

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 (P JW)
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 SETTLEMENTS BY AND AMONG THE  
DEBTORS AND VARIOUS CLEARINGHOUSES AND CLEARINGHOUSE  
PARTICIPANTS 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 for approval of proposed settlements (the “Settlements”) by

and among the above-captioned debtors (the “Debtors”) and various clearinghouse and clearinghouse participants (“the Motion”), 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 United States 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 does hold administrative claims.<sup>1</sup> 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 Clearinghouse Settlements**

As part of the proposed Settlements, the Debtors would settle various disputes with clearinghouses and clearinghouse participants by allocating and paying approximately \$17.9 million<sup>2</sup> to those parties. At the same time, the Debtors propose to allocate and pay cash in the amount of approximately \$20.3 -- \$34.6 million<sup>3</sup> to American and/or TWA LLC in accordance with a separate settlement.<sup>4</sup>

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<sup>1</sup> 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.

<sup>2</sup> 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.

<sup>3</sup> 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. The credits applied against the alleged \$41.5 million "non-clearinghouse" claims may range from \$23.3 million to \$37.6 million.

<sup>4</sup> Contemporaneously with the filing of this Limited Objection, MBNA is filing an objection to the proposed settlement with American and TWA LLC.

However, it is unclear how much money will remain in the estate following any allocation or payment in connection with the proposed Settlements. 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 Settlements should not be approved to the extent that (a) they will result in a dissipation of funds to which MBNA's rights have attached under the Court's Sale Order, or (b) they may result in other administrative creditors being paid less than in full, or less than their pro rata share, or (c) they may otherwise make the Plan incapable of being confirmed.

Importantly, the proposed Settlements should not be approved unless the Court finds, prior to the approval of the Settlements, that the proposed Plan can be confirmed. If the Settlements 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.

Finally, to the extent that the proposed Settlements 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.

### **Conclusion**

For these and such other reasons that may be raised at a hearing, this Court should not approve the proposed Settlements to the extent that they may require use of funds to which MBNA's rights have attached or which funds should otherwise be reserved to protect MBNA's rights. In addition, the Court should not approve the proposed Settlements unless it first confirms a plan, after taking into account the full potential financial impact of the Settlements on such 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.

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**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.

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