagher, Employment Department	1972	\$730	0.50	\$365.00
Jesse H. Austin, Corporate Department	1980	\$660	2.80	\$1,848.00
Kenneth Krug, Real Estate Department	1982	\$660	12.08	\$7,972.80
Patrick A. Ramsey, Real Estate Department	1976	\$635	1.36	\$863.60
Patrick A. Ramsey, Real Estate Department	1976	\$685	0.06	\$41.10
Jon A. Geier, Employment Department	1985	\$565	316.40	\$178,766.00
Jon A. Geier, Employment Department	1985	\$595	287.70	\$171,181.50
Scott M. Flicker, Litigation Department	1988	\$545	1.30	\$708.50
Scott M. Flicker, Litigation Department	1988	\$570	.30	\$171.00
Kenneth M. Willner, Employment Department	1987	\$535	98.40	\$52,644.00
Kenneth M. Willner, Employment Department	1987	\$590	1.50	\$885.00
Franklin H. Layson, Corporate Department	1991	\$575	5.10	\$2,932.50
Charles F. Hollis III, Corporate Department	1995	\$425	3.60	\$1,530.00
Charles F. Hollis III, Corporate Department	1995	\$500	3.80	\$1,900.00
Robert F. Walker, Employment Department	1967	\$600	97.00	\$58,200.00
Neal D. Mollen, Employment Department	1986	\$530	456.40	\$241,892.00

¹ The Firm's hourly rates were increased during the Compensation Period. The respective rates charged for each timekeeper are shown here.

<u>NAME, DEPARTMENT</u>	<u>YEAR OF ADMISSION</u>	<u>RATE¹</u>	<u>HOURS</u>	<u>AMOUNT</u>
Neal D. Mollen, Employment Department	1986	\$550	390.10	\$214,555.00
Neal D. Mollen, Employment Department	1986	\$585	75.30	\$44,050.50
Neal D. Mollen, Employment Department	1986	\$635	0.60	\$381.00
Deborah A. Marlowe, Employment Department	1983	\$465	6.50	\$3,022.50
Deborah A. Marlowe, Employment Department	1983	\$500	24.50	\$12,250.00
Deborah A. Marlowe, Employment Department	1983	\$550	.70	\$385.00
David Livdahl, Corporate Department	1977	\$630	.30	\$189.00
Daryl R. Buffenstein, Employment Department	1977	\$535	8.40	\$4,494.00
Mark S. Lange, Tax/Probate Department	1982	\$530	1.50	\$795.00
Mark S. Lange, Tax/Probate Department	1982	\$585	24.00	\$14,040.00
Mark S. Lange, Tax/Probate Department	1982	\$610	5.50	\$3,355.00
R. Matthew Martin, Litigation Department	1981	\$532	5.50	\$2,926.00
R. Matthew Martin, Litigation Department	1981	\$580	2.50	\$1,450.00
R. Matthew Martin, Litigation Department	1981	\$605	17.20	\$10,406.00
Robert S. Span, Litigation Department	1971	\$595	1,110.00	\$660,450.00
Robert S. Span, Litigation Department	1971	\$625	447.60	\$279,750.00
Robert S. Span, Litigation Department	1971	\$695	124.24	\$86,346.80
Scott M. Hobby, Corporate Department	1973	\$580	67.30	\$39,034.00
Scott M. Hobby, Corporate Department	1973	\$610	498.80	\$304,268.00
Wayne N. Bradley, Corporate Department	1991	\$475	14.00	\$6,650.00
Wayne N. Bradley, Corporate Department	1991	\$505	34.40	\$17,372.00
Wayne N. Bradley, Corporate Department	1991	\$540	23.80	\$12,852.00
Wayne N. Bradley, Corporate Department	1991	\$575	2.50	\$1,437.50
Kyle D. Sherman, Employment Department	1991	\$485	3.30	\$1,600.50
	TOTAL PARTNERS		6,364.14	\$3,872,325.30

