

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: Chapter 11
TRANS WORLD AIRLINES, INC., et al., Case No. 01-056 (PJW)
Debtors. (Jointly Administered)

* * * * *

TWA AIRLINES, L.L.C.,
Plaintiff,

v.

AIR CANADA, AIRLINE TARIFF
PUBLISHING COMPANY, AIR
TRANSPORT ASSOCIATION OF
AMERICA, INC., AMADEUS
GLOBAL TRAVEL DISTRIBUTIONS,
S.A., CONTINENTAL AIRLINES, INC.,
DELTA AIRLINES, INC., GETTHERE
L.P., HAWAIIAN AIRLINES, INC.,
INTERNATIONAL AIR TRANSPORT
ASSOCIATION, INC., NORTHWEST
AIRLINES CORPORATION, SABRE
INC., UNITED AIRLINES, INC., US
AIRWAYS, INC.

* * * * *

**LIMITED OBJECTION OF MBNA AMERICA BANK, N.A. TO
MOTION FOR AN ORDER AUTHORIZING SETTLEMENT BY AND AMONG THE
DEBTORS, AMERICAN AIRLINES, INC. AND TWA AIRLINES, L.L.C. PURSUANT
TO RULE 9019 OF THE FEDERAL RULES
OF BANKRUPTCY PROCEDURE AND LIMITING NOTICE THEREOF**

MBNA America Bank, N.A., (“MBNA”), by its undersigned counsel, hereby files
this limited objection to the motion (the “Motion”) for approval of proposed settlement (the

“Settlement”) by and among the above-captioned debtors (the “Debtors”), American Airlines, Inc. (“American”) and TWA Airlines, L.L.C. (“TWA LLC”), stating as follows:

Background

Both before and after bankruptcy, MBNA and TWA were parties to a credit card affinity arrangement governed by two agreements (the “Affinity Agreements”). As set forth in various papers filed in the Court, including its adversary proceeding styled MBNA America Bank, N.A. v. Trans World Airlines, Inc., American Airlines, Inc. and TWA Airlines, L.L.C., Adv. Case No. 01-7802 (the “MBNA Adversary Proceeding”), MBNA has been damaged by TWA’s prepetition and postpetition breaches of the Affinity Agreements. MBNA has also asserted claims in the MBNA Adversary Proceeding against TWA Airlines, L.L.C. and American Airlines, Inc. for tortious breach of contract and civil conspiracy.

In a separate action, American and TWA LLC have sued MBNA to collect amounts that they contended were owing under the Affinity Agreements and that they claimed to have purchased from TWA’s bankruptcy estate. That suit was originally filed in Texas state court and has been removed, transferred to the District of Delaware and eventually referred to this Court by Order of the District Court dated May 16, 2002.

MBNA filed a motion for partial summary judgment in the MBNA Adversary Proceeding, seeking a declaration of the parties’ rights under the Affinity Agreements and this Court’s Sale Order. On April 2, 2002, this Court found, among other things, that the Affinity Agreements were part of a single integrated transaction, and that any right of recoupment held by MBNA survived the sale as “a claim against the proceeds to the same validity, priority and extent that it existed before the sale of assets.” April 2, 2002 Order at p. 10.

This Court also found that MBNA's right of setoff attached, in accordance with the sale Order, to the sale proceeds. And while the Court's interlocutory Order provided that MBNA does not hold administrative claims against the bankruptcy estate, MBNA respectfully maintains that it holds administrative claims.¹ In any event, that issue remains to be determined, ultimately, at a later time.

The Debtors have proposed a Chapter 11 plan (the "Plan") that does not provide for a reserve for the secured and administrative claims asserted by MBNA, nor does the Plan provide that holders of administrative claims shall be paid in full. MBNA has filed an objection to the Plan raising these and other objections. By another interlocutory Order entered June 3, 2002, this Court found that MBNA does not have standing to raise certain of its objections. MBNA may file later papers regarding the June 3, 2002 Order as may be appropriate.

