UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

Honorable Eugene R. Wedoff **Hearing Date** TBD

Bankruptcy Case No. 02-48191 **Adversary No.**

Title of Case In re UAL Corporation, et al.

Brief Statement of Motion Emergency Motion for a Stay Pending Appeal of the Association of Flight Attendants-CWA, AFL-CIO ("AFA"), from the Order Approving the Debtors' Emergency Motion to Approve Agreement with PBGC

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Representing AFA

ORDER

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

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

NOTICE OF MOTION (Docket No. 11338)

TO: Parties Listed in Certificate of Service Filed with the Court.

PLEASE TAKE NOTICE that on a date to be determined, we shall appear before the Honorable Eugene R. Wedoff, or any judge sitting in his stead, at the United States Bankruptcy Court for the Northern District of Illinois, 219 South Dearborn Street, Chicago, Illinois, 60603, and then and there present the **Emergency Motion for a Stay Pending Appeal of the Association of Flight Attendants-CWA, AFL-CIO, from the Order Approving the Debtors' Emergency Motion to Approve Agreement with PBGC**, a copy of which is attached hereto and hereby served upon you.

Respectfully submitted,

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Counsel for Association of Flight Attendants-CWA, AFL-CIO

Dated: May 20, 2005

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
Debtors	)	(Jointly Administered)
	)	
	)	Hon. Eugene R. Wedoff
	)	
	)	Hearing Date: TBD

EMERGENCY MOTION FOR A STAY PENDING APPEAL OF ASSOCIATION OF FLIGHT ATTENDANTS-CWA, AFL-CIO, FROM THE ORDER APPROVING DEBTORS' EMERGENCY MOTION TO APPROVE AGREEMENT WITH PBGC
[Docket No. 11338]

Pursuant to Bankruptcy Rule 8005, the Association of Flight Attendants-CWA, AFL-CIO ("AFA"), hereby moves for a stay pending appeal of the Court's Order Approving Debtors' Emergency Motion to Approve Agreement with PBGC, entered on May 11, 2005. The Court's May 11 Order approved a settlement agreement ("Agreement") whereby United Airlines is to pay the Pension Benefit Guaranty Corporation ("PBGC") $1.5 billion in securities in exchange for the government agency's termination of all of the Company's defined benefit plans, including the Flight Attendant Plan, and the settlement of other litigation. AFA has appealed the Court's Order.

A stay of the Order pending appeal is warranted. There is a substantial likelihood that AFA will succeed on the merits of its appeal based upon several independent grounds for reversing the Court's Order.

- The Court failed to apply Seventh Circuit precedent holding that two parties cannot enter a settlement agreement that extinguishes the rights of a third party to that litigation.

- Contrary to both the undisputed facts and the law, the Court concluded that United was not unilaterally modifying the terms of AFA's collective bargaining agreement by entering the Agreement with PBGC.

- The Agreement subverts the Section 1113 process by effectively ending negotiations under that provision and depriving AFA of the judicial review of contract modifications afforded under the Code.

- The Court erred in permitting United to initiate an end-run around the contract bar of ERISA Section 4041.

- The provision of the Agreement barring establishment of a defined benefit plan for five years constitutes a patent violation of AFA's bargaining rights under the Railway Labor Act.

AFA also satisfies the other requirements for a stay. Absent a stay, Flight Attendants will suffer irreparable injury as they make life-altering decisions, which cannot be undone, based upon the termination of their pension benefits. In contrast, United will not suffer any significant harm from a stay. In addition, the intense public interest in the ultimate outcome of the pension issues raised by this case militates in favor of a stay. The public interest in promoting collective bargaining, as embodied in the Nation's labor laws, will also be served by a stay.

PROCEDURAL AND FACTUAL BACKGROUND

On January 8, 2005, AFA and United reached a tentative agreement, providing the Company with $130 million in additional annual savings between 2005 and 2010 ("2005-2010 Agreement"). In a side letter to the 2005-2010 Agreement, AFA and United agreed to "continue to meet and confer regarding the Defined Benefit Plan." AFA Hearing Exh. 1, at Exh. 3.[1] That letter further provided

[1] Through stipulation with Debtors, AFA introduced at the May 10, 2005 hearing on United's Agreement with PBGC exhibits identified in the List of Exhibits of the Association of Flight Attendants-CWA, AFL-CIO, for the Hearing on Motion to Approve PBGC Agreement, filed with the Court on May 10, 2005.

that, if the parties were unable to reach agreement on the pension issue by April 11, United would re-file its Section 1113(c) motion with respect to the pension issue. See AFA Hearing Exh. 2, at ¶ 5.

In late January, even before the 2005-2010 Agreement was ratified, AFA initiated discussions with PBGC, seeking to enlist the agency in its effort to find alternative funding for the Flight Attendant Plan and avoid termination. PBGC has consistently maintained that the Flight Attendant Plan was "affordable" and could be "retained in a successful reorganization." PBGC's Obj. Debtors' 1113(c) Mot. (filed Jan. 4, 2005) at 20. According to PBGC's expert, Michael Kramer, "[u]nder the Gershwin 5.0F projections, the Company has sufficient liquidity and free cash flow to support at least one of the Pension Plans currently in place, namely the F[light] A[ttendant] plan, even without application for any waivers." AFA Hearing Exh. 3, at ¶ 8. At a January 27, 2005 meeting with AFA, PBGC indicated that it was willing to explore a wide range of options to plan termination. See AFA Hearing Exh. 2, at ¶ 7.

At the same time, AFA attempted, largely in vain, to engage the Company in negotiations over alternatives to plan termination. As the Company itself recognized, the purpose of the three-month hiatus from litigation was to negotiate over "termination alternatives." AFA Hearing Exh. 1, at Exh. 9. Indeed, the Company told AFA that it "remain[ed] willing to consider any termination alternatives." Id. Despite its professed openness to alternatives, the Company demonstrated very little real willingness to engage in meaningful negotiations with the AFA about saving the Flight Attendant Plan. See AFA's Supp. Obj. (filed Apr. 29, 2005) at 11-14. PBGC, on the other hand, throughout this period, encouraged AFA's efforts to find alternative funding. During February and

March, AFA regularly consulted with PBGC, as the Union developed a proposal that identified sufficient alternative funding to save the Flight Attendant Plan. See id.

