

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C.

FORM 11-K

ANNUAL REPORT

Pursuant to Section 15(d) of the

Securities Exchange Act of 1934

For the Fiscal Year Ended November 30, 1996

Commission File No. 1-6033

United Air Lines, Inc.  
Ground Employees' 401(k) Retirement Savings Plan  
(Full title if the Plan)

United Air Lines, Inc.  
(Employer sponsoring the Plan)

UAL Corporation  
(Issuer of the shares held pursuant to the Plan)

1200 Algonquin Road, Elk Grove Township, Illinois  
Mailing Address:  
P.O. Box 66100, Chicago, Illinois 60666  
(Address of principal executive offices)

REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS

To the Board of Directors  
of United Air Lines, Inc.:

We have audited the accompanying statement of net assets available for plan benefits of the United Air Lines, Inc. Ground Employees' 401(k) Retirement Savings Plan as of November 30, 1996 and 1995, and the related statement of changes in net assets available for plan benefits for the years then ended. These financial statements are the responsibility of the Plan Administrator. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the Plan Administrator, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for plan benefits of the United Air Lines, Inc. Ground Employees' 401(k) Retirement Savings Plan as of November 30, 1996 and

1995, and the changes in its net assets available for plan benefits for the years then ended in conformity with generally accepted accounting principles.

/s/ ARTHUR ANDERSEN LLP

ARTHUR ANDERSEN LLP

Chicago, Illinois  
May 23, 1997

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the United Air Lines, Inc. Pension and Welfare Plans Administration Committee has duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

United Air Lines, Inc.  
Ground Employees' 401(k)  
Retirement Savings Plan

By /s/ Douglas A. Hacker

Douglas A. Hacker  
Member, United Air  
Lines, Inc. Pension  
and Welfare Plans  
Administration Committee

Dated May 28, 1997

UNITED AIR LINES, INC.  
GROUND EMPLOYEES' 401(K) RETIREMENT SAVINGS PLAN  
STATEMENT OF NET ASSETS AVAILABLE FOR PLAN BENEFITS  
(In Thousands)

	November 30 1996	1995
INVESTMENT IN MASTER TRUST		
Magellan Fund	\$ 31,771	\$ 22,021
Equity-Income Fund	16,271	4,421
Growth Company Fund	109,763	81,698
Government Securities Fund	1,171	629
OTC Portfolio	17,973	7,745
Overseas Fund	25,787	23,647
Balanced Fund	35,813	39,137
Asset Manager	6,116	3,192
Asset Manager: Growth	7,269	4,128
Asset Manager: Income	1,663	1,177

Retirement Money Market Portfolio	3,820	1,921
U. S. Bond Index Portfolio	669	471
U. S. Equity Index Portfolio	111,567	87,290
Blended Income Fund	201,349	188,516
Fixed Rate Investment Fund	-	55,160
UAL Stock Fund	38,622	9,877
Participant Loan Fund	20,827	19,552
	630,451	550,582
Due to Plan Participants	(50,102)	-
NET ASSETS AVAILABLE FOR PLAN BENEFITS	\$580,349	\$550,582

The accompanying notes to financial statements are an integral part of these statements.

UNITED AIR LINES, INC.  
GROUND EMPLOYEES' 401(K) RETIREMENT SAVINGS PLAN  
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS  
(In Thousands)

