

**FIFTH AND FINAL APPLICATION OF
STROOCK & STROOCK & LAVAN LLP FOR
ALLOWANCE OF INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES
AS COUNSEL TO THE CHAPTER 11 DEBTORS FOR CONFLICTS AND OTHER DESIGNATED MATTERS
FOR THE PERIOD FEBRUARY 1, 2007 – MARCH 31, 2007 (FIFTH)
FOR THE PERIOD SEPTEMBER 1, 2005 – MARCH 31, 2007 (FINAL)**

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re :
: Chapter 11
:
:
DELTA AIRLINES, INC., et al. : Case No. 05-17923(ASH)
:
: (Jointly Administered)
:
Debtors. :
----- X

Fees Previously Requested:
\$956,255.50
Fees Previously Awarded:
\$956,255.50

Expenses Previously Requested:
\$44,809.01
Expenses Previously Awarded:
\$44,809.01

Name of Applicant

STROOCK & STROOCK & LAVAN LLP

Role in Case

**Counsel to the Chapter 11 Debtors for Conflicts
and Other Designated Matters**

Current Application

Fees Requested: \$354,039.00
Expenses Requested: \$ 11,919.80

Final Application

Fees Requested: \$1,310,294.50
Expenses Requested: \$ 56,728.81

<u>Professional</u>	<u>Year Admitted to Practice</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
<u>PARTNERS</u>				
Handelsman, Lawrence M.	1968	8.3	860	7,138.00
Hansen, Kristopher M.	1996	54.4	720	39,168.00
Pasquale, Kenneth	1990	19.3	720	13,896.00

<u>Professional</u>	<u>Year Admitted to Practice</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Speiser, Mark A.	1979	123.3	815	100,489.50
<u>ASSOCIATES</u>				
Berg, Madelaine	1981	17.8	605	10,769.00
Gilad, Erez E.	2000	44.2	510	22,542.00
Goldstein, Jayme T.	2003	152.3	465	70,819.50
Gomelskaya, Irina	2003	10.2	465	4,743.00
Gutierrez, James S.	2004	40.8	420	17,136.00
Krieger, Arlene G.	1985	0.7	605	423.50
Millman, Sherry M.	1985	83.4	605	50,457.00
Olsen, Harold A.	1997	0.3	605	181.50
<u>PARAPROFESSIONALS</u>				
Holzberg, Ethel	N/A	42.6	255	10,863.00
Kaufman, Eric M.	N/A	1.0	210	210.00
Krieger, Dmitry	N/A	4.0	175	700.00
Magzamen, Michael S.	N/A	3.1	255	790.50
Mohamed, David	N/A	17.4	165	2,871.00
Wojcik, Mark R.	N/A	3.3	255	841.50
Totals		626.4		\$354,039.00

Total Blended Hourly Rate: \$608.58

STROOCK & STROOCK & LAVAN LLP
Attorneys for Delta Air Lines, Inc. and
its related Debtors and Debtors-in-Possession
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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
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DELTA AIR LINES, INC., et al., : Case No. 05-17923 (ASH)
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Debtors. : (Jointly Administered)
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**FIFTH APPLICATION OF STROOCK & STROOCK & LAVAN LLP,
COUNSEL TO THE CHAPTER 11 DEBTORS FOR CONFLICTS AND OTHER
DESIGNATED MATTERS, FOR INTERIM ALLOWANCE OF
COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES FOR
SERVICES RENDERED DURING THE PERIOD FROM FEBRUARY 1, 2007
THROUGH AND INCLUDING MARCH 31, 2007, AND FOR FINAL
ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND
EXPENSES INCURRED THROUGHOUT THE PROCEEDINGS**

