

**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)**
)
)
Debtor.)
) **Hearing Date:** December 4, 2002 at 9:30 a.m.
) **Objections Deadline:** September 17, 2002 at 4:00 p.m.

**SUMMARY OF FINAL VERIFIED APPLICATION OF
KIRKLAND & ELLIS FOR ALLOWANCE OF ADMINISTRATIVE
CLAIM FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR
THE FINAL PERIOD JANUARY 10, 2001 THROUGH JUNE 24, 2002**

Name of Applicant: **Kirkland & Ellis**

Authorized to Provide Professional Services to: **Trans World Airlines, Inc., Debtors and Debtors-in-Possession**

Date of Retention: **Retention Order entered January 10, 2001**

Period for which compensation and reimbursement is sought: **January 10, 2001 through June 24, 2002**

Amount of Compensation sought as actual, reasonable, and necessary: **\$10,542,295.50**

Amount of Expense Reimbursement sought as actual, reasonable, and necessary: **\$937,150.04**

This is a final fee application.

The total time expended for the preparation of this application is approximately **20 hours**, and the corresponding fees and expenses are approximately **\$5,000.00**

The K&E attorneys who rendered professional services in these cases are:

Name of Professional Person	Position with the Applicant	Number of Years as an Attorney	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Janet Baer	Of Counsel	20 Years	Bankruptcy	\$495.00	144.30	\$94,429.50
				\$510.00	45.10	
Deanna D Boll	Associate	4 Years	Bankruptcy	\$320.00	42.00	\$24,048.00
				\$390.00	27.20	
Marc J Carmel	Associate	2 Years	Bankruptcy	\$235.00	1,331.70	\$887,567.50
				\$280.00	1,024.60	
				\$300.00	959.10	

Name of Professional Person	Position with the Applicant	Number of Years as an Attorney	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Ludmila A Chupylgina	Associate	2 Years	Bankruptcy	\$235.00	67.20	\$15,792.00
Jonathan P Friedland	Associate	8 Years	Bankruptcy	\$360.00	0.80	\$288.00
Michael J Frishberg	Associate	2 Years	Bankruptcy	\$255.00	2.00	\$510.00
Roger J Higgins	Associate	5 Years	Bankruptcy	\$235.00	1.00	\$235.00
Jason D Horwitz	Associate	2 Years	Bankruptcy	\$235.00	10.20	\$2,397.00
Ryan L Jensen	Associate	2 Years	Bankruptcy	\$235.00	711.40	\$496,052.50
				\$255.00	1,289.70	
Marc Kieselstein	Partner	14 Years	Bankruptcy	\$475.00	818.30	\$425,270.50
				\$515.00	53.20	
				\$600.00	15.30	
Marc Klein	Contract Attorney	1 Year	Bankruptcy	\$235.00	4.50	\$1,057.50
Sharon M Kopman	Associate	9 Years	Bankruptcy	\$330.00	0.10	\$33.00
Christian J Lane	Associate	4 Years	Bankruptcy	\$350.00	0.50	\$175.00
Lena Mandel	Associate	10 Years	Bankruptcy	\$395.00	0.40	\$158.00
Linda Place	Of Counsel	6 Years	Bankruptcy	\$235.00	552.30	\$276,888.50
				\$245.00	600.40	
Kristin E Rooney	Associate	4 Years	Bankruptcy	\$280.00	1,237.10	\$347,764.00
				\$320.00	4.30	
Anup Sathy	Associate	6 Years	Bankruptcy	\$375.00	1.50	\$562.50
Joseph U Schorer	Of Counsel	24 Years	Bankruptcy	\$495.00	1.20	\$594.00
Samuel A Schwartz	Associate	4 Years	Bankruptcy	\$320.00	4.50	\$1,440.00
David R Seligman	Associate	6 Years	Bankruptcy	\$375.00	1,674.20	\$1,696,970.50
				\$395.00	1,299.50	
				\$435.00	1,277.80	
James H M Sprayregen, P.C.	Partner	16 Years	Bankruptcy	\$625.00	526.60	\$400,049.00
				\$680.00	104.30	
Mazen Asbahi	Associate	2 Years	Corporate/SEC/ Venture Capital	\$225.00	87.70	\$19,732.50
Luis Felipe Vianna Birolini	Associate	7 Years	Corporate/SEC/ Venture Capital	\$225.00	10.50	\$2,362.50
Thomas N Blanchard	Associate	2 Years	Corporate/SEC/ Venture Capital	\$225.00	6.90	\$1,552.50
Richard J Clyne	Associate	4 Years	Corporate/SEC/ Venture Capital	\$295.00	29.20	\$8,614.00
Samantha Cohen	Associate	2 Years	Corporate/SEC/ Venture Capital	\$225.00	4.00	\$900.00
Kevin R Davis	Associate	11 Years	Corporate/SEC/ Venture Capital	\$340.00	745.80	\$283,802.00
				\$350.00	82.20	
				\$365.00	4.00	
Carter W Emerson	Partner	30 Years	Corporate/SEC/ Venture Capital	\$625.00	0.50	\$312.50
Willard G Fraumann, P.C.	Partner	29 Years	Corporate/SEC/ Venture Capital	\$625.00	692.70	\$435,241.50
				\$640.00	3.60	
Robert B Goldberg	Associate	5 Years	Corporate/SEC/ Venture Capital	\$340.00	28.50	\$9,690.00

Name of Professional Person	Position with the Applicant	Number of Years as an Attorney	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Laurie T Gunther	Partner	11 Years	Corporate/SEC/ Venture Capital	\$415.00	1.00	\$415.00
Garry W Jaunal	Associate	4 Years	Corporate/SEC/ Venture Capital	\$295.00	35.40	\$10,443.00
Andrew M Kaufman	Partner	28 Years	Corporate/SEC/ Venture Capital	\$570.00	55.80	\$31,806.00
Stacey T Kern	Associate	6 Years	Corporate/SEC/ Venture Capital	\$350.00	466.90	\$171,155.00
				\$360.00	21.50	
William S Kirsch	Partner	21 Years	Corporate/SEC/ Venture Capital	\$625.00	83.00	\$51,875.00
Teri A Lindquist	Partner	15 Years	Corporate/SEC/ Venture Capital	\$415.00	4.80	\$2,229.50
				\$475.00	0.50	
Jeremy Liss	Associate	2 Years	Corporate/SEC/ Venture Capital	\$265.00	10.40	\$2,756.00
Azin Lotfi	Associate	3 Years	Corporate/SEC/ Venture Capital	\$265.00	25.60	\$6,784.00
Amit Mehta	Associate	2 Years	Corporate/SEC/ Venture Capital	\$225.00	123.70	\$34,908.00
				\$265.00	26.70	
Andres Mena	Visiting Attorney	2 Years	Corporate/SEC/ Venture Capital	\$225.00	40.50	\$9,112.50
Toni B Merrick	Partner	27 Years	Corporate/SEC/ Venture Capital	\$435.00	258.40	\$115,333.00
				\$505.00	5.80	
Jamie L Mignon	Associate	1 Year	Corporate/SEC/ Venture Capital	\$225.00	2.50	\$562.50
Kenneth P Morrison	Partner	19 Years	Corporate/SEC/ Venture Capital	\$510.00	38.40	\$19,584.00
James S Rowe	Partner	11 Years	Corporate/SEC/ Venture Capital	\$415.00	57.60	\$23,904.00
Michelle Speller-Thurman	Associate	3 Years	Corporate/SEC/ Venture Capital	\$295.00	59.70	\$17,611.50
Andre L Zafrani	Associate	4 Years	Corporate/SEC/ Venture Capital	\$295.00	7.50	\$2,212.50
Matthew J Antinossi	Associate	3 Years	Employee Benefits	\$265.00	8.50	\$4,229.00
				\$295.00	6.70	
Jack N Bernstein	Associate	6 Years	Employee Benefits	\$340.00	2.00	\$680.00
Vicki V Hood	Partner	25 Years	Employee Benefits	\$510.00	144.90	\$73,899.00
Sara J Kaufman	Associate	4 Years	Employee Benefits	\$265.00	31.50	\$8,347.50
Billie A King	Of Counsel	18 Years	Employee Benefits	\$385.00	0.40	\$154.00
Maureen D O'Brien	Associate	4 Years	Employee Benefits	\$265.00	529.60	\$223,209.50
				\$295.00	280.90	
Jeffrey S Quinn	Associate	4 Years	Employee Benefits	\$225.00	38.00	\$9,317.00
				\$295.00	2.60	
Robert R Zitko	Partner	7 Years	Employee Benefits	\$425.00	1.30	\$552.50
David A Codevilla	Associate	6 Years	Environmental	\$295.00	52.10	\$15,369.50
Mark E Grummer	Partner	26 Years	Environmental	\$365.00	135.70	\$55,284.50
				\$420.00	13.70	
Walter H Lohmann	Partner	19 Years	Environmental	\$465.00	178.90	\$83,188.50