	Year ended November 30 1996			
	MAGELLAN FUND	EQUITY- INCOME FUND	GROWTH COMPANY FUND	GOVERNMENT SECURITIES FUND
NET ASSETS AVAILABLE FOR PLAN BENEFITS, beginning of year	\$22,021	\$ 4,421	\$81,698	\$ 629
CONTRIBUTIONS	982	(300)	215	42
TRANSFERS BETWEEN FUNDS	5,003	9,188	10,339	506
TRANSFERS BETWEEN PLANS	(140)	(109)	(747)	(8)
RESULTS OF INVESTMENT ACTIVITY				
Dividends	6,380	526	4,264	83
Interest	5	1	8	-
Net appreciation (depreciation) in value of investments	(2,569)	2,154	13,848	(51)
	3,816	2,681	18,120	32
PAYMENTS TO PLAN PARTICIPANTS	(2,772)	(751)	(8,181)	(99)
PARTICIPANT LOANS	(609)	(171)	(1,575)	(9)
ADMINISTRATIVE EXPENSES	(11)	(6)	(31)	-
NET ASSETS AVAILABLE FOR PLAN BENEFITS, end of year	\$28,290	\$14,953	\$99,838	\$ 1,093

The accompanying notes to financial statements are an integral part of these statements.

UNITED AIR LINES, INC.  
GROUND EMPLOYEES' 401(K) RETIREMENT SAVINGS PLAN  
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS  
(In Thousands)

	Year ended November 30 1996			
	OTC PORTFOLIO	OVERSEAS FUND	BALANCED FUND	ASSET MANAGER
NET ASSETS AVAILABLE FOR PLAN BENEFITS, beginning of year	\$ 7,745	\$23,647	\$39,137	\$ 3,192
CONTRIBUTIONS	(148)	628	1,082	48
TRANSFERS BETWEEN FUNDS	6,882	(1,608)	(6,709)	2,058
TRANSFERS BETWEEN PLANS	(80)	(120)	(147)	(19)
RESULTS OF INVESTMENT ACTIVITY				
Dividends	1,552	583	1,658	173
Interest	-	-	(2)	-
Net appreciation (depreciation) in value of investments	1,597 3,149	3,071 3,654	2,298 3,954	663 836
PAYMENTS TO PLAN PARTICIPANTS	(1,092)	(2,367)	(3,744)	(435)
PARTICIPANT LOANS	(250)	(458)	(343)	(31)
ADMINISTRATIVE EXPENSES	(3)	(7)	(14)	(2)
NET ASSETS AVAILABLE FOR PLAN BENEFITS, end of year	\$16,203	\$23,369	\$33,216	\$ 5,647

The accompanying notes to financial statements are an integral part of these statements.

UNITED AIR LINES, INC.  
GROUND EMPLOYEES' 401(K) RETIREMENT SAVINGS PLAN  
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS  
(In Thousands)

	Year ended November 30 1996				
	ASSET MANAGER: GROWTH	ASSET MANAGER: INCOME	RETIREMENT MONEY MARKET PORTFOLIO	US BOND INDEX PORTFOLIO	US EQUITY INDEX PORTFOLIO
NET ASSETS AVAILABLE FOR PLAN BENEFITS, beginning of year	\$ 4,128	\$ 1,177	\$ 1,921	\$ 471	\$87,290

CONTRIBUTIONS	105	42	68	34	(1,143)
TRANSFERS BETWEEN FUNDS	1,687	330	1,915	152	1,841
TRANSFERS BETWEEN PLANS	(80)	(5)	2	(1)	(328)
RESULTS OF INVESTMENT ACTIVITY					
Dividends	68	86	132	46	-
Interest	1	-	-	-	1
Net appreciation (depreciation) in value of investments	1,186 1,255	69 155	- 132	(17) 29	24,598 24,599
PAYMENTS TO PLAN PARTICIPANTS	(513)	(136)	(463)	(42)	(7,434)
PARTICIPANT LOANS	(105)	(8)	(98)	(33)	(1,493)
ADMINISTRATIVE EXPENSES	(3)	-	(2)	-	(32)
NET ASSETS AVAILABLE FOR PLAN BENEFITS, end of year	\$ 6,474	\$ 1,555	\$ 3,745	\$ 610	\$103,300

The accompanying notes to financial statements are an integral part of these statements.

