

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K
CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report: January 27, 2004
(Date of earliest event reported)

UAL CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-6033
(Commission
File Number)

36-2675207
(I.R.S. Employer
Identification No.)

1200 East Algonquin Road, Elk Grove Township, Illinois 60007
(Address of principal executive offices)

(847) 700-4000
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Item 5. Other Events

On January 27, 2004, UAL Corporation filed its monthly operating report for the period December 1, 2003, through December 31, 2003, with the United States Bankruptcy Court for the Northern District of Illinois, Eastern Division in connection with its voluntary petitions for reorganization under Chapter 11 of Title 11 of the United States Bankruptcy Code in Case Nos. 02-48191 through 02-48218. A copy of the monthly operating report is provided hereunder as Exhibit 99.1.

Item 7. Financial Statements and Exhibits.

(c) Exhibits Description

99.1 Monthly Operating Report of UAL Corporation for the period December 1, 2003, through December 31, 2003

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

UAL CORPORATION

By: /s/ Paul R. Lovejoy

Name: Paul R. Lovejoy

Title: Senior Vice President,
General Counsel and Secretary

Dated: January 27, 2004

IN RE:
UAL CORPORATION, ET AL.
DEBTORS

CHAPTER 11
CASE NUMBERS : 02-48191 through 02-48218
Jointly Administered
Hon. Eugene R. Wedoff

**MONTHLY OPERATING REPORT FOR THE PERIOD
DECEMBER 1, 2003 THROUGH DECEMBER 31, 2003**

¹ The information contained in the Debtors' monthly operating report (the "MOR") is unaudited, is limited to the Debtors and their filing subsidiaries, is limited to the time period indicated and is presented in a format prescribed by the bankruptcy court. The MOR does not purport to represent financial statements prepared in accordance with GAAP nor is it intended to fully reconcile to the financial statements filed by UAL Corporation or United Air Lines, Inc. with the Securities and Exchange Commission. Additionally, while every effort has been made to assure its accuracy and completeness, errors or omissions may have inadvertently occurred and the Debtors reserve the right to amend their MOR as necessary.

IN RE:
UAL CORPORATION ET AL.
DEBTORS

CHAPTER 11
CASE NUMBERS : 02-48191 through 02-48218
Jointly Administered
Hon. Eugene R. Wedoff

**MONTHLY OPERATING REPORT FOR THE PERIOD
DECEMBER 1, 2003 THROUGH DECEMBER 31, 2003**

DEBTOR'S ADDRESS: UAL Corporation
1200 East Algonquin Road
Elk Grove Township, IL 60007

DEBTOR'S ATTORNEYS: James H. M. Sprayregen, P.C. (ARDC No. 6190206)
Marc Kieselstein (ARDC No. 6199255)
David R. Seligman (ARDC No. 6238064)
KIRKLAND & ELLIS
200 East Randolph Street
Chicago, IL 60601
(312) 861-2000 (telephone)
(312) 861-2200 (facsimile)
Counsel for the Debtors and Debtors In Possession

REPORT PREPARER: UAL Corporation et al

I declare under penalty of perjury that the information contained in this monthly operating report (including attached schedules) is true and correct to the best of my knowledge, information and belief.

Dated: 1/27/04 DEBTOR-IN-POSSESSION

Print Name/Title:

Signature:

Address: 1200 East Algonquin Road
Elk Grove Township, IL 60007

Phone:

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Legal Filing Entity	Reporting Structure
1 UAL Corporation	X-1
2 United Air Lines, Inc.	X-1
3 UAL Company Services, Inc.	X-1
4 UAL Loyalty Services, Inc.	X-1
5 Confetti Inc.	X-4
6 Mileage Plus Holdings, Inc.	X-4
7 Mileage Plus Marketing, Inc.	X-6
8 MyPoints.com, Inc.	X-4
9 Cybergold, Inc.	X-8
10 iTarget.com, Inc.	X-8
11 MyPoints Offline Services, Inc.	X-8
12 UAL Benefits Management Inc.	X-1
13 United BizJet Holdings, Inc.	X-1
14 BizJet Charter, Inc.	X-13
15 BizJet Fractional, Inc.	X-13
16 BizJet Services, Inc.	X-13
17 Kion Leasing, Inc.	X-2
18 Premier Meeting and Travel Services, Inc.	X-2
19 United Aviation Fuels Corporation	X-2
20 United Cogen, Inc.	X-2
21 Mileage Plus, Inc.	X-2
22 United GHS, Inc.	X-2
23 United Worldwide Corporation	X-2
24 United Vacations, Inc.	X-2
25 Four Star Leasing, Inc.	X-1
26 Air Wis Services, Inc.	X-1
27 Air Wisconsin, Inc.	X-26
28 Domicile Management Services, Inc.	X-26

UAL CORPORATION AND SUBSIDIARY COMPANIES (filing entities only)
 CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS
FOR THE MONTH ENDED DECEMBER 31, 2003
 (\$ amounts in 000's)

	UAL CONSOLIDATING
Total operating revenues	1,203,585
Total operating expenses	1,353,888
Earnings (loss) from operations	(150,303)
Non-operating income (expenses):	
Net interest expense	(31,351)
Gain on the sale of Orbitz	77,518
Non-Operating special charge	(88,855)
Other income (expenses), net:	(12,684)
Total non-operating income (expenses):	(55,372)
Net Earnings (loss) before Reorganization items	(205,675)
Reorganization items	(66,157)
Net earnings (loss)	<u>(271,832)</u>

CASE NAME: UAL Corporation et al.

CASE NUMBERS : 02-48191 through 02-48218

Filed Entities of UAL Corporation ¹

SUMMARY OF CASH RECEIPTS AND CASH DISBURSEMENTS

For The Period Ending DECEMBER 31, 2003

(Amounts in US dollar \$)

BEGINNING BALANCE (ending balance NOVEMBER 30, 2003)

Operating Accounts - DOM	\$35,232,679
Operating Accounts - INT	\$23,496,107
London Overnight Investment Balance	\$2,582,850
Liquidity Pool	\$1,890,157,201
Restricted Cash ²	\$663,410,445
<i>Subsidiaries:</i>	
a. Mileage Plus, Inc.	\$300,817
b. Premier Meeting and Travel Services, Inc.	\$899,635
c. MyPoints.com, Inc.	\$20,852,504
d. Domicile Management Services, Inc.	\$65,741
e. UAL Loyalty Services, Inc.	\$1,743,505
f. United Aviation Fuel Corporation	\$5,340,155
TOTAL BEGINNING BALANCE	\$2,644,081,639

RECEIPTS (Summary of all domestic and international bank accounts):

1. Receipts from operations (<i>net of Intercompany receipts</i>)	\$1,172,590,898
2. Other receipts ³	\$58,647,060
TOTAL RECEIPTS	(A) \$1,231,237,957

DISBURSEMENTS (Summary of all accounts):

1. Net payroll ⁴	
a. Officers	\$663,255
b. Non-Officer	\$195,177,987
2. Taxes paid or deposited:	
a. Federal Income Tax and FICA withholdings	\$62,233,039
b. State income tax w/held	\$8,576,892
c. State sales or use tax	\$198,773
d. Other ⁵	\$102,183,937
3. Necessary Operational Disbursements ⁶	
a. Operating Disbursements (<i>net of Intercompany disbursements</i>)	\$1,127,813,826
b. Transferred to escrows / restricted cash	\$468,750
b. Other necessary expenses	\$0
TOTAL DISBURSEMENTS	(B) \$1,497,316,459

NET RECEIPTS (Line (A) less Line (B)) (\$266,078,501)

ENDING BALANCE (BEGINNING BALANCE PLUS NET RECEIPTS) \$2,378,003,138

Bank One Overnight Investment Account (month over month change) ⁷ (\$2,271,884)

TOTAL ENDING BALANCE ⁸ \$2,375,731,254

Check

ENDING BALANCE (as of DECEMBER 31, 2003)

Operating Accounts - DOM	\$45,023,503
Operating Accounts - INT	\$19,091,617
London Overnight Investment	\$1,338,150
Liquidity Pool	\$1,633,420,132
Restricted Cash ²	\$657,555,430
<i>Subsidiaries:</i>	
Mileage Plus, Inc.	\$882,144
Premier Meeting and Travel Services, Inc.	\$461,432
MyPoints.com, Inc.	\$15,215,387
Domicile Management Services, Inc.	\$265,223
UAL Loyalty Services, Inc.	\$996,648
United Aviation Fuel Corporation	\$1,481,587
TOTAL ENDING BALANCE	\$2,375,731,254

¹ See Page 4 for a list of the 28 filing entities.

