IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	Chapter 11
	Case No. 01-00056 (PJW)
	(Jointly Administered)
TWA INC. POST CONFIRMATION ESTATE.,	**Hearing Date: 9/30/02 at 11:00 am**
	Responses Due: 8/23/02 at 4:00 pm
Debtor.	**Relates to Docket No. 3536**

RESPONSE OF THE INTERNATIONAL ASSOCIATION OF MACHINISTS AND AEROSPACE WORKERS TO TWA INC. POST CONFIRMATION ESTATE'S SECOND OMNIBUS OBJECTION TO CLAIMS

The International Association of Machinists and Aerospace Workers (the "IAMAW"), by and through its undersigned counsel, for its response to TWA Inc. Post Confirmation Estate's Second Omnibus Objection to Claims (the "Second Omnibus Objection"), respectfully represents as follows:

JURISDICTION

1. This Court has jurisdiction to consider 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 is proper before this Court pursuant to 28 U.S.C. §1408 and § 1409.

BACKGROUND

2. On January 10, 2002 (the "Petition Date") Trans World Airlines, Inc., a Delaware corporation, ("TWA") and twenty-six of its wholly owned subsidiaries (collectively the "Debtors") filed voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code, thereby becoming debtors in possession pursuant to 11 U.S.C. §1107 and §1108.

3. On or about June 14, 2002, this Court entered an Order confirming the Third Amended Joint Plan of Reorganization of the Debtors and the Official Committee of Unsecured Creditors (the "Plan"), and the Plan became effective on June 25, 2002 (the "Effective Date").

4. Pursuant to Plan, the Debtors' Chapter 11 cases were substantively consolidated and all assets of the Debtors were transferred to the TWA, Inc. Post Confirmation Estate (the "Estate") for the benefit of creditors. All claims against the Debtors or their bankruptcy estates are to be satisfied from the assets of the consolidated Estate.

5. On October 19, 2001 the Bankruptcy Court entered the Order Approving Motion For Approval Of Settlement By And Among The Debtors, The Official Committee Of Unsecured Creditors, The International Association Of Machinists And Aerospace Workers As Agent For The Backpay Claimants, American National Bank And Trust Company Of Chicago As Indenture Trustee For The 8% Secured Notes, United States Trust Company Of New York As Collateral Trustee, And Robert Haynes As Successor Trustee, Pursuant To Fed. R. Bankr. P. 9019 And 2002 (the "Backpay Settlement Order").

6. On November 1, 2001, the Debtors paid the sum of $24,427,916.93 to the Indenture Trustee for distribution to the Holders of the Backpay Notes pursuant to the Backpay Settlement Order.

RESPONSE TO CLAIMS OBJECTION

7. As set forth in the Second Omnibus Objection, the Estate is seeking to expunge and disallow the claims listed on Exhibit G to the Second Omnibus Claims Objection, on the basis that the claimants, the Holders of the Backpay Notes, have been fully paid and all claims have been satisfied. Specifically, the Estate asserts that the Debtors have satisfied their obligations with respect to TWA's 8% Secured Notes due 2001 (the "Secured Notes" or "Backpay Notes") by paying $24,427,916.93 to the Indenture Trustee, for distribution to the Holders of the Back Pay Notes.

8. The IAMAW respectfully submits that despite the payment made pursuant to the Backpay Settlement Order to the Indenture Trustee, and the subsequent distribution to many of the Holders of the Backpay Notes, more than 3,559 IAMAW members and Holders of Backpay Notes, who are rightfully entitled to payment of their claims have not received any payments from the Indenture Trustee.

9. The IAMAW believes that the total amount of the unpaid claims of Holders of the Backpay Notes is approximately $3,285,287.50.

10. Throughout the claims resolution process, the IAMAW repeatedly requested from the Indenture Trustee a comprehensive list of Holders of Backpay Notes who have not received payment on their claims (the "List"). The List was provided on or about July 16, 2002 by the Indenture Trustee.

11. Importantly, the List did not indicate whether any contact was made with the Holders of the Backpay Notes who are not included in Exhibit G to the Second Omnibus Objection, nor did the List indicate the diligence performed by the Indenture Trustee, the efforts to locate the remaining Holders of the Backpay Notes and the extent of the follow through conducted by the Indenture Trustee.

