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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF VIRGINIA
ALEXANDRIA DIVISION**

In re:)
)
) Case No. 04-13819
) Jointly Administered
US AIRWAYS, INC., et al.,¹)
) Chapter 11
) Hon. Stephen S. Mitchell
Reorganized Debtors.)
_____)

THIRD AND FINAL APPLICATION FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES OF MCGUIREWOODS LLP, COUNSEL TO THE REORGANIZED DEBTORS, FOR SERVICES RENDERED FROM MAY 1, 2005 THROUGH SEPTEMBER 27, 2005 AND FOR FINAL APPROVAL OF INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES OF MCGUIREWOODS LLP FOR SERVICES RENDERED FROM SEPTEMBER 12, 2004 THROUGH APRIL 30, 2005

McGuireWoods LLP (“MW”), in its capacity as counsel to the above-captioned Reorganized Debtors, submits the following as its Third and Final Application for Compensation and Reimbursement of Expenses for Services Rendered from May 1, 2005 through September 27, 2005, and for Final Approval of Interim Compensation and Reimbursement of Expenses for Services Rendered from September 12, 2004 through April 30, 2005 (the “Final Application”) pursuant to 11 U.S.C. §§ 330, 331 and 503(b) and Federal Rule of Bankruptcy Procedure 2016. MW certifies that the Reorganized Debtors have received a copy of this Final Application, but have not completed their review. In addition, MW certifies that a copy of this Final Application has been served on the Office

¹ The Reorganized Debtors are the following entities: US Airways, Inc., US Airways Group, Inc., PSA Airlines, Inc., Piedmont Airlines, Inc. and Material Services Company, Inc.

of the United States Trustee, counsel for the Post-Effective Date Committee² and each member of the Joint Fee Review Committee (as defined below). For its Final Application, MW seeks the entry of an order, substantially in the form attached hereto as Exhibit A, granting final approval of compensation in the amount of \$1,157,405.40 and reimbursement of expenses in the amount of \$72,473.30 for services rendered by MW from May 1, 2005 through September 27, 2005 (the "Final Application Period"), and final approval of compensation in the amount of \$2,698,454.25 and reimbursement of expenses in the amount of \$145,443.49 for services rendered by MW from September 12, 2004 through April 30, 2005 (the "Interim Application Period"). In support of the Final Application, MW respectfully represents as follows:

JURISDICTION

1. On September 12, 2004 (the "Petition Date"), each of the Reorganized Debtors filed with the United States Bankruptcy Court for the Eastern District of Virginia, Alexandria Division (the "Court"), its respective voluntary petition for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330 (as amended, the "Bankruptcy Code") commencing the above-captioned chapter 11 cases. The Reorganized Debtors' chapter 11 cases are being jointly administered for procedural purposes only.

2. On September 21, 2004, the United States Trustee appointed an Official Committee of Unsecured Creditors (the "Committee"). On October 28, 2004, the Court appointed an Official Committee of Retired Employees of US Airways for limited purposes pursuant to section 1114 of the Bankruptcy Code (Docket No. 612) (the "1114 Committee"). No trustee or examiner has been appointed in these cases. Pursuant to

² Capitalized terms used herein but not defined shall have the meaning ascribed to them in the Plan.

section 14.4 of the Plan (as defined below), the Committee and the 1114 Committee have dissolved and a Post-Effective Date Committee has formed.

3. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

4. The bases for the relief requested herein are sections 330, 331 and 503(b) of the Bankruptcy Code and Federal Rule of Bankruptcy Procedure (the “Bankruptcy Rules”) 2016.

BACKGROUND

A. Business Operations

5. At the time they filed their chapter 11 petitions, the Reorganized Debtors operated the seventh largest airline in the United States. Through their mainline and commuter operations, they employed approximately 34,000 people in 37 states and the District of Columbia and were the second largest air carrier east of the Mississippi, where more than 60% of the U.S. population resides. They provided regularly scheduled airline service to close to 200 destinations across the United States and in Canada, Mexico, the Caribbean and Europe. The Reorganized Debtors carried approximately 55.6 million passengers during 2004 and, as of the Petition Date, had a fleet that included approximately 282 mainline jets, as well as a growing regional jet fleet.

6. The Reorganized Debtors generated operating revenues of approximately \$7.1 billion for the year ended December 31, 2004. The Reorganized Debtors' chapter 11 petitions listed assets of approximately \$8.8 billion (including \$2.5 billion of goodwill) and liabilities of approximately \$8.7 billion on a consolidated basis, excluding future aircraft purchase obligations of \$2.6 billion and future lease obligations of \$4.9 billion.

7. The Reorganized Debtors' corporate structure consists of US Airways Group, Inc. ("Group"), its wholly owned subsidiary, US Airways, Inc. ("US Airways"), three other wholly owned debtor subsidiaries, Piedmont Airlines, Inc. ("Piedmont"), PSA Airlines, Inc. ("PSA"), and Material Services Company, Inc. ("MSC"), and one non-debtor foreign insurance subsidiary.

8. As of July 1, 2004, three mergers took place among Group's subsidiaries. Allegheny Airlines, Inc. was merged into Piedmont, and US Airways Services Corporation Inc. (f/k/a MidAtlantic Airways, Inc.) and US Airways Leasing and Sales, Inc., were both merged into US Airways.

9. The Reorganized Debtors' flight operations encompass the mainline operations of US Airways, as well as commuter operations under the name US Airways Express. The Reorganized Debtors' North American operations have a traditional "hub-and-spoke" structure in Charlotte and a "rolling hub" in Philadelphia. US Airways also has a significant presence in Boston, New York (LaGuardia) and Washington, D.C. (Reagan National), including US Airways Shuttle, its shuttle operation. While no longer a hub, Pittsburgh continues to have an important presence in the Reorganized Debtors' system.

B. The Previous Chapter 11 Cases

10. Each of the Reorganized Debtors in these chapter 11 cases had previously filed, on August 11, 2002, a voluntary petition in this Court for relief under chapter 11 of the Bankruptcy Code. During the pendency of the previous chapter 11 cases, the debtors in those cases continued to operate their businesses as debtors-in-possession.

11. On March 18, 2003, this Court entered an order confirming the First Amended Joint Plan of Reorganization of US Airways Group, Inc. and Its Affiliated Debtors and Debtors-in-Possession, As Modified (the "2003 Plan"). The 2003 Plan

became effective on March 31, 2003 (the “2003 Plan Effective Date”) and has been substantially consummated. On August 20, 2004, this Court entered an order closing all but one of the previous chapter 11 cases.³ On October 13, 2005, the Reorganized Debtors filed their final report and motion for final decree seeking to close Case No. 02-83984.

12. A key element of the 2003 Plan was that US Airways received a \$900 million loan guarantee under the Air Transportation Safety and System Stabilization Act from the Air Transportation Stabilization Board (“ATSB”) in connection with a \$1 billion term loan financing (the “ATSB Loan”). The ATSB Loan was funded on the 2003 Plan Effective Date, and is guaranteed by Group and its other domestic subsidiaries. The ATSB Loan also is secured by substantially all otherwise unencumbered assets of Group and its subsidiaries. As part of receiving the ATSB Loan, the Reorganized Debtors agreed to a number of financial covenants, the breach of which would constitute a default under the loan agreements evidencing the ATSB Loan.

13. On the 2003 Plan Effective Date, and pursuant to the terms of the 2003 Plan, the Retirement Systems of Alabama Holdings LLC (“RSA”) invested \$240 million in cash in exchange for approximately 36.2%, on a fully-diluted basis, of the equity in Group. As of the 2003 Plan Effective Date, in connection with its investment, RSA obtained a voting interest of approximately 71.6% in Group.

14. Before emerging from chapter 11, the Reorganized Debtors examined

³ On February 7, 2005, the Debtors filed a Motion to (I) Authorize the Adjudication and Resolution of US Airways Group, Inc.’s Remaining Bankruptcy Case Related Claims in the US Airways, Inc. Bankruptcy Case and (II) Relieve the Claims Agent of its Responsibilities in the US Airways Group, Inc. Bankruptcy Case (Docket No. 1770) (the “Claims Adjudication Motion”). On February 18, 2005, this Court entered an order granting the Claims Adjudication Motion, thereby providing the Debtors with the ability to adjudicate, resolve, and settle the 66 remaining claims from the Debtors’ previous chapter 11 cases in the context of the Debtors’ current chapter 11 cases.

every phase of their contracts and operations. They had (i) reduced their costs by more than \$2 billion annually, including more than \$1.2 billion in labor cost reductions, (ii) reduced their mainline capacity, (iii) realigned their network to maximize yield, (iv) initiated a business plan to use more (and larger) regional jets and procured financing to acquire these aircraft, and (v) expanded their alliances with other carriers. Through their 2003 Plan, with the assistance of this Court and their customers and stakeholders, the Reorganized Debtors had effectively implemented all of the steps that then appeared necessary to compete with the other legacy carriers and return to profitability.

C. Adverse Events Since the 2003 Plan Effective Date

15. The Reorganized Debtors substantially achieved all of the objectives identified in the 2003 Plan that were within their control. Nonetheless, after emerging from bankruptcy in March 2003, the Reorganized Debtors continued to incur substantial losses from operations. For the nine-month period ending December 31, 2003, Group had an operating loss of approximately \$44 million and a net loss of approximately \$174 million. For the twelve-month period ending December 31, 2004, Group had a net loss of approximately \$611 million.