<u>NAME, DEPARTMENT</u>	<u>YEAR OF ADMISSION</u>	<u>RATE¹</u>	<u>HOURS</u>	<u>AMOUNT</u>
<u>COUNSEL</u>				
Margaret H. Spurlin, Employment Department	1979	\$490	559.30	\$274,057.00
Margaret H. Spurlin, Employment Department	1979	\$520	77.00	\$40,040.00
Margaret H. Spurlin, Employment Department	1979	\$550	54.70	\$30,085.00
Karen B. Koenig, Employment Department,	1993	\$400	1.00	\$400.00
Karen B. Koenig, Employment Department,	1993	\$420	2.20	\$924.00
Karen B. Koenig, Employment Department,	1993	\$500	.10	\$50.00
Owen "Bo" Cooper, Employment Department	1988	\$420	49.45	\$20,769.00
Owen "Bo" Cooper, Employment Department	1988	\$550	.30	\$165.00
Timothy R. Dodson, Corporate Department	1984	\$415	.50	\$207.50
Timothy R. Dodson, Corporate Department	1984	\$445	185.60	\$82,592.00
Timothy R. Dodson, Corporate Department	1984	\$475	213.80	\$101,555.00
Katherine A. Traxler, Corporate Department	1990	\$550	13.30	\$7,315.00
Katherine A. Traxler, Corporate Department	1990	\$580	11.00	\$6,380.00
Katherine A. Traxler, Corporate Department	1990	\$610	16.10	\$9,821.00
Katherine A. Traxler, Corporate Department	1990	\$655	3.20	\$2,096.00
Kelly J. Koelker, Employment Department	1986	\$395	12.20	\$4,819.00
	TOTAL COUNSEL		1,199.75	\$581,275.50
<u>ASSOCIATES</u>				
Brian P. Moran, Litigation Department	1990	\$610	.50	\$305.00
Joshua G. Hamilton, Litigation Department	1998	\$510	1.40	\$714.00
Joshua G. Hamilton, Litigation Department	1998	\$550	3.08	\$1,694.00
Jacob T. Risner, Litigation Department	2003	\$455	13.14	\$5,978.70
Hannah Breshin, Employment Department	2001	\$420	6.40	\$2,688.00
Brendan M. Branon, Employment Department	2003	\$295	1,195.00	\$352,525.00
Brendan M. Branon, Employment Department	2003	\$350	337.00	\$117,950.00

<u>NAME, DEPARTMENT</u>	<u>YEAR OF ADMISSION</u>	<u>RATE¹</u>	<u>HOURS</u>	<u>AMOUNT</u>
Department				
Brendan M. Branon, Employment Department	2003	\$375	652.20	\$244,575.00
Brendan M. Branon, Employment Department	2003	\$445	.60	\$267.00
Carson H. Sullivan, Employment Department	2000	\$365	62.50	\$22,812.50
Carson H. Sullivan, Employment Department	2000	\$415	4.20	\$1,743.00
Gillian Garrett, Litigation Department	2002	\$430	3.08	\$1,324.40
Courtney R. Mueller, Employment Department	2003	\$350	114.30	\$40,005.00
Courtney R. Mueller, Employment Department	2003	\$375	6.50	\$2,437.50
Paul D. Knothe, Employment Department	2003	\$295	741.70	\$218,801.50
Paul D. Knothe, Employment Department	2003	\$350	354.30	\$124,005.00
Paul D. Knothe, Employment Department	2003	\$375	513.90	\$192,712.50
Julie Engels, Real Estate Department	2004	\$350	4.20	\$1,470.00
Daniel Brown, Employment Department	1997	\$350	6.80	\$2,380.00
Erik L. Belenky, Corporate Department	1997	\$350	7.40	\$2,590.00
Erik L. Belenky, Corporate Department	1997	\$405	.90	\$364.50
Erik L. Belenky, Corporate Department	1997	\$425	78.10	\$33,192.50
Erik L. Belenky, Corporate Department	1997	\$450	4.20	\$1,890.00
Daniel Prince, Litigation Department	2004	\$350	.56	\$196.00
Melinda A. Gordon, Employment Department	2006	\$315	5.00	\$1,575.00
Emily C. Crosby, Tax Department	2002	\$310	.80	\$248.00
Emily C. Crosby, Tax Department	2002	\$330	2.00	\$660.00
Emily C. Crosby, Tax Department	2002	\$360	26.80	\$9,648.00
Dara H. Freling, Employment Department	2005	\$285	78.00	\$22,230.00
Dara H. Freling, Employment Department	2005	\$310	7.50	\$2,325.00
Jared M. Brandman, Corporate Department	2001	\$330	81.70	\$26,961.00
Jared M. Brandman, Corporate Department	2001	\$350	29.60	\$10,360.00
Toronda M. Silas, Corporate Department	2005	\$230	2.80	\$644.00
Lily (Lingli) Zhang, Corporate Department		\$200	.80	\$160.00
Eunice G. Kim, Employment	2005	\$130	3.80	\$494.00

