

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	:	Chapter 11
	:	
TWA INC. POST CONFIRMATION ESTATE,	:	Case No. 01-00056 (PJW)
	:	(Jointly Administered)
	:	
Debtor.	:	Hearing Date: December 4, 2002 at 9:30 a.m.
	:	Objection Deadline: September 16, 2002 at 4:00 p.m.

**COMBINED SIXTH QUARTERLY AND FINAL FEE APPLICATION OF BLANK ROME
COMISKY & MCCAULEY LLP FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL TO THE STATUTORY
COMMITTEE OF UNSECURED CREDITORS OF TRANS WORLD AIRLINES, INC., ET AL.**

Name of Applicant:	Blank Rome Comisky and McCauley LLP
Authorized to Provide Professional Services to:	Statutory Committee of Unsecured Creditors of Trans World Airlines, Inc., et al.
Date of Retention:	January 19, 2001
Period for which Compensation and Reimbursement is Sought on Interim Basis:	April 1, 2002 through June 30, 2002
Amount of Interim Compensation Requested:	\$93,406.00
Amount of Expense Reimbursement Requested on Interim Basis:	\$9,150.06
Amount of Compensation Requested on Final Basis for the Period from January 19, 2001 through case conclusion:	\$2,856,203.50 ¹
Amount of Expense Reimbursement Requested on Final Basis for the Period from January 19, 2001 through case conclusion:	\$247,066.27

This is an: √ interim and √ final application

The total time expended for fee application preparation, including the Eighteenth Interim Fee Application, is approximately 35 hours and the corresponding compensation is approximately \$7,220.00.

¹ Included within this figure is an additional sum of \$5,000.00, which represents an estimate of the fees that will be incurred for services rendered in connection with, inter alia, BRCM's response to American Airline's objections to BRCM's fee applications and the Fee Hearing now scheduled for December 4, 2002. This is an estimated figure and BRCM will provide the Court with a statement of services actually rendered at the December 4, 2002 hearing, at which time a reconciliation will take place.

Following is pertinent information regarding each application submitted with the Court including this application:

Date Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
2/26/01	1/19/01-1/31/01	\$183,201.00	\$2,067.00	\$183,201.00	\$2,067.00
3/26/01	2/1/01-2/28/01	\$335,046.50	\$32,948.52	\$335,046.50	\$32,948.52
4/25/01	3/1/01-3/31/01	\$668,832.00	\$71,442.85	\$668,832.00	\$71,442.85
5/25/01	4/1/01-4/30/01	\$378,820.00	\$39,956.47		
6/25/01	5/1/01-5/31/01	\$260,491.50	\$21,654.40		
7/25/01	6/1/01-6/30/01	\$206,291.00	\$23,753.49		
8/27/01	7/1/01-7/31/01	\$249,128.50	\$14,594.96		
9/25/01	8/1/01-8/31/01	\$92,743.50	\$10,155.48		
10/25/01	9/1/01-9/30/01	\$60,418.50	\$2,250.04	\$60,418.50	\$2,250.04
11/26/01	10/1/01-10/31/01	\$49,620.50	\$4,381.56	\$49,620.50	\$4,381.56
12/28/01	11/1/01-11/30/01	\$45,214.00	\$2,595.85	\$45,214.00	\$2,595.85
1/25/02	12/1/01-12/31/01	\$47,584.50	\$1,578.93	\$47,584.50	\$1,578.93
2/25/02	1/1/02-1/31/02	\$57,055.00	\$4,023.97		
3/25/02	2/1/02-2/28/02	\$38,856.50	\$1,600.69		
4/25/02	3/1/02-3/31/02	\$57,556.50	\$4,265.97		
5/28/02	4/1/02-4/30/02	\$23,107.50	\$667.75		
6/25/02	5/1/02-5/31/02	\$23,972.00	\$730.33		
7/26/02	6/1/02-6/30/02	\$46,326.50	\$7,751.98		
8/26/02	7/1/02-8/21/02	\$26,938.00	\$686.03		
Totals:		\$2,851,203.50	\$247,066.27	\$1,389,917.00	\$117,264.75

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:	:	Chapter 11
	:	
TWA INC. POST CONFIRMATION ESTATE,	:	Case No. 01-00056 (PJW)
	:	(Jointly Administered)
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Debtors.	:	Hearing Date: December 4, 2002 at 9:30 a.m.
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**COMBINED SIXTH QUARTERLY AND FINAL FEE
APPLICATION OF BLANK ROME COMISKY & MCCAULEY LLP FOR
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT
OF EXPENSES INCURRED AS COUNSEL TO THE STATUTORY COMMITTEE
OF UNSECURED CREDITORS OF TRANS WORLD AIRLINES, INC., ET AL.**

