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Ordinary Course Professionals

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

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

**APPLICATION OF TROUTMAN SANDERS LLP FOR: (I) FINAL
ALLOWANCE OF COMPENSATION FOR PROFESSIONAL SERVICES
RENDERED AND FOR REIMBURSEMENT OF ACTUAL AND
NECESSARY EXPENSES INCURRED FROM SEPTEMBER 14, 2005
THROUGH MAY 31, 2007; AND (II) RELEASE OF THE HOLDBACK**

NAME OF APPLICANT:	TROUTMAN SANDERS LLP
AUTHORIZED TO PROVIDE PROFESSIONAL SERVICES TO:	DEBTORS
DATE OF RETENTION:	ORDINARY COURSE PROFESSIONAL EFFECTIVE AS OF SEPTEMBER 14, 2005
PERIOD FOR WHICH COMPENSATION AND REIMBURSEMENT IS SOUGHT:	SEPTEMBER 14, 2005 THROUGH MAY 31, 2007
AMOUNT OF COMPENSATION REQUESTED:	\$830,427.00
AMOUNT OF EXPENSE REIMBURSEMENT REQUESTED:	\$6,089.94
TOTAL COMPENSATION AND EXPENSE REIMBURSEMENT REQUESTED:	\$836,516.94
TOTAL COMPENSATION AND EXPENSES PREVIOUSLY REQUESTED AND AWARDED:	NONE

Troutman Sanders LLP, (“Troutman”), ordinary course attorneys for Northwest Airlines Corporation (“NWA Corp”), and certain of its direct and indirect subsidiaries, as debtors and debtors in possession (collectively, the “Debtors”),¹ submits this application pursuant to sections 330 (a) and 331 of title 11 United States Code, section 101 et seq., as amended by the Bankruptcy Abuse Prevention and Consumer Protection Act of 2005 (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), General Order M-151, Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases (the “Local Guidelines”), and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 effective January 30, 1996 (the “UST Guidelines,” collectively with the Local Guidelines, the “Guidelines”) for an order (i) granting first and final interim compensation for professional services performed by Troutman for the period from September 14, 2005 through May 31, 2007 (the “Compensation Period”); and (ii) authorizing the payment of the amount of compensation that is subject to the holdback in these cases (collectively, the “Application”). In support of the Application, Troutman relies upon the Certification of Shawn D. Rafferty, Esq. in compliance with the Guidelines annexed hereto as Exhibit “A” and respectfully represents as follows:

BACKGROUND

1. On September 14, 2005 (the “Petition Date”), each of the Debtors filed voluntary petitions under chapter 11 of the Bankruptcy Code. From the Petition Date, the Debtors

¹ In addition to NWA Corp., the Debtors are comprised of NWA Fuel Services Corporation, Northwest Airlines Holdings Corporation, NWA Inc., Northwest Aerospace Training Corp., Northwest Airlines, Inc., MLT Inc., Northwest Airlines Cargo, Worldclub Inc., and NWA Aircraft Finance, Inc.

continued to manage their businesses and affairs as debtors and debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

2. Troutman was employed as an ordinary course professional in accordance with this Court's October 20, 2005, "Order Pursuant to Sections 105 (a), 327, 328 and 330 of the Bankruptcy Code Authorizing the Debtors to Employ and Compensate Certain Professionals Utilized in the Ordinary Course of the Debtors' Business" [Doc. No. 755] (the "OCP Order").

3. On November 18, 2005, Shawn D. Rafferty, a Troutman partner and the attorney principally charged with responsibility for the Debtors' legal affairs at Troutman, filed an "Affidavit and Disclosure" [Doc. No. 1161] in support of Troutman's retention as an ordinary course professional, as set forth in the OCP Order.

4. On May 31, 2007, the Debtors confirmed their "First Amended Joint and Consolidated Plan of Reorganization under Chapter 11 of the Bankruptcy Code" [Doc. No. 7117].