Stroock & Stroock & Lavan LLP (“**Stroock**” or “**Applicant**”), counsel to Delta Air Lines, Inc. (“**Delta**”) and its related above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”), with respect to conflicts and other designated matters, hereby submits its fifth application (the “**Application**”) pursuant to sections 330 and 331 of Title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), seeking the entry of an Order (i) granting

interim allowance of compensation for professional services rendered in connection with the Debtors' chapter 11 cases and for reimbursement of expenses incurred in connection therewith during the period from February 1, 2007 through and including March 31, 2007 (the "**Current Compensation Period**"); (ii) granting final allowance of compensation from the date of retention, September 14, 2005, through March 31, 2007 (the "Complete Compensation Period") in the amount of \$1,310,294.50 and of reimbursement of expenses for the Complete Compensation Period in the amount of \$56,728.81; and (iii) directing payment of fees and expenses that were not paid or which were previously subject to a Holdback (as defined below). In support of the Application, Stroock respectfully represents as follows:

JURISDICTION

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. § 1334 and the "Standing Order of Referral of Cases to Bankruptcy Judges" for the Southern District of New York, dated July 10, 1984 (Ward, acting C.J.). This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue of these proceedings and this Application is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The relief sought in this Application is based upon sections 330 and 331 of the Bankruptcy Code and Bankruptcy Rule 2016.

BACKGROUND

3. On September 14, 2005 (the "**Petition Date**"), each Debtor commenced with the Court a voluntary case under chapter 11 of the Bankruptcy Code (the "**Chapter 11 Cases**"). The Debtors were authorized to operate their business and manage their properties as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code. No trustee or examiner was appointed in the Chapter 11 Cases.

4. Additional information about the Debtors' business and the events leading up to the Petition Date can be found in the Declaration of Edward H. Bastian, Executive Vice President and Chief Financial Officer of Delta, filed on the Petition Date, which is incorporated herein by reference.

5. On October 6, 2005, the Court signed that certain Order (Docket No. 665) 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 in these Chapter 11 Cases (the "**Administrative Fee Order**").

6. On October 17, 2005, the Court signed a final order approving Stroock's retention as counsel to the Debtors for conflicts and other designated matters nunc pro tunc to the Petition Date (the "**Stroock Retention Order**") (Docket No. 784).

7. Stroock has rendered services to the Debtors throughout the Complete Compensation Period.

8. On April 25, 2007, this Court entered an order confirming the Debtors' joint plan of reorganization, which has since gone effective. As part of the confirmation process, professionals have been directed to file applications for services rendered through March 31, 2007 and to submit invoices directly to the reorganized Debtors for services rendered thereafter, without Court submissions therefor.

9. As set forth in the certification of Lawrence M. Handelsman, attached hereto as Exhibit A, this Application has been prepared in accordance with the Administrative Fee Order, the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases adopted by the Court on April 19, 1995 (the "**Local Guidelines**") and 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, together with the Local Guidelines, the “**Guidelines**”).

RELIEF REQUESTED

10. By this Application, filed in accordance with the Administrative Fee Order, Stroock seeks the entry of an Order granting interim allowance of (a) compensation for the professional services rendered by Stroock as attorneys for the Debtors during the Current Compensation Period in the amount of \$354,039.00 representing 626.4 hours in attorney and paraprofessional services and (b) reimbursement of actual and necessary expenses incurred by Stroock during the Current Compensation Period in connection therewith in the amount of \$11,919.80; and (c) directing payment of amounts previously subject to a Holdback (as defined below).

11. Pursuant to the terms of the Administrative Fee Order, Stroock has submitted to the Debtors two monthly invoices for services rendered and expenses incurred during the Current Compensation Period as follows:

Periods Covered By Monthly Statements	Fees Requested	Fees Paid Or To Be Paid (80%)	Fees Holdback (20%)	Expenses Requested And Paid Or To Be Paid
February 1, 2007 through February 28, 2007	\$78,409.50	\$62,727.60	\$15,681.90	\$1,230.31
March 1, 2007 through March 31, 2007	\$275,629.50	\$220,503.60	\$55,125.90	\$10,689.49
Total:	\$354,039.00	\$283,231.20	\$70,807.80	\$11,919.80

12. As of the date hereof, Stroock has received, or expects to receive, payment from the Debtors in the aggregate amount of \$283,231.20, representing 80% of fees and \$11,919.00 representing 100% of expenses incurred during the Current Compensation Period. In accordance with the Administrative Fee Order, \$70,807.80 reflecting 20% of the amount of fees requested during the Compensation Period, has been held back from payment pending further Court order (the “**Holdback**”).

