

**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)
Reorganized Debtors.)	
)	Honorable Eugene R. Wedoff

**ORDER GRANTING FINAL APPLICATION OF
SPERLING & SLATER, P.C. FOR
ALLOWANCE OF ADMINISTRATIVE CLAIM FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR
THE PERIOD OF FEBRUARY 1, 2004 THROUGH DECEMBER 31, 2005**

Related Docket No. 15550

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 Sperling & Slater, P.C. ("Sperling") as special litigation counsel to the Official Committee of Unsecured Creditors (the "Committee"); and 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); (iv) upon the Final Application of Sperling & Slater, P.C. ("Sperling") for Allowance of Administrative Claim for Compensation and Reimbursement of Expenses for the Period of February 1, 2004 through December 31, 2005 (the

"Final Application")¹ filed on April 14, 2006 and the documentation submitted in support of such Final Application; and the Court having determined that the Final Application seeks reasonable compensation for actual, necessary services and expenses; and the Court having determined that the notice of the Final Application and the deadline for objecting thereto appear proper and adequate under the circumstances and that no other or further notice is necessary; and good and sufficient cause appearing therefore;

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. The Final Application, incorporated herein by reference, is GRANTED in its entirety.
2. For the period of February 1, 2004 through December 31, 2005, which includes time incurred after December 31, 2005 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 \$3,425,973.25 requested by Sperling for necessary professional services rendered for the Final Application.
3. 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 \$209,151.81.
4. This Court approves and allows on a final basis all prior payments for fees and expenses the Debtors have been made to Sperling to date totaling \$3,421,203.75.
5. Reorganized UAL Corporation is hereby authorized and directed to pay the outstanding amount of the sums described in paragraph 2 hereof in the amount of \$4,769.50,

¹ All other terms not otherwise defined herein shall have the meanings ascribed them in the Final Application.

representing fee holdbacks for the period of October 1, 2005 through December 31, 2005, 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.

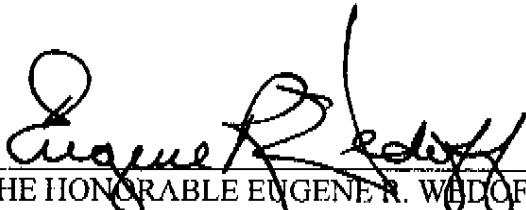
6. This Court retains jurisdiction to hear and determine all matters arising from the implementation of this Order.

7. 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.

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

Dated: **MAY 19, 2006**
May __, 2006

ENTERED:


THE HONORABLE EUGENE R. WIDOFF
CHIEF BANKRUPTCY JUDGE