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Hearing Date & Time: August 20, 2007 at 2:30 p.m.  
Objection Deadline: July 16, 2007 at 4:00 p.m.

-and-

C. Taylor Ashworth (AZ Bar #010143)  
Alisa C. Lacey (AZ Bar # 010571)  
STINSON MORRISON HECKER LLP  
1850 N. Central Avenue, Suite 2100  
Phoenix, Arizona 85004-4584  
Tel: (602) 279-1600

Counsel for the Official Section 1114 Committee of Retired Pilots

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

In Re:

DELTA AIR LINES, INC., et. al.,

Debtors.

Chapter 11

Case No. 05-17923 (ASH)

(Jointly Administered)

**FOURTH AND FINAL FEE APPLICATION COVER SHEET FOR  
STINSON MORRISON HECKER LLP, COUNSEL FOR THE  
OFFICIAL SECTION 1114 COMMITTEE OF RETIRED PILOTS**

Name of Applicant:

Stinson Morrison Hecker LLP

Date of Retention:

Retention Order dated May 1, 2006

Period for which compensation  
and reimbursement is sought:

2-1-07 through 3-31-07<sup>1</sup>

Amount of compensation sought  
as actual, reasonable, and necessary:

\$216,388.50

<sup>1</sup> Plus final approval of all fees and costs previously approved and paid on an interim basis from March 30, 2006, through January 31, 2007.

Amount of expense reimbursement  
sought as actual, reasonable, and necessary: \$ 11,404.77

This is an:  Interim  Final application

**SERVICES RENDERED BY STINSON MORRISON HECKER LLP FROM 2/1/07 TO 3/31/07**

Name	Year of Admission	Department	HOURS	RATE	AMOUNT
<b>Partners</b>					
C. Taylor Ashworth	1971 TX; 1985 AZ	Bankruptcy and Creditors Rights	14.70	\$450.00	\$6,615.00
Alisa C. Lacey	1986 AZ	Bankruptcy and Creditors Rights	130.10	\$400.00	\$52,040.00
Robert A. West	1988 MO; 1989 KS	Bankruptcy and Creditors Rights	43.80	\$325.00	\$14,235.00
Warren J. Stapleton	1997 AZ	Bankruptcy and Creditors Rights	109.10	\$310.00	\$33,821.00
Morris Nunn	1970	Employee Benefits	1.20	\$300.00	\$360.00
<b>Total Partners</b>					<b>\$107,071.00</b>
<b>Of Counsel</b>					
Christopher Graver	1990 AZ	Bankruptcy and Creditors Rights	300.10	\$330.00	\$99,033.00
<b>Total Of Counsel</b>					<b>\$99,033.00</b>
<b>Associate</b>					
Theodore M. Mitchell	2007 MO	Employee Benefits	28.50	\$225.00	\$6,412.50
<b>Total Associates</b>					<b>\$6,412.50</b>
<b>Paraprofessionals</b>					
Rebecca J. McGee, CP	N/A		24.20	\$160.00	\$3,872.00

	<b>Total Paraprofessionals</b>	<b>\$3,872.00</b>
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<u><b>Attorney Blended Rates</b></u>				
	<b>Attorney Blended Rate</b>		<b>Total Attorney Hours</b>	<b>Total Attorney Fees</b>
Partners	\$364.39		298.90	108,915.23
Of counsel	\$336.17		300.10	100,884.98
Associates	\$231.17		28.50	6,588.29
<b>Total</b>	<b>\$344.84</b>		<b>627.50</b>	<b>\$216,388.50</b>

Total Hours - Partners	298.90	Amount	\$107,071.00
Total Hours - Of Counsel	300.10	Amount	\$99,033.00
Total Hours - Associates	28.50	Amount	\$6,412.50
Total Hours - Paraprofessionals	24.20	Amount	\$3,872.00
<b>Total Hours</b>	<b>651.70</b>		<b>\$216,388.50</b>

Total Fees:	\$216,388.50
Total Expenses:	11,404.77
Total Fee Application:	\$227,793.27

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

In Re:

DELTA AIR LINES, INC., et. al.,

Debtors.

Chapter 11

Case No. 05-17923 (ASH)

(Jointly Administered)

**STINSON MORRISON HECKER LLP'S FOURTH AND  
FINAL APPLICATION FOR AWARD OF  
COMPENSATION FOR PROFESSIONAL SERVICES  
RENDERED AND REIMBURSEMENT OF EXPENSES  
INCURRED**

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

Stinson Morrison Hecker LLP ("SMH"), counsel for the Official Section 1114 Committee of Retired Pilots (the "Retired Pilots Committee"), applies for fourth and final allowance of compensation for professional services and reimbursement of expenses performed by SMH in connection with the above captioned bankruptcy cases (the "Application") as follows:

- a) Allowance of compensation for professional services for the period of February 1, 2007, through March 31, 2007 (the "Application Period") in the total amount of **\$216,338.50**;
- b) allowance of its actual and necessary expenses incurred during the Application Period in the total amount of **\$11,404.77**;
- c) payment of the 20% holdback withheld from SMH's Fee Statements for the periods of February 1, 2007 through March 31, 2007 (the "Monthly Fee Statements"); and
- d) SMH further requests final approval of all fees and costs previously approved on an interim basis from March 30, 2006 through January 31, 2007, in the amount of \$1,136,253.50 in fees and \$82,348.27 in expenses.

SMH files this Application pursuant to Sections 330 and 331 of the Bankruptcy Code (the "Bankruptcy Code"), Rule 2016(a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), 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, dated October 6, 2005 (the "Compensation and Reimbursement Order"). The amount sought for fees for the Application Period represents **651.70** hours of professional services. In support of this Application, SMH shows the Court the following:

### **JURISDICTION**

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue of this case is proper in this district pursuant to

28 U.S.C. §§ 1408 and 1409, respectively. This Application requests relief pursuant to Sections 330, 331, 1103 and 1114 of the Bankruptcy Code.

### **BACKGROUND**

2. On September 14, 2005 (the "Petition Date"), the Debtors filed voluntary petitions for relief under chapter 11 of Bankruptcy Code.

3. On October 6, 2005, this Court entered the Compensation and Reimbursement Order. The Compensation and Reimbursement Order authorized professionals paid from the Debtors' bankruptcy estates to serve monthly fee statements, by hand or overnight delivery, seeking payment for services rendered and for out-of-pocket expenses or other charges incurred on or before the 20<sup>th</sup> day of each month following the month for which compensation is sought on (i) Delta Air Lines, Inc.; (ii) counsel for the Debtors, Davis Polk & Wardwell; (iii) counsel for the Official Committee of Unsecured Creditors, Akin Gump Strauss Hauer & Feld LLP; (iv) counsel to the Official Section 1114 Committee, Foley & Lardner; (v) the Office of the United States Trustee for the Southern District of New York; (vi) counsel for the Official Section 1114 Committee of Retired Pilots; and (vii) counsel for any other official committee appointed by the Court. The Compensation and Reimbursement Order authorized the Debtors to pay professionals 80% of fees requested and 100% of expenses identified in each Monthly Fee Statement.

4. On March 17, 2006, this Court entered an Order approving the report of the United States Trustee regarding the solicitation process for forming an official committee to represent the retired pilot employees of the Debtors, and their spouses and dependents (the "Retired Pilots"). The Retired Pilots Committee consisted of nine members until it was dissolved by operation of the Bankruptcy Code on Debtors' Effective Date, April 30, 2007. The

Retired Pilots Committee selected SMH to serve as its lead counsel, and the law firm of Wilson Elser Moskowitz Edelman & Dicker LLP ("Wilson Elser") to serve as local co-counsel to represent the interest of the Retired Pilots Committee and its constituent members pursuant to section 1114 of the Bankruptcy Code.

5. On May 1, 2006, this Court entered an Order Authorizing the Employment and Retention of SMH and Wilson Elser as Attorneys to the Retired Pilots Committee Pursuant to 11 U.S.C. § 1114.

6. On July 13, 2006, SMH submitted Stinson Morrison Hecker LLP's First Application for Award of Compensation for Professional Services Rendered and Reimbursement of Expenses Incurred ("SMH's First Application") for the time period from March 30, 2006, through May 31, 2006 (DE #2852). In due course, pursuant to the Compensation and Reimbursement Order, SMH's monthly statements for March through May 2006 had been paid at 80% of fees and 100% of costs, totaling \$254,335.96. SMH's First Application was approved and payment of the balance of 20% of fees was approved by this Court's Order of August 21, 2006.

7. On November 10, 2006, SMH submitted Stinson Morrison Hecker LLP's Second Application for Award of Compensation for Professional Services Rendered and Reimbursement of Expenses Incurred ("SMH's Second Application") for the time period from June 1, 2006, through September 30, 2006 (DE #3547). In due course, pursuant to the Compensation and Reimbursement Order, SMH's monthly statements for June, July, August, and September 2006 had been paid at 80% of fees and 100% of costs, totaling \$378,862.56. SMH's Second Application was approved and payment of the balance of 20% of fees was approved by this Court's Order of December 18, 2006.

8. On March 16, 2007, SMH submitted Stinson Morrison Hecker LLP's Third Application for Award of Compensation for Professional Services Rendered and Reimbursement of Expenses Incurred ("SMH's Third Application") for the time period from October 1, 2006, through January 31, 2007 (DE #5238). In due course, pursuant to the Compensation and Reimbursement Order, SMH's monthly statements for October 2006 through January 2007 had been paid at 80% of fees and 100% of costs, totaling \$356,417.90. SMH's Third Application was approved and payment of the balance of 20% of fees was approved by this Court's order dated April 19, 2007, which payment was made on or about April 27, 2007.

9. The total compensation awarded on an interim basis pursuant to the First, Second, and Third Applications (which are incorporated herein by this reference) was \$1,136,253.50 in fees and \$82,348.27 in expenses.

10. On April 25, 2007, the Court entered its Order confirming Debtors' Plan herein (DE #5998). The plan was substantially consummated on April 30, 2007.

#### **OVERVIEW OF COMPENSATION SOUGHT**

11. SMH served its Monthly Fee Statements in accordance with the Compensation and Reimbursement Order and no objections were filed. During the current period of February 1, 2007, through March 31, 2007, SMH incurred a total of \$216,388.50 in fees and \$11,404.77 in expenses. In accordance with the Compensation and Reimbursement Order, SMH has received \$115,088.40 in fees and \$9,395.32 in expenses to date for the period from February 1, 2007, through March 31, 2007. There remain outstanding 20% of fees of \$28,772.10 for February, plus 100% of fees of \$72,528.00 and 100% of costs of \$2,009.45, for March 2007, resulting in total payable fees of \$101,300.10, and 100% of costs of \$2,009.45, for February and March 2007. The objection deadline for the March fees was May 7, 2007. This



Application seeks final approval of all fees and expenses incurred from February to March 2007, plus final approval of all interim fees and costs previously approved for SMH from March 30, 2006, through January 31, 2007, and payment of the balance of those approved fees and expenses, currently \$72,528.00 in fees and \$2,009.45 in expenses for March 2007, plus the outstanding holdback funds of \$28,772.10 in fees for February 2007.

### SMH'S APPLICATION

12. In accordance with Sections 330 and 331 of the Bankruptcy Code, Bankruptcy Rule 2016, and the Compensation and Reimbursement Order, SMH seeks: (i) allowance of compensation for professional services performed by SMH during the Application Period in the total amount of \$216,388.50; (ii) allowance of its actual and necessary expenses incurred during the Application Period in the amount of \$11,404.77; (iii) final approval of all fees and costs previously approved on an interim basis; and (iv) payment of the unpaid balance of its fees and expenses for the Application Period, including, but not limited to, the 20% holdback withheld from the Monthly Fee Statements.

13. Under Section 330 of the Bankruptcy Code, the Court may allow compensation and reimbursement of SMH's expenses only after notice and a hearing. Bankruptcy Rule 2002(a)(6) provides that hearings on applications for compensation and reimbursement of expenses totaling in excess of \$1,000 must be on 20-days notice to parties in interest. Section 331 of the Bankruptcy Code authorizes the filing of interim fee applications. This Application is the third such application made by SMH under Section 331 of the Bankruptcy Code. The total fees for services rendered to the Retired Pilots Committee during the Application Period are \$216,388.50 and the necessary expenses incurred during this period are \$11,404.77.

14. This Application complies with the Amended Guidelines for Fees and Disbursements of Professionals in the Southern District of New York Bankruptcy Cases, adopted by the court on April 19, 1995 (the "Local Guidelines"), the United 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 Compensation Order. A certification of compliance with the Local and UST Guidelines and Compensation Order is attached as **Exhibit "A."**

15. All legal services performed by SMH were performed for and solely on behalf of the Retired Pilots Committee, and not on behalf of any other committee, creditor, or other person or entity.

16. The following is a brief summary of the qualifications of each SMH professional representing the Debtors for which compensation is sought:

Attorneys:

C. Taylor Ashworth: Taylor Ashworth is a partner with the law firm of SMH, practicing since 1971, who has experience in bankruptcy matters.

Alisa C. Lacey: Alisa Lacey is a partner with the law firm of SMH, practicing since 1986, who has experience in bankruptcy matters.

Christopher Graver: Chris Graver is of counsel to the law firm of SMH, practicing since 1990, who has experience in bankruptcy matters.

Robert A. West: Robert West is a partner with the law firm of SMH, practicing since 1988, who has experience in employee benefit matters.

Warren J. Stapleton: Warren Stapleton is a partner with the law firm of SMH, practicing since 1997, who has experience in bankruptcy matters.

Morris J. Nunn: Morris Nunn is a partner with the law firm of SMH, practicing since 1970, who has experience in employee benefit matters.

Theodore M. Mitchell: Theodore Mitchell is an associate with the law firm of SMH, practicing since 2005, who has experience in employee benefit matters.

## SUMMARY OF SERVICES RENDERED

During this Application Period, SMH has expended a total of 651.70 hours in representing the retired pilots committee, of a value of \$216,388.50, and has incurred costs of \$11,404.77, for a total of \$227,793.27. The services and costs for which approval is sought were actually incurred, necessary, and SMH believes the amount of compensation and reimbursement requested is reasonable.

SMH segregates its time into billing categories in accordance with the applicable U.S. Trustee Guidelines. **Exhibit "B"** hereto provides a breakdown of the fees requested by SMH by project category.

### A. Case administration

During the application period, SMH spent a total of 2.10 hours on matters related to case administration, including communications with client, attorneys, and actuaries, supervise website postings, review of various ECF filings for applicability to Retired Pilot Committee, administrative document review, and case management matters for a total of \$642.00.

Timekeeper	Hours	Rate	Total
Christopher Graver	1.80	\$330.00	\$594.00
Rebecca J. McGee	0.30	\$160.00	\$48.00
Total	2.10		\$642.00

### B. Meetings with Creditors.

During the Application Period, SMH spent a total of 107.90 hours on matters related to meetings and communications with creditors, including drafting and finalizing communications to committee members, preparing for and attending meetings, in person and by telephone, telephone conferences, multiple lengthy e-mail and telephonic discussions with members of the Retired Pilots Committee discussing strategy, claims settlement issues, website postings and website-related issues, communications with creditors regarding operation and treatment of

enrollment rights and assertion of claims for lost medical benefits under the settlement, filings in Bankruptcy Court, and other matters related to the services described elsewhere in this Application, for a total of \$36,250.00.

Timekeeper	Hours	Rate	Total
Alisa C. Lacey	10.30	\$400.00	\$4,120.00
Christopher Graver	90.70	\$330.00	\$29,931.00
Robert West	4.00	\$1,300.00	\$5,200.00
Warren J. Stapleton	2.90	\$310.00	\$899.00
Total	107.90		\$40,150.00

**C. Fee/ Employment Applications.**

During the Application Period, SMH spent a total of 34.20 hours on matters related to fee and employment applications, including arranging for submitting committee members' expenses for reimbursement, preparing fee applications, assisting in preparation of other professionals' fee statements, and preparing and submitting the monthly fee statements for SMH, Milliman, and the Committee for January and February 2007, for a total of \$7,237.00.

Timekeeper	Hours	Rate	Total
Alisa C. Lacey	0.20	\$400.00	\$80.00
Christopher Graver	10.10	\$330.00	\$3,333.00
Rebecca J. McGee	23.90	\$160.00	\$3,824.00
Total	34.20		\$7,237.00

**D. Other Contested Matters.**

During the Application Period, SMH spent a total of 34.50 hours on matters related to other contested matters, including objections to settlements, obtaining information from Milliman, and analysis of objections filed, for a total of \$11,385.00.

Timekeeper	Hours	Rate	Total
Christopher Graver	34.50	\$330.00	\$11,385.00
Total	34.50		\$11,385.00

E. Employee Benefits/Pensions.

During the Application Period, SMH spent a total of 105.50 hours on matters related to employee benefits and pension plans, including review and analysis and negotiations with Debtor regarding objections to settlement; issues relating to special categories; meeting with Retired Pilots Committee; discussions with counsel for Debtors; extensive communications concerning benefits with committee constituents by phone, e-mail, and website postings; attending hearings; and analysis of Plan provisions and their impact on the settlement, for a total of \$33,266.50.

Timekeeper	Hours	Rate	Total
C. Taylor Ashworth	14.70	\$450.00	\$6,615.00
Alisa C. Lacey	2.10	\$400.00	\$840.00
Christopher Graver	7.60	\$330.00	\$2,508.00
Robert West	39.80	\$325.00	\$12,935.00
Warren J. Stapleton	11.60	\$310.00	\$3,596.00
Morris Nunn	1.20	\$300.00	\$360.00
Theodore M. Mitchell	28.50	\$225.00	\$6,412.50
Rebecca J. McGee	0.00	\$160.00	\$0.00
Total	105.50		\$33,266.50

F. Claims and Plan.

During the Application Period, SMH spent a total of 84.70 hours on matters related to Claims and the Plan, including review and analysis of retired pilots' claims and expenses, review, analysis and responses to questions regarding assertion of claims and voting on the Plan, and other matters related to the services described elsewhere in this Application, for a total of \$26,591.00.

Timekeeper	Hours	Rate	Total
Christopher Graver	16.70	\$330.00	\$5,511.00
Warren J. Stapleton	68.00	\$310.00	\$21,080.00
Total	84.70		\$26,591.00

**G. Claims Administration and Objections.**

During the Application Period, SMH spent a total of 240.20 hours on matters related to claims administration and objections, including review and analysis of objections to Supplemental Term Sheet, communications with objectors, consideration of issues related to non-enrollee claimants, claim determination matters, summarize objections to claims, consideration of issues related to "hardship group," reply to objections to Supplemental Term Sheet, attend hearing on Supplemental Term Sheet to Section 1114 Agreement, conferences with clients and various counsel, and other matters, for a total of \$85,307.00.

Timekeeper	Hours	Rate	Total
Alisa C. Lacey	93.90	\$400.00	\$37,560.00
Christopher Graver	119.70	\$330.00	\$39,501.00
Warren J. Stapleton	26.60	\$310.00	\$8,246.00
Total	240.20		\$85,307.00

**H. Plan and Disclosure Statement.**

During the Application Period, SMH spent a total of 42.60 hours on matters related to the Plan and Disclosure Statement, including review and analysis of the disclosure statement, prepare plan summary for committee, analysis of complaints of unofficial pilots group, and other plan-related matters, for a total of \$15,710.00.

Timekeeper	Hours	Rate	Total
Alisa C. Lacey	23.60	\$400.00	\$9,440.00
Christopher Graver	19.00	\$330.00	\$6,270.00
Total	42.60		\$15,710.00

17. The foregoing professional services performed by SMH for which compensation is requested were rendered on behalf of the Committee and compensation is sought pursuant to 11 U.S.C. §§ 330(a), 331, and 503(a) and (b), and Fed. R. Bankr. P. 2016(a). The Fee Application complies with the Order approving employment of SMH, the Compensation and Reimbursement Order, the Local Guidelines, and the UST Guidelines.

18. The names of all of SMH's professionals and paraprofessionals requesting fees, the hourly rates charged by each, and the hours worked by each during the Application Period are provided in the Summary attached hereto as **Exhibit "C."** The rates charged by the professionals in this case are ordinary and comparable to rates charged to non-bankruptcy clients.