UNITED AIR LINES, INC.  
GROUND EMPLOYEES' 401(K) RETIREMENT SAVINGS PLAN  
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS  
(In Thousands)

	Year ended November 30 1996				
	BLENDED INCOME FUND	FIXED RATE INVESTMENT FUND	UAL STOCK FUND	PARTICIPANT LOAN FUND	TOTAL
NET ASSETS AVAILABLE FOR PLAN BENEFITS, beginning of year	\$188,516	\$55,160	\$ 9,877	\$19,552	\$550,582
CONTRIBUTIONS	3,125	1,244	(2,294)	-	3,730
TRANSFERS BETWEEN FUNDS	7,511	(55,280)	25,574	(9,389)	-
TRANSFERS BETWEEN PLANS	163	(9)	(317)	-	(1,945)
RESULTS OF INVESTMENT ACTIVITY					
Dividends	-	-	-	-	15,551
Interest	12,701	436	13	1,538	14,702
Net appreciation (depreciation) in value of investments	- 12,701	- 436	4,322 4,335	- 1,538	51,169 81,422
PAYMENTS TO PLAN PARTICIPANTS	(21,744)	(1,513)	(1,890)	-	(53,176)
PARTICIPANT LOANS	(3,212)	(38)	(693)	9,126	-

ADMINISTRATIVE EXPENSES	(141)	-	(12)	-	(264)
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NET ASSETS AVAILABLE FOR PLAN BENEFITS, end of year	\$186,919	\$ -	\$34,580	\$20,827	\$580,349
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The accompanying notes to financial statements are an integral part of these statements.

UNITED AIR LINES, INC.  
GROUND EMPLOYEES' 401(K) RETIREMENT SAVINGS PLAN  
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS  
(In Thousands)

Year ended November 30  
1995

	MAGELLAN FUND	EQUITY-INCOME FUND	GROWTH COMPANY FUND	GOVERNMENT SECURITIES FUND
NET ASSETS AVAILABLE FOR PLAN BENEFITS, beginning of year	\$ -	\$ -	\$51,140	\$ -
CONTRIBUTIONS	680	177	4,952	46
TRANSFERS BETWEEN FUNDS	19,000	3,777	6,149	550
TRANSFERS BETWEEN PLANS	(23)	-	(107)	-
RESULTS OF INVESTMENT ACTIVITY				
Dividends	31	48	1,892	22
Interest	-	-	-	-
Net appreciation in value of investments	2,654	454	20,587	30
	2,685	502	22,479	52
PAYMENTS TO PLAN PARTICIPANTS	(95)	(11)	(1,631)	(12)
PARTICIPANT LOANS	(223)	(23)	(1,268)	(7)
ADMINISTRATIVE EXPENSES	(3)	(1)	(16)	-
NET ASSETS AVAILABLE FOR PLAN BENEFITS, end of year	\$22,021	\$ 4,421	\$81,698	\$ 629

The accompanying notes to financial statements are an integral part of these statements.

UNITED AIR LINES, INC.  
GROUND EMPLOYEES' 401(K) RETIREMENT SAVINGS PLAN  
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS  
(In Thousands)

Year ended November 30  
1995

	OTC PORTFOLIO	OVERSEAS FUND	BALANCED FUND	ASSET MANAGER
NET ASSETS AVAILABLE FOR PLAN BENEFITS, beginning of year	\$ -	\$30,503	\$41,485	\$ -
CONTRIBUTIONS	229	3,149	3,427	233
TRANSFERS BETWEEN FUNDS	6,626	(9,938)	(8,526)	2,687
TRANSFERS BETWEEN PLANS	10	(59)	(52)	4
RESULTS OF INVESTMENT ACTIVITY				
Dividends	121	515	1,632	52
Interest	-	-	-	-
Net appreciation in value of investments	804 925	939 1,454	3,448 5,080	387 439
PAYMENTS TO PLAN PARTICIPANTS	(13)	(881)	(1,678)	(130)
PARTICIPANT LOANS	(32)	(574)	(590)	(40)
ADMINISTRATIVE EXPENSES	-	(7)	(9)	(1)
NET ASSETS AVAILABLE FOR PLAN BENEFITS, end of year	\$ 7,745	\$23,647	\$39,137	\$ 3,192

The accompanying notes to financial statements are an integral part of these statements.