The Proposed Settlement with American and TWA LLC

As part of the proposed Settlement, the Debtors would settle various disputes with American and TWA LLC by allocating and paying from the bankruptcy estate cash in the amount of approximately \$20.3 million -- \$34.6 million.² At the same time, the Debtors propose to allocate and pay approximately \$17.9 million³ to clearinghouses and various clearinghouse participants in accordance with separate settlements.⁴

¹ MBNA respectfully maintains that it holds administrative claims against TWA arising from, among other things, TWA's postpetition contract with American and/or TWA LLC to administer the Affinity Agreements, and TWA's postpetition conduct.

² It is not clear from the papers filed with the Court the amount of credits that would be applied to the "non-clearinghouse" claims allegedly held by American and TWA LLC. There may be between \$23.3 million and \$37.6 million applied as credits against the alleged \$41.5 million "non-clearinghouse" claims.

³ At this time, it is not known exactly which clearinghouse parties will elect "Option 1" or "Option 2" and therefore be paid 80% of their alleged claims, or more.

⁴ Contemporaneously with the filing of this Limited Objection, MBNA is filing an objection to the proposed settlements with the clearinghouses and clearinghouse participants.

However, it is unclear how much money will remain in the estate following any allocation or payment in connection with the proposed Settlement. The Debtors have not demonstrated that there will be funds in the estate sufficient to provide for a reserve for MBNA, to protect MBNA's rights, including its secured claims.

Argument

The proposed Settlement should not be approved to the extent that (a) it will result in a dissipation of funds to which MBNA's rights have attached under the Court's sale Order, or (b) it may result in other administrative creditors being paid less than in full, or less than their pro rata share, or (c) it may otherwise make the Plan incapable of being confirmed.

Importantly, the proposed Settlement should not be approved unless the Court finds, prior to the approval of the Settlement, that the proposed Plan can be confirmed. If the Settlement were approved prior to confirmation of a plan, the rights of non-settling parties would be prejudiced. The Debtors and the settling parties would also have achieved, in effect, a sub rosa plan.

While no discussion of the Affinity Agreements is contained in the Motion, paragraph 12 of the proposed Order states, in part, that

“LLC shall (as between LLC and the Debtors) be entitled to collect all such “rights to payment” except for the following:

(a) All deposits, letters of credit, claims and rights to payment associated with any executory contracts or unexpired leases rejected by the Debtors, other than (i) the Karabu Ticket Program Agreement and (ii) the Affinity Agreement and Credit Card Miles Program Agreement entered into between TWA and MBNA America Bank, N.A.”

Proposed Order approving proposed Settlement at ¶12.⁵

⁵ The proposed Order submitted to the Court appears to be slightly different than the version that was served on counsel for MBNA. In any event, MBNA's position with respect to either version is the same, as set forth above.

Any Settlement with American and/or TWA LLC should have no effect on the litigation and issues raised in the MBNA Adversary Proceeding between MBNA on the one hand, and TWA, American and/or TWA LLC on the other. Any Order approving such Settlement should expressly preserve, and not affect, all such rights and issues.

In addition, the proposed Order approving the Settlement makes reference to a “Joint Defense Agreement” dated 10/31/01, without disclosing the subject of such defense agreement. To the extent that the “Joint Defense Agreement” may pertain to litigation with MBNA, any Order entered by the Court in connection with the Settlement should not be construed (1) to approve such agreement, or (2) otherwise hold that any joint defense argument is applicable or available to TWA, American or TWA LLC.

In any event, to the extent that the proposed Settlement may be approved, such approval should be without prejudice to MBNA’s rights, claims and defenses, including but not limited to its rights of setoff and recoupment, and such approval should follow confirmation of a plan, after taking into account the full potential financial impact of the Settlement on such plan.

Conclusion

For these and such other reasons that may be raised at a hearing, this Court should not approve the proposed Settlement to the extent that it may require use of funds to which MBNA’s rights have attached, or funds that should otherwise be reserved to protect MBNA’s rights. In addition, the Court should not approve the proposed Settlement unless it first confirms a plan.

WHEREFORE, MBNA respectfully requests that this Court (i) sustain this limited objection, and (ii) grant MBNA such other and further relief as may be just and proper.

Dated: June 5, 2002.

