

**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 SECTION 105(a) OF THE BANKRUPTCY CODE
REQUIRING DISCLOSURE OF
BENEFICIAL HOLDERS OF AIRCRAFT SECURITIES**

Upon the Motion¹ of the debtors and debtors in possession (collectively, the “Debtors”) in the above-captioned Chapter 11 cases seeking entry of an order requiring disclosure of beneficial holders of aircraft securities pursuant to Section 105(a) of the Bankruptcy Code; and it appearing that the relief requested is in the best interests of the Debtors’ estates, their creditors and other parties in interest; and it appearing that the relief requested is essential to the continued operation of the Debtors’ businesses; 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 within the meaning of 28 U.S.C. § 157(b)(2); and it appearing that venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and adequate notice 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 Trustee and Record Owners are required to disclose to the Debtors, c/o Kirkland & Ellis, 200 East Randolph Drive, Chicago, Illinois 60601, Attn: Geoffrey A. Richards, Esq., the information on the Schedule attached to this Order for each of the Public Debtholders.

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

3. Disclosure of the information indentified in Paragraph 2 shall be made no later than 15 days from the date on which such Trustee or Record Owner receives a copy of this Order granting the Motion.

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

5. Notwithstanding the possible applicability of Bankruptcy Rules 6004(g), 7062, 9014, or otherwise, the terms and conditions of this Order shall take effect immediately upon entry.

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

7. The Debtors shall serve a copy of this Order upon: (a) the creditors listed on the consolidated list of creditors holding 20 largest unsecured claims filed in these Chapter 11 cases; (b) the United States Trustee; (c) counsel to the Debtors' debtor in possession lender(s); (d) counsel to the official committee of unsecured creditors (the "Committee") upon the Committee's formation and retention of counsel; (e) persons who have filed requests for notice pursuant to Bankruptcy Rule 2002; and (f) the entities identified on Schedule 1 to the Motion on or before the date that is five (5) days after the entry of this Order.

8. This Order is conditional, except with respect to Paragraph Nos. 4, 5, 6 and 7 which are final. Any party-in-interest may object to any paragraph(s) of this Order that grant(s) conditional relief if such objection is filed with the Court and served so as to actually be received by the (a) United States Trustee, (b) counsel to the Debtors and (c) counsel to the Debtors' debtor in possession lender(s) on or before ten (10) days after the date of entry of this Order; provided, however, that the Committee shall have until five (5) days after the date of its formation to file and serve any such objection. If any objection is timely filed and properly

served, the objection shall be heard on the 30th day of December, 2002 at 1:30 p.m. (prevailing Central Time). Any conditional paragraph of this Order to which no objection has been timely filed and properly served shall become final without further order of this Court or any other act. This Order shall remain in full force and effect notwithstanding any objection thereto unless and until there is a further order of this Court. The subsequent modification or vacation of this Order shall not impair or otherwise affect the validity of any action taken pursuant to the Order prior to its modification or vacation.

ENTERED

DEC 11 2002

Dated: Chicago, Illinois
December __, 2002

EUGENE R. WEDOFF
BANKRUPTCY JUDGE

United States Bankruptcy Judge

Schedule 1

Information for Each Public Debtholder

Public Debtholder Name	Public Debtholder Address	Public Debtholder Phone Number	Public Debtholder Email Address	Name of Debt Issued to Public Debtholder	Tail Number Relating to Debt Issuance	Principal Amount of Debt Owned by Public Debtholder	Name of Trustee or Record Owner	Address of Trustee or Record Owner	Telephone Number of Trustee or Record Owner	Email Address of Trustee or Record Owner