

**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

**ORDER PURSUANT TO SECTIONS 105(a) AND 521 OF THE BANKRUPTCY CODE,
BANKRUPTCY RULES 1007(a) AND 2002(I) AND LOCAL BANKRUPTCY RULE 313
FOR AUTHORITY TO MAIL INITIAL NOTICES AND FOR OTHER RELIEF**

Upon the Motion¹ of the Debtors in the above-captioned Chapter 11 Cases seeking entry of an Order for authority to mail initial notices and for other relief; and it appearing that the relief requested is essential to the continued operation of the Debtors' businesses and in the best interests of the Debtors' estates and creditors; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A) and (O); and it appearing that venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and adequate notice of the Motion having been given; and it appearing that no other notice need be given; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED THAT:

1. The Motion is granted.
2. The Debtors are authorized pursuant to Local Bankruptcy Rule 313 to file with the Court a list of creditors in a computer readable format acceptable to the Clerk of the Court.
3. The Debtors, with the assistance of their Notice and Claims Agent (upon this Court's authorization to engage such Agent), are directed to mail initial notices, such as: (a)

¹ Capitalized terms used but not defined herein shall have the same meaning as in the Motion.

the Notice of Commencement and (b) any correspondence the Debtors may wish to send to creditors and equity security holders as part of the Debtors' communication efforts to keep their creditors and equity security holders informed with respect to the status of their Chapter 11 Cases.

4. The Debtors, with the assistance of the Notice and Claims Agent, are directed to undertake all mailings directed by the Court, the United States Trustee, or as required by the Bankruptcy Code.

5. The Debtors, with the assistance of the Notice and Claims Agent, are directed to send the E-mail Communications, which shall notify Domestic Mileage Plus Members and International Mileage Plus Members how to obtain a copy of the Notice of Commencement.

6. The Debtors, with the assistance of the Notice and Claims Agent, are directed to send the Paper Mailing, which shall notify active International Mileage Plus Members how to obtain a copy of the Notice of Commencement.

7. The Debtors shall cause publication of the Notice of Commencement (as defined in the Motion and substantially in the form of notice annexed as Exhibit A) shortly after the commencement of these Chapter 11 cases in the newspapers listed in Exhibit B. Such form and manner of publication notice is hereby approved and authorized pursuant to Bankruptcy Rule 2002(l).

8. All forms of notice provided by the Motion are reasonably calculated to apprise interested parties of these Chapter 11 Cases.

9. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

10. Notwithstanding the possible applicability of Bankruptcy Rule 6004(g), 7062, 9014, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

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

Dated: Chicago, Illinois
_____, 2002

ENTERED

DEC 11 2002

EUGENE R. WEDOFF
BANKRUPTCY JUDGE

United States Bankruptcy Judge

EXHIBIT A

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

In re:) **Chapter 11**
)
UAL CORPORATION, et al.,⁸) **Case No. 02-B-_____**
) **(Jointly Administered)**
Debtors.)
) **Honorable**

**NOTICE OF COMMENCEMENT OF CHAPTER 11 BANKRUPTCY CASE,
MEETING OF CREDITORS, FIXING OF CERTAIN DATES, AND
SETTING OF CERTAIN CASE MANAGEMENT AND ADMINISTRATIVE
PROCEDURES**

On December 9, 2002, the above-captioned debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors") filed voluntary petitions for relief under Chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 through 1330, as amended from time to time (the "Bankruptcy Code"). Each Debtor, and its address, case number and federal tax identification number are as follows:

Debtor	Address	Case No.	EID #
UAL Corporation	1200 E. Algonquin Road Elk Grove Village, IL 60007	O2B	36-2675207
UAL Loyalty Services, Inc.	8550 W. Bryn Mawr, 6 th Floor Chicago, IL 60631	O2B	36-4401481
Confetti, Inc.	8550 W. Bryn Mawr, 6 th Floor Chicago, IL 60631	O2B	32-0018492
Mileage Plus Holdings, Inc.	8550 W. Bryn Mawr, 6 th Floor Chicago, IL 60631	O2B	36-4156229
Mileage Plus Marketing, Inc.	8550 W. Bryn Mawr, 6 th Floor Chicago, IL 60631	O2B	36-4120103

⁸ The Debtors are the following entities: UAL Corporation, UAL Loyalty Services, Inc., Confetti, Inc., Mileage Plus Holdings, Inc., Mileage Plus Marketing, Inc., MyPoints.com, Inc., Cybergold, Inc., iTarget.com, MyPoints Offline Services, Inc., UAL Company Services, Inc., UAL Benefits Management, Inc., United BizJet Holdings, Inc., BizJet Charter, Inc., BizJet Fractional, Inc., BizJet Services, Inc., United Air Lines, Inc., Kion Leasing, Inc., Premier Meeting and Travel Services, Inc., United Aviation Fuels Corporation, United Cogen, Inc., Mileage Plus, Inc., United GHS, Inc., United Worldwide Corporation, United Vacations, Inc., Four Star Leasing, Inc., Air Wis Services, Inc., Air Wisconsin, Inc., Domicile Management Services, Inc.

