

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
)  
TRANS WORLD AIRLINES, INC., et al.<sup>1</sup> ) Case No. 01-0056 (PJW)  
) (Jointly Administered)  
Debtors. )  
) Objection Due By: September 11, 2002 at 4:00 p.m.  
) Hearing Date: To Be Determined

**FINAL FEE APPLICATION OF  
PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C.  
FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES AS CO-COUNSEL TO THE DEBTORS  
FOR THE PERIOD FROM JANUARY 10, 2001 THROUGH JUNE 24, 2002**

Name of Applicant: Pachulski, Stang, Ziehl, Young & Jones P.C. ("PSZY&J").

Authorized to Provide Professional Services to: The above-captioned debtors and debtors-in-possession.

Date of Retention: January 26, 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: \$901,688.88.

Amount of Expense Reimbursement Sought as Actual, Reasonable, and Necessary:

\$543,185.59.

This is a:    \_\_ monthly            \_\_ interim              x   final application.

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<sup>1</sup> Debtors are the following entities: Trans World Airlines, Inc., Ambassador Fuel Corporation, LAX Holding Company, Inc., Mega Advertising Inc., Northwest 112<sup>th</sup> 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.

Prior Applications Filed:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
04/10/01	01/10/01 – 01/31/01	\$ 63,008.38	\$36,561.52	\$ 63,008.38	\$36,561.52
05/08/01	02/01/01 – 02/28/01	\$ 93,865.00	\$29,931.24	\$ 93,865.00	\$29,931.24
06/11/01	03/01/01 – 03/31/01	\$159,087.50	\$94,468.90	\$159,087.50	\$94,468.90
07/12/01	04/01/01- 04/30/01	\$121,831.00	\$40,861.49	\$121,831.00	\$40,861.49
08/09/01	05/01/01- 05/31/01	\$ 22,885.00	\$18,831.13	\$ 22,885.00	\$18,831.13
09/18/01	06/01/01- 06/30/01	\$ 29,358.50	\$21,347.89	\$ 29,358.50	\$21,347.89
10/11/01	07/01/01- 07/31/01	\$ 30,270.50	\$19,989.21	\$ 30,270.50	\$19,989.21
11/06/01	08/01/01- 08/31/01	\$ 34,826.50	\$33,195.94	\$ 34,826.50	\$33,195.94
12/04/01	09/01/01- 09/30/01	\$ 27,829.00	\$11,766.26	\$ 27,829.00	\$11,766.26
01/17/02	10/01/01- 10/31/01	\$ 31,143.50	\$25,007.55	\$ 31,143.50	\$25,007.55
01/24/02	11/01/01- 11/30/01	\$ 26,157.50	\$33,288.55	\$ 26,157.50	\$33,288.55
01/28/02	12/01/01 – 12/31/01	\$ 31,156.50	\$17,774.40	\$ 31,156.50	\$17,774.40
04/02/02	01/01/02 01/31/02	\$ 34,861.00	\$26,882.15	\$ 34,861.00	\$26,882.15
04/24/02	02/01/02 – 02/28/02	\$ 18,379.50	\$ 6,461.81	\$ 18,379.50	\$ 6,461.81
05/14/02	03/01/02 – 03/31/02	\$ 43,857.00	\$ 4,208.27	\$ 43,857.00	\$ 4,208.27
06/20/02	04/01/02 – 04/30/02	\$ 22,624.50	\$13,270.42	\$ 22,624.50	\$13,270.42
07/22/02	05/01/02 – 05/31/02	\$ 42,944.50	\$26,791.88.	Pending	Pending
08/20/02	06/01/02 – 06/24/02	\$ 67,593.50	\$49,891.17	Pending	Pending

