

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

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

**ORDER GRANTING FINAL APPLICATION OF  
JONATHAN R. MACEY  
ALLOWANCE OF ADMINISTRATIVE CLAIM FOR  
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR  
THE PERIOD OF DECEMBER 20, 2005 THROUGH JANUARY 12, 2006**

**Related Docket No. 15467**

This Court having entered: (i) the Administrative Procedures Order Pursuant to 11 U.S.C. §§105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals; (ii) the Order Appointing the Fee Review Committee; (iii) the Order Authorizing the Retention of Jonathan R. Macey (“Macey”) as Jonathan R. Macey (“Professor Macey”), corporate governance expert to the Official Committee of Unsecured Creditors (the “Committee”) of UAL Corporation, et al. (the “Debtors”),); and Order Confirming Debtors Second Amended Joint Plan of Reorganization Pursuant to Chapter 11 of United States Bankruptcy Code (the “Plan”) and the Plan providing that all final fee applications of professionals to be filed no later than forty-five (45) days after the Confirmation Date (Plan at Article XI, Section B); (iv) upon the Final Application of Macey for Allowance of Administrative Claim for Compensation and Reimbursement of Expenses for the Period of

December 20, 2005 through January 12, 2006 (the "Final Application")<sup>1</sup> filed on March 2, 2006 and the documentation submitted in support of such Final Application; and the Court having determined that the Final Application seeks reasonable compensation for actual, necessary services and expenses; and the Court having determined that the notice of the Final Application and the deadline for objecting thereto appear proper and adequate under the circumstances and that no other or further notice is necessary; and good and sufficient cause appearing therefore;

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. The Final Application, incorporated herein by reference, is GRANTED in its entirety.
2. For the period of December 20, 2005 through January 12, 2006, the Court approves and allows on a final basis fees in the amount of \$94,240.00 requested by Macey for necessary professional services rendered for the Final Application.
3. The Court approves and allows on a final basis reimbursement of actual and necessary out-of-pocket disbursements and charges (expenses) incurred in the rendition of required professional services for the Final Application in the amount of \$196.75.
4. This Court approves and allows on a final basis all prior payments for fees and expenses the Debtors have made to Macey to date totaling \$85,012.75.
5. Reorganized UAL Corporation is hereby authorized and directed to pay to Macey the outstanding amount of the sum described in paragraph 2 hereof in the amount of \$9,424.00,

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<sup>1</sup> All other terms not otherwise defined herein shall have the meanings ascribed them in the Final Application.

representing fee holdbacks for the period of December 20, 2005 through January 12, 2006, and unpaid expenses incurred throughout these chapter 11 cases, as described in the Final Application.

6. This Court retains jurisdiction to hear and determine all matters arising from the implementation of this Order.


7. Notwithstanding the possible applicability of Bankruptcy Rules 6006(d), 7062, 9014, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

8. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

**MAY 19 2006**

Dated: May \_\_, 2006

ENTERED:

  
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THE HONORABLE EUGENE R. WEDOFF  
CHIEF BANKRUPTCY JUDGE