

**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)**  
**Reorganized Debtors.** )  
) **Honorable Eugene R. Wedoff**  
)  
) **Hearing Date: May 19, 2006**  
) **Hearing Time: 9:30 a.m.**  
) **Response Deadline: May 10, 2006 at 4:30 p.m.**

**THE REORGANIZED DEBTORS' THIRTY-NINTH OMNIBUS OBJECTION TO  
CLAIMS (MULTIPLE DEBTOR DUPLICATE, REDUNDANT, REDUCE,  
NO LIABILITY, FULL WAIVER, SUPERSEDED, NO LIABILITY -  
ANGELA EVANS, RECLASSIFY)**

The above-captioned reorganized debtors (collectively, the “Reorganized Debtors”), hereby file their Thirty-Ninth Omnibus Objection to Claims (Multiple Debtor Duplicate, Redundant, Reduce, No Liability, Full Waiver, Superseded, No Liability - Angela Evans, Reclassify) (the “Thirty-Ninth Omnibus Objection”). In support of their Thirty-Ninth Omnibus Objection, the Reorganized Debtors respectfully represent as follows.

**JURISDICTION**

1. This Court has jurisdiction over this Objection under 28 U.S.C. § 1334. This matter is a core proceeding within the meaning of 28 U.S.C. §§ 157(b)(2)(A) and (O).

2. The statutory bases for relief requested herein are 11 U.S.C. §§ 102, 105(a) and 502(b) and Federal Rule of Bankruptcy Procedure 3007.

## **BACKGROUND**

### **A. Overview of Reorganized Debtors**

1. On December 9, 2002 (the “Petition Date”), the Debtors filed voluntary petitions for relief under Chapter 11 of the United States Bankruptcy Code and commenced the above-captioned Chapter 11 cases (the “Chapter 11 Cases”).

2. The Reorganized Debtors currently operate the world’s second largest airline and provide air transportation, cargo, and other transportation-related-services to millions of customers each year. The Reorganized Debtors consist of UAL Corporation (“UAL”), a Delaware corporation with its principal place of business in Elk Grove Village, Illinois, and twenty-seven wholly-owned, direct or indirect subsidiaries (collectively with UAL, “United”). UAL’s principal subsidiary, United Air Lines, Inc., operates United’s airline and related businesses, and UAL’s other Reorganized Debtor-subsidiaries hold assets or perform activities related to the airline.

3. On January 20, 2006, this Court entered an order confirming the Reorganized Debtors’ Second Amended Joint Plan of Reorganization Under Chapter 11 of the United States Bankruptcy Code (the “Plan”). Pursuant to the Plan, this Court retains jurisdiction with respect to the Reorganized Debtors’ claims objections. The Plan became effective on February 1, 2006.

### **B. Bar Date and Proofs of Claim**

3. On or about February 27, 2003, the Court entered an order pursuant to Sections 105(a), 501, 502 and 1111(a) of the Bankruptcy Code and Bankruptcy Rules 2002(a)(7), 3003(c)(3) and 5005(a), establishing a bar date for filing proofs of claim and proofs of interest and approving the form and manner of notice thereof (the “Bar Date Order”), which,

among other things, established May 12, 2003 (the “General Bar Date”) as the last date for all persons and entities (excluding governmental units) holding or wishing to assert “Claims” (as such term is defined in 11 U.S.C. § 101(5)) against a Debtor to file a proof of claim form (the “Proofs of Claim”) with respect to each such Claim. In accordance with 11 U.S.C. § 502(b)(9), the Bar Date Order also established June 9, 2003 (the “Governmental Claims Bar Date”) (collectively with the General Bar Date, the “Bar Dates”) as the last date for governmental units holding or wishing to assert Claims against the Reorganized Debtors to file Proofs of Claim.

4. At least sixty (60) days prior to the General Bar Date, the Reorganized Debtors’ notice and claims agent, Poorman-Douglas Corporation (“Poorman-Douglas”), provided notice of the Bar Dates by mailing a notice of the Bar Dates approved by the Court (the “Bar Date Notice”) and a proof of claim form upon the persons or entities listed in the Reorganized Debtors’ Schedule of Assets and Liabilities and Statements of Financial Affairs (the “Schedules and Statements”), which were filed with the Court on or about February 24, 2003 and upon those parties listed on the Reorganized Debtors’ Creditors’ Matrix.

5. In addition, the Reorganized Debtors published the Bar Date Notice in the USA Today, Wall Street Journal, the New York Times, the Chicago Tribune, the Australian, the London Times, the South China Morning Post, Asahi Shinbun, La Nacion, Folha de Sao Paulo (Retail Rate), the USA Today - Global Edition, and the International Herald Tribune, once at least sixty (60) days before the General Bar Date.

6. On May 23, 2003, this Court entered an order extending the deadline for Canadian creditors to file proofs of claim or interest until June 23, 2003 (the “Canadian Claims Bar Date”). Notice of the Canadian Claims Bar Date was published in the Globe and Mail (National Edition) on May 28, 2003.

7. To date, tens of thousands of Proofs of Claim have been filed against the Reorganized Debtors in the Chapter 11 Cases. The Reorganized Debtors are objecting to approximately 63 Claims in this Thirty-Ninth Omnibus Objection.

8. Prior to the commencement of the Chapter 11 Cases, the Reorganized Debtors maintained in the ordinary course of their business, books and records that reflected, among other things, the Reorganized Debtors' liabilities and the amounts thereof owed to their creditors (the "Books and Records"). The Reorganized Debtors have conducted a review of the Proofs of Claim and their Books and Records. For the reasons set forth in more detail below and based upon these reviews, the Reorganized Debtors have determined that certain of the Claims asserted against the Reorganized Debtors in the Proofs of Claim are objectionable, and therefore the Reorganized Debtors hereby object to the allowance of those Claims.

#### **THE OBJECTION AND REQUEST FOR RELIEF**

9. By this Thirty-Ninth Omnibus Objection, the Reorganized Debtors seek disallowance, reclassification, or reduction, as appropriate, of the Claims set forth in the exhibits attached hereto or discussed herein for the reasons described in such exhibits and described herein:

- a. The Claims set forth as "Multiple Debtor Duplicate" in **Exhibit A** attached hereto are Claims that duplicate other Claims filed against one or more other Reorganized Debtors in these Chapter 11 Cases and/or where the Reorganized Debtor against whom the duplicated claim was filed has no liability to the creditor filing the Claim on any basis (the "Multiple Debtor Duplicate Claims");
- b. The Claim set forth as "Redundant" in **Exhibit B** attached hereto is a Claim that is duplicative or otherwise redundant of other Claims (the "Redundant Claim");
- c. The Claims set forth as "Reduce" in **Exhibit C** attached hereto are Claims that are filed for amounts that differ from the amounts

reflected in the Reorganized Debtors' Books and Records (the "Reduce Claims");

- d. The Claim set forth as "No Liability" in **Exhibit D** attached hereto is a Claim that is not reflected in the Reorganized Debtors' books and records (the "No Liability Claim");
- e. The Claims set forth as "Full Waiver" in **Exhibit E** attached hereto are Claims held by parties that have executed agreements with the Reorganized Debtors to fully waive such claims (the "Full Waiver Claims");
- f. The Claims set forth as "Superseded" in **Exhibit F** attached hereto are Claims that have been amended by later-filed Claims (the "Superseded Claims");
- g. The Claim set forth as "No Liability - Angela Evans" in **Exhibit G** attached hereto includes assertions that are not reflected in the Reorganized Debtors' books and records or have otherwise been automatically withdrawn pursuant to the Plan (the "No Liability - Angela Evans Claim"); and
- h. The Claim set forth as "Reclassify" in **Exhibit H** attached hereto is a Claim that improperly asserts priority status because, by its own terms or on the basis of the Debtors' books and records, it represents a general unsecured claim (the "Reclassify Claim").

10. The Reorganized Debtors will serve the Core Group as defined in the Fourth Amended Case Management Procedures [Docket No. 15781] (the "Case Management Order") with a copy of the generic Notice, the Thirty-Ninth Omnibus Objection and Exhibits A through I attached hereto. Those parties whose Claims are being objected to pursuant to this Thirty-Ninth Omnibus Objection will only receive the Thirty-Ninth Omnibus Objection, and ***will not*** receive Exhibits A through I. Instead such claimants will receive a customized notice (the "Customized Notice") that will set forth their individual Claim that the Reorganized Debtors are objecting to and the basis for such objection.

### The Multiple Debtor Duplicate Claims

11. During the review process described above, the Reorganized Debtors determined that certain of the Proofs of Claim are in fact asserting Multiple Debtor Duplicate Claims for a single liability. In certain cases, creditors filed identical Proofs of Claim asserting the same Claim against one or more of the Reorganized Debtors in instances where such claimants are entitled to Claims against, at most, one of the Reorganized Debtors.

12. The Reorganized Debtors object to the Multiple Debtor Duplicate Claims listed on **Exhibit A** attached hereto pursuant to Section 502(b)(1) of the Bankruptcy Code because these Claims duplicate other Claims filed in these Chapter 11 Cases. The Multiple Debtor Duplicate Claims set out in **Exhibit A** should be disallowed and expunged. Moreover, the Reorganized Debtor listed on the Claims that the Reorganized Debtors seek to disallow has no liability to the creditor filing the Claims on any basis (including any substantive basis). For this additional reason, the Multiple Debtor Duplicate Claims listed on **Exhibit A** should be disallowed and expunged in their entirety.

13. The Reorganized Debtors propose that the surviving Claim (the “Surviving Claim”) noted on **Exhibit A** replace the Multiple Debtor Duplicate Claim noted on **Exhibit A**. The Surviving Claims will not be affected by this objection to the Multiple Debtor Duplicate Claims unless the Surviving Claim has also been objected to on other grounds, in which case the claimant will be served with a separate notice of objection to the Surviving Claim. Therefore, the Multiple Debtor Duplicate Claims set forth in **Exhibit A** should be disallowed and expunged for all purposes. The Reorganized Debtors reserve all of their rights to further object to the Surviving Claims listed on **Exhibit A** on any other grounds at any time.