Name of Professional Individual	Position of the Applicant, Number of years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
Laura Davis Jones	Shareholder 2000; Joined Firm 2000; Member of DE Bar since 1986	\$550.00	126.00	\$ 69,300.00
		\$455.00	193.30	\$ 87,951.50
		\$425.00	181.50	\$ 77,137.50
Ira D. Kharasch	Shareholder 1987; Member CA Bar since 1982	\$480.00	5.00	\$ 2,400.00
		\$445.00	6.30	\$ 2,803.50
		\$425.00	1.30	\$ 552.50
Stanley E. Goldich	Shareholder 1988; Member of CA Bar since 1982	\$445.00	24.10	\$ 10,724.50
David J. Barton	Shareholder 2000; Member of CA Bar since 1981	\$395.00	.30	\$ 118.50
Bruce Grohsgal	Member 2000; Member of PA Bar since 1984; Member of DE Bar since 1997	\$395.00	273.70	\$108,111.50
		\$370.00	457.20	\$169,164.00
		\$350.00	145.80	\$ 51,030.00
		\$325.00	.50	\$ 162.50
Scotta E. McFarland	Of Counsel 2000; Member of DE Bar since 2002; Member of CA Bar since 1993	\$350.00	.10	\$ 35.00
Hamid R. Rafatjoo	Associate 2000; Member of CA Bar since 1995	\$330.00	32.00	\$ 10,560.00
		\$295.00	110.60	\$ 32,597.50
		\$275.00	84.40	\$ 23,210.00
		\$137.50	5.25	\$ 742.50
Werner Disse	Of Counsel 2000; Member of CA Bar since 1989	\$325.00	17.30	\$ 5,622.50
William L. Ramseyer	Of Counsel 1989; Member of CA Bar since 1980	\$325.00	37.50	\$ 12,187.50
Mary F. Caloway	Member 2000; Member of DE Bar since 1992	\$315.00	.10	\$ 31.50
Malhar S. Pagay	Associate 1999 ; Member of CA Bar since 1997	\$295.00	11.30	\$ 3,333.50
David W. Carickhoff	Associate 2001; Member of DE Bar since 1998	\$280.00	4.70	\$ 1,316.00
		\$245.00	31.90	\$ 7,815.50
		\$225.00	3.30	\$ 742.50
Michael R. Seidl	Associate 2000; Member of DE Bar since 2000; Member of DC Bar since 1996	\$245.00	3.20	\$ 784.00
		\$225.00	8.20	\$ 1,845.00

Rafael X. Zahralddin-Aravena	Associate 2000; Member of PA Bar since 1994;	\$225.00	1.10	\$ 247.50
Christopher J. Lhulier	Associate 2000; Member of DE Bar since 1999	\$225.00	1.40	\$ 315.00
		\$205.00	.70	\$ 143.50
Kathleen M. DePhillips	Associate 2000; Member of DE Bar since 2002; Member of PA Bar since 1999	\$225.00	.20	\$ 45.00
Rachel S. Lowy	Associate 2000; Member of DE Bar since 1999	\$205.00	1.50	\$ 307.50
Peter J. Duhig	Associate 2000; Member of DE Bar since 2001	\$195.00	40.90	\$ 7,975.50
		\$175.00	19.10	\$ 3,342.50
Kathe F. Finlayson	Paralegal since 1986	\$130.00	326.80	\$ 42,484.00
		\$120.00	794.00	\$ 95,280.00
		\$115.00	161.70	\$ 18,595.50
Laurie A. Gilbert	Paralegal since 1983	\$125.00	10.80	\$ 1,350.00
Walter Cavers	Paralegal since 1984	\$120.00	22.10	\$ 2,652.00
Bruce D. Campbell	Paralegal since 1995	\$120.00	6.40	\$ 768.00
		\$110.00	3.90	\$ 429.00
		\$105.00	3.10	\$ 325.50
		\$100.00	.50	\$ 50.00
Cheryl A. Knotts	Paralegal since 2000	\$120.00	4.90	\$ 588.00
		\$105.00	11.70	\$ 1,228.50
		\$100.00	22.20	\$ 2,220.00
Patricia E. Cuniff	Paralegal since 1998	\$120.00	.50	\$ 60.00
Karina K. Yee	Paralegal since 1996	\$115.00	11.30	\$ 1,299.50
Cherie L. Hare	Paralegal since 1993	\$115.00	1.00	\$ 115.00
Timothy M. O'Brien	Paralegal since 1997	\$110.00	2.10	\$ 231.00
Camille E. Ennis	Paralegal since 1997	\$110.00	.10	\$ 11.00
Fiona P. McKeown	Legal Document Assistant 2001	\$ 85.00	2.50	\$ 212.50
Helen D. Martin	Case Management Assistant 2000	\$ 60.00	44.70	\$ 2,682.00
		\$ 45.00	41.70	\$ 1,876.50
Rita M. Olivere	Case Management Assistant 2000	\$ 55.00	7.70	\$ 423.50
		\$ 45.00	8.20	\$ 369.00
Donna C. Crossan	Case Management Assistant 2000	\$ 55.00	122.40	\$ 6,732.00
		\$ 45.00	115.90	\$ 5,215.50
Violet E. Mobley	Case Management Assistant 2000	\$ 50.00	149.80	\$ 7,490.00
		\$ 30.00	51.00	\$ 1,530.00
Kate M. Crossan	Case Management Assistant 2000	\$ 50.00	3.00	\$ 150.00
		\$ 30.00	7.00	\$ 210.00
April M. Tabor	Case Management Assistant 2001	\$ 50.00	8.30	\$ 415.00
		\$ 30.00	17.10	\$ 513.00
Sheryle L. Pitman	Case Management Assistant 2001	\$ 50.00	5.60	\$ 280.00
Jason M. Griffith	Case Management Assistant 2001	\$ 40.00	22.30	\$ 892.00
		\$ 35.00	5.20	\$ 182.00

