IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	:	Chapter 11
TRANS WORLD AIRLINES, INC., et al.,	:	Case No. 01-00056 (PJW) (Jointly Administered)
Debtors.	:	**Objection Deadline: 3/1/02** **Hearing Date: 3/21/02 @ 10:30 AM**

also see amended objection

CONSOLIDATED OBJECTION OF HEALTHNET, INC., MISSOURI PUBLIC SERVICE AND MICHIGAN GAS UTILITIES TO CONFIRMATION OF DEBTORS' THIRD AMENDED JOINT LIQUIDATING PLAN OF REORGANIZATION [D.I. #2890]

Healthnet, Inc., Missouri Public Service and Michigan Gas Utilities (hereinafter collectively referred to as "Claimants"), by and through undersigned counsel, hereby file this Consolidated Objection of Healthnet, Inc., Missouri Public Service and Michigan Gas Utilities to Confirmation of Debtors' Third Amended Joint Liquidating Plan of Reorganization [D.I. #2890], and in support thereof states as follows:

ARGUMENT

1. Claimants object to confirmation of the Debtors' Third Amended Joint Liquidating Plan of Reorganization (hereinafter the "Plan") to the extent that it fails to provide for payment in full to claimants holding administrative expense claims against the estate.

2. A plan of reorganization cannot be confirmed unless it meets with all of the requirements of section 1129(a) of Title 11 of the United States Code. Section 1129(a)(9) of the Code requires holders of administrative expense claims to be paid cash equal to the allowed amount of such claim.

3. The Debtors' Plan does not provide for payment in full of administrative claims, but rather, only provides for payment of a pro rata distribution to administrative claimants.

4. Therefore, Claimants object to confirmation of the Plan because administrative claimants will not be paid in full on the effective date of the Plan as required by 11 U.S.C. §1129(a)(9)(A).

WHEREFORE, Healthnet, Inc., and Missouri Public Service and Michigan Gas Utilities respectfully request that this Honorable Court deny confirmation of the Debtors' Plan and grant such other and further relief as deemed just and proper.

MCCARTER & ENGLISH, LLP

William F. Taylor, Jr. (DE Bar I.D. #2936)
Katharine L. Mayer (DE Bar I.D. #3758)
919 North Market Street, Suite 950
Post Office Box 111
Wilmington, Delaware 19899
(302) 654-8010
(302) 654-0795 Facsimile
Attorneys for Healthnet, Inc. and Missouri Public Service and Michigan Gas Utilities

OF COUNSEL:

Richard M. Beheler, Esquire
Blackwell Sanders Peper Martin LLP
Two Pershing Square
2300 Main Street, Suite 1000
Kansas City, Missouri 64108
(816) 983-8000
(816) 983-8080 Facsimile

Dated: March 1, 2002

CERTIFICATE OF SERVICE

I, Katharine L. Mayer, hereby certify that I am not less than 18 years of age and that on March 1, 2002, I electronically filed and served the Consolidated Objection of Healthnet, Inc., Missouri Public Service and Michigan Gas Utilities to Confirmation of Debtors' Third Amended Joint Liquidating Plan of Reorganization [D.I. #2890], by causing a copy thereof to be delivered to the parties identified on the attached list via facsimile.

Under penalty of perjury, I declare that the foregoing is true and correct.

MCCARTER & ENGLISH, LLP

/s/ Katharine L. Mayer
William F. Taylor, Jr. (DE Bar I.D. #2936)
Katharine L. Mayer (DE Bar I.D. #3758)
919 North Market Street, Suite 950
Post Office Box 111
Wilmington, Delaware 19899
(302) 654-8010
(302) 654-0795 Facsimile
Attorneys for Healthnet, Inc,. Missouri Public Service and Michigan Gas Utilities

SERVICE LIST

James H.M. Sprayregen, Esquire
David R. Seligman, Esquire
KIRKLAND & ELLIS
200 East Randolph Drive
Chicago, IL 60601
Fax (312) 861-2200

Laura Davis Jones, Esquire
Bruce Grohsgal, Esquire
PACHULSKI, STANG, ZIEHL, YOUNG & JONES
919 N. Market Street, 19th Floor
Wilmington, DE 19899
Fax (302) 652-4400

Alan B. Miller, Esquire
WEIL, GOTSHAL & MANGES
767 Fifth Avenue
New York, NY 10153
Fax (212) 310-8007

Mark D. Collins, Esquire
RICHARDS, LAYTON & FINGER
One Rodney Square
P.O. Box 551
Wilmington, DE 19899
Fax (302) 658-6548

Thomas E. Biron, Esqire
BLANK ROME, COMISKY & McCAULEY
One Logan Square
Philadelphia, PA 19103-6998
Fax (215) 569-5555

Michael Brownstein, Esquire
BLANK, ROME, COMISKY & McCAULEY
405 Lexington Avenue
New York, NY 10174
Fax (212) 885-5001

Michael DeBaecke, Esquire
BLANK, ROME, COMISKY & McCAULEY
Chase Manhattan Center
1201 Market Street, Suite 800
Wilmington, DE 19801
Fax (302) 425-6464

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	:	Chapter 11
TRANS WORLD AIRLINES, INC., et al.,	:	Case No. 01-00056 (PJW) (Jointly Administered)
Debtors.	:	**Objection Deadline: 3/1/02** **Hearing Date: 3/21/02 @ 10:30 AM**