UNITED AIR LINES, INC.  
GROUND EMPLOYEES' 401(K) RETIREMENT SAVINGS PLAN  
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS  
(In Thousands)

	Year ended November 30 1995				
	ASSET MANAGER: GROWTH	ASSET MANAGER: INCOME	RETIREMENT MONEY MARKET PORTFOLIO	US BOND INDEX PORTFOLIO	US EQUITY INDEX PORTFOLIO
NET ASSETS AVAILABLE FOR PLAN BENEFITS, beginning of year	\$ -	\$ -	\$ -	\$ -	\$65,416
CONTRIBUTIONS	490	62	336	45	3,739
TRANSFERS BETWEEN FUNDS	3,235	1,018	1,622	384	(1,992)
TRANSFERS BETWEEN PLANS	(36)	-	-	-	(31)
RESULTS OF INVESTMENT ACTIVITY					
Dividends	-	29	72	21	-
Interest	-	-	-	-	-
Net appreciation in value of investments	604	91	-	25	24,380

	604	120	72	46	24,380
PAYMENTS TO PLAN PARTICIPANTS	(95)	(18)	(78)	-	(2,883)
PARTICIPANT LOANS	(69)	(5)	(31)	(4)	(1,321)
ADMINISTRATIVE EXPENSES	(1)	-	-	-	(18)
NET ASSETS AVAILABLE FOR PLAN BENEFITS, end of year	\$ 4,128	\$ 1,177	\$ 1,921	\$ 471	\$87,290

The accompanying notes to financial statements are an integral part of these statements.

UNITED AIR LINES, INC.  
GROUND EMPLOYEES' 401(K) RETIREMENT SAVINGS PLAN  
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR PLAN BENEFITS  
(In Thousands)

	Year ended November 30 1995				
	BLENDED INCOME FUND	FIXED RATE INVESTMENT FUND	UAL STOCK FUND	PARTICIPANT LOAN FUND	TOTAL
NET ASSETS AVAILABLE FOR PLAN BENEFITS, beginning of year	\$156,636	\$94,088	\$ 3,017	\$18,582	\$460,867
CONTRIBUTIONS	12,150	(1,224)	-	-	28,491
TRANSFERS BETWEEN FUNDS	20,368	(39,741)	3,150	(8,369)	-
TRANSFERS BETWEEN PLANS	339	27	1	-	73
RESULTS OF INVESTMENT ACTIVITY					
Dividends	-	-	-	-	4,435
Interest	12,098	5,167	-	1,359	18,624
Net appreciation in value of investments	-	-	3,969	-	58,372
	12,098	5,167	3,969	1,359	81,431
PAYMENTS TO PLAN PARTICIPANTS	(10,076)	(2,388)	(149)	-	(20,138)
PARTICIPANT LOANS	(2,923)	(760)	(110)	7,980	-
ADMINISTRATIVE EXPENSES	(76)	(9)	(1)	-	(142)
NET ASSETS AVAILABLE FOR PLAN BENEFITS, end of year	\$188,516	\$55,160	\$ 9,877	\$19,552	\$550,582

The accompanying notes to financial statements are an integral part of these statements.

