

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

In re) **Chapter 11**
)
TRANS WORLD AIRLINES, INC., et al.¹) **Case No. 01-00056 (PJW)**
)
Debtors.) **(Jointly Administered)**
)
) **Hearing Date: May 21, 2002**

**OMNIBUS ORDER APPROVING CERTAIN
QUARTERLY FEE APPLICATIONS OF PROFESSIONALS**

[re Committee Member Expense Applications Docket Nos. 2237, 2494, 2815; Monthly Fee Applications Docket Nos. 1900, 2066, 2152, 2160, 2202, 2214, 2242, 2244, 2253, 2282, 2339, 2341, 2380, 2390, 2429, 2434, 2454, 2464, 2614, 2620, 2771, 2812, 2816, 2822, 2823; and Quarterly Fee Applications Docket Nos. 2410, 2412, 2415, 2459, 2621, 2859, 2885, 3192]

Upon consideration of certain interim quarterly fee applications for compensation and reimbursement of expenses of the professionals listed on Exhibit "A" attached hereto (the "Quarterly Fee Applications"), and adequate notice of the hearing to consider such applications having been given and no unresolved objections having been filed to the Quarterly Fee Applications, and after a hearing having been held on May 21, 2002, and after due deliberation, and sufficient cause appearing therefore; it is hereby

IT IS HEREBY FOUND AND CONCLUDED THAT:

¹ The Debtors are the following entities: Trans World Airlines, Inc., Ambassador Fuel Corporation, LAX Holding Company, Inc., Mega Advertising Inc., Northwest 112th Street Corporation, The TWA Ambassador Club, Inc., Trans World Computer Services, Inc., Transcontinental & Western Air, Inc., TWA Aviation, Inc., TWA Group Inc., TWA Standards & Controls, Inc., TWA Stock Holding Company, TWA-D.C. Gate Company, Inc., TWA-LAX Gate Company, Inc., TWA Logan Gate Co., Inc., TWA-NY/NJ Gate Company, Inc., TWA-Omnibus Gate Company, Inc., TWA-San Francisco Gate Company, Inc., TWA-Hangar 12 Holding Company, Inc., Ozark Group, Inc., TWA Nippon, Inc., TWA Employee Services, Inc., TWA Getaway Vacations, Inc., Trans World Express, Inc., International Aviation Security Inc., Getaway Management Services, Inc., The Getaway Group (U.K.) Inc.

A. The professionals of the above referenced debtors and debtors in possession (collectively, the "Debtors") have filed the Quarterly Fee Applications for allowance of compensation and reimbursement of expenses.

B. On February 6, 2002, certain airlines (the "Airlines") filed an objection styled as "Limited Objection of Air Canada, Continental Airlines, Inc., Delta Air Lines, Inc., Northwest Airlines Corporation, United Airlines, Inc. and US Airways, Inc. to Quarterly Interim Applications for Compensation and Reimbursement of Expenses Pursuant to Section 331 of the Bankruptcy Code [D.I. Nos. 2410, 2412, 2414, 2415, 2459 and 2621]" [Docket No. 2853] (the "Objection of Certain Airlines") objecting to: (i) the quarterly fee application of Traub, Bonacquist & Fox LLP for the period July 1, 2001 through September 30, 2001 (the "Traub Quarterly Fee Application"); (ii) the quarterly fee application of Kirkland & Ellis for the period July 1, 2001 through September 30, 2001 (the "Kirkland Third Quarterly Fee Application"); (iii) the quarterly fee application of Blank Rome Comisky & McCauley, LLP for the period July 1, 2001 through September 30, 2001 (the "Blank Rome Third Quarterly Fee Application"); (iv) the quarterly fee application of Pachulski, Stang, Ziehl, Young & Jones P.C. for the period April 1, 2001 through June 30, 2001 (the "Pachulski Second Quarterly Fee Application"); (v) the quarterly fee application of KPMG LLP for the period July 1, 2001 through September 30, 2001 (the "KPMG Third Quarterly Fee Application"); and (vi) the quarterly fee application of Pachulski, Stang, Ziehl, Young & Jones P.C. for the period July 1, 2001 through September 30, 2001 (the "Pachulski Third Quarterly Fee Application").

