

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)
) (Jointly Administered)
Debtors.)
)

**NOTICE OF MBNA’S MOTION FOR AN ORDER ADMITTING
EXHIBITS UNDER SEAL FOR PURPOSES OF THE HEARING ON
CONFIRMATION OF THE PROPOSED PLAN TO BE HELD ON JUNE 13, 2002**

To: Counsel for the Debtors United States Trustee

Counsel for the Official Committee
of Unsecured Creditors

MBNA America Bank, N.A. (“MBNA”) has filed a Motion for an Order Admitting Exhibits Under Seal for purposes of the hearing on confirmation of the proposed plan to be held on June 13, 2002, seeking the following relief:

Entry of an Order (A) admitting under seal two exhibits to be submitted in connection with the hearing on confirmation of the proposed plan (the Affinity Agreement and Credit Card Miles Program Agreement (collectively, the “Agreements”)), and (B) protecting the confidentiality of the Agreements.

You are required to file a response to the attached Motion on or before June 13, 2002.

At the same time, you must also serve a copy of the response upon MBNA’s attorneys (so as to be received on the same date) at:

PHILLIPS, GOLDMAN & SPENCE, P.A.
1200 North Broom Street
Wilmington, DE 19806
Attn: John C. Phillips, Jr., Esq.
(302) 655-4200

-and-

VENABLE, BAETJER AND HOWARD, LLP
1800 Mercantile Bank & Trust Building
2 Hopkins Plaza
Baltimore, MD 21201-2978
Attn: David E. Rice, Esq.
(410) 244-7400

A HEARING ON THE MOTION WILL BE HELD ON JUNE 13, 2002,
AT 10:00 A.M.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS
NOTICE, THE COURT MAY GRANT THE RELIEF DEMANDED BY THE MOTION
WITHOUT FURTHER NOTICE OR HEARING.

PHILLIPS, GOLDMAN & SPENCE, P.A.

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, MD 21201-2978
(410) 244-7400

Attorneys for MBNA America Bank, N.A.

Dated: June 13, 2002.
Wilmington, Delaware

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**MBNA’S MOTION FOR AN ORDER ADMITTING EXHIBITS UNDER
SEAL FOR PURPOSES OF THE HEARING ON CONFIRMATION
OF THE PROPOSED PLAN TO BE HELD ON JUNE 13, 2002**

MBNA America Bank, N.A. (“MBNA”), by its undersigned attorneys, files this Motion (the “Motion”) for an Order admitting under seal certain exhibits to be submitted in connection with the hearing on confirmation of the proposed plan to be held on June 13, 2002 (the “Confirmation Hearing”), pursuant to 11 U.S.C. §107(b) and Fed. R. Bankr. P. 9018. In support of its Motion, MBNA states as follows:

Jurisdiction

1. On January 10, 2001 (the “Petition Date”), Trans World Airlines, Inc. (“TWA”) filed a voluntary Bankruptcy Petition in this Court pursuant to Chapter 11 of the Bankruptcy Code, 11 U.S.C. §101 *et seq.*
2. This Court has jurisdiction over this Motion pursuant to 28 U.S.C. §§157 and 1334. This matter is a core proceeding pursuant to 28 U.S.C. §157. Venue for this Motion is proper in this Court pursuant to 28 U.S.C. §§1408 and 1409. The statutory predicates for the relief sought by MBNA are 11 U.S.C. §107(b) and Fed. R. Bankr. P. 9018.

The Confidential Commercial Information

3. On or about September 30, 1999, MBNA and TWA entered into the Affinity Agreement (the “Affinity Agreement”) and the Credit Card Miles Program Agreement (the “Miles Program Agreement”) (collectively, the “Agreements”) with respect to the offering and administration by MBNA of a credit card bearing TWA trademarks, and the participation by holders of those MBNA credit cards in the TWA Aviators frequent flyer mileage program (the “Aviators Program”). The Affinity Agreement and the Miles Program Agreement have been filed under seal as Exhibits to MBNA’s Complaint for Declaratory Judgment, Breach of Contract, Tortious Interference with Contract, Indemnity, Civil Conspiracy and Establishment of Escrow Reserve (the “Complaint”) filed on October 5, 2001, in the adversary proceeding styled MBNA America Bank, N.A. v. Trans World Airlines, Inc., TWA Airlines, L.L.C. and American Airlines, Inc., Adversary Proceeding No. 01-7802 (the “MBNA Adversary Proceeding”).

4. The Agreements have not been served on any parties other than TWA.¹ Further, so that the Agreements might not be inadvertently disclosed in connection with the Confirmation Hearing, MBNA has refrained from otherwise filing copies of the Agreements with this Court, until this Court has had the opportunity to rule on the instant Motion.

