

Daniel H. Golden (DG-5624)
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Attorneys for the Official Committee of Unsecured
Creditors of Delta Air Lines, Inc., et al.

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

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In re: : Chapter 11
: :
DELTA AIR LINES, INC., et al., : Case No. 05-17923 (ASH)
: :
Debtors. : (Jointly Administered)
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**APPLICATION OF AKIN GUMP STRAUSS HAUER & FELD LLP,
COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
OF DELTA AIR LINES, INC. ET AL., FOR FINAL ALLOWANCE AND AWARD OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR SERVICES
RENDERED DURING THE PERIOD SEPTEMBER 28, 2005 THROUGH MARCH 31, 2007**

Name of Applicant: Akin Gump Strauss Hauer & Feld LLP

Authorized to Provide
Professional Services to: Official Committee of Unsecured Creditors

Date of Retention: November 14, 2005 (nunc pro tunc to September 28, 2005)

Period for which compensation
and reimbursement is sought: September 25, 2005 through March 31, 2007

Amount of Compensation sought as
actual, reasonable, and necessary: \$17,280,884.75

Amount of Expense Reimbursement sought
as actual, reasonable, and necessary: \$867,136.44

Prior Interim Fee Applications:

Time Period	Fees	Expenses	Status
09/28/05 – 01/31/06	\$5,836,200.50	\$162,657.94	Approved by order of this Court dated June 5, 2006.
02/01/06 – 05/31/06	\$3,406,291.75	\$240,803.06	Approved by order of this Court dated August 23, 2006.
06/01/06 – 09/30/06	\$2,440,098.75	\$150,778.79	Approved by order of this Court dated December 20, 2006.
10/01/06 – 01/31/07	\$3,931,912.75	\$212,773.55	Approved by order of this Court dated April 19, 2007.

DELTA AIR LINES, INC.
SEPTEMBER 28, 2005 THROUGH MARCH 31, 2007

PARTNERS	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	RATE	AMOUNT¹
Stephen M. Baldini	Litigation	New York – 1991	353.50	\$620.00	\$214,622.00
Lisa G. Beckerman	Financial Restructuring	New York – 1989	2,561.35	\$815.00	\$1,982,944.25
David H. Botter	Financial Restructuring	New York – 1990	2,709.80	\$735.00	\$1,835,591.50
Nancy Chung	Litigation	New Jersey – 1995	111.30	\$570.00	\$63,441.00
Eugene F. Cowell	Corporate	New York - 1984	1.70	\$580.00	\$986.00
Patrick J. Dooley	Corporate	New York - 1983	0.40	\$650.00	\$260.00
Richard D. Fladung	Intellectual Property	Kansas - 1980	51.40	\$525.00	\$26,985.00
Joseph Ginsberg	Real Estate	New York – 1990	9.70	\$545.00	\$5,286.50
Daniel H. Golden	Financial Restructuring	New York – 1978	1,461.45	\$895.00	\$1,233,540.25
Christopher Gores	Corporate	New York - 1968	0.60	\$675.00	\$450.00
Peter J. Gurfein	Financial Restructuring	New York - 1976	0.50	\$625.00	\$312.50
Scott M. Heimberg	Litigation	District of Columbia - 1987	3.70	\$525.00	\$1,942.50
L. Rachel Helyar	Litigation	California – 1997	296.60	\$500.00	\$144,625.00
Paul B. Hewitt	Litigation	District of Columbia – 1979	184.05	\$700.00	\$127,032.75
Robert H. Hotz, Jr.	Litigation	New York -1999	0.40	\$620.00	\$248.00
Mitchell P. Hurley	Litigation	New York – 1997	734.70	\$650.00	\$408,523.00
Howard Jacobson	Tax	District of Columbia – 1979	297.90	\$580.00	\$166,413.00
Kristen O. Jesulaitis	Corporate	Texas – 1995	27.90	\$450.00	\$12,555.00
Ronald M. Johnson	Labor	District of Columbia – 1979	4.80	\$525.00	\$2,520.00
Julie M. Kaufer	Corporate	California – 1999	83.10	\$510.00	\$41,570.00
Douglas W. Killip	Tax	New York - 1988	5.00	\$625.00	\$3,125.00
Brian A. Kilmer	Financial Restructuring	Texas – 1999	1,889.10	\$550.00	\$854,872.50
Kim Koopersmith	Litigation	New York – 1985	4.10	\$675.00	\$2,767.50