16. Primary factors contributing to these losses include an unprecedented reduction in domestic industry unit revenue and unprecedented increases in fuel prices. The downward pressure on domestic industry unit revenue is the result of the rapid growth of low-fare, low-cost airlines, the increasing transparency of fares available through Internet sources, and other changes in fare structures that result in substantially lower fares for many business and leisure travelers. This development, although positive for consumers, has had a persistent and deleterious effect on the revenue side of the Reorganized Debtors' businesses and represents a new paradigm in the airline industry.

Passenger levels are increasing, but the legacy carriers, like the Reorganized Debtors, are still losing money.

17. At the same time, fuel prices continued at historically high levels. While fuel prices are not at the core of the Reorganized Debtors' problems, they have clearly exacerbated the financial situation and accelerated the time at which the Reorganized Debtors were forced to address their core problems.

18. Although it was not apparent at the time the Reorganized Debtors emerged from chapter 11 in 2003, it later became apparent that the Reorganized Debtors were required fundamentally to transform in order to survive. During 2004, the Reorganized Debtors' management developed a plan for transforming the Reorganized Debtors into a fully competitive and profitable airline (the "Transformation Plan").

19. Throughout the Spring and Summer of 2004, the Reorganized Debtors communicated with key stakeholders and the public regarding their plan to seek to implement, by September 2004, the actions needed and the cost reductions necessary to transform the airline into a viable competitor. The Reorganized Debtors aggressively sought to obtain the necessary agreements to allow full implementation of their Transformation Plan without the need for filing new chapter 11 cases. An essential element of the Transformation Plan, however, was significant reductions in labor costs through changes in the Reorganized Debtors' collective bargaining agreements. The Reorganized Debtors were not able to achieve those reductions prior to the filing of these chapter 11 cases.

20. With losses mounting, available cash declining, and defaults or cross defaults looming under the Reorganized Debtors' key agreements with various parties, the Reorganized Debtors had no practical alternative but to file for chapter 11 protection again

in order to preserve their assets while attempting to complete their implementation of the Transformation Plan.

D. Summary of Significant Events During the Final Application Period

21. The significant events during the Reorganized Debtors' chapter 11 cases have been summarized in the Reorganized Debtors' professionals' first and second interim applications for compensation and reimbursement of expenses, and those summaries are incorporated herein by reference (including any terms defined therein). The following is a brief summary of significant events that occurred during the Final Application Period.

22. In order to achieve unrestricted liquidity required to effectuate their successful emergence from bankruptcy, the Reorganized Debtors explored possible market transactions related to their fleet, including sales, sale/leaseback and financing transactions, that could realize substantial additional liquidity and foster the continued rationalization of their fleet. Accordingly, the Reorganized Debtors entered into such transactions with Mountain Capital Partners, LLC,⁴ Fortress Investment Group LLC,⁵ and RPK Capital V, LLC.⁶

23. In May 2005, the Reorganized Debtors announced a merger agreement (the "America West Transaction") with America West Holdings Corporation ("America

⁴ Order Authorizing the Debtors to Enter Into a Sale and Leaseback Transaction With Mountain Capital Partners, LLC With Respect to Four (4) Boeing 767-200ER Aircraft and One (1) Spare Engine Pursuant to 11 U.S.C. Section 363 and Rules 2002 and 6004 of the Federal Rules of Bankruptcy Procedure (Docket No. 2868).

⁵ Order Authorizing the Debtors to Enter into a Sale and Leaseback Transaction with Fortress Investment Group LLC with respect to Five (5) Airbus 330-300 Aircraft, Including Payment of Liquidated Damages (Docket No. 3230).

⁶ Order (I) Authorizing the Debtor to Enter into a Sale and Leaseback Transaction with RPK Capital V, L.L.C. with Respect to (A) Nine (9) Airbus 319-112 Aircraft and (B) upon Exercise of a Certain Put Option and (II) Approving the Liquidated Damages Payment and Expense Reimbursement in Connection Therewith (Docket No. 3229).

West”).

24. On May 20, 2005, the Reorganized Debtors filed a motion seeking this Court’s approval of a set of procedures governing the process by which any other qualified entity interested in funding and facilitating a plan of reorganization for the Reorganized Debtors may submit a proposal to compete with the proposed America West Transaction (the “Bidding Procedures Motion”).⁷ On June 1, 2005, this Court entered an order approving the Bidding Procedures Motion and established a set of bidding procedures to ensure that the America West Transaction was the best possible transaction to serve as the primary basis for the Reorganized Debtors’ reorganization and their emergence from these Chapter 11 Cases.⁸

25. In an effort to increase the probability of the success of the America West Transaction, the Reorganized Debtors also filed a motion seeking this Court’s approval of a transaction retention plan that is designed to retain the Reorganized Debtors’ essential officers and salaried employees throughout the negotiations over a strategic transaction and during the approval and implementation process of any such transaction or other change of control (the “TRP Motion”).⁹ The TRP Motion was approved in part on June 15, 2005.¹⁰ Further, the Reorganized Debtors’ sought approval of certain officer contracts in

⁷ Debtors’ Motion for an Order (A) Approving Procedures for the Consideration of Plan Funding Proposals, (B) Approving Form and Manner of Notice of Competing Offer Procedures, and (C) Approving Break-Up Fee and Related Provisions (Docket No. 2160).

⁸ Order (A) Approving Procedures for the Consideration of Plan Funding Proposals, (B) Approving Form and Manner of Notice of Competing Offer Procedures, and (C) Approving Break-Up Fee and Related Provisions (Docket No. 2213).

⁹ Debtors’ Motion Pursuant to Sections 105(a), 363(b)(1) and 365(a) of the Bankruptcy Code for an Order Approving and Authorizing a Transaction Retention Program Consisting of (1) Officer Employment Contracts and (2) Severance and Retention Policies for Salaried Employees (Docket No. 2125).

¹⁰ Order Granting in Part, Denying in Part Motion Authorizing a Transaction Retention Program (Docket No. 2268).

connection with confirmation of the Plan, which such contracts were ultimately approved on September 16, 2005.¹¹

26. On June 13, 2005, the Reorganized Debtors filed a motion to enter into a master merger memorandum of understanding (the “Merger MOU”).¹² The key aspects of the Merger MOU included: (i) the early return to GECC of certain mainline aircraft from the Reorganized Debtors’ fleet; (ii) the restructuring of the timing of certain rental payments under leases relative to certain regional jet aircraft, with no reduction in the aggregate rental obligations thereunder; and (iii) the modification of certain agreements relative to the financing of regional jet aircraft. The Merger MOU was approved on June 24, 2005 (Docket No. 2320).

27. On June 30, 2005, the Reorganized Debtors filed the Joint Plan of Reorganization of US Airways, Inc. and Its Affiliated Debtors and Debtors-in-Possession (Docket No. 2339) (as amended, the “Plan”) and the disclosure statement in connection therewith (Docket No. 2340) (as amended, the “Disclosure Statement”).

28. Upon entry of the order approving the Disclosure Statement,¹³ the Reorganized Debtors began solicitation on the Plan. At the same time, the Reorganized

¹¹ Findings of Fact, Conclusions of Law and Order under 11 U.S.C. §§ 1129(a) and (b) and Fed. R. Bankr. P. 3020 Confirming the Joint Plan of Reorganization of US Airways, Inc. and Its Affiliated Debtors and Debtors-In-Possession (Docket No. 3193).

¹² Motion for Order Pursuant to 11 U.S.C. §§ 105(a), 362, 363, 364, 365, 503, 1110 and Fed. R. Bankr. P. 9019 Authorizing the Debtors to Enter into a Master Merger Memorandum of Understanding with America West Holdings Corporation, America West Airlines, Inc., and General Electric Capital Corporation, Acting Through its Agent GE Commercial Aviation Services, LLC, GE Engine Services, Inc., GE Engine Services - Dallas, LP, and General Electric Company, GE Transportation Component, and Their Respective Affiliates (Docket No. 2230).

¹³ Order Approving (I) Disclosure Statement; (II) Record Date, Voting Deadline and Procedures for Temporary Allowance of Certain Claims; (III) Procedures for Filing Objections to Plan; (IV) Solicitation Procedures for Confirmation; and (V) a Hearing Date to Consider Confirmation of the Plan (Docket No. 2794).

Debtors were completing the analysis of their executory contracts and unexpired leases,¹⁴ filing multiple claim objections¹⁵ and motions in connection with the claims resolution process,¹⁶ and preparing for the merger with America West.

29. All classes entitled to vote on the Plan voted overwhelmingly in favor of the Plan,¹⁷ and the Plan was confirmed on September 16, 2005.¹⁸ On September 27, 2005 (the “Effective Date”), the merger with America West was completed and the Plan became effective.¹⁹

30. As illustrated by the foregoing, the Reorganized Debtors achieved a significant number of substantive accomplishments in a relatively short period of time. In approximately one year, the Reorganized Debtors emerged from bankruptcy, merged with

¹⁴ Exhibit U-3 to Joint Plan of Reorganization of US Airways, Inc. and Its Affiliated Debtors and Debtors-in-Possession (Docket Nos. 2961, 3124, 3170 and 3182); Exhibit U-5 to Joint Plan of Reorganization of US Airways, Inc. and Its Affiliated Debtors and Debtors-in-Possession (Docket Nos. 2959, 3124, 3170 and 3183).