<u>NAME, DEPARTMENT</u>	<u>YEAR OF ADMISSION</u>	<u>RATE¹</u>	<u>HOURS</u>	<u>AMOUNT</u>
Department				
Eunice G. Kim, Employment Department	2005	\$165	11.10	\$1,831.50
Browning N. Afield, Corporate Department	2002	\$265	15.50	\$4,107.50
Browning N. Afield, Corporate Department	2002	\$330	34.00	\$11,220.00
Danielle D. Colon, Litigation Department	2005	\$310	1.26	\$390.60
Tong Zou, Corporate Department	2003	\$280	8.80	\$2,464.00
Tong Zou, Corporate Department	2003	\$300	4.50	\$1,350.00
Tong Zou, Corporate Department	2003	\$335	1.50	\$502.50
Daniel P. Hart, Employment Department	2004	\$210	3.10	\$651.00
Daniel P. Hart, Employment Department	2004	\$265	4.20	\$1,113.00
Daniel P. Hart, Employment Department	2004	\$300	4.30	\$1,290.00
Rachel A. Miles, Corporate Department	2006	\$250	35.50	\$8,875.00
Jeremy S. Corcoran, Corporate Department	2006	\$250	1.10	\$275.00
Anne T. Nees, Corporate Department	2005	\$220	25.00	\$5,500.00
Anne T. Nees, Corporate Department	2005	\$230	32.70	\$7,521.00
Anne T. Nees, Corporate Department	2005	\$250	105.70	\$26,425.00
Catherine E. Caouette, Employment Department	2004	\$265	48.10	\$12,746.50
Donald H. Crawford, Litigation Department	2003	\$245	6.50	\$1,592.50
Donald H. Crawford, Litigation Department	2003	\$300	2.80	\$840.00
Elaine P. Ho, Employment Department	2002	\$325	57.30	\$18,622.50
Elaine P. Ho, Employment Department	2002	\$400	5.50	\$2,200.00
Jennifer Winsberg, Corporate Department	1997	\$340	1.10	\$374.00
Joshua M. Sivin, Litigation Department	2002	\$370	.60	\$222.00
John P. Isa, Employment Department	1999	\$385	14.00	\$5,390.00
Justo Rodriguez, III, Corporate Department	1999	\$325	.30	\$97.50
James R. Paine, Corporate Department	2001	\$295	159.00	\$46,905.00
James R. Paine, Corporate Department	2001	\$330	429.80	\$141,834.00
Keith M. Kodosky, Litigation Department	1997	\$350	1.55	\$542.50
Kristine M. Shryock, Corporate Department	1996	\$500	2.90	\$1,450.00

<u>NAME, DEPARTMENT</u>	<u>YEAR OF ADMISSION</u>	<u>RATE¹</u>	<u>HOURS</u>	<u>AMOUNT</u>
Kristine M. Shryock, Corporate Department	1996	\$540	8.90	\$4,806.00
Kevin W. Miner, Employment Department	1998	\$330	2.90	\$957.00
Kevin W. Miner, Employment Department	1998	\$375	4.10	\$1,537.50
Laura E. Robertson, Corporate Department	2002	\$295	69.10	\$20,384.50
Laura E. Robertson, Corporate Department	2002	\$310	71.00	\$22,010.00
Samantha Weidenbaum, Employment Department	1996	\$350	0.40	\$140.00
Samantha Weidenbaum, Employment Department	1996	\$395	1.20	\$474.00
Katerina Moshinski, Employment Department	2006	\$315	4.30	\$1,354.50
Rebecca D. Rambow, Employment Department	2002	\$205	3.50	\$717.50
Rebecca D. Rambow, Employment Department	2002	\$230	.30	\$69.00
Gina M. Bryant, Employment Department	2003	\$200	25.40	\$5,080.00
	TOTAL ASSOCIATES		5,559.57	\$1,811,788.70
<u>PARAPROFESSIONALS AND OTHER TIMEKEEPERS</u>				
Carol A. Nagai, Litigation Department	N.A.	\$270	3.76	\$1,015.20
Randy Z. Ullrich, Litigation Department	N.A.	\$255	.28	\$71.41
C. Wendy Phinny, Litigation Department	N.A.	\$230	6.00	\$1,380.00
C. Wendy Phinny, Litigation Department	N.A.	\$245	3.56	\$872.21
Mariana Nielson, Litigation Department	N.A.	\$225	3.00	\$675.00
Geoffrey A. Stern, Real Estate Department	N.A.	\$210	.26	\$54.60
Karen Warshauer, Employment Department	N.A.	\$205	12.00	\$2,460.00
Diane Hinrichs, Litigation Department	N.A.	\$195	3.30	\$643.50
Adriana Valera, Employment Department	N.A.	\$130	1.10	\$143.00
Anna Danowska, Employment Department	N.A.	\$100	18.00	\$1,800.00
Denise M. Lobodinsky, Litigation Department	N.A.	\$190	10.60	\$2,014.00
Julia D. Cade, Employment Department	N.A.	\$140	721.20	\$100,968.00

