

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

In re:)	Case No. 02-48191
)	(Jointly Administered)
UAL CORPORATION, et al.,)	
)	Chapter 11
)	
)	Hon. Eugene R. Wedoff
)	
Debtors.)	

**ORDER APPROVING TWELFTH QUARTERLY APPLICATION OF KPMG LLP
FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES
AS ACCOUNTANTS AND RESTRUCTURING ADVISORS
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD OCTOBER 1, 2005 THROUGH DECEMBER 31, 2005**

Related Docket No. 15072

Upon consideration of the Twelfth Quarterly Application of KPMG LLP (“KPMG”) for Compensation and Reimbursement of Expenses as Accountants and Restructuring Advisors to the Official Committee of Unsecured Creditors for the Period October 1, 2005 through December 31, 2005 (the “Twelfth Quarterly Application”) under 11 U.S.C. §§ 330 and 331, in accordance with the Administrative Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals entered by this Court on December 11, 2002; the Court having reviewed the Twelfth Quarterly Application; the Court having found that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; it appearing that adequate notice of the Twelfth Quarterly Application has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor,

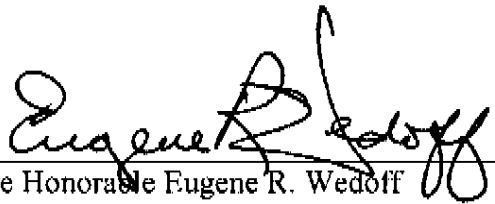
IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. The Twelfth Quarterly Application is hereby approved and granted.

2. KPMG is granted an interim administrative allowance of \$126,585 for necessary professional services rendered and \$98,644 for expenses incurred for the period of October 1, 2005 through December 31, 2005 (the "Twelfth Quarterly Fee Period").
3. The Debtors are hereby authorized and directed to pay the outstanding amount of \$124,623.55, representing fees and expenses that remain uncollected.
4. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: **MAY 19 2006**

ENTERED:


The Honorable Eugene R. Wedoff
United States Bankruptcy Judge