AFA outlined its proposal in a March 30 letter to Bradley Belt, the Executive Director of PBGC. See AFA Hearing Exh. 2, at ¶ 16 and Exh. 4. In his April 4 reply, Belt characterized AFA's proposal as "constructive" and reiterated the agency's position "that the AFA plan can and should be maintained by the company upon emergence from Chapter 11." Id., at ¶ 17 and Exh. 6. Mr. Belt added that: "Based upon available information, we continue to believe that the interests of participants and the pension insurance program would best be served by the continuance of the AFA plan." Id. In closing, he encouraged further work between the agency and AFA to resolve the pension funding issue. See id.

On April 11, United re-filed its Section 1113 motion, seeking authority to reject the contractual bar to a distress termination contained in AFA's CBA. On the same date, the Company filed a motion for distress termination of the Flight Attendant Plan pursuant to ERISA Section 4041. Shortly thereafter on April 14, United issued the notice of its intent to terminate the Flight Attendant Plan, as required under ERISA Section 4041(c). That notice set a termination date of June 30, 2005 for the Plan.

Then, on April 22 in open court, United announced that it had reached an agreement with PBGC, which would result in the termination of all four defined benefit plans. The Company's press release stated that "the company and the [PBGC] have reached an agreement for the agency to terminate all of United's defined benefit pension plans." AFA Hearing Exh.10 (UAL Responds to PBGC Announcement of Agreement on Termination of United's Pension Plans). Likewise, in PBGC's April 22 press release, Executive Director Belt hailed the "'reaching [of] a settlement,"'

"[u]nder the terms [of which] . . . the PBGC would terminate and become trustee of the company's four pension plans." AFA Hearing Exh. 9 (PBGC Reaches Pension Settlement with United Airlines).

United filed an emergency motion to approve the settlement with PBGC on April 26. As stated in that motion, the immediate consequence of the Agreement was that it would do away with the "need" for further Section 1113 negotiations and the hearing under Section 1113 and ERISA Section 4041. See Debtors' Emergency Mot. Approve Agreem't PBGC (filed Apr. 26, 2005) ("Debtors' Mot.") at 14-15. The Company further asserted that "[i]f United did not enter into the Agreement, it would have to run the risks associated with litigating a sharply contested ERISA Section 4041 sponsor-initiated distress termination of all four Pension Plans, together with the Section 1113(c) trial." Id. at 18.

On April 29, United made a presentation to the Official Committee of Unsecured Creditors ("OCUC") regarding the settlement with PBGC. According to United, "[u]nder the terms of the settlement, the PBGC agreed to . . . [t]erminate and 'takeover' all of United's defined benefit pension plans." AFA Hearing Exh. 11, at Slide 2. The presentation also specified that "10-14 Days after May 10 hearing, PBGC issues notice of determination that AFA & MAPC plans should terminate." Id., at Slide 8. United also identified avoidance of the "[p]ension termination trial" and "[s]ignificantly narrow[ing] scope of 1113 trial" as "Key Takeaways" of the Agreement. Id., at Slide 9.

On May 2, the Court entered a stipulated order, whereby United preserved its right to move for a voluntary distress termination of its defined benefit plans on an emergency basis, should the

Court not approve the Agreement with PBGC. Through the Stipulated Order, PBGC likewise reserved all its rights to oppose such a motion.

During the May 5 deposition of PBGC expert Michael Kramer, he was asked what had changed between his December 28, 2004 declaration and the present to lead PBGC to conclude that the Flight Attendant Plan should be terminated. Mr. Kramer responded:

> I think what has changed in terms of the overall situation is there is a negotiated settlement that has been reached between the PBGC and the Company with respect to all the issues between the two, that the PBGC is comfortable and which it believes is acceptable to enter into.

AFA Hearing Exh. 4, at 117.

On May 11, the Court entered an order approving the Agreement between United and PBGC. Pursuant to the Agreement, United is to provide three tranches of securities with a total value of $1.5 billion, ($500 million of which is contingent on certain conditions subsequent), to PBGC in exchange for PBGC terminating the four pension plans and settling certain other claims. See Order Approving Debtors' Emergency Mot. Approve Agreem't PBGC (entered May 11, 2005) ("Approval Order"), at Exh. 1. By the terms of the Agreement, PBGC agrees that "[a]s soon as practicable after the date that the Bankruptcy Court enters an order approving the Agreement . . . PBGC staff will initiate termination under 29 U.S.C. § 1342 of the Flight Attendant and MA&PC Plans." Id., Exh. 1 at ¶ 4(a). The Agreement also provides that United shall not establish any new ERISA-qualified defined benefit plans for a period of five years after its Exit Date from bankruptcy. Id., Exh. at § 6(c) and Exh. 2 at § 11.

AFA filed its notice of appeal on May 18, and intends to file a motion for expedited treatment of its appeal in the district court. On May 20, AFA filed a complaint against PBGC in the United States District Court for the District of Columbia, including a request for a preliminary

injunction against PBGC's termination of the Flight Attendant Plan in violation of ERISA. This action is consistent with the Bankruptcy Court's Order, which provides that the litigants who opposed termination could still pursue claims against PBGC under Section 4003 of ERISA.