Name of Professional Person	Position with the Applicant	Number of Years as an Attorney	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Lewis T Putman, Jr.	Associate	7 Years	Environmental	\$360.00	24.10	\$8,676.00
Christian Semonsen	Associate	2 Years	Environmental	\$225.00	28.00	\$6,300.00
Thomas A Tozer	Partner	10 Years	Environmental	\$380.00	23.80	\$9,044.00
John A Zackrison	Partner	23 Years	Environmental	\$465.00	2.90	\$1,348.50
William E Devitt	Associate	7 Years	Intellectual Property	\$335.00	42.40	\$14,204.00
Neil S Hirshman	Partner	11 Years	Intellectual Property	\$415.00	0.20	\$83.00
Krista Nunemaker	Associate	2 Years	Intellectual Property	\$185.00	43.90	\$8,121.50
Scott R Samay	Associate	5 Years	Intellectual Property	\$385.00	78.20	\$30,107.00
John S Irving, Jr.	Partner	37 Years	Labor	\$440.00	85.00	\$39,213.50
				\$465.00	3.90	
R Timothy Stephenson	Partner	12 Years	Labor	\$350.00	76.00	\$27,776.00
John J Amberg	Associate	3 Years	Litigation	\$230.00	114.80	\$26,404.00
Jill C Anderson	Associate	6 Years	Litigation	\$330.00	58.80	\$19,404.00
Pamela J Auerbach	Partner	8 Years	Litigation	\$390.00	2.70	\$1,053.00
Bevin Brennan	Associate	2 Years	Litigation	\$230.00	12.80	\$19,135.50
				\$265.00	61.10	
Michelle H Browdy	Partner	12 Years	Litigation	\$400.00	310.70	\$124,574.00
				\$420.00	0.70	
Jonathan C Bunge	Partner	13 Years	Litigation	\$395.00	407.90	\$161,206.50
				\$430.00	0.20	
Thomas L Campbell	Associate	7 Years	Litigation	\$350.00	152.40	\$121,296.50
				\$365.00	169.30	
				\$390.00	15.80	
Elizabeth K Cheung	Associate	1 Year	Litigation	\$225.00	30.80	\$6,930.00
Elizabeth A Davidson	Associate	5 Years	Litigation	\$340.00	128.40	\$44,426.00
				\$350.00	2.20	
Alexander Dimitrief, P.C.	Partner	17 Years	Litigation	\$495.00	749.60	\$376,984.50
				\$525.00	11.30	
Thomas E Dutton	Partner	15 Years	Litigation	\$425.00	125.20	\$168,490.00
				\$440.00	262.00	
Howard Fetner	Associate	3 Years	Litigation	\$280.00	1.30	\$1,260.00
				\$320.00	2.80	
Michael D Foster	Associate	4 Years	Litigation	\$300.00	293.10	\$135,460.00
				\$350.00	135.80	
Angela B Frye	Associate	5 Years	Litigation	\$330.00	15.50	\$37,052.50
				\$365.00	87.50	
James H Gale	Partner	14 Years	Litigation	\$490.00	30.90	\$15,141.00
Stacey Garbis Pagonis	Associate	3 Years	Litigation	\$225.00	16.00	\$3,600.00
Renee D Honigberg	Partner	7 Years	Litigation	\$330.00	220.70	\$100,567.00
				\$350.00	63.20	
				\$390.00	14.40	
Alex L Karan	Associate	2 Years	Litigation	\$205.00	167.50	\$34,337.50

Name of Professional Person	Position with the Applicant	Number of Years as an Attorney	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Walter R Lancaster	Partner	14 Years	Litigation	\$425.00	358.70	\$152,447.50
Eric F Leon	Partner	8 Years	Litigation	\$420.00	256.40	\$111,783.00
				\$450.00	9.10	
James A Mutchnik	Partner	13 Years	Litigation	\$390.00	44.80	\$17,472.00
James H Schink	Partner	34 Years	Litigation	\$630.00	82.80	\$52,164.00
Steven C Seeger	Associate	4 Years	Litigation	\$300.00	6.50	\$1,950.00
S Jonathan Silverman	Partner	10 Years	Litigation	\$375.00	15.40	\$5,775.00
James D Sonda	Partner	24 Years	Litigation	\$530.00	1.50	\$795.00
Laurie M Thornton	Associate	2 Years	Litigation	\$195.00	279.00	\$195,032.00
				\$230.00	218.30	
				\$265.00	341.20	
Donna M Welch	Partner	8 Years	Litigation	\$370.00	879.90	\$338,963.00
				\$400.00	33.50	
Richard K Welsh	Associate	8 Years	Litigation	\$245.00	6.70	\$2,304.00
				\$265.00	2.50	
W Allen Woolley	Partner	11 Years	Litigation	\$390.00	576.20	\$447,157.00
				\$430.00	517.30	
Jason N Zakia	Associate	4 Years	Litigation	\$295.00	35.90	\$10,590.50
Bartley C Zuber	Associate	2 Years	Litigation	\$195.00	67.80	\$13,221.00
Brian E Cameron	Partner	11 Years	Real Estate	\$455.00	102.90	\$46,819.50
Brian E Davis	Associate	3 Years	Real Estate	\$265.00	30.00	\$7,950.00
Micah J Burch	Associate	2 Years	Taxation	\$355.00	8.50	\$3,017.50
Kevin J Coenen	Associate	5 Years	Taxation	\$385.00	1.80	\$3,618.00
				\$390.00	7.50	
Thomas A Day	Associate	2 Years	Taxation	\$235.00	10.50	\$2,467.50
Michael J Hauswirth	Associate	2 Years	Taxation	\$235.00	5.10	\$1,198.50
David C Kung	Associate	5 Years	Taxation	\$365.00	110.90	\$45,259.00
				\$385.00	11.10	
				\$390.00	1.30	
Olga A Loy	Associate	3 Years	Taxation	\$280.00	0.50	\$140.00
Todd F Maynes	Partner	14 Years	Taxation	\$515.00	32.60	\$24,769.00
				\$600.00	13.30	
Donald E Rocap	Partner	22 Years	Taxation	\$625.00	2.80	\$1,750.00
Pratibha J Shenoy	Associate	2 Years	Taxation	\$235.00	12.10	\$2,843.50
Kevin W Treesh	Partner	10 Years	Taxation	\$530.00	1.50	\$795.00
Robert D Snow, Jr.	Associate	1 Year	Trusts and Estates	\$225.00	22.30	\$5,017.50
Domingo P Such	Associate	6 Years	Trusts and Estates	\$360.00	117.40	\$48,952.00
				\$380.00	17.60	
				\$420.00	2.80	
John E Kirkpatrick, P.C.	Of Counsel	47 Years	Trusts and Estates	\$510.00	35.80	\$18,258.00
Total for Attorneys					26,636.00	\$9,514,116.50