C. On March 1, 2002, MBNA America Bank, N.A. ("MBNA") objected to the quarterly fee application of Blank Rome Comisky & McCauley, LLP for the period October

1, 2001 through December 31, 2001 in an objection docketed as Docket No. 2940 (the "Blank Rome Fourth Quarterly Fee Application").

D. On March 1, 2002, MBNA objected to the quarterly fee application of Kirkland & Ellis for the period October 1, 2001 through December 31, 2001 in an objection docketed as Docket No. 2947 (the "Kirkland & Ellis Fourth Quarterly Fee Application").

E. On March 14, 2002, MBNA filed an objection styled as "Limited Objection by MBNA America Bank, N.A. to Applications and/or Motions Requesting Payment of Administrative Claims and/or Cure Costs" [Docket No. 2998] (the "MBNA Limited Objection") objecting to: (i) the Pachulski Second Quarterly Fee Application; (ii) the KPMG Third Quarterly Fee Application; and (iii) the Pachulski Third Quarterly Fee Application.²

F. MBNA has agreed to withdraw the Objection to the Blank Rome Fourth Quarterly Fee Application, the Objection to the Kirkland & Ellis Fourth Quarterly Fee Application and the MBNA Limited Objection (the "MBNA Objections"), conditioned upon entry of this Order.

G. The Airlines have agreed to withdraw the Objection of Certain Airlines, based on the conditions set forth in this Order.

For all of the foregoing and after due deliberation, the Court ORDERS,
ADJUDGES AND DECREES:

1. The Quarterly Fee Applications for compensation and reimbursement of expenses are approved in the respective amounts set forth on Exhibit "A".

² Pachulski, Stang, Ziehl, Young & Jones P.C. and KPMG LLP reserve the right to argue that the MBNA Limited Objection was not timely filed and MBNA reserves the right to dispute such arguments of Pachulski, Stang, Ziehl, Young & Jones P.C. and KPMG LLP.

2. Payment of the compensation and reimbursement of expenses set forth on Exhibit "A" is authorized and approved.

3. With respect to: (a) the Traub Quarterly Fee Application, (b) the Blank Rome Third Quarterly Fee Application, (c) the Pachulski Second Quarterly Fee Application, (d) the KPMG Third Quarterly Fee Application, (e) the Pachulski Third Quarterly Fee Application, (f) the Blank Rome Fourth Quarterly Fee Application and (g) the Kirkland & Ellis Fourth Quarterly Fee Application, payment on account of such Quarterly Fee Applications shall be subject to disgorgement to the extent that the Court determines that disgorgement is appropriate; provided, however, that each professional seeking payment on account of the respective Quarterly Fee Application reserves the right to argue that disgorgement is not appropriate.

4. Payment on account of the Kirkland Third Quarterly Fee Application shall be subject to disgorgement to the extent that the Court determines that disgorgement is appropriate; provided, however, that Kirkland & Ellis reserves the right to argue that (a) disgorgement is not appropriate, and (b) that the Objection of Certain Airlines was not timely filed with respect to the Kirkland & Ellis Third Quarterly Fee Application.

5. Entry of this Order shall be without prejudice to the objections filed by MBNA to the proposed Chapter 11 plan and any provisions in the proposed plan regarding payment to holders of administrative claims.