This Combined Sixth Quarterly and Final Fee Application for Compensation for Services Rendered and Reimbursement of Expenses Incurred (the "Fee Application") is filed by Blank Rome Comisky & McCauley LLP ("BRCM") requesting (i) interim approval for and payment for services rendered and expenses incurred on behalf of the Statutory Committee of Unsecured Creditors ("Committee") of Trans World Airlines, Inc., et al., for the period from April 1, 2002 through June 30, 2002 (the "Sixth Quarterly Fee Period"); (ii) final approval of all services rendered and expenses incurred by BRCM on behalf of the Committee from the Retention Date (as defined below) through the conclusion of the bankruptcy cases (the "Final Application Period")¹; and (iii) payment of all unpaid services rendered and expenses incurred during the Final Application Period by BRCM on behalf of the Committee.

¹ Included within the Final Application Period are services rendered and expenses incurred by BRCM during the Stub Period (as defined herein), for which BRCM seeks final approval.

INTRODUCTION AND BACKGROUND

1. On January 10, 2001, Trans World Airlines, Inc., et al. (the "Debtors"), filed voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"). No trustee or examiner has been appointed in these cases.

2. On January 18, 2001, the Office of the United States Trustee, pursuant to § 1102(a)(1) of the Bankruptcy Code, appointed the following members to the Committee: Pepsi Cola General Bottlers, First Security Bank, N.A., Moses Marx c/o United Equities Commodities Company, Air Line Pilots Association, International Association of Machinists & Aerospace Workers and United Technologies Corporation. On February 1, 2001, the United States Trustee appointed HSBC Bank USA to become a member of the Committee, replacing First Security Bank, N.A. On March 14, 2001, United Technologies Corporation resigned from the Committee.

3. Following the Committee organizational meeting on January 19, 2001 (the "Retention Date"), the Committee selected BRCM to serve as its counsel. By Order of this Court dated March 2, 2001, the Court approved BRCM's employment by the Committee nunc pro tunc to January 19, 2001.

4. On June 14, 2002, this Court confirmed the Third Amended Joint Plan of Reorganization of Trans World Airlines, Inc., et al. and the Official Committee of Unsecured Creditors Pursuant to Chapter 11 of the United States Bankruptcy Code, as amended (the "Plan"). The Plan became effective on June 25, 2002 (the "Effective Date").

5. BRCM is a nationally recognized law firm with extensive experience and expertise in bankruptcy and reorganization proceedings, particularly with respect to representation of creditors' committees. For example, BRCM served as counsel to the Unsecured Creditors' Committee in the following significant Chapter 11 cases: LTV Corporation, Wheeling Pittsburgh Steel Company,

Baldwin-United, US One Communications, Merry-Go-Round Enterprises, Inc. and Bill's Dollar Stores, Inc.

6. The core team having primary responsibility for representation of the Committee in these chapter 11 cases was Thomas E. Biron, Michael Z. Brownstein, Michael D. DeBaecke and Alyson M. Fath. BRCM drew upon the knowledge and skills of other firm attorneys to provide specialized services and legal research as needs arose. In addition, Jo Ann Recchiuti, one of the firm's paralegals, was assigned to handle those aspects of the case that could best be managed by paraprofessionals to avoid excessive costs to the estate.

7. BRCM maintains offices in several locations including Wilmington, DE, with its principal office in Philadelphia, PA.

8. On or about February 26, 2001, BRCM filed its First Monthly Interim Application for compensation and reimbursement of expenses for the period from January 19, 2001 through January 31, 2001, seeking approval of interim allowance of compensation for actual and necessary professional services rendered in the amount of \$183,201.00 and reimbursement of reasonable and necessary expenses incurred in the amount of \$2,067.00 (the "First Interim Fee Application"). Upon receiving no timely objections, on or about March 28, 2001, BRCM filed a Certificate of No Objection with the Court [Dkt. No. 1091]. Subsequently, on or about July 16, 2001, American Airlines, Inc. and its affiliates ("American") filed an Objection to Fifth Monthly Interim and First Quarterly Fee Application of BRCM [Dkt. No. 1977]², which covered the First Interim Fee Application. This Court approved the First Interim Fee Application over American's objection and granted BRCM compensation in the amount of \$183,201.00 and expenses in the amount of \$2,067.00. BRCM has received full payment from the Debtors with respect to the First Interim Fee Application.