13. In addition, by this Application, Stroock seeks a final allowance of \$1,310,294.50 as compensation for professional services rendered and \$56,728.81 as reimbursement of Stroock’s actual and necessary expenses incurred during the Complete Compensation Period, for a total final allowance in the amount of \$1,367,023.31.

14. Stroock has maintained detailed written records of the time expended by attorneys and paraprofessionals in the rendition of their professional services to the Debtors. Such time records were generated contemporaneously with the performance of the professional services described therein and in the ordinary course of Stroock’s practice. The individual time records were recorded by the attorney or paraprofessional who rendered the described service. Attached hereto as Exhibit B is a copy of the actual time records maintained by Stroock, along with summaries of the number of hours worked and the total charges of Stroock, separated into individual categories of services rendered during the Current Compensation Period. Attached hereto as Exhibit C is a schedule consisting of the name, the hours worked, the hourly billing rates and the total charges of each attorney or paraprofessional rendering services in these Chapter 11 Cases during the Current Compensation Period. Attached hereto as Exhibit D is a summary by project category of the services provided by Stroock during the Current Compensation Period.

15. The total time spent by Stroock attorneys and paraprofessionals providing legal services to the Debtors during the Current Compensation Period was 626.4 hours for a total charge of \$354,039.00, calculated in accordance with Stroock's normal hourly rates in effect at the time the services were rendered. The rates Stroock charges for the services rendered by its professionals and paraprofessionals in these Chapter 11 Cases are the same rates Stroock charges for professional and paraprofessional services rendered in comparable non-bankruptcy related matters. Such fees are reasonable and similar to the customary compensation charged by comparably skilled practitioners in comparable non-bankruptcy cases in a competitive national legal market.

16. Annexed hereto as Exhibit E are schedules reflecting the aggregate hours spent and fees incurred by project category during the course of the Complete Compensation Period, and Exhibit F contains a chart showing the summary of aggregate hours and fees expended by each attorney and paraprofessional during the Complete Compensation Period.

17. Stroock also maintains records of all actual and necessary out-of-pocket expenses incurred in connection with the rendition of its professional services. A schedule of the expenses incurred during the Current Compensation Period and the amounts for which reimbursement is requested is attached hereto as Exhibit G. Stroock incurred actual and necessary out-of-pocket expenses in connection with services performed during the Compensation Period in the total amount of \$11,919.80. Finally, annexed hereto as Exhibit H is a schedule of the categories of expenses and the aggregate amounts for which reimbursement is requested during the Complete Compensation Period.

18. As well as serving as a final application, this is the fifth interim application Stroock has filed with this Court for allowance of compensation and for

reimbursement of expenses for services rendered to the Debtors. On June 5, 2006, the Court entered an order approving Stroock's first interim fee application covering the period from September 14, 2005 through January 31, 2006 and Stroock has been paid all fees and expenses in accordance therewith. On August 21, 2006, the Court entered an order approving Stroock's Second Interim Fee Application covering the period from February 1, 2006 through May 31, 2006 and Stroock has been paid all fees and expenses in connection therewith. On December 20, 2006, the Court entered an order approving Stroock's third interim fee application covering the period from June 1, 2006 through September 30, 2006 and Stroock has been paid all fees and expenses in connection therewith. On April 19, 2007, the Court entered an order approving Stroock's fourth interim fee application covering the period from October 1, 2006 to January 31, 2007.

