

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

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

**ORDER GRANTING FINAL INTERIM AND FINAL FEE APPLICATION
OF WATSON WYATT & COMPANY AND WATSON WYATT
INVESTMENT CONSULTING INC. FOR COMPENSATION FOR
SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES
INCURRED AS ACTUARIAL AND INVESTMENT CONSULTANTS FOR
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE
FIRST INTERIM AND FINAL FEE PERIOD OF
JANUARY 3 - JANUARY 31, 2006**

Related Docket No. 15418

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 Watson Wyatt & Company and Watson Wyatt Investment Consulting Inc. ("Watson Wyatt") as counsel to the Official Committee of Unsecured Creditors (the "Committee"); 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 Watson Wyatt for Allowance of Administrative Claim for Compensation and Reimbursement of Expenses for the Period of January 3, 2006 through January 31, 2006 (the

“Final Application”)¹ filed on March 1, 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 less a reduction of \$10,000 agreed upon by Watson Wyatt and the Federal Review Committee.
2. For the period of January 3, 2006 through January 31, 2006, which includes time incurred after January 31, 2006 devoted to the preparation of fee applications (including the Final Application), the Court approves and allows on a final basis fees in the amount of \$131,861.67 requested by Watson Wyatt for necessary professional services rendered for the Final Application. (The fee amount quoted above already reflects the \$10,000 fee reduction)
3. The Court approves and allows on a final basis reimbursement of actual and necessary out-of-pocket disbursements and charges incurred in the rendition of required professional services for the Final Application in the amount of \$0.00.
4. This Court approves and allows on a final basis all prior payments for fees and expenses the Debtors have made to Watson Wyatt to date totaling \$0.00.
5. Reorganized UAL Corporation is hereby authorized and directed to pay the outstanding amount of the sums described in paragraph 2 hereof in the amount of \$131,861.67, representing fee holdbacks for the period of January 3, 2006 through January 31, 2006, fees

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

incurred for the preparation and submission of fee applications, 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:



THE HONORABLE EUGENE R. WEDOFF
CHIEF BANKRUPTCY JUDGE