6. The Objection of Certain Airlines is withdrawn.

7. The MBNA Objections are withdrawn.

Dated: June 14, 2002



THE HONORABLE PETER J. WALSH

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EXHIBIT A

APPLICANT	FEE PERIOD	TOTAL FEES & EXPENSES	AMOUNT APPROVED TO DATE (80% OF FEES)	AMOUNT OUTSTANDING (20% of FEES)
Committee Members of the Statutory Committee of Unsecured Creditors (Docket No. 2237) Certificate of No Objection (Docket No. 2307)	5/1/01 – 8/31/01	\$2,227.12	\$2,227.12	\$ -0-
Committee Members of the Statutory Committee of Unsecured Creditors (Docket No. 2815) Certificate of No Objection (Docket No. 2989)	9/1/01 – 12/31/01	\$622.94	\$622.94	\$ -0-

APPLICANT	FEE PERIOD	TOTAL FEES & EXPENSES	AMOUNT APPROVED TO DATE (80% OF FEES)	AMOUNT OUTSTANDING (20% of FEES)
Traub, Bonacquist & Fox LLP (Docket No. 2160) Certification of No Objection (Docket No. 2236)	7/1/01-7/31/01	\$61,129.00 (fees) \$7,146.08 (expenses) \$68,275.08 (Total)	\$48,903.20 (fees) \$7,146.08 (expenses) \$56,049.28 (Total)	\$12,225.80 (fees)
Traub, Bonacquist & Fox LLP (Docket No. 2242) Certification of No Objection (Docket No. 2369)	8/1/01-8/31/01	\$33,751.50 (fees) \$2,094.84 (expenses) \$35,846.34 (Total)	\$27,001.20 (fees) \$2,094.84 (expenses) \$29,096.04 (Total)	\$6,750.50 (fees)
Traub, Bonacquist & Fox LLP (Docket No. 2380) Certification of No Objection (Docket No. 2430)	9/1/01-9/30/01	\$16,677.00 (fees) \$1,976.27 (expenses) \$18,653.27 (Total)	\$13,341.60 (fees) \$1,976.27 (expenses) \$15,317.87 (Total)	\$3,335.40 (fees)
Traub, Bonacquist & Fox LLP TOTALS: Quarterly (Docket No. 2410)	7/01/01-9/30/01	\$111,557.50 (fees) \$11,217.19 (expenses) \$122,774.69 (Total)	\$89,246.00 (fees) \$11,217.19 (expenses) \$100,463.19 (Total)	\$22,311.50 (fees)

APPLICANT	FEE PERIOD	TOTAL FEES & EXPENSES	AMOUNT APPROVED TO DATE (80% OF FEES)	AMOUNT OUTSTANDING (20% of FEES)
Kirkland & Ellis (Co-Counsel to Debtors) (Docket No. 2152)	7/1/00-7/31/01	\$503,292.50 (fees)	\$402,634.00 (fees)	\$100,658.50 (fees)
Certification of No Objection (Docket No. 2229)		\$37,449.71 (expenses)	\$37,449.71 (expenses)	
		\$540,742.21 (Total)	\$440,083.71 (Total)	
Kirkland & Ellis (Docket No. 2244)	8/01/01-8/31/01	\$422,684.00 (fees)	\$338,147.20 (fees)	\$84,536.80 (fees)
Certification of No Objection (Docket No. 2302)		\$35,571.68 (expenses)	\$35,571.68 (expenses)	
Corrected Supplemental Exhibit A (Docket No. 2379)		\$338,147.20 (Total)	\$373,718.88 (Total)	
Certification of No Objection to Supplemental Exhibit A (Docket No. 2420)				
Kirkland & Ellis (Docket No. 2341)	9/01/01 - 9/30/01	\$265,005.00 (fees)	\$212,004.00 (fees)	\$53,001.00 (fees)
Certification of No Objection (Docket No. 2416)		\$11,823.52 (expenses)	\$11,823.52 (expenses)	
and Corrected Certification of No Objection (Docket No. 2421)		\$276,828.52 (Total)	\$223,827.52 (Total)	
Kirkland & Ellis TOTALS :	07/1/01 - 09/30/01	\$1,190,981.50 (fees)	\$952,785.20 (fees)	\$238,196.30 (fees)
3rd Quarterly (Docket No. 2412)		\$84,844.91 (expenses)	\$84,844.91 (expense)	
Certification of No Objection (Docket No. 2475)		\$1,275,826.41 (Total)	\$1,037,630.11 (Total)	

