

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

In re

NORTHWEST AIRLINES CORPORATION, et al.,

Debtors.

)
) Chapter 11
)
) Case No. 05-17930 (ALG)
)
) Jointly Administered
)

**APPLICATION OF DR. ZANICK / PARK NICOLLET AIRPORT CLINIC
FOR INTERIM AND FINAL ALLOWANCE OF COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES FROM
INCURRED SEPTEMBER 14, 2005 THROUGH MAY 31, 2007**

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

Dr. Zanick / Park Nicollet Airport Clinic (the "Applicant"), professionals authorized by Court to be employed in the ordinary course by the above-captioned debtors (the "Debtors" or the "Company"), in support of his application for final allowance of compensation for services rendered and reimbursement of expenses incurred from September 14, 2005 through May 31, 2007 (the "Application Period"), respectfully represents:

PRELIMINARY STATEMENT

1. By this Interim and Final Application and pursuant to sections 327, 328 and 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"), the Applicant requests that this Court authorize interim and final allowance of compensation for services rendered by the Applicant during the Application Period related to various medical services in the amount of \$1,262,067.83; and authorization of payment of the outstanding amount of \$132,384.65.

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 327, 328 and 330 of the Bankruptcy Code and Bankruptcy Rule 2016.

BACKGROUND

3. On September 14, 2005 (the “Petition Date”), NWA Corp. and twelve of its direct and indirect subsidiaries 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. By Order dated October 19, 2005 (the “Ordinary Course Professional Order”), the Court authorized NWA Corp. and certain of its direct and indirect subsidiaries, as debtors and debtors in possession (collectively, the “Debtors”) to employ various ordinary course professionals, including Applicant.

5. The Ordinary Course Professional Order authorized Debtors to pay to each ordinary course professional, and without a motion to the court by such professional, 100% of the fees and disbursements incurred, provided, however, that disbursements did not exceed an average of \$50,000 per month or \$500,000 for the duration of the case.

6. 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 (as amended, the “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 (as has been or may be amended, the "Plan"). 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.

APPLICANT'S FEES AND EXPENSES

7. As set forth in the Ordinary Course Professional Order, Applicant provides to Debtors various medical services.

8. There are two types of medical services provided by Applicant to Debtors. The first type of service is a medical director fee that is a fixed monthly charge for the maintenance of the airport clinic and the on-call doctor services of Dr. Zanick (the "Medical Director Fee"). The second type of service includes various medical services other than the maintenance of the airport clinic (the "Additional Medical Services").

9. During the Application Period, Applicant submitted to Debtors approximately 10,000 to 15,000 pages of patient level detail itemizing the medical services performed at the request of Debtors for the Medical Director Fee and the Additional Medical Services. Applicant has discontinued use of the computer system that generated the vast majority of the invoices for the Additional Medical Services and can no longer generate any reports without patient information that it has provided to Debtors. Because of the privacy rules surrounding this type of patient level medical disclosure, Applicant has summarized the Additional Medical Services by group as set forth on Exhibit A. This grouping structure of employees was established by Debtors for their internal allocation purposes.

10. No agreement or understanding exists between the Applicant and any other entity for the sharing of compensation to be received for services rendered in or in connection with these cases. Applicant filed a Retention Affidavit as described in the Ordinary Course Professional Order.

11. Applicant maintained contemporaneous written records of the fees incurred related to the rendering of medical director services in the Debtors' cases. In light of the privacy issues and volume of these records, Applicant has provided a summary of the charges related to the grouping required by Debtors.

12. To the extent possible, 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. A certification regarding compliance with the Local Guidelines is annexed hereto as Exhibit B.

SUMMARY OF SERVICES

13. During the Application Period, Applicant provided various medical services under the Medical Director Fee and Additional Medical Services at the request of Debtors.

14. The medical services include the maintenance of a clinic for the Minneapolis airport, drug testing, physical examinations, preventative treatments, examinations, the provision of medical professionals at the clinic, the supply of various testing and other equipment and

supplies, etc. The provision of medical services was performed by highly trained medical staff required by Debtors ongoing operations.

15. At the request of Debtors, employees were routinely treated by the Applicant during the Application Period and allowed Debtors to continue operations. The medical services were in the best interest of Debtors and other parties in interest. Compensation for the foregoing services, as requested, is commensurate with the tasks involved.

APPLICANT'S REQUEST FOR FINAL COMPENSATION

16. As set forth in the Ordinary Course Professional Order, Applicant is required to obtain approval for payment in accordance with sections 330 and 331 of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, orders of this Court and the Fee Guidelines promulgated by the Executive Office of the United States Trustee.

17. Section 330(a)(1) of the Bankruptcy Code provides that the court may award to an professional person employed under section 327 "reasonable compensation for actual, necessary services rendered by the . . . professional person . . . ; and reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1).

18. Applicant submits that his request for final allowance of compensation is reasonable given the medical services provided to Debtors. These medical services were consistent with the services that were previously authorized by the Court – only the amount of the services during the Application Period were higher than the pre-authorized amount due to the length of the Case. Debtors benefited from the provision by Applicant of medical services through the Airport Clinic pursuant to the medical services and Debtors have paid for the majority of the requested services.

