

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

<b>In re:</b>	)	<b>Chapter 11</b>
	)	
<b>UAL CORPORATION, et al.,</b>	)	<b>Case No. 02-B-48191</b>
	)	<b>(Jointly Administered)</b>
<b>Reorganized Debtors.</b>	)	
	)	<b>Honorable Eugene R. Wedoff</b>

**ORDER GRANTING TWELFTH QUARTERLY AND FINAL  
APPLICATIONS OF SONNENSCHN NATH & ROSENTHAL LLP FOR  
ALLOWANCE OF ADMINISTRATIVE CLAIMS FOR COMPENSATION  
AND REIMBURSEMENT OF EXPENSES FOR THE PERIODS OF  
OCTOBER 1, 2005 THROUGH DECEMBER 31, 2005 AND  
DECEMBER 16, 2002 THROUGH JANUARY 31, 2006, RESPECTIVELY**

**Related Docket Nos. 15183 and 15592**

This Court having entered: (i) the Administrative Procedures Order Pursuant to 11 U.S.C. §§105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals; (ii) the Order Appointing the Fee Review Committee; (iii) the Order Authorizing the Retention of Sonnenschein Nath & Rosenthal LLP (“Sonnenschein”) as counsel to the Official Committee of Unsecured Creditors (the “Committee”); and (iv) Order Confirming Debtors Second Amended Joint Plan of Reorganization Pursuant to Chapter 11 of United States Bankruptcy Code (the “Plan”); and the Plan providing that all final fee applications of professionals to be filed no later than forty-five (45) days after the Confirmation Date (Plan at Article XI, Section B); and Sonnenschein having filed its Twelfth Quarterly Application for Allowance of Administrative Claim for Compensation and Reimbursement of Expenses for the Period of October 1, 2005 through December 31, 2005

(the "Quarterly Application")<sup>1</sup> on February 14, 2006 and the documentation submitted in support of the Quarterly Application; and Sonnenschein having filed the Final Application of Sonnenschein for Allowance of Administrative Claim for Compensation and Reimbursement of Expenses for the Period of December 16, 2002 through January 31, 2006 (the "Final Application")<sup>2</sup> on March 6, 2006 and the documentation submitted in support of such Final Application; and the Court having determined that both the Quarterly Application and the Final Application seek reasonable compensation for actual, necessary services and expenses; and the Court having determined that the notices of both the Quarterly Application and the Final Application and the deadlines for objecting thereto appear proper and adequate under the circumstances and that no other or further notices are necessary; and good and sufficient cause appearing therefore;

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. The Quarterly Application, incorporated herein by reference, is GRANTED in its entirety.
2. For the period of October 1, 2005 through December 31, 2005, an administrative allowance be made to Sonnenschein in the sum of \$4,749,305.25 for necessary professional services rendered and \$115,628.89 for expenses incurred.
3. The Debtors are hereby authorized and directed to pay the outstanding amount of the sums described in paragraph 2 hereof in the amount of \$474,930.52, representing the fee holdback for the period of October 1, 2005 through December 31, 2005.

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<sup>1</sup> All other terms not otherwise defined herein shall have the meanings ascribed them in the Quarterly Application.

<sup>2</sup> All other terms not otherwise defined herein shall have the meanings ascribed them in the Final Application.

4. The Final Application, incorporated herein by reference, is GRANTED in its entirety.

5. For the period of December 16, 2002 through January 31, 2006, which includes time incurred after January 31, 2006 devoted to the preparation of fee applications (including the Final Application), the Court approves and allows on a final basis fees in the amount of \$42,380,841.00 requested by Sonnenschein for necessary professional services rendered for the Final Application.

6. The Court approves and allows on a final basis reimbursement of actual and necessary out-of-pocket disbursements and charges incurred in the rendition of required professional services for the Final Application in the amount of \$1,416,988.74.

7. This Court approves and allows on a final basis all prior payments for fees and expenses the Debtors have made to Sonnenschein to date.

8. Reorganized UAL Corporation is hereby authorized and directed to pay the outstanding amount of the sums described in paragraphs 2, 3, 5, 6 and 7 hereof in the aggregate amount of \$868,566.49, representing fee holdbacks for the period of October 1, 2005 through January 31, 2006, fees incurred for the preparation and submission of fee applications, and unpaid expenses incurred throughout these chapter 11 cases as described in the Final Application.

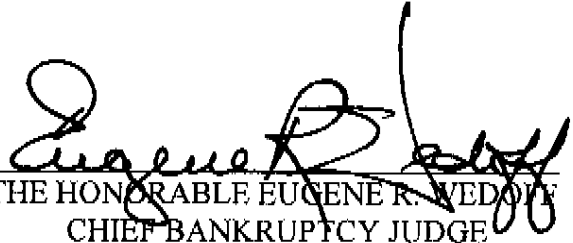
9. This Court retains jurisdiction to hear and determine all matters arising from the implementation of this Order.

10. 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.

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

**MAY 19 2006**  
Dated: May \_\_, 2006

ENTERED:

  
THE HONORABLE EUGENE R. VEDOFF  
CHIEF BANKRUPTCY JUDGE