

UNITED STATES DISTRICT COURT  
DISTRICT OF MINNESOTA

Northwest Airlines, Inc.,

Civil No. 07-4803 (JNE/JJG)

Plaintiff,

and

Air Line Pilots Association,

Intervening Plaintiff,

v.

Raymond B. Phillips, Michael Tanksley,  
Belmont Beck, Platt Hubbell, Timothy I.  
Meldahl, Gregory S. Novotny, William J.  
Riley, and Ralph C. Taylor, Individually,  
and as Representatives of Persons  
Similarly Situated,

Defendants.

**ORDER CERTIFYING CLASS ACTION**  
**UNDER FEDERAL RULE OF CIVIL**  
**PROCEDURE 23 AND CERTIFYING**  
**COLLECTIVE ACTION UNDER 29 U.S.C.**  
**§ 216(b)**

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Michael Tanksley, Raymond B. Phillips,  
Belmont Beck, Platt Hubbell, Timothy I.  
Meldahl, Gregory S. Novotny, William J.  
Riley and Ralph C. Taylor, Individually,  
and as Representatives of Persons  
Similarly Situated,

Counterclaimants,

v.

Northwest Airlines, Inc., and Air Line  
Pilots Association,

Plaintiffs.

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Based on the Joint Motion of Plaintiffs Northwest Airlines, Inc. (“Northwest”) and Air  
Line Pilots Association (“ALPA”) and Defendants/Counterclaimants (“Pilots”) For Class  
Certification Pursuant To Federal Rule Of Civil Procedure 23 and For Collective Action

Certification Pursuant To 29 U.S.C. § 216(b), and based on the Declarations and Exhibits submitted in connection therewith,

IT IS HEREBY ORDERED that:

1. With respect to Northwest/ALPA's Employee Retirement Income and Security Act of 1974 ("ERISA") Claims and Defendants/Counterclaimants' ERISA Counterclaims as alleged in the above action, a class is certified consisting of "all Northwest pilots who are participants in the Target Plan, are age 40 and over, and who receive no contributions or smaller contributions to their Target Plan accounts than under the previous pro-rata-to-pay allocation under the Northwest Retirement Savings Plan for Pilot Employees" ("ERISA Class").
2. With respect to Defendants/Counterclaimants' duty of fair representation ("DFR") Counterclaims, as alleged in the above action, a class is certified consisting of "all Northwest pilots who are participants in the Target Plan, are age 40 and over, and who receive no contributions or smaller contributions to their Target Plan accounts than under the previous pro-rata-to-pay allocation under the Northwest Retirement Savings Plan for Pilot Employees" ("DFR Class").
3. Defendants/Counterclaimants Raymond B. Phillips, Michael Tanksley, Belmont Beck, Platt Hubbell, Timothy I. Meldahl, Gregory S. Novotny, William J. Riley, and Ralph C. Taylor are appointed as Class Representatives for the ERISA Class and the DFR Class.
4. With respect to Defendants/Counterclaimants' Counterclaims under the law of the State of Minnesota as alleged in the above action, a subclass is certified consisting of "all Northwest pilots who are participants in the Target Plan, reside in Minnesota, are age 40 and over, and who receive no contributions or smaller contributions to their Target Plan

accounts than under the previous pro-rata-to-pay allocation under the Northwest Retirement Savings Plan for Pilot Employees” (“Minnesota Subclass”).

Defendant/Counterclaimant Raymond B. Phillips is appointed as Class Representative for the Minnesota Subclass.

5. With respect to Defendants/Counterclaimants’ Counterclaims under the law of the State of California as alleged in the above action, a subclass is certified consisting of “all Northwest pilots who are participants in the Target Plan, reside in California, are age 40 and over, and who receive no contributions or smaller contributions to their Target Plan accounts than under the previous pro-rata-to-pay allocation under the Northwest Retirement Savings Plan for Pilot Employees” (“California Subclass”).

Defendant/Counterclaimant Belmont Beck is appointed as Class Representative for the California Subclass.

6. With respect to Defendants/Counterclaimants’ Counterclaims under the law of the State of Washington as alleged in the above action, a subclass is certified consisting of “all Northwest pilots who are participants in the Target Plan, reside in the State of Washington, are age 40 and over, and who receive no contributions or smaller contributions to their Target Plan accounts than under the previous pro-rata-to-pay allocation under the Northwest Retirement Savings Plan for Pilot Employees” (“Washington Subclass”). Defendants/Counterclaimants Michael Tanksley, Timothy I. Meldahl, and Ralph C. Taylor are appointed as Class Representatives for the Washington Subclass.

7. That the ERISA Class, the DFR Class, the Minnesota Subclass, the California Subclass, and the Washington Subclass meet the provisions of Fed. R. Civ. P. 23(a) in that

numerosity and typicality requirements are met, there are common questions of law and fact with respect to each class and subclass, and that the above-referenced Class Representatives and their counsel, Lewis, Feinberg, Lee, Renaker & Jackson, P.C., Schaeffer Law Firm, LLC, and Mansfield, Tanick & Cohen, P.A. (the “Attorneys”) will adequately represent the members of the respective classes and subclasses identified above.

8. That the ERISA Class, the DFR Class, the Minnesota Subclass, the California Subclass, and the Washington Subclass are certified as mandatory, non-opt-out classes and subclasses, pursuant to Fed. R. Civ. P. 23(b)(1)(A) and 23(b)(2).
9. The Court finds that the Attorneys satisfy Fed. R. Civ. P. 23(g) and appoints them as Class Counsel for the ERISA Class, the DFR Class, the Minnesota Subclass, the California Subclass, and the Washington Subclass.
10. That with respect to Defendants/Counterclaimants’ Age Discrimination in Employment Act of 1967 (“ADEA”) Claims, an opt-in collective action pursuant to 29 U.S.C. §§ 216(b) and 626(b) is certified consisting of “all Northwest pilots who are participants in the Target Plan, are age 40 and over, and who receive no contributions or smaller contributions to their Target Plan accounts than under the previous pro-rata-to-pay allocation under the Northwest Retirement Savings Plan for Pilot Employees” (“ADEA Collective Action”). Raymond B. Phillips, Michael Tanksley, Belmont Beck, Platt Hubbell, Timothy I. Meldahl, Gregory S. Novotny, William J. Riley, and Ralph C. Taylor are appointed as Collective Action Representatives for the ADEA Collective Action.
11. Within three business days of the Court’s approval of the Joint Motion and attached Notice, Northwest will provide directly to Class Counsel or Class Counsel’s designee a

list (in electronic form) containing the names and last known address of all persons who may potentially be Class or Collective Action Members as well as such individuals in the mandatory State Law Subclasses.

12. As soon as practicable following the receipt of such information, Counsel for the parties will jointly ensure that notices substantially conforming to Exhibit A to the Joint Memorandum of Law in Support of Plaintiffs Northwest Airlines, Inc. and Air Line Pilots Association and Defendants/Counterclaimants (Pilots) for Class Certification Pursuant to Federal Rule of Civil Procedure 23 and for Collective Action Certification Pursuant to 29 U.S.C. § 216(b) [Docket No. 113] have been mailed to such individuals by the third party administrator jointly selected by counsel for all the parties. Thereafter, Class Counsel will be responsible for ensuring that any executed and returned opt-in consent forms are filed with the Court.
13. The cost of preparing and mailing Notices and administration of the notice process by a third party administrator will be borne on the following basis: one-third by Northwest, one-third by ALPA, and one-third by the Named Pilots, collectively.

Dated: October 17, 2008

s/ Joan N. Ericksen  
JOAN N. ERICKSEN  
United States District Judge