PROCEDURE

19. 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, 2005.¹ In light of the nature of the relief requested, the Applicant submits that no further notice need be given.

WAIVER OF MEMORANDUM OF LAW

20. This Final Application does not raise any novel issues of law and the authorities relied upon herein are set forth above. Accordingly, the Applicant 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

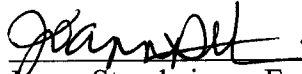
21. Other than the Ordinary Course Professional Order, no previous application for the relief sought herein has been made to this or to any other court.

¹ "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 any Committee appointed in these cases.

CONCLUSION

WHEREFORE, Applicant respectfully requests that this Court enter an order authorizing (i) the allowance of the professional fees of Applicant during the Application Period; and (ii) payment of the unpaid administrative expenses to Applicant.

Dated: July 23, 2007



Joann Sternheimer, Esq.
Deily, Mooney & Glastetter, LLP
Attorneys for Applicant
8 Thurlow Terrace
Albany, New York 12203
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Exhibit A

Statement

Park Nicollet
 Park Nicollet Clinic
 Attn: Misc. Billing
 P.O. Box 650
 Minneapolis, MN 55440-9946

Date
5/31/2007

To:
TIMOTHY MEGINNES 2700 LONE OAK PARKWAY MSA 1445 EAGAN, MN 55121-1534

Amount Due	Amount Enc.
\$102,111.10	

Date	Transaction	Amount	Balance		
08/31/2006	Balance forward		0.00		
02/23/2007	INV #241. Due 02/23/2007.	35,416.67	35,416.67		
03/21/2007	INV #249. Due 03/21/2007.	35,416.67	70,833.34		
03/30/2007	INV #250. Due 03/30/2007.	106,250.01	177,083.35		
04/11/2007	PMT #55096931.	-28,333.34	148,750.01		
04/17/2007	PMT #55095738.	-89,138.91	59,611.10		
04/23/2007	INV #255. Due 04/23/2007.	35,416.67	95,027.77		
05/01/2007	INV #269. Due 05/01/2007.	35,416.67	130,444.44		
05/16/2007	PMT #55101810.	-28,333.34	102,111.10		
CURRENT	1-30 DAYS PAST DUE	31-60 DAYS PAST DUE	61-90 DAYS PAST DUE	OVER 90 DAYS PAST DUE	Amount Due
0.00	35,416.67	35,416.67	24,194.43	7,083.33	\$102,111.10

BAR Accounts for NWA

Employer Name	Employer Number	Service Date	Total Charges	Total Balance
NORTHWEST AIRLINES 3	3000079	01/23/07 01/23/07	\$852.35	\$852.35
NWA-C RADIATION EXAM C8840	1504	11/08/06 02/21/07	\$202.00	\$0.00
NWA-COMPOSITE SHOP C8520	2479	11/01/06 04/23/07	\$7,408.50	\$603.00
NWA-CONTRACT MECHANICS	1590	12/25/06 05/22/07	\$10,579.00	\$10,579.00
NWA-DRUG TESTING	1514	11/03/06 05/30/07	\$24,282.70	\$4,644.35
NWA-EMP FLU SHOTS-PAID	1653	10/30/06 10/30/06	\$19,836.00	\$0.00
NWA-EXAM TYPE 07 UPGRADE	2488	11/21/06 11/21/06	\$217.00	\$0.00
NWA-FFD DULLES INTL AIRPORT	2500	11/13/06 11/13/06	\$168.00	\$0.00
NWA-FFD-200 WORLD WAY LA CA	2563	01/30/07 01/30/07	\$306.00	\$306.00
NWA-FFD-DEPT C	1592	11/21/06 04/26/07	\$534.00	\$534.00
NWA-FFD-DEPT D	1603	01/31/07 01/31/07	\$414.00	\$414.00
NWA-FFD-DETROIT-INFLIGHT	1608	01/18/07 03/15/07	\$560.00	\$560.00
NWA-FFD-LONE OAK PT	2692	01/22/07 01/26/07	\$828.00	\$828.00
NWA-FFD-MEMPHIS	2688	02/02/07 02/02/07	\$306.00	\$306.00
NWA-FFD-O HARA INTL	1636	02/01/07 02/20/07	\$474.00	\$0.00
NWA-FFD-SEATTLE	2705	02/07/07 02/07/07	\$347.00	\$0.00
NWA-GROUND SEC C-PPE	1528	11/30/06 05/30/07	\$966.50	\$80.00
NWA-OFFSITE-PPE	1539	11/30/06 05/30/07	\$56,297.00	\$10,054.00
NWA-RESPIRATORS	1574	12/05/06 04/02/07	\$505.00	\$105.00
NWA-RS NONDOT DT	1515	11/01/06 01/01/07	\$0.00	\$0.00
NWA-STOCK CLERKS	2630	12/26/06 05/21/07	\$585.35	\$301.35
NWA-TECH OPS-HEP B	1517	04/23/07 05/30/07	\$106.50	\$106.50
NWA-TECH OPS-PPE	1591	11/30/06 02/20/07	\$268.00	\$0.00
Total			\$126,042.90	\$30,273.55