APPLICANT	FEE PERIOD	TOTAL FEES & EXPENSES	AMOUNT APPROVED TO DATE (80% OF FEES)	AMOUNT OUTSTANDING (20% of FEES)
Kirkland & Ellis (Co-Counsel to Debtors) (Docket No. 2434)	10/1/00-10/31/01	\$504,636.50 (fees)	\$403,709.20 (fees)	\$100,927.30 (fees)
Certification of No Objection (Docket No. 2514)		\$26,565.72 (expenses)	\$26,565.72 (expenses)	
		\$531,202.22 (Total)	\$430,274.92 (Total)	
Kirkland & Ellis (Docket No. 2614)	11/01/01-11/30/01	\$470,780.50 (fees)	\$376,624.40 (fees)	\$94,156.10 (fees)
Certification of No Objection (Docket No. 2770)		\$12,735.08 (expenses)	\$12,735.08 (expenses)	
		\$483,515.58 (Total)	\$389,359.48 (Total)	
Kirkland & Ellis (Docket No. 2822)	12/01/01 -12/31/01	\$305,517.50 (fees)	\$244,414.00 (fees)	\$61,103.50 (fees)
Certification of No Objection (Docket No. 2886)		\$18,722.79 (expenses)	\$18,722.79 (expenses)	
		\$324,240.29 (Total)	\$263,136.79 (Total)	
Kirkland & Ellis TOTALS :	10/1/01 - 12/31/01	\$1,280,934.50 (fees)	\$1,024,747.60 (fees)	\$256,186.90 (fees)
4th Quarterly (Docket No. 2859)		\$58,023.59 (expenses)	\$58,023.59 (expense)	
		\$1,338,958.09 (Total)	\$1,082,771.19 (Total)	

APPLICANT	FEE PERIOD	TOTAL FEES & EXPENSES	AMOUNT APPROVED TO DATE (80% OF FEES)	AMOUNT OUTSTANDING (20% of FEES)
PSZY&J (Co-Counsel to Debtors) (Docket No. 1900) Certification of No Objection (Docket No. 2138)	4/1/01-4/30/01	\$121,831.00 (fees) \$40,861.49 (expenses) \$162,692.49 (Total)	\$97,464.80 (fees) \$40,861.49 (expenses) \$138,326.29 (Total)	\$24,366.20 (fees)
PSZY&J (Docket No. 2066) Certification of No Objection (Docket No. 2165)	5/1/01-5/31/01	\$22,885.00 (fees) \$18,831.13 (expenses) \$41,716.13 (Total)	\$18,308.00 (fees) \$18,831.13 (expenses) \$37,139.13 (Total)	\$4,577.00 (fees)
PSZY&J (Docket No. 2214) Certification of No Objection (Docket No. 2272)	6/1/01-6/30/01	\$29,358.50 (fees) \$21,347.89 (expenses) \$50,706.39 (Total)	\$23,486.80 (fees) \$21,347.89 (expenses) \$44,834.69 (Total)	\$5,871.70 (fees)
PSZY&J TOTALS : 2nd Quarterly (Docket No. 2415)	4/1/01 - 6/30/01	\$174,074.50 (fees) \$81,040.51 (expenses) \$255,115.01 (Total)	\$139,259.60 (fees) \$81,040.51 (expenses) \$220,300.11 (Total)	\$34,814.90 (fees)

