

**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 365(a) OF THE
BANKRUPTCY CODE AUTHORIZING THE ASSUMPTION OF A
CERTAIN EXECUTORY ESCROW AGREEMENT**

Upon the Motion¹ of the debtors and debtors in possession (collectively, the "Debtors") in the above-captioned Chapter 11 Cases for entry of an order pursuant to Sections pursuant to Section 365 of the Bankruptcy Code authorizing the assumption of the Escrow Agreement; 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 this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334(b); 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 this Motion is proper in this District pursuant to 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 therefore, it is hereby ORDERED THAT:

1. The Motion is granted.
2. The Debtors are authorized to assume the Escrow Agreement under Section 365 of the Bankruptcy Code.

¹ Capitalized terms used but not defined herein have the meaning ascribed to them in Motion.

3. The Debtors shall cure any defaults under the Escrow Agreement in the ordinary course of business.

4. The Debtors have provided adequate assurance of future performance under the Escrow Agreements as required under Section 365 of the Bankruptcy Code, without requiring any further action.

5. The assumption shall be effective upon the date of this Order.

6. This Court shall retain jurisdiction to hear and determine all matters arising from 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