19. The professional services provided by SMH on behalf of the Retired Pilots Committee during the Application Period required an aggregate expenditure of 651.70 recorded hours by SMH's members, counsel, associates and paraprofessionals. Of the aggregate time expended, 599.00 recorded hours were expended by partners and counsel of SMH, 28.50 recorded hours were expended by associates, and 24.20 recorded hours were expended by paraprofessionals of SMH.

20. During the Application Period, SMH's hourly billing rates for attorneys ranged from \$160.00 to \$450.00 per hour. As noted, attached hereto is a schedule listing each SMH professional and paraprofessional who performed services in these cases during the Application Period, the hourly rate charged for their services, and the aggregate number of hours charged by each such individual.

#### **FINAL APPROVAL**

21. This Application includes a request for final approval of all its fees and costs, including those previously awarded on an interim basis, as described in paragraph 30 below.

## STATUTORY BASIS FOR COMPENSATION

22. Sections 330 and 331 of the Bankruptcy Code form the statutory basis for compensation of professionals in bankruptcy cases. Section 330 provides 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 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 compensations charged by comparatively skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3). Pursuant to Section 331 of the Bankruptcy Code, the Court may authorize interim compensation for professional services. 11 U.S.C. § 331.

23. The Bankruptcy Code provisions concerning the compensation of professionals are designed to ensure that qualified attorneys will be compensated for services rendered to the debtors at a market rate for comparable services rendered in non-bankruptcy cases. In re Ames Dep’t Stores, Inc., 76 F.3d 66, 71 (2d Cir. 1996). The rationale behind this



goal is to ensure that counsel will not be deterred from taking bankruptcy cases due to failure to pay adequate compensation.

24. SMH has rendered substantial and valuable services on behalf of the Retired Pilots Committee that have resulted in a significant benefit to the Debtors' estate, and its creditors, and which were beneficial to the administration of the chapter 11 case. SMH respectfully submits that its services were provided with the requisite level of skill and were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of problems, issues, and tasks addressed. SMH has charged its customary fees, which are reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title. The amount sought in compensation is in line with awards in similar cases and is commensurate with the professional standing, ability and expertise of SMH and the professionals who have participated in this case. Accordingly, the compensation requested herein reflects the reasonable value of the services provided to the Retired Pilots Committee.

25. Attached hereto as **Exhibit "D"** are statements of the fees that SMH actually charged during the Application Period, corresponding to the categories detailed above. In accordance with Bankruptcy Rule 2016(a), the itemized list identifies: (a) the specific tasks performed; (b) the attorney who performed them; (c) the time required to perform them; (d) the date on which the tasks were performed. To the extent possible, SMH has described each specific task and separately allocated the time attributable to that task. Where the nature of certain tasks and the circumstances surrounding their performance did not allow for individual time entries, aggregate time entries were used.

### **REIMBURSEMENT OF EXPENSES**

26. Pursuant to § 330(a)(1)(B) of the Bankruptcy Code, the Court may award a professional "reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1)(B). Accordingly, SMH seeks reimbursement of the actual, necessary expenses that it incurred during the course of providing legal services to the Retired Pilots Committee. SMH typically charges its clients \$0.20 per page for copies. Charges for travel, overnight delivery, postage, long distance phone calls, and other out-of-pocket disbursements are based on actual amounts paid by SMH for those services. A detailed description of expenses that SMH incurred during the Application Period is included on the attached **Exhibit "D."**

In addition, because of the location of the Debtors, and of the majority of members of the Retired Pilots Committee, frequent long distance telephone calls were required. On several occasions, overnight delivery of documents and other materials was required as a result of circumstances necessitating the use of such express services. These expenses are not included in SMH's overhead for the purpose of setting billing rates. SMH made efforts to minimize its expenses in these cases. The actual expenses incurred in providing professional services to the Retired Pilots Committee were necessary, reasonable, and justified under the circumstances to serve the needs of the Retired Pilots Committee.

### **MEMORANDUM OF LAW**

27. Because this Application presents no novel issues of law and the authorities relied upon by the Retired Pilots 1114 Committee are set forth herein, it is respectfully requested that the Court waive the requirement for the filing of a separate memorandum of law in support of this Application pursuant to Local Bankruptcy Rule 9013-1(b).

**No Prior Request**

28. No prior request for the relief sought herein has been made to this or any other court.

**CONCLUSION**

29. As the attached exhibits demonstrate, SMH is entitled to allowance for the Application Period of compensation of \$216,388.50 for its professional services, and \$11,404.77 for actual and necessary expenses, and payment of such amount to the extent not already paid, pursuant to the Compensation and Reimbursement Order.

30. SMH is further entitled to final approval of its fees and costs previously approved and paid pursuant to its First, Second and Third Applications. The total amount of fees and costs for which final approval is sought is as follows:

	<b>From</b>	<b>To</b>	<b>Fees</b>	<b>Costs</b>
First Interim Application	3/30/2006	5/31/2006	\$306,023.75	\$11,251.62
Second Interim Application	6/1/2006	9/30/2006	\$422,858.75	\$40,575.56
Third Interim Application	10/1/2006	1/31/2007	\$407,371.00	\$30,521.10
Fourth and Final Application	2/1/2007	3/31/2007	\$216,388.50	\$11,404.77
<b>Total</b>			<b>\$1,352,642.00</b>	<b>\$93,753.05</b>

WHEREFORE, SMH respectfully requests that this Court enter an Order: (i) authorizing and approving payment of compensation and reimbursement in the amounts requested; and (ii) granting such other and further relief as this Court deems just and proper.

Dated: White Plains, NY  
June 25, 2007

By: /s/ Mark G. Ledwin  
Mark G. Ledwin (ML-6873)  
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-and-

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Counsel for the Official Section 1114  
Committee of Retired Pilots

TO: ALL PARTIES ON THE  
ATTACHED CERTIFICATE OF SERVICE

**CERTIFICATE OF SERVICE**

Mark G. Ledwin, an attorney duly admitted to practice before this Court, hereby certifies that on the 25<sup>th</sup> day of June, 2007, I caused true and correct copies of the foregoing Application to be served on all interested parties via the Court's ECF system and by Federal Express overnight delivery service upon each of the persons set forth below:

Hon. Adlai S. Hardin, Jr.  
U.S. Bankruptcy Court  
Southern District of New York  
300 Quarropas Street, Room 530  
White Plains, NY 10601-4140

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

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

Daniel H. Golden, Esq.  
Akin Gump Strauss Hauer & Feld, LLP  
590 Madison Avenue  
New York, NY 10022

Greg M. Zipes, Esq.  
Office of the U.S. Trustee  
33 Whitehall Street, Suite 2100  
New York, NY 10004

Dated: White Plains, New York  
June 25, 2007

/s/ Mark G. Ledwin  
Mark G. Ledwin (ML-6873)

**EXHIBIT "A"**

Mark G. Ledwin (ML – 6873)  
WILSON, ELSER, MOSKOWITZ,  
EDELMAN & DICKER LLP  
3 Gannett Drive  
White Plains, NY 10604  
Tel: (914) 323-7000

**Hearing Date & Time: August 20, 2007 at 2:30 p.m.**  
**Objection Deadline: July 16, 2007 at 4:00 p.m.**

-and-

C. Taylor Ashworth (AZ Bar #010143)  
Alisa C. Lacey (AZ Bar # 010571)  
STINSON MORRISON HECKER LLP  
1850 N. Central Avenue, Suite 2100  
Phoenix, Arizona 85004-4584  
Tel: (602) 279-1600

Counsel for the Official Section 1114 Committee of Retired Pilots

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

In Re:

DELTA AIR LINES, INC., *et. al.*,  
  
Debtors.

Chapter 11

Case No. 05-17923 (ASH)

(Jointly Administered)

**CERTIFICATION OF CHRISTOPHER GRAVER CONCERNING THE  
FOURTH AND FINAL APPLICATION FOR INTERIM  
COMPENSATION AND REIMBURSEMENT OF FEES AND EXPENSES  
OF STINSON MORRISON HECKER LLP AS ATTORNEYS FOR THE  
OFFICIAL SECTION 1114 COMMITTEE OF RETIRED PILOTS**

I, Christopher Graver, hereby certify that:

1. I am of counsel to Stinson Morrison Hecker LLP (“SMH”), which represents the Official Section 1114 Committee of Retired Pilots (the “Retired Pilots Committee”) in the Delta chapter 11 cases. In this representation, I am responsible for SMH's compliance with the Amended Guidelines for Fees and Disbursements of Professionals in Southern District of New

York Bankruptcy Cases, adopted by the court on April 19, 1995 (the "Amended 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 October 6, 2005 Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (the "Order").

2. This certification relates to the Fourth and Final Application of SMH, as attorneys for the Retired Pilots Committee, for allowance of compensation for services rendered and for reimbursement of actual and necessary expenses incurred from February 1, 2007 through March 31, 2007 (the "Application"), as well as final approval of all fees and costs previously approved on an interim basis herein.

3. I hereby certify that:

a. I have read the Application;

b. To the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Amended Guidelines and the UST Guidelines;

c. The fees and disbursements sought are billed at rates and in accordance with practices customarily employed by the applicant and generally accepted by the applicant's clients; and

d. In providing a reimbursable service, SMH does not make a profit on that services, whether the service is performed by SMH in-house or through a third party.

4. SMH has complied with the monthly statement procedures contained in the Order, including proper service of the monthly statements upon the Debtors, the U.S. Trustee for the



Southern District of New York, counsel for the Debtors, and legal counsel for each official committee.

5. Simultaneous with the filing of this Application, copies of the Application will be provided to the U.S. Trustee for the Southern District of New York, counsel for the Debtors, and legal counsel for each official committee.

Dated: Phoenix Arizona  
June 25, 2007

STINSON MORRISON HECKER LLP

By: /s/ Christopher Graver  
Christopher Graver (AZ Bar #013235)

Counsel for the Official Section 1114  
Committee of Retired Pilots

**EXHIBIT "B"**

<b>SUMMARY OF TOTAL FEES BY CATEGORY</b>		
<b>CATEGORY</b>	<b>Total Hours</b>	<b>Total Fees</b>
Case Admin.	2.10	\$642.00
Asset Analysis.	0.00	\$0.00
Asset Disposition.	0.00	\$0.00
Relief from Stay	0.00	\$0.00
Meetings with creditors	107.90	\$36,250.00
Fee Apps.	34.20	\$7,237.00
Fee Obj.	0.00	\$0.00
Avoidance Actions	0.00	\$0.00
Assume/Reject Leases	0.00	\$0.00
Other contested matters	34.50	\$11,385.00
Business Operations	0.00	\$0.00
Employee Benefits/Pension	105.50	\$33,266.50
Financing	0.00	\$0.00
Tax Accounting	0.00	\$0.00
Real Estate	0.00	\$0.00
Claims and Plan	84.70	\$26,591.00
Board of Director Matters	0.00	\$0.00
Claims Admin.	240.20	\$85,307.00
Plan and Disclosure statement	42.60	\$15,710.00
General Bankruptcy Advice	0.00	\$0.00
<b>TOTAL</b>	<b>651.70</b>	<b>\$216,388.50</b>
<b>SUMMARY OF TOTAL COSTS BY MONTH</b>		
<b>MONTH</b>	<b>Cost</b>	
Jan-07 (not on prior application)	\$872.81	
Feb-07	\$9,937.77	
Mar-07	\$594.19	
<b>TOTAL</b>	<b>\$11,404.77</b>	
<b>TOTAL FEES</b>	<b>\$216,388.50</b>	
<b>TOTAL COSTS</b>	<b>\$11,404.77</b>	
<b>TOTAL ALL</b>	<b>\$227,793.27</b>	

**EXHIBIT "C"**

<b>Timekeeper:</b>	<b>C. T. Ashworth</b>		
<b>Billing Rate</b>	<b>\$450.00</b>		
<b>Billing Month:</b>	<b>Feb-07</b>	<b>Mar-07</b>	<b>Total</b>
Case Administration	0.00	0.00	0.00
Asset Analysis and Recovery	0.00	0.00	0.00
Asset Disposition	0.00	0.00	0.00
Relief from Stay	0.00	0.00	0.00
Meetings of Creditors	0.00	0.00	0.00
Fee/Employment Applications	0.00	0.00	0.00
Fee/Employment Objections	0.00	0.00	0.00
Avoidance Action Analysis	0.00	0.00	0.00
Assumption/Rejection of Leases and Contract	0.00	0.00	0.00
Other Contested Matters (excluding assumption)	0.00	0.00	0.00
Business Operations	0.00	0.00	0.00
Employee Benefits/Pensions	13.90	0.80	14.70
Financing/Cash Collections	0.00	0.00	0.00
Meetings of Creditors	0.00	0.00	0.00
Tax Issues	0.00	0.00	0.00
Real Estate	0.00	0.00	0.00
Claims and Plan	0.00	0.00	0.00
Claims Administration and Objections	0.00	0.00	0.00
Plan and Disclosure Statement (including Business Operations)	0.00	0.00	0.00
General Bankruptcy Advice/Opinions	0.00	0.00	0.00
Restructurings	0.00	0.00	0.00
<b>Total Hours</b>	<b>13.90</b>	<b>0.80</b>	<b>14.70</b>
<b>Total Fees</b>	<b>\$6,255.00</b>	<b>\$360.00</b>	<b>\$6,615.00</b>

<b>Timekeeper:</b>	<b>A. C. Lacey</b>		
<b>Billing Rate</b>	<b>\$400.00</b>		
<b>Billing Month:</b>	<b>Feb-07</b>	<b>Mar-07</b>	<b>Total</b>
Case Administration	0.00	0.00	0.00
Asset Analysis	0.00	0.00	0.00
Asset Disposition	0.00	0.00	0.00
Relief from Stay	0.00	0.00	0.00
Meetings of and Communications with Creditors	10.30	0.00	10.30
Fee/Employment Applications	0.20	0.00	0.20
Fee/Employment Objections	0.00	0.00	0.00
Avoidance Action Analysis	0.00	0.00	0.00
Assumption/Rejection of Leases and Contract	0.00	0.00	0.00
Other Contested Matters (excluding assumption)	0.00	0.00	0.00
Business Operations	0.00	0.00	0.00
Employee Benefits/Pensions	0.80	1.30	2.10
Financing/Cash Collections	0.00	0.00	0.00
Tax Issues	0.00	0.00	0.00
Real Estate	0.00	0.00	0.00
Claims and Plan	0.00	0.00	0.00
Board of Director Matters	0.00	0.00	0.00
Claims Administration and Objections	89.10	4.80	93.90
Plan and Disclosure Statement (including Business Operations)	7.40	16.20	23.60
General Bankruptcy Advice/Opinions	0.00	0.00	0.00
Restructurings	0.00	0.00	0.00
<b>Total Hours</b>	<b>107.80</b>	<b>22.30</b>	<b>130.10</b>
<b>Total Fees</b>	<b>\$43,120.00</b>	<b>\$8,920.00</b>	<b>\$52,040.00</b>

Timekeeper:	<b>C. Graver</b>			
Billing Rate	<b>\$330.00</b>			
Billing Month:	<b>Feb-07</b>	<b>Mar-07</b>		<b>Total</b>
Case Administration	0.00	1.80		1.80
Asset Analysis	0.00	0.00		0.00
Asset Disposition	0.00	0.00		0.00
Relief from Stay	0.00	0.00		0.00
Meetings of Creditors	46.10	44.60		90.70
Fee/Employment Applications	0.30	9.80		10.10
Fee/Employment Objections	0.00	0.00		0.00
Avoidance Action Analysis	0.00	0.00		0.00
Assumption/Rejection of Leases and Contract	0.00	0.00		0.00
Other Contested Matters (excluding assumption)	34.50	0.00		34.50
Business Operations	0.00	0.00		0.00
Employee Benefits/Pensions	2.20	5.40		7.60
Financing/Cash Collections	0.00	0.00		0.00
Tax Issues	0.00	0.00		0.00
Real Estate	0.00	0.00		0.00
Claims and Plan	4.90	11.80		16.70
Claims Administration and Objections	95.60	24.10		119.70
Plan and Disclosure Statement (including Business Operations)	12.00	7.00		19.00
General Bankruptcy Advice/Opinions	0.00	0.00		0.00
Restructurings	0.00	0.00		0.00
Total Hours	195.60	104.50		300.10
Total Fees	64,548.00	34,485.00		\$99,033.00

Timekeeper:	<b>R. West</b>			
Billing Rate	<b>\$325.00</b>			
Billing Month:	<b>Feb-07</b>	<b>Mar-07</b>		<b>Total</b>
Case Administration	0.00	0.00		0.00
Asset Analysis	0.00	0.00		0.00
Asset Disposition	0.00	0.00		0.00
Relief from Stay	0.00	0.00		0.00
Meetings of Creditors	4.00	0.00		4.00
Fee/Employment Applications	0.00	0.00		0.00
Fee/Employment Objections	0.00	0.00		0.00
Avoidance Action Analysis	0.00	0.00		0.00
Assumption/Rejection of Leases and Contract	0.00	0.00		0.00
Other Contested Matters (excluding assumption)	0.00	0.00		0.00
Business Operations	0.00	0.00		0.00
Employee Benefits/Pensions	20.40	19.40		39.80
Financing/Cash Collections	0.00	0.00		0.00
Tax Issues	0.00	0.00		0.00
Real Estate	0.00	0.00		0.00
Claims Administration and Objections	0.00	0.00		0.00
Plan and Disclosure Statement (including Business Operations)	0.00	0.00		0.00
General Bankruptcy Advice/Opinions	0.00	0.00		0.00
Restructurings	0.00	0.00		0.00
Total Hours	24.40	19.40		43.80
Total Fees	7,930.00	6,305.00		\$14,235.00

Timekeeper:	T.C. Graves			
Billing Rate	\$325.00			
Billing Month:	Feb-07	Mar-07		Total
Case Administration	0.00	0.00		0.00
Asset Analysis	0.00	0.00		0.00
Asset Disposition	0.00	0.00		0.00
Relief from Stay	0.00	0.00		0.00
Meetings of Creditors	0.00	0.00		0.00
Fee/Employment Applications	0.00	0.00		0.00
Fee/Employment Objections	0.00	0.00		0.00
Avoidance Action Analysis	0.00	0.00		0.00
Assumption/Rejection of Leases and Contract	0.00	0.00		0.00
Other Contested Matters (excluding assumption)	0.00	0.00		0.00
Business Operations	0.00	0.00		0.00
Employee Benefits/Pensions	0.00	0.00		0.00
Financing/Cash Collections	0.00	0.00		0.00
Tax Issues	0.00	0.00		0.00
Real Estate	0.00	0.00		0.00
Claims Administration and Objections	0.00	0.00		0.00
Plan and Disclosure Statement (including Business Operations)	0.00	0.00		0.00
General Bankruptcy Advice/Opinions	0.00	0.00		0.00
Restructurings	0.00	0.00		0.00
Total Hours	0.00	0.00		0.00
Total Fees	0.00	0.00		\$0.00
Timekeeper:	W. Stapleton			
Billing Rate	\$310.00			
Billing Month:	Feb-07	Mar-07		Total
Case Administration	0.00	0.00		0.00
Asset Analysis	0.00	0.00		0.00
Asset Disposition	0.00	0.00		0.00
Relief from Stay	0.00	0.00		0.00
Meetings of Creditors	2.90	0.00		2.90
Fee/Employment Applications	0.00	0.00		0.00
Fee/Employment Objections	0.00	0.00		0.00
Avoidance Action Analysis	0.00	0.00		0.00
Assumption/Rejection of Leases and Contract	0.00	0.00		0.00
Other Contested Matters (excluding assumption)	0.00	0.00		0.00
Business Operations	0.00	0.00		0.00
Employee Benefits/Pensions	7.80	3.80		11.60
Financing/Cash Collections	0.00	0.00		0.00
Tax Issues	0.00	0.00		0.00
Real Estate	0.00	0.00		0.00
Claims and Plan	16.10	51.90		68.00
Claims Administration and Objections	26.60	0.00		26.60
Plan and Disclosure Statement (including Business Operations)	0.00	0.00		0.00
General Bankruptcy Advice/Opinions	0.00	0.00		0.00
Restructurings	0.00	0.00		0.00
Total Hours	53.40	55.70		109.10
Total Fees	16,554.00	17,267.00		\$33,821.00

