

DAUGHERTY, FOWLER, PEREGRIN,
HAUGHT & JENSON
CITY PLACE BUILDING
204 NORTH ROBINSON, Suite 900
OKLAHOMA CITY, OKLAHOMA 73102

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

In re:)	Chapter 11
)	
NORTHWEST AIRLINES CORPORATION, et.al.,)	Case No. 05-17930 (ALG)
)	
Debtors.)	Jointly Administered
)	

**APPLICATION OF DAUGHERTY, FOWLER, PEREGRIN
HAUGHT & JENSON AS ORDINARY COURSE PROFESSIONAL ATTORNEYS FOR
THE DEBTORS (I) FOR ALLOWANCE OF FINAL COMPENSATION FOR
PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES
INCURRED FROM SEPTEMBER 15, 2005 THROUGH DECEMBER 31, 2006; (II) FOR
INTERIM AND FINAL ALLOWANCE OF COMPENSATION FOR PROFESSIONAL
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES FROM JANUARY
1, 2007 THROUGH MAY 31, 2007; (III) RELEASE OF THE HOLDBACK**

TO THE HONORABLE ALLAN L. GROPPER,
UNITED STATES BANKRUPTCY JUDGE:

Daugherty, Fowler, Peregrin, Haught & Jenson ("DFPHJ"), attorneys engaged by the Debtors ("Debtors") as ordinary course professionals in the above captioned bankruptcy case, in support of its application (the "Final Application") for (i) final allowance of compensation for professional services rendered and reimbursement of expenses incurred from September 15, 2005 through December 31, 2006; (the "Initial Application Period") (ii) for interim and final allowance of compensation for professional services rendered and reimbursement of expenses incurred from January 1, 2007 through May 31, 2007 (the "Interim Application Period"); (iii) release of the Holdback (the "Holdback") (collectively, the "Application Period"), respectfully represents as follows:

INTRODUCTORY STATEMENT

1. By this Final Application and pursuant to Section 330 of title 11 of the United States Code (the "Bankruptcy Code") and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), DFPHJ requests that this Court authorize final allowance of: (a) compensation for professional services DFPHJ rendered to the Debtors during the Initial and Interim Application Period in the amount of \$595,295.55 (which amount is inclusive of the Holdback amount set forth below); (b) the reimbursement of actual and necessary expenses DFPHJ incurred during the Application Period in connection with the rendering of such professional services in the amount of \$43,127.45; and (c) release of the Holdback in the amount of \$41,187.41.

2. This Court has jurisdiction over this Final Application pursuant to 28 U.S.C. §§ 157 and 1334 and the "Standing Order of Referral of Cases to Bankruptcy Judges," dated July 10, 1984, of District Court Judge Robert T. Ward. Venue of these cases and this Final Application is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. The predicates for the relief sought herein are section 330 of the Bankruptcy code and Bankruptcy Rule 2016.

3. On September 14, 2005 (the "Petition Date"), Northwest Airlines Corporation and Northwest Airlines Corporation, Inc. and twelve of its direct and indirect subsidiaries (collectively, the "Debtors") filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court").

4. On October 20, 2005, the Bankruptcy Court entered its Order authorizing the Debtors to employ and compensate certain professionals utilized in the ordinary course of the Debtors' business ("Ordinary Course Order"). Pursuant to that Order, Debtors were authorized to

employ and compensate DFPHJ for legal services performed for Debtors during the ordinary course of Debtors' business.

5. On January 12, 2007, the Debtors filed with this court their Joint and Consolidated Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, and this Court entered an order granting the Debtors an extension until February 15, 2007 to file their related disclosure statement. On February 15, 2007, the Debtors filed their Disclosure Statement and their First Amended Joint and Consolidated Plan of Reorganization under Chapter 11 of the Bankruptcy Code. This court approved the Disclosure Statement by order dated March 30, 2007. The Plan was confirmed by order dated May 18, 2007, and the Debtors emerged from Chapter 11 on May 31, 2007.

