

**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 No. 01-00056 (PJW)
	:	(Jointly Administered)
	:	
Debtors.	:	<b>Hearing Date: To be determined</b>
	:	<b>Objection Deadline: June 6, 2002 at 4:00 p.m.</b>

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**FIFTH QUARTERLY INTERIM APPLICATION OF BLANK ROME COMISKY &  
MCCAULEY LLP FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE STATUTORY COMMITTEE OF  
UNSECURED CREDITORS OF TRANS WORLD AIRLINES, INC., ET AL. FOR THE  
QUARTERLY PERIOD FROM JANUARY 1, 2002 THROUGH MARCH 31, 2002**

Name of Applicant:	Blank Rome Comisky and McCauley LLP
Authorized to Provide Professional Services to:	Statutory Committee of Unsecured Creditors of Trans World Airlines, Inc., et al.
Date of Retention:	January 19, 2001
Period for which compensation and reimbursement is sought:	January 1, 2002 through March 31, 2002
Amount of Compensation sought as actual, reasonable and necessary:	\$153,468.00
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$9,890.63
This is an: <input checked="" type="checkbox"/> interim <input type="checkbox"/> final application	

The total time expended for fee application preparation is approximately 4.0 hours and the corresponding compensation is not included herein but will be requested in a subsequent fee application of Blank Rome Comisky & McCauley LLP for compensation and reimbursement of expenses.

If this is not the first application filed, disclose the following for each prior application:

Date Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
2/26/01	1/19/01-1/31/01	\$183,201.00	\$2,067.00	\$183,201.00	\$2,067.00
3/26/01	2/1/01-2/28/01	\$335,046.50	\$32,948.52	\$335,046.50	\$32,948.52
4/25/01	3/1/01-3/31/01	\$668,832.00	\$71,442.85	\$668,832.00	\$71,442.85
5/25/01	4/1/01-4/30/01	\$378,820.00	\$29,956.47		
6/25/01	5/1/01-5/31/01	\$260,491.50	\$21,654.40		
7/25/01	6/1/01-6/30/01	\$206,291.00	\$23,753.49		
8/27/01	7/1/01-7/31/01	\$249,128.50	\$14,594.96		
9/25/01	8/1/01-8/31/01	\$92,743.50	\$10,155.48		
10/25/01	9/1/01-9/30/01	\$60,418.50	\$2,250.04		
11/26/01	10/1/01-10/31/01	\$49,620.50	\$4,381.56		
12/28/01	11/1/01-11/30/01	\$45,214.00	\$2,595.85		
1/25/02	12/1/01-12/31/01	\$47,584.50	\$1,578.93		
2/25/02	1/1/02-1/31/02	\$57,055.00	\$4,023.97		
3/25/02	2/1/02-2/28/02	\$38,856.50	\$1,600.69		
4/25/02	3/1/02-3/31/02	\$57,556.50	\$4,265.97		

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**FIFTH QUARTERLY INTERIM APPLICATION OF BLANK ROME COMISKY &  
MCCAULEY LLP FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE STATUTORY COMMITTEE  
OF UNSECURED CREDITORS OF TRANS WORLD AIRLINES, INC., ET AL. FOR THE  
QUARTERLY PERIOD FROM JANUARY 1, 2002 THROUGH MARCH 31, 2002**

This Fifth Quarterly Interim Application for Compensation for Services Rendered and Reimbursement of Expenses (the "Fifth Quarterly Fee Application") is filed by Blank Rome Comisky & McCauley LLP ("BRCM") requesting payment for services rendered and costs charged on behalf of the Statutory Committee of Unsecured Creditors ("Committee") of Trans World Airlines, Inc., et al., for the quarterly period from January 1, 2002 through March 31, 2002, (the "Fifth Quarterly Application Period").

**INTRODUCTION AND BACKGROUND**

1. On January 10, 2001, Trans World Airlines, Inc., et al. (the "Debtors"), filed voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code"). Pursuant to §§ 1107 and 1108 of the Bankruptcy Code, the Debtors continue in the management and operation of their businesses and properties as debtors-in-possession. No trustee or examiner has been appointed in these cases.

