

**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 INTERIM APPROVAL OF THE
MONTHLY FEE APPLICATIONS OF HURON CONSULTING SERVICES LLC
SEEKING COMPENSATION FOR SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES INCURRED
AS RESTRUCTURING CONSULTANTS FOR UAL CORP., ET AL.,
FOR THE TWELFTH QUARTERLY PERIOD
FROM OCTOBER 1, 2005 THROUGH DECEMBER 31, 2005**

Upon the Twelfth Quarterly Request for Interim Approval of Monthly Fee Applications for the Interim Fee Period of Huron Consulting Services LLC ("Huron") as Restructuring Consultants for the Debtors, seeking the entry of an order (i) allowing the Debtors to pay to Huron for the period October 1, 2005 through December 31, 2005 (the "Fee Period") (a) compensation in the amount of \$2,885,881.50, representing a downward fee reduction of \$78,607.50 from the total fees actually billed for the Fee Period in the amount of \$2,964,489.00 made pursuant to an agreement between Huron and the Debtors, for the reasonable and necessary restructuring consulting services Huron has rendered to the Debtors, less voluntary reductions in the amount of \$4,840.00 made by Huron pursuant to the request of the Fee Review Committee ("FRC") after the Twelfth Request for Interim Approval of Monthly Fee Applications for the Interim Fee Period of Huron Consulting Services LLC was filed, for a total of \$2,881,041.50, and (b) reimbursement of the actual and necessary expenses that Huron incurred in the amount of \$88,281.13, and (ii) authorizing and directing the Debtors to immediately pay to Huron the amount of \$283,748.15, representing the unpaid portion of the \$2,885,881.50 in compensation

requested in the Twelfth Request for Interim Approval; and it appearing that the Court has jurisdiction to consider the Twelfth Request for Interim 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 Twelfth Request for Interim 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 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; and it appearing that the relief requested in the Twelfth Request for Interim 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 Twelfth Request for Interim Approval is granted in its entirety on an interim basis; and it is further

ORDERED that, for the Fee Period October 1, 2005 through December 31, 2005, an allowance shall be made to Huron in the amount of \$2,885,881.50, representing a downward fee reduction of \$78,607.50 from the total fees actually billed for the Fee Period in the amount of \$2,964,489.00 made pursuant to an agreement between Huron and the Debtors, less voluntary reductions in the amount of \$4,840.00 made by Huron pursuant to the request of the FRC after the Twelfth Request for Interim Approval of Monthly Fee Applications for the Interim Fee Period of Huron Consulting Services LLC was filed, for a total of \$2,881,041.50 as compensation for reasonable and necessary professional services rendered to the Debtors; and it is further

ORDERED that, for the Fee Period October 1, 2005 through December 31, 2005, an

allowance shall be made to Huron in the sum of \$88,281.13 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 the amount of \$283,748.15, representing the outstanding amount of such sums as described above; and it is further

ORDERED that Huron has the right to seek at a later date compensation for services rendered and reimbursement for expenses incurred during the Fee Period that are not otherwise included in the Monthly Fee Applications or the Interim Approval Request, including but not limited to the amount of \$78,607.50, which represents the agreed-upon fee reduction for the period October 1, 2005 through December 31, 2005; 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