JURISDICTION

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

SUMMARY OF PROFESSIONAL SERVICES RENDERED

6. Troutman rendered professional services during the Compensation Period in the aggregate amount of \$830,427.00² and incurred expenses in connection with the rendition of

² Copies of the Troutman's time records are contemporaneously being provided to the Debtors, the Creditors' Committee, the Court and the Office of the United States Trustee. Copies of the time records will be made

such services in the amount of \$6,089.94. During the Compensation Period Troutman attorneys and paraprofessionals expended a total of 2,147.4 hours on professional services for the Debtors. Pursuant to the OCP Order, the Debtors were authorized, without further order of the Court, to pay 100% of the fees and expenses incurred by ordinary course professionals like Troutman upon the submission of appropriate invoices which did not exceed an average of \$50,000 per month or \$500,000 for the duration of the Debtors' chapter 11 cases (collectively, the "Fee & Expense Cap"). Troutman was paid during the Compensation Period all of its expenses and \$766,582.00 of its fees. Pursuant to the OCP Order, the Debtors held back payment of \$63,845.00 (the "Holdback") on account of various monthly invoices which exceeded the average Fee & Expense Cap per month.

7. Troutman has provided the Debtors with monthly fee statements for professional services rendered and expenses incurred on behalf of the Debtors, along with detailed reports of time entries and expenses.

8. By this Application, Troutman seeks final allowance of its fees and expenses for services rendered and incurred during the Compensation Period since a portion of the amounts owed to the firm exceed the Fee & Expense Cap. Troutman also seeks release to it of the Holdback.

9. The fees charged by Troutman in these cases were billed in accordance with existing billing rates and procedures in effect during the Compensation Period. The rates Troutman charges for the services of its professionals and paraprofessionals are similar to those charged by Troutman in comparable non-bankruptcy related engagements. Troutman submits

available to other parties in interest upon reasonable request and may be redacted when necessary to protect the Debtors' estates.

that such fees are reasonable based on the usual and customary compensation charged by practitioners of like skill and experience in comparable engagements.

10. Pursuant to the UST Guidelines, Exhibit “B,” annexed hereto identifies Troutman professionals and paraprofessionals who performed services on behalf of the Debtors in connection with these cases during the Compensation Period, the capacity in which each such Troutman individual is employed, their hourly billing rate, individual year of admission to the bar, aggregate number of hours expended in connection with these cases and the fees billed therefor from Petition Date through May 31, 2007.

11. Annexed hereto as Exhibit “C” is a schedule specifying the categories of expenses for which Troutman is seeking reimbursement, and the total amount for each such expense category.

12. As with most law firms of national and international scope, Troutman maintains computerized records of time spent by its attorneys and paraprofessionals in connection with the firm’s representation of the Debtors.

13. To provide an orderly and meaningful summary of Troutman’s services rendered in these cases, Troutman has established, in accordance with the Guidelines and Troutman’s internal billing procedures, the following separate matter numbers (the “Project Categories”) in

connection with the categorization of services provided in these chapter 11 cases:

Project Categories

Matter Number	Matter Name
1	Aircraft Sales and Purchases
2	B727 Disposition
3	New Aircraft Acquisitions and Related Agreements
4	Regional Aircraft Dispositions
5	747 Conversions
6	757 Disposition and Financing
7	60 to 100 Seat New Aircraft Acquisitions/Embraer
8	Aviation Policy & Regulatory Matters
9	Simulator Acquisitions
10	A320 Family Acquisitions
11	Safe Drinking Water Act
12	Pinnacle Air Opinion

14. The following is a summary, by Project Category, of significant professional services rendered by Troutman during the Compensation Period. This summary is organized in accordance with Troutman's internal system of matter numbers. Additionally, the computerized time records were provided to the Debtors' throughout the Compensation Period. Such detailed descriptions demonstrate that Troutman was heavily involved in the performance of services for the Debtors on a daily basis, including services essential to the Debtors' continued viability, often under extreme time pressures.

Matter No. 1: Aircraft Sales and Purchases

15. This Project Category encompasses a number of different activities performed by Troutman attorneys and paraprofessionals in the day-to-day administration of the Debtors' businesses. Generally speaking, professional time allotted to this matter includes drafting, due diligence, and negotiations, in connection with: (i) aircraft maintenance facilities; (ii) preparation

of letters of intent, consignments, sale agreements, escrow agreements, and like transactional documents for various McDonnell Douglas DC-10-30 aircraft, jet engines, airframes, and other aircraft equipment; (iii) aircraft equipment donations to various aeronautical commissions and authorities; (iv) responses to requests for proposals for remaining inventories; and (v) attending to the ordinary matters in purchase and sale transactions including closings, warranties, and registrations for aircraft and related equipment.

