

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION**

<b>In re:</b>	)	<b>Chapter 11</b>
	)	
<b>UAL CORPORATION, et al.,</b>	)	<b>Case No. 02-B-48191</b>
	)	<b>(Jointly Administered)</b>
<b>Debtors.</b>	)	
	)	<b>Honorable Eugene R. Wedoff</b>

**ORDER GRANTING VERIFIED TWELFTH QUARTERLY AND FINAL  
APPLICATION OF BABCOCK & BROWN LP FOR ALLOWANCE OF  
ADMINISTRATIVE CLAIM FOR COMPENSATION  
AND REIMBURSEMENT OF EXPENSES**

Babcock & Brown LP ("Babcock & Brown"), financial advisor with respect to aircraft financing for debtor United Air Lines, Inc. to the above-captioned debtor and debtor-in-possession (collectively, the "Debtor"), having filed a Verified Twelfth Quarterly and Final Fee Application for Allowance of Compensation and Reimbursement of Expenses for October 1, 2005 through February 1, 2006 (the "Final Fee Application") (Dkt No. 15608); the Court having reviewed the Final Fee Application; it appearing that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; it appearing that this proceeding is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); it appearing that venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; adequate notice having been given; it appearing no other notice need be given; all persons with standing having been afforded the opportunity to be heard on the Final Fee Application; and after due deliberation and sufficient cause appearing therefore, it is hereby ORDERED that:

1. The Final Fee Application is GRANTED.
2. For the period of October 1, 2005 through February 1, 2006, an administrative allowance be made to Babcock & Brown in the sum of \$50,000.00 for necessary professional

services rendered and \$6,539.96 for the reimbursement of actual and necessary expenses incurred.

3. The Debtors are hereby authorized and directed to pay the outstanding amount of the sums described in paragraph 2 hereof, including the amount of \$5,000.00 representing the fees held back for the period of October 1, 2005 through February 1, 2006, plus any and all unpaid amounts that were previously approved by this Court.

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

5. Notwithstanding the possible applicability of Bankruptcy Rules 6006(d), 7062, 9014, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

6. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

ENTER:

Dated:           MAY 19 2006            
Chicago, Illinois

  
Bankruptcy Judge