DFPHJ'S ATTORNEY'S FEES AND EXPENSES

6. As of the date of this Final Application, DFPHJ has received payment for professional services rendered and expenses incurred in connection with the rendering of professional services to the Debtors in the ordinary course of their business in the amount of \$534,618.64 and \$36,471.26, respectively, for a total amount of \$571,089.90. DFPHJ has incurred additional professional fees and expenses, over the amount paid to date, in the amount of \$27,547.65 (less anticipated Holdback of \$8,058.15¹) and \$6,656.19, respectively. DFPHJ seeks approval and allowance of the total professional fees and expenses in the sum of \$638,423.00, inclusive of the

¹ DFPHJ anticipates a holdback of \$8,058.15 on its most recent billing statements to Debtors and this anticipated holdback amount is part of DFPHJ's request for the release of the holdback amount of \$41,127.45. If this is not the correct amount held back, then DFPHJ will modify its request for release of the holdback amount so that the sum is consistent with the amount actually held back by Debtors.

Holdback. The Holdback amount is \$41,187.41 for which DFPHJ seeks court approval for reimbursement.

7. No agreement or understanding exists between DFPHJ and any other entity for the sharing of compensation to be received for professional services rendered in or in connection with these cases. See Affidavit of Robin D. Jenson, Esq., annexed hereto as Exhibit A.

8. DFPHJ maintains written records of the time expended by attorneys and paraprofessionals in rendering professional services to the Debtors. Such time records are made contemporaneously with the rendition of services by each person rendering such services. A copy of the daily time records for the Application Period, broken down by matter and listing the name of the attorney or paraprofessional, the date on which the service were performed, and the amount of time spent in performing the services is annexed hereto as Exhibit B.²

9. For the convenience of the court and parties-in-interest annexed hereto as Exhibit C is a list of the attorneys and paraprofessionals who provided professional services for the Debtors during the Application Period, the aggregate time expended by each individual during the Application Period, his or her hourly billing rate during the Application Period, and the amount of DFPHJ's fees attributable to each individual.

10. DFPHJ also maintains records of all actual and necessary out-of-pocket expenses incurred in connection with the rendition of professional services. A schedule setting forth

²Copies of the daily time records are being provided to the Debtors, the Debtors' counsel, the Creditors' Committee's counsel, counsel for the Section 1114 Committee of Retired Employees and the Office of the U.S. Trustee only. Copies of the time records will be made available to other parties in interest upon reasonable request and may be redacted when necessary to protect the Debtors.

the categories of expenses and amounts for which reimbursement is requested is annexed hereto as Exhibit D.

11. This Final Application has been prepared in accordance with (a) the Administrative Order Regarding Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, dated June 20, 1991 and the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases, dated April 19, 1995 (together, the "Local Guidelines") and (b) the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330. Pursuant to the Local Guidelines, a certification regarding compliance with the Local Guidelines is annexed hereto as Exhibit E.

SUMMARY OF LEGAL SERVICES

12. During the Application Period, DFPHJ assisted Debtors in performing its aviation related business activities before the Federal Aviation Administration (the "FAA"), including the sale, purchase, leasing and financing of aircraft in the Debtors' fleet of aircraft. In addition, DFPHJ assisted the Debtors in registering their aircraft interests before the International Registry of Mobile Assets (the "IR") which is an electronic registry permitting individuals and organizations, such as the Debtors, to electronically record international interests in aircraft objects to establish priority interests in the aircraft objects being registered. The IR has been adopted by a number of countries including the United States of America as discussed below. For the benefit of the Court and interested parties, the FAA is the national clearinghouse for all filings and recordings as they relate to aircraft registered in the United States. Likewise, the IR operates under the legal framework of the Cape Town Convention and the Aircraft Protocol (the "Cape Town Treaty")