² Restricted cash does not include \$200 million held in a Tax Trust Escrow nor restricted cash amounts associated with any

non-filing entities. See Schedule C of this report for a description of the Tax Trust Escrow.

³ Includes net proceeds from the sale of Orbitz of \$44 million. The remaining proceeds of approximately \$21 million was applied to the DIP loan.

⁴ Includes information for domestic entities only.

⁵ Includes US Federal fuel tax, transportation tax, transportation security fees, personal property tax, excise tax, liquor tax, unemployment tax, state & city tax.

⁶ Includes certain aircraft financing payments for the month of December (2003). These payments are highlighted in Schedule D of this report.

⁷ Account used to invest excess funds on a daily basis that are not transferred to liquidity pool.

⁸ Ending cash balance does not include \$200 million held in a Tax Trust Escrow. See Schedule C of this report for a description of the Tax Trust Escrow.

ENTITY:	RECEIPT SUMMARY ¹	BANK ACCTS: See Schedule F for list of bank accounts	
RECEIPT SOURCE	DESCRIPTION		AMOUNT
Domestic Operational Receipts	BANK ONE / JP MORGAN CHASE ACTIVITY		1,249,803,952
Domestic Operational Receipts	NON BANK ONE / JP MORGAN CHASE ACTIVITY		4,806,734
International Operational Receipts ²	BEG BALANCE (LESS) ENDING BALANCE		89,797,301
	PLUS NET REPATRIATION		
Total Operational Receipts	TOTAL DOMESTIC AND INTERNATIONAL ACTIVITY		1,344,407,988 (A)
Debtor-In-Possession Financing			0 (B)
Other Non-Operational Receipts ³	SEE FOOTNOTE BELOW		58,647,060 (B)
Less, Non-filing entities	NONE FOR THIS PERIOD		0
	GROSS RECEIPTS (tie to bank statements)		1,403,055,047
	(MINUS) TRANSFERS FROM OTHER ACCOUNTS / ENTITIES		171,817,090 (D)

United Cogen, Inc.	-
Mileage Plus, Inc.	59,667
United GHS, Inc.	-
United Worldwide Corporation	-
United Vacations, Inc.	-
Four Star Leasing, Inc.	-
Air Wisconsin Services, Inc.	-
Air Wisconsin , Inc.	-
Domicile Management Services, Inc.	-
(MINUS) TRANSFERS FROM OTHER ACCOUNTS / ENTITIES	48,505,524
NET RECEIPTS	\$1,177,926,819

¹ Includes receipt activity for all filing entities of UAL Corporation (refer to page 4) except those receipts collected by MyPoints.com, Inc., Premier Meeting & Travel Services, Inc. Mileage Plus, Inc., United Aviation Fuels Corporation, UAL Loyalty Services, Inc. and Domicile Management Services, Inc. in operating bank accounts outside of the Liquidity Pool.

³ Includes net activity related to the London overnight investment account, interest income, aircraft and other asset sales, local station bank activity, proceeds from the sale of the Company's share of Orbitz and transfers to restricted cash.

ENTITY:	MYPOINTS.COM, INC. AND SUBSIDIARIES ¹	BANK ACCTS:	Fleet Bank # 55157711 Wells Fargo #449-6837055, 10765100 Silicon Valley Bank #3300066117, 3300042163 Silicon Valley Bank #3700276606 (see schedule F for details)
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RECEIPT SOURCE	DESCRIPTION	AMOUNT
Domestic Operational Receipts	BANK ONE / JP MORGAN CHASE ACTIVITY	-
Domestic Operational Receipts	NON BANK ONE / JP MORGAN CHASE ACTIVITY (see above for accounts)	2,106,734
		-
		-
Total Non-Bank One Receipts		2,106,734
International Operational Receipts	BEG BALANCE (LESS) ENDING BALANCE	-
Total Operational Receipts	TOTAL DOMESTIC AND INTERNATIONAL ACTIVITY	2,106,734
Other Non-Operational Receipts	INCLUDES INTEREST INCOME, PROCEEDS OF ASSET SALES, etc.	-
Less, Non-filing entities	NONE FOR THIS PERIOD	-
	GROSS RECEIPTS (tie to bank statement)	2,106,734

(MINUS) TRANSFERS FROM OTHER ACCOUNTS / ENTITIES

-

NET RECEIPTS

2,106,734

BANK STATEMENT RECONCILIATION:

Beginning Balance	\$20,852,504
Receipts	2,106,734
Disbursements	(7,743,851)
Reconciled Ending Balance	\$15,215,387

Reported Ending Balance	\$15,215,387
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Difference \$0

¹ Includes receipt activity for Cybergold, Inc., iTarget.com, Inc., MyPoints Offline Services, Inc.

ENTITY:	PREMIER MEETING & TRAVEL SERVICES, INC.	BANK ACCTS: Bank One 55-78531 (see schedule F for details)
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RECEIPT SOURCE	DESCRIPTION	AMOUNT
Domestic Operational Receipts	BANK ONE / JP MORGAN CHASE ACTIVITY	284,559
Domestic Operational Receipts	NON BANK ONE / JP MORGAN CHASE ACTIVITY	-
		-
		-
Total Non-Bank One Receipts		-
International Operational Receipts	BEG BALANCE (LESS) ENDING BALANCE	-
Total Operational Receipts	TOTAL DOMESTIC AND INTERNATIONAL ACTIVITY	284,559
Other Non-Operational Receipts	INCLUDES INTEREST INCOME, PROCEEDS OF ASSET SALES, etc.	310
Less, Non-filing entities	NONE FOR THIS PERIOD	-
	GROSS RECEIPTS (tie to bank statement)	284,869
	(MINUS) TRANSFERS FROM OTHER ACCOUNTS / ENTITIES	82,640
	NET RECEIPTS	202,229

BANK STATEMENT RECONCILIATION:

Beginning Balance	\$899,635
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Receipts	284,869
Disbursements	(723,072)
Reconciled Ending Balance	\$461,432
Reported Ending Balance	\$461,432
<i>Difference</i>	<i>(\$0)</i>

ENTITY: **MILEAGE PLUS, INC.** BANK ACCTS: **SHORE BANK #17331100/17331200/17511000**
 (see schedule F for details)

RECEIPT SOURCE	DESCRIPTION	AMOUNT
Domestic Operational Receipts	BANK ONE / JP MORGAN CHASE ACTIVITY	-
Domestic Operational Receipts	SHORE BANK	2,700,000
		-
		-
Total Non-Bank One Receipts		2,700,000
International Operational Receipts	BEG BALANCE (LESS) ENDING BALANCE	-
Total Operational Receipts	TOTAL DOMESTIC AND INTERNATIONAL ACTIVITY	2,700,000
Other Non-Operational Receipts	INCLUDES INTEREST INCOME, PROCEEDS OF ASSET SALES, etc.	8,271
Less, Non-filing entities	NONE FOR THIS PERIOD	-
	GROSS RECEIPTS (tie to bank statement)	2,708,271
	(MINUS) TRANSFERS FROM OTHER ACCOUNTS / ENTITIES	2,700,000
	NET RECEIPTS	8,271

BANK STATEMENT RECONCILIATION:

Beginning Balance	\$300,817
Receipts	2,708,271
Disbursements	(2,126,944)
Reconciled Ending Balance	\$882,144
Reported Ending Balance	\$882,144
<i>Difference</i>	<i>\$0</i>

ENTITY: **UNITED AVIATION FUELS CORPORATION** BANK ACCTS: **NORTHERN TRUST ACCT. 792705**
 (see schedule F for details)

RECEIPT SOURCE	DESCRIPTION	AMOUNT
Domestic Operational Receipts	BANK ONE / JP MORGAN CHASE ACTIVITY	163,493,844
Domestic Operational Receipts	NORTHERN TRUST COMPANY	-
		-
		-
Total Non-Bank One Receipts		-
International Operational Receipts	BEG BALANCE (LESS) ENDING BALANCE	-
Total Operational Receipts	TOTAL DOMESTIC AND INTERNATIONAL ACTIVITY	163,493,844
Other Non-Operational Receipts	INCLUDES INTEREST INCOME, PROCEEDS OF ASSET SALES, etc.	-
Less, Non-filing entities	NONE FOR THIS PERIOD	-
	GROSS RECEIPTS (tie to bank statement)	163,493,844
	(MINUS) TRANSFERS FROM OTHER ACCOUNTS / ENTITIES (Provide detail above)	112,500,000
	NET RECEIPTS	50,993,844