ARGUMENT

In considering whether to grant a stay pending appeal under Bankruptcy Rule 8005, courts consider the following four factors: (1) whether the appellant is likely to succeed on the merits of the appeal; (2) whether the appellant will suffer irreparable injury absent a stay; (3) whether a stay would substantially harm other parties to the litigation; and (4) whether the stay is in the public interest. Matter of Forty-Eight Insulations, Inc., 115 F.3d 1294, 1300 (7th Cir. 1997). Once a threshold showing on the first two factors is made, the Court then balances all four factors to determine whether a stay is supported. Id. Each factor need not be given equal weight, but rather should be used as a guide. See Hilton v. Braunskill, 481 U.S. 770, 777 (1987) (the "stay factors contemplate individualized judgments in each case, the formula cannot be reduced to a set of rigid rules."). Stays pending bankruptcy appeals often assume added importance because continued proceedings in reliance on a court order in some circumstances may moot an appeal, thus preventing any effective appellate review. In re Edgewater Walk Apartments, Nos. 93C3612, 92B22023, 1993 WL 226427, at *2 (N.D. Ill. June 24, 1993).

I. THERE IS A SUBSTANTIAL LIKELIHOOD OF SUCCESS ON APPEAL.

In the context of a stay pending appeal, the movant must "demonstrate a substantial showing of likelihood of success." Matter of Forty-Eight Insulations, 115 F.3d at 1301. This means that movant "must raise 'serious questions going to the merits.'" Id. In this case, even this high standard is amply satisfied.

A. The Court Failed to Address the Argument That Two Parties Cannot Enter an Agreement to Extinguish the Legal Rights of Another Party in On-Going Litigation.

As the record before the Court plainly showed, the Company intended through its Agreement with PBGC to settle on-going litigation over United's pension plans, both under Section 1113(c) and the distress termination provision of ERISA. In fact, in a brief to this Court in favor of the Agreement, United stated unequivocally that the Agreement would settle litigation over the "contested ERISA Section 4041 sponsor-initiated distress termination of all four Pension Plans, together with the Section 1113(c) trial . . . over termination of the plans." Debtors' Mot., at 18. Debtors also acknowledged that the parties to the litigation were "PBGC, AFA, AMFA, IAM, and the retired pilots." Id. Moreover, in its reply memorandum, United touted the benefits to the estate of avoiding the pending pension litigation through the settlement agreement:

> A trial on 1113(c) and distress termination would be highly complex and occur against a backdrop of a tense, emotionally charged atmosphere. Although United believes it would prevail, it would likely face the prospect of continuing appeals and, hence, uncertainty in its plan and exit process. Thus, taking into consideration the expense and uncertainties of continuing to litigate, the benefits to United's estates, and the value of the PBGC Securities, the Agreement clearly is in the estates's best interests and should be approved.

Omnibus Reply Supp. Debtors' Mot. Approve Agreem't PBGC (filed May 9, 2005) ("Debtors' Reply"), at 30. Thus, United extolled the benefits of settling on-going litigation involving AFA and others through agreement with only a single party to that litigation.

Seventh Circuit precedent provides, however, that "two parties cannot agree to extinguish the claim of a third party not in privity with either of them." Fogel v. Zell, 221 F.3d 955, 964 (7th Cir. 2000). As the Seventh Circuit recognizes, it is tempting for two parties to bargain away the legal rights of a third party:

> If A has a claim against B, it is easy to see why B would like to have a settlement that resolved not only its dispute with A but its dispute with C as well, and it is easy to see why A would be delighted to agree to such a provision since by making the settlement more valuable to B the provision would enable A to get a larger settlement . . .

Id. Notwithstanding the obvious advantages to parties A and B, a bankruptcy court cannot approve an agreement that compromises the legal rights of C, even under the liberal standard of Bankruptcy Code Section 363. Id. Indeed, a court-approved settlement agreement "is not to be used as a device by which A and B, the parties to the [agreement], can (just because a judge is willing to give the parties' deal a judicial imprimatur) take away the legal rights of C, a non-party." United States v. Bd. of Educ. of City of Chicago, 11 F.3d 668, 673 (7th Cir. 1993).

Debtors attempted to escape the clear mandate of binding precedent by contending that the rule stated in Fogel v. Zell is limited to the "unique facts" of the case. Debtors' Reply, at 25. During oral argument, however, the Court indicated disagreement with United's attempt to narrow the scope of Fogel v. Zell, stating: "The underlying proposition that two parties can't agree between themselves to eliminate the rights of a third party is one that I think has considerable validity . . ." Transcript of May 10, 2005 Hearing ("Tr."), at 161.

Nevertheless, in its ruling, the Court failed to explain how United could agree with one party to resolve litigation involving other parties consistent with the principle of Fogel v. Zell. This failure constitutes plain error in the face of binding Seventh Circuit precedent on this issue. Moreover, the deprivation of legal rights effected by the Court's approval of the settlement agreement could not have been more stark or immediate. In fact, within minutes of the Court's ruling, it was determined that the Section 1113(c) and ERISA Section 4041 trial on pension issues, scheduled to commence the very next day, would no longer proceed. Thus, the settlement agreement

between United and PBGC brought to a close the litigation in which United was required to demonstrate that termination of its pension plans was critical to its successful reorganization. In this way, AFA was deprived entirely of its legal rights in litigation to which it was a party.

B. The Court Erroneously Concluded That United Was Not Unilaterally Modifying AFA's Collective Bargaining Agreement Through Agreement With a Third Party.

Both Bankruptcy Code Section 1113(f) and the Railway Labor Act ("RLA") forbid United from unilaterally altering the terms of its existing collective bargaining agreements ("CBAs") without exhausting required statutory procedures. Section 1113(f) provides that "[n]o provision of this title shall be construed to permit a trustee to unilaterally terminate or alter any provisions of a collective bargaining agreement prior to compliance with the provisions of this section." The words "no provision of this title" include Section 363, the Code provision through which United sought approval of its settlement agreement. The plain language of the Bankruptcy Code must be given effect. United Airlines, Inc. v. U.S. Bank N.A., ___ F.3d ___, No. 05-1871, 2005 WL 1083790, at *2 (7th Cir. May 6, 2005). Section 363 cannot trump Section 1113. Similarly, the RLA unambiguously precludes unilateral alteration of contract provisions prior to exhaustion of statutory procedures. 45 U.S.C. § 156 ("rates of pay, rules, or working conditions shall not be altered by the carrier"); see also 45 U.S.C. § 152, First ("[i]t shall be the duty of all carriers . . . to exert every reasonable effort to make and maintain agreements").

