

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

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

**ORDER GRANTING INTERIM AND FINAL ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES**

Upon consideration of the applications of (i) Cadwalader, Wickersham & Taft LLP, counsel for Northwest Airlines Corporation and certain of its direct and indirect subsidiaries, that were debtors and debtors in possession (collectively, the “Reorganized Debtors” or “Northwest”),¹ (ii) Huron Consulting Group, accounting and restructuring consultants for the Debtors, (iii) Ernst & Young LLP, auditors, accountants and tax service providers for the Debtors, (iv) Briggs and Morgan, P.A., attorneys for the Debtors, (v) Seabury Group LLC, financial advisors for the Debtors, (vi) Paul, Hastings, Janofsky & Walker LLP, special counsel for the Debtors, (vii) Groom Law Group, Chartered, special employee benefits counsel for the Debtors, (viii) Arnold & Porter LLP, special bankruptcy labor counsel for the

¹ In addition to NWA Corp., the Reorganized Debtors consist of: Northwest Airlines, Inc., NWA Fuel Services Corporation, Northwest Aerospace Training Corp., MLT Inc., Compass Airlines, Inc. f/k/a Northwest Airlines Cargo, Inc., NWA Retail Sales Inc., Montana Enterprises, Inc., NW Red Baron LLC, Aircraft Foreign Sales, Inc., NWA Worldclub, Inc. and NWA Aircraft Finance, Inc. The preceding entities, together with Northwest Airlines Holdings Corporation and NWA Inc., were the debtors and debtors in possession (the “Debtors”) in these cases prior to May 31, 2007, the Effective Date of the Debtors’ Plan (as defined herein). On the Effective Date, Northwest Airlines Holdings Corporation merged into NWA Inc. and thereafter, NWA Inc. merged into Northwest Airlines, Inc. and went out of existence.

Debtors, (ix) Curtis, Mallet-Prevost, Colt & Mosle LLP, conflicts counsel for the Debtors, (x) Boies, Schiller & Flexner LLP, special antitrust and litigation counsel for the Debtors, (xi) Deloitte Tax LLP, tax service providers for the Debtors, (xii) O'Melveny & Myers LLP, ordinary course professional, (xiii) CRA International, Inc., ordinary course professional, (xiv) R.A. Brodin LLC, ordinary course professional, (xv) Otterbourg, Steindler, Houston & Rosen, P.C., counsel to the Official Committee of Unsecured Creditors (the "Creditors Committee"), (xvi) Committee Member Reimbursement, (xvii) Jenner & Block LLP, counsel to the Section 1114 Committee of Retired Employees (the "1114 Committee"), (xviii) The Segal Company, Actuarial Consultants for the 1114 Committee, (xix) Kroll Zolfo Cooper LLC, Financial Advisors to the 1114 Committee, (xx) Simpson Thacher & Bartlett LLP, Special Corporate Counsel to the Debtors, (xxi) KPMG LLP, ordinary course professional, (xxii) Evercore Group L.L.C., Financial Advisor for the Debtors, (xxiii) Hughes Hubbard & Reed LLP, ordinary course professional, (xxiv) Troutman Sanders LLP, ordinary course professional, (xxv) Olgetree, Deakins, Nash, Smoak & Stewart, P.C., ordinary course professional, (xxvi) Ducharme, McMillen & Associates, Inc., ordinary course professional, (xxvii) Navigant Capital Advisors LLC, Appraiser and Consultant for the Debtors, (xxviii) L.E.K. Consulting LLC, Airline Industry Advisors for the Debtors, (xxix) Daugherty, Fowler, Peregine, Haught & Jenson, ordinary course professional, (xxx) Dr. Zanick/Park Nicollet Airport Clinic, ordinary course professional, (xxxi) LECG LLC, Expert Consultants for the Debtors, (xxxii) Dorsey & Whitney LLP, Special Litigation, ERISA and Commercial Law Counsel for the Debtors, and (xxxiii) 1114 Committee Member Reimbursement, each filed on or about July 23, 2007 through July 30, 2007 (collectively, the "Applicants") seeking, as applicable, (i) allowance of fifth interim and final compensation for professional services rendered and reimbursement for actual and necessary expenses incurred in the period from February 1, 2007 through May 31, 2007; (ii) allowance of

final compensation for professional services rendered and reimbursement for actual and necessary expenses incurred in the period from September 14, 2005 through May 31, 2007; and (iii) authorizing and directing the Reorganized Debtors to pay the holdback amount provided for 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 (the "Administrative Order") and any other amounts due to each professional; and a hearing having been held on September 11, 2007 before this Court to consider the Applications (the "Hearing"); and the Court having jurisdiction to consider the Applications and the relief requested therein, and the objections filed thereto, in accordance with 28 U.S.C. §§ 157 and 1334; and due notice of the Applications 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 of the Applications need be provided; 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 pursuant to 11 U.S.C. §§ 330 and 331 the fees and expenses requested by each of the Applications be, and hereby are, finally allowed in the amounts set forth in Schedule A annexed hereto and the Reorganized Debtors shall release all of the holdback amounts provided for by the Administrative Order; and it is further

ORDERED that the "fee enhancements" requested by Cadwalader, Wickersham & Taft LLP and Otterbourg, Steindler, Houston & Rosen, P.C. in the respective amounts of \$3,500,000 and \$700,000 be, and they hereby are, denied; and it is further

ORDERED that the Reorganized Debtors be, and hereby are, directed and authorized, within five business days after the entry of this Order, and receipt of appropriate wire

transfer instructions from each Applicant, to wire-transfer to each Applicant the respective amounts as set forth in Schedule A under the column “Total Fees and Expenses Remaining to Be Paid;” and it is further

ORDERED that, consistent with Section 11.1 of the Plan, the Reorganized Debtors are authorized and directed to pay as and when due, professionals fees, disbursements, expenses or related support services (including fees relating to the preparation of professional fee applications) incurred after the Effective Date without application to, or approval of, the Bankruptcy Court; and it is further

ORDERED that the hearing on the final fee applications of FTI Consulting, Inc. and Lazard Freres & Co., LLC. are adjourned without date, pending reassignment of one or both of such applications to another Judge of this Court.

Dated: New York, New York
September 14, 2007

/s/ Allan L. Gropper
UNITED STATES BANKRUPTCY JUDGE