

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

In re:

UAL Corporation, et al.,

Debtors.

Chapter 11

Case No. 02-B-48191  
(Jointly Administered)

Honorable Eugene R. Wedoff

**Hearing Date: To Be Determined**  
**Objection Deadline: April 5, 2006 at 4:00 p.m.**

**FINAL APPLICATION 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**

Vedder, Price, Kaufman & Kammholz, P.C. (“Vedder Price”), special aircraft finance counsel and conflicts counsel to UAL Corporation, et al. (the “Debtors”), pursuant to Sections 330 and 331 of the United States Bankruptcy Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure, Rule 607 of the Rules of the United States Bankruptcy Court for the Northern District of Illinois, and that certain Order Pursuant to Sections 105(a) and 331 of the Bankruptcy Code Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals entered by this Court (the “Interim Compensation Order”), hereby requests payment of (i) compensation for services rendered to the Debtors during the Subject Period (as defined below) in the amount of \$16,607,079.86, and (ii) reimbursement of \$492,443.85 of expenses incurred in connection therewith, for the period of December 9, 2002 through and including January 31, 2006 (the “Subject Period”). In support of this Application, Vedder Price states as follows:

## **Background**

1. On December 9, 2002 (the "Petition Date"), the Debtors filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code and commenced these bankruptcy proceedings. The Debtors continue to operate their businesses and manage their properties as debtors and debtors in possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code. On December 13, 2002, the United States Trustee appointed an official committee of unsecured creditors.

2. The Debtors currently operate the world's second largest airline and provide air transportation, cargo and other transportation-related services to millions of customers each year.

3. On December 30, 2002, this Court entered an order, a copy of which is attached hereto as Exhibit A, granting the Debtors' application to employ Vedder Price as special aircraft finance counsel and conflicts counsel, effective as of the Petition Date.

## **Explanation of Services and Fees**

4. Since the Petition Date, Vedder Price has been working with the Debtors, Kirkland & Ellis, and Babcock & Brown to restructure the vast majority of Debtors' aircraft financings and to reduce the Debtors' financing and leasing costs on its fleet of aircraft. Participants in these financings include manufacturers, banks, finance companies, export credit agencies, insurance companies, investment funds and public debt holders' representatives. Vedder Price attorneys have been involved in all aspects of such restructurings including the preparation and negotiation of preliminary commitment letters, term sheets and final documentation. The restructurings are currently in various stages of completion with some being subject to final documentation, some in final document negotiations and some subject to ongoing negotiations regarding restructuring terms. Vedder Price has also worked for the Debtors on various matters relating to the Debtors' aircraft including: (a) sales of aircraft, (b) return of

rejected or abandoned aircraft, and (c) ongoing aircraft financing related matters. In addition, Vedder Price has acted for the Debtors on certain conflict matters.

5. During the Subject Period, Vedder Price devoted a total of 58,870.8 hours to the performance of necessary and valuable services on behalf of the Debtors.<sup>12</sup>

6. Vedder Price filed its monthly and quarterly fee applications pursuant to the Interim Compensation Order. Attached to this Application as Exhibit B is a chart summarizing the current status of each monthly fee application.<sup>13</sup> Attached hereto as Exhibit C are charts setting forth (a) the fees charged by Vedder Price attorneys and paraprofessionals for the Subject Period, (b) compensation by project category and (c) expense reimbursement by expenses category.

7. On January 31, 2003, Vedder Price filed and served the Monthly Application of Vedder, Price, Kaufman & Kammholz for Allowance and Payment of Compensation and Reimbursement of Expenses Pursuant to 11 U.S.C. §§330 and 331 for the Interim Period of December 9, 2002 Through December 31, 2002, requesting \$387,337.95 in fees and \$11,933.14 in expenses. Since no objections were filed and in accordance with the Interim Compensation Order, the Debtors paid Vedder Price 90% of Vedder Price's requested fees (\$348,604.16) and 100% of Vedder Price's requested expenses (\$11,933.14).

8. On March 4, 2003, Vedder Price filed and served the Monthly Application of Vedder, Price, Kaufman & Kammholz for Allowance and Payment of Compensation and

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<sup>12</sup> During the Subject Period, Vedder Price devoted approximately 1,800 hours to the preparation of this Application and/or prior applications. Of the total compensation sought herein, approximately \$460,000 (or 2.4%) is attributed to the preparation of the monthly applications, approximately \$97,000 (or 0.5%) is attributed to the preparation of the quarterly and final applications and other retention issues.

<sup>13</sup> The monthly fee applications, as listed in Exhibit B, are available on the docket of the Bankruptcy Court for the Northern District of Illinois at their respective docket numbers listed in Exhibit B under Case No. 02-48191 and are also available upon request from Vedder Price by contacting the undersigned.

Reimbursement of Expenses Pursuant to 11 U.S.C. §§330 and 331 for the Interim Period of January 1, 2003 Through January 31, 2003, requesting \$520,878.60 in fees and \$17,634.96 in expenses. Since no objections were filed and in accordance with the Interim Compensation Order, the Debtors paid Vedder Price 90% of Vedder Price's requested fees (\$468,790.74) and 100% of Vedder Price's requested expenses (\$17,634.96).

9. On April 14, 2003, Vedder Price filed and served the Monthly Application of Vedder, Price, Kaufman & Kammholz for Allowance and Payment of Compensation and Reimbursement of Expenses Pursuant to 11 U.S.C. §§330 and 331 for the Interim Period of February 1, 2003 Through February 28, 2003, requesting \$546,943.95 in fees and \$22,139.13 in expenses. Since no objections were filed and in accordance with the Interim Compensation Order, the Debtors paid Vedder Price 90% of Vedder Price's requested fees (\$492,249.56) and 100% of Vedder Price's requested expenses (\$22,139.13).