### **The Redundant Claim**

14. The Reorganized Debtors object to the Redundant Claim listed on **Exhibit B** pursuant to section 502(b)(1) of the Bankruptcy Code. With respect to such Redundant Claim, other Proofs of Claim were filed asserting the same liability as that asserted by the Redundant Claim. Because the Claims asserted by the Surviving Claims listed on **Exhibit B** will survive this Thirty-Ninth Omnibus Objection and/or because the Redundant Claim is not supported by the Reorganized Debtors' Books and Records (and the Reorganized Debtors do not believe they are liable on such claim), the Redundant Claim on **Exhibit B** should be disallowed and expunged for all purposes. The Reorganized Debtors reserve all of their rights to further object to the Surviving Claims listed on **Exhibit B** on any other grounds at any time.

### **The Reduce Claims**

15. The Reorganized Debtors object to the Reduce Claims listed on **Exhibit C** pursuant to Sections 502(b)(1) and 507 of the Bankruptcy Code because such Claims are filed for amounts that are inconsistent with the amounts reflected on the Reorganized Debtors' Books and Records. In evaluating the Reduce Claims, the Reorganized Debtors have thoroughly reviewed their Books and Records, the Proofs of Claim, as well as any supporting documentation provided by the claimant, and have determined that the amounts of the Claims are overstated. Accordingly, the Reorganized Debtors object to the Reduce Claims and request that the Reduce Claims be reduced to the amounts set forth in **Exhibit C**.

### **The No Liability Claim**

16. As noted above, the Reorganized Debtors have conducted a review of their Books and Records. Based upon this review, the Reorganized Debtors have determined that certain Claims asserted against the Reorganized Debtors in the Proofs of Claim are objectionable

because they are not supported by the Reorganized Debtors' Books and Records (in some instances because the obligations upon which such Claims are based have been satisfied), and the creditors have not supplied documentation that would support a Reorganized Debtor's liability to such creditors. The Reorganized Debtors therefore object to the No Liability Claim listed on **Exhibit D** pursuant to section 502(b)(1) of the Bankruptcy Code because the No Liability Claim is not enforceable against the Reorganized Debtors or their property under any agreement or applicable law. As such, the No Liability Claim should be disallowed and expunged for all purposes.

#### **The Full Waiver Claims**

17. The Reorganized Debtors object to the Full Waiver Claims listed on **Exhibit E** attached hereto pursuant to section 502(b)(1) of the Bankruptcy Code because the holders of such claims have executed agreements with the Reorganized Debtors waiving their rights to assert such claims. In cases where the waiver relates to only one of several agreements covered by a single Proof of Claim, such claim should be reduced to the amount set forth on **Exhibit E**. In cases where the waiver relates to all agreements covered by a Proof of Claims, such claims should be expunged and disallowed for all purposes as set forth in **Exhibit E**.

#### **The Superseded Claims**

18. The Reorganized Debtors object to the Superseded Claims listed on **Exhibit F** attached hereto pursuant to Section 502(b)(1) of the Bankruptcy Code because the Superseded Claims are Claims that have been amended by a later-filed Claim (the "Surviving Claim"). As such, the Superseded Claims are duplicate claims. The Reorganized Debtors propose that the Surviving Claim noted on **Exhibit F** replace the "Claim to Be Expunged" noted on **Exhibit F**. The Surviving Claim will not be affected by this objection to the duplicate Claim



unless the claimant has also been objected to on other grounds, in which case the claimant will be served with a separate notice of objection to the Surviving Claim. The Reorganized Debtors propose to treat all supporting documentation filed along with and/or in support of the expunged Claim as if it was filed in support of the surviving Claim. Therefore, the Superseded Claims set forth in **Exhibit F** should be disallowed and expunged for all purposes.

### **The No Liability - Angela Evans Claim**

19. The Angela Evans Claim consists of assertions for Workers Compensation, Retiree Medical, and Qualified Pension, asserted by Angela Evans, a former United flight attendant (the “Workers Compensation, Retiree Medical, and Qualified Pension Assertions”). The Workers Compensation and Retiree Medical Assertions have already been deemed automatically withdrawn pursuant to Articles VI.S and U of the Plan, respectively: and therefore no objection to those Assertions is even required as a technical matter. Notwithstanding the deemed withdrawal of all workers compensation claims, Article VI.S of the Plan also provides that the Reorganized Debtors will continue to honor their workers’ compensation obligations under applicable workers’ compensation laws in states in which the Reorganized Debtors operate.

4. The Angela Evans Claim also includes a Qualified Pension Assertion. The Reorganized Debtors object to the Qualified Pension Assertion pursuant to Section 502(b)(1) of the Bankruptcy Code on two grounds. First, Ms. Evan’s pension plan, the United Airlines Flight Attendant Defined Benefit Pension Plan (the “Pension Plan”) has terminated pursuant to ERISA, and ERISA bars Pension Plan participants from recovering their terminated Plan benefits directly from the Reorganized Debtors in any event. Upon termination, the Pension Benefit Guaranty Corporation (the “PBGC”) **asserted a claim on behalf of Pension Plan**

**participants** and assumed all liability under the Pension Plan for the payment of benefits to Pension Plan participants as required by ERISA. See In re Adams Hard Facing Co., 129 B.R. 662, 663 (W.D. Okla. 1991); see also 29 U.S.C. §1362(b) (requiring the PBGC to pay all guaranteed and non-guaranteed unfunded pension benefits).

5. Second, the Qualified Pension Assertion is not a claim enforceable against the Reorganized Debtors or property of the Reorganized Debtors for the purposes of Section 502(b)(1) in any event because the Pension Plan is a separate legal entity distinct from the Reorganized Debtors' bankruptcy estates. Accordingly, the Pension Plan — not the Reorganized Debtors — was obligated to pay benefits to Pension Plan participants, so any claims arising from the Pension Plan are claims against the Pension Plan as opposed to claims against the Reorganized Debtors. The language of the Pension Plan is plain that none of the Reorganized Debtors ever had any liability to the Pension Plan participants on account of the Pension Plan and never had access or rights to any of the Pension Plan assets. As a result, no Pension Plan participant can properly maintain a claim against the Reorganized Debtors on account of the Pension Plan in the first instance: and here, the Pension Plan has terminated in any event.

20. For the foregoing reasons, the Reorganized Debtors object to the No Liability - Angela Evans Claim listed on **Exhibit G** pursuant to section 502(b)(1) of the Bankruptcy Code because the No Liability - Angela Evans Claim is not enforceable against the Reorganized Debtors or their property under any agreement or applicable law. As such, the No Liability - Angela Evans Claim should be disallowed and expunged for all purposes.

#### **The Reclassify Claim**

21. The Reorganized Debtors object to the Reclassify Claim listed on **Exhibit H** pursuant to section 507(a) of the Bankruptcy Code because it is not entitled to priority status

under any subsection of section 507. The Reclassify Claim fails to provide a sufficient legal basis for priority status, does not provide any support for its assertion of priority, and/or is not supported by the Debtors' Books and Records. Therefore, the Reclassify Claim should be reclassified as a general unsecured claim.

### **SEPARATE CONTESTED MATTERS**

22. To the extent that a response is filed regarding any Claim listed in the Thirty-Ninth Omnibus Objection and the Reorganized Debtors are unable to resolve the response, the Reorganized Debtors respectfully request that each such Claim and the objection by the Reorganized Debtors to each such Claim asserted in the Thirty-Ninth Omnibus Objection shall constitute a separate contested matter as contemplated by Rule 9014 of the Federal Rules of Bankruptcy Procedure. The Reorganized Debtors further request that any order entered by the Court regarding an objection asserted in the Thirty-Ninth Omnibus Objection shall be deemed a separate order with respect to each Claim.

### **RESPONSES TO OBJECTIONS**

23. Any party wishing to oppose the relief requested in the Thirty-Ninth Omnibus Objection must file a written response with the Clerk of the Bankruptcy Court at 219 South Dearborn Street, Room 710, Chicago, Illinois, 60604, and serve a copy of the response upon (a) counsel for the Reorganized Debtors, Kirkland & Ellis, 200 East Randolph Drive, Suite 6500, Chicago, Illinois 60601 (Attn: Erik Chalut and Holden Bixler) and (b) the Office of the United States Trustee, 227 West Monroe, Suite 3350, Chicago, Illinois 60606 (Attn: Kathryn M. Gleason) *so as to be received* on or before May 10, 2006, at 4:30 p.m. prevailing Central time. Only those responses timely filed with the Court and received by the above in accordance with the notice served contemporaneously herewith (the "Notice") will be considered by the Court. If

a claimant does not want the Court to reduce, modify, or eliminate a Claim, the claimant must comply with the instructions in the Notice.

24. Any response filed with the Court should contain at a minimum the following:

- a. A caption setting forth the name of the Court, the name of the Reorganized Debtor, the case number and the title of the Thirty-Ninth Omnibus Objection;
- b. The name of the claimant and a description of the basis for the amount of the Claim;
- c. The listed basis for the objection that was made against the claimant's Claim;
- d. The specific factual basis and supporting legal argument upon which the claimant will rely in opposing the Thirty-Ninth Omnibus Objection;
- e. Any supporting documentation, to the extent it was not included with the Proof of Claim previously submitted to the Reorganized Debtors' notice and claims agent, Poorman-Douglas, upon which the claimant will rely to support the basis for and amounts asserted in the Proof of Claim;
- f. The address to which the Reorganized Debtors must serve any reply to the response; and
- g. The name, address, and telephone number of the person (the claimant or the claimant's legal representative) possessing ultimate authority to reconcile, settle, or otherwise resolve the Thirty-Ninth Omnibus Objection on behalf of the claimant.

25. If a response is properly and timely filed in accordance with the above procedures, and the Reorganized Debtors are unable to reach a consensual resolution with the claimant, the Reorganized Debtors may request the Court to conduct a hearing with respect to the objection and the response.

26. If a claimant whose Claim is subject to the Thirty-Ninth Omnibus Objection and who is served with the Thirty-Ninth Omnibus Objection fails to file and serve a

timely response in compliance with the foregoing procedures, the relief requested in the Thirty-Ninth Omnibus Objection may be granted without further notice to the claimant.

27. If a response contains an address for the claimant different from that stated on the Proof of Claim, the address listed in the Proof of Claim shall constitute the service address for future service of papers upon the claimant until the Reorganized Debtors receive written notice from the claimant or the claimant's counsel of a changed service address.