Matter No. 2: B727 Dispositions

16. This Project Category encompasses professional time performed by Troutman attorneys and paraprofessionals concerning: (i) ownership of various Boeing 727 aircraft engine assets; (ii) return of certain Boeing 727 aircraft; (iii) representation concerning Boeing 727 airframe (an “airframe” being an aircraft less previously installed engines) sale disputes/escrow agreements; and (iv) lease of certain Boeing 727 aircraft to third-parties.

Matter No. 3: New Aircraft Acquisitions and Related Agreements

17. This Project Category encompasses professional time spent by Troutman attorneys concerning the delivery of aircraft and related components including: (i) new aircraft; and (ii) new engines and new spare engines.

Matter No. 4: Regional Aircraft Dispositions

18. This Project Category encompasses professional time performed by Troutman attorneys and paraprofessionals concerning: (i) the return of aircraft used in the Debtors’ regional flight operations; (ii) equipment reconfiguration on existing aircraft; (iii) potential acquisitions; and (iv) aircraft returns in connection with restructuring efforts.

Matter No. 5: 747 Conversions

19. This Project Category encompasses professional time spent by Troutman attorneys in connection with: (i) donation of aircraft equipment to the Smithsonian Institution's National Air and Space Museum ("NASM"); (ii) sale of the Debtors' airframe inventory to third parties; and (iii) proposed aircraft conversions and potential aircraft retirements.

Matter No. 6: 757 Disposition and Financing

20. This Project Category encompasses services rendered by Troutman attorneys and paraprofessionals on behalf of the Debtors to: (i) retrofit and upgrade certain 757 aircraft in the Debtors' fleet with new parts and equipment; and (ii) negotiate, draft, and close aircraft extension lease deals.

Matter No. 7: 60 to 100 Seat New Aircraft Acquisitions

21. This Project Category encompasses efforts performed by Troutman attorneys and paraprofessionals to acquire smaller aircraft for use in the Debtors' flight operations from various manufacturers, including Embraer aircraft.

Matter No. 8: Aviation Policy and Regulatory Matters

22. This Project Category encompasses several different activities performed by Troutman attorneys and paraprofessionals in connection with discrete aspects of the Debtors' business and organization, including: (i) representation of the Debtors' before regulatory agencies and authorities; (ii) responding to and conducting discovery in connection with administrative investigations from international aeronautical administrative bodies; and (iii)

research and review of certain business partnerships and acquisitions in light of existing government contracts, international law and treaties, and domestic antitrust laws.

Matter No. 9: Simulator Acquisitions

23. This Project Category encompasses activities performed by Troutman professionals concerning: (i) third-party training on the Debtors' flight simulation equipment; (ii) assumption of existing training agreements; (iii) preparation and negotiation of new training agreements; and (iv) negotiation and drafting concerning equipment purchases.

Matter No. 10: A320 Family Acquisitions

24. This Project Category encompasses activities performed by Troutman attorneys and paraprofessionals in connection with: (i) proposed sales of the Debtors' Airbus A319 aircraft and related requests for proposals; and (ii) administration of the Debtors' Airbus A319 and A320 aircraft used in their Debtors' businesses.

REASONABLE AND NECESSARY SERVICES RENDERED BY TROUTMAN

25. The foregoing professional services rendered by Troutman on behalf of the Debtors and their estates during the Compensation Period were reasonable, necessary and appropriate to the administration of the Debtors' chapter 11 cases and related matters.

ACTUAL AND NECESSARY EXPENSES INCURRED BY TROUTMAN

26. As set forth in Exhibit "C" attached hereto, Troutman has incurred a total of \$6,089.94 in expenses on behalf of the Debtors in providing professional services during the Compensation Period. Troutman states as follows regarding these expenses: Troutman does not charge for internal copying; Troutman, if it deemed it necessary to utilize an outside service

would only bill for external copying charges at the provider's cost to Troutman without markup; and Troutman charges for computer research at the provider's cost to Troutman (which is at a reduced rate) without markup. The basis for these rates is Troutman's calculation of the actual cost of these services. In addition, Troutman does not charge for any facsimile service. Each of these categories of expenses does not exceed and, in some instances, is below the maximum rate set by the Guidelines. These charges are intended to cover Troutman's direct operating costs, which costs are not incorporated into the Troutman's hourly billing rates. As set forth above these expenses have been paid.