The Court ruled, however, that United "did not violate 1113 when it did talk to the PBGC about involuntary termination. United's talking to the PBGC could not unilaterally terminate a pension plan. Only the PBGC's decision could do that." Tr. at 189. This ruling is contrary both to the facts and the law.

The facts demonstrate that United did considerably more than simply talk to PBGC about terminating the Company's pension plans. In fact, United entered an Agreement that provides for payment of $1.5 billion in securities in exchange for termination of the plans. To assert that PBGC is simply acting on its own to terminate the Flight Attendants Plan and the MAPC Plan (as the agency did earlier in seeking to terminate the Pilots Plan and the Union Ground Plan) ignores the reality of the bargain struck between the parties. Indeed, if PBGC is simply acting on its own, there is no reason for United to give any consideration for PBGC's termination of the plans, and the language in the Agreement requiring termination is mere surplusage. As United's own statements in its briefs to the Court and presentations to the OCUC make plain, however, it is providing valuable consideration in exchange for plan termination. Debtors' Mot., at 14-15, 18; Debtors' Reply, at 30; AFA Hearing Exhs. 11 and 13. In so doing, United is acting in concert with another party in violation of both Section 1113(f) and the RLA.

There can be no doubt that United's entry into an Agreement requiring termination of the Flight Attendant Plan constitutes unilateral action in violation of Section 1113(f). In American Flint Glass Workers Union v. Anchor Resolution Corp., the Third Circuit held that a debtor's entry into an agreement with a third party impairing employee rights under a CBA constitutes a unilateral modification in violation of Section 1113(f). 197 F.3d 76 (3d Cir. 1999). In that case, debtor assumed its CBAs and then assigned them pursuant to a sale of substantially all its assets to a purchaser. As part of the asset purchase agreement, however, debtor did not provide for assignment of certain supplemental wage payments under the CBAs. The court of appeals held that such an assignment was not only invalid under Section 365(k) of the Bankruptcy Code, but also ran afoul of Section 1113(f). The court held that "when as here a debtor in possession . . . binds itself

contractually to obtain a change in the legal relations created by a CBA as a condition precedent to closing a sale of substantially all of the debtor's assets, that constitutes an attempt to effect an alteration of the CBA. That being so, [debtor] was required to comply with the procedures set out in Code § 1113 -- and it did not."[2] Id. at 81-82. The Third Circuit's holding is equally applicable in this case, where Debtors have made a change to employee rights under their CBAs a condition for consummation of a settlement agreement with a third party. Entry into such an agreement constitutes unilateral action in violation of Section 1113(f).

It is also clear under the RLA that a carrier cannot enlist the assistance of third parties in order to accomplish acts otherwise forbidden by its labor contracts. Indeed, judicial efforts "to give practical meaning to the status quo requirement [of the RLA] would be circumvented if carriers could use third parties to alter the collective bargaining agreement while the dispute was ongoing." Bhd. of Locomotive Eng'rs v. Springfield Terminal Ry. Co., 210 F.3d 18, 28 (1st Cir. 2000). Thus, courts have held that a carrier cannot contract with an independent company to carry out changes that its unions protest. See, e.g., St. Louis S.W. Ry. v. Bhd. of R.R. Signalman, 665 F.2d 987, 995 (10th Cir. 1981). These general principles apply with equal force here. United may not through contract with a third party circumvent its RLA obligation to maintain the status quo as embodied in

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[2] In so ruling, the Third Circuit rejected lower court rulings that debtor did not unilaterally modify the CBAs because the agreement merely contemplated the waiver of the union's contractual rights as a condition for closing the sale. In re Anchor Resolution Corp., 231 B.R. 559, 565 (D. Del. 1999). Thus, according to the lower courts, any modification of the CBAs was only the result of the unions' acquiescence to the modification in a subsequent agreement with the purchaser. The court of appeals rejected this view of events. Instead, the court focused on the reality of the situation created by debtor's entry into the asset purchase agreement, and found that the agreement left the unions with a "Hobson's choice between two evils: save the members' jobs minus the retroactive wages, or don't save the jobs at all." Am. Flint Glass Workers Union, 197 F.3d at 82. Accordingly, under Section 1113(f), debtor remained responsible for initiating through contract with a third party alteration of the unions' CBAs.

its labor agreements. Instead, such an attempt to skirt its bargaining obligations gives rise to a major dispute under the RLA.

C. The Agreement Subverts the Section 1113 Process, and For That Reason Cannot Stand.

In this case, United initiated the Section 1113 process, as it was required to do, in order to obtain its proposed termination of the Flight Attendant Plan. But for United's Agreement with PBGC, the Section 1113 process would have run its course. As a result of the Agreement, however, United abandoned the process, having obtained the contract modification sought from AFA through the Agreement with PBGC. This subversion of the Section 1113 process is unlawful, as it strips AFA of the protections that Congress put in place when it enacted Section 1113. Section 1113 has two essential purposes: (1) to ensure that a debtor negotiates in good faith with its unions over proposed modifications to its CBAs; and (2) to provide unions with judicial review of proposed contract modifications under the heightened Section 1113 standard. See 11 U.S.C. § 1113(b)-(d). But for the Agreement with PBGC, the purposes of Section 1113 would have been fulfilled in this case.