¹⁵ Debtors’ First Omnibus Objection to Certain (i) Duplicative Claims; (ii) Amended Claims; and (iii) Equity Claims (Docket No. 2322); Debtors’ Second Omnibus Objection to Certain (i) No Liability Claims (Books and Records); (ii) No Liability Claims (Third Party Litigation); (iii) No Liability Claims (Current and Retired Employees); and (iv) No Liability Claims (Individual Bondholders) (Docket No. 2329); Debtors’ Third Omnibus Objection (Non-Substantive) to Certain Claims for Reclassification Purposes (Docket No. 2337); Debtors’ Fourth Omnibus Objection to Certain (i) Duplicative Claims and Amended Claims; (ii) Equity Claims; (iii) No Liability Claims (Books and Records); (iv) Tax, Governmental, and Environmental Claims; and (v) Modify Debtor and Amount Claims (Docket No. 2659).

¹⁶ Motion for Order Establishing Bar Date for Filing Certain Non-Ordinary Course Administrative Claims, Approving Form and Manner of Notice Thereof and Approving Proof of Administrative Claim Form (Docket No. 2327); Motion to Authorize Claimants to Withdraw Proofs of Claim Consistent with the Debtors’ Claims Resolution Authority (Docket No. 3144).

¹⁷ Affidavit of Ronald Howard Certifying the Ballots Accepting or Rejecting the Joint Plan of Reorganization of US Airways, Inc. and Its Affiliated Debtors and Debtors-in-Possession Dated August 9, 2005 (Docket No. 3167).

¹⁸ Findings of Fact, Conclusions of Law and Order under 11 U.S.C. §§ 1129(a) and (b) and Fed. R. Bankr. P. 3020 Confirming the Joint Plan of Reorganization of US Airways, Inc. and Its Affiliated Debtors and Debtors-In-Possession (Docket No. 3193).

¹⁹ Notice of (A) Entry of Order Confirming the Joint Plan of Reorganization of US Airways, Inc. and its Affiliated Debtors and Debtors-in-Possession, (B) Occurrence of Effective Date, and (C) Bar Dates for Filing Certain Claims (Docket No. 3262).

America West and now operate the largest low-fare airline in the world.

MCGUIREWOODS LLP'S EMPLOYMENT

31. On September 12, 2004, MW filed an Application to Employ and Retain McGuireWoods LLP as Attorneys for the Debtors Pursuant to 11 U.S.C. §§ 327(a) and 329 (Docket No. 41) (the "Employment Application").

32. On September 14, 2004, the Court entered an order authorizing the employment of MW as counsel to the Reorganized Debtors (Docket No. 83) (the "Employment Order").

33. By this Application, MW is seeking, *inter alia*, final approval of its compensation and reimbursement of expenses pursuant to the Employment Order and pursuant to sections 330, 331 and 503(b) of the Bankruptcy Code for the period of September 12, 2004 through September 27, 2005.

34. MW charges legal fees on an hourly basis at its attorneys' and paraprofessionals' hourly rates, which rates are set in accordance with the attorney's or paraprofessional's seniority and experience and are adjusted from time to time. MW also charges the Reorganized Debtors for its actual out-of-pocket expenses incurred including, but not limited to, photocopying, long distance telephone calls, facsimiles, messenger services, computer research, travel expenses, overnight mail and court fees. MW's fee structure and expense reimbursement policies were disclosed in MW's Employment Application, to which no party objected and this Court approved.

35. The names of all MW attorneys and paraprofessionals who have worked on this matter and their respective hourly rates are set forth on Exhibit B hereto.

36. As of the Petition Date, MW had a retainer from the Reorganized Debtors in the approximate amount of \$250,000.00 in these cases (the "Retainer"). MW continues

to hold this Retainer and will apply the Retainer to the Holdback (as defined below) once an order approving this Final Application is entered.

37. To the best of MW's knowledge, information, and belief, the Reorganized Debtors have paid postpetition operating expenses in the ordinary course, and there are currently no unpaid, undisputed ordinary course, postpetition operating expenses in these cases.

38. The Reorganized Debtors have sufficient funds on hand to pay the compensation and reimbursement of expenses requested herein.

39. To the best of MW's knowledge, information and belief, the Reorganized Debtors have filed with the United States Trustee all monthly operating reports presently due, and have paid all quarterly fees to the United States Trustee that are presently due.

FEE PROCEDURES AND MONTHLY FEE STATEMENTS

40. On October 14, 2004, this Court entered an Order Granting Motion to Authorize Procedures for Interim Compensation and Reimbursement of Expenses of Professionals Pursuant to 11 U.S.C. §§ 105(a) and 331 (Docket No. 489) (the "Interim Compensation Order"). In accordance with section 10.1 of the Plan and paragraph 2(a) of the Interim Compensation Order, MW is submitting this Final Application to the Reorganized Debtors as well as to counsel for the Post-Effective Date Committee and to the Office of the United States Trustee. In addition to the foregoing, MW is submitting this Final Application to each member of the Joint Fee Review Committee (as defined below). Moreover, notice of the Final Application has been served on the parties as required by the Order Establishing Omnibus Hearing Dates and Authorizing Certain Electronic Notice, Case Management and Administrative Procedures (Docket No. 121) (the "Case Management Order").

41. In order to minimize costs to the Reorganized Debtors' estates and avoid duplicative efforts in the review of the professionals' monthly statements and various fee applications filed in these chapter 11 cases, the Reorganized Debtors, the Committee, and the United States Trustee agreed to the formation of a joint fee review committee (the "Joint Fee Review Committee") to review, comment on and, if necessary, object to such monthly statements and fee applications. The Interim Compensation Order authorized the establishment of the Joint Fee Review Committee.

42. Pursuant to the Interim Compensation Order, on approximately the last day of each month following the month for which compensation was sought, MW submitted a monthly statement to the parties described in the Interim Compensation Order. The parties had approximately twenty (20) days to review any such statement. If there were no objections, at the expiration of the twenty (20) day period, the Reorganized Debtors were ordered to promptly pay eighty-five percent (85%) of the fees and one hundred percent (100%) of the expenses identified in each monthly statement. The Reorganized Debtors retained fifteen percent (15%) of the fees as a holdback (the "Holdback") pending approval by the Court of interim requests for compensation and reimbursement of expenses. MW submitted monthly statements for each month during the Final Application Period and no objections were received. Accordingly, MW has been paid 85% of its total requested fees and 100% of its expenses during the Final Application Period.²⁰ A chart summarizing these payments and the monthly statements is attached hereto as Exhibit C.

²⁰ On October 6, 2005, pursuant to the Interim Compensation Order, MW submitted its monthly statement to the Debtors for the period September 1-27, 2005. On October 18, 2005, it was approved by the Joint Fee Review Committee without objection. It is anticipated that MW will receive payment of 85% of the fees requested therein and 100% of the monthly disbursements requested therein prior to the hearing on this Final Application. In the event that such amounts are not received by MW prior to the hearing on this Final Application, MW requests the Court to authorize and direct the payment of such amounts at the hearing on this Final Application.

REQUESTED FEES AND REIMBURSEMENT OF EXPENSES

43. MW has played an important role in advising the Reorganized Debtors with respect to implementing their restructuring strategy and handling the day to day administration of the Reorganized Debtors' chapter 11 cases. As a result of its efforts during the Final Application Period, MW now seeks final allowance of \$1,157,405.40 in fees calculated at the applicable guideline hourly billing rates of the firm's personnel who have worked on the cases, and \$72,473.30 in expenses actually and necessarily incurred by MW while providing services to the Reorganized Debtors during the Final Application Period. Additionally, MW is seeking final allowance of \$2,698,454.25 in fees and \$145,443.49 in expenses for services rendered by MW during the Interim Application Period.

44. This Final Application reflects voluntary fee and expense reductions by MW in the aggregate amount of \$249,460.23. These reductions consist of \$129,000.60 pursuant to MW's agreement to provide a 10% rate discount, and an additional \$120,459.63 in voluntary fee and expense reductions pursuant to MW's billing judgment.

45. In staffing these cases, in budgeting and incurring charges and disbursements, and in preparing and submitting this Final Application, MW has been mindful of the need to be efficient while providing full and vigorous representation to the Reorganized Debtors. MW also has been especially cognizant of the standards established by this Court for compensation of professionals and reimbursement of charges and disbursements. As described in detail herein, MW believes that the requests made in this Final Application comply with this Court's standards in the context of the unique circumstances surrounding these large and complex chapter 11 cases.

SUMMARY OF SERVICES PROVIDED DURING THE FINAL APPLICATION PERIOD

A. Prior Bankruptcy Case (Case No. 02-83984).

46. Description. MW assisted with, inter alia, the review and analysis of correspondence, documents and pleadings in connection with the Reorganized Debtors' unresolved claims remaining in their prior chapter 11 cases, which claims must ultimately be resolved in connection with the Reorganized Debtors' current chapter 11 cases; drafted, reviewed, analyzed, revised and filed a status report with the Fourth Circuit Court of Appeals; and participated in telephone conferences with the Reorganized Debtors and their professionals regarding the foregoing.

47. Necessity and Benefit to the Estates. These services were necessary to assist the Reorganized Debtors in the administration of their current and prior chapter 11 cases.

