

**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 AMENDED FINAL FEE APPLICATION OF
KIRKLAND & ELLIS LLP FOR ALLOWANCE OF ADMINISTRATIVE EXPENSE
CLAIM FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES
FOR THE PERIOD DECEMBER 9, 2002 THROUGH JANUARY 20, 2006**

Kirkland & Ellis LLP ("K&E") having been retained as counsel to the above-captioned debtors and debtors-in-possession (collectively, the "Debtors"), pursuant to that order of this Court dated December 30, 2002 (the "Retention Order"); and having filed a Verified Amended Final Fee Application for Allowance of Compensation and Reimbursement of Expenses on March 16, 2006 (the "Amended Final Fee Application"), for fees and expenses incurred from December 9, 2002 through January 20, 2006 (the "Final Fee Period"); and having, from time to time, received interim payments of fees and reimbursements of expenses pursuant to the Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals and Committee Members (the "Interim Compensation Order"); and the Court having considered the Amended Final Fee Application and the recommendations of the UAL Corporation Fee Review Committee; and no objections having been filed to the Amended Final Fee Application; and it appearing that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and adequate notice having been given; and it appearing no other notice need be given; and all persons with standing

having been afforded the opportunity to be heard on the Amended Final Fee Application; and after due deliberation and sufficient cause appearing therefore, it is hereby ORDERED that:

1. The Amended Final Fee Application is GRANTED, on a final basis.
2. K&E is awarded, on a final basis, fees for professional services rendered in the amount of \$90,680,901.11 and reimbursement of expenses in the amount of \$5,503,912.97 (the "Final Award") incurred during the Final Fee Period.
3. All amounts received by K&E under the Interim Compensation Order are hereby approved on a final basis.
4. The Debtors are authorized and directed to remit the Final Award to K&E, less those amounts previously advanced to K&E pursuant to the Interim Compensation Order.
5. Notwithstanding the potential applicability of Bankruptcy Rule 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).
7. This Court shall retain such jurisdiction as legally permissible over all matters arising out of or relating to the Amended Final Fee Application or the Final Award.

Dated: MAY 19 2006, 2006
Chicago, Illinois


United States Bankruptcy Judge