TROUTMAN'S REQUESTED COMPENSATION AND REIMBURSEMENT SHOULD BE ALLOWED

27. Bankruptcy Code § 331 provides for compensation of professionals and incorporates the substantive standards of § 330 to govern the Court's award of such compensation. Bankruptcy Code § 330 provides that a court may award a professional employed under § 327 "reasonable compensation for actual necessary services rendered . . . and reimbursement for actual, necessary expenses." Bankruptcy Code § 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 should consider the nature, extent, and the value of such services, taking into account all relevant factors, including

--

the time spent on such services;

the rates charged for such services;

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;

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

whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

28. In the instant case, Troutman respectfully submits that the services for which it seeks compensation in this Application were necessary for and beneficial to the Debtors and their estates and were rendered in order to protect and preserve the Debtors' estates. Troutman respectfully submits that the services rendered to the Debtors were performed economically, effectively and efficiently and the results obtained have benefited not only the Debtors, but also the Debtors' estates and creditors. Troutman further submits that the compensation requested herein is reasonable in light of the nature, extent and value of such services to the Debtors, their estates and all parties in interest.

29. In sum, the services rendered by Troutman were necessary and beneficial to the Debtors and their estates, and were consistently performed in a timely manner and are commensurate with the complexity, importance, novelty and nature of the issues involved. Accordingly, approval of the professional fees and expenses incurred during the Compensation Period and release of the sums due and owing and withheld in the Holdback should be approved.

MEMORANDUM OF LAW

30. This Application includes citations to the applicable authorities and a discussion of their applicability to this Application. Accordingly, Troutman respectfully submits that such

citations and discussion satisfy the requirement that Troutman submit a separate memorandum of law in support of this Application pursuant to Rule 9013-1 of the Local Rules.

NOTICE

31. Notice of this Application has been provided to: (a) the United States Trustee for the Southern District of New York; (b) Counsel to the Official Committee of Unsecured Creditors, (c) Counsel to the Debtors; (d) and the Debtors. In light of the nature of the relief requested herein, the Debtors submit that no other or further notice is required.

CONCLUSION

WHEREFORE, Troutman respectfully requests entry of an order approving, allowing, and awarding: (i) compensation for professional services rendered during the Compensation Period in the amount of \$830,427.00; (ii) reimbursement of all actual and necessary expenses incurred by Troutman during the Compensation Period in the amount of \$6,089.94; (iii) release of all sums due and owing to Troutman as a result of the \$63,845.00 Holdback in these cases; and (iv) such other and further relief as is just and proper.

Dated: July 24, 2007
New York, New York

Respectfully submitted,
TROUTMAN SANDERS LLP

By: /s/ Hollace T. Cohen
Hollace T. Cohen (HC - 8651)
Eric S. Medina (EM-8888)

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New York, NY 10174

EXHIBIT “A”

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Ordinary Course Professionals

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

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

CERTIFICATION SHAWN D. RAFFERTY, ESQ. OF TROUTMAN SANDERS LLP, ORDINARY COURSE ATTORNEYS FOR THE DEBTORS, FOR FINAL ALLOWANCE OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND FOR REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED FROM SEPTEMBER 14, 2005 THROUGH MAY 31, 2007

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

1. Pursuant to: (i) the “Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases” (issued June 20, 1991), (ii) the “Administrative Order with respect to Amended Guideline for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases” (issued April 19, 1995), (iii) the “Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330” adopted by the Executive Office for the United States Trustees on March 22, 1995 and (iv) the “Clarification and Amendment Regarding the Fee Guidelines”,

adopted by the Executive Office for United States Trustees, as such Apply to Cases filed in the Judicial Districts of New York, Connecticut and Vermont – Region 2 issued by the United States Trustee for Region 2 on May 10, 1995, (collectively, the “Guidelines”), the undersigned, a member of the firm of Troutman Sanders LLP (“Troutman”)¹ hereby certifies with respect to the “Application of Troutman Sanders LLP for: (I) Final Allowance of Compensation for Professional Services Rendered and for Reimbursement of Actual and Necessary Expenses Incurred from September 14, 2005 through May 31, 2007; and (II) release of the Holdback,” (the “Application”) as attorneys for the above captioned debtors, as follows:

