

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
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 : Case No. 05-17930 (ALG)  
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 NORTHWEST AIRLINES CORPORATION, :  
 et al., : (Jointly Administered)  
 :  
 Debtors. :  
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**ORDER GRANTING FINAL ALLOWANCE OF FIXED MONTHLY  
COMPENSATION AND REIMBURSEMENT OF EXPENSES OF  
LAZARD FRÈRES & CO. LLC  
FROM THE PERIOD OCTOBER 6, 2005 THROUGH MAY 31, 2007**

Upon consideration of the Final Application (the “Application”) of Lazard Frères & Co. LLC (“Lazard”), financial advisor to the Official Committee of Unsecured Creditors of Northwest Airlines Corporation (the “Committee”), in the above captioned cases, for an order: (i) approving and authorizing an award of compensation and reimbursement of expenses, on a final basis, in the amount of \$8,873,560.12, consisting of \$5,455,645 of fixed monthly fees, \$167,915.12 of expenses and a success/completion fee in the amount of \$3,250,000; and (ii) authorizing and directing the above captioned Reorganized Debtors to pay the holdback amount provided for in that certain Order dated October 19, 2005, pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals and Committee Members (the “Administrative Order”); and an initial hearing having been held on October 18, 2007 before this Court to consider the Application (the “Hearing”); and upon the Certification Under Guidelines for Fees and Disbursements for Professionals in Respect of this Application; and under the terms of the Administrative Order; and it appearing that this Court has jurisdiction over the Application

pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this proceeding is a core proceeding pursuant to § 157(b)(2); and due and proper notice of the Application having been provided pursuant to Rule 2002(a)(6) of the Federal Rules of Bankruptcy Procedure; and it appearing that no other or further notice is necessary; and this Court having reviewed the Application; and based on the record of these cases and for the reasons set forth on the record of the Hearing, including the Court's finding that the fees and expenses allowed pursuant to this Order are fair, reasonable and appropriate, and after due deliberation and sufficient cause appearing therefor, it is

**ORDERED**, that \$5,455,645 of fixed monthly fees and \$167,915.12 of expenses requested by the Application are finally allowed in the total amount of \$5,623,560.12; and it is further

**ORDERED**, that the Reorganized Debtors are authorized and directed to release all of the holdback amounts provided for by the Administrative Order and otherwise pay all amounts due Lazard in respect of the finally allowed amount of \$5,623,560.12; and it is further

~~**ORDERED**, that Lazard's entitlement to the completion fee requested in the Application in the amount of \$3,250,000 will be considered at a hearing scheduled for November 14, 2007; and it is further~~

**ORDERED**, that the Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order; and it is further

**ORDERED**, that the requirement set forth in Rule 9013-1(b) of the Local Rules that any motion or other request for relief be accompanied by a memorandum of law is hereby deemed satisfied by the contents of the Application; and it is further

**ORDERED**, that, notwithstanding any provision in the Federal Rules of Bankruptcy Procedure to the contrary, the Reorganized Debtors are not subject to any stay in the implementation, enforcement or realization of the relief granted in this Order, and the Reorganized Debtors may, in their discretion and without further delay, take any action and perform any act authorized under this Order.

Dated: Poughkeepsie, New York  
November 2, 2007

/s/ Cecelia Morris

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HONORABLE CECELIA G. MORRIS  
UNITED STATES BANKRUPTCY JUDGE