The summer associates who rendered professional services in these cases are:

Name of Professional Person	Position with the Applicant	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Ben Bates	Law Clerk	Litigation	\$145.00	53.10	\$7,699.50
Jamal M Edwards	Law Clerk	Intellectual Property	\$130.00	10.00	\$1,300.00
Michael Geiser	Law Clerk	Litigation	\$150.00	9.00	\$1,350.00
Joshua Jewkes	Law Clerk	Litigation	\$145.00	29.50	\$4,277.50
Kevin L Morris	Law Clerk	Litigation	\$145.00	23.30	\$3,378.50
Cara Sedlak	Law Clerk	Litigation	\$125.00	44.20	\$5,525.00
Alia Vinson	Law Clerk	Litigation	\$145.00	36.00	\$5,220.00
Thomas Young	Law Clerk	Litigation	\$155.00	37.50	\$5,812.50
Roger Rhoten	Law Clerk	Corporate/SEC/Venture Capital	\$145.00	17.30	\$2,508.50
Total for Summer Associates				259.90	\$37,071.50

The paraprofessionals of K&E who rendered professional services in these cases are :

Name of Professional Person	Position with the Applicant	Number of Years in that Position	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Aletheia V Anderson	Project Assistant	1 Year	Bankruptcy	\$85.00	2.40	\$204.00
Daniel B Baglio	Case Assistant	1 Year	Bankruptcy	\$60.00	34.50	\$2,070.00
Rhonda A Bledsoe	Legal Assistant	11 Years	Bankruptcy	\$150.00	122.90	\$18,435.00
Michael A Conlon	Project Assistant	1 Year	Bankruptcy	\$70.00	559.80	\$98,924.00
				\$85.00	702.80	
Elizabeth Cox Arnold	Legal Assistant	13 Years	Bankruptcy	\$150.00	326.20	\$59,766.00
				\$180.00	60.20	
David J Delsignore	Project Assistant	1 Year	Bankruptcy	\$70.00	160.00	\$21,502.50
				\$80.00	108.00	
				\$95.00	17.50	
Lesley A Drinkwater	Project Assistant	1 Year	Bankruptcy	\$70.00	33.50	\$2,345.00
Michael A Ead	Project Assistant	1 Year	Bankruptcy	\$85.00	0.30	\$776.00
				\$95.00	7.90	
David J Feinberg	Project Assistant	1 Year	Bankruptcy	\$85.00	12.50	\$2,060.00
				\$95.00	10.50	
Andrew J Groesch	Legal Assistant	11 Years	Bankruptcy	\$150.00	645.40	\$220,398.00
				\$180.00	686.60	
Andrew S Holloway	Project Assistant	1 Year	Bankruptcy	\$80.00	4.00	\$320.00
Cheri L Johnson	Legal Assistant	8 Years	Bankruptcy	\$170.00	7.10	\$1,207.00
Daniel J Lee	Project Assistant	2 Years	Bankruptcy	\$70.00	399.00	\$41,296.50
				\$95.00	140.70	

Name of Professional Person	Position with the Applicant	Number of Years in that Position	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Jennifer L McClintock	Project Assistant	4 Years	Bankruptcy	\$85.00	31.50	\$2,677.50
Melissa L Melzer	Project Assistant	1 Year	Bankruptcy	\$90.00	0.90	\$81.00
Nathanael F Meyers	Legal Assistant	8 Years	Bankruptcy	\$150.00	68.50	\$10,734.00
				\$170.00	2.70	
Eric B Miller	Project Assistant	1 Year	Bankruptcy	\$70.00	683.90	\$47,873.00
Sabrina M Mitchell	Project Assistant	1 Year	Bankruptcy	\$70.00	96.20	\$7,125.00
				\$85.00	4.60	
Anita Nowak	Case Assistant	1 Year	Bankruptcy	\$65.00	48.50	\$3,152.50
Katherine K Phillips	Project Assistant	1 Year	Bankruptcy	\$70.00	1.00	\$240.00
				\$85.00	2.00	
Brian J Reid	Legal Assistant	2 Years	Bankruptcy	\$140.00	0.50	\$70.00
Bertha Serrano	Legal Assistant	1 Year	Bankruptcy	\$85.00	592.60	\$169,696.50
				\$105.00	133.90	
				\$140.00	751.90	
Kenneth Toth	Case Assistant	8 Years	Bankruptcy	\$75.00	4.50	\$337.50
Nathan Vercauteran	Project Assistant	4 Years	Bankruptcy	\$85.00	12.00	\$1,020.00
Toni L Wallace	Legal Assistant	1 Year	Bankruptcy	\$125.00	6.90	\$11,070.00
				\$140.00	37.80	
				\$145.00	33.90	
Bridgette Windley	Legal Assistant	4 Years	Bankruptcy	\$150.00	1.30	\$195.00
Maria E Yapan	Case Assistant	7 Years	Bankruptcy	\$65.00	131.00	\$11,972.50
				\$75.00	41.30	
				\$80.00	4.50	
Joyce Rocco	Other Billers	7 Years	Administrative Staff	\$85.00	4.70	\$399.50
JoAnn Howze	Conflicts Analyst	1 Year	Conflicts	\$130.00	72.90	\$9,477.00
Ellen Kratofil	Conflicts Analyst	10 Years	Conflicts	\$130.00	57.40	\$7,462.00
Patrick Maher	Conflicts Analyst	3 Years	Conflicts	\$130.00	16.50	\$2,145.00
Edward Thomas	Conflicts Analyst	3 Years	Conflicts	\$130.00	16.50	\$2,145.00
Jon T Timpe	Conflicts Analyst	3 Years	Conflicts	\$130.00	150.00	\$19,500.00
Barbara A Beach	Legal Assistant	11 Years	Corporate/SEC/ Venture Capital	\$180.00	1.10	\$198.00
Shannon Carl	Project Assistant	1 Year	Corporate/SEC/ Venture Capital	\$70.00	28.20	\$1,974.00
Joan Donovan	Legal Assistant	9 Years	Corporate/SEC/ Venture Capital	\$180.00	0.60	\$108.00
Thaddine Gomez	Legal Assistant	19 Years	Corporate/SEC/ Venture Capital	\$190.00	1.40	\$266.00
Laura Jayne-Urso	Legal Assistant	12 Years	Corporate/SEC/ Venture Capital	\$190.00	6.50	\$1,235.00

