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IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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In re

Chapter 11

TRANS WORLD AIRLINES, INC., *et al.*,

Case Nos. 01-00056 (PJW)

Debtors.

Jointly Administered

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**ELEVENTH MONTHLY APPLICATION OF TRAUB, BONACQUIST & FOX LLP  
FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES AS COUNSEL TO THE OFFICIAL COMMITTEE OF RETIREES FOR  
THE PERIOD JANUARY 1, 2002 THROUGH JANUARY 31, 2002, INCLUSIVE**

TO THE HONORABLE PETER J. WALSH,  
UNITED STATES BANKRUPTCY JUDGE:

TRAUB, BONACQUIST & FOX LLP ("TB&F"), in its capacity as counsel to  
Official Committee of Retirees (the "Retirees' Committee") of Trans World Airlines, Inc. *et al.*,  
debtors and debtors in possession herein (the "Debtors"), respectfully submits this eleventh  
monthly application ("Application") pursuant to §§ 105(a), 328, 330 and 331 of the Bankruptcy  
Code, Bankruptcy Rule 2016 and the Administrative Order approving an allowance to TB&F of

(a) compensation for professional services rendered to and on behalf of the Retirees' Committee during the period January 1, 2002 through January 31, 2002, inclusive (the "Eleventh Period") in the amount of \$5,784.00 and (b) reimbursement of TB&F's actual, reasonable and necessary out-of-pocket expenses incurred during the Eleventh Period in the total amount of \$571.47. In support of the Application, TB&F respectfully represents and sets forth as follows:

**I.**

**BACKGROUND**

1. On January 10, 2001 (the "Petition Date"), the Debtors filed with this Court voluntary petitions for relief under chapter 11 of title 11, United States Code, 11 U.S.C. § 101, *et seq.* (the "Bankruptcy Code"). The Debtors continue to operate their businesses and manage their properties pursuant to §§ 1107 and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed herein.

2. Pursuant to the Order Under Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Committee Members, dated January 10, 2001 (the "Administrative Order"), retained professionals and committee members are authorized to file monthly fee applications no earlier than the 25<sup>th</sup> day of each month following the month for which compensation is sought. The Administrative Order requires each professional or committee member filing a monthly fee application to serve notice of the fee application on the Debtors, Debtors' counsels, counsel to the Debtors' post-petition lender, counsel to the Official Committee of Unsecured Creditors, counsel to any other statutory committee appointed by the Office of the United States Trustee, and the United States Trustee.

## **II.**

### **TB&F'S PROFESSIONAL QUALIFICATIONS**

3. TB&F is a law firm based in New York City which has a national practice specializing in commercial law, with a primary emphasis on insolvency, creditors' rights, with a particular emphasis in representation of creditors' committees. TB&F has a national reputation in the bankruptcy field and has been involved in a number of "leading edge" cases in the retail and other industries. TB&F is presently and in the recent past has been counsel to numerous official creditors' committees in a variety of jurisdictions.

4. A brief biography of the background and experience of each TB&F attorney who rendered services during the Eleventh Period is annexed hereto and incorporated herein as Exhibit "A."

## **III.**

### **SUMMARY OF PROFESSIONAL SERVICES**

5. By this Application, TB&F respectfully seeks interim approval and allowance of compensation for professional services rendered for and on behalf of the Retirees' Committee during the Eleventh Period in the amount of \$5,784.00.

6. In support of TB&F's Application for interim approval of professional compensation and expense reimbursement, TB&F submits the following supporting documentation, all of which is incorporated herein by reference:

<b><u>Exhibit</u></b>	<b><u>Description</u></b>
A	TB&F Attorney Biographies
B	Combined Detailed Daily Narrative Report of Professional Services Performed

C	Summary of Out-of-Pocket Expenses
D	Rule 2016 Affidavit

Each of the foregoing reports is prepared and maintained by TB&F in the ordinary course of its business. With regard to Exhibits “B” and “C,” respectively, these reports are prepared substantially contemporaneously with the performance of the professional services described or the incurrence of the expense for which reimbursement is sought hereby. The hourly time charges set forth herein, and reflected in Exhibit “B,” represent the usual and customary rates charged by TB&F to its clients for the types of services rendered herein.

#### IV.

#### **DESCRIPTION OF PROFESSIONAL SERVICES PERFORMED DURING THE ELEVENTH PERIOD**

7. For time and record keeping purposes, and to approximate those suggested categories set forth in the Guidelines promulgated by the Executive Office for United States Trustee pursuant to the Bankruptcy Reform Act of 1994, dated January 30, 1996, and in compliance with Local Rule 2016-2 effective February 1, 2001, TB&F has included Local Forms 101 and 102 and in addition has categorized the services it has performed during the Eleventh Period by delineating twelve (12) separate categories of tasks, and has billed the time spent on rendering services relating to each distinct task to the relevant categories. It should be noted that there are instances where the actual services performed, based on the description of the services, could have been placed in any one of a number of the categories. However, none of the services were billed to or included in more than one category. Each category is identified by a descriptive title and a matter number, beginning with number “001” through “012.”