### **REPLIES TO RESPONSES**

28. The Reorganized Debtors seek leave to, at their option, file and serve a reply to a claimant's response so that it is received by the claimant (or the claimant's counsel, if represented) no later than 2:00 p.m. prevailing central time two days prior to any hearing on the objection.

### **RESERVATION OF RIGHTS**

29. The Reorganized Debtors hereby reserve the right to object in the future to any of the Claims listed in this Thirty-Ninth Omnibus Objection or on the Exhibits attached hereto on any ground, and to amend, modify and/or supplement this Thirty-Ninth Omnibus Objection, including, without limitation, to object to amended Claims and newly-filed Claims. Separate notice and hearing will be scheduled for any such objection.

### **NOTICE**

30. The Reorganized Debtors will file and serve copies of this Thirty-Ninth Omnibus Objection as described in Paragraph 10 above. In addition, any party may obtain a copy of the Thirty-Ninth Omnibus Objection with all Exhibits by requesting the same from Poorman-Douglas at (877) 752-5527, at the web site of the United States Bankruptcy Court, Northern District of Illinois at <http://www.ilnb.uscourts.gov> (home page) or

www.ilnb.uscourts.gov/chapter11/0248191.htm (the Mega Case section) or by logging onto the Reorganized Debtors' private website at <http://www.pd-ual.com>.

31. The Reorganized Debtors' notice and claims agent, Poorman-Douglas, has served a copy of the Thirty-Ninth Omnibus Objection and Customized Notices that summarize claim-specific detail exactly as reflected in Exhibits A through H, as the case may be, upon those claimants that have filed Claims that are affected by the Thirty-Ninth Omnibus Objection, in lieu of serving all Exhibits on each such affected claimant. A sample Customized Notice is attached hereto as **Exhibit I**.

32. The Reorganized Debtors submit that notice of this Thirty-Ninth Omnibus Objection is sufficient under Federal Rule of Bankruptcy Procedure 3007 and that no further notice is necessary.

WHEREFORE, the Reorganized Debtors respectfully request that the Court enter an order disallowing and expunging and/or reclassifying each of the Claims more fully described in this Thirty-Ninth Omnibus Objection and/or listed on the exhibits attached hereto.

Dated: Chicago, Illinois  
April 19, 2006

**UAL CORPORATION, et al.**

/s/ James J. Mazza  
James H.M. Sprayregen, P.C. (ARDC No. 6190206)  
Marc Kieselstein, P.C. (ARDC No. 6199255)  
David R. Seligman (ARDC No. 6238064)  
James J. Mazza, Jr. (ARDC No. 6275474)  
KIRKLAND & ELLIS LLP  
200 East Randolph Drive  
Chicago, Illinois 60601  
(312) 861-2000 (telephone)  
(312) 861-2200 (facsimile)

Counsel for the Reorganized Debtors

## Exhibit A

### Multiple Debtor Duplicate

Creditor Number	Name/Address of Claimant	Claims to be Expunged				Surviving Claims			
		Claim Number	Date Filed	Case Number	Total Amount Claimed	Claim Number	Date Filed	Case Number	Total Amount Claimed
463156	COPE, JENNIFER L C/O PRINCE ALTEE THOMAS ESQ FOX ROTHSCHILD LLP 2000 MARKET ST 10TH FL PHILADELPHIA, PA 19103-3291	44936	1/25/06	02-48204	Unspecified*	44937	1/25/06	02-48210	Unspecified*
463156	COPE, JENNIFER L C/O PRINCE ALTEE THOMAS ESQ FOX ROTHSCHILD LLP 2000 MARKET ST 10TH FL PHILADELPHIA, PA 19103-3291	44938	1/25/06	02-48205	Unspecified*	44937	1/25/06	02-48210	Unspecified*
463156	COPE, JENNIFER L C/O PRINCE ALTEE THOMAS ESQ FOX ROTHSCHILD LLP 2000 MARKET ST 10TH FL PHILADELPHIA, PA 19103-3291	44939	1/25/06	02-48191	Unspecified*	44937	1/25/06	02-48210	Unspecified*
<b>Totals:</b>		<b>3 Claims</b>							

(S) - Secured  
(A) - Administrative  
(P) - Priority  
(U) - Unsecured  
(T) - Total Claimed

\* The term "unspecified" refers to claims for dollar amounts listed as "unknown", "\$0.00", "unascertainable", "undetermined", or where no dollar amounts were entered in the spaces provided on the proof of claim form.

## Exhibit B

### Redundant

#### Claims to be Expunged

Creditor Number	Name/Address of Claimant	Claim Number	Date Filed	Case Number	Total Amount Claimed	Objection Comment
108413	PHT INC HONOLULU DBA POLYNESIAN HOSPITALITY 330 PACIFIC ST HONOLULU, HI 96817-5037	44883	12/19/05	02-48191	- (S) - (A) - (P) \$8,541.18 (U) \$8,541.18 (T)	Survived by the following claims: 44364 and 44365.
<b>Totals:</b>		<b>1 Claims</b>		<b>\$8,541.18</b>		

(S) - Secured  
(A) - Administrative  
(P) - Priority  
(U) - Unsecured  
(T) - Total Claimed

\* The term "unspecified" refers to claims for dollar amounts listed as "unknown", "\$0.00", "unascertainable", "undetermined", or where no dollar amounts were entered in the spaces provided on the proof of claim form



## Exhibit C

### Reduce

Creditor Number	Name/Address of Claimant	Claim Number	Date Filed	Case Number	Amount Claimed	Reduced Amounts
463171	VIGNETTE CORPORATION HUGHES & LUCE LLP ATTN: G JAMES LANDON/SETH E MEISEL 111 CONGRESS AVE STE 900 AUSTIN, TX 78701	44964	2/22/06	02-48191	- (S) - (A) - (P) \$635,998.00 (U) \$635,998.00 (T)	- (S) - (A) - (P) \$632,756.08 (U) \$632,756.08 (T)
111087	W E E ENTERPRISES 84245 N ENTERPRISE RD PLEASANT HILL, OR 97455	44897	1/5/06	02-48191	- (S) - (A) - (P) \$22,607.37 (U) \$22,607.37 (T)	- (S) - (A) - (P) \$299.00 (U) \$299.00 (T)
<b>Totals:</b>		<b>2 Claims</b>			- (S) - (A) - (P) \$658,605.37 (U) \$658,605.37 (T)	- (S) - (A) - (P) \$633,055.08 (U) \$633,055.08 (T)

## Exhibit D

### No Liability

#### Claims to be Expunged

Creditor Number	Name/Address of Claimant	Claim Number	Date Filed	Case Number	Total Amount Claimed
463234	COOK, COUNTY OF DEPT OF REVENUE 118 N CLARK ST RM 1160 CHICAGO, IL 60602	45054	3/10/06	02-48191	- (S) - (A) \$501.01 (P) - (U) \$501.01 (T)
<b>Totals:</b>		<b>1 Claims</b>		<b>\$501.01</b>	

(S) - Secured  
(A) - Administrative  
(P) - Priority  
(U) - Unsecured  
(T) - Total Claimed

\* The term "unspecified" refers to claims for dollar amounts listed as "unknown", "\$0.00", "unascertainable", "undetermined", or where no dollar amounts were entered in the spaces provided on the proof of claim form.

**Exhibit E**  
**Full Waivers**

**Claims to be Reduced**

Creditor Number	Name/Address of Claimant	Claim Number	Date Filed	Case Number	Total Amount Claimed	Total Amount Remaining
426501	HAMILTON SUNSTRAND 1 HAMILTON RD WINDSOR LOCKS, CT 06096	14583	4/23/03	02-48210	(S) (A) (P) \$2,734,533.67 (U) \$2,734,533.67 (T)	(S) (A) (P) \$1,975,467.07 (U) \$1,975,467.07 (T)
435513	WYNDHAM INTERNATIONAL INC 1950 STEMMONS FREEWAY STE 6001 DALLAS, TX 75207	39189	5/12/03	02-48210	(S) (A) (P) \$392,748.98 (U) \$392,748.98 (T)	(S) (A) (P) \$157,527.32 (U) \$157,527.32 (T)
<b>Totals:</b>		<b>2 Claims</b>			(S) (A) (P) \$3,127,282.65 (U) \$3,127,282.65 (T)	(S) (A) (P) \$2,132,994.39 (U) \$2,132,994.39 (T)

**Claims to be Expunged**

Creditor Number	Name/Address of Claimant	Claim Number	Date Filed	Case Number	Total Amount Claimed
114345	AIR CARGO-BUFFALO 572 C/O CIMINELLI DEVELOPMENT INC 350 ESSJAY RD STE 101 WILLIAMSVILLE, NY 14221-8200	25248	5/2/03	02-48210	(S) (A) (P) \$59,965.30 (U) \$59,965.30 (T)
111892	AIRLINE COACH SERVICE INC PO BOX 250628 SAN FRANCISCO, CA 94125-0628	235	1/14/03	02-48210	(S) (A) (P) \$288,598.16 (U) \$288,598.16 (T)

Claims to be Expunged

Creditor Number	Name/Address of Claimant	Claim Number	Date Filed	Case Number	Total Amount Claimed
364225	ALAMO PO BOX 22233 TULSA, OK 74121-2233	11519	4/18/03	02-48210	(S) (A) (P) \$52,334.00 (U) \$52,334.00 (T)
434389	AWS NATIONAL ACCOUNTS LLC ATTN: SAMANTHA MALLOY 11760 N US HWY ONE WEST TOWER FLR 3 NORTH PALM BEACH, FL 33409	36683	5/9/03	02-48210	(S) (A) (P) \$88,772.47 (U) \$88,772.47 (T)
372850	CIRCUS CIRCUS CASINOS INC DBA CIRCUS CIRCUS HOTEL AND CASINO - RENO 500 N SIERRA ST RENO, NV 89503-4717	442	2/24/03	02-48210	(S) (A) (P) \$62,683.63 (U) \$62,683.63 (T)
428294	DHL AIRWAYS 515 W GREENS RD HOUSTON, TX 77067	19919	4/17/03	02-48210	(S) (A) (P) \$55,412.22 (U) \$55,412.22 (T)
434255	DOUBLETREE DENVER CO BURCH PORTER & JOHNSON PLLC ATTN: DAVID J HARRIS 130 N COURT AVE MEMPHIS, TN 38103	36382	5/9/03	02-48210	(S) (A) (P) \$208,611.01 (U) \$208,611.01 (T)
434258	DOUBLETREE OMAHA NE BURCH PORTER & JOHNSON PLLC ATTN: DAVID J HARRIS 130 N COURT AVE MEMPHIS, TN 38103	36385	5/9/03	02-48210	(S) (A) (P) \$99,237.67 (U) \$99,237.67 (T)
434859	DREAMWORKS DISTRIBUTION LLC ATTN: ANDREW CHANG 1000 FLOWER ST GLENDALE, CA 91201	38068	5/12/03	02-48210	(S) (A) (P) \$149,670.00 (U) \$149,670.00 (T)
54074	EDT LEARNING INC 2999 N 44TH ST STE 650 PHOENIX, AZ 85018-7273	73	1/20/03	02-48210	(S) (A) (P) \$92,899.55 (U) \$92,899.55 (T)
378494	ENSR CORPORATION 2 TECHNOLOGY PARK DR WESTFORD, MA 01886-3140	1723	3/21/03	02-48210	(S) (A) (P) \$173,627.52 (U) \$173,627.52 (T)

