

Paul Traub (PT 3752)
Brian E. Kriger (BK 1848)
Fredrick J. Levy (FL 0670)
TRAUB, BONACQUIST & FOX LLP
655 Third Avenue - 21st Floor
New York, New York 10017
212/476-4770
Counsel for the Official Committee
of Retirees

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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**THIRTEENTH 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 MARCH 1, 2002 THROUGH MARCH 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 thirteenth
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 March 1, 2002 through March 31, 2002¹, inclusive (the "Thirteenth Period") in the amount of \$18,385.00 and (b) reimbursement of TB&F's actual, reasonable and necessary out-of-pocket expenses incurred during the Thirteenth Period in the total amount of \$546.43. 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 25th 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

¹ The within fee application also requests compensation for various services rendered during the month of February, 2002. Such request for compensation was erroneously omitted from TB&F's Twelfth Monthly Fee Application and therefore has not previously been sought in any other application.

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 Thirteenth 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 Thirteenth Period in the amount of \$18,385.00.

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:

Exhibit

Description

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 THIRTEENTH 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 Thirteenth 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.”

A. Case Administration (001)

8. 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)	1.60	\$600.00	\$960.00
Brian E. Kriger, Of Counsel (BEK)	1.20	\$365.00	\$438.00
Fredrick J. Levy, Of Counsel (FL)	1.40	\$365.00	\$511.00
Andrea Chouprouta, Paralegal (AC)	.30	\$135.00	\$40.50
Zeinab Hassoun, Docket File Clerk (ZH)	.90	\$50.00	\$45.00
TOTAL	5.40		\$1,994.50

B. Asset Analysis And Disposition (002)

9. During the Thirteenth Period, no tasks were assigned to the Asset Analysis and Disposition category.

C. Retirees’ Committee Communications (003)

10. The tasks assigned to the Retirees’ Committee Communications category identified on Exhibit “B” as matter #003 consist of correspondence, both written and verbal, with

members of the Retirees' Committee regarding modification of the Plan, objection to allocation, confirmation hearing, and general status of these cases.

PROFESSIONALS	HOURS	RATE	TOTAL FEE
Paul Traub, Partner (PT)	.50	\$600.00	\$300.00
Brian E. Kriger, Of Counsel (BEK)	5.70	\$365.00	\$2,080.50
Fredrick J. Levy, Of Counsel (FL)	8.30	\$365.00	\$3,029.50
TOTAL	14.50		\$5,410.00

D. Employee Benefits/Pensions (004)

11. During the Thirteenth Period, no tasks were assigned to the Employee Benefits/Pensions category.

E. Claims Administration/Objections (005)

12. The task assigned to the Claims Administration/Objections category identified on Exhibit "B" as matter #005 consists of review of the Debtors' omnibus objection to claims.

PROFESSIONALS	HOURS	RATE	TOTAL FEE
Brian E. Kriger, Of Counsel (BEK)	.20	\$365.00	\$73.00
TOTAL	0.20		\$73.00

F. Financing/Secured Creditor Issues (006)

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

G. Litigation (007)

14. The tasks assigned to the Litigation category identified on Exhibit “B” as matter #007 pertain to conferences regarding Cleveland deposition and motion to challenge allocation, as well as review of correspondence regarding transcript of Cleveland deposition.

PROFESSIONALS	HOURS	RATE	TOTAL FEE
Brian E. Kriger, Of Counsel (BEK)	4.10	\$365.00	\$1,496.50
TOTAL	4.10		\$1,496.50

H. Fee/Employment Applications/Objections (008)

15. 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 preparation, service and filing of TB&F’s monthly and quarterly interim fee applications and certificates of no objection, and correspondence and telephone calls in connection with the foregoing.

PROFESSIONALS	HOURS	RATE	TOTAL FEE
Brian E. Kriger, Of Counsel (BEK)	1.00	\$365.00	\$365.00
Fredrick J. Levy, Of Counsel (FL)	3.10	\$365.00	\$1,131.50
Donna Picone Angiulo, Paralegal (DPA)	1.80	\$135.00	\$243.00
Andrea Chouprouta, Paralegal (AC)	10.10	\$135.00	\$1,363.50
Zeinab Hassoun, Docket File Clerk (ZH)	.60	\$50.00	\$30.00
TOTAL	16.60		\$3,133.00

I. Communications With Debtors (009)

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

J. Plan and Disclosure Statement (010)

17. The tasks assigned to the Plan and Disclosure Statement category identified on Exhibit “B” as matter #010 involve review of revised Plan, assuring that the revised Plan properly provided for the post-confirmation existence of the Committee and preparation for confirmation hearing, and interoffice discussions memos regarding same.

PROFESSIONALS	HOURS	RATE	TOTAL FEE
Brian E. Kriger, Of Counsel (BEK)	5.60	\$365.00	\$2,044.00
Fredrick J. Levy, Of Counsel (FL)	11.60	\$365.00	\$4,234.00
TOTAL	17.20		\$6,278.00

K. Relief From Stay (011)

18. During the Thirteenth Period, no tasks were assigned to the Relief From Stay category.

L. Travel Time (012)

19. During the Thirteenth Period, no time was assigned to the Travel Time category.

V.

SUMMARY OF EXPENSES INCURRED

20. During the Thirteenth 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 \$546.43, 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 Thirteenth 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 Thirteenth Period in the amount \$546.43.

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 March 1, 2002 through March 31, 2002, inclusive, in the amount of \$18,385.00 and (b) reimbursement of TB&F's actual, reasonable and necessary out-of-pocket expenses incurred in the total amount of \$546.43.

Dated: New York, New York
April 12, 2002

Respectfully submitted,

TRAUB, BONACQUIST & FOX LLP

By: /s/ Fredrick J. Levy
Paul Traub (PT 3752)
Brian E. Kriger (BK 1848)
Fredrick J. Levy (FL 0670)
655 Third Avenue - 21st Floor
New York, New York 10017
(212) 476-4770

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of Retirees