BANK STATEMENT RECONCILIATION:

Beginning Balance	5,340,155
Receipts	163,493,844
Disbursements	(167,352,412)
Reconciled Ending Balance	\$1,481,587
Reported Ending Balance	\$1,481,587
<i>Difference</i>	<i>(\$0)</i>

ENTITY: **UAL LOYALTY SERVICES, INC.** BANK **BANK ONE ACCT. 11-01955, 11-02250,**
ACCTS: **10-61639, 11-33545**
(see schedule F for details)

RECEIPT SOURCE	DESCRIPTION	AMOUNT
Domestic Operational Receipts	BANK ONE / JP MORGAN CHASE ACTIVITY	7,694,697
Domestic Operational Receipts	NON BANK ONE / JP MORGAN CHASE ACTIVITY	-
		-
		-
Total Non-Bank One Receipts		-
International Operational Receipts	BEG BALANCE (LESS) ENDING BALANCE	-
Total Operational Receipts	TOTAL DOMESTIC AND INTERNATIONAL ACTIVITY	7,694,697

Other Non-Operational Receipts	INCLUDES INTEREST INCOME, PROCEEDS OF ASSET SALES, etc.	-
Less, Non-filing entities	NONE FOR THIS PERIOD	-

GROSS RECEIPTS (tie to bank statement)	7,694,697
(MINUS) TRANSFERS FROM OTHER ACCOUNTS / ENTITIES	7,694,697
NET RECEIPTS	-

BANK STATEMENT RECONCILIATION:

Beginning Balance	\$1,743,505
Receipts	7,694,697
Disbursements	(8,441,554)
Reconciled Ending Balance	\$996,648
Reported Ending Balance	\$996,648
Difference	\$0

ENTITY: **DOMICILE MGMT SERVICES, INC.** BANK ACCTS: **Citibank #0-157487-016**
 (see schedule F for details)

RECEIPT SOURCE	DESCRIPTION	AMOUNT
Domestic Operational Receipts	BANK ONE / JP MORGAN CHASE ACTIVITY	-
Domestic Operational Receipts	CITIBANK	-
		-
		-
Total Non-Bank One Receipts		-
International Operational Receipts	BEG BALANCE (LESS) ENDING BALANCE	334,229
Total Operational Receipts	TOTAL DOMESTIC AND INTERNATIONAL ACTIVITY	334,229
Other Non-Operational Receipts	INCLUDES INTEREST INCOME, PROCEEDS OF ASSET SALES, etc.	60
Less, Non-filing entities	NONE FOR THIS PERIOD	-
	GROSS RECEIPTS (tie to bank statement)	334,289
	(MINUS) TRANSFERS FROM OTHER ACCOUNTS / ENTITIES	334,229
	NET RECEIPTS	60

BANK STATEMENT RECONCILIATION:	
Beginning Balance	65,741
Receipts	334,289
Disbursements	(134,807)
Reconciled Ending Balance	\$265,223
Reported Ending Balance	\$265,223
Difference	\$0

ENTITY: **DISBURSEMENT SUMMARY ¹** BANK ACCTS: **See Schedule F for list of bank accounts**

BY APO DISBURSEMENT TYPE
(based on Cleared Check Date):

	NOTES:	AMOUNT:
xxx	PAYROLL OFFICER	663,255 (A)
xxx	PAYROLL NON-OFFICER	195,177,987 (B)
04	AVIATION FUEL ² (SEE FUEL SUMMARY BELOW)	357,828,816
06	CATERING	32,334,689
03	RECURRING RENT	37,720,614
01	GENERAL PAYABLES	733,488,030
17	INSURANCE	36,413,065
18	LANDING FEES	17,416,966
xxx	OTHER	84,428,735
	SUBTOTAL EXCLUDING PAYROLL	1,299,630,916 (C)
	GROSS DISBURSEMENTS (tie to bank statement)	1,495,472,158
	(MINUS) TRANSFERS TO OTHER ACCOUNTS / ENTITIES	171,817,090 (D)
	TAXES:	
	a. Federal Income Tax and FICA withholdings	62,233,039
	b. State income tax w/held	8,576,892
	c. State sales or use tax	198,773
	d. Other ³	102,183,937
	TOTAL TAXES	173,192,641 (E)
	NET MONTHLY DISBURSEMENTS	\$ 1,496,847,709

Forward to MOR Summary:

Officers Payroll	663,255 (A)
Non-Officer Payroll	195,177,987 (B)
Taxes	173,192,641 (E)
Necessary Operational Disbursements (less intercompany transfers)	1,127,813,826 (C-D)
	\$ 1,496,847,709

¹ Includes disbursement activity for all filing entities of UAL Corporation (refer to page 4).

2 Fuel Summary:

UAFC Fuel Disbursements	167,352,412
United Fuel Disbursements	190,476,404

Total Fuel Disbursements 357,828,816
 Less: Intercompany Transfers (155,600,000)
 Fuel Disbursements \$ 202,228,816

3 Includes US Federal fuel tax, transportation tax, transportation security fees, personal property tax, excise tax, liquor tax, unemployment tax, state & city tax and quarterly payments made to the INS, US Custom Fees and Department of Agriculture.

ENTITY: **UAL CORPORATION** BANK
 1 ACCTS: **See Schedule F for list of bank accounts**

BY APO DISBURSEMENT TYPE
(based on Cleared Check Date):

	NOTES:	AMOUNT:
xxx	PAYROLL OFFICER Payroll disbursed through United Airlines	-
xxx	PAYROLL NON-OFFICER	-
04	AVIATION FUEL	-
06	CATERING	-
03	RECURRING RENT	-
01	GENERAL PAYABLES ¹	33,185
17	INSURANCE	-
18	LANDING FEES	-
xxx	OTHER	-
	SUBTOTAL EXCLUDING PAYROLL	33,185

GROSS DISBURSEMENTS (tie to bank statement) 33,185

(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES -

TAXES:
 a. Federal Income Tax and FICA withholdings -
 b. State income tax w/held -
 c. State sales or use tax -
 d. Other ² -
TOTAL TAXES -

NET MONTHLY DISBURSEMENTS 33,185

¹ Includes expenses incurred by members of the Board of Directors.

² Includes US Federal fuel tax, transportation tax, transportation security fees, personal property tax, excise tax, liquor tax, unemployment tax, state & city tax and quarterly payments made to the INS, US Custom Fees and Department of Agriculture.

ENTITY: **UNITED AIRLINES, INC.** BANK
 1 ACCTS: **See Schedule F for list of bank accounts**

BY APO DISBURSEMENT TYPE
(based on Cleared Check Date):

	NOTES:	AMOUNT:
xxx	PAYROLL OFFICER	663,255
xxx	PAYROLL NON-OFFICER	193,937,872

04	AVIATION FUEL	(Includes intercompany transfer to UAFC, see below)	190,476,404
06	CATERING		32,334,689
03	RECURRING RENT		37,720,614
01	GENERAL PAYABLES		718,742,943
17	INSURANCE		36,413,065
18	LANDING FEES		17,416,966
xxx	OTHER ²		84,428,735
	SUBTOTAL EXCLUDING PAYROLL		1,117,533,417

GROSS DISBURSEMENTS (tie to bank statement) 1,312,134,544

(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES

MyPoints.com, Inc.	-
Premier Meeting and Travel Services, Inc.	82,640
Mileage Plus, Inc.	2,700,000
United Aviation Fuels Corporation	112,500,000
UAL Loyalty Services, Inc.	7,694,697
Domicile Management Services, Inc.	334,229
TOTAL TRANSFERS TO OTHER ACCOUNTS / ENTITIES	123,311,566

TAXES:

a. Federal Income Tax and FICA withholdings	61,984,500
b. State income tax w/held	8,557,521
c. State sales or use tax	198,457
d. Other (specify) ³	98,903,170
TOTAL TAXES	169,643,648

NET MONTHLY DISBURSEMENTS \$ 1,358,466,626

¹ Includes activity for United Airlines, Inc., UAL Company Services, Inc., United GHS, Inc., UAL Benefits Management, Inc. and Air Wisconsin, Inc.