PHILLIPS, GOLDMAN & SPENCE, P.A.

/s/ _____
JOHN C. PHILLIPS, JR., ESQ. (#110)
1200 North Broom Street
Wilmington, DE 19806
(302) 655-4200

-and-

DAVID E. RICE, ESQ.
LISA BITTLE TANCREDI, ESQ.
VENABLE, BAETJER AND HOWARD, LLP
1800 Mercantile Bank & Trust Building
2 Hopkins Plaza
Baltimore, Maryland 21201-2978
(410) 244-7400

Attorneys for MBNA America Bank, N.A.

CERTIFICATE OF SERVICE

I, John C. Phillips, Jr., Esquire, hereby certify that on June 5, 2002, a copy of the attached was served upon the attached 2002 mailing matrix via first class, postage prepaid mail.

/s/ _____
JOHN C. PHILLIPS, JR., ESQ. (#110)

Laura Davis Jones, Esquire
Bruce Grohsgal, Esquire
Pachulski, Stang, Ziehl, Young & Jones P.C.
919 Market Street, 16th Floor
P.O. Box 8705
Wilmington, DE 19899-8705

Bonnie Glantz Fatell, Esq.
Michael D. DeBaecke, Esq.
Blank Rome Comisky & McCauley, LLP
Chase Manhattan Centre, Suite 2100
1201 Market Street
Wilmington, DE 19801

Mark D. Collins, Esq.
Richards Layton & Finger
One Rodney Square
P.O. Box 551
Wilmington, DE 19899

Christopher S. Sontchi, Esq.
Ashby & Geddes
222 Delaware Avenue
P.O. Box 1150
Wilmington, DE 19899

David M. Fournier, Esq.
Pepper Hamilton LLP
1201 Market Street, Suite 1600
P.O. Box 1709
Wilmington, DE 19899-1709

Joseph Grey, Esq.
Stevens & Lee
300 Delaware Avenue, Suite 800
Wilmington, DE 19801

William P. Bowden, Esq.
Ashby & Geddes
222 Delaware Avenue, 17th Floor
P.O. Box 1150
Wilmington, DE 19899

(Parcels)
Vito I. DiMiao
Parcels, Inc.
917 King Street
Wilmington, DE 19801

William H. Sudell, Jr., Esq.
Derek C. Abbott, Esq.
Morris, Nichols, Arsht & Tunnell
1201 North Market Street
P.O. Box 1347
Wilmington, DE 19899-1347

Joel A. Waite, Esq.
Young Conaway Stargatt & Taylor, LLP
The Brandywine Building
1000 West Street
P.O. Box 391
Wilmington, DE 19899-0391

Steven K. Kortanek, Esq.
Klehr Harrison Harvey Branzburg & Ellers LLP
919 Market Street, Suite 1000
Wilmington, DE 19801

Donald J. Detweiler, Esq.
Saul, Ewing, Remick & Saul LLP
222 Delaware Avenue, Suite 1200
P.O. Box 1266
Wilmington, DE 19899

Anthony W. Clark, Esq.
Grenville R. Day, Esq.
Skadden Arps Slate Meagher & Flom LLP
One Rodney Square
P.O. Box 636
Wilmington, DE 19899-0636

William P. Bowden, Esq.
Matthew G. Zaleski, III
Ashby & Geddes
222 Delaware Avenue, 17th Floor
P.O. Box 1150
Wilmington, DE 19899

William A. Hazeltine, Esq.
Potter Anderson & Corroon LLP
1313 North Market Street
P.O. Box 951
Wilmington, DE 19899-0951

Teresa K.D. Currier, Esq.
Kurt F. Gwynne, Esq.
Klett Rooney Lieber & Schorling
1000 West Street, Suite 1410
Wilmington, DE 19801

Adam G. Landis, Esq.
Kathleen P. Makowski, Esq.
Klett Rooney Lieber & Schorling
1000 West Street, Suite 1410
P.O. Box 1397
Wilmington, DE 19899-1397

Jeffrey M. Schlerf, Esq.
Elio Battista, Jr., Esq.
The Bayard Firm
222 Delaware Avenue, Suite 900
Wilmington, DE 19801

