

**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 363 AND 364 OF THE BANKRUPTCY CODE
AUTHORIZING DEBTORS TO PAY OR HONOR PREPETITION OBLIGATIONS TO
FOREIGN VENDORS, SERVICE PROVIDERS AND GOVERNMENTS 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 seeking entry of an Order authorizing Debtors to pay or honor prepetition obligations to foreign vendors, service providers and governments 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 within the meaning of 28 U.S.C. § 157(b)(2)(A) and (O); and it appearing that venue 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 Motion is granted on an interim basis. Any party-in-interest may object to the Motion being entered on a final basis if such objection is filed with the Court and served so as to actually be received by (a) the United States Trustee, (b) counsel to the Debtors

¹ Capitalized terms used but not defined herein shall have the same meaning as in the Motion.

and (c) counsel to the Debtors' debtor-in-possession lender(s) on or before ten (10) days after the date of entry of this Order; provided, however, that the official committee of unsecured creditors shall have until seven (7) days after the date of its formation to file and serve any such objection, unless such seven (7) day deadline is extended by the Debtors. If any objection is timely filed and properly served, the objection shall be heard on the December 30, 2002 at 1:30 p.m. (the "Final Hearing"). If no objection has been timely filed and properly served, this Order shall become final without further order of this Court or any other act at the conclusion of the Final Hearing. This Order shall remain in full force and effect notwithstanding any objection thereto unless and until there is a further order of this Court.

2. Pursuant to Sections 363 and 364 of the Bankruptcy Code, the Debtors are authorized in the reasonable exercise of their business judgment, to pay or honor prepetition obligations to Foreign Entities, including without limitation the Foreign Claims, in the ordinary course of business, without further Order from this Court.

3. To the extent that the Motion is not granted on a final basis, the entry of this interim Order is without prejudice to (a) the rights of the Debtors or any other party in interest to seek the return of any payments made hereunder or (b) the rights of the Debtors to seek relief pursuant to Section 362 of the Bankruptcy Code for any alleged violations of the automatic stay.

4. 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 Debtor requests authority to pay in the Motion, is 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.

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 11 2002

EUGENE R. WEDOFF
BANKRUPTCY JUDGE

United States Bankruptcy Judge