1. DESCRIPTION OF THE PLAN

This description is for general information purposes only. Participants should refer to their summary plan description and individual employee benefit statement for detailed benefit information.

a. General and Plan Participants

The United Air Lines, Inc. Ground Employees' 401(k) Retirement Savings Plan (the "Plan") covers all employees of United Air Lines, Inc. ("United") who are members of the International Association of Machinists and Aerospace Workers ("IAM"), have completed one year of service and are at least 21 years of age. The Plan is contributory and is subject to the Employee Retirement Income Security Act of 1974, as amended.

b. Contributions and Vesting

Eligible employees may elect to contribute to the Plan, in multiples of 1%, any percentage of their covered pretax earnings, up to 15%, subject to a maximum of \$9,500 in 1996 and 1997. Lower limits may apply to certain highly compensated participants if the Plan does not pass certain nondiscrimination tests required by law. Contributions and earnings are credited to separate accounts maintained for each participant. The balance in a participant's account is fully vested and nonforfeitable at all times.

Participants may elect to invest in one or a combination of the investment funds described in note (1)(d). Additionally, they may subsequently change their contribution rate, redesignate the allocation of contributions or transfer existing balances among investment funds, subject to the limits set forth in the Plan.

Contributions include \$203,763 and \$136,107 for 1996 and 1995, respectively, which were transferred from other qualified plans as rollovers under Internal Revenue Code Sections 401(a) and 401(k).

c. Trustee and Recordkeeper

Fidelity Management Trust Company ("Fidelity") is the Plan Trustee and Fidelity Institutional Retirement Services Company is the recordkeeper of the Plan.

d. Master Trust Funds

The Fixed Rate Investment Fund was invested under various group annuity contracts with the following insurance company as of November 30, 1995:

Insurance Company	Annual Interest Rate	Contract Through	(In Thousands) Investment Balance as of November 30 1995
Prudential	8.89%	1995	\$ 55,160
			\$ 55,160

The Plan's fixed rate investments were stated at fair value and represented amounts on deposit with the insurance company plus net investment earnings. Interest rates on the contracts are guaranteed fixed rates through the end of the contracts. No further contributions can be made to this fund.

Fidelity provides each participant with fifteen investment options: Fidelity Magellan Fund; Fidelity Equity-Income Fund; Fidelity Growth Company Fund; Fidelity Government Securities Fund; Fidelity OTC Portfolio; Fidelity Overseas Fund; Fidelity Balanced Fund; Fidelity Asset Manager; Fidelity Asset Manager: Growth; Fidelity Asset Manager: Income; Fidelity Retirement Money Market Portfolio; Fidelity U.S. Bond Index Portfolio; Fidelity U.S. Equity Index Portfolio; Blended Income Fund and the UAL Stock Fund. These funds are managed by Fidelity or Fidelity Investments (manager of Fidelity Mutual Funds). The investments represent the Plan's allocable share of the funds.

The Fidelity U.S. Equity Index Portfolio primarily invests in the common stocks of the companies that make up the S&P 500 Index. Assets are valued at market prices quoted on the New York Stock Exchange ("NYSE").

Assets in the UAL Stock Fund are invested in UAL Corporation common stock and are valued at market prices quoted on the NYSE. Participants may invest in the UAL Stock Fund through direct earnings deferrals.

The Blended Income Fund includes investment contracts purchased by Fidelity from approved institutions that meet its stringent credit standards at the time of purchase. The fund may also include other high quality, income-oriented investments. The contracts held by the Blended Income Fund are fully benefit responsive, and accordingly, have been included in the financial statements at contract value. There are no reserves against contract value for credit risk of the contract issuers or otherwise. The fair value of the investment contracts at November 30, 1996 was \$203,889. The average yield for the year ending November 30, 1996 was approximately 6.6%. The crediting interest rate as of November 30, 1996 was approximately 6.3%. At November 30, 1995, the contract value of the investment contracts approximated the fair value.

The remaining investment options are public mutual funds traded on the NYSE. Portfolio securities and other assets are valued primarily on the basis of market quotations or, if quotations are not readily available, by a method which each fund's Board of Trustees believes accurately reflects fair value. Foreign securities are valued based on quotations from the primary market in which they are traded and are translated from the local currency into U.S. dollars using current exchange rates.