² BRCM intends to file shortly its omnibus response to all of American's objections to BRCM's fee applications that have not been resolved previously. BRCM's response shall be deemed incorporated into this Fee Application.

9. On or about March 26, 2001, BRCM filed its Second Monthly Interim Application for compensation and reimbursement of expenses for the period from February 1, 2001 through February 28, 2001, seeking approval of interim allowance of compensation for actual and necessary professional services rendered in the amount of \$335,046.50 and reimbursement of reasonable and necessary expenses incurred in the amount of \$32,948.52 (the “Second Interim Fee Application”). Upon receiving no timely objections, on or about April 17, 2001, BRCM filed a Certificate of No Objection with the Court [Dkt. No. 1443]. Subsequently, on or about July 16, 2001, American filed an Objection to Fifth Monthly Interim and First Quarterly Fee Application of BRCM [Dkt. No. 1977], which covered the Second Interim Fee Application. This Court approved the Second Interim Fee Application over American’s objection and granted BRCM compensation in the amount of \$335,046.50 and expenses in the amount of \$32,948.52. BRCM has received full payment from the Debtors with respect to the Second Interim Fee Application.

10. On or about April 25, 2001, BRCM filed its Third Monthly Interim Application for compensation and reimbursement of expenses for the period from March 1, 2001 through March 31, 2001, seeking approval of interim allowance of compensation for actual and necessary professional services rendered in the amount of \$668,832.00 and reimbursement of reasonable and necessary expenses incurred in the amount of \$71,442.85 (the “Third Interim Fee Application”). Upon receiving no timely objections, on or about May 17, 2001, BRCM filed a Certificate of No Objection with the Court [Dkt. No. 1494]. Subsequently, on or about July 16, 2001, American filed an Objection to Fifth Monthly Interim and First Quarterly Fee Application of BRCM [Dkt. No. 1977], which covered the Third Interim Fee Application. This Court approved the Third Interim Fee Application over American’s objection and granted BRCM compensation in the amount of \$668,832.00 and expenses in

the amount of \$71,442.85. BRCM has received full payment from the Debtors with respect to the Third Interim Fee Application.

11. On or about May 25, 2001, BRCM filed its Fourth Monthly Interim Application for compensation and reimbursement of expenses for the period from April 1, 2001 through April 30, 2001, seeking approval of interim allowance of compensation for actual and necessary professional services rendered in the amount of \$378,820.00 and reimbursement of reasonable and necessary expenses incurred in the amount of \$39,956.47 (the “Fourth Interim Fee Application”). Upon receiving no timely objections, on or about June 20, 2001, BRCM filed a Certificate of No Objection with the Court [Dkt. No. 1813]. In accordance with the procedures established pursuant to the compensation procedures order dated January 10, 2001 (the “Compensation Procedures Order”), BRCM received 80% of its fees (\$303,056.00) and 100% of its expenses (\$39,956.47) from the Debtors with respect to the Fourth Interim Fee Application. Subsequently, on or about November 11, 2001, American filed an Amended Objection to Second Quarterly and Seventh Monthly Fee Application of BRCM [Dkt. No. 2397],³ which covered the Fourth Interim Fee Application. The Court has not approved the Fourth Interim Fee Application.

12. On or about June 25, 2001, BRCM filed its Fifth Monthly Interim Application for compensation and reimbursement of expenses for the period from May 1, 2001 through May 31, 2001, seeking approval of interim allowance of compensation for actual and necessary professional services rendered in the amount of \$260,491.50 and reimbursement of reasonable and necessary expenses incurred in the amount of \$21,654.40 (the “Fifth Interim Fee Application”). On or about July 16, 2001, American filed an objection to BRCM’s Fifth Monthly Interim and First Quarterly Fee

³ The Amended Objection supercedes American’s first Objection to Second Quarterly and Seventh Monthly Fee Application of BRCM [Dkt. No. 2195].

Application [Dkt. No. 1977].⁴ This Court has not approved the Fifth Interim Fee Application and BRCM has received no payment from the Debtors with respect to the Fifth Interim Fee Application.

13. On or about July 25, 2001, BRCM filed its Sixth Monthly Interim Application for compensation and reimbursement of expenses for the period from June 1, 2001 through June 30, 2001, seeking approval of interim allowance of compensation for actual and necessary professional services rendered in the amount of \$206,291.00 and reimbursement of reasonable and necessary expenses incurred in the amount of \$23,753.49 (the “Sixth Interim Fee Application”). Upon receiving no timely objections, on or about August 17, 2001, BRCM filed a Certificate of No Objection with the Court [Dkt. No. 2122]. In accordance with the Compensation Procedures Order, BRCM received 80% of its fees (\$165,032.80) and 100% of its expenses (\$23,753.49) from the Debtors with respect to the Sixth Interim Fee Application. Subsequently, on or about November 11, 2001, American filed an Amended Objection to Second Quarterly and Seventh Monthly Fee Application of BRCM [Dkt. No. 2397],⁵ which covered the Fourth Interim Fee Application. The Court has not approved the Sixth Interim Fee Application.

