

**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 GRANTING VERIFIED TWELFTH QUARTERLY APPLICATION AND
JANUARY 1, 2006 THROUGH JANUARY 20, 2006 APPLICATION OF
KIRKLAND & ELLIS LLP FOR ALLOWANCE OF ADMINISTRATIVE CLAIM FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE
INTERIM PERIOD OCTOBER 1, 2005 THROUGH JANUARY 20, 2006**

Kirkland & Ellis LLP ("K&E") as counsel to the above-captioned debtor and debtor-in-possession (collectively, the "Debtors"), having filed a Verified Twelfth Quarterly Application for Allowance of Compensation and Reimbursement of Expenses for October 1, 2005 through December 31, 2005 and a Verified Application for Allowance of Administrative Claim for Compensation and Reimbursement of Expenses for the Interim Period January 1, 2006 through January 20, 2006 (collectively, the "Final Quarterly Application"); the Court having reviewed the Final Quarterly 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 Quarterly Application; and after due deliberation and sufficient cause appearing therefore, it is hereby ORDERED that:

1. The Final Quarterly Application is GRANTED, on an interim basis.

2. For the period of October 1, 2005 through December 31, 2005, an administrative allowance is made to K&E in the sum of \$6,334,648.00 for necessary professional services rendered and \$517,026.72 for expenses incurred.

3. For the period of January 1, 2006 through January 20, 2006, an administrative allowance is made to K&E in the sum of \$2,284,770.00 for necessary professional services rendered and \$167,660.79 for expenses incurred.


4. The Debtors are hereby authorized and directed to pay the outstanding amount of the sums described in paragraphs 2 and 3 hereof in the amount of \$121,993.85 representing the unpaid fees and expenses for the period of October 1, 2005 through January 20, 2006 [after accounting for adjustments voluntarily made by Kirkland & Ellis LLP to such amounts].

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

6. 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.

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

Dated: _____, 2006
Chicago, Illinois


United States Bankruptcy Judge
5/30/06