**Claims to be Expunged**

Creditor Number	Name/Address of Claimant	Claim Number	Date Filed	Case Number	Total Amount Claimed
53530	GOLDEN TOUCH TRANSPORTATION OF NY INC PO BOX 32784 HARTFORD, CT 06150-2784	2305	3/24/03	02-48210	(S) (A) (P) \$147,805.80 (U) \$147,805.80 (T)
434270	HILTON CHICAGO O HARE AIRPORT IL BURCH PORTER & JOHNSON PLLC ATTN: DAVID J HARRIS 130 N COURT AVE MEMPHIS, TN 38103	36397	5/9/03	02-48210	(S) (A) (P) \$288,850.67 (U) \$288,850.67 (T)
434272	HILTON NEW ORLEANS AIRPORT LA BURCH PORTER & JOHNSON PLLC ATTN: DAVID J HARRIS 130 N COURT AVE MEMPHIS, TN 38103	36399	5/9/03	02-48210	(S) (A) (P) \$154,997.89 (U) \$154,997.89 (T)
434273	HILTON WASHINGTON BURCH PORTER & JOHNSON PLLC ATTN: DAVID J HARRIS 130 N COURT AVE MEMPHIS, TN 38103	36400	5/9/03	02-48210	(S) (A) (P) \$110,264.44 (U) \$110,264.44 (T)
434857	HITACHI DATA SYSTEMS CORPORATION ATTN: ROBERT L EISENBACH III ONE MARITIME PLAZA 20TH FLR SAN FRANCISCO, CA 94111-3580	43385	12/12/03	02-48210	(S) (A) (P) \$161,316.42 (U) \$161,316.42 (T)
434579	HOLIDAY INN SAN FRANCISCO-FINANCIAL DISTRICT ATTN: MICHAEL K DESMOND/FIGLIULO & SILVERMAN 10 S LASALLE ST STE 3600 CHICAGO, IL 60603	38460	5/12/03	02-48210	(S) (A) (P) \$131,898.00 (U) \$131,898.00 (T)
125861	HYATT REGENCY DENVER ATTN: HOTEL CONTROLLER DEPARTMENT 588 DENVER, CO 80291-0001	36183	5/9/03	02-48210	(S) (A) (P) \$245,677.48 (U) \$245,677.48 (T)
54173	INDUSTRIAL TELEVISION SERVICES INC ATTN: MSSRS REYNOLDS/TRIPHAHN 3515 MARTENS ST FRANKLIN PARK, IL 60131	20428	4/29/03	02-48210	(S) (A) (P) \$67,577.01 (U) \$67,577.01 (T)
54173	INDUSTRIAL TELEVISION SERVICES INC ATTN: MSSRS REYNOLDS/TRIPHAHN 3515 MARTENS ST FRANKLIN PARK, IL 60131	20429	4/29/03	02-48210	(S) (A) (P) \$2,115.90 (U) \$2,115.90 (T)

Claims to be Expunged

Creditor Number	Name/Address of Claimant	Claim Number	Date Filed	Case Number	Total Amount Claimed
123357	INTERMEC TECHNOLOGIES CORP 9290 LE SAINT DR FAIRFIELD, OH 45014-5454	42353	6/6/03	02-48210	(S) (A) (P) \$58,361.73 (U) \$58,361.73 (T)
431782	INTERSTATE HOTELS & RESORTS INC AS MANAGER FOR CROWNE PLAZA HOTEL SAN JOSE CA ECKERT SEAMANS CHERIN & MELLOTT LLC ATTN: KAREN LEE TURNER ESQ 1515 MARKET ST 9TH FLR PHILADELPHIA, PA 19102	30423	5/5/03	02-48210	(S) (A) (P) \$114,394.50 (U) \$114,394.50 (T)
431787	INTERSTATE HOTELS & RESORTS INC AS MANAGER FOR HILTON MINNEAPOLIS-ST PAUL AIRPORT ECKERT SEAMANS CHERIN & MELLOTT LLC ATTN: KAREN LEE TURNER ESQ 1515 MARKET ST 9TH FLR PHILADELPHIA, PA 19102	30429	5/5/03	02-48210	(S) (A) (P) \$73,003.63 (U) \$73,003.63 (T)
463126	LONGACRE MASTER FUND LTD TRANSFEROR: MARRIOTT INTERNATIONAL INC C/O MARRIOTT DES MOINES DOWNTOWN ATTN: VLADIMIR JELISAVCIC 810 SEVENTH AVE 22ND FL NEW YORK, NY 10019	40319	5/12/03	02-48210	(S) (A) (P) \$36,005.00 (U) \$36,005.00 (T)
463144	LONGACRE MASTER FUND LTD TRANSFEROR: MARRIOTT INTERNATIONAL INC C/O RENAISSANCE ST LOUIS HOTEL AIRPORT ATTN: VLADIMIR JELISAVCIC 810 SEVENTH AVE 22ND FL NEW YORK, NY 10019	40338	5/12/03	02-48210	(S) (A) (P) \$25,537.27 (U) \$25,537.27 (T)
126105	MAUI COAST HOTEL 2259 S KIHEI RD KIHEI, HI 96753-8623	213	2/11/03	02-48210	(S) (A) (P) \$242,452.00 (U) \$242,452.00 (T)
16067	MCI WORLDCOM NETWORK SERVICES INC MCI WORLDCOM COMMUNICATIONS INC ATTN: DON BALLENTINE 500 TECHNOLOGY DR C2298 ST CHARLES, MO 63304-2225	4718	4/2/03	02-48210	(S) (A) (P) \$1,047,865.85 (U) \$1,047,865.85 (T)
6417	MERCER HUMAN RESOURCE CONSULTING ATTN: CATHY STEVENS PO BOX 730182 DALLAS, TX 75373-0182	42607	6/9/03	02-48210	(S) (A) (P) \$62,107.00 (U) \$62,107.00 (T)

Claims to be Expunged

Creditor Number	Name/Address of Claimant	Claim Number	Date Filed	Case Number	Total Amount Claimed
431082	MOTOROLA INC CUSTOMER CARE AND SOLUTIONS DIVISION 1307 E ALGONQUIN RD SCHAUMBURG, IL 60196	31299	5/6/03	02-48210	(S) (A) (P) \$759,475.94 (U) \$759,475.94 (T)
55843	NATIONWIDE HOSPITALITY DEPT 20-1047 PO BOX 5940 CAROL STREAM, IL 60197-5940	22287	4/30/03	02-48210	(S) (A) (P) \$157,581.30 (U) \$157,581.30 (T)
123529	NEXTEL COMMUNICATIONS INC & AFFILIATES 10002 PARK MEADOWS DR LONE TREE, CO 80124	11691	4/18/03	02-48210	(S) (A) (P) \$65,846.39 (U) \$65,846.39 (T)
128019	ORLANDO AIRPORT MARRIOTT 7499 AUGUSTA NATIONAL DR ORLANDO, FL 32822-5015	7398	4/8/03	02-48210	(S) (A) (P) \$55,788.24 (U) \$55,788.24 (T)
108242	PARAMOUNT PICTURES POST THEATRICAL DIVISION PO BOX 100595 PASADENA, CA 91189-0001	34131	5/8/03	02-48210	(S) (A) (P) \$490,290.00 (U) \$490,290.00 (T)
435510	PEPSICO INC BLANK ROME LLP ATTN: MICHAEL Z BROWNSTEIN ESQ 405 LEXINGTON AVE NEW YORK, NY 10174	39182	5/12/03	02-48210	(S) (A) (P) \$278,490.89 (U) \$278,490.89 (T)
427476	PROPRIO LIMITED PARTNERSHIP T/A SAVOY SUITES HOTEL C/O GREAT ADDRESSES MANAGER 1731 NEW HAMPSHIRE AVE NW WASHINGTON, DC 20009	19524	4/29/03	02-48210	(S) (A) (P) \$340,011.36 (U) \$340,011.36 (T)
126263	RADISSON PLAZA HOTEL SAN JOSE AIRPORT 1471 N 4TH ST SAN JOSE, CA 95112-4716	3994	3/31/03	02-48210	(S) (A) (P) \$76,425.00 (U) \$76,425.00 (T)
14574	SOUTH SAN FRANCISCO SCAVENGER PO BOX 348 SOUTH SAN FRANCISCO, CA 94083-0348	8879	4/11/03	02-48210	(S) (A) (P) \$69,340.13 (U) \$69,340.13 (T)