Name of Professional Person	Position with the Applicant	Number of Years in that Position	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Kara Major	Case Assistant	9 Months	Corporate/SEC/ Venture Capital	\$65.00	1.50	\$97.50
Melissa Pilliere	Case Assistant	1 Year	Corporate/SEC/ Venture Capital	\$65.00	2.00	\$130.00
Henry Rosas	Legal Assistant	3 Years	Corporate/SEC/ Venture Capital	\$100.00	2.00	\$200.00
Francis C Rowinski	Legal Assistant	10 Years	Corporate/SEC/ Venture Capital	\$160.00	134.30	\$22,538.00
				\$175.00	6.00	
Catherine M Simpson	Legal Assistant	2 Years	Corporate/SEC/ Venture Capital	\$115.00	0.50	\$57.50
Christopher J Valeri	Legal Assistant	6 Years	Corporate/SEC/ Venture Capital	\$130.00	14.00	\$1,820.00
Willette Yarbrough	Legal Assistant	5 Years	Corporate/SEC/ Venture Capital	\$115.00	5.00	\$1,450.00
				\$125.00	7.00	
Marsha L Palmer	Legal Assistant	11 Years	Employee Benefits	\$150.00	106.60	\$16,357.50
				\$175.00	2.10	
Daneen Jachino	Hart-Scott Rodino Manager	12 Years	Hart-Scott Rodino	\$420.00	1.00	\$420.00
Felicia Draper	Project Assistant	1 Year	Intellectual Property	\$70.00	5.50	\$385.00
Nicole Mann	Case Assistant	1 Year	Intellectual Property	\$60.00	5.50	\$330.00
Linda Mills	Legal Assistant	1 Year	Intellectual Property	\$140.00	11.80	\$1,652.00
Heather A Battle	Legal Assistant	10 Months	Litigation	\$85.00	76.50	\$6,802.50
				\$100.00	3.00	
Jennifer Brown	Case Assistant	2 Years	Litigation	\$70.00	1.50	\$105.00
Jocelyn A Davie	Project Assistant	1 Year	Litigation	\$70.00	5.00	\$350.00
Elena A Fedorov	Project Assistant	1 Year	Litigation	\$85.00	206.00	\$19,362.50
				\$95.00	19.50	
Laura S Friederichs	Case Assistant	3 Years	Litigation	\$55.00	1.50	\$82.50
Marvin R Gibbons, Jr.	Technology Services	1 Year	Litigation	\$140.00	9.50	\$1,544.50
				\$165.00	1.30	
Meredith Greisman	Project Assistant	2 Years	Litigation	\$70.00	3.80	\$542.00
				\$95.00	2.30	
				\$115.00	0.50	
Aaron P Heeringa	Technology Services	1 Year	Litigation	\$140.00	99.50	\$14,342.50
				\$165.00	2.50	
Debbie Kakanas	Legal Assistant	3 Years	Litigation	\$85.00	1.00	\$85.00
Lori A Lehman	Legal Assistant	8 Years	Litigation	\$140.00	37.00	\$5,180.00
Brian R Love	Technology Services	1 Year	Litigation	\$120.00	2.30	\$276.00
Katie M McCullough	Project Assistant	11 Months	Litigation	\$70.00	4.50	\$315.00
Eric S Miller	Project Assistant	2 Years	Litigation	\$70.00	179.20	\$12,544.00
Lolita Nurse	Case Assistant	12 Years	Litigation	\$60.00	22.30	\$1,338.00
Matthew Poplawski	Project Assistant	1 Year	Litigation	\$70.00	5.00	\$350.00

Name of Professional Person	Position with the Applicant	Number of Years in that Position	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation
Valerie L Posner	Legal Assistant	3 Years	Litigation	\$100.00	30.80	\$36,645.00
				\$120.00	107.40	
				\$145.00	142.60	
Michael F Rocco	Technology Services	7 Years	Litigation	\$165.00	2.00	\$330.00
Orlando J Ruiz	Project Assistant	2 Years	Litigation	\$85.00	5.30	\$450.50
Matthew O Skoglund	Legal Assistant	2 Years	Litigation	\$90.00	0.30	\$27.00
Kathy E Sorce	Legal Assistant	7 Years	Litigation	\$150.00	0.50	\$75.00
Charisma J Starr	Technology Services	1 Year	Litigation	\$100.00	0.50	\$410.00
				\$120.00	3.00	
Tonette Steenes	Case Assistant	13 Years	Litigation	\$60.00	5.50	\$330.00
Rafael E Torres	Project Assistant	2 Years	Litigation	\$85.00	19.50	\$7,072.50
				\$95.00	57.00	
Mary Ann Miya	Loss Prevention Manager	7 Years	Loss Prevention	\$175.00	0.80	\$140.00
Sharon Powell	Audit Letter Assistant	7 Years	Loss Prevention	\$85.00	3.90	\$331.50
April Blanshaft	Legal Assistant	8 Years	Real Estate	\$170.00	36.00	\$6,120.00
Damary Medina	Case Assistant	11 Years	Real Estate	\$70.00	3.00	\$210.00
Diane Skudin	Legal Assistant	14 Years	Real Estate	\$190.00	164.90	\$31,331.00
Christine Soriano	Legal Assistant	2 Years	Real Estate	\$85.00	119.50	\$10,157.50
Michael West	Case Assistant	7 Years	Real Estate	\$70.00	3.80	\$266.00
Susan Polk	Legal Assistant	17 Years	Taxation	\$180.00	1.50	\$270.00
Parsla Gagainis	Legal Assistant	21 Years	Trusts and Estates	\$150.00	0.50	\$75.00
Total for Paraprofessionals					8,786.30	\$983,356.00

The library services rendered in these cases are:

Library Services	Hourly Billing Rate	Total Billed Hours	Total Compensation
Library Research	\$110.00	66.10	\$7,751.50
	\$155.00	3.10	
Total for Library Services		69.20	\$7,751.50

Compensation by Matter

Matter Number¹	Matter Description	Hours	Amount
3	Constellation Finance	78.60	30,718.00
5	Intellectual Property	16.00	4,357.50
6	K&E Fee Application, Preparation of	1,023.50	175,822.50
7	Lease Rejection Claims	22.80	9,238.50
8	Lien Issues	467.10	139,236.50
9	Other Fee Applications	21.80	3,882.50
10	Post-Confirmation Matters	19.10	6,071.00
11	Reclamation Claims	192.00	48,574.00
12	Reorganization Plan/Disclosure Statement	3,339.70	961,108.00
13	Retention of Professionals/Fees	824.10	145,834.00
14	Schedules/ Statement of Financial Affairs	154.20	41,937.50
16	Tax Matters	368.10	126,301.00
17	Travel	730.70	244,138.00
18	U.S. Trustee	7.40	2,642.00
19	Use, Sale or Lease/Abandonment Property	3,350.60	1,298,406.00
20	Utilities	9.00	2,290.00
21	Worldspan	13.40	6,140.00
22	Adversary Proceedings	2,706.40	966,087.50
23	Asset Analysis and Recovery	283.90	74,271.00
24	Automatic Stay Matters/Relief from Stay	582.90	159,267.50
25	Bankruptcy Filing	58.40	10,909.00
26	Case Administration	1,838.80	486,329.00
27	Claim Estimate, Objection and Resolution	2,233.20	559,581.00
28	Contested Matters	4,343.50	1,437,241.50
29	Corporate and Securities Matters	1,120.00	417,982.00
30	Creditors/Noteholders Committee	182.20	65,783.50
31	Creditors/Shareholders Inquiries	393.80	81,102.50
32	DIP Financing/Cash Collateral	487.80	159,032.00
33	Employee Matters	2,020.10	695,693.00
34	Environmental Issues	286.20	105,856.50
35	Executory Contracts/Leases	3,863.10	1,154,695.50
36	File, Docket, Calendar Maintenance	2,913.40	256,730.00
37	First Day Pleadings	59.10	14,634.00
38	Hearings	847.30	302,664.00
39	Antitrust Post-Petition Billing	117.70	61,053.00
40	First Security Adversary Proceeding	775.50	286,686.00
	Total	35,751.40	\$10,542,295.50

¹ There was no postpetition time billed to Matter Numbers 1, 2, 4 or 15.

Expense Summary

<u>Service Description</u>	<u>Amount</u>
Telephone	\$84,140.56
Fax Telephone Charge	\$495.97
Fax Charge	\$21,459.34
Standard Copies	\$84,152.05
Binding	\$822.50
Tabs/Indexes/Dividers	\$598.50
Color Copies	\$6.00
Bates Labels/Print & Affix	\$136.14
Scanned Images	\$222.15
CD-ROM Preparation	\$135.00
Postage	\$1,911.61
Overnight Delivery	\$24,332.10
Outside Messenger Services	\$4,127.27
Local Transportation	\$4,350.63
Travel Expense	\$143,126.51
Airfare	\$219,048.60
Transportation to/from airport	\$16,346.15
Travel Meals	\$16,055.32
Other Travel Expenses	\$548.11
Court Reporter Fee/Deposition	\$30,640.67
Filing Fees	\$811.50
Appearance Fees	\$75.00
Calendar/Court Services	\$1,040.00
Other Court Costs and Fees	\$63.77
Professional Fees	\$1,830.00
Witness Fees	\$167.00
Trial Exhibits	\$11,204.31
Outside Computer Services	\$3,721.77
Outside Paralegal Assistance	\$2,698.54
Outside Printing Services	\$39.80
Outside Copy/Binding Services	\$70,789.70
Working Meals/K&E Only	\$1,117.93
Working Meals/K&E and Others	\$11,296.11
Information Broker Doc/Svcs	\$21,872.73
Library Document Procurement	\$250.00
Computer Database Research	\$60,185.25
Computer Database Formatting	\$4,012.50
Overtime Transportation	\$13,050.04
Overtime Meals	\$1,864.99
Overtime Meals - Attorney	\$7,288.21
Secretarial Overtime	\$69,220.59

<u>Service Description</u>	<u>Amount</u>
Word Processing Overtime	\$67.40
Computer Access Devices	\$300.00
Miscellaneous Office Expenses	\$1,527.72
Total	\$937,150.04

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**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)
)	
)	
Debtor.)	Hearing Date: December 4, 2002 at 9:30 a.m.
)	Objections Deadline: September 17, 2002 at 4:00 p.m.