PARTNERS	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	RATE	AMOUNT¹
Stephen B. Kuhn	Corporate	New York – 1991	197.10	\$675.00	\$126,445.00
Timothy L. Lafrey	Corporate	Texas – 1986	239.80	\$575.00	\$126,950.00
Alan Laves	Corporate	Texas – 1985	8.20	\$625.00	\$5,022.50
Edward P. Lazarus	Litigation – 1994	Pennsylvania – 1994	114.95	\$625.00	\$69,992.25
Susan H. Lent	Public Law & Policy	District of Columbia – 1998	2.50	\$525.00	\$1,262.50
Michael S. Mandel	Corporate	District of Columbia – 1975	2,049.50	\$650.00	\$1,246,499.50
Douglass Maynard	Litigation	New York – 1987	15.80	\$620.00	\$9,796.00
Bruce Mendelsohn	Corporate	Maryland – 1977	4.50	\$695.00	\$3,182.50
Daniel J. Micciche	Tax	Texas - 1981	46.70	\$550.00	\$25,685.00
Russell W. Parks	Corporate	New York – 1973	120.50	\$790.00	\$90,283.00
Steven M. Pesner	Litigation	New York - 1972	1.50	\$895.00	\$1,342.50
Anthony Salandra	Real Estate	California – 1980	14.80	\$495.00	\$7,088.00
Adrienne Scerbak	ERISA	New York – 1994	276.10	\$615.00	\$151,556.00
Robin M. Schachter	Tax	District of Columbia – 1997	47.00	\$605.00	\$28,294.00
David P. Simonds	Financial Restructuring	New York – 1993	2,213.95	\$625.00	\$1,265,962.25
Hushmand Sohaili	Corporate	California – 1979	3.15	\$575.00	\$1,811.25
John Strickland	Corporate	Texas – 1974	43.60	\$630.00	\$27,468.00
Anthony W. Swisher	Litigation	District of Columbia – 1996	16.70	\$500.00	\$7,087.00
Mark J. Volow	Corporate	New York - 1981	6.70	\$660.00	\$4,422.00
Charles L. Warren	Labor	Texas – 1974	305.80	\$525.00	\$160,545.00
Thomas W. Weir	Tax	Texas - 1973	3.90	\$635.00	\$2,476.50
Richard L. Wyatt	Labor	Georgia – 1979	8.20	\$650.00	\$5,330.00
David M. Zensky	Litigation	New York – 1988	56.40	\$635.00	\$35,814.00

COUNSEL	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	RATE	AMOUNT¹
Michelle Burg	Labor	New York – 2001	0.50	\$440.00	\$220.00
Jessica M. Cherry	ERISA	California – 2000	1.00	\$420.00	\$420.00
Tuneen Chisolm	Litigation	California – 2000	6.70	\$360.00	\$2,412.00
James P. Chou	Litigation	New York – 1997	145.50	\$480.00	\$69,840.00
Roberta F. Colton	Real Estate	California - 1975	37.15	\$420.00	\$15,603.00
Patrick M. Cox	Tax	New York – 1997	835.00	\$595.00	\$413,430.50
Tracy Crum	Corporate	Texas – 1998	0.60	\$470.00	\$282.00
Vincent DeLeo	Litigation	New York - 1999	63.20	\$480.00	\$30,336.00
Stefan Dombrowski	Corporate	New York – 1991	327.75	\$535.00	\$168,857.50
David A. Donohoe	Litigation	District of Columbia - 1969	21.90	\$735.00	\$16,096.50
Timothy Fanning	Corporate	New York – 2003	20.30	\$455.00	\$9,506.50
Laura FitzRandolph	Labor	District of Columbia	13.70	\$415.00	\$5,685.50
Drake D. Foster	Financial Restructuring	California – 2000	1,534.70	\$495.00	\$624,214.50
Rachael L. Gerstein	Litigation	New York – 2001	14.70	\$510.00	\$7,497.00
Merrill C. Godfrey	Litigation	District of Columbia - 1999	6.60	\$385.00	\$2,541.00
Karen G. Green	Public Law & Policy	District of Columbia - 1995	0.60	\$430.00	\$258.00
James Humphrey	Corporate	New York - 1997	116.20	\$415.00	\$46,223.00
Erica M. Johnson	Corporate	Ohio – 1997	113.40	\$500.00	\$50,983.00
Blossom Kan	Litigation	New York – 1999	105.70	\$480.00	\$50,101.50
Jeffrey P. Kehne	Litigation	Illinois – 1988	75.40	\$475.00	\$33,964.00
Scott H. Kimpel	Corporate	Texas – 1998	365.80	\$500.00	\$143,084.00
Natasha G. Kohne	Litigation	New York – 2001	0.80	\$440.00	\$352.00
Jeffrey McMillen	Public Law & Policy	District of Columbia – 2004	25.80	\$500.00	\$12,932.50
Mark T. Mitchell	Real Estate	Texas – 1997	12.20	\$460.00	\$5,505.50
William A. Norris	Litigation	California – 1955	19.10	\$725.00	\$13,847.50

