

**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 GRANTING VERIFIED FINAL APPLICATION OF BAIN & COMPANY, INC.
SEEKING (I) FINAL ALLOWANCE OF REASONABLE COMPENSATION
FOR PROFESSIONAL SERVICES RENDERED AND FOR ACTUAL AND
NECESSARY EXPENSES, AND (II) AUTHORIZATION FOR THE APPLICATION OF
RETAINER TOWARD PAYMENT OF AMOUNTS WITHHELD**


Upon the Final Application (the "Final Application") of Bain & Company, Inc. ("Bain"), strategic consultant and negotiating agent with respect to the express carrier agreements of UAL Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), seeking (i) final allowance of reasonable compensation for professional services rendered to the Debtor and its bankruptcy estate and for actual and necessary expenses during the pendency of the Debtor's bankruptcy case (the "Compensation Period") in the aggregate amount of \$7,611,677.66 (the "Priority Claim"), and (ii) authorization for the Retainer in the amount of \$500,000 held by Bain toward payment of unpaid expenses owed to Bain, totaling \$47,824.39; the Court having reviewed the Final Application; and finding that the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§157 and 1334; and after notice and opportunity for a hearing to consider the Final Application; and upon the record and after due deliberation thereon; and due and proper notice of the Final Application having been given; and sufficient cause appearing therefor;

ORDERED, that the Final Application is approved, on a final basis; and it is further

ORDERED, that Bain is allowed a final administrative allowance for (i) \$7,103,500.00 as compensation for reasonable and necessary professional services rendered to the Debtors, (ii) \$134,579.93 as reimbursement for reasonable outside counsel legal fees and expenses related to the preparation of various fee applications and review and expansion of Bain's services during the pendency of the Debtors' bankruptcy case; and (iii) \$373,597.73 as reimbursement for expenses incurred related to Bain's work during the pendency of the Debtors' bankruptcy case, the three components totaling \$7,611,677.66; and it is further

ORDERED, that Bain is hereby authorized to apply the Retainer toward payment of unpaid expenses owed to Bain, totaling \$47,824.39.

Dated: MAY 19 2006, 2006



THE HONORABLE EUGENE R. WEDOFF
UNITED STATES BANKRUPTCY JUDGE