Christina M. Shaeffer	Case Management Assistant 2001	\$ 40.00	129.80	\$ 5,192.00
Andrew H. Seiler	Case Management Assistant 2001	\$ 40.00	.70	\$ 28.00
Andrea R. Paul	Case Management Assistant 2001	\$ 40.00	8.90	\$ 356.00
Marilu Boggs	Case Management Assistant 2001	\$ 30.00	9.30	\$ 279.00
Ashley L. Grasty	Case Management Assistant 2001	\$ 30.00	21.50	\$ 645.00
Brian Slough	Case Management Assistant 2001	\$ 30.00	3.00	\$ 90.00
Christine F. Sentman	Case Management Assistant 2001	\$ 30.00	73.20	\$ 2,196.00
Pamela L. Pollock	Case Management Assistant 2000	\$ 30.00	17.20	\$ 516.00
Melody J. Olsen	Case Management Assistant 2000	\$ 30.00	83.10	\$ 2,493.00
Charlotte E. Neuberger	Case Management Assistant 2000	\$ 30.00	13.30	\$ 399.00

Total Fees: \$901,688.88

Total Hours: 4,185.25

Blended Rate: \$ 215.44

## COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees Requested
Asset Disposition	295.40	\$ 86,912.50
Appeals	276.40	\$ 97,479.00
Bankruptcy Litigation	354.10	\$ 93,985.50
Case Administration	1,838.35	\$210,600.38
Chicago Fineblanking Litigation	.10	\$ 45.40
Claims Administration/Objection	128.00	\$ 35,988.00
Compensation of Professionals	385.50	\$ 87,725.00
Compensation of Prof./Other	5.90	\$ 767.00
Employee Benefits	44.50	\$ 14,356.00
Executory Contracts	242.50	\$ 74,415.50
Financial Filings	32.80	\$ 6,982.00
Financing	11.20	\$ 3,671.50
Litigation (Non Bankruptcy)	34.20	\$ 11,499.50
Meeting of Creditors	16.20	\$ 6,395.50
Operations	7.60	\$ 2,712.00
Plan & Disclosure Statement	339.50	\$122,645.50
Retention of Professionals	125.70	\$ 29,808.50
Stay Litigation	53.30	\$ 15,700.00

## EXPENSE SUMMARY

Expense Category	Service Provider (if applicable)	Total Expenses
Facsimile (\$1.00/page)		\$ 52,649.00
Reproduction (\$.15 per page)		\$264,896.44
Express Mail	Federal Express	\$ 51,844.77
Transcript	Wilcox & Fetzer	\$ 16,593.74
Overtime		\$ 10,352.62
Postage		\$ 16,686.56
Working Meals	Washington Street	\$ 6,149.08
Air Fare	American Airlines	\$ 5,084.50
Delivery/Courier Services	Parcels	\$ 96,930.14
Hotel	Hotel DuPont	\$ 5,169.90
Legal Research	Westlaw	\$ 4,294.25
Travel Expense	Eagle	\$ 5,133.66
Conference Call	Genesys	\$ 1,612.81
Telephone Expense		\$ 414.63
Filing Fee		\$ 53.00
Trial Exhibits		\$ 125.00
Outside Mailing	TriState	\$ 3,469.99
Court Imaging		\$ 580.50
In House Attorney Service		\$ 998.00
In House Messenger Service		\$ 147.00

<sup>4</sup> PSZY&J may use one or more service providers. The service providers identified hereinbelow are the primary service providers for the categories described.

