

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

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

**ORDER GRANTING TWELFTH VERIFIED QUARTERLY APPLICATION OF  
SAYBROOK RESTRUCTURING ADVISORS, LLC FOR  
ALLOWANCE OF ADMINISTRATIVE  
CLAIM FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES  
FOR THE INTERIM PERIOD OCTOBER 1, 2005 THROUGH DECEMBER 31, 2005**

Saybrook Restructuring Advisors, LLC ("Saybrook") financial advisors to the Official Committee of Unsecured Creditors of UAL Corporation (the "Committee") in the above captioned cases, filed a Verified Twelfth Quarterly Application for Allowance of Compensation and Reimbursement of Expenses for October 1, 2005 through December 31, 2005 (the "Application"). The Court has reviewed the Application and finds that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and that proper and adequate notice of the Application was given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good cause appearing therefore; it is hereby

**ORDERED, ADJUDGED and DECREED THAT:**

1. The Application is GRANTED.
2. For the period of October 1, 2005 through December 31, 2005, an administrative allowance be made to Saybrook in the sum of \$600,000 for necessary professional services rendered and \$19,604.92 for expenses incurred.

3. The Debtors are hereby authorized and directed to pay Saybrook \$60,000.00 which sum represents the allowed amount of \$619,604.92 for the period of October 1, 2005 through December 31, 2005 less \$559,604.92, the amount of fees and expenses previously paid.

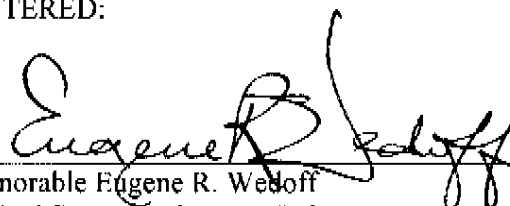
4. This Court retains jurisdiction to hear and determine all matters arising from the implementation of this Order.

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).

Dated: Chicago, Illinois  
~~MAY 19 2006~~, 2006

ENTERED:

  
Honorable Eugene R. Wedoff  
United States Bankruptcy Judge