

**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 PAY SALES AND USE TAXES,  
TRANSPORTATION TAXES, FEES, PASSENGER FACILITY CHARGES AND  
OTHER SIMILAR GOVERNMENT AND AIRPORT CHARGES PURSUANT TO  
SECTIONS 105(a), 507(a)(8) AND 541 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 pay Sales and Use Taxes, Transportation Taxes, Fees, Passenger Facility Charges and other similar government and airport charges pursuant to Sections 105(a), 507(a)(8) and 541 of the Bankruptcy Code; 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.

---

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

2. The Debtors shall pay to the Authorities on account of the following claims (whether arising prepetition or postpetition): (a) the Sales and Use Taxes, (b) the Transportation Taxes, (c) the Fees (including without limitation the posting of new airport performance-related bonds), (d) the PFCs, and (e) any similar taxes, fees or charges.

3. All depositories on which checks were drawn in payment of the prepetition amounts approved herein are ordered to receive, process and honor such checks as and when presented for payment; provided that: (a) funds are available in the Debtors' bank accounts to cover such checks and (b) all such depositories are authorized to rely on the Debtors' designation of any particular check as approved by this Order.

4. The Debtors are authorized to reissue any check which was drawn in payment of prepetition amounts approved herein that is not cleared by a depository.

5. Nothing herein shall impair the Debtors' ability to contest, without prejudice, the validity and amounts of the Sales and Use Taxes, the Transportation Taxes, the Fees and the PFCs, owing to the Authorities.

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

7. 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.

8. 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

---

United States Bankruptcy Judge