APPLICANT	FEE PERIOD	TOTAL FEES & EXPENSES	AMOUNT APPROVED TO DATE (80% OF FEES)	AMOUNT OUTSTANDING (20% of FEES)
PSZY&J (Co-Counsel to Debtors) (Docket No. 2282)	7/1/01-7/31/01	\$30,270.50 (fees)	\$24,216.40 (fees)	\$6,054.10 (fees)
Certification of No Objection (Docket No. 2366)		\$19,989.21 (expenses)	\$19,989.21 (expenses)	
		\$50,259.71 (Total)	\$44,205.61 (Total)	
PSZY&J (Co-Counsel to Debtors) (Docket No. 2390)	8/1/01-8/31/01	\$34,836.50 (fees)	\$27,869.20 (fees)	\$6,967.30 (fees)
Certification of No Objection (Docket No. 2433)		\$33,195.94 (expenses)	\$33,195.94 (expenses)	
		\$68,032.44 (Total)	\$61,065.14 (Total)	
PSZY&J (Co-Counsel to Debtors) (Docket No. 2464)	9/1/01-9/30/01	\$27,829.00 (fees)	\$22,263.20 (fees)	\$5,565.80 (fees)
Certification of No Objection (Docket No. 2628)		\$11,766.26 (expenses)	\$11,766.26 (expenses)	
		\$39,595.26 (Total)	\$34,029.46 (Total)	
PSZY&J TOTALS :	7/1/01 - 9/30/01	\$92,936.00 (fees)	\$74,348.80 (fees)	\$18,587.20 (fees)
3rd Quarterly (Docket No. 2621)		\$64,951.41 (expenses)	\$64,951.41 (expenses)	
		\$157,887.41 (Total)	\$139,300.21 (Total)	

APPLICANT	FEE PERIOD	TOTAL FEES & EXPENSES	AMOUNT APPROVED TO DATE (80% OF FEES)	AMOUNT OUTSTANDING (20% of FEES)
PSZY&J (Co-Counsel to Debtors) (Docket No. 2771)	10/1/00-10/31/01	\$31,143.50 (fees)	\$24,914.80 (fees)	\$6,228.70 (fees)
Certification of No Objection (Docket No. 2858)		\$25,007.55 (expenses)	\$25,007.55 (expenses)	
		\$56,151.05 (Total)	\$49,922.35 (Total)	
PSZY&J (Co-Counsel to Debtors) (Docket No. 2812)	11/01/01-11/30/01	\$26,157.50 (fees)	\$20,926.00 (fees)	\$5,231.50 (fees)
Certification of No Objection (Docket No. 2874)		\$33,288.55 (expenses)	\$33,288.55 (expenses)	
		\$59,446.05 (Total)	\$54,214.55 (Total)	
PSZY&J (Co-Counsel to Debtors) (Docket No. 2823)	12/01/01 -12/31/01	\$31,156.50 (fees)	\$24,925.20 (fees)	\$6,231.30 (fees)
Certification of No Objection (Docket No. 2892)		\$17,774.40 (expenses)	\$17,774.40 (expenses)	
		\$48,930.90 (Total)	\$42,699.60 (Total)	
PSZY&J TOTALS :	10/1/01 - 12/31/01	\$88,457.50 (fees)	\$70,766.00 (fees)	\$17,691.50 (fees)
4th Quarterly (Docket No. 3192)		\$76,070.50 (expenses)	\$76,070.50 (expenses)	
		\$164,528.00 (Total)	\$146,836.50 (Total)	

APPLICANT	FEE PERIOD	TOTAL FEES & EXPENSES	AMOUNT APPROVED TO DATE (80% OF FEES)	AMOUNT OUTSTANDING (20% of FEES)
Committee Members of the Retiree Committee (Docket No. 2494) Certificate of No Objection (Docket No. 2710)	7/9/01 - 7/10/01	\$2202.63	\$2202.63	\$ -0-

