

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

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

**ORDER PURSUANT TO SECTIONS 105 AND 362 OF THE BANKRUPTCY CODE (A)  
AUTHORIZING DEBTORS TO OPERATE THEIR BUSINESSES  
AND (B) IMPLEMENTING THE AUTOMATIC STAY**

Upon the Motion<sup>1</sup> of the Debtors seeking entry of an order pursuant to Sections 105 and 362 of the Bankruptcy Code (a) authorizing debtors to operate their businesses and (b) implementing the automatic stay; and the Debtors having filed voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code on December 9, 2002 (the "Petition Date"); and the Debtors having continued in possession and operation of their businesses as debtors in possession pursuant to 11 U.S.C. §§ 1107 and 1108; and it appearing that this Court has exclusive jurisdiction over all property of the Debtors, wherever located, whether in the United States, its possessions and territories or in foreign countries, pursuant to 28 U.S.C. § 1471(e), and that this Court may issue, pursuant to 11 U.S.C. § 105, any order, process or judgment, including without limitation this Order as may be necessary or appropriate to carry out the provisions of Chapter 11 of the Bankruptcy Code; and the Debtors being entitled to protection pursuant to 11 U.S.C. § 362; and it appearing that the relief requested is essential to the continued operation of the Debtors' businesses and in the best interests 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**:

1. Except as provided in Paragraph 2 below, the Debtors' petitions operate as a stay, applicable to all entities, of--

a. the commencement or continuation, including the issuance or employment of process, of a judicial, administrative, or other action or proceeding against the Debtors that was or could have been commenced before the commencement of the case under this title, or to recover a claim against the debtor that arose before the Petition Date;

b. the enforcement, against the Debtors or against property of their estates, of a judgment obtained before the Petition Date;

c. any act to obtain possession of property of the Debtors' estates or of property from their estates or to exercise control over property of the estates;

d. any act to create, perfect, or enforce any lien against property of the Debtors' estates;

e. any act to create, perfect, or enforce against property of the Debtors any lien to the extent that such lien secures a claim that arose before the Petition Date;

f. any act to collect, assess, or recover a claim against the Debtors that arose before the Petition Date;

g. the setoff of any debt owing to the Debtors that arose before the Petition Date against any claim against the Debtors; and

h. the commencement or continuation of a proceeding before the United States Tax Court concerning the Debtors.

2. The filing of the Debtors' petitions, does not operate as a stay--

a. of the commencement or continuation of a criminal action or proceeding against the Debtors;

b. of the commencement or continuation of an action or proceeding for--

i. the establishment of paternity; or

ii. the establishment or modification of an order for alimony, maintenance, or support; or

c. of the collection of alimony, maintenance, or support from property that is not property of the Debtors' estates;

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

d. of any act to perfect, or to maintain or continue the perfection of, an interest in property to the extent that the Debtors' rights and powers are subject to such perfection under 11 U.S.C. § 546(b) or to the extent that such act is accomplished within the period provided under 11 U.S.C. § 547(e)(2)(A);

e. of the commencement or continuation of an action or proceeding by a governmental unit or any organization exercising authority under the Convention on the Prohibition of the Development, Production, Stockpiling and Use of Chemical Weapons and on Their Destruction, opened for signature on January 13, 1993, to enforce such governmental unit's or organization's police and regulatory power, including the enforcement of a judgment other than a money judgment, obtained in an action or proceeding by the governmental unit to enforce such governmental unit's or organization's police or regulatory power;

f. of the setoff by a commodity broker, forward contract merchant, stockbroker, financial institutions, or securities clearing agency of any mutual debt and claim under or in connection with commodity contracts, as defined in 11 U.S.C. § 761, forward contracts, or securities contracts, as defined in 11 U.S.C. § 741, that constitutes the setoff of a claim against the debtor for a margin payment, as defined in 11 U.S.C. §§ 101, 741, or 761, or settlement payment, as defined in 11 U.S.C. §§ 101 or 741, arising out of commodity contracts, forward contracts, or securities contracts against cash, securities, or other property held by or due from such commodity broker, forward contract merchant, stockbroker, financial institutions, or securities clearing agency to margin, guarantee, secure, or settle commodity contracts, forward contracts, or securities contracts;

g. of the setoff by a repo participant, of any mutual debt and claim under or in connection with repurchase agreements that constitutes the setoff of a claim against the Debtors for a margin payment, as defined in 11 U.S.C. §§ 741 or 761, or settlement payment, as defined in 11 U.S.C. § 741, arising out of repurchase agreements against cash, securities, or other property held by or due from such repo participant to margin, guarantee, secure or settle repurchase agreements;

h. of the commencement of any action by the Secretary of Housing and Urban Development to foreclose a mortgage or deed of trust in any case in which the mortgage or deed of trust held by the Secretary is insured or was formerly insured under the National Housing Act and covers property, or combinations of property, consisting of five or more living units;

i. of an audit by a governmental unit to determine tax liability;

j. of the issuance to the Debtors by a governmental unit of a notice of tax deficiency;

k. demand for tax returns;

l. the making of an assessment for any tax and issuance of a notice and demand for payment of such an assessment (but any tax lien that would otherwise attach to property of the estate by reason of such an assessment shall not take effect unless such tax is a debt of the debtor that will not be discharged in the case and such property or its proceeds are transferred out of the estate to, or otherwise revested in, the Debtors).

m. of any act by a lessor to the Debtors under a lease of nonresidential real property that has terminated by the expiration of the stated term of the lease before the commencement of or during a case under this title to obtain possession of such property;

n. of the presentment of a negotiable instrument and the giving of notice of and protesting dishonor of such an instrument;

o. of any action by an accrediting agency regarding the accreditation status of the Debtors as an educational institution;

p. of any action by a State licensing body regarding the licensure of the Debtors as an educational institution;

q. of any action by a guaranty agency, as defined in section 435(j) of the Higher Education Act of 1965 or the Secretary of Education regarding the eligibility of the Debtors to participate in programs authorized under such Act;

r. of the setoff by a swap participant, of any mutual debt and claim under or in connection with any swap agreement that constitutes the setoff of a claim against the Debtors for any payment due from the Debtors under or in connection with any swap agreement against any payment due to the debtor from the swap participant under or in connection with any swap agreement or against cash, securities, or other property of the debtor held by or due from such swap participant to guarantee, secure or settle any swap agreement; or

s. of the creation or perfection of a statutory lien for an ad valorem property tax imposed by the District of Columbia, or a political subdivision of a State, if such tax comes due after the Petition Date.

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

**ENTERED**

DEC 11 2002

EUGENE R. WEDOFF  
BANKRUPTCY JUDGE

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United States Bankruptcy Judge