

**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 TWELFTH QUARTERLY APPLICATION OF
ROTHSCHILD INC. FOR ALLOWANCE OF ADMINISTRATIVE CLAIM FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE
INTERIM FEE PERIOD OCTOBER 1, 2005 THROUGH DECEMBER 31, 2005**

Upon consideration of the Twelfth Quarterly Application (the "Quarterly Application") of Rothschild Inc. for Allowance of Administrative Claim for Compensation and Reimbursement of Expenses for the Interim Fee Period October 1, 2005 through December 31, 2005 (the "Relevant Period"), filed by Rothschild Inc. ("Rothschild"); and the Court having found and determined that it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, that this proceeding is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2) and that venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having reviewed the Quarterly Application, the monthly fee applications relevant thereto and the Reports prepared by the Fee Review Committee in these Chapter 11 cases, such Reports having been filed and served and adequate notice having been given; and it appearing that the Quarterly Application and the relevant monthly applications are in compliance with the terms and provisions of each of (i) Sections 330 and 331 of Title 11 of the United States Code, (ii) Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure, (iii) the Order of this Court, dated February 21, 2003, Pursuant to Sections 327(a) and 328 of the Bankruptcy Code and Rule 2014(a) of the Bankruptcy Rules Authorizing the Employment and Retention of Rothschild Inc. as Investment Banker to the

Debtors, nunc pro tunc, to December 9, 2002, (iv) the Order of this Court, dated December 11, 2002 (the "Fee Procedures Order"), Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals and Committee Members and (v) to the extent applicable to Rothschild, the Third Amended Fee Review Committee Billing Guidelines drafted by the Joint Fee Review Committee appointed in these Chapter 11 cases; and due and adequate notice of the Quarterly Application having been given under the circumstances; and all persons with standing having been afforded the opportunity to be heard on the Quarterly Application; and capitalized terms used but not defined herein being used with their defined meanings as set forth in the Quarterly Application; and after due deliberation, and good and sufficient cause appearing therefore, it is hereby

ORDERED, that the Quarterly Application be, and it hereby is, granted in its entirety; and it is further

ORDERED, that there shall be allowed to Rothschild, on an interim basis, (i) compensation for its professional services rendered during the Relevant Period as investment banker and financial advisor to the Debtors in the amount of \$600,000.00 and (ii) reimbursement of actual, reasonable and necessary expenses incurred during the Relevant Period in the amount of \$38,831.06, for a total of \$638,831.06; and it is further

ORDERED that any and all payments heretofore made to Rothschild pursuant to the procedures set forth in the Fee Procedures Order in respect of Rothschild's fees and expense reimbursements accrued during the Relevant Period are hereby ratified and confirmed on an interim basis; and it is further

ORDERED that the Debtors are authorized and directed to pay to Rothschild all compensation and reimbursements allowed hereunder, to the extent not already paid to

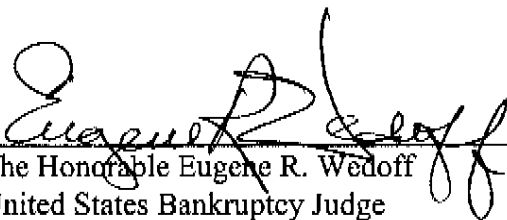
Rothschild, including any fees and expenses allowed under this Order and not yet paid to Rothschild pursuant to the holdback provisions of the Fee Procedures Order; and it is further

ORDERED that, 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; and it is further

ORDERED that all time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a); and it is further

ORDERED, that this Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: Chicago, Illinois
_____, 2006


The Honorable Eugene R. Wedoff
United States Bankruptcy Judge

JUN 29 2006