**FINAL VERIFIED APPLICATION OF KIRKLAND & ELLIS
FOR ALLOWANCE OF ADMINISTRATIVE CLAIM FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR
THE FINAL PERIOD JANUARY 10, 2001 THROUGH JUNE 24, 2002**

Pursuant to 11 U.S.C. §§ 327, 330 and 331, Fed. R. Bankr. P. 2016, the Retention Orders, as defined below, the Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedure for Interim Compensation and Reimbursement of Professionals (the “Interim Compensation Order”), and Delaware Local Rule 2016-1, the law firm of Kirkland & Ellis (“K&E”), bankruptcy counsel for the debtors in possession in the above-captioned bankruptcy cases, hereby applies for a final order allowing it (i) compensation in the amount of \$10,542,295.50 for the reasonable and necessary legal services K&E has rendered to the Debtors and (ii) reimbursement for the actual and necessary expenses that K&E incurred in the amount of \$937,150.04 (the “Final Fee Application”), in each case for the period from January 10, 2001 through June 24, 2002 (the “Final Fee Period”). In support of this Final Fee Application, K&E respectfully states as follows.

Retention of and Continuing Disinterestedness of Kirkland & Ellis

1. On January 10, 2001, Trans World Airlines, Inc. and twenty-six of its direct and indirect subsidiaries (the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). Pursuant to 11 U.S.C. §§ 1107 and 1108, the Debtors are continuing to operate their businesses and manage their

properties and assets as debtors in possession. On January 18, 2001, the U.S. Trustee appointed an official creditors' committee in the Debtors' cases (the "Committee"). No trustee was appointed in the Debtors' chapter 11 cases.

2. By this Court's order dated January 10, 2001, the Debtors were authorized to retain K&E as their counsel, effective as of the respective petition dates, with regard to the filing and prosecution of their Chapter 11 cases, and all related matters (the "Retention Order"). The Retention Order authorizes the Debtors to compensate K&E at K&E's hourly rates, charged for services of this type, and to be reimbursed for actual and necessary out-of-pocket expenses that it incurred, subject to application to this Court in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and all applicable local rules and orders of this Court.

3. As disclosed in the Affidavit of James H.M. Sprayregen in Support of Application For Order Pursuant to Section 327(a) of the Bankruptcy Code Authorizing Employment And Retention of Kirkland & Ellis as Attorneys For The Debtors And Statement of Kirkland & Ellis Pursuant to Federal Rule of Bankruptcy Procedure 2016(b) And Section 329(a) of the Bankruptcy Code, filed on January 10, 2001, the Supplemental Affidavit of James H.M. Sprayregen Under 11 U.S.C. § 327(a) and Rule 2014 of the Federal Rules of Bankruptcy Procedures filed on September 28, 2001 and the Second Supplemental Affidavit of James H.M. Sprayregen Under 11 U.S.C. § 327 (a) and Rule 2014 of the Federal Rules of Bankruptcy Procedure filed on March 6, 2002 (the "Affidavits"), K&E does not hold or represent any interest adverse to the estates, and is a disinterested person as that term is defined in 11 U.S.C. § 101(14) as modified by 11 U.S.C. § 1107(b).

4. K&E may have in the past represented, may currently represent, and likely in the future will represent parties-in-interest in connection with matters unrelated to the Debtors

and these chapter 11 cases. K&E disclosed in the Affidavits its connections to parties-in-interest that it has been able to ascertain using its reasonable efforts.

5. K&E performed the services for which it is seeking compensation on behalf of or for the Debtors and their estates, and not on behalf of any committee, creditor or other person.

6. Except to the extent of the advance payment retainers paid to K&E as described in the Affidavits, K&E has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with these cases.

7. Pursuant to Fed. R. Bank. P. 2016(b), K&E has not shared, nor has agreed to share (a) any compensation it has received or may receive with another party or person other than with the partners, counsel and associates of K&E, or (b) any compensation another person or party has received or may receive.

8. K&E has submitted the monthly fee applications covering the 18 monthly periods of January 10, 2001 through June 24, 2002 listed on Exhibit A.¹ K&E has already received \$9,828,896.40 for its fees and \$875,134.31 for its expenses incurred during the Final Fee Period.²

9. Also included in this Final Fee Application is K&E's request for final allowance and approval of compensation for the reasonable and necessary legal services K&E has rendered and reimbursement of actual and necessary expenses for the period June 1, 2002

¹ The monthly fee applications, as listed in Exhibit A, are available on the docket of the Bankruptcy Court for the District of Delaware at their respective docket numbers listed in Exhibit A under Case No. 01-00056 and are also available upon request from Kirkland & Ellis by contacting the undersigned or Pachulski, Stang, Ziehl, Young & Jones by contacting Kathe Finlayson, 919 North Market Street, 16th Floor, Wilmington, DE 19899-8705, phone: (302) 652-4100.

through June 24, 2002 (the “Final Monthly Fee Period”), that were posted to K&E’s accounting system after K&E’s fee application for the Final Monthly Fee Period was filed (the “Supplemental June Fees and Expenses”). On account of such fees and expenses, K&E seeks compensation in the amount of \$742.00 for actual and necessary services that K&E rendered and reimbursement in the amount of \$43,391.45 for actual and necessary expenses that K&E incurred. Attached hereto as Exhibit E is a detailed itemization and description of the services that K&E rendered during the Final Monthly Fee Period.³ Attached hereto as Exhibit F is a summary of the time spent and fees incurred for each of the Subject Matters (as defined herein) during the Final Monthly Fee Period. Attached hereto as Exhibit G is a detailed itemization and description of the disbursements made by K&E on the Debtors’ behalf during the Final Monthly Fee Period. Attached hereto as Exhibit H is a summary of the expenses by type for the Final Monthly Fee Period. The amounts on account of the Supplemental June Fees and Expenses included in Exhibits E, F, G and H are included in the Final Fee Application.

Reasonable and Necessary Services Rendered by Kirkland & Ellis -- Generally

10. The K&E attorneys who rendered professional services in these chapter 11 cases during the Final Fee Period are listed in Exhibit B by month.

11. K&E has advised and represented the Debtors in connection with the operation of their businesses and all other matters arising in the performance of their duties as a debtors-in-possession. Furthermore, K&E has prepared various pleadings, motions, and other papers submitted to this Court for consideration, has appeared before this Court during hearings

² As of the filing of this Final Fee Application, K&E has not been paid for the fees and expenses requested in its June 2002 monthly fee application, although may be paid in the future before the hearing on this Final Fee Application.

³ References to Exhibits B, C, and D are included below.

regarding these cases, and has performed all of the other professional services that are described in this Final Fee Application.

12. The rates described above are K&E's hourly rates for services of this type. Based on these rates and the services performed by each individual, the reasonable value of such services is \$10,542,295.50. The K&E attorneys and paraprofessionals expended a total of 35,751.40 hours for these cases during the Final Fee Period. In accordance with the factors enumerated in 11 U.S.C. § 330, the amount of fees requested 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 the Bankruptcy Code.

