

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

In re:
UAL CORPORATION, et al.,¹
Debtors.

Chapter 11
Case No. 02-B-48191 (Jointly Administered)
Honorable Eugene R. Wedoff

**NOTICE OF DEADLINE FOR THE
FILING OF PROOFS OF CLAIM AND PROOFS OF INTEREST**

TO: ALL CREDITORS OF THE DEBTORS

PLEASE TAKE NOTICE that UAL Corporation, et al., the above-captioned debtors and debtors-in-possession (the "Debtors"), with a business address of 1200 E. Algonquin Road, Elk Grove Village, IL 60007, filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Northern District of Illinois, Eastern Division (the "Court"). The Debtors are operating their businesses and managing their property as debtors in possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code.

Pursuant to order of the Court, all persons and entities, including, without limitation, individuals, partnerships, corporations, estates and trusts (each a "Creditor" and, collectively, the "Creditors"), holding or wishing to assert claims (as defined in Section 101(5) of the Bankruptcy Code, collectively, the "Claims") against or interests (collectively, "Interests") in the Debtors arising on and before December 9, 2002, (the "Petition Date") are required to file a separate, completed and executed proof of claim form (either the proof of claim form enclosed herewith or a proof of claim form conforming substantially to Official Bankruptcy Form No. 10) on account of any Claims or Interests such Creditors hold or wish to assert against the Debtors, at or before 4:00 p.m. (prevailing Pacific time) on May 12, 2003 (the "General Bar Date"). All governmental units as defined by 11 U.S.C. § 101(27) (the "Governmental Units") holding or wishing to assert Claims against or Interests in the Debtors are required to file a separate, completed and executed proof of claim form, as described above, on account of any Claims or Interests such Governmental Units hold or wish to assert against the Debtors, at or before 4:00 p.m. (prevailing Pacific time) on June 9, 2003. Notwithstanding the foregoing, AT THIS TIME, proofs of claim ARE NOT REQUIRED to be filed by Creditors holding or wishing to assert Claims against the Debtors of the types that are set forth in clauses (a) through (e) below (collectively the "Excluded Claims"):

- (a) Claims listed in the Debtor's Schedules of Liabilities (the "Schedules"), or any amendments thereto, which are not therein listed as "contingent," "unliquidated" or "disputed," and which are not disputed by the Creditors holding such claims as to amount or classification;
- (b) Claims on account of which a proof of claim has already been properly filed with the Court;
- (c) Claims previously allowed by, or paid pursuant to, an order of the Court;
- (d) Claims allowable under Sections 503(b) and 507(a)(1) of the Bankruptcy Code as administrative expenses of the Debtors' Chapter 11 cases;
- (e) Claims made by any of the Debtors or any direct or indirect subsidiary of any of the Debtors against one or more of the other against one or more of the Debtors.

Should the Court fix a date in the future after the General Bar Date by which time the Excluded Claims must be filed, you will be so notified.

Proofs of Claim must be completed in English with amounts in U.S. dollars. Each Proof of Claim form must specifically set forth the full name of the Debtors and the proper case number, as set forth in the above caption of the Debtors' Chapter 11 cases, and must be filed by delivering the proof of claim form with the original signature so that it is actually received at or before 4:00 p.m. (prevailing Pacific Time) on the General Bar Date (or on June 9, 2003 if such claimant is a Governmental Unit) by the Poorman-Douglas Corporation at the following address: via U.S. Mail to Poorman-Douglas Corporation, Attn: UAL, PO Box 4390, Portland, Oregon 97208-4390, or via overnight delivery to Poorman-Douglas Corporation, Attn: UAL, 10300 SW Allen Blvd, Beaverton, OR 97005, Telephone: (503) 277-7999.

¹ 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, inc., 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.

A Proof of Claim form is enclosed with this notice and may be used to file your Claims or Interests. Copies of the Proof of Claim form are also available at the Debtors' private website: <http://www.pd-ual.com>.

PLEASE TAKE FURTHER NOTICE THAT, EXCEPT WITH RESPECT TO CLAIMS OF THE TYPE SET FORTH IN PARAGRAPHS (a) THROUGH (e) ABOVE AND GOVERNMENTAL UNITS (WHICH MUST FILE PROOFS OF CLAIM ON OR BEFORE 4:00 P.M. (PREVAILING PACIFIC TIME) ON JUNE 9, 2003), ANY CREDITOR WHO IS REQUIRED TO FILE A PROOF OF CLAIM BUT FAILS TO DO SO ON OR BEFORE 4:00 P.M. (PREVAILING PACIFIC TIME) ON MAY 12, 2003, SHALL BE FOREVER BARRED, ESTOPPED AND ENJOINED FROM ASSERTING SUCH CLAIM (OR FILING A PROOF OF CLAIM WITH RESPECT THERETO), AND THE DEBTORS AND THE DEBTORS' PROPERTY SHALL BE FOREVER DISCHARGED FROM ANY AND ALL INDEBTEDNESS OR LIABILITY WITH RESPECT TO SUCH CLAIM, AND SUCH HOLDER OF A CLAIM SHALL NOT BE PERMITTED TO VOTE ON ANY PLAN OF REORGANIZATION OR PARTICIPATE IN ANY DISTRIBUTION IN THE DEBTORS' CHAPTER 11 CASES ON ACCOUNT OF SUCH CLAIM(S).