adopted on November 16, 2001 at Cape Town, South Africa. It provides for the registration and protection of international interests that are recognized by all ratifying states, with priority being determined on a "first-to-file" basis, similar to the FAA. The United States of America is a "ratifying state" by virtue of its adoption of the Cape Town Treaty in 2004. Although the Cape Town Treaty was adopted by the United States of America in 2004, its entry on the IR was not effective until January 3, 2006. National airline carriers, such as the Debtors, conduct substantial transactional work before the FAA on the aircraft in their fleets which are registered with the FAA. Likewise, substantial filings are conducted by national airline carriers, including the Debtors, on the IR. In fact, on a regular basis, an aircraft in the Debtors' fleet is the subject of a refinance, a purchase, a sale or a lease, including amendments or some similar transactional event affecting the aircraft. The FAA's rules and regulations are specific and require knowledge and expertise in order to properly perfect and record an interest in an aircraft, including ownership or a secured claim. DFPHJ has provided legal representation of the Debtors before the FAA and on the IR prior to, during and fully intends to continue its representation of the Debtors post-bankruptcy. In sum, DFPHJ and the Debtors have a long standing professional business relationship. As counsel to the Debtors in this bankruptcy, DFPHJ's representation included, but was not limited to: (i) reviewing all documents to be filed with the FAA for compliance with the FAA's regulations, rules, policies, procedures, practices and standards, (ii) advising the Debtors on contemplated transactions so that the transactional documents would comply with the FAA's regulations, rules, policies, procedures, practices and standards, (iii) filing and recording the Debtors' transactional documents before the FAA, (iv) contributing to the drafting and preparation of Debtors' FAA filings, (v) providing the Debtors with legal opinions regarding the Debtors' filings with the FAA, (vi) examination of the aircraft records at the FAA to

assist the Debtors in determining the scope and viability of transactions contemplated by Debtors regarding its aircraft and (vii) issuing memorandums to the Debtors regarding the status of aircraft based on the examination of the FAA records; (viii) filing the necessary documentation with the IR to register an interest of the Debtors in an aircraft with the IR. All of the foregoing services are squarely within the "ordinary course" of the Debtors' business.

SNAPSHOT OF WORK PERFORMED BY DFPHJ

13. In connection with the representation of the Debtors before the FAA, DFPHJ assisted the Debtors by performing the following services on the following aircraft, including, but not limited to:

- One Airbus aircraft model A330-323 bearing U.S. Registration number N808NW, manufacturer's serial number 0591 (the "Airframe") together with two (2) Pratt & Whitney aircraft engines, model PW4168A bearing manufacturer's serial number P733557 and P733558 (the "Engines") On August 15, 2006, DFPHJ assisted Debtors by reviewing, modifying (as applicable) and subsequently filing and recording with the FAA an Amendment No. 1 to Trust Indenture and Security Agreement [N808NW] ("Amendment") by and between Northwest Airlines, Inc., and U.S. Bank National Association and the Trust Indenture and Security Agreement [N808NW] ("Security Agreement") between Northwest Airlines, Inc. and U.S. Bank National Association as they related to the Airframe and Engines. By post-closing opinion dated October 31, 2006, DFPHJ confirmed for Northwest Airlines, Inc. that the Amendment was recorded with the FAA on September 8, 2006 as FAA Conveyance No. WW005856 and that the Security Agreement was recorded with the FAA

on September 12, 2006 as FAA Conveyance No. WW005857. In addition, DFPHJ filed this transaction with the IR on August 15, 2006.

- One McDonnell Douglas aircraft model DC-10-30 bearing U.S. Registration number N243NW, manufacturer's serial number 48315 (the "Airframe") together with three (3) General Electric aircraft engines bearing manufacturer's serial numbers 455830, 455732 and 455714 (the "Engines"). On December 21, 2005, DFPHJ assisted the Debtors by reviewing, modifying and subsequently filing and recording with the FAA a Lease Agreement Release and Termination ("Termination") by and between DRKW Finance, Inc., as Lessor and Northwest Airlines, Inc., as lessee, which terminated the Lease by and between DRKW Finance, Inc., formerly Dresdner Kleinwort Benson North America Leasing, Inc. as lessor and Northwest Airlines, Inc. (and any amendments, supplements or addendums thereto) with respect to the Airframe and Engines and which were recorded as FAA Conveyance Nos. 2A280101, X141431 and U086051 and a Warranty Bill of Sale ("Bill of Sale") from DRKW Finance, Inc., as seller and Northwest Airlines, Inc., as buyer with respect to the Airframe (N243NW) and the Engines. By post-closing opinion letter dated June 30, 2006, DFPHJ confirmed for Northwest Airlines, Inc. that the Termination and Bill of Sale were both recorded by the FAA on January 12, 2006 as Conveyance Nos. RR032346 and RR032347, respectively. This transaction was not registered on the IR as it was pre-Cape Town Treaty.
- One Boeing aircraft generic model 757-200, enhanced model 757-251 bearing U.S. Registration number N539US, manufacturer's serial number 26486 (the "Airframe") together with two (2) Pratt & Whitney aircraft engines, generic model PW2037, enhanced model PW2037 bearing manufacturer's serial numbers P727168 and P727169 (the "Engines"). On