Bruce E. Jameson, Esq.
Prickett Jones & Elliott
1310 King Street
P.O. Box 1328
Wilmington, DE 19899

David R. Seligman, Esq.
Kristen E. Rooney, Esq.
Kirkland & Ellis
200 E. Randolph Drive
Chicago, IL 60601

Kathe Forte Finlayson, Paralegal
Pachulski, Stang, Ziehl, Young & Jones P.C.
10100 Santa Monica Blvd.
11th Floor
Los Angeles, CA 90067-4100

Kathleen Soled, Esq.
Trans World Airlines, Inc.
One City Centre
515 N. 6th Street
St. Louis, MO 63101

Thomas E. Biron, Esq.
Blank Rome Comisky & McCauley, LLP
One Logan Square
Philadelphia, PA 19103

Michael Brownstein, Esq.
Blank Rome Comisky & McCauley, LLP
405 Lexington Avenue
New York, NY 10174

Edward S. Weisfelner, Esq.
Berlack Israels & Liberman
120 West 45th Street
New York, NY 10036

The Honorable Patricia A. Staiano
United States Trustee
Office of U.S. Trustee
844 King Street, Suite 2313
Lockbox 35
Wilmington, DE 19801-3519

Alan B. Miller, Esq., Thomas Roberts, Esq.
Richard Rothman, Esq., Helene Jaffe, Esq.
Weil Gotshal & Manges
767 Fifth Avenue
New York, NY 10153

Mary Korby, Esq.
Stephen Youngman, Esq.
Weil Gotshal & Manges
100 Crescent Court, Suite 1300
Dallas, TX 75201-6950

Mr. Vincent Intrieri
Ichan Associates Corp.
767 5th Avenue
New York, NY 10153

Robert S. Clayman, Esq.
John A. Edmond, Esq.
Guerrieri, Edmond & Clayman, P.C.
1625 Massachusetts Avenue, N.W., Suite 700
Washington, D.C. 20036-2243

First Security Bank, N.A.
79 South Main Street
Salt Lake City, UT 84111

American National Bank
Corporate Trust Administration
33 North LaSalle Street
Chicago, IL 60690

Ms. Joann Manieri
The Chase Manhattan Bank
450 W. 33rd Street
15th Floor
New York, NY 10022

Daniel S. Lubell, Esq.
Hughes Hubbard & Reed
One Battery Park Plaza
New York, NY 10094-1482

Diane Malfeld, Esq.
Monica L. Clark, Esq.
Dorsey & Whitney
220 South 6th Street
Minneapolis, MN 55420

Robin Keller, Esq.
Stroock & Stroock & Lavan
180 Maiden Lane
New York, NY 10038-4982

Airbus, North American Companies
Attn: Dana J. Lockhart
198 Van Buren Street, Suite 300
Herndon, VA 30170

Mark Thompson, Esq.
Simpson, Thacher & Bartlett
425 Lexington Avenue
28th Floor
New York, NY 10017

Scott Goldstein, Esq.
Lisa A. Epps, Esq.
Spencer Fane Britt & Browne, LLP
1000 Walnut Street
1400 Commerce Bank Bldg.
Kansas City, MO 64106

Kyung S. Lee, Esq.
Maxim B. Litvak, Esq.
Verner, Liipfert, Bernhard, McPherson and Hand, Chartered
1111 Bagby, Suite 4700
Houston, TX 77002

Glenn S. Fuller
Northwest Airlines, Inc.
Department A1180
5101 Northwest Drive
St. Paul, MN 55111-3034

Jay A. Selcov, Esq.
Office of Milton H. Pachter
One World Trade Center – 68NE
New York, NY 10048

Steven N. Cousins, Esq.
Armstrong Teasdale LLP
One Metropolitan Square, Suite 2600
St. Louis, MO 63102-2740

William J. Rochelle, III, Esq.
Fulbright & Jaworski, LLP
666 Fifth Avenue
New York, NY 10103

