EXHIBIT B

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APPLICATION OF LEBOEUF, LAMB, GREENE & MACRAE FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE AIR LINE PILOTS ASSOCIATION, INTERNATIONAL FOR THE PERIOD FROM JANUARY 10, 2001 THROUGH SEPTEMBER 30, 2001

Name of Applicant and Client:	LeBoeuf, Lamb, Greene & MacRae, L.L.P. 136 South Main Street, Suite 1000 Salt Lake City, UT 84101 Telephone: (801) 320-6700
Authorized to provide professional services to:	Air Line Pilots Association, International
Date of Retention:	(as per Stipulation and Order dated April 6, 2001 and annexed hereto as Exhibit A to the Motion)
Period for which compensation and reimbursement is sought:	January 10, 2001 through September 30, 2001
Total Amount of Compensation Requested:	$525,563.50
Total Amount of Expense Reimbursement Requests:	$56,776.03
This is an:	Application in Support of Motion for Legal Fees and Expenses

PRIOR APPLICATION HISTORY

(None)

ATTACHMENT B TO APPLICATION
January 10, 2001 through September 30, 2001

Timekeeper	Title (Graduation)	Regular Hours	Rate	Travel Hours	Rate	Total Value
Banks, Darnella	Paralegal	1.20	110			$132.00
Banks, Darnella	Paralegal	32.70	115			3,760.50
Calabrese, Joseph G.	Associate (1993)	1.00	140			140.00
Coleman, William	Paralegal	22.50	155			3,487.50
Coleman, William	Paralegal	16.20	160			2,592.00
Covey, Joseph M.	Associate (1996)	93.50	325			30,387.50
De Richemont, A.	Paralegal	1.60	125			200.00
Dykes, Mark W.	Sr. Counsel (1987)	0.20	365			73.00
Elliott, Claudia	Paralegal	16.80	155			2,604.00
Fawbush, Andrew J.	Partner (1974)	1.90	505			959.50
Goldstein, Irena M.	Counsel (1988)	33.10	400			13,240.00
Jenkins, Lon A.	Partner (1983)	0.20	390			78.00
Keith, Penrod W.	Sr. Counsel (1986)	5.40	365			1,971.00
Kennedy, M.D.	Paralegal	0.90	150			135.00
Kinzey, John S.	Partner (1974)	0.50	560			280.00
Mabey, Ralph R.	Partner (1972)	114.05	590	11.20	295	70,593.50
McCardell, Steven J.	Partner (1981)	8.30	475			3,942.50
McMullin, Colin W.	Associate (1997)	6.30	285			1,795.50
Murray, Ann	Associate	8.00	260			2,080.00
Perri, Adam B.	Associate	36.75	285			10,473.75
Scariati, Rosemary	Associate (1991)	8.25	390			3,217.50
Sprowal, Ruth	Paralegal	0.50	190			95.00
Sprowal, Ruth	Paralegal	2.50	195			487.50
Tumblin, Stephen M.	Partner (1987)	812.05	365	39.00	182.50	303,515.75
Walsh, Timothy W.	Associate (1991)	175.75	390	4.00	195	69,322.50
TOTAL		**1,400.15**		**54.20**		**$525,563.50**

EXPENSES BY CATEGORY
Summary of Disbursements
January 10, 2001 through September 30, 2001

Reproduction	$3,840.15
Telephone	1,913.77
Facsimile	1,634.05
Postage	53.76
Out of Town Travel	27,629.50
Business Meals	1,179.23
Air Express	434.91
Messenger Service	72.10
Overtime Meals	7.50
Overtime Payroll	192.50
Outside Reproduction	2,807.72
Local Transportation	237.97
Court Reporting	2,351.10
Process Service	2,133.61
Professional Fees	8,902.37
Database Legal Services	7.06
Miscellaneous Charges	11.83
Binding	28.50
Legal Research	3,338.40
TOTAL	**$56,776.03**

LeBoeuf, Lamb, Greene & MacRae, L.L.P. ("LeBoeuf") has represented ALPA in various matters related to TWA's Chapter 11 bankruptcy case and the acquisition of TWA's assets by American. Pursuant to the Motion, LeBoeuf submits this application for compensation of $525,563.50 and $56,776.03 for actual and necessary expenses in rendering such legal services during the period January 10, 2001 through September 30, 2001. Such services are detailed in the monthly invoices attached hereto as Exhibit 1.

This application describes time, nature and extent of services performed by LeBoeuf in behalf of ALPA and the LeBoeuf professionals who provided those services.

I. **Services Performed by LeBoeuf on Behalf of ALPA.** As part of its representation of ALPA, LeBoeuf has performed services as described in detail in LeBoeuf's monthly billing reports which are attached hereto as Exhibit 1, including the following services:

A. Advise ALPA Regarding the Implementation of the Asset Purchase Agreement.

1. Analyze and negotiate agreements contemplated by the Asset Purchase Agreement, including analysis of methods to accelerate ratification of the CBA Amendments requested by TWA and American;

2. negotiate with TWA and American various issues concerning changes to work rules, benefits, pension rights and seniority integration;

3. attend and participate in bankruptcy court hearings to approve the auction procedures, the Asset Purchase Agreement and the CBA Amendments and related appeals;

4. research responses to objections and appeals to the approval of the auction procedures, the Asset Purchase Agreement and the CBA Amendments and formulate and file responses thereto;

5. review alternative bids, including the Freeman/Icahn proposal and prepare ALPA representative for testimony regarding the Freeman/Icahn proposal; and

6. prepare for and participate in numerous meetings with ALPA's governing body, the ALPA negotiating committee and the ALPA merger committee to explain the terms and implications of the Asset Purchase Agreement and the CBA Amendments and to seek approval of those agreements. In addition, LeBoeuf frequently prepared detailed

memoranda for ALPA discussing the status of important issues related to the proceedings in this case.

B. Advise ALPA with Respect to the Bankruptcy Proceedings.

1. Monitor and review pleadings in the case to advise ALPA's representative regarding the status of various bankruptcy-related issues;

2. attend and participate in the first day hearing and various other hearings;

3. discuss with ALPA possible effect of bankruptcy on pension and other ERISA benefits; and

4. prepare ALPA's proofs of claim.

C. Advise ALPA with Respect to Competing Bids.

1. Meet with the representation of the Jet Acquisition Group ("JAG") to discuss the potential JAG bid, the JAG business plan, the proposed management group, potential financing sources, viability and employment issues;

2. analyze and investigate information received from JAG;

3. review and analyze the JAG business plan with ALPA representatives and ALPA's financial advisor;

4. meet with the Freeman/Icahn group to discuss the Freeman/Icahn business plan, the proposed management group, potential financing sources, the Karabu ticket program, viability and employment issues;

5. analyze and investigate information received from the Freeman/Icahn group;

6. review and analyze the Freeman/Icahn business plan with ALPA representatives and ALPA's financial advisor; and

7. review and analyze information from other bidders and potential bidders.

D. Litigate the Appeals of the Official Committee, the Ad Hoc Committee of Bondholders and the High River Entities of the Sale Order and the CBA Amendments.

1. Discuss with counsel for the Official Committee possible resolution of the appeal of the Sale Order and the CBA Amendments;

2. review and analyze the appellants' briefs and other responsive pleadings;

3. research and draft an objection to the appeals and prepare memoranda of law in support thereof;

4. research and draft response briefs in the appeals;

5. participate in the written and oral argument of the appeal;

6. coordinate with local counsel regarding filing and hearings;

7. review term sheet and lockup agreement with respect to settlement of claims of Official Committee and Ad Hoc Committee against TWA and American;

8. review drafts of settlement agreements with respect to Official Committee and Ad Hoc Committee claims; and

9. complete and finalize ultimate resolution of claims by Official Committee, Ad Hoc Committee and other creditors against TWA and American resulting in settlement of secured and unsecured claims, including claims of secured bond holders and unsecured creditors.

E. Advise ALPA's Representative on the Official Committee.

1. Participate in numerous meetings with the Official Committee;

2. review correspondence and material circulated among the members of the Official Committee, including financial analyses, pleadings, projections and alternative proposals for reorganization; and

3. draft correspondence on behalf of ALPA's committee representative to members of the Official Committee.

F. Advise ALPA Regarding its Security Interests Against Worldspan.

1. Review and analyze the legitimacy and effect of ALPA's security interests and liens against Worldspan assets for overdue pension payments; and

2. coordinate release of ALPA liens against Worldspan assets.

II. **LeBoeuf Professionals Who Have Provided Services for ALPA.** From January 10, 2001 through September 30, 2001, LeBoeuf expended 1400.15 hours providing ALPA with advice concerning bankruptcy, labor, ERISA, transactional and other issues.

A. An itemization of time spent in connection with LeBoeuf's representation of ALPA is contained in the detailed computer printouts of time billed which are attached hereto as Exhibit 1. The following paragraphs contain a general description of the LeBoeuf professionals who have provided services for ALPA. The initials in parentheses following the name of each LeBoeuf professional are used to identify the professional in the detailed computer printouts of time billed.

1. Ralph R. Mabey (RRM) leads LeBoeuf's national bankruptcy practice. Through September 2001, a reasonable compensation for the services of Mr. Mabey was $590 per hour, Mr. Mabey's usual and customary national rate.

2. John S. Kinzey (JSK) is a bankruptcy partner in LeBoeuf's New York office. Through September 2001, a reasonable compensation for the services of Mr. Kinzey was $560 per hour, Mr. Kinzey's normal and customary national rate.

3. Andrew J. Fawbush (AJF) is an ERISA partner in LeBoeuf's Jacksonville office. Through September 2001, a reasonable compensation for the services of Mr. Fawbush was $505 per hour, Mr. Fawbush's normal and customary national rate.

4. Steven J. McCardell (SJM) is a bankruptcy partner in LeBoeuf's Salt Lake City office. Through September 2001, a reasonable compensation for the services of Mr. McCardell was $475 per hour, Mr. McCardell's normal and customary national rate.

5. Irena M. Goldstein (IMG) is bankruptcy counsel in LeBoeuf's New York City office. Through September 2001, a reasonable compensation for the services of Ms. Goldstein was $400 per hour, Ms. Goldstein's normal and customary national rate.

6. Rosemary Scariati (R-S) is a bankruptcy associate in LeBoeuf's New York City office. Through September 2001, a reasonable compensation for the services of Ms. Scariati was $390 per hour, Ms. Scariati's normal and customary national rate.

7. Lon A. Jenkins (LAJ) is a bankruptcy partner in LeBoeuf's Salt Lake City office. Through September 2001, a reasonable compensation for the services of Mr. Jenkins was $390 per hour, Mr. Jenkins' normal and customary national rate.

8. Timothy W. Walsh (TWW) is a bankruptcy associate in LeBoeuf's New York office. Through September 2001, a reasonable compensation for the services of Mr. Walsh was $390 per hour, Mr. Walsh's normal and customary national rate.

9. Stephen M. Tumblin (S-T) is a partner in LeBoeuf's Salt Lake City office. Through

September 2001, a reasonable compensation for the services of Mr. Tumblin was $365 per hour, Mr. Tumblin's normal and customary national rate.

10. Penrod W. Keith (PWK) is a bankruptcy of counsel attorney in LeBoeuf's Salt Lake City office. Through September 2001, a reasonable compensation for the services of Mr. Keith was $365 per hour, Mr. Keith's normal and customary national rate.

11. Mark W. Dykes (MWD) is an of counsel attorney in LeBoeuf's Salt Lake City office. Through September 2001, a reasonable compensation for the services of Mr. Dykes was $365 per hour, Mr. Dykes' normal and customary national rate.

12. Joseph M. R. Covey (JMC) is an associate in LeBoeuf's Salt Lake City office. Through September 2001, a reasonable compensation for the services of Mr. Covey was $325 per hour, Mr. Covey's normal and customary national rate.

13. Colin W. McMullin (CWM) is an associate in LeBoeuf's Salt Lake City office. Through September 2001, a reasonable compensation for the services of Mr. McMullin was $285 per hour, Mr. McMullin's normal and customary national rate.

14. Adam B. Perri (ABP) is an associate in LeBoeuf's New York office. Through September 2001, a reasonable compensation for the services of Mr. Perri was $285 per hour, Mr. Perri's normal and customary national rate.

15. Ann E. Murray (AEM) is an associate in LeBoeuf's New York office. Through September 2001, a reasonable compensation for the services of Ms. Murray was $260 per hour, Ms. Murray's normal and customary national rate.

16. Ruth Sprowal (R-S) is a paralegal in LeBoeuf's New York office. From January 10, 2001 to January 31, 2001, a reasonable compensation for the services of Ms. Sprowal was $190 per hour. From February 1, 2001 through September, 2001, a reasonable compensation for the services of Ms. Sprowal was $195 per hour, Ms. Sprowal's normal and customary national rate.

17. Claudia Elliott (CE) is a paralegal in LeBoeuf's New York office. Through April 2001, a reasonable compensation for the services of Ms. Salazar-Sanchez was $155 per hour, Ms. Elliott's normal and customary national rate.

18. William Coleman (W-C) is a paralegal in LeBoeuf's New York office. From January 10, 2001 through January 31, 2001, a reasonable compensation for the services of Mr. Coleman was $155 per hour. From February 1, 2001, through September 2001, a reasonable compensation for the services of Mr. Coleman was $160 per hour, Mr. Coleman's, normal and customary national rate.

19. Darnella Banks (DB) is a paralegal in LeBoeuf's New York office. From January 10, 2001 through January 31, 2001, a reasonable compensation for the services of Ms. Banks was $110 per hour. From February 1, 2001 through September 2001, a reasonable compensation for the services of Ms. Banks was $115 per hour, Ms. Banks' normal and customary national rate.

B. LeBeouf has, in its billing discretion, reduced its fees by $42,118.25 during the subject period, including $27,260 in fees for 54.2 hours of travel time.

C. In rendering services and incurring expenses on behalf of ALPA, LeBoeuf made reasonable efforts to use the most economical means and methods that are available and appropriate under the circumstances. On occasion, it was necessary to have more than one attorney attend a hearing or a conference. Because of the accelerated nature of this case, transactional and labor negotiations were often occurring simultaneously and in conjunction with court hearings and other meetings, requiring multiple attorneys to be present.

D. Given the education, experience, and expertise of the LeBoeuf attorneys rendering services in this case, the rates charged are reasonable, and are the same as rates LeBoeuf charges to clients for similar services. LeBeouf has agreed with ALPA to discount its hourly billing rate for certain attorneys in the event that ALPA is unable to be reimbursed under section 503(b). The total amount of such discount for the subject period would be $108,840.80.

III. **Disbursements.**

A. LeBoeuf seeks reimbursement for costs and expenses in connection with its representation of ALPA totaling $56,776.03 as described in detail in LeBoeuf's monthly billing reports which are attached hereto.

B. All of the costs and expenses incurred by LeBoeuf were necessary for the effective representation of ALPA.

1. Air express and telecopier services were used by LeBoeuf when it was necessary to communicate with ALPA, other counsel or the Court on an expedited basis. (Use of air express and telecopy to communicate with ALPA and local counsel was often necessary because of the relatively short time between distribution of certain information by TWA.)

2. Overtime night staff was occasionally required in order to meet briefing and filing deadlines.

3. Disbursements for meals represent the cost of meals associated with out-of-town travel or the cost of meals for LeBoeuf staff when they were required to work overtime to meet deadlines in the case.

4. LeBoeuf charges twenty (20) cents per page for photocopying and $2.00 per page for telecopies. LeBeouf has, in its billing discretion, written off $6,997.29 in disbursements during the subject period.

C. LeBoeuf keeps in its files appropriate detail, including receipts, invoices, reimbursement vouchers, and other supporting information concerning the expenses incurred in this representation, and that information is available for review upon request.