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FOR THE DISTRICT OF DELAWARE

In re: ) Chapter 11  
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TRANS WORLD AIRLINES, INC., et al.<sup>1</sup> ) Case No. 01-0056 (PJW)  
) (Jointly Administered)  
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Debtors. )  
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) Objection Due By: September 11, 2002 at 4:00 p.m.  
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**FINAL FEE APPLICATION OF  
PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C.  
FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES AS CO-COUNSEL TO THE DEBTORS  
FOR THE PERIOD FROM JANUARY 10, 2002 THROUGH JUNE 24, 2002**

Pursuant to sections 330 and 331 of title 11 of the United States Code (the "Bankruptcy Code"), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and the Court's Administrative Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Allowance and Payment of Monthly Interim Compensation and Reimbursement of Expenses of Professionals, entered January 10, 2001 (the "Administrative Order"), and the Order Confirming Joint Liquidating Plan of Reorganization of the Debtors and the Official Committee of Unsecured Creditors Pursuant to Chapter 11 of the United States Bankruptcy Code, Pachulski, Stang, Ziehl, Young & Jones P.C. ("PSZY&J") hereby files this Final Fee Application of Pachulski, Stang, Ziehl, Young & Jones P.C. for Compensation for

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<sup>1</sup> Debtors are the following entities: Trans World Airlines, Inc., Ambassador Fuel Corporation, LAX Holding Company, Inc., Mega Advertising Inc., Northwest 112<sup>th</sup> 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.



Services Rendered and Reimbursement of Expenses as Co-Counsel to the Debtors for the Period from January 10, 2001 through June 24, 2002 (the "Application"). By this Application, PSZY&J seeks a final allowance of compensation in the amount of \$901,688.88 and reimbursement of actual and necessary expenses in the amount of \$543,185.59 for a total of \$1,444,874.57 the period January 10, 2001 through June 24, 2002 (the "Fee Period"). In support of this Application, PSZY&J respectfully represents as follows:

### Background

1. On January 10, 2001 (the "Petition Date"), each Debtor (collectively, the "Debtors") filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. Pursuant to Sections 1107 and 1108 of the Bankruptcy Code, Debtors are continuing to manage their remaining properties and assets as debtors in possession. On January 18, 2001, the U.S. Trustee appointed an official committee of unsecured creditors in Debtors' cases (the "Committee"). No trustee has been appointed in Debtors' Chapter 11 cases.
2. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).
3. On January 10, 2001, the Court entered its order that Debtors' chapter 11 cases be consolidated for procedural purposes only and administered jointly.
4. By this Court's order dated January 26, 2001, Debtors were authorized to retain PSZY&J as their co-counsel, effective as of the Petition Date, with regard to the filing and prosecution of their Chapter 11 cases, and all related matters (the "Retention Order"). The Retention Order authorizes Debtors to compensate PSZY&J at PSZY&J'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, all applicable local rules and orders of this Court.

5. On January 10, 2001, the Court entered its Administrative Order establishing procedures for interim compensation and reimbursement of expenses of professionals. Pursuant to the procedures set forth in that Administrative Order, professionals may request monthly compensation and reimbursement, and interested parties may object to such requests. If no interested party objects to a professional's request within twenty (20) days, the applicable professional may submit to the Court a certification of no objection authorizing the interim compensation and reimbursement of eighty percent (80%) of the fees requested and 100% of the expenses requested, subject to the filing and approval of interim and final fee applications of the professional.

6. A joint liquidating plan was confirmed in these cases. The effective date of Debtors' liquidating plan was June 25, 2002.

#### **Monthly Fee Applications Covered Herein**

7. Prior to the filing of this Application, the January 2001 through June 2002 monthly fee applications of PSZY&J had been filed with the Court pursuant to the Administrative Order. Attached hereto as Exhibits A through R are copies of the monthly fee applications filed by PSZY&J in the Debtors' cases.

