

**UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION**

<b>In re:</b>	)	<b>Chapter 11</b>
	)	
<b>UNITED AIRLINES, INC, et al.,</b>	)	<b>Case No. 02-B 48191</b>
	)	<b>(Jointly Administered)</b>
<b>Debtors.</b>	)	
	)	<b>Honorable Judge Eugene R. Wedoff</b>
	)	
	)	<b>Hearing Date: October 6, 2005</b>
	)	<b>Hearing Time: 9:30 a.m.</b>
	)	

**EMERGENCY MOTION OF THE AIR LINE PILOTS ASSOCIATION,  
INTERNATIONAL AND THE UNITED RETIRED PILOTS  
BENEFIT PROTECTION ASSOCIATION, ROGER HALL,  
DENNIS D. DILLON, GERARD TERSTIEGE, EUGENE M. CUMMINGS,  
RAYMOND P. FINK, JAMES M. KRASNO AND WILLIAM L. RUTHERFORD  
TO COMPEL CONTINUED PROCESSING OF PILOT PENSION APPLICATIONS  
AND PAYMENTS OF NON-QUALIFIED PENSION BENEFITS**

The Air Line Pilots Association, International and the United Retired Pilots Benefit Protection Association, Roger D. Hall, Dennis D. Dillon, Gerard Terstiege, Eugene M. Cummings, Raymond P. Fink, James M. Krasno and William L. Rutherford (collectively referred to as "URPBPA"), request an order compelling debtors ("United") to continue to process pilot retirement applications seeking partial lump-sum benefits (which include a qualified and non-qualified component) and to pay the non-qualified pension benefits which were due on October 1, 2005 to the retired pilots of United. In support of this joint motion, ALPA and URPBPA state as follows:

1. On January 31, 2005, this Court entered an order approving Letter Agreement 05-01 between United Air Lines, Inc. ("United") and ALPA. (A copy of the Letter Agreement is attached to Exhibit 1). Paragraph 4(c) of that agreement states that the "A

Plan” (which is the defined benefit plan that refers to tax-qualified and non tax-qualified pension benefits to United’s retired pilots):

shall remain in full force and effect unless (i) the bankruptcy court issues an order declaring that the Company has met the requirements for plan termination under 29 U.S.C. § 1341(c)(2)(B)(ii), and (ii) any of the following as occurred: (A) no timely notice of appeal of the order has been filed, (B) the order has been affirmed following the exhaustion of all appeals, or (C) the Exit Date has occurred and the Plan of Reorganization has become effective without provision for the continuation of any such appeals . . . .

2. Prior to March 1, 2005, United had paid the non-qualified benefits on the first of every month. On February 3, 2005, after it had made the February 1, 2005 non-qualified pension payments to retired pilots, United announced that it had decided to suspend all further non-qualified pension payments.

3. On February 14, 2005, ALPA filed an emergency motion to compel United to continue to pay all future non-qualified pension benefits in the same manner they had been paid prior to United’s unilateral decision to suspend the payments. (Exhibit 1). URPBPA supported the motion. On February 18, 2005, the Court granted the motion. (Exhibit 2).

4. Since the Court’s order of February 18, 2005, United made each non-qualified pension payment monthly to retired pilots on the first day of every month thereafter through September 2005 and continued to process pilot pension applications seeking payment of the partial lump-sum benefits.

5. Pursuant to the A Plan, approximately 25 active United pilots have applied for partial lump sum distributions. United has not yet processed those benefit applications. Also on October 1, 2005, United did not make the non-qualified benefits payments to the retired pilots. On October 3, 2005, United appeared on an emergency motion (05A 481 - Docket No. 145)

requesting the Court's approval of United's decision not to make the October 1 payment and asking the Court to allow United to enter into a trusteeship agreement with the PBGC for termination of the A Plan. The Court denied United's motion.

6. As of October 1, 2005, the A Plan had not been terminated pursuant to paragraph 4(c) of Letter 05-01. In failing to process pending retirement applications or to make the October 1, 2005 payment, United is not continuing the A Plan "in full force and effect" as required by Letter Agreement 05-01 and Section 1113(f) of the Code.

7. Accordingly, ALPA and URPBPA seek an order compelling United to process pending retirement applications, including payment of partial lump-sum benefits and pay immediately the October 1, 2005 non-qualified pension payments to its retired pilots.

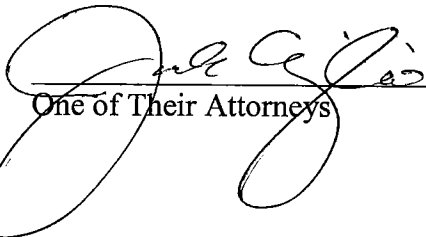
8. This motion is brought as an emergency because the retired pilots rely on their non-qualified pension payments, which have been paid to them on the first of the month, for their financial support including their own first of the month financial obligations and because pilots who have applied for pension benefits are entitled to timely processing of retirement applications and payment of benefits. In bringing its own emergency motion on October 3, 2005, United must agree that these matters constitute an emergency.

9. WHEREFORE, ALPA and URPBPA respectively request that the Court order United to pay immediately to the retired pilots the non-qualified pension benefits which should

have been paid on October 1, 2005 and to continue to process pending retirement applications, including payment in full of partial lump-sum benefits.

UNITED RETIRED PILOTS BENEFIT  
PROTECTION ASSOCIATION, ROGER D.  
HALL, DENNIS D. DILLON, GERARD  
TERSTIEGE, EUGENE M. CUMMINGS,  
RAYMOND P. FINK, JAMES M. KRASNO and  
WILLIAM L. RUTHERFORD,

By:

  
One of Their Attorneys

Jack J. Carriglio  
Eric E. Newman  
Meckler Bulger & Tilson L.L.P.  
123 North Wacker Drive, Suite 1800  
Chicago, Illinois 60606  
(312) 474-7900 (phone)  
(312) 474-7898 (fax)

Frank Cummings  
LeBoeuf, Lamb, Greene & MacRae, L.L.P.  
1875 Connecticut Avenue, NW  
Washington, DC 20009-5728  
(202) 986-8000 (phone)  
(202) 986-8102 (fax)

/s/ Babette A. Ceccotti

Babette A. Ceccotti (#90785976)  
Thomas N. Ciantra  
Zachary N. Leeds  
COHEN, WEISS AND SIMON LLP  
330 West 42nd Street  
New York, NY 10036  
Telephone: (212) 563-4100  
Facsimile: (212) 695-5436

Stanley Eisenstein  
KATZ, FRIEDMAN, EAGLE, EISENSTEIN &  
JOHNSON, P.C.  
77 West Washington Street, Suite 2000  
Chicago, IL 60602  
Telephone: (312) 263-6330  
Facsimile: (312) 372-5555

Attorneys for the Air Line Pilots Association,  
International