

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

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

**ORDER GRANTING THE RELIEF SOUGHT IN DEBTORS' NINTH OMNIBUS
OBJECTION TO CLAIMS (SINGLE DEBTOR DUPLICATE; SUPERSEDED; NO
SUPPORTING DOCUMENTATION; INSUFFICIENT DOCUMENTATION; EQUITY;
REDUCE; NO LIABILITY; WRONG DEBTOR; NON-DEBTOR ENTITY;
REDUNDANT; RECLASSIFY; RETROACTIVE PAY; JEFFREY TALON)**

Upon the above-captioned debtors' and debtors in possession' (collectively, the "Debtors") Ninth Omnibus Objection¹ seeking entry of an order expunging or reducing Claims in **Exhibits A through M** (collectively, the "Exhibits") attached to the Ninth Omnibus Objection and to this Order; and no previous application for such relief having been made; 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 and 1334; and upon consideration of the Debtors' Ninth Omnibus Objection and no responses thereto having been filed or the Court having sustained the Debtors' Ninth Omnibus Objection; and due and proper notice of the Debtors' Ninth Omnibus Objection 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 All capitalized terms not defined herein shall have the meaning ascribed to them in the Ninth Omnibus Objection.

1. Each of the Single Debtor Duplicate Claims listed on **Exhibit A** to this Order is expunged for all purposes.
2. Each of the Superseded Claims listed on **Exhibit B** to this Order is expunged for all purposes.
3. Each of the No Supporting Documentation Claims listed on **Exhibit C** to this Order is expunged for all purposes.
4. Each of the Insufficient Documentation Claims listed on **Exhibit D** to this Order is expunged for all purposes.
5. Each of the Equity Claims listed on **Exhibit E** to this Order is expunged for all purposes.
6. Each of the Reduce Claims listed on **Exhibit F** to this Order is reduced in the amounts set forth on **Exhibit G** to this Order.
7. Each of the No Liability Claims listed on **Exhibit G** to this Order is expunged for all purposes.
8. Each of the Wrong Debtor Claims listed on **Exhibit H** to this Order is expunged as claims against the Debtor listed in the left column on **Exhibit H** and becomes a claim against the Debtor listed in the right column on **Exhibit II**.
9. The Non-Debtor Entity Claim listed on **Exhibit I** to this Order is expunged for all purposes.

10. Each of the Redundant Claims listed in **Exhibit J** to this Order is expunged for all purposes.

11. Each of the Reclassify Claims listed on **Exhibit K** to this Order is reclassified to a general unsecured claim.

12. Each of the Single Assertion Retroactive Pay Claims in **Exhibit L-1** attached hereto is hereby modified to conform to the outstanding Retroactive Pay amounts set forth for each eligible Claimant on **Exhibit L-2** hereto.

13. On any date that the Debtors make a Retroactive Pay distribution to Claimants pursuant to the Retroactive Pay Amortization Schedule set forth in **Exhibit L-2** hereto, the Claims Register may be adjusted to reflect the commensurate reduction in the Debtors' outstanding Retroactive Pay liability. Claims Agent Poorman-Douglas Corporation is hereby authorized to take all actions necessary to adjust the Claims Register in order to implement such reduction.

14. Each of the Talon Claims listed in **Exhibit M** to this Order is expunged for all purposes.

15. The expungement, disallowance, reduction, or reclassification of any claim, pursuant to the Ninth Omnibus Claims Objection, shall be without prejudice to the rights of New Jersey Self-Insurers Guaranty Association and shall not diminish its Claim against United Air Lines, Inc.; provided, however, that the Debtors reserve the right to raise future objections with respect to claims filed by New Jersey Self-Insurers Guaranty Association and

New Jersey Self-Insurers Guaranty Association reserves all rights with respect to any such objections.

16. Poorman-Douglas, as the Debtors' notice and claims agent, is hereby authorized and directed to update the Debtors' Claims register to reflect the expungement, modification or reclassification of Claims directed by this Order.


17. The Debtors reserve their rights to object to any Claim listed on the Exhibits to this Order for any reason.

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

19. 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.

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

Chicago, Illinois
Dated: March 24, 2004


Eugene R. Wedoff
United States Bankruptcy Judge