Reasonable and Necessary Services Rendered by Kirkland & Ellis
Categorized by Matter

13. The professional services that K&E rendered during the Final Fee Period are grouped into the numbered and titled categories of Subject Matters (the "Subject Matter(s)") described in Paragraphs 14 - 49 herein.

14. Matter 3 – Constellation Finance
(Fees: \$30,718.00; Hours: 78.60)

This Subject Matter describes time spent in connection with the amortization of the Debtors' \$100 million airline receivable asset backed secured notes indenture (the "Constellation Facility"), including: (a) negotiating and drafting of agreements regarding the amortization process, (b) working with the Constellation Facility indenture trustee and noteholders regarding the amortization process, and (c) coordinating with the debtor in possession lender concerning the transition of the Constellation Facility collateral from security for the Constellation Facility to security for the debtor-in-possession loan.

15. Matter 5 – Intellectual Property

(Fees: \$4,357.50; Hours: 16.00)

This Subject Matter relates to time spent analyzing and addressing issues concerning the intellectual property of the Debtors.

16. Matter 6 – K&E Fee Application, Preparation of

(Fees: \$175,822.50; Hours: 1,023.50)

This Subject Matter includes activities in connection with K&E's preparation of its monthly interim and quarterly fee applications in accordance with the procedures and standards of the Bankruptcy Code, the Bankruptcy Rules, the Orders of this Court, and the U.S. Trustee for the District of Delaware. Because many K&E individuals provide services in these cases, reviewing K&E's billing statement and preparing monthly Fee Applications to ensure compliance with the Bankruptcy Code, the amended local rules, and Orders of this Court is a time consuming process.

17. Matter 7 – Lease Rejection Claims

(Fees: \$9,238.50; Hours: 22.80)

This Subject Matter describes time spent evaluating the Debtors' rejection of real property, aircraft, personal property, and other leases. Included is time spent: (a) researching applicable statutory or case law, (b) engaging in discussions with various counsel to landlords and other lessors regarding rejection procedures and other related issues, and (c) drafting stipulations to address concerns of lessors regarding lease termination and to provide adequate protection of future performance before such termination.

18. Matter 8 – Lien Issues

(Fees: \$139,236.50; Hours: 467.10)

This Subject Matter describes activities related to ascertaining and dealing with asserted liens on the Debtors' assets. A significant amount of time was spent: (a) resolving lien issues related to the Debtors, (b) investigating the validity, extent, and priority of various liens, and (c) engaging in discovery and document production regarding litigation of lien related issues.

19. Matter 9 – Other Fee Applications

(Fees: \$4,050.50; Hours: 23.00)

This Subject Matter includes activities in connection with the retention of the Debtors' various professional under Section 327(e) of the Bankruptcy Code. Principal activities include monitoring and analyzing the filing of the monthly fee applications of the separately retained professionals.

20. Matter 10 – Post-Confirmation Matters

(Fees: \$5,903.00; Hours: 17.90)

This Subject Matter includes activities related to the confirmation of the Debtors' Liquidating Plan of Reorganization on and after June 14, 2002. Time was spent addressing corporate governance and tax issues involved with matters after the confirmation of the plan. The time in this matter includes \$168.00 in fees incurred during June 2002 that were not previously included in K&E's fee application. Kirkland and Ellis is requesting approval of such amounts in this Final Fee Application.

21. Matter 11 – Reclamation Claims

(Fees: \$48,574.00; Hours: 192.00)

This Subject Matter includes activities related to the reclamation of goods shipped to the Debtors. A significant amount of time was spent drafting a motion and order resolving

reclamation claims. Additionally, time was spent: (a) examining the reclamation claims to determine what portion, if any, of the reclamation claims were valid, (b) responding to demands from, and communications with, reclamation claimants, and (c) reviewing objections to the motion of the Debtors regarding the validity of reclamation claims.

22. Matter 12 – Reorganization Plan/ Disclosure Statement

(Fees: \$961,108.00; Hours: 3,339.70)

This Subject Matter describes activities related to the Debtors' Liquidating Plan of Reorganization and Disclosure Statement. A significant amount of time was spent: (a) negotiating and drafting a term sheet and related documents, (b) drafting the Liquidating Plan of Reorganization and Disclosure Statement, (c) amending the Liquidating Plan of Reorganization, (d) negotiating with parties to resolve objections to the Liquidating Plan of Reorganization, (e) drafting settlement agreements to resolve objections to the Liquidating Plan of Reorganization and the airline clearing house litigation, (f) revising the chapter 11 distribution and chapter 7 liquidation analyses, and (g) preparing for the hearings on the adequacy of the Disclosure statement and or confirmation of the Liquidating Plan of Reorganization.

23. Matter 13 – Retention of Professionals

(Fees: \$145,834.00; Hours: 824.10)

This Subject Matter includes activities in connection with the retention of professionals under 11 U.S.C. § 327. Time was spent addressing issues related to the retention of professionals and the fee applications of such professionals.

24. Matter 14 – Schedules/Statement of Financial Affairs

(Fees: \$41,937.50; Hours: 154.20)

This Subject Matter describes time spent: (a) preparing the Debtors' schedules and statements of financial affairs, (b) answering questions and reviewing documents related to

the preparation of the Debtors' schedules and statements of financial affairs, and (c) coordinating the filing of the Debtors' schedules and statements of financial affairs.

25. Matter 16 – Tax Matters

(Fees: \$126,301.00; Hours: 368.10)

This Subject Matter includes time spent analyzing tax issues. K&E analyzed tax issues related to: (a) federal and state income tax, (b) trust fund taxes, (c) taxes related to the airline industry, and (d) the priority of tax claims.

26. Matter 17 – Travel

(Fees: \$224,138.00; Hours: 730.70)

This Subject Matter involves time spent traveling while representing the Debtors. K&E billed the Debtors for one-half of the total time that K&E professionals spend for non-working travel.

27. Matter 18 – U.S. Trustee

(Fees: \$2,642.00; Hours: 7.40)

This Subject Matter describes activities related to the Section 341 meeting with creditors and the U.S. Trustee.

28. Matter 19 – Use, Sale or Lease/Abandonment Property

(Fees: \$1,298,406.00; Hours: 3,350.60)

This Subject Matter includes time spent working on issues regarding the Debtors' rights and responsibilities under 11 U.S.C. §§ 363 and 554. K&E spent time: (a) communicating with potential bidders and coordinating due diligence by prospective bidders interested in purchasing substantially all of the assets of the Debtors, (b) coordinating the preparation of schedules to the proposed Asset Purchase Agreement with American Airlines, (c) working with the Debtors' antitrust counsel concerning regulatory issues relating to such a sale, (d) amending

and revising the proposed asset purchase agreement, and (e) working on issues concerning legal challenges to the sale procedures. K&E also worked on various post-closing sale and transition issues, and issues related to the sale of assets remaining after the sale of substantially all of the Debtors' assets.

29. Matter 20 – Utilities

(Fees: \$2,290.00; Hours: 9.00)

This Subject Matter includes time spent addressing issues related to the Debtors' utility providers, including those utilities' demands for adequate assurances of future performance and claims for payment.

30. Matter 21 – Worldspan

(Fees: \$6,140.00; Hours: 13.40)

This Subject Matter describes activities related to issues related to the operations and sale of Worldspan, including the bid by Galileo for the purchase of TWA's interest in Worldspan.

31. Matter 22 – Adversary Proceedings

(Fees: \$966,087.50; Hours: 2,706.40)

This Subject Matter describes time spent resolving the Debtors' participation in various adversary proceedings. Time was spent negotiating with parties to the adversary proceedings, drafting settlement agreements, and drafting motions and orders to approve settlement agreements. This matter includes time spent on the adversary proceedings with the following parties and matters: (a) MBNA American Bank, N.A., (b) TWA Airlines, LLC, the Airline Clearing House, IATA, and certain members of these clearing houses, (c) the Kolko action, (d) Flight Safety Boeing, and (e) Karabu Ticket Agreement litigation.

