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**Objection Deadline: March 16, 2007,  
 4:00 p.m. (Prevailing Eastern Time)  
 Hearing Date: March 21, 2007, 2:30 p.m.  
 (Prevailing Eastern Time)**

**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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**NOTICE TO COVERED PILOTS OF APPLICATION FOR AWARD OF  
 COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND  
 REIMBURSEMENT OF EXPENSES INCURRED BY MILLER & MARTIN PLLC**

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On March 1, 2007, Miller & Martin PLLC (“Applicant”), filed an Application for Award of Compensation for Professional Services Rendered and Reimbursement of Expenses Incurred with the United States Bankruptcy Court for the Southern District of New York (the “Application”). Applicant’s request for fees was authorized by the Stipulation and Consent Order between the Debtors, the Official Committee of Unsecured Creditors and DP3, Inc. entered June 2, 2006 (“Stipulation”) (Docket No. 2656); the Further Order Concerning Stipulation and Consent Order between the Debtors, the Committee and DP3 entered August 29, 2006 (“Further Order”) (Docket No. 3152) and the Order Approving Stipulation Between the Debtors, the Official Committee of Unsecured Creditors and DP3, Inc. regarding allowed claims in respect of post-termination non-qualified pension benefits of retired pilots entered December 15, 2006 (“Post-Termination Order”) (Docket No. 3871) (collectively the “Claims Settlement Orders”).

**FEE REQUESTED**

Applicant is seeking an award of fees from the fund of claims which was created by the Claims Settlement Orders.<sup>1</sup> Applicant’s request is less than 1% of the total claims fund created

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<sup>1</sup> All capitalized terms not defined herein shall have the meanings assigned in the Claims Settlement Orders.

by its efforts. Specifically, Applicant seeks an award of \$900,000.00 to be carved out of the allowed NQ Admin Claims which aggregate \$9,000,000.00. Applicant seeks an additional award of \$5,711,937.00 in the form of a general unsecured claim to be carved out of the Balance Claims which aggregate approximately \$71,399,209.08. These amounts reflect a request of 10% of the NQ Admin Claims and 8% of the Balance Claims allowed. Applicant is seeking no additional percentage of fees from the fund created for the Post-Termination Claims which aggregate \$728,810,000.00. The total claim fund created on account of the termination of the NQ Plans is \$809,254,146.08 and Applicant's total claim request is \$6,611,937.00, which is only .817% of the total claims fund.

The fund that Applicant's efforts created is estimated by the Debtors' projections of value to produce in excess of \$529 million in value to the approximately 3200 retired pilots who now hold these claims. Not a single retired pilot objected to the Post-Termination Claim Settlement which calculated their claims using a very favorable actuary table and present value rate.

The Claims Settlement Orders specifically authorize Applicant to seek a "reasonable percentage of the actual distribution value on account of . . . the NQ Admin Claim and the Balance Claim." Stipulation, at 6 (Docket No. 2565). The Debtors and the Committee agreed that they would not object so long as the percentage did not exceed 10% of the actual distribution value on account of those claims. Id.

Despite the exceptional recovery obtained for the benefit of the retired pilots, Applicant has filed a request for fees in an amount less than it could under the circumstances and the applicable law. Applicant's request falls below the 10% which the Debtors and the Committee considered reasonable. In fact it falls below the lower end of the range for percentage fees that have been awarded in the Second Circuit and the Southern District of New York. Goldberger v. Integrated Resources, Inc., 209 F.3d 43, 48-57 (2d Cir. 2000) (Awarding 4% of the total fund.); In re NASDAQ Market-Makers Antitrust Litigation, 187 F.R.D. 465, 486 (S.D.N.Y. 1998). (Court notes 25% as the benchmark in cases involving settlements in the range of \$1 to \$50 million and percentage awards in the range of 4.1 to 17.92% in cases where the recovery exceeds \$100 million.) Applicant's lodestar is also calculated at its regional rates rather than an adjustment to reflect the prevailing rates in the New York market. In recognition of the fact that the retired pilots would not receive a distribution until confirmation of a plan of reorganization, Applicant agreed that it would share the same market risks that its clients face. It is seeking payment of its fees in the form of allowed claims which will be funded when the retired pilots receive a distribution.