14. On or about August 27, 2001, BRCM filed its Seventh Monthly Interim Application for compensation and reimbursement of expenses for the period from July 1, 2001 through July 31, 2001, seeking approval of interim allowance of compensation for actual and necessary professional services rendered in the amount of \$249,128.50 and reimbursement of reasonable and necessary expenses incurred in the amount of \$14,594.96 (the “Seventh Interim Fee Application”). On or about November 11, 2001, American filed an Amended Objection to Second Quarterly and Seventh Monthly Fee Application of BRCM. [Dkt. No. 2397]. On or about February 6, 2002, American also filed an

⁴ On or about September 10, 2001, American filed an Objection to Second Quarterly and Seventh Monthly Fee Application of BRCM [Dkt. No. 2195], which also covers the Fifth Interim Fee Application.

⁵ The Amended Objection supercedes American’s first Objection to Second Quarterly and Seventh Monthly Fee Application of BRCM [Dkt. No. 2397].

Objection to Third Quarterly Interim Application of BRCM, requesting that the Court refer to its prior objection concerning the month of July 2001 rather than restate the basis for its objections [Dkt. No. 2850]. This Court has not approved the Seventh Interim Fee Application and BRCM has received no payment from the Debtors with respect to the Seventh Interim Fee Application.

15. On or about September 25, 2001, BRCM filed its Eighth Monthly Interim Application for compensation and reimbursement of expenses for the period from August 1, 2001 through August 31, 2001, seeking approval of interim allowance of compensation for actual and necessary professional services rendered in the amount of \$92,743.50 and reimbursement of reasonable and necessary expenses incurred in the amount of \$10,155.48 (the “Eighth Interim Fee Application”). On or about October 15, 2001, American filed an objection to the Eighth Interim Fee Application [Dkt. No. 2290]. On or about February 6, 2002, American also filed an Objection to Third Quarterly Interim Application of BRCM, requesting that the Court refer to its prior objection concerning the month of August 2001 rather than restate the basis for its objections [Dkt. No. 2850]. This Court has not approved the Eighth Interim Fee Application and BRCM has received no payment from the Debtors with respect to the Eighth Interim Fee Application.

16. On or about October 25, 2001, BRCM filed its Ninth Monthly Interim Application for compensation and reimbursement of expenses for the period from September 1, 2001 through September 30, 2001, seeking approval of interim allowance of compensation for actual and necessary professional services rendered in the amount of \$60,418.50 and reimbursement of reasonable and necessary expenses incurred in the amount of \$2,250.04 (the “Ninth Interim Fee Application”). Upon receiving no objections, on or about November 16, 2001, BRCM filed a Certificate of No Objection with the Court [Dkt. No. 2417]. This Court approved the Ninth Interim Fee Application granting

BRCM compensation in the amount of \$60,418.50 and expenses in the amount of \$2,250.04. BRCM has received payment in full from the Debtors with respect to the Ninth Interim Fee Application.

17. On or about November 26, 2001, BRCM filed its Tenth Monthly Interim Application for compensation and reimbursement of expenses for the period from October 1, 2001 through October 1, 2001, seeking approval of interim allowance of compensation for actual and necessary professional services rendered in the amount of \$49,620.50 and reimbursement of reasonable and necessary expenses incurred in the amount of \$4,381.56 (the “Tenth Interim Fee Application”). Upon receiving no timely objections, on or about December 18, 2001, BRCM filed a Certificate of No Objection with the Court [Dkt. No. 2534]. On or about March 1, 2002, MBNA America Bank, N.A (“MBNA”) filed a Limited Objection to Fourth Quarterly Interim Application of BRCM [Dkt. No. 2940], which covered the Tenth Interim Fee Application. BRCM and MBNA entered into a stipulation and order to resolve MBNA’s objection, which was approved by the Court [Dkt. No. 3429]. Subsequently, the Court approved the Tenth Interim Fee Application granting BRCM compensation in the amount of \$49,620.50 and expenses in the amount of \$4,381.56. BRCM has received payment in full from the Debtors with respect to the Tenth Interim Fee Application.