Timekeeper:	M. Nunn		
Billing Rate	\$300.00		
Billing Month:	Feb-07	Mar-07	Total
Case Administration	0.00	0.00	0.00
Asset Analysis	0.00	0.00	0.00
Asset Disposition	0.00	0.00	0.00
Relief from Stay	0.00	0.00	0.00
Meetings of Creditors	0.00	0.00	0.00
Fee/Employment Applications	0.00	0.00	0.00
Fee/Employment Objections	0.00	0.00	0.00
Avoidance Action Analysis	0.00	0.00	0.00
Assumption/Rejection of Leases and Contract	0.00	0.00	0.00
Other Contested Matters (excluding assumption)	0.00	0.00	0.00
Business Operations	0.00	0.00	0.00
Employee Benefits/Pensions	0.00	1.20	1.20
Financing/Cash Collections	0.00	0.00	0.00
Tax Issues	0.00	0.00	0.00
Real Estate	0.00	0.00	0.00
Claims Administration and Objections	0.00	0.00	0.00
Plan and Disclosure Statement (including Business Operations)	0.00	0.00	0.00
General Bankruptcy Advice/Opinions	0.00	0.00	0.00
Restructurings	0.00	0.00	0.00
Total Hours	0.00	1.20	1.20
Total Fees	0.00	360.00	\$360.00

Timekeeper:	T. Mitchell		
Billing Rate	\$225.00		
Billing Month:	Feb-07	Mar-07	Total
Case Administration	0.00	0.00	0.00
Asset Analysis	0.00	0.00	0.00
Asset Disposition	0.00	0.00	0.00
Relief from Stay	0.00	0.00	0.00
Meetings of Creditors	0.00	0.00	0.00
Fee/Employment Applications	0.00	0.00	0.00
Fee/Employment Objections	0.00	0.00	0.00
Avoidance Action Analysis	0.00	0.00	0.00
Assumption/Rejection of Leases and Contract	0.00	0.00	0.00
Other Contested Matters (excluding assumption)	0.00	0.00	0.00
Business Operations	0.00	0.00	0.00
Employee Benefits/Pensions	13.50	15.00	28.50
Financing/Cash Collections	0.00	0.00	0.00
Tax Issues	0.00	0.00	0.00
Real Estate	0.00	0.00	0.00
Claims Administration and Objections	0.00	0.00	0.00
Plan and Disclosure Statement (including Business Operations)	0.00	0.00	0.00
General Bankruptcy Advice/Opinions	0.00	0.00	0.00
Restructurings	0.00	0.00	0.00
Total Hours	13.50	15.00	28.50
Total Fees	3,037.50	3,375.00	\$6,412.50



Timekeeper	R. McGee		
Billing Rate	\$160.00		
Billing Month:	Feb-07	Mar-07	Total
Case Administration	0.00	0.30	0.30
Asset Analysis	0.00	0.00	0.00
Asset Disposition	0.00	0.00	0.00
Relief from Stay	0.00	0.00	0.00
Meetings of Creditors	0.00	0.00	0.00
Fee/Employment Applications	15.10	8.80	23.90
Fee/Employment Objections	0.00	0.00	0.00
Avoidance Action Analysis	0.00	0.00	0.00
Assumption/Rejection of Leases and Contract	0.00	0.00	0.00
Other Contested Matters (excluding assumption)	0.00	0.00	0.00
Business Operations	0.00	0.00	0.00
Employee Benefits/Pensions	0.00	0.00	0.00
Financing/Cash Collections	0.00	0.00	0.00
Tax Issues	0.00	0.00	0.00
Real Estate	0.00	0.00	0.00
Claims and Plan	0.00	0.00	0.00
Claims Administration and Objections	0.00	0.00	0.00
Plan and Disclosure Statement (including Business Operations)	0.00	0.00	0.00
General Bankruptcy Advice/Opinions	0.00	0.00	0.00
Restructurings	0.00	0.00	0.00
Total Hours	15.10	9.10	24.20
Total Fees	2,416.00	1,456.00	\$3,872.00
<b>TOTAL HOURS</b>	<b>423.70</b>	<b>228.00</b>	<b>651.70</b>
<b>TOTAL FEES</b>	<b>\$143,860.50</b>	<b>\$72,528.00</b>	<b>\$216,388.50</b>

FEES BY CATEGORY									
	ASHWORTH	LACEY	GRAVER	WEST	STAPLETON	NUNN	MITCHELL	McGEE	TOTALS
BILLING RATE AFTER 11/1/06	\$450.00	\$400.00	\$330.00	\$325.00	\$310.00	\$300.00	\$225.00	\$160.00	
Case Adm.	0.00	0.00	1.80	0.00	0.00	0.00	0.00	0.30	2.10
Total Fees	\$0.00	\$0.00	\$594.00	\$0.00	\$0.00	\$0.00	\$0.00	\$48.00	\$642.00
Asset Analysis.	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Fees	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Asset Disposition.	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Fees	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Relief Stay.	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Fees	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Meetings of and Communications	0.00	10.30	90.70	4.00	2.90	0.00	0.00	0.00	107.90
Total Fees	\$0.00	\$4,120.00	\$29,931.00	\$1,300.00	\$899.00	\$0.00	\$0.00	\$0.00	\$36,250.00
Fee Apps.	0.00	0.20	10.10	0.00	0.00	0.00	0.00	23.90	34.20
Total Fees	\$0.00	\$80.00	\$3,333.00	\$0.00	\$0.00	\$0.00	\$0.00	\$3,824.00	\$7,237.00
Fee Obj.	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Fees	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Avoidance Action Analysis	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Fees	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Assumption/Rejection	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Fees	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Other Contested Matters	0.00	0.00	34.50	0.00	0.00	0.00	0.00	0.00	34.50
Total Fees	\$0.00	\$0.00	\$11,385.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$11,385.00
Bus. Operations.	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Fees	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Employee Benefits/Pensions	14.70	2.10	7.60	39.80	11.60	1.20	28.50	0.00	105.50
Total Fees	\$6,615.00	\$840.00	\$2,508.00	\$12,935.00	\$3,596.00	\$360.00	\$6,412.50	\$0.00	\$33,266.50
Financing	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Fees	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Tax Issues	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Fees	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Real Estate	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Fees	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Claims and Plan	0.00	0.00	16.70	0.00	68.00	0.00	0.00	0.00	84.70
Total Fees	\$0.00	\$0.00	\$5,511.00	\$0.00	\$21,080.00	\$0.00	\$0.00	\$0.00	\$26,591.00
Board of Director Matters	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Fee	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Claims Administration and Objectio	0.00	93.90	119.70	0.00	26.60	0.00	0.00	0.00	240.20
Total Fees	\$0.00	\$37,560.00	\$39,501.00	\$0.00	\$8,246.00	\$0.00	\$0.00	\$0.00	\$85,307.00
Plan/Disclosure Statement	0.00	23.60	19.00	0.00	0.00	0.00	0.00	0.00	42.60
Total Fees	\$0.00	\$9,440.00	\$6,270.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$15,710.00
General Bankruptcy Advice/Opinio	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Fees	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
Total Hours	14.70	130.10	300.10	43.80	109.10	1.20	28.50	24.20	651.70
Total Fees	\$6,615.00	\$52,040.00	\$99,033.00	\$14,235.00	\$33,821.00	\$360.00	\$6,412.50	\$3,872.00	\$216,388.50

	FEES BY TIMEKEEPER										
	ASHWORTH	LACEY	GRAVER	WEST	STAPLETON	NUNN	MITCHELL	MGEE	TOTAL		
TIMEKEEPER	ASHWORTH	LACEY	GRAVER	WEST	STAPLETON	NUNN	MITCHELL	MGEE	TOTAL		
BILLING RATE	\$450.00	\$400.00	\$330.00	\$325.00	\$310.00	\$300.00	\$225.00	\$160.00			
TIMEKEEPER	ASHWORTH	LACEY	GRAVER	WEST	STAPLETON	NUNN	MITCHELL	MGEE	TOTAL		
CASE ADMIN.											
Total Hours	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Fees	\$0.00	\$0.00	\$594.00	\$0.00	\$0.00	\$0.00	\$0.00	\$48.00	\$642.00		
TIMEKEEPER	ASHWORTH	LACEY	GRAVER	WEST	STAPLETON	NUNN	MITCHELL	MGEE	TOTAL		
ASSET ANALYSIS											
Total Hours	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Fees	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00		
TIMEKEEPER	ASHWORTH	LACEY	GRAVER	WEST	STAPLETON	NUNN	MITCHELL	MGEE	TOTAL		
ASSET DISPOSITION											
Total Hours	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Fees	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00		
TIMEKEEPER	ASHWORTH	LACEY	GRAVER	WEST	STAPLETON	NUNN	MITCHELL	MGEE	TOTAL		
STAY RELIEF											
Total Hours	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Fees	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00		
TIMEKEEPER	ASHWORTH	LACEY	GRAVER	WEST	STAPLETON	NUNN	MITCHELL	MGEE	TOTAL		
MEETINGS OF AND COMMUNICATIONS WITH CREDITORS											
Total Hours	0.00	10.30	46.10	4.00	2.90	0.00	0.00	0.00	63.30		
Total Fees	\$0.00	\$4,120.00	\$29,931.00	\$1,300.00	\$899.00	\$0.00	\$0.00	\$0.00	\$36,250.00		
TIMEKEEPER	ASHWORTH	LACEY	GRAVER	WEST	STAPLETON	NUNN	MITCHELL	MGEE	TOTAL		
FEE APPS.											
Total Hours	0.00	0.20	0.30	0.00	0.00	0.00	0.00	15.10	15.60		
Total Fees	\$0.00	\$80.00	\$3,333.00	\$0.00	\$0.00	\$0.00	\$0.00	\$3,824.00	\$7,237.00		
TIMEKEEPER	ASHWORTH	LACEY	GRAVER	WEST	STAPLETON	NUNN	MITCHELL	MGEE	TOTAL		
FEE OBJECTIONS.											
Total Hours	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
Total Fees	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00		
TIMEKEEPER	ASHWORTH	LACEY	GRAVER	WEST	STAPLETON	NUNN	MITCHELL	MGEE	TOTAL		
AVOIDANCE ACTION ANALYSIS											
Total Hours	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
Total Fees	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00		
TIMEKEEPER	ASHWORTH	LACEY	GRAVER	WEST	STAPLETON	NUNN	MITCHELL	MGEE	TOTAL		
AVOIDANCE ACTION ANALYSIS											
Total Hours	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
Total Fees	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00		
TIMEKEEPER	ASHWORTH	LACEY	GRAVER	WEST	STAPLETON	NUNN	MITCHELL	MGEE	TOTAL		
AVOIDANCE ACTION ANALYSIS											
Total Hours	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
Total Fees	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00		
TIMEKEEPER	ASHWORTH	LACEY	GRAVER	WEST	STAPLETON	NUNN	MITCHELL	MGEE	TOTAL		
AVOIDANCE ACTION ANALYSIS											
Total Hours	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00		
Total Fees	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00		

TIMEKEEPER	ASHWORTH	LACEY	GRAVER	WEST	STAPLETON	NUNN	MITCHELL	MCGEE	TOTAL
ASSUMPTION/REJECTION									
	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Hours	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Fees	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
TIMEKEEPER	ASHWORTH	LACEY	GRAVER	WEST	STAPLETON	NUNN	MITCHELL	MCGEE	TOTAL
OTHER CONTESTED MATTERS									
	0.00	0.00	34.50	0.00	0.00	0.00	0.00	0.00	34.50
	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Hours	0.00	0.00	34.50	0.00	0.00	0.00	0.00	0.00	34.50
Total Fees	\$0.00	\$0.00	\$11,385.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$11,385.00
TIMEKEEPER	ASHWORTH	LACEY	GRAVER	WEST	STAPLETON	NUNN	MITCHELL	MCGEE	TOTAL
BUSINESS OPERATIONS									
	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Hours	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Fees	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
TIMEKEEPER	ASHWORTH	LACEY	GRAVER	WEST	STAPLETON	NUNN	MITCHELL	MCGEE	TOTAL
EMPLOYEE BENEFITS/PENSIONS									
	13.90	0.80	2.20	20.40	7.80	0.00	13.50	0.00	58.60
	0.80	1.30	5.40	19.40	3.80	1.20	15.00	0.00	46.90
Total Hours	14.70	2.10	7.60	39.80	11.60	1.20	28.50	0.00	105.50
Total Fees	\$6,615.00	\$840.00	\$2,508.00	\$12,935.00	\$3,596.00	\$360.00	\$6,412.50	\$0.00	\$33,266.50
TIMEKEEPER	ASHWORTH	LACEY	GRAVER	WEST	STAPLETON	NUNN	MITCHELL	MCGEE	TOTAL
FINANCING									
	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Hours	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Fees	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
TIMEKEEPER	ASHWORTH	LACEY	GRAVER	WEST	STAPLETON	NUNN	MITCHELL	MCGEE	TOTAL
TAX AND ACCOUNTING									
	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Hours	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Fees	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
TIMEKEEPER	ASHWORTH	LACEY	GRAVER	WEST	STAPLETON	NUNN	MITCHELL	MCGEE	TOTAL
REAL ESTATE									
	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Hours	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Fees	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
TIMEKEEPER	ASHWORTH	LACEY	GRAVER	WEST	STAPLETON	NUNN	MITCHELL	MCGEE	TOTAL
CLAIMS AND PLAN									
	0.00	0.00	4.90	0.00	16.10	0.00	0.00	0.00	21.00
	0.00	0.00	11.80	0.00	51.90	0.00	0.00	0.00	63.70
Total Hours	0.00	0.00	16.70	0.00	68.00	0.00	0.00	0.00	84.70
Total Fees	\$0.00	\$0.00	\$5,511.00	\$0.00	\$21,080.00	\$0.00	\$0.00	\$0.00	\$26,591.00

TIMEKEEPER	BOARD OF DIRECTOR MATTERS	ASHWORTH	LACEY	GRAVER	WEST	STAPLETON	NUNN	MITCHELL	MCGEE	TOTAL
	Oct-06	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Nov-06	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Hours		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Fees		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
TIMEKEEPER	CLAIMS ADMINISTRATION AND OBJECTIONS	ASHWORTH	LACEY	GRAVER	WEST	STAPLETON	NUNN	MITCHELL	MCGEE	TOTAL
	Oct-06	0.00	89.10	95.60	0.00	26.60	0.00	0.00	0.00	211.30
	Nov-06	0.00	4.80	24.10	0.00	0.00	0.00	0.00	0.00	28.90
Total Hours		0.00	93.90	119.70	0.00	26.60	0.00	0.00	0.00	240.20
Total Fees		\$0.00	\$37,560.00	\$39,501.00	\$0.00	\$9,246.00	\$0.00	\$0.00	\$0.00	\$86,307.00
TIMEKEEPER	PLAN AND DISCLOSURE STATEMENT	ASHWORTH	LACEY	GRAVER	WEST	STAPLETON	NUNN	MITCHELL	MCGEE	TOTAL
	Oct-06	0.00	7.40	12.00	0.00	0.00	0.00	0.00	0.00	19.40
	Nov-06	0.00	16.20	7.00	0.00	0.00	0.00	0.00	0.00	23.20
Total Hours		0.00	23.60	19.00	0.00	0.00	0.00	0.00	0.00	42.60
Total Fees		\$0.00	\$9,440.00	\$6,270.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$15,710.00
TIMEKEEPER	GENERAL BANKRUPTCY ADVICE/OPINIONS	ASHWORTH	LACEY	GRAVER	WEST	STAPLETON	NUNN	MITCHELL	MCGEE	TOTAL
	Oct-06	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Nov-06	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Hours		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Fees		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
TIMEKEEPER	RESTRICTURINGS	ASHWORTH	LACEY	GRAVER	WEST	STAPLETON	NUNN	MITCHELL	MCGEE	TOTAL
	Oct-06	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
	Nov-06	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Hours		0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Total Fees		\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00	\$0.00
TOTAL HOURS		14.70	130.10	300.10	43.80	109.10	1.20	28.50	24.20	651.70
TOTAL FEES		\$6,615.00	\$52,040.00	\$99,033.00	\$14,235.00	\$33,821.00	\$360.00	\$6,412.50	\$3,872.00	\$216,388.50

# EXHIBIT "D"



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1114 OFFICIAL COMMITTEE OF RETIRED DELTA PILOTS  
ATTN DONALD ROMLEY  
2102 SOLANO DR  
PHOENIX, AZ 85016

May 21, 2007  
807903-0002  
INVOICE # \*\*\*\*\*  
ALISA C LACEY

RE: DELTA AIR LINES, INC BANKRUPTCY

For Services Rendered Through April 18, 2007	216,388.50
For Disbursements Advanced Through April 18, 2007	11,404.77
Total Due	----- \$227,793.27 =====

STATEMENTS ARE DUE ON RECEIPT  
YOUR PROMPT PAYMENT WILL BE APPRECIATED



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**TIME AND FEES SUMMARY**

*-----TIME AND FEE SUMMARY-----*			
*-----TIMEKEEPER-----*	RATE	HOURS	FEES
MORRIS NUNN	300.00	1.20	360.00
ROBERT WEST	325.00	43.80	14235.00
C TAYLOR ASHWORTH	450.00	14.70	6615.00
ALISA C LACEY	400.00	130.10	52040.00
WARREN J STAPLETON	310.00	109.10	33821.00
CHRISTOPHER GRAVER	330.00	300.10	99033.00
THEODORE M MITCHELL	225.00	28.50	6412.50
REBECCA J MCGEE	160.00	24.20	3872.00
TOTALS		651.70	216388.50





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DELTA AIR LINES, INC BANKRUPTCY  
INVOICE # \*\*\*\*\*

**For Professional Services Rendered Through April 18, 2007**

DATE	ATTORNEY	DESCRIPTION	HOURS	AMOUNT
<b>Administration</b>				
<b>B110 Case Administration</b>				
03/02/07		Manage ECF notices; review for application; e-correspond with Mr. Graver and Ms. Finch.	0.30	48.00
	MCGEE	PARALEGAL		
03/06/07		Review incoming email from constituent and follow-up with Delta regarding address issue for out-of-country retired pilot (.2); email from Delta counsel regarding same (.1); follow-up regarding same (.1).	0.40	132.00
	GRAVER	OF COUNSEL		
03/08/07		Email exchange with Delta counsel regarding submitting inquiries by spreadsheet (.3); begin working on form of same and prepare initial questions spreadsheet from Committee constituent emails (1.1).	1.40	462.00
	GRAVER	OF COUNSEL		
<b>TOTAL - Case Administration</b>			2.10	642.00
<b>B150 Meetings of and Comm. with Creditors</b>				



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DELTA AIR LINES, INC BANKRUPTCY  
INVOICE # \*\*\*\*\*

02/01/07	Review extensive e-mail traffic forwarded by Committee members concerning settlement objections and questions and consider arguments regarding same (2.3) e-mail to Committee members regarding analysis and response to same (.8). GRAVER OF COUNSEL	3.10	1,023.00
02/02/07	Communications with Committee members and retired pilots re questions on settlement and objections. GRAVER OF COUNSEL	2.20	726.00
02/03/07	Review and analyze e-mails from constituents regarding settlement; draft proposed responses regarding same and circulate for comment. GRAVER OF COUNSEL	1.80	594.00
02/04/07	Review and respond to e-mails from constituents regarding medical claims and objections. GRAVER OF COUNSEL	1.30	429.00
02/04/07	Forward certain e-mails to T. Graulich. GRAVER OF COUNSEL	0.30	99.00
02/04/07	Review e-mails from Mr. Stapleton, Ms. Lacey and Delta counsel regarding internet posting and confidentiality, and respond to same. GRAVER OF COUNSEL	0.20	66.00
02/04/07	Follow-up e-mails to Jim Freeman and Committee regarding same. GRAVER OF COUNSEL	0.20	66.00