Claims to be Expunged

Creditor Number	Name/Address of Claimant	Claim Number	Date Filed	Case Number	Total Amount Claimed
138083	SWISSPORT FUELING INC 45025 AVIATION DR STE 350 DULLES, VA 20166-7514	22602	5/1/03	02-48210	(S) (A) (P) \$68,912.58 (U) \$68,912.58 (T)
407792	SWISSPORT USA INC LEGAL DEPARTMENT 45025 AVIATION DR STE 350 DULLES, VA 20166-7514	22598	5/1/03	02-48210	(S) (A) (P) \$34,912.46 (U) \$34,912.46 (T)
110216	TERRY STEINER INTL INC 130 W 57TH ST STE 108 NEW YORK, NY 10019-3303	43050	8/19/03	02-48210	(S) (A) (P) \$277,065.00 (U) \$277,065.00 (T)
408674	TGS AVIATION SERVICES INC PO BOX 11223 LAS VEGAS, NV 89111-1223	39859	5/12/03	02-48210	(S) (A) (P) \$61,623.30 (U) \$61,623.30 (T)
16173	TIMCO-GREENSBORO 623 RADAR RD GREENSBORO, NC 27410	20617	4/30/03	02-48210	(S) (A) (P) \$1,283,776.98 (U) \$1,283,776.98 (T)
418080	TOWERS PERRIN FORSTER & CROSBY ATTN: SYLVANUS LAMB ONE STAMFORD PLAZA 263 TRESSER BLVD STAMFORD, CT 06901-3226	578	3/10/03	02-48210	(S) (A) (P) \$164,152.00 (U) \$164,152.00 (T)
17025	TWENTIETH CENTURY FOX 10201 W PICO BLVD #86108 LOS ANGELES, CA 90064-2606	41755	5/21/03	02-48210	(S) (A) (P) \$437,534.61 (U) \$437,534.61 (T)
426065	WARNER BROS DISTRIBUTING INC C/O SHELLY ROTHSCHILD WEINSTEIN EISEN WEISS & ROTHSCHILD LLP 1925 CENTURY PARK EAST STE 1150 LOS ANGELES, CA 90067-2712	8874	4/11/03	02-48210	(S) (A) (P) \$262,480.00 (U) \$262,480.00 (T)
118612	WHITE KNIGHT INDUSTRIAL INC ATTN CYNDI SCHMIDT PO BOX 3000 ARDEN, NC 28704	16242	4/28/03	02-48210	(S) (A) (P) \$110,866.05 (U) \$110,866.05 (T)



**Claims to be Expunged**

Creditor Number	Name/Address of Claimant	Claim Number	Date Filed	Case Number	Total Amount Claimed
111335	WORLD SERVICE COMPANY PO BOX 62225 HOUSTON, TX 77205-2225	7230	4/7/03	02-48210	(S) (A) (P) \$186,233.30 (U) \$186,233.30 (T)
111340	WORLD WAY CORP PO BOX 266001 HOUSTON, TX 77207-6001	44896	1/5/06	02-48210	(S) (A) (P) \$19,555.00 (U) \$19,555.00 (T)
<b>Totals:</b>					<b>48 Claims</b> (S) (A) (P) <b>\$9,502,402.65 (U)</b> <b>\$9,502,402.65 (T)</b>

(S) - Secured  
 (A) - Administrative  
 (P) - Priority  
 (U) - Unsecured  
 (T) - Total Claimed

\* The term "unspecified" refers to claims for dollar amounts listed as "unknown", "\$0.00", "undetermined", "unascertainable", "undetermined", or where no dollar amounts were entered in the spaces provided on the proof of claim form.

## Exhibit F

### Superseded

Creditor Number	Name/Address of Claimant	Claims to be Expunged				Surviving Claims			
		Claim Number	Date Filed	Case Number	Total Amount Claimed	Claim Number	Date Filed	Case Number	Total Amount Claimed
436216	AMERICA ONLINE INC LATHAM & WATKINS LLP ATTN: MARK A BROUDE ESQ 885 THIRD AVE NEW YORK, NY 10022	43158	9/10/03	02-48210	- (S) - (A) \$57,822.58 (P) - (U) \$57,822.58 (T)	44974	2/27/06	02-48191	- (S) \$55,750.00 (A) - (P) - (U) \$55,750.00 (T)
85556	GRAMM, KEVIN V 1311 OAKMEADOW CT WHEELING, IL 60090-6939	312	1/3/03	02-48210	- (S) - (A) - (P) \$600,000.00 (U) \$600,000.00 (T)	45056	4/7/06	02-48210	- (S) - (A) - (P) \$600,000.00 (U) \$600,000.00 (T)
433654	MASSACHUSETTS PORT AUTHORITY, THE ECKERT SEAMANS CHERIN & MELLOTT LLC ATTN: KAREN LEE TURNER ESQ 4 EAST 8TH ST STE 200 WILMINGTON, DE 19801	44599	6/27/05	02-48210	\$1,190,928.36 (S) - (A) - (P) - (U) \$1,190,928.36 (T)	45060	4/14/06	02-48210	- (S) - (A) - (P) \$1,870,502.78 (U) \$1,870,502.78 (T)
136503	VIGNETTE CORP ATTN: LISA MADDY CORPORATE PARALEGAL 1301 S MOPAC EXPRESSWAY STE 100 AUSTIN, TX 78746	39269	5/12/03	02-48192	- (S) - (A) - (P) \$615,198.08 (U) \$615,198.08 (T)	44964	2/22/06	02-48191	- (S) - (A) - (P) \$635,998.00 (U) \$635,998.00 (T)
426821	WINSOR, JUDITH K 1375 REBECCA DR #416 HOFFMAN ESTATES, IL 60194	15691	4/24/03	02-48210	Unspecified*	45059	4/14/06	02-48210	Unspecified*
<b>Totals:</b>		<b>5 Claims</b>			<b>\$2,463,949.02</b>		<b>\$3,162,250.78</b>		

(S) - Secured  
(A) - Administrative  
(P) - Priority  
(U) - Unsecured  
(T) - Total Claimed

\* The term "unspecified" refers to claims for dollar amounts listed as "unknown", "\$0.00", "unascertainable", "undetermined", or where no dollar amounts were entered in the spaces provided on the proof of claim form.

# Exhibit G

## No Liability - Angela Evans

### Claim to be Expunged

Creditor Number	Name/Address of Claimant	Claim Number	Date Filed	Case Number	Total Amount Claimed
437794	EVANS, ANGELA D C/O LESLIE M BAKER ESQ LAW OFFICES OF DAVID A TILEM 206 N JACKSON ST STE 201 GLENDALE, CA 91206-4330	43619	5/12/04	02-48210	(S) (A) (P) \$10,000,000.00 (U) \$10,000,000.00 (T)
<b>Totals:</b>					
					(S) (A) (P) \$10,000,000.00 (U) \$10,000,000.00 (T)

\* The term "unspecified" refers to claims for dollar amounts listed as "unknown", "\$0.00", "unascertainable", "undetermined", or where no dollar amounts were entered in the spaces provided on the proof of claim form.

## Exhibit H

### Reclassify

Creditor Number	Name/Address of Claimant	Claim Number	Date Filed	Case Number	Claimed Amounts	Reclassify As General Unsecured
452858	INGUI, BELLA 104 SUNWAY DR NEWARK, DE 19711	44702	10/3/05	02-48191	- (S) - (A) \$5,345.20 (P) - (U) \$5,345.20 (T)	\$5,345.20
<b>Totals:</b>		<b>1 Claims</b>			<b>\$5,345.20</b>	<b>\$5,345.20</b>

(S) - Secured  
(A) - Administrative  
(P) - Priority  
(U) - Unsecured  
(T) - Total Claimed

## **EXHIBIT I**

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

<p><b>In re:</b></p> <p><b>UAL CORPORATION, et al.,</b></p> <p><b>Reorganized Debtors.</b></p> <p>02-48191 - 378494 - Omni39 - 1</p> <p>ENSR CORPORATION 2 TECHNOLOGY PARK DR WESTFORD, MA 01886-3140</p>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p><b>Chapter 11</b></p> <p><b>Case No. 02 B 48191</b></p> <p><b>(Jointly Administered)</b></p> <p><b>Honorable Eugene R. Wedoff</b></p> <p><b>Hearing Date: May 19, 2006</b></p> <p><b>Hearing Time: 9:30 a.m.</b></p> <p><b>Response Deadline: May 10, 2006 at 4:30 p.m.</b></p> <p>Basis For Objection: FULL WAIVER</p>
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	Case	Claim Number	Claim Date		Claim Total
<b>Expunged Claim</b>	02-48210	1723	3/21/03		\$173,627.52

**NOTICE OF HEARING ON THE REORGANIZED DEBTORS' THIRTY-NINTH  
OMNIBUS OBJECTION TO CLAIMS (MULTIPLE DEBTOR DUPLICATE,  
REDUNDANT, REDUCE, NO LIABILITY, FULL WAIVER, SUPERSEDED, NO  
LIABILITY - ANGELA EVANS, RECLASSIFY)**

PLEASE TAKE NOTICE that on April 19, 2006, the above-captioned debtors and debtors in possession (collectively, the "Reorganized Debtors") filed their Thirty-Ninth Omnibus Objection to Claims (Multiple Debtor Duplicate, Redundant, Reduce, No Liability, Full Waiver, Superseded, No Liability - Angela Evans, Reclassify) (the "Thirty-Ninth Omnibus Objection") with the United States Bankruptcy Court for the Northern District of Illinois, Eastern Division (the "Bankruptcy Court").

PLEASE TAKE FURTHER NOTICE that the Core Group as defined in the Bankruptcy Court's Order Approving the Fourth Amended Case Management Procedures [Docket No. 15781] (the "Case Management Order") will receive a copy of this Notice, the Thirty-Ninth Omnibus Objection and Exhibits A through I to the Thirty-Ninth Omnibus Objection. Those parties whose claims are being objected to pursuant to this Thirty-Ninth Omnibus Objection will only receive the Thirty-Ninth Omnibus Objection, and *will not* receive Exhibits A through I; instead such claimants will receive this Notice customized to set forth their individual claim to which the Reorganized Debtors are objecting and the basis for such objection (the "Customized Notice"). In other words, the specific claim or claims to which the Reorganized Debtors are objecting will be indicated at the top of the Customized Notice just below the caption.

PLEASE TAKE FURTHER NOTICE THAT:

1. A hearing on the Thirty-Ninth Omnibus Objection will be held before the Honorable Eugene R. Wedoff, United States Bankruptcy Court, 219 South Dearborn Street, Chicago, Illinois, on **May 19, 2006 at 9:30 a.m.** (the "Omnibus Hearing").
2. The Reorganized Debtors have filed an objection to all claims listed in Exhibits A through H to the Thirty-Ninth Omnibus Objection. If your claim is specifically listed at the top of this Notice, then your claim is one of the claims to which the Reorganized Debtors are objecting. All such claims listed may be reduced, modified, or eliminated as set forth above. You should read this Notice and the accompanying papers carefully and discuss them with your attorney, if you have one.
3. If you receive this Notice, and there is no claim specifically listed above, then this Notice is not a Customized Notice and is being served upon you for your information only. While those entities who do not receive a Customized Notice may still have the right to file a response to this Thirty-Ninth Omnibus Objection (as set forth below), those entities' claims (if any) are not subject to this Thirty-Ninth Omnibus Objection.