2. On January 18, 2001, the Office of the United States Trustee, pursuant to § 1102(a)(1) of the Bankruptcy Code, appointed the following members to the Committee: Pepsi Cola General

Bottlers, First Security Bank, N.A., Moses Marx c/o United Equities Commodities Company, Air Line Pilots Association, International Association of Machinists & Aerospace Workers and United Technologies Corporation. On February 1, 2001, the United States Trustee appointed HSBC Bank USA to become a member of the Committee, replacing First Security Bank, N.A. On March 14, 2001, United Technologies Corporation resigned from the Committee.

3. Following the Committee organizational meeting on January 19, 2001, the Committee selected BRCM to serve as its counsel. By Order of this Court dated March 2, 2001, the Court approved BRCM's employment by the Committee nunc pro tunc to January 19, 2001.

4. This Fifth Quarterly Fee Application is submitted in accordance with this Court's administrative order establishing procedures for interim compensation and reimbursement of expenses for professionals and committee members dated January 10, 2001, and is made pursuant to the provisions of §§ 330 and 331 of the Bankruptcy Code for a fifth quarterly interim allowance of compensation and reimbursement of actual and necessary costs and expenses paid or incurred by BRCM in its representation of the Committee during the Fifth Quarterly Application Period. BRCM has reviewed the requirements of Del.Bankr.LR 2016-2, and submits that this Fifth Quarterly Fee Application complies with Del.Bankr.LR 2016-2.

5. During the Fifth Quarterly Application Period, BRCM performed services to assist the Committee in carrying out its duties under § 1103 of the Bankruptcy Code. In total, BRCM incurred professional fees of \$153,468.00, computed as its usual and customary hourly rates, and actual and necessary costs of \$9,890.63.

6. It is intended that this Fifth Quarterly Fee Application summarize and consolidate the compensation sought by BRCM and the reimbursement of actual and necessary costs and expenses

paid or incurred by BRCM during the Fifth Quarterly Application Period, as set forth in the three monthly interim applications heretofore filed by BRCM, as set forth below.

7. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

**COMPENSATION PAID AND ITS SOURCE**

8. All services for which BRCM requests compensation were performed for or on behalf of the Committee.

9. BRCM has received no payment and no promise for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with the matters covered by this Fifth Quarterly Fee Application. There is no agreement or understanding between BRCM and any other person for the sharing of compensation to be received for services rendered in these cases.

**MONTHLY FEE APPLICATIONS COVERED HEREIN**

10. In February, March and April, BRCM filed its Thirteenth, Fourteenth and Fifteenth Monthly Interim Applications (collectively, the "Monthly Interim Applications") for compensation for services rendered and reimbursement of expenses as counsel to the Committee for the previous months, respectively. The following is a list of the Monthly Interim Applications:

<b>Application</b>	<b>Date Filed</b>	<b>Docket Number</b>	<b>Fees Requested</b>	<b>Expenses Requested</b>
Thirteenth Monthly Interim Application	2/25/02	2901	\$57,055.00	\$4,023.97
Fourteenth Monthly Interim Application	3/25/02	3028	\$38,856.50	\$1,600.69
Fifteenth Monthly Interim Application	4/25/02	3205	\$57,556.50	\$4,265.97

11. On March 28, 2002, MBNA America Bank, N.A. ("MBNA") filed its Second Limited Objection to Applications and/or Motions Requesting Payment of Administrative Claims (Dkt. No. 3045), and on April 22, 2002, MBNA filed its Third Limited Objection to Applications and/or Motions

Requesting Payment of Administrative Claims (Dkt. No. 3179). On April 10, 2002, the United States Trustee filed a Limited Objection to the Fourteenth Interim Application of Blank Rome Comisky & McCauley LLP for Compensation for Services Rendered and Reimbursement of Expenses as Counsel to the Statutory Committee of Unsecured Creditors of Trans World Airlines, Inc., et al. for the period from February 1, 2002 through February 28, 2002 (Dkt. No. 3079). The objection deadline for BRCM's Fifteenth Monthly Interim Application is May 15, 2002, at 4:00 p.m.

12. Attached hereto as Exhibits "A," "B," and "C" are: (i) summary schedules of hours and fees for each attorney and paraprofessional; (ii) summary schedules of hours and fees categorized by project code; (iii) categorized summaries of the actual and necessary costs and expenses incurred by BRCM; and (iv) itemizations of each expense within each category for the time periods covered by the Thirteenth, Fourteenth and Fifteenth Monthly Fee Applications, respectively.