32. Matter 23 – Asset Analysis and Recovery

(Fees: \$74,271.00; Hours: 283.90)

This Subject Matter describes activities related to the analysis of the value of assets of the estate and the potential recovery of the Debtors' assets on account of adversary proceedings.

33. Matter 24 – Automatic Stay Matters/Relief from Stay

(Fees: \$159,267.50; Hours: 582.90)

This Subject Matter involves time responding to and analyzing efforts by creditors or litigants to take actions that would potentially violate the automatic stay. Included in this matter is time related to: (a) attending conferences with outside counsel regarding the automatic stay, (b) filing suggestions of bankruptcy, (c) drafting stipulations granting relief from the automatic stay, (d) enforcing the automatic stay, and (e) negotiating with and defending against parties attempting to lift the automatic stay. Also included is time spent on issues relating to the implementation of the Court's Order implementing the automatic stay, specifically with respect to actions taken by Yehudo Kolko in violation of the automatic stay.

34. Matter 25 – Bankruptcy Filing

(Fees: \$10,909.00; Hours: 58.40)

This Subject Matter involves time spent drafting, filing, and coordinating the preparation of the Debtors' bankruptcy petitions for relief and related documents to commence the Debtors' bankruptcy cases.

35. Matter 26 – Case Administration

(Fees: \$486,329.00; Hours: 1,838.80)

This Subject Matter describes activities not described elsewhere under another matter related to, among other things: (a) administering, managing and coordinating the Debtors'

bankruptcy cases (specifically, time spent organizing pleadings and other material for omnibus hearings), (b) organizing the voluminous files of the Debtors, (c) complying with the service and notice requirements of the Bankruptcy Code, the Bankruptcy Rules and the local rules, (d) fulfilling the Debtors' duties as debtors-in-possession, and (e) complying with the requirements of the Bankruptcy Code, the Bankruptcy Rules, the Court and any other applicable law.

36. Matter 27 – Claims Estimate, Objection and Resolution

(Fees: \$559,581.00; Hours: 2,233.20)

This Subject Matter describes legal services which included: (a) identifying and evaluating potential claims scheduled and filed against the Debtors, (b) developing strategies concerning such claims, (c) negotiating and drafting stipulations resolving certain claims, and (d) reconciling claims and resolving objections to the Liquidating Plan of Reorganization. Additionally, this Subject Matter includes time spent reviewing secured, administrative expense and priority claims to analyze the propriety and amount of such claims in order to evaluate the potential distribution to creditors.

37. Matter 28 – Contested Matters

(Fees: \$1,437,241.50; Hours: 4,343.50)

This Subject Matter describes the services performed related to all contested matters, as defined in the Bankruptcy Rules, initiated by or against the Debtors. K&E's services include, with respect to all contested matters, preparing for hearings, conducting research, engaging in informal discovery, and drafting motions and objections. The time spent by K&E included the following contested matters: (a) appellate matters and submissions to the Third Circuit Court of Appeals with respect to the EEOC, Bidding Procedures, and Sale Order appeals, (b) motions related to Section 1113 and Section 1114 processes, (c) motions for allowance of

administrative expense claims and to compel payment of such claims, (d) the Kolko action brought by certain passengers, (e) MBNA America, N.A., (f) various motions filed by McMillian, and (g) various motions filed by Sanozky.

38. Matter 29 - Corporate and Securities Matters

(Fees: \$417,982.00; Hours: 1,120.00)

This category describes legal services provided to the Debtors relating to: (a) general corporate and securities issues, (b) analysis of labor law issues, (c) compliance with SEC reporting requirements, (d) corporate governance issues, (e) issues relating to sale of substantially all Debtors' assets, and (f) issues relating to post-confirmation governance.

39. Matter 30 – Creditors/Noteholders Committee

(Fees: \$65,783.50; Hours: 182.20)

This category describes time spent preparing for and holding discussions and meetings with the official committee of unsecured creditors following its appointment on January 18, 2001.

40. Matter 31 – Creditors/Shareholders Inquiries

(Fees: \$81,102.50; Hours: 393.80)

This category describes time spent responding to numerous letters and telephone inquiries from customers, creditors, and their counsel seeking information regarding issues throughout the bankruptcy process.

41. Matter 32 – DIP Financing/Cash Collateral

(Fees: \$159,032.00; Hours: 487.80)

This Subject Matter describes time spent related to the Debtors' postpetition financing, including: (a) negotiating the terms and conditions of DIP financing, (b) drafting and revising the interim and final DIP Orders, (c) negotiating any conditions of the Debtors' use of

any cash collateral, (d) negotiating other post-petition financing matters with other potential lenders, (e) negotiating the use of post-petition receivables relating to the Debtors' accounts receivable securitization, and (f) preparing for hearings on the approval of such interim and final DIP financing.

42. Matter 33 – Employee Matters

(Fees: \$695,693.00; Hours: 2,020.10)

This Subject Matter describes activities related to the Debtors' employment, salary, and employee benefits issues, including: (a) research and analysis of pension and 401(k) issues, (b) research and drafting of orders and other documents relating to the Debtors' Key Employee Retention Program, (c) working on severance issues relating to the closing of the Debtors' foreign operations, (d) the transition of employees to a purchaser of the Debtors' assets, (e) issues relating to the Debtors' labor obligations under collective bargaining agreements or otherwise, (f) issues relating to the Debtors' post retiree medical and other benefit obligations, (g) issues relating to the implications of successor liability in the event of a sale of substantially all of the Debtors' assets, (h) the dissemination of information to the Debtors' 20,000 employees concerning the events in these Chapter 11 cases, and (i) issues regarding claims by the Equal Employment Opportunity Commission.

43. Matter 34 – Environmental Issues

(Fees: \$105,856.50; Hours: 286.20)

This Subject Matter includes time spent analyzing the environmental concerns principally related to the sale of substantially all the Debtors' assets and post-closing environmental concerns.

44. Matter 35 – Executory Contracts/Leases

(Fees: \$1,154,695.50; Hours: 3,863.10)

This Subject Matter describes time spent related to the Debtors' real and personal property leases and executory contracts. Included is time related to: (a) discussions, meetings, and negotiations with counterparties to unexpired leases and executory contracts to resolve cure amounts and explain the cure reconciliation process, (b) researching executory contract and aircraft issues, (c) drafting a motion for judicial determination of disputed cure amounts for executory contracts, (d) resolving objections to the Debtors' motion to partially vacate the Debtors' order to assume and assign or reject certain executory contracts and unexpired leases, (e) working through issues related to the executory contract reconciliation process, and (f) drafting a motion to extend the time by which unexpired leases of real property are deemed rejected.

45. Matter 36 – File, Docket, Calendar Maintenance

(Fees: \$256,730.00; Hours: 2,913.40)

This Subject Matter describes time spent organizing and distributing pleadings, motions and other court filings, and maintaining the voluminous files of the Debtors. The time in this matter includes \$574.00 in fees incurred during June 2002 that were not previously included in K&E's fee application for the Final Monthly Fee Period. Kirkland and Ellis is requesting approval of such amounts in this Final Fee Application.

46. Matter 37 – First Day Pleadings

(Fees: \$14,634.00; Hours: 59.10)

This Subject Matter involves time related to drafting and filing the Debtors' first-day motions and preparation for the first-day hearing, including, among others, motions and orders related to: (a) implementing the automatic stay, (b) authorizing the Debtors to enter into

post-petition financing, (c) authorizing procedures for cash management, (d) establishing reclamation procedures, (e) authorizing the Debtors to pay certain employee wages, benefits, and expenses, (f) authorizing the Debtors' payment of sales, use and franchise taxes, (g) authorizing the Debtors to pay or honor obligations of foreign vendors, (h) authorizing the sale of assets, (i) authorizing the honoring and assumption of certain credit card agreements, (j) establishing bid procedures, and (k) authorizing the honoring and assumption of certain interline agreements. This Subject Matter also describes time spent explaining to, and corresponding with, creditors and the Debtors' employees about the substance of the first-day motions.