<u>NAME, DEPARTMENT</u>	<u>YEAR OF ADMISSION</u>	<u>RATE¹</u>	<u>HOURS</u>	<u>AMOUNT</u>
Julia D. Cade, Employment Department	N.A.	\$150	223.40	\$33,510.00
Julia D. Cade, Employment Department	N.A.	\$170	498.40	\$84,728.00
Julia D. Cade, Employment Department	N.A.	\$185	7.10	\$1,313.50
Cynthia L. Glenn, Employment Department	N.A.	\$160	14.90	\$2,384.00
Kevin D. Edwards, Litigation Department	N.A.	\$135	13.50	\$1,822.50
Jack F. Parks, Corporate Department	N.A.	\$155	39.50	\$6,122.50
Josh P. Roffenbender, Litigation Department	N.A.	\$120	13.90	\$1,668.00
Maureen M. Smallwood, Litigation Department	N.A.	\$115	.60	\$69.00
Patrick M. Flanigan, Litigation Department	N.A.	\$100	29.20	\$2,920.00
Christopher Copenhaver	N.A.	\$90	161.50	\$14,535.00
Wayne L. Clark	N.A.	\$195	52.10	\$10,159.50
Scott B. Snipes	N.A.	\$130	.90	\$117.00
Kathleen P. O'Connor	N.A.	\$80	10.80	\$864.00
Kathleen P. O'Connor	N.A.	\$95	2.60	\$247.00
Laura Moore, Employment Department	N.A.	\$90	6.40	\$576.00
R. Ivan Hernandez, Corporate Department	N.A.	\$85	.50	\$42.50
Dawn M. McCartney, Employment Department	N.A.	\$80	1.50	\$120.00
Marshall M. Chalmers, Employment Department	N.A.	\$75	89.70	\$6,727.50
Nereira Greene, Employment Department	N.A.	\$75	10.10	\$757.50
Genna M. Jacobs	N.A.	\$70	34.10	\$2,387.00
Alexander Russov	N.A.	\$70	.30	\$21.00
Alison B. Langley, Employment Department	N.A.	\$65	7.10	\$461.50
William H. Grady	N.A.	\$155	1.50	\$232.50
William H. Grady	N.A.	\$160	.50	\$80.00
William H. Grady	N.A.	\$170	2.60	\$442.00
James D. Wiseman, Litigation Department	N.A.	\$145	66.30	\$9,613.50
Joseph E. Hainline, Employment Department	N.A.	\$90	396.00	\$35,640.00
Joseph E. Hainline, Employment Department	N.A.	\$95	137.40	\$13,053.00
Arnette A. Steele, Employment Department	N.A.	\$130	10.00	\$1,300.00
Arnette A. Steele, Employment Department	N.A.	\$140	1.50	\$210.00
Anthony D. Fabric, Practice Support	N.A.	\$175	67.70	\$11,847.50
Anthony D. Fabric, Practice Support	N.A.	\$185	0.80	\$148.00

