

**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.)	Honorable Eugene R. Wedoff

**ORDER PURSUANT TO SECTIONS 327(e) AND 328 OF THE UNITED STATES
BANKRUPTCY CODE AND BANKRUPTCY RULE 2014(a) AUTHORIZING THE
EMPLOYMENT AND RETENTION OF PIPER RUDNICK LLP
AS SPECIAL LABOR COUNSEL 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 Sections 327(e) and 328 of the United States Bankruptcy Code and Bankruptcy Rule 2014(a) authorizing the employment and retention of Piper Rudnick LLP as special labor counsel for the Debtors; and upon consideration of the Bankruptcy Rule 2014 Affidavit of Cynthia M. Surrisi, a partner in the firm of Piper Rudnick LLP (the “Surrisi Affidavit”) and the Bankruptcy Rule 2016(b) Affidavit of Philip V. Martino, a partner in the firm of Piper Rudnick LLP (the “Martino Affidavit”); and the Court being satisfied based on the representations made in the Application and Surrisi Affidavit that the partners, counsel and associates of Piper Rudnick LLP who will be engaged in these Chapter 11 Cases represent no interest adverse to the Debtors’ estates with respect to the labor matters upon which they are to be engaged; and that the employment of Piper Rudnick LLP is, and it appearing that the relief requested is, 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 Court has jurisdiction over this matter pursuant to 28 U.S.C.

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

§§ 157 and 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that venue of this proceeding and this 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:

1. The Application is granted.
2. The Debtors are authorized to retain and employ Piper Rudnick as their special labor counsel in these Chapter 11 Cases, pursuant to Sections 327(e) and 328 of the Bankruptcy Code, effective as of the Petition Date.
3. Piper Rudnick is authorized to act as Debtors' special labor counsel and to perform those services described in the application as "Special Counsel Matters."
4. Piper Rudnick shall be compensated for its services and reimbursed for any related expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Bankruptcy Rules and any other applicable orders of this Court.
5. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.
6. 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.

7. 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