

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

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

**ORDER PURSUANT TO SECTION 366 OF THE BANKRUPTCY CODE  
DEEMING UTILITIES ADEQUATELY ASSURED OF FUTURE PERFORMANCE  
OR, IN THE ALTERNATIVE, ESTABLISHING THE PROCEDURE  
FOR DETERMINING ADEQUATE ASSURANCES**

Upon the Motion<sup>1</sup> of the Debtors, seeking entry of an order pursuant to Section 366 of the Bankruptcy Code deeming utilities adequately assured of future performance or, in the alternative, establishing the procedure for determining adequate assurances; and it appearing that the relief requested is essential to the continued operation of the Debtors' businesses and in the best interest 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 shall pay on a timely basis all undisputed invoices for postpetition utility services rendered by any Utility Company.

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

3. Absent any further order of this Court, each Utility Company, including but not limited to each Utility Company contained in Exhibit A to the Motion, is forbidden to discontinue, alter or refuse service on account of unpaid charges, or discriminate against the Debtors, or require payment of a deposit or receipt of other security in connection with any unpaid charges for utility services furnished to the Debtors.

4. Under 11 U.S.C. § 503(b)(1)(A), any undisputed and unpaid postpetition utility charges constitute actual and necessary expenses of preserving the Debtors' estates and entitle the Utility Companies to an administrative expense priority under 11 U.S.C. § 507(a)(1).

5. Within three (3) business days from the date hereof, the Debtors shall provide notice and a copy of this signed Order to the Utility Companies set forth in Exhibit A to the Motion. For any Utility Company that may have been omitted from Exhibit A to the Motion, the Debtors shall promptly provide notice of this Order upon learning of such Utility Company.

6. This Order is without prejudice to the rights of any of the Utility Companies to request, within twenty (20) days of the date of entry hereof, additional assurances of payment (the "Additional Assurances Request").

7. If a Utility Company serves the Debtors' counsel, as provided in the Motion, with a written objection to this Order within twenty (20) days of the date of entry hereof, the objecting Utility Company shall be entitled to file a motion for determination of adequate assurance of payment of such Utility Company's postpetition services rendered. Pending resolution of any such motion, the objecting Utility Company shall be deemed adequately assured of payment and restrained from discontinuing, altering, or refusing service to the Debtors on account of unpaid charges for prepetition services.

8. If a Utility Company makes a timely request for additional assurances under Section 366 of the Bankruptcy Code that the Debtors believe is reasonable, the Debtors shall be authorized but not required to comply with such request, as contemplated in the Motion, without further order of the Court.

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 Rules 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

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United States Bankruptcy Judge

**EXHIBIT A**

<u>Name/Address</u>	<u>Corporate Name/Address</u>	<u>Type of Utility</u>	<u>Account Nos</u>
Airport Recycling Specialists Inc.	Airport Recycling Specialists Inc. 731 NW 93 Ave. Pembroke Pines, FL 33024	Waste/Refuse	FLL
Alaska Communications Systems, Inc.	Alaska Communications Systems, Inc. 2525 Blueberry, Suite 106 Anchorage, AK 99503	Telecomm-Voice	152849
Albany County Airport Authority	Albany County Airport Authority ARFF Building, Suite 200 Albany, NY 12211	Electricity	133539-1
Albany County Airport Authority	Albany County Airport Authority ARFF Building, Suite 200 Albany, NY 12211	Natural Gas	133539-1
Albany County Airport Authority	Albany County Airport Authority ARFF Building, Suite 200 Albany, NY 12211	Waste/Refuse	133539-1
Albany County Airport Authority	Albany County Airport Authority ARFF Building, Suite 200 Albany, NY 12211	Water Service	133539-1
Allegheny County Airport Authority	Allegheny County Airport Authority Landside Terminal, Suite 4000 P.O. Box 12370 Pittsburgh, PA 15231	Electricity	1135
Amerada Hess Corporation	Amerada Hess Corporation P.O. Box 11508 Newark, NJ 07101	Natural Gas	352892/353975
Amerada Hess Corporation	Amerada Hess Corporation P.O. Box 11508 Newark, NJ 07101	Natural Gas	352892/355523

Name/Address	Corporate Name/Address	Type of Utility	Account Nos
Amerigas	Amerigas 632 South 84th Street Milwaukee, MI 53214-1438	Natural Gas	UNITED AIRLINES
Ameritech	Ameritech 225 West Randolph Street, Flr. 27A Chicago, IL 60606	Telecomm-Air to Ground	312Z937375631
Ameritech	Ameritech 225 West Randolph Street, Flr. 27A Chicago, IL 60606	Telecomm-Air to Ground	906R010552763
Ameritech	Ameritech 225 West Randolph Street, Flr. 27A Chicago, IL 60606	Telecomm-Air to Ground	312Z937375631
Ameritech	Ameritech 225 West Randolph Street, Flr. 27A Chicago, IL 60606	Telecomm-Air to Ground	312Z93211284
Ameritech	Ameritech 225 West Randolph Street, Flr. 27A Chicago, IL 60606	Telecomm-Air to Ground	312Z932108629
Ameritech	Ameritech 225 West Randolph Street, Flr. 27A Chicago, IL 60606	Telecomm-Air to Ground	312Z932019816
Ameritech	Ameritech 225 West Randolph Street, Flr. 27A Chicago, IL 60606	Telecomm-Air to Ground	312Z932112629
Ameritech	Ameritech 225 West Randolph Street, Flr. 27A Chicago, IL 60606	Telecomm-Air to Ground	906R010552763

