

**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 AUTHORIZING THE DEBTORS TO ASSUME CERTAIN EXECUTORY CREDIT  
CARD AGREEMENTS PURSUANT TO SECTION 365(a) OF THE BANKRUPTCY CODE**

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 authorizing the Debtors to (A) assume certain executory credit card agreements and (B) utilize certain notice procedures relating thereto; and it appearing that the relief requested is in the best interests of the Debtors’ estates, their creditors and other parties in interest; and it appearing that the relief requested is essential to the continued operation of the Debtors’ businesses; 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 within the meaning of 28 U.S.C. § 157(b)(2); and it appearing that venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and adequate notice 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 Credit Card Assumption Procedures are approved.

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<sup>1</sup> All capitalized terms not defined herein shall be as defined in the Motion.

3. The Debtors' business judgment to assume and ratify the Credit Card Agreements is reasonable and appropriate, and the assumption and ratification of such agreements is hereby approved, and any prepetition or postpetition transfers made pursuant to such agreements are ratified.

4. The Debtors are authorized to take any and all actions necessary or desirable to perform their obligations and the transactions contemplated under the Credit Card Agreements, pending this Order becoming final.

5. The Debtors shall cure any defaults under the Credit Card Agreements, including curing any outstanding amounts related to prepetition chargebacks, credits or fees, by continuing to operate in the ordinary course of business (which ordinary course operations include the setoff or recoupment of the foregoing items against incoming sales receipts) under the terms of each such agreement.

6. Prior to twenty (20) days after the Effective Date, the affected Credit Card Company may file with the Court and serve on the Notice Parties, an objection and notice of hearing, which shall be scheduled by the Debtors for hearing on the next scheduled omnibus hearing date that provides not less than 10 (ten) days' notice of such objection; provided, however, that each Credit Card Company shall only have the right to object to the entry of this Order with respect to the Credit Card Agreement to which it is a party.

7. If no objection is filed within such twenty (20) day period, this Order shall become final without further order of this Court. This Order shall remain in effect notwithstanding any objection until further order of this Court, and any modification or vacation of this Order shall not impair any action taken pursuant to it prior to its modification or vacation.

8. A copy of the Motion and this Order shall be served, via overnight delivery service, on each of the Credit Card Companies within three (3) days of the date hereof.

9. Notwithstanding the possible applicability of Bankruptcy Rules 7062, 9014 or otherwise, this Order shall take effect immediately upon entry.

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

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

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

ENTERED

DEC 10 2002

EUGENE R. WEDOFF  
BANKRUPTCY JUDGE

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United States Bankruptcy Judge