48. Status. These matters will continue as the need arises until Case No. 02-83984 is closed.

49. Hours Spent and Compensation Requested. In connection with the foregoing matters, MW's professionals expended 3.1 hours during the Final Application Period for a total of \$910.00. Due to MW's voluntarily fee reductions, MW seeks compensation of \$819.00 for the services provided in this category. A summary of the hours incurred and the value of the matter by professional follows:

Timekeeper	Rate	Hours	Amount
Foley, Douglas M.	\$400.00	0.9	\$360.00
Sheerin, Joseph S.	\$250.00	2.2	\$550.00
TOTALS:		3.1	\$910.00
DISCOUNTED FEE TOTAL:			\$819.00

B. General Case Administration.

50. Description. MW assisted with, inter alia, the review, analysis and preparation of correspondence, documents, pleadings and notices; handled the day to day administration of the Reorganized Debtors' chapter 11 cases; regularly prepared and maintained the daily pleadings summary, work status chart, case calendar, hearing planner and omnibus hearing agendas used by the Reorganized Debtors and their professionals in these chapter 11 cases; prepared for and participated in all court hearings in these chapter 11 cases; regularly participated in meetings and telephone conferences with officers and employees of the Reorganized Debtors and the Reorganized Debtors' financial and other legal advisors regarding the foregoing as well as other operational, organizational and strategic issues arising in the cases; regularly participated in meetings and telephone conferences with professionals for the Committee, creditors and other parties in interest regarding the foregoing and various other issues arising in these cases; assisted the Reorganized Debtors with the organization and maintenance of lists of parties and constituencies, the service of relevant documents on appropriate parties, and the organization of information and document requests from various parties; handled issues relating to electronic case filing; regularly communicated with the Clerk's office, Chambers and the U.S. Trustee's office regarding various case administration issues; handled the internal coordination of motions, responses, objections and other related matters; maintained a telephone hotline to assist in responding to the numerous inquiries from creditors and other parties in interest that these cases have generated; and researched a response to each message and otherwise responded to all inquiries tendered through the hotline.

51. Necessity and Benefit to the Estates. These services were necessary to

assist the Reorganized Debtors in the administration and prosecution of these complex chapter 11 cases.

52. Status. These and other general case administration matters will continue post-emergence until the chapter 11 cases are closed.

53. Hours Spent and Compensation Requested. In connection with the foregoing matters, MW's professionals expended 1209.3 hours during the Final Application Period for a total of \$246,576.50. Due to MW's voluntary fee reductions, MW seeks compensation of \$219,894.65 for the services provided in this category. A summary of the hours incurred and the value of the matter by professional follows:

Timekeeper	Rate	Hours	Amount
Aucutt, Ronald D.	\$575.00	0.2	\$115.00
Hayden, Patrick L.	\$525.00	0.3	\$157.50
Rifken, Lawrence E.	\$475.00	26.5	\$12,587.50
Douglass, W. Birch III	\$450.00	0.2	\$90.00
Foley, Douglas M.	\$400.00	102.9	\$41,160.00
Zaccardelli, Gino	\$390.00	3.1	\$1,209.00
Swan, David I.	\$350.00	29.8	\$10,430.00
Lister, James H.	\$325.00	0.7	\$227.50
Edison, Sally E.	\$300.00	4.3	\$1,290.00
Fratkin, Bryan A.	\$295.00	2.8	\$826.00
Cox, Robert A. Jr.	\$285.00	2	\$570.00
Boehm, Sarah B.	\$275.00	41.2	\$11,330.00
Crupi, J. Eric	\$250.00	126.7	\$31,675.00
Blanks, Daniel F.	\$225.00	131.7	\$29,632.50
Lloyd, Heather M.	\$195.00	4.9	\$955.50
Krueger, Ellen Mary	\$190.00	0.3	\$57.00
Holderfield, Randal J.	\$145.00	369.5	\$53,577.50
Cain, Karen B.	\$140.00	8.6	\$1,204.00
Losseva, Elena V.	\$140.00	9.8	\$1,372.00
Neilson, Linda J.	\$140.00	339.5	\$47,530.00
Hickman, Heather R.	\$135.00	1.2	\$162.00
Collins, Thomas M.	\$135.00	3.1	\$418.50
TOTALS:		1209.3	\$246,576.50
DISCOUNTED FEE TOTAL:			\$219,894.65

C. Restructuring and General Strategy.

54. Description. MW regularly participated in meetings and telephone conferences with the Reorganized Debtors and their professionals, and America West and their professionals, regarding matters relating to the closing of the merger, emergence from bankruptcy and strategic issues relating to these matters.

55. Necessity and Benefit to the Estates. These services were necessary to assist the Reorganized Debtors in the administration and prosecution of these complex chapter 11 cases.

56. Status. These matters are substantially completed.

57. Hours Spent and Compensation Requested. In connection with the foregoing matters, MW's professionals expended 4.3 hours during the Final Application Period for a total of \$1,720.00. Due to MW's voluntary fee reductions, MW seeks compensation of \$1,548.00 for the services provided in this category. A summary of the hours incurred and the value of the matter by professional follows:

Timekeeper	Rate	Hours	Amount
Foley, Douglas M.	\$400.00	4.3	\$1,720.00
TOTALS:		4.3	\$1,720.00
DISCOUNTED FEE TOTAL:			\$1,548.00

D. Communications Matters.

58. Description. MW assisted with, inter alia, the creation of a trust; researched and analyzed issues in connection with trusts; and handled inquiries regarding press releases in connection with voting results and confirmation of the Plan.

59. Necessity and Benefit to the Estates. These services were necessary to assist the Reorganized Debtors with various communications matters that arose during

these chapter 11 cases.

60. Status. These matters will continue post-emergence as the need arises.

61. Hours Spent and Compensation Requested. In connection with the foregoing matters, MW's professionals expended 32.3 hours during the Final Application Period for a total of \$10,843.00. Due to MW's voluntary fee reductions, MW seeks compensation of \$9,440.37 for the services provided in this category. A summary of the hours incurred and the value of the matter by professional follows:

Timekeeper	Rate	Hours	Amount
Aucutt, Ronald D.	\$575.00	0.4	\$230.00
Foley, Douglas M.	\$400.00	0.9	\$360.00
Zaccardelli, Gino	\$390.00	17.1	\$6,669.00
Hill, Robyn E.	\$270.00	11.3	\$3,051.00
Guy, Jennifer Ann	\$205.00	2.6	\$533.00
TOTALS:		32.3	\$10,843.00
DISCOUNTED FEE TOTAL:			\$9,440.37

E. Monthly Operating Reports.

62. Description. MW assisted the Reorganized Debtors and their professionals with, inter alia, the preparation of and filing of the Reorganized Debtors' monthly operating reports.

63. Necessity and Benefit to the Estates. These services were necessary to assist the Reorganized Debtors with compliance with the Bankruptcy Code, local bankruptcy rules and the United States Trustee's guidelines.

64. Status. These matters are substantially concluded.

65. Hours Spent and Compensation Requested. In connection with the foregoing matters, MW's professionals expended 11.6 hours during the Final Application Period for a total of \$3,207.50. Due to MW's voluntary fee reductions, MW seeks compensation of \$2,873.12 for the services provided in this category. A summary of the

hours incurred and the value of the matter by professional follows:

Timekeeper	Rate	Hours	Amount
Rifken, Lawrence E.	\$475.00	0.3	\$142.50
Foley, Douglas M.	\$400.00	2.9	\$1,160.00
Boehm, Sarah B.	\$275.00	0.3	\$82.50
Blanks, Daniel F.	\$225.00	8.1	\$1,822.50
TOTALS:		11.6	\$3,207.50
DISCOUNTED FEE TOTAL:			\$2,873.12

F. Professional Retention/Fee Applications.

66. Description. Pursuant to the requirements of the Interim Compensation Order, MW has prepared detailed monthly fee statements for distribution to the Joint Fee Review Committee, served as a member of the Joint Fee Review Committee, prepared for and attended all meetings relating to the Joint Fee Review Committee. Moreover, MW assisted with, inter alia, various issues pertaining to the retention and payment of various professionals employed by the Reorganized Debtors, the Committee, and the 1114 Committee in connection with the Reorganized Debtors' bankruptcy cases, including bankruptcy counsel, special counsel, accountants, financial advisors, experts and ordinary course professionals, including, but not limited to, reviewing, analyzing, and/or preparing MW's second interim fee application, the Reorganized Debtors' professionals' second interim fee applications, the Committees' second interim fee applications and related documents and pleadings; and coordinated the employment of ordinary course professionals and filed affidavits on behalf of ordinary course professionals according to the procedures established by this Court.

67. Necessity and Benefit to the Estates. These services were necessary to comply with the Bankruptcy Code, the Interim Compensation Order and the United States Trustee's guidelines. Additionally, access to qualified professionals was essential to the

Reorganized Debtors' ability to emerge from their chapter 11 cases.

68. Status. Pursuant to section 10.1 of the Plan, on the Effective Date, the Reorganized Debtors' professionals' obligation to comply with sections 327 and 331 of the Bankruptcy Code terminated and, as a result, the Reorganized Debtors continue to employ MW and will pay MW in the ordinary course of business.