September 27, 2006, DFPHJ assisted Debtors by reviewing, modifying (as applicable) and subsequently filing and recording with the FAA the following documents:

- (a) Assignment and Assumption Agreement dated as of September 27, 2006 (the "Assignment") between State Street Bank and Trust Company ("State Street") as Indenture Trustee and U.S. Bank National Association as Indenture Trustee (the "Indenture Trustee"), which assigns the Indenture covering the Airframe and the Engines and the interest of State Street with respect to the Lease;
- (b) Certificate of Repossession of Encumbered Aircraft dated June 29, 2006 (the "Repossession Certificate") by the Indenture Trustee, which evidenced the repossession of the Airframe and the Engines from the parties described therein with respect to the Indenture and the interest of the Indenture Trustee under the Lease;
- (c) FAA Trust Indenture and Security Agreement Release (N539US) dated as of September 27, 2006 (the "Release") by the Indenture Trustee, which released the Airframe and the Engines from the terms of the Indenture and its interest with respect to the Lease;
- (d) AC Form 8050-2 Aircraft Bill of Sale dated September 27, 2006 (the "FAA Bill of Sale") by the Indenture Trustee, as seller (the "Seller"), which conveyed title to the Airframe to Wells Fargo Bank Northwest, National Association, as Owner Trustee (the "Owner Trustee") under the Trust Agreement dated as of September 27, 2006 (the "Trust Agreement") between Bank of America, N.A. as owner participant and the Owner Trustee; and

- (e) AC Form 8050-1 Aircraft Registration Application dated September 27, 2006 (the "Aircraft Registration Application") by the Owner Trustee, as applicant, with respect to the Airframe, to which were attached the Affidavits required by Section 47.7(c)(2)(ii) of the Federal Aviation Regulations (the "Affidavits").

By post-closing opinion letter dated November 30, 2006, DFPHJ confirmed for Northwest Airlines, Inc. that the above-referenced documents were recorded on October 25, 2006 with the FAA as follows:

- (a) The Assignment was recorded as Conveyance No. R067934;
- (b) The Repossession Certificate was recorded as Conveyance No. R067935;
- (c) The Release was recorded as Conveyance No. R067936; and
- (d) The FAA Bill of Sale dated September 27, 2006 by the Indenture Trustee, as seller, which conveyed title to the Airframe to Wells Fargo Bank Northwest, National Association, as Owner Trustee (the "Owner Trustee") under the Trust Agreement dated as of September 27, 2006 between Bank of America, N.A. as owner participant and the Owner Trustee, which FAA Bill of Sale was recorded as Conveyance No. R067937.

In addition, DFPHJ filed this transaction with the IR on October 25, 2006.

