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Return Date: December  
19, 2005  
Time: 1:30 p.m. EST

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Proposed 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 (PCB)

(Jointly Administered)

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION NUNC PRO  
TUNC OF TOWNSEND & TOWNSEND & CREW LLP AS ATTORNEYS**

This matter came on to be heard on the application (the “Application”) and supplemental application (the “Supplemental Application”) of the Section 1114 Committee (“the Committee”) for an Order Authorizing the Employment and Retention of Farella Braun + Martel LLP, Townsend and Townsend and Crew LLP as attorneys for the committee appointed by this Court to represent the non-pilot retirees of Delta Air Lines, Inc. pursuant to 11 U.S.C. § 1114(d) of the Bankruptcy Code, 11 U.S.C. §§ 101-1330 (the “Bankruptcy Code”), and Foley & Lardner LLP as local counsel.

The Court has reviewed the Application and Supplemental Application, the declarations of Dean M. Gloster, Esq., Guy W. Chambers, Esq. and Peter N. Wang, Esq. filed in connection with the Application. The Court has also heard the statements of counsel in support of the relief requested therein at the hearing thereon.

The Court hereby finds as follows: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), and (c) Townsend and Townsend and Crew LLP does not hold or represent any interest adverse to the Committee representing the non-pilot retirees of Delta Air Lines, Inc. (alternatively “Delta” or the “Debtor”) in this case. The Court further finds that notice of the Application and the hearing given was sufficient under the circumstances.

The Court therefore finds that just cause is established for the relief herein granted.

IT IS HEREBY ORDERED THAT:

1. The Application is granted in all respects. The Committee is hereby authorized, pursuant to section 1114(d) of the Bankruptcy Code, to retain, effective *nunc pro tunc* as of October 27, 2005 and upon the terms and for the purposes set forth in the

Application, Townsend and Townsend and Crew LLP as special counsel to the Committee appointed to represent Delta's non-pilot retirees in the above-captioned chapter 11 case.

2. The requirements of Local Bankruptcy Rule 9013-1(b) are waived with respect to the Application.

3. Compensation to Townsend and Townsend and Crew LLP for legal services rendered and reimbursement of expenses incurred in connection with this chapter 11 case shall be pursuant to applications to be submitted to and approved by this Court from time to time during the pendency of this chapter 11 case, or as permitted by Court order or its local rules. Townsend and Townsend and Crew LLP is subject to the 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 entered on October 6, 2005, as adjusted to take into account the timing of the Court's granting of the 1114 Committee's counsel's application for appointment.

4. Townsend and Townsend and Crew LLP may seek to receive compensation for administrative expenses incurred from September 14, 2005 through October 26, 2005 pursuant to Section 503 of the Bankruptcy Code. The Applicant acknowledges that the Debtors and the Creditors Committee reserve their rights to object to any such application.

5. Compensation to Townsend and Townsend and Crew LLP for services and expenses incurred on or after October 27, 2005, the date this Court ordered the creation of a Section 1114 Committee is hereby authorized, pursuant to Section 1114 and 1103 of the Bankruptcy Code.

6. Copies of all notices, pleadings and other documents filed in this case and any and all adversary proceedings shall be served upon the Committee by serving Guy

W. Chambers, Esq., Townsend and Townsend and Crew LLP, Two Embarcadero Center,  
Eighth Floor, San Francisco, CA, 94111-3834, phone: 415-576-0200, fax: 415-576-0300.

7. The Court shall retain jurisdiction over any matter or dispute arising from  
or relating to the implementation of this Order.

Dated: December 19, 2005

ENTERED: /s/ Prudence Carter Beatty  
HONORABLE PRUDENCE CARTER BEATTY