Grounds for Relief

5. This Court may protect an entity with respect to confidential commercial information pursuant to 11 U.S.C. §107(b).

¹ MBNA served copies of the Agreements on TWA in connection with its Motion for Relief from Stay [Docket No. 1756].

6. The Agreements are confidential commercial information. The harm that would be visited upon MBNA by the dissemination of the Agreements is substantial and serious.

7. The Agreements contain the terms of credit card affinity and miles program agreements between MBNA and TWA, under which it is contemplated that MBNA will receive substantial revenues from fees generated by the use of its credit cards. The terms of these Agreements are highly confidential, and disclosure of such terms would be highly prejudicial and damaging to MBNA in its relationships with third parties.

8. Dissemination and disclosure of the terms of the Agreements to MBNA's competitors would also cause serious harm to MBNA.

9. The Agreements contain confidentiality provisions that survive the termination of the Agreements.

10. MBNA requests relief that is narrowly tailored to protect the confidential nature of the Agreements.

11. MBNA requests that this Court direct the Clerk to place the Agreements in the public record under seal. MBNA also requests that this Court permit parties-in-interest, directly in connection with the Confirmation Hearing, to request copies of the Agreements from MBNA's counsel, provided however, that any such party receiving copies of the Agreements is bound by a confidentiality Order, protecting the confidentiality of the Agreements and limiting the use and disclosure of the Agreements solely for the purpose of the Confirmation Hearing. Further, MBNA requests that it not be required to provide the Agreements to any competitor of MBNA, or to any affiliate of a competitor.

12. MBNA reserves the right to seek protection of additional commercial information. Further, MBNA reserves its rights as to parties that have or may disclose the Agreements in violation of any confidentiality provisions.

13. For these and such other reasons as may be raised at a hearing on this Motion, MBNA requests that this Court direct the Clerk to place the Agreements, which are to be submitted as exhibits in connection with the Confirmation Hearing, in the public record under seal. MBNA further requests that this Court limit the parties entitled to request copies of the Agreements from MBNA and protect the Agreements from disclosure pursuant to the terms of the proposed Order submitted with this Motion.

WHEREFORE, MBNA respectfully requests that this Court (a) enter the proposed confidentiality Order, and (b) grant MBNA such other and further relief as is just and equitable.

PHILLIPS, GOLDMAN & SPENCE, P.A.

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

-and-

DAVID E. RICE, ESQ.
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Attorneys for MBNA America Bank, N.A.

Dated: June 13, 2002.
Wilmington, Delaware

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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**ORDER GRANTING MBNA’S MOTION FOR AN ORDER ADMITTING
EXHIBITS UNDER SEAL FOR PURPOSES OF THE HEARING ON
CONFIRMATION OF THE PROPOSED PLAN TO BE HELD ON JUNE 13, 2002,
AND PROTECTING CONFIDENTIAL COMMERCIAL INFORMATION**

Upon consideration of MBNA’s Motion for an Order Admitting Exhibits Under Seal for Purposes of the Confirmation Hearing to be Held on June 13, 2002 and Protecting Confidential Commercial Information (the “Motion”) filed herein by MBNA America Bank, N.A. (“MBNA”) on June 13, 2002, and of any response thereto, this Court finding that the Affinity Agreement and the Miles Program Funding Agreement (collectively, the “Agreements”) are confidential commercial information of MBNA, and it appearing that the relief sought in the Motion should be granted as provided in 11 U.S.C. §107(b), it is this ____ day of June, 2002, by the United States Bankruptcy Court for the District of Delaware,

ORDERED, that the Motion should be, and it hereby is, GRANTED, and it is further,

ORDERED, that the Clerk shall maintain the Agreements, to be filed as exhibits in connection with the hearing on confirmation of the proposed plan to be held on April 10, 2002, in the public record under seal; and it is further,

ORDERED, that parties-in-interest in connection with the hearing on confirmation of the proposed plan may request copies of the Agreements from MBNA's counsel, provided, however, that MBNA is not required to provide copies of the Agreements to any competitors of MBNA, or any affiliates of any competitors; and it is further,

ORDERED, that all parties obtaining copies of the Agreements are required to treat the Agreements as confidential, and the Agreements may not be disclosed or used for any purpose whatsoever other than directly in connection with the hearing on confirmation of the proposed plan, unless such parties obtain further Order of Court; and it is further,

ORDERED, that entry of this Order is without prejudice to MBNA's right to seek protection of additional information in connection with the hearing on confirmation of the proposed plan or otherwise.

MARY F. WALRATH
United States Bankruptcy Judge