<u>NAME, DEPARTMENT</u>	<u>YEAR OF ADMISSION</u>	<u>RATE¹</u>	<u>HOURS</u>	<u>AMOUNT</u>
Christina A. Gittings, Employment Department	N.A.	\$70	17.00	\$1,190.00
Courtney A. O'Donnell, Employment Department	N.A.	\$70	1.70	\$119.00
Crystal D. Simmons, Employment Department	N.A.	\$65	30.40	\$1,976.00
Devora L. Nealy, Corporate Department	N.A.	\$150	1.00	\$150.00
Frank N. Dagostino, Support Operations	N.A.	\$100	1.00	\$100.00
Frank N. Dagostino, Support Operations	N.A.	\$105	1.30	\$136.50
Frank N. Dagostino, Support Operations	N.A.	\$115	1.50	\$172.50
Glenda T. Smith, Practice Support	N.A.	\$90	2.00	\$180.00
Jared Bourassa, Litigation Department	N.A.	\$145	25.90	\$3,755.50
Katherine M. Volin, Employment Department	N.A.	\$165	7.80	\$1,287.00
Lisa D. Dunning, Corporate Department	N.A.	\$170	7.30	\$1,241.00
Lisa D. Dunning, Corporate Department	N.A.	\$180	13.40	\$2,412.00
Lisa D. Dunning, Corporate Department	N.A.	\$200	12.90	\$2,580.00
Lynda L. Larsen, Library	N.A.	\$140	.50	\$70.00
Larry R. Mehringer, Support Operations	N.A.	\$140	2.00	\$280.00
Molly H. Gleason, Employment Department	N.A.	\$65	26.40	\$1,716.00
Molly H. Gleason, Employment Department	N.A.	\$70	1.10	\$77.00
Nathan T. Owings, Employment Department	N.A.	\$70	3.00	\$210.00
Roxanne M. Wiltshire, Employment Department	N.A.	\$180	73.20	\$13,176.00
Roxanne M. Wiltshire, Employment Department	N.A.	\$190	23.70	\$4,503.00
Roxanne M. Wiltshire, Employment Department	N.A.	\$210	1.00	\$210.00
Sheilagh J. Mayberry, Employment Department	N.A.	\$110	35.50	\$3,905.00
Peyton L. Snyders, Employment Department	N.A.	\$130	683.30	\$88,829.00
Peyton L. Snyders, Employment Department	N.A.	\$140	21.70	\$3,038.00
Peyton L. Snyders, Employment Department	N.A.	\$200	37.70	\$7,540.00
Peyton L. Snyders, Employment Department	N.A.	\$215	4.20	\$903.00
Amy M. Flynn, Litigation	N.A.	\$130	116.80	\$15,184.00

<u>NAME, DEPARTMENT</u>	<u>YEAR OF ADMISSION</u>	<u>RATE¹</u>	<u>HOURS</u>	<u>AMOUNT</u>
Department				
Ernest Benavidez, Litigation Department	N.A.	\$130	50.00	\$6,500.00
Roberta C. Dalla Verde, Employment Department	N.A.	\$120	.60	\$72.00
Dennis M. Cairns, Court Services Clerk	N.A.	\$100	2.50	\$250.00
Dennis M. Cairns, Court Services Clerk	N.A.	\$115	10.90	\$1,253.50
Anna Fincher, Employment Department	N.A.	\$70	13.80	\$966.00
Anna Fincher, Employment Department	N.A.	\$80	67.10	\$5,368.00
Andrea J. Richardson, Employment Department	N.A.	\$75	3.40	\$255.00
Andrea J. Richardson, Employment Department	N.A.	\$80	11.30	\$904.00
Andrea J. Richardson, Employment Department	N.A.	\$100	.40	\$40.00
Janelys Hernandez, Employment Department	N.A.	\$65	22.50	\$1,462.50
Janelys Hernandez, Employment Department	N.A.	\$70	39.20	\$2,744.00
Janelys Hernandez, Employment Department	N.A.	\$90	4.70	\$423.00
Moira O. Kuhn, Employment Department	N.A.	\$260	20.50	\$5,330.00
Moira O. Kuhn, Employment Department	N.A.	\$275	69.60	\$19,140.00
Moira O. Kuhn, Employment Department	N.A.	\$310	3.00	\$930.00
Linda C. Thompson, Employment Department	N.A.	\$180	5.30	\$954.00
Linda C. Thompson, Employment Department	N.A.	\$195	.80	\$156.00
Alexis Saba, Litigation Department	N.A.	\$155	12.30	\$1,906.50
Samantha A. McMahan, Employment Department	N.A.	\$115	9.70	\$1,115.50
Samantha A. McMahan, Employment Department	N.A.	\$125	13.70	\$1,712.50
Tracy L. Gunter, Employment Department	N.A.	\$130	3.65	\$474.50
Tracy L. Gunter, Employment Department	N.A.	\$140	22.50	\$3,150.00
Tracy L. Gunter, Employment Department	N.A.	\$165	.30	\$49.50
Sarah R. Williams, Corporate Department	N.A.	\$125	45.10	\$5,637.50
Muyideen B. Olijade	N.A.	\$105	4.00	\$420.00
Werner Boel, Employment Department	N.A.	\$80	.50	\$40.00

