

**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 TWELFTH QUARTERLY
AND FINAL APPLICATION OF THE MEMBERS OF THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR REIMBURSEMENT OF EXPENSES FOR OCTOBER 1, 2005
THROUGH DECEMBER 31, 2005 AND THE PERIOD OF
DECEMBER 13, 2002 THROUGH JANUARY 31, 2006, RESPECTIVELY**

Related Docket Nos. 15198 and 15606

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 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 (iv) the Members of The Official Committee of Unsecured Creditors (the "Committee") having filed its Twelfth Quarterly Application for Reimbursement of Expenses for the Period of October 1, 2005 through December 31, 2006 (the "Quarterly Application")¹ on February 15, 2006 and the documentation

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

submitted in support of the Quarterly Application; and the Committee having filed the Final Application for Reimbursement of Expenses for the Period of December 13, 2002 through January 31, 2006 (the "Final Application")² on March 6, 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 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 Quarterly Application, incorporated herein by reference, is GRANTED in its entirety.
2. For the period of October 1, 2005 through December 31, 2005, the Court approves and allows on a final basis reimbursement of actual and necessary out-of-pocket disbursements and charges incurred in connection with the members' participation in Committee meetings during the Final Application in the amount of \$37,050.36.
3. The Final Application, incorporated herein by reference, is GRANTED in its entirety.
4. For the period of December 13, 2002 through January 31, 2006, the Court approves and allows on a final basis reimbursement of actual and necessary out-of-pocket disbursements and charges incurred in connection with the members' participation in Committee meetings during the Final Application in the amount of \$404,682.07.

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

5. This Court approves and allows on a final basis all prior payments for expenses the Debtors have made to the Committee to date totaling \$404,682.07.

6. Reorganized UAL Corporation is hereby authorized and directed to pay \$37,050.36 and any other outstanding amounts of the sums described in paragraphs 2 and 4 hereof.

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

8. 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.

9. 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. WADOFF
CHIEF BANKRUPTCY JUDGE