With the Agreement, the Company jettisoned the Section 1113 negotiations altogether. In making termination of the Flight Attendant Plan a fait accompli, the Agreement rendered further negotiations to avoid termination a futile and pointless exercise. The Company's professed willingness to continue negotiating with AFA was a transparent pretense. Having come to an agreement with PBGC to terminate the Flight Attendant Plan, United had absolutely no incentive to reach an agreement with AFA providing otherwise. Under such circumstances, there could be no "honest purpose to arrive at an agreement as the result of the bargaining process," as Section 1113 requires. In re Walway Co., 69 B.R. 967, 973 (Bankr. E.D. Mich 1987); see also In re Blue

Diamond Coal Co., 131 B.R. 633, 646 (Bankr. E.D. Tenn 1991); In re Lady H Coal Co., 193 B.R. 233, 242 (Bankr. S.D. W. Va. 1996).

Not only did United's action halt the negotiation process with AFA, but it allowed PBGC to come to the table and bargain in AFA's stead. In fact, United engaged in negotiations with PBGC over the very same pension terms contained in the Company's bargaining proposal to AFA, i.e. termination of the Flight Attendant Plan. United did so despite its statement to the Court in an earlier stage of these proceedings that PBGC could not supplant the position of its unions in the Section 1113 process. In fact, in support of its agreement with the Pilots' union, the Company asserted that PBGC, by holding out the threat of plan restoration, "would supplant the exclusive bargaining position of each union, mandating that the PBGC ultimately approve every union settlement, and undermine the entire Section 1113 process." Debtors' Mot. Approve ALPA Agreem't (filed Dec. 17, 2004), at 25. In other words, United understands that the Section 1113 process requires it to treat with its unions over pensions, not PBGC, but nevertheless chose to do otherwise.

The second principal purpose of Section 1113 -- judicial review under the heightened Section 1113 standard -- was also nullified by the Agreement. In enacting Section 1113, Congress purposefully rejected a business judgment standard in favor of the more stringent legal standard of Section 1113. See In re Century Brass Prods., Inc., 795 F.2d 265, 271-73 (2d Cir. 1986). Through its Agreement with PBGC, however, United was able to obtain under Section 363's business judgment standard relief to which it should have been entitled only after meeting the substantially higher standard of Section 1113. As part of the heightened Section 1113 standard, a court must scrutinize both United's conduct during negotiations and the necessity and fairness of the Company's

proposed contract modifications. As a result of the Agreement, United's conduct in negotiations with AFA over the Flight Attendant Plan received no judicial scrutiny. In addition, the necessity and fairness of termination of the Flight Attendant Plan was never tested. In a Section 1113 trial, United would have been required to show that it could not successfully reorganize unless the Flight Attendant Plan were terminated. Instead of making this required showing, United argued under Section 363 that "affordability [of its pension plans] is not a relevant inquiry for approval of the Agreement." Debtors' Reply, at 42.

In addition to the protection afforded by judicial review, a Section 1113 trial itself acts as an aid to reaching a consensual resolution. Often, it is only when a trial looms and parties are confronted directly with the risks inherent in any litigation that a consensual agreement is finally reached. In fact, the Section 1113 proceedings to date in this case have demonstrated that consensual agreements are most likely to be reached on the courthouse steps. Plainly, Congress intended the Section 1113 trial to spur the negotiation process in precisely this manner, as the Section specifically requires that the parties continue to negotiate up until the commencement of the trial. 11 U.S.C. § 1113(b)(2). But for United's Agreement with PBGC, AFA would have been afforded this benefit of the Section 1113 process as well. Instead, the union was deprived of the most fruitful period in negotiations, as United sought to free itself of the risks inherent in Section 1113 litigation through its Agreement with PBGC.

D. The Court Erred in Permitting United to Evade Through Agreement with PBGC the Contract Bar of ERISA Section 4041.

As the Court stated in its ruling, "Section 4041 of ERISA . . . prohibits the PBGC from terminating a pension plan at the request of an employer if termination would violate the terms of a collective bargaining agreement." Tr. at 180. Yet, that is precisely what United has done here.

United has initiated termination of the Flight Attendant Plan. The terms of the Agreement leave no doubt on this point. The consideration exchanged between the parties, specifically the $1.5 billion in securities, requires PBGC to "initiate termination [of the Flight Attendant Plan] under [Section 4042,] 29 U.S.C. § 1342." Approval Order, Exh. 1 at 4(a). As discussed above, to contend that this is not the effect of the settlement, and that PBGC is merely doing what it could otherwise do under ERISA, is to reduce this central provision of the Agreement to mere surplusage. Simply put, but for the actions of United, PBGC would not have begun the termination process. The parties' invocation of Section 4042 as a basis for PBGC's action does not change that fact. As the PBGC admitted at oral argument, the Agreement and the consideration provided by United thereunder is the trigger for PBGC's initiation of the termination process under Section 4042. Tr. at 62. PBGC does not contend that, in the absence of the Agreement, it would nevertheless initiate the termination process with respect to the Flight Attendant Plan. Simply stated, in actuality the Agreement constitutes an employer-initiated termination under ERISA.

Because the plan termination at issue here is at the behest of an employer, ERISA's contract bar applies. As United itself has recognized, there are only two ways to remove the contract bar, "either [by] obtain[ing] the consent of the . . . union(s) . . . or [by] secur[ing] an order authorizing rejection of the CBA pursuant to Section 1113 of the Bankruptcy Code." Debtors' Mem. Supp. § 1113(c) Mot. (filed Dec. 14, 2004), at 40. United has done neither. It is undisputed that United has not obtained court authorization to remove the contract bar. Indeed, according to United one of the principal purposes of the Agreement was to avoid "the risks associated with litigating a sharply contested ERISA Section 4041 sponsor-initiated distress termination . . . together with the Section 1113(c) trial." Debtors' Mot. at 18. Nor has United obtained the consent of AFA to remove the

contract bar. Again, as United recognizes, absent a court order, it "must . . . obtain the consent of the . . . union" to remove the contract bar. Debtors' Mem. Supp. § 1113(c) Mot. (filed Dec. 14, 2004), at 40. Therefore, the Agreement violates ERISA's contract bar.

