

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
TRANS WORLD AIRLINES, INC., et al.¹) Case No. 01-0056 (PJW)
) (Jointly Administered)
Debtors.)
)

**OMNIBUS ORDER GRANTING FINAL FEE APPLICATIONS
OF PROFESSIONALS OF THE DEBTORS, UNSECURED CREDITORS
COMMITTEE AND RETIREES COMMITTEE FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD FROM JANUARY 10, 2001 THROUGH JUNE 24, 2002**

**[Re: Docket Nos. 3594-3595, 3605, 3607, 3616, 3619, 3620, 3622, 3627, 3635, 3636, 3640
(for Professionals) and; Docket Nos. 2710 and 3634 (for Committees' Expenses)]**

The professionals of the captioned debtors and debtors in possession (the “Debtors”), of the Official Committee of Unsecured Creditors (the “Creditors Committee”), and of the Official Committee of Retirees (the “Retirees Committee”), have filed certain interim quarterly applications for allowance of compensation and reimbursement of expenses, as more particularly set forth on Exhibit A (the “Quarterly Applications”), and have filed final applications for allowance of compensation and reimbursement of expenses for January 10, 2001 through June 24, 2002, as more particularly set forth on Exhibit A, and the members of the Creditors Committee and the Retirees Committee have filed applications for allowance of their expenses for such period, as more particularly set forth on Exhibit A (collectively, the “Final Applications”). The Court has reviewed the Quarterly Applications and the Final Applications

¹ 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., and The Getaway Group (U.K.) Inc.

and finds that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (b) notice of the Quarterly Applications and the Final Applications in the amounts and for the periods set forth on Exhibit A, and the hearing on the Quarterly Applications and the Final Applications, was adequate under the circumstances; and (c) all persons with standing have been afforded the opportunity to be heard on the Quarterly Applications and the Final Applications.

Accordingly, it is hereby

ORDERED that the Quarterly Applications listed on Exhibit A are approved, and it is further

ORDERED that the Final Applications are approved (except with respect to the amounts for fees and expenses covered by Blank, Rome, Comisky & McCaulcy LLP's first, second and third Quarterly Applications, as more particularly set forth on Exhibit A), and it is further

ORDERED that compensation in the amounts set forth on Exhibit A as compensation for reasonable and necessary professional services rendered as reimbursement of actual and necessary costs and expenses incurred for the applicable professionals, and the expenses set forth on Exhibit A of the members of the Creditors Committee and the Retirees Committee (the "Final Allowance Amounts") for the period January 10, 2001 through June 24, 2002 are hereby allowed on a final basis (except with respect to the amounts for fees and expenses covered by Blank, Rome, Comisky & McCaulcy LLP's first, second and third Quarterly Applications, as more particularly set forth on Exhibit A); and it is further

ORDERED that the Debtors shall pay each professional the unpaid portion of the
Final Allowance Amount.

Dated: December 20, 2002



THE HONORABLE PETER J. WALSH
UNITED STATES BANKRUPTCY COURT JUDGE

EXHIBIT A

**TRANS WORLD AIRLINES (01-00056-PJW)
 PROFESSIONAL FEES & EXPENSES
 (INTERIM QUARTERLY & FINAL APPLICATIONS)
 (HEARING –DECEMBER 4, 2002 @ 9:30 A.M.)**

APPLICANT	FEE PERIOD	TOTAL FEES & EXPENSES	AMOUNT APPROVED TO DATE (80% OF FEES)	AMOUNT OUTSTANDING (20% of FEES)
Pachulski, Stang, Ziehl, Young & Jones P.C. (Co-Counsel to Debtors)	1/10/01 – 6/24/02	As amended by Amendment to Final Application: \$886,810.38 (fees)	\$721,351.10 (fees)	\$165,459.28 (fees)
Final (Docket Nos. 3594-3595)		\$527,772.88 (expenses)	\$543,185.59 (expenses)	minus \$15,412.71 (expense reduction pursuant to Amendment to Final Application)
Amendment to Final (Docket No. TBD)		\$1,414,583.26 (Total)	\$1,264,536.69 (Total)	\$150,046.57 (total)
Certification of No Objection (Docket No. 3680)				