LeBoeuf, Lamb, Greene & MacRae
L.L.P.
A Limited Liability Partnership Including Professional Corporations
1000 Kearns Building
136 South Main Street
Salt Lake City, UT 84101
(801)320-6700

Employer Identification No. 13-5608594

ROBERT STOW
TWA AIRLINE PILOTS ASSOCATION
500 NORTHWEST PLAZA, SUITE 200
ST. ANN, MO 63074

INVOICE NUMBER 258009
INVOICE DATE 02/09/01
CLIENT NUMBER 76080
MATTER NUMBER 00817

RE: STOCK TRUST ADVICE

FOR PROFESSIONAL SERVICES RENDERED THROUGH 01/31/01:

DATE	ATTY/ PARA		HOURS
12/30/00	RRM	TELEPHONE CONFERENCE CALL WITH SCENARIOS COMMITTEE AND OTHERS REGARDING BANKRUPTCY-RELATED ISSUES	1.30
01/02/01	LAJ	CONFERENCE WITH PENROD KEITH REGARDING RESEARCH NEEDED ON SECTION 1113	0.30
01/02/01	LAJ	RESEARCH REGARDING SECTION 1113 ISSUES	0.60
01/02/01	RRM	TELEPHONE CONFERENCE WITH STEVE TUMBLIN REGARDING TWA BANKRUPTCY ISSUE AND SCENARIOS MEETING	0.10
01/02/01	RRM	MEETING WITH STEVE TUMBLIN AND MEETING WITH PENROD KEITH, JOSEPH COVEY AND STEVE TUMBLIN REGARDING SCOPE BANKRUPTCY ISSUES	0.70
01/02/01	S-T	REVIEW ASPEN; REVIEW E-MAIL REGARDING TERM SHEET; REVIEW REVISIONS TO TERM SHEET; DRAFTING LIST OF ISSUES FOR SCENARIOS COMMITTEE; TELEPHONE CONFERENCE IAM COUNSEL REGARDING STATUS; TELEPHONE CONFERENCE DAVID HOLTZMAN REGARDING STATUS; CONFERENCE RALPH MABEY, PENROD KEITH REGARDING SCOPE CLAUSE IN BANKRUPTCY; RESEARCHING SCOPE IN BANKRUPTCY	4.75
01/02/01	JMC	OFFICE CONFERENCE WITH R. MABEY, S. TUMBLIN AND P. KEITH REGARDING BANKRUPTCY ISSUES (.5); OFFICE CONFERENCE WITH S. TUMBLIN REGARDING SCOPE OF ALPA CONTRACT (.2); OFFICE CONFERENCE WITH P. KEITH	1.00

DATE	ATTY/ PARA		HOURS
		REGARDING RESEARCH OF ISSUES (.3)	
01/03/01	LAJ	RESEARCH SECTION 1113 ISSUES	2.80
01/03/01	RRM	TELEPHONE CONFERENCE WITH STEVE TUMBLIN AND PREPARE TO BE AVAILABLE TO MEET WITH MEC	0.20
01/03/01	S-T	REVIEW ASPEN; REVIEW AND RESPOND TO E-MAIL; TELEPHONE CONFERENCE DAVID HOLTZMAN REGARDING STATUS; RESEARCHING SCOPE LANGUAGE IN BANKRUPTCY; TELEPHONE CONFERENCE ED JOHNS REGARDING STATUS	3.25
01/03/01	PWK	CONFERENCE WITH R. MABEY, S. TUMBLIN, J. COVEY REGARDING COLLECTIVE BARGAINING ISSUES	0.80
01/03/01	PWK	BEGIN RESEARCH ON REJECTION ISSUES	2.10
01/03/01	PWK	REVIEW, READ COLLECTIVE BARGAINING AGREEMENT	1.80
01/04/01	LAJ	RESEARCH/READ CASES ON SECTION 1113 ISSUES	1.40
01/04/01	LAJ	CONFERENCE WITH PENROD KEITH REGARDING SECTION 1113 ISSUES	0.30
01/04/01	LAJ	CONTINUED RESEARCH/READ CASES ON SECTION 1113 ISSUES	0.70
01/04/01	LAJ	CONFERENCE WITH P. KEITH REGARDING SECTION 1113 ISSUES	0.30
01/04/01	LAJ	CONTINUED RESEARCH/READ CASES ON SECTION 1113 ISSUES	0.50
01/04/01	LAJ	CONFERENCE WITH RALPH MABEY, PENROD KEITH REGARDING ISSUES RELATING TO REJECTION OF COLLECTIVE BARGAINING AGREEMENT	0.80
01/04/01	LAJ	CONTINUED RESEARCH/READ CASES ON SECTION 1113 ISSUES	0.60
01/04/01	RRM	MEETING WITH KEN CANNON AND PENROD KEITH AND REVIEW REASONING REGARDING BANKRUPTCY/SCOPE ISSUES	0.60
01/04/01	S-T	REVIEW ASPEN AND E-MAIL; TELEPHONE CONFERENCES DAVID HOLTZMAN REGARDING TERM SHEET ISSUES; TELEPHONE CONFERENCE RALPH MABEY REGARDING BANKRUPTCY ISSUES; REVIEW A PLAN COMPLAINT; RESEARCH SCOPE IN BANKRUPTCY ISSUES	5.25
01/04/01	PWK	CONFERENCE WITH LON JENKINS REGARDING COLLECTIVE BARGAINING ISSUES	0.30
01/04/01	PWK	CONFERENCE WITH LON JENKINS REGARDING COLLECTIVE BARGAINING ISSUES	0.30
01/04/01	PWK	CONFERENCE WITH RALPH MABEY, LON JENKINS REGARDING COLLECTIVE BARGAINING REJECTION	0.80
01/04/01	PWK	RESEARCH ISSUES RELATING TO TWA CBA CANCELLATION	3.10
01/05/01	LAJ	RESEARCH TO PREPARE FOR MEETING	0.70
01/05/01	LAJ	CONFERENCE WITH PENROD KEITH, JOE COVEY REGARDING ISSUES RELATING TO MEMO ON SECTION 1113 ISSUES	0.40
01/05/01	RRM	TELEPHONE CONFERENCE WITH ED JOHNS; TELEPHONE CONFERENCE WITH SCENARIOS COMMITTEE REGARDING BANKRUPTCY ISSUES	0.70
01/05/01	JMC	RESEARCH AND REVIEW CASES INVOLVING ENFORCEMENT OF PREVIOUSLY APPROVED ORDER OF COURT AND RESEARCH	5.90

DATE	ATTY/ PARA		HOURS
		REGARDING MODIFICATION TO PLAN OR CONFIRMATION ORDER	
01/05/01	PWK	CONFERENCE WITH LON JENKINS, JOE COVEY REGARDING TWA CASE	1.10
01/05/01	PWK	CONFERENCE WITH JOE COVEY REGARDING ONGOING RESEARCH ISSUES	0.30
01/05/01	PWK	REVIEW CASES FORWARDED BY LON JENKINS ON TWO ISSUES INCLUDING 1113(E) ISSUES	1.50
01/05/01	PWK	RESEARCH TWA CASE FILE (WITH NATE PARKIN) REGARDING PRIOR APPROVAL OF COURT	1.80
01/07/01	RRM	TELEPHONE CONFERENCE WITH DAVID HOLZMAN REGARDING BANKRUPTCY	0.10
01/08/01	JMC	REVIEW TWA'S CHAPTER 11 PLAN OF REORGANIZATION (.8); REVIEW COLLECTIVE BARGAINING AGREEMENT WITH ALPA (.4); REVIEW ALPA CONCESSION AGREEMENT (.5); RESEARCH AND SUMMARIZE CASE LAW DISCUSSING MODIFICATION OF CONFIRMED PLAN OR PRIOR ORDER (.6)	2.30
01/09/01	JMC	OFFICE CONFERENCE WITH P. KEITH REGARDING BANKRUPTCY RESEARCH (.4); RESEARCH AND REVIEW SECTION 1113 (.4)	0.80
01/09/01	PWK	REVIEW LABOR AGREEMENT AND BEGIN DRAFTING SUMMARY OF BANKRUPTCY ISSUES FOR RALPH MABEY	2.10
01/10/01	RRM	TELEPHONE CONFERENCE WITH JAMES SPREYREGEN REGARDING CHAPTER 11	0.10
01/10/01	RRM	TELEPHONE CONFERENCES WITH JIM WALSH AND PARALEGAL REGARDING FILINGS	0.40
01/10/01	RRM	TELEPHONE CONFERENCE WITH DAVID HOLZMAN REGARDING FILINGS AND ICAHN ACTION	0.20
01/10/01	RRM	MEETING WITH SHARON LEVINE REGARDING FILINGS AND ICAHN ACTION	0.50
01/10/01	RRM	REVIEW PLEADINGS	0.20
01/10/01	RRM	TELEPHONE CONFERENCE WITH JIM WALSH REGARDING FIRST DAY HEARING RESULTS	0.40
01/10/01	RRM	PREPARE FOR MEETING WITH MEC	0.20
01/10/01	RRM	TELEPHONE CONFERENCE WITH SCOTT SCHWARZ REGARDING FILING AND FIRST DAY ORDERS	0.20
01/10/01	TWW	REVIEW CERTAIN FIRST DAY ORDERS FILED IN THE CASE (ASSET PURCHASE AND DIP AND CERTAIN WAGE MOTIONS).	2.75
01/10/01	TWW	ATTEND HEARING (VIA TELEPHONE) ON FIRST DAY MOTIONS.	3.50
01/10/01	TWW	CONFERENCE R. MABEY REGARDING FIRST DAY ORDERS (.40); DRAFT MEMO REGARDING FIRST DAY MOTIONS AND RESOLUTION OF SAME (.50).	0.90
01/10/01	JMC	RESEARCH CASE LAW REGARDING ENFORCEMENT OF COLLECTIVE BARGAINING AGREEMENTS UNDER SECTION 1113 OF THE BANKRUPTCY CODE (3.1); RESEARCH REGARDING MODIFICATION OF CONFIRMATION ORDERS AND PRIOR ORDERS OF A COURT (2.8); DRAFT MEMORANDUM TO	7.60

DATE	ATTY/ PARA		HOURS
		P. KEITH OUTLINING CASES (1.5); OFFICE CONFERENCE WITH MR. KEITH REGARDING RESEARCH (.2)	
01/10/01	PWK	CALL FROM RALPH MABEY REGARDING FOLLOW UP ON TWA RESEARCH	0.30
01/10/01	PWK	DRAFT MEMORANDUM FOR RALPH MABEY RESPECTING PROVISIONS AND SCOPE OF BANKRUPTCY ISSUES IN LABOR AGREEMENT	1.80
01/10/01	PWK	FOLLOW UP ON QUESTION FROM RALPH MABEY RESPECTING CONTRACTUAL OBLIGATION IN CBA	0.80
01/10/01	W-C	NUMEROUS CALLS TO AND FROM CLERK'S OFFICE, VARIOUS OF THE DEBTORS' ATTORNEYS AND PARALEGALS AND RESEARCH SERVICE TO GET FIRST-DAY PAPERS; FAX PETITION TO R. MABEY; CONVERSATION WITH T. WALSH; REVIEW PETITION	3.50
01/11/01	RRM	TRAVEL FROM SALT LAKE TO ST. LOUIS (IN EXCESS OF 3 HOURS)	4.00
01/11/01	RRM	READ MATERIALS AND PREPARE FOR MEC MEETING REGARDING YESTERDAY'S HEARING	1.00
01/11/01	RRM	ATTEND MEC MEETING	3.70
01/11/01	RRM	MEETINGS WITH BOB STOW, SCOTT SCHWARTZ, DAVID HOLTZMAN AND BOB CHRISTY REGARDING BANKRUPTCY STRATEGY	2.70
01/11/01	RRM	TELEPHONE CONFERENCE WITH TIM WALSH REGARDING BANKRUPTCY STRATEGY	0.20
01/11/01	TWW	TELEPHONE CONFERENCES WITH LOCAL COUNSEL AND UST REGARDING COMMITTEE ISSUES.	0.50
01/11/01	TWW	REVIEW FIRST DAY ORDERS/MOTIONS.	1.50
01/11/01	TWW	TELEPHONE CONFERENCE WITH R. MABEY REGARDING FIRST DAY ORDERS AND RELATED ISSUES.	0.20
01/11/01	JMC	REVIEW TWA'S 1999 10K TO DETERMINE IF EXPLAIN ALPA LIEN ON WORLDSPAN INTEREST (.9); REVIEW DOCUMENTS RELATED TO STOCK PLEDGE AGREEMENT (.1)	2.00
01/11/01	W-C	DRAFT NOTICE OF APPEARANCE; MEMO TO T. WALSH; VOICEMAIL TO AND FROM COURTEXPRESS.COM RE FIRST-DAY PAPERS; CONVERSATION WITH M. HAVELKA RE FOREGOING	2.00
01/11/01	W-C	TELEPHONE CALL FROM AND TO COURTEXPRESS.COM RE BINDERS OF FIRST DAY MOTIONS; REVIEW DOCKET	0.80
01/12/01	RRM	TELEPHONE CONFERENCES WITH TIM WALSH AND DAVID HOLTZMAN REGARDING CREDITORS COMMITTEE	0.20
01/12/01	TWW	TELEPHONE CONFERENCE WITH UST AND LOCAL COUNSEL REGARDING COMMITTEE ISSUES (.50); TELEPHONE CONFERENCES WITH R. MABEY REGARDING COMMITTEE ISSUES (.40).	0.90
01/12/01	JMC	REVIEW TWA'S STOCK PLEDGE AND INTERCREDITOR AGREEMENT AND RELATED TRUST AGREEMENT; BEGIN DRAFTING LETTER SUMMARIZING AGREEMENTS	0.50
01/12/01	W-C	REVIEW FIRST DAY MOTIONS AND PLEADINGS,	0.50

DATE	ATTY/ PARA		HOURS
		CONVERSATION WITH T. WALSH, ARRANGE COPYING AND DELIVERY TO R. MABEY AND D. HOLTZMANN	
01/12/01	W-C	CONVERSATION WITH T. WALSH RE ALPA CLAIMS	0.20
01/15/01	S-T	REVIEW E-MAIL; REVIEW ASPEN MESSAGES; TELEPHONE CONFERENCE DAVID HOLTZMAN REGARDING BANKRUPTCY ISSUES; TELEPHONE CONFERENCE RALPH MABEY REGARDING BANKRUPTCY ISSUES; REVIEW BANKRUPTCY PLEADING AND ASSET PURCHASE AGREEMENT	5.25
01/16/01	RRM	TELEPHONE CONFERENCE WITH MICHAEL GLANZER, STEVE TUMBLIN AND DAVID HOLZMAN REGARDING REORGANIZATION ISSUES	0.75
01/16/01	RRM	MEETING WITH STEVE TUMBLIN REGARDING REORGANIZATION ISSUES	1.00
01/16/01	RRM	TELEPHONE CONFERENCES WITH ALAN MILLER (COUNSEL FOR AMERICAN AIRLINES) REGARDING MEETING WITH AMERICAN AIRLINES, AMERICAN AIRLINES'S RESOLVE TO MOVE FORWARD, ICON, ETC.	0.75
01/16/01	RRM	FURTHER MEETING WITH STEVE TUMBLIN REGARDING CREDITORS COMMITTEE MEMBERSHIP AND TELEPHONE CONFERENCE FROM SHARON LEVINE, IAM COUNSEL, REGARDING SAME; TELEPHONE CONFERENCES WITH TIM WALSH REGARDING SAME	0.75
01/16/01	RRM	TELEPHONE CONFERENCES WITH TIM WALSH AND PETER IVANICK, AND MEETING WITH STEVE TUMBLIN REGARDING PILOT'S REPRESENTATION AT MEETING OF CREDITORS AND AT JANUARY 27 AND JANUARY 26 HEARINGS	0.50
01/16/01	RRM	REVIEW DRAFT LETTER TO U.S. TRUSTEE REGARDING COMMITTEE	0.25
01/16/01	S-T	REVIEW ASPEN; REVIEW E-MAIL; TELEPHONE CONFERENCE TIM WALSH REGARDING FIRST DAY ORDERS; CONFERENCE CALL WITH DAVID HOLTZMAN, RALPH MABEY REGARDING ICAHN ISSUES, COMMITTEE; CONFERENCE RALPH MABEY REGARDING SAME; TELEPHONE CONFERENCES TIM WALSH REGARDING LETTER TO TRUSTEE; TELEPHONE CONFERENCE RALPH MABEY AND ALAN MILLER REGARDING MEETING WITH AMERICAN AIRLINES; TELEPHONE CONFERENCE MICHAEL GLANZER REGARDING SAME; REVIEW PLEADINGS	8.50
01/16/01	TWW	TELEPHONE CONFERENCES WITH LOCAL COUNSEL AND UST REGARDING COMMITTEE ISSUES; TELEPHONE CONFERENCES WITH DAVID HOLTZMAN AND R. SELTZER REGARDING COMMITTEE ISSUES; TELEPHONE CONFERENCES WITH R. MABEY REGARDING COMMITTEE ISSUES.	0.80
01/16/01	TWW	DRAFT LETTER TO UST REGARDING COMMITTEE ISSUES; REVIEW ACCOUNTING REGARDING PREPETITION AMOUNTS DUE AND OWING TO ALPA.	1.00
01/16/01	JMC	REVIEW STOCK PLEDGE AGREEMENT AND DRAFT LETTER FOR S. TUMBLIN OUTLINING THE SAME	0.90
01/16/01	PWK	WORK ON AND REVIEW JOE COVEY'S MEMO ON CONTRACT	1.10