The Court relied on the Second Circuit's Jones & Laughlin case to reach a contrary conclusion. In re Jones & Laughlin Hourly Pension Plan, 824 F.2d 197 (2d Cir. 1987). That reliance was misplaced. In Jones & Laughlin, "PBGC informed [the employer] of its intention to terminate the plans." Id. at 198. Thereafter, the employer assented to PBGC's move to terminate and the district court approved a consent order for termination. Id. The employer did not provide PBGC with any consideration for the initiation of termination in Jones & Laughlin. In other words, the Jones & Laughlin case addresses issues arising from an ordinary PBGC-initiated termination, in which the employer has no role prior to PBGC's decision to terminate. The circumstances of this case could not be more different. In fact, the circumstances of this case are so different that the termination effected here is properly characterized as an employer-initiated termination, to which the ERISA contract bar applies unless and until lawfully removed.

E. The Agreement Approved Violates the Railway Labor Act by Precluding Establishment of a Defined Benefit Plan Beyond the Amendable Date of the AFA Collective Bargaining Agreement.

The Agreement as approved prohibits United from establishing any new ERISA-qualified defined benefit plans for a period of five years after the "Exit Date", which is defined as the effective date of a bankruptcy plan of reorganization. Approval Order, Exh. 1 at ¶¶ 6(c), 8 and Exh. 2 at ¶ 11. This five-year period will exceed the amendable date for the AFA-United CBA, when new terms of employment for Flight Attendants can take effect. Thus, United through its Agreement with PBGC is attempting to strip AFA of its right to bargain for a defined benefit plan in the future.

An agreement between two parties to impair the bargaining rights of a third is patently unlawful under the RLA. United's willingness to enter such an agreement gives further testament to the Company's utter disregard for the protections afforded to AFA under labor law.

The amendable date for the current AFA-United CBA is January 7, 2010. The amendable date "is the date before which no changes [to the contract] can be made." EEOC v. United Air Lines, Inc., 755 F.2d 94, 99 (7th Cir. 1985). The CBA carefully defines the amendable date and the course of negotiations prior to that date, in order for contract modifications to go into effect as soon as possible following the amendable date.[3] United's Agreement with PBGC prohibits establishment of any new defined benefit for five years from the Company's exit date from bankruptcy. United currently predicts an exit date no earlier than the fall of 2005. Thus, under the terms of United's Agreement with PBGC, AFA will be prevented from bargaining for the commencement of a defined benefit plan during a period of at least nine months beyond the amendable date of its CBA.

Two Seventh Circuit decisions make plain that United's Agreement to deny bargaining rights to AFA violates the RLA. In ALPA v. UAL Corp., 874 F.2d 439 (7th Cir. 1989), United and the IAM entered into a collective bargaining agreement that limited the ability of ALPA to negotiate

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[3] The AFA-United CBA provides:

> The 2005-2010 Flight Attendant Agreement shall continue in full force and effect through January 7, 2010, and shall thereafter renew itself yearly without change each January 7th unless written notice of intended change is served in accordance with Title 1, Section 6 of the Railway Labor Act by either party 270 days prior to January 7, 2010 or January 7th of any year thereafter. If such notice is served, negotiations will commence no more than 30 days after service. If a new tentative agreement is not reached by August 7, 2009 (or any August 7 thereafter, if applicable), the parties will jointly invoke the mediation services of the National Mediation Board under Section 5 of the Act.

a buyout of the airline. Specifically, the agreement dictated how shares in any proposed ESOP would be allocated among all employee groups in the event of a buyout. United had not bargained with any other employee groups about that agreement, and ALPA sued the Company to enjoin its implementation. The Seventh Circuit held that by negotiating an agreement with one union that "affect[ed] the terms of the pilots' employment without giving their union a chance to bargain collectively over the change," United had violated Section 2, First of the Act. 874 F.2d at 445.

Similarly, in Illinois Central Railroad Co. v. BLE, 443 F.2d 136 (7th Cir. 1971), one union sought to negotiate exclusively with the employer over matters that were also directly within the ambit of another organization representing employees of the railroad. The Court held that because the second union had a "bargainable interest" in the issues involved, the attempt to exclude that union from negotiations violated the RLA. The parties were ordered to give the second union "the right to participate in the negotiations" at issue. Id. at 144.

The Court's ruling on the five-year provision failed to address the RLA breach inherent in the provision. According to the Court, the provision "was essential to secure the benefit of not having PBGC's assertion of a right to have restoration [of the terminated plans] take place." Tr. at 179. Further, the Court found that because the moratorium on institution of a new plan was reduced from ten years, as specified in the original Agreement, to five years "the agreement does not unduly affect the rights of third parties not participating in the negotiation of the agreement." Id. at 180. Whether the provision was "essential" for United to secure a waiver of PBGC's restoration rights, however, is immaterial, because the Company has no legal authority to unilaterally modify AFA's CBA or to trade AFA's bargaining rights in order to obtain consideration from PBGC. Moreover, because the provision does impair AFA's bargaining rights, it is simply unlawful under the RLA as

set forth in binding Seventh Circuit precedent. Due to the unlawful five-year provision, as well as the numerous other legal defects in the Agreement, United's deal with PBGC cannot withstand appellate scrutiny and AFA will likely succeed in its appeal.

II. APPELLANT WILL SUFFER IRREPARABLE INJURY ABSENT A STAY, WHICH IS ALSO NEEDED TO PRESERVE THE STATUS QUO UNDER THE RLA.

The termination of the Flight Attendant Plan as required under the terms of the Agreement will lead to irreparable injury. First, such injury will result because Flight Attendants will make decisions regarding whether to continue their employment with United on the basis of the benefits available to them upon termination and replacement of the Plan, as opposed to the benefits available under their current Plan. After reversal on appeal of the Court's decision, it will not be possible to reverse the effects of these decisions. Second, United's creation of a major dispute under the RLA provides grounds for a stay even without the customary showing of irreparable harm.