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02/04/07	E-mail to T. Graulich regarding same and regarding non-confidential nature of information disclosed.	0.20	66.00
	GRAVER OF COUNSEL		
02/04/07	Preparation for Committee call tomorrow regarding issues on Supplemental Term Sheet and D&S.	1.10	440.00
	LACEY PARTNER		
02/05/07	Draft minutes of January 10 meeting, revise same with input from Mr Stapleton, and send to Committee.	1.10	363.00
	GRAVER OF COUNSEL		
02/05/07	Meet with Chairman, prepare for and attend Committee meeting.	2.20	726.00
	GRAVER OF COUNSEL		
02/05/07	Communicate with Delta re its objection to posting list of PRP claimants and follow-up with Jim Freeman re same (.3); review multiple incoming emails from retired pilots re settlement and re treatment of claims and draft responses (1.6).	1.90	627.00
	GRAVER OF COUNSEL		
02/05/07	Multiple telephone conferences with D. Romley regarding preparation for Committee meeting. DOL settlement questions. Status regarding US Airways questions. Conference with W. Stapleton, R. West regarding DOL settlement.	2.50	1,000.00
	LACEY PARTNER		
02/05/07	Committee conference call.	2.20	880.00
	LACEY PARTNER		



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DELTA AIR LINES, INC BANKRUPTCY  
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02/05/07	Conference with D. Romley regarding results of conference call and action items regarding Supplemental Term Sheet issues. LACEY PARTNER	1.10	440.00
02/05/07	Work on committee meeting minutes. STAPLETON PARTNER	1.10	341.00
02/05/07	Prepare for and attend committee meeting. STAPLETON PARTNER	1.80	558.00
02/05/07	Participate in Committee conference call. WEST PARTNER	2.00	650.00
02/06/07	Review and organize incoming e-mails from pilot retirees regarding settlement (1.0); multiple e-mails to T. Graulich regarding additional issues raised by pilot retirees (.6); work on responses to retirees (.8); review and respond to e-mail from J. Gray regarding retired pilot questions (.3); e-mail to Mr. West regarding D&S Plan issue (.1); conference with Ms. Lacey regarding scope of constituency and application of LOA 51(.1). GRAVER OF COUNSEL	2.90	957.00
02/07/07	Review and respond to numerous emails concerning calculation of claims and proposed settlement (2.0); work with Mr Stapleton and Committee members re coverage for 2006 COBRA claimants and continuing uncertainty as to Delta's position (.8). GRAVER OF COUNSEL	2.80	924.00



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02/08/07	Email from Committee members re Will Buergey report and review same (.3); conference with Chairman re same (.2); email to and telephone conferences with Tim Graulich re Buergey unauthorized report and actual status of information and settlement (.8); email report to Committee re same (.4); conference with Ms Lacey re same (.1). GRAVER OF COUNSEL	1.80	594.00
02/08/07	Telephone conference with Committee member re retirees' misconceptions concerning continuing availability of Delta coverage (.2); email to and from counsel re same (.2); draft proposed language for website posting and circulate same for comment (.7); follow-up (.1). GRAVER OF COUNSEL	1.20	396.00
02/09/07	Numerous emails from retired pilots concerning claims and settlement, and forward relevant information to Delta (1.8); multiple responses from Delta re various claimants and follow-up re same (.3); email from Debbie Brown re COBRA list and proposed posting, and forward same for approval (.2); review responses and follow-up re posting same (.3); email from Tim Graulich re Delta's list of "hardship" cases and its upcoming meeting with the Unsecured Creditors' Committee (.2); communications with Committee re confusion over qualification for settlement by enrollment in 2006 and 2007 (.3). GRAVER OF COUNSEL	3.10	1,023.00



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02/10/07	Review e-mail from Jim Gray responding to retired pilot with COBRA issue, review website, and e-mail to Jim Gray regarding same (.4); review inquiry from retired pilot, compare with information from Delta and previous inquiries, and draft e-mail to retired pilot responding concerning his status under settlement (.6); review and consider additional e-mails from constituents. GRAVER OF COUNSEL	1.40	462.00
02/14/07	E-mails from B. Thompson and others concerning proposed website posting and revise same (.7); circulate changes (.1); review incoming emails and follow-up with J. Freeman regarding website posting (.2); review research and respond to constituent emails (.9); telephone conferences with D. Romley regarding claimant communications (.2). GRAVER OF COUNSEL	2.10	693.00
02/15/07	Review incoming email inquiries and complaints, forward relevant information to Delta, and draft responses. GRAVER OF COUNSEL	1.70	561.00
02/16/07	Review incoming incorrect report circulating on internet and telephone conference with Committee members re same (.5); draft proposed report to Committee re status of objections, resolution of certain classes of objection, and questions for Committee to resolve in light of Debtor's discussions with UCC (1.2); circulate same for approval and comment (.1); revise and send with notice of Committee meeting (.2); follow-up email re	4.80	1,584.00



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qualifications for hardship group (.1);  
communications with Bill Thompson re  
demographic information and prepare  
chart of same and send to counsel with  
proposed communication to Committee  
(.8); email from Bill Thompson and  
follow-up re constituent information  
request direct to Milliman (.2);  
conference with Ms Lacey and draft  
proposed additional report with  
demographic information, and circulate  
for comment (.8); review, correspond  
with Delta concerning, and respond to,  
emails from retired pilots (.9).

GRAVER OF COUNSEL

02/16/07	Review incoming material from Debbie Brown re HCTC and COBRA notifications; follow-up email to Committee re same.	0.30	99.00
	GRAVER OF COUNSEL		
02/16/07	Multiple e-mails regarding objections, organization, categorizing of objections, e-mails from Committee confirming conference call.	1.40	560.00
	LACEY PARTNER		
02/19/07	Prepare for and attend Committee meeting regarding objections to settlement agreement, additional agreements from Delta and how to proceed concerning additional claims fund and disability issues.	3.30	1,089.00
	GRAVER OF COUNSEL		
02/19/07	Email review and response regarding constituent questions.	0.40	132.00
	GRAVER OF COUNSEL		



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02/19/07	Committee conference call regarding Amendment to Supplemental Term Sheet. LACEY PARTNER	2.00	800.00
02/19/07	Participate in the Committee call. WEST PARTNER	2.00	650.00
02/22/07	Conference with Ms. Lacey and Committee members regarding results of hearing and next steps (.4); conference with Chairman and Ms. Lacey regarding objecting constituent reports of receiving zero claim determination letters (.2); review documents and emails regarding same (.5). GRAVER OF COUNSEL	1.10	363.00
02/22/07	Review, research and respond to constituent questions regarding zero-claim letter and claim amount issues. GRAVER OF COUNSEL	1.00	330.00
02/28/07	Review multiple emails from retired pilots with questions on claims and forward information to Delta for response (1.6); telephone conference with Chairman re queries from constituents and status of Delta's determination of COBRA and other claimants, and how to proceed (.3); email message to Delta counsel re same (.3); draft responses to various email inquiries (.9); circulate response re plan and balloting for comment (.1); review and follow-up messages to and from Delta counsel re various pending issues (.5). GRAVER OF COUNSEL	3.70	1,221.00





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03/01/07	Communicate with Mr Stapleton regarding accuracy of website postings (.1); review and respond to constituent question regarding tax issues and follow-up with Delta counsel regarding same (.4); communications with Delta counsel regarding need to post lists for Committee constituents (.1); review incoming emails from Committee constituents and work on analysis of same (1.2); conference with Ms Lacey (.1); email responses to Committee constituents (.6); telephone conference with Chairman regarding status and strategy (.3). GRAVER OF COUNSEL	2.80	924.00
03/01/07	Review communication from Committee member and attached hearing transcript. GRAVER OF COUNSEL	0.20	66.00
03/05/07	Review and respond to multiple constituent emails regarding questions on medical coverage eligibility, proofs of claims, and balloting (3.3); email exchange with Committee members regarding "Hardship Group" (.3); email exchange with Committee member regarding posting lists (.1); emails to and from Delta counsel regarding amended lists of claimants (.1); email from Jane Yoon regarding requests from pilots concerning claims calculations, discuss same with Ms. Lacey, and respond to Jane Yoon regarding same (.6). GRAVER OF COUNSEL	4.40	1,452.00



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03/05/07	Extended telephone conference with retired pilot regarding medical claim calculation and methodology. GRAVER OF COUNSEL	0.50	165.00
03/06/07	Correspond with Committee member regarding needed update on website (.2); review plan, discuss changes with Mr Stapleton, and draft and circulate revised posting (1.1); follow-up with webmaster regarding disabling link to existing posting (.1); review email concerning proposed posting, revise same and follow-up with webmaster regarding new posting (.4); email from Committee regarding same (.1). GRAVER OF COUNSEL	1.90	627.00
03/06/07	Email from Tim Graulich regarding appeal. GRAVER OF COUNSEL	0.10	33.00
03/07/07	Review incoming requests from constituents regarding claims issues, communicate with Delta regarding same, and respond to constituents regarding same. GRAVER OF COUNSEL	8.50	2,805.00
03/10/07	Review emails and analyze emails from constituents regarding claims and need for filing proofs of claim by deadline (.5); email to Delta counsel regarding out-of-country claimant (.1); research information and Delta's lists and respond to constituents (.6). GRAVER OF COUNSEL	1.20	396.00



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03/12/07	Review incoming material from Committee member regarding posting concerning Plan and balloting (.2); conference with Mr Stapleton, research same and draft and circulate proposed new posting (1.7); email to and from Delta counsel regarding same (.1); follow-up regarding posting same (.1). GRAVER OF COUNSEL	2.10	693.00
03/12/07	Follow-up with Delta regarding various constituent queries and respond to numerous constituent queries concerning claims and balloting. GRAVER OF COUNSEL	4.00	1,320.00
03/14/07	Review and analyze incoming email request regarding analysis of calculation (.2); draft proposed response and email to counsel regarding same (.7); review and analyze email from Committee constituent regarding QDRO and balloting issue (.2); respond to same (.2); further mail regarding same (.1). GRAVER OF COUNSEL	1.40	462.00
03/15/07	Review multiple emails from Committee constituents with questions concerning plan, medical claims, and medical coverage; communications with Delta regarding constituent questions and resolutions of issues; communications with Committee chairman regarding same; respond to various constituent emails regarding plan, medical claims, and medical coverage. GRAVER OF COUNSEL	4.30	1,419.00



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03/16/07	Review emails from retired pilots regarding claim calculation questions and respond to same (1.0). GRAVER OF COUNSEL	1.00	330.00
03/19/07	Review and respond to incoming constituent communications concerning medical claims (including spouse or ex-spouse claim) (.7); prepare spreadsheet of inquiries needing Delta input and forward to Delta counsel (.7). GRAVER OF COUNSEL	1.40	462.00
03/20/07	Review and analyze incoming constituent communications regarding medical claims and COBRA/HCTC issues (.4); communicate with Chairman and counsel, and consider how to respond (.3); draft and send responses (.8); further email exchange regarding COBRA and HCTC premiums (.2); email exchange regarding ballot issue (.1); review incoming request regarding Hardship status (.1); review Delta response regarding fourth spreadsheet (.1). GRAVER OF COUNSEL	2.00	660.00
03/22/07	Review multiple incoming emails from Committee constituents concerning ballots with wrong amounts and lack of official notice from Delta of revised claim amounts (.3); email from and to Chairman regarding same (.1); respond to emails (.4); draft and circulate proposed website posting regarding ballot issue (.5); review response, finalize language and follow-up with Jim Freeman regarding website posting (.3). GRAVER OF COUNSEL	1.60	528.00



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03/22/07	Review incoming email demand from constituent regarding explanation of COBRA calculation methodology and correspond with Chairman regarding same (.3); draft proposed response and website posting regarding same (.9); circulate proposed response for comment (.1). GRAVER OF COUNSEL	1.30	429.00
03/23/07	Email from Ms Lacey regarding comments on proposed response to COBRA claimant query concerning methodology and calculation, finalize and send response. GRAVER OF COUNSEL	0.40	132.00
03/25/07	Review inquiry from Committee members and correspondence from Chairman regarding same, and circulate proposed response for comment. GRAVER OF COUNSEL	0.40	132.00
03/26/07	Telephone conference with Ms Lacey regarding proposed response to Committee regarding pending issue concerning effect of plan and negotiations with Delta and Thelen, Reid (.2); revise and finalize response (.3); email to Tim Graulich regarding proposed language (.1). GRAVER OF COUNSEL	0.60	198.00
03/26/07	Email from and conference with Mr Stapleton regarding W-9 issue. GRAVER OF COUNSEL	0.10	33.00
03/26/07	Email to Committee member regarding response to query regarding ex-spouse. GRAVER OF COUNSEL	0.10	33.00



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03/27/07	Review constituent inquiries regarding healthcare benefits, claim calculations, claim objections, and other claim-related issues (.4); prepare and forward spreadsheet to Delta regarding same (.4); respond to constituent inquiries (.6); review multiple responses from Delta regarding constituent inquiries concerning claims and healthcare bills and respond to constituents regarding same (.5); email to Chairman regarding direct withdrawal issue and strategic considerations (.2); email exchange with constituent regarding calculation of claim and receipt of ballot information (.3); review additional Delta responses to seventh spreadsheet and follow-up with constituents regarding same (.8). GRAVER OF COUNSEL	3.20	1,056.00
03/29/07	Review and respond to inquiries from retired pilots regarding balloting issues, insurance premium billings, and medical claim calculations. GRAVER OF COUNSEL	1.10	363.00
TOTAL - Meetings of and Comm. with Credit		107.90	36,250.00
<b>B160 Fee/Employment Applications</b>			
02/07/07	Review 4th Interim Fee Application Schedule. LACEY PARTNER	0.20	80.00
02/13/07	Prepare monthly fee statement for January 2007 for Stinson Morrison Hecker fees. MCGEE PARALEGAL	3.00	480.00



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02/13/07	Prepare monthly fee statement for January 2007 for Milliman fees. MCGEE PARALEGAL	1.30	208.00
02/13/07	Begin work on quarterly fee application. MCGEE PARALEGAL	1.50	240.00
02/19/07	Work with accounting on getting correct Expenses included for fee application; finalize and serve fee statements. MCGEE PARALEGAL	2.00	320.00
02/20/07	Work on 3rd interim fee application. MCGEE PARALEGAL	3.10	496.00
02/21/07	Review revised fee statement and email to staff regarding same (.1); email to and from R. Winter regarding fee application hearing continuance and process (.2). GRAVER OF COUNSEL	0.30	99.00
02/21/07	Message from Delta Accounting; revise January fee statement cover sheet; e-correspond with Mr. Graver and Ms. Lacey; TELEPHONE CONFERENCE WITH Norma @ Delta; work on Oct - Jan fee application. MCGEE PARALEGAL	1.70	272.00
02/22/07	Work on fee application for October 1, 2006 through January 31, 2007. MCGEE PARALEGAL	2.50	400.00
03/01/07	Follow-up with staff regarding fee application deadline; email to Milliman regarding same. GRAVER OF COUNSEL	0.20	66.00
03/05/07	Work on Milliman fee application. MCGEE PARALEGAL	2.70	432.00



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03/14/07	Conference with Ms McGee regarding Milliman fee application (.2); review and revise Stinson Morrison Hecker fee application (3.2). GRAVER OF COUNSEL	3.40	1,122.00
03/15/07	Conference with staff regarding fee applications for professionals (.2); email from and to Mr Ledwin regarding same (.1); review and revise Milliman fee application (.8); review and further revise Milliman fee application (.3); communications with Mike Zweiner regarding same and needed input (.3); further review and revision of SMH fee application and exhibits (.7). GRAVER OF COUNSEL	2.40	792.00
03/15/07	Work on Miliman fee application; conference with Mr. Graver; revise Stinson Morrison Hecker fee application. MCGEE PARALEGAL	2.30	368.00
03/15/07	Work on February monthly fee statement. MCGEE PARALEGAL	1.50	240.00
03/16/07	Review additional information and edits from Milliman and follow-up with staff regarding finalizing and filing Milliman fee application (.5); email to Mike Zweiner regarding same (.1); proof and approve Stinson Morrison Hecker fee application (.6); conference with staff regarding finalizing and serving same (.1); work on certificates and exhibits for Milliman and SMH fee applications (.5); email to and telephone conference with Michael Zweiner regarding certificate under local SDNY rules (.2); email from Michael Zweiner regarding	2.40	792.00





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same (.1); follow-up with staff  
regarding filing of certificate and  
service of fee applications (.3).

GRAVER OF COUNSEL

03/16/07	Revise, finalize and have filed and served Stinson Morrison Hecker and Milliman fee application with certification; continued work on monthly fee statement for February.	2.00	320.00
	MCGEE PARALEGAL		
03/19/07	Review and approve Committee reimbursement statement.	0.20	66.00
	GRAVER OF COUNSEL		
03/20/07	Message from staff regarding fee statements for Stinson Morrison Hecker and Milliman and discuss same with staff (.2); review information from Milliman regarding same (.1); review and analyze fee statements for SMH and Milliman and approve same (.8); follow-up with Milliman regarding same (.1).	1.20	396.00
	GRAVER OF COUNSEL		
03/20/07	Assist with finalizing and serving monthly fee statements for Stinson Morrison Hecker LLP and Milliman for February.	0.30	48.00
	MCGEE PARALEGAL		
	<b>TOTAL - Fee/Employment Applications</b>	<b>34.20</b>	<b>7,237.00</b>
<b>B190</b>	<b>Other Contested Matters (excluding A/R)</b>		
02/07/07	Review multiple emails and numerous formal objections to supplemental term sheet, analyze same and work on spreadsheet of all claim objections.	5.50	1,815.00
	GRAVER OF COUNSEL		



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02/08/07	Review and analyze numerous incoming objections to settlement; work with staff on objections grid; update counsel on status. GRAVER OF COUNSEL	6.30	2,079.00
02/08/07	Review numerous emails from pilot retirees re objections and claim status; forward relevant information to Delta; draft responses. GRAVER OF COUNSEL	1.80	594.00
02/09/07	Review and analyze numerous incoming objections to settlement and follow-up re inclusion in grid and revisions to same. GRAVER OF COUNSEL	5.60	1,848.00
02/15/07	Discussion with Ms Lacey and Chairman re needed demographic information and follow-up with Milliman re same (.4); analyze email from and send email to Bill Thompson re partial information (.2). GRAVER OF COUNSEL	0.60	198.00
02/15/07	Review and analyze incoming proposed objection by DP3, review cited caselaw, and discuss same and response with Ms Lacey (.6). GRAVER OF COUNSEL	0.60	198.00
02/15/07	Review and analyze material and add additional objections to grid (1.0); conference with Ms Lacey re reply (.5); continue review and analysis of 370+ objections (3.3); report to counsel re preliminary numbers of resolved claims in various categories (.7); email from counsel re same and conference with Ms	6.60	2,178.00



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Lacey re revising analysis in light of Delta's position and results of meeting with Unsecured Creditors' Committee (.4); further work on analysis (.4) follow-up with staff re organization of hard copies (.3).