10. On May 2, 2003, Vedder Price filed and served the Monthly Application of Vedder, Price, Kaufman & Kammholz for Allowance and Payment of Compensation and Reimbursement of Expenses Pursuant to 11 U.S.C. §§330 and 331 for the Interim Period of March 1, 2003 Through March 31, 2003, requesting \$528,958.80 in fees and \$29,260.91 in expenses. Since no objections were filed and in accordance with the Interim Compensation Order, the Debtors paid Vedder Price 90% of Vedder Price's requested fees (\$476,062.92) and 100% of Vedder Price's requested expenses (\$29,260.91).

11. On May 15, 2003, Vedder Price filed and served the Quarterly Application of Vedder, Price, Kaufman & Kammholz 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 March 31, 2003. Pursuant to an agreement between Vedder Price and the Fee

Review Committee and as ordered by the Court, the Debtors paid Vedder Price \$174,006.28 (the remaining 10% of Vedder Price's requested fees less voluntary and court-ordered reductions in fees and expenses).

12. On June 9, 2003, Vedder Price filed and served the Monthly Application 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 Interim Period of April 1, 2003 Through April 30, 2003, requesting \$549,917.10 in fees and \$10,074.90 in expenses. Since no objections were filed and in accordance with the Interim Compensation Order, the Debtors paid Vedder Price 90% of Vedder Price's requested fees (\$494,925.39) and 100% of Vedder Price's requested expenses (\$10,074.90).

13. On July 11, 2003, Vedder Price filed and served the Monthly Application 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 Interim Period of May 1, 2003 Through May 31, 2003, requesting \$652,554.90 in fees and \$15,737.02 in expenses. Since no objections were filed and in accordance with the Interim Compensation Order, the Debtors paid Vedder Price 90% of Vedder Price's requested fees (\$587,299.41) and 100% of Vedder Price's requested expenses (\$15,737.02).

14. On July 31, 2003, Vedder Price filed and served the Monthly Application 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 Interim Period of June 1, 2003 Through June 30, 2003, requesting \$664,057.35 in fees and \$13,652.79 in expenses. Since no objections were filed and in accordance with the Interim Compensation Order, the

Debtors paid Vedder Price 90% of Vedder Price's requested fees (\$597,651.62) and 100% of Vedder Price's requested expenses (\$13,652.79 ).

15. On August 14, 2003, Vedder Price filed and served the Quarterly Application 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 April 1, 2003 Through June 30, 2003. Pursuant to an agreement between Vedder Price and the Fee Review Committee and in accordance with the Interim Compensation Order, the Debtors paid Vedder Price \$168,006.19 (the remaining 10% of Vedder Price's requested fees less a voluntary reduction in fees and expenses).

16. On August 25, 2003, Vedder Price filed and served the Monthly Application 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 Interim Period of July 1, 2003 Through July 31, 2003, requesting \$654,744.15 in fees and \$20,497.76 in expenses. Since no objections were filed and in accordance with the Interim Compensation Order, the Debtors paid Vedder Price 90% of Vedder Price's requested fees (\$589,269.74) and 100% of Vedder Price's requested expenses (\$20,497.76).

17. On October 8, 2003, Vedder Price filed and served the Monthly Application 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 Interim Period of August 1, 2003 Through August 31, 2003, requesting \$503,735.40 in fees and \$19,097.72 in expenses. Since no objections were filed and in accordance with the Interim Compensation Order, the Debtors paid Vedder Price 90% of Vedder Price's requested fees (\$453,360.86) and 100% of Vedder Price's requested expenses (\$19,097.72).

18. On November 7, 2003, Vedder Price filed and served the Monthly Application 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 Interim Period of September 1, 2003 Through September 30, 2003, requesting \$574,702.65 in fees and \$21,442.80 in expenses. Since no objections were filed and in accordance with the Interim Compensation Order, the Debtors paid Vedder Price 90% of Vedder Price's requested fees (\$517,232.39) and 100% of Vedder Price's requested expenses (\$21,442.80).

19. On November 14, 2003, Vedder Price filed and served the Third Interim Quarterly Application 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 July 1, 2003 Through September 30, 2003. Since no objections were filed and in accordance with the Interim Compensation Order, the Debtors paid Vedder Price \$162,390.43 (the remaining 10% of Vedder Price's requested fees less a voluntary reduction in fees and expenses).

20. On December 8, 2003, Vedder Price filed and served the Monthly Application 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 Interim Period of October 1, 2003 Through October 31, 2003, requesting \$583,381.80 in fees and \$18,410.30 in expenses. Since no objections were filed and in accordance with the Interim Compensation Order, the Debtors paid Vedder Price 90% of Vedder Price's requested fees (\$525,043.62) and 100% of Vedder Price's requested expenses (\$18,410.30).

21. On January 14, 2004, Vedder Price filed and served the Monthly Application 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 Interim Period of November 1, 2003 Through November 30, 2003, requesting \$652,728.60 in fees and \$16,356.40 in expenses. Since no objections were filed and in accordance with the Interim Compensation Order, the Debtors paid Vedder Price 90% of Vedder Price's requested fees (\$587,455.74) and 100% of Vedder Price's requested expenses (\$16,356.40).

22. On February 9, 2004, Vedder Price filed and served the Monthly Application 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 Interim Period of December 1, 2003 Through December 31, 2003, requesting \$663,514.20 in fees and \$14,412.34 in expenses. Since no objections were filed and in accordance with the Interim Compensation Order, the Debtors paid Vedder Price 90% of Vedder Price's requested fees (\$597,162.78) and 100% of Vedder Price's requested expenses (\$14,412.34).

23. On February 13, 2004, Vedder Price filed and served the Eighth Interim Quarterly Application 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 October 1, 2003 Through December 31, 2003. Since no objections were filed and in accordance with the Interim Compensation Order, the Debtors paid Vedder Price \$181,682.68 (the remaining 10% of Vedder Price's requested fees less a voluntary reduction in fees and expenses).