PRELIMINARY STATEMENT

14. As highlighted above, during the Application Period, DFPHJ provided a range of services to the Debtors to facilitate the representation of the Debtors before the FAA and the IR in the pursuit of their business activities regarding their aircraft. These services ensured the Debtors compliance with the regulations, policies and rules of the FAA and the IR and assisted the Debtors

in acquiring, maintaining and selling their fleet of aircraft for the delivery of their services to their customers and lenders. DFPHJ is aware of the criteria set forth in Section 330 of the Bankruptcy Code for the determination of the reasonableness of compensation sought thereunder, including (i) the time spent on providing the services, (ii) the rates charged for such services, (iii) whether the services were necessary to the administration of the Chapter 11 cases and beneficial for the estates at the time that they were rendered, (iv) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance and nature of each particular problem, issue or task addressed and (v) the customary compensation charged by comparably skilled practitioners in cases other than cases under the Bankruptcy Code. DFPHJ submits that the compensation it is seeking for the services that it rendered to the Debtors during the Application Period is reasonable under the criteria set forth above.

15. DFPHJ has endeavored to represent the Debtors in the most expeditious and economical manner possible. Tasks have been assigned to attorneys, paralegals and administrative personnel at DFPHJ so that work has been performed by those most familiar with the particular matter or task and, where attorney or paralegal involvement was required, by the lowest hourly rate professional appropriate for a particular matter. During the Application Period, approximately 1,602.20 and 1,852.80 hours were expended by DFPHJ's attorneys and paraprofessionals, respectively, in rendering the necessary professional services for which compensation is sought. Accordingly, the reasonable value of the services rendered by DFPHJ during the application Period is \$595,295.55.

16. DFPHJ submits that its services have conferred substantial benefit on the Debtors and have furthered the Debtors' ultimate goal in this Chapter 11 case. The time and effort

required of DFPHJ to deliver aviation services to the Debtors, as well as the variety and complexity of the legal issues that are associated with aircraft law, have been briefly summarized in this Application.

APPROVAL & REIMBURSEMENT OF EXPENSES

17. DFPHJ also requests approval and reimbursement of the actual, necessary expenses incurred by DFPHJ in connection with the professional services rendered to the Debtor during the Application Period in the amount of \$43,127.45 , as set forth specifically on Exhibit D.

18. The disbursements for which DFPHJ seeks reimbursement consist of the following:

- (a) Duplicating - Charged at \$0.10 per page, based upon the actual cost of duplicating services;
- (b) Filing fees - These are the actual fees charged by the FAA for filing and recording documents;
- (c) Record fees - These are the actual fees charged by the FAA for aircraft/engine records maintained on compact disc;
- (d) IR (Cape Town) Filing fees - These are the actual fees charged by the IR for filing an interest on the registry;
- (e) IR (Cape Town) Priority Search fees - These are the actual fees charged by the IR for a search of the aircraft and engine records to determine the status of interests.
- (f) Federal Express fees - These are the actual fees charged by the courier service;
- (g) Postage - These are the actual fees charged by the United States Postal Service;

- (h) Local Transportation/Mileage - These are actual fees for reimbursement to DFPHJ employees for travel from the office of DFPHJ to the office of the FAA. The fees are billed according to the business mileage rate allowed by the Internal Revenue Service;
- (i) Facsimile - These are actual charges to the firm of DFPHJ for long distance facsimile transmissions; and
- (j) Long Distance - These are actual charges incurred by DFPHJ as a result of long distance telephone calls.

RULE 2016 STATEMENTS

19. Except for those payments received from Debtors in respect of services and expenses paid in accordance with the Ordinary Course Order as set forth in this Final Application, DFPHJ has received no other payment for the services rendered in connection with these Chapter 11 cases and has received no promise of payment for such services other than in accordance with further orders of this Court.

20. No previous allowance has been made to DFPHJ for the services rendered and expenses incurred during the Application Period except for those payments received in respect of services and expenses paid by Debtors in accordance with the Ordinary Course Order as set forth in this Final Application, nor has DFPHJ made any previous application therefor to this or any other court.

21. By this Application, DFPHJ seeks court approval for all fees and expenses incurred and paid by Debtors since entry of the Ordinary Course Order and an award of the fees and expenses still outstanding in the full amount requested. In addition, DFPHJ seeks release of the any amounts held back pursuant to the Fee Procedures Order or other Orders of this Court.

22. No compensation previously received by DFPHJ has been shared with any other entity and no agreement or understanding exists between DFPHJ and any other person for the sharing of compensation received or to be received for services rendered in, or in connection with, these Chapter 11 cases.