4. Any entity wishing to oppose the relief requested in the Thirty-Ninth Omnibus Objection must file a **written response with the Clerk of the Bankruptcy Court at 219 South Dearborn Street, Room 710, Chicago, Illinois, 60604, and serve a copy of the response upon (a) counsel for the Reorganized Debtors, Kirkland & Ellis LLP, 200 East Randolph Drive, Suite 6500, Chicago, Illinois 60601 (Attn: Erik Chalut and Holden Bixler); and (b) the Office of the United States Trustee, 227 West Monroe, Suite 3350, Chicago, Illinois 60606 (Attn: Kathryn M. Gleason) so as to be received on or before May 10, 2006, at 4:30 p.m. prevailing Central time.** Only those responses timely filed with the Court and received by the above in accordance with this Notice will be considered by the Court. If you do not want the Court to reduce, modify, or eliminate your claim, you must comply with the instructions in this Notice.

5. Any response filed with the Court should contain at a minimum the following:

- (a) A caption setting forth the name of the Court, the name of the Reorganized Debtor, the case number and the title of the Objection to which the response is directed;
- (b) The name of the claimant and a description of the basis for the amount of the claim;
- (c) The listed basis for the objection that was made against the claimant's claim;
- (d) The specific factual basis and supporting legal argument upon which the claimant will rely in opposing the Thirty-Ninth Omnibus Objection;
- (e) Any supporting documentation, to the extent it was not included with the proof of claim previously submitted to the Reorganized Debtors' notice and claims agent, Poorman-Douglas, upon which the claimant will rely to support the basis for and amounts asserted in the proof of claim;
- (f) The address to which the Reorganized Debtors must serve any reply to the response; and
- (g) The name, address, and telephone number of the person (you or your legal representative) possessing ultimate authority to reconcile, settle, or otherwise resolve the Objection on behalf of the claimant.

6. If a claimant subject to the Thirty-Ninth Omnibus Objection files a proper and timely response in accordance with the above procedures, the Reorganized Debtors will endeavor to reach a consensual resolution with such claimant. If no consensual resolution is reached, the Reorganized Debtors may request the Court to conduct a hearing with respect to the objection and such claimant's response, and such claimant should be prepared to argue such claimant's response at the Omnibus Hearing.

7. A claimant need not appear at the Omnibus Hearing if such claimant does not object to the relief requested. If such claimant does not timely file and serve a response to the Thirty-Ninth Omnibus Objection, however, the relief requested in the Thirty-Ninth Omnibus Objection may be granted without further notice to such claimant. In addition, such claimant's failure to timely file a response to the Thirty-Ninth Omnibus Objection shall be deemed (a) a waiver of such claimant's right to respond to the Thirty-Ninth Omnibus Objection and (b) a consent to the relief requested in the Thirty-Ninth Omnibus Objection respecting such claimant's claim.

8. The Reorganized Debtors reserve the right to seek an adjournment of the Omnibus Hearing with respect to one or more of the objections contained in the Thirty-Ninth Omnibus Objection as stated in open court.

9. The Reorganized Debtors have sought leave to file and serve a reply to a claimant's response so that it is received by the claimant (or the claimant's counsel, if represented) no later than forty-eight hours before the Omnibus Hearing.

10. The Reorganized Debtors reserve the right to object in the future to any of the claims set forth in the Thirty-Ninth Omnibus Objection or the Exhibits attached thereto on any grounds. Separate notice and hearing will be scheduled for any such objection. If you have any questions regarding your claim(s) you should contact Poorman-Douglas at (877) 752-5527.

11. In addition, any party may obtain a copy of the Thirty-Ninth Omnibus Objection with all Exhibits by requesting the same from Poorman-Douglas at (877) 752-5527, at the web site of the United States Bankruptcy Court, Northern District of Illinois at either <http://www.ilnb.uscourts.gov> (home page) or [www.ilnb.uscourts.gov/chapter11/0248191.htm](http://www.ilnb.uscourts.gov/chapter11/0248191.htm) (the Mega Case Section) or by logging onto the Reorganized Debtors' private website at <http://www.pd-ual.com>.

Dated: Chicago, Illinois  
April 19, 2006

**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>Reorganized Debtors.</b>	)	<b>Honorable Eugene R. Wedoff</b>
	)	

**ORDER GRANTING THE RELIEF SOUGHT IN THE REORGANIZED DEBTORS’  
THIRTY-NINTH OMNIBUS OBJECTION TO CLAIMS (MULTIPLE DEBTOR  
DUPLICATE, REDUNDANT, REDUCE, NO LIABILITY, FULL WAIVER,  
SUPERSEDED, NO LIABILITY - ANGELA EVANS, RECLASSIFY)**

Upon the above-captioned reorganized debtors (collectively, the “Reorganized Debtors”) Thirty-Ninth Omnibus Objection<sup>1</sup> seeking entry of an order expunging, reducing or reclassifying Claims in **Exhibits A** through **H** (collectively, the “Exhibits”) attached to the Thirty-Ninth Omnibus Objection and to this Order; and no previous application for such relief having been made; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Plan; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. §§ 157 and 1334; and upon consideration of the Reorganized Debtors’ Thirty-Ninth Omnibus Objection and no responses thereto having been filed or the Court having sustained the Reorganized Debtors’ Thirty-Ninth Omnibus Objection; and due and proper notice of the Reorganized Debtors’ Thirty-Ninth Omnibus Objection 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**:

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<sup>1</sup> All capitalized terms not defined herein shall have the meaning ascribed to them in the Thirty-Ninth Omnibus Objection.



1. Each of the Multiple Debtor Duplicate Claims listed on **Exhibit A** to this Order is expunged for all purposes.

2. Each of the Redundant Claims listed on **Exhibit B** to this Order is expunged for all purposes.

3. Each of the Reduce Claims listed on **Exhibit C** to this Order is reduced to the amount set forth on **Exhibit C** to this Order.

4. Each of the No Liability Claims listed on **Exhibit D** to this Order is expunged for all purposes.

5. Each of the Full Waiver Claims listed on **Exhibit E** to this Order is reduced to the amount set forth on **Exhibit E** to this order or expunged for all purposes, as indicated on **Exhibit E** to this order..

6. Each of the Superseded Claims listed on **Exhibit F** to this Order is expunged. All exhibits, attachments, and supporting documentation filed with the Superseded Claims shall be incorporated by reference into the corresponding Surviving Claim listed on **Exhibit F**, and treated as if such documentation was filed in support of the Surviving Claim.

7. The No Liability - Angela Evans Claim set forth on **Exhibit G** to this Order is expunged for all purposes.

8. Each of the Reclassify Claims listed in **Exhibit H** to this Order is reclassified to a general, unsecured claim.

9. Poorman-Douglas, as the Reorganized Debtors' notice and claims agent, is hereby authorized and directed to update the Reorganized Debtors' Claims register to reflect the expungement or reclassification of Claims directed by this Order.

10. The Reorganized Debtors reserve their rights to object to any Claim listed on the Exhibits to this Order for any reason.

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

12. 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.

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

Chicago, Illinois  
Dated: \_\_\_\_\_, 2006

\_\_\_\_\_  
Eugene R. Wedoff  
United States Bankruptcy Judge

**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)**  
)  
**Reorganized Debtors.** ) **Honorable Eugene R. Wedoff**  
)  
) **Hearing Date: May 19, 2006**  
) **Hearing Time: 9:30 a.m.**  
) **Response Deadline: May 10, 2006 at 4:30 p.m.**

**NOTICE OF HEARING ON THE REORGANIZED DEBTORS' THIRTY-NINTH  
OMNIBUS OBJECTION TO CLAIMS (MULTIPLE DEBTOR DUPLICATE,  
REDUNDANT, REDUCE, NO LIABILITY, FULL WAIVER, SUPERSEDED, NO  
LIABILITY - ANGELA EVANS, RECLASSIFY)**

PLEASE TAKE NOTICE that on April 19, 2006, the above-captioned debtors and debtors in possession (collectively, the "Reorganized Debtors") filed their Thirty-Ninth Omnibus Objection to Claims (Multiple Debtor Duplicate, Redundant, Reduce, No Liability, Full Waiver, Superseded, No Liability - Angela Evans, Reclassify) (the "Thirty-Ninth Omnibus Objection") with the United States Bankruptcy Court for the Northern District of Illinois, Eastern Division (the "Bankruptcy Court").

PLEASE TAKE FURTHER NOTICE that the Core Group as defined in the Bankruptcy Court's Order Approving the Fourth Amended Case Management Procedures [Docket No. 15781] (the "Case Management Order") will receive a copy of this Notice, the Thirty-Ninth Omnibus Objection and Exhibits A through I to the Thirty-Ninth Omnibus Objection. Those parties whose claims are being objected to pursuant to this Thirty-Ninth Omnibus Objection will only receive the Thirty-Ninth Omnibus Objection, and will not receive Exhibits A through I; instead such claimants will receive this Notice customized to set forth their

individual claim to which the Reorganized Debtors are objecting and the basis for such objection (the “Customized Notice”). In other words, the specific claim or claims to which the Reorganized Debtors are objecting will be indicated at the top of the Customized Notice just below the caption.

PLEASE TAKE FURTHER NOTICE THAT:

1. A hearing on the Thirty-Ninth Omnibus Objection will be held before the Honorable Eugene R. Wedoff, United States Bankruptcy Court, 219 South Dearborn Street, Chicago, Illinois, on **May 19, 2006 at 9:30 a.m.** (the “Omnibus Hearing”).

2. The Reorganized Debtors have filed an objection to all claims listed in Exhibits A through H to the Thirty-Ninth Omnibus Objection. If your claim is specifically listed at the top of this Notice, then your claim is one of the claims to which the Reorganized Debtors are objecting. All such claims listed may be reduced, modified, or eliminated as set forth above. You should read this Notice and the accompanying papers carefully and discuss them with your attorney, if you have one.

