IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF DELAWARE

In re:	)	
	)	Case No. 01-00056 (PJW)
TWA INC. POST CONFIRMATION ESTATE	)	
	)	
	)	
	)	
	)	
	)	
TWA INC. POST CONFIRMATION ESTATE	)	
	)	
Plaintiff,	)	
	)	Adv. Pro No. 02- 750 49
v.	)	
	)	
PHOENIX SOFTWARE INTERNATIONAL, INC.,	)	
	)	
	)	
Defendant.	)	
	)	

COMPLAINT TO AVOID TRANSFERS PURSUANT TO 11 U.S.C. § 547 AND TO RECOVER PROPERTY, OR THE VALUE OF SUCH PROPERTY, PURSUANT TO 11 U.S.C. §550

The TWA Inc. Post Confirmation Estate (the "Estate"), by and through its undersigned counsel, and for its Complaint to (1) avoid transfers pursuant to 11 U.S.C. § 547, and (2) recover property, or the value of such property, transferred pursuant to 11 U.S.C. § 550, against defendant PHOENIX SOFTWARE INTERNATIONAL, INC. (the "Defendant"), states as follows:

JURISDICTION

1. This Court has jurisdiction over this adversary proceeding under 28 U.S.C. §§ 1334 and 157, 11 U.S.C. §§ 1142 and 547.

2. This is a core proceeding within the meaning of 28 U.S.C. §§ 157 (b)(2)(A), (E), (F), and (O).

3. Venue is proper in this Court pursuant to 28 U.S.C. § 1409.

4. The Estate is the party in interest for the purposes of this claim pursuant to the Third Amended Joint Liquidating Plan of Reorganization of the Debtors and the Official Committee of Unsecured Creditors Pursuant to Chapter 11 of the United States Bankruptcy Code (the "Plan") which was confirmed by this Court on June 14, 2002. The Plan transferred all rights and assets of Trans World Airlines, Inc. and twenty-six of its subsidiaries (the "Debtors") to the Estate.

BACKGROUND

5. On January 10, 2001 (the "Petition Date"), Debtors filed voluntary petitions for relief under chapter 11 of title 11 of the United States Bankruptcy Code (the "Bankruptcy Code"). The Plan was confirmed on June 14, 2002 and all rights and assets of Debtors were transferred to the Estate on June 25, 2002.

6. The Estate demanded payment and/or turnover of the preferential transfer(s) which are the subject of this Complaint by letter to the Defendant dated on or about September 10, 2002. As of the date of this Complaint, none of the amount demanded has been paid.

COUNT 1
(Avoidance of Preferential Transfers — 11 U.S.C. § 547)

7. The transfers identified in "Attachment 1" hereto (the "Transfers") were made to or for the benefit of the Defendant, an alleged creditor of the Debtors.

8. The Transfers were made for or on the account of an antecedent debt allegedly owed by the Debtors to the Defendant before the Transfers were made (the "Debt").

9. The Transfers were made while the Debtors were insolvent.

10. The Transfers were made by the Debtors to the Defendant on or within 90 days before the Petition Date.

11. On information and belief, the Transfers enabled Defendant to receive more than Defendant would have received if:

a. this case was a case under Chapter 7 of the Bankruptcy Code;

b. the Transfers had not been made; and

c. Defendant received payment on the Debt to the extent provided by the provisions of the Bankruptcy Code.

12. The Estate is entitled to avoid the Transfers pursuant to Section 547(b) of the Bankruptcy Code.

COUNT 2
(Recovery of Preferential Transfers — 11 U.S.C. § 550)

13. The Estate repeats and realleges paragraphs 1 through 12 above as though fully set forth herein.

14. Defendant is either (a) the initial transferee of the Transfers; (b) the entity for whose benefit the Transfers were made; or (c) an immediate or mediate transferee of the initial transferee.

15. The Estate is entitled to recover the Transfers, or the value of such property, from Defendant pursuant to section 550(a) of the Bankruptcy Code.

WHEREFORE, the Estate requests that the Court enter judgment granting the Estate the following relief against the Defendant:

(a) avoiding the Transfers as preferential transfers under 11 U.S.C. § 547(b);

(b) granting judgment in favor of the Estate and against Defendant in an amount equal to the Transfers and ordering the Defendant to immediately pay to the Estate an amount equal to the Transfers, pursuant to 11 U.S.C. § 550(a);

(c) awarding the Estate prejudgment interest, at the rate per annum deemed by the Court to be appropriate, as allowed by law until the date that each Transfer, together with all post-judgment interest and costs, is paid in full to the Estate;

(d) awarding the Estate costs of suit; and

(e) granting the Estate such other and further relief, at law or equity, to which the Estate shows itself justly entitled.

Date: December 9, 2002

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Co-counsel for the Estate-Plaintiff

[1] Contact this person with any questions or comments.

ATTACHMENT 1 - THE TRANSFERS
PAYMENTS MADE WITHIN 90 DAYS PRIOR TO FILING
TRANSWORLD AIRLINES, INC, 01-00056

PHOENIX SOFTWARE INTERNATIONAL

ITEM		CHECK NBR	SOURCE	VENDOR CODE	CHECK DATE	BANK CLEAR DATE	INVC NBR	INVC DATE	PAID AMT
1	MJ97274	PHOENIX SOFTWARE INTERNATIONAL 5200 W CENTURY BLVD SUITE 800 LOS ANGELES CA CA							
		G327526		MJ97274	10/13/2000	10/17/2000			
							002219	8/30/2000	$16,088.17
									$16,088.17
							TOTAL FOR THIS VENDOR:		$16,088.17