COUNSEL	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	RATE	AMOUNT¹
Lee E. Potts	Corporate	Texas – 1999	194.00	\$395.00	\$70,484.00
Abid Qureshi	Financial Restructuring	New York – 1995	349.95	\$575.00	\$185,297.25
Shuba Satyaprasad	Financial Restructuring	New York – 2000	1,316.45	\$575.00	\$662,407.00
Johanna R. Shargel	Litigation	New York – 1999	210.30	\$450.00	\$94,535.00
Michael Small	Litigation	District of Columbia – 1988	2.00	\$550.00	\$1,100.00
Lorne Smith	Corporate	New York – 1984	1.20	\$480.00	\$576.00
Charles V. Stewart	Labor	District of Columbia – 1989	0.60	\$490.00	\$294.00
John Storz	Corporate	New York – 1997	3.00	\$455.00	\$1,365.00
Michael J. Threet	Tax	Texas – 1991	28.80	\$415.00	\$11,952.00
Robert Treiman	Litigation	California – 1988	1.10	\$450.00	\$495.00
Roman V. Troitsky	Corporate	New York – 2001	20.40	\$530.00	\$9,807.00
James R. Tucker	Public Law & Policy	District of Columbia – 1999	2.00	\$460.00	\$920.00
Jessica Weisel	Litigation	California – 1994	5.00	\$425.00	\$2,125.00
Joyce Wong-Kup	Environmental	California – 2000	19.30	\$370.00	\$7,141.00
ASSOCIATES	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	RATE	AMOUNT¹
Philip M. Abelson	Financial Restructuring	California – 2000	687.30	\$440.00	\$302,412.00
Yewande Akinwolemiwa	Financial Restructuring	Texas – 2006	119.30	\$285.00	\$30,444.50
Jeffrey Anapolsky	Financial Restructuring	New York - 2000	9.40	\$325.00	\$3,055.00
Bernard K. Asirif	Corporate	District of Columbia - 2005	24.85	\$230.00	\$5,715.50
Mathew J. Atlas	Litigation	New York – 2004	264.70	\$350.00	\$90,835.00
Andy Bae	Corporate	Not Yet Admitted	14.50	\$230.00	\$3,335.00
Kimberly A. Baker	Litigation	New York - 2005	11.90	\$230.00	\$2,737.00
Sarah Baumgartel	Litigation	New York – 2005	70.30	\$315.00	\$22,144.50
Jamie L. Berger	Litigation	New York – 2004	131.00	\$430.00	\$46,819.00

ASSOCIATES	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	RATE	AMOUNT¹
Carlos Bermudez	Corporate	California – 2002	92.50	\$325.00	\$26,502.50
Barry J. Brooks	Litigation	Texas - 2004	21.00	\$230.00	\$4,830.00
Robert J. Boller	Litigation	New York – 2007	98.30	\$260.00	\$25,558.00
Jeremy F. Bollinger	Litigation	California – 2006	8.00	\$260.00	\$1,868.00
Gerald Buechler	Corporate	Texas – 1992	52.70	\$280.00	\$15,099.50
Magdalena Camillo	Corporate	New York – 2005	358.50	\$300.00	\$84,603.50
Tracy L. Casadio	Litigation	California – 2005	1.60	\$270.00	\$432.00
Noelle Chadwick	Financial Restructuring	New York – 2005	98.70	\$275.00	\$27,142.50
Asma S. Chandani	Litigation	California – 2006	26.20	\$250.00	\$6,550.00
Cynthia Chou	Labor	California – 2006	11.70	\$255.00	\$2,983.50
Ryan T. Cosgrove	Litigation	Texas - 2005	16.50	\$230.00	\$3,795.00
J. Merritt Crosby	Financial Restructuring	California – 2005	279.50	\$235.00	\$65,423.50
Elizabeth A. Cyr	Labor	District of Columbia – 2005	27.10	\$230.00	\$6,233.00
James d'Auguste	Litigation	New York – 1997	95.20	\$455.00	\$43,316.00
Kenneth A. Davis	Financial Restructuring	New York – 1996	565.19	\$475.00	260,200.25
Christina J. DeVries	Litigation	New York – 2004	51.70	\$350.00	\$18,095.00
Christine D. Doniak	Litigation	New York – 1998	210.05	\$310.00	\$51,761.50
Debra A. Drake	Litigation	Texas – 2002	13.70	\$315.00	\$4,315.50
Elena Dubinsky	Corporate	California – 2002	17.70	\$285.00	\$5,044.50
Melissa L. Dulski	Labor	New York – 2002	86.60	\$365.00	\$27,735.00
Neil H. Farbman	Litigation	District of Columbia – 2005	14.00	\$230.00	\$3,220.00
Angela Ferrante	Financial Restructuring	New York – 2001	36.20	\$450.00	\$16,290.00
Albert Feurer	Tax	New York – 1979	6.00	\$500.00	\$3,000.00
Shannon M. Fink	Labor	District of Columbia – 2006	26.10	\$230.00	\$6,003.00
Shannon J. Fohn	Public Law & Policy	Texas – 2003	13.80	\$205.00	\$2,849.50