DATE	ATTY/ PARA		HOURS
		ISSUES	
01/16/01	PWK	CONFERENCE WITH STEVE TUMBLIN REGARDING PILOTS' ISSUES	0.40
01/16/01	W-C	REVIEW FIRST-DAY MOTIONS AGAINST LIST OF ALPA CLAIMS	1.40
01/16/01	W-C	CONVERSATION WITH T. WALSH AND CONVERSATION WITH D. BANKS RE DOCKET MAINTENANCE	0.30
01/16/01	W-C	CONVERSATION WITH T. WALSH RE RESULT OF REVIEW OF 1ST DAY MOTIONS AGAINST LIST OF ALPA CLAIMS	0.20
01/17/01	RRM	TELEPHONE CONFERENCE (MESSAGE) WITH STEVE TUMBLIN REGARDING MEC MEETING; REVIEW NOTICE OF CREDITORS COMMITTEE FORMATION, OUR LETTER AND SHARON LEVINE'S ENTRY OF APPEARANCE FOR IAM	0.40
01/17/01	RRM	FURTHER MEETING WITH STEVE TUMBLIN REGARDING MEC MEETING	0.20
01/17/01	RRM	TRAVEL FROM SALT LAKE CITY TO ST. LOUIS (IN EXCESS OF 3 HRS.)	2.00
01/17/01	S-T	REVIEW E-MAIL AND ASPEN; REVIEW PLEADINGS REGARDING AMR DEAL; TELEPHONE CONFERENCES DAVID HOLTZMAN REGARDING CREDITORS COMMITTEE; TELEPHONE CONFERENCE NEW YORK REGARDING CREDITORS COMMITTEE; TELEPHONE CONFERENCES KATE SOLED REGARDING SAME; PREPARING COMMENTS FOR MEC PRESENTATION; CONFERENCE RALPH MABEY REGARDING MEC MEETING AND CREDITORS COMMITTEE; REVIEW ASSET PURCHASE AGREEMENT	11.75
01/17/01	S-T	TRAVEL TO ST. LOUIS (IN EXCESS OF 3 HRS.)	1.50
01/18/01	RRM	ATTEND AND REPORT AT MEC MEETING; NUMEROUS PHONE CALLS TO TIM WALSH IN DELAWARE; PARTICIPATE IN NEGOTIATIONS REGARDING MEMBERSHIP ON THE TWA CREDITORS COMMITTEE; CONFER REGARDING POSSIBLE LEGAL COUNSEL FOR CREDITORS COMMITTEE AND OTHER RELATED MATTERS	6.00
01/18/01	RRM	TRAVEL FROM ST. LOUIS TO SALT LAKE CITY (IN EXCESS OF 3 HRS.)	1.50
01/18/01	TWW	ATTEND ORGANIZATIONAL MEETING IN DELAWARE; MEETING WITH BOB PASTORE AND BUD BENSEL REGARDING SAME; MULTIPLE CONFERENCES WITH UST; MULTIPLE TELEPHONE CONFERENCES WITH R. MABEY.	6.50
01/18/01	S-T	MEETING WITH RRM ON MEC PRESENTATION; ATTENDING MEC MEETING; PREPARING FOR CREDITORS COMMITTEE MEETING; REVIEW MATERIAL FROM LAW FIRMS REGARDING CREDITOR REPRESENTATION	9.25
01/19/01	RRM	TELEPHONE CONFERENCES WITH TIM WALSH AND STEVE TUMBLIN REGARDING COMMITTEE COUNSEL AND FINANCIAL ADVISOR ISSUES AND ETC.	0.75
01/19/01	TWW	ATTEND COMMITTEE MEETING REGARDING CHOICE OF COUNSEL; FINANCIAL ADVISOR ISSUES; CONFERENCES	4.75

DATE	ATTY/ PARA		HOURS
		WITH TUMBLIN, MABEY AND BENSEL REGARDING SAME.	
01/19/01	S-T	MEETING WITH TIM WALSH TO PREPARE FOR CREDITORS COMMITTEE MEETING; TELEPHONE CONFERENCE RALPH MABEY REGARDING SAME; ATTENDING CREDITORS COMMITTEE MEETING; TRAVEL TO SALT LAKE CITY OVER THREE HOURS	12.50
01/22/01	S-T	REVIEW E-MAIL AND ASPEN; TELEPHONE CONFERENCES DAVID HOLTZMAN REGARDING ICAHN OBJECTION, CREDITORS MEETING; TELEPHONE CONFERENCE SCOTT SCHWARTZ REGARDING MEETING WITH AMERICAN; CONFERENCE RALPH MABEY REGARDING CREDITORS COMMITTEE MEETING; REVIEW INFORMATION FROM FINANCIAL ADVISOR CANDIDATES; REVIEW PLEADINGS; TRAVEL TO NEW YORK FOR CREDITORS COMMITTEE MEETING	7.75
01/22/01	JMC	DRAFT MEMO TO P. KEITH OUTLINING BANKRUPTCY CASES INVOLVING MODIFICATION OF CONFIRMED PLAN AND BANKRUPTCY CODE SECTION 1113	2.80
01/22/01	JMC	DRAFT LETTER FOR S. TUMBLIN OUTLINING THE SECURED STATUS OF TWA'S CONTRIBUTIONS TO ALPA'S RETIREMENT PLAN	1.30
01/22/01	RRM	REVIEW ASPEN MESSAGES	0.20
01/22/01	RRM	MEETING WITH STEVE TUMBLIN REGARDING COMMITTEE AGENDA	0.50
01/22/01	CWM	CONTINUE ASSET PURCHASE REVIEW AND SUMMARY	0.90
01/22/01	W-C	REVIEW AND PREPARE FIRST-DAY PLEADINGS AND ORDERS FOR DELIVERY TO M. ERLICH, PURSUANT TO VOICEMAIL FROM T. WALSH	1.40
01/22/01	W-C	REVIEW AND PREPARE BOX OF FIRST DAY MOTIONS AND PLEADINGS FOR M. ERLICH, ARRANGE BY-HAND DELIVERY	1.00
01/23/01	DB	ORGANIZED CASE DOCUMENTS IN CHRONOLOGICAL ORDER AND ORGANIZED DOCUMENTS IN PREPaRATION OF CREATING CASE DOCKET.	1.20
01/23/01	TWW	ATTEND COMMITTEE MEETING; CONFERENCE WITH S. TUMBLIN REGARDING DIP ISSUES AND SALE ISSUES.	4.50
01/23/01	S-T	MEETING WITH TIM WALSH TO REVIEW OBJECTION AND BYLAWS; TELEPHONE CONFERENCES DAVID HOLTZMAN, SCOTT SCHWARTZ REGARDING STATUS; TELEPHONE CONFERENCES RALPH MABEY REGARDING OBJECTIONS AND BYLAWS; TELEPHONE CONFERENCES MICHAEL GLANZER REGARDING FINANCIAL ADVISORS; MEETING WITH MICHAEL DAY REGARDING STATUS; ATTEND COMMITTEE MEETING; PREPARE AND LEAVE MEC BRIEFING	11.25
01/23/01	JMC	REVIEW 1995 STOCK PLEDGE AGREEMENT WITH ALPA AND THE RELATED TRUST AND REFERRAL AGREEMENTS (3.1); DRAFT LETTER FOR S. TUMBLIN OUTLINING ALPA'S POSITION UNDER AGREEMENTS (2.8)	5.90
01/24/01	TWW	ATTEND COMMITTEE MEETING.	6.50
01/24/01	TWW	CONFERENCE R. MABEY REGARDING OPPOSITION TO BID	0.50

DATE	ATTY/ PARA		HOURS
		PROCEDURES AND DIP.	
01/24/01	S-T	TELEPHONE CONFERENCES RALPH MABEY REGARDING OBJECTIONS; MEETING TIM WALSH REGARDING SAME; MEETING MIKE DAY TO PREPARE FOR CREDITORS COMMITTEE MEETING; PROVIDE COMMENTS ON BYLAWS; PROVIDE COMMENTS ON OBJECTION; ATTENDING CREDITORS COMMITTEE MEETING; PREPARE AND LEAVE MEC BRIEFING	11.75
01/24/01	RRM	TELEPHONE CONFERENCE WITH ALAN MILLER REGARDING AMERICAN AIRLINES OFFER; TELEPHONE CONFERENCES WITH STEVE TUMBLIN REGARDING TODAY'S COMMITTEE MEETING AND AMERICAN AIRLINES OFFER; READ AND COMMENT ON COMMITTEE BYLAWS AND COMMITTEE OBJECTION AND TELEPHONE CONFERENCE (MESSAGE) TIM WALSH REGARDING COMMITTEE MEETING AND OBJECTIONS TO PROPOSED AUCTION	3.00
01/24/01	RRM	TELEPHONE CONFERENCES WITH TIM WALSH AND STEVE TUMBLIN REGARDING AUCTION PROCEDURES AND COMMITTEE VOTE	0.60
01/24/01	W-C	CONVERSATION WITH S. TUMBLIN RE OBJECTIONS TO FIRST DAY MOTIONS, REVIEW DOCKET, TELEPHONE CALLS TO D. DETWEILER, FAX CERTAIN DOCKET ENTRIES TO HIM	1.10
01/24/01	W-C	REVIEW OBJECTIONS TO FIRST DAY MOTIONS, CONVERSATION WITH M. HAVELKA, PREPARE COPIES; FURTHER FAX TO D. DETWEILER RE MISSING PAGES	2.30
01/25/01	TWW	DRAFT STATEMENT REGARDING DIP AND BIDDING PROCEDURES; REVIEW LIONEL ISSUES.	3.00
01/25/01	TWW	REVIEW OBJECTION TO DIP AND BIDDING PROCEDURES.	1.50
01/25/01	R-S	CONFERENCES WITH T.WALSH, REVIEW OF CONTINENTAL OBJECTION (.5); RESEARCH ON "LIONEL" FACTORS ON SUB ROSA PLAN ISSUE (2.0); AND DRAFT PORTION OF STATEMENT IN CONNECTION WITH SAME (2.0).	4.50
01/25/01	S-T	MEETING WITH CREDITORS COMMITTEE COUNSEL TO PROVIDE COMMENTS ON COMMITTEE OBJECTION; REVIEW ASPEN AND E-MAIL; MEETING WITH TIM WALSH REGARDING OBJECTION AND ALPA STATEMENT IN SUPPORT; TELEPHONE CONFERENCE RALPH MABEY REGARDING OBJECTION AND ALPA STATEMENT IN SUPPORT; DRAFTING ALPA STATEMENT IN SUPPORT	11.50
01/25/01	ABP	SUMMARIZE OBJECTION TO DEBTOR IN POSSESSION CREDIT AGREEMENT AND BIDDING PROCEDURES AND KERP PROPOSALS.	7.00
01/25/01	JMC	TELEPHONE CONFERENCE WITH S. TUMBLIN REGARDING POLICY STATEMENT WALLING OFF ALPA BOARD PERSON FROM COMMITTEE (.3); DRAFT TWO FORMS OF CONFLICTS POLICY STATEMENT (4.2); OFFICE CONFERENCE WITH S. MCCARDELL REGARDING THE SAME (.2)	4.70
01/25/01	RRM	LISTEN TO ASPEN AND RESPOND REGARDING CREDITORS COMMITTEE AND SATURDAY HEARING	0.75

DATE	ATTY/ PARA		HOURS
01/25/01	RRM	TELEPHONE CONFERENCE WITH STEVE TUMBLIN REGARDING COMMITTEE OBJECTIONS; OUR POSITION	0.30
01/25/01	RRM	REVIEW AND REVISE STATEMENT	0.75
01/25/01	R-S	CITECHECKED 2 CASES AND PROOFED DOCUMENT (R. SCARIATI).	0.50
01/25/01	W-C	REVIEW DOCKET RE ADDITIONAL OBJECTIONS; TELEPHONE CONVERSATION WITH T. WALSH RE ACCESS TO DOCUMENTS ON DOCKET, FORWARD EXPLANATORY EMAIL TO R. MABEY RE SAME	1.50
01/25/01	W-C	REVIEW FILED DOCUMENTS AND DOCKET, CALL UP AND PRINT OUT NUMEROUS ADDITIONAL DOCUMENTS, CONVERSATION WITH S. TUMBLIN RE SAME; EMAIL TO R. MABEY, ET AL.; FAX TO D. DETWEILER RE ANOTHER DOCUMENT SOUGHT	4.90
01/26/01	TWW	REVISE, EDIT AND FINALIZE STATEMENT REGARDING DIP AND BIDDING PROCEDURES; REVIEW KERP ISSUES.	2.00
01/26/01	TWW	TRAVEL TO DELAWARE AND REVIEW DOCUMENTS EN ROUTE.	2.00
01/26/01	TWW	ATTEND HEARING ON KERP AND RELATED ISSUES.	2.50
01/26/01	S-T	DRAFTING ALPA STATEMENT IN SUPPORT; REVIEW CONTINENTAL, NORTHWEST, ICAHN AND OBJECTION OBJECTION IN ANTICIPATION O HEARING; MEETING IAM COUNSEL REGARDING STRATEGY; MEETING WITH TIM WALSH REGARDING HEARING STRATEGY; ATTENDING KERP HEARING; MEETING WITH ALPA TEAM TO DISCUSS TOMORROW'S HEARING; CONFERENCE RALPH MABEY REGARDING ALPA STRATEGY AT HEARING	12.25
01/26/01	JMC	REVIEW AND REVISE FIREWALL MEMORANDUM AND FIREWALL AGREEMENT (.9); TELEPHONE CONFERENCE WITH S. TUMBLIN REGARDING STOCK PLEDGE AGREEMENT AND FIREWALL MEMOS (.2); LOCATE STATE PLEDGE, TRUST AND DEFERRAL AGREEEMENTS, ALONG WITH ALPA LETTER AND FIREWALL DOCUMENTS, AND COORDINATE E-MAILING THE SAME TO S. TUMBLIN (.9)	2.00
01/26/01	RRM	READ PLEADINGS AND TRANSCRIPT IN PREPARATION FOR HEARING TOMORROW; TELEPHONE CONFERENCES WITH STEVEN TUMBLIN REGARDING SAME	3.80
01/26/01	RRM	TRAVEL FROM SALT LAKE CITY TO DELAWARE FOR HEARING (IN EXCESS OF 3 HRS.)	2.40
01/26/01	W-C	TELEPHONE CONVERSATION WITH AND EMAIL TO B. KLINGENSMITH RE CERTAIN DOCUMENTS NEEDED	0.40
01/27/01	TWW	CONFERENCE WITH R. MABEY; S. TUMBLIN AND LOCAL COUNSEL REGARDING HEARING ON DIP AND BIDDING PROCEDURES; ATTEND CONFERENCE CALL WITH COMMITTEE REGARDING SAME.	1.00
01/27/01	TWW	ATTEND HEARING ON DIP AND BIDDING PROCEDURES.	6.50
01/27/01	S-T	MEETING WITH CREDITORS COMMITTEE REGARDING REVISIONS TO TERMS AND OBJECTION; ATTENDING HEARING ON AMERICAN BID PROCEDURES; MEETING WITH	11.75

DATE	ATTY/ PARA		HOURS
		MIKE DAY REGARDING STRATEGY; TELEPHONE CONFERENCE MIKE GLANZER REGARDING HEARING; TRAVEL TO SALT LAKE CITY IN EXCESS OF THREE HOURS	
01/27/01	RRM	MEETING WITH CO-COUNSEL AND ATTEND MEETING OF CREDITORS REGARDING SALE AND DIP AND RETENTION MOTIONS	1.50
01/27/01	RRM	ATTEND COURT HEARINGS REGARDING SALE AND DIP RETENTION MOTIONS AND ARGUE IN BEHALF OF ALPA	7.50
01/27/01	RRM	TRAVEL FROM DELAWARE TO SALT LAKE CITY (IN EXCESS OF 3 HRS.)	4.75
01/29/01	S-T	REVIEW ASPEN AND E-MAIL; TELEPHONE CONFERENCE RICHARD SELTZER REGARDING BANKRUPTCY; TELEPHONE CONFERENCE TIM WALSH REGARDING STATUS; CONFERENCE STEVE MCCARDELL REGARDING TICKET PROGRAM; CONFERENCE DAVID HOLTZMAN REGARDING STATUS AND STRATEGY; CONFERENCE RALPH MABEY REGARDING TICKET PROGRAM; REVIEW PLEADINGS FILE; REVIEW E-MAIL FROM COMMITTEE COUNSEL	4.25
01/29/01	RRM	MEETING WITH STEVE TUMBLIN REGARDING ICON DISCOUNT TICKET REJECTION AND ETC.	0.25
01/29/01	W-C	CONVERSATION WITH T. WALSH RE EMAILING TO VARIOUS PERSONS RE ACCESS TO BANKRUPTCY DOCUMENTS	0.10
01/29/01	W-C	CONVERSATION WITH M. HAVELKA RE EMAIL RE DOCUMENT ACCESS	0.10
01/30/01	S-T	REVIEW ASPEN AND E-MAIL; REVIEW AND RESPOND TO MESSAGES FORM COMMITTEE COUNSEL; TELEPHONE CONFERENCE KATE SOLED REGARDING LIEN ON WORLDSPAN; TELEPHONE CONFERENCES HOWARD DENBURG REGARDING SAME; CONFERENCE JOE COVEY REGARDING SAME; TELEPHONE CONFERENCE RALPH MABEY REGARDING STATUS; REVIEW INCOMING PLEADINGS; REVIEW WORLDSPAN SECURITY DOCUMENTS REGARDING LIEN ON WORLDSPAN; CONFERENCES JOE COVEY REGARDING REJECTION OF KARABU AGREEMENT AND POSSIBLE ARGUMENTS FOR REJECTIONS	7.25
01/30/01	JMC	OFFICE CONFERENCE WITH S. TUMBLIN REGARDING TWA'S MOTION TO REJECT KARABN CONTRACT (.5) REVIEW MOTION AND OUTLINE POTENTIAL LEGAL RESPONSES BY COMMITTEE (2.9); OFFICE CONFERENCE WITH S. TUMBLIN REGARDING STOCK PLEDGE AGREEMENT (.3); TELEPHONE CONFERENCE WITH S. TUMBLIN AND TWA'S COUNSEL REGARDING THE SAME (.5)	4.20
01/30/01	W-C	EMAIL FROM M. JOHNSON RE CONTACT LIST	0.10
01/30/01	W-C	CONVERSATION WITH T. WALSH AND D. BANKS RE KARABU MOTION, TELEPHONE CONVERSATION WITH C. FINLAYSON AT PACHULSKI FIRM RE SAME	0.40
01/31/01	S-T	REVIEW ASPEN AND E-MAIL; TELEPHONE CONFERENCES SCOTT SCHWARTZ REGARDING TIMELINE FOR ASSET SALE;	4.50