<u>NAME, DEPARTMENT</u>	<u>YEAR OF ADMISSION</u>	<u>RATE¹</u>	<u>HOURS</u>	<u>AMOUNT</u>
Werner Boel, Employment Department	N.A.	\$85	27.30	\$2,320.50
Sherry (Liangshun) Qian, Employment Department	N.A.	\$80	12.30	\$984.00
Robert W. Childress, Employment Department	N.A.	\$75	69.60	\$5,220.00
Robert W. Childress, Employment Department	N.A.	\$80	15.40	\$1,232.00
Megan E. Guilliams, Employment Department	N.A.	\$75	3.20	\$240.00
Kristin F. Aquino, Employment Department	N.A.	\$90	.30	\$27.00
Allison A. Phears, Employment Department	N.A.	\$70	8.40	\$588.00
Allison A. Phears, Employment Department	N.A.	\$75	10.20	\$765.00
Brandi N. Knox, Employment Department	N.A.	\$75	29.20	\$2,190.00
Brandi N. Knox, Employment Department	N.A.	\$80	2.30	\$184.00
Karla F. Klingsoehr, Employment Department	N.A.	\$70	2.00	\$140.00
Karla F. Klingsoehr, Employment Department	N.A.	\$90	3.90	\$351.00
Adriane Z. Lilly, Employment Department	N.A.	\$70	7.00	\$490.00
Richard Y. Hu, Employment Department	N.A.	\$65	3.10	\$201.50
Richard Y. Hu, Employment Department	N.A.	\$70	2.30	\$161.00
Shannon A. Kelly, Employment Department	N.A.	\$65	4.30	\$279.50
Shannon A. Kelly, Employment Department	N.A.	\$70	1.90	\$133.00
David C. Audorff, Employment Department	N.A.	\$65	57.80	\$3,757.00
Mee Ae "Jamie" Park	N.A.	\$65	.40	\$26.00
Lito M. Natividad, Billing Department	N.A.	\$170	18.30	\$3,111.00
Lito M. Natividad, Billing Department	N.A.	\$180	12.70	\$2,286.00
Lito M. Natividad, Billing Department	N.A.	\$195	7.20	\$1,404.00
	TOTAL PARAPROFESSIONALS		4,575.21	\$598,501.42

<u>NAME, DEPARTMENT</u>	<u>YEAR OF ADMISSION</u>	<u>RATE</u> ¹	<u>HOURS</u>	<u>AMOUNT</u>
		TOTAL FEES INCURRED (BEFORE WRITE-OFF)²	17,698.67	\$6,863,890.92
		TOTAL FEES CHARGED (AFTER WRITEOFF)	17,698.67³	\$6,734,732.82
		BLENDED HOURLY RATE		\$381

² Paul Hastings wrote off \$129,158.10 in fees incurred in the IT Outsourcing matter during the Compensation Period.

³ During the Compensation Period, the Firm, among other things, jointly represented five lessees in connection with their leases at Los Angeles International Airport ("LAX"). Each lessee is responsible for one-fifth of the Firm's fees and expenses incurred on a monthly basis. As a result, while the monthly statements in the LAX matter reflect time in tenth of an hour increments, the hours shown here do not because they reflect only Delta's one-fifth share of the Firm's time on the LAX matter.

EXHIBIT C
ACTUAL AND NECESSARY DISBURSEMENTS INCURRED BY
PAUL, HASTINGS, JANOFSKY & WALKER LLP
COMMENCING SEPTEMBER 14, 2005 THROUGH MARCH 31, 2007