24. On March 18, 2004, Vedder Price filed and served the Monthly Application 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 Interim Period of January 1, 2004 Through January 31, 2004, requesting \$576,200.94 in fees and \$21,000.13 in



expenses. Since no objections were filed and in accordance with the Interim Compensation Order, the Debtors paid Vedder Price 90% of Vedder Price's requested fees (\$518,580.85) and 100% of Vedder Price's requested expenses (\$21,000.13).

25. On April 29, 2004, Vedder Price filed and served the Monthly Application 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 Interim Period of February 1, 2004 Through February 29, 2004, requesting \$572,820.00 in fees and \$35,586.94 in expenses. Since no objections were filed and in accordance with the Interim Compensation Order, the Debtors paid Vedder Price 90% of Vedder Price's requested fees (\$515,538.00) and 100% of Vedder Price's requested expenses (\$35,586.94).

26. On May 7, 2004, Vedder Price filed and served the Monthly Application 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 Interim Period of March 1, 2004 Through March 31, 2004, requesting \$611,352.36 in fees and \$18,076.01 in expenses. Since no objections were filed and in accordance with the Interim Compensation Order, the Debtors paid Vedder Price 90% of Vedder Price's requested fees (\$550,217.12) and 100% of Vedder Price's requested expenses (\$18,076.01).

27. On May 14, 2004, Vedder Price filed and served the Fifth Interim Quarterly Application 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 January 1, 2004 Through March 31, 2004. Since no objections were filed and in accordance with the Interim Compensation Order, the Debtors paid Vedder Price \$170,495.48

(the remaining 10% of Vedder Price's requested fees less a voluntary reduction in expenses as set forth in the quarterly application).

28. On May 28, 2004, Vedder Price filed and served the Monthly Application 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 Interim Period of April 1, 2004 Through April 30, 2004, requesting \$520,405.59 in fees and \$10,877.41 in expenses. Since no objections were filed and in accordance with the Interim Compensation Order, the Debtors paid Vedder Price 90% of Vedder Price's requested fees (\$468,365.03) and 100% of Vedder Price's requested expenses (\$10,877.41).

29. On June 30, 2004, Vedder Price filed and served the Monthly Application 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 Interim Period of May 1, 2004 Through May 31, 2004, requesting \$603,807.91 in fees and \$21,781.43 in expenses. Since no objections were filed and in accordance with the Interim Compensation Order, the Debtors paid Vedder Price 90% of Vedder Price's requested fees (\$543,427.12) and 100% of Vedder Price's requested expenses (\$21,781.43).

30. On July 30, 2004, Vedder Price filed and served the Monthly Application 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 Interim Period of June 1, 2004 Through June 30, 2004, requesting \$504,248.47 in fees and \$6,156.06 in expenses. Since no objections were filed and in accordance with the Interim Compensation Order, the Debtors paid Vedder Price 90% of Vedder Price's requested fees (\$453,823.62) and 100% of Vedder Price's requested expenses (\$6,156.06).

31. On August 5, 2004, Vedder Price filed and served the Sixth Interim Quarterly Application 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 April 1, 2004 Through June 30, 2004. Since no objections were filed and in accordance with the Interim Compensation Order, the Debtors paid Vedder Price the remaining 10% of Vedder Price's requested fees (\$162,846.20).

32. On September 9, 2004, Vedder Price filed and served the Amended Monthly Application 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 Interim Period of July 1, 2004 Through July 31, 2004, requesting \$393,459.88 in fees and \$9,151.25 in expenses. Since no objections were filed and in accordance with the Interim Compensation Order, the Debtors paid Vedder Price 90% of Vedder Price's requested fees (\$354,113.89) and 100% of Vedder Price's requested expenses (\$9,151.25).

33. On October 5, 2004, Vedder Price filed and served the Monthly Application 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 Interim Period of August 1, 2004 Through August 31, 2004, requesting \$383,847.23 in fees and \$13,595.61 in expenses. Since no objections were filed and in accordance with the Interim Compensation Order, the Debtors paid Vedder Price 90% of Vedder Price's requested fees (\$345,462.51) and 100% of Vedder Price's requested expenses (\$13,595.61).

34. On October 26, 2004, Vedder Price filed and served the Monthly Application 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 Interim Period of

September 1, 2004 Through September 30, 2004, requesting \$328,929.15 in fees and \$13,196.66 in expenses. Since no objections were filed and in accordance with the Interim Compensation Order, the Debtors paid Vedder Price 90% of Vedder Price's requested fees (\$296,036.24) and 100% of Vedder Price's requested expenses (\$13,196.66).

35. On November 8, 2004, Vedder Price filed and served the Eighth Interim Quarterly Application 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 July 1, 2004 Through September 30, 2004. Since no objections were filed and in accordance with the Interim Compensation Order, the Debtors paid Vedder Price the remaining 10% of Vedder Price's requested fees (\$110,623.62).

36. On November 29, 2004, Vedder Price filed and served the Monthly Application 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 Interim Period of October 1, 2004 Through October 31, 2004, requesting \$294,475.68 in fees and \$14,890.85 in expenses. Since no objections were filed and in accordance with the Interim Compensation Order, the Debtors paid Vedder Price 90% of Vedder Price's requested fees (\$265,028.11) and 100% of Vedder Price's requested expenses (\$14,890.85).

37. On January 7, 2005, Vedder Price filed and served the Monthly Application 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 Interim Period of November 1, 2004 Through November 30, 2004, requesting \$294,766.38 in fees and \$7,100.64 in expenses. Since no objections were filed and in accordance with the Interim Compensation

Order, the Debtors paid Vedder Price 90% of Vedder Price's requested fees (\$265,289.74) and 100% of Vedder Price's requested expenses (\$7,100.64).

