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Hearing Date:
August 20, 2007 at 2:30 p.m.

Objection Deadline:
July 16, 2007 at 4:00 p.m.

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Counsel for Section 1114 Committee

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

DELTA AIR LINES, INC., et al.

Debtors.

Chapter 11
Case No. 05-17923 (ASH)
(Jointly Administered)

**SUMMARY SHEET FOR FINAL APPLICATION FOR ALLOWANCE AND
PAYMENT OF COMPENSATION AND REIMBURSEMENT OF FEES
AND EXPENSES OF FOLEY & LARDNER LLP AS LOCAL COUNSEL FOR THE
SECTION 1114 NON-PILOT RETIREE COMMITTEE**

Name of Applicant:	Foley & Lardner LLP
Role in Case:	Local Counsel for the Section 1114 Non-Pilot Retiree Committee
Date of Entry of Order Authorizing Employment:	October 27, 2005
Final Period for Which Compensation and Reimbursement is Sought:	February 1, 2007 through March 31, 2007 (final compensation period)
Amount of Compensation Sought as Actual, Necessary and Reasonable:	\$4,649.50 (final compensation period) \$65,820.00 (approved on interim basis)
Amount of Expense Reimbursement Sought as Actual, Necessary, and Reasonable:	\$75.33 (final compensation period) \$761.78 (approved on interim basis)
This is:	A Final Application
Total Professional Hours:	13.50 (final compensation period) 139.70 (approved on interim basis)
Total Paraprofessional Hours:	6.10 (final compensation period) 51.60 (approved on interim basis)
Blended Rate of Professionals (Including Paraprofessional)	\$344.41 (final compensation period) \$344.10 (approved on interim basis)
Blended Rate of Professionals (Excluding Paraprofessionals)	\$471.69 (final compensation period) \$416.80 (approved on interim basis)

Total Compensation Requested for Final Compensation Period: \$4,649.50
Total Expense Reimbursement Requested for Final Compensation Period: \$75.33

Total Compensation Previously Requested and Approved on Interim Basis: \$65,820.00
Total Expense Reimbursement Previously Requested and Approved on Interim Basis: \$761.78

PROFESSIONALS AND PARAPROFESSIONALS RENDERING SERVICES

From February 1, 2007 through March 31, 2007

<u>NAME</u>	<u>POSITION</u>	<u>YEAR ADMITTED TO BAR</u>	<u>HOURS</u>	<u>AVERAGE RATE</u>	<u>AMOUNT</u>
Hall, Katherine E.	Paralegal	N/A	6.10	\$190.00	\$1,159.00
Small, Michael J.	Partner	1991 – IL	0.30	\$510.00	\$153.00
Vaughan, Lori V.	Associate	1998 – FL	5.20	\$485.00	\$2,522.00
Wallison, Jeremy L.	Associate	1999 – NY	0.20	\$465.00	\$93.00
Wright, Derek L.	Associate	2001 – IL 2001 – WI	1.70	\$425.00	\$722.50
TOTAL:			13.50		\$4,649.50

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**FINAL APPLICATION FOR ALLOWANCE AND PAYMENT OF
COMPENSATION AND REIMBURSEMENT OF FEES AND EXPENSES OF
FOLEY & LARDNER LLP AS LOCAL COUNSEL FOR THE
SECTION 1114 NON-PILOT RETIREE COMMITTEE**

Foley & Lardner LLP (“Foley”), attorneys for the Section 1114 Non-Pilot Retiree Committee, for its application (the “Final Application”) for final allowance of: (1) compensation for professional services performed by Foley for the period from February 1, 2007 through March 31, 2007 (the “Final Compensation Period”), and for reimbursement of its actual and necessary expenses incurred during the Final Compensation Period, and (2) the \$66,581.78 in aggregate fees and expenses for which Foley received interim approval and was paid through its First, Second, Third and Fourth interim applications for compensation of fees and reimbursement of expenses (collectively, the “Prior Applications”). In support of the Final Application, Foley states as follows:

JURISDICTION

1. This Court has jurisdiction to consider this Final Application pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue of this case is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409, respectively. This Final Application requests relief pursuant to Sections 330, 331, 1103 and 1114 of Title 11 of the United States Code (the “Bankruptcy Code”).