APPLICANT	FEE PERIOD	TOTAL FEES & EXPENSES	AMOUNT APPROVED TO DATE (80% OF FEES)	AMOUNT OUTSTANDING (20% OF FEES)
Kirkland & Ellis (Co-Counsel to Debtors) Fifth Quarterly (Docket No. 3248)	1/1/02 – 3/31/02	\$1,331,722.50 (Fees) \$95,681.68 (Expenses) \$1,427,404.18 (Total)	\$1,065,378.00 (Fees) \$95,681.68 (Expenses) \$1,161,059.68 (Total)	\$266,344.50 (Fees)
Kirkland & Ellis Sixth Quarterly (Docket No. 3545) Certification of No Objection (Docket No. 3661)	4/1/02 – 6/24/02	\$966,563.00 (Fees) \$66,588.63 (Expenses) \$1,033,151.63 (Total)	\$773,250.40 (Fees) \$66,588.63 (Expenses) \$839,839.03 (Total)	\$193,312.60 (Fees)
Kirkland & Ellis Final (Docket No. 3640) Certification of No Objection (Docket No. 3701)	1/10/01 – 6/24/02	\$10,542,995.50 (Fees) \$700 added in final \$980,541.49 (Expenses) \$43,391.45 added \$11,523,536.99 (Total)	\$10,083,338.40 (Fees) \$937,150.04 (Expenses) \$11,020,488.44 (Total)	\$459,657.10 (Fees)

APPLICANT	FEE PERIOD	TOTAL FEES & EXPENSES	AMOUNT APPROVED TO DATE (80% OF FEES)	AMOUNT OUTSTANDING (20% of FEES)
KPMG LLP (Accountants, Tax and Financial Advisors to Debtors)	10/01/01-12/31/01	\$21,160.00 (Fees)	\$16,928.00 (Fees)	\$2,400.00 (Fees)
		\$0.00 (Expenses)	\$0.00 (Expenses)	
Fourth Quarterly (Docket No. 3022)		\$21,160.00 (Total)	\$16,928.00 (Total)	
KPMG LLP	1/1/02 – 6/24/02 (Fifth Quarterly)	\$32,596.00 (Fees)	\$26,076.80 (Fees)	\$32,596.00 (Nothing paid to date) (Fees)
Fifth Quarterly (Docket No. 3622)		\$0.00 (Expenses)	\$0.00 (Expenses)	
Certification of No Objection (Docket No. 3696)		\$32,596.00 (Total)	\$26,076.80 (Total)	
KPMG LLP	1/10/01 – 6/24/02 (Final)	\$2,348,694.25 (Fees)	\$2,337,943.05 (Fees)	\$4,232.00 (Fees)
Final (Docket No. 3622)		\$222,803.18 (Expenses)	\$222,803.18 (Expenses)	
Certification of No Objection (Docket No. 3696)		\$2,571,497.43 (Total)	\$2,560,746.23 (Total)	\$39,228.00 (Total Owed)

APPLICANT	FEE PERIOD	TOTAL FEES & EXPENSES	AMOUNT APPROVED TO DATE (80% OF FEES)	AMOUNT OUTSTANDING (20% of FEES)
Traub, Bonacquist & Fox LLP (Co-Counsel to Retirees' Committee) Third Quarterly (Docket No. 3012)	10/01/01-12/31/01	\$63,157.00 (Fees)	\$50,525.60 (Fees)	\$12,631.40 (Fees)
		\$3,943.33 (Expenses)	\$3,943.33 (Expenses)	
		\$67,100.33 (Total)	\$54,468.93 (Total)	
Traub, Bonacquist & Fox LLP Fourth Quarterly (Docket No. 3478) Certification of No Objection (Docket No. 3650)	1/1/02-3/31/02	\$34,903.50 (Fees)	\$27,922.80 (Fees)	\$6,980.70 (Fees)
		\$2,396.82 (Expenses)	\$2,396.82 (Expenses)	
		\$37,300.32 (Total)	\$30,319.62 (Total)	
Traub, Bonacquist & Fox LLP Final (Docket No. 3563)	3/20/01-6/24/02	\$370,323.75 (Fees)	\$350,711.65 (Fees)	\$2,262.30 (Fees April/May)
		\$25,576.05 (Expenses)	\$25,576.05 (Expenses)	\$26,693.75 (Fees June-nothing paid)
		\$395,899.80 (Total)	\$376,287.70 (Total)	\$461.20 (Expenses June-nothing paid)
				\$74,064.75 (Total Owed)

