

**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 SECTIONS 105(a), 363(c), 1107(a) and 1108 OF THE
BANKRUPTCY CODE AUTHORIZING THE DEBTORS TO HONOR PREPETITION
OBLIGATIONS TO CUSTOMERS AND TO OTHERWISE CONTINUE CUSTOMER
PROGRAMS AND PRACTICES IN THE ORDINARY COURSE OF BUSINESS**

Upon the Motion¹ of the debtors and debtors in possession (collectively, the “Debtors”) in the above-captioned Chapter 11 Cases (collectively, the “Debtors”) seeking entry of an Order pursuant to Sections 105(a), 363(c), 1107(a) and 1108 of the Bankruptcy Code authorizing the Debtors to honor certain prepetition obligations to customers and to otherwise continue customer programs and practices in the ordinary course of business; 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. §§ 157 and 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and the Motion in this District is proper under 28 U.S.C. §§ 1408 and 1409; and adequate notice of the Motion 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 Debtors, in their business judgment, are authorized, but not directed, to perform such of their prepetition obligations relating to the Customer Programs, including, without limitation, the Ticketholder Claims, the Mileage Plus Program, the Leisure Sales Programs, the Barter Arrangements, the Red Carpet Club Program, the Corporate Incentive Programs, the Cargo Programs and the MyPoints.com Programs in accordance with the Debtors' normal prepetition procedures as they deem appropriate.

3. The Debtors, in their business judgment, are authorized, but not directed, to continue, renew, replace, implement new, and/or terminate such of the Customer Programs as they deem appropriate, in the ordinary of business, without further application to the Court.

4. Any payment or transfer made, or service rendered, by the Debtors pursuant to this Order is not, and shall not be deemed, an admission as to the validity of the underlying obligation, a waiver of any rights the Debtors may subsequently have to dispute such obligation or an approval or assumption of any agreement, contract or lease under Section 365 of the Bankruptcy Code.

5. In accordance with this Order and any other order of this Court, each of the banks and financial institutions at which the Debtors maintain their accounts relating to the payment of the claims that the Debtors requests authority to pay in the Motion, are authorized and directed to honor checks presented for payment, and to honor all fund transfer requests made by the Debtors related thereto, to the extent that sufficient funds are on deposit in such accounts.

6. This Court shall retain 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).

Dated: Chicago, Illinois
_____, 2002

ENTERED

DEC 11 2002

EUGENE R. WEDOFF
BANKRUPTCY JUDGE

United States Bankruptcy Judge