DATE	ATTY/ PARA		HOURS
		TELEPHONE CONFERENCE TIM WALSH REGARDING PROCEDURES; TELEPHONE CONFERENCES DAVID HOLTZMAN REGARDING VARIOUS ISSUES; TELEPHONE CONFERENCE TERRY HAYES REGARDING DOJ INQUIRY; REVIEW PLEADINGS; REVIEW ORDER FOR SALE; REVIEW MOTION TO REJECT KARABU CONTRACT	
01/31/01	JMC	RESEARCH BANKRUPTCY CODE SECTION 365 REGARDING THIRD PARTY SEEKING TO REJECT CONTRACT (2.1); RESEARCH REGARDING TIME FOR FILING SUPPORTING MEMORANDUM (1.5); DRAFT MEMO TO R. MABEY RESPONDING TO QUESTIONS ABOUT REJECTION OF KARABN CONTRACT (3.0)	6.60
01/31/01	W-C	EMAILS AND/OR FAXES TO AND FROM M. JOHNSON AND B. FLYNN RE CONTACT LIST INFORMATION	0.30
		TOTAL HOURS	371.30

TIMEKEEPER TIME SUMMARY:

TIMEKEEPER	HOURS		RATE	VALUE
JM COVEY	48.50	AT	325	15,762.50
CW MCMULLIN	0.90	AT	285	256.50
AB PERRI	7.00	AT	285	1,995.00
R SCARIATI	4.50	AT	390	1,755.00
TW WALSH	53.30	AT	390	20,787.00
LA JENKINS	9.40	AT	390	3,666.00
RR MABEY	58.85	AT	590	34,721.50
S TUMBLIN	144.25	AT	365	52,651.25
D BANKS	1.20	AT	110	132.00
W COLEMAN	22.50	AT	155	3,487.50
R SPROWAL	0.50	AT	190	95.00
PW KEITH	20.40	AT	365	7,446.00

CURRENT FEES 142,755.25

FOR CHARGES AND DISBURSEMENTS:

DATE		VALUE	
01/31/01	REPRODUCTION		1,486.40
01/31/01	TELEPHONE		113.06
01/31/01	FACSIMILE		558.04
01/17/01	TUMBLIN, STEPHEN M. - TRAVEL OUT OF TOWN EXP RPT FOR 11/20/00 - 12/8/00 - SLC/ST. LOUIS/SLC - LONG DISTANCE PHONE CALLS	52.36	
01/30/01	MABEY, RALPH R. - TRAVEL OUT OF TOWN EXP RPT FOR 1/26-27/01 - SLC/PHILADELPHIA/SLC - ATTEND COURT HEARINGS AND ARGUE IN BEHALF OF TWA (PERSONAL AUTO MILEAGE, PARKING FEE, TAXI FARE, AIR FARE & HOTEL BILL)	2,306.82	
01/30/01	MABEY, RALPH R. - TRAVEL OUT OF TOWN EXP RPT FOR 1/17-18/01 - SLC/ST. LOUIS/SLC - ATTEND AND REPORT AT MEC MEETING (PERSONAL AUTO MILEAGE, PARKING FEE, AIR FARE & HOTEL BILL)	593.19	
01/31/01	TUMBLIN, STEPHEN M. - TRAVEL OUT OF TOWN EXP RPT SLC-NYC-PHILADELPHIA 1/22-27/01 TWA MTGS. & HEARINGS	3,305.69	
01/31/01	TUMBLIN, STEPHEN M. - TRAVEL OUT OF TOWN EXP RPT SLC-WASHINGTON, DC 12/18-20/00 TWA MTGS.	2,959.42	
01/31/01	WALSH, TIMOTHY W. - TRAVEL OUT OF TOWN EXP RPT NYC-WILMINGTON, DE-NYC 1/17-18/01 ATTEND HEARINGS	405.95	
01/31/01	WALSH, TIMOTHY W. - TRAVEL OUT OF TOWN EXP.RPT. ATTEND HEARINGS	415.14	
	TOTAL TRAVEL OUT OF TOWN		10,038.57
01/26/01	IKON OFFICE SOLUTIONS, INC. - REPRODUCTION-OUTSIDE LITIGATION COPY	960.74	
	TOTAL REPRODUCTION-OUTSIDE		960.74
01/02/01	PETTY CASH CUSTODIAN - KAREN KASPERICK - OVERTIME MEALS LUNCH FOR S. TUMBLIN ON 12/27/00	7.50	
	TOTAL OVERTIME MEALS		7.50
01/30/01	MABEY, RALPH R. - BUSINESS MEALS EXP RPT FOR 1/17-18/01 - SLC/ST. LOUIS/SLC - ATTEND AND REPORT AT	20.66	

DATE		VALUE	
	MEC MEETING		
01/31/01	TUMBLIN, STEPHEN M. - BUSINESS MEALS EXP RPT SLC-NYC-PHILADELPHIA 1/22-27/01 TWA MTGS. & HEARINGS	29.89	
01/31/01	TUMBLIN, STEPHEN M. - BUSINESS MEALS EXP RPT SLC-WASHINGTON, DC 12/18-20/00 TWA MTGS.	18.95	
01/31/01	WALSH, TIMOTHY W. - BUSINESS MEALS EXP RPT NYC-WILMINGTON, DE-NYC 1/17-18/01 ATTEND HEARINGS	29.67	
01/31/01	WALSH, TIMOTHY W. - BUSINESS MEALS EXP.RPT. ATTEND HEARINGS	8.00	
	TOTAL BUSINESS MEALS		107.17
01/16/01	AIR EXPRESS ZERO BALANCE TRANSFER TRACKING #461065486912 FROM: WALSH, MARK A TO: MARK KENNEY - PHILADELPHIA, PA	9.78	
01/24/01	FEDERAL EXPRESS CORPORATION - AIR EXPRESS FEDEX, SMT TO CLAY WARNER OF AIR LINE PILOTS ASSOCIATION ON 1/18/01	10.24	
	TOTAL AIR EXPRESS		20.02
01/08/01	AT&T - TELEPHONE LONG DISTANCE PHONE CHARGES	86.19	
01/18/01	AT&T TELECONFERENCE SERVICES - TELEPHONE AT&T TELECONFERENCE SERVICE	28.21	
01/30/01	AT&T - TELEPHONE LONG DISTANCE PHONE CHARGES	111.40	
	TOTAL TELEPHONE		225.80
01/05/01	LEGAL RESEARCH - LEXIS XM3VPX J M COVEY-01/05/01	263.98	
01/25/01	LEGAL RESEARCH - LEXIS 244751 R SPROWAL-01/25/01	31.21	
01/25/01	LEGAL RESEARCH - LEXIS 7X17ZN R SCARIATI-01/25/01	77.18	
	TOTAL LEGAL RESEARCH - LEXIS		372.37
	CURRENT EXPENSES		13,146.47
	TOTAL AMOUNT OF THIS INVOICE		155,901.72

LeBoeuf, Lamb, Greene & MacRae

L.L.P.

A Limited Liability Partnership Including Professional Corporations

1000 Kearns Building
136 South Main Street
Salt Lake City, UT 84101
(801)320-6700

Employer Identification No. 13-5608594

ROBERT STOW
TWA AIRLINE PILOTS ASSOCATION
500 NORTHWEST PLAZA, SUITE 200
ST. ANN, MO 63074

INVOICE NUMBER 262718
INVOICE DATE 03/22/01
CLIENT NUMBER 76080
MATTER NUMBER 00817

RE: STOCK TRUST ADVICE

FOR PROFESSIONAL SERVICES RENDERED THROUGH 02/28/01:

DATE	ATTY/ PARA		HOURS
02/01/01	S-T	REVIEW REVISED KERP PLAN; REVIEW ARBITRATION AWARD ON SURVIVOR DEATH BENEFIT; CONFERENCE STEVE MCCARDELL REGARDING SAME; TELEPHONE CONFERENCE DAVID HOLTZMAN, MARY ULETT REGARDING SAME; REVIEW REVISED ORDER ON AUCTION PROCEDURES; REVIEW MEMO ON WORLDSPAN LIEN; REVIEW MEMO ON KARABU REJECTION ARGUMENTS; FILING PROCEDURE AND PLEADINGS	4.50
02/01/01	DB	EXTENSIVE SEARCH OF COURT DOCKET FOR NUMEROUS SPECIFIC DOCUMENTS.	1.20
02/01/01	TWW	ATTEND TO ALPA ISSUES; REVIEW PLEADINGS FILED IN THE CASE.	1.50
02/01/01	JMC	REVIEW AND REVISE MEMO TO S. TUMBLIN AND R. MABEY REGARDING REJECTION OF KARABU CONTRACT (1.6); OFFICE CONFERENCE WITH S. TUMBLIN REGARDING THE SAME (.3); TELEPHONE CONFERENCE TO ALPHA'S LOCAL COUNSEL (MESSAGE) REGARDING LOCAL RULES (.1)	2.00
02/01/01	W-C	CONVERSATIONS WITH T. WALSH AND D. BANKS RE OBJECTIONS TO DIP AND SALE MOTIONS	0.20
02/01/01	W-C	REVIEW DOCKET AND CHECK OFF OBJECTIONS TO MOTION; MEMO TO D. BANKS RE SAME	0.30
02/01/01	W-C	CONVERSATION WITH D. BANKS RE STATUS OF OBJECTIONS TO MOTIONS	0.10

DATE	ATTY/ PARA		HOURS
02/01/01	W-C	TELEPHONE CALL TO AND FROM C. FINLAYSON RE WHETHER ANY HEARING DATE SET ON KARABU MOTION, MEMO TO T. WALSH	0.20
02/01/01	W-C	PRINT OR COPY ADDITIONAL OBJECTIONS TO DIP AND SALE MOTIONS, VOICEMAIL TO T. WALSH	0.80
02/02/01	S-T	TELEPHONE CONFERENCES DAVID HOLTZMAN REGARDING ASSET PURCHASE AGREEMENT SCHEDULES; TELEPHONE CONFERENCE STAN HENDERSON REGARDING SAME; REVIEW REVISED AUCTION ORDER; CONFERENCE RALPH MABEY REGARDING STATUS AND KARABU TICKET REJECTION; TELEPHONE CONFERENCE RICHARD SELTZER SURVIVOR BENEFIT EASEMENT;; ALPA COMMUNICATIONS CONFERENCE CALL; REVIEW DOCKET	4.75
02/02/01	DB	CONTINUED SEARCH AND CONVERSION OF SPECIFIC DOCUMENTS FROM YESTERDAY.	2.00
02/02/01	RRM	MEETING WITH STEVEN TUMBLIN REGARDING STATUS AND CARIBOU TICKET REJECTION	0.75
02/02/01	JMC	REVIEW AND REVISE MEMO TO R. MABEY AND S. TUMBLIN REGARDING REJECTION OF KARABU CONTRACT (2.7); RESEARCH BANKRUPTCY LAW REGARDING REJECTION OF CONTRACTS (.5)	3.20
02/02/01	W-C	CONVERSATION WITH D. BANKS RE REMAINING OBJECTIONS TO DIP AND SALE MOTIONS, DRAFT LETTER TO D. HOLTZMAN, FORWARD DOCUMENTS TO HIM BY FEDEX	0.70
02/02/01	W-C	REVIEW CONTACT LIST, FORWARD EMAIL RE DOWNLOADING COURT DOCUMENTS FROM BANKRUPTCY COURT TO PARTIES IN INTEREST	0.40
02/05/01	RRM	REVIEW UPDATES AND TELEPHONE CONFERENCE WITH STEVE TUMBLIN REGARDING LETTER WRITING CAMPAIGN	0.25
02/05/01	S-T	REVIEW E-MAIL; REVIEW CORRESPONDENCE FROM BLANK ROME; TELEPHONE CONFERENCE TIMOTHY WALSH REGARDING COMMITTEE EXPANSION; REVIEW DOCKET; REVIEW AUCTION ORDER DRAFT AND ASSET PURCHASE FOR CONFERENCE CALL; TELEPHONE CONFERENCE DAVID HOLTZMAN, ET AL. REGARDING STATUS	5.25
02/05/01	TWW	REVIEW PLEADINGS FILED IN THE CASE (1.0); ATTEND ALPA CONFERENCE CALL, REVIEW DOCUMENTS IN PREPARATION FOR SAME (2.0).	3.00
02/05/01	W-C	TELEPHONE CALL FROM J. BAKER RE CASE DOCKET AND ORDER SETTING AUCTION PROCEDURES, REVIEW DOCKET, TELEPHONE CONVERSATION WITH D. DETWEILER AND EMAIL TO T. WALSH, R. MABEY, D. HOLTZMAN AND S. TUMBLIN, LEFT MESSAGE FOR J. BAKER RE SAME	1.50
02/05/01	W-C	CONVERSATION WITH T. WALSH RE KARABU MOTION DATES; REVIEW DOCKET	0.40
02/06/01	S-T	REVIEW ASPEN AND E-MAIL; REVIEW PLEADINGS AND CORRESPONDENCE WITH COMMITTEE COUNSEL; TELEPHONE CONFERENCE MIKE LICHTY REGARDING SCHEDULES, ETC.	2.75

DATE	ATTY/ PARA		HOURS
02/06/01	TWW	REVIEW PLEADINGS FILED IN THE CASE.	0.50
02/06/01	W-C	EMAIL FROM J. BAKER AND REVISE CONTACT LIST; REVIEW DOCKET RE KARABU MOTION	0.60
02/06/01	W-C	REVIEW STATUS OF KARABU MOTION, TELEPHONE CALL TO C. FINLAYSON RE SAME	0.20
02/06/01	W-C	FURTHER REVIEW DOCKET, PRINT AND REVIEW NOTICE OF HEARING ON KARABU MOTION	0.20
02/07/01	S-T	REVIEW CORRESPONDENCE FROM COMMITTEE COUNSEL; REVIEW LETTER FROM HBSC AND ALPA RESPONSE REGARDING COMMITTEE MEMBERS; TELEPHONE CONFERENCE TIMOTHY WALSH REGARDING SAME, SECTION 341 MEETING; TELEPHONE CONFERENCE COMMUNICATIONS GROUP; TELEPHONE CONFERENCE MICHAEL GLANZER REGARDING OUTSTANDING ISSUES; TELEPHONE CONFERENCE KATE SOLED REGARDING SAME	4.25
02/07/01	RRM	READ AND RESPOND TO DRAFT LETTER TO U.S. TRUSTEE AND COMMITTEE BY-LAWS, ETC; MEETING WITH STEVEN TUMBLIN	0.40
02/07/01	TWW	DRAFT LETTER TO UST REGARDING OPPOSITION TO APPOINTMENT OF ADDITIONAL COMMITTEE MEMBERS; TELEPHONE CONFERENCES WITH COUNSEL FOR IAM, PEPSI AND UT; CONFERENCE WITH S. TUMBLIN REGARDING SAME.	1.75
02/07/01	W-C	MEMO TO T. WALSH ENCLOSING KARABU MOTION	0.20
02/08/01	S-T	TELEPHONE CONFERENCE TOM BIRON REGARDING CONFLICT ISSUES; TELEPHONE CONFERENCE TIM WALSH REGARDING EXPANSION OF COMMITTEE; REVIEW CORRESPONDENCE FROM THE COMMITTEE; REVIEW ASPEN AND E-MAIL; REVIEW AEROBANC PRESS RELEASE; REVIEW MEETING PACKAGE FROM THE CREDITORS' COMMITTEE; REVISED SALE ORDER; MEETING MINUTES; CONTINENTAL APPEAL; TELEPHONE CONFERENCE DAVID HOLTZMAN REGARDING INSURANCE AND 1110 ISSUES; TELEPHONE CONFERENCE MICHAEL DAY REGARDING INSURANCE AND COMMITTEE AGENDA; CREDITORS' COMMITTEE HEARING; LEAVE ASPEN BRIEFING FOR MEC; TELEPHONE CONFERENCE TOM BIRON REGARDING CONFLICTS	6.25
02/08/01	TWW	ATTEND COMMITTEE MEETING.	1.00
02/09/01	CE	INTERNET SEACH DOCKET RE: ORDER, CONF WITH LOCAL COUNSEL AND DEBTORS COUNSEL RE SAME (.70) ORGANIZED FILES (.60)	1.30
02/09/01	S-T	TELEPHONE CONFERENCES DAVID HOLTZMAN REGARDING INSURANCE, DAP, SCHEDULES, PROCESS AGREEMENT; TELEPHONE CONFERENCE KATE SOLED REGARDING SAME; TELEPHONE CONFERENCE TERRY HAYES REGARDING SCHEDULES; TELEPHONE CONFERENCE HOWARD DENBURG REGARDING DAP; REVIEW DOCKET AND PLEADINGS; TELEPHONE CONFERENCE TIMOTHY WALSH REGARDING ORDER FOR AUCTION	3.25