A. Certification

2. I am the “Certifying Professional” as defined in the Guidelines. I have read the Application, and certify that to the best of my knowledge, information and belief, formed after reasonable inquiry, except as specifically indicated to the contrary, (a) the Application complies with the Guidelines, (b) the fees and disbursements sought by Troutman for this compensation period fall within the Guidelines, and (c) the fees and disbursements sought by Troutman, except to the extent prohibited by the Guidelines, are billed at rates, and in accordance with practices, customarily employed by Troutman and generally accepted by Troutman’s clients.

3. Troutman has complied with the Interim Fee Order entered in these cases and has provided counsel to the Debtors, Counsel to the Official Committee of Unsecured Creditors, Counsel to the Retired Employees Committee, and the United States Trustee with a copy of the Application. (The monthly statements which comprise the period covered by the Application were provided to each of these parties as well.)

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

4. No agreement or understanding exists between Troutman and any other person for a division of compensation herein, and no agreement prohibited by §504 of the Bankruptcy Code and Rule 2016 of the Federal Rules of Bankruptcy Procedure has been made.

B. Compliance with Specific Guidelines Regarding Time Records

5. To the best of my knowledge, information and belief, formed after reasonable inquiry, Troutman complies with all of the Guidelines as to the recording of time by Troutman's professionals and paraprofessionals.

C. Description of Services Rendered

6. I certify that the Application sets forth at the outset, in the accompanying summary schedules, as well as in the text of the Application: (a) the amount of fees and disbursements sought, (b) the time period covered by the Application, (c) the total professional and paraprofessional hours expended; and, further, that the schedules and the exhibits to the Application show (i) the name of each professional and paraprofessional, with his or her position at Troutman, (ii) the year that each professional was licensed to practice, where applicable, and (iii) the hours worked by each professional and paraprofessional.

D. Reimbursement for Expenses

7. In connection with Troutman's request for reimbursement of services and out-of-pocket expenses, I certify to the best of my knowledge, information and belief, formed after a reasonable inquiry that: (a) Troutman has not included a profit in the amounts billed for expenses for which reimbursement is sought in the Application, (b) Troutman has not included in the amounts billed for such services any amounts for amortization of the cost of any investment, equipment or capital outlay (as well as any and all cellular phone and/or Blackberry or other hand held electronic communication device and equipment, and related fees, charges, taxes, etc.),

EXHIBIT “B”

**Summary of Total Hours and Total Fees for Attorneys and Paraprofessionals
for the First Interim Fee Period
September 14, 2005 through May 31, 2007**

Name of Professional Person	Position with the Applicant and Year Admitted	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Benson, Erika D.	Associate 2005	Public Law	210.00	11.9	2,163.00
Canchola, JoAnne	Paralegal	Finance	165.00-180.00	153.7	26,709.00
Cohen, Ezra H.	Partner 1969	Bankruptcy	575.00	0.3	172.50
Connor, Gordon B.	Of Counsel 1992	Public Law/ Transportation	350.00	3.0	945.00
Diamond, Scott E.	Non-Attorney Professional	Legislative & Regulatory Advisor	215.00-220.00	11.0	1,865.00
Hunnicut, Charles A.	Partner 1975	Transportation	440.00-495.00	90.2	42,136.00
Moore, David M.	Partner 1992	Environmental	380.00	6.0	2,280.00
Rafferty, Shawn	Partner 1993	Finance	370.00-420.00	1,826.0	734,581.50
Snyder, Patricia N.	Of Counsel 1978	Public Law/ Transportation	400.00	24.6	9,640.00
Strauss, Robert D.	Partner 1976	Finance	495.00-530.00	19.4	9,833.50
Woodruff, Mary Elizabeth	Librarian		145.00	0.7	101.50
				2,147.4	\$830,427.00

EXHIBIT “C”

Summary of Expenses

Airfare	\$2,894.12
Copy Charges	850.29
Courier Services	177.03
Travel Expenses	1,945.65
Local Travel (Taxi, Train, Parking)	<u>222.85</u>
Total	\$6,089.94