38. On January 28, 2005, Vedder Price filed and served the Monthly Application 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 Interim Period of December 1, 2004 Through December 31, 2004, requesting \$281,629.22 in fees and \$13,798.39 in expenses. Since no objections were filed and in accordance with the Interim Compensation Order, the Debtors paid Vedder Price 90% of Vedder Price's requested fees (\$253,466.30) and 100% of Vedder Price's requested expenses (\$13,798.39).

39. On February 16, 2005, Vedder Price filed and served the Eighth Interim Quarterly Application 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 October 1, 2004 Through December 31, 2004. Since no objections were filed and in accordance with the Interim Compensation Order, the Debtors paid Vedder Price the remaining 10% of Vedder Price's requested fees (\$87,087.13).

40. On March 2, 2005, Vedder Price filed and served the Monthly Application 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 Interim Period of January 1, 2005 Through January 31, 2005, requesting \$208,789.31 in fees and \$4,935.88 in expenses. Since no objections were filed and in accordance with the Interim Compensation Order, the Debtors paid Vedder Price 90% of Vedder Price's requested fees (\$187,910.38) and 100% of Vedder Price's requested expenses (\$4,935.88).

41. On March 30, 2005, Vedder Price filed and served the Monthly Application 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 Interim Period of February 1, 2005 Through February 28, 2005, requesting \$214,264.16 in fees and \$8,002.26 in expenses. Since no objections were filed and in accordance with the Interim Compensation Order, the Debtors paid Vedder Price 90% of Vedder Price's requested fees (\$192,837.74) and 100% of Vedder Price's requested expenses (\$8,002.26).

42. On May 5, 2005, Vedder Price filed and served the Monthly Application 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 Interim Period of March 1, 2005 Through March 31, 2005, requesting \$238,221.40 in fees and \$6,283.86 in expenses. Since no objections were filed and in accordance with the Interim Compensation Order, the Debtors paid Vedder Price 90% of Vedder Price's requested fees (\$214,399.26) and 100% of Vedder Price's requested expenses (\$6,283.86).

43. On May 6, 2005, Vedder Price filed and served the Ninth Interim Quarterly Application 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 January 1, 2005 Through March 31, 2005. Since no objections were filed and in accordance with the Interim Compensation Order, the Debtors paid Vedder Price the remaining 10% of Vedder Price's requested fees (\$66,127.49).

44. On June 8, 2005, Vedder Price filed and served the Monthly Application 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 Interim Period of April

1, 2005 Through April 30, 2005, requesting \$185,164.83 in fees and \$8,328.67 in expenses. Since no objections were filed and in accordance with the Interim Compensation Order, the Debtors paid Vedder Price 90% of Vedder Price's requested fees (\$166,648.35) and 100% of Vedder Price's requested expenses (\$8,328.67).

45. On June 28, 2005, Vedder Price filed and served the Monthly Application 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 Interim Period of May 1, 2005 Through May 31, 2005, requesting \$250,378.10 in fees and \$3,590.34 in expenses. Since no objections were filed and in accordance with the Interim Compensation Order, the Debtors paid Vedder Price 90% of Vedder Price's requested fees (\$225,340.29) and 100% of Vedder Price's requested expenses (\$3,590.34).

46. On August 8, 2005, Vedder Price filed and served the Monthly Application 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 Interim Period of June 1, 2005 Through June 30, 2005, requesting \$262,904.54 in fees and \$788.88 in expenses. Since no objections were filed and in accordance with the Interim Compensation Order, the Debtors paid Vedder Price 90% of Vedder Price's requested fees (\$236,614.09) and 100% of Vedder Price's requested expenses (\$788.88).

47. On August 8, 2005, Vedder Price filed and served the Tenth Interim Quarterly Application 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 April 1, 2005 Through June 30, 2005. Since no objections were filed and in

accordance with the Interim Compensation Order, the Debtors paid Vedder Price the remaining 10% of Vedder Price's requested fees (\$69,844.75).

48. On August 29, 2005, Vedder Price filed and served the Monthly Application 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 Interim Period of July 1, 2005 Through July 30, 2005, requesting \$401,477.47 in fees and \$11,128.41 in expenses. Since no objections were filed and in accordance with the Interim Compensation Order, the Debtors paid Vedder Price 90% of Vedder Price's requested fees (\$361,329.72) and 100% of Vedder Price's requested expenses (\$11,128.41).

49. On October 10, 2005, Vedder Price filed and served the Monthly Application 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 Interim Period of August 1, 2005 Through August 31, 2005, requesting \$384,638.17 in fees and \$12,563.16 in expenses. Since no objections were filed and in accordance with the Interim Compensation Order, the Debtors paid Vedder Price 90% of Vedder Price's requested fees (\$346,174.35) and 100% of Vedder Price's requested expenses (\$12,563.16).

50. On November 10, 2005, Vedder Price filed and served the Monthly Application 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 Interim Period of September 1, 2005 Through September 30, 2005, requesting \$228,693.30 in fees and \$1,819.75 in expenses. Since no objections were filed and in accordance with the Interim Compensation Order, the Debtors paid Vedder Price 90% of Vedder Price's requested fees (\$205,823.97) and 100% of Vedder Price's requested expenses (\$1,819.75).



51. On November 13, 2005, Vedder Price filed and served the Eleventh Interim Quarterly Application 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 July 1, 2005 Through September 30, 2005. Since no objections were filed and in accordance with the Interim Compensation Order, the Debtors are authorized to pay Vedder Price the remaining 10% of Vedder Price's requested fees (\$101,480.90). As of the filing of this Application, Vedder Price has not been paid such amount.

52. On November 27, 2005, Vedder Price filed and served the Monthly Application 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 Interim Period of October 1, 2005 Through October 31, 2005, requesting \$253,016.47 in fees and \$3,746.60 in expenses. Since no objections were filed and in accordance with the Interim Compensation Order, the Debtors paid Vedder Price 90% of Vedder Price's requested fees (\$227,714.82) and 100% of Vedder Price's requested expenses (\$3,746.60).