23. Upon information and belief, the source of all compensation promised to be paid to DFPHJ is revenues from the Debtors' business operations.

NOTICE

24. Notice of hearing on this Final Application has been or will be given to the parties in interest listed on the Master Service List (as defined in the Court's Order establishing notice procedures and a master service list, dated September 15, 2005). Service of this Final Application has been limited to the Notice Parties, as such term, is used in this Court's Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Interim compensation and Reimbursement of Expenses for Professionals and Committee Members, dated October 20, 2005³. In light of the nature of the relief requested, DFPHJ submits that no further notice need be given.

WAIVER OF MEMORANDUM OF LAW

25. This Final Application does not raise any novel issues of law and as such, other than the reference to Section 330 of the Bankruptcy Code as set forth in this Final Application, no

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"Notice Parties" is defined as: (i) the Debtors, 2700 Lone Oak Parkway, Eagan, MN 55121-1534 (Attn: Michael L. Miller, Esq.); (ii) Cadwalader, Wickersham & Taft LLP, One World Financial Center, New York, NY 10281 (Attn: Bruce R. Zirinsky, Esq.); (iii) the Office of the United States Trustee, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Brian Masumoto, Esq.); and (iv) counsel for the Creditor's Committee appointed in these cases (Attn: Scott Hazan, Esq); and (v) counsel for the Section 1114 Committee of Retired Employees (Attn: Catherine L. Steege, Esq.).

additional authority will be submitted. Accordingly DFPHJ respectfully submits that the Final Application itself satisfies the requirement contained in Rule 9013-1(b) of the Local Bankruptcy Rules for the Southern District that a separate memorandum of law be submitted herewith.

NO PRIOR REQUEST

26. No previous application for the relief (other than the entry of the Ordinary Course Order as discussed herein) sought herein has been made to this or to any other court.

CONCLUSION

WHEREFORE, DFPHJ respectfully requests that this Court enter an order awarding DFPHJ final allowance of:

- (a) compensation for services rendered from September 15, 2005 through December 31, 2006, inclusive, in the amount of \$352,911.60;
- (b) compensation for services rendered from January 1, 2007 through May 31, 2007, inclusive, in the amount of \$242,383.95;
- (c) the Holdback amount of \$41,187.41, which represents the 20% of fees incurred for the Application Period but held back pursuant to the Fee Procedures Order;
- (d) the reimbursement of actual, necessary expenses incurred in connection with the rendition of such professional services, in the amount of \$43,127.45 and
- (e) such other and further relief as may be just.

Dated: July 30, 2007

DAUGHERTY, FOWLER, PEREGRIN,
HAUGHT & JENSON

By: /s/ Mark J. Peregrin
Robin D. Jenson, OBA# 12125
Mark J. Peregrin, OBA# 12438

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Ordinary Course Professional Attorneys for the
Debtors

D. No agreement or understanding exists between DFPHJ and any person for a division of compensation or reimbursement received or to be received herein or in connection with the within cases.

E. To date, DFPHJ has received payment for its professional services rendered in these chapter 11 cases in the amount of \$534,618.64, and as reimbursement of its expenses in the amount of \$36,471.26, and as of the date of this affidavit, there remains an amount owed to DFPHJ for professional services in the amount of \$27,547.65 (less anticipated Holdback of \$8,058.15) and reimbursement of expenses in the amount of \$6,656.19. DFPHJ also seeks release of the Holdback in the amount of \$41,187.41 (which amount is inclusive of the anticipated Holdback of \$8,058.15).

Dated: Oklahoma City, Oklahoma
July 30, 2007

/s/Robin D. Jenson
Robin D. Jenson

Sworn to before me this 30th day
of July, 2007

/s/ Patricia A. Gibson
Notary Public
My Commission Expires:09/08/08

Exhibit B

Daily Time Records

Copies of the daily time records for the firm of Daugherty, Fowler, Peregrin, Haught & Jenson ("DFPHJ") are being provided to the Debtor, Northwest Airlines, Inc. ("Debtor"), the Debtors' counsel, the Creditors' Committee's counsel, counsel for the Section 1114 Committee of Retired Employees and the office of the United States Trustee. Copies of the time records will be made available to other parties in interest upon reasonable request (inclusive of the requesting party's reimbursement to DFPHJ of the reasonable and necessary charges to duplicate said records) and may be redacted when necessary to protect the Debtor's estate.

