

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

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

**ORDER GRANTING FINAL APPLICATION OF MCKINSEY & COMPANY, INC.
UNITED STATES, FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES INCURRED AS MANAGEMENT CONSULTANT
TO THE DEBTORS FOR THE PERIOD
DECEMBER 9, 2002 THROUGH AUGUST 31, 2003**

McKinsey & Company, Inc. United States ("McKinsey"), Management Consultant to UAL Corporation and its affiliated debtors and debtors-in-possession (the "Debtors"), having filed the **Final Application Of McKinsey & Company, Inc. United States, For Compensation For Services Rendered And Reimbursement Of Expenses Incurred As Management Consultant To The Debtors For The Period December 9, 2002 Through August 31, 2003** (the "Final Application"); 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; it appearing that this proceeding is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2); it appearing that venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and after notice and opportunity for a hearing to consider the Final Application; and McKinsey having filed a Certification of No Objection to the Final Application after reviewing this Court's docket; 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; it is hereby ORDERED that:

1. The Final Application is GRANTED and APPROVED in all respects.

2. McKinsey is allowed (i) final compensation for professional services rendered as Management Consultant to the Debtors in the sum of \$9,005,750.00 (payment for which has already been received by McKinsey) and (ii) reimbursement of expenses for services rendered by McKinsey's outside legal counsel in an aggregate amount not to exceed \$200,000.00, of which \$144,848.56 has been paid by the Debtors.

3. The Debtors are hereby authorized and directed to pay McKinsey (i) \$42,254.23, which represents amounts billed to McKinsey by its outside legal counsel but not yet reimbursed by the Debtors, and (ii) any additional reasonable amounts for services rendered by McKinsey's outside legal counsel from May 1, 2006 through the hearing on the Final Application, provided that the sum of the amounts set forth in this paragraph together with the \$144,848.56 that has already been paid by the Debtors to McKinsey shall not exceed \$200,000.00.

4. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated: MAY 19 2006, 2006


HONORABLE EUGENE R. WEDOFF
UNITED STATES BANKRUPTCY JUDGE