13. A consolidated summary schedule of hours and fees for each attorney and paraprofessional, and a consolidated summary schedule of hours and fees categorized by project code for the Fifth Quarterly Application Period are set forth in Attachment B in the beginning of this Fifth Quarterly Fee Application.

14. The project codes used by BRCM in connection with its representation of the Committee in this case are as follows:

- Code #1: BRCM Fee/Employment Applications
- Code #2: Other Professionals' Fee/Employment Issues
- Code #3: American Airlines DIP Financing
- Code #4: Asset Sale and Bid Procedures
- Code #5: Debtors' Business Operations and Administrative Matters
- Code #6: Committee Business

- Code #7: Secured Claim Analysis, Administrative and Objections and Secured Claim Stay Relief Issues and Litigation
- Code #8: Non Secured Claims Stay Relief Issues and Litigation
- Code #9: Unsecured Claims Analysis, Administrative and Objections
- Code #10: Executory Contracts, Including Section 1110 and Collective Bargaining Agreement Issues
- Code #11: Plan and Disclosure Statements
- Code #12: Exclusivity
- Code #13: Tax Issues
- Code #14: Other Asset Disposition
- Code #15: Asset Recovery Avoidance Power Litigation – General
- Code #16: Karabu Ticket Program Contract Rejection and Rejection Damages
- Code #17: Employee KERP and Deal Bonus Program
- Code #18: Equity Committee, Motion to Appoint, Negotiations and Other Issues

To the best of BRCM's knowledge, this Fifth Quarterly Fee Application complies with §§ 330 and 331 of the Bankruptcy Code and the Bankruptcy Rules. BRCM's charges for its professional services are based upon the time, nature, extent and value of such services and the cost of comparable services other than in a case under the Bankruptcy Code.

15. A consolidated categorized summary of the actual and necessary costs and expenses incurred by BRCM for the Fifth Quarterly Fee Application is attached hereto as Exhibit "D". BRCM customarily charges \$0.22 per page for photocopying expenses. For purposes of this Fifth Quarterly Fee Application, BRCM has charged \$0.15 per page for photocopying expenses. Whenever feasible, BRCM sends large copying projects to an outside copy service.

16. BRCM charges \$1.00 per page for out-going facsimile transmissions. The charge for outgoing facsimile transmissions reflects BRCM's calculation of the actual costs incurred by BRCM for the machines, supplies and labor expense associated with sending telecopies and is reasonable in relation to the amount charged by outside vendors who provide similar services. BRCM does not charge for incoming facsimile transmissions.

### **VALUATION OF SERVICES**

17. As reflected on Attachment B to this Fifth Quarterly Fee Application, attorneys and paraprofessionals of BRCM expended a total of 571.3 hours having a time value of \$153,468.00 for services to the Committee during the Fifth Quarterly Application Period.

18. In accordance with the factors enumerated in § 330 of the Bankruptcy Code, it is respectfully submitted that the amount requested by BRCM is fair and reasonable given: (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under this title.

**WHEREFORE**, BRCM respectfully requests that the Court enter an order providing that, for the period from January 1, 2002 through March 31, 2002, a fifth quarterly interim allowance be made to BRCM in the sum of \$153,468.00 as compensation for necessary professional services rendered, and the sum of \$9,890.63 for reimbursement of actual, necessary costs and expenses, for a total of \$163,358.63, that such sums be authorized for payment, and for such other and further relief and this Court may deem just and proper.

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Dated: May 17, 2002

**BLANK ROME COMISKY & MCCAULEY LLP**

By: /s/ Michael D. DeBaecke  
Michael D. DeBaecke, Esquire (DE I.D. # 3186)  
Chase Manhattan Centre  
1201 Market Street, Suite 800  
Wilmington, DE 19801  
(302) 425-6400

and

Thomas E. Biron, Esquire  
Alyson M. Fath, Esquire  
One Logan Square  
Philadelphia, PA 19103  
(215) 569-5500

and

**BLANK ROME TENZER GREENBLATT LLP**

Michael Z. Brownstein, Esquire  
405 Lexington Avenue  
New York, NY 10174  
(212) 885-5000

Counsel to the Statutory Committee of Unsecured  
Creditors of Trans World Airlines, Inc., et al