ASSOCIATES	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	RATE	AMOUNT¹
Jamie L. Fonalledas	Real Estate	Florida – 2005	491.10	\$300.00	\$116,834.00
Leah S. Frank	Tax	New York – 2005	1.20	\$410.00	\$492.00
Charles W. Frick	Litigation	District of Columbia – 2001	14.50	\$335.00	\$4,857.50
Joseph Friedman	Real Estate	California – 2002	37.50	\$345.00	\$12,028.50
Paul Gennari	Intellectual Property	New York – 2006	20.90	\$360.00	\$7,524.00
David Gorski	Intellectual Property	Texas – 2005	64.70	\$235.00	\$14,898.50
Katherine Gregory	Tax	Not Yet Admitted	5.80	\$290.00	\$1,682.00
Sharmaine Heng	Tax	Not Yet Admitted	76.40	\$295.00	\$22,491.00
Jessie A. Herrera	Financial Restructuring	Texas – 2002	103.10	\$325.00	\$30,347.50
Patrick J. Ivie	Financial Restructuring	California – 2002	184.80	\$325.00	\$53,244.00
Rebecca E. Jonah	Financial Restructuring	California – 2000	356.00	\$345.00	\$117,018.00
David V. Kay	Financial Restructuring	Not Yet Admitted	867.40	\$310.00	\$258,088.00
Adam J. Kerndt	Labor	District of Columbia – 2006	50.30	\$235.00	\$11,750.00
Hyongsoon Kim	Litigation	New York – 2004	200.80	\$410.00	\$79,565.00
Gina L. Lauriero	ERISA	New York – 2005	714.60	\$400.00	\$229,310.00
Kathleen C. Lecht	Litigation	New York – 2006	140.70	\$260.00	\$36,582.00
Sofia Lunia	Litigation	New York – 2001	165.10	\$220.00	\$33,752.00
James A. Mathew	Litigation	Texas – 2005	11.70	\$230.00	\$2,691.00
Jonah E. McCarthy	Litigation	Texas – 2005	12.00	\$230.00	\$2,760.00
Robert McGrail	Corporate	Virginia – 2005	61.90	\$235.00	\$14,251.50
Keith Melman	Corporate	California – 2005	45.10	\$315.00	\$14,206.50
Joel R. Meyer	Litigation	California – 2006	1.80	\$250.00	\$450.00
Nicole M. Morgan	Labor	District of Columbia – 2003	32.80	\$285.00	\$9,348.00
Katherine Morici	Corporate	New York – 1996	6.00	\$450.00	\$2,730.00
Elizabeth A. Murfee	Corporate	Texas – 2004	27.40	\$285.00	\$6,358.00

ASSOCIATES	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	RATE	AMOUNT¹
Maruti R. Narayan	Tax	New York – 2006	427.20	\$400.00	\$128,495.00
David W. Nelson	Litigation	California – 2005	542.55	\$300.00	\$132,279.50
Deborah Newman	Litigation	New York – 2003	50.70	\$385.00	\$16,984.50
Shanna L. Nugent	Corporate	Texas – 2003	4.40	\$260.00	\$1,144.00
Jessica M. Payne	Corporate	Texas – 2006	213.20	\$235.00	\$49,327.00
Elizabeth W. Pierce	Corporate	New York – 2005	19.30	\$260.00	\$5,018.00
Amy G. Piper	Litigation	Not Yet Admitted	51.00	\$260.00	\$13,260.00
Carsten M. Reichel	Litigation	District of Columbia – 2004	63.10	\$295.00	\$18,614.50
Mark E. Ricardo	Real Estate	District of Columbia – 1999	1.50	\$395.00	\$592.50
Kevin D. Rice	Corporate	Texas – 2000	10.00	\$225.00	\$3,350.00
Laura A. Russell	Litigation	Texas – 2004	4.80	\$230.00	\$1,104.00
Shannon Shah	Litigation	New York – 2005	29.30	\$315.00	\$9,229.50
James E. Sherry	Litigation	Massachusetts – 2003	16.10	\$230.00	\$3,703.00
David A. Smith	Litigation	Not Yet Admitted	114.10	\$275.00	\$30,773.00
Suzanne Spradley	Insurance	Texas – 2000	19.05	\$315.00	\$6,000.75
Alla V. Stewart	Tax	New York – 2004	37.90	\$270.00	\$10,233.00
Paul E. Supple	Corporate	Texas – 2003	37.60	\$260.00	\$9,776.00
Jennifer P. Sullivan	Labor	New York – 2001	6.80	\$390.00	\$2,652.00
William D. Taylor	Litigation	Texas – 2004	4.70	\$230.00	\$1,081.00
Jena M. Valdetero	Litigation	Maryland – 2005	15.90	\$230.00	\$3,657.00
Daniel Z. Vira	ERISA	New York – 1993	181.90	\$385.00	\$66,481.00
Ashley F. Waters	Litigation	New York – 2006	6.60	\$260.00	\$1,716.00
Ephraim Wernick	Litigation	Texas – 2003	24.20	\$260.00	\$6,292.00
James A. Wright	Financial Restructuring	New York – 2005	2,038.95	\$425.00	\$668,703.75