DATE	ATTY/ PARA		HOURS
02/09/01	DB	UPDATE, ORGANIZED AND FILED DOCUMENTS PERTAINING TO CASE DOCKET AND CORRESPONDENCE.	1.30
02/09/01	TWW	REVIEW PLEADINGS FILED IN THE CASE; TELEPHONE CONFERENCES WITH STEVE TUMBLIN REGARDING SAME.	0.75
02/09/01	W-C	VOICEMAIL FROM T. WALSH RE AUCTION ORDER; CONVERSATION AND EMAIL EXCHANGE WITH C. ELLIOTT TO HVE DOCKET MONITORED AND TO HAVE CALLS MADE TO DEBTORS' COUNSEL AND D. DETWEILER	0.40
02/12/01	S-T	REVIEW ASPEN AND E-MAIL; REVIEW AND RESPOND TO COMMITTEE REQUESTS REGARDING CITIBANK OFFSETS AND KERP; TELEPHONE CONFERENCE STEVE COUSINS REGARDING KARABU TICKET ISSUES; TELEPHONE CONFERENCE ANNETTE JARVIS REGARDING KARABU; REVIEW PLEADINGS FILED	4.50
02/12/01	JMC	OFFICE CONFERENCE WITH S. TUMBLIN REGARDING REJECTION OF KARABU CONTRACT; OFFICE CONFERENCE WITH S. TUMBLIN REGARDING FIREWALL MEMORANDUM; REVIEW AND REVISE MEMORANDUM AND AGREEMENT REGARDING FIREWALL	1.70
02/12/01	W-C	EMAIL EXCHANGE WITH C. ELLIOTT RE AUCTION ORDER; REVIEW DOCKET RE SAME	0.30
02/13/01	S-T	REVIEW ASPEN AND E-MAIL; REVIEW PLEADINGS; CONFERENCE JOE COVEY REGARDING KARABU AGREEMENT REJECTION	2.75
02/13/01	RRM	REVIEW MOTION TO REJECT KARABU CONTRACT	0.60
02/13/01	RRM	REVIEW PLEADINGS	1.00
02/13/01	W-C	TELEPHONE CONVERSATION WITH B. FLYNN IN D. HOLTZMAN'S OFFICE, FAX COPY OF TWA ORDER AUTHORIZING SALE TO HER, AND TO R. MABEY; REVIEW ORDER AND REVIEW TWA WEBSITE FOR INFORMATION SUPPOSEDLY THERE	1.00
02/14/01	S-T	REVIEW ASPEN AND E-MAIL; REVIEW PLEADINGS; REVIEW FINAL ORDER REGARDING AUCTION; PREPARING FOR COMMITTEE MEETING; CREDITORS COMMITTEE CONFERENCE; TELEPHONE CONFERENCE MICHAEL DAY REGARDING SAME	3.75
02/14/01	RRM	ATTEND COMMITTEE MEETING	1.60
02/15/01	S-T	REVIEW ASPEN AND E-MAIL; TELEPHONE CONFERENCE REGARDING SURVIVOR BENEFIT GRIEVANCE; REVIEW PLEADINGS; CONFERENCE MICHAEL DAY; ASPEN BRIEFING ON COMMITTEE; CONFERENCE RALPH MABEY REGARDING STATUS; CORRESPONDENCE WITH KATE SOLED REGARDING AUCTION	3.25
02/16/01	S-T	REVIEW MATERIAL FROM CREDITORS' COMMITTEE; MEC CONFERENCE CALL; TELEPHONE CONFERENCE MICHAEL GLANZER REGARDING STATUS; TELEPHONE CONFERENCE BOB STOWE REGARDING STATUS; UPDATING CALENDAR; TELEPHONE CONFERENCE KATE SOLED REGARDING CONTINENTAL APPEAL; CONFERENCE RRM REGARDING SAME; ASPENS REGARDING CONTINENTAL APPEAL; REVIEWING	6.50

DATE	ATTY/ PARA		HOURS
		PLEADING FOR CONTINENTAL APPEAL	
02/20/01	S-T	REVIEW ASPEN AND E-MAIL; REVIEWING DOCUMENTS FOR CONTINENTAL APPEAL; REVIEW COMMITTEE OBJECTION AND TWA RESPONSE; RESEARCHING STANDARD FOR STAY; TELEPHONE CONFERENCE ALPA, MIKE DAY REGARDING HEARING; CONFERENCES RALPH MABEY REGARDING HEARING	6.20
02/20/01	DB	UPDATE, ORGANIZED AND FILED DOCUMENTS PERTAINING TO CASE DOCKET AND CORRESPONDENCE.	1.30
02/20/01	RRM	MEETING WITH STEVEN TUMBLIN REGARDING STATUS AND CARIBOU TICKET REJECTION	1.00
02/21/01	S-T	REVIEW ASPEN AND E-MAIL; TELEPHONE CONFERENCE KEITH OLEARY REGARDING PICKETING; TELEPHONE CONFERENCE DAVID HOLTZMAN REGARDING SAME; TELEPHONE CONFERENCES MIKE DAY REGARDING HEARING; REVIEW TWA SUPPLEMENTAL BRIEF; REVIEW INCOMING PLEADINGS; REVIEW REVISED COMMITTEE BYLAWS; REVIEW COMMITTEE MEETING AGENDA; TELEPHONE CONFERENCES RALPH MABEY REGARDING HEARING	3.50
02/21/01	RRM	READ ALL RELEVANT PLEADINGS, MEETING WITH CLIENT AND LOCAL COUNSEL AND DRAFT ARGUMENT IN OPPOSITION TO CONTINENTAL'S MOTIONS FOR STAY	4.80
02/21/01	RRM	TRAVEL FROM SALT LAKE CITY TO DELAWARE FOR HEARING (NO CHARGE)	3.20
02/21/01	RRM	ATTEND HEARING	1.75
02/21/01	RRM	MEETINGS WITH CLIENT FOLLOWING HEARING REGARDING JUDGE'S RULING	0.50
02/21/01	RRM	TRAVEL FROM DELAWARE TO SALT LAKE CITY	1.50
02/22/01	S-T	REVIEW ASPEN AND E-MAIL; CONFERENCE RALPH MABEY REGARDING HEARING; ALPA REGARDING CONFERENCE CALL; TELEPHONE CONFERENCE DAVID HOLTZMAN REGARDING SCOPE; TELEPHONE CONFERENCE ALBERT VITALE; TELEPHONE CONFERENCE SCOTT SCHWARTZ REGARDING SAME; TELEPHONE CONFERENCE MICHAEL GLANZER REGARDING SAME; TELEPHONE CONFERENCE TOM BIRON REGARDING COMMITTEE INFORMATION ON JET ACQUISITIONS, KARABU AND STATUS OF AMERICAN; TELEPHONE CONFERENCE KATE SOLED REGARDING OUTSTANDING ISSUES; REVIEW MATERIAL FOR COMMITTEE CONFERENCE CALL; ASPEN BRIEFING REGARDING JET ACQUISITIONS	5.75
02/22/01	DB	SEARCHED AND COMPARED SPECIFIC DOCUMENTS WITH COURT DOCKET, CREATED NEW FILE FOR CIVIL CASE ALSO UPDATED DOCUMENTS TO CORRESPOND WITH COURT DOCKET.	2.30
02/22/01	RRM	MEETING WITH STEVE TUMBLIN REGARDING COMMITTEE MEETING TOMORROW & UPDATE	0.25
02/22/01	RRM	REVIEW DISCLOSURE	0.25
02/23/01	S-T	REVIEW ASPEN AND E-MAIL; CREDITORS' COMMITTEE TELEPHONE CONFERENCE; TELEPHONE CONFERENCES ALBERT	7.50

DATE	ATTY/ PARA		HOURS
		VITALE; TELEPHONE CONFERENCES MICHAEL GLANZER; TELEPHONE CONFERENCES TOM BIRON REGARDING JAG; CONFERENCE RALPH MABEY REGARDING SAME; RESEARCHING MEMBERS OF JAG; REVIEW PLEADINGS; TELEPHONE CONFERENCES DAVID HOLTZMAN REGARDING JAG, SCOPE, MEETINGS WITH TWA; TELEPHONE CONFERENCE RICHARD SELTZER REGARDING SAME	
02/23/01	RRM	ATTEND CREDITORS COMMITTEE TELEPHONE CONFERENCE	1.75
02/23/01	RRM	TELEPHONE CONFERENCE WITH STEVE TUMBLIN REGARDING JET AQUISITION	0.25
02/24/01	S-T	PREPARING AND LEAVING BRIEFING FOR MEC REGARDING COMMITTEE CONFERENCE CALL; REVIEW PLEADINGS;; TELEPHONE CONFERENCE DAVID HOLTZMAN REGARDING JAG; CONFERENCE CALL WITH DAVID HOLTZMAN, ET AL. REGARDING INTEGRATION ISSUES	4.25
02/26/01	S-T	REVIEWING KARABU REJECTION MOTION; TELEPHONE CONFERENCE BARB FLYNN REGARDING SAME; TELEPHONE CONFERENCE TIM WALSH REGARDING STATUS; CONFERENCE PENROD KEITH, MARK DYKES REGARDING ARGUMENTS ON KARABU REJECTION; TELEPHONE CONFERENCE AMERICAN STOCK COMPANY REGARDING STOCK TRUST; REVIEW AIRCRAFT REJECTION PLEADING; REVIEW RESUMES FOR JAG; TELEPHONE CONFERENCE CAMERON MACRAE REGARDING JAG MEETING	4.75
02/26/01	DB	UPDATED, ORGANIZED AND FILED DOCUMENTS PERTAINING TO CASE DOCKET AND CORRESPONDENCE.	1.30
02/26/01	TWW	REVIEW PLEADINGS FILED IN THE CASE; TELEPHONE CONFERENCE WITH STEVE TUMBLIN REGARDING SAME.	0.75
02/27/01	S-T	TELEPHONE CONFERENCES TIM WALSH REGARDING OBJECTION; REVIEW PLEADINGS; DRAFT MEMO TO COMMITTEE COUNSEL REGARDING KARABU CONTRACT; REVIEW PROCESS AGREEMENT; TELEPHONE CONFERENCE DAVID HOLTZMAN, ET AL. REGARDING INTEGRATION/BANKRUPTCY ISSUES; CONFERENCE RALPH MABEY REGARDING OBJECTION TO SALE; TELEPHONE CONFERENCE STEVE MCCARDELL REGARDING SAME; TELEPHONE CONFERENCE RICHARD SELTZER REGARDING SAME; REVIEW DRAFT LIMITED OBJECTION	10.50
02/27/01	DB	ORGANIZED, FILED AND UPDATED DOCUMENTS PERTAINING TO CASE DOCKET AND CORRESPONDENCE.	1.30
02/27/01	TWW	ATTEND CONFERENCE CALL WITH ALPA.	0.50
02/27/01	TWW	REVIEW PLEADINGS FILED IN THE CASE.	1.00
02/27/01	TWW	REVIEW ASSET SALE AGREEMENT AND COLLECTIVE BARGAINING AGREEMENT AND DRAFT OBJECTION TO SALE MOTION.	3.60
02/27/01	TWW	MULTIPLE TELEPHONE CONFERENCES WITH S. TUMBLIN AND D. DETWEILER REGARDING SALE ISSUES.	0.75
02/27/01	TWW	INVESTIGATE FIRST DAY MOTION AND ORDER REGARDING	0.50

DATE	ATTY/ PARA		HOURS
		VACATION PAY.	
02/28/01	S-T	REVIEW ASPEN; DRAFTING LIMITED OBJECTION; COMMITTEE CONFERENCE CALL; TELEPHONE CONFERENCE KIRKLAND AND WEIL REGARDING LIMITED OBJECTION; TELEPHONE CONFERENCE STEVE COUSINS REGARDING FILINGS; TELEPHONE CONFERENCE ALPA REGARDING FILING; TELEPHONE CONFERENCES LOCAL COUNSEL REGARDING FILING; COMMUNICATIONS CONFERENCE CALL; MEC CONFERENCE CALL	11.50
02/28/01	MWD	CONFERENCE WITH STEVE TUMBLIN REGARDING ISSUE OF WHETHER ALPA MAY GRIEVE FAILURE TO INTEGRATE FOLLOWING SALE TO AMERICAN	0.20
02/28/01	TWW	ATTEND CONFERENCE CALL WITH COMMITTEE.	1.40
02/28/01	TWW	REVISE AND EDIT OBJECTION TO SALE MOTION.	2.50
02/28/01	TWW	ATTEND CONFERENCE CALL WITH ALPA	1.25
02/28/01	TWW	REVIEW BIDS FOR PURCHASE OF ASSETS; REVIEW OBJECTION TO SALE OF ASSETS; MULTIPLE TELEPHONE CONFERENCES WITH D. DETWEILER REGARDING SAME.	1.25
02/28/01	CE	ASSORTED COLLATED AND PREP. DOCUMENTS FOR FED. EXP. MAILING AS PER TWW	0.60
		TOTAL HOURS	174.75

TIMEKEEPER TIME SUMMARY:

TIMEKEEPER	HOURS		RATE	VALUE
RR MABEY	16.65	AT	590	9,823.50
RR MABEY	3.20	AT	295	944.00
S TUMBLIN	105.70	AT	365	38,580.50
MW DYKES	0.20	AT	365	73.00
JM COVEY	6.90	AT	325	2,242.50
TW WALSH	22.00	AT	390	8,580.00
D BANKS	10.70	AT	115	1,230.50
W COLEMAN	7.50	AT	160	1,200.00
C ELLIOTT	1.90	AT	155	294.50

CURRENT FEES 62,968.50

FOR CHARGES AND DISBURSEMENTS:

DATE		VALUE	
02/28/01	REPRODUCTION		537.00
02/13/01	MESSENGER SERVICE B COLEMAN 1/22	12.00	
02/13/01	MESSENGER SERVICE TWW 2/6	10.00	
	TOTAL MESSENGER SERVICE		22.00
02/28/01	TELEPHONE		118.26
02/28/01	FACSIMILE		626.86
02/28/01	POSTAGE		3.50
01/30/01	TUMBLIN, STEPHEN M. - TRAVEL OUT OF TOWN EXP RPT FOR 12/9/00 - SLC/ST. LOUIS - TWA MEETING (HOTEL BILL)	44.49	
02/02/01	MABEY, RALPH R. - TRAVEL OUT OF TOWN EXP RPT R.R. MABEY 01/10-13/01 SLC/ATL/STL/NY/SLC TO ATTEND MEC MEETING IN ST. LOUIS (TWA-ALPA); ATTEND NBC MTGS IN NYC.	1,529.63	
02/06/01	TUMBLIN, STEPHEN M. - TRAVEL OUT OF TOWN EXP RPT FOR 1/17-19/01 - SLC/NEW YORK CITY - TWA MEETINGS (PERSONAL AUTO MILEAGE, PARKING FEE, TAXI FARE & HOTEL BILL)	538.14	
02/06/01	TUMBLIN, STEPHEN M. - TRAVEL OUT OF TOWN EXP RPT FOR 12/18-20/00 - SLC/WASHINGTON, D.C./SLC - TWA MEETING (PARKING FEE, TAXI FARE & TIPS)	123.00	
02/06/01	TUMBLIN, STEPHEN M. - TRAVEL OUT OF TOWN EXP RPT FOR 1/22-27/01 - SLC/NEW YORK/WASHINGTON, D.C. - TWA MEETINGS & HEARING (PERSONAL AUTO MILEAGE, PARKING FEE, TAXI FARE, TRAIN FARE & HOTEL BILL)	513.07	
	TOTAL TRAVEL OUT OF TOWN		2,748.33
02/06/01	TUMBLIN, STEPHEN M. - BUSINESS MEALS EXP RPT FOR 1/17-19/01 - SLC/NEW YORK CITY - TWA MEETINGS	64.12	
02/06/01	TUMBLIN, STEPHEN M. - BUSINESS MEALS EXP RPT FOR 1/22-27/01 - SLC/NEW YORK/WASHINGTON, D.C. - TWA MEETINGS & HEARING	106.75	
02/13/01	SODEXHO MARRIOTT SERVICES - BUSINESS MEALS CONFERENCE DINING 1/19/01 T. WALSH	279.61	

DATE		VALUE	
	TOTAL BUSINESS MEALS		450.48
01/19/01	LOCAL TRANSPORTATION ZERO BALANCE TRANSFER 01/19/01 - L028157: TUMBLIN; W 56TH ST MH 124 HV TO AS DIR JFK	71.85	
01/24/01	LOCAL TRANSPORTATION ZERO BALANCE TRANSFER 01/24/01 - A244689: WALSH; W 56TH ST MH 2PM HV TO 405 LEX	30.58	
	TOTAL LOCAL TRANSPORTATION		102.43
02/02/01	AIR EXPRESS ZERO BALANCE TRANSFER TRACKING #461065493329 FROM: COLEMAN, WILLIAM TO: DAVID HOFFMAN - ST. ANN, MO	31.60	
02/07/01	FEDERAL EXPRESS CORPORATION - AIR EXPRESS FEDEX, SMT TO CLAY WARNER OF AIR LINE PILOTS ASSOCIATION ON 1/18/01	3.74	
02/07/01	FEDERAL EXPRESS CORPORATION - AIR EXPRESS FEDEX, SMT TO KATHLEEN A. SOLED OF TRANS WORLD AIRLINES ON 1/30/01	9.67	
02/07/01	FEDERAL EXPRESS CORPORATION - AIR EXPRESS FEDEX, SMT TO DAVID HOLTZMAN OF TWA AIR LINE PILOTS ASSOC. ON 1/30/01	13.42	
02/07/01	AIR EXPRESS ZERO BALANCE TRANSFER TRACKING #461065495435 FROM: WALSH, T. W. TO: MARK S. KENNEY - PHILDAELPHIA, PA	7.58	
	TOTAL AIR EXPRESS		66.01
02/23/01	TUMBLIN, STEPHEN M. - TELEPHONE EXP RPT FOR 1/5/01 - 2/16/01 - LONG DISTANCE PHONE CHARGES	38.52	
	TOTAL TELEPHONE		38.52
	CURRENT EXPENSES		4,713.39
	TOTAL AMOUNT OF THIS INVOICE		67,681.89

TERMS: Due Upon Receipt

LeBoeuf, Lamb, Greene & MacRae

L.L.P.