53. On January 9, 2006, Vedder Price filed and served the Monthly Application 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 Interim Period of November 1, 2005 Through November 31, 2005, requesting \$301,633.95 in fees and \$10,284.70 in expenses. Since no objections were filed and in accordance with the Interim Compensation Order, the Debtors paid Vedder Price 90% of Vedder Price's requested fees (\$271,470.56) and 100% of Vedder Price's requested expenses (\$10,284.70).

54. On February 4, 2006, Vedder Price filed and served the Monthly Application 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 Interim Period of December 1, 2005 Through December 31, 2005, requesting \$439,070.42 in fees and \$19,862.79 in expenses. Since no objections were filed and in accordance with the Interim Compensation Order, the Debtors are authorized to pay Vedder Price 90% of Vedder Price's requested fees (\$395,163.38) and 100% of Vedder Price's requested expenses (\$19,862.79). As of the filing of this Application, Vedder Price has not been paid any of its requested fees or expenses.

55. On February 4, 2006, Vedder Price filed and served the Twelfth Interim Quarterly Application 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 October 1, 2005 Through December 31, 2005. As of the filing of this Application, the objection period has not yet expired, and therefore Vedder Price has not been paid the remaining 10% of Vedder Price's requested fees.

56. On March 1, 2006, Vedder Price filed and served the Monthly Application 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 Interim Period of January 1, 2006 Through January 31, 2006, requesting \$437,405.30 in fees and \$5,072.97 in expenses. As of the filing of this Application, the objection period has not yet expired, and therefore Vedder Price has not been paid any of its requested fees or expenses.

57. The necessary professional services performed by Vedder Price during the Subject Period are summarized as follows:

(a) General Aircraft Restructurings (Vedder Price Matter 21135.50.0001): This category includes, but is not limited to, time spent on matters generally related to aircraft finance restructuring, including matters which are not identifiable to a specific fleet or which are not otherwise described in other matter descriptions. (Fees: \$1,863,445.50; Hours: 6,324.6)

(b) 737 Fleet Restructurings (Vedder Price Matter 21135.50.0002): This category includes, but is not limited to, time spent on negotiations and drafting related to the

restructuring of that portion of the Debtors' fleet which are Boeing 737 aircraft, and which are not otherwise described in other matter descriptions (including review of underlying transaction documentation, negotiation, distribution and review of term sheets, and maintenance of fleet databases). (Fees: \$187,991.00; Hours: 776.8)

(c) 747 Fleet Restructurings (Vedder Price Matter 21135.50.0003): This category includes, but is not limited to, time spent on negotiations and drafting related to the restructuring of that portion of the Debtors' fleet which are Boeing 747 aircraft, and which are not otherwise described in other matter descriptions (including review of underlying transaction documentation, negotiation, distribution and review of term sheets, and maintenance of fleet databases). (Fees: \$57,354.00; Hours: 230.9)

(d) 757 Fleet Restructurings (Vedder Price Matter 21135.50.0004): This category includes, but is not limited to, time spent on negotiations and drafting related to the restructuring of that portion of the Debtors' fleet which are Boeing 757 aircraft, and which are not otherwise described in other matter descriptions (including review of underlying transaction documentation, negotiation, distribution and review of term sheets, and maintenance of fleet databases). (Fees: \$88,856.00; Hours: 352.0)

(e) 767 Fleet Restructurings (Vedder Price Matter 21135.50.0005): This category includes, but is not limited to, time spent on negotiations and drafting related to the restructuring of that portion of the Debtors' fleet which are Boeing 767 aircraft, and which are not otherwise described in other matter descriptions (including review of underlying transaction documentation, negotiation, distribution and review of term sheets, and maintenance of fleet databases). (Fees: \$48,855.50; Hours: 210.0)

(f) 777 Fleet Restructurings (Vedder Price Matter 21135.50.0006): This category includes, but is not limited to, time spent on negotiations and drafting related to the restructuring of that portion of the Debtors' fleet which are Boeing 777 aircraft, and which are not otherwise described in other matter descriptions (including review of underlying transaction documentation, negotiation, distribution and review of term sheets, and maintenance of fleet databases). (Fees: \$26,481.50; Hours: 123.1)

(g) A319 Fleet Restructurings (Vedder Price Matter 21135.50.0007): This category includes, but is not limited to, time spent on negotiations and drafting related to the restructuring of that portion of the Debtors' fleet which are Airbus 319 aircraft, and which are not otherwise described in other matter descriptions (including review of underlying transaction documentation, negotiation, distribution and review of term sheets, and maintenance of fleet databases). (Fees: \$12,060.00; Hours: 47.8)

(h) A320 Fleet Restructurings (Vedder Price Matter 21135.50.0008): This category includes, but is not limited to, time spent on negotiations and drafting related to the restructuring of that portion of the Debtors' fleet which are Airbus 320 aircraft, and which are not otherwise described in other matter descriptions (including review of underlying transaction documentation, negotiation, distribution and review of term sheets, and maintenance of fleet databases). (Fees: \$12,600.00; Hours: 54.2)

(i) GE Financings (Vedder Price Matter 21135.50.0009): This category includes, but is not limited to, time spent on negotiations and drafting related to the restructuring of that portion of the Debtors' fleet which are financed by GE. (Fees: \$968,254.00; Hours: 2,801.2)

(j) Boeing Financings (Vedder Price Matter 21135.50.0010): This category includes, but is not limited to, time spent on negotiations and drafting related to the restructuring of that portion of the Debtors' fleet which are financed by Boeing. (Fees: \$340,161.00; Hours: 1,040.8)

(k) SNECMA Financings (Vedder Price Matter 21135.50.0011): This category includes, but is not limited to, time spent on negotiations and drafting related to the restructuring of that portion of the Debtors' fleet which are financed by SNECMA. (Fees: \$109,532.50; Hours: 261.0)