ASSOCIATES	DEPARTMENT	STATE OF BAR ADMISSION – YEAR	HOURS	RATE	AMOUNT¹
Tobias Zimmerman	Litigation	New York – 2001	9.90	\$335.00	\$3,316.50
David B. Zisseron	Litigation	District of Columbia – 2005	19.20	\$230.00	\$4,416.00
LAW CLERKS			HOURS	RATE	AMOUNT¹
Nathan M. Cherry			3.60	\$150.00	\$540.00
Jacqueline R. Hall			4.00	\$150.00	\$600.00
Brad M. Kahn			2.60	\$180.00	\$468.00
Natalie E. Levine			22.90	\$185.00	\$4,190.00
LEGAL ASSISTANTS	DEPARTMENT		HOURS	RATE	AMOUNT¹
Sarah E. Bolen	Labor		0.40	\$105.00	\$42.00
Jacqueline Carter	Litigation		54.50	\$85.00	\$4,615.00
Mary Ann Casey	Corporate		2.00	\$210.00	\$420.00
Virginia Chan	Intellectual Property		2.90	\$95.00	\$275.50
Tabassum Chowhury	Litigation		33.50	\$165.00	\$5,478.75
Kirk J. Conway	Litigation		4.75	\$155.00	\$735.25
Kathleen M. Diina	Labor		67.20	\$95.00	\$6,384.00
Anh Dinh	Litigation		27.30	\$125.00	\$3,412.50
Dana K. Drake	Financial Restructuring		16.90	\$150.00	\$2,507.00
Alexis H. Grant	Corporate		8.20	\$100.00	\$820.00
Patricia L. Gunn	Corporate		52.00	\$160.00	\$7,857.50
Jeffrey R. Julio	Real Estate		9.30	\$95.00	\$883.50
Tamera L. Keeman	Financial Restructuring		7.30	\$130.00	\$949.00
Calvin K. Kwan	Intellectual Property		7.00	\$160.00	\$1,120.00
Lauren N. Lee	Financial Restructuring		500.80	\$185.00	\$83,565.50
Michele Lee	Litigation		14.50	\$175.00	\$2,537.50

LEGAL ASSISTANTS	DEPARTMENT		HOURS	RATE	AMOUNT¹
James W. Ma.	Litigation		33.25	\$175.00	\$5,808.75
Nicole V. Malign	Corporate		4.40	\$165.00	\$726.00
Lynn D. Marlin	Intellectual Property		64.10	\$165.00	\$10,578.50
Michael McCoy	Labor		29.00	\$85.00	\$2,465.00
Samuel D. McCoy	Litigation		5.50	\$145.00	\$797.50
Marianne Mulcahey	Public Law & Policy		2.60	\$185.00	\$475.00
Emmanuel Nikoludakis	Litigation		22.75	\$190.00	\$4,157.50
Reginald Orcel	Litigation		3.75	\$180.00	\$675.00
Brenda R. Patrick	Financial Restructuring		23.20	\$165.00	\$3,753.00
Omar Quervalu	Litigation		1.50	\$260.00	\$240.00
Jennifer Rajkowski	Corporate		9.80	\$160.00	\$1,545.00
Cheryl Roberts	Litigation		131.20	\$200.00	\$26,240.00
Nathan Rothstein	Litigation		5.00	\$150.00	\$750.00
Bradley J. Rowe	Financial Restructuring		40.50	\$165.00	\$6,585.00
Stacy R. Sandusky	Litigation		23.60	\$195.00	\$4,602.00
Lori E. Silverstein	Litigation		1.00	\$95.00	\$95.00
Risa J. Slavin	Litigation		55.80	\$185.00	\$10,278.00
Tracy Southwell	Financial Restructuring		274.60	\$195.00	\$51,542.50
Peter J. Sprofera	Financial Restructuring		617.60	\$225.00	\$120,270.00
Temporary Legal Assistants			28.00	\$50.00 - \$55.00	\$1,522.50
Rebecca A. Turbish	Litigation		60.40	\$130.00	\$6,965.50
Angie Von Pageler	Litigation		21.70	\$95.00	\$2,061.50
Betty J. Woods	Financial Restructuring		23.70	\$165.00	\$3,947.50
Edwin Wu	litigation		7.90	\$165.00	\$778.50

LEGAL ASSISTANTS	DEPARTMENT		HOURS	RATE	AMOUNT¹
Azalia B. Wynter	Litigation		351.90	\$175.00	\$61,557.50
Jeffrey K. Yau	Corporate		0.40	\$170.00	\$68.00
Danielle N. Zahaba	Litigation		23.90	\$155.00	\$3,617.50
TOTAL			36,513.79		\$17,280,884.75

¹ During the compensation period, Akin Gump increased its hourly rates. The amount in this column was calculated using the hourly rate in effect at the time the services were rendered.

DELTA AIR LINES, INC.
COMPENSATION BY PROJECT CATEGORY
SEPTEMBER 28, 2005 THROUGH MARCH 31, 2007

Project Category	Total Hours	Total Fees
General Case Administration	2,242.39	\$1,074,628.75
Akin Gump Fee Applications/Monthly Fee Statements	497.70	\$170,289.50
Analysis of Other Professionals Fee Applications	236.00	\$115,829.50
Review of Schedules and SOFAs	66.10	\$26,143.50
Retention of Professionals	1,184.00	\$445,781.00
Creditors' Committee Meetings	1,528.80	\$878,789.00
Court Hearings	608.65	\$331,761.50
Financial Reports and Analysis	320.50	\$231,458.50
DIP, Cash Collateral and Exit Financing	521.10	\$247,562.50
Executory Contracts/License Agreements	782.45	\$346,878.25
General Claims Analysis/Claims Objections	156.40	\$70,640.00
Analysis of Pre-Petition Transactions	793.55	\$337,553.00
Airplane Leasing/Financing	13,396.70	\$6,150,265.00
Analysis of Secured Claim/Adequate Protection Issues	1,160.20	\$450,464.00
Lift Stay Litigation	409.20	\$164,664.00
General Adversary Proceedings	113.10	\$42,856.50
Tax Issues	1,725.00	\$744,211.50
Labor Issues/Employee Benefits	7,478.45	\$3,640,923.00
Real Estate Issues/Leases	311.45	\$121,897.50
Exclusivity	46.10	\$27,332.50