² Includes corporate volume agreements (APO8), maintenance (APO 9), crew housing (APO 11), damaged bags (APO 12), GSA's (APO14), group deposits (APO 15), tour payables (APO 16), lost baggage claims (APO 19), ORD JJ (APO 21), passenger facility charges (APO 22), cargo claims (APO 23), property work orders (APO 24), travel agency incentives (APO 25), back end commissions (APO 26), cargo correspondence (APO 29), employee travel expenses (APO 45), DIP fees and interest, 401K, pilot directed account plan and sick leave trust payments.

³ Includes US Federal fuel tax, transportation tax, transportation security fees, personal property tax, excise tax, liquor tax, unemployment tax, state & city tax and quarterly payments made to the INS, US Custom Fees and Department of Agriculture.

ENTITY: **UAL LOYALTY SERVICES, INC ¹** BANK **BANK ONE ACCT. 11-01955, 11-02250, 10-61639,**
ACCTS: **11-33545**

(see schedule F for details)

BY APO DISBURSEMENT TYPE
(based on Cleared Check Date):

	NOTES:	AMOUNT:	
xxx	PAYROLL OFFICER	Payroll disbursed through United Airlines	-
xxx	PAYROLL NON-OFFICER		-
04	AVIATION FUEL		-
06	CATERING		-
03	RECURRING RENT		-
01	GENERAL PAYABLES		5,161,554
17	INSURANCE		-
18	LANDING FEES		-
xxx	OTHER		-

SUBTOTAL EXCLUDING PAYROLL

5,161,554

GROSS DISBURSEMENTS (tie to bank statement)

5,161,554

(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES

100,000

TAXES:

a. Federal Income Tax and FICA withholdings

-

b. State income tax w/held

-

c. State sales or use tax

-

d. Other ²

3,280,000

TOTAL TAXES

3,280,000

NET MONTHLY DISBURSEMENTS

\$ 8,341,554

¹ Includes disbursement activity for Confetti, Inc., Mileage Plus Holdings, Inc. and Mileage Plus Marketing, Inc.

² Includes US Federal fuel tax, transportation tax, transportation security fees, personal property tax, excise tax, liquor tax, unemployment tax, state & city tax and quarterly payments made to the INS, US Custom Fees and Department of Agriculture.

ENTITY: **MILEAGE PLUS HOLDINGS, INC ¹** BANK ACCTS: **See Schedule F for list of bank accounts**

BY APO DISBURSEMENT TYPE
(based on Cleared Check Date):

NOTES:

AMOUNT:

xxx	PAYROLL OFFICER	-
xxx	PAYROLL NON-OFFICER	-
04	AVIATION FUEL	-
06	CATERING	-
03	RECURRING RENT	-
01	GENERAL PAYABLES	-
17	INSURANCE	-
18	LANDING FEES	-
xxx	OTHER	-
	SUBTOTAL EXCLUDING PAYROLL	-

GROSS DISBURSEMENTS (tie to bank statement)

-

(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES

-

TAXES:

a. Federal Income Tax and FICA withholdings

-

b. State income tax w/held

-

c. State sales or use tax

-

d. Other ²

-

TOTAL TAXES

-

NET MONTHLY DISBURSEMENTS

-

¹ Disbursement activity conducted through UAL Loyalty Services, Inc.

² Includes US Federal fuel tax, transportation tax, transportation security fees, personal property tax, excise tax, liquor tax, unemployment tax, state & city tax and quarterly payments made to the INS, US Custom Fees and Department of Agriculture.

ENTITY: **MILEAGE PLUS MARKETING, INC ¹** BANK ACCTS: **See Schedule F for list of bank accounts**

BY APO DISBURSEMENT TYPE
(based on Cleared Check Date):

NOTES:

AMOUNT:

xxx	PAYROLL OFFICER	-
xxx	PAYROLL NON-OFFICER	-
04	AVIATION FUEL	-
06	CATERING	-
03	RECURRING RENT	-
01	GENERAL PAYABLES	-
17	INSURANCE	-
18	LANDING FEES	-
xxx	OTHER	-
	SUBTOTAL EXCLUDING PAYROLL	-

GROSS DISBURSEMENTS (tie to bank statement) -

(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES -

TAXES:

a.	Federal Income Tax and FICA withholdings	-
b.	State income tax w/held	-
c.	State sales or use tax	-
d.	Other ²	-
	TOTAL TAXES	-

NET MONTHLY DISBURSEMENTS -

¹ Disbursement activity conducted through UAL Loyalty Services, Inc.

² Includes US Federal fuel tax, transportation tax, transportation security fees, personal property tax, excise tax, liquor tax, unemployment tax, state & city tax and quarterly payments made to the INS, US Custom Fees and Department of Agriculture.

ENTITY: **CONFETTI, INC ¹** BANK ACCTS: **See Schedule F for list of bank accounts**

BY APO DISBURSEMENT TYPE
(based on Cleared Check Date):

NOTES:

AMOUNT:

xxx	PAYROLL OFFICER	-
xxx	PAYROLL NON-OFFICER	-
04	AVIATION FUEL	-
06	CATERING	-
03	RECURRING RENT	-
01	GENERAL PAYABLES	-
17	INSURANCE	-
18	LANDING FEES	-
xxx	OTHER	-
	SUBTOTAL EXCLUDING PAYROLL	-

GROSS DISBURSEMENTS (tie to bank statement)	-
(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES	-
TAXES:	
a. Federal Income Tax and FICA withholdings	-
b. State income tax w/held	-
c. State sales or use tax	-
d. Other ²	-
TOTAL TAXES	-
NET MONTHLY DISBURSEMENTS	-

¹ Disbursement activity conducted through UAL Loyalty Services, Inc.

² Includes US Federal fuel tax, transportation tax, transportation security fees, personal property tax, excise tax, liquor tax, unemployment tax, state & city tax and quarterly payments made to the INS, US Custom Fees and Department of Agriculture.

ENTITY:	UAL COMPANY SERVICES, INC. ¹	BANK ACCTS:	See Schedule F for list of bank accounts
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BY APO DISBURSEMENT TYPE

<i>(based on Cleared Check Date):</i>	NOTES:	AMOUNT:
xxx PAYROLL OFFICER		-
xxx PAYROLL NON-OFFICER		-
04 AVIATION FUEL		-
06 CATERING		-
03 RECURRING RENT		-
01 GENERAL PAYABLES		-
17 INSURANCE		-
18 LANDING FEES		-
xxx OTHER		-
SUBTOTAL EXCLUDING PAYROLL		-

GROSS DISBURSEMENTS (tie to bank statement)	-
(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES	-
TAXES:	
a. Federal Income Tax and FICA withholdings	-
b. State income tax w/held	-
c. State sales or use tax	-
d. Other ²	-
TOTAL TAXES	-
NET MONTHLY DISBURSEMENTS	-

¹ Disbursement activity conducted through United Airlines, Inc.

² Includes US Federal fuel tax, transportation tax, transportation security fees, personal property tax, excise tax, liquor tax, unemployment tax, state & city tax and quarterly payments made to the INS, US Custom Fees and Department of Agriculture.

Fleet Bank # 55157711
Wells Fargo #449-6837055, 10765100
Silicon Valley Bank #3300066117, 3300042163
Silicon Valley Bank #3700276606

ENTITY: **MYPOINTS.COM, INC.** BANK
AND SUBSIDIARIES ACCTS:
 1

(see schedule F for details)

BY APO DISBURSEMENT TYPE

<i>(based on Cleared Check Date):</i>	NOTES:	AMOUNT:
xxx PAYROLL OFFICER		
xxx PAYROLL NON-OFFICER		464,685
04 AVIATION FUEL		-
06 CATERING		-
03 RECURRING RENT		-
01 GENERAL PAYABLES		7,279,166
17 INSURANCE		-
18 LANDING FEES		-
xxx OTHER		-
SUBTOTAL EXCLUDING PAYROLL		7,279,166
GROSS DISBURSEMENTS (tie to bank statement)		7,743,851
(MINUS) TRANSFERS TO OTHER ACCOUNTS / ENTITIES		5,000,000
TAXES:		
a. Federal Income Tax and FICA withholdings		-
b. State income tax w/held		-
c. State sales or use tax		-
d. Other ²		-
TOTAL TAXES		-
NET MONTHLY DISBURSEMENTS		\$ 2,743,851

¹ Includes disbursement activity for Cybergold, Inc., iTarget.com, Inc., MyPoints Offline Services, Inc.