AMENDED[1] **CONSOLIDATED OBJECTION OF HEALTHNET, INC., ENERGYONE JOINT VENTURES**[2] **AND MICHIGAN GAS UTILITIES TO CONFIRMATION OF DEBTORS' THIRD AMENDED JOINT LIQUIDATING PLAN OF REORGANIZATION [D.I. #2890]**

Healthnet, Inc., EnergyOne Joint Ventures, and Michigan Gas Utilities (hereinafter collectively referred to as "Claimants"), by and through undersigned counsel, hereby file this ***Amended*** Consolidated Objection of Healthnet, Inc., EnergyOne Joint Ventures, and Michigan Gas Utilities to Confirmation of Debtors' Third Amended Joint Liquidating Plan of Reorganization [D.I. #2890], and in support thereof states as follows:

ARGUMENT

1. Claimants object to confirmation of the Debtors' Third Amended Joint Liquidating Plan of Reorganization (hereinafter the "Plan") to the extent that it fails to provide for payment in full to claimants holding administrative expense claims against the estate.

2. A plan of reorganization cannot be confirmed unless it meets with all of the requirements of section 1129(a) of Title 11 of the United States Code. Section 1129(a)(9) of the Code requires holders of administrative expense claims to be paid cash equal to the allowed amount of such claim.

---

1 ***This pleading amends docket #2949.***

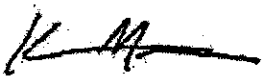
2 ***Please note that the Consolidated Objection of Healthnet, Inc., Missouri Public Service and Michigan Gas Utilities to Confirmation of Debtors' Third Amended Joint Liquidating Plan of Reorganization [D.I. #2890] filed on March 1, 2002, docket number #2949 is being amended to redact the reference to Missouri Public Service and to revise it to include the proper party, EnergyOne Joint Ventures.***

3. The Debtors' Plan does not provide for payment in full of administrative claims, but rather, only provides for payment of a pro rata distribution to administrative claimants.

4. Therefore, Claimants object to confirmation of the Plan because administrative claimants will not be paid in full on the effective date of the Plan as required by 11 U.S.C. §1129(a)(9)(A).

WHEREFORE, Healthnet, Inc., and EnergyOne Joint Ventures, and Michigan Gas Utilities respectfully request that this Honorable Court deny confirmation of the Debtors' Plan and grant such other and further relief as deemed just and proper.

MCCARTER & ENGLISH, LLP



William F. Taylor, Jr. (DE Bar I.D. #2936)
Katharine L. Mayer (DE Bar I.D. #3758)
919 North Market Street, Suite 950
Post Office Box 111
Wilmington, Delaware 19899
(302) 654-8010
(302) 654-0795 Facsimile
Attorneys for Healthnet, Inc. and EnergyOne Joint Ventures and Michigan Gas Utilities

OF COUNSEL:

Richard M. Beheler, Esquire
Blackwell Sanders Peper Martin LLP
Two Pershing Square
2300 Main Street, Suite 1000
Kansas City, Missouri 64108
(816) 983-8000
(816) 983-8080 Facsimile

Dated: March 6, 2002

CERTIFICATE OF SERVICE

I, Katharine L. Mayer, hereby certify that I am not less than 18 years of age and that on March 7, 2002, I electronically filed and served the ***Amended*** Consolidated Objection of Healthnet, Inc., EnergyOne Joint Ventures, and Michigan Gas Utilities to Confirmation of Debtors' Third Amended Joint Liquidating Plan of Reorganization [D.I. #2890], by causing a copy thereof to be delivered to the parties identified on the attached list via facsimile.

Under penalty of perjury, I declare that the foregoing is true and correct.

MCCARTER & ENGLISH, LLP

/s/ Katharine L. Mayer

William F. Taylor, Jr. (DE Bar I.D. #2936)
Katharine L. Mayer (DE Bar I.D. #3758)
919 North Market Street, Suite 950
Post Office Box 111
Wilmington, Delaware 19899
(302) 654-8010
(302) 654-0795 Facsimile
Attorneys for Healthnet, Inc. EnergyOne Joint Ventures and Michigan Gas Utilities

SERVICE LIST

James H. M. Sprayregen, Esquire
David R. Seligman, Esquire
KIRKLAND & ELLIS
200 East Randolph Drive
Chicago, IL 60601
Fax (312) 861-2200

Laura Davis Jones, Esquire
Bruce Grohsgal, Esquire
PACHULSKI, STANG, ZIEHL, YOUNG & JONES
919 N. Market Street, 19th Floor
Wilmington, DE 19899
Fax (302) 652-4400

Alan B. Miller, Esquire
WEIL, GOTSHAL & MANGES
767 Fifth Avenue
New York, NY 10153
Fax (212) 310-8007

Mark D. Collins, Esquire
RICHARDS, LAYTON & FINGER
One Rodney Square
P.O. Box 551
Wilmington, DE 19899
Fax (302) 658-6548

Thomas E. Biron, Esqire
BLANK ROME, COMISKY & McCAULEY
One Logan Square
Philadelphia, PA 19103-6998
Fax (215) 569-5555

Michael Brownstein, Esquire
BLANK, ROME, COMISKY & McCAULEY
405 Lexington Avenue
New York, NY 10174
Fax (212) 885-5001

Michael DeBaecke, Esquire
BLANK, ROME, COMISKY & McCAULEY
Chase Manhattan Center
1201 Market Street, Suite 800
Wilmington, DE 19801
Fax (302) 425-6464