

**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 11 U.S.C. § 327(e) AND BANKRUPTCY RULE 2014(a)
AUTHORIZING THE EMPLOYMENT AND RETENTION OF VEDDER PRICE
KAUFMAN & KAMMHOLZ AS SPECIAL AIRCRAFT FINANCING COUNSEL AND
CONFLICTS COUNSEL FOR THE DEBTORS**

Upon the Application¹ of the Debtors in the above-captioned Chapter 11 Cases for entry of an order pursuant to Sections 327(a) of the Bankruptcy Code and Bankruptcy Rule 2014(a) authorizing the employment and retention of Vedder Price Kaufman & Kammholz (“Vedder”) as special aircraft financing counsel and conflicts counsel; and upon the affidavit of Douglas J. Lipke (the “Vedder Affidavit”); and the Court being satisfied based on the representations made in the Application and Vedder Affidavit that Vedder does not represent an interest adverse to the Debtors’ estates with respect to the matters upon which they are to be engaged; that Vedder is a disinterested person as that term is defined under 11 U.S.C. § 101(14), as modified by 11 U.S.C. § 1107(b); and that the employment of Vedder is, 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 and 1334; and it appearing that venue of this proceeding and this Application is proper in this District pursuant to 28 U.S.C. §§ 1408 and

¹ Capitalized terms not defined herein shall have the same meaning as in the Application.

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 Application is granted.
2. The Debtors are authorized to retain and employ Vedder as their special labor counsel on the terms set forth in the Application.
3. Vedder is authorized to perform any and all legal services for the Debtors that are necessary or appropriate in accordance with the Special Counsel Matters.
4. Vedder shall be compensated for its services and reimbursed for any related expenses in accordance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules and any other applicable orders of this Court.
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 30 2002

EUGENE R. WEDOFF
BANKRUPTCY JUDGE
United States Bankruptcy Judge