69. Hours Spent and Compensation Requested. In connection with the foregoing matters, MW's professionals expended 117.8 hours during the Final Application Period for a total of \$34,511.50. Due to MW's voluntary fee reductions, MW seeks compensation of \$30,897.10 for the services provided in this category. A summary of the hours incurred and the value of the matter by professional follows:

Timekeeper	Rate	Hours	Amount
Rifken, Lawrence E.	\$475.00	15.3	\$7,267.50
Foley, Douglas M.	\$400.00	14.5	\$5,800.00
Boehm, Sarah B.	\$275.00	12.9	\$3,547.50
Crupi, J. Eric	\$250.00	62.4	\$15,600.00
Blanks, Daniel F.	\$225.00	6.1	\$1,372.50
Neilson, Linda J.	\$140.00	6.6	\$924.00
TOTALS:		117.8	\$34,511.50
DISCOUNTED FEE TOTAL:			\$30,897.10

G. Creditors Committee.

70. Description. MW responded to information requests by the Committees' professionals; communicated with the Committees' professionals regarding the progress and status of the cases, specific pleadings and various other issues; and prepared for and participated in monthly meetings between the Reorganized Debtors, the Committee and their respective professionals.

71. Necessity and Benefit to the Estates. These services were necessary to maintain open communication with the Committee and its professionals.

72. Status. The Committee was dissolved on the Effective Date and the Post-Effective Date Committee was formed. Accordingly, matters relating to the Committee are concluded and matters relating to the Post-Effective Date Committee will continue until these chapter 11 cases are closed.

73. Hours Spent and Compensation Requested. In connection with the foregoing matters, MW's professionals expended 14 hours during the Final Application Period for a total of \$5,780.00. Due to MW's voluntary fee reductions, MW seeks compensation of \$5,174.73 for the services provided in this category. A summary of the hours incurred and the value of the matter by professional follows:

Timekeeper	Rate	Hours	Amount
Rifken, Lawrence E.	\$475.00	2.4	\$1,140.00
Foley, Douglas M.	\$400.00	11.6	\$4,640.00
TOTALS:		14	\$5,780.00
DISCOUNTED FEE TOTAL:			\$5,174.73

H. Automatic Stay.

74. Description. MW assisted with, inter alia, the review, analysis and preparation of correspondence, documents, pleadings and notices relating to motions for relief from the automatic stay; negotiated settlements with various parties seeking to lift the automatic stay; reviewed, analyzed and drafted pleadings for various ordinary course professionals regarding the filing of suggestions in bankruptcy in litigation pending prior to the Petition Date; drafted correspondence and participated in meetings and telephone conferences regarding violations of the automatic stay; negotiated, drafted and filed stipulations modifying the automatic stay for various claimants; and conducted research regarding various issues related to automatic stay matters.

75. Necessity and Benefit to the Estates. These services were necessary to

assist the Reorganized Debtors in enforcing the automatic stay, reducing the administrative burden on the Reorganized Debtors' management and reducing expenses incurred by the Reorganized Debtors' bankruptcy estates by resolving potential automatic stay related matters.

76. Status. The automatic stay was replaced by the Plan Injunction on the Effective Date. Accordingly, these matters will continue post-emergence as the need arises.

77. Hours Spent and Compensation Requested. In connection with the foregoing matters, MW's professionals expended 149.4 hours during the Final Application Period for a total of \$43,175.50. Due to MW's voluntary fee reductions, MW seeks compensation of \$38,573.09 for the services provided in this category. A summary of the hours incurred and the value of the matter by professional follows:

Timekeeper	Rate	Hours	Amount
Foley, Douglas M.	\$400.00	16.9	\$6,760.00
Swan, David I.	\$350.00	1.6	\$560.00
Cox, Robert A. Jr.	\$285.00	90.5	\$25,792.50
Boehm, Sarah B.	\$275.00	23.1	\$6,352.50
Crupi, J. Eric	\$250.00	1.8	\$450.00
Blanks, Daniel F.	\$225.00	12.5	\$2,812.50
Batik, Kevin	\$210.00	0.4	\$84.00
Cain, Karen B.	\$140.00	2.6	\$364.00
TOTALS:		149.4	\$43,175.50
DISCOUNTED FEE TOTAL:			\$38,573.09

I. Cash Collateral

78. Description. MW prepared emails to, and reviewed and analyzed emails from, and had telephone conferences with, the Reorganized Debtors and their professionals regarding various cash collateral related issues; and reviewed and analyzed pleadings in connection with cash collateral extensions.

79. Necessity and Benefit to the Estates. These services were necessary to assist the Reorganized Debtors with various issues pertaining to the Reorganized Debtors' continued use of cash collateral.

80. Status. These matters are concluded.

81. Hours Spent and Compensation Requested. In connection with the foregoing matters, MW's professionals expended 2.2 hours during the Final Application Period for a total of \$805.00. Due to MW's voluntary fee reductions, MW seeks compensation of \$724.50 for the services provided in this category. A summary of the hours incurred and the value of the matter by professional follows:

Timekeeper	Rate	Hours	Amount
Foley, Douglas M.	\$400.00	1.7	\$680.00
Crupi, J. Eric	\$250.00	0.5	\$125.00
TOTALS:		2.2	\$805.00
DISCOUNTED FEE TOTAL:			\$724.50

J. Credit Cards.

82. Description. MW reviewed and analyzed credit card agreements and participated in telephone conferences with the Reorganized Debtors and their professionals regarding issues relating to membership rewards programs and other credit card matters.

83. Necessity and Benefit to the Estates. These services were necessary to assist the Reorganized Debtors in their analysis of various credit card matters.

84. Status. These matters will continue post-emergence as the need arises.

85. Hours Spent and Compensation Requested. In connection with the foregoing matters, MW's professionals expended 1.2 hours during the Final Application Period for a total of \$480.00. Due to MW's voluntary fee reductions, MW seeks

compensation of \$426.55 for the services provided in this category. A summary of the hours incurred and the value of the matter by professional follows:

Timekeeper	Rate	Hours	Amount
Foley, Douglas M.	\$400.00	1.2	\$480.00
TOTALS:		1.2	\$480.00
DISCOUNTED FEE TOTAL:			\$426.55

K. Employment, Compensation and Indemnification Matters

86. Description. MW assisted with, inter alia, the review and analysis of various issues and strategies relating to the Reorganized Debtors' proposed transaction retention plan; reviewed, analyzed and researched issues regarding severance claims and indemnity agreements; and prepared emails to, reviewed and analyzed emails from, and participated in telephone conferences with, the Reorganized Debtors and their professionals regarding these and other employment related matters.

87. Necessity and Benefit to the Estates. These services were necessary to assist the Reorganized Debtors with issues pertaining to various employment and indemnification related matters.

88. Status. These and other employment related matters will continue post-emergence as the need arises.

89. Hours Spent and Compensation Requested. In connection with the foregoing matters, MW's professionals expended 82.3 hours during the Final Application Period for a total of \$27,423.50. Due to MW's voluntary fee reductions, MW seeks compensation of \$24,681.15 for the services provided in this category. A summary of the hours incurred and the value of the matter by professional follows:

Timekeeper	Rate	Hours	Amount
Rifken, Lawrence E.	\$475.00	24.1	\$11,447.50
Foley, Douglas M.	\$400.00	16.3	\$6,520.00
Swan, David I.	\$350.00	1.5	\$525.00
Cox, Robert A. Jr.	\$285.00	3.1	\$883.50
Crupi, J. Eric	\$250.00	4.9	\$1,225.00
Blanks, Daniel F.	\$225.00	26.9	\$6,052.50
Neilson, Linda J.	\$140.00	5.5	\$770.00
TOTALS:		82.3	\$27,423.50
DISCOUNTED FEE TOTAL:			\$24,681.15

L. Labor/Retiree Matters.

90. Description. MW assisted with, inter alia, reviewing and analyzing various correspondence, documents, and pleadings regarding labor related matters; and drafted emails to and participated in telephone conferences with the Reorganized Debtors and their professionals regarding the foregoing.

91. Necessity and Benefit to the Estates. These services were necessary to assist the Reorganized Debtors in connection with various labor related matters and otherwise complying with sections 1113 and 1114 of the Bankruptcy Code.

92. Status. These matters will continue post-emergence as the need arises.

93. Hours Spent and Compensation Requested. In connection with the foregoing matters, MW's professionals expended 6.5 hours during the Final Application Period for a total of \$1,686.50. Due to MW's voluntary fee reductions, MW seeks compensation of \$1,483.00 for the services provided in this category. A summary of the hours incurred and the value of the matter by professional follows:

Timekeeper	Rate	Hours	Amount
Schmidt, Gordon W.	\$365.00	1.6	\$584.00
Blanks, Daniel F.	\$225.00	4.9	\$1,102.50
TOTALS:		6.5	\$1,686.50
DISCOUNTED FEE TOTAL:			\$1,483.00

M. Pension Matters.

94. Description. MW assisted with, inter alia, the review and analysis of various pension issues involving the Pension Benefit Guaranty Corporation; reviewed and analyzed pleadings in connection with pre-Petition Date litigation regarding pensions and formulated a strategy regarding potential defenses; and participated in meetings and telephone conferences with the Reorganized Debtors and their professionals regarding the foregoing.

95. Necessity and Benefit to the Estates. These services were necessary to assist the Reorganized Debtors with various issues pertaining to their pension plans.