Vital Works Accounts for NWA

Employer Name	Employer Number	Service Date	Total Charges	Total Balance
NWA-RS NonDOT		10/18/05 08/09/06	\$157.05	\$0.00
NWA-Mechanics		09/27/05 09/30/05	\$342.50	\$0.00
NWA-Fishbowl C		01/17/06 08/23/06	\$1,452.00	\$300.00
NWA-Corp-HR-PPE		09/15/05 10/31/06	\$18,217.30	\$0.00
NWA-DOT EX-C8190		09/20/05 12/20/05	\$700.00	\$0.00
NWA-Ground Op's		09/15/05 10/31/06	\$271,200.35	\$0.00
NWA-Ground Sec C-PPE		09/30/05 10/31/06	\$2,872.00	\$0.00
NWA-Offsite-PPE		09/30/05 10/31/06	\$29,430.00	\$0.00
NWA-Pilot NAPAP		09/20/05 09/01/06	\$238.05	\$0.00
NWA-Tech Op's-PPE		09/22/05 10/10/06	\$6,002.90	\$0.00
NWA-Safety Training		09/15/05 10/25/06	\$29,255.00	\$2,250.00
NWA-FFD-Dept C		12/07/05 06/12/06	\$1,376.68	\$481.68
NWA-FFD-Dept A		12/05/05 10/12/06	\$2,717.00	\$0.00
NWA-FFD-Dept D		05/30/06 05/30/06	\$175.00	\$0.00
NWA-FFD-Dept F		12/01/05 10/23/06	\$656.00	\$0.00
NWA-FFD-Detroit-Inflight		03/16/06 08/10/06	\$560.00	\$0.00
NWA-FFD-Honolulu-Inflight		11/17/05 10/30/06	\$713.00	\$0.00
NWA-FFD-LaGuardia		09/15/05 09/15/06	\$160.00	\$0.00
NWA-FFD-O'Hare Int'l		06/15/06 06/15/06	\$168.00	\$0.00
NWA-FFD-Seattle/Tacoma Int'l		12/05/05 12/05/05	\$160.00	\$0.00
NWA-Retainer		10/01/05 10/01/06	\$479,305.51	\$0.00
NWA-DOT Drug Testing		09/16/05 10/31/06	\$42,249.90	\$0.00
Total			\$888,108.24	\$3,031.68

Exhibit B

**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
)

**CERTIFICATION PURSUANT TO
ADMINISTRATIVE ORDER RE: GUIDELINES
FOR FEES AND DISBURSEMENTS OF PROFESSIONALS
IN SOUTHERN DISTRICT OF NEW YORK BANKRUPTCY CASES**

DAVID S. COOKE

I, ~~Michael S. Radel~~, certify as follows:

1. I am the business services manager of Park Nicollet and have personal knowledge of the information set forth in this Certification.

2. I submit this certification in connection with the Application of Dr. Zanick / Park Nicollet Airport Clinic (the "Application") for interim final allowance of compensation for services rendered and reimbursement of expenses incurred from September 14, 2005 through May 31, 2007 (the "Application Period").

3. I am the professional designated by Applicant with the responsibility for Applicant's compliance in these cases with the Administrative Order, dated April 19, 1995 (the "Amended Guidelines"), in this District regarding guidelines for fees and disbursements for professionals in bankruptcy cases.

4. I have read Applicant's Application and, to the best of my knowledge, information and belief formed after reasonable inquiry (except as stated herein or in the Application): (a) the fees and disbursements sought in the 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 the practices customarily employed by Applicant and generally accepted by its clients.

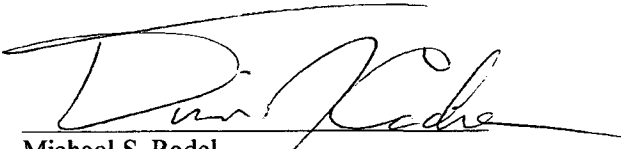
5. A copy of the Application has been provided to the United States Trustee, the Official Committee of Unsecured Creditors, and the Debtors contemporaneously with the filing hereof.

6. Attached to the Application as Exhibit A are summaries of the charges for the provision of medical services for the medical director fee maintained by Applicant in the ordinary course of business. There are approximately 10,000 to 15,000 pages of itemized statements that contain patient level detail with names and medical information that are represented by these summaries. Debtors have been provided with these itemized statements during the bankruptcy cases. The summaries represent the various departments identified by Debtors.

7. Except as set forth herein or in the Application, the reimbursement of expenses sought in the Application: (a) does not include a charge for profit or amortization of the cost of any investment, equipment or capital outlay; and (b) does not include reimbursement for any services that Applicant purchased or contracted for from a third party.

8. Applicant has sought to keep its fees and expenses at a reasonable level and to utilize professional services and incur expenses as necessary.

Dated July 18, 2007


Michael S. Radel
DAVID J. COOKE
SENIOR VICE PRESIDENT,
CHIEF FINANCIAL OFFICER