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

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|---|---|---|
| | : | Chapter 11 |
| In re: | : | |
| | : | Case No. 01-00056 (PJW) |
| **TRANS WORLD AIRLINES, INC. et al.,** | : | Jointly Administered |
| | : | |
| Debtor. | : | |
| | : | |

**ORDER DIRECTING PAYMENT OF CURE COSTS TO THE CITY OF PHILADELPHIA, DEPARTMENT OF COMMERCE, DIVISION OF AVIATION**

**AND NOW**, this _____ day of _____, 2001, upon consideration of the Motion of the City of Philadelphia Department of Commerce, Division of Aviation, for the Payment of Certain Cure Costs (the "Motion"), and after notice and hearing thereon, and after consideration of all responses to the Motion, and all capitalized terms in this Order having the meanings ascribed to them in the Motion, and it appearing that due cause exists for the relief requested; it is hereby

**ORDERED**, pursuant to sections 365(b) and 503(b) of the Bankruptcy Code that, the Cure Costs be allowed and paid by the Debtors to the City within ten (10) days of the execution of this Order, as administrative expense cure claims of the Debtors' estates; and it is further

**ORDERED**, pursuant to section 365(b) of the Bankruptcy Code that, upon failure of the Debtors to pay the Cure Costs to the City on or before the tenth day following the execution of this Order, the Agreement will be deemed rejected under section 365 of the Bankruptcy Code, and the City will be entitled to repossess the Gates and otherwise exercise its rights as to the airport facilities which are the subject of the Agreement.

Dated: _____, 2001
Wilmington, Delaware

_____
PETER J. WALSH
CHIEF UNITED STATES BANKRUPTCY JUDGE