

**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 AUTHORIZING THE FILING OF
CERTAIN DOCUMENTS UNDER SEAL**

Upon the motion (the “Motion”) of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) seeking entry of an order (the “Order”) pursuant to Section 107(b) of title 11 of the United States Code (the “Bankruptcy Code”) authorizing the Debtors to file certain Credit Card Agreements and a certain Affinity Agreement¹ under seal; and it appearing that the relief requested is in the best interests of the Debtor’s 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; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(a); and after due deliberation and cause appearing therefore; it is hereby ORDERED THAT:

1. The Motion is granted.

2. Pursuant to Section 107(b) of the Bankruptcy Code, Rule 9018 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 401 of the Bankruptcy Rules for the United States District Court and the United States Bankruptcy Court

¹ Capitalized terms used but not defined herein shall have the meaning ascribed thereto in the Motion.

for the Northern District of Illinois (the “Local Rules”), the Debtors are hereby authorized to file the Credit Card Agreements and the Affinity Agreement under seal.

3. The Credit Card Agreements and the Affinity Agreement shall remain under seal and confidential, and no such document shall be made available to anyone other than as set forth in this Order. Prior to an order authorizing the assumption of such documents becoming a final order not subject to appeal, the following persons may access the Credit Card Agreements and the Affinity Agreement under the following conditions: (a) the Court; (b) the United States Trustee; (c) professionals retained by an official committee in the instant case (but not individual committee members or professionals employed or retained by an individual member), provided that the Credit Card Agreements and the Affinity Agreement are (i) reviewed at, and not removed from, the offices of Kirkland & Ellis, 200 East Randolph Drive, Chicago, Illinois 60601, 312/861-2000 and (ii) not duplicated; and (d) those persons (i) who are acceptable to the Debtors and the respective party to the agreement to be accessed, in their sole discretion, (ii) who have executed a confidentiality agreement acceptable to the Debtors and the respective party to the agreement to be accessed, in their sole discretion, and (iii) who presents the clerk with a document evidencing satisfaction of the previous two conditions, signed by the Debtors and the respective party to the agreement.

4. Access to the Credit Card Agreements and the Affinity Agreement, subject to the conditions set forth above, shall be for the sole purpose of determining whether assumption of such agreements should be authorized under Section 365 of the Bankruptcy Code. Any parties permitted access to the Credit Card Agreements or the Affinity Agreement shall not share any information contained with such documents any third party. Any party found to have violated the conditions in this paragraph shall be subject to sanctions for violation of this Order.

5. Upon an order authorizing the assumption of the Credit Card Agreements or the Affinity Agreement becoming final and not subject to appeal, the clerk shall treat such document held under seal as a suppressed document for the purposes of Local Rule 401(G) and pursuant to Local Rule 401(G)(1), return such document forthwith if a Credit Card Agreement to the Debtors and if the Affinity Agreement to counsel to Bank One, Delaware, N.A., c/o David Heller, Esq. and Timothy A. Barnes, Esq., Latham & Watkins, Suite 5800 Sears Tower, Chicago, Illinois 60606, 312/876-7700.

6. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: Chicago, Illinois
_____, 2002

ENTERED

DEC 11 2002

EUGENE R. WEDOFF
BANKRUPTCY JUDGE

United States Bankruptcy Judge