

**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 APPROVING TWELFTH QUARTERLY AND FINAL APPLICATIONS OF
VEDDER, PRICE, KAUFMAN & KAMMHOLZ, P.C. FOR ALLOWANCE AND
PAYMENT OF COMPENSATION AND REIMBURSEMENT OF
EXPENSES PURSUANT TO 11 U.S.C. §§ 330 AND 331 FOR THE PERIOD OF
DECEMBER 9, 2002 THROUGH JANUARY 31, 2006 (Docket Nos. 15611 and 15091)**

Upon the Twelfth Quarterly Application (the "Quarterly Application") for the period of October 1, 2005 through December 31, 2005 and the Final Application (the "Final Application") of Vedder, Price, Kaufman & Kammholz, P.C. ("Vedder Price") for the period of December 9, 2002 through January 31, 2006 for Allowance and Payment of Compensation and Reimbursement of Expenses Pursuant to 11 U.S.C. §§ 330 and 331; the Court having reviewed the Quarterly Application and Final Application and the Reports prepared by the UAL Corporation Fee Review Committee; due and adequate notice having been given under the circumstances and all persons with standing having been afforded the opportunities to be heard on the Monthly Application; it is hereby ORDERED, effective immediately that:

1. The Quarterly Application, incorporated herein by reference is granted as set forth herein;
2. The Final Application, incorporated herein by reference is granted as set forth herein;

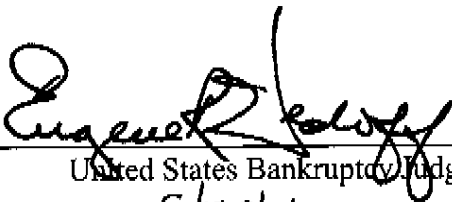
3. The reasonable compensation for actual and necessary legal services rendered by Vedder Price to the Debtors during the Subject Period (as defined in the Application) is the amount of \$16,607,079.86 and Vedder Price is allowed compensation as an administrative claim in such amount;

4. Vedder Price is allowed as an administrative claim reimbursement for actual and necessary expenses incurred on behalf of the Debtors in connection with such legal services during the Subject Period in the amount of \$492,443.85; and

5. The Debtors are hereby authorized and directed to pay Vedder Price the balance of the amounts awarded not otherwise paid to date in the amount of \$39,366.48, representing the fee holdback for the period of January 1, 2006 through January 31, 2006, from cash on deposit in the Debtors' operating account or from postpetition financing previously authorized by the Court.

ORDERED, effective immediately, that this Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: May __, 2006


United States Bankruptcy Judge
5/30/06

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