Project Category	Total Hours	Total Fees
Plan, Disclosure Statement and Related Documentation	841.70	\$566,111.50
Asset/Stock Transactions/Business Liquidation	1,199.40	\$636,333.00
Travel (billed at 50% of actual time)	148.95	\$90,246.00
Airport Revenue Bonds	745.90	\$368,265.50
Totals	36,513.79	\$17,280,884.75

DELTA AIR LINES, INC.
DISBURSEMENT SUMMARY
SEPTEMBER 28, 2005 THROUGH MARCH 31, 2007

Courier Service/Postage	\$21,953.18
Long Distance Calls/Conference Calls	\$347,447.05
Duplicating/Third Party Duplicating Charges	\$88,773.81
Facsimile/Third Party Facsimile Charges	\$923.41
Court Costs	\$3,768.00
Contract Labor (Billed at Cost)	\$427.50
Press Release Expenses	\$682.09
Meals/Committee Meeting Expenses	\$52,697.70
Professional Fees – Process Server	\$1,632.70
Deposition & Transcript Expenses	\$32,731.32
Travel Expenses	\$110,565.18
Computerized Research/Outside Research Expenses	\$205,535.00
TOTAL	\$867,136.44

Hearing Date and Time: August 20, 2007 at 2:30 p.m.
Objection Deadline: July 16, 2007 at 4:00 p.m.

Daniel H. Golden (DG-5624)
Lisa G. Beckerman (LB-9655)
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Attorneys for the Official Committee of Unsecured
Creditors of Delta Air Lines, Inc., et al.

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

-----X
In re: : Chapter 11
: :
DELTA AIR LINES, INC., et al., : Case No. 05-17923 (ASH)
: :
Debtors. : (Jointly Administered)
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**APPLICATION OF AKIN GUMP STRAUSS HAUER & FELD LLP,
COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
OF DELTA AIR LINES, INC. ET AL., FOR FINAL ALLOWANCE AND AWARD OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR SERVICES
RENDERED DURING THE PERIOD SEPTEMBER 28, 2005 THROUGH MARCH 31, 2007**

**TO THE HONORABLE ADLAI S. HARDIN, JR.,
UNITED STATES BANKRUPTCY JUDGE:**

Akin Gump Strauss Hauer & Feld LLP ("Akin Gump" or "Applicant"), counsel to the
Official Committee of Unsecured Creditors (the "Creditors' Committee") of Delta Air Lines, Inc.
("Delta") and certain of its subsidiaries and affiliates (collectively, the "Debtors"), for its

application (the "Application")¹ pursuant to 11 U.S.C. § 330 for a final allowance and award of compensation for services rendered and for reimbursement of expenses incurred in connection therewith, respectfully represents:

I. INTRODUCTION

1. By this Application, Akin Gump seeks (i) final allowance and award of fees and expenses in the aggregate amount of \$16,380,517.09 for the period September 28, 2005 through January 31, 2007 (the "Prior Interim Compensation Period"), which compensation was previously awarded to Akin Gump on an interim basis pursuant to prior orders of this Court; and (ii) final allowance of fees and expenses in the aggregate amount of \$1,767,504.10 for the period February 1, 2007 through March 31, 2007 (the "Current Compensation Period", and together with the Prior Interim Compensation Period, the "Compensation Period").

2. This Application is submitted pursuant to Section 8.1 (a) of the Debtors' Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code (the "Debtors' Joint Plan"), which was confirmed by an order of this Court dated April 25, 2007 (the "Confirmation Order"). The Debtors' Joint Plan became effective on April 30, 2007 (the "Effective Date").

II. BACKGROUND

3. On September 14, 2005 (the "Petition Date"), each of the Debtors filed with this Court a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code").

¹ Detailed time records are not being filed with the Court but will be provided to the Debtors, the Office of the United States Trustee, the Court, the Retired Pilots Section 1114 Committee, and the Retired Non-Pilot Employees Section 1114 Committee. Parties in interest required to be served with monthly fee statements pursuant to the Administrative Fee Order (as defined below) have previously received such records. Copies of these records will be made available to other parties in interest upon request. This procedure has been discussed with the Office of the United States Trustee.

4. Since the Petition Date and until the Effective Date, the Debtors continued in possession of their property and have continued to operate and manage their businesses as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

5. This Court has jurisdiction over the Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). The statutory bases for the relief requested herein are sections 330 and 331 of the Bankruptcy Code and Rules 2002(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

Creditors’ Committee Formation

6. On September 28, 2005 (the “Creditors’ Committee Formation Date”), pursuant to section 1102 of the Bankruptcy Code, the United States Trustee appointed the Creditors’ Committee. As of the Effective Date, the Creditors’ Committee was comprised of nine members.² On the Creditors’ Committee Formation Date, the Creditors’ Committee selected Akin Gump to serve as counsel to the Creditors’ Committee, pursuant to section 1103(a) of the Bankruptcy Code. On November 17, 2005, this Court entered an order authorizing the retention of Akin Gump as counsel to the Creditors’ Committee nunc pro tunc to September 28, 2005.