12. Since receiving the List, the IAMAW immediately began a process of contacting its members who are contained on the List.

13. This process includes telephone contact with the members on the List and telephone contact with former IAMAW representatives in cities where the members reside in order to determine correct addresses for those individuals who have not yet received payments from the Indenture Trustee.

14. To date, the IAMAW has been successful in reaching approximately 400 of the 3,559 individuals.

15. Further, the IAMAW is compiling a database of the 3,559 members so that it can cross-reference the mailing list that it has on file from membership records.

16. Once the database has been completed, the IAMAW will conduct a mailing to those individuals and will be providing the necessary documents in the mailing so that the members can apply for their payments.

17. Once the mailing has been conducted, the IAMAW intends to contact the Internal Revenue Service and the U.S. Social Security Office to locate those individuals who cannot be reached from the IAMAW membership records.

18. The foregoing effort will be an extensive undertaking at the expense of the IAMAW in order to ensure that its members receive payment that is rightfully due them pursuant to the terms of the Backpay Notes.

19. The IAMAW asserts that given an additional period of time of a minimum of 180 days, and with the resources and contacts of the IAMAW membership, the remaining members who are due payment as Holders of the Backpay Notes, may be located and payment could be made.

20. There would be no prejudice to the Estate in allowing this limited additional period of time to locate these Holders of the Backpay Notes and effectuate payment of the claimed amounts since the Estate has previously earmarked and transferred funds for distribution by the Indenture Trustee. However in contrast, the prejudice the individual Holders of the Backpay Notes would suffer if their rightful payments were returned to the Estate would be significant.

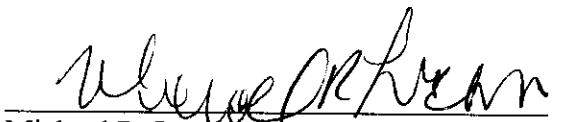
21. The IAMAW believes it would be patently unfair for the more than $3 million due these individuals, to be returned to the Estate. These claimants are not corporate entities, but rather are individuals and IAMAW members, many of which have likely not found new employment and who are in need of the funds more than any other of the Estate's creditors.

22. The IAMAW should be afforded a reasonable opportunity to locate these individuals and ensure that the best, most diligent efforts have been expended to pay these claimants.

WHEREFORE, the IAMAW respectfully requests the Court adjourn and/or stay that portion of the Second Omnibus Objection, specifically Exhibit G, which seeks to expunge and disallow the Paid 8% Note Claims, for a period of 180 days to allow the IAMAW an opportunity to perform its diligence and locate its members entitled to distribution as Holders of the Backpay Notes, and grant such other and further relief as the Court deems proper.

Respectfully submitted,

DUANE MORRIS LLP



Michael R. Lastowski (I.D. No. 3892)
1100 North Market Street, Suite 1200
Wilmington, DE 19801-1246
Telephone: (302) 657-4900
Facsimile: (302) 657-4901
E-mail: mlastowski@duanemorris.com

- and -

LOWENSTEIN SANDLER PC

Sharon Levine (SL-2109)
Mark J. Politan (MP-5989)
65 Livingston Avenue
Roseland, NJ 07068
Telephone: (973) 597-2500
Facsimile: (973) 597-2400

Attorneys for International Association of Machinists and Aerospace Workers

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CERTIFICATE OF SERVICE

I, Michael R. Lastowski, certify that I am not less than 18 years of age, and that on August 23, 2002, I caused a true and correct copy of the attached **Response of the International Association of Machinists and Aerospace Workers to TWA Inc. Post Confirmation Estate's Second Omnibus Objection to Claims** was made on August 23, 2002, upon:

> All of the parties indicated on the attached Service List by first class mail, postage prepaid, or by hand delivery to those parties located in Wilmington, Delaware.

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

Dated: August 23, 2002

Michael R. Lastowski

SERVICE LIST

VIA FIRST CLASS MAIL
Linda Place, Esq.
Kirkland & Ellis
200 East Randolph Drive
Chicago, IL 60601

VIA HAND DELIVERY
Bruce Grohsgal, Esq.
Pachulski, Stang, Ziehl, Young & Jones, P.C.
919 North Market Street, 16th Floor
P.O. Box 8705
Wilmington, DE 19899-8705