Debtor	Address	Case No.	EID #
MyPoints.com, Inc.	1375 E. Woodfield Road, Suite 300 Schaumburg, IL 60173	O2B	94-3255692
Cybergold, Inc.	1375 E. Woodfield Road, Suite Schaumburg, IL 60173	O2B	94-3212392
itarget.com, inc.	1375 E. Woodfield Road, Suite 300 Schaumburg, IL 60173	O2B	33-0809436
MyPoints Offline Services, Inc.	8550 W. Bryn Mawr, 6 th Floor Chicago, IL 60631	O2B	04-3256568
UAL Company Services, Inc.	1200 E. Algonquin Road Elk Grove Village, IL 60007	O2B	36-4402945
UAL Benefits Management Inc.	1200 E. Algonquin Road Elk Grove Village, IL 60007	O2B	36-4011347
United BizJet Holdings, Inc.	85 West Algonquin Road, Suite 600 Arlington Heights, IL 60005	O2B	36-4448019
BizJet Charter, Inc.	85 W. Algonquin Road, Suite 600 Arlington Heights, IL 60005	O2B	36-4450498
BizJet Fractional, Inc.	85 W. Algonquin Road, Suite 600 Arlington Heights, IL 60005	O2B	36-4450494
BizJet Services, Inc.	85 W. Algonquin Road, Suite 600 Arlington Heights, IL 60005	O2B	36-4450499
United Air Lines, Inc.	1200 E. Algonquin Road Elk Grove Village, IL 60007	O2B	36-2675206
Kion Leasing, Inc.	1501 Mittel Blvd. Wood Dale, IL 6019	O2B	36-2946443
Premier Meeting and Travel Services, Inc.	2550 W. Golf Road, Suite 700 Rolling Meadows, IL 60008	O2B	36-4207846
United Aviation Fuels Corporation	1200 E. Algonquin Road Elk Grove Village, IL 60007	O2B	36-3235783
United Cogen, Inc.	San Francisco International Airport San Francisco, CA 94125	O2B	36-3333841
Mileage Plus, Inc.	1600 Golf Road, Suite 520 Rolling Meadows, IL 60008-4281	O2B	36-3189467
United GHS, Inc.	1200 E. Algonquin Road Elk Grove Village, IL 60007	O2B	36-3555070
United Worldwide Corporation	Sinforoso M. Tolentino c/o Carlsmith 134 West Soledad Avenue Bank of Hawaii Bldg., Suite 401 P.O. Box BF Agana, Guam 96932-5027	O2B	66-0454431
United Vacations, Inc.	1200 E. Algonquin Road Elk Grove Village, IL 60007	O2B	36-3324931

Debtor	Address	Case No.	EID #
Four Star Leasing, Inc.	1501 Mittel Blvd. Wood Dale, IL 50191	O2B	36-4292248
Air Wis Services, Inc.	1200 E. Algonquin Road Elk Grove Village, IL 60007	O2B	39-1435586
Air Wisconsin, Inc.	1200 E. Algonquin Road Elk Grove Village, IL 60007	O2B	39-1042730
Domicile Management Services, Inc.	1200 E. Algonquin Road Elk Grove Village, IL 60007	O2B	36-4097942

DATE, TIME AND LOCATION OF MEETING OF CREDITORS. _____

NAME, ADDRESS AND TELEPHONE NUMBER OF TRUSTEE. None appointed to date.

COUNSEL FOR THE DEBTORS. James H.M. Sprayregen, P.C., Esq., Marc Kieselstein, Esq., David R. Seligman, Esq., and Steven R. Kotarba, Esq. of Kirkland & Ellis 200 East Randolph Drive, Chicago, Illinois 60601, Telephone: (312) 861-2000, Facsimile: (312) 861-2200.

COMMENCEMENT OF CASES. Petitions for reorganization under Chapter 11 of the Bankruptcy Code have been filed in this Court by each of the Debtors listed above, and orders for relief have been entered (the "Chapter 11 Cases"). You will not receive notice of all documents filed in this case. All documents filed with the Court, including lists of the Debtors' property and debts, will be available for inspection at the Office of the Clerk of the United States Bankruptcy Court, for the Northern District of Illinois Eastern Division, 219 South Dearborn Street, Chicago, Illinois 60604-1802. In addition, such documents may be available at the Bankruptcy Court's website, <http://www.ilnb.uscourts.gov>, and the Debtors' official website, <http://www.pd-ual.com>.