Jon Yard Arnason, Esq.
Holland & Knight, LLP
195 Broadway
New York, NY 10007

Mr. John T. Hopkinson
Manager Accounts Development
American Express
200 Vesey Street
Mail Drop 33-10
New York, NY 10285

Craig H. Ulman, Esq.
Margaret E.K. Middleton
Hogan & Hartson
Columbia Square
555 Thirteenth Street N.W.
Washington, D.C. 20004-1109

Mr. Chuck Marlett, MD5675
American Airlines, Inc.
4333 Amon Carter Blvd.
Fort Worth, TX 76155

Newton G. Pritchett, Jr., Assistant Attorney General
Suite 606, Revenue Building
P.O. Box 629
Raleigh, NC 27602-0629

Robert A. Greenfield, Esq.
Stutman, Treister & Glatt
3699 Wilshire Blvd., Suite 900
Los Angeles, CA 90010

John I. Karesh, Esq.
Feltman, Karesh, Major & Farbman, LLP
Carnegie Hall Tower
152 West 57th Street
New York, NY 10019

Mr. Gregory F. Sako
Relationship Management
Discover Financial Services, Inc.
33654 Alta Loma
Farmington, MI 48335

Mr. Laurence G. Way
Vice President
Citicorp Diners Club, Inc.
65 High Ridge Road, #287
Stamford, CT 06905

Beverly Goulet, Managing Director
Corporate Development, MD5562
American Airlines, Inc.
4333 Amon Carter Blvd.
Fort Worth, TX 76155

Mr. Bruce Wark, MD 5675
American Airlines, Inc.
4333 Amon Carter Blvd.
Fort Worth, TX 76155

Mark E. Abels
Trans World Airlines, Inc.
One City Centre
515 N. 6th Street
St. Louis, MO 63101

Ms. Cynthia Wilson
Business Editor
St. Louis Post Dispatch
900 N. Tucker Boulevard
St. Louis, MO 63101-1099

Christopher L. Beers, Esq.
Vice-President-Counsel
GE Capital Aviation Services
201 High Ridge Road, 1st Fl.
Stamford, CT 06927-4900

Brian P. Leitch, Esq.
Arnold & Porter
1700 Lincoln Street
Denver, CO 80203-4540

Robert A. Raskin, Esq.
Stroock & Stroock & Lavan
180 Maiden Lane
New York, NY 10038-4982

Michael Levitt, Esq.
American International Group
70 Pine Street, 28th Floor
New York, NY 10270

Michael P. Marsalese, Esq.
36330 Woodward Ave., Suite 3
Bloomfield Hills, MI 48304

Michael G. Menkowitz, Esq.
Fox, Rothschild, O'Brien & Frankel, LLP
2000 Market Street, 10th Floor
Philadelphia, PA 19103-3291

Sharon L. Levine, Esq.
Lowenstein Sandler, P.C.
65 Livingston Avenue
Roseland, NJ 07068

Wilbur F. Foster, Jr., Esq.
Elliot Gewirtz, Esq.
Michael J. Edelman, Esq.
Milbank Tweed Hadley & McCloy, LLP
One Chase Manhattan Plaza
New York, NY 10005-1413

Michael S. Davis, Esq.
Zeichner Ellman & Krause LLP
575 Lexington Avenue
New York, NY 10022

Jill Levi, Esq.
David B. Rosenberg, Esq.
Todd & Levi, LLP
444 Madison Avenue, Ste 1202
New York, NY 10022

Paul Zampol, Esq.
Delta Air Lines, Inc.
Dept. 981
Hartsfield Atlanta International Airport
Atlanta, GA 30320

Stuart I. Rich, Esq.
Kudman, Trachten, Kessler, Newman & Rich, LLP
350 Fifth Avenue, Suite 4400
New York, NY 10118

Ira S. Greene, Esq.
Squadron, Ellenoff, Plesent & Sheinfeld, LLP
551 Fifth Avenue
New York, NY 10176

Beth J. Solomon, Esq.
Discover Financial Services, Inc.
2500 Lake Cook Road
Riverwoods, IL 60015