A Limited Liability Partnership Including Professional Corporations

1000 Kearns Building
136 South Main Street
Salt Lake City, UT 84101
(801)320-6700

Employer Identification No. 13-5608594

ROBERT STOW
TWA AIRLINE PILOTS ASSOCATION
500 NORTHWEST PLAZA, SUITE 200
ST. ANN, MO 63074

INVOICE NUMBER 266954
INVOICE DATE 04/26/01
CLIENT NUMBER 76080
MATTER NUMBER 00817

RE: STOCK TRUST ADVICE

FOR PROFESSIONAL SERVICES RENDERED THROUGH 03/31/01:

DATE	ATTY/ PARA		HOURS
02/15/01	W-C	CONVERSATION WITH M. HAVELKA, REVIEW TWA DOCKET, PRINT AND FAX MOTIONS TO MIKE DAY	0.70
02/20/01	W-C	TELEPHONE CALL FROM MARIE IN S. TUMBLIN'S OFFICE RE CERTAIN ITEMS ON TWA DOCKET, REVIEW DOCKET RE CHASE OBJECTION TO DIP MOTION, FAX SAME TO S. TUMBLIN	0.50
02/27/01	W-C	REVIEW DOCKETS RE (I) COLLECTIVE BARGAINING ORDER AND (II) VACATION PAY ORDER, MEMO TO T. WALSH RE LATTER; TELEPHONE CALL TO J. BAKER RE SAME	1.00
02/27/01	W-C	TELEPHONE CONVERSATION WITH J. BAKER RE COLLECTIVE BARGAINING ORDER	0.10
02/28/01	RRM	REVIEW DRAFT OBJECTION TO SALE AND RELATED E-MAIL AND MEETING WITH STEVE TUMBLIN REGARDING SAME	0.50
03/01/01	TWW	REVIEW PLEADINGS FILED IN THE CASE.	1.00
03/01/01	S-T	REVIEW ASPEN AND E-MAIL; REVIEW OBJECTIONS TO AMERICAN SALE; REVIEW REVISED AMERICAN PURCHASE AGREEMENT; REVIEW COMMITTEE PACKAGE FOR COMMITTEE CALENDAR; CONFERENCE RALPH MABEY REGARDING SAME; PREPARING RESPONSE TO AD HOC COMMITTEE OBJECTION TO PAYMENT OF EMPLOYEE CLAIMS; TELEPHONE CONFERENCE DAVID HOLTZMAN REGARDING SAME; CONFERENCE STEVE MCCARDELL REGARDING SAME;	7.75

DATE	ATTY/ PARA		HOURS
		CONFERENCE IRENA GOLDSTEIN REGARDING SAME; TELEPHONE CONFERENCES TIM WALSH REGARDING LIST OF ASSIGNMENT FOR MARCH 9 HEARING	
03/01/01	S-T	TRAVEL TO ST. LOUIS (NO CHARGE)	3.00
03/01/01	R-S	GOING THROUGH PLEADING AND PRINTING CASES OFF LEXIS FOR I. GOLDSTEIN.	1.50
03/01/01	SJM	CONFERENCE WITH S. TUMBLIN REGARDING SALE AND REVIEW OBJECTION TO SALE FILED BY BONDHOLDERS; RESEARCH ISSUES AND PREPARE INITIAL ANALYSIS; REVIEW INFORMATION FROM I. GOLDSTEIN	3.70
03/01/01	RRM	TELEPHONE CONFERENCES WITH IRENA GOLDSTEIN AND STEVE TUMBLIN ON BRIEFING ISSUES REGARDING AMERICAN SALE	0.25
03/01/01	IMG	CONFERENCE WITH RALPH MABEY AND STEVE TUMBLIN REGARDING RESPONSE TO BONDHOLDERS' OBJECTION; REVIEW PAPERS; BRIEF RESEARCH; EXCHANGE EMAILS WITH SALT LAKE CITY OFFICE REGARDING THE SAME; CONFERENCE WITH TIM WALSH	1.50
03/01/01	W-C	PRINT AND REVIEW COURT DOCKET RE ALL OBJECTIONS TO APPLICATION TO SELL ASSETS TO AMERICAN AND ALL OBJECTIONS TO KARABU MOTION; ARRANGE FOR ACCESSING AND PRINTING SAME	2.00
03/01/01	W-C	REVIEW DOCKET, PRINT ADDITIONAL OBJECTIONS, TELEPHONE CALL TO COURTEXPRESS.COM FOR ADDITIONAL OBJECTIONS; VOICEMAIL TO T. WALSH	1.70
03/02/01	TWW	REVIEW KARABU REJECTION MOTION AND RESPONSE; DRAFT SUMMARIES REGARDING PLEADINGS; REVIEW SALE MOTION AND OBJECTION; DRAFT SUMMARIES OF PLEADINGS.	5.25
03/02/01	S-T	CONFERENCE RICHARD SELTZER AND MICHAEL DAY REGARDING COMMITTEE; ATTENDING MEC MEETING; PARTICIPATING IN COMMITTEE CONFERENCE CALL; REVIEW NEGOTIATING DRAFT ON CBA AND INTEGRATION; TRAVEL TO SALT LAKE CITY OVER THREE HOURS	13.25
03/02/01	S-T	TRAVEL TO SALT LAKE CITY (NO CHARGE)	3.00
03/02/01	SJM	CONFERENCES VIA EMAIL WITH I. GOLDSTEIN REGARDING OBJECTION	0.20
03/02/01	ABP	MEET WITH T. WALSH; SUMMARIZE OBJECTIONS FOR TWA SALE MOTION.	5.00
03/02/01	RRM	TELEPHONE CONFERENCES WITH STEVE TUMBLIN AND RALPH ATKIN REGARDING JET ACQUISITION; TELEPHONE CONFERENCE WITH IRENA GOLDSTEIN REGARDING BRIEFING	0.50
03/02/01	IMG	RESEARCH RESPONSE TO BONDHOLDERS' OBJECTION TO TWA SALE TO AMERICAN.	5.00
03/03/01	S-T	TRAVEL TO NEW YORK CITY (NO CHARGE)	3.00
03/03/01	ABP	CONTRACT REVIEW AND SUMMARIES.	5.00
03/03/01	IMG	RESEARCH RESPONSE TO BONDHOLDERS' OBJECTION TO TWA SALE TO AMERICAN.	3.00
03/04/01	TWW	REVISE AND EDIT SUMMARIES REGARDING SALE MOTIONS	7.50

DATE	ATTY/ PARA		HOURS
		AND OBJECTIONS (26; REVIEW KARABU MOTION AND OBJECTIONS; CONFERENCE A. PERRI REGARDING BINDER PREPARATION; REVIEW SAME; CONFERENCE S. TUMBLIN REGARDING COMMITTEE ISSUES.	
03/04/01	S-T	REVIEW FREMAN PROPOSAL; REVIEW CREDITORS COMMITTEE OBJECTION TO SALE; MEETING WITH MICHAEL DAY, TIM WALSH REGARDING OBJECTION AND STATUS; TELEPHONE CONFERENCES IRENA GOLDSTEIN REGARDING RESPONSE TO AD HOC COMMITTEE;; CREDITORS COMMITTEE MEETING WITH FREMAN GROUP; MEETING WITH COMMITTEE COUNSEL REGARDING DRAFTING OBJECTION; MEETING WITH COMMITTEE COUNSEL REGARDING ICAHN AND LABOR ISSUES; TRAVEL TO NEW YORK OVER THREE HOURS	12.75
03/04/01	ABP	REVIEW AND SUMMARIZE CONTRACTS; PREPARE FOR DISTRIBUTION.	13.75
03/04/01	IMG	RESEARCH, DRAFT AND REVISE RESPONSE TO BONDHOLDERS' OBJECTION TO SALE TO AMERICAN.	6.00
03/05/01	TWW	REVIEW PLEADINGS (INCLUDING BIDS) FILED IN THE CASE; ATTEND TO AUCTION ISSUES; CONFERENCE WITH S. TUMBLIN REGARDING SAME; REVISE AND EDIT HEARING BINDERS.	4.75
03/05/01	S-T	MEETING WITH MICHAEL DAY REGARDING AUCTION; ATTENDING AUCTION; REVIEW DRAFT RESPONSE; MEETING WITH CREDITORS COMMIT6TEE REGARDING AUCTION AND BIDDERS; MEETINGS WITH TWA AND COMMITTEE REGARDING PROCESS GOING FORWARD; TELEPHONE CONFERENCES K. OLEARY REGARDING ICAHN; TELEPHONE CONFERENCE DAVID HOLTZMAN REGARDING CBA AMENDMENTS; CONFERENCE COMMITTEE COUNSEL, H. TEPNER, ROTHCHILD, PALUMBO REGARDING CREDITOR RECOVERIES AND RETAINED LIABILITIES; BRIEFING TO MEC REGARDING AUCTION; TELEPHONE CONFERENCE RALPH MABEY REGARDING OBJECTION; CONFERENCE CALL REGARDING PROPOSAL TO TWA ON CBA	10.50
03/05/01	SJM	REVIEW AND COMMENT ON DRAFTS OF REPLY TO BONDHOLDERS' OBJECTION TO SALE	2.50
03/05/01	ABP	CONTINUE PREPARATION FOR DISTRIBUTION; DISTRIBUTE BINDER; RESEARCH CASE LAW ON 3RD PARTY PAYMENT OF DEBTOR'S OBLIGATIONS.	6.00
03/05/01	RRM	TELEPHONE CONFERENCES WITH STEVE TUMBLIN AND IRENA GOLDSTEIN REGARDING PLEADING AND AUCTION	0.50
03/05/01	RRM	READ PLEADING AND EDIT	1.25
03/05/01	IMG	WORK ON RESPONSE TO BONDHOLDERS' OBJECTION TO SALE TO AMERICAN.	8.60
03/06/01	TWW	CONFERENCE S. TUMBLIN REGARDING SALE ISSUES; REVISE SUMMARIES - OBJECTION FOR HEARING.	0.75
03/06/01	S-T	TELEPHONE CONFERENCES DAVID HOLTZMAN REGARDING STATUS; DRAFTING RESPONSE TO AD HOC OBJECTION;	8.25

DATE	ATTY/ PARA		HOURS
		REVIEW PLEADINGS; TELEPHONE CONFERENCES TOM BIRON REGARDING RESPONSE AND OBJECTIONS; TELEPHONE CONFERENCES RALPH MABEY REGARDING RESPONSE AND DEPOSITIONS; REVIEW ICAHN MATERIAL FOR DEPOSITIONS ON THURSDAY	
03/06/01	RRM	TELEPHONE CONFERENCES WITH STEVE TUMBLIN; TELEPHONE CONFERENCE WITH ALEX DEMITRIUS REGARDING HEARING AND DEPOSITIONS; REVIEW OBJECTION	0.50
03/06/01	IMG	WORK ON BRIEF IN OPPOSITION TO BONDHOLDERS' OBJECTION TO SALE.	6.50
03/07/01	TWW	ATTEND TO VARIOUS SALE HEARING ISSUES AND DEPOSITION ISSUES; CONFERENCES WITH S. TUMBLIN AND R. MABEY REGARDING SAME; REVIEW TWA ACQUISITION GROUP PROPOSAL IN PREPARATION FOR DEPOSITIONS; REVIEW.	3.25
03/07/01	S-T	MEETING WITH MICHAEL DAY, TIM WALSH REGARDING CREDITORS COMMITTEE, ICAHN STRATEGY; REVIEW E-MAIL AND ASPEN; TELEPHONE CONFERENCE DAVID HOLTZMAN REGARDING COORDINATION WITH MERGER COMMITTEE AND NEGOTIATING COMMITTEE; ATTEND CREDITORS COMMITTEE MEETING; MEETING WITH COMMITTEE COUNSEL AND FINANCIAL ADVISOR REGARDING PROPOSAL TO AMERICAN	13.50
03/07/01	RRM	TELEPHONE CONFERENCES WITH MARK SEWARD, STEVE TUMBLIN, TIM WALSH AND JULIUS MALDUTIS REGARDING PREPARATION FOR HEARING	0.75
03/07/01	RRM	TRAVEL FROM WASHINGTON DC TO NEW YORK CITY (NO CHARGE)	3.00
03/07/01	IMG	REVIEW DOCUMENTS AND PREPARE ARGUMENT FOR RALPH.	2.00
03/08/01	TWW	ATTEND DEPOSITIONS OF TRIETEL, FREEMAN AND ICAHN	8.00
03/08/01	TWW	CONFERENCE WITH RRM REGARDING SALE HEARING, ALPA OBJECTION AND ALPA EVIDENTIARY ISSUES.	2.00
03/08/01	TWW	ATTEND NUMEROUS COMMITTEE MEETINGS REGARDING ICAHN OFFER AND AMERICAN OFFER.	5.50
03/08/01	R-S	CONFERENCES WITH I.GOLDSTEIN AND R.MALSEY AND RESEARCH ON WHETHER "BEST INTERESTS" TEST UNDER SECTION 363(B) INCLUDES INTERESTS OF EMPLOYEES; REVIEW CASES RE: SAME.	3.75
03/08/01	S-T	MEETING WITH MICHAEL DAY REGARDING COMMITTEE ISSUES; PREPARING FOR SALE HEARING; PREPARING TESTIMONY FOR SCOTT SCHWARTZ; TELEPHONE CONFERENCE RALPH MABEY REGARDING HEARING; ATTENDING MEC MEETING; ATTENDING COMMITTEE MEETINGS; MEETINGS WITH TWA REGARDING OBJECTIONS	15.75
03/08/01	RRM	ATTEND ICAHN, TREITER & FREEMAN DEPOSITIONS AND DRAFT TESTIMONY FOR CAPTAIN PASTORE; TELEPHONE CONFERENCES WITH JULIUS MALDUTIS, DON DETWEILER AND STEVE TUMBLIN REGARDING TESTIMONY	7.50
03/08/01	RRM	REVIEW SUMMARIES OF OBJECTIONS TO SALE AND KARABU	0.75

DATE	ATTY/ PARA		HOURS
03/08/01	RRM	PARTICIPATE IN COMMITTEE CALL	0.50
03/08/01	RRM	TRAVEL TO DELAWARE FOR HEARING (NO CHARGE)	2.00
03/08/01	RRM	MEETING WITH SCOTT SCHWARTZ, ET AL., REGARDING INTEGRATION	0.75
03/08/01	RRM	MEETING WITH SCOTT SCHWARTZ REGARDING TESTIMONY; MEETING WITH STEVE TUMBLIN AND TELEPHONE CONFERENCE WITH ALEX DEMITRI REGARDING SAME	2.50
03/08/01	RRM	READ CASES REGARDING SECTION 363	0.50
03/08/01	IMG	CONFERENCE WITH STEVE TUMBLIN AND RALPH MABEY REGARDING CONSIDERATION OF EMPLOYEE ISSUES IN 363 SALES; CONFERENCE WITH ROSEMARY SCARIATI REGARDING THE SAME	0.50
03/09/01	DB	ORGANIZED, UPDATED AND FILED DOCUMENTS PERTAIniNG TO CASE DOCKET AND CORRESPONDENCE.	2.00
03/09/01	TWW	ATTEND MULTIPLE COMMITTEE MEETINGS PRIOR TO SALE HEARING.	3.00
03/09/01	TWW	ATTEND SALE HEARING.	9.00
03/09/01	S-T	MEETING MICHAEL DAY, TIM WALSH; ATTENDING COMMITTEE MEETINGS; ATTENDING HEARING; MEETINGS RICHARD SELTZER, MICHAEL DAY, TIM WALSH, MICHAEL GLANZER	14.75
03/09/01	RRM	PREPARE FOR HEARING	1.20
03/09/01	RRM	ATTEND HEARING AND FURTHER PREPARATION OF WITNESS AND PRESENT WITNESS	6.60
03/09/01	RRM	TRAVEL FROM DELAWARE TO SALT LAKE CITY (CHARGED FOR TRAVEL IN EXCESS OF THREE HOURS)	7.50
03/10/01	TWW	ATTEND SALE HEARING AND COMMITTEE MEETINGS.	6.00
03/10/01	TWW	RETURN TRAVEL TO NEW YORK (NO CHARGE)	2.00
03/10/01	S-T	MEETING WITH MICHAEL DAY, SCOTT SCHWARTZ REGARDING HEARING; ATTENDING HEARING; ATTENDING COMMITTEE MEETINGS; TELEPHONE CONFERENCES LOCAL COUNSEL REGARDING HEARING; TELEPHONE CONFERENCES TIM WALSH REGARDING HEARING;; MEETING TOM BIRON REGARDING COMMITTEE ISSUES; TRAVEL OVER THREE HOURS	13.50
03/10/01	S-T	TRAVEL TO SALT LAKE CITY (NO CHARGE)	3.00
03/11/01	TWW	REVISE AND EDIT SALE ORDER; TELEPHONE CONFERENCES WITH DEBTORS' COUNSEL REGARDING SALE ORDER; ATTEND CREDITORS' COMMITTEE CONFERENCE CALL; TELEPHONE CONFERENCES WITH D. HOLTZMAN AND S. TUMBLIN REGARDING SAME.	5.25
03/11/01	S-T	REVIEW E-MAIL AND ASPEN; CREDITORS COMMITTEE CALL; TELEPHONE CONFERENCE TIM WALSH, DON DETWEILER REGARDING ORDER; TELEPHONE CONFERENCE MICHAEL GLANZER REGARDING STATUS; TELEPHONE CONFERENCE TOM BIRON REGARDING COMMITTEE ISSUES	3.25
03/12/01	TWW	MULTIPLE CONFERENCES WTIH DEBTORS REGARDING REVISIONS TO SALE ORDER; CONFERENCE M. DAY AND J. GOLDSTEIN AND D. DETWEILER REGARDING APPEAL	5.50