SUMMARY OF SERVICES RENDERED

19. Since the outset of the Debtors' Chapter 11 Cases, Stroock has rendered professional services to the Debtors as requested and as necessary and appropriate in furtherance of the interests of the Debtors and their estates and creditors. The variety and complexity of the issues involved in these Chapter 11 Cases and the need to act or respond on an expedited basis in furtherance of the Debtors' needs have required the expenditure of time by personnel on an as-needed basis. The summary of services rendered during the Complete Compensation Period is reflected in the interim fee applications, which are incorporated herein by reference.

20. The following summary of services rendered during the Current Compensation Period is not intended to be a detailed description of the work performed, as those 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 certain of those areas in which services

were rendered to the Debtors, as well as to identify some of the problems and issues to which Stroock was required to direct its attention.

21. Stroock has continued to devote the greatest amount of time to various environmental issues. As in the past, Stroock attorneys have drafted several letters to and revised settlement agreements with environmental agencies addressing the effect of the bankruptcy filing on their position, and researched and prepared memoranda on numerous issues related to environmental claims in bankruptcy.

22. Further, during this period, Stroock conducted an in-depth analysis of the proofs of claim asserting environmental liabilities filed against the estate and sought to obtain additional information with respect to many of the claims.

23. In addition, Stroock assisted the Debtors in the negotiation of agreements with governmental agencies concerning airport leases which contained environmental obligations and advised the Debtors with respect to, inter alia, the obtaining of necessary permits, the status of settlement agreements regarding clean up costs, and the imposition of penalties by taxing authorities.

24. During this Current Compensation Period, Stroock was instrumental in achieving a final settlement of a substantial environmental claim asserted against Delta and the conclusion of related litigations.

25. In addition during this period, Stroock worked with the Debtors regarding the issues relating to the rejection of various aircraft leases and the analysis and negotiation of the resulting claims.

26. During this period, Stroock also prepared the firm's fourth interim fee application and conferred with Debtors' counsel regarding the hearing or proposed order thereon.

ALLOWANCE OF COMPENSATION

27. The professional services rendered by Stroock were requested by the Debtors or necessitated by the demands of the Chapter 11 Cases, and have required the expenditure of substantial time and effort. Stroock respectfully submits that the services rendered to the Debtors during the Complete Compensation Period were performed effectively and efficiently, and have substantially benefited the Debtors' estates.

28. Congress enacted section 330 of the Bankruptcy Code to liberalize the practice of granting the allowance of compensation to professionals in bankruptcy cases in order to ensure that "attorneys be reasonably compensated and that future attorneys not be deterred from taking bankruptcy cases due to a failure to pay adequate compensation." In re Ames Dep't Stores, Inc., 76 F.3d 66, 72 (2d Cir. 1996) (quoting In re UNR Indus., Inc., 986 F.2d 207, 208-10 (7th Cir. 1993)).

29. Specifically, section 330(a) of the Bankruptcy Code provides for the compensation of reasonable and necessary services rendered by professionals and reimbursement for actual, necessary expenses. 11 U.S.C. § 330(a)(1). With respect to the compensation criteria, section 330(a)(3) provides that:

In determining the amount of reasonable compensation to be awarded, 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)

Thus, section 330 of the Bankruptcy Code requires that services for which compensation is awarded must be both necessary and reasonable. In re Keene Corp., B.R. 205 690, 696 (Bankr. S.D.N.Y. 1997). The test for determining necessity is objective, focusing on what services a reasonable lawyer would have performed under the same circumstances. In re Angelika Films 57th, Inc., 227 B.R. 29, 42 (Bankr. S.D.N.Y. 1998). This test does not rely on hindsight to determine the ultimate success or failure of the attorney's actions. See id.; Keene, 205 B.R. at 696. Ultimately, "if the services of a debtor's attorney are reasonably likely to benefit the debtor's estate, they should be compensable." Angelika Films, 227 B.R. at 42.

30. Stroock respectfully submits that the services for which it seeks compensation in this Application were necessary, reasonable and beneficial to the Debtors' estates. Stroock further submits that the expenditures for which it seeks reimbursement were actual, necessary and expended in the best interests of the Debtors' estates, and that the compensation sought is reasonable in light of the nature, extent and value of the services rendered to the Debtors, their estates, and all parties-in-interest.