	GRAVER	OF COUNSEL		
02/16/07	Review, consider and add newly received objections (.7); continue checking and refining information in objections database, revise analysis and confer with Ms Lacey re same and reply (2.4).	GRAVER	OF COUNSEL	
			3.10	1,023.00
02/17/07	Review comments from counsel and revise and finalize email to Committee with demographics of various groups (1.3); emails from Committee members re same (.1); continue working on analysis and send emails to Delta counsel re our analysis of unresolved and various types of resolved claims (1.6).	GRAVER	OF COUNSEL	
			2.90	957.00
02/18/07	Review agenda (.1); email exchanges with Committee members re definition of various groups of objectors and Delta's reasoning concerning inclusion or exclusion of same (1.1); review materials re LTD issues in preparation for Committee meeting (.1); review and consider incoming email from Delta counsel re age information on objectors (.2).	GRAVER	OF COUNSEL	
			1.50	495.00
<b>TOTAL - Other Contested Matters (excludin</b>			34.50	11,385.00
<b>TOTAL - Administration</b>			178.70	55,514.00



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**Operations**

**B220 Employee Benefits/Pensions**

02/01/07	Review recent correspondence and emails regarding special classes of retirees and potential opt outs. ASHWORTH PARTNER	1.80	810.00
02/01/07	Review numerous e-mails from Committee Member Gray and replies from Ms. Lacey and Mr. Graver and other e-mails sent to Committee by Ms. Lacey and Mr. Stapleton in regard to questions related to claims for non-enrolled constituents (.60); review Mr. Haigh's e-mail memo regarding D&S memorandum and review Mr. Margrey's reply (.20); review Mr. Graver's e-mail regarding Ms. Brown's e-mail related to status of HCTC and PBGC and information regarding claims and review Ms. Brown's e-mail regarding same (.20); review e-mail from Mr. Haigh and numerous e-mail attachments sent by him in relation to claims (.20). WEST PARTNER	1.20	390.00
02/02/07	Review e-mails between Mr. Graver and Committee Member Gray (.20); review e-mail from Mr. Gray with attachments and review attachments regarding claims (.20); review draft of e-mail from Mr. Graver to Mr. Gray discussing COBRA and HCTC issues, make revisions to same and forward same to Mr. Graver, review additional comments and questions raised by Mr. Gray, review Mr. Graver's proposed reply in response to same (.80); conference with Mr. Graver regarding claims issues (.20).	1.40	455.00



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	WEST	PARTNER		
02/05/07	Email exchange with Mr West and review and analyze news reports and settlement between Department of Labor and Delta concerning the non-pilot disability and survivorship trust (1.1); review email from Mr West re same and discuss with counsel (.3).		1.40	462.00
	GRAVER	OF COUNSEL		
02/05/07	Review documents related to Department of Labor's settlement with Delta on claims relating to Family Care Disability and Survivorship Plan.		2.50	562.50
	MITCHELL	ASSOCIATE		
02/05/07	Telephone conferences with Chairman Romley and question from him regarding non-pilot's settlement with Department of Labor (.30); conference with and instructions to Mr. Mitchell to research the DOL settlement and review that research (.50); further review settlement agreement between non-pilots and Department of Labor and review non-pilot's D&S Plan and other documentation regarding same (1.20); review prior e-mails from Committee Member Margrey with factual background regarding two D&S claimants and forward same to Mr. Graver (.30); review Ms. Lacey's e-mail to attorney representing 1114 constituent (.10); telephone call from Mr. Romley with question regarding claims (.20).		2.60	845.00
	WEST	PARTNER		



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02/06/07	Review recent correspondence and conference with Mr. Graver regarding current open issues.	1.20	540.00
	ASHWORTH	PARTNER	
02/06/07	E-mails from Committee Member Gray (.20); e-mails from Committee Member Margrey forwarding information concerning D&S claimants (.30); e-mail from Ms. Yoon regarding D&S claim (.10); e-mail from Mr. Graver with question concerning surviving spouse; review her e-mail and reply to Mr. Graver (.30); e-mail from Mr. Graver regarding claims objections and GRID and review same (.10); review e-mails from Mr. Stapleton, Mr. Graver and Committee Member Gray regarding other issues related to claims (.20).	1.20	390.00
	WEST	PARTNER	
02/07/07	Review materials on retiree objections to settlement.	2.20	990.00
	ASHWORTH	PARTNER	
02/07/07	Review materials from Delta and Ms. Lacey regarding LTD issues and respond to Ms Lacey re same.	0.30	99.00
	GRAVER	OF COUNSEL	
02/07/07	E-mails regarding Fink & Croasdale LTD. issue.	0.40	160.00
	LACEY	PARTNER	
02/07/07	Review numerous e-mails from Committee Member Gray and also review e-mails from Mr. Graver and Mr. Stapleton (.20).	0.20	65.00
	WEST	PARTNER	



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02/08/07	Provide information regarding other unions that are taking over retiree health care programs that had been administered by the employer. MITCHELL ASSOCIATE	0.60	135.00
02/08/07	Review information going to web site. STAPLETON PARTNER	0.40	124.00
02/08/07	Conference with and instructions to Mr. Mitchell to research corollary developments in other union cases regarding transferring control of welfare plan trust funds to union affiliated entity in order to respond to Committee Member Tarpley's question, review that research and confer with Mr. Dowling regarding same and forward that information with cover e-mail to the Committee (.90); receive and review Mr. Graver's e-mail regarding Mr. Buergey's letter to 1114 constituents (.10). WEST PARTNER	1.00	325.00
02/09/07	Conference with Ms. Lacey regarding open issues and approach to retiree objections; conference with Mr. Graver and review summary of objections and Delta responses to various categories; review recent emails and correspondence. ASHWORTH PARTNER	2.40	1,080.00
02/09/07	Review and analyze email from Committee member and email to Tim Graulich re long-term disability issues. GRAVER OF COUNSEL	0.50	165.00
02/09/07	Review and revise website notice regarding no change to enrollment rights. LACEY PARTNER	0.40	160.00



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02/09/07	Review Mr. Graver's e-mail regarding e-mail to Committee concerning recent e-mail inquiries from 1114 constituents and Mr. Graver's response to same and review content of those responses (.30); review Mr. Graver's e-mail regarding posting for web site concerning the 2006 COBRA group and message that Ms. Brown at debtor would like to see posted on web site, review same and respond to Mr. Graver and receive and forward Ms. Lacey's response (.30); review question from Committee Member Gray regarding 2006 and 2007 enrollments and review Mr. Graver's response to same (.20); review Mr. Margrey's e-mail with attachments concerning Fink and Croasdale claims and attachments regarding same and review those attachments (.20); e-mails from and to Chairman Romley with question concerning claims; follow-up regarding same (.20). WEST PARTNER	1.20	390.00
02/12/07	Review retiree objection issues and committee issues and emails and correspondence regarding same; conference with Mr. Graver regarding open issues and committee reactions. ASHWORTH PARTNER	1.70	765.00
02/12/07	Receive and review e-mail from Mr. Graver regarding claims objections (.20); continue to research question raised by Chairman Romley in regard to claims in relationship to retiree's status and eligibility to receive pension benefit (1.90); confer with Chairman Romley regarding his questions (.50); prepare e-mail memo and	3.60	1,170.00





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distribute to Ms. Lacey et al. regarding  
Chairman Romley's questions (1.0).  
WEST PARTNER

02/14/07	Review memos and correspondence from Mr. Graver regarding objections, Delta response to special categories, etc; conference with Ms. Lacey regarding status of motion to approve settlement. ASHWORTH PARTNER	1.10	495.00
02/14/07	Review e-mails from Mr. Graver and Milliman regarding medical claims (.30); review Mr. Graver's proposed posting to the 1114 web site regarding calculation of medical claims and also review Milliman's e-mail regarding same and respond to Mr. Graver (.20). WEST PARTNER	0.50	162.50
02/15/07	Conference with Mr. Graver and review status of retiree objections to settlement, special categories and related matters; conference with Ms. Lacey regarding same. ASHWORTH PARTNER	1.70	765.00
02/16/07	Review Mr. Graver's e-mails to Committee Members and to Milliman regarding claim issues and review Committee Members and Milliman's response (.40). WEST PARTNER	0.40	130.00
02/17/07	Review Mr. Graver's e-mail messages to Committee regarding medical claims and review Members' responses to Mr. Graver's responses (.30); review Mr. Graver's e-mails to Ms. Yoon (.10). WEST PARTNER	0.40	130.00



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02/18/07	Review Mr. Graver's e-mails regarding the medical claims (.10); review Mr. Graver's e-mail regarding D&S claims for Members Croasdale and Fink (.10). WEST PARTNER	0.20	65.00
02/19/07	Review response to objections and conference with Mr. Graver regarding same; review special categories and discuss preparation for hearing. ASHWORTH PARTNER	1.80	810.00
02/19/07	Prepare for Committee call and specifically review e-mails and supporting information sent by Member Margrey in regard to 1114 constituents Fink and Croasdale (.90); prepare for a telephone conference with Mr. Margrey and Mr. Tarpley regarding the Fink/Croasdale matters and participate in a conference with Mr. Margrey and Mr. Tarpley(1.3); receive follow-up e-mails from Mr. Margrey and Mr. Gost regarding the Fink/Croasdale matters and review same (.30); receive and review e-mails from Ms. Lacey, Mr. Mairose and Mr. Graver regarding claims and also review Mr. Graver's draft of the web site posting and Ms. Lacey's revisions to same (.20). WEST PARTNER	2.70	877.50
02/20/07	Review Disability and Survivors Plan and plan history (.8); review amendments to plan (1.0); reconcile Pilot Working Agreement with terms of plan (.7); review terms of Letter 46 (.5); review terms of Letter 51 (.7); reconcile plan terms with Letters 46 and 51 (.8); review correspondence regarding	6.90	1,552.50



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application of plan terms to plan participants who are constituents of Section 1114 Committee (1.0); document findings in preparation for drafting memorandum (.9); discuss outcome of review (.5).

MITCHELL ASSOCIATE

02/20/07	Compile necessary documentation, review same and forward same to Mr. Mitchell for purpose of his studying the Fink and Croasdale matters (.70); meet with Mr. Mitchell and review his initial findings regarding the Fink and Croasdale matter (1.2); e-mail to Ms. Lacey and e-mails to and from Mr. Graver regarding the Fink/Croasdale matters (.10); e-mail from Mr. Margrey regarding same (.10); review e-mail from Ms. Lacey regarding medical claims (.10).	2.20	715.00
	WEST PARTNER		
02/21/07	Review further documents received regarding Disability and Survivors Plan (.8); draft memorandum regarding Disability and Survivors Plan and analysis of implementation of terms under Letter 51 (2.7)	3.50	787.50
	MITCHELL ASSOCIATE		
02/26/07	Telephone calls and plan review regarding calls from constituents on voting, etc.	5.90	1,829.00
	STAPLETON PARTNER		
02/26/07	Written communications with constituents regarding plan questions.	1.50	465.00
	STAPLETON PARTNER		



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02/26/07	Review Mr. Mitchell's memorandum to 1114 Committee concerning Fink and Croasdale claims under D&S plan, continue to review terms of D&S plan and amendments thereto and commence revising Mr. Mitchell's memo (1.5). WEST PARTNER	1.50	487.50
02/28/07	Messages to and from Mr. Romley regarding the Croasdale and Fink matters. WEST PARTNER	0.10	32.50
03/01/07	Conference with Mr. Graver and review e-mail communications regarding plan issues. ASHWORTH PARTNER	0.80	360.00
03/01/07	Email from constituents and Committee members regarding medical insurance billing issue for March and research same (.3); email to and from Delta regarding same (.2); respond to constituent (.1). GRAVER OF COUNSEL	0.60	198.00
03/01/07	Review comments regarding draft of memorandum regarding whether provisions of Letter 51 were misapplied to Disability and Survivor Plan for constituents of the 1114 Committee (.5); review and summarize section 15.B of Pilot Working Agreement which was incorporated into Disability and Survivor Plan (.7); review information regarding status of each affected constituent (.5); prepare revised draft of memorandum (.4) MITCHELL ASSOCIATE	2.10	472.50



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03/01/07	Confer with and provide further instructions to Mr. Mitchell to further research issues related to Fink and Croasdale claims under the D&S plan, further review and revise his memorandum regarding same. WEST PARTNER	1.00	325.00
03/02/07	Review files regarding Disability and Survivor Plan (1.5); develop timeline of events for both provided participants (1.2); develop timeline of amendments to Disability and Survivor Plan (.6); revise and expand memorandum discussing whether Letter 51 changes to Disability and Survivor Plan were misapplied to participants (2.2). MITCHELL ASSOCIATE	5.50	1,237.50
03/02/07	Return telephone calls of pilots with plan questions. STAPLETON PARTNER	1.90	589.00
03/02/07	Further review of Fink and Croasdale matter and specifically content of Letter 51. WEST PARTNER	0.30	97.50
03/05/07	Revise draft of memorandum regarding whether provisions of Letter 51 were misapplied to constituents of 1114 Committee (2.5). MITCHELL ASSOCIATE	2.50	562.50
03/05/07	Address constituent claim issues and plan issues. STAPLETON PARTNER	1.10	341.00



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03/05/07	Study memorandum prepared by Mr. Mitchell regarding his analysis of eligibility and continuing proof requirements under the D&S plan and amendments thereto (including Letter 51) and confer with Mr. Mitchell (1.2); continue to study and analyze plan language and plan amendments and communications between Harvey Watt and Croasdale and Fink and prepare summary of eligibility and continuing proof standards under the various amendments (1.4); commence revising Mr. Mitchell's memorandum (1.5); review Mr. Graver's e-mail regarding COBRA question (.1). WEST PARTNER	4.20	1,365.00
03/06/07	Emails from Committee constituents regarding HCTC and COBRA confusion, and follow-up regarding same. GRAVER OF COUNSEL	0.70	231.00
03/06/07	Discuss elements of facts with respect to whether Letter 51 was incorrectly applied to constituents of 1114 Committee who were receiving disability benefits (1.6). MITCHELL ASSOCIATE	1.60	360.00
03/06/07	Continue to study provisions of the D&S plan and to study documentation provided by Captains Fink and Croasdale in regard to whether provisions of Letter 51 are being applied (2.8); continue to work on memorandum to the 1114 Committee discussing the Fink and Croasdale matter (3.80); receive telephone message forwarded by Mr. Connors from Goldman Sachs and forward same to Ms. Lacey et al with e-mail message (.10).	6.70	2,177.50



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	WEST	PARTNER		
03/07/07	Review draft of memorandum discussing whether provisions of Letter 51 were incorrectly applied to constituents of the 1114 Committee (1.3); finalize review of certain facts related to Letter 51 matter in file and how section 15.B of the Pilot Working Agreement applies (2.0). MITCHELL	ASSOCIATE	3.30	742.50
03/07/07	Study drafts of memorandum on disability benefits issue prepared by Mr. West and note comments; meet with Mr. West and Mr. Mitchell to discuss memorandum and issues and analysis presented. NUNN	PARTNER	1.20	360.00
03/07/07	Review memo on D&S issues. STAPLETON	PARTNER	0.80	248.00
03/07/07	Work with Mr. Nunn and Mr. Mitchell regarding the Fink and Croasdale claims and continue the analysis of the D&S plan and amendments along with documentation provided by Fink and Croasdale for purposes of assessing standards being applied under D&S plan (1.8); continue drafting memorandum to Ms. Lacey et al. analyzing the Fink and Croasdale claims, finalize the first draft of the memorandum and forward same with comments to Ms. Lacey, et al. (3.4). WEST	PARTNER	5.20	1,690.00
03/09/07	Emails from constituents and follow-up regarding questions on COBRA and HCTC. GRAVER	OF COUNSEL	0.30	99.00



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03/09/07	E-mail from S. Rucker regarding D&S Plan issue. LACEY PARTNER	0.30	120.00
03/12/07	Telephone conference with Chairman and follow-up with Ms. Lacey regarding LTD/LOA 51 issue. GRAVER OF COUNSEL	0.40	132.00
03/13/07	Review Bob West memorandum, conference with Ms Lacey regarding how to proceed with LTD issue, and follow-up with Chairman regarding same. GRAVER OF COUNSEL	0.80	264.00
03/15/07	E-mails from Committee Members Tarpley and Haigh. WEST PARTNER	0.10	32.50
03/16/07	Review email from Chairman forwarding constituent complaint about billing problem, and draft email to Delta regarding same and needed information (.3); email to Chairman regarding same (.1). GRAVER OF COUNSEL	0.40	132.00
03/20/07	Review and analyze incoming response from Delta regarding apparent medical insurance billing issue, respond to Delta, and follow-up with constituent regarding same (.4). GRAVER OF COUNSEL	0.40	132.00
03/22/07	Telephone conference with Chuck Dyke regarding objection to plan and clarification of 1114 Committee stipulation (.3); review stipulation (.1). GRAVER OF COUNSEL	0.40	132.00





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03/23/07	Review multiple emails regarding constituent with QDRO objecting to Delta's facts and treatment as well as Committee representation (.3), consider how to respond, draft and finalize response on multiple issues (.7); email to Delta counsel regarding QDRO issue (.1); further email exchange regarding same (.1); email from Delta counsel and follow-up email to constituent regarding same (.1). GRAVER OF COUNSEL	1.30	429.00
03/23/07	Review e-mail from Chairman Romley. WEST PARTNER	0.10	32.50
03/24/07	Review e-mails from Committee Members Margrey and Haigh (.10). WEST PARTNER	0.10	32.50
03/26/07	Email inquiry regarding medical billings for April and send email to Delta counsel regarding same. GRAVER OF COUNSEL	0.10	33.00
03/26/07	Review e-mails from Committee Members and also from Mr. Graver (.10); review memorandum regarding D&S plan issues in preparation for meeting with Ms. Lacey (.40). WEST PARTNER	0.50	162.50
03/27/07	Conference with Bob West regarding Delta TLD issues and Fink and Croasdele situation. LACEY PARTNER	1.00	400.00



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03/27/07	Further review the Fink/Croasdale memorandum and background facts and documentation provided by Messrs. Croasdale and Fink, all in preparation for meeting with Ms. Lacey and meet with Ms. Lacey (.40). WEST PARTNER	0.40	130.00
03/30/07	Telephone conference with Mr. Gost regarding D&S issues, prepare e-mail memo regarding same and forward same to Ms. Lacey et al. (.80). WEST PARTNER	0.80	260.00
<b>TOTAL - Employee Benefits/Pensions</b>		----- 105.50	----- 33,266.50
<b>TOTAL - Operations</b>		----- 105.50	----- 33,266.50

Claims and Plan

B300 Claims and Plan

02/01/07	Work related to disclosure statement/plan questions. STAPLETON PARTNER	1.70	527.00
02/02/07	Work with Mr Stapleton on website posting and prepare exhibit for same concerning newly allowed claims. GRAVER OF COUNSEL	1.00	330.00
02/02/07	Further revisions to plan memorandum and coordinate getting draft to Delta with Don Romley, Alisa Lacey and Tim Graulich. STAPLETON PARTNER	3.10	961.00
02/05/07	Further revisions to plan memorandum and communications with Delta regarding same. STAPLETON PARTNER	1.70	527.00



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02/05/07	Revisions to plan memorandum for committee members; circulate same to committee.	2.80	868.00
	STAPLETON PARTNER		
02/06/07	Review revised plan and disclosure statement.	2.80	868.00
	STAPLETON PARTNER		
02/06/07	Draft short memorandum on changes to Delta's plan.	0.60	186.00
	STAPLETON PARTNER		
02/07/07	Review email from DP3 counsel and conference with Ms Lacey re possible DP3 objection issues (.8); review email from DP3 and conference with Ms Lacey re possible extension of time for objections (.2); email from Delta counsel and follow-up with Ms Lacey, Committee, and DP3 re extension (.3); draft proposed notice re extension and email for approval (.2); follow-up with Jim Freeman re posting notice (.2).	1.70	561.00
	GRAVER OF COUNSEL		
02/25/07	Review incoming material re confusion over ballots and solicitation packages from Delta (.3); review email from Rob Kight re same and draft proposed website posting (.8); email to Ms. Lacey and Mr Stapleton re same (.1).	1.20	396.00
	GRAVER OF COUNSEL		
02/27/07	Review accumulated emails from counsel re website postings and respond to same (.2); review incoming emails from constituents and begin responding to same (.8).	1.00	330.00
	GRAVER OF COUNSEL		



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02/27/07	Telephone calls with retirees and follow-up regarding same. STAPLETON PARTNER	1.10	341.00
02/28/07	Communications with retired pilots regarding plan and voting. STAPLETON PARTNER	2.30	713.00
03/01/07	Telephone calls and e-mail communications with pilots and Delta's counsel regarding pilot questions about the plan. STAPLETON PARTNER	5.20	1,612.00
03/02/07	Further communications with Ms Lacey and research regarding Hardship group issue (.6); review incoming material regarding information on retired pilots and email to Jane Yoon regarding same (.3); email from and to Ms. Lacey regarding September 2005 retirees issue (.4); review inquiry from recent retiree, review settlement agreement and respond regarding eligibility under settlement (.5); emails and voicemails from constituents regarding additional questions on coverage and claims, research and respond to same (3.3) GRAVER OF COUNSEL	5.10	1,683.00
03/06/07	Telephone calls and e-mail communications with Delta retired pilots on claims/plan issues. STAPLETON PARTNER	2.30	713.00
03/07/07	Work with pilots regarding questions on claims and plan. STAPLETON PARTNER	2.30	713.00



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03/08/07	Numerous telephone calls and e-mail communications with pilots regarding claims questions and plan questions (many related to explaining release opt-out, and difference between class 4 and class 5). STAPLETON PARTNER	3.90	1,209.00
03/09/07	Telephone calls and e-mail communications with pilots regarding questions about their claims and the plan. STAPLETON PARTNER	3.60	1,116.00
03/09/07	Follow-up work related to pilot questions (research regarding certain plan treatment; meeting with Chris Graver; and communications with Delta's counsel regarding questions raised by pilots). STAPLETON PARTNER	2.90	899.00
03/12/07	Respond to e-mails and telephone calls of pilots and survivors regarding the plan and ballot issues. STAPLETON PARTNER	2.20	682.00
03/13/07	Receive and respond to email from constituents regarding claims and ballot issues (.8); conference with Mr Stapleton regarding his communications with certain retired pilots on related issues and regarding the Committee position (.5). GRAVER OF COUNSEL	1.30	429.00
03/13/07	Telephone calls and e-mail communications with pilots and survivors regarding plan and balloting issues. STAPLETON PARTNER	2.80	868.00



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03/14/07	Respond to inquiries from pilots regarding claims and plan treatment. STAPLETON PARTNER	0.70	217.00
03/15/07	Respond to e-mail and telephone calls related to plan and claim issues. STAPLETON PARTNER	1.10	341.00
03/20/07	Answer telephone calls and e-mail communications regarding questions on plan and ballot issues. STAPLETON PARTNER	3.20	992.00
03/21/07	Answering telephone calls and e-mails and coordinating strategy regarding ballot issues, claims issues. STAPLETON PARTNER	2.80	868.00
03/21/07	Research regarding potential sale of claims. STAPLETON PARTNER	3.10	961.00
03/22/07	Work related to responding to constituent questions and other plan-related matters. STAPLETON PARTNER	4.30	1,333.00
03/23/07	Respond to constituent questions and telephone calls regarding the plan and ballot. STAPLETON PARTNER	2.70	837.00
03/26/07	Review and consider incoming emails regarding terms of plan, distributions, and balloting issues (.5); discuss distributions question with Mr Stapleton (.2); respond to various emails regarding balloting, operation of plan with respect to medical claims, and related issues (1.2); review and respond	4.60	1,518.00



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to incoming inquiries from retired pilots regarding claim calculations and notification from Delta (.7); prepare spreadsheet of inquiries to pass on to Delta (.3); email to Delta counsel regarding same (.1); review incoming email with response to prior spreadsheet of questions and send follow-up responses to retired pilots regarding same (.8); review additional inquiries regarding COBRA coverage and HCTC, research regarding response to same and respond to same (.8).