² Includes US Federal fuel tax, transportation tax, transportation security fees, personal property tax, excise tax, liquor tax, unemployment tax, state & city tax and quarterly payments made to the INS, US Custom Fees and Department of Agriculture.

Fleet Bank # 55157711
Wells Fargo #449-6837055, 10765100
Silicon Valley Bank #3300066117, 3300042163
Silicon Valley Bank #3700276606

ENTITY: **CYBERGOLD, INC.** ¹ BANK
 ACCTS:

(see schedule F for details)

BY APO DISBURSEMENT TYPE
(based on Cleared Check Date):

<i>(based on Cleared Check Date):</i>	NOTES:	AMOUNT:
xxx PAYROLL OFFICER		-
xxx PAYROLL NON-OFFICER		-
04 AVIATION FUEL		-
06 CATERING		-
03 RECURRING RENT		-

01	GENERAL PAYABLES	-
17	INSURANCE	-
18	LANDING FEES	-
xxx	OTHER	-
	SUBTOTAL EXCLUDING PAYROLL	-

GROSS DISBURSEMENTS (tie to bank statement) -

(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES -

TAXES:

a.	Federal Income Tax and FICA withholdings	-
b.	State income tax w/held	-
c.	State sales or use tax	-
d.	Other ²	-
	TOTAL TAXES	-

NET MONTHLY DISBURSEMENTS -

¹ Disbursement activity conducted through MyPoints.com, Inc.

² Includes US Federal fuel tax, transportation tax, transportation security fees, personal property tax, excise tax, liquor tax, unemployment tax, state & city tax and quarterly payments made to the INS, US Custom Fees and Department of Agriculture.

		Fleet Bank # 55157711
		Wells Fargo #449-6837055, 10765100
ENTITY:	iTARGET.COM, INC. ¹	Silicon Valley Bank #3300066117, 3300042163
		Silicon Valley Bank #3700276606
		(see schedule F for details)

BY APO DISBURSEMENT TYPE
(based on Cleared Check Date):

NOTES:

AMOUNT:

xxx	PAYROLL OFFICER	-
xxx	PAYROLL NON-OFFICER	-
04	AVIATION FUEL	-
06	CATERING	-
03	RECURRING RENT	-
01	GENERAL PAYABLES	-
17	INSURANCE	-
18	LANDING FEES	-
xxx	OTHER	-
	SUBTOTAL EXCLUDING PAYROLL	-

GROSS DISBURSEMENTS (tie to bank statement) -

(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES -

TAXES:

a.	Federal Income Tax and FICA withholdings	-
b.	State income tax w/held	-
c.	State sales or use tax	-
d.	Other ²	-
	TOTAL TAXES	-

NET MONTHLY DISBURSEMENTS -

1 Disbursement activity conducted through MyPoints.com, Inc.

2 Includes US Federal fuel tax, transportation tax, transportation security fees, personal property tax, excise tax, liquor tax, unemployment tax, state & city tax and quarterly payments made to the INS, US Custom Fees and Department of Agriculture.

Fleet Bank # 55157711

Wells Fargo #449-6837055, 10765100

BANK **Silicon Valley Bank #3300066117, 3300042163**

ENTITY: **MYPOINTS OFFLINE SERVICES, INC. ¹**

ACCTS: **Silicon Valley Bank #3700276606**

(see schedule F for details)

BY APO DISBURSEMENT TYPE
(based on Cleared Check Date):

NOTES:

AMOUNT:

xxx	PAYROLL OFFICER	-
xxx	PAYROLL NON-OFFICER	-
04	AVIATION FUEL	-
06	CATERING	-
03	RECURRING RENT	-
01	GENERAL PAYABLES	-
17	INSURANCE	-
18	LANDING FEES	-
xxx	OTHER	-
	SUBTOTAL EXCLUDING PAYROLL	-

GROSS DISBURSEMENTS (tie to bank statement)

-

(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES

-

TAXES:

a. Federal Income Tax and FICA withholdings

-

b. State income tax w/held

-

c. State sales or use tax

-

d. Other ²

-

TOTAL TAXES

-

NET MONTHLY DISBURSEMENTS

-

1 Disbursement activity conducted through MyPoints.com, Inc.

2 Includes US Federal fuel tax, transportation tax, transportation security fees, personal property tax, excise tax, liquor tax, unemployment tax, state & city tax and quarterly payments made to the INS, US Custom Fees and Department of Agriculture.

BANK

ENTITY: **UAL BENEFITS MANAGEMENT, INC. ¹**

ACCTS: **List Accounts per attached list**

(see schedule F for details)

BY APO DISBURSEMENT TYPE
(based on Cleared Check Date):

NOTES:

AMOUNT:

xxx	PAYROLL OFFICER	-
xxx	PAYROLL NON-OFFICER	-
04	AVIATION FUEL	-
06	CATERING	-
03	RECURRING RENT	-
01	GENERAL PAYABLES	-
17	INSURANCE	-

18	LANDING FEES	-
xxx	OTHER	-
	SUBTOTAL EXCLUDING PAYROLL	-

GROSS DISBURSEMENTS (tie to bank statement) -

(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES -

TAXES:
a. Federal Income Tax and FICA withholdings -
b. State income tax w/held -
c. State sales or use tax -
d. Other ² -
TOTAL TAXES -

NET MONTHLY DISBURSEMENTS -

¹ Disbursement activity conducted through United Airlines, Inc.

² Includes US Federal fuel tax, transportation tax, transportation security fees, personal property tax, excise tax, liquor tax, unemployment tax, state & city tax and quarterly payments made to the INS, US Custom Fees and Department of Agriculture.

ENTITY: **UNITED BIZJET HOLDINGS, INC.¹** BANK ACCTS: **Bank One #10-96072**
(see schedule F for details)

BY APO DISBURSEMENT TYPE		NOTES:	AMOUNT:
<i>(based on Cleared Check Date):</i>			
xxx	PAYROLL OFFICER		-
xxx	PAYROLL NON-OFFICER		-
04	AVIATION FUEL		-
06	CATERING		-
03	RECURRING RENT		-
01	GENERAL PAYABLES		-
17	INSURANCE		-
18	LANDING FEES		-
xxx	OTHER		-
	SUBTOTAL EXCLUDING PAYROLL		-

GROSS DISBURSEMENTS (tie to bank statement) -

(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES -

TAXES:
a. Federal Income Tax and FICA withholdings -
b. State income tax w/held -
c. State sales or use tax -
d. Other ² -
TOTAL TAXES -

NET MONTHLY DISBURSEMENTS -

¹ Includes disbursement activity for BizJet Fractional, Inc., BizJet Charter, Inc., and BizJet Services, Inc.

² Includes US Federal fuel tax, transportation tax, transportation security fees, personal property tax, excise tax, liquor tax, unemployment tax, state & city tax and quarterly payments made to the INS, US Custom Fees and Department of Agriculture.

ENTITY: **BIZJET CHARTER, INC.** ¹ BANK
ACCTS: **List Accounts per attached list**
(see schedule F for details)

BY APO DISBURSEMENT TYPE
(based on Cleared Check Date):

	NOTES:	AMOUNT:
xxx	PAYROLL OFFICER	-
xxx	PAYROLL NON-OFFICER	-
04	AVIATION FUEL	-
06	CATERING	-
03	RECURRING RENT	-
01	GENERAL PAYABLES	-
17	INSURANCE	-
18	LANDING FEES	-
xxx	OTHER	-
	SUBTOTAL EXCLUDING PAYROLL	-

GROSS DISBURSEMENTS (tie to bank statement) -

(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES -

TAXES:

a.	Federal Income Tax and FICA withholdings	-
b.	State income tax w/held	-
c.	State sales or use tax	-
d.	Other ²	-
	TOTAL TAXES	-

NET MONTHLY DISBURSEMENTS -

¹ Disbursement activity conducted through United BizJet Holdings, Inc.

² Includes US Federal fuel tax, transportation tax, transportation security fees, personal property tax, excise tax, liquor tax, unemployment tax, state & city tax and quarterly payments made to the INS, US Custom Fees and Department of Agriculture.