APPLICANT	FEE PERIOD	TOTAL FEES & EXPENSES	AMOUNT APPROVED TO DATE (80% OF FEES)	AMOUNT OUTSTANDING (20% of FEES)
KPMG LLP (Accountants, Auditors and Tax and Financial Advisors to Debtors) (Docket No. 2202) Certification of No Objection (Docket No. 2267)	7/01/01-7/31/01	\$129,816.25 (fees) \$9,402.82 (expenses) \$139,219.07 (Total)	\$103,853.00 (fees) \$9,402.82 (expenses) \$113,255.82 (Total)	\$25,963.25 (fees)
KPMG LLP (Docket No. 2253) Certification of No Objection (Docket No. 2316)	8/01/01-8/31/01	\$117,508.75 (fees) \$10,338.90 (expenses) \$127,847.65 (Total)	\$94,007.00 (fees) \$10,338.90 (expenses) \$104,345.90 (Total)	\$23,501.75 (fees)
KPMG LLP (Docket No. 2454) Certification of No Objection (Docket No. 2633)	9/01/01-9/30/01	\$53,617.50 (fees) \$3,123.00 (expenses) \$56,740.50 (Total)	\$42,894.00 (fees) \$3,123.00 (expenses) \$46,017.00 (Total)	\$10,723.50 (fees)
KPMG LLP TOTALS: 3 rd Quarterly (Docket No. 2459)	7/1/01 - 9/30/01	\$300,942.50 (fees) \$22,864.72 (expenses) \$323,807.22 (Total)	\$240,754.00 (fees) \$22,864.72 (expenses) \$263,618.72 (Total)	\$60,188.50 (fees)

APPLICANT	FEE PERIOD	TOTAL FEES & EXPENSES	AMOUNT APPROVED TO DATE (80% OF FEES)	AMOUNT OUTSTANDING (20% of FEES)
Blank Rome Comisky & McCauley LLP	9/1/01 – 9/30/01	\$60,418.50 (fees)	\$48,334.80 (fees)	\$12,083.70 (fees)
(Docket No. 2339)		\$2,250.04 (expenses)	\$2,250.04 (expenses)	
Certification of No Objection (Docket No. 2417)		\$62,668.54 (Total)	\$50,584.84 (Total)	

APPLICANT	FEE PERIOD	TOTAL FEES & EXPENSES	AMOUNT APPROVED TO DATE (80% OF FEES)	AMOUNT OUTSTANDING (20% of FEES except as otherwise indicated)
Blank Rome Comisky & McCauley LLP (Committee Counsel) (Docket No. 2429)	10/1/01 - 10/31/01	\$49,620.50 (fees)	\$39,696.40 (fees)	\$9,924.10 (fees)
Certification of No Objection (Docket No. 2534)		\$4,381.56 (expenses)	\$4,381.56 (expenses)	
		\$54,002.06 (Total)	\$44,077.96 (Total)	
Blank Rome Comisky & McCauley LLP (Docket No. 2620)	11/1/01 - 11/30/01	\$45,214.00 (fees)	\$36,171.20 (fees)	\$9,042.80 (fees)
Certification of No Objection (Docket No. 2804)		\$2,595.85 (expenses)	\$2,595.85 (expenses)	
		\$47,809.85 (Total)	\$38,767.05 (Total)	
Blank Rome Comisky & McCauley LLP (Docket No. 2816)	12/1/01 - 12/31/01	\$47,584.50 (fees)	\$38,067.60 (fees)	\$47,584.50 (fees)
Certification of No Objection (Docket No. 2990)		\$1,578.93 (expenses)	\$1,578.93 (expenses)	\$1,578.93 (expenses)
		\$49,163.43 (Total)	\$39,646.53 (Total)	\$49,163.43 (Total)
Blank Rome Comisky & McCauley LLP 4 th Quarterly (Docket No. 2885)	10/1/01 - 12/31/01	\$142,419.00 (fees)	\$113,935.20 (fees)	\$66,551.40 (fees)
		\$8,556.34 (expenses)	\$8,556.34 (expenses)	\$1,578.93 (expenses)
		\$150,975.34 (Total)	\$122,491.54 (Total)	\$68,130.33 (Total)