² As of the Effective Date, the Creditors’ Committee was comprised of the following entities: U.S. Bank National Association and U.S. Bank Trust National Association; Boeing Capital Corp.; Pension Benefit Guaranty Corporation; The Coca-Cola Company; Pratt & Whitney, a division of United Technologies Corporation; Air Line Pilots Association, International; CarVal Investors; Fidelity Advisor Series II: Fidelity Advisor High Income Advantage Fund; and The Bank of New York. In addition, the Kenton County Airport Board (Cincinnati/Northern Kentucky Airport) and the Hartsfield-Jackson Atlanta International Airport are *ex officio* members of the Creditors’ Committee.

Payments to Akin Gump

7. Except for payments made pursuant to the Administrative Fee Order and previous orders entered by this Court, applicant has received no payment and no promises for payment from any source other than the Debtors' estates for services rendered in connection with these chapter 11 cases. There is no agreement or understanding between the Applicant and any other person (other than members of Akin Gump) for the sharing of compensation to be received for the services rendered in these chapter 11 cases.

8. As stated in the Affirmation of Lisa G. Beckerman, Esq., annexed hereto as Exhibit "A," all of the services for which final allowance and award of compensation is sought herein were rendered for or on behalf of the Creditors' Committee solely in connection with these chapter 11 cases.

9. Pursuant to the Administrative Fee Order during the Current Compensation Period, Akin Gump sent to the Debtors and the appropriate notice parties its: (i) Monthly Fee Statement, dated March 20, 2007, for Compensation and for Reimbursement of Expenses for Services Rendered during the Period February 1, 2007 through February 28, 2007 in the amounts of \$771,573.50 for fees and \$65,468.54 for expenses (the "February Monthly Fee Statement"); and (ii) Monthly Fee Statement, dated April 20, 2007, for Compensation and for Reimbursement of Expenses for Services Rendered during the Period March 1, 2007 through March 31, 2007 in the amounts of \$895,807.50 for fees and \$34,654.56 for expenses (the "March Monthly Fee Statement").

10. Pursuant to the Administrative Fee Order, Akin Gump has received payment of 80% of the fees requested and 100% of the expenses requested, respectively, with respect to the February Monthly Fee Statement and the March Monthly Fee Statement.

11. On March 6, 2006, Akin Gump filed its first application for interim allowance of compensation in the amount of \$5,835,200.50 and for reimbursement of expenses in the amount of \$162,657.94 for services rendered during the period September 28, 2005 through January 31, 2006 (the "First Interim Fee Application"). On June 5, 2006, this Court entered an order allowing the fees and expenses requested in the First Interim Fee Application (the "First Interim Fee Order"). Akin Gump has received payment of the fees and expenses allowed pursuant to the First Interim Fee Order.

12. On July 13, 2006, Akin Gump filed its second application for interim allowance of compensation in the amount of \$3,406,291.75 and for reimbursement of expenses in the amount of \$240,803.06 for services rendered during the period February 1, 2006 through May 31, 2006 (the "Second Interim Fee Application"). On August 21, 2006, this Court entered an order allowing the fees and expenses requested in the Second Interim Fee Application (the "Second Interim Fee Order"). Akin Gump has received payment of the fees and expenses allowed pursuant to the Second Interim Fee Order.

13. On November 9, 2006, Akin Gump filed its third application for interim allowance of compensation in the amount of \$2,440,098.75 and for reimbursement of expenses in the amount of \$150,778.79 for services rendered during the period June 1, 2006 through September 30, 2006 (the "Third Interim Fee Application"). On December 18, 2006, this Court entered an order allowing the fees and expenses requested in the Third Interim Fee Application (the "Third Interim Fee Order"). Akin Gump has received payment of the fees and expenses allowed pursuant to the Third Interim Fee Order.

14. On March 15, 2007, Akin Gump filed its fourth application for interim allowance of compensation in the amount of \$3,931,912.75 and for reimbursement of expenses in the

amount of \$212,773.55 for services rendered during the period October 1, 2006 through January 31, 2007 (the "Fourth Interim Fee Application"). On April 19, 2007, this Court entered an order allowing the fees and expenses requested in the Fourth Interim Fee Application (the "Fourth Interim Fee Order"). Akin Gump has received payment of the fees and expenses allowed pursuant to the Fourth Interim Fee Order.

III. SUMMARY OF SERVICES RENDERED

15. Since September 28, 2005, Akin Gump has rendered professional services to the Creditors' Committee as requested and as necessary and appropriate in furtherance of the interests of the Debtors' unsecured creditors. The variety and complexity of the issues in these chapter 11 cases and the need to act or respond to such issues on an expedited basis in furtherance of the Creditors' Committee's needs have required the expenditure of substantial time by Akin Gump personnel from several legal disciplines.