3. If you receive this Notice, and there is no claim specifically listed above, then this Notice is not a Customized Notice and is being served upon you for your information only. While those entities who do not receive a Customized Notice may still have the right to file a response to this Thirty-Ninth Omnibus Objection (as set forth below), those entities’ claims (if any) are not subject to this Thirty-Ninth Omnibus Objection.

4. Any entity wishing to oppose the relief requested in the Thirty-Ninth Omnibus Objection must file a **written response with the Clerk of the Bankruptcy Court at 219 South Dearborn Street, Room 710, Chicago, Illinois, 60604, and serve a copy of the response upon (a) counsel for the Reorganized Debtors, Kirkland & Ellis LLP, 200 East Randolph Drive, Suite 6500, Chicago, Illinois 60601 (Attn: Erik Chalut and Holden Bixler); and (b) the Office of the United States Trustee, 227 West Monroe, Suite 3350, Chicago, Illinois 60606 (Attn: Kathryn M. Gleason) so as to be received on or before May 10, 2006, at 4:30 p.m. prevailing Central time.** Only those responses timely filed with the Court and received by the above in accordance with this Notice will be considered by the Court. If you do not want the Court to reduce, modify, or eliminate your claim, you must comply with the instructions in this Notice.

5. Any response filed with the Court should contain at a minimum the following:

- (a) A caption setting forth the name of the Court, the name of the Reorganized Debtor, the case number and the title of the Objection to which the response is directed;

- (b) The name of the claimant and a description of the basis for the amount of the claim;
- (c) The listed basis for the objection that was made against the claimant's claim;
- (d) The specific factual basis and supporting legal argument upon which the claimant will rely in opposing the Thirty-Ninth Omnibus Objection;
- (e) Any supporting documentation, to the extent it was not included with the proof of claim previously submitted to the Reorganized Debtors' notice and claims agent, Poorman-Douglas, upon which the claimant will rely to support the basis for and amounts asserted in the proof of claim;
- (f) The address to which the Reorganized Debtors must serve any reply to the response; and
- (g) The name, address, and telephone number of the person (you or your legal representative) possessing ultimate authority to reconcile, settle, or otherwise resolve the Objection on behalf of the claimant.

6. If a claimant subject to the Thirty-Ninth Omnibus Objection files a proper and timely response in accordance with the above procedures, the Reorganized Debtors will endeavor to reach a consensual resolution with such claimant. If no consensual resolution is reached, the Reorganized Debtors may request the Court to conduct a hearing with respect to the objection and such claimant's response, and such claimant should be prepared to argue such claimant's response at the Omnibus Hearing.

7. A claimant need not appear at the Omnibus Hearing if such claimant does not object to the relief requested. If such claimant does not timely file and serve a response to the Thirty-Ninth Omnibus Objection, however, the relief requested in the Thirty-Ninth Omnibus Objection may be granted without further notice to such claimant. In addition, such claimant's failure to timely file a response to the Thirty-Ninth Omnibus Objection shall be deemed (a) a waiver of such claimant's right to respond to the Thirty-Ninth Omnibus Objection and (b) a consent to the relief requested in the Thirty-Ninth Omnibus Objection respecting such claimant's claim.

8. The Reorganized Debtors reserve the right to seek an adjournment of the Omnibus Hearing with respect to one or more of the objections contained in the Thirty-Ninth Omnibus Objection as stated in open court.

9. The Reorganized Debtors have sought leave to file and serve a reply to a claimant's response so that it is received by the claimant (or the claimant's counsel, if represented) no later than forty-eight hours before the Omnibus Hearing.

10. The Reorganized Debtors reserve the right to object in the future to any of the claims set forth in the Thirty-Ninth Omnibus Objection or the Exhibits attached thereto on any grounds. Separate notice and hearing will be scheduled for any such objection. If you have any questions regarding your claim(s) you should contact Poorman-Douglas at (877) 752-5527.

11. In addition, any party may obtain a copy of the Thirty-Ninth Omnibus Objection with all Exhibits by requesting the same from Poorman-Douglas at (877) 752-5527, at the web site of the United States Bankruptcy Court, Northern District of Illinois at either <http://www.ilnb.uscourts.gov> (home page) or [www.ilnb.uscourts.gov/chapter11/0248191.htm](http://www.ilnb.uscourts.gov/chapter11/0248191.htm) (the Mega Case Section) or by logging onto the Reorganized Debtors' private website at <http://www.pd-ual.com>.

Dated: Chicago, Illinois  
April 19, 2006

**UAL CORPORATION, et al.**

/s/ James J. Mazza  
James H.M. Sprayregen, P.C. (ARDC No. 6190206)  
Marc Kieselstein, P.C. (ARDC No. 6199255)  
David R. Seligman (ARDC No. 6238064)  
James J. Mazza, Jr. (ARDC No. 6275474)  
KIRKLAND & ELLIS LLP  
200 East Randolph Drive  
Chicago, Illinois 60601  
(312) 861-2000 (telephone)  
(312) 861-2200 (facsimile)

Counsel for the Reorganized Debtors

**CERTIFICATE OF SERVICE**

I, James J. Mazza, an attorney, certify that on the 19th day of April, 2006, I caused to be served, by e-mail (to Core Group parties who have provided an e-mail address), facsimile (to Core Group parties who have not provided an e-mail address but have provided a facsimile number), by overnight delivery (to all other parties in the Core Group who have not provided an e-mail address or a facsimile number), and by U.S. first class mail on the attached affected parties service list, a true and correct copy of the **Thirty-Ninth Omnibus Objection to Claims (Multiple Debtor Duplicate, Redundant, Reduce, No Liability, Full Waiver, Superseded, No Liability - Angela Evans, Reclassify)**.

Dated: April 19, 2006

/s/James J. Mazza

\_\_\_\_\_

James J. Mazza

Debtor : 02-B-48191 UAL CORPORATION, et al  
Notices mailed by April 19, 2006 and sent to the following:

**NOTICE OF HEARING ON THE REORGANIZED DEBTORS' THIRTY-NINTH OMNIBUS  
OBJECTION TO CLAIMS (MULTIPLE DEBTOR DUPLICATE, REDUNDANT, REDUCE, NO  
LIABILITY, FULL WAIVER, SUPERSEDED, NO LIABILITY - ANGELA EVANS,  
RECLASSIFY)**

Page 1 of 4

AIR CARGO-BUFFALO  
572  
C/O CIMINELLI DEVELOPMENT INC  
350 ESSJAY RD STE 101  
WILLIAMSVILLE, NY 14221-8200

AIRLINE COACH SERVICE INC  
PO BOX 250628  
SAN FRANCISCO, CA 94125-0628

ALAMO  
PO BOX 22233  
TULSA, OK 74121-2233

AMERICA ONLINE INC  
LATHAM & WATKINS LLP  
ATTN: MARK A BROUDE ESQ  
885 THIRD AVE  
NEW YORK, NY 10022

AWS NATIONAL ACCOUNTS LLC  
ATTN: SAMANTHA MALLOY  
11760 N US HWY ONE  
WEST TOWER FLR 3  
NORTH PALM BEACH, FL 33409

CIRCUS CIRCUS CASINOS INC  
DBA CIRCUS CIRCUS HOTEL AND CASINO -  
RENO  
500 N SIERRA ST  
RENO, NV 89503-4717

COOK, COUNTY OF  
DEPT OF REVENUE  
118 N CLARK ST RM 1160  
CHICAGO, IL 60602

COPE, JENNIFER L  
C/O PRINCE ALTEE THOMAS ESQ  
FOX ROTHSCHILD LLP  
2000 MARKET ST 10TH FL  
PHILADELPHIA, PA 19103-3291

DHL AIRWAYS  
515 W GREENS RD  
HOUSTON, TX 77067

DOUBLETREE DENVER CO  
BURCH PORTER & JOHNSON PLLC  
ATTN: DAVID J HARRIS  
130 N COURT AVE  
MEMPHIS, TN 38103

DOUBLETREE OMAHA NE  
BURCH PORTER & JOHNSON PLLC  
ATTN: DAVID J HARRIS  
130 N COURT AVE  
MEMPHIS, TN 38103

DREAMWORKS DISTRIBUTION LLC  
ATTN: ANDREW CHANG  
1000 FLOWER ST  
GLENDALE, CA 91201

EDT LEARNING INC  
2999 N 44TH ST  
STE 650  
PHOENIX, AZ 85018-7273

ENSR CORPORATION  
2 TECHNOLOGY PARK DR  
WESTFORD, MA 01886-3140

EVANS, ANGELA D  
C/O LESLIE M BAKER ESQ  
LAW OFFICES OF DAVID A TILEM  
206 N JACKSON ST STE 201  
GLENDALE, CA 91206-4330

EVANS, ANGELA D  
C/O LESLIE M BAKER ESQ  
LAW OFFICES OF DAVID A TILEM  
500 N BRAND  
GLENDALE, CA 91206-4330

GOLDEN TOUCH TRANSPORTATION OF NY  
INC  
PO BOX 32784  
HARTFORD, CT 06150-2784

GRAMM, KEVIN V  
1311 OAKMEADOW CT  
WHEELING, IL 60090-6939

HAMILTON SUNSTRAND  
1 HAMILTON RD  
WINDSOR LOCKS, CT 6096

HILTON CHICAGO O HARE AIRPORT IL  
BURCH PORTER & JOHNSON PLLC  
ATTN: DAVID J HARRIS  
130 N COURT AVE  
MEMPHIS, TN 38103

HILTON NEW ORLEANS AIRPORT LA  
BURCH PORTER & JOHNSON PLLC  
ATTN: DAVID J HARRIS  
130 N COURT AVE  
MEMPHIS, TN 38103



Debtor : 02-B-48191 UAL CORPORATION, et al  
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LIABILITY, FULL WAIVER, SUPERSEDED, NO LIABILITY - ANGELA EVANS,  
RECLASSIFY)**

Page 2 of 4

HILTON WASHINGTON  
BURCH PORTER & JOHNSON PLLC  
ATTN: DAVID J HARRIS  
130 N COURT AVE  
MEMPHIS, TN 38103

HITACHI DATA SYSTEMS CORPORATION  
ATTN: ROBERT L EISENBACH III  
ONE MARITIME PLAZA 20TH FLR  
SAN FRANCISCO, CA 94111-3580

