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**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION**

**In re:** ) **Chapter 11**  
 )  
**UAL CORPORATION, et al.,** ) **Case No. 02-B-48191**  
 ) **(Jointly Administered)**  
**Debtors.** )  
 ) **Honorable Eugene R. Wedoff**

**ORDER (A) ESTABLISHING A PROCEDURE FOR TREATMENT OF  
RECLAMATION CLAIMS AND CLAIMS PURSUANT TO THE PACA ACT AND  
(B) PROHIBITING THIRD PARTIES FROM INTERFERING WITH DELIVERY OF  
THE DEBTORS' GOODS**

Upon the Motion<sup>1</sup> of the debtors and debtors in possession (collectively, the “Debtors”) in the above-captioned Chapter 11 Cases seeking entry of an order (A) establishing a procedure for treatment of Reclamation Claims and Claims pursuant to the PACA Act and (B) prohibiting third parties from interfering with delivery of the Debtors’ goods; and it appearing that the relief requested is essential to the continued operation of the Debtors’ businesses and in the best interest of the Debtors’ estates and creditors; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and the Motion is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and adequate notice of the Motion having been given; and it appearing that no other notice need be given; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED THAT:

1. The Motion is granted.

<sup>1</sup> Capitalized terms not defined herein shall have the same meaning as in the Motion.

912

2. The following procedures, outlined in the Motion for the treatment and processing of reclamation claims and PACA claims, if any, are hereby approved, unless otherwise ordered by the Court:

(a) Any vendor asserting a Reclamation Claim or PACA Claim must demonstrate that it has satisfied all requirements entitling it to a right of reclamation under applicable state law and Section 546(c)(1) of the Bankruptcy Code and/or with the PACA Act;

(b) The Debtors will file a Report, on notice to each party in interest, setting forth the asserted Reclamation Claims and/or PACA Claims, and whether the Debtors believe such Claims are valid;

(c) Absent further order of the Court, the Report shall be filed by the Debtors within ninety (90) days of the Court's ruling upon this Motion;

(d) If the Debtors fail to file the Report within the required period of time, any Reclamation Claimant and/or PACA Claimant may bring a motion for allowance of its Reclamation Claim and/or PACA Claim;

(e) All parties in interest shall have the right and opportunity to file an Objection to the treatment of any asserted Reclamation Claim and/or PACA Claim in the Report within thirty (30) days after such Report is filed;

(f) The Reclamation Claims and/or PACA Claims deemed invalid in the Report that are not properly the subject of a timely filed Objection, will be deemed invalid without further order of this Court; and

(g) All valid Reclamation Claims and/or PACA Claims allowed by the Court pursuant to the Report will be paid by the Debtors as administrative expenses of the Debtors' estates.

3. The Debtors are hereby authorized to refuse all demands for actual reclamation and return of goods; provided, however, that pursuant to Section 546(g) of the Bankruptcy Code the Debtors are authorized to return to vendors goods that were delivered before the Petition Date for appropriate credit.

4. Any right of reclamation for all Reclamation Claims and PACA Claims is hereby denied under the terms set forth in the Motion, effective as of the Petition Date.

5. In accordance with Section 362 of the Bankruptcy Code and the Motion, unless otherwise ordered by the Court, vendors and all other third parties are not permitted to, and are hereby prohibited from, interfering in any way with the postpetition shipment or delivery of goods to the Debtors.

6. Nothing contained herein or in the Motion shall constitute a finding, or be deemed or interpreted to be an admission of any kind, that the Debtors have been, or are currently, insolvent.

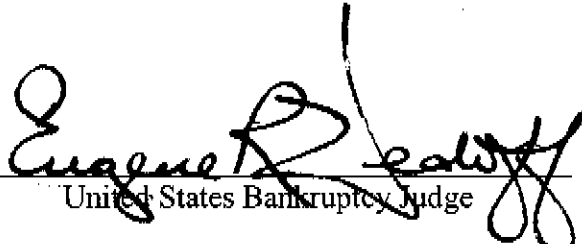
7. Nothing contained herein or in the Motion shall limit the Debtors' ability to make payments to creditors in accordance with any other orders of this Court.

8. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

9. Notwithstanding the possible applicability of Bankruptcy Rules 6004(g), 7062, 9014, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

10. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

Dated: Chicago, Illinois  
\_\_\_\_\_, 2002

  
United States Bankruptcy Judge

15 JAN 2003