(l) Airbus Financings (Vedder Price Matter 21135.50.0012): This category includes, but is not limited to, time spent on negotiations and drafting related to the restructuring of that portion of the Debtors' fleet which are financed by Airbus (including review of underlying transaction documentation, lease proposals and Section 1110 issues). (Fees: \$192,480.00; Hours: 428.7)

(m) IAE Financings (Vedder Price Matter 21135.50.0013): This category includes, but is not limited to, time spent on negotiations and drafting related to the restructuring of that portion of the Debtors' fleet which are financed by IAE (including review of underlying transaction documentation, lease proposals and term sheets). (Fees: \$134,721.00; Hours: 398.3)

(n) DIP Loan Matters (Vedder Price Matter 21135.50.0014): This category includes, but is not limited to, time spent on matters related to aircraft finance issues relating to the Debtors' debtor-in-possession financing (including review of underlying transaction documentation and negotiation and review of collateral and release issues and issues relating to safe harbor leases). (Fees: \$246,687.50; Hours: 821.1)

(o) EETC Structurings (Vedder Price Matter 21135.50.0015): This category includes, but is not limited to, time spent on matters related to enhanced equipment trust certificate financing restructurings. (Fees: \$2,506,291.50; Hours: 5,675.6)

(p) Air Wisconsin Matters (Vedder Price Matter 21135.50.0016): This category includes, but is not limited to, time spent on matters related to the Debtors' former operating subsidiary known as Air Wisconsin. (Fees: \$56,633.00; Hours: 200.2)

(q) Court Appearances (Vedder Price Matter 21135.50.0017): This category includes, but is not limited to, time spent at court appearances related to aircraft finance matters and issues arising under Section 1110 of the Bankruptcy Code. (Fees: \$26,347.50; Hours: 79.8)

(r) Retention and Compensation (Vedder Price Matter 21135.50.0018): This category includes, but is not limited to, time spent on preparing this Application, and prior monthly and interim applications pursuant to the Interim Compensation Order, and responding to the Fee Review Committee. (Fees: \$557,618.00 Hours: 1,804.6)

(s) Section 1110 (General) (Vedder Price Matter 21135.50.0019): This category includes, but is not limited to, time spent on legal analysis and restructurings related to issues arising under Section 1110 of the Bankruptcy Code (including drafting and distribution of Section 1110(b) stipulations and maintenance of Section 1110 database). (Fees: \$348,646.50; Hours: 1,057.4)

(t) Marcap Equity Transfer (Vedder Price Matter 21135.50.0020): This category includes, but is not limited to, time spent on matters relating to the equity transfer involving Marcap. (Fees: \$3,629.00; Hours: 14.1)

(u) Viacom Equity Transfer (Vedder Price Matter 21135.50.0021): This category includes, but is not limited to, time spent on matters relating to the equity transfers involving Viacom. (Fees: \$1,619.50; Hours: 7.9)

(v) Verizon Equity Transfer (Vedder Price Matter 21135.50.0022): This category includes, but is not limited to, time spent on matters relating to the equity transfers involving Verizon. (Fees: \$3,095.50; Hours: 15.1)

(w) Creditors' Committee Matters (Vedder Price Matter 21135.50.0023): This category includes, but is not limited to, time spent on preparing for and participating in telephone calls with Creditors' Committee professionals to update status of fleet renegotiations and Section 1110 issues. (Fees: \$120,711.50; Hours: 261.4)

(x) ACIL 777 Purchase (Vedder Price Matter 21135.50.0024): This category includes, but is not limited to, time spent on advising the Debtors on the potential sale of 777 aircraft and negotiation of documentation. (Fees: \$3,723.00; Hours: 10.2)

(y) KfW Revolver Restructuring (Vedder Price Matter 21135.50.0025): This category includes, but is not limited to, time spent on matters relating to the restructuring of the KfW revolver relating to six aircraft. (Fees: \$47,654.00; Hours: 129.8)

(z) 1997-1 EETC Restructuring (Vedder Price Matter 21135.50.0026): This category includes, but is not limited to, time spent on matters relating to the negotiation and restructuring of the 1997-1 EETC transaction involving fourteen aircraft (including negotiation and review of proposals and adequate protection stipulations and review of underlying transaction documentation). (Fees: \$507,935.50; Hours: 977.6)

(aa) Thai 747 Sale (Vedder Price Matter 21135.50.0027): This category includes, but is not limited to, time spent on matters relating to the possible sale by the Debtors of 747 aircraft to Thai Airways (including negotiation and review of term sheets). (Fees: \$4,752.00; Hours: 12.1)

(bb) Sale of 727's (Vedder Price Matter 21135.50.0028): This category includes, but is not limited to, time spent on various United efforts regarding sales and transfers of its retired 727 aircraft fleet (including review and negotiation of term sheets and other transfer contracts). (Fees: \$20,976.00; Hours: 55.8)

(cc) Aircraft Sale Matters (Vedder Price Matter 21135.50.0029): This category includes, but is not limited to, time spent on miscellaneous aircraft sale matters including review of preliminary term sheets and negotiations. (Fees: \$10,432.00; Hours: 35.2)

(dd) 1110(b) Extensions (Vedder Price Matter 21135.50.0030): This category includes, but is not limited to, time spent on negotiation and documentation of Section 1110(b) extensions and stipulations. (Fees: \$1,006,548.00; Hours: 3,013.7)

(ee) Sale of 737's to Spectrum (Vedder Price Matter 21135.50.0031): This category includes, but is not limited to, time spent on matters relating to the possible sale of 737 aircraft to Spectrum (including negotiation of term sheets). (Fees: \$2,055.50; Hours: 9.5)