47. Matter 38 – Hearings

(Fees: \$302,664.00; Hours: 847.30)

This Subject Matter describes time preparing for and attending various hearings throughout the bankruptcy cases.

48. Matter 39 – Antitrust Post-Petition Billing

(Fees: \$61,053.00; Hours: 117.70)

This Subject Matter describes activities related to antitrust matters concerning a sale of substantially all of the Debtors' assets. Included is time related to: (a) analyzing antitrust implications of such a sale and (b) coordinating with the Debtors' special antitrust counsel concerning antitrust filings and responses to civil investigative demands from state and federal authorities.

49. Matter 40 – First Security Adversary Proceeding

(Fees: \$286,686.00; Hours: 775.50)

This Subject Matter describes activities related to litigation involving First Security as indenture trustee of certain secured notes. Included is time related to: (a) reviewing documents related to the execution of the notes and collateral of such notes, (b) preparing document discovery requests and compiling documents to respond to discovery requests, (c) drafting documents to be filed with the court regarding declaratory action filed by First Security, and (d) participating in telephone conferences regarding strategy related to the First Security adversary proceeding.

Actual and Necessary Expenses

50. It is K&E's policy to charge its clients in all areas of practice for identifiable non-overhead expenses incurred in connection with the client's case that would not have been incurred except for representation of that particular client. It is K&E's policy to charge its clients only the amount actually incurred by K&E in connection with such items. Examples of such expenses are postage, overnight mail, courier delivery, transportation, overtime expenses, computer assisted legal research, photocopying, out-going facsimile transmissions, airfare, meals, and lodging. With respect to airfare expenses, all travel, by all individuals, is billed at the coach class rate.

51. K&E charges (a) \$0.10 per page for duplication and (b) \$0.75 per page for outgoing telecopier transmissions (plus related toll charges). K&E does not charge its clients for incoming telecopier transmissions. K&E has negotiated a discounted rate for Westlaw computer assisted legal research, which is approximately \$125/hour of online use of the standard Westlaw databases. Computer assisted legal research is used whenever the researcher determines that

using Westlaw is more cost effective than using traditional (non-computer assigned legal research) techniques.

52. A monthly summary of expenses incurred during the Final Fee Period is attached hereto as Exhibit D. All of these disbursements comprise the amount of K&E's out-of-pocket expenses for which K&E is seeking final approval, totaling \$937,150.04.

Representations

53. K&E believes that the fee application is in compliance with the requirements of Delaware Local Rule 2016-1.

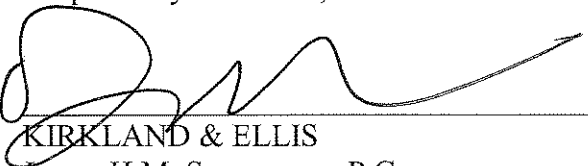
54. In summary, by this Final Fee Application, K&E requests final approval of compensation for fees and expenses in the total amount of \$11,479,445.54 consisting of (a) \$10,542,295.50 for reasonable and necessary professional services rendered and (b) \$937,150.04 for actual and necessary costs and expenses incurred during the Final Fee Period.

55. The amount remaining to be paid to K&E is \$775,414.83. This amount may decrease before the hearing on this Final Fee Application to the extent that K&E receives payment in accordance with the Interim Compensation Order for the monthly fee applications which there are amounts due on account of interim fee applications filed during the period January 2002 through June 2002.

WHEREFORE, K&E requests an entry of an order (a) allowing K&E on the final basis (i) compensation in the amount of \$10,542,295.50 for the reasonable and necessary legal services K&E has rendered to the Debtors and (ii) reimbursement in the amount of \$937,150.04 for the actual and necessary expenses that K&E incurred for the Final Fee Period, (b) authorizing and directing the Debtors to pay K&E on the final basis (i) compensation in the amount of \$713,399.10 for the reasonable and necessary legal services K&E has rendered to the Debtor and (ii) reimbursement in the amount of \$62,015.73 for the actual and necessary expenses that K&E incurred for the Final Fee Period, and (c) deeming all compensation and expenses previously paid by the Debtors in the total amounts of \$9,828,896.40 and \$875,134.31 respectively, approved as final.

Dated: 8/22/02, 2002

Respectfully submitted,



KIRKLAND & ELLIS
James H.M. Sprayregen, P.C.
Marc Kieselstein
David R. Seligman
Marc J. Carmel
200 East Randolph Drive
Chicago, Illinois 60601
(312) 861-2000

**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)
)	
Debtor.)	
)	

STATE OF ILLINOIS)	
)	ss:
COUNTY OF COOK)	

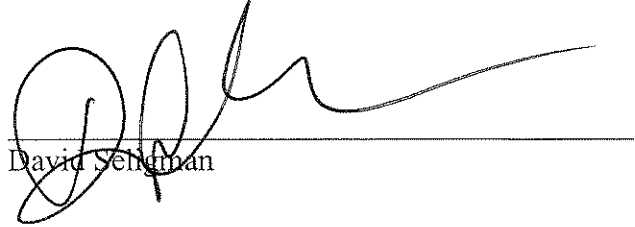
VERIFICATION

David Seligman, after being duly sworn according to law, deposes and says:

1. I am an associate with the applicant firm, Kirkland & Ellis, and have been admitted to the Bar of the Supreme Court of Illinois since November, 1996.

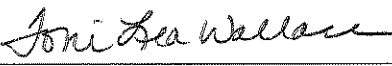
2. I have personally performed or overseen a material portion of the legal services rendered by Kirkland & Ellis as general bankruptcy counsel to the debtors in possession in the above-captioned bankruptcy case (the "Debtors") and am thoroughly familiar with all other work performed on behalf of the Debtors by the lawyers and other persons in the firm.

3. The facts set forth in the foregoing Final Verified Application of Kirkland & Ellis for Allowance of Administrative Claim for Compensation and Reimbursement of Expenses for the Final Period January 10, 2001 through June 24, 2002 are true and correct to the best of my knowledge, information and belief.

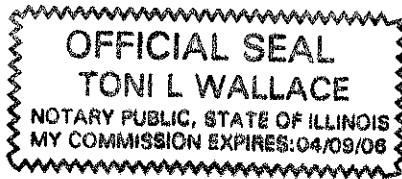


David Scherman

SWORN TO AND SUBSCRIBED before me this 22nd day of August, 2002.



Notary Public
My Commission Expires:



**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)
)	
)	
Debtors.)	
)	

**ORDER GRANTING FINAL VERIFIED FEE APPLICATION
FOR COMPENSATION AND FOR REIMBURSEMENT OF EXPENSES**

Kirkland & Ellis (“K&E”), as counsel to the debtors-in-possession in the above-captioned bankruptcy case (collectively, the “Debtors”), filed a final application for allowance of compensation and reimbursement of expenses for January 10, 2001 through June 24, 2002 (the “Final Fee Application”). The Court has reviewed the Final Fee Application and finds that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (b) notice of the Final Fee Application was adequate under the circumstances; and (c) all persons with standing have been afforded the opportunity to be heard on the Application. Accordingly, it is hereby

ORDERED that:

1. The Final Fee Application is GRANTED.
2. For the period of January 10, 2001 through June 24, 2002, an administrative allowance be made to K&E in the sum of \$10,542,295.50 for necessary professional services rendered, and the sum of \$937,150.04 for expenses incurred.

3. The Debtors are hereby authorized and directed to pay the outstanding amount of the sums described in paragraph 2 hereof in the amount of \$775,414.83 representing the unpaid fees and expenses for the period of January 1, 2002 through June 24, 2002.

Dated: _____, 2002

Judge

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