96. Status. These matters will continue post-emergence as the need arises.

97. Hours Spent and Compensation Requested. In connection with the foregoing matters, MW's professionals expended 36.2 hours during the Final Application Period for a total of \$12,992.50. Due to MW's voluntary fee reductions, MW seeks compensation of \$11,680.53 for the services provided in this category. A summary of the hours incurred and the value of the matter by professional follows:

Timekeeper	Rate	Hours	Amount
Hayden, Patrick L	\$525.00	8.9	\$4,672.50
Kittrell, Steven D.	\$475.00	1.2	\$570.00
Rifken, Lawrence E.	\$475.00	0.5	\$237.50
Foley, Douglas M.	\$400.00	10.1	\$4,040.00
Blanks, Daniel F.	\$225.00	15	\$3,375.00
Lewis, Michael W.	\$195.00	0.5	\$97.50
TOTALS:		36.2	\$12,992.50
DISCOUNTED FEE TOTAL:			\$11,680.53

N. Executory Contracts.

98. Description. MW assisted with, inter alia, the review and analysis of various executory contracts and the development of various strategies regarding the

assumption or rejection of certain executory contracts and unexpired leases; assisted the Reorganized Debtors and their professionals in the preparation of their exhibits to the Plan relating to the assumption and rejection of executory contracts and unexpired leases; negotiated modified terms for certain executory contracts and unexpired leases; researched, drafted, reviewed and analyzed pleadings regarding (i) the extension of time to assume or reject executory contracts, (ii) the assumption and rejection of certain executory contracts, (iii) motions to compel the assumption and rejection of certain executory contracts, and (iv) motions for adequate protection; and regularly participated in meetings and telephone conferences with the Reorganized Debtors, their professionals and opposing counsel regarding the foregoing.

99. Necessity and Benefit to the Estates. These services were necessary to assist the Reorganized Debtors in developing and implementing a strategy for assuming and rejecting various executory contracts.

100. Status. These matters will continue post-emergence as the need arises.

101. Hours Spent and Compensation Requested. In connection with the foregoing matters, MW's professionals expended 196.6 hours during the Final Application Period for a total of \$62,877.50. Due to MW's voluntary fee reductions, MW seeks compensation of \$56,318.57 for the services provided in this category. A summary of the hours incurred and the value of the matter by professional follows:

Timekeeper	Rate	Hours	Amount
Foley, Douglas M.	\$400.00	62	\$24,800.00
Swan, David I.	\$350.00	44.1	\$15,435.00
Edison, Sally E.	\$300.00	12	\$3,600.00
Cox, Robert A. Jr.	\$285.00	13.6	\$3,876.00
Boehm, Sarah B.	\$275.00	4.5	\$1,237.50
Crupi, J. Eric	\$250.00	12	\$3,000.00
Van Horn, James E.	\$235.00	3.9	\$916.50
Blanks, Daniel F.	\$225.00	44.5	\$10,012.50
TOTALS:		196.6	\$62,877.50
DISCOUNTED FEE TOTAL:			\$56,318.57

O. Vendor Matters.

102. Description. MW reviewed, analyzed and responded to correspondence received from various vendors and their counsel; reviewed and analyzed various vendor related contracts and negotiated with vendors and their counsel to resolve various vendor related issues; researched and analyzed various vendor related issues; and regularly participated in meetings and telephone conferences with the Reorganized Debtors, their professionals and counsel for various vendors regarding the foregoing.

103. Necessity and Benefit to the Estates. These services were necessary to assist the Reorganized Debtors in developing and implementing a strategy for resolving various vendor related issues.

104. Status. These matters will continue post-emergence as the need arises.

105. Hours Spent and Compensation Requested. In connection with the foregoing matters, MW's professionals expended 57.5 hours during the Final Application Period for a total of \$20,553.00. Due to MW's voluntary fee reductions, MW seeks compensation of \$18,438.40 for the services provided in this category. A summary of the hours incurred and the value of the matter by professional follows:

Timekeeper	Rate	Hours	Amount
Foley, Douglas M.	\$400.00	14.9	\$5,960.00
Swan, David I.	\$350.00	36.8	\$12,880.00
Lister, James H.	\$325.00	1.5	\$487.50
Cox, Robert A. Jr.	\$285.00	4.3	\$1,225.50
TOTALS:		57.5	\$20,553.00
DISCOUNTED FEE TOTAL:			\$18,438.40

P. Property and Facilities.

106. Description. MW assisted with, inter alia, the review, analysis and drafting of correspondence, documents and pleadings regarding the assumption and rejection of real property leases; reviewed and analyzed real property leases and helped develop and implement a strategy for assuming or rejecting certain real property leases; negotiated modified terms for certain real property leases; researched and analyzed various matters regarding real property leases; participated in meetings and telephone conferences with the Reorganized Debtors, their professionals and other parties in interest regarding the foregoing.

107. Necessity and Benefit to the Estates. These services were necessary to assist the Reorganized Debtors in developing and implementing a strategy for assuming or rejecting certain real property leases and selling certain personal property of the Reorganized Debtors.

108. Status. These matters will continue post-emergence as the need arises.

109. Hours Spent and Compensation Requested. In connection with the foregoing matters, MW's professionals expended 66.7 hours during the Final Application Period for a total of \$25,417.50. Due to MW's voluntary fee reductions, MW seeks compensation of \$22,689.21 for the services provided in this category. A summary of the hours incurred and the value of the matter by professional follows:

Timekeeper	Rate	Hours	Amount
Foley, Douglas M.	\$400.00	43.7	\$17,480.00
Graff, Michael W. Jr.	\$350.00	1.5	\$525.00
Swan, David I.	\$350.00	20.6	\$7,210.00
Blanks, Daniel F.	\$225.00	0.9	\$202.50
TOTALS:		66.7	\$25,417.50
DISCOUNTED FEE TOTAL:			\$22,689.21

Q. Fleet and Financing.

110. Description. MW assisted with, inter alia, the review and analysis of various aircraft leases, correspondence and documents regarding certain leased aircraft, and pleadings regarding various aircraft leases and adequate protection; researched, reviewed, analyzed and drafted pleadings and documents related to cure disputes and the rejection of various aircraft leases; reviewed, analyzed and drafted responses and objections to discovery requests regarding cure disputes; researched, reviewed and analyzed various issues regarding sections 363 and 1110 of the Bankruptcy Code; researched, reviewed, analyzed, drafted and filed pleadings and documents in connection with the foregoing; developed and maintained internal coordination of all 1110 stipulations and related deadlines; and regularly participated in meetings and telephone conferences with the Reorganized Debtors, their professionals and various aircraft lessors regarding the foregoing and related matters.

111. Necessity and Benefit to the Estates. These services were necessary to assist the Reorganized Debtors in developing and implementing a strategy for assuming or rejecting certain aircraft leases and to comply with section 1110 of the Bankruptcy Code.

112. Status. These matters will continue post-emergence as the need arises.

113. Hours Spent and Compensation Requested. In connection with the

foregoing matters, MW's professionals expended 264.6 hours during the Final Application Period for a total of \$84,776.50. Due to MW's voluntary fee reductions, MW seeks compensation of \$76,007.79 for the services provided in this category. A summary of the hours incurred and the value of the matter by professional follows:

Timekeeper	Rate	Hours	Amount
Foley, Douglas M.	\$400.00	124.3	\$49,720.00
Edison, Sally E.	\$300.00	37.9	\$11,370.00
Cox, Robert A. Jr.	\$285.00	8.7	\$2,479.50
Boehm, Sarah B.	\$275.00	3.6	\$990.00
Crupi, J. Eric	\$250.00	5.7	\$1,425.00
Blanks, Daniel F.	\$225.00	82.2	\$18,495.00
Collins, Thomas M.	\$135.00	2.2	\$297.00
TOTALS:		264.6	\$84,776.50
DISCOUNTED FEE TOTAL:			\$76,007.79

R. Reclamation Matters.

114. Description. MW assisted with, inter alia, administering a global procedure for receiving, reviewing, analyzing, responding to, and resolving reclamation demands; administered a process for responding to all reclamation demands, evaluating any disagreements, and reaching agreed reclamation claim amounts; reviewed, analyzed and responded to numerous claimants' communications; drafted correspondence, including reclamation response and settlement letters; and regularly participated in telephone conferences with the Reorganized Debtors, their professionals and reclamation claimants and their counsel regarding the foregoing.

115. Necessity and Benefit to the Estates. These services were necessary to assist the Reorganized Debtors regarding their legal obligations under the reclamation procedures approved by this Court and in resolving various reclamation claims.

116. Status. These matters will continue post-emergence as the need arises.

117. Hours Spent and Compensation Requested. In connection with the

foregoing matters, MW's professionals expended 21.1 hours during the Final Application Period for a total of \$7,228.50. Due to MW's voluntary fee reductions, MW seeks compensation of \$6,481.79 for the services provided in this category. A summary of the hours incurred and the value of the matter by professional follows:

Timekeeper	Rate	Hours	Amount
Foley, Douglas M.	\$400.00	2.2	\$880.00
Swan, David I.	\$350.00	14.8	\$5,180.00
Cox, Robert A. Jr.	\$285.00	4.1	\$1,168.50
TOTALS:		21.1	\$7,228.50
DISCOUNTED FEE TOTAL:			\$6,481.79

S. Environmental Matters.

118. Description. MW assisted with, inter alia, the research and analysis of certain environmental issues.

119. Necessity and Benefit to the Estates. These services were necessary to ensure that the Reorganized Debtors' rights were being protected.