APPLICANT	FEE PERIOD	TOTAL FEES & EXPENSES	AMOUNT APPROVED TO DATE (80% OF FEES)	AMOUNT OUTSTANDING
Committee Members'	7/9/01 – 7/10/01	\$0.00 (Fees)	\$0.00 (Fees)	\$0.00
Expenses of the Retiree Committee		\$2,202.63 (Expenses)	\$2,202.63 (Expenses)	
Second Application (Docket No. 2494)		\$2,202.63 (Total)	\$2,202.63 (Total)	
Certification of No Objection (Docket No. 2710)				

APPLICANT	FEE PERIOD	TOTAL FEES & EXPENSES	AMOUNT APPROVED TO DATE (80% OF FEES)	AMOUNT OUTSTANDING (20% of FEES)
Blank Rome Comisky & McCauley LLP (Co-Counsel for Creditors' Committee) Fifth Quarterly (Docket No. 3280) Stipulation & Agreed Order (Docket No. 3480)	1/1/02 - 3/31/02	\$153,468.00 (Fees) \$9,890.63 (Expenses) \$163,358.63 (Total)	\$122,774.40 (Fees) \$9,890.63 (Expenses) \$132,665.03 (Total)	\$30,693.60 (Fees)
Blank Rome Comisky & McCauley LLP Sixth Quarterly (Docket No. 3636) Certification of No Objection (Docket No. 3729)	4/1/02 - 6/30/02	\$93,406.00 (Fees) \$9,150.06 (Expenses) \$102,556.06 (Total)	\$74,724.80 (Fees) \$9,150.06 (Expenses) \$83,874.86 (Total)	\$18,681.20 (Fees)
Blank Rome Comisky & McCauley LLP Final (Docket No. 3636) Certification of No Objection (Docket No. 3729)	1/19/02 - 6/24/02	\$2,856,203.50 (Fees) \$247,066.27 (Expenses) \$3,103,269.77 (Total) Amount Allowed by this Order (reserving \$744,000.00 sum of amounts requested in fee applications subject to objections): \$2,112,203.50 (Fees) \$247,066.27 (Expenses) \$2,359,269.77 (Total)	\$2,806,828.70 (Fees) \$247,066.27 (Expenses) \$3,053,894.97 (Total)	\$49,374.80 (Fees)

APPLICANT	FEE PERIOD	TOTAL FEES & EXPENSES	AMOUNT APPROVED TO DATE (80% OF FEES)	AMOUNT OUTSTANDING
Committee Members' Expenses of the Statutory Committee of Unsecured Creditors	1/10/01 – 12/31/01	\$0.00 (Fees)	\$0.00 (Fees)	\$0.00
Final Application (Docket No. 3634)		\$20,825.26 (Expenses)	\$20,825.26 (Expenses)	
Certification of No Objection (Docket No. 3728)		\$20,825.26 (Total)	\$20,825.26 (Total)	

APPLICANT	FEE PERIOD	TOTAL FEES & EXPENSES	AMOUNT APPROVED TO DATE (80% OF FEES)	AMOUNT OUTSTANDING (20% of FEES)
Katten Muchin Zavis (Special Antitrust Counsel to Debtors) Final (Docket No. 3616) Certification of No Objection (Docket No. 3698)	1/10/01-6/24/02	\$604,286.50 (Fees)	\$483,429.20 (Fees)	\$120,857.30 (Fees)
		\$62,794.24 (Expenses)	\$62,794.24 (Expenses)	
		\$667,080.74 (Total)	\$546,223.44 (Total)	