GRAVER OF COUNSEL

03/26/07	Respond to various questions regarding claims and voting -- especially concerns regarding taxation of medical benefits and claim amounts.	3.30	1,023.00
	STAPLETON PARTNER		
03/27/07	Keep up on e-mails and telephone calls from pilots and discuss same with Chris Graver. Questions regarding claim amounts, ballot issues.	3.10	961.00
	STAPLETON PARTNER		
03/28/07	Telephone conference with Tim Graulich regarding Plan objection and regarding W-9 issue (.3); email to Ms Lacey regarding same (.1); telephone conference with Chairman regarding Plan objection (.2); review additional information from Delta regarding claims (.2).	0.80	264.00
	GRAVER OF COUNSEL		
03/28/07	Responding to telephone calls from retired pilots regarding ballot issues.	0.70	217.00
	STAPLETON PARTNER		



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03/29/07	Telephone calls and e-mail communications with retired pilots on claim/plan issues.	0.50	155.00
	STAPLETON PARTNER		
03/30/07	Further work (telephone calls and e-mails) responding to pilot questions regarding plan and claim issues.	1.20	372.00
	STAPLETON PARTNER		
	<b>TOTAL - Claims and Plan</b>	84.70	26,591.00
<b>B310 Claims Administration and Objections</b>			
02/01/07	Multiple telephone conferences with J. Gray and review multiple e-mails from retirees regarding Supplemental Term Sheet.	1.70	680.00
	LACEY PARTNER		
02/01/07	Multiple telephone conferences with Committee members regarding constituent contacts and objections to Supplemental Term Sheet. E-mails to Delta. Conference with C. Graver regarding same. E-mails from Delta regarding follow up on claims issues and e-mails from retirees.	3.80	1,520.00
	LACEY PARTNER		
02/01/07	Review resolution of PRP issue. Review e-mails from Delta regarding same. Memo to Committee regarding same. Telephone conferences with D. Romley regarding same.	2.90	1,160.00
	LACEY PARTNER		





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02/01/07	Draft and revise memorandum regarding claims issues for non-enrollees. Meet with Alisa Lacey and Chris Graver regarding same. STAPLETON PARTNER	3.80	1,178.00
02/02/07	Review e-mails and proposed website postings from C. Graver and retired pilots regarding Supplemental Term Sheet. Objection procedures. Questions. LACEY PARTNER	1.90	760.00
02/02/07	Get information pulled together on Delta's agreement related to the PRP pilots and draft statement for web site regarding same. STAPLETON PARTNER	2.40	744.00
02/02/07	Further work related to claims -- mainly related to non-enrollee issue. STAPLETON PARTNER	2.30	713.00
02/04/07	Review e-mails and inquiries from Retirees and Committee members regarding issues with Supplemental Term Sheet, objection procedures and complaints regarding opt out settlement. LACEY PARTNER	1.70	680.00
02/04/07	E-mails to and from T. Graulich regarding status of 2006 COBRA's and partials and Committee conference call at 1:00 tomorrow. LACEY PARTNER	0.30	120.00
02/05/07	Review and respond to lengthy e-mail from survivor with questions regarding Supplemental Term Sheet. Respond e-mail to her counsel. Research regarding her	1.40	560.00



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	particular facts.		
	LACEY	PARTNER	
02/06/07	Conference with Ms. Lacey regarding multiple incoming objections and organizing and responding to same (.3); review and analyze 25 individual objections and create spreadsheet to analyze and organize same (4.5); telephone conferences with D. Romley regarding constituent e-mail concerning claims settlement and review e-mails forwarded by D. Romley regarding same. (.5)	5.30	1,749.00
	GRAVER	OF COUNSEL	
02/06/07	Telephone conference with attorney Matt Cox regarding his retired pilot client's questions on settlement and medical coverage.	0.40	132.00
	GRAVER	OF COUNSEL	
02/06/07	Continued e-mails to survivors counsel regarding impact of Supplemental Term Sheet. Same regarding dependent children.	0.80	320.00
	LACEY	PARTNER	
02/06/07	Continued review of e-mails from DP3, retirees, web site questions regarding Supplemental Term Sheet, responses from C. Graver, telephone conferences with J. Gray and D. Romley.	2.60	1,040.00
	LACEY	PARTNER	
02/06/07	Further work on analyzing how to respond to various complaints regarding the claims methodology (mainly related to the 2005 hardship and COBRA issues).	2.10	651.00
	STAPLETON	PARTNER	



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02/07/07	E-mail from DP3 counsel regarding objections to Supplemental Term Sheet and DP3 position, request for extension of objection deadline, forward to D. Romley. Conference with C. Graver regarding same. LACEY PARTNER	1.60	640.00
02/07/07	E-mail to T. Graulich regarding extension of objection date and discussion of objection types to date. LACEY PARTNER	0.80	320.00
02/07/07	E-mails to DP3 regarding objection deadline. LACEY PARTNER	0.40	160.00
02/07/07	E-mails and telephone conferences with T. Graulich sharing various e-mails and issues raised regarding Supplemental Term Sheet. LACEY PARTNER	0.90	360.00
02/07/07	Review incoming e-mails and objections regarding Supplemental Term Sheet, proposed website postings from C. Graver, telephone conferences with Committee members and counsel for various retirees regarding Supplemental Term Sheet. LACEY PARTNER	3.20	1,280.00
02/07/07	E-mails regarding Delta's agreement to objection date extension with Delta and DP3. LACEY PARTNER	0.30	120.00



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02/07/07	Review e-mail correspondence and participate in same; and office conferences regarding various issues related to objections on claims. STAPLETON PARTNER	1.90	589.00
02/08/07	E-mails regarding further discussion with counsel for survivor regarding Supplemental Term Sheet, e-mails with C. Graver regarding same. LACEY PARTNER	0.50	200.00
02/08/07	Review multiple objections regarding Supplemental Term Sheet. LACEY PARTNER	3.40	1,360.00
02/08/07	Review report form T. Graulich regarding 2006 COBRA's and language from D. Brown for website. LACEY PARTNER	0.30	120.00
02/08/07	Review and respond regarding J. Gray's idea regarding clarifying that enrollment rights remain unaffected. LACEY PARTNER	0.30	120.00
02/09/07	Continued review of objections to Supplemental Term Sheet. LACEY PARTNER	1.30	520.00
02/09/07	Review e-mail communications regarding various claims issues. STAPLETON PARTNER	0.40	124.00
02/10/07	Continue reviewing claims objections and marking same for inclusion in grid (1.6); e-mail from and to Shelley Rucker regarding DP3 position on objection (.2). GRAVER OF COUNSEL	1.80	594.00



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02/11/07	Review incoming communications from constituents and accusations against Committee members, draft proposed response and circulate to counsel for consideration (.8); e-mail from and to Jim Gray regarding DP3 meeting and developments with respect to DP3 objection (.7); e-mail from Mr. Stapleton regarding same (.1); continue reviewing and analyzing claims objections and marking same for inclusion in grid (5.5). GRAVER OF COUNSEL	7.10	2,343.00
02/12/07	Draft preliminary memo reporting on objections received to date. GRAVER OF COUNSEL	1.50	495.00
02/12/07	Telephone conferences with Ms. Lacey regarding developments and updates on objections, including DP3 proposed objection. GRAVER OF COUNSEL	0.40	132.00
02/12/07	Review e-mails from counsel and Chairman regarding proposed website posting, revise and finalize same and follow-up with J. Freeman regarding same. GRAVER OF COUNSEL	0.30	99.00
02/12/07	Review and respond to e-mail traffic from constituents. GRAVER OF COUNSEL	1.20	396.00
02/12/07	Work on review and summarization of objections and follow-up with staff regarding same. GRAVER OF COUNSEL	6.50	2,145.00



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02/12/07	Review e-mail from T. Graulich and compare objection information with his chart. GRAVER OF COUNSEL	0.40	132.00
02/12/07	E-mail exchanges with Ms. Lacey and T. Graulich regarding scope of 2005 hardship group. GRAVER OF COUNSEL	0.30	99.00
02/12/07	Review e-mails regarding negotiations with Unsecured Creditors Committee regarding changes to 1114 claim parameters with C. Graver. LACEY PARTNER	0.60	240.00
02/12/07	Telephone conference with C. Graver regarding status regarding objections, NYC Court snowed in, issues with DP3, telephone conferences with A. Finch re objector unable to file. LACEY PARTNER	0.80	320.00
02/12/07	Telephone conference with S. Rucker regarding discourage objection, status of negotiations. LACEY PARTNER	0.80	320.00
02/12/07	Review e-mails regarding claims for under 60 group and discuss same with Chris Graver. STAPLETON PARTNER	1.10	341.00
02/13/07	Conference with Ms. Finch regarding status of late objections and consider how to deal with same (.2); continue reviewing and summarizing objections to motion to approve supplemental term sheet and follow-up with staff re same (8.0); telephone conference with	11.80	3,894.00



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Chairman re status and email inquiries on settlement (.2); telephone conference with Ms. Lacey re same (.2); work on final form of spreadsheet to eliminate duplicates and determine number of related objections (2.1); compare hardship claims list to Delta list, compare Delta list to final claims list and send email to Tim Graulich re discrepancies (.9); email exchange with Tim Graulich re identifying hardship claims and information he needed to verify his data (.2).

GRAVER OF COUNSEL

02/13/07	Review and provide comments to Chris Graver regarding how we are handling objections to supplemental term sheet. STAPLETON PARTNER	1.60	496.00
02/14/07	E-mail from T. Graulich regarding corrected "hardship group" chart, review and compare same to existing lists (1.4); email exchange with T. Graulich regarding Delta position on certain groups of compromise claimants and regarding upcoming meeting with unsecured creditors' committee (.7); email from and to T. Graulich and created and provide him lists of affected constituents from objections spreadsheet (1.3); conference with Ms. Lacey regarding status and strategy (.2); review additional incoming objections and add to spreadsheet (.4); work on finalizing spreadsheet and organizing groups of claimants and their treatment (3.7); telephone conference with T. Graulich regarding results of unsecured creditors' committee meeting (.5); email to counsel regarding same	9.90	3,267.00



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(.4); telephone conference with D. Romley regarding Delta proposal and questions (.3); telephone conference with Ms. Lacey regarding same and proposed meeting (.2); further telephone conference with T. Graulich (.1); email to and from T. Graulich regarding unsecured creditors' committee proposal (.3); further telephone conference with D. Romley regarding proposal, Committee meeting, further information needed and next steps (.2); email to Ms. Lacey regarding same (.1); email request to B. Thompson for demographic information (.1).

GRAVER OF COUNSEL

02/14/07	Review and respond to various e-mails related to claims disputes and supplemental term sheet.	2.10	651.00
	STAPLETON PARTNER		
02/15/07	Draft Reply to Objections regarding Motion to Approve Supplemental Term Sheet.	6.00	2,400.00
	LACEY PARTNER		
02/15/07	Legal research regarding Reply to Objections regarding Supplemental Term Sheet.	5.60	2,240.00
	LACEY PARTNER		
02/15/07	Telephone conference with S. Rucker regarding DP3 position, no objection to be filed and also regarding attending hearing and position at hearing.	1.00	400.00
	LACEY PARTNER		





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02/15/07	Telephone conference with J. Gray regarding DP3 position, anticipated settlement offer to under 60 and hardships. LACEY PARTNER	0.60	240.00
02/15/07	Telephone conference with D. Romley regarding telephone conferences with S. Rucker and J. Gray and status of DP3 and DP3's position at hearing. LACEY PARTNER	0.50	200.00
02/15/07	Work regarding claims objections and strategize with Chris Graver and Alisa Lacey regarding how to handle them. STAPLETON PARTNER	3.70	1,147.00
02/16/07	Telephone conference with T. Graulich regarding status of objections, date and time of Committee conference call, draft Reply and DP3 status. LACEY PARTNER	0.90	360.00
02/16/07	Continued draft Reply to 375 objections to Motion to Approve Supplemental Term Sheet. LACEY PARTNER	1.20	480.00
02/17/07	Telephone conference with C. Graver regarding proposed notice to Committee regarding Opt Outs and suggestions. LACEY PARTNER	0.20	80.00
02/17/07	Review proposed notice to Committee regarding Opt Outs. Review e-mails from D. Mairose regarding retirees married to actives. LACEY PARTNER	0.90	360.00



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02/19/07	Multiple emails and coordinate with Delta counsel regarding analysis of objections and receipt of objections (1.5); send Delta objections they had not received (.2); analyze, review and update objection grid with information received from Delta (2.0); work on organization of documents for hearing (.2); incorporate new objections in grid (.5). GRAVER OF COUNSEL	4.40	1,452.00
02/19/07	Initial review and comment on term sheet (.1); review and analyze draft of brief (.5); telephone conference with B. Thompson regarding Milliman's information, query from Committee constituent and trial appearance (.3); email to Ms. Lacey regarding same (.1); email to B. Thompson regarding response to constituent (.2). GRAVER OF COUNSEL	1.20	396.00
02/19/07	Telephone conferences with C. Graver and D. Romley regarding preparation for Committee conference call. LACEY PARTNER	0.50	200.00
02/19/07	Review C. Graver's e-mail summaries regarding categories of objections and number of Opt Outs. LACEY PARTNER	0.60	240.00
02/19/07	Telephone conference with C. Graver regarding notifying Delta of Committee approval regarding Amendment. E-mails regarding form of proposed Amendment. LACEY PARTNER	0.90	360.00



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02/19/07	Review and revise proposed website notice to constituents regarding settled objections regarding Supplemental Term Sheet regarding 1114 claims. LACEY PARTNER	1.50	600.00
02/19/07	Revision of Reply regarding objections to Supplemental Term Sheet regarding 1114 claim methodology. LACEY PARTNER	3.50	1,400.00
02/19/07	Work related to responding to objections to the settlement. STAPLETON PARTNER	2.10	651.00
02/20/07	Review additional objections forwarded by Delta and incorporate into objection grid (1.3); analyze information and update resolved and unresolved objection chart (1.8); review and revise latest draft of reply brief and discuss same with Ms. Lacey (2.2) further revisions to reply brief and coordinate with M. Ledwin regarding finalizing and filing same (1.2); email exchange with M. Ledwin regarding service (.1); telephone conference with M. Ledwin and follow up with Ms. Lacey regarding A&M Fee Application (.2); conference with Ms. Lacey regarding preparations for hearing on 2/22, witnesses and hearing strategy (.5); review Delta reply brief and exhibits (.4); email to J. Freeman and arrange for posting reply brief and supplemental term sheet (.2); email to Ms. Lacey regarding comments on supplemental term sheet and analyze and discuss proposed changes (.6); review and respond to multiple email queries from constituents (1.3; review comments	10.50	3,465.00



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from Ms. Lacey and work on proposed  
website posting concerning resolved  
claims, and email exchange with Delta  
counsel regarding Delta comments (.7).

GRAVER OF COUNSEL

02/20/07	Email exchange with Committee members regarding definition of hardship group reply and conference with Ms. Lacey regarding same (.3); revise website posting in light of Delta and Ms. Lacey comments and arrange with J. Freeman for postings (.4); review constituent email complaint regarding amended term sheet and analyze same (.3); email to B. Thompson regarding matters for testimony on 2/22 (.2).	1.60	528.00
	GRAVER OF COUNSEL		
02/20/07	Continued drafting reply regarding Motion to Approve Supplemental Term Sheet, continued review and analysis of objections.	2.30	920.00
	LACEY PARTNER		
02/20/07	Review Delta Reply to Motion to Approve Supplemental Term Sheet.	0.60	240.00
	LACEY PARTNER		
02/20/07	Multiple conference calls and e-mails with Delta regarding finalizing Supplemental Term Sheet Amendment with T. Graulich, J. Yoon, D. Brown, C. Graver, D. Romley and W. Thompson.	2.40	960.00
	LACEY PARTNER		
02/20/07	Conferences with C. Graver regarding finalizing Reply.	1.20	480.00
	LACEY PARTNER		



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02/20/07	Multiple e-mails and telephone conferences regarding revised claims and spreadsheet regarding objectors. Coordination with Delta regarding identifying and spreadsheeting the 390 objections. LACEY PARTNER	1.60	640.00
02/21/07	Review incoming email from Delta counsel regarding website posting and draft proposal new language (.8); email to Delta counsel regarding same (.1); conference with Ms. Lacey regarding Delta reply and trial strategy (.2); review incoming revised lists of COBRA and hardship claimants and prepare jobs for posting (.9); review and organize constituent emails and send email to Committee regarding operation of process in light of constituent emails and results obtained (.3); gather and organize materials for hearing (.5); compare lists from Debtor with objection list and update same (.8). GRAVER OF COUNSEL	3.60	1,188.00
02/21/07	Travel to NYC for hearing. GRAVER OF COUNSEL	6.50	2,145.00
02/21/07	Review of objections, conference with C. Graver regarding summary of late objections. LACEY PARTNER	0.90	360.00
02/21/07	Travel from Phoenix to NYC for hearing on Supplemental Term Sheet regarding 1114 Agreement. LACEY PARTNER	6.50	2,600.00



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02/21/07	Conference with Committee members J. Green and D. Romley regarding summary of objections and strategy. Multiple questions regarding updated claims of various constituents. LACEY PARTNER	2.00	800.00
02/21/07	Work related to constituent issues (claims related). STAPLETON PARTNER	1.70	527.00
02/22/07	Telephone conference with Delta counsel regarding contentions of objectors and what Delta misled to objectors. (.2); further research into objectors' allegations (.7); report to Ms. Lacey and Chairman regarding issue and proposed resolution (.4). GRAVER OF COUNSEL	1.30	429.00
02/22/07	Organize materials for claims use and arrange for return to Phoenix. GRAVER OF COUNSEL	0.50	165.00
02/22/07	Review multiple constituent emails regarding hearing, amendment to supplemental term sheet and objections to claims, respond to same and email to Delta counsel re same. GRAVER OF COUNSEL	3.30	1,089.00
02/22/07	Review multiple emails from J. Yoon regarding wording of website postings and regarding status of various claimants and work on updating grid. GRAVER OF COUNSEL	1.40	462.00