Exhibit C

SERVICES RENDERED BY PROFESSIONALS
SEPTEMBER 15, 2005 THROUGH MAY 31, 2007¹

Name	Dept.	Law School Graduation	Position	Hours	Hourly Rate	Fees Earned
PARTNERS						
ROBIN D. JENSON	Aviation	1986	Partner (06/01/05)			
(September 15, 2005 to January 31, 2007)				989.80	\$275.00	\$244,975.50
(February 1, 2007 to May 31, 2007)				609.90	\$290.00	\$159,183.90
TOTAL Robin D. Jenson				1,599.70		\$404,159.40
ASSOCIATES						
MARK J. PEREGRIN	Aviation	1987	Associate			
(May 1, 2007 to May 31, 2007)				2.50	\$275.00	\$618.75
TOTAL Mark J. Peregrin				2.50		\$618.75
PARALEGALS						
STEVE R. ROWLAND	Aviation		Senior Paralegal			
(September 15, 2005 to January 31, 2006)				88.40	\$90.00	\$7,160.40
(February 1, 2006 to July 31, 2006)				168.50	\$100.00	\$15,165.00
(August 1, 2006 to January 31, 2007)				269.60	\$125.00	\$30,330.00
(February 1, 2007 to May 31, 2007)				192.60	\$140.00	\$24,267.60
TOTAL Steve R. Rowland				719.10		\$76,923.00
MARK R. HANNA	Aviation		Paralegal			
(September 15, 2005 to January 31, 2006)				19.80	\$90.00	\$1,603.80
(February 1, 2006 to July 31, 2006)				63.60	\$100.00	\$5,724.00
(August 1, 2006 to January 31, 2007)				32.00	\$125.00	\$3,600.00
TOTAL Mark R. Hanna				115.40		\$10,927.80

¹The hourly rate for all attorneys and paraprofessionals who billed time may have changed during the Application Period and this schedule reflects the hourly rate change, if any, and the time periods in which any hourly rate was in effect.

Name	Dept.	Law School Graduation	Position	Hours	Hourly Rate	Fees Earned
JANET C. PARSONS	Aviation		Paralegal			
(September 15, 2005 to January 31, 2006)				27.30	\$90.00	\$2,211.30
(February 1, 2006 to July 31, 2006)				53.30	\$100.00	\$4,797.00
(August 1, 2006 to January 31, 2007)				35.20	\$125.00	\$3,960.00
TOTAL Janet C. Parsons				115.80		\$10,968.30
DENNIS L. CRAWFORD	Aviation		Paralegal			
(June 1, 2006 to July 31, 2006)				7.90	\$100.00	\$711.00
(August 1, 2006 to January 31, 2007)				80.10	\$125.00	\$9,011.25
(February 1, 2007 to May 31, 2007)				54.10	\$140.00	\$6,816.60
TOTAL Dennis L. Crawford				142.10		\$16,538.85
ELLIS R. LEWIS	Aviation		Paralegal			
(January 1, 2007 to January 31, 2007)				8.50	\$125.00	\$956.25
(February 1, 2007 to May 31, 2007)				85.60	\$140.00	\$10,785.60
TOTAL Ellis R. Lewis				94.10		\$11,741.85
LEE ANN GIBSON	Aviation		Paralegal			
(March 1, 2007 to May 31, 2007)				62.90	\$140.00	\$7,925.40
TOTAL Lee Ann Gibson				62.90		\$7,925.40
ROXANNA L. WALL	Aviation		Paralegal			
(September 15, 2005 to January 31, 2006)				31.60	\$65.00	\$1,848.60
(February 1, 2006 to January 31, 2007)				202.50	\$75.00	\$13,668.75
(February 1, 2007 to May 31, 2007)				177.10	\$140.00	\$22,314.60
TOTAL Roxana L. Wall				411.20		\$37,831.95
JOSH M. JENSON	Aviation		Paralegal			
(June 1, 2006 to January 31, 2007)				101.00	\$75.00	\$6,817.50
(February 1, 2007 to May 31, 2007)				78.30	\$140.00	\$9,865.80
TOTAL Josh M. Jenson				179.30		\$16,683.30
DARIUS A. DILLS	Aviation		Paralegal			
(May 1, 2007 to May 31, 2007)				.80	\$140.00	\$100.80

