

**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 MAYER, BROWN, ROWE & MAW LLP'S
INTERIM AND FINAL APPLICATION FOR FINAL ALLOWANCE OF
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES AS DEBTORS' SPECIAL LITIGATION COUNSEL FOR THE PERIOD
COVERING JANUARY 1, 2004 THROUGH JANUARY 20, 2006**

Mayer, Brown, Rowe & Maw LLP ("Mayer Brown") as Special Litigation Counsel to the above-captioned debtors and debtors-in-possession (collectively, the "Debtors"), having filed its Interim and Final Application for Final Allowance of Compensation for Services Rendered and Reimbursement of Expenses as Debtors' Special Litigation Counsel for the Period Covering January 1, 2004 through January 20, 2006 (the "Application"); the Court having reviewed the 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 Application; and after due deliberation and sufficient cause appearing therefore, it is hereby ORDERED that:

1. The Application is GRANTED.
2. For the period of January 1, 2004 through January 20, 2006, final allowance is hereby awarded to Mayer Brown in the aggregate amount of \$3,192,355.29, comprised of fees in

the amount of \$2,552,565.84 for necessary professional services rendered and \$639,789.45 for expenses incurred (collectively, the "Final Amounts").

3. The Final Amounts have been adjusted to reflect the terms of a settlement between Mayer Brown and the UAL Corp. Fee Review Committee ("FRC") with respect to certain issues raised by the FRC concerning the Application that were specific to these chapter 11 proceedings (the "Settlement"). Specifically, Mayer Brown has agreed to voluntarily waive outstanding fees in the aggregate amount of \$17,663.18, which represents the entire 10% holdback otherwise due to Mayer Brown for services rendered from October, 2005 through January, 2006 (the "Outstanding Fees"). In reaching this Settlement with Mayer Brown, the FRC also took into consideration several additional factors, including: (a) the statement that Mayer, Brown filed with the Court regarding reimbursement of its electronic legal research expenses incurred by Mayer, Brown during the period covered by the Application, for which interim approval of the Court previously has been granted, to which no objection previously has been filed and as a result of which such expenses already had been paid; (b) the substantial fee discounts that Mayer, Brown provided to the Debtors, both before and after January 20, 2006; and (c) Mayer, Brown's agreement to not seek payment for any fees or expenses incurred after January 20, 2006 associated with meeting its obligations to prepare and file various bankruptcy submissions as a retained professional in these cases. On the basis of the waiver of the Outstanding Fees and the other consideration described in the preceding sentence, the FRC determined that the Settlement was appropriate because Mayer, Brown had sufficiently offset all of the charges the FRC had taken issue with in the Application.

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).

MAY 19 2006

Dated: Chicago, Illinois
May __, 2006


U. S. BANKRUPTCY JUDGE