Arthur Steinberg, Esq.
Kaye Scholer, LLP
425 Park Avenue
New York, NY 10022-3598

Stephen E. Leach, Esq.
Venable, Baetjer and Howard, LLP
2010 Corporate Ridge, Suite 400
McLean, VA 22102

Attn: Bill Wong
Amroc Investments, Inc.
535 Madison Avenue, 15th Floor
New York, NY 10022

Patricia Thomas, Chief
Air Carrier Fitness Division, X-56
U.S. Department of Transportation
400 7th Street, S.W.
Washington, D.C. 20590

Deborah Stanley, Esq.
IRS – Richmond
2727 Enterprise Parkway, Suite 100
Richmond, VA 23294-6341

John P. Dillman, Esq.
Linebarger Heard Goggan Blair Graham Pena &
Sampson, LLP
P.O. Box 3064
Houston, TX 77253-3064

Judith W. Ross, Esq.
Leslie Ardemagni, Esq.
Thompson & Knight, LLP
1700 Pacific Avenue, Suite 300
Dallas, TX 75201

Gary L. Barnhart, Esq.
Special Assistant Attorney General
Missouri Department of Revenue
301 W. High Street, Room 670
P.O. Box 475
Jefferson City, MO 65105-0475

Edgar N. James, Esq.
James & Hoffman, P.C.
1146 19th Street, N.W.
Washington, D.C. 20036-3703

Bernard F. Diederich, Esq.
Office of the General Counsel, C-10
U.S. Department of Transportation
400 7th Street, S.W.
Washington, D.C. 20590

Jill Ptacek, Esq.
Antitrust Division, Department of Justice
325 Seventh Street, Suite 500
Washington, D.C. 20530

Christopher Zaetta, Esq.
Trial Attorney/Tax Division
U.S. Department of Justice
Judiciary Center Building
555 4th Street, N.W.
Washington, D.C. 20001

Roy S. Kobert, P.A.
Broad and Cassel
390 N. Orange Avenue, Suite 1100
Orlando, FL 32801

Douglas W. Jessop, Esq.
Donald D. Allen, Esq.
Jessop & Company, P.C.
303 East 17th Avenue, #930
Denver, CO 80203

Michael Weinstock, Esq.
Lazard Freres & Co., LLC
30 Rockefeller Plaza, 60th Floor
New York, NY 10020

Barbara M. Hill, Assistant County Attorney
c/o Broward County Aviation Department
320 Terminal Drive
Fort Lauderdale, FL 33315

Ronald L. Cohen, Esq.
Seward & Kissel LLP
One Battery Park Plaza
New York, NY 10004

Ayala A. Hassell, Esq.
Electronic Data Systems, Inc.
5400 Legacy Drive
MS H3-3D-05
Plano, TX 75024

Paul B. Geilich, Esquire
Bell, Nunnally & Martin, LLP
1400 One McKinney Plaza
3232 McKinney Avenue
Dallas, TX 75204-2429

David S. Elkind, Esquire
Reboul, MacMurray, Hewitt, Maynard & Kristol
Attorneys for British Airways Plc
45 Rockefeller Plaza
New York, NY 10111

Lee Marable
City and County of Denver
Airport Legal Services – DIA
303 West Colfax Avenue, Suite 800
Denver, CO 80204

James M. Peck, Esq.
Michael C. Mulitz, Esq.
Schulte Roth & Zabel, LLP
919 Third Avenue
New York, NY 10022

James M. Malley, Esq.
Angelo, Gordon & Co.
245 Park Avenue
New York, NY 10167-0094

W. Robinson Beard, Esq.
W. Thomas Halbleib, Esq.
Stites & Harbison
400 West Market St., Suite 1800
Louisville, KY 40202

Toby L. Gerber, Esq.
Gregory G. Hesse, Esq.
Jenkins & Gilchrist
1445 Ross Avenue, Suite 3200
Dallas, TX 75202-2799

Constance B. Minnett, Esq.
Senior Vice President and General Counsel
Warner Bros. Distributing
4000 Warner Boulevard
Building 154, Room 1441
Burbank, CA 91522-1541

James B. Blaney, Esq.
Assistant U.S. Counsel
British Airways Plc
75-20 Astoria Boulevard
Jackson Heights, NY 11370

