

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

In re:	:	Chapter 11
	:	
UAL CORPORATION, <u>et al.</u> ,	:	Case No. 02-B-48191
	:	(Jointly Administered)
	:	
Debtors.	:	Honorable Eugene R. Wedoff

**ORDER ALLOWING QUARTERLY FEE APPLICATION
OF GCW CONSULTING
FOR THE PERIOD JULY 1, 2005 THROUGH SEPTEMBER 30, 2005**

This matter coming before the Court on the Quarterly Fee Application (the "Quarterly Application") of GCW Consulting ("GCW") for allowance of reasonable compensation for actual, necessary services rendered as Strategic Consultant for the Official Committee of Unsecured Creditors (the "Committee") of UAL Corporation, et al., (collectively, the "Debtors") and reimbursement of expenses incurred during the rendition of such services; and the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (b) this is a core proceeding pursuant to 28 U.S.C. §§ 157(b)(2); (c) notice of the Quarterly Application, and the hearing thereon, was adequate under the circumstances; (d) all parties with notice of the Quarterly Application have been afforded the opportunity to be heard; (e) the fees approved by this Order are for actual and necessary services rendered by GCW on behalf of the Committee; (f) the reimbursement approved by this Order is for actual, reasonable and necessary expenses incurred; and (g) such fees and expenses are reasonable and the Court having determined that the legal and factual bases set forth on the record establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Quarterly Application of GCW, as Strategic Consultant to the Committee, is GRANTED as set forth herein.
2. Compensation in the amount of \$467,354.75 for services rendered by GCW on behalf of the Committee is hereby ALLOWED.
3. Expenses in the amount of \$16,505.71 which were incurred by GCW in rendering services to the Committee are hereby ALLOWED.
4. The total amount of fees and expenses allowed on behalf of GCW's Quarterly Application is \$483,860.46. GCW has received payment from the Debtors for fees and expenses incurred during the period addressed in this Quarterly Application in the amount of \$442,887.18, and requests the payment of \$40,973.28 representing the outstanding balance owed of allowed fees and expenses.

MAY 19 2006
Dated: May __, 2006


UNITED STATES BANKRUPTCY JUDGE