The Fidelity Magellan Fund invests primarily in securities of domestic, foreign, and multinational issuers in the form of common stocks, securities convertible into common stocks, and, occasionally, debt securities.

The Fidelity Equity-Income Fund invests primarily in income-producing equity securities, both domestic and foreign. It seeks to achieve income greater than that of the S&P 500.

The Fidelity Growth Company Fund invests in common stocks, securities convertible into common stocks, and, occasionally, debt obligations from companies viewed as having unusual opportunities to grow.

The Fidelity Government Securities Fund invests primarily in fully guaranteed U.S. government bonds with any maturity. The average maturity is approximately two to five years.

The Fidelity OTC Portfolio primarily invests in stocks traded in the "over-the-counter" market, which involves the investment in securities of smaller, lesser-known companies.

The Fidelity Overseas Fund normally invests at least 65% of its total assets in common stock, securities convertible to common stock and debt instruments of

foreign businesses and governments. Fidelity Investments expects to invest most of the assets in developed countries in these general geographic areas; the Americas (other than the United States), the Far East and Pacific Basin, and Western Europe.

The Fidelity Balanced Fund maintains a balance of high-yielding securities, including foreign and domestic stocks and bonds. At least 25% of the assets are invested in fixed-income senior securities. All bonds in the Fund's portfolio are rated BBB or better by Standard & Poor's Corporation, or Baa or better by Moody's Investors Service, Inc.

The Fidelity Asset Manager invests in stocks, bonds and short-term instruments in both domestic and foreign markets to achieve high total returns in the long run. The allocation between these three types of investments is generally 40%, 40%, and 20%, respectively, however it may vary between the following ranges: stocks - 10% to 60%; bonds - 20% to 60%; and short-term instruments - 0% to 70%.

The Fidelity Asset Manager: Growth: invests in stocks, bonds and short-term instruments in both domestic and foreign markets to achieve long term maximum total investment return. The allocation between these three types of investments is generally 65%, 30%, and 5%, respectively, however it may vary between the following ranges: stocks - 0% to 100%; bonds - 0% to 100%; and short-term instruments - 0% to 100%.

The Fidelity Asset Manager: Income: invests in stocks, bonds and short-term instruments in both domestic and foreign markets to achieve a high level of current income, and capital appreciation. The allocation between these three types of investments is generally 20%, 30%, and 50%, respectively, however it may vary between the following ranges: stocks - 0% to 35%; bonds - 20% to 45%; and short-term instruments - 20% to 80%.

The Fidelity Money Market Trust: Retirement Money Market Portfolio: invests in high quality, low risk domestic and foreign money market instruments, primarily short-term instruments with maturities of three months or less.

The Fidelity U.S. Bond Index Portfolio primarily invests in securities included in the Lehman Brothers Aggregate Bond Index in order to achieve comparable investment results.

Fidelity is authorized to engage in the lending of certain Plan assets. Securities lending is an investment management enhancement that utilizes the existing securities of the Funds to earn additional income. It involves the loan of securities to various approved brokers. In return for loaned securities, Fidelity receives collateral in the form of cash and U.S. government securities as a safeguard against possible default of any borrower on return of the loan. Each loan is collateralized to the extent of 100 percent of the market value of securities on loan. The collateral is marked-to-market on a daily basis to maintain the margin requirement.

On July 12, 1994, UAL Corporation underwent a recapitalization under Section 368(a)(1)(E) of the Internal Revenue Code of 1986, pursuant to which the shareholders engaged in a recapitalization exchange with UAL Corporation. Each share of Old Common Stock was exchanged for a package consisting of one half of a share of New Common Stock and \$84.81 in cash. The cash consideration received by the Trustee on behalf of Plan participants was used to purchase additional shares of New Common Stock or, at the direction of Plan participants, was transferred to other investment funds. Pursuant to the terms of the recapitalization, participants' direct earnings deferrals and fund transfers into the UAL Stock Fund were temporarily suspended from July 12, 1994 to August 4, 1994 and from January 12, 1995 to March 15, 1995. On May 20, 1996

(with a May 6, 1996 record date), UAL Common Stock underwent a 4 for 1 stock split. Shares held in the UAL Stock Fund were adjusted accordingly.