DATE	ATTY/ PARA		HOURS
		ISSUES.	
03/12/01	TWW	RETURN TRAVEL TO NEW YORK (NO CHARGE)	2.00
03/12/01	S-T	TELEPHONE CONFERENCES TIM WALSH REGARDING HEARING, ORDER; REVIEW MATERIAL FROM COMMITTEE; FILING; ALPA CONFERENCE CALL; CONFERENCE RALPH MABEY REGARDING STATUS; REVIEW E-MAIL AND ASPEN	6.25
03/12/01	RRM	TELEPHONE CONFERENCE WITH TIM WALSH REGARDING UPDATE; MEETING WITH STEVE TUMBLIN REGARDING SAME; REVIEW E-MAIL REGARDING SALE ORDER	0.50
03/12/01	W-C	ORGANIZE CASE FILES	0.40
03/13/01	TWW	REVIEW PLEADINGS FILED IN THE CASE.	1.00
03/13/01	S-T	REVIEW MATERIAL FOR COMMITTEE CALL; TELEPHONE CONFERENCE MICHAEL DAY, TIM WALSH REGARDING COMMITTEE CALL; CREDITORS COMMITTEE CALL; TELEPHONE CONFERENCE DAVID HOLTZMAN REGARDING WORLDSPAN	3.50
03/13/01	S-T	TRAVEL TO HERNDON, VIRGINIA (NO CHARGE)	3.00
03/14/01	TWW	REVIEW KARABU/365 DECISION; REVIEW PLEADINGS FILED IN THE CASE; TELEPHONE CONFERENCES WITH D. DETWEILER REGARDING COMMITTEE ISSUES.	1.25
03/14/01	S-T	ALL HANDS MEETING REGARDING MERGER AND INTEGRATION IN HERNDON; REVIEW PLEADING FILED; PREPARATION FOR COMMITTEE CALL; REVIEW BYLAWS ON SUPER MAJORITY; TRAVEL IN EXCESS OF THREE HOURS; REVIEW EXTENSIVE E-MAIL AND ASPEN	19.25
03/14/01	DB	EXTENSIVE SEARCH FOR SPECIFIC DOCUMENTS. ALSO UPDATED, ORGANIZED AND FILED DOCUMENTS PERTAINING TO CASE DOCKET AND CORRESPONDENCE.	3.20
03/15/01	S-T	REVIEW ASPEN AND E-MAIL; COMMITTEE MEETING; REVIEW PLEADING; TELEPHONE CONFERENCES DAVID HOLTZMAN REGARDING 1113; TELEPHONE CONFERENCES TIM WALSH REGARDING APPEAL; TELEPHONE CONFERENCE J. EDMOND REGARDING SAME; TELEPHONE CONFERENCE RALPH MABEY REGARDING STATUS; TELEPHONE CONFERENCE G. FLOR REGARDING 1113 ISSUES	4.50
03/15/01	RRM	ATTEND CREDITORS COMMITTEE MEETING REGARDING PRATT AND WHITNEY RESIGNATION; SALE APPEAL; MEETING AND TELEPHONE CONFERENCE WITH TIMOTHY WALSH AND STEVE TUMBLIN REGARDING SAME AND REGARDING 1113 MOTION; TELEPHONE CONFERENCE WITH ALAN MILLER REGARDING 1113 MOTION AND COMMITTEE APPEAL	1.75
03/15/01	TWW	ATTEND COMMITTEE CALL RE APPEAL ISSUES; TELEPHONE CONFERENCES WITH S. TUMBLIN RE SAME.	1.50
03/16/01	RRM	TELEPHONE CONFERENCE WITH TIMOTHY WALSH AND REVIEW MATERIALS REGARDING EEOC HIGH RIVER APPEALS, MOTIONS TO STAY, AND ETC.	0.60
03/16/01	TWW	ATTEND CONFERENCE CALL WITH S. TUMBLIN; R. SELZER AND R. MABEY RE: 1113 ISSUES AND INTEGRATION	1.00

DATE	ATTY/ PARA		HOURS
		ISSUES.	
03/16/01	TWW	REVIEW PLEADINGS FILED IN THE CASE AND FOLLOW-UP ON 1113 ISSUES.	1.20
03/16/01	S-T	REVIEW ASPEN AND E-MAIL; REVIEW 1113 PLEADINGS; TELEPHONE CONFERENCE RICHARD SELTZER, TIM WALSH, JONATHAN GOLDSTEIN; TELEPHONE CONFERENCES DAVID HOLTZMAN REGARDING CBA NEGOTIATIONS; RESEARCHING 1113 ISSUES; TELEPHONE CONFERENCE COMMITTEE COUNSEL REGARDING APPEAL	5.50
03/16/01	W-C	EMAIL FROM J. BAKER, CONVERSATION WITH T. WALSH AND REVIEW FILE RE PLEADINGS AND ORDERS, FAX PLEADINGS TO S. TUMBLIN AND D. HOLTZMAN	0.50
03/19/01	RRM	CREDITORS COMMITTEE CONFERENCE CALL	1.40
03/19/01	TWW	ATTEND COMMITTEE CONFERENCE CALL.	1.00
03/19/01	S-T	CONFERENCE RALPH MABEY REGARDING COMMITTEE ISSUES; CREDITORS' COMMITTEE CALL; REVIEW ASPEN AND E-MAIL; TELEPHONE CONFERENCE RICHARD SELTZER REGARDING OUTSTANDING ISSUES; TELEPHONE CONFERENCE TIM WALSH REGARDING SAME; REVIEW PLEADINGS; TELEPHONE CONFERENCE JONATHAN GOLDSTEIN REGARDING CALL AND VOTE; PREPARATION FOR MEC MEETING	5.25
03/20/01	RRM	TELEPHONE CONFERENCE WITH STEVE TUMBLIN REGARDING TODAY'S COMMITTEE MEETING AND THE 4 TO 1 VOTE	0.25
03/20/01	RRM	REVIEW E-MAILS REGARDING PLEADINGS	0.25
03/20/01	S-T	CREDITORS' COMMITTEE CALL; TELEPHONE CONFERENCE ROLAND REGARDING 1113 ARGUMENTS; REVIEW E-MAIL AND ASPEN; FILING; PREPARATION FOR MEC MEETING; TELEPHONE CONFERENCE DAVID HOLTZMAN REGARDING SAME; TELEPHONE CONFERENCE LOCAL COUNSEL REGARDING APPEAL DOCUMENTS	6.50
03/21/01	S-T	MEETING WITH PROFESSIONALS REGARDING 1113 AND STRATEGY; ATTENDING MEC MEETING; MEETING WITH SCOTT SCHWARTZ REGARDING SAME; REVIEW E-MAIL AND PLEADINGS; TRAVEL OVER 3 HOURS; REVIEW JUDGE WALSH'S OPINIONS	11.50
03/21/01	S-T	TRAVEL (NO CHARGE)	3.00
03/22/01	DB	ORGANIZED, UPDATED AND FILED DOCUMENTS PERTAINING TO CASE DOCKET AND CORRESPONDENCE.	3.00
03/22/01	LAJ	CONFERENCE WITH JOE COVEY REGARDING BANKRUPTCY ISSUES, BOARD POSITION	0.20
03/22/01	JMC	RESEARCH REGARDING TREATMENT OF ALPA'S BOARD POSITION DURING LIQUIDATION; RESEARCH STOCK PLEDGE, DEFERRAL AND OTHER AGREEMENTS TO DETERMINE WHETHER INTEREST ACCRUES ON UNPAID MONTHLY CONTRIBUTIONS; TELEPHONE CONFERENCE WITH S. TUMBLIN REGARDING RESEARCH; OFFICE CONFERENCE WITH L. JENKINS REGARDING BANKRUPTCY ISSUES	3.30
03/22/01	S-T	MEC MEETING; REVIEW DRAFT OBJECTION TO 1113	6.25

DATE	ATTY/ PARA		HOURS
		MOTION; TRAVEL OVER THREE HOURS; RESEARCHING INTEREST ON DAP SECURED BY WORLDSPAN, RETENTION OF BOARD SEAT IN LIQUIDATION	
03/22/01	S-T	TRAVEL (NO CHARGE)	3.00
03/23/01	DB	ORGANIZED, UPDATED AND FILED DOCUMENTS PERTAINING TO CASE DOCUMENTS AND CORRESPONDENCE.	1.00
03/23/01	JMC	OFFICE CONFERENCE WITH S. TUMBLIN REGARDING SECURITY INTEREST ON MONTHLY PAYMENTS AND ALPA'S POSITION ON BOARD DURING LIQUIDATION	0.30
03/23/01	S-T	REVIEW PLEADINGS; REVIEW MATERIAL FROM CREDITORS' COMMITTEE; CONFERENCE JOE COVEY REGARDING INTEREST DAP SECURED BY WORLDSPAN, RETENTION OF BOARD SEAT IN LIQUIDATION; RESEARCHING WORLDSPAN AND BOARD SEAT ISSUES	5.75
03/23/01	W-C	TELEPHONE CONVERSATION WITH J. BAKER RE GRIEVANCE PROCEDURE PAPERS	0.10
03/26/01	DB	CREATED NEW FILES FOR ADVERSARY CASE, ALASKA AIRLINES AND GALILEO INTERNATIONAL TRAVEL WAYS AND UNITED AIRLINES.	3.00
03/26/01	S-T	REVIEW E-MAIL AND ASPEN; REVIEW PLEADING FILED; REVIEW MATERIAL FROM CREDITORS' COUNSEL REGARDING CONFERENCE CALL TOMORROW	2.50
03/26/01	RRM	MEETING WITH STEVE TUMBLIN REGARDING 1113 AND NEGOTIATIONS	0.25
03/26/01	RRM	REVIEW E-MAILS AND ARTICLE REGARDING APA AND REGARDING 1113 & 1114 PLEADINGS	0.25
03/27/01	S-T	TELEPHONE CONFERENCE JONATHAN GOLDSTEIN REGARDING AGENDA; REVIEW 1114 MOTION; CREDITORS' COMMITTEE MEETING	3.00
03/28/01	DB	EXTENSIVE SEARCH AND DOCKETING OF COURT PLEADINGS AND CORRESPONDENCE AS PER T.W.W	3.00
03/28/01	TWW	REVIEW PLEADINGS FILED IN THE CASE (2.80); T/C WITH S. TUMBLIN RE: SAME (.20).	3.00
03/28/01	S-T	REVIEW E-MAIL AND ASPEN; REVIEW PLEADING; PREPARING FOR MEETINGS WITH APA; REVIEW 1113 MOTION AND EXHIBITS; REVIEW DRAFT 1113 OBJECTIONS; TELEPHONE CONFERENCES TIM WALSH REGARDING 1113 STATEMENT; ATTENDING MEETINGS WITH MERGER COMMITTEE AND DEVELOPING PROPOSAL TO APA	17.50
03/28/01	S-T	TRAVEL TO DALLAS (NO CHARGE)	3.00
03/28/01	RRM	READ AND COMMENT ON SECTION 1113 PLEADINGS	0.90
03/28/01	W-C	EMAIL FROM W. WALSH RE "GRIEVANCE PROCEDURES" ORDER, EMAIL TO J. BAKER RE SAME	0.20
03/29/01	TWW	TELEPHONE CONFERENCES WITH DEBTOR'S COUNSEL AND COUNSEL FOR RETIREE COMMITTEE RE: 1114 MOTION; REVIEW MOTION AND DRAFT STATEMENT IN RESPONSE TO SAME.	1.50
03/29/01	S-T	MEETINGS WITH MERGER COMMITTEE AND APA; REVIEW	8.75

DATE	ATTY/ PARA		HOURS
		E-MAIL AND ASPEN; TRAVEL OVER 3 HOURS	
03/29/01	S-T	TRAVEL (NO CHARGE)	3.00
03/30/01	S-T	REVIEW ASPEN AND E-MAIL; REVIEW PLEADINGS; CONFERENCE DAVID HOLTZMAN REGARDING STATUS OF CBA AND MEC DISCUSSIONS; PREPARATION FOR MEC MEETING	3.25
03/31/01	S-T	CONFERENCE CALL WITH ADVISORS; REVIEW PLEADINGS; REVIEW E-MAIL AND ASPEN	1.50
		TOTAL HOURS	477.10

TIMEKEEPER TIME SUMMARY:

TIMEKEEPER	HOURS		RATE	VALUE
LA JENKINS	0.20	AT	390	78.00
RR MABEY	35.20	AT	590	20,768.00
RR MABEY	8.00	AT	295	2,360.00
SJ McCARDELL	6.40	AT	475	3,040.00
S TUMBLIN	224.00	AT	365	81,760.00
S TUMBLIN	27.00	AT	182.50	4,927.50
IM GOLDSTEIN	33.10	AT	400	13,240.00
JM COVEY	3.60	AT	325	1,170.00
AB PERRI	29.75	AT	285	8,478.75
R SCARIATI	3.75	AT	390	1,462.50
TW WALSH	78.20	AT	390	30,498.00
TW WALSH	4.00	AT	195	780.00
D BANKS	15.20	AT	115	1,748.00
W COLEMAN	7.20	AT	160	1,152.00
R SPROWAL	1.50	AT	195	292.50

CURRENT FEES 171,755.25

FOR CHARGES AND DISBURSEMENTS:

DATE		VALUE	
03/31/01	REPRODUCTION		1,850.00
03/31/01	TELEPHONE		130.93
03/31/01	FACSIMILE		300.00
03/21/01	MABEY, RALPH R. - TRAVEL OUT OF TOWN EXP RPT FOR 2/21/01 - SLC/PHILADELPHIA/WILMINGTON/PHILADELPHIA/SLC - ATTEND HEARING & CLIENT MEETINGS (PERSONAL AUTO	2,188.25	

DATE		VALUE	
	MILEAGE, PARKING FEE & AIR FARE)		
03/21/01	MABEY, RALPH R. - TRAVEL OUT OF TOWN EXP RPT FOR 3/7-9/01 - WASHINGTON DC/NEW YORK/WILMINGTON/PHILADELPHIA/SLC - ATTEND DEPOSITIONS IN NEW YORK/ATTEND HEARING IN WILMINGTON, DE (PERSONAL AUTO MILEAGE, TAXI FARE, AIR FARE, HOTEL BILL & LONG DISTANCE PHONE CALL)	1,873.26	
03/22/01	WALSH, TIMOTHY W. - TRAVEL OUT OF TOWN EXP.RPT. ATTEND HEARINGS FOR TWA	437.76	
03/29/01	TUMBLIN, STEPHEN M. - TRAVEL OUT OF TOWN EXP RPT FOR 3/1-2/01 - SLC/ST. LOUIS/SLC - TWA MEETINGS (PERSONAL AUTO MILEAGE & PARKING FEE)	26.00	
03/29/01	TUMBLIN, STEPHEN M. - TRAVEL OUT OF TOWN EXP RPT FOR 3/21-22/01 - SLC/ST. LOUIS/SLC - TWA MEETING (PERSONAL AUTO MILEAGE, PARKING FEE, TAXI FARE & AIR FARE)	329.50	
03/29/01	TUMBLIN, STEPHEN M. - TRAVEL OUT OF TOWN EXP RPT FOR 3/13-14/01 - SLC/WASHINGTON DC/SLC - TWA MEETING (PERSONAL AUTO MILEAGE, PARKING FEE, TAXI FARE, TIPS & TRAVEL AGENCY SERVICE FEE FOR AIR LINE TICKET)	59.00	
03/29/01	TUMBLIN, STEPHEN M. - TRAVEL OUT OF TOWN EXP RPT FOR 3/28-29/01 - SLC/DALLAS/SLC - TWA MEETING (AIR FARE)	1,363.50	
03/29/01	TUMBLIN, STEPHEN M. - TRAVEL OUT OF TOWN EXP RPT FOR 3/13-14/01 - SLC/WASHINGTON DC/SLC - TWA MEETING (AIR FARE)	2,485.25	
03/30/01	TUMBLIN, STEPHEN M. - TRAVEL OUT OF TOWN EXP.RPT. TWA MEETINGS AND COURT HEARINGS: MICHAEL DAY(TWA), RICHARD SELTZER, DAVID HOLTZMAN, MICHAEL GLANZER(ALL TWA), TIM WALSH(LLGM) RE:TWA BANKRUPTCY	2,047.66	
	TOTAL TRAVEL OUT OF TOWN		10,810.18
03/20/01	LASON, INC. - REPRODUCTION-OUTSIDE COPYING CHARGES	838.08	