PURPOSE OF CHAPTER 11 FILING. Chapter 11 of the United States Bankruptcy Code enables a debtor to operate while in bankruptcy and to reorganize pursuant to a plan. A plan is not effective unless approved by the Bankruptcy Court at a confirmation hearing. Creditors will be given notice concerning any plan, or in the event the case is dismissed or converted to another chapter of the Bankruptcy Code. Each Debtor will remain in possession of its property and each Debtor will continue to operate its business unless a trustee is appointed.

CREDITORS MAY NOT TAKE CERTAIN ACTIONS. A creditor is anyone to whom a debtor owes money or property. Under the Bankruptcy Code, the Debtors are granted certain protection against creditors. Common examples of prohibited actions by creditors are contacting a debtor to demand repayment, taking action against a debtor to collect money owed to creditors or to take property of a debtor, and starting or continuing foreclosure actions or repossessions. If unauthorized actions are taken by a creditor against a debtor, the Court may penalize that creditor. A creditor who is considering taking action against a debtor or the property of a debtor should review Section 362 of the Bankruptcy Code and may wish to seek legal advice. The staff of the Clerk of the Bankruptcy Court are not permitted to give legal advice.

MEETING OF CREDITORS. The Debtors' representative, as specified in Rule 9001(5) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), is required to appear at the meeting of creditors on the date and at the place set forth above for the purpose of being examined under oath. Attendance by creditors at the meeting is welcomed, but not required. At the meeting, the creditors may examine the Debtors and transact such other business as may properly come before the meeting. The meeting may be continued or adjourned from time to time by notice at the meeting, without further written notice to the creditors.

CLAIMS. Schedules of creditors will be filed pursuant to Bankruptcy Rule 1007. Any creditor holding a scheduled claim which is not listed as disputed, contingent, or unliquidated as to amount may, but is not required, to file a proof of claim in these Chapter 11 Cases. Creditors whose claims are not scheduled or whose claims are listed as disputed, contingent, or unliquidated as to amount and who desire to participate in the cases or share in any distribution must file their proofs of claim. A creditor who desires to rely on the schedule of creditors has the responsibility for determining that the claim is listed accurately. Separate notice of the deadlines to file proofs of claim and proof of claim forms will be provided to the Debtors' known creditors. Proof of claim forms are available in the clerk's office of any bankruptcy court. Proof of Claim forms are also available from the Court's web site at <http://www.ilnb.uscourts.gov>. Poorman-Douglas is the notice and claims agent in these cases and can provide a proof of claim form if you cannot obtain one from your local bankruptcy court. Poorman-Douglas can be reached at the following address: Poorman Douglas, UAL Bankruptcy Processing Center, P.O. Box 4390, Portland, Oregon 97208-4390, Telephone: (503) 277-7999 Facsimile: (503) 350-5230.

DISCHARGE OF DEBTS. Confirmation of a Chapter 11 plan may result in a discharge of debts, which may include all or part of your debt. See Bankruptcy Code § 1141(d). A discharge means that you may never try to collect the debt from any of the Debtors, except as provided in the plan.

OFFICIAL WEBSITE. The Debtors' Notice and Claims Agent shall maintain the official website for these Chapter 11 Cases at <http://www.pd-ual.com>. The official website shall contain information, deadlines in these Chapter 11 Cases, hotline telephone numbers, and certain other documents relating to these Chapter 11 Cases.

CASE MANAGEMENT AND ADMINISTRATIVE PROCEDURES. On _____, the Bankruptcy Court entered its Order Establishing Certain Case Management and Administrative Procedures (the "Case Management Order"). The Case Management Order describes the notice procedures that apply in these Chapter 11 Cases. All parties who desire to participate in these Chapter 11 Cases must follow the procedures set forth in the Case Management Order. Parties can obtain a copy of the Case Management Order by (a) accessing the Court's website at <http://www.ilnb.uscourts.gov> or (b) contacting Merrill Corporation, the Official Copy Service, attn: Allison Clark, 250 South Wacker Drive, 4th Floor, Chicago, Illinois 60606, Telephone (312) 930-2123, Facsimile (312) 454-8564.

Dated: Chicago, Illinois
December __, 2002

UAL CORPORATION, et al.

By: _____
James H.M. Sprayregen, P.C. (ARDC No. 6190206)
Marc Kieselstein (ARDC No. 6199255)
David R. Seligman (ARDC No. 0238064)
Steven R. Kotarba (ARDC No. 6245278)
KIRKLAND & ELLIS
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Counsel for the Debtors and Debtors in Possession

EXHIBIT B
Publication Notice

Domestic Newspapers

USA Today

Wall Street Journal

New York Times

Chicago Tribune

International Newspapers

Australia	The Australian
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Hong Kong	South China Morning Post
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Japan	Asahi Shinbun
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Argentina	La Nacion
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United Kingdom	The London Times
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Brazil	Folha de Sao Paulo
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Worldwide Newspapers

USA Today — Global Edition

International Herald Tribune