APPLICANT	FEE PERIOD	TOTAL FEES & EXPENSES	AMOUNT APPROVED TO DATE (80% OF FEES)	AMOUNT OUTSTANDING (20% of FEES)
Proskauer Rose LLP (Special Labor Counsel to Debtors)	7/1/01-1/31/02	\$4,397.50 (Fees)	\$3,518.00 (Fees)	\$879.50 (Fees)
		\$474.11 (Expenses)	\$474.11 (Expenses)	
Fourth Quarterly (Docket No. 3275)		\$4,871.61 (Total)	\$3,992.11 (Total)	
Certification of No Objection (Docket No. 3582)				
Proskauer Rose LLP	2/1/02 – 7/31/02	\$1,410.00 (Fees)	\$1,128.00 (Fees)	\$282.00 (Fees)
Fifth Quarterly (Docket No. 3619)		\$18.86 (Expenses)	\$18.86 (Expenses)	
Certification of No Objection (Docket No. 3681)		\$1,428.86 (Total)	\$1,146.86 (Total)	
Proskauer Rose LLP	1/10/01-6/24/02	\$326,634.59 (Fees)	\$325,482.00 (Fees)	\$1,161.50 (Fees)
Final (Docket No. 3619)		\$25,369.50 (Expenses)	\$25,369.50 (Expenses)	
Certification of No Objection (Docket No. 3681)		\$352,004.09 (Total)	\$350,851.50 (Total)	

APPLICANT	FEE PERIOD	TOTAL FEES & EXPENSES	AMOUNT APPROVED TO DATE (80% OF FEES)	AMOUNT OUTSTANDING (20% of FEES)
J.H. Cohn LLP (Financial Advisors to Retirees' Committee) Third Quarterly (Docket No. 3269) Certification of No Objection (Docket No. 3658)	8/1/01 - 2/28/02	\$77,990.00 (Fees) \$2,571.05 (Expenses) \$80,561.05 (Total)	\$62,392.00 (Fees) \$2,571.05 (Expenses) \$64,963.05 (Total)	\$15,598.00 (Total)
J.H. Cohn LLP Final (Docket No. 3605) Certification of No Objection (Docket No. 3703)	3/1/02 - 6/24/02	\$15,804.50 (Fees) \$26.20 (Expenses) \$15,830.70 (Total)	\$12,643.60 (Fees) \$26.20 (Expenses) \$12,669.80 (Total)	\$3,160.90 (Fees)
J.H. Cohn LLP Final (Docket No. 3605) Certification of No Objection (Docket No. 3703)	3/30/01 - 6/24/02	\$220,758.50 (Fees) \$8,134.94 (Expenses) \$228,893.44 (Total)	\$201,999.60 (Fees) \$8,134.94 (Expenses) \$210,134.54 (Total)	\$18,758.90 (Fees)

APPLICANT	FEE PERIOD	TOTAL FEES & EXPENSES	AMOUNT APPROVED TO DATE (80% OF FEES)	AMOUNT OUTSTANDING (20% of FEES)
International Airline Support Group (Aviation Advisors to Creditors' Committee) Final (Docket No. 3633) Certification of No Objection (Docket No. 3727)	2/28/01 – 7/31/01	\$100,000.00 (Fees) \$6,272.65 (Expenses) \$106,272.65 (Total)	\$80,000.00 (Fees) \$6,272.65 (Expenses) \$86,272.65 (Total)	\$20,000.00 (Fees)

APPLICANT	FEE PERIOD	TOTAL FEES & EXPENSES	AMOUNT APPROVED TO DATE (80% OF FEES)	AMOUNT OUTSTANDING (20% of FEES)
Loeb Partners Corporation (Financial Advisors to Creditors' Committee) Final (Docket No. 3639) Certification of No Objection (Docket No. 3730)	1/23/01 – 6/25/02	\$479,272.83 (Fees)	\$325,000.00 (Fees)	\$154,272.83 (Fees)
		\$29,767.51 (Expenses)	\$19,588.59 (Expenses)	\$10,178.92 (Expenses)
		\$509,040.34 (Total)	\$344,588.59 (Total)	\$164,451.75 (Total)