18. On or about December 28, 2001, BRCM filed its Eleventh Monthly Interim Application for compensation and reimbursement of expenses for the period from November 1, 2001 through November 30, 2001, seeking approval of interim allowance of compensation for actual and necessary professional services rendered in the amount of \$45,214.00 and reimbursement of reasonable and necessary expenses incurred in the amount of \$2,595.85 (the “Eleventh Interim Fee Application”). Upon receiving no timely objections, on or about January 23, 2002, BRCM filed a Certificate of No Objection with the Court [Dkt. No. 2804]. On or about March 1, 2002, MBNA filed a Limited Objection to Fourth Quarterly Interim Application of BRCM [Dkt. No. 2940], which covered the

Eleventh Interim Fee Application. BRCM and MBNA entered into a stipulation and order to resolve MBNA's objection, which was approved by the Court [Dkt. No. 3429]. Subsequently, the Court approved the Eleventh Interim Fee Application and granted BRCM compensation in the amount of \$45,214.00 and expenses in the amount of \$2,595.85. BRCM has received payment in full from the Debtors with respect to the Eleventh Interim Fee Application.

19. On or about January 25, 2002, BRCM filed its Twelfth Monthly Interim Application for compensation and reimbursement of expenses for the period from December 1, 2001 through December 31, 2001, seeking approval of interim allowance of compensation for actual and necessary professional services rendered in the amount of \$47,584.50 and reimbursement of reasonable and necessary expenses incurred in the amount of \$1,578.93 (the "Twelfth Interim Fee Application"). On or about March 1, 2002, MBNA filed a Limited Objection to Fourth Quarterly Interim Application of BRCM [Dkt. No. 2940], which covered the Twelfth Interim Fee Application. BRCM and MBNA entered into a stipulation and order to resolve MBNA's objection, which was approved by the Court. [Dkt. No. 3429]. The Court approved the Twelfth Interim Fee Application and granted BRCM compensation in the amount of \$47,584.50 and expenses in the amount of \$1,578.93. BRCM has received payment in full from the Debtors with respect to the Twelfth Interim Fee Application.

20. On or about February 25, 2002, BRCM filed its Thirteenth Interim Monthly Application for compensation and reimbursement of expenses for the period from January 1, 2002 through January 31, 2002, seeking approval of interim allowance of compensation for actual and necessary professional services rendered in the amount of \$57,055.00 and reimbursement of reasonable and necessary expenses incurred in the amount of \$4,023.97 (the "Thirteenth Interim Fee Application"). On or about March 14, 2002, MBNA filed its Limited Objection (the "Limited Objection") to Applications/Motions Requesting Payment of Administrative Claims [Dkt. No. 2998]. On or about

March 28, 2002, MBNA filed its Second Limited Objection (the “Second Limited Objection”) to Applications/Motions Requesting Payment of Administrative Claims [Dkt. No. 3045]. BRCM and MBNA entered into a stipulation and order to resolve MBNA’s Second Limited Objection, as well as additional objections described below (the “MBNA Stipulation”), which was approved by the Court [Dkt. No. 3480]. Thereafter, on or about July 22, 2002, MBNA withdrew its Limited Objection [Dkt. No. 3513] and its Second Limited Objection [Dkt. No. 3514]. BRCM has received 80% of its fees (\$45,644.00) and 100% of its expenses (\$4,023.97) from the Debtors with respect to the Thirteenth Interim Fee Application.

21. On or about March 25, 2002, BRCM filed its Fourteenth Monthly Interim Application for compensation and reimbursement of expenses for the period from February 1, 2002 through February 28, 2002, seeking approval of interim allowance of compensation for actual and necessary professional services rendered in the amount of \$38,856.50 and reimbursement of reasonable and necessary expenses incurred in the amount of \$1,600.69 (the “Fourteenth Interim Fee Application”). On or about April 10, 2002, the United States Trustee filed a Limited Objection to the Fourteenth Interim Fee Application [Dkt. No. 3079]. On or about April 22, 2002, MBNA filed its Third Limited Objection to Applications/Motions Requesting Payment of Administrative Claims [Dkt. No. 3179]. BRCM and MBNA entered into the MBNA Stipulation which set forth, inter alia, BRCM’s understanding that the U.S. Trustee’s objection would be withdrawn conditioned upon BRCM agreeing to the terms of the MBNA Stipulation. Thereafter, on or about July 22, 2002, MBNA withdrew its Third Limited Objection [Dkt. No. 3516]. BRCM has received 80% of its fees (\$31,085.20) and 100% of its expenses (\$1,600.69) from the Debtors with respect to the Fourteenth Interim Fee Application.