(ff) Sale of 737's to Aero Continente (Vedder Price Matter 21135.50.0032): This category includes, but is not limited to, time spent on matters relating to the possible sale of 737 aircraft to Aero Continente (including negotiation of term sheets). (Fees: \$5,439.00; Hours: 13.3)

(gg) Miscellaneous EETC Issues (Vedder Price Matter 21135.50.0033): This category includes, but is not limited to, time spent on matters relating to miscellaneous EETC issues. (Fees: \$15,170.00; Hours: 49.5)

(hh) Sale of Engines to RAM Air (Vedder Price Matter 21135.50.0034): This category includes, but is not limited to, time spent drafting, revising, reviewing and negotiating documents regarding the sale of engines to RAM Air. (Fees: \$3,036.00; Hours: 9.7)

(ii) JLL Renegotiations (Vedder Price Matter 21135.50.0035): This category includes, but is not limited to, time spent on matters relating to renegotiations of various Japanese leveraged lease aircraft financings. (Fees: \$1,650,822.00; Hours: 6,135.7)

(jj) Phillip Morris Restructurings of 757's (Vedder Price Matter 21135.50.0036): This category includes, but is not limited to, time spent on matters relating to negotiating and restructuring 757-200 leases. (Fees: \$80,970.00; Hours: 253.5)

(kk) Sale of 747's to Dubai (Vedder Price Matter 21135.50.0037): This category includes, but is not limited to, time spent on matters relating to the sale of 747 aircraft to Dubai (including negotiation and review of term sheets and documentation). (Fees: \$88,007.00; Hours: 315.5)

(ll) Yen Deposit Transfer (Sumitomo) (Vedder Price Matter 21135.50.0038): This category includes, but is not limited to, time spent on matters relating to the transfer of Yen deposits relating to Japanese leveraged lease aircraft. (Fees: \$14,256.00; Hours: 40.4)

(mm) Yen Debt-Withholding Tax (Vedder Price Matter 21135.50.0039): This category includes, but is not limited to, time spent on reviewing original transaction and analysis of U.S. withholding tax issues relating to payments. (Fees: \$6,792.00; Hours: 36.4)

(nn) Sale of 727's to LJH (Vedder Price Matter 21135.50.0040): This category includes, but is not limited to, time spent on reviewing, negotiating and documenting term sheets and sale documents for the sale of 727 aircraft. (Fees: \$16,313.00; Hours: 56.8)

(oo) Sale to Pan Am (Vedder Price Matter 21135.50.0041): This category includes, but is not limited to, time spent on reviewing the prior Pam Am sale transaction and responding to default notices and other issues. (Fees: \$10,235.00; Hours: 31.6)

(pp) Auction Pool Term Sheets (Vedder Price Matter 21135.50.0042): This category includes, but is not limited to, time spent on drafting, revising, reviewing, negotiating and documenting term sheets related to Auction Pool aircraft. (Fees: \$1,809,464.00; Hours: 5,122.0)

(qq) Auction Pool Documentation (Vedder Price Matter 21135.50.0043): This category includes, but is not limited to, time spent on drafting, revising, reviewing, negotiating and documenting operative documents and other documentation for Auction Pool aircraft transactions. (Fees: \$3,462,782.50; Hours: 13,004.4)

(rr) Equity Transfer (106, 192, 346, 548-9, 767) (Vedder Price Matter 21135.50.0044): This category includes, but is not limited to, time spent drafting, revising, reviewing and negotiating documentation regarding equity transfer of certain aircraft. (Fees: \$7,562.50; Hours: 28.0)

(ss) 1994-2002 Withholding Tax Audit (Vedder Price Matter 21135.50.0045): This category includes, but is not limited to, time spent on matters related to United's U.S. Federal income tax audit for the years 1994 through 2002 and audit issues relating to withholding tax issues for United's cross border transactions. (Fees: \$304,219.00; Hours: 770.1)

(tt) Citi GLL Restructurings (Vedder Price Matter 21135.50.0046): This category includes, but is not limited to, time spent negotiating and restructuring three German leveraged leases with a Citibank affiliate (including a draft Memorandum of Understanding, term sheets and documentation to implement the restructuring). (Fees: \$107,543.00; Hours: 368.9)

(uu) Claims Resolution Matters (Vedder Price Matter 21135.50.0048): This category includes, but is not limited to, time spent on the claims resolution process, including reconciling claims and addressing claim objections. (Fees: \$344,341.50; Hours: 692.4)

(vv) Sale of 767-200's (Vedder Price Matter 21135.50.0049): This category includes, but is not limited to, time spent on negotiating and documenting the sale and disposition of United's 767-200 aircraft fleet. (Fees: \$401,865.50; Hours: 1,273.9)

(ww) UCC General Matters (Vedder Price Matter 21135.50.0050): This category includes, but is not limited to, time spent on This category includes, but is not limited to, time spent on assisting United in UCC filings relating to its various aircraft financing transactions. (Fees: \$39,523.00; Hours: 271.7)

(xx) French Restructurings (Vedder Price Matter 21135.50.0051): This category includes, but is not limited to, time spent on restructuring and renegotiating certain of United's French aircraft financings. (Fees: \$32,359.50; Hours: 120.0)

(yy) German Restructurings (Vedder Price Matter 21135.50.0052): This category includes, but is not limited to, time spent on restructuring and renegotiating certain of United's German aircraft financings. (Fees: \$21,765.50; Hours: 75.4)

(zz) Creditors Committee – Public Debt (Vedder Price Matter 21135.50.0054): This category includes, but is not limited to, time spent on reviewing and responding to Creditors Committee inquiries and requests for information concerning the Public Debt restructurings. (Fees: \$9,205.50; Hours: 18.0)

(aaa) Exercise of JLL Purchase Option on N653UA (Vedder Price Matter 21135.50.0056): This category includes, but is not limited to, time spent on reviewing underlying documentation, negotiating and documenting the exercise of United's purchase option on aircraft N653UA. (Fees: \$9,910.50; Hours: 24.6)