31. As described above, Stroock has devoted time and effort to numerous and complex issues related to the Chapter 11 Cases. In addition, by this Application, Stroock seeks its customary fee at rates which are comparable to those charged by law firms of a similar size and expertise in Stroock's relevant market. Stroock's request for reimbursement of expenses also comports with its general policy of collection in full of all such expenses incurred on behalf

of clients in non-bankruptcy cases, as modified by the Guidelines. Stroock, in one form or another, has been engaged in the practice of law for more than a century, and has developed extensive experience representing clients in all areas of large complex bankruptcy cases.

32. Moreover, Stroock respectfully submits that a consideration of the factors enumerated in In re First Colonial Corporation of America, 544 F.2d 1291, 1298-99 (5th Cir. 1977), which standards have been adopted by most courts, including courts in the Second Circuit, see In re Cuisine Magazine, Inc., 61 B.R. 210, (S.D.N.Y. 1986), should result in this Court's allowance of the full compensation and reimbursement sought herein.

- (a) The Time and Labor Required. The professional services rendered by Stroock on behalf of the Debtors have required the expenditure of substantial time and effort, as well as a high degree of professional competence and expertise, in order to deal with the many complex issues encountered by the Debtors with skill and dispatch. Occasionally, Stroock has been required to perform these services under significant time constraints. Stroock respectfully represents that the services rendered by Stroock were performed efficiently, effectively and economically.
- (b) The Novelty and Difficulty of Questions. Complex issues have arisen in the course of these Chapter 11 Cases, and as in many others in which the firm is involved, Stroock's effective advocacy and creative approach to solving problems have helped clarify and resolve such issues.
- (c) The Skill Required to Perform the Legal Services Properly. Stroock believes that its recognized expertise in the area of corporate reorganization, its ability to draw from highly experienced professionals in other areas of Stroock's practice, and its consensus-building approach to the resolution of disputes contribute to the efficient administration of these Chapter 11 Cases.
- (d) The Preclusion of Other Employment by Applicant Due to Acceptance of the Case. Due to the size of Stroock's financial restructuring department, Stroock's representation of the Debtors has not precluded its acceptance of new clients.

- (e) The Customary Fee. The fee sought herein is based upon Stroock's normal hourly rates for services of this kind. Stroock respectfully submits that the fee sought herein is not unusual given the complexity of these Chapter 11 Cases and the time expended in attending to the representation of the Debtors, and is commensurate with fees Stroock has been awarded in other chapter 11 cases, as well as with fees charged by other attorneys of comparable experience.
- (f) Whether the Fee is Fixed or Contingent. Pursuant to sections 330 and 331 of the Bankruptcy Code, all fees sought by professionals employed under section 327 of the Bankruptcy Code are contingent pending final approval by this Court.
- (g) Time Limitations Imposed by Client or Other Circumstances. As already indicated, Stroock has been required to attend to the various issues arising in these Chapter 11 Cases. Occasionally, Stroock has had to perform those services under significant time constraints.
- (h) The Amount Involved and Results Obtained. Stroock respectfully submits that in part through its efforts, the Chapter 11 Cases have been administered in an efficient and economical manner, thereby preserving the value of the Debtors' assets.
- (i) The Experience, Reputation and Ability of the Attorneys. Stroock has one of the largest and most sophisticated insolvency practices in the nation and has played a major role in numerous cases of national import including, for example, the reorganization proceedings of *Formica Corporation*, *WorldCom*, *Atlantic Express*, *Anchor Glass Container Corporation*, *Armstrong World Industries, Inc.*, *Barney's, Inc.*, *The Columbia Gas System, Inc.*, *Federated Department Stores*, *Hillsborough Holdings Corporation*, *JWP Inc.*, *Pan Am*, *Planet Hollywood*, *Raytech Corporation*, *U.S. Gypsum*, *Wheeling-Pittsburgh Steel Corporation*, *W.R. Grace & Co.*, *The Grand Union Company* and *The LTV Corporation*. Stroock's experience enables it to perform the services described herein competently and expeditiously. In addition to its expertise in the area of corporate reorganization, Stroock has called upon the expertise of its partners and associates in other areas, as needed, to perform the wide ranging scope of the legal work necessitated by these Chapter 11 Cases.
- (j) The "Undesirability" of the Case. This case is not undesirable, but as already indicated, has required a significant commitment of time from several of the attorneys assigned hereto.
- (k) Nature and Length of Professional Relationship. Stroock has represented Delta for several years prior to the commencement of these Chapter 11 Cases, and was retained as counsel to the Debtors pursuant to the Court's Final Order dated October 17, 2005. Stroock has rendered services