## **General Overview**

8. Under circumstances of which this Court is well-aware, TB&F represented the Retirees' Committee while its retention was pending. Thereafter, this Court approved TB&F's retention and approved the settlement achieved between the Retirees' Committee, American Airlines, Inc., TWA LLC and the Debtors. Pursuant to that settlement, the Retirees' Committee met with American Airlines to hear a presentation of its proposed benefit modifications for TWA retirees. Since that meeting, the Retirees' Committee, with the assistance of TB&F and its benefit consultants J. H. Cohn/Chernoff Diamond, has been investigating whether American Airlines has properly implemented said settlement and its obligations to the TWA retirees under the Asset Purchase Agreement, as amended. As part of that investigation, the Retirees' Committee sought to meet with Larry Cleveland the premier benefits specialist at TWA LLC. American Airlines refused and the Retirees' Committee moved to take Mr. Cleveland's 2004 examination and to obtain documents from American Airlines. Notwithstanding that investigation, American Airlines filed papers with this Court alleging (but not seeking any relief) that it had fulfilled all of its obligations pursuant to Bankruptcy Code § 1114 and its settlement with the Retirees' Committee. In furtherance of that strategy of intimidation, American Airlines also objected to TB&F's Sixth Monthly Application (for August). After this Court granted the Retirees' Committee's Rule 2004 Examination Motion, American Airlines withdrew its fee objection. American Airlines has produced documents in response to the 2004 Notice but the examination of Mr. Cleveland has not yet occurred.

**A. Case Administration (001)**

9. The tasks assigned to the Case Administration category identified on Exhibit “B” as matter #001 relate to the general legal services performed by TB&F in connection with obtaining and reviewing miscellaneous pleadings and various other documents; case management, interoffice conferences, maintaining a litigation and proceedings calendar, document control, reviewing agenda notices, speaking with retirees; and other services that do not otherwise fit into another category.

PROFESSIONALS	HOURS	RATE	TOTAL FEE
Paul Traub, Partner (PT)	0.3	\$600.00	\$180.00
Brian E. Kriger, Of Counsel (BEK)	0.2	\$365.00	\$73.00
Fredrick J. Levy, Associate (FL)	0.7	\$365.00	\$255.50
Andrea Chouprouta, Paralegal (AC)	0.5	\$135.00	\$67.50
Zeinab Hassoun, Docket File Clerk (ZH)	1.1	\$50.00	\$55.00
<b>TOTAL</b>	<b>2.8</b>		<b>\$631.00</b>

**B. Asset Analysis And Disposition (002)**

10. The tasks assigned to the Asset Analysis and Disposition category identified on Exhibit “B” as matter #002 relate primarily to investigating pilots optional life insurance rights, reviewing various pleadings filed in Debtors’ cases, and other miscellaneous matters that may affect retirees.

PROFESSIONALS	HOURS	RATE	TOTAL FEE
Brian E. Kriger, Of Counsel (BEK)	1.7	\$365.00	\$620.50
Fredrick J. Levy, Associate (FL)	0.6	\$365.00	\$219.00
<b>TOTAL</b>	<b>2.3</b>		<b>\$839.50</b>

**C. Retirees' Committee Communications (003)**

11. The tasks assigned to this category pertains to all of TB&F's communications, including faxes, e-mails and the phone calls and committee meetings with the Retirees' Committee, its members and their representatives and other professionals. TB&F has kept the Retirees' Committee and its members apprized of all significant matters that may affect retirees' interests throughout this engagement.

PROFESSIONALS	HOURS	RATE	TOTAL FEE
Brian E. Kriger, Of Counsel (BEK)	1.6	\$365.00	\$584.00
Fredrick J. Levy, Associate (FL)	1.9	\$365.00	\$693.50
<b>TOTAL</b>	<b>3.5</b>		<b>\$1,277.50</b>

**D. Employee Benefits/Pensions (004)**

12. During the Eleventh Period, no tasks were assigned to the Employee Benefits/Pensions category.

**E. Claims Administration/Objections (005)**

13. During the Eleventh Period, no tasks were assigned to the Claims Administration/Objection category.

**F. Financing/Secured Creditor Issues (006)**

14. During the Eleventh Period, no tasks were assigned to the Financing/Secured Creditor Issues category.

**G. Litigation (007)**

15. The tasks assigned to the Litigation category identified on Exhibit "B" as matter #007 consist primarily of drafting a Reply to American Airlines' objection to the Retirees' Committee motion, attending hearing on same (granted), preparation of order re: same and

correspondence and telephone calls in connection with the foregoing seeking discovery pursuant to Bankruptcy Rule 2004.