APPLICANT	FEE PERIOD	TOTAL FEES & EXPENSES	AMOUNT APPROVED TO DATE (80% OF FEES)	AMOUNT OUTSTANDING (20% of FEES)
Bankruptcy Management Corporation (Data Management Consultants to the Debtors) First Interim (Docket No. 3282) Certification of No Objection (Docket No. 3585)	11/6/01 – 3/31/02	\$664,235.50 (Fees) \$600,267.62 (Expenses) \$1,264,503.12 (Total)	\$531,388.40 (Fees) \$600,267.62 (Expenses) \$1,131,656.02 (Total)	\$132,847.10 (Fees)
Bankruptcy Management Corporation Final (Docket No. 3635) Certification of No Objection (Docket No. 3695)	11/6/01 – 6/24/02	\$982,076.70 (Fees) \$614,764.43 (Expenses) \$1,596,841.13 (Total)	\$849,229.60 (Fees) \$614,764.43 (Expenses) \$1,463,994.03 (Total)	\$132,847.10 (Fees)

APPLICANT	FEE PERIOD	TOTAL FEES & EXPENSES	AMOUNT APPROVED TO DATE (80% OF FEES)	AMOUNT OUTSTANDING (20% of FEES)
Reed Smith LLP (Co-Counsel to Official Committee of Retirees) First Interim (Docket No. 2921)	10/19/01 – 12/31/01	\$9,722.00 (Fees) \$2,591.32 (Expenses) \$12,313.32 (Total)	\$7,777.60 (Fees) \$2,591.32 (Expenses) \$10,368.92 (Total)	\$1,944.40 (Fees)
Reed Smith LLP Second Interim (Docket No. 3270)	1/1/02 – 3/31/02	\$4,928.48 (Fees) \$2,894.48 (Expenses) \$7,822.96 (Total)	\$3,942.78 (Fees) \$2,894.48 (Expenses) \$6,837.26 (Total)	\$985.70 (Fees)
Reed Smith LLP Final (Docket No. 3607) Certification of No Objection (Docket No. 3704)	10/19/01 – 6/24/02	\$22,154.50 (Fees) \$13,910.97 (Expenses) \$36,065.47 (Total)	\$17,723.60 (Fees) \$13,910.97 (Expenses) \$31,634.57 (Total)	\$4,430.90 (Fees)

APPLICANT	FEE PERIOD	TOTAL FEES & EXPENSES	AMOUNT APPROVED TO DATE (80% OF FEES)	AMOUNT OUTSTANDING (20% of FEES)
Rothschild Inc. (Financial Advisors to Debtors) Final (Docket No. 3620) Certification of No Objection (Docket No. 3679)	1/10/01 – 8/5/01	\$375,000.00 (Fees) \$31,491.68 (Expenses) \$406,491.68 (Total)	\$300,000.00 (Fees) \$31,491.68 (Expenses) \$331,491.68 (Total)	\$75,000.00 (Fees)

APPLICANT	FEE PERIOD	TOTAL FEES & EXPENSES	AMOUNT APPROVED TO DATE (80% OF FEES)	AMOUNT OUTSTANDING (20% of FEES)
ReeseMcMahon, L.L.C. (Financial Advisors to Debtors) 1st Quarterly (Docket No. 3274) Certification of No Objection (Docket No. 3584)	11/15/01 – 3/31/02	\$279,810.38 (Fees)	\$223,848.30 (Fees)	\$55,962.08 (Fees)
		\$29,921.98 (Expenses)	\$29,921.98 (Expenses)	
		\$309,732.36 (Total)	\$253,770.28 (Total)	
ReeseMcMahon, L.L.C. Final (Docket No. 3627) Certification of No Objection (Docket No. 3697)	11/15/01 – 6/24/02	\$321,970.38 (Fees)	\$257,576.30 (Fees)	\$64,394.08 (Fees)
		\$32,962.23 (Expenses)	\$32,962.23 (Expenses)	
		\$354,932.61 (Total)	\$290,538.53 (Total)	