Absent a stay, Flight Attendants will make decisions regarding whether or not to resign based upon the plan termination effected by United's Agreement. Some Flight Attendants will find it in their best interests to leave United, considering the substantial diminution in their overall compensation represented by termination and replacement of their pension plan. See Attachment A hereto, Declaration of Gregory Davidowitch (dated May 18, 2005) ("Davidowitch Decl."), at ¶¶ 2-4. In fact, on average, Flight Attendants will see a 50% reduction in their pension benefits as a result of termination and replacement of their Plan. Id., at 2; see also Second Declaration of David Feinstein (filed Apr. 29, 2005), at ¶ 8. Having made the choice to resign, however, these Flight Attendants could not simply return to their former status upon reversal of the Court's decision on appeal. First, they will have forfeited their United seniority through voluntary resignation. Reversal of that decision and restoration of seniority status, even if permitted, would prejudice the interests

of other Flight Attendants who will have moved up in seniority rank in the interim to positions at domiciles different from those where they are currently based. Davidowitch Decl. ¶ 4. "It is clear that in a meritorious labor controversy the courts often grant preliminary injunctive relief to avoid the potential later problems of 'unscrambling eggs'." IAM v. Trans World Airlines, Inc., 601 F. Supp. 1363, 1372 (W.D. Mo. 1985); see also Local 553 v. Eastern Air Lines, Inc., 695 F.2d 668, 678 (2d Cir. 1982) (irreparable injury due to "ripple effect" of employer action throughout seniority system); Tech., Office, & Professional Workers Union v. Budd Co., 345 F. Supp. 42, 45 (E.D. Pa. 1972) (irreparable injury due to "domino effect" of employer action throughout seniority system).

Second, the decision to resign involves many significant life choices that cannot be reversed easily, if at all. Those leaving a position often choose to move from their current home. In fact, it is often necessary to relocate in order to pursue other work opportunities. Davidowitch Decl., at ¶ 4. Obviously, if a person sells their home, that is not a transaction which can be undone. Such "tremendous disruption in their personal lives and the personal lives of their families" is "the type of harm which is irreparable." Id. at 46. Thus, Flight Attendants will suffer irreparable injury because they will make life-altering decisions on the basis of the Court's Order, which cannot be undone upon reversal of the Order on appeal.

Although the irreparable injury here absent a stay is real and immediate, a stay is also necessary to preserve the status quo requirement of the RLA, which does not require a showing of irreparable harm. As demonstrated above, United's unilateral alteration of its CBAs through entering the Agreement triggers a major dispute under the RLA. In such circumstances a court may issue an injunction "without the customary showing of irreparable injury." Consol. Rail Corp. v. Ry. Labor Executives' Ass'n, 491 U.S. 299, 303 (1989); see also United Air Lines v. IAM, 243 F.3d 349,

362 (7th Cir. 2001) ("If either side unilaterally alters the status quo during the bargaining and mediation process, a court may issue an injunction to put a stop to that party's illegal self-help and to restore the status quo, and it may do so even without the traditional showing of irreparable injury to the other party."). This is so because the RLA itself requires maintenance of the status quo until the employer and union have exhausted the legal processes under the Act. 45 U.S.C. § 156. Thus, where as in this case, appellant has a substantial likelihood of establishing on appeal that a major dispute exists, a stay should issue in furtherance of the status quo requirement of the RLA.

III. A STAY WILL NOT RESULT IN ANY SUBSTANTIAL HARM TO UNITED.

In contrast to the irreparable harm to Flight Attendants absent a stay, United's interests would not be harmed in any significant way upon issuance of a stay. Since the fall of 2004, United has ceased making minimum funding payments to the Flight Attendant Plan, asserting that it was not obligated to do so under law during the course of these proceedings. Thus, there will be no immediate drain on the resources of the estate as a result of the stay, as United has already ceased making pension payments.

As for any argument that a stay would delay progress in these proceedings, the impact on United of restoring a terminated Flight Attendant Plan following reversal of the Court's order on appeal would cause far greater disruption to United's reorganization than a stay. In addition, United could mitigate any impact of delay resulting from a stay by joining with AFA to request expedited consideration of the appeal.

IV. THE PUBLIC INTEREST IN THE SECURITY OF THE PRIVATE PENSION SYSTEM AND HEALTHY LABOR-MANAGEMENT RELATIONS WEIGHS HEAVILY IN FAVOR OF A STAY.

The resolution of AFA's appeal will have a substantial impact on the public interest. For this reason also, entry of a stay is warranted. A stay is in the public interest for two primary reasons. First, the issues regarding the security of private pension benefits raised by this case have tremendous public import. Both the intense media coverage of the Court's decision and Congressional involvement in and reaction to the decision bear witness to the keen public interest in judicial review of the pension issues raised by this case. Second, a stay will further the public policy interests manifested in federal labor law.

The Court's approval of the Agreement between United and PBGC effectuates the largest pension plan default in United States history. There are very real concerns that United's unprecedented move to cast off an estimated $9.5 billion in pension liabilities through the Agreement with PBGC will have ripple effects throughout the airline industry and beyond. As set forth in the Memorandum of Amici Curiae Members of Congress in Opposition to Approval of Debtors' Agreement with PBGC, "if one company enters bankruptcy and manages to shed all of its pension liabilities onto the PBGC, its competitors will be under intense pressure to follow suit, leading to further plan terminations and the further deterioration of the defined benefit pension system." Amici Curiae Mem. (filed May 9, 2005), at 5. To forestall such further deterioration, a bill was introduced in Congress to impose a six-month moratorium on pension plan transfers to PBGC in the wake of the Court's decision. H.R. 2327, 109th Cong. (May 12, 2005). The bill currently has thirty-eight co-sponsors in the United States House of Representatives. The moratorium would allow Congress time to work on legislation to address the security of private

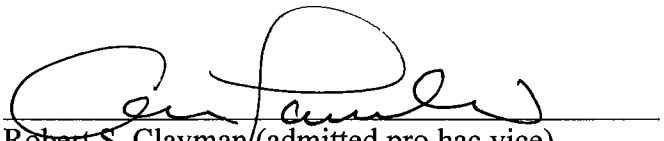
pension plans. See Press Release from Congressman George Miller, dated May 13, 2005, ("Moratorium Intended to Give Congress Time to Sort Out Pension Mess"). A stay of the Court's order pending appellate review would also serve the public interest in forestalling a run on the Nation's pension insurance system that would jeopardize the retirement security of vast numbers of working Americans.

