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. 02-75277
v.	)	
	)	
HILLSBOROUGH COUNTY,	)	
	)	
Defendant.	)	

COMPLAINT TO AVOID THE FIXING OF STATUTORY LIEN PURSUANT TO 11 U.S.C. § 545 OR IN THE ALTERNATIVE TO DETERMINE THE EXTENT OF SUCH LIEN PURSUANT TO 11 U.S.C. § 506

The TWA Inc. Post Confirmation Estate (the "Estate"), by and through its undersigned counsel, and for its Complaint to: (a) avoid the fixing of a statutory lien pursuant to 11 U.S.C. § 545; or in the alternative (b) determine the extent of such lien pursuant to 11 U.S.C. § 506, against defendant Hillsborough County ("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 545.

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

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 pursuant to the Plan, all rights and assets of Debtors were transferred to the Estate on June 25, 2002.

6. On February 23, 2001, March 15, 2001 and January 29, 2002, Defendant filed secured claims against the Debtors in the amount of $5,339.68, $2,547.80 and $4,675.47 which were later designated as Claim Nos. 22000, 31000, and 973900 (the "Hillsborough County Claims").

7. The Hillsborough County Claims are based on ad valorem property taxes for the years 2000 and 2001.

COUNT 1
(Avoidance of the Fixing of Statutory Lien — 11 U.S.C. § 545)

8. Defendant asserts that the Hillsborough County Claims are secured by a statutory lien pursuant to Florida Statues § 197.122.

9. Defendant has cited no authority to indicate that it had a perfected statutory lien on the Petition Date.

10. Upon information and belief, Defendant's statutory lien was not perfected or enforceable on the Petition Date against a bona fide purchaser of any of the Debtor's assets.

11. The Estate is entitled to avoid the fixing of Defendant's statutory lien pursuant to Section 545 of the Bankruptcy Code.

COUNT 2
(Determination of the Extent of Defendant's Lien — 11 U.S.C. § 506)

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

13. Even if Defendant's lien was validly perfected on the Petition Date, pursuant to 11 U.S.C. § 506, Defendant would have a secured claim only to the extent of the value of the Defendant's interest in the Debtor's interest in any collateral securing the Hillsborough County Claims.

14. Defendant has identified no collateral which allegedly secures the Hillsborough County Claims, other than "real estate" and "tangible personal property".

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

(a) avoiding the fixing of Defendant's statutory lien under 11 U.S.C. § 545;

(b) in the alternative, determining that the value/extent of Defendant's lien is zero;

(c) awarding the Estate costs of suit; and

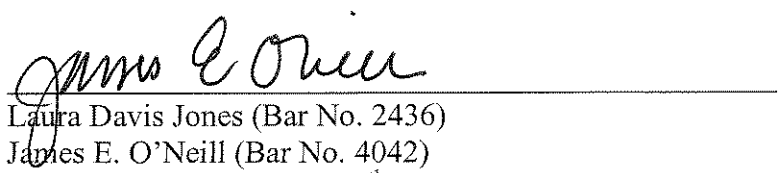
(d) granting the Estate such other and further relief, at law or equity, to which the Estate shows itself justly entitled.

Date: December 23, 2002

KIRKLAND & ELLIS
Ryan L. Jensen[1]
Alexis Gabay
200 East Randolph Drive
Chicago, Illinois 60601
Telephone: (312) 861-2000
Facsimile: (312) 861-2200

and

PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C.



Laura Davis Jones (Bar No. 2436)
James E. O'Neill (Bar No. 4042)
919 North Market Street, 16th Floor
P.O. Box 8705
Wilmington, Delaware 19899-8705 (Courier 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400

Co-counsel for the Estate-Plaintiff

[1] Contact this person with any questions or comments