DATE		VALUE	
	TOTAL REPRODUCTION-OUTSIDE		838.08
03/21/01	MABEY, RALPH R. - BUSINESS MEALS EXP RPT FOR 3/7-9/01 - WASHINGTON DC/NEW YORK/WILMINGTON/PHILADELPHIA/SLC - ATTEND DEPOSITIONS IN NEW YORK/ATTEND HEARING IN WILMINGTON, DE (BUSINESS MEAL W/SCOTT SCHWARTZ ET AL)	44.50	
03/22/01	WALSH, TIMOTHY W. - BUSINESS MEALS EXP.RPT. ATTEND HEARINGS FOR TWA	154.51	
03/29/01	TUMBLIN, STEPHEN M. - BUSINESS MEALS EXP RPT FOR 3/1-2/01 - SLC/ST. LOUIS/SLC - TWA MEETINGS	25.00	
03/29/01	TUMBLIN, STEPHEN M. - BUSINESS MEALS EXP RPT FOR 3/21-22/01 - SLC/ST. LOUIS/SLC - TWA MEETING	21.00	
03/29/01	TUMBLIN, STEPHEN M. - BUSINESS MEALS EXP RPT FOR 3/13-14/01 - SLC/WASHINGTON DC/SLC - TWA MEETING	5.00	
03/30/01	TUMBLIN, STEPHEN M. - BUSINESS MEALS EXP.RPT. TWA MEETINGS AND COURT HEARINGS: MICHAEL DAY(TWA), RICHARD SELTZER, DAVID HOLTZMAN, MICHAEL GLANZER(ALL TWA), TIM WALSH(LLGM) RE:TWA BANKRUPTCY	256.34	
	TOTAL BUSINESS MEALS		506.35
02/28/01	LOCAL TRANSPORTATION ZERO BALANCE TRANSFER 02/28/01 - L024678: BAMS; W 56TH ST MH 124 PV TO QU	52.47	
03/02/01	LOCAL TRANSPORTATION ZERO BALANCE TRANSFER 03/02/01 - L024854: COLEMAN; W 56TH ST MH 124 PV TO QU	52.47	
	TOTAL LOCAL TRANSPORTATION		104.94
03/05/01	AIR EXPRESS ZERO BALANCE TRANSFER TRACKING #461065507616 FROM: WALSH, T. W. TO: DAVID HOLTZMAN - ST. ANN, MO	30.14	
03/05/01	AIR EXPRESS ZERO BALANCE TRANSFER TRACKING #461065507660 FROM: WALSH, T. W. TO: MICHEAL DAY - ST.PETERSBURG, FL	31.60	
03/07/01	FEDERAL EXPRESS CORPORATION - AIR EXPRESS FEDEX, SMT TO DAVID HOLTZMAN OF TWA AIR LINE PILOTS ASSOC. ON 2/26/01	15.58	

DATE		VALUE	
03/16/01	FEDERAL EXPRESS CORPORATION - AIR EXPRESS REPLACING SEQ # - MODIFICATION TO CHECK 10110577. W. COLEMAN TO R. MABEY LLGM/SLC 2/13	10.76	
03/16/01	FEDERAL EXPRESS CORPORATION - AIR EXPRESS REPLACING SEQ # - MODIFICATION TO CHECK 10110577. W. COLEMAN TO AIR LINE PILOTS ASSOC. ST. ANN, MO 2/13	9.83	
03/16/01	FEDERAL EXPRESS CORPORATION - AIR EXPRESS REPLACING SEQ # - MODIFICATION TO CHECK 10110576. B. CAFERMAN TO K. MAHONEY SLC, UT 1/12	40.84	
03/16/01	FEDERAL EXPRESS CORPORATION - AIR EXPRESS REPLACING SEQ # - MODIFICATION TO CHECK 10110576. M. WALSH TO U.S. DEPT. OF JUSTICE PHILADELPHIA, PA 1/16	10.00	
03/20/01	AIR EXPRESS ZERO BALANCE TRANSFER TRACKING #825656277560 FROM: WALSH, T. W. TO: AYYSON M. FATH - PHILADELPHIA, PA	7.58	
03/30/01	FEDERAL EXPRESS CORPORATION - AIR EXPRESS T. WALSH TO AIR LINE PILOTS ASSOCIATION ST. ANN, MO 2/28	16.31	
03/30/01	FEDERAL EXPRESS CORPORATION - AIR EXPRESS T. WALSH TO S. TUMBLIN LLGM/SLC 2/28	20.97	
03/30/01	FEDERAL EXPRESS CORPORATION - AIR EXPRESS A. PERRI TO AIR LINE PILOTS ASSOCIATION ST. ANN, MO 3/7	15.00	
	TOTAL AIR EXPRESS		208.61
03/30/01	QUALITY TRANSPORTATION - MESSENGER SERVICE 3/1/01 T. WALSH TO GLANZER & CO. 40 WALL ST.	10.10	
03/30/01	QUALITY TRANSPORTATION - MESSENGER SERVICE 3/1/01 T. WALSH TO COHEN, WEISS & SIMON 330 W. 42ND ST.	10.10	
03/30/01	QUALITY TRANSPORTATION - MESSENGER SERVICE 3/5/01 A. PERRI TO COHEN WEISS 330 W. 42ND ST.	19.90	
	TOTAL MESSENGER SERVICE		40.10
03/15/01	AT&T - TELEPHONE LONG DISTANCE PHONE CHARGES	169.75	

DATE		VALUE	
03/29/01	AT&T - TELEPHONE LONG DISTANCE PHONE CHARGES	262.34	
	TOTAL TELEPHONE		432.09
03/01/01	LEGAL RESEARCH - LEXIS 244751 R SPROWAL-03/01/01	299.34	
03/08/01	LEGAL RESEARCH - LEXIS 7X17ZN R SCARIATI-03/08/01	209.67	
03/16/01	LEGAL RESEARCH - LEXIS 32437J A PERRI-03/16/01	154.68	
	TOTAL LEGAL RESEARCH - LEXIS		663.69
03/29/01	BINDING	9.00	
03/31/01	BINDING	18.00	
	TOTAL BINDING		27.00
	CURRENT EXPENSES		15,911.97
	TOTAL AMOUNT OF THIS INVOICE		187,667.22

TERMS: Due Upon Receipt

LeBoeuf, Lamb, Greene & MacRae
L.L.P.
A Limited Liability Partnership Including Professional Corporations
1000 Kearns Building
136 South Main Street
Salt Lake City, UT 84101
(801)320-6700

Employer Identification No. 13-5608594

ROBERT STOW
TWA AIRLINE PILOTS ASSOCATION
500 NORTHWEST PLAZA, SUITE 200
ST. ANN, MO 63074

INVOICE NUMBER 268613
INVOICE DATE 05/10/01
CLIENT NUMBER 76080
MATTER NUMBER 00817

RE: STOCK TRUST ADVICE

FOR PROFESSIONAL SERVICES RENDERED THROUGH 04/30/01:

DATE	ATTY/ PARA		HOURS
04/01/01	S-T	TRAVEL TO ST. LOUIS (NO CHARGE)	3.00
04/01/01	S-T	MEETING WITH ADVISORS REGARDING SETTLEMENT OF CBA; REVIEW REVISED OBJECTION FOR 1113; REVIEW COMMITTEE PLEADINGS ON STAY; MEC MEETING; REVIEW CBA AND LLC CBA; TRAVEL OVER THREE HOURS	12.75
04/02/01	AEM	CONFERENCE WITH A. FAWBUSH; RESEARCH REGARDING ALTERNATIVES TO TERMINATION OF PLAN.	1.00
04/02/01	AJF	TELEPHONE CALL WITH J. MONTENERO REGARDING TRUST AND PLAN SPONSOR; RESEARCH REGARDING SAME; CONFERENCE WITH A. MURRAY REGARDING SAME.	0.70
04/02/01	S-T	MEETING WITH ADVISORS AND MEC; ATTENDING MEC MEETING; TRAVEL OVER THREE HOURS	12.50
04/02/01	S-T	TRAVEL TO SALT LAKE CITY (NO CHARGE)	3.00
04/03/01	RRM	REVIEW TWA MATERIALS REGARDING FRIDAY HEARING	0.25
04/03/01	TWW	REVIEW PLEADINGS FILED IN THE CASE; TELEPHONE CONFERENCES WITH S. TUMBLIN REGARDING SAME.	2.50
04/03/01	S-T	TELEPHONE CONFERENCES RICHARD SELTZER REGARDING STIPULATION AND SETTLEMENT; TELEPHONE CONFERENCES TWA REGARDING WAIVER AND STATUS OF CLOSING; REVIEW MAIL AND PLEADINGS; REVIEW E-MAIL AND ASPEN; REVIEW PACKAGES FROM COMMITTEE AND COMMITTEE STAY PLEADING; TELEPHONE CONFERENCES MICHAEL GLANZER	4.50

DATE	ATTY/ PARA		HOURS
		REGARDING FEE ISSUES; TELEPHONE CONFERENCES DAVID HOLTZMAN REGARDING FEE ISSUES; ASSEMBLING LEBOEUF, LAMB, GREENE & MACRAE FEES	
04/04/01	DB	ORGANIZED, UPDATED AND FILED DOCUMENTS PERTAINING TO CASE DICKET AND CORRESPONDENCE.	1.30
04/04/01	AEM	RESEARCH REGARDING CONTINUATION OF QUALIFIED RETIREMENT PLAN AFTER DISSOLUTION.	4.25
04/04/01	TWW	REVIEW PLEADINGS FILED IN THE CASE; TELEPHONE CONFERENCES WITH DEBTORS COUNSEL AND S. TUMBLIN REGARDING SAME.	1.25
04/04/01	S-T	REVIEW MATERIAL FROM CREDITORS' COMMITTEE; REVIEW PLEADINGS RECEIVED; REVIEW E-MAIL AND ASPEN; TELEPHONE CONFERENCES K. OLEARY, SALLY YOUNG REGARDING PILOT TERMINATIONS; TELEPHONE CONFERENCES RICHARD SELTZER, DAVID HOLTZMAN, ET AL. REGARDING REIMBURSEMENT OF FEES; REVIEW REVISED STIPULATION; CONFERENCE RALPH MABEY REGARDING STATUS; TELEPHONE CONFERENCES TIM WALSH, DON DETWEILER REGARDING APPEARANCE IN APPEAL; PREPARATION FOR HEARINGS ON 6TH; TELEPHONE CONFERENCE KATE SOLED REGARDING OUTSTANDING ISSUES; REVIEW ESOP ISSUES REGARDING STOCK	7.50
04/05/01	DB	EXTENSIVE SEARCH FOR SPECIFIC DOCUMENTS AS PER T.W.W. DOWNLOADED AND FORMATTED DOCUMENTS.	2.00
04/05/01	AEM	RESEARCH AND TELEPHONE CALLS WITH IRS OFFICIALS REGARDING CONTINUATION OF QUALIFIED RETIREMENT PLAN.	0.75
04/05/01	AJF	CONFERENCE WITH A. MURRAY REGARDING PLAN AND IRS; RESEARCH REGARDING SAME; TELEPHONE CALL(S) WITH S. TUMBLIN REGARDING SAME.	0.80
04/05/01	JSK	CONFER T.W. WALSH RE APPELLATE ISSUES.	0.50
04/05/01	TWW	REVIEW VARIOUS APPEALS FILED IN THE CASE (2.25); CONFERENCES WITH S. TUMBLIN REGARDING STATEMENT REGARDING APPEAL (.50); INVESTIGATE STANDING ISSUE REGARDING APPEAL (.75); DRAFT STATEMENT IN SUPPORT OF AFFIRMANCE OF ORDER APPROVING THE SALE (1.25).	4.75
04/05/01	S-T	TRAVEL TO WILMINGTON (NO CHARGE)	3.00
04/05/01	S-T	REVIEW PLEADINGS FOR HEARING; TELEPHONE CONFERENCES COMMITTEE COUNSEL REGARDING STATUS OF AA TALKS; REVIEW ASPEN AND E-MAIL; REVIEW REVISED STIPULATION FOR 1113; CONFERENCE MEC REGARDING 1113; CONFERENCE DAVID HOLTZMAN REGARDING NEGOTIATING ISSUE; CONFERENCE STRATEGY COMMITTEE; R. WILDER REGARDING MERGER NEGOTIATIONS; DRAFTING STATEMENT FOR APPEAL; TELEPHONE CONFERENCES TIM WALSH AND DON DETWEILER REGARDING STATEMENT FOR APPEAL, FILING AND SERVICE; PREPARING ORAL ARGUMENT FOR DISTRICT COURT APPEAL; TRAVEL OVER 3	11.25

DATE	ATTY/ PARA		HOURS
		HOURS	
04/06/01	AEM	TELEPHONE CALL WITH S. TUMBLIN AND J. MONTENARO REGARDING CONTINUATION OF TWA PLAN.	0.50
04/06/01	AJF	TELEPHONE CALL(S) REGARDING PILOT PLAN PAST MERGER.	0.20
04/06/01	RRM	READ OUR COURT OF APPEALS PLEADING AND TELEPHONE CONFERENCE WITH STEVE TUMBLIN REGARDING CURRENT STATUS REPORT FROM DELAWARE	0.75
04/06/01	TWW	REVIEW PLEADINGS FILED IN THE CASE; TELEPHONE CONFERENCES WITH S. TUMBLIN AND D. DETWEILER REGARDING THIRD CIRCUIT ISSUES; ATTEND TO APPEAL ISSUES.	2.75
04/06/01	S-T	TRAVEL (NO CHARGE)	3.00
04/06/01	S-T	MEETING WITH DON DETWEILER TO FINALIZE ALPA STATEMENT FOR APPEAL; ATTENDING HEARINGS; DRAFTING STATEMENT FOR THIRD CIRCUIT APPEAL; MEETING DON DETWEILER REGARDING FILING AND SERVICE OF SAME; TRAVEL OVER 3 HOURS (DELAY - UNSCHEDULED FUEL STOP IN RAPID CITY)	14.75
04/08/01	S-T	TELEPHONE CONFERENCES DON DETWEILER REGARDING THIRD CIRCUIT ORDERS; REVIEW ASPEN AND E-MAIL	1.25
04/09/01	AEM	CONFERENCE WITH A. FAWBUSH REGARDING PLAN TERMINATION ISSUES.	0.25
04/09/01	RRM	REVIEW INFORMATION ON THIRD CIRCUIT STAY AND ON CLOSING; MEETING WITH STEVE TUMBLIN REGARDING SAME	0.75
04/09/01	RRM	REVIEW STAY DENIAL OF J. WALSH	0.25
04/09/01	TWW	REVIEW PLEADINGS AND CORRESPONDENCE; TELEPHONE CONFERENCES WITH S. TUMBLIN REGARDING SAME.	2.25
04/09/01	S-T	TELEPHONE CONFERENCES DAVID HOLTZMAN REGARDING STATUS; TELEPHONE CONFERENCE BOB PASTORE REGARDING SAME; REVIEW PLEADINGS; CONFERENCE RALPH MABEY REGARDING STATUS AND CREDITORS' COMMITTEE; TELEPHONE CONFERENCE DAVID HOLTZMAN REGARDING WORLDSPAN LIEN; FILING; DRAFTING WORLDSPAN RELEASE; REVIEW E-MAIL FROM COMMITTEE	4.75
04/10/01	AEM	TELEPHONE CALL WITH S. TUMBLIN REGARDING CONTINUATION OF 401(K) PLAN.	0.25
04/10/01	RRM	MEETING WITH STEVE TUMBLIN AND TELEPHONE CONFERENCE WITH TIM WALSH REGARDING COMMITTEE APPEAL OF 1113 AGREEMENT; FURTHER STATUS OF ALPA ON COMMITTEE; CLOSING FALL OUT	0.50
04/10/01	S-T	REVIEW PLEADINGS; TELEPHONE CONFERENCES DAVID HOLTZMAN REGARDING AMERICAN DEAL WITH APA; REVIEW TERMS OF APA AGREEMENT; TELEPHONE CONFERENCES TIM WALSH, DON DETWEILER, RALPH MABEY REGARDING COMMITTEE REPRESENTATION	3.25
04/11/01	DB	EXTENSIVE SEARCH, DOWNLOAD, FORMAT AND COPY OF SPECIFIC DOCUMENTS AS PER T.W.W.	1.50