16. Akin Gump maintains written records of the time expended by attorneys and paraprofessionals in the rendition of their professional services to the Creditors' Committee. Such time records are presented in a form that is in compliance with the Local Bankruptcy Rules for the Southern District of New York and were made contemporaneously with the rendition of services by the person performing such services and in the ordinary course of Akin Gump's practice. A compilation showing the name of the attorney or paraprofessional, the date on which the services were performed, a description of the services rendered, and the amount of time spent in performing the services during the Compensation Period is annexed hereto as Exhibit "B."³ Additionally, attached hereto as Exhibit "C" is a schedule of the hours expended by the attorneys

³ The compilation annexed to this Application as Exhibit "B" will not be filed with this Application, but will be served on the Debtors, the Office of the United States Trustee, the Court, the Retired Pilots Section 1114 Committee, and the Retired Non-Pilot Employees Section 1114 Committee.

and paraprofessionals during the Compensation Period, their normal hourly rates, and the value of their services.

17. Akin Gump also maintains records of all actual and necessary out-of-pocket expenses incurred in connection with the rendition of its professional services, all of which are also available for inspection. A schedule of the categories of expenses and amounts for which reimbursement is requested is annexed hereto as Exhibit "D."

18. Akin Gump respectfully submits that the professional services that it rendered on behalf of the Creditors' Committee were necessary and appropriate, and have directly contributed to the effective administration of these chapter 11 cases.

19. The following summary of services rendered during the Compensation Period is not intended to be a detailed description of the work performed, as the day-to-day services and the time expended in performing such services are fully set forth in Exhibit "B." Rather, it is merely an attempt to highlight those areas in which services were rendered to or on behalf of the Creditors' Committee, as well as to identify some of the problems and issues that Akin Gump was required to address.

(i) Case Administration

20. A portion of the services rendered during the Compensation Period related to the initial organization of the Creditors' Committee and matters related thereto. Akin Gump's attention to the Creditors' Committee's organizational needs during the Compensation Period, including the preparation of bylaws and oversight of the financial advisor selection process for the Creditors' Committee, enabled the Creditors' Committee to function as a coordinated group and to acquit its fiduciary duties. Akin Gump worked closely with the Creditors' Committee as it established subcommittees to more efficiently handle specific issues that have arisen in these

chapter 11 cases. The following subcommittees were formed: (a) the U.S. Trustee Liaison Subcommittee, serving as liaison between the Creditors' Committee and the United States Trustee's office on professional fees; (b) the Financial Advisor Fees Subcommittee, formed to review and negotiate the proposed fee arrangements of the Debtors' proposed financial advisors; (c) the Fleet Subcommittee, serving to review and negotiate aircraft issues arising under section 1110 of the Bankruptcy Code; (d) the Pension Subcommittee, serving to review and negotiate pension claims; and (e) the Board of Director Subcommittee, serving to assist in the selection of the New Delta Board.

21. Akin Gump reviewed and analyzed all motions filed by the Debtors and other parties in interest in these cases, and any objections thereto. In connection with such motions, Akin Gump conducted extensive due diligence to, among other things, determine and understand the effect the requested relief would have on the Debtors, their businesses, and the administration of these cases. These diligence efforts included reviewing and understanding all underlying documentation related to the applicable motion, conferring with representatives of the Debtors and third parties, and working with the other professionals for the Creditors' Committee to ensure that the Creditors' Committee had a complete understanding of the effect the granting of the relief requested in a given pleading would have on the Debtors' businesses and reorganization efforts.

22. Akin Gump kept the Creditors' Committee members advised of all material developments during the Compensation Period through detailed memoranda and, as appropriate, conference calls or in-person meetings with all or a portion of the Creditors' Committee.

23. In addition, among other things, Akin Gump routinely held internal meetings with the professionals assigned to this matter to ensure that Akin Gump was able to successfully represent the Creditors' Committee in the most efficient manner at the least cost to these estates.

24. Due to Akin Gump's experience in counseling creditors' committees, Akin Gump believes it was able to efficiently address all issues relating to case administration that have arisen during the pendency of these chapter 11 cases. As discussed in detail above, at the request of the Creditors' Committee, Akin Gump assisted in or took the lead in analyzing all motions presented by the Debtors, and advised the Creditors' Committee on its own initiatives and directions for the Debtors' chapter 11 cases. In addition, Akin Gump coordinated all Creditors' Committee activities, including attending to member issues and setting agendas for the Creditors' Committee's conference calls. Akin Gump also consulted with Houlihan Lokey Howard & Zukin ("HLHZ") and Mesirow Financial Consulting ("MFC"), the Creditors' Committee's financial advisors, with respect to most, if not all, issues arising in these cases, as well as all information received from the Debtors, their representatives, and other sources.

(ii) Creditors' Committee Meetings

25. The Creditors' Committee played a very active role in these cases during this Compensation Period. At least once per week during the Compensation Period, Akin Gump, together with the other Creditors' Committee professionals, held telephonic conferences on in-person meetings with the full Creditors' Committee. In addition, Akin Gump had many telephonic conferences with the Chair of the Creditors' Committee, the numerous Creditors' Committee's subcommittees, and individual members of the Creditors' Committee.

26. Prior to these conferences, Akin Gump reviewed and analyzed each pending matter requiring the Creditors' Committee's attention and all underlying documentation in connection