120. Status. These matters will continue as the need arises.

121. Hours Spent and Compensation Requested. In connection with the foregoing matters, MW's professionals expended 0.8 hours during the Final Application Period for a total of \$282.50. Due to MW's voluntary fee reductions, MW seeks compensation of \$254.25 for the services provided in this category. A summary of the hours incurred and the value of the matter by professional follows:

Timekeeper	Rate	Hours	Amount
Foley, Douglas M.	\$400.00	0.3	\$120.00
Lister, James H.	\$325.00	0.5	\$162.50
TOTALS:		0.8	\$282.50
DISCOUNTED FEE TOTAL:			\$254.25

T. Tax Matters.

122. Description. MW assisted with, inter alia, research and analysis regarding various issues concerning tax refunds, setoff rights, and other tax and tax claim related matters; reviewed, analyzed, and drafted correspondence, documents, and pleadings regarding the foregoing; corresponded and negotiated with counsel for various parties regarding the foregoing; and participated in meetings and telephone conferences with the Reorganized Debtors, their professionals, and various taxing authorities regarding the foregoing.

123. Necessity and Benefit to the Estates. These services were necessary to assist the Reorganized Debtors in connection with resolving certain tax related issues.

124. Status. These matters will continue as the need arises.

125. Hours Spent and Compensation Requested. In connection with the foregoing matters, MW's professionals expended 218 hours during the Final Application Period for a total of \$70,212.00. Due to MW's voluntary fee reductions, MW seeks compensation of \$63,090.37 for the services provided in this category. A summary of the hours incurred and the value of the matter by professional follows:

Timekeeper	Rate	Hours	Amount
Rifken, Lawrence E.	\$475.00	7.7	\$3,657.50
Foley, Douglas M.	\$400.00	14	\$5,600.00
Swan, David I.	\$350.00	4.7	\$1,645.00
Lister, James H.	\$325.00	171.8	\$55,835.00
Edison, Sally E.	\$300.00	3.5	\$1,050.00
DeGrandis, Michael P.	\$150.00	15.2	\$2,280.00
Holderfield, Randal J.	\$145.00	0.5	\$72.50
Maher, Mary Anne	\$120.00	0.6	\$72.00
TOTALS:		218	\$70,212.00
DISCOUNTED FEE TOTAL:			\$63,090.37

U. Claims Administration.

126. Description. MW assisted with, inter alia, the review and analysis of and responses to numerous claimants' communications; researched, analyzed, drafted and filed multiple omnibus objections to claims; reviewed and analyzed responses from claimants and claimants' counsel regarding omnibus objections to claims; researched, analyzed, drafted and filed pleadings regarding the establishment of a bar date for certain non-ordinary course administrative claims; reviewed and analyzed various prepetition and administrative claims; prepared emails to, reviewed and analyzed emails from, and participated in meetings and telephone conferences with, the Reorganized Debtors, their professionals, claimants, and claimants' counsel regarding the foregoing.

127. Necessity and Benefit to the Estates. These services were necessary to assist the Reorganized Debtors in developing and administering a claims resolution strategy and responding to claimants and their respective counsel regarding various claims related issues.

128. Status. These matters will continue post-emergence as the need arises.

129. Hours Spent and Compensation Requested. In connection with the foregoing matters, MW's professionals expended 573.2 hours during the Final Application Period for a total of \$142,674.00. Due to MW's voluntary fee reductions, MW seeks compensation of \$126,994.16 for the services provided in this category. A summary of the hours incurred and the value of the matter by professional follows:

Timekeeper	Rate	Hours	Amount
Hayden, Patrick L	\$525.00	4.9	\$2,572.50
Rifken, Lawrence E.	\$475.00	0.7	\$332.50
Foley, Douglas M.	\$400.00	81.8	\$32,720.00
Swan, David I.	\$350.00	8.4	\$2,940.00
Maddock, John H. III	\$325.00	0.3	\$97.50
Edison, Sally E.	\$300.00	0.4	\$120.00
Cox, Robert A. Jr.	\$285.00	90.5	\$25,792.50
Boehm, Sarah B.	\$275.00	32.9	\$9,047.50
Crupi, J. Eric	\$250.00	14.5	\$3,625.00
Blanks, Daniel F.	\$225.00	211.7	\$47,632.50
Cain, Karen B.	\$140.00	70.2	\$9,828.00
Neilson, Linda J.	\$140.00	56.9	\$7,966.00
TOTALS:		573.2	\$142,674.00
DISCOUNTED FEE TOTAL:			\$126,994.16

V. Exit Financing.

130. Description. MW assisted with, inter alia, the review and analysis of matters in connection with the order approving bidding procedures and various notice requirements contained therein; researched, analyzed and drafted an escrow agreement for potential competing plan sponsors; reviewed and analyzed various contracts as part of America West due diligence process; drafted opinion letters required for closing of merger with America West and reviewed and analyzed documents in connection with the foregoing; and prepared emails to, reviewed and analyzed emails from, and participated in telephone conferences with, the Reorganized Debtors and their professionals regarding all of the foregoing.

131. Necessity and Benefit to the Estates. These services were necessary to assist the Reorganized Debtors with issues pertaining to exit financing and the closing of the merger with America West.

132. Status. These matters are concluded.

133. Hours Spent and Compensation Requested. In connection with the

foregoing matters, MW's professionals expended 98 hours during the Final Application Period for a total of \$32,036.50. Due to MW's voluntary fee reductions, MW seeks compensation of \$28,832.85 for the services provided in this category. A summary of the hours incurred and the value of the matter by professional follows:

Timekeeper	Rate	Hours	Amount
Rifken, Lawrence E.	\$475.00	11.3	\$5,367.50
Wilson, Ernest G.	\$410.00	4.8	\$1,968.00
Foley, Douglas M.	\$400.00	22	\$8,800.00
Flemming, Michael D.	\$400.00	8.2	\$3,280.00
Swan, David I.	\$350.00	0.5	\$175.00
Lister, James H.	\$325.00	3.8	\$1,235.00
Stearman, Jennifer J.	\$255.00	17.2	\$4,386.00
Crupi, J. Eric	\$250.00	1.2	\$300.00
Blanks, Daniel F.	\$225.00	29	\$6,525.00
TOTALS:		98	\$32,036.50
DISCOUNTED FEE TOTAL:			\$28,832.85

W. Disclosure Statement and Plan.

134. Description. MW assisted with, inter alia, the review, analysis and drafting of the Reorganized Debtors' Disclosure Statement, motion to approve the Disclosure Statement and solicitation procedures and related documents; coordinated and assisted with the solicitation of the Plan; reviewed, analyzed and researched matters regarding Rule 3018 motions filed by claimants seeking to vote on the Plan and drafted and filed stipulations in connection therewith; reviewed, analyzed and drafted the Plan, exhibits to the Plan, memorandum of law in support of the Plan, and various documents in connection with confirmation; reviewed and analyzed objections to the Disclosure Statement and Plan and researched and drafted responses thereto; negotiated resolutions of multiple objections to the Disclosure Statement and Plan; analyzed, drafted and revised the order confirming the Plan; drafted documents in connection with cure payments and procedures; assisted with the drafting of multiple Securities and Exchange

Commission filings regarding confirmation issues; and prepared emails to, reviewed and analyzed emails from, and participated in telephone conferences with, the Reorganized Debtors and their professionals regarding all of the foregoing.

135. Necessity and Benefit to the Estates. These services allowed the Reorganized Debtors to emerge from these chapter 11 cases. The Court approved the Reorganized Debtors' Disclosure Statement on August 9, 2005 and confirmed their Plan on September 16, 2005.

136. Status. Matters in connection with the Plan will continue post-emergence as the need arises.

137. Hours Spent and Compensation Requested. In connection with the foregoing matters, MW's professionals expended 1430.2 hours during the Final Application Period for a total of \$408,960.50. Due to MW's voluntary fee reductions, MW seeks compensation of \$364,739.14 for the services provided in this category. A summary of the hours incurred and the value of the matter by professional follows:

Timekeeper	Rate	Hours	Amount
Hayden, Patrick L	\$525.00	11.9	\$6,247.50
Rifken, Lawrence E.	\$475.00	8.1	\$3,847.50
Foley, Douglas M.	\$400.00	402.7	\$161,080.00
Swan, David I.	\$350.00	31.7	\$11,095.00
Cox, Robert A. Jr.	\$285.00	199.6	\$56,886.00
Boehm, Sarah B.	\$275.00	225.1	\$61,902.50
Joseph, James H.	\$275.00	0.8	\$220.00
Crupi, J. Eric	\$250.00	35.6	\$8,900.00
Blanks, Daniel F.	\$225.00	314	\$70,650.00
Holderfield, Randal J.	\$145.00	6.8	\$986.00
Cain, Karen B.	\$140.00	88.4	\$12,376.00
Neilson, Linda J.	\$140.00	105.5	\$14,770.00
TOTALS:		1430.2	\$408,960.50
DISCOUNTED FEE TOTAL:			\$364,739.14

X. Employee Benefits.

138. Description. MW assisted with, inter alia, the review and analysis of employee benefits in connection with certain collective bargaining agreements; researched and drafted various benefit plans; researched state laws in connection with employee coverage for certain benefits and tax treatment of various matters; and prepared emails to, reviewed and analyzed emails from, and participated in telephone conferences with, the Reorganized Debtors and their professionals regarding all of the foregoing.