8. The monthly fee applications covered by this Application contain detailed daily time logs describing the actual and necessary services provided by PSZY&J during the Fee Period as well as other detailed information required to be included in fee applications.

### Requested Relief

9. By this Application, PSZY&J requests that the Court approve the final allowance of compensation for professional services rendered and the reimbursement of actual and necessary expenses incurred by PSZY&J from January 10, 2001 through June 24, 2002. As stated above, the full scope of the services provided and the related expenses incurred are fully described in the monthly fee applications for the Fee Period that already have been filed with the Court and are attached hereto as Exhibits A through R.

10. At all relevant times, PSZY&J has been a disinterested person as that term is defined in section 101(14) of the Bankruptcy Code and has not represented or held an interest adverse to the interests of the estate.

11. All Services for which PSZY&J requests compensation were performed for or on behalf of the Debtors.

12. Except for the amounts paid to PSZY&J pursuant to previously approved monthly interim applications for compensation and reimbursement, PSZY&J 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 the matters covered by this Application. There is no agreement or understanding between PSZY&J and any other person other than the shareholders

of PSZY&J for the sharing of compensation to be received for services rendered in these cases.

PSZY&J received no retainer for the services rendered in these cases.

13. The professional services and related expenses for which PSZY&J requests final allowance of compensation and reimbursement of expenses were rendered and incurred in connection with these cases in the discharge of PSZY&J's professional responsibilities as attorneys for the Debtors in these chapter 11 cases. PSZY&J's services have been necessary and beneficial to Debtors' estates, creditors, and other parties in interest.

14. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by PSZY&J is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title. Moreover, PSZY&J has reviewed the requirements of Del. Bankr. LR 2016-2 and believes that this Application complies with that Rule.

WHEREFORE, PSZY&J respectfully requests that the Court enter an order, substantially in the form attached hereto, providing that, for the period of January 10, 2001 through June 24, 2002, final allowance be made to PSZY&J in the sum of \$901,688.88 as compensation for reasonable and necessary professional services rendered to Debtors and in the

sum of \$543,185.59 for reimbursement of actual and necessary costs and expenses incurred, for a total of \$1,444,874.57; that Debtors be authorized and directed to pay to PSZY&J the outstanding amount of such sums; and for such other and further relief as this Court deems proper.

Dated: August 21, 2002

PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C.



*Laura Davis Jones*

Laura Davis Jones (Bar No. 2436)

Bruce Grohsgal (Bar No. 3583)

Hamid R. Rafatjoo (California Bar No. 181564)

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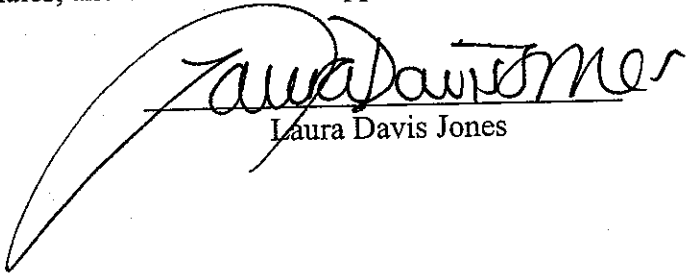
Co-counsel for Debtors and Debtors in Possession

VERIFICATION

STATE OF DELAWARE :  
:  
COUNTY OF NEW CASTLE :

Laura Davis Jones, after being duly sworn according to law, deposes and says:

- a) I am a shareholder of the applicant law firm Pachulski, Stang, Ziehl, Young & Jones P.C., and have been admitted to appear before this Court.
- b) I have personally performed many of the legal services rendered by Pachulski, Stang, Ziehl, Young & Jones P.C. as counsel to Debtors and am thoroughly familiar with the other work performed on behalf of Debtors by the lawyers and paraprofessionals of PSZY&J.
- c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed the Delaware Local Bankruptcy Rules, and submit that the Application substantially complies with such rules.

  
Laura Davis Jones

SWORN AND SUBSCRIBED

before me this 22<sup>nd</sup> day of August, 2002.

  
Notary Public  
My Commission Expires: 9-12-02