

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

In re:)	Chapter 11
)	Hon. Eugene R. Wedoff
UAL CORP., et al.,)	Case No. 02-48191
)	(Jointly Administered)
Debtors.)	

**ORDER APPROVING REQUEST FOR FINAL APPROVAL OF THE
MONTHLY FEE APPLICATIONS OF HURON CONSULTING SERVICES LLC
SEEKING COMPENSATION FOR PROFESSIONAL SERVICES RENDERED
AND REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED
AS RESTRUCTURING CONSULTANTS FOR UAL CORP., ET AL.,
DURING THE ENTIRE COMPENSATION PERIOD
FROM DECEMBER 9, 2002 THROUGH JANUARY 31, 2006**

Upon the Request (the "Request for Final Approval") for Final Approval of Monthly Fee Applications for the Entire Compensation Period of Huron Consulting Services LLC ("Huron") as Restructuring Consultants for the Debtors, as amended, seeking the entry of an order (i) allowing the Debtors, on a final basis, to pay to Huron for the period December 9, 2002 through January 31, 2006 (the "Entire Compensation Period") (a) compensation in the amount of \$28,713,912.26, net of certain downward voluntary, Fee Review Committee ("FRC")-requested, and agreed-upon fee reductions made by Huron in its previously filed Quarterly Interim Fee Requests¹ and Thirty-Eighth Monthly Fee Application in the amount of \$477,799.49 from total fees actually billed during the Entire Compensation Period in the amount of \$29,191,711.75, and (b) reimbursement of the actual and necessary expenses that Huron incurred during the Entire Compensation Period in the amount of \$836,985.53, less certain FRC-requested expense reductions made by Huron in its previously filed Quarterly Interim Fee Requests in the amount of \$14,949.09, for a total of \$822,036.44; and (ii) authorizing and directing the Debtors to

¹ Capitalized terms not otherwise defined herein shall have the meaning given to them in the Request for Final Approval.

immediately pay to Huron such sums requested in the Request for Final Approval to the extent such sums have not been paid, including (a) \$283,748.15, representing the unpaid portion of the total compensation requested in the Twelfth Quarterly Interim Fee Request, and with respect to which a certification of no objection was filed on or about March 10, 2006, to the extent such amounts are not paid pursuant to an order entered contemporaneously herewith with respect to Huron's Twelfth Quarterly Interim Fee Request, (b) \$100,294.45, representing the unpaid portion of the total compensation requested in Huron's Thirty-Eighth Monthly Fee Application for the period January 1, 2006 through January 20, 2006, filed on February 27, 2006, and with respect to which a certification of no objection was filed on or about March 22, 2006, and (c) \$57,856.75, representing the unpaid portion of the total compensation requested in Huron's Thirty-Eighth Monthly Fee Application for the period January 21, 2006 through January 31, 2006, filed on February 27, 2006, and with respect to which a certification of no objection was filed on or about March 22, 2006; and it appearing that the FRC filed its final report on or about May 4, 2006, and that the FRC had no objections to the amounts requested by Huron in the Twelfth Quarterly Interim Fee Request or Thirty-Eighth Monthly Fee Application; and it appearing that the Court has jurisdiction to consider the Request for Final Approval and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and it appearing that this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and this Request for Final Approval is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice having been given; and it appearing that the relief requested in the Request for Final Approval is in the best interests of the Debtors and their estates and creditors; and after due deliberation and sufficient cause appearing therefor, it is hereby:

ORDERED that the Request for Final Approval is granted in its entirety on a final basis; and it is further

ORDERED that, for the Entire Compensation Period from December 9, 2002 through January 31, 2006, an allowance shall be made to Huron on a final basis in the amount of \$28,713,912.26, net of certain downward voluntary, FRC-requested, and agreed-upon fee reductions made by Huron in its previously filed Quarterly Interim Fee Requests and Thirty-Eighth Monthly Fee Application in the amount of \$477,799.49 from total fees actually billed during the Entire Compensation Period in the amount of \$29,191,711.75, as compensation for reasonable and necessary professional services rendered to the Debtors; and it is further

ORDERED that, for the Entire Compensation Period from December 9, 2002 through January 31, 2006, an allowance shall be made to Huron on a final basis in the sum of \$836,985.53, less certain FRC-requested expense reductions made by Huron in its previously filed Quarterly Interim Fee Requests in the amount of \$14,949.09, for a total of \$822,036.44, as reimbursement for actual and necessary costs and expenses incurred; and it is further

ORDERED that the Debtors are authorized and directed to pay to Huron such sums requested in the Final Request for Approval to the extent such sums have not been paid, including (a) \$283,748.15, representing the unpaid portion of the total compensation requested in the Twelfth Quarterly Interim Fee Request, and with respect to which a certification of no objection was filed on or about March 10, 2006, to the extent such amounts are not paid pursuant to an order entered contemporaneously herewith with respect to Huron's Twelfth Quarterly Interim Fee Request, (b) \$100,294.45, representing the unpaid portion of the total compensation requested in Huron's Thirty-Eighth Monthly Fee Application for the period January 1, 2006 through January 20, 2006, filed on February 27, 2006, and with respect to which a certification

of no objection was filed on or about March 22, 2006, and (c) \$57,856.75, representing the unpaid portion of the total compensation requested in Huron's Thirty-Eighth Monthly Fee Application for the period January 21, 2006 through January 31, 2006, filed on February 27, 2006, and with respect to which a certification of no objection was filed on or about March 22, 2006; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order; and it is further

ORDERED that, notwithstanding the possible applicability of Fed. R. Bankr. P. 6004(g), 7062, 9014, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

Dated: Chicago, Illinois

MAY 19 2006, 2006

ENTER:


United States Bankruptcy Judge