(bbb) PDG Litigation (Vedder Price Matter 21135.50.0057): This category includes, but is not limited to, time spent on matters relating to assisting United in connection with litigation matters concerning the "Public Debt Group" or "Aircraft Provider Group". (Fees: \$43,747.00; Hours: 87.2)

(ccc) Aircraft Project #1 (Vedder Price Matter 21135.50.0058): The category summary and itemized statement of Vedder Price's services relating to this matter have been redacted for confidentiality reasons. (Fees: \$113,339.00; Hours: 324.4)

(ddd) POR Matters (Vedder Price Matter 21135.50.0059): This category includes, but is not limited to, time spent on matters relating to United's plan of reorganization drafting and information gathering. (Fees: \$83,155.00; Hours: 389.9)

(eee) Aircraft Project #2 (Vedder Price Matter 21135.50.0060): The category summary and itemized statement of Vedder Price's services relating to this matter have been redacted for confidentiality reasons. (Fees: \$115,925.50; Hours: 375.0)

(fff) Pegasus 767 Leases (Vedder Price Matter 21135.50.0062): This category includes, but is not limited to, time spent on matters relating to potential transactions and negotiation and documentation of transfers of 767-300 aircraft to Pegasus and leases back to United. (Fees: \$17,831.50; Hours: 55.4)

(ggg) Lease of Two 767's (Vedder Price Matter 21135.50.0063): This category includes, but is not limited to, time spent on matters relating to potential transactions and negotiation and documentation of transfers of 767-300 aircraft to lessor and leases back to United. (Fees: \$30,860.00; Hours: 100.6)

(hhh) General Conflict Matters (Vedder Price Matter 21135.55.0001): This category includes, but is not limited to, time spent on matters relating to clearing conflicts for the Debtors' bankruptcy matters. (Fees: \$5,653.00; Hours: 18.9)



(iii) Honeywell Matter (Vedder Price Matter 21135.55.0003): This category includes, but is not limited to, time spent on matters relating to a United warrant claim and Honeywell's treatment of United claims. (Fees: \$2,204.00; Hours: 4.0)

(jjj) Our House, Inc. Litigation (Vedder Price Matters 21135.55.0004): This category includes, but is not limited to, time spent on matters related to the state litigation involving Our House, Inc. (where certain officers and directors of United and its affiliates were sued) and to the pleadings filed by Our House, Inc. in these bankruptcy proceedings. (Fees: \$228,746.00; Hours: 666.4)

(kkk) Centerpoint Properties Claim (Vedder Price Matter 21135.55.0005): This category includes, but is not limited to, time spent on matters related to administrative claims asserted by Centerpoint Properties for pre-petition real estate taxes on a ground lease. (Fees: \$151,675.00; Hours: 411.3)

(lll) Preference Action Litigation (Vedder Price Matter 21135.55.0006): This category includes, but is not limited to, time spent on matters relating to the filing and prosecution and/or settlement of preference actions. (Fees: \$127,966.00; Hours: 495.4)

58. Vedder Price has attempted to identify its services and record the time spent thereon in a manner which would most clearly and accurately explain and segregate by project the services it rendered. However, due to the complex nature of the case and the fact that conferences, telephone conversions, and Court appearances frequently involve multiple subjects, strict segregation by category was difficult. Despite Vedder Price's best efforts, some time may have been classified incorrectly.

59. Every attempt has been made to avoid duplication of services, both among the attorneys at Vedder Price, and between Vedder Price, Kirkland & Ellis and/or the Debtors' other counsel; when more than one attorney participated in any matter or hearing, such joint participation was necessary because of the complexity of the legal issues involved, the various legal disciplines required, or the need to familiarize a person with such matters so that he or she could independently perform further necessary work thereon.

60. Other than as allowed by the Court with regard to the First Quarterly Fee Application, Vedder Price has not requested compensation for time billed by shareholders who

billed less than three hours per month and by other timekeepers who billed less than five hours per month, nor has Vedder Price requested compensation for time billed in excess of fourteen hours per day for any one timekeeper.

#### **Explanation of Expenses**

61. In addition to the time expended by Vedder Price in its representation of the Debtors, Vedder Price incurred unreimbursed actual and necessary costs and expenses on behalf of the Debtors during the Subject Period in the sum of \$492,443.85, which Vedder Price requests be allowed and paid at this time, as provided herein.

62. Vedder Price has not requested reimbursement for secretarial overtime, local transportation, facsimile transmissions (other than for applicable long distance charges) and local meals and refreshments, and has limited its request for reimbursement of photocopying expenses to 10 cents per page.

63. Vedder Price has not requested reimbursement for computerized research in the form of a percentage of overall fees; all requests for reimbursement for computerized research reflect the actual cost of such research.

#### **Disclosures**

64. This Application is Vedder Price's final fee application, covering the period of December 9, 2002 through and including January 31, 2006.

65. Vedder Price requests that the Debtors be authorized and directed to pay Vedder Price the difference between the amounts awarded and the amounts previously paid to Vedder Price from cash on deposit in the Debtors' operating account or from postpetition financing previously authorized by the Court, in accordance with, and pursuant to, the Interim Compensation Order.

66. Vedder Price has received \$16,049,977.19 in connection with its services described herein pursuant to prior monthly fee applications submitted to this Court.

67. All of the services and expenses for which compensation and reimbursement are hereby requested were rendered solely on behalf of the Debtors and not on behalf of any other entity. All such services are compensable pursuant to Bankruptcy Code §§ 330 and 331.

68. No agreement exists between Vedder Price and any person for the sharing of compensation received by Vedder Price in connection with this case, except as allowed by Bankruptcy Code § 504(b) and Fed. R. Bankr. P. 2016 with respect to sharing of compensation among partners at Vedder Price.