22. On or about April 25, 2002, BRCM filed its Fifteenth Monthly Interim Application for compensation and reimbursement of expenses for the period from March 1, 2002 through March 31,

2002, seeking approval of interim allowance of compensation for actual and necessary professional services rendered in the amount of \$57,556.50 and reimbursement of reasonable and necessary expenses incurred in the amount of \$4,265.97 (the “Fifteenth Interim Fee Application”). On or about May 14, 2002, MBNA filed its Fourth Limited Objection to Applications/Motions Requesting Payment of Administrative Claims [Dkt. No. 3261]. Subsequently, BRCM and MBNA entered into the MBNA Stipulation. Thereafter, on or about July 22, 2002, MBNA withdrew its Fourth Limited Objection [Dkt. No. 3517]. BRCM has received 80% of its fees (\$46,045.14) and 100% of its expenses (\$4,265.97) from the Debtors with respect to the Fifteenth Interim Fee Application.

23. On or about May 28, 2002, BRCM filed its Sixteenth Monthly Interim Application for compensation and reimbursement of expenses for the period from April 1, 2002 through April 30, 2002, seeking approval of interim allowance of compensation for actual and necessary professional services rendered in the amount of \$23,107.50 and reimbursement of reasonable and necessary expenses incurred in the amount of \$667.75 (the “Sixteenth Interim Fee Application”). Upon receiving no objections, on or about June 19, 2002, BRCM filed a Certificate of No Objection with the Court [Dkt. No. 3396]. BRCM has not received any payment with respect to the Sixteenth Interim Fee Application.

24. On or about June 25, 2002, BRCM filed its Seventeenth Monthly Interim Application for compensation and reimbursement of expenses for the period from May 1, 2002 through May 31, 2002, seeking approval of interim allowance of compensation for actual and necessary professional services rendered in the amount of \$23,972.00 and reimbursement of reasonable and necessary expenses incurred in the amount of \$730.33 (the “Seventeenth Interim Fee Application”). Upon receiving no objections, on or about July 22, 2002, BRCM filed a Certificate of No Objection with the

Court [Dkt. No. 3515]. BRCM has not received any payment with respect to the Seventeenth Interim Fee Application.

25. On or about July 26, 2002, BRCM filed its Eighteenth Monthly Interim Application for compensation and reimbursement of expenses for the period June 1, 2002 through June 30, 2002, seeking approval of interim allowance of compensation for actual and necessary professional services rendered in the amount of \$46,326.50 and reimbursement of reasonable and necessary expenses incurred in the amount of \$7,751.98 (the "Eighteenth Interim Fee Application"). Upon receiving no objections, on or about August 22, 2002, BRCM filed a Certificate of No Objection with the Court [Dkt. No. 3579]. BRCM has not received any payment with respect to the Eighteenth Interim Fee Application.

26. BRCM hereby incorporates by reference the First Interim Fee Application [Dkt. No. 579]; Second Interim Fee Application [Dkt. No. 1063]; Third Interim Fee Application [Dkt. No. 1492]; Fourth Interim Fee Application [Dkt. No. 1627]; Fifth Interim Fee Application [Dkt. No. 1887]; Sixth Interim Fee Application [Dkt. No. 2018]; Seventh Interim Fee Application [Dkt. No. 2148]; Eighth Interim Fee Application [Dkt. No. 2238]; Ninth Interim Fee Application [Dkt. No. 2339]; Tenth Interim Fee Application [Dkt. No. 2429]; Eleventh Interim Fee Application [Dkt. No. 2620]; Twelfth Interim Fee Application [Dkt. No. 2816]; Thirteenth Interim Fee Application [Dkt. No. 2901]; Fourteenth Interim Fee Application [Dkt. No. 3028]; Fifteenth Interim Fee Application [Dkt. No. 3205]; Sixteenth Interim Fee Application [Dkt. No. 3312]; Seventeenth Interim Fee Application [Dkt. No. 3475] and Eighteenth Interim Fee Application [Dkt. No. 3533], as if all were attached hereto in full and made a part hereof. Copies of all such Fee Applications are available upon request.

27. This Combined Sixth Quarterly and Final Fee Application is submitted in accordance with this Court's Compensation Procedures Order and the Confirmation Order, and is made pursuant

to the provisions of §§ 330 and 331 of the Bankruptcy Code for a sixth quarterly interim allowance of compensation and reimbursement of actual and necessary costs and expenses paid or incurred by BRCM in its representation of the Committee during the Sixth Quarterly Fee Period, as well as final allowance for all services rendered and reimbursement of actual and necessary costs and expenses paid or incurred by BRCM in its representation of the Committee during the Final Application Period. BRCM has reviewed the requirements of Del.Bankr.LR 2016-2, and submits that this Combined Sixth Quarterly and Final Fee Application complies with Del.Bankr.LR 2016-2.

28. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

COMPENSATION PAID AND ITS SOURCE

29. All services for which BRCM requests compensation were performed for or on behalf of the Committee.

30. BRCM has received no payment and no promise for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered during the Sixth Quarterly Fee Period and the Final Application Period. There is no agreement or understanding between BRCM and any other person for the sharing of compensation to be received for services rendered in these cases.

SERVICES RENDERED AND EXPENSES INCURRED DURING THE SIXTH QUARTERLY FEE PERIOD

31. In May, June and July 2002, BRCM filed its Sixteenth, Seventeenth and Eighteenth Monthly Interim Applications (collectively, the "Monthly Interim Applications") for compensation for services rendered and reimbursement of expenses incurred as counsel to the Committee for the previous months, respectively. The following is a list of the Monthly Interim Applications:

Application	Date Filed	Docket Number	Fees Requested	Expenses Requested
Sixteenth Monthly Interim Application (April 2002)	5/28/02	3312	\$23,107.50	\$667.75
Seventeenth Monthly Interim Application (May 2002)	6/25/02	3475	\$23,972.00	\$730.33
Eighteenth Monthly Interim Application (June 2002)	7/26/02	3533	\$46,326.50	\$7,751.98

32. Attached hereto as Exhibits "A," "B," and "C" are: (i) summary schedules of hours and fees for each attorney and paraprofessional; (ii) summary schedules of hours and fees categorized by project code; (iii) categorized summaries of the actual and necessary costs and expenses incurred by BRCM; and (iv) itemizations of each expense within each category for the time periods covered by the Sixteenth, Seventeenth and Eighteenth Monthly Fee Applications, respectively.

33. A consolidated summary schedule of hours and fees for each attorney and paraprofessional, and a consolidated summary schedule of hours and fees categorized by project code for the Sixth Quarterly Fee Period are set forth in Attachment B hereto.

34. The services rendered by BRCM during the Sixth Quarterly Fee Period can be grouped into the project codes set forth below:

- Code #1: BRCM Fee/Employment Applications
- Code #2: Other Professionals' Fee/Employment Issues
- Code #4: Asset Sale and Bid Procedures
- Code #5: Debtors' Business Operations and Administrative Matters
- Code #6: Committee Business
- Code #8: Non Secured Claims Stay Relief Issues and Litigation

Code #10: Executory Contracts, Including Section 1110 and Collective Bargaining Agreement Issues

Code #11: Plan and Disclosure Statements

Code #14: Other Asset Disposition

Code #15: Asset Recovery Avoidance Power Litigation – General

35. A description of the services performed by BRCM during the Sixth Quarterly Fee Period and up until June 30, 2002 of the Final Application Period is contained in the Monthly Interim Fee Applications already filed with the Court.

36. During the Sixth Quarterly Fee Period, BRCM performed services to assist the Committee in carrying out its duties under § 1103 of the Bankruptcy Code. In total, BRCM incurred professional fees of \$93,406.00, computed at its usual and customary hourly rates, and actual and necessary expenses of \$9,150.06 during the Sixth Quarterly Fee Period.

37. To the best of BRCM's knowledge, this Sixth Quarterly Fee Application complies with §§ 330 and 331 of the Bankruptcy Code and the Bankruptcy Rules. BRCM's charges for its professional services are based upon the time, nature, extent and value of such services and the cost of comparable services other than in a case under the Bankruptcy Code.

38. A consolidated categorized summary of the actual and necessary costs and expenses incurred by BRCM during the Sixth Quarterly Fee Period is attached hereto as Exhibit "D". BRCM customarily charges \$0.22 per page for photocopying expenses. For purposes of this Sixth Quarterly Fee Application, BRCM has charged \$0.15 per page for photocopying expenses. Whenever feasible, BRCM sends large copying projects to an outside copy service.

39. BRCM charges \$1.00 per page for out-going facsimile transmissions. The charge for outgoing facsimile transmissions reflects BRCM's calculation of the actual costs incurred by BRCM for the machines, supplies and labor expense associated with sending telecopies and is reasonable in

relation to the amount charged by outside vendors who provide similar services. BRCM does not charge for incoming facsimile transmissions.

