IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
TRANS WORLD AIRLINES, INC., et al.,[1]	)	Case No. 01-00056 (PJW)
	)	(Jointly Administered)
Debtors.	)	
	)	**Hearing Date: September 17, 2001 at 9:30 a.m**
	)	**Objections Deadline: August 31, 2001 at 4:00 p.m.**
	)	**Extended to September 4, 2001 (for Debtors only)**

DEBTORS' RESPONSE TO GALLAGHER BASSETT SERVICES, INC.'S MOTION FOR RELIEF FROM THE COURT'S APRIL 9, 2001 ORDER REGARDING CURE CLAIMS IN CONNECTION WITH ASSUMPTION AND ASSIGNMENT OF EXECUTORY CONTRACTS AND LEASES AND FOR ALLOWANCE AND PAYMENT OF CURE CLAIM IN CONNECTION WITH AN ASSUMED EXECUTORY CONTRACT [Re: Docket No. 2046]

The above-referenced Debtors (the "Debtors") respond to Gallagher Bassett Services, Inc.'s ("Gallagher") Motion for Relief from the Court's April 9, 2001 Order Regarding Cure Claims in Connection with Assumption and Assignment of Executory Contracts and Leases and for Allowance and Payment of Cure Claim in Connection with an Assumed Executory Contract (the "Motion") as follows:

1. As set forth in its Motion, Gallagher seeks immediate payment of amounts under certain executory contracts assumed by the Debtors and assigned to TWA Airlines, LLC ("LLC") that were due and owing as of April 9, 2001 as cure payments under 11 U.S.C. § 365

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

(the "Alleged Cure Amounts"). The Alleged Cure Amounts were reserved for in the Debtors executory contract cure reserve, as referenced in this Court's April 9, 2001 order authorizing the assumption and assignment or rejection of the Debtors' executory contracts and unexpired leases.

2. The Debtors have been working diligently to reconcile the Alleged Cure Amounts. However, as of the date of this Objection, the Debtors have been unable to complete their reconciliation process because of the complex nature of their contractual relationships with Gallagher, which makes it very difficult to reconcile and justify amounts allegedly due and owing at any given point in time. For instance, the Alleged Cure Amounts are based on a contract for services related to worker's compensation claims, and liability for such claims is addressed by the Asset Purchase Agreement between the Debtors, as sellers, and American Airlines, Inc. or its assignee or designee ("American") as purchaser (the "Agreement"). Thus the Debtors must work out liability issues with American as well as establish the proper cure amounts.

3. The Debtors are continuing to reconcile the Alleged Cure Amounts and are hopeful that they will be able to complete this task and reach agreement with Gallagher in advance of any hearing on the Motion. However, at this point in time, the Debtors have no alternative but to file this Objection to the Motion.

WHEREFORE, the Debtors respectfully request that the Court deny the Motion and grant such other and further relief as is just and equitable.

Wilmington, Delaware
Dated: September 4, 2001

Respectfully submitted,

KIRKLAND & ELLIS
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and

PACHULSKI, STANG, ZIEHL, YOUNG & JONES PC

/s/_____
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Co-Counsel for the Debtors and Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
TRANS WORLD AIRLINES, INC. et al.[2]	)	Case No. 01-0056 (PJW)
	)	(Jointly Administered)
Debtors.	)	
	)	

CERTIFICATE OF SERVICE

I, Bruce Grohsgal, hereby certify that on the 4th day of September, 2001 I caused a copy of the following document(s) to be served on the individuals on the attached service list in the manner indicated:

DEBTORS' RESPONSE TO GALLAGHER BASSETT SERVICES, INC.'S MOTION FOR RELIEF FROM THE COURT'S APRIL 9, 2001 ORDER REGARDING CURE CLAIMS IN CONNECTION WITH ASSUMPTION AND ASSIGNMENT OF EXECUTORY CONTRACTS AND LEASES AND FOR ALLOWANCE AND PAYMENT OF CURE CLAIM IN CONNECTION WITH AN ASSUMED EXECUTORY CONTRACT [RE: DOCKET NO. 2046]

September 4, 2001

Bruce Grohsgal (Bar No. 3583)

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

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