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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 PURSUANT TO SECTIONS 105(a), 363(b) AND  
554(a) OF THE BANKRUPTCY CODE AUTHORIZING AND  
APPROVING EXPEDITED PROCEDURES FOR THE SALE OR  
ABANDONMENT OF THE DEBTORS' DE MINIMIS ASSETS**

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 pursuant to Sections 105(a), 363(b) and 554(a) of the Bankruptcy Code authorizing and approving expedited procedures for the sale or abandonment of the Debtors' de minimis assets; 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.
2. The Debtors are authorized, but not required, pursuant to Section 363(b) of the Bankruptcy Code to sell De Minimis Assets in accordance with the following procedures:

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

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(a) With regard to sales of De Minimis Assets in any individual transaction or series of related transactions to a single buyer or group of related buyers with a selling price equal to or less than \$1,000,000:

(i) the Debtors are authorized to consummate such transactions, if the Debtors determine in the reasonable exercise of their business judgment that such sales are in the best interest of the estates, without further order of the Court;

(ii) unless otherwise agreed by the Debtors, any such transactions shall be free and clear of all Liens, with such Liens attaching only to the sale proceeds in the same validity, extent and priority as immediately prior to the transaction;

(iii) the Debtors shall give written notice of such sale to known affected creditors asserting a Lien on any De Minimis Assets subject to sale at least five (5) days prior to closing such sale, with such notice being sent via facsimile, electronic mail, or overnight delivery no later than 5:00 p.m. prevailing central time on the day such notice must be served;

(iv) if no written objections by any known affected creditor asserting a Lien on any De Minimis Assets are filed with the Court and received by Debtors' counsel within five (5) days of receipt of such notice, the Debtors are authorized to immediately consummate such transaction; and

(v) if a written objection is received from a known affected creditor asserting a Lien on any De Minimis Assets within such five-day period that cannot be resolved, the relevant De Minimis Asset(s) shall only be sold upon further order of the Court.

(b) With regard to sales of De Minimis Assets in any individual transaction or series of related transactions to a single buyer or group of related buyers with a selling price greater than \$1,000,000 and up to \$15,000,000.

(i) the Debtors are authorized to consummate such transactions, if the Debtors determine in the reasonable exercise of their business judgment that such sales are in the best interest of the estates, without further order of the Court, subject to the procedures set forth herein;

(ii) unless otherwise agreed by the Debtors, any such transactions shall be free and clear of all Liens, with such Liens attaching only to the sale proceeds in the same validity, extent and priority as immediately prior to the transaction;

(a) With regard to the abandonment of De Minimis Assets producing gross proceeds equal to or less than \$1,000,000:

(i) the Debtors are authorized to abandon such assets, if the Debtors determine in the reasonable exercise of their business judgment that such abandonment is in the best interest of the estates, without further order of the Court, subject to the procedures set forth herein;

(ii) the Debtors shall give written notice of such abandonment to known affected creditors asserting a Lien on any De Minimis Assets at least five (5) days prior to abandoning such De Minimis Assets, with such notice being sent via facsimile, e-mail, or overnight delivery no later than 5:00 p.m. prevailing central time on the day such notice must be served;

(iii) if no written objections by any known affected creditor asserting a Lien on any De Minimis Assets are filed with the Court and received by Debtors' counsel within five (5) days of receipt of such notice, the Debtors are authorized to immediately abandon such De Minimis Assets; and

(iv) if a written objection is received from a known affected creditor asserting a Lien on any De Minimis Assets within such five-day period that cannot be resolved, the relevant De Minimis Asset(s) shall only be abandoned upon further order of the Court.

(b) With regard to the abandonment of De Minimis Assets producing gross proceeds of more than \$1,000,000 and up to \$15,000,000:

(i) the Debtors are authorized to abandon such assets, if the Debtors determine in the reasonable exercise of their business judgment that such abandonment is in the best interest of the estates, without further order of the Court, subject to the procedures set forth herein;

(ii) the Debtors shall give written notice of such abandonment to the Abandonment Notice Parties at least five (5) days prior to abandoning such De Minimis Assets, with such notice being sent via facsimile, e-mail, or overnight delivery no later than 5:00 p.m. prevailing central time on the day such notice must be served;

(iii) if no written objections by the Abandonment Notice Parties are filed with the Court and received by Debtors' counsel within five (5) days of receipt of such notice, the Debtors are authorized to immediately abandon such De Minimis Assets; and

(iv) if a written objection is received from a Abandonment Notice Party within such five-day period that cannot be resolved, the relevant De Minimis Asset(s) shall only be abandoned upon further order of the Court.

7. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

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

9. That this Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

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

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

  
United States Bankruptcy Judge

17 JAN 2003