Jeffrey R. Fine, Esquire
Strasburger & Price, L.L.P.
901 Main Street, Suite 4300
Dallas, TX 75202

John J. Monaghan, Esquire
Lynne B. Nowak, Esquire
Holland & Knight LLP
10 Saint James Ave Ste 1200
Boston, MA 02116-3813

Craig E. Reimer, Esquire
Mayer, Brown & Platt
190 South LaSalle Street
Chicago, IL 60603

Ann Bersi, Deputy District Attorney
Clark County District Attorney's Office
Civil Division
500 South Grand Central Parkway, P.O. Box 552215
Las Vegas, NV 89155-2215

Michael P. Cotter, Esquire
Vandeventer Black LLP
500 World Trade Center
Norfolk, VA 23510

John M. Werlich
Assistant City Attorney
City of Los Angeles, Department of Airports
1 World Way, P.O. Box 92216
Los Angeles, CA 90009

Brian Sullivan
Werb & Sullivan
300 Delaware Avenue, 10th Floor
Wilmington, Delaware 19899

Ethan D. Fogel, Esquire
Juliet Sarkessian, Esquire
Dechert Price & Rhoads
4000 Bell Atlantic Tower, 1717 Arch Street
Philadelphia, PA 19103-2793

William D. Sullivan, Esquire
Elzufon Austin Reardon Tarlov & Mondell, P.A.
300 Delaware Avenue, Suite 1700
P.O. Box 1630
Wilmington, DE 19899

Neil B. Glassman, Esquire
Elio Battista, Jr., Esquire
The Bayard Firm
222 Delaware Avenue, Suite 900
Wilmington, DE 19801

Sonia U. Chae
Securities and Exchange Commission
175 West Jackson Blvd., Suite 900
Chicago, IL 60604

Dan M. Poitras
Danning, Gill, Diamond & Kollitz, LLP
2029 Century Park East, Suite 300
Los Angeles, CA 90061-2904

Esther E. Tryban Telser
City of Chicago Department of Law
30 N. LaSalle; Room 900
Chicago, IL 60602

Victoria E. Powers
Eric M. Stoller
Schottenstein, Zox & Dunn Co., L.P.A.
41 South High Street, Suite 2600
Columbus, Ohio 43215

Linda M. Carmichael, Esquire
White and Williams LLP
824 N. Market Street, Suite 902
P.O. Box 709
Wilmington, DE 19899-0709

Carl N. Krunz, III, Esquire
Murphy Spadaro & Landon
824 Market Street, Suite 700
P.O. Box 8989
Wilmington, DE 19899

William H. Sudell, Esquire
Morris, Nichols, Arsht & Tunnell
1201 Market Street
Wilmington, DE 19801

Joshua L. Butler, Esquire
Manwell & Schwartz
20 California Street, Third Floor
San Francisco, CA 94111

Paul D. Trinkoff, Esquire
Richard L. Costella, Esquire
Miles & Stockbridge P.C.
10 Light Street
Baltimore, Maryland 21202

Kasowitz, Benson, Torres & Friedman LLP
1633 Broadway
New York, New York 10019

Mary M. MaloneyHuss, Esquire
Wolf, Block, Schorr and Solis-Cohen LLP
920 King Street, Suite 300
One Rodney Square
Wilmington, DE 19801

D. Brett Marks, Esquire
Ackerman, Senterfitt & Edison, P.A.
First Union Building
100 South Ashley Drive, Suite 1500
Tampa, Florida 33601

Laurie Selber Silverstein, Esquire
Potter Anderson & Corroon LLP
1313 N. Market Street, 6th Floor
P.O. Box 951
Wilmington, DE 19899

Pepper Hamilton LLP
1201 Market Street
Suite 1600
Wilmington, DE 19899-1709
Attn: Aaron Garber, Esquire

Mayor Day Caldwell & Keeton
700 Louisiana, Suite 1900
Houston, TX 77002

Stephen H. Warren, Esquire
Austin K. Barron, Esquire
O'Melveny & Myers LLP
400 South Hope Street
Los Angeles, CA 90071-2899