In the event that the Debtors should amend their Schedules subsequent to the date hereof, the Debtors shall give notice of such amendment to the holders of the claims affected thereby, and such holders shall be afforded the later of the General Bar Date or thirty (30) days from the date on which such notice has been given to such holders (or such other time period as may be fixed by the Court) to file proofs of Claim or forever be barred from doing so.

In the event that a Claim arises with respect to the Debtors' rejection of an executory contract or unexpired lease, the holder of such Claim will be afforded the later of the General Bar Date or thirty (30) days after the effective date of such rejection of the executory contract or unexpired lease to file a proof of Claim or forever be barred from doing so.

The Debtors' Schedules may be examined and inspected by interested parties during regular business hours at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court, Northern District of Illinois, Eastern Division, 219 S. Dearborn, Chicago, IL 60604. The staff of the Bankruptcy Clerk's Office is prohibited by law from giving legal advice. A copy of the Debtors' Schedules may be obtained by contacting the Official Copy Service in these Chapter 11 Cases: Merrill Corporation, attn: Allison Clark, 250 South Wacker Drive, 4th Floor, Chicago, Illinois 60606, telephone (312) 930-2123, facsimile (312) 930-5985. Copies of the Debtors' Schedules are also available at the Court's official website: <http://www.ilnb.uscourts.gov>. Creditors wishing to rely on the Schedules are responsible for determining whether their claims are accurately listed therein.

THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM AGAINST THE DEBTORS. YOU SHOULD CONSULT WITH YOUR OWN ATTORNEYS OR OTHER PROFESSIONALS TO DETERMINE WHETHER YOU HOLD A CLAIM AGAINST THE DEBTORS. YOU SHOULD NOT FILE A PROOF OF CLAIM IF YOU DO NOT HAVE A CLAIM AGAINST THE DEBTORS. QUESTIONS CONCERNING THIS NOTICE SHOULD BE DIRECTED TO: POORMAN-DOUGLAS CORPORATION, ATTN: UAL, P.O. BOX 4390, PORTLAND, OREGON 97208-4390, TELEPHONE: (503) 277-7999, FACSIMILE: (503) 350-5230.

Dated: March 11, 2003
Chicago, Illinois

UAL CORPORATION, et al.
Debtors and Debtors in Possession

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

In re:
UAL CORPORATION, et al.,¹
Debtors.

Chapter 11
Case No. 02-B-48191 (Jointly Administered)
Honorable Eugene R. Wedoff
Adv. Pr. No. 03 A 00061

**NOTICE OF (A) NOTIFICATION PROCEDURES APPLICABLE TO SUBSTANTIAL
HOLDERS OF CLAIMS AND EQUITY SECURITIES AND (B) NOTIFICATION AND
HEARING PROCEDURES FOR TRADING IN CLAIMS AND EQUITY SECURITIES**

TO ALL PERSONS OR ENTITIES WITH CLAIMS AGAINST OR EQUITY INTERESTS IN THE DEBTORS:

PLEASE TAKE NOTICE that on December 9, 2002 (the "Petition Date"), UAL Corporation, together with certain of its subsidiaries and affiliates (collectively, the "Debtors"), commenced cases under Chapter 11 of Title 11 of the United States Code as amended from time to time (the "Bankruptcy Code").

PLEASE TAKE FURTHER NOTICE that, with respect to holders of the Debtors' claims, on January 15, 2003 [Docket No. 6] and, with respect to holders of the Debtors' equity interests, on February 24, 2003 [Docket No. 103], the United States Bankruptcy Court for the Northern District of Illinois, Eastern Division (the "Court") entered orders (the "Orders") approving the procedures set forth in the Orders (the "Notice Procedures") to preserve the Debtors' net operating losses ("NOLs") in the Adversary Proceeding No. 03 A 00061.