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02/22/07	Review communications from local counsel regarding query from objectors and respond regarding same (.2); telephone conference with constituent regarding lost objection, status of claim, appearance and hearing today and proof of claim deadline (.7); follow up regarding same (.1). GRAVER OF COUNSEL	1.00	330.00
02/22/07	Telephone conference with Ms. Lacey and analyze possible issue concerning treatment of over 60 opt-outs (.3); telephone conference with Chairman regarding same (.2); review history of Committee communications regarding same (.7); telephone conference with Mr. Stapleton regarding same (.2); email to Ms. Lacey regarding proposed communication, analyze Delta position on over 60 opt-outs in hardship group (.5); further telephone conferences with Ms. Lacey regarding settlement issues (.2). GRAVER OF COUNSEL	2.10	693.00
02/22/07	Meet with Ms. Lacey, Committee members and DP3 counsel regarding settlement issue and hearing (.6); meet with B. Thompson regarding possible testimony at hearing (.4); further preparation for and attend hearing on Motion to Approve Medical Claims settlement (3). GRAVER OF COUNSEL	4.00	1,320.00
02/22/07	Follow up with Delta counsel regarding timing of notification of claimants with amended claims (.1); report to Mr. Stapleton regarding hearing (.2). GRAVER OF COUNSEL	0.30	99.00



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02/22/07	Telephone conference with D. Romley (multiple) regarding hardship claim dispute within Committee. LACEY PARTNER	0.70	280.00
02/22/07	Conference with C. Graver regarding track information regarding hardship claim class for Committee. LACEY PARTNER	0.20	80.00
02/22/07	Telephone conference with B. Kaminetzky regarding dispute by Committee. LACEY PARTNER	0.40	160.00
02/22/07	Conference with C. Graver (multiple) regarding information to and from Committee and strategy regarding hearing. LACEY PARTNER	0.60	240.00
02/22/07	Telephone conference with D. Mairose (Committee member) regarding position regarding Supplemental term sheet for hearing today and hardship claim description. LACEY PARTNER	0.80	320.00
02/22/07	Conference with DP3 counsel, J. Gray, D. Romley, W. Thompson, C. Graver and D. Tillern regarding preparation for hearing. LACEY PARTNER	1.40	560.00
02/22/07	Telephone conference with B. Kaminetzky regarding hardship claim issue resolved. Strategy regarding hearing. LACEY PARTNER	0.30	120.00





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02/22/07	Attend hearing regarding Delta's Motion for Approval of Supplemental Term Sheet regarding 1114 Claims and Amendment Thereto. LACEY PARTNER	2.00	800.00
02/22/07	Conference with D. Romley, J. Green, C. Graver regarding hearing, website postings, confusion regarding John Smith zero claim exhibit, telephone conferences with J. Gray regarding same. LACEY PARTNER	2.00	800.00
02/23/07	Conference with Ms. Lacey regarding resolution of "zero claim" issue (.1); return travel to Phoenix (6.5); draft open items list (.4). GRAVER OF COUNSEL	7.00	2,310.00
02/23/07	Return travel from NYC to Phoenix from hearing regarding approval of 1114 claim settlement. LACEY PARTNER	7.00	2,800.00
02/23/07	Review information from Delta and related work on PRP claims and other 'settled' claim groups. STAPLETON PARTNER	1.40	434.00
03/01/07	Email from Committee member regarding makeup of Hardship Group and possible data error (.1); research lists and agreements regarding same and communicate with Ms Lacey regarding our discussions with Delta on this topic (1.1). GRAVER OF COUNSEL	1.20	396.00



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03/06/07	Email exchanges with Delta concerning Committee constituent requests for claim calculations and Delta's position on same in light of Towers, Perrin workload and security concerns (.3); conferences with counsel regarding Delta's position and how to respond (.1). GRAVER OF COUNSEL	0.40	132.00
03/06/07	Emails from Committee constituents regarding calculation of medical claim amounts and regarding lists provided by Delta of new calculations; research lists and underlying facts and respond where possible, follow-up with Delta where necessary. GRAVER OF COUNSEL	4.40	1,452.00
03/06/07	Conference with C. Graver regarding e-mails and telephone conferences with J. Gray regarding under 60 opt out issue regarding September retirees. Receipt of nonqualified pension benefits, prior discussions and term sheet provisions. Communications regarding certain particular constituents. LACEY PARTNER	0.90	360.00
03/08/07	Telephone conference with DP3 counsel regarding certain individuals with claim issues and follow-up with Delta regarding same. GRAVER OF COUNSEL	0.60	198.00
03/08/07	Review and analyze multiple emails from constituents (1.8); prepare responses where possible (1.3); prepare email response regarding complaint concerning settlement and circulate for prior comment (1.3); email from Mr. Stapleton	6.30	2,079.00



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regarding same and revise email (.2);  
finalize email and send to website for  
posting (.2); prepare further  
spreadsheet of issues to send to Delta  
(.8); receive responses from Delta and  
follow-up with claimants (.5).

GRAVER OF COUNSEL

03/09/07	<p>Review multiple incoming emails from Committee constituents with questions on placement in claim categories, correction of information, and other claim-related questions (2.6); review further emails regarding same forwarded by Chairman and follow-up regarding same (.7); conference with Mr Stapleton regarding his telephone conversations with Committee constituents (.3); email exchange with Chairman regarding analysis and referral of pension claim issue (.3); prepare spreadsheet and email to Delta counsel regarding same (.6); receive responses to prior spreadsheets from Delta and disseminate information to affected parties (.8); further correspondence with Delta regarding claims calculations (.2); review and analyze incoming claim calculations from Delta for certain requesting retired pilots (.8); emails to counsel and Chairman regarding same and possible confidentiality issues (.3); email from Delta counsel regarding inability to respond to requests before deadline (.2); draft proposed posting regarding proof of claim deadline and circulate to counsel (1.2); email from Mr Stapleton and revise same (.3); follow-up regarding posting on website (.3).</p>	8.60	2,838.00
	GRAVER		OF COUNSEL



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03/09/07	Review revised claim calculation lists from Jane Yoone and follow up e-mails. LACEY PARTNER	0.60	240.00
03/09/07	E-mail from R. West regarding Goldman Sachs contact regarding claim sale inquiry. LACEY PARTNER	0.30	120.00
03/10/07	E-mails from constituents and Committee Members regarding D&S issues, various claim questions, calculation questions, Draft Website explanations, various particular claimant issues, meeting minutes regarding Committee, DALRC dental card issues. LACEY PARTNER	2.20	880.00
03/12/07	Review and respond to email from Debtor's counsel regarding resolution of claims issues (.1). GRAVER OF COUNSEL	0.10	33.00
03/20/07	Conference with Chairman and report to Ms Lacey regarding status of DP3 research into possible pre-confirmation sale of Delta stock rights. GRAVER OF COUNSEL	0.30	99.00
03/21/07	E-mail and phone conference with Mr. Graver regarding his phone conference with Jim Gray regarding possible sale of claims, scope of claims included, pricing, and fees. LACEY PARTNER	0.40	160.00
03/21/07	Phone conference with Don Romley regarding additional information regarding claim sale negotiations with DP3.	0.40	160.00



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	LACEY	PARTNER		
03/22/07	Review and consider incoming questions from constituents regarding classification and calculation errors and respond to same (.5); prepare spreadsheet and send inquiries to Delta (.5); review response to prior spreadsheet and draft response regarding ballot issue (.1); review response to prior spreadsheet concerning QDRO issue, review agreements, and draft and finalize response to pilot spouse (.8).		1.90	627.00
	GRAVER	OF COUNSEL		
03/26/07	Email from Chairman regarding confidentiality concerns with respect to W-9 information and send email to Delta counsel regarding same (.3).		0.30	99.00
	GRAVER	OF COUNSEL		
<b>TOTAL - Claims Administration and Objecti</b>			----- 240.20	----- 85,307.00
<b>B320</b>	<b>Plan/Disclosure Statement Incl. Bus Plan</b>			
02/01/07	Review and analyze response from Delta regarding omitted retirees and discuss same with Ms. Lacey (1.0); review and respond to e-mails from constituents and forward further communications to Delta for response (1.5); conference with Ms. Lacey regarding new issue and theory for recovery, and discuss strategy for negotiation with Delta regarding same (.4); telephone conference with D. Romley and Ms. Lacey regarding same and other current issues (.5); review and revise proposed communication from Mr. Stapleton to Committee concerning proposed plan (.6); update from Ms. Lacey regarding her communications with		4.20	1,386.00



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	Delta concerning new claims issue (.2).		
	GRAVER	OF COUNSEL	
02/02/07	Work with Mr Stapleton on plan summary memorandum and recommendation to retired pilots (1.5); review correspondence with Tim Graulich re same (.1).	1.60	528.00
	GRAVER	OF COUNSEL	
02/02/07	Review and consider disclosure statement objections in preparation for 2/7 hearing (2.0); arrangements for attending hearing (.3).	2.30	759.00
	GRAVER	OF COUNSEL	
02/02/07	Review e-mails from T. Graulich regarding Committee's recommendation letter for Plan. Reply.	0.60	240.00
	LACEY	PARTNER	
02/02/07	Review and detailed revision of Memorandum regarding Delta Plan for constituents.	2.60	1,040.00
	LACEY	PARTNER	
02/02/07	E-mail revised draft memorandum regarding Plan to W. Stapleton.	0.30	120.00
	LACEY	PARTNER	
02/05/07	Review and comment on Delta's revisions to proposed letter to retired pilots in support of proposed plan and discuss same with Mr Stapleton (.4); follow-up re final version of letter (.2); review and organize materials and disclosure statement objections in preparation for hearing in New York (2.2); review incoming communications re settlement of disclosure statement objections and follow-up re travel (.3).	3.10	1,023.00
	GRAVER	OF COUNSEL	



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02/05/07	Review Delta's proposed shortening of recommendation letter regarding Plan. E-mails regarding preparation for Committee meeting on this point. Conference with C. Graver and W. Stapleton regarding same. LACEY PARTNER	1.80	720.00
02/06/07	Communications with M. Ledwin regarding disclosure statement hearing tomorrow (.2); conference with Mr. Stapleton and review amended plan regarding Delta's additional information on payments to claimants (.6). GRAVER OF COUNSEL	0.80	264.00
02/25/07	Review/respond to various e-mails regarding pilot questions regarding balloting and R. Kight explanation and website posting. LACEY PARTNER	0.80	320.00
02/27/07	Telephone conference with W. Stapleton regarding status of responses to pilot inquiries and release issues regarding Plan. LACEY PARTNER	0.40	160.00
02/27/07	Review e-mails regarding pilot inquiries regarding Plan balloting. LACEY PARTNER	0.90	360.00
03/01/07	Conference with Mr Stapleton regarding plan and balloting questions and his responses (.3); review emails regarding same (.1); communicate with Committee members regarding same (.2). GRAVER OF COUNSEL	0.60	198.00



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03/01/07	Telephone conference with Chairman regarding possible plan objection by unofficial pilot group (.2); review and analyze same and email to Ms Lacey regarding same and how to proceed (.7). GRAVER OF COUNSEL	0.90	297.00
03/01/07	Telephone conference with C. Dyke, message regarding draft objection to Plan. LACEY PARTNER	0.20	80.00
03/01/07	Telephone conference with D. Romley regarding C. Dyke, draft objection issue. LACEY PARTNER	0.50	200.00
03/01/07	Conference with C. Graver regarding draft and DDPA objection and strategy regarding Dyke should contact Delta. LACEY PARTNER	0.50	200.00
03/01/07	Review draft DDPA objection, review Plan. LACEY PARTNER	0.60	240.00
03/01/07	Review, discussion and response to numerous e-mails regarding Ballot question issues and tax issue questions from constituents. LACEY PARTNER	1.40	560.00
03/05/07	Multiple calls from constituents regarding Plan questions, conference with W. Stapleton regarding issues regarding release issues with Plan and posting by other Committee on its website. LACEY PARTNER	1.30	520.00





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03/08/07	Email from Ms Lacey regarding possible objector to Delta plan (.1); review and analyze proposed objection (1.0), telephone conferences with Chuck Dyke regarding his proposed objection, Committee analysis of plan language, and proposed strategy (.9); email report to Ms Lacey regarding same (.3). GRAVER OF COUNSEL	2.30	759.00
03/08/07	E-mail regarding calls from DDPA regarding their draft Plan objection. LACEY PARTNER	0.60	240.00
03/09/07	Discussion with Mr Stapleton regarding balloting issues and constituent questions, and follow-up with Delta counsel regarding same (.2). GRAVER OF COUNSEL	0.20	66.00
03/11/07	Review multiple emails from Committee member regarding postings on Committee and DP3 website concerning plan. GRAVER OF COUNSEL	0.20	66.00
03/14/07	Multiple telephone conferences regarding inquiries regarding Plan balloting from constituents. LACEY PARTNER	0.90	360.00
03/15/07	Telephone calls with constituents with Plan questions. Review e-mail from C. Tarpley regarding Plan questions regarding LTD issues regarding paragraph 10.4. LACEY PARTNER	0.80	320.00



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03/16/07	E-mails regarding Milliman fees, ballot explanation, contacts with retiree constituents regarding Plan issues and calculation inquiries. LACEY PARTNER	0.80	320.00
03/19/07	Review and respond to queries regarding balloting issues. GRAVER OF COUNSEL	0.20	66.00
03/19/07	E-mail to Tim Graulich regarding paragraph 10.4 issues; phone conference with Chuck Dyke. LACEY PARTNER	0.90	360.00
03/19/07	Conference with Mr. Graver regarding Plan 10.4 issues; e-mails from committee members; draft DDPA objection; phone conference with Chuck Dyke. LACEY PARTNER	0.50	200.00
03/20/07	Conference with Ms Lacey regarding Delta fee application inquiry and work with Ms Lacey on response including scope of Committee's concern with respect to Plan language on changes to LTD (.3); review email to Tim Graulich regarding same (.1); telephone conference with Chuck Dyke regarding plan language (.3). GRAVER OF COUNSEL	0.70	231.00
03/21/07	Review Delta's proposed compensation package to employees; phone conference with Don Romley regarding details and that package does not appear objectionable. LACEY PARTNER	1.70	680.00



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03/23/07	Conference with Ms Lacey regarding my conversation with Chuck Dyke and his concerns over plan language and effect of confirmation on LOA 51 stipulation (.4); review plan terms and research regarding same (.3); email to Tim Graulich regarding same (.1). GRAVER OF COUNSEL	0.80	264.00
03/23/07	Review e-mails form constituents regarding various claim and Plan questions regarding COBRA, claim forms, proof of claims forms; answer calls from retirees with questions. LACEY PARTNER	1.50	600.00
03/26/07	Email to Tim Graulich regarding plan issue and need to review proposed language, and follow-up emails regarding same. GRAVER OF COUNSEL	0.30	99.00
03/26/07	E-mails from and to Committee members regarding 10.4(D) of Plan and language being negotiated by Delta. LACEY PARTNER	0.60	240.00
03/29/07	Conference with Ms Lacey regarding communications with Chuck Dyke and Delta's proposed "comfort" language (.2); voicemail to and telephone conference with Chuck Dyke regarding same and Delta's position on effect of plan (.4); further conferences with Ms Lacey regarding same and how to respond (.2). GRAVER OF COUNSEL	0.80	264.00



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03/29/07	E-mail to C. Dyke requesting Plan paragraph 10.4 language. LACEY PARTNER	0.10	40.00
03/29/07	Phone conference's with Mr. Graver regarding e-mails to C. Dyke, status regarding discussions and issues. LACEY PARTNER	0.80	320.00
03/29/07	Review e-mails from C. Dyke regarding 10.3(d) language proposals. LACEY PARTNER	0.60	240.00
03/29/07	Phone conference with Don Romley regarding phone conference with C. Dyke and Language updates and discussions. LACEY PARTNER	0.70	280.00
03/29/07	Phone conference with C. Dyke regarding language discussions with Delta regarding Plan 10.4(d), DDPA position and goals. LACEY PARTNER	0.90	360.00
03/31/07	Review e-mails regarding final DDPA agreement and forward to D. Romely and Mr. Graver. LACEY PARTNER	0.30	120.00
<b>TOTAL - Plan/Disclosure Statement Incl. B</b>		42.60	15,710.00
<b>TOTAL - Claims and Plan</b>		367.50	127,608.00
<b>TOTAL SERVICES ALL TASKS</b>			216,388.50



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DISBURSEMENTS ADVANCED THROUGH APRIL 18, 2007

DATE	DESCRIPTION	AMOUNT
<b>Airfare</b>		
02/12/07	Airfare for travel to San Francisco, CA to attend CLWA mediation -2/12/07- A. Lacey	853.60
02/21/07	Airfare for travel to New York, NY to attend hearing on Motion to Approve Supplemental Term Sheet -2/21-2/23/07- A. Lacey	2,418.20
<b>Total Airfare</b>		3,271.80
<b>Cabfare</b>		
02/21/07	Cabfare while in New York, NY to attend hearing on Motion to Approve Supplemental Term Sheet -2/21-2/23/07- A. Lacey	328.80
<b>Total Cabfare</b>		328.80
<b>Photocopies</b>		
02/02/07	Photocopies , 10 copies by Talbot, Alice M, #8794	2.00
02/05/07	Photocopies , 2 copies by Graver, Christopher, #3055	0.40
02/05/07	Photocopies , 967 copies by Talbot, Alice M, #8794	193.40
02/05/07	Photocopies , 8 copies by Talbot, Alice M, #8794	1.60
02/05/07	Photocopies , 112 copies by Finch, Mary A, #8951	22.40
02/06/07	Photocopies , 25 copies by Talbot, Alice M, #8794	5.00
02/06/07	Photocopies , 3 copies by Talbot, Alice M, #8794	0.60
02/06/07	Photocopies , 155 copies by Finch, Mary A, #8951	31.00
02/07/07	Photocopies , 210 copies by Finch, Mary A, #8951	42.00



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02/07/07	Photocopies , 306 copies by Finch, Mary A, #8951	61.20
02/07/07	Photocopies , 52 copies by Finch, Mary A, #8951	10.40
02/07/07	Photocopies , 12 copies by Finch, Mary A, #8951	2.40
02/07/07	Photocopies , 84 copies by Finch, Mary A, #8951	16.80
02/07/07	Photocopies , 45 copies by Finch, Mary A, #8951	9.00
02/08/07	Photocopies , 98 copies by Talbot, Alice M, #8794	19.60
02/08/07	Photocopies , 588 copies by Talbot, Alice M, #8794	117.60
02/08/07	Photocopies , 728 copies by Talbot, Alice M, #8794	145.60
02/08/07	Photocopies , 205 copies by Finch, Mary A, #8951	41.00
02/08/07	Photocopies , 807 copies by Finch, Mary A, #8951	161.40
02/09/07	Photocopies , 754 copies by Talbot, Alice M, #8794	150.80
02/09/07	Photocopies , 276 copies by Finch, Mary A, #8951	55.20
02/09/07	Photocopies , 483 copies by Finch, Mary A, #8951	96.60
02/09/07	Photocopies , 459 copies by Finch, Mary A, #8951	91.80
02/12/07	Photocopies , 192 copies by Finch, Mary A, #8951	38.40
02/12/07	Photocopies , 1125 copies by Finch, Mary A, #8951	225.00
02/12/07	Photocopies , 18 copies by Finch, Mary A, #8951	3.60
02/12/07	Photocopies , 337 copies by Finch, Mary A, #8951	67.40
02/13/07	Photocopies , 15 copies by Finch, Mary A, #8951	3.00
02/13/07	Photocopies , 123 copies by Finch, Mary A, #8951	24.60
02/14/07	Photocopies , 13 copies by Talbot, Alice M, #8794	2.60
02/14/07	Photocopies , 3 copies by Talbot, Alice M, #8794	0.60
02/15/07	Photocopies , 46 copies by Talbot, Alice M, #8794	9.20