Laura Gonzales, Esquire
Yahoo! Legal Department
701 First Avenue, Building D
Sunnyvale, CA 94086

William D. Sullivan, Esquire
Elzufon Austin Reardon Tarlov & Mondell, P.A.
300 Delaware Avenue, Suite 1700
P.O. Box 1630
Wilmington, DE 19899-1630

John J. Delaney, Esquire
Condon & Forsyth LLP
1016 Sixteenth Street, NW
Seventh Floor
Washington, D.C. 20036

Thomas P. Abbott
Assistant County Attorney
County Attorney's Office, Aviation Division
P.O. Box 592075 AMF
Miami, Florida 33159

Kurt F. Gwynne, Esquire
Reed Smith LLP
1201 Market Street, Suite 1500
Wilmington, DE 19801

Jonathan L. Abram, Esquire
Hogan & Hartson, LLP
555 13th Street, NW
Washington, DC 20004

Arizona Department of Revenue
Arizona Attorney General's Office
Bankruptcy & Collection Enforcement Section
1275 West Washington
Phoenix, Arizona 85007

Neal J. Levitsky, Esquire
824 Market Street, Suite 810
P.O. Box 2323
Wilmington, DE 19899-2323

Rivera & Fernandez-Reboredo, P.S.C.
Attorneys for Puerto Rico Ports Authority
P.O. Box 360764
San Juan, PR 00936-0764
Attn: Jorge A. Fernandez-Reboredo, Esquire

Robert H. Rosenbaum
M. Evan Meyers
Meyers, Rodbell & Rosenbaum, P.A.
Berkshire Building, 6801 Kenilworth Avenue, Ste 400
Riverdale, Maryland 20737-1385

Stephen M. Miller
222 Delaware Avenue, 10th Floor
P.O. Box 2306
Wilmington, DE 19899

Paul A. Bradley, Esquire
McCarter & English, LLP
919 North Market Street, Suite 950
P.O. Box 111
Wilmington, DE 19801-0302

Lance J. Vander Linden, Esquire
Hilary B. Bonial, Esquire
Brice, Vander Linden & Wernick, P.C.
9441 LBJ Freeway, Suite 350
Dallas, TX 75243

David E. Shay, Esquire
SEIGFREID, BINGHAM, LEVY, SELZER & GEE,
2800 Commerce Tower
911 Main Street
Kansas City, Missouri 64105

Kilpatrick & Associates
Richardo I. Kilpatrick
615 Griswold, Suite 1004
Detroit, MI 48226-3985

Norma Nuñez
Assistant State's Attorney
Rock Island County Courthouse
210 15th Street
Rock Island, IL 61201

Ms. Julia Jones
American Airlines, Inc.
4333 Amon Carter Blvd
Fort Worth, Texas 76155

Shelly Rothschild
Weinstein, Eisen & Weiss & Rothschild LLP
A Professional Corporation
1925 Century Park East, Suite 1150
Los Angeles, CA 90067-2712

Mara E. Rosales, Esquire
Airport General Counsel
San Francisco International Airport
International Terminal, 5th Floor
San Francisco, CA 94128

Martha E. Romero
Law Offices of Martha E. Romero and Associates
7743 South Painter Avenue, Suite E
Whittier, CA 90602

Bonnie L. Dixon, Esquire
William C. Heuer, Esquire
MORGAN, LEWIS & BOCKIUS LLP
101 Park Avenue
New York, NY 10178-0060

Adam G. Landis, Esquire
Kathleen P. Makowski, Esquire
KLETT, ROONEY, LIEBER & SCHORLING
1000 West Street, Suite 1410
Wilmington, DE 19801

Bernice Conn, Esquire
Robins Kaplan Miller & Ciresi
2049 Century Park East
Suite 3700
Los Angeles, CA 90067-3283

Duane D. Werb, Esquire
Werb & Sullivan
300 Delaware Avenue
P.O. Box 25046
Wilmington, DE 19899-5046

Jan Wray, Bankruptcy Files Coordinator
Old Dominion Freight Line Inc.
500 Old Dominion Way
Thomasville, NC 27360