Description	Total Requested Expenses
Filing Fee	\$40,090.00
Court Reporting Service	\$106.00
Attorney Service	\$88.80
Computer Legal Research	\$45,564.78
Long Distance Telephone	\$3,017.15
Cell phone charges	\$87.02
In-House Reproduction (250,811 copies @ \$.20 per page)	\$50,162.20
In-House Reproduction (43 copies @ \$.10 per page)	\$4.30
In-House Reproduction - Color (31,450 copies @ \$1.25 per page)	\$39,312.50
In-House Reproduction - Color (9,519 copies @ \$.50 per page)	\$4,759.50
Outside Reproduction	\$11,432.66
Facsimile (338 pages @ \$1.25 per page for outgoing facsimiles)	\$422.50
Outside Facsimile	\$20.50
Secretary and Staff Overtime	\$4,792.50
Airfare	\$69,670.15
Taxi/Ground Transportation	\$18,258.48
Mileage	\$602.84
Parking	\$2,288.49
Lodging	\$87,441.84
Meals	\$18,812.20
Courier & Express Carriers (e.g., Federal Express) ¹	\$23,495.19
Supplies	\$312.84
Postage	\$315.90
Academic Equivalency evaluation services-The Trustforte Corp.	\$910.00
Italian and English Translations-Alta Language Services	\$99.15
Outside Professional Services-Alpa Financial report	\$17.40
Outside Professional Services-Merrill Communications	\$25,002.11
Outside Professional Services-Counselor Resource	\$3,961.18
Outside Professional Services-Translator	\$240.20
Outside Professional Services-TMP Worldwide	\$3,260.00
Registration – Los Angeles City Ethics Commission	\$213.40
Outside Professional Services-J.A.M.S.-Share of mediation costs	\$2,595.00
US CIS Fee (voided checks)	-735.00
TOTAL:	\$456,621.78

¹ Express carriers are used only when first class mail is impracticable and the exigencies of time require this form of delivery. Couriers are used only when time is of the essence.

EXHIBIT D
SUMMARY OF SERVICES RENDERED COMMENCING
SEPTEMBER 14, 2005 THROUGH MARCH 31, 2007

CLIENT MATTER CODE	US TRUSTEE TASK CODE	HOURS	AMOUNT
General Corporate 59557.00001	B210	37.10	\$15,045.50
Cargo Joint Venture 59557.00003	B210	10.10	\$4,119.00
Gate Gourmet 59557.00004	B210	52.80	\$21,730.00
General Tax Matters 59557.00005	B210 B240	35.70 1.50	\$19,212.00 \$795.00
Guardant Inc. 59557.00007	B210	24.90	\$7,554.50
Ken Klatt Matters 59557.00010	B210	3.00	\$1,312.50
Rob LaPorta Matters 59557.00011	B210	3.70	\$1,326.00
Supply Chain Invoicing Matter 59557.00012	B210	4.75	\$2,386.50
Heavenly Kosher 59557.00013	B210	2.60	\$287.00
IT Outsourcing 59557.00014	B210	1,965.50	\$821,833.50
Delta Connection Academy 59557.00015	B210	3.00	\$1,308.50
2006 Catering Arrangements & Strategy 59557-00016	B210	205.70	\$78,281.50
Regional Route RFP 59557.00017	B210	116.40	\$47,156.50
Immigration Matters for Delta Air Lines, Inc. 59574.00001 through 59574.00066	B210	637.80	\$87,775.50
Immigration Matters for Delta Technology 59575.00001 through 59575.99833	B210	380.40	\$59,326.50
General Labor 59588.00001	B160 B222	69.10 43.60	\$28,126.00 \$14,462.00
Section 1113 Matters 59588.00002	B160 B222	17.00 6,834.20	\$5,697.50 \$2,615,835.50

Comair Section 1113 Matters 59588.00003	B222	6,995.10	\$2,870,034.50
LAX Terminal Leases 71296-00003	B210	254.72	\$160,285.42
TOTAL		17,698.67	\$6,863,890.92

EXHIBIT E

INTERIM APPLICATIONS FILED DURING CHAPTER 11 CASE, FROM
SEPTEMBER 14, 2005 THROUGH MARCH 31, 2007

PERIOD COVERED	DATE FILED	DOCKET NUMBER	REQUESTED FEES	REQUESTED EXPENSES	DATE APPROVED BY COURT ORDER
Sept. 14, 2005 – Jan. 31, 2006	Mar. 4, 2006	2182	\$2,033,496.00	\$136,607.93	June 5, 2006
Feb. 1, 2006 – May 31, 2006	July 12, 2006	2827	\$2,311,862.45	\$142,260.78	Aug. 23, 2006
June 1, 2006 – Sept. 30, 2006	Nov. 9, 2006	3942	\$1,027,655.37	\$88,144.84	Dec. 20, 2006
Oct. 1, 2006 – Jan. 31, 2007	Mar. 16, 2007	5234	\$1,167,277.30	\$80,218.24	April 19, 2007
Feb. 1, 2007 – March 31, 2007	(final fee application)		\$194,441.70	\$9,389.99	
Total			\$6,734,732.82	\$456,621.78	

