

**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)
Debtors.)	
)	Honorable Eugene R. Wedoff

**EMERGENCY APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR ENTRY OF AN ORDER AUTHORIZING THE RETENTION AND
EMPLOYMENT OF JONATHAN R. MACEY AS COMMITTEE’S CORPORATE
GOVERNANCE EXPERT EFFECTIVE DECEMBER 20, 2005**

The Official Committee of Unsecured Creditors (the “Committee”) appointed in the chapter 11 cases of UAL Corporation and its subsidiaries and affiliates, debtors and debtors-in-possession (collectively, the “Debtors”), hereby applies, by and through its undersigned counsel, to this Court on an emergency basis (the “Emergency Application”) for the entry of an order pursuant to sections 328 and 1103 of the Bankruptcy Code authorizing it to retain and employ Jonathan R. Macey as the Committee’s corporate governance expert effective as of December 20, 2005. In support of this Emergency Application, the Committee respectfully represents as follows:

Background and Basis for Emergency Application

1. On December 13, 2005, the Committee filed Creditors Committee’s Objection to Plan Confirmation and Approval of Related Plan Supplement Documents. Among the Committee’s specific objections were objections to the Debtors’ proposed board composition and the their proposal for implementation of poison pill provisions. The Committee has engaged in in-depth discussions and negotiations with the Debtors regarding the appropriateness of their proposed corporate structure, including, but not limited to, corporate governance, board

composition and the availability of a poison pill. However, at this time no resolution of these issues has been achieved and the Committee requires an expert in preparation for the confirmation hearing to provide expert testimony and provide an expert report.

2. The Committee is currently engaged in extensive preparation for the confirmation hearing scheduled to commence January 18, 2006. Expert reports are due January 2, 2006 and depositions must be completed by January 9, 2006. Therefore, the Committee seeks the relief requested herein on an emergency basis.

Relief Requested

3. By this Emergency Application, the Committee requests authorization to retain and employ Jonathan R. Macey as an expert, effective December 20, 2005, pursuant to 11 U.S.C. §§ 328 and 1103 to perform the services described herein.

Services to be Rendered

4. Mr. Macey will provide corporate governance consulting services and provide expert testimony and an expert report, as requested by the Committee. The services to be provided by Mr. Macey will include—but shall in no way be limited to—advising the Committee with respect to the appropriateness of the Debtors’ proposed corporate governance and policy, board composition, the necessity of blank check preferred stock and of a poison pill and potential alternatives thereto.

Macey Has No Adverse Interest

5. To the best of the Committee’s knowledge, and as demonstrated in the declaration of Jonathan R. Macey (the “Macey Declaration”) attached hereto, Mr. Macey does not possess conflicting or adverse interests in connection with the Debtors’ chapter 11 cases as required by section 1103 of the Bankruptcy Code. Moreover, based upon the Macey

Declaration, the Committee is satisfied that Mr. Macey is “disinterested” as that term is defined in the Bankruptcy Code.

6. Mr. Macey has advised that he will continue periodically to review his files during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or come into being, Mr. Macey will use reasonable efforts to identify such further developments and shall promptly file a supplemental affidavit as required by Bankruptcy Rule 2014(a).

Professional Compensation

7. Mr. Macey’s compensation in connection with services provided will be based upon the hours actually expended at the rate of \$800 per hour. No retainer has been received. Mr. Macey will also seek reimbursement for actual and necessary expenses incurred, including travel, photocopying, delivery services, postage, vendor charges, and other out-of-pocket expenses incurred in connection with the services he provides.

8. Due to the critical nature of his work and the necessity that his services be utilized immediately in order to meet the January 2, 2006 expert report deadline, Mr. Macy agreed to perform services as of December 20, 2005. Accordingly, the Committee seeks an order approving the retention and employment of Mr. Macy effective as of December 20, 2005,

9. In accordance with applicable provisions of the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the Local Rules of this Court, and all applicable orders of this Court and the guidelines set by the Fee Review Committee, Mr. Macey intends to apply to the Court, in a timely fashion, for allowance of compensation for professional services rendered and actual and necessary expenses incurred.

10. No agreement exists—nor will any agreement be made—to share any compensation received by Mr. Macey for his services with any other person or firm.