A stay will further the public policy interests embodied in the Nation's labor laws as well. Congress' stated purpose in the RLA is to "provide for the prompt and orderly settlement of all disputes concerning rates of pay, rules, or working conditions" in order to "avoid any interruption to commerce or to the operation of any carrier engaged therein." 45 U.S.C. § 151a. The specific public policy goals of the RLA reflect the broader federal labor policy enunciated in the Norris-LaGuardia Act. That Act provides:

> It is hereby declared to be the policy of the United States to eliminate the causes of certain substantial obstructions to the free flow of commerce and to mitigate and eliminate these obstructions when they have occurred by encouraging the practice and procedure of collective bargaining and by protecting the exercise by workers of full freedom of association, self-organization, and designation of representatives of their own choosing, for the purpose of negotiating the terms and conditions of their employment or other mutual aid or protection.

29 U.S.C. § 151. A stay will further these policy goals by allowing resumption of the collective bargaining process that was prematurely halted when United struck its deal with PBGC. As federal labor policy recognizes, frustration of the collective bargaining process leads to labor-management tensions that pose a significant threat to the interests of the Nation as a whole.

Respectfully submitted,



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Dated: May 20, 2005

ATTACHMENT A

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

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

DECLARATION OF GREGORY DAVIDOWITCH

Gregory Davidowitch hereby declares, in accordance with 28 U.S.C. § 1746, as follows:

1. Since July 1, 2002, I have served as the President of the Master Executive Council ("MEC") for the Association of Flight Attendants-Communications Workers of America, AFL-CIO ("AFA"), at United Airlines ("United" or the "Company"). The MEC is composed of the presidents of 17 Local Executive Councils ("LEC") at United. AFA establishes an LEC at each domicile where Flight Attendants are based. I am the highest elected AFA official, representing exclusively United Flight Attendants. The matters set forth herein are based upon my personal knowledge.

2. As MEC President, I communicate regularly with Flight Attendants about the impact of United's reorganization on their jobs and lives. Two concessionary agreements with United have resulted in a 19% wage cut for Flight Attendants, as well as a substantial increase in what Flight Attendants pay for healthcare. Based on my numerous communications with Flight Attendants, I know

that, of all the hardships imposed on them during this restructuring, Flight Attendants, as a group, are most concerned about losing their pension benefits. Through various media, including direct mail and the AFA-United MEC Web site, AFA has educated Flight Attendants about the impact of United's proposal to terminate the Flight Attendant Plan. Specifically, AFA has explained to Flight Attendants that, on average, replacement of the Flight Attendant Plan with the defined contribution plan proposed by the Company will result in a 50% decrease in retirement benefits. Needless to say, the reaction of Flight Attendants to this information has been uniformly negative. Since November 2004, I would estimate that approximately 100 Flight Attendants have told me that if United terminated the Flight Attendant Plan they would retire or resign from United.

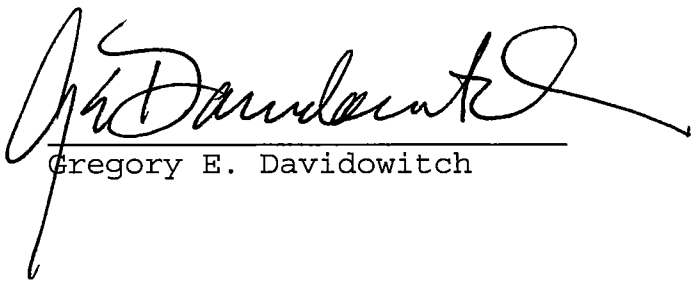
3. As a result of the Bankruptcy Court's approval of the Agreement terminating the Flight Attendant Plan, many Flight Attendants will make decisions, with irreversible consequences, regarding whether to continue their employment with United on the basis of the benefits available to them upon termination of the Flight Attendant Plan and replacement with a defined contribution plan. Many Flight Attendants, including the approximately 100 I have spoken to since November, will undoubtedly resign or retire from United if the Flight Attendant Plan is terminated based on the substantial diminution of their overall compensation.

4. Many of the consequences of retiring or resigning cannot be reversed. First, Flight Attendants who voluntarily retire or

resign and then seek reinstatement will have forfeited their seniority, when and if United rehires them. Restoration of seniority status, even if permitted, would prejudice the interests of other Flight Attendants who will have moved up in seniority rank in the interim. Further, retirement or resignation, especially when not anticipated, often involves significant lifestyle changes, including relocation, sometimes to pursue other work opportunities. This is particularly true of those retiring if their anticipated retirement income is insufficient to support continuation in their current residence. Others may need to relocate to pursue other work opportunities. Obviously, if a person sells their home, that is not a transaction which can be undone.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 18th day of May 2005.



Gregory E. Davidowitch

CERTIFICATE OF SERVICE

I, Carmen R. Parcelli, hereby certify that on this 20th day of May, 2005, true copies of the foregoing **Emergency Motion for a Stay Pending Appeal of the Association of Flight Attendants-CWA, AFL-CIO, from the Order Approving the Debtors' Emergency Motion to Approve Agreement with PBGC**, were served via overnight delivery on the attached Core Group Service List and via electronic mail or facsimile on the Updated 2002 Service List. Pursuant to Section C.3.i(1) of the Second Amended Notice, Case Management and Administrative Procedures in this proceeding, service lists have been filed with the Court. In accordance with Rules 9014 and 7004, a true copy of the foregoing Motion was served by first-class mail on Frederic Brace, an Officer of United.

Carmen R. Parcelli

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