MONTHLY FEES AND EXPENSES

COMMENCING SEPTEMBER 14, 2005 THROUGH MARCH 31, 2007

DATE FEE STATEMENT SUBMITTED	PERIOD COVERED	REQUESTED FEES	REQUESTED EXPENSES
11-22-05	Sept. 14 – 30, 2005	\$258,045.00	\$1,076.47
11-22-05	October 2005	\$297,100.50	\$4,526.19
12-15-05	November 2005	\$693,067.50	\$30,473.05
1-17-06	December 2005	\$512,231.50	\$77,855.76
2-16-06	January 2006	\$273,051.50	\$22,676.46
4-4-06	February 2006	\$627,218.00	\$31,171.05
5-11-06	March 2006	\$1,184,540.00	\$66,483.03
5-23-06	April 2006	\$280,395.00	\$24,825.55
7-6-06	May 2006	\$219,709.45	\$19,781.15
8-1-06	June 2006	\$409,280.00	\$12,937.56
8-29-06	July 2006	\$329,470.20	\$36,559.91
9-28-06	August 2006	\$170,329.16	\$18,797.88
10-26-06	September 2006	\$118,576.01	\$19,849.49
12-7-06	October 2006	\$315,591.00	\$12,842.11
12-19-06	November 2006	\$512,668.40	\$42,985.45
1-18-07	December 2006	\$161,625.70	\$15,343.62
3-6-07	January 2007	\$177,392.20	\$9,047.06
3-27-07	February 2007	\$144,304.10	\$7,932.85
4-5-07	March 2007	\$50,137.60	\$1,457.14
Total	9-14-05 – 3-31-07	\$6,734,732.82	\$456,621.78

John J. Gallagher (WDC Bar. No. 191502)
PAUL, HASTINGS, JANOFSKY & WALKER LLP
Special Counsel for Debtors and Debtors In Possession
875 15th Street N.W.
Washington, D.C. 20005
Telephone: (202) 551-1700
Facsimile: (202) 551-1705

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

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

**CERTIFICATE OF SERVICE REGARDING FINAL FEE APPLICATION FOR PAUL,
HASTINGS, JANOFSKY & WALKER LLP, SPECIAL COUNSEL FOR THE
DEBTORS¹**

PLEASE TAKE NOTICE that, on June 12, 2007, the law firm of Paul, Hastings, Janofsky & Walker LLP caused to be served, via UPS overnight mail, the foregoing **Final Application of Paul, Hastings, Janofsky & Walker LLP, Special Counsel for the Debtors, for Allowance of Compensation and Reimbursement of Expenses, together with the Firm's monthly statements for the period from February 1, 2007 through March 31, 2007**, on the persons and entities listed on the attached Service List.

Dated: Los Angeles, CA
June 12, 2007

Respectfully submitted,

/s/ Katherine A. Traxler
PAUL, HASTINGS, JANOFSKY & WALKER LLP
Katherine A. Traxler, CA SB# 150620
515 South Flower Street, Twenty-Fifth Floor
Los Angeles, CA 90071
Tel: (213) 683-6000; Fax: (213) 627-0705
Special Counsel for the Debtors and Debtors-in-
Possession

¹ The Debtors are the following entities: ASA Holdings, Inc.; Atlantic Southeast Airlines, 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 Connection, Inc.; Delta Corporate Identity, Inc.; Delta Loyalty Management Services, Inc.; Delta Technology, LLC; Delta Ventures III, LLC; Epsilon Trading, Inc.; Kappa Capital Management, Inc.; Song, LLC; and Transquest Holding, Inc.

SERVICE LIST

Court (excluding the Firm's monthly statements)

United States Bankruptcy Court
Southern District of New York
300 Quarropas Street
Chambers Room 530
White Plains, New York 10601-4140

Debtors

Delta Air Lines, Inc.
Law Department (#981)
1030 Delta Boulevard
Atlanta, GA 30354
Attn: John J. Varley, Esq.

Debtors' Counsel

Davis Polk & Wardwell
450 Lexington Avenue
New York, NY 10017
Attn: Marshall S. Huebner, Esq.

U.S. Trustee

Office of the United States Trustee
for the Southern District of New York
33 Whitehall Street, 21st Floor
New York, NY 10004
Attn: Greg M. Zipes, Esq.

Counsel to Official Committee of Unsecured Creditors

Shuba Satyaprasad, Esq.
Akin Gump Strauss Hauer & Feld LLP
590 Madison Avenue
New York, NY 10022