HOLIDAY INN SAN FRANCISCO-FINANCIAL  
DISTRICT  
ATTN: MICHAEL K DESMOND/FIGLIULO &  
SILVERMAN  
10 S LASALLE ST STE 3600  
CHICAGO, IL 60603

HYATT REGENCY DENVER  
ATTN: HOTEL CONTROLLER  
DEPARTMENT 588  
DENVER, CO 80291-0001

INDUSTRIAL TELEVISION SERVICES INC  
ATTN: MSSRS REYNOLDS/TRIPHAHN  
3515 MARTENS ST  
FRANKLIN PARK, IL 60131

INGUI, BELLA  
104 SUNWAY DR  
NEWARK, DE 19711

INTERMEC TECHNOLOGIES CORP  
9290 LE SAINT DR  
FAIRFIELD, OH 45014-5454

INTERSTATE HOTELS & RESORTS INC AS  
MANAGER  
FOR CROWNE PLAZA HOTEL SAN JOSE CA  
ECKERT SEAMANS CHERIN & MELLOTT LLC  
ATTN: KAREN LEE TURNER ESQ  
1515 MARKET ST 9TH FLR  
PHILADELPHIA, PA 19102

INTERSTATE HOTELS & RESORTS INC AS  
MANAGER  
FOR HILTON MINNEAPOLIS-ST PAUL AIRPORT  
ECKERT SEAMANS CHERIN & MELLOTT LLC  
ATTN: KAREN LEE TURNER ESQ  
1515 MARKET ST 9TH FLR  
PHILADELPHIA, PA 19102

LONGACRE MASTER FUND LTD  
TRANSFEROR: MARRIOTT INTERNATIONAL  
INC  
C/O MARRIOTT DES MOINES DOWNTOWN  
ATTN: VLADIMIR JELISAVCIC  
810 SEVENTH AVE 22ND FL  
NEW YORK, NY 10019

LONGACRE MASTER FUND LTD  
TRANSFEROR: MARRIOTT INTERNATIONAL  
INC  
C/O RENAISSANCE ST LOUIS HOTEL AIRPORT  
ATTN: VLADIMIR JELISAVCIC  
810 SEVENTH AVE 22ND FL  
NEW YORK, NY 10019

MASSACHUSETTS PORT AUTHORITY, THE  
ECKERT SEAMANS CHERIN & MELLOTT LLC  
ATTN: KAREN LEE TURNER ESQ  
4 EAST 8TH ST STE 200  
WILMINGTON, DE 19801

MAUI COAST HOTEL  
2259 S KIHEI RD  
KIHEI, HI 96753-8623

MCI WORLDCOM NETWORK SERVICES INC  
MCI WORLDCOM COMMUNICATIONS INC  
ATTN: DON BALLENTINE  
500 TECHNOLOGY DR C2298  
ST CHARLES, MO 63304-2225

MERCER HUMAN RESOURCE CONSULTING  
ATTN: CATHY STEVENS  
PO BOX 730182  
DALLAS, TX 75373-0182

MOTOROLA INC  
CUSTOMER CARE AND SOLUTIONS DIVISION  
1307 E ALGONQUIN RD  
SCHAUMBURG, IL 60196

NATIONWIDE HOSPITALITY  
DEPT 20-1047  
PO BOX 5940  
CAROL STREAM, IL 60197-5940

NEXTEL COMMUNICATIONS INC  
& AFFILIATES  
10002 PARK MEADOWS DR  
LONE TREE, CO 80124

Debtor : 02-B-48191 UAL CORPORATION, et al  
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RECLASSIFY)**

Page 3 of 4

ORLANDO AIRPORT MARRIOTT  
7499 AUGUSTA NATIONAL DR  
ORLANDO, FL 32822-5015

PARAMOUNT PICTURES  
POST THEATRICAL DIVISION  
PO BOX 100595  
PASADENA, CA 91189-0001

PEPSICO INC  
BLANK ROME LLP  
ATTN: MICHAEL Z BROWNSTEIN ESQ  
405 LEXINGTON AVE  
NEW YORK, NY 10174

PHT INC HONOLULU  
DBA POLYNESIAN HOSPITALITY  
330 PACIFIC ST  
HONOLULU, HI 96817-5037

PROPRIO LIMITED PARTNERSHIP  
T/A SAVOY SUITES HOTEL  
C/O GREAT ADDRESSES MANAGER  
1731 NEW HAMPSHIRE AVE NW  
WASHINGTON, DC 20009

RADISSON  
PLAZA HOTEL SAN JOSE AIRPORT  
1471 N 4TH ST  
SAN JOSE, CA 95112-4716

SOUTH SAN FRANCISCO SCAVENGER  
PO BOX 348  
SOUTH SAN FRANCISCO, CA 94083-0348

SWISSPORT FUELING INC  
45025 AVIATION DR STE 350  
DULLES, VA 20166-7514

SWISSPORT USA INC  
LEGAL DEPARTMENT  
45025 AVIATION DR STE 350  
DULLES, VA 20166-7514

TERRY STEINER INTL INC  
130 W 57TH ST STE 108  
NEW YORK, NY 10019-3303

TGS AVIATION SERVICES INC  
PO BOX 11223  
LAS VEGAS, NV 89111-1223

TIMCO-GREENSBORO  
623 RADAR RD  
GREENSBORO, NC 27410

TOWERS PERRIN FORSTER & CROSBY  
ATTN: SYLVANUS LAMB  
ONE STAMFORD PLAZA  
263 TRESSER BLVD  
STAMFORD, CT 06901-3226

TWENTIETH CENTURY FOX  
10201 W PICO BLVD #86108  
LOS ANGELES, CA 90064-2606

VIGNETTE CORP  
ATTN: LISA MADDRY CORPORATE  
PARALEGAL  
1301 S MOPAC EXPRESSWAY STE 100  
AUSTIN, TX 78746

VIGNETTE CORPORATION  
HUGHES & LUCE LLP  
ATTN: G JAMES LANDON/SETH E MEISEL  
111 CONGRESS AVE STE 900  
AUSTIN, TX 78701

W E E ENTERPRISES  
84245 N ENTERPRISE RD  
PLEASANT HILL, OR 97455

WARNER BROS DISTRIBUTING INC  
C/O SHELLY ROTHSCHILD  
WEINSTEIN EISEN WEISS & ROTHSCHILD LLP  
1925 CENTURY PARK EAST STE 1150  
LOS ANGELES, CA 90067-2712

WHITE KNIGHT INDUSTRIAL INC  
ATTN CYNDI SCHMIDT  
PO BOX 3000  
ARDEN, NC 28704

WINSOR, JUDITH K  
1375 REBECCA DR #416  
HOFFMAN ESTATES, IL 60194

WORLD SERVICE COMPANY  
PO BOX 62225  
HOUSTON, TX 77205-2225

Debtor : 02-B-48191 UAL CORPORATION, et al  
Notices mailed by April 19, 2006 and sent to the following:

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LIABILITY, FULL WAIVER, SUPERSEDED, NO LIABILITY - ANGELA EVANS,  
RECLASSIFY)**

Page 4 of 4

WORLD WAY CORP  
PO BOX 266001  
HOUSTON, TX 77207-6001

WYNDHAM INTERNATIONAL INC  
1950 STEMMONS FREEWAY STE 6001  
DALLAS, TX 75207

Total Parties: 62

## CORE GROUP SERVICE LIST

<p>Reorganized Debtors:  United Air Lines, Inc.  WHQLD  1200 East Algonquin Road  Elk Grove Village, Illinois 60007  Attn: John Lakosil  Phone: (847) 700-4462  Facsimile: (847) 700-4683</p>	<p>Counsel to Reorganized Debtors:  Kirkland &amp; Ellis  200 East Randolph Street  Chicago, Illinois 60601  Attn: James H.M. Sprayregen, P.C.  Marc Kieselstein, P.C.  David R. Seligman  Erik W. Chalut  Phone: (312) 861-2000  Facsimile: (312) 861-2200</p>
<p>Office of the United States Trustee:  227 West Monroe Street, Suite 3350  Chicago, Illinois 60606  Attn: Stephen Wolfe  Phone: (312) 886-5785  Facsimile: (312) 886-5794</p>	<p>Counsel to the Reorganized Debtors' debtor in possession lender (CIT Group):  Schulte, Roth &amp; Zabel  919 Third Avenue  New York, New York 10022  Attn: Robert J. Mrofka  Phone: (212) 756-2000  Facsimile: (212) 593-5955</p>
<p>Counsel to the Reorganized Debtors' debtor in possession lender and exit lender (Citibank and JP Morgan):  Morgan, Lewis &amp; Bockius, LLP  101 Park Avenue  New York, New York 10178  Attn: Richard S. Toder  Jay Teitelbaum  Phone: (212) 309-6000  Facsimile: (212) 309-6001</p>	<p>Counsel to the Reorganized Debtors' debtor in possession lender and exit lender (Citibank and JP Morgan):  Kaye Scholer, LLP  3 First National Plaza, Suite 4100  70 West Madison Street  Chicago, Illinois 60602  Attn: Michael B. Solow  Phone: (312) 583-2300  Facsimile: (312) 583-2360</p>
<p>Counsel to the Reorganized Debtors' debtor in possession lender and exit lender (General Electric Capital Corporation):  Weil, Gotshal &amp; Manges, LLP  767 Fifth Avenue  New York, New York 10153  Attn: Richard P. Krasnow  Scott E. Cohen  Phone: (212) 310-8000  Facsimile: (212) 310-8007</p>	<p>Official Notice and Claims Agent:  Poorman-Douglas Corporation  10300 SW Allen Boulevard  Beaverton, Oregon 97005  Attn: Tina Wheelon  Phone: (503) 277-7999  Facsimile: (503) 350-5230</p>

## **AFFECTED PARTIES SERVICE LIST**

**William W. Kannel**  
**Mintz, Levin, Cohn, Ferris, Glovsky & Popeo, P.C.**  
**One Financial Center**  
**Boston, MA 02111**  
**T: (617) 348-1665**  
**F: (617) 542-2241**  
**wkannel@mintz.com**