#### e. Withdrawals

Withdrawals from the Plan may be made as follows, as applicable to the participant's eligibility, amount requested, and existing balances:

Participants who have separated from service (for reasons other than death) may elect payment in the form of a lump sum, periodic distributions, irregular partial distributions, or through the purchase of an annuity. Distributions may also be directly rolled over into an IRA or qualified plan. Participants are able to defer the distribution of the account until April 1 of the next calendar year after reaching age 70-1/2.

Distributions of accounts due to the death of a participant may be taken by the participant's beneficiary in the form of a lump sum payment or through the purchase of an annuity, subject to the limitations of Internal Revenue Code 401(a)(9). The participant's surviving spouse, if any, is automatically the beneficiary of the account, unless the spouse waives this right.

In-service withdrawals for participants who are actively employed or are absent due to reasons of illness, layoff, or approved leave of absence who maintain an employer-employee relationship with United Air Lines, Inc. are permitted as follows:

- Hardship withdrawals from 401(k) account, subject to restrictions described in the Plan
- After reaching age 59-1/2, subject to certain requirements specified in the Plan, all or a portion of the participant's 401(k) account may be withdrawn
- Upon reaching age 70-1/2, minimum distributions required under Internal Revenue Code 401(a)(9) must be taken no later than April 1 following the calendar year that the participant has reached age 70-1/2. Effective January 1, 1997, active participants that have reached age 70-1/2 may choose to defer distribution.

If a participant's account has never exceeded \$3,500, total distribution of the account will be made in a lump sum payment upon termination of employment or death.

Generally, withdrawals are allocated pro-rata to the balances of each of the investment funds in the participant's account. Alternatively, the participant may specify which fund(s) that distribution is made from. Distributions from UAL Stock Fund, may be made in cash, or in whole shares of UAL Corporation common stock, with fractional shares distributed in cash.

#### f. Plan Termination Provisions

If the Plan is terminated, all amounts credited to a participant's account at the time of termination shall be retained in the Trust and will be distributed in accordance with the normal distribution rules of the Plan.

## 2. SIGNIFICANT ACCOUNTING POLICIES

### a. Basis of Accounting

The financial statements are presented on the accrual basis.

### b. Investments

Assets of United's 401(k) Plans Master Trust are owned by all participating United plans consisting of the Management and Salaried Employees' 401(k) Retirement Savings Plan, Ground Employees' 401(k) Retirement Savings Plan, and the Flight Attendant Employees' 401(k) Retirement Savings Plan.

c. Net Appreciation (Depreciation) in Value of Investments

Net appreciation (depreciation) in value of investments includes realized and unrealized gains and losses. Realized and unrealized gains and losses are calculated as the difference between fair value at December 1, or date of purchase if subsequent to December 1, and fair value at date of sale or the current year-end. The unrealized gain or loss on investments represents the Plan's allocable share of the difference between fair value at December 1, or date of purchase, and the fair value at the date of sale or the current year-end plus, where applicable, the change in the exchange rate between the U.S. dollar and the foreign currency in which the assets are denominated from December 1, or the date of purchase, to the date of sale or the current year-end.

d. Plan Expenses

Administrative expenses represent administrative and investment manager fees charged by Fidelity, accountant fees, recordkeeping fees charged by Fidelity Institutional Retirement Services Co. and some administrative fees charged by United. Brokerage and other investment fees are included in the cost of the related security. United performs certain reporting and supervisory functions for the Plan without charge.