Name	Dept.	Law School Graduation	Position	Hours	Hourly Rate	Fees Earned
TOTAL Darius A. Dills				.80		\$100.80
LEGAL ASSISTANTS						
MALINDA L. VINSON	Aviation		Legal Asst.			
(February 1, 2007 to April 30, 2007)				6.60	\$85.00	\$504.90
TOTAL Malinda L. Vinson						\$504.90
TARISA Y. LEBLANC	Aviation		Legal Asst.			
(December 1 2006 to December 31, 2006)				.50	\$75.00	\$33.75
TOTAL Tarisa Y. LeBlanc				.50		\$33.75
JESSICA A. BARTUSCH	Aviation		Legal Asst.			
(October 1, 2006 to December 31, 2006)				5.00	\$75.00	\$337.50
TOTAL Jessica A. Bartusch				5.00		\$337.50
TOTAL				3455		\$595,295.55

Exhibit D

DFPHJ DISBURSEMENTS FOR PERIOD SEPTEMBER 15, 2005
THROUGH MAY 31, 2007

Disbursement	Amount
FAA Filing Fee	\$12,053.00
FAA Recording Fee	\$12,292.25
Postage	\$87.04
Local Transportation/Mileage	\$275.94
IR Priority Search	\$3,815.00
Cape Town Fees	\$8,000.00
Federal Express	\$2,169.80
Long Distance Telephone	\$10.02
Facsimile	\$2.50
Reproduction	\$4,421.90
TOTAL	\$43,127.45

4. I have read DFPHJ's Final Application and, to the best of my knowledge, information and belief formed after reasonable inquiry (except as stated herein or in the Final Application): (a) the fees and disbursements sought in the Final Application fall within the Amended Guidelines and the guidelines issued January 30, 1996, by the Office of the United States Trustee (the "UST Guidelines" and, together with the Amended Guidelines, the "Guidelines"); and (b) except to the extent the fees and disbursements are prohibited by the guidelines, the fees and disbursements sought are billed at or below the rates and in accordance with practices customarily employed by DFPHJ and generally accepted by its clients.

5. A copy of the Final Application has been provided to the United States Trustee, the Official Committee of Creditors, the Debtors and the Debtors' counsel contemporaneously with the filing hereof.

6. Attached to the Final Application as Exhibit B are copies of the daily time records maintained by the attorneys, paraprofessionals and administrative personnel of DFPHJ in the ordinary course of business. The time records set forth in reasonable detail the services rendered by DFPHJ in these cases.

7. Except as set forth herein or in the Final Application, the reimbursement of expenses sought in the Final Application: (a) does not include a charge for profit or amortization of the cost of any investment, equipment or capital outlay; and (b) when the reimbursement sought is for a service which DFPHJ purchased or contracted for from a third party, includes only the amount billed to DFPHJ by the third party vendor and paid by DFPHJ to such vendor.

8. DFPHJ has sought to keep its fees and expenses at a reasonable level and to utilize professional services and incur expenses as necessary to represent the Debtors competently.

[This is the original signature page of Robin D. Jenson to the Certification pursuant to Administrative Order Re: Guidelines for Fees and Disbursements for professionals in the Southern District of New York Bankruptcy Cases being filed in In Re: Northwest Airlines Corporation, et.al., Chapter 11, Case No. 05-17930 (ALG), United States Bankruptcy Court, Southern District of New York]

Dated: July 30, 2007

/s/Robin D. Jenson

Robin D. Jenson