ENTITY: **BIZJET FRACTIONAL, INC.** ¹ BANK
ACCTS: **List Accounts per attached list**
(see schedule F for details)

BY APO DISBURSEMENT TYPE
(based on Cleared Check Date):

	NOTES:	AMOUNT:
xxx	PAYROLL OFFICER	-
xxx	PAYROLL NON-OFFICER	-
04	AVIATION FUEL	-
06	CATERING	-
03	RECURRING RENT	-
01	GENERAL PAYABLES	-

17	INSURANCE	-
18	LANDING FEES	-
xxx	OTHER	-
	SUBTOTAL EXCLUDING PAYROLL	-

GROSS DISBURSEMENTS (tie to bank statement) -

(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES -

TAXES:

a. Federal Income Tax and FICA withholdings	-
b. State income tax w/held	-
c. State sales or use tax	-
d. Other ²	-
TOTAL TAXES	-

NET MONTHLY DISBURSEMENTS -

¹ Disbursement activity conducted through United BizJet Holdings, Inc.

² Includes US Federal fuel tax, transportation tax, transportation security fees, personal property tax, excise tax, liquor tax, unemployment tax, state & city tax and quarterly payments made to the INS, US Custom Fees and Department of Agriculture.

ENTITY: **BIZJET SERVICES, INC.** ¹ BANK
ACCTS: **List Accounts per attached list**
(see schedule F for details)

BY APO DISBURSEMENT TYPE
(based on Cleared Check Date):

	NOTES:	AMOUNT:
xxx	PAYROLL OFFICER	-
xxx	PAYROLL NON-OFFICER	-
04	AVIATION FUEL	-
06	CATERING	-
03	RECURRING RENT	-
01	GENERAL PAYABLES	-
17	INSURANCE	-
18	LANDING FEES	-
xxx	OTHER	-
	SUBTOTAL EXCLUDING PAYROLL	-

GROSS DISBURSEMENTS (tie to bank statement) -

(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES -

TAXES:

a. Federal Income Tax and FICA withholdings	-
b. State income tax w/held	-
c. State sales or use tax	-
d. Other ²	-
TOTAL TAXES	-

NET MONTHLY DISBURSEMENTS -

¹ Disbursement activity conducted through United BizJet Holdings, Inc.

² Includes US Federal fuel tax, transportation tax, transportation security fees, personal property tax, excise tax, liquor tax, unemployment tax, state & city tax and quarterly payments made to the INS, US Custom Fees and Department of Agriculture.

ENTITY: **KION LEASING, INC. ¹** BANK
 ACCTS: **List Accounts per attached list**
 (see schedule F for details)

BY APO DISBURSEMENT TYPE
(based on Cleared Check Date):

	NOTES:	AMOUNT:
xxx PAYROLL OFFICER	Payroll disbursed through United Airlines	-
xxx PAYROLL NON-OFFICER		-
04 AVIATION FUEL		-
06 CATERING		-
03 RECURRING RENT		-
01 GENERAL PAYABLES		-
17 INSURANCE		-
18 LANDING FEES		-
xxx OTHER		-
SUBTOTAL EXCLUDING PAYROLL		-

GROSS DISBURSEMENTS (tie to bank statement) -

(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES -

TAXES:
 a. Federal Income Tax and FICA withholdings -
 b. State income tax w/held -
 c. State sales or use tax -
 d. Other ² -
 TOTAL TAXES -

NET MONTHLY DISBURSEMENTS -

¹ Approximated from Income Statement for the month ended December 31, 2003.

² Includes US Federal fuel tax, transportation tax, transportation security fees, personal property tax, excise tax, liquor tax, unemployment tax, state & city tax and quarterly payments made to the INS, US Custom Fees and Department of Agriculture.

ENTITY: **PREMIER MEETING AND TRAVEL SERVICES, INC.** BANK
 ACCTS: **Bank One 5578531**
 (see schedule F for details)

BY APO DISBURSEMENT TYPE
(based on Cleared Check Date):

	NOTES:	AMOUNT:
xxx PAYROLL OFFICER	Payroll disbursed through United Airlines	-
xxx PAYROLL NON-OFFICER		-
04 AVIATION FUEL		-
06 CATERING		-
03 RECURRING RENT		-
01 GENERAL PAYABLES		723,072
17 INSURANCE		-
18 LANDING FEES		-
xxx OTHER		-

SUBTOTAL EXCLUDING PAYROLL

723,072

GROSS DISBURSEMENTS (tie to bank statement)

723,072

(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES

245,857

TAXES:

a. Federal Income Tax and FICA withholdings

-

b. State income tax w/held

-

c. State sales or use tax

-

d. Other ¹

-

TOTAL TAXES

-

NET MONTHLY DISBURSEMENTS

\$ 477,215

¹ Includes US Federal fuel tax, transportation tax, transportation security fees, personal property tax, excise tax, liquor tax, unemployment tax, state & city tax and quarterly payments made to the INS, US Custom Fees and Department of Agriculture.

ENTITY: **UNITED AVIATION FUELS CORPORATION** BANK ACCTS: **NORTHERN TRUST ACCT. 792705**
(see schedule F for details)

BY APO DISBURSEMENT TYPE

(based on Cleared Check Date):

NOTES:

AMOUNT:

xxx PAYROLL OFFICER

Payroll disbursed through United Airlines

-

xxx PAYROLL NON-OFFICER

-

04 AVIATION FUEL

167,352,412

06 CATERING

-

03 RECURRING RENT

-

01 GENERAL PAYABLES

-

17 INSURANCE

-

18 LANDING FEES

-

xxx OTHER

-

SUBTOTAL EXCLUDING PAYROLL

167,352,412

GROSS DISBURSEMENTS (tie to bank statement)

167,352,412

(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES

43,100,000

TAXES:

a. Federal Income Tax and FICA withholdings

-

b. State income tax w/held

-

c. State sales or use tax

-

d. Other ¹

-

TOTAL TAXES

-

NET MONTHLY DISBURSEMENTS

\$ 124,252,412

¹ Includes US Federal fuel tax, transportation tax, transportation security fees, personal property tax, excise tax, liquor tax, unemployment tax, state & city tax and quarterly payments made to the INS, US Custom Fees and Department of Agriculture.

ENTITY: UNITED COGEN , INC.

BANK
ACCTS: List Accounts per attached list
(see schedule F for details)

**BY APO DISBURSEMENT
TYPE**

(based on Cleared Check Date):

NOTES:

AMOUNT:

xxx	PAYROLL OFFICER	Payroll disbursed through United Airlines	-
xxx	PAYROLL NON-OFFICER		-
04	AVIATION FUEL		-
06	CATERING		-
03	RECURRING RENT		-
01	GENERAL PAYABLES		330,307
17	INSURANCE		-
18	LANDING FEES		-
xxx	OTHER		-
	SUBTOTAL EXCLUDING PAYROLL		330,307

GROSS DISBURSEMENTS (tie to bank statement) 330,307

(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES -

TAXES:

a. Federal Income Tax and FICA withholdings	-
b. State income tax w/held	-
c. State sales or use tax	-
d. Other ¹	-
TOTAL TAXES	-

NET MONTHLY DISBURSEMENTS 330,307

¹ Includes US Federal fuel tax, transportation tax, transportation security fees, personal property tax, excise tax, liquor tax, unemployment tax, state & city tax and quarterly payments made to the INS, US Custom Fees and Department of Agriculture.

ENTITY: MILEAGE PLUS, INC.

BANK
ACCTS: SHORE BANK #17331100/17331200/17511000
(see schedule F for details)

**BY APO DISBURSEMENT
TYPE**

(based on Cleared Check Date):

NOTES:

AMOUNT:

xxx	PAYROLL OFFICER		-
xxx	PAYROLL NON-OFFICER		746,181
04	AVIATION FUEL		-
06	CATERING		-
03	RECURRING RENT		-
01	GENERAL PAYABLES		1,112,050
17	INSURANCE		-
18	LANDING FEES		-
xxx	OTHER		-
	SUBTOTAL EXCLUDING PAYROLL		1,112,050

GROSS DISBURSEMENTS (tie to bank statement)	1,858,231
(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES	59,667
TAXES:	
a. Federal Income Tax and FICA withholdings	248,539
b. State income tax w/held	19,371
c. State sales or use tax	36
d. Other ¹	767
TOTAL TAXES	268,712
NET MONTHLY DISBURSEMENTS	\$ 2,067,277

¹ Includes US Federal fuel tax, transportation tax, transportation security fees, personal property tax, excise tax, liquor tax, unemployment tax, state & city tax and quarterly payments made to the INS, US Custom Fees and Department of Agriculture.