e. Transfers between Plans

Transfers between plans reflects the change in employee coverage and transfer of any related balances between this Plan and other defined contribution plans sponsored by United, including the United Air Lines, Inc. Management and Salaried Employees' 401(k) Retirement Savings Plan and the United Air Lines, Inc. Flight Attendant Employees' 401(k) Retirement Savings Plan.

f. Participant Loans

Participants may borrow up to fifty percent of their account balance, not to exceed \$50,000. The minimum that may be borrowed is \$1,000. Loans are charged against each investment fund in the ratio of the value of the employee's interest in each fund to the total value of the employee's interest in all funds and are held in the Loan Fund. The loan is repaid through payroll deductions on an after-tax basis for the term of the loan, which is a minimum of six months to a maximum of sixty months and is subject to a reasonable rate of interest (9.25% as of March 31, 1997). The amount paid is reinvested in the participant's account based on the investment allocations at the time of repayment. Prepayment of the full balance of the loan is allowed after six months from the date of the loan without penalty. Participants are able to take out another loan after twelve months from the date the old loan is retired. Upon the employee's termination of employment, a loan not paid in full within 60 days becomes a taxable distribution. Loans in default may be declared due and payable in full immediately, and the Plan administrator may charge the participant's account balances at any time thereafter for the amount of the default. An administrative fee of \$90 is charged to each participant taking a loan and is automatically deducted from the participant's account.

g. Reconciling Statement Balances

The investment balances on the Statement of Net Assets Available For Plan Benefits do not all agree with the fund balances on the Statement of Changes in Net Assets Available for Plan Benefits as of November 30, 1996, due to an accrual for the returns of excess annual additions

as required under Internal Revenue Code Section 415(c). The Statement of Net Assets Available for Plan Benefits can be reconciled to the Statement of Changes in Net Assets Available for Plan Benefits as follows for the year ended November 30, 1996:

( I N T H O U S A N D S )

	Per Statement of Net Assets Available for Plan Benefits	Due to Plan Partici pants	Per Statement of Changes in Net Assets Available for Plan Benefits
Magellan Fund	\$ 31,771	\$ (3,481)	\$ 28,290
Equity-Income Fund	16,271	(1,318)	14,953
Growth Company Fund	109,763	(9,925)	99,838
Government Securities Fund	1,171	(78)	1,093
OTC Portfolio	17,973	(1,770)	16,203
Overseas Fund	25,787	(2,418)	23,369
Balanced Fund	35,813	(2,597)	33,216
Asset Manager	6,116	(469)	5,647
Asset Manager: Growth	7,269	(795)	6,474
Asset Manager: Income	1,663	(108)	1,555
Retirement Money Market Portfolio	3,820	(345)	3,475
U. S. Bond Index Portfolio	669	(59)	610
U. S. Equity Index Portfolio	111,567	(8,267)	103,300
Blended Income Fund	201,349	(14,430)	186,919
UAL Stock Fund	38,622	(4,042)	34,580
Participant Loan Fund	20,827	-	20,827
 Total investments	 \$630,451	 \$(50,102)	 \$580,349

3. TAX STATUS

The Plan obtained its latest determination letter on June 18, 1996. The Internal Revenue Service confirmed that the Plan, as written, was in compliance with the requirements of the Internal Revenue Code and that the trust was tax exempt.

Exhibit 23

Consent of Independent Public Accountants

As independent public accountants, we hereby consent to the incorporation of our report included in this Form 11-K for the year ended November 30, 1996, into UAL's previously filed Form S-8 and Post Effective Amendment No. 1 to Form S-8 Registration Statement (File No. 33-44552), Form S-8 Registration Statement (File No. 33-57331) and Form S-8 Registration Statement (File No. 333-03041) for the United Air Lines, Inc. Ground Employees' 401(k) Retirement Savings Plan.

/s/ Arthur Andersen LLP

Arthur Andersen LLP

Chicago, Illinois  
May 23, 1997