11. In light of the foregoing, the Committee hereby requests that the Court enter an order substantially in the form of the proposed order attached hereto approving the retention and employment of Jonathan R. Macey effective as of December 20, 2005.

Jurisdiction

12. This Court has jurisdiction over this Emergency Application under 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue of these proceedings and this Emergency Application is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.

13. The statutory bases for the relief requested herein are sections 1103 and 328 of the Bankruptcy Code.

Notice

14. Notice of this Emergency Application has been given to (i) the Core Group as defined in the Order Supplementing the Case Management Procedures and (ii) those parties identified in the 2002 Service List (as updated from time to time).

* * *

WHEREFORE, the Committee respectfully requests that the Court enter an Order substantially in the form attached hereto, authorizing the employment and retention of Jonathan R. Macey as the Committee's corporate governance expert effective as of December 20, 2005 and granting such further relief as is just and proper.

Dated: Chicago, Illinois
December 22, 2005

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By: /s/ Fruman Jacobson
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Attorneys for the Official Committee
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**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-48141
)	(Jointly Administered)
Debtors.)	
)	Honorable Eugene R. Wedoff

**ORDER PURSUANT TO 11 U.S.C. §§ 328 AND 1103
AUTHORIZING THE RETENTION AND EMPLOYMENT OF
JONATHAN R. MACEY AS THE CORPORATE GOVERNANCE EXPERT FOR THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS
EFFECTIVE AS OF DECEMBER 20, 2005**

Upon the emergency application (the “Emergency Application”)¹ of the Official Committee of Unsecured Creditors (the “Committee”) appointed in the chapter 11 cases of UAL Corporation and its subsidiaries and affiliates, debtors and debtors-in-possession (collectively the “Debtors”), for entry of an order, pursuant to sections 328 and 1103 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.*, as amended (the “Bankruptcy Code”), authorizing the Committee to retain and employ Jonathan R. Macey to serve as corporate governance expert effective as of December 20, 2005; and the Court having reviewed the Emergency Application; and the Court being satisfied with the representations that Mr. Macey does not represent an adverse interest in connection with the Debtors’ chapter 11 cases as required in section 1103 of the Bankruptcy Code; and it appearing that proper and adequate notice has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing, therefore

¹ Unless otherwise defined, capitalized terms used herein shall have the meanings ascribed to them in the Emergency Application.

IT IS HEREBY ORDERED, ADJUDGED, AND DECREED THAT:

1. The Emergency Application is granted.
2. Pursuant to section 1103 of the Bankruptcy Code, the Committee is authorized, effective December 20, 2005, to employ and retain Jonathan R. Macey to serve as corporate governance expert on the terms set forth in the Emergency Application.
3. Notwithstanding the possible applicability of Bankruptcy Rules 6004(g), 7062, 9014, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
4. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: _____

ENTERED: _____
HONORABLE EUGENE R. WEDOFF
UNITED STATES BANKRUPTCY JUDGE

CERTIFICATE OF SERVICE

I, Fruman Jacobson, an attorney, certify that on the 22nd day of December 2005, I caused to be served, a true and correct copy of the foregoing **EMERGENCY APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR ENTRY OF AN ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF JONATHAN R. MACEY AS COMMITTEE'S CORPORATE GOVERNANCE EXPERT EFFECTIVE DECEMBER 20, 2005**, on: (i) the Core Group by facsimile and electronic mail; and (ii) the 2002 Service List by electronic mail.

Dated: December 22, 2005

/s/ Fruman Jacobson _____
Fruman Jacobson

Fruman Jacobson, Esq. (ARDC No. 1315846)
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NOTICE REGARDING THE SERVICE LIST

Section C.6.i(1) of the Third Amended Notice, Case Management and Administrative Procedures provides that when a document is filed and served in In re UAL Corporation, et al., the service lists representing the recipients to whom such a filing is addressed are required to be filed with the Court, but they are not required to be served when serving the Certificate of Service on the recipients. Therefore, we have not attached the service lists to this Certificate of Service.

The Third Amended Notice, Case Management and Administrative Procedures and all other pleadings filed in these bankruptcy cases are available at the web site of the U.S. Bankruptcy Court for the Northern District of Illinois, <http://www.ilnb.uscourts.gov/> (“Case Image Viewing”).