Any sale or other transfer of equity securities in the Debtors in violation of the Notice Procedures shall be null and void *ab initio* and shall confer no rights on the transferee; any sale or other transfer of claims against the Debtors in violation of the Notice Procedures shall result in the required disgorgement of such claim by acquirer prior to the consummation of the reorganization of the Debtors.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Orders, the Notice Procedures shall apply to holding, acquiring and disposing, and any other transfers of CLAIMS AGAINST AND EQUITY SECURITIES IN AND OF THE DEBTORS:

PLEASE TAKE FURTHER NOTICE that any person or entity may obtain a copy of the Orders, the Notice Procedures and the forms of each of the required notices described therein by:

1. Contacting (a) the Official Copy Service at Merrill Corporation, 250 South Wacker Drive, 4th Floor, Chicago, Illinois 60606, Attn.: Patrick Finnerty, Telephone: (312) 454-8516, Facsimile: (312) 930-5986 or (b) the Official Claims Agent at Poorman-Douglas Corporation, Attn.: UAL, P.O. Box 4390, Portland, Oregon 97208-4390, telephone: (503) 277-7999; facsimile: (503) 350-5230; or

2. Retrieving the Orders, Notice Procedures, and forms at the following websites: (a) the official website of The United States Bankruptcy Court, Northern District of Illinois at either <http://www.ilnb.uscourts.gov> (homepage) or <http://www.ilnb.uscourts.gov/chapter11/0248191> (the Mega Case section) and (b) the Debtors' private website at <http://www.pd-ual.com>.

PLEASE TAKE FURTHER NOTICE that the requirements set forth in this Notice are in addition to the requirements of Rule 3001(e) of the Federal Rules of Bankruptcy Procedure and applicable securities, corporate and other laws, and do not excuse compliance therewith.

Dated: Chicago, Illinois
February 28, 2003

UAL CORPORATION, et al.
Debtors and Debtors in Possession

¹ 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, inc., 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.
Form G0831



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

PROOF OF CLAIM

NOTICE ONLY

Debtor Name:
UAL CORPORATION

Case Number:

NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.

- Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.
- Check box if you have never received any notices from the bankruptcy court in this case.
- Check box if this address differs from the address on the envelope sent to you by the court.

If you also receive a customized proof of claim form that identifies the scheduled amount and classification of your claim, please file your claim on that form. Disregard this additional claim form.

Name of Creditor and Address:

Creditor Telephone Number () - -

CREDITOR TAX I.D. #: -

ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR:

Check here replaces or amends a previously filed claim dated: - - (mm-dd-yy)

1. BASIS FOR CLAIM

- Goods sold
- Services performed
- Money loaned
- Personal injury/wrongful death
- Taxes
- Other (describe briefly)
- Retiree benefits as defined in 11 U.S.C. § 1114(a)
- Wages, salaries, and compensation (Fill out below)

Your social security number - - - - -
Unpaid compensation for services performed from - - - - - to - - - - - (mm-yy)

2. DATE DEBT WAS INCURRED:

- - - - - (mm-dd-yyyy)

3. IF COURT JUDGMENT, DATE OBTAINED:

- - - - - (mm-dd-yy)

4. TOTAL AMOUNT OF CLAIM AT TIME CASE FILED (in U.S. Dollars):

\$, , , .

If all or part of your claim is secured or entitled to priority, also complete Item 5 or 6 below.

Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.

5. SECURED CLAIM

Check this box if your claim is secured by collateral (including a right of setoff).

Brief description of collateral:

- Real Estate
- Motor Vehicle
- Other

Value of collateral (in U.S. Dollars):

\$, , , .

Amount of arrearage (in U.S. Dollars) and other charges at time case filed included in secured claim above, if any

\$, , , .

6. UNSECURED PRIORITY CLAIM

Check this box if you have an unsecured priority claim

Amount entitled to priority (in U.S. Dollars):
\$, , , .

Specify the priority of the claim:

- Wages, salaries, or commissions (up to \$4,650), earned within 90 days before filing of the bankruptcy petition or cessation of the Debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(3)
- Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(4)
- Up to \$2,100 of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(6)
- Alimony, maintenance or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7)
- Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8)
- Other - Specify applicable paragraph of 11 U.S.C. § 507(a)

* Amounts are subject to adjustment on 04/01/04 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

- 7. CREDITS:** The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim. In filing this claim claimant has deducted all amounts that claimant owes to the debtor.
- 8. SUPPORTING DOCUMENTS:** Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.
- 9. DATE-STAMPED COPY:** To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and an additional copy of this proof of claim.

THE ORIGINAL OF THIS COMPLETED PROOF OF CLAIM MUST BE SENT BY MAIL OR HAND DELIVERY AS FOLLOWS.