ENTITY: **UNITED GHS, INC. ¹** BANK
ACCTS: **List Accounts per attached list**
(see schedule F for details)

BY APO DISBURSEMENT TYPE
(based on Cleared Check Date):

	NOTES:	AMOUNT:
xxx	PAYROLL OFFICER	-
xxx	PAYROLL NON-OFFICER	-
04	AVIATION FUEL	-
06	CATERING	-
03	RECURRING RENT	-
01	GENERAL PAYABLES	-
17	INSURANCE	-
18	LANDING FEES	-
xxx	OTHER	-
	SUBTOTAL EXCLUDING PAYROLL	-

GROSS DISBURSEMENTS (tie to bank statement)	-
(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES	-
TAXES:	
a. Federal Income Tax and FICA withholdings	-
b. State income tax w/held	-
c. State sales or use tax	-
d. Other ²	-
TOTAL TAXES	-
NET MONTHLY DISBURSEMENTS	-

¹ Disbursement activity conducted through United Airlines, Inc.

² Includes US Federal fuel tax, transportation tax, transportation security fees, personal property tax, excise tax, liquor tax, unemployment tax, state & city tax and quarterly payments made to the INS, US Custom Fees and Department of Agriculture.

ENTITY: **UNITED WORLDWIDE** BANK
ACCTS: **List Accounts per attached list**

CORPORATION ¹

(see schedule F for details)

BY APO DISBURSEMENT TYPE**(based on Cleared Check Date):**

NOTES:

AMOUNT:

xxx	PAYROLL OFFICER	-
xxx	PAYROLL NON-OFFICER	-
04	AVIATION FUEL	-
06	CATERING	-
03	RECURRING RENT	-
01	GENERAL PAYABLES	-
17	INSURANCE	-
18	LANDING FEES	-
xxx	OTHER	-
	SUBTOTAL EXCLUDING PAYROLL	-

GROSS DISBURSEMENTS (tie to bank statement)

(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES

TAXES:

a. Federal Income Tax and FICA withholdings	-
b. State income tax w/held	-
c. State sales or use tax	-
d. Other ²	-
TOTAL TAXES	-

NET MONTHLY DISBURSEMENTS¹ Approximated from Income Statement for the month ended December 31, 2003.² Includes US Federal fuel tax, transportation tax, transportation security fees, personal property tax, excise tax, liquor tax, unemployment tax, state & city tax and quarterly payments made to the INS, US Custom Fees and Department of Agriculture.

ENTITY: **UNITED VACATIONS, INC. ¹** BANK ACCTS: **List Accounts per attached list**
(see schedule F for details)

BY APO DISBURSEMENT TYPE**(based on Cleared Check Date):**

NOTES:

AMOUNT:

xxx	PAYROLL OFFICER	-
xxx	PAYROLL NON-OFFICER	-
04	AVIATION FUEL	-
06	CATERING	-
03	RECURRING RENT	-
01	GENERAL PAYABLES	-
17	INSURANCE	-
18	LANDING FEES	-
xxx	OTHER	-
	SUBTOTAL EXCLUDING PAYROLL	-

GROSS DISBURSEMENTS (tie to bank statement)

(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES -

TAXES:

a. Federal Income Tax and FICA withholdings -

b. State income tax w/held -

c. State sales or use tax -

d. Other ² -

TOTAL TAXES -

NET MONTHLY DISBURSEMENTS -

¹ Approximated from Income Statement for the month ended December 31, 2003.

² Includes US Federal fuel tax, transportation tax, transportation security fees, personal property tax, excise tax, liquor tax, unemployment tax, state & city tax and quarterly payments made to the INS, US Custom Fees and Department of Agriculture.

ENTITY: **FOUR STAR LEASING, INC.** ¹ BANK ACCTS: **List Accounts per attached list**
(see schedule F for details)

BY APO DISBURSEMENT TYPE

(based on Cleared Check Date):

NOTES:

AMOUNT:

xxx PAYROLL OFFICER -

xxx PAYROLL NON-OFFICER -

04 AVIATION FUEL -

06 CATERING -

03 RECURRING RENT -

01 GENERAL PAYABLES -

17 INSURANCE -

18 LANDING FEES -

xxx OTHER -

SUBTOTAL EXCLUDING PAYROLL -

GROSS DISBURSEMENTS (tie to bank statement) -

(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES -

TAXES:

a. Federal Income Tax and FICA withholdings -

b. State income tax w/held -

c. State sales or use tax -

d. Other ² -

TOTAL TAXES -

NET MONTHLY DISBURSEMENTS -

¹ Approximated from Income Statement for the month ended December 31, 2003.

² Includes US Federal fuel tax, transportation tax, transportation security fees, personal property tax, excise tax, liquor tax, unemployment tax, state & city tax and quarterly payments made to the INS, US Custom Fees and Department of Agriculture.

ENTITY: **AIR WISCONSIN, INC.** ¹ BANK ACCTS: **See Schedule F for Details**

**BY APO DISBURSEMENT
TYPE**

(based on Cleared Check Date):

NOTES:

AMOUNT:

xxx	PAYROLL OFFICER	-
xxx	PAYROLL NON-OFFICER	-
04	AVIATION FUEL	-
06	CATERING	-
03	RECURRING RENT	-
01	GENERAL PAYABLES	475
17	INSURANCE	-
18	LANDING FEES	-
xxx	OTHER	-
	SUBTOTAL EXCLUDING PAYROLL	475

GROSS DISBURSEMENTS (tie to bank statement) 475

(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES -

TAXES:

a. Federal Income Tax and FICA withholdings	-
b. State income tax w/held	-
c. State sales or use tax	-
d. Other ²	-
TOTAL TAXES	-

NET MONTHLY DISBURSEMENTS 475

¹ Disbursement activity conducted through United Airlines, Inc.

² Includes US Federal fuel tax, transportation tax, transportation security fees, personal property tax, excise tax, liquor tax, unemployment tax, state & city tax and quarterly payments made to the INS, US Custom Fees and Department of Agriculture.

BANK

ENTITY: **AIR WISCONSIN SERVICES, INC** ACCTS: **List Accounts per attached list**

¹

(see schedule F for details)

BY APO DISBURSEMENT TYPE

(based on Cleared Check Date):

NOTES:

AMOUNT:

xxx	PAYROLL OFFICER	-
xxx	PAYROLL NON-OFFICER	-
04	AVIATION FUEL	-
06	CATERING	-
03	RECURRING RENT	-
01	GENERAL PAYABLES	-
17	INSURANCE	-
18	LANDING FEES	-
xxx	OTHER	-
	SUBTOTAL EXCLUDING PAYROLL	-

GROSS DISBURSEMENTS (tie to bank statement) -

(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES -

TAXES:		
a. Federal Income Tax and FICA withholdings		-
b. State income tax w/held		-
c. State sales or use tax		-
d. Other ²		-
TOTAL TAXES		-
NET MONTHLY DISBURSEMENTS		-

¹ Disbursement activity conducted through Air Wisconsin, Inc.

² Includes US Federal fuel tax, transportation tax, transportation security fees, personal property tax, excise tax, liquor tax, unemployment tax, state & city tax and quarterly payments made to the INS, US Custom Fees and Department of Agriculture.

ENTITY: **DOMICILE MGMT SERVICES, INC.** BANK
ACCTS: **Citibank #0-157487-016**

BY APO DISBURSEMENT TYPE
(based on Cleared Check Date):

	NOTES:	AMOUNT:
xxx	PAYROLL OFFICER	-
xxx	PAYROLL NON-OFFICER	29,249
04	AVIATION FUEL	-
06	CATERING	-
03	RECURRING RENT	-
01	GENERAL PAYABLES	105,278
17	INSURANCE	-
18	LANDING FEES	-
xxx	OTHER	-
	SUBTOTAL EXCLUDING PAYROLL	105,278

GROSS DISBURSEMENTS (tie to bank statement) 134,527

(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES -

TAXES:		
a. Federal Income Tax and FICA withholdings		-
b. State income tax w/held		-
c. State sales or use tax		280
d. Other ¹		-
TOTAL TAXES		280

NET MONTHLY DISBURSEMENTS \$ 134,807

¹ Includes US Federal fuel tax, transportation tax, transportation security fees, personal property tax, excise tax, liquor tax, unemployment tax, state & city tax, quarterly payments made to the INS, and US Custom Fees and Department of Agriculture.

SCHEDULE A and B - Payments to Insiders and Insurance

Insurance

The undersigned verifies that, to the best of my knowledge, all insurance premiums for the policies held by all legal

entities of UAL Corporation have been paid to the proper insurance company or broker when due, and that all insurance policies are in force as of December 31, 2003.