Name/Address	Corporate Name/Address	Type of Utility	Account Nos
Ameritech	Ameritech 225 West Randolph Street, Flr. 27A Chicago, IL 60606	Telecomm-Data/Network	847R160987170
Ameritech	Ameritech 225 West Randolph Street, Flr. 27A Chicago, IL 60606	Telecomm-Data/Network	8479521069385
Ameritech	Ameritech 225 West Randolph Street, Flr. 27A Chicago, IL 60606	Telecomm-Data/Network	8479521122772
Ameritech	Ameritech 225 West Randolph Street, Flr. 27A Chicago, IL 60606	Telecomm-Data/Network	8479524009345
Ameritech	Ameritech 225 West Randolph Street, Flr. 27A Chicago, IL 60606	Telecomm-Data/Network	8479560515498
Ameritech	Ameritech 225 West Randolph Street, Flr. 27A Chicago, IL 60606	Telecomm-Data/Network	8479560989676
Ameritech	Ameritech 225 West Randolph Street, Flr. 27A Chicago, IL 60606	Telecomm-Data/Network	8479561166789
Ameritech	Ameritech 225 West Randolph Street, Flr. 27A Chicago, IL 60606	Telecomm-Data/Network	8479561466888
Ameritech	Ameritech 225 West Randolph Street, Flr. 27A Chicago, IL 60606	Telecomm-Data/Network	847Z998167998

<u>Name/Address</u>	<u>Corporate Name/Address</u>	<u>Type of Utility</u>	<u>Account Nos</u>
Ameritech	Ameritech 225 West Randolph Street, Flr. 27A Chicago, IL 60606	Telecomm-Data/Network	8472998401998
Ameritech	Ameritech 225 West Randolph Street, Flr. 27A Chicago, IL 60606	Telecomm-Data/Network	8479520401583
Ameritech	Ameritech 225 West Randolph Street, Flr. 27A Chicago, IL 60606	Telecomm-Data/Network	9479565200456
Ameritech	Ameritech 225 West Randolph Street, Flr. 27A Chicago, IL 60606	Telecomm-Data/Network	8479561441618
Ameritech	Ameritech 225 West Randolph Street, Flr. 27A Chicago, IL 60606	Telecomm-Data/Network	7736019999120
Ameritech	Ameritech 225 West Randolph Street, Flr. 27A Chicago, IL 60606	Telecomm-Data/Network	8479520025809
Ameritech	Ameritech 225 West Randolph Street, Flr. 27A Chicago, IL 60606	Telecomm-Data/Network	847R160996560
Ameritech	Ameritech Two Westbrook Corporate Center Suite 900 Westchester, IL 60154	Telecomm-Data/Network	152138
Ameritech	Ameritech Two Westbrook Corporate Center	Telecomm-Data/Network	133213-2

Name/Address	Corporate Name/Address	Type of Utility	Account Nos
Ameritech	Suite 900 Westchester, IL 60154	Telecomm-Data/Network	6305109761152
Ameritech	225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Data/Network	8473640312770
Ameritech	225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Data/Network	8473644228770
Ameritech	225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Data/Network	8473644240169
Ameritech	225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Data/Network	8473644240169
Ameritech	225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Data/Network	8473645219570
Ameritech	225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Data/Network	8473646671829
Ameritech	225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Data/Network	8473649901039

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Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Data/Network	8477004000770
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	77368861239900
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	8472515997978
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	77368861761691
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	7736886226951
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	7738251601771
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	7738252230825
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	7738252235820
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	77368861679224

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Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	7738252828805
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	773R160355033
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	773R165600157
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	773Z992266975
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	7736860738240
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	8472389603275
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	7736018000528
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	8472557789041
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	8472569948035

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Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	8472900587292
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	8153945950012
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	7736012994092
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	8477599436042
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	8472900784947
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	7735425811597
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	7735865791514
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	7736010574358
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	7736010916700

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Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	7736010923392
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	7736018113528
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	7736012950340
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	7736860607691
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	7736015494794
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	7736017990123
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	7736018090456
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	7736018132669
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	7736018327562

Name/Address	Corporate Name/Address	Type of Utility	Account Nos
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	7736019983310
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	7736860118037
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	7736012500185
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	8479810734744
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	8477005700990
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	8477189638083
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	6306639271929
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	8478069784327
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	8478311194784

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Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	8478823352617
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	8479280842451
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	8476967297355
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	84795660841320
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	8476859531141
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	847R160646065
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	847R161362914
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	847R161364921
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	847z256880945

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Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	847Z999724997
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	9374548290750
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	9374548566563
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	9378989404518
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	8479560435559
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	8474372474041
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	8473109886355
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	8473591128749
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	8473640760506

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Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	8473641047777
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	8473645667220
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	8473648164164
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	8473649958812
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	7734621106285
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	8474274000945
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	8472956191471
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	8474395114016
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	8474645152509

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Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	8475199729355
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	8475459275442
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	8475459745570
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	8475590592786
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	8475905623446
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	8476405874542
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	8474270213819
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	3134411524510
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	312Z932114185

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Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	312Z932451774
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	312Z936401694
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	3132564000710
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	3132711422168
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	6307733741738
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	3133693984950
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	3177572800757
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	3134369611623
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	3129515630721

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Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	3134411580983
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	3134412090046
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	3134414037499
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	3135930524550
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	3135930774255
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	3174810653389
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	3175668697638
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	7734620273696
Ameritech	Ameritech 225 West Randolph Street, Floor 27A Chicago, IL 60606	Telecomm-Voice	3097645340888