

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

In re

TRANS WORLD AIRLINES, INC., et al.

Debtors

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Chapter 11

Case Number 01-00056 (PJW)
(Jointly Administered)

Hearing Date: To be determined
Objection Deadline: April 11, 2002 at 4:00 p.m.

**UNITED STATES TRUSTEE'S LIMITED OBJECTION TO THE TWELFTH
MONTHLY APPLICATION OF TRAUB, BONACQUIST & FOX LLP
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES AS
COUNSEL TO THE OFFICIAL COMMITTEE OF RETIREES
FOR THE PERIOD FEBRUARY 1, THROUGH 28, 2002 (D.I. 3017)**

1. DONALD F. WALTON is the Acting United States Trustee for Region 3.
2. Pursuant to 28 U.S.C., Section 586, the Executive Office for United States Trustees has adopted procedural guidelines (hereinafter referred to as "UST Guidelines") which UST Guidelines are to be used in reviewing applications filed for compensation and reimbursement under Section 330 of Title 11. In furtherance of his case supervisory responsibilities, the United States Trustee has standing to raise and be heard on issues of professional compensation.
3. It is axiomatic that an applicant seeking an award of professional compensation has the burden to establish entitlement to such an award.
4. In reviewing the Application, the UST notes, *inter alia*, the following for this Court's consideration:
 - a. Based upon statements made by the Debtors in Court, in the disclosure statement in support of their plan of liquidation and in financial statements produced therewith, the Debtors may be

administratively insolvent.

b. The UST does not object to the Court awarding compensation and reimbursement to professionals. However, in view of the potential administrative insolvency of the Debtors and to ensure equitable treatment of all administrative claimants, the UST believes that it may be in the best interests of the estate for the Court to direct that any further disbursements on account of any awards of such compensation and reimbursement be deferred until plan confirmation and determination that all administrative claims will be paid in full or, if they will not be paid in full, what percentage of such claims will actually be paid.

5. The UST leaves the Applicant to its burden on the merits.

WHEREFORE, the United States Trustee respectfully requests that this Honorable Court direct the deferral of payment of any compensation and reimbursement awarded pending plan confirmation and determination of the percentage payable on account of such administrative claims, and grant such other relief as this Honorable Court deems just and proper.

Respectfully submitted,

DONALD F. WALTON
ACTING UNITED STATES TRUSTEE, REGION 3

Dated: April 11, 2002

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