139. Necessity and Benefit to the Estates. These services were necessary to assist the Reorganized Debtors in connection with various employee benefit matters.

140. Status. These matters will continue post-emergence as the need arises.

141. Hours Spent and Compensation Requested. In connection with the foregoing matters, MW's professionals expended 194.9 hours during the Final Application Period for a total of \$51,276.00. Due to MW's voluntary fee reductions, MW seeks compensation of \$45,343.08 for the services provided in this category. A summary of the hours incurred and the value of the matter by professional follows:

Timekeeper	Rate	Hours	Amount
Kittrell, Steven D.	\$475.00	1.3	\$617.50
McElligott, James P. Jr.	\$475.00	0.3	\$142.50
Capwell, Jeffrey R.	\$410.00	0.3	\$123.00
Foley, Douglas M.	\$400.00	0.3	\$120.00
Anutta, Lucile J.	\$390.00	1.7	\$663.00
Cipolla, Robert M.	\$380.00	46.3	\$17,594.00
Carlson, Robyn S.T.	\$280.00	2.5	\$700.00
Lounsbury, Lincoln J.	\$260.00	1.9	\$494.00
Purintun, Marc E.	\$260.00	56.3	\$14,638.00
Treadway, Todd L.	\$230.00	17.2	\$3,956.00
Tysse, Gerrit W.	\$195.00	44	\$8,580.00
Hannan, Dorothy J.	\$160.00	22.8	\$3,648.00
TOTALS:		194.9	\$51,276.00
DISCOUNTED FEE TOTAL:			\$45,343.08

APPLICABLE LEGAL STANDARD

142. The Bankruptcy Code sets forth the legal standards for awarding compensation to professionals employed by the Reorganized Debtors. The format for fee applications is set forth in the U.S. Trustee's Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under Section 330 of the Bankruptcy Code (the "Guidelines").

143. Under section 330 of the Bankruptcy Code, the Court may award counsel to the Reorganized Debtors reasonable compensation for actual, necessary services rendered by such attorneys and paraprofessionals employed by such attorneys based on the nature, extent and value of the services rendered, time spent on such services and the cost of comparable services other than in a bankruptcy case. Furthermore, the Court may award reimbursement for actual, necessary expenses.

144. The expenses incurred by MW, as set forth herein, are reasonable and necessary charges for items including, but not limited to, photocopying, long distance telephone calls, facsimiles, messenger services, computer research, travel expenses, overnight mail and court fees. Photocopy charges are assessed at ten cents (\$.10) per page, which MW believes to be competitive for professional firms in this geographic area. Some larger copy and mailing projects may have been performed at an outside copy center at a lower per page rate. In all cases, MW has passed through the costs of the outsourced copy or mailing projects to the estate without markup. No charge was incurred for the receipt of incoming facsimiles, and outgoing facsimiles were charged at the rate of one dollar (\$1.00) per page, which MW believes to be a reasonable charge for such an expense.²¹ MW incurred messenger service charges when such delivery was more economical or when prompt delivery was necessary in a given circumstance.

²¹ Effective July 1, 2005, MW no longer charges for faxes.

145. Under the “lodestar” approach, the Court should consider the number of hours of service reasonably devoted to the case multiplied by the attorney’s reasonable rates. Courts frequently consider the specific “lodestar” factors enumerated in Johnson v. Georgia Highway Express, Inc., 488 F.2d 714 (5th Cir. 1974). These lodestar factors were adopted by the Fourth Circuit in Barber v. Kimbrells, Inc., 577 F.2d 216, 226 (4th Cir.), cert. denied, 439 U.S. 934 (1978), and in Anderson v. Morris, 658 F.2d 246, 249 (4th Cir. 1981), where the Fourth Circuit held that the district court should employ the lodestar approach, and then adjust the fee on the basis of the remaining Johnson factors in the case. The following are the Johnson factors:

- (a) the time and labor required;
- (b) the novelty and difficulty of the questions;
- (c) the skill requisite to perform the legal service properly;
- (d) the preclusion of other employment by the attorney due to acceptance of the case;
- (e) the customary fee;
- (f) whether the fee is fixed or contingent;
- (g) time limitations imposed by the client or the circumstances;
- (h) the amount involved and the results obtained;
- (i) the experience, reputation and ability of the attorneys;
- (j) the “undesirability” of the case;
- (k) the nature and length of the professional relationship with the client; and
- (l) awards in similar cases.

Johnson, 488 F.2d at 717-719; Barber, 577 F.2d at 226, n.28; Anderson, 658 F.2d at 248, n.2.

146. MW believes that the services rendered to the Reorganized Debtors and the out-of-pocket expenses incurred therewith were both necessary and reasonable in view of the Reorganized Debtors' obligations in these cases, and the size and complexity of these cases. Moreover, MW has worked closely with the Reorganized Debtors' other professionals to be very efficient and avoid the duplication of services in these chapter 11 cases.

147. MW is the largest law firm in the Commonwealth of Virginia and among the largest law firms in the country, and has substantial expertise in bankruptcy, business law, commercial litigation and other substantive areas, which has allowed MW to effectively and efficiently address issues arising in a national bankruptcy case. Further, the rates charged by MW are significantly less than rates charged by other law firms in comparable national chapter 11 cases and MW's rates are consistent with rates charged to other clients in non bankruptcy matters.²² MW has efficiently assisted the Reorganized Debtors by employing a streamlined case management structure that generally consists of a core team with various other attorneys and paraprofessionals assigned to other discrete tasks to avoid the performance of duplicative or unnecessary work. MW believes the fees requested herein satisfy the Johnson factors as set forth above.

SUMMARY OF EXHIBITS

148. A proposed order approving the Final Application is attached hereto as Exhibit A.

149. Attached hereto as Exhibit B is a list of all attorneys and paraprofessionals who have worked on these cases, by name, year of admission (where applicable), hourly rate, hours expended on these cases, and total fees incurred.

²² MW's rate structure was disclosed in its retention application, which was not objected to and was ultimately approved by this Court. Further, Douglas M. Foley is certified by the American Board of Certification as a specialist in business bankruptcy law.

150. Pursuant to the Interim Compensation Order, MW has received eighty-five percent (85%) of its monthly fees and one hundred percent (100%) of its monthly disbursements for services rendered in May, June, July, August and September 1-27, 2005.²³ As of October 27, 2005, MW has received \$787,524.53 in fees and \$42,497.06 in disbursements for services rendered during the Final Application Period. See Exhibit C attached hereto for a statement of those payments. Pursuant to the Interim Compensation Order, fifteen percent (15%) of MW's total fees, totaling \$151,591.56, have been withheld by the Reorganized Debtors pending approval of this Final Application.

151. A summary of all actual and necessary expense disbursements is attached hereto as Exhibit D.

152. A chronological itemization of time categorized by task performed is attached hereto as Exhibit E. MW has made every effort to place all time entries in the proper service category; however, it should be noted that in some circumstances an entry could have been properly placed in more than one of the service categories. In such circumstances, MW has used its best efforts to place the time entry in the service category that represents the primary purpose of the services rendered. Time entries do not appear in more than one service category.

NOTICE

153. Pursuant to the Interim Compensation Order, MW has served copies of the Final Application on the Reorganized Debtors, counsel for the Post-Effective Date Committee, and the Office of the United States Trustee. MW also has served copies of

²³ On October 6, 2005, pursuant to the Interim Compensation Order, MW submitted its monthly statement to the Reorganized Debtors for the period September 1-27, 2005. On October 18, 2005, it was approved by the Joint Fee Review Committee without objection. It is anticipated that MW will receive payment of 85% of the fees requested therein and 100% of the monthly disbursements requested therein prior to the hearing on this Final Application. In the event that such amounts are not received by MW prior to the hearing on this Final Application, MW requests the Court to authorize and direct the payment of such amounts at the hearing on this Final Application.

the Final Application on each member of the Joint Fee Review Committee. In addition, MW has served notice of the hearing on the Final Application on the parties required by the Case Management Order. MW submits that no other or further notice need be given.

WAIVER OF MEMORANDUM OF LAW

154. Pursuant to Local Bankruptcy Rule 9013-1(G), and because there are no novel issues of law presented in this Final Application, the Reorganized Debtors request that this Court waive the requirement that all motions be accompanied by a written memorandum of law.

NO PRIOR REQUEST

155. This is MW's third and final application for compensation and reimbursement of expenses. No prior request for the relief sought herein has been made to this Court in these bankruptcy cases. MW's first interim application for compensation and reimbursement of expenses was approved by this Court pursuant to an order entered on April 4, 2005 (Docket No. 2031) and MW's second interim application for compensation and reimbursement of expenses was approved by this Court pursuant to an order entered on July 22, 2005 (Docket No. 2457).

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WHEREFORE, MW respectfully requests that this Court enter an order, substantially in the form attached hereto as Exhibit A, (i) approving the compensation and reimbursement of expenses requested in the Final Application Period and in the Interim Application Period on a final basis, (ii) authorizing and directing the Reorganized Debtors to pay such amounts, and (iii) granting MW such other and further relief as is just and proper.

Dated: McLean, Virginia
October 27, 2005

Respectfully Submitted,

/s/ Douglas M. Foley
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