

**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
)	(Jointly Administered)
Debtors.)	
)	Honorable Eugene R. Wedoff

**ORDER PURSUANT TO SECTION 327(a) OF THE BANKRUPTCY CODE AND
BANKRUPTCY RULE 2014(a) APPROVING THE EMPLOYMENT RETENTION OF
KIRKLAND & ELLIS AS ATTORNEYS FOR THE DEBTORS**

Upon the application (the “Application”)¹ of the debtors and debtors in possession (collectively, the “Debtors”) in the above-captioned Chapter 11 Cases seeking entry of an order pursuant to Section 327(a) of the Bankruptcy Code and Bankruptcy Rule 2014(a) approving the employment and retention of Kirkland & Ellis as attorneys for the Debtors; and upon consideration of the Sprayregen Affidavit executed by James H.M. Sprayregen, P.C., a partner in the firm of Kirkland & Ellis (the “Sprayregen Affidavit”); and the Court being satisfied based on the representations made in the Application and the Sprayregen Affidavit that the partners, counsel and associates of Kirkland & Ellis who will be engaged in these Chapter 11 Cases represent no interest adverse to the Debtors’ estates with respect to the matters upon which they are to be engaged; and the Court being satisfied that the partners, counsel and associates of Kirkland & Ellis are disinterested persons as that term is defined under Section 101(14) of the Bankruptcy Code, as modified by Section 1107(b); and it appearing that the employment of Kirkland & Ellis and the relief requested are essential to the continued operation of the Debtors’ businesses and in the best interest of the Debtors’ estates and creditors; and it appearing that this

¹ Capitalized terms not defined herein shall have the same meaning as in the Application.

Court has jurisdiction over this matter pursuant to 28 U.S.C. § 157; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157; and it appearing that venue of this proceeding and the Application is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and adequate notice of the Application 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 Application is granted.
2. In accordance with Section 327(a), the Debtors are authorized to employ and retain the law firm of Kirkland & Ellis as their attorneys on the terms set forth in the Application and the Sprayregen Affidavit, effective as of the commencement of these cases.
3. Kirkland & Ellis is authorized to apply the retainer to pay any fees, charges and disbursements relating to services rendered to the Debtors.
4. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.
5. 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.
6. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

Dated: Chicago, Illinois
_____, 2002

ENTERED

DEC 30 2002

EUGENE R. WEDOFF
BANKRUPTCY JUDGE

United States Bankruptcy Judge