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02/19/07	Photocopies , 31 copies by McGee, Rebecca J, #5281	6.20
02/19/07	Photocopies , 40 copies by Talbot, Alice M, #8794	8.00
02/19/07	Photocopies , 571 copies by Talbot, Alice M, #8794	114.20
02/20/07	Photocopies , 78 copies by Talbot, Alice M, #8794	15.60
02/20/07	Photocopies , 114 copies by Finch, Mary A, #8951	22.80
02/20/07	Photocopies , 4 copies by Finch, Mary A, #8951	0.80
02/21/07	Photocopies , 16 copies by Talbot, Alice M, #8794	3.20
02/21/07	Photocopies , 7 copies by Talbot, Alice M, #8794	1.40
02/26/07	Photocopies , 174 copies by Talbot, Alice M, #8794	34.80
03/05/07	Photocopies , 28 copies by Finch, Mary A, #8951	5.60
03/06/07	Photocopies , 4 copies by Talbot, Alice M, #8794	0.80
03/06/07	Photocopies , 17 copies by Talbot, Alice M, #8794	3.40
03/06/07	Photocopies , 8 copies by Finch, Mary A, #8951	1.60
03/12/07	Photocopies , 16 copies by Talbot, Alice M, #8794	3.20
03/13/07	Photocopies , 108 copies by Talbot, Alice M, #8794	21.60
03/13/07	Photocopies , 8 copies by Talbot, Alice M, #8794	1.60
03/13/07	Photocopies , 15 copies by Dunham, Tracy L, #8803	3.00
03/15/07	Photocopies , 18 copies by McGee, Rebecca J, #5281	3.60
03/16/07	Photocopies , 1245 copies by Finch, Mary A, #8951	249.00
03/19/07	Photocopies , 12 copies by Talbot, Alice M, #8794	2.40
03/19/07	Photocopies , 1 copies by Finch, Mary A, #8951	0.20
03/20/07	Photocopies , 454 copies by Talbot, Alice M, #8794	90.80



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03/23/07	Photocopies , 16 copies by Talbot, Alice M, #8794	3.20
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<b>Total Photocopies</b>		----- 2,249.20
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**Federal Express shipment(s) on**

01/18/07	Federal Express shipment(s) on 1/18 to Marshall S. Huebner Esq., Davis Polk & Wardwell, New York City NY from Christophre Graver, Phoenix AZ	19.37
01/18/07	Federal Express shipment(s) on 1/18 to Law Department (981), Delta Air Lines Inc., Atlanta GA from Christophre Graver, Phoenix AZ	18.78
01/18/07	Federal Express shipment(s) on 1/18 to Greg M Zipes Esq., Office of the US Trustee, New York City NY from Christopher Graver, Phoenix AZ	19.37
01/18/07	Federal Express shipment(s) on 1/18 to Farella Braun & Martel LLP, Goteiner Gloster Joesten, San Francisco CA from Christopher Graver, Phoenix AZ	16.21
01/18/07	Federal Express shipment(s) on 1/18 to Akin Gump Strauss Hauer &, Golenbotterbeckerman, New York City NY from Christopher Graver, Phoenix AZ	19.37
01/18/07	Federal Express shipment(s) on 1/18 to Wilson Elser Moskowitz, mark G Ledwin Esq., West Harrison NY from Christopher Graver, Phoenix AZ	19.37
02/19/07	Federal Express shipment(s) on 2/19 to Delta Air Lines Inc., Law Department (# 981), Atlanta GA from Christopher Graver, Phoenix AZ	18.95
02/19/07	Federal Express shipment(s) on 2/19 to Farella Bruan, Goteiner/Gloster/Joesten, San Francisco CA from Christopher Graver, Phoenix AZ	16.35
02/20/07	Federal Express shipment(s) on 2/20 to c/o Ritz Carlton Hotel, Christopher Graver ( Guest), New York City NY from SMH, Phoenix AZ	64.44
02/21/07	Federal Express shipment(s) on 2/21 to Milli Man Inc., Michael Zwiener, St. Louis MO from Graver, Phoenix AZ	11.83





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02/21/07	Federal Express shipment(s) on 2/21 to Wilson Elser Moskowitz Ede, Mark G Ledwin Esq., West Harrison NY from Rebecca McGee, Phoenix AZ	13.46
02/21/07	Federal Express shipment(s) on 2/21 to Akin Gump Strauss Hauer &, Golden Botter Beckerman, New York City NY from Rebecca McGee, Phoenix AZ	13.46
02/21/07	Federal Express shipment(s) on 2/21 to Farella Braun & Martell LLP, Goteiner Gloste Joesten, San Francisco CA from Rebecca McGee, Phoenix AZ	11.64
02/21/07	Federal Express shipment(s) on 2/21 to Greg M Zipes Esq., Office of the US Trustee, New York City NY from Rebecca McGee, Phoenix AZ	13.46
02/21/07	Federal Express shipment(s) on 2/21 to Marshall S Huebner Esq., Davis Polk & Wardwell, New York City NY from Rebecca McGee, Phoenix AZ	13.46
02/21/07	Federal Express shipment(s) on 2/21 to Law Department ( # 981), Delta Air Lines Inc., Atlanta GA from Rebecca McGee, Phoenix AZ	13.09
02/23/07	Federal Express shipment(s) on 2/23 from c/o Ritz Battery Park, Chris Graver, New York City NY from Chris Graver, Phoenix AZ	61.14
03/07/07	Refund check #77120277 dated 2/19/07 received from FedEx for incorrect pricing / discounts	-7.01
03/07/07	Refund check #77120277 dated 2/19/07 received from FedEx for incorrect pricing / discounts	-5.40

**Total Federal Express shipment(s) on** ----- 351.34

**Food and beverage**

02/21/07	Food and beverage while in New York, NY to attend hearing on Motion to Approve Supplemental Term Sheet -2/21-2/22/07- A. Lacey	678.80
02/21/07	Food and beverage while in New York, NY to attend hearing on Motion to Approve Supplemental Term Sheet -2/21-2/22/07- C. Graver	42.25
03/07/07	Lunch with Donald Romely, Christopher Graver- Committee Conference call post meeting	108.54



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03/07/07	Lunch with Committee Chair- conference call post meeting- D Romley, C Graver, W Stapleton	87.00
<b>Total Food and beverage</b>		<b>916.59</b>

**Hotel charges**

02/21/07	Hotel charges while in New York, NY to attend hearing on Motion to Approve Supplemental Term Sheet -2/21-2/22/07- A. Lacey	1,356.16
02/21/07	Hotel charges while in New York, NY to attend hearing on Motion to Approve Supplemental Term Sheet -2/21-2/22/07- C. Graver	948.02
<b>Total Hotel charges</b>		<b>2,304.18</b>

**Travel internet access**

02/21/07	Travel internet access while in New York, NY to attend hearing on Motion to Approve Supplemental Term Sheet -2/21-2/22/07- C. Graver	12.95
02/21/07	Travel internet access while in New York, NY to attend hearing on Motion to Approve Supplemental Term Sheet -2/21-2/22/07- A. Lacey	12.95
<b>Total Travel internet access</b>		<b>25.90</b>

**Long distance telephone charges**

02/02/07	Long distance telephone charges from 68534 to 770-722-4449 on 02/02/2007 at 12:47:03 PM	0.12
02/05/07	Long distance telephone charges from 68628 to 212-450-4639 on 02/05/2007 at 10:07:16 AM	0.06
02/05/07	Long distance telephone charges from 68628 to 212-450-4639 on 02/05/2007 at 11:12:11 AM	0.06
02/05/07	Long distance telephone charges from 68534 to 212-344-0800 on 02/05/2007 at 04:33:43 PM	0.60
02/06/07	Long distance telephone charges from 68613 to 212-450-4466 on 02/06/2007 at 11:34:25 AM	0.12
02/07/07	Long distance telephone charges from 68534 to 770-977-3698 on 02/07/2007 at 11:38:04 AM	0.12
02/07/07	Long distance telephone charges from 68628 to 801-322-9182 on 02/07/2007 at 10:45:48 AM	0.78



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02/08/07	Long distance telephone charges from 68534 to 770-993-5377 on 02/08/2007 at 11:33:55 AM	0.06
02/09/07	Long distance telephone charges from 68534 to 770-254-2358 on 02/09/2007 at 01:25:48 PM	0.12
02/15/07	Long distance telephone charges from 68628 to 423-785-8289 on 02/15/2007 at 09:48:23 AM	0.18
02/15/07	Long distance telephone charges from 68628 to 770-844-8478 on 02/15/2007 at 09:52:37 AM	1.50
02/16/07	Long distance telephone charges from 68628 to 212-450-4639 on 02/16/2007 at 09:35:11 AM	0.06
02/19/07	Long distance telephone charges from 62497 to 770-569-0167 on 02/19/2007 at 02:10:54 PM	0.42
02/19/07	Long distance telephone charges from 62497 to 469-964-6250 on 02/19/2007 at 02:12:38 PM	0.06
02/20/07	Long distance telephone charges from 68628 to 212-450-4466 on 02/20/2007 at 11:29:55 AM	0.54
02/20/07	Long distance telephone charges from 68628 to 212-450-4466 on 02/20/2007 at 01:15:41 PM	0.18
02/21/07	Long distance telephone charges from 68612 to 404-715-6558 on 02/21/2007 at 09:48:31 AM	0.06
02/23/07	Long distance telephone charges from 68534 to 212-344-0800 on 02/23/2007 at 10:08:58 AM	0.06
02/23/07	Long distance telephone charges from 68534 to 619-980-1683 on 02/23/2007 at 03:13:23 PM	0.06
02/26/07	Long distance telephone charges from 68534 to 715-635-6049 on 02/26/2007 at 10:31:29 AM	0.18
02/26/07	Long distance telephone charges from 68613 to 770-265-2076 on 02/26/2007 at 12:56:23 PM	0.30
02/26/07	Long distance telephone charges from 68613 to 715-635-6049 on 02/26/2007 at 01:01:57 PM	0.48
02/26/07	Long distance telephone charges from 68613 to 770-265-2076 on 02/26/2007 at 01:15:17 PM	2.82
02/26/07	Long distance telephone charges from 68613 to 770-671-1040 on 02/26/2007 at 03:08:37 PM	0.12
02/26/07	Long distance telephone charges from 68613 to 702-242-4880 on 02/26/2007 at 03:11:21 PM	1.20
02/26/07	Long distance telephone charges from 68613 to 252-247-3281 on 02/26/2007 at 03:31:38 PM	0.12
02/26/07	Long distance telephone charges from 68613 to 805-386-4636 on 02/26/2007 at 04:47:15 PM	0.54



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02/27/07	Long distance telephone charges from 68613 to 702-254-6321 on 02/27/2007 at 02:31:50 PM	0.66
02/28/07	Long distance telephone charges from 68613 to 770-477-7207 on 02/28/2007 at 01:04:35 PM	0.24
03/01/07	Long distance telephone charges from 68628 to 415-371-1200 on 03/01/2007 at 12:03:15 PM	0.12
03/01/07	Long distance telephone charges from 68613 to 800-672-3742 on 03/01/2007 at 04:28:01 PM	0.42
03/01/07	Long distance telephone charges from 68613 to 978-685-2625 on 03/01/2007 at 04:35:28 PM	4.32
03/02/07	Long distance telephone charges from 68613 to 949-499-4988 on 03/02/2007 at 03:05:34 PM	0.36
03/05/07	Long distance telephone charges from 68534 to 786-417-5643 on 03/05/2007 at 10:15:42 AM	0.06
03/05/07	Long distance telephone charges from 68613 to 516-209-6680 on 03/05/2007 at 12:20:38 PM	0.06
03/05/07	Long distance telephone charges from 68613 to 978-535-4159 on 03/05/2007 at 12:22:36 PM	0.06
03/05/07	Long distance telephone charges from 68613 to 516-209-6680 on 03/05/2007 at 01:57:00 PM	0.66
03/05/07	Long distance telephone charges from 68534 to 212-666-8418 on 03/05/2007 at 03:37:49 PM	0.18
03/05/07	Long distance telephone charges from 68534 to 541-935-9720 on 03/05/2007 at 03:47:12 PM	0.18
03/06/07	Long distance telephone charges from 68613 to 404-643-0645 on 03/06/2007 at 11:01:06 AM	0.48
03/06/07	Long distance telephone charges from 68534 to 770-436-4639 on 03/06/2007 at 02:39:28 PM	0.06
03/07/07	Long distance telephone charges from 68613 to 985-893-5335 on 03/07/2007 at 03:37:52 PM	0.06
03/07/07	Long distance telephone charges from 68613 to 404-643-0645 on 03/07/2007 at 04:04:01 PM	0.24
03/08/07	Long distance telephone charges from 68534 to 954-245-3629 on 03/08/2007 at 11:14:40 AM	0.12
03/08/07	Long distance telephone charges from 68613 to 954-432-0464 on 03/08/2007 at 11:31:11 AM	0.12
03/08/07	Long distance telephone charges from 68613 to 919-362-8900 on 03/08/2007 at 12:47:07 PM	0.36
03/08/07	Long distance telephone charges from 68613 to 931-815-8725 on 03/08/2007 at 12:54:01 PM	0.42



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03/08/07	Long distance telephone charges from 68613 to 949-499-4988 on 03/08/2007 at 03:03:11 PM	0.78
03/09/07	Long distance telephone charges from 68613 to 303-674-4573 on 03/09/2007 at 12:27:11 PM	1.50
03/09/07	Long distance telephone charges from 68613 to 707-579-4094 on 03/09/2007 at 01:29:54 PM	0.12
03/09/07	Long distance telephone charges from 68613 to 770-321-0984 on 03/09/2007 at 01:31:30 PM	0.78
03/09/07	Long distance telephone charges from 68613 to 707-579-4094 on 03/09/2007 at 04:27:29 PM	0.06
03/09/07	Long distance telephone charges from 68613 to 707-291-2380 on 03/09/2007 at 04:28:12 PM	0.06
03/09/07	Long distance telephone charges from 68613 to 770-321-0984 on 03/09/2007 at 04:29:27 PM	0.42
03/09/07	Long distance telephone charges from 68613 to 561-968-8393 on 03/09/2007 at 04:55:30 PM	0.06
03/12/07	Long distance telephone charges from 68534 to 843-307-5672 on 03/12/2007 at 10:42:04 AM	0.06
03/12/07	Long distance telephone charges from 68534 to 770-460-0390 on 03/12/2007 at 10:43:27 AM	0.06
03/12/07	Long distance telephone charges from 68534 to 843-307-5672 on 03/12/2007 at 11:45:35 AM	0.18
03/12/07	Long distance telephone charges from 68534 to 404-767-7804 on 03/12/2007 at 11:49:59 AM	0.12
03/12/07	Long distance telephone charges from 68613 to 614-329-4255 on 03/12/2007 at 12:16:02 PM	0.06
03/12/07	Long distance telephone charges from 68613 to 601-684-1399 on 03/12/2007 at 12:20:50 PM	0.42
03/12/07	Long distance telephone charges from 68613 to 847-307-5672 on 03/12/2007 at 12:27:32 PM	0.06
03/12/07	Long distance telephone charges from 68613 to 603-436-7882 on 03/12/2007 at 12:28:46 PM	0.06
03/12/07	Long distance telephone charges from 68613 to 843-307-5672 on 03/12/2007 at 12:37:12 PM	0.18
03/12/07	Long distance telephone charges from 68613 to 603-436-7882 on 03/12/2007 at 12:46:11 PM	0.72
03/12/07	Long distance telephone charges from 68534 to 770-460-0390 on 03/12/2007 at 01:20:13 PM	0.06
03/13/07	Long distance telephone charges from 68534 to 718-357-3957 on 03/13/2007 at 02:11:38 PM	0.12



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03/13/07	Long distance telephone charges from 68613 to 770-487-0318 on 03/13/2007 at 04:43:22 PM	0.72
03/14/07	Long distance telephone charges from 68534 to 936-552-9641 on 03/14/2007 at 02:40:34 PM	0.12
03/14/07	Long distance telephone charges from 68534 to 503-399-1333 on 03/14/2007 at 03:06:36 PM	0.06
03/14/07	Long distance telephone charges from 68534 to 503-399-1333 on 03/14/2007 at 03:07:17 PM	0.12
03/15/07	Long distance telephone charges from 68613 to 772-398-5525 on 03/15/2007 at 04:44:57 PM	0.06
03/15/07	Long distance telephone charges from 68613 to 702-254-6321 on 03/15/2007 at 04:46:24 PM	0.36
03/19/07	Long distance telephone charges from 68534 to 561-712-1983 on 03/19/2007 at 04:00:48 PM	0.18
03/20/07	Long distance telephone charges from 68613 to 817-354-0236 on 03/20/2007 at 03:12:48 PM	0.06
03/20/07	Long distance telephone charges from 68613 to 702-254-6321 on 03/20/2007 at 03:25:41 PM	0.06
03/20/07	Long distance telephone charges from 68613 to 903-821-9223 on 03/20/2007 at 03:28:22 PM	0.54
03/20/07	Long distance telephone charges from 68613 to 603-436-7882 on 03/20/2007 at 03:46:03 PM	0.60
03/21/07	Long distance telephone charges from 68534 to 318-377-8734 on 03/21/2007 at 10:13:48 AM	0.12
03/21/07	Long distance telephone charges from 68613 to 321-757-5484 on 03/21/2007 at 04:55:59 PM	0.42
03/22/07	Long distance telephone charges from 68613 to 817-354-0236 on 03/22/2007 at 04:51:27 PM	0.06
03/23/07	Long distance telephone charges from 68613 to 817-354-0236 on 03/23/2007 at 12:36:10 PM	0.06
03/26/07	Long distance telephone charges from 68613 to 954-432-0464 on 03/26/2007 at 11:33:39 AM	0.12
03/29/07	Long distance telephone charges from 68628 to 415-369-7206 on 03/29/2007 at 05:02:59 PM	0.06
03/29/07	Long distance telephone charges from 68628 to 415-369-7206 on 03/29/2007 at 05:29:11 PM	1.44
03/30/07	Long distance telephone charges from 62497 to 949-831-3452 on 03/30/2007 at 10:45:33 AM	1.62
03/30/07	Long distance telephone charges from 68534 to 678-898-3886 on 03/30/2007 at 11:01:18 AM	0.12



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<b>Total Long distance telephone charges</b>		32.88
<b>Lexis research</b>		
01/16/07 Lexis research - T Dowling Dated 1/16 thru 1/23/07		299.25
<b>Total Lexis research</b>		299.25
<b>Photocopies produced by</b>		
02/05/07 Copies provided by Ikon Office Solutions invoice #PH007020034 dated 2/5/07 requested by Ms. Talbot		485.37
<b>Total Photocopies produced by</b>		485.37
<b>Westlaw research</b>		
01/16/07 Westlaw research - Tom Dowling Dated 1/16 and 1/23/07		123.06
01/29/07 Westlaw research - Warren Stapleton Dated 01/29/07		338.03
02/15/07 Westlaw research - C Graver dated 2/15/07		15.13
02/15/07 Westlaw research - A Lacey Dated 2/15/07 C Graver Dated 2/12/07		663.24
<b>Total Westlaw research</b>		1,139.46
<b>TOTAL DISBURSEMENTS</b>		11,404.77
<b>TOTAL SERVICES AND DISBURSEMENTS</b>		227,793.27



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SUMMARY BY COST CATEGORY

Airfare	3,271.80
Cabfare	328.80
Photocopies	2,249.20
Federal Express shipment(s) on	351.34
Food and beverage	916.59
Hotel charges	2,304.18
Travel internet access	25.90
Long distance telephone charges	32.88
Lexis research	299.25
Photocopies produced by	485.37
Westlaw research	1,139.46
	-----
TOTAL DISBURSEMENTS	\$11,404.77
	=====

SUMMARY - BY CATEGORY

	CURRENT
<b>Administration</b>	
Case Administration	642.00
Meetings of and Comm. with Creditors	36,250.00
Fee/Employment Applications	7,237.00
Other Contested Matters (excluding A/R)	11,385.00
	-----
<b>TOTAL - Administration</b>	55,514.00
<b>Operations</b>	
Employee Benefits/Pensions	33,266.50
	-----
<b>TOTAL - Operations</b>	33,266.50
<b>Claims and Plan</b>	
Claims and Plan	26,591.00
Claims Administration and Objections	85,307.00
Plan/Disclosure Statement Incl. Bus Plan	15,710.00





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TOTAL - Claims and Plan

-----  
127,608.00

TOTAL SERVICES

-----  
\$216,388.50  
=====



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ATTN DONALD ROMLEY  
2102 SOLANO DR  
PHOENIX, AZ 85016

May 21, 2007  
807903-0002  
INVOICE # \*\*\*\*\*  
ALISA C LACEY

RE: DELTA AIR LINES, INC BANKRUPTCY

For Services Rendered Through April 18, 2007	216,388.50
For Disbursements Advanced Through April 18, 2007	11,404.77
Total Due	----- \$227,793.27 =====

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