<b>PROFESSIONALS</b>	<b>HOURS</b>	<b>RATE</b>	<b>TOTAL FEE</b>
Brian E. Kriger, Of Counsel (BEK)	2.3	\$365.00	\$839.50
Fredrick J. Levy, Associate (FL)	2.2	\$365.00	\$803.00
<b>TOTAL</b>	<b>4.5</b>		<b>\$1,642.50</b>

#### **H. Fee/Employment Applications/Objections (008)**

16. The tasks assigned to Fee/Employment Applications/Employment Objections category identified on Exhibit “B” as matter #008 consist of legal services rendered primarily in connection with obtaining substitute local counsel (Reed Smith), preparation of TB&F’s monthly interim fee applications, reviewing American Airlines’ response to TB&F’s first interim fee application and communications with counsel to resolve same (withdrawn) and reviewing interim applications filed by other professionals retained in the cases, reviewing fee order entered by the Court, preparation of certificates of no objection, and correspondence and telephone calls in connection with the foregoing.

<b>PROFESSIONALS</b>	<b>HOURS</b>	<b>RATE</b>	<b>TOTAL FEE</b>
Brian E. Kriger, Of Counsel (BEK)	0.8	\$365.00	\$292.00
Fredrick J. Levy, Associate (FL)	0.8	\$365.00	\$292.00
Andrea Chouprouta, Paralegal (AC)	4.8	\$135.00	\$648.00
Zeinab Hassoun, Docket File Clerk (RH)	2.5	\$50.00	\$125.00
<b>TOTAL</b>	<b>8.9</b>		<b>\$1,357.00</b>

#### **I. Communications With Debtors (009)**

17. During the Eleventh Period, no tasks were assigned to the Communications With Debtors category.



**J. Plan and Disclosure Statement (010)**

18. The tasks assigned to the Plan and Disclosure Statement category identified on Exhibit “B” as matter #010 involve the review of article written regarding the tentative approval of the Disclosure Statement.

PROFESSIONALS	HOURS	RATE	TOTAL FEE
Brian E. Kriger, Of Counsel (BEK)	0.1	\$365.00	\$36.50
<b>TOTAL</b>	<b>0.1</b>		<b>\$36.50</b>

**K. Relief From Stay (011)**

19. During the Eleventh Period, no tasks were assigned to the Relief From Stay category.

**L. Travel Time (012)**

20. During the Eleventh Period, no tasks were assigned to the Travel Time category.

**V.**

**SUMMARY OF EXPENSES INCURRED**

During the Eleventh Period, TB&F has been required to incur actual and necessary expenses in connection with the rendition of services, on behalf of the Retirees’ Committee, in the amount of \$571.47, for which TB&F has not previously applied nor received reimbursement. A summary break-down of these out-of-pocket expenses, by disbursement category, is annexed hereto as Exhibit “C” and incorporated herein by reference. This does not include expenses incurred by individual members of the Retirees’ Committee. Reimbursement of same shall be sought separately.

21. Exhibit “C” hereto itemizes by category the expenses incurred by TB&F during the Eleventh Period in rendering legal services to the Retirees’ Committee. All expenses

for which reimbursement is sought were incurred in connection with the rendition of professional services to the Retirees' Committee, and were reasonable and necessary.

22. From time to time TB&F has utilized certain services, including overnight couriers and long distance telephone services. There have been occasions when the Retirees' Committee required information and documents on an expedited basis. Although TB&F makes every effort to use regular postal services when possible, overnight delivery of documents and long distance conference calls were occasionally and unavoidably required.

23. TB&F has made every effort to minimize the out-of-pocket expenses incurred in connection with its representation of the Retirees' Committee in this case. TB&F believes the expenditures for which reimbursement is sought herein were appropriate and well warranted. TB&F maintains detailed records of all out-of-pocket expenses incurred in connection with its representation of the Retirees' Committee. To the extent that such detailed records are necessary, they are available to supplement the summary of charges set forth in Exhibit "C." Facsimile charges are \$1.00 per page, and there is no charge for incoming facsimiles. Copies are charged at \$.15 per page. Accordingly, TB&F requests reimbursement of expenses incurred as co-counsel to the Retirees' Committee during the Eleventh Period in the amount \$571.47.

## **VI.**

### **CONCLUSION**

24. This Application is made without prejudice to TB&F's right to file further requests for interim and/or final compensation pursuant to the applicable provisions of the Bankruptcy Code, Bankruptcy Rules, applicable local rules, and the Administrative Order.

WHEREFORE, based upon the foregoing, TB&F hereby respectfully seeks (a) approval of compensation for professional services rendered to and on behalf of the Retirees'

Committee during the period January 1, 2002 through January 31, 2002, inclusive, in the amount of \$5,784.000 and (b) reimbursement of TB&F's actual, reasonable and necessary out-of-pocket expenses incurred in the total amount of \$571.47.

Dated: New York, New York  
March 7, 2002

Respectfully submitted,

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