BY MAIL TO:
POORMAN-DOUGLAS CORPORATION
ATTN: UAL
P.O. BOX 4390
PORTLAND, OR 97208-4390

BY HAND OR OVERNIGHT DELIVERY TO:
POORMAN-DOUGLAS CORPORATION
ATTN: UAL
10300 SW ALLEN BLVD
BEAVERTON, OR 97005

THIS SPACE FOR COURT USE ONLY

DATE SIGNED:
- - - - - (mm-dd-yy)

SIGN and print the name and title, if any, of the creditor or other person authorized to file this claim (attach power of attorney, if any).

INSTRUCTIONS FOR FILING PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In particular types of cases or circumstances, such as bankruptcy cases that are not filed voluntarily by a debtor, there may be exceptions to the general rules.

DEFINITIONS

DEBTOR

The person, corporation, or other entity that has filed a bankruptcy case is called the debtor.

CREDITOR

A creditor is any person, corporation, or other entity to whom the debtor owed a debt on the date that the bankruptcy case was filed.

PROOF OF CLAIM

A form telling the bankruptcy court how much the debtor owed a creditor at the time the bankruptcy case was filed (the amount of the creditor's claim). This form must be filed with the Clerk of the Bankruptcy Court where the bankruptcy case was filed, or the court appointed claims agent, at the address listed on the reverse side of this page.

SECURED CLAIM

A claim is a secured claim to the extent that the creditor has a lien on the property of the debtor (collateral) that gives the creditor the right to be paid from that property before creditors who do not have liens on the property.

Examples of liens are a mortgage on real estate and a security interest in a car, truck, boat, television set, or other item of property. A lien may have been obtained through a court proceeding before a bankruptcy case began; in some states a court judgment is a lien. In addition, to the extent a creditor also owes money to the debtor (has a right of setoff), the creditor's claim may be a secured claim. (See also Unsecured Claim.)

UNSECURED CLAIM

If a claim is not a secured claim it is an unsecured claim. A claim may be partly secured and partly unsecured if the property on which a creditor has a lien is not worth enough to pay the creditor in full.

UNSECURED PRIORITY CLAIM

Certain types of unsecured claims are given priority, so they are to be paid in bankruptcy cases before most other unsecured claims (if there is sufficient money or property available to pay these claims). The most common types of priority claims are listed on the proof of claim form. Unsecured claims that are not specifically given priority status by the bankruptcy laws are classified as *Unsecured Nonpriority Claims*.

ITEMS TO BE COMPLETED IN PROOF OF CLAIM FORM (IF NOT ALREADY FILLED IN)

Court, Name of Debtor, and Case Number:

Fill in the name of the federal judicial district where the bankruptcy case was filed, the name of the debtor in the bankruptcy case, and the bankruptcy case number. If you received a notice of the case from the Claims Processing Agent, Poorman-Douglas Corporation, all of this information is near the top of the notice.

Information about Creditor:

Complete the section giving the name, address, and telephone number of the creditor to whom the debtor owes money or property, and the debtor's account number, if any. If anyone else has already filed a proof of claim, relating to this debt, if you never received notices from the Claims Processing Agent, Poorman-Douglas Corporation, about this case, if your address differs from that to which the Claims Processing Agent sent notice, or if this proof of claim replaces or changes a proof of claim that was already filed, check the appropriate box on the form.

1. Basis for Claim:

Check the type of debt for which the proof of claim is being filed. If the type of debt is not listed, check "Other" and briefly describe the type of debt. If you were an employee of the debtor, fill in your social security number and the dates of work for which you were not paid.

2. Date Debt Incurred:

Fill in the date when the debt first was owed by the debtor.

3. Court Judgments:

If you have a court judgment for this debt, state the date the court entered the judgment.

4. Total Amount of Claim at Time Case Filed:

Fill in the total amount of the entire claim. If interest or other charges in addition to the principal amount of the claim are included, check the appropriate place on the form and attach an itemization of the interest and charges.

5. Secured Claim:

Check the appropriate place if the claim is a secured claim. You must state the type and value of property that is collateral for the claim, attach copies of the documentation of your lien, and state the amount past due on the claim as of the date the bankruptcy case was filed. A claim may be partly secured and partly unsecured (See DEFINITIONS, above).

6. Unsecured Priority Claim:

Check the appropriate place if you have an unsecured priority claim, and state the amount entitled to priority. (See DEFINITIONS, above). A claim may be partly priority and partly nonpriority if, for example, the claim is for more than the amount given priority by the law. Check the appropriate place to specify the type of priority claim.

7. Credits:

By signing this proof of claim, you are stating under oath that in calculating the amount of your claim you have given the debtor credit for all payments received from the debtor.

8. Supporting Documents:

You must attach to this proof of claim form copies of documents that show the debtor owes the debt claimed or, if the documents are too lengthy, a summary of those documents. If documents are not available, you must attach an explanation of why they are not available.