**SERVICES RENDERED AND EXPENSES INCURRED DURING
THE STUB PERIOD AND FINAL APPLICATION FEE PERIOD**

40. BRCM expended 120.5 hours having a time value of \$26,938.00 from July 1, 2002 through August 21, 2002 (the “Stub Period”).

41. During the Stub Period, under Project Code #1 (BRCM Fee/Employment Applications), BRCM prepared a response to several objections filed by American Airlines, Inc. and its affiliates to various BRCM’s fee applications. BRCM also prepared its eighteenth monthly interim fee application and this Combined Sixth Quarterly and Final Fee Application.

42. Moreover, during the Stub Period, under Project Code #5 (Debtors’ Business Operations and Administrative Matters), BRCM performed general administrative matters to conclude its representation of the Committee in these bankruptcy cases, including responding to information requests from creditors.

43. A detailed chronological itemization of the services rendered by each attorney during the Stub Period, calculated by tenths of an hour and categorized with the appropriate project code, is attached hereto as Exhibit “E.” A categorized summary of the actual and necessary costs and expenses incurred by BRCM during the Stub Period, and an itemization of each expense within each category, is attached hereto as Exhibit “F.”

44. To the best of BRCM’s knowledge, this Final Fee Application complies with §§ 330 and 331 of the Bankruptcy Code and the Bankruptcy Rules. BRCM’s charges for its professional services are based upon the time, nature, extent and value of such services and the cost of comparable services other than in a case under the Bankruptcy Code.

VALUATION OF SERVICES

45. As reflected on Attachment B to this Combined Sixth Quarterly and Final Fee Application, attorneys and paraprofessionals of BRCM expended a total of 341.3 hours having a time value of \$93,406.00 for services to the Committee during the Sixth Quarterly Fee Period.

46. As reflected on Attachment B-1 to this Combined Sixth Quarterly and Final Fee Application, the cumulative number of hours expended by BRCM professionals and paraprofessionals in performing services for the Committee during the Final Application Period was 9,767.9 hours having a time value of \$2,851,203.50 at a blended hourly rate of 291.41 per hour. Attachment B-1 also contains a consolidated summary schedule of hours and fees categorized by project code and a consolidated summary of the actual and necessary expenses incurred by BRCM during the Final Application Period.

47. In accordance with the factors enumerated in § 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by BRCM is fair and reasonable given: (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

48. During the entire course of these cases, BRCM worked diligently to maximize the amount and the value of distributions available for Class 7 Creditors under the Plan. At all times, BRCM acted in a cost-effective manner by negotiating with the Debtors and other constituencies in reaching fair and reasonable resolutions of issues in the context of achieving a consensual plan of reorganization which was confirmed by this Court and is now effective. Specifically, BRCM engaged in intense discussions and negotiations with parties in interest over the terms of the Plan and how the Plan affects distributions to Class 7 creditors.

49. Overall, in the context of this complex reorganization, BRCM successfully and efficiently worked with all parties to achieve an optimal result for the Committee and its constituency through a process that combined aggressive litigation strategies where appropriate and skillful negotiations of compromise positions.

WHEREFORE, BRCM respectfully requests that: (i) the Court enter an order approving this Combined Sixth Quarterly and Final Application for services rendered during the Sixth Quarterly Fee Period in the amount of \$93,406.00 as compensation for necessary professional services rendered, and the amount of \$9,150.06 for reimbursement of actual, necessary costs and expenses, and that such sums be authorized for payment to BRCM in connection with the Sixth Quarterly Fee Period; (ii) the Court approve and allow the First Interim Fee Application, the Second Interim Fee Application, the Third Interim Fee Application, the Fourth Interim Fee Application, the Fifth Interim Fee Application, the Sixth Interim Fee Application, the Seventh Interim Fee Application, the Eighth Interim Fee Application, the Ninth Interim Fee Application, the Tenth Interim Fee Application, the Eleventh Interim Fee Application, the Twelfth Interim Fee Application, the Thirteenth Interim Fee Application, the Fourteenth Interim Fee Application, the Fifteenth Interim Fee Application, the Sixteenth Interim Fee Application, the Seventeenth Interim Fee Application, the Eighteenth Interim Fee Application, and this Final Application on a final basis in cumulative total amount of \$2,851,203.50 for professional services rendered and \$247,066.27 for reimbursement of reasonable and necessary expenses, plus an additional \$5,000.00; (iii) the Court authorize and direct the Debtors or the Post Confirmation Estate to timely pay BRCM all such amounts which remain unpaid; and (iv) the Court grant such other and further relief as the Court deems just and proper.

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Dated: August 26, 2002

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