In the event the Court awards these fees, Applicant will receive an administrative claim in the amount of \$900,000.00 (the "Administrative Fee Claim") and a general unsecured claim in the amount of \$5,711,937.00 (the "Unsecured Fee Claim"; the Administrative Fee Claim and the Unsecured Fee Claim are referred to collectively as the "Fee Claims"). No funds will be paid on Fee Claims until the Debtors pay the claims of administrative creditors and the claims of general unsecured creditors pursuant to a confirmed plan of reorganization. In the event these fees are awarded, each Covered Pilot will have his or her scheduled NQ Admin Claims and Balance Claims reduced on a pro rata basis to fund the Fee Claims. By way of example and for purposes of clarity only, a Covered Pilot having a scheduled NQ Admin Claim of \$1,000.00 will have that

claim reduced to \$900.00 and the Covered Pilot's Balance Claim of \$10,000.00 would be reduced to \$9,200.00.

### **SERVICE**

Consistent with the procedures described in the Court's Order Approving Notice, Case Management and Administrative Procedures entered October 6, 2005 (the "Case Management Order") (Docket No. 660) and the Claims Settlement Orders the Applicant is serving this notice of the Application (1) in accordance with the Case Management Order (Docket No. 660 at 4) and (2) with the assistance of Debtors and Bankruptcy Services Inc.<sup>2</sup> on all Covered Pilots. Moreover, this Notice lists each party on whom objections must be served along with the corresponding mailing address, to make it easier for the Covered Pilots to file and serve objections.

The Application with Exhibits is approximately 190 pages in length. A complete copy of the Application has been filed with the Court and will be available at [www.deltadocket.com](http://www.deltadocket.com). Copies of the Application may also be obtained at no charge by contacting Ms. Pamela J. Starr, by mail at Miller & Martin PLLC, 1170 Peachtree Street, N.E., Suite 800, Atlanta, GA 30309; by phone at 404-962-6100; by email at [pstarr@millermartin.com](mailto:pstarr@millermartin.com); or by fax at 404-962-6300.

### **OBJECTIONS**

**Pursuant to the Case Management Order, the relief requested herein may be granted without a hearing if no objections are timely filed and served in accordance with the Case Management Order.**

**In order to comply with the Case Management Order's procedures, any objections must be filed with the Court's ECF system and copies thereof served on the following parties on or before 4:00 p.m. March 16, 2007: (i) Miller & Martin PLLC, 1170 Peachtree Street, N.E., Suite 800, Atlanta, Georgia 30309, Attention: Dean Booth and Shelley D. Rucker, Esq. (ii) Davis Polk and Wardwell, 450 Lexington Avenue, New York, New York, 10017, Attention: Marshall S. Huebner, Esq., (iii) Akin Gump Strauss Hauer & Feld, LLP, 590 Madison Avenue, New York, New York, 10022, Attention: Daniel H. Golden, Esq., Lisa G. Beckerman, Esq., and David H. Botter, Esq., (iv) Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004, Attention: Greg M. Zipes, Esq., (v) Securities and Exchange Commission, 100 F Street, N.E., Washington, DC 20549, Attention: Michael A. Broman, (vi) Securities and Exchange Commission, 3 World Financial Center, New York, New York 10281, Attention: Nathan Fuchs, (vii) Internal Revenue Service, 290 Broadway, New York, New York 10008, Attention: Sid Brown, and (viii) Bankruptcy Services LLC, 757 3<sup>rd</sup> Avenue, New York, New York 10017, Attention: Robert Saraceni.**

**A party without access to the court's ECF system may file an objection by mailing a copy thereof the United States Bankruptcy Court for the Southern District of New York,**

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<sup>2</sup> Due to privacy concerns, the Debtor has not provided a list of the names and addresses for service to Applicant. Debtor has provided this list to its servicing agent Bankruptcy Services, Inc.

**300 Quarropas Street, White Plains, NY 10601-4140, Attention: Awilda Rodriguez so that it is actually received on or before March 16, 2007. Parties who file objections in this manner must also serve such objection on the parties listed in the proceeding paragraph.**

**Pursuant to the Notice Regarding Emails and Faxes Sent to the Court entered by the Bankruptcy Court on September 21, 2006 (Docket No. 3240), sending letters, objections and other correspondence to the Bankruptcy Court via fax or email is improper and, absent prior permission, will not be accepted, reviewed or otherwise considered, unless the party has demonstrated to the Court she/he cannot communicate with the Bankruptcy Court by any other method. All faxes and emails received by the Bankruptcy Court without prior approval will be disregarded and not considered filed with or received by the Bankruptcy Court for any purpose.**

### **HEARING**

**In the event an objection is filed, the Court shall hold a hearing on the Application and the objection on March 21, 2007 at 2:30 p.m. at the United States Bankruptcy Court for the Southern District of New York, before the Honorable Adlai S. Hardin, Jr., Courtroom 701, One Bowling Green, New York, New York 10004-1408.**

Dated March 1, 2007.

### **MILLER & MARTIN PLLC**

By:  /s/ Shelley D. Rucker

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