continuously to the Debtors in that capacity since the beginning of each Debtor's Chapter 11 Case as necessary and appropriate.

33. The professional services rendered by Stroock required a high degree of professional competence and expertise so that various issues requiring evaluation and action by the Debtors could be effectively addressed and have, therefore, required the expenditure of substantial time and effort. It is respectfully submitted that the services rendered to the Debtors were performed efficiently, effectively and economically, and the results obtained to date have benefited the Debtors, their respective creditor bodies and the Debtors' estates.

34. The total time spent by Stroock attorneys and paraprofessionals during the Current Compensation Period was 626.4 hours, which services have a fair market value of \$354,039.00, and the total time spent during the Complete Compensation Period was 2,494.0 hours, which services have a fair market value of \$1,310,294.50. The average billing rate for attorneys (exclusive of paralegal time) during the Complete Compensation Period is approximately \$571.41 per hour.

35. Stroock respectfully requests that the allowance of such compensation for professional services rendered and reimbursement of actual and necessary expenses incurred be without prejudice to Stroock's right to seek additional compensation for services performed and expenses incurred during the Current Compensation Period which were not processed at the time of this Application.

NOTICE

36. Notice of this Application has been given via first class mail to (i) the Debtors, (ii) the Office of the United States Trustee, (iii) Davis Polk & Wardwell, bankruptcy

counsel to the Debtors; and (iv) Akin Gump Strauss Hauer & Feld LLP, counsel to the Official Creditors' Committee.¹

37. Stroock submits that such notice is adequate and appropriate and that no other or further notice need be given.

38. No previous request for the relief sought herein has been made to this or any other Court.

WAIVER OF MEMORANDUM OF LAW

39. This Application does not raise any novel issues of law and the authorities relied upon are cited herein. Accordingly, Stroock respectfully requests that the Court waive the requirement contained in Rule 9013-1(b) of the Local Bankruptcy Rules for the Southern District of New York that a separate memorandum of law be submitted. Stroock reserves the right, however, to submit a reply memorandum of law in the event that objections to the Application are filed.

WHEREFORE, Stroock respectfully requests that this Court enter an Order (a) approving the interim allowance of compensation for professional services rendered by Stroock as counsel to the Debtors for conflicts and other designated matters during the Current Compensation Period in the amount of \$354,039.00, (b) approving the reimbursement for actual and necessary expenses incurred by Stroock during the Current Compensation Period in connection therewith in the amount of \$11,919.80; (c) approving the final allowance of \$1,310,294.50 for compensation and \$56,728.81 for reimbursement of expenses during the Complete Compensation Period; (d) directing the prompt payment of amounts previously subject

¹ Detailed time and expense records are not being filed but are being provided to the Debtors, 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 Interim Compensation Order have previously received such records. Copies of these records will be made available to other parties in interest upon request. The office of the United States Trustee has been conferred with regarding this procedure.

to a Holdback under the Administrative Fee Order or that otherwise remain unpaid; and (d) granting such other and further relief as this Court may deem just and proper.

Dated: New York, New York
June 25, 2007

STROOCK & STROOCK & LAVAN LLP

/s/ Lawrence M. Handelsman

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Debtors and Debtors-in-Possession for Conflicts
and Other Designated Matters