Signature

Print Name and Title

Date

Insider Payments

The undersigned verifies that, all payments made to insiders, as defined in 11 U.S.C. Section 101 of the U.S. Bankruptcy Code, during the reporting period have been made in the ordinary course of business or in accordance with the provisions of an Order entered by the U.S. Bankruptcy Court.

Signature

Print Name and Title

Date

SCHEDULE C - Description of Tax Trusts

Escrow Accounts

The Debtors have created an escrow account to ensure that adequate funds are available to pay outstanding fiduciary tax obligations owed to the federal government as well as state and local jurisdictions in the event that the Debtors cease operations. These trust funds are described below.

Escrow Fund

This escrow fund was established with LaSalle Bank on November 29, 2002 and funded on December 5, 2002 with an initial funding of \$200 million to account for the estimated tax liability of UAL Corporation, UAL Loyalty Services, Inc., Confetti, Inc., Mileage Plus Holdings, Inc., Mileage Plus Marketing, Inc., MyPoints.com, Inc., Cybergold, Inc., itarget.com, Inc., MyPoints Offline Services, Inc., UAL Company Services, Inc., Four Star Leasing, Inc., Air Wisconsin Services, Inc., Air Wisconsin, Inc., Domicile Management Services, Inc., UAL Benefits Management, Inc., United BizJet Holdings, Inc., BizJet Charter, Inc., BizJet Fractional, Inc., BizJet Services, Inc., United Air Lines, Inc., Kion Leasing, Inc., Premier Meeting and Travel Services, Inc., United Aviation Fuel Corporation, United Cogen, Inc., Mileage Plus, Inc., United GHS, Inc., United Worldwide Corporation, and United Vacations, Inc. No subsequent funding or payments are made from the escrow account.

The components of the Escrow fund:

- w Federal payroll withholding taxes, FICA (employee portion), and Medicare;
- w Federal air transportation excise taxes;
- w Federal security charges;
- w Federal Animal and Plant Health Inspection Service of the U.S. Department of Agriculture ("APHIS");
- w Federal Immigration and Naturalization Service (INS) fees;
- w Federal customs fees;
- w State and local income tax withholding;
- w Disability taxes;
- w Passenger facility charges ("PFC");
- w State sales and use taxes;
- w Federal and state fuel taxes

SCHEDULE D - Payments to Secured Creditors and Lessors

Name of Creditor or Lessor	Type	Date Regular Payment is Due	Amount of Regular Payment	Check # of Payments	Number of Payments Delinquent*	Amount of Payments * Delinquent
CORPORATE TRUST SERVICES	AIRCRAFT	12/1/03	110,000.00			
HELIOS LEASE	AIRCRAFT	12/1/03	93,106.53			
SOCIETE GENERALE	AIRCRAFT	12/1/03	214,666.67			
US BANK	AIRCRAFT	12/1/03	25,507,856.77			
WELLS FARGO BANK NORTHWEST, N.A.	AIRCRAFT	12/1/03	400,000.00			
KREDITANSTALT FUR WIEDERAUFBAU	AIRCRAFT	12/2/03	443,823.45			
PK AIR	AGENCY FEES	12/2/03	66,703.64			
US BANK	AIRCRAFT	12/2/03	387,009.38			
IAE	AIRCRAFT	12/8/03	1,620,000.00			
US BANK	AIRCRAFT	12/8/03	300,000.00			
WELLS FARGO BANK NORTHWEST, N.A.	AIRCRAFT	12/8/03	80,000.00			
WILMINGTON TRUST COMPANY	AIRCRAFT	12/8/03	700,000.00			
AIE VI	AIRCRAFT	12/9/03	3,630,000.00			
US BANK	AIRCRAFT	12/12/03	300,000.00			
WELLS FARGO BANK NORTHWEST, N.A.	AIRCRAFT	12/15/03	4,000,000.00			
WILMINGTON TRUST COMPANY	AIRCRAFT	12/15/03	130,000.00			
SOCIETE GENERALE	AIRCRAFT	12/17/03	114,484.33			
WILMINGTON TRUST COMPANY	AIRCRAFT	12/17/03	85,000.00			
HELLADEFF	AIRCRAFT	12/18/03	1,606,287.50			
KREDITANSTALT FUR WIEDERAUFBAU	AIRCRAFT	12/18/03	4,739,520.31			
HELLADEFF	AIRCRAFT	12/19/03	4,384,248.00			
SMBC	AIRCRAFT	12/19/03	162,742.11			
WILMINGTON TRUST COMPANY	AIRCRAFT	12/19/03	75,000.00			
HELADEFF	AIRCRAFT	12/22/03	1,102,323.75			
MIZUHO CORPORATE BANK	AIRCRAFT	12/23/03	1,553,840.94			
US BANK	AIRCRAFT	12/23/03	425,000.00			
WILMINGTON TRUST COMPANY	AIRCRAFT	12/23/03	170,000.00			
WESTDEUTSCHE LANDESBANK GIROZCENTRALE	AIRCRAFT	12/24/03	289,921.15			
PK AIR	AGENCY FEES	12/29/03	277,648.72			
WELLS FARGO BANK NORTHWEST, N.A.	AIRCRAFT	12/29/03	4,496,447.63			
WILMINGTON TRUST COMPANY	AIRCRAFT	12/29/03	85,000.00			
BAYERISCHE LAANDESBANK	AIRCRAFT	12/30/03	1,140,000.00			
CUMBERLAND LEASE CORP	AIRCRAFT	12/30/03	95,000.00			
PHILIP MORRIS CAPITAL CORPORATION	AIRCRAFT	12/30/03	2,340,000.00			
SMBC	AIRCRAFT	12/30/03	1,278,232.30			
WELLS FARGO BANK NORTHWEST, N.A.	AIRCRAFT	12/30/03	13,070,311.65			

BNP PARIBAS PARIS	AIRCRAFT	12/31/03	2,353,276.18
CIT GROUP	AIRCRAFT	12/31/03	440,000.00
EXPORT DEVELOPMENT CORPORATION	AIRCRAFT	12/31/03	1,616,611.00
mitsubishi trust & BANKING CORP.	AIRCRAFT	12/31/03	547,733.22
MIZUHO CORPORATE BANK	AIRCRAFT	12/31/03	339,181.51
SMBC	AIRCRAFT	12/31/03	25,123.55
SOCIETE GENERALE	AIRCRAFT	12/31/03	214,666.67
SOCIETE GENERALE PARIS	AIRCRAFT	12/31/03	1,014,122.65
US BANK	AIRCRAFT	12/31/03	24,120,190.55
WELLS FARGO BANK NORTHWEST, N.A.	AIRCRAFT	12/31/03	980,000.00
KREDITANSTALT FUR WIEDERAUFBAU	AIRCRAFT	12/31/03	540,243.74
WESTDEUTSCHE LANDESBANK GIROZCENTRALE	AIRCRAFT	12/31/03	1,982,066.82
WILMINGTON TRUST COMPANY	AIRCRAFT	12/31/03	215,000.00
UT FINANCE CORP	AIRCRAFT ENGINE	12/31/03	179,812.69
TOTAL			110,042,203.40

SCHEDULE E - Professional Payments ¹

PROFESSIONAL GROUP	MONTH AMOUNT AUTHORIZED	MONTH AMOUNT PAID
Babcock	\$ 495,000.00	\$ 495,000.00
Bain & Company	909,511.19	909,511.19
Cognizant Associates	28,683.19	28,683.19
Huron	966,498.54	966,498.54
KPMG	589,057.00	589,057.00
Kirkland & Ellis	1,867,867.89	1,867,867.89
Mercer Management Consulting	528,807.40	528,807.40
Paul Hastings	6,302.54	6,302.54
Piper Rudnick	8,890.85	8,890.85
Poorman Douglas	265,155.50	265,155.50
Rothschild	435,503.30	435,503.30
Saybrook Capital	215,491.54	215,491.54
Sonnenschein	673,408.12	673,408.12
Vedder Price	8,642.07	8,642.07
Wilmer, Cutler and Pickering	554,348.43	554,348.43
Committee of Unsecured Creditors	8,642.07	8,642.07
Total		\$ 7,561,809.63

¹ Professionals, for the purpose of this report, are defined as those who have filed a Professional Retention with the Federal Bankruptcy Court and whom are subject to the Interim Compensation Motion. All professional fees and expenses incurred in December have been accrued and reported on the Debtor