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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 THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS FOR FINAL APPROVAL OF
REIMBURSEMENT OF COMMITTEE MEMBER EXPENSES**

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

The application of the Official Committee of Unsecured Creditors (the "Creditors' Committee") of Delta Air Lines, Inc. and its affiliated debtors and debtors-in-possession (the "Debtors"), by its attorneys, Akin Gump Strauss Hauer & Feld LLP ("Akin Gump"), seeking final approval of reimbursement of expenses incurred by certain members of the Creditors' Committee, including *ex officio* members of the Creditors' Committee and counsel and advisors to certain members of the Creditors' Committee (the "Application"), respectfully represents:

BACKGROUND

1. 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").

2. On April 25, 2007, this Court entered an order confirming the Debtors' Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code (the "Debtors' Joint Plan"). The Debtors' Joint Plan became effective on April 30, 2007 (the "Effective Date").

3. 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.

4. 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

5. 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.¹ 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)

¹ 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.

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. The Committee dissolved on the Effective Date.

6. 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 predicates for the relief sought herein are 11 U.S.C. § 330 and Federal Rules of Bankruptcy Procedure 2002(a) and 2016.

7. The Application seeks final approval of the reimbursement for expenses incurred by certain members of the Creditors' Committee, including *ex officio* members of the Creditors Committee and counsel and advisors to certain members of the Creditors' Committee, in the aggregate amount of \$91,069.76. The Application is submitted in accordance with §§ 105 and 503 (b) of the Bankruptcy Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure and 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 dated October 6, 2005 (the "Administrative Fee Order").

**REQUEST FOR APPROVAL OF
REIMBURSEMENT OF CREDITORS' COMMITTEE MEMBER EXPENSES**

8. Pursuant to the Administrative Fee Order, Akin Gump has previously submitted eleven requests for approval of expenses incurred by members of the Creditors Committee (the "Creditors' Committee Member's Expense Requests").² Akin Gump has not

² The Creditors' Committee Member's Expense Requests 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 above) have previously received the Creditors' Committee Member's Expense Requests. Copies of the Committee Member's Expense Requests will be made available to other parties in interest upon request.

received any objections to the Creditors' Committee Member's Expense Requests. Attached hereto as Exhibit "A" is a schedule of the amount of expenses requested by certain members of the Creditors' Committee, including *ex officio* members of the Creditors' Committee and counsel and advisors to certain members of the Creditors' Committee. Attached hereto as Exhibit "B" are the Creditors' Committee Member's Expenses Requests which were previously submitted in accordance with the Administrative Fee Order.

9. The expenses that are the subject of the Application were the actual and necessary expenses incurred by members of the Creditors' Committee, including ex officio members of the Committee and counsel and advisors to certain members of the Creditors' Committee, in the discharge of their duty as members of the Creditors' Committee.

10. No prior application has been made for final approval of reimbursement of expenses listed herein.

WHEREFORE, the Creditors' Committee requests a final order approving the reimbursement to CarVal Investors; City of Atlanta – Department of Aviation; Day Pitney LLP (counsel to Pratt & Whitney); Fidelity Investments; Kenton County Airport Board; JLL Consultants Inc. (advisor to The Coca-Cola Company); Perkins Coie LLP (counsel to Boeing Capital Corporation); The Coca-Cola Company; and US Bank National Association/U.S.

Bank Trust National Association in the amounts set forth in Exhibit "A" attached hereto, and granting such other and further relief as the Court deems just and proper.

Dated: New York, New York
June 25, 2007

AKIN GUMP STRAUSS HAUER & FELD LLP

By: /s/ Lisa G. Beckerman
Lisa G. Beckerman
A Member of the Firm

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EXHIBIT A

Schedule of Committee Member's Expenses Requests

<u>Committee Member</u>	<u>Total Amount Requested</u>
CarVal Investors	\$ 4,952.47
City of Atlanta – Department of Aviation	\$13,921.41
Day Pitney LLP (counsel to Pratt & Whitney)	\$ 1,176.29
Fidelity Investments	\$10,850.09
Kenton County Airport Board	\$10,428.61
JLL Consultants Inc. (advisors to The Coca-Cola Company)	\$ 3,274.96
Perkins Coie LLP (counsel to Boeing Capital Corporation)	\$24,198.24
Pratt & Whitney	\$ 5,415.16
The Coca-Cola Company	\$10,137.56
US Bank National Association/U.S. Bank Trust National Association	\$ 6,714.97