GENERAL BACKGROUND

2. On September 14, 2005 (the “Petition Date”), the Debtors filed for chapter 11 protection.

3. The Section 1114 Non-Pilot Retiree Committee (the “Committee”) was appointed by this Court on November 5, 2005, pursuant to 11 U.S.C. § 1114(d).

4. On December 19, 2005, the Court entered an Order Authorizing the Employment and Retention Nunc Pro Tunc of Foley & Lardner LLP as Attorneys for the Committee (the “Retention Order”). The Retention Order allowed employment of Foley as of October 27, 2005.

PROFESSIONAL COMPENSATION AND REIMBURSEMENT REQUESTED

5. On October 6, 2005, the Court entered an Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code and Bankruptcy Rule 2016(a) to Establish Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals (the “Compensation Order”). Among other things, the Compensation Order directed professionals to prepare monthly fee statements and directed the Debtors to pay 80% of the fees and 100% of the expenses identified in the monthly fee statements (“Monthly Fee Statements”).

6. Pursuant to the Compensation Order, Foley has prepared monthly fee statements for its fees and expenses incurred from October 27, 2005 through March 31, 2007 and properly served those statements upon the Debtors, the U.S. Trustee for the Southern District of New York, counsel for the Debtors and legal counsel for each official committee.

7. On March 6, 2006, Foley filed its First Application for Interim Allowance and Payment of Compensation and Reimbursement of Fees and Expenses (the “First Application”). In the First Application, Foley sought allowance of interim compensation for professional services rendered to the Committee for the period from October 27, 2005 through January 31, 2006 totaling \$28,989.50 and for reimbursement of expenses incurred totaling \$358.68. To date, Foley has received payment for its professional compensation and reimbursement requested in the First Application.

8. On July 13, 2006, Foley filed its Second Application for Interim Allowance and Payment of Compensation and Reimbursement of Fees and Expenses (the “Second Application”). In the Second Application, Foley sought allowance of interim compensation for

professional services rendered to the Committee for the period from February 1, 2006 through May 31, 2006 totaling \$21,992.00 and for reimbursement of expenses incurred totaling \$198.15. To date, Foley has received payment for its professional compensation and reimbursement requested in the Second Application.

9. On November 10, 2006, Foley filed its Third Application for Interim Allowance and Payment of Compensation and Reimbursement of Fees and Expenses (the "Third Application"). In the Third Application, Foley sought allowance of interim compensation for professional services rendered to the Committee for the period from June 1, 2006 through September 30, 2006 totaling \$10,699.50 and for reimbursement of expenses incurred totaling \$88.34. To date, Foley has received payment for its professional compensation and reimbursement requested in the Third Application.

10. On March 7, 2007, Foley filed its Fourth Application for Interim Allowance and Payment of Compensation and Reimbursement of Fees and Expenses (the "Fourth Application"). In the Fourth Application, Foley sought allowance of interim compensation for professional services rendered to the Committee for the period from October 1, 2006 through January 31, 2007 totaling \$4,139.00 and for reimbursement of expenses incurred totaling \$116.61. To date, Foley has received payment for its professional compensation and reimbursement requested in the Fourth Application.

11. As of the filing of this Final Application, the Debtors have paid Foley \$798.70 in partial satisfaction of the March 2007 Monthly Fee Statement, but have held back twenty percent, or \$182.70, of professional fees pursuant to the Compensation Order. To date, Foley has not received payment for any of its professional compensation and reimbursement of expenses requested in its February Monthly Fee Statement. No objection has been raised with respect to any of Foley's Monthly Fee Statements.

12. This Final Application complies with the Amended Guidelines for Fees and Disbursements of Professionals in the Southern District of New York Bankruptcy Cases, adopted by the court on April 19, 1995 (the “Local Guidelines”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “UST Guidelines”), and the Compensation Order. A certification of compliance with the Local and UST Guidelines and Compensation Order is attached as **Exhibit A**.

**SUMMARY OF SERVICES RENDERED DURING
THE FINAL COMPENSATION PERIOD**

A. Case Administration (1.00 hours)

13. Included in this category is time devoted to various functions that Foley has performed in its capacity as local counsel to efficiently monitor this chapter 11 case, including, reviewing all electronic notices and docket entries and preparing for and attending hearings.

B. Claims Admin. and Objections (5.60 hours)

Included in this category is time devoted to reviewing claims objections, preparing for and attending claim objection hearing.

C. Fee/Employment Applications (10.60 hours)

14. Included in this category is time devoted to preparing and serving monthly fee statements as well as Foley’s Fourth Application, as required by the Compensation Order. This includes preparing and serving fee statements for two different months (0.80 hours) as well as the Fourth Application filed by Foley in this case. The total time spent on the Fourth Application (3.9 hours) includes time spent preparing exhibits including the certification and proposed order, and detailing and breaking out the time spent by various time keepers and providing detail regarding the various categories of time billed. Whenever possible, Foley used paralegals to gather information related to its professional fees and expenses and to prepare initial drafts of the

statements and application. As local counsel, Foley also devoted time to complying with local practice for filing and serving the Fourth Application and reviewing orders to the same (0.90 hours).

D. Plan and Disclosure Statement (1.10 hours)

15. Included in this category is time devoted to reviewing the Debtors' plan filed in these cases.

ALLOWANCE OF COMPENSATION

16. The compensation provisions of Sections 330 and 331 of the Bankruptcy Code apply to professionals employed under Section 1103. Section 1114, under which the Committee was appointed, grants retirees' committees the same rights and duties as committees appointed under Section 1103. Thus, the compensation provisions of Sections 330 and 331 apply to retirees' committees and the professionals they employ.

17. Section 330(a) of the Code governs compensation of professionals in bankruptcy matters. Section 330(a) provides, in relevant part:

the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

(A) the time spent on such services;

(B) the rates charged for such services;

(C) 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;

(D) 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

(E) 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). Pursuant to § 331 of the Code, compensation for professional services may be awarded on an interim basis. 11 U.S.C. § 331.

18. Foley has rendered substantial and valuable professional services on behalf of the Committee that have resulted in a significant benefit to the Debtors' estate, and its creditors, and which were beneficial to the administration of the chapter 11 case. Foley respectfully submits that its services were provided with the requisite level of skill and were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problems, issues, and tasks addressed. Foley has charged its customary fees, which are reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title. The amount sought in compensation is in line with awards in similar cases and is commensurate with the professional standing, ability and expertise of Foley and the professionals and paraprofessionals who have participated in this case. Accordingly, the compensation requested herein reflects the reasonable value of the services provided to the Committee.¹

REIMBURSEMENT OF EXPENSES

19. Pursuant to § 330(a)(1)(B) of the Code, the Court may award a professional "reimbursement for actual, necessary expenses." 11 U.S.C. § 330(a)(1)(B). Accordingly, Foley seeks reimbursement of the actual, necessary expenses that it incurred during the course of providing legal services to the Committee. Foley typically charges its clients \$0.15 per page for copies and \$0.50 per page for outbound facsimiles. Foley does not charge its clients for incoming facsimiles. Charges for travel, electronic research, overnight delivery, postage, long

¹ Detailed time and expense records are not being filed but are being provided to the Debtors, the Court, the Office of the United States Trustee and the Official Committee of Unsecured Creditors. Parties in interest required to be served with monthly fee statements pursuant to the Compensation Order have previously received such records. Copies of these records will be made available to other parties in interest upon request.

distance phone calls, and other out-of-pocket disbursements are based on actual amounts paid by Foley for those services. A summary of expenses that Foley incurred during the Final Compensation Period from February 1, 2007 through and including March 31, 2007 is as follows:

Long Distance Telephone charges	\$6.71
Photocopying charges	\$20.40
Research	\$.72
Shipping/messenger services	<u>\$47.50</u>
TOTAL	\$75.33

CONCLUSION

Foley is entitled to compensation and final approval of \$4,649.50 for its professional and paraprofessional services, and \$75.33 for actual and necessary expenses during the Final Compensation Period. Foley is also entitled to final approval of the \$66,581.78 in aggregate fees and expenses for which Foley already received interim approval and was paid through its Prior Applications.

WHEREFORE, Foley respectfully requests that this Court enter an Order, in the form attached hereto as **Exhibit B**.

Respectfully submitted,

FOLEY & LARDNER LLP

By: /s/ Michael J. Small

One of Its Attorneys

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Debtors.

Chapter 11

Case No. 05-17923 (ASH)

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CERTIFICATION OF FINAL APPLICATION FOR COMPENSATION AND REIMBURSEMENT OF FEES AND EXPENSES OF FOLEY & LARDNER LLP AS ATTORNEYS FOR THE SECTION 1114 NON-PILOT RETIREE COMMITTEE

I, Michael J. Small, hereby certify that:

1. I am a partner with Foley & Lardner LLP (“Foley”), which represents the Section 1114 Non-Pilot Retiree Committee (the “Committee”) in the Delta chapter 11 cases. In this representation, I am responsible for Foley’s compliance with the Amended Guidelines for Fees and Disbursements of Professionals in Southern District of New York Bankruptcy Cases, adopted by the court on April 19, 1995 (the “Amended Guidelines”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “UST Guidelines”), and the October 6, 2005 Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals (the “Order”).

2. This certification relates to the Final Application (the “Final Application”) of Foley, as Attorneys for the Committee, for: (a) allowance of final compensation for services rendered and for reimbursement of actual and necessary expenses incurred from February 1, 2007 through March 31, 2007, and (b) final approval for the fees and expenses for the First, Second, Third and Fourth interim applications for compensation and reimbursement of expenses that were already approved on an interim basis.

3. I hereby certify that:

- a. I have read the Final Application;
- b. To the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Amended Guidelines and the UST Guidelines;

c. The fees and disbursements sought are billed at rates and in accordance with practices customarily employed by the applicant and generally accepted by the applicant's clients; and

d. In providing a reimbursable service, Foley does not make a profit on that service, whether the service is performed by Foley in-house or through a third party.

4. Foley has complied with the monthly statement procedures contained in the Order, including proper service of the monthly statements upon the Debtors, the U.S. Trustee for the Southern District of New York, counsel for the Debtors, and counsel for the official committee of unsecured creditors.

5. Ten (10) days prior to the deadline for filing the Final Application, copies of the Application were provided to the U.S. Trustee for the Southern District of New York, the Debtors, counsel for the Debtors, and counsel for the official committee of unsecured creditors.

FOLEY & LARDNER LLP

BY: /s/ Michael J. Small
Counsel for the Official Committee of Retirees

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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Debtors.

Chapter 11
Case No. 05-17923 (ASH)
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ORDER GRANTING FINAL APPLICATION FOR COMPENSATION AND REIMBURSEMENT OF FEES AND EXPENSES OF FOLEY & LARDNER LLP AS ATTORNEYS FOR THE SECTION 1114 NON-PILOT RETIREE COMMITTEE

Upon consideration of the Final Application for Compensation and Reimbursement of Fees and Expenses of Foley & Lardner LLP as Attorneys for the Section 1114 Non-Pilot Retiree Committee (the “Final Application”) pursuant to Sections 330(a) and 331 of Title 11 of the United States Code, 11 U.S.C. §§ 101-1330 (the “Bankruptcy Code”), and Rule 2016 of the Federal Rules of Bankruptcy Procedure, filed by Foley & Lardner LLP (“Foley”) who has been retained in the chapter 11 cases of Delta; and upon this Court’s consideration of the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by this Court on April 19, 1995, the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996, and this Court’s October 6, 2005 Order Establishing Procedures for Interim Monthly Compensation and Reimbursement of Expenses of Professionals; and upon consideration of the supporting papers and the files and records in these cases, and upon the arguments and statements in support of the Final Application presented at the hearing before the Court, and any objections to the Final Application having been withdrawn or overruled on the merits, this Court concludes that: (a) this Court has jurisdiction to consider the Final Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b); (c) venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; (d) notice of the Final Application is sufficient, and no other or further notice need be provided; (e) the services provided by Foley were necessary and the compensation sought for these services is reasonable; (f) the reimbursements for expenses detailed in the Final Application represent reimbursements for actual necessary expenses

incurred by Foley in connection with these cases; and (g) the legal and factual bases set forth in the Final Application and at the hearing establish just cause for the relief granted herein.

Based upon the above findings and conclusions, and after due deliberation and sufficient cause appearing therefore,

IT IS HEREBY ORDERED THAT:

1. The Final Application is hereby approved.
2. Compensation to Foley for professional services rendered during the time period from February 1, 2007 through March 31, 2007 (the "Final Compensation Period") as set forth in the Final Application is hereby allowed in the amount of \$4,649.50.
3. Reimbursements to Foley for expenses incurred during the Final Compensation Period as set forth in the Final Application are hereby allowed in the amount of \$75.33.
4. The Debtors are authorized and directed to pay Foley the allowed fees and expenses for the Final Compensation Period, which are hereby approved on a final basis.
5. The \$66,581.78 in actual and necessary fees earned and expenses incurred by Foley for the period October 27, 2005 through and included January 31, 2007, approved by this Court on an interim basis and previously paid by the Debtors as part of Foley's prior applications for allowance and payment of compensation and reimbursement of expenses as counsel to the Section 1114 Non-Pilot Retiree Committee, are hereby approved on a final basis.

Dated: _____, 2007

UNITED STATES BANKRUPTCY JUDGE

Neil A. Goteiner (NG 1644)
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CERTIFICATE OF SERVICE

I, Katherine E. Hall, a non-attorney, on oath state that on June 15, 2007 I caused a true and correct copy of the FINAL APPLICATION FOR ALLOWANCE AND PAYMENT OF COMPENSATION AND REIMBURSEMENT OF FEES AND EXPENSES OF FOLEY & LARDNER LLP AS LOCAL COUNSEL FOR THE SECTION 1114 NON-PILOT RETIREE COMMITTEE to be served via overnight delivery on the following individuals:

Debtors

Delta Air Lines, Inc.
Law Department (#981)
1030 Delta Boulevard
Atlanta, GA 30354
Attn: John J. Varley, Esq.

Debtors' Counsel

Davis Polk & Wardwell
450 Lexington Avenue
New York, NY 10017
Attn: Marshall S. Huebner, Esq.

U.S. Trustee

Office of the United States Trustee
for the Southern District of New York
33 Whitehall Street, 21st Floor
New York, NY 10004
Attn: Greg M. Zipes, Esq.

Counsel to Official Committee of Unsecured Creditors

Akin Gump Strauss Hauer & Feld LLP
590 Madison Avenue
New York, NY 10022
Attn: Shuba Satyaprasad, Esq.

Dated: June 15, 2007

/s/ Katherine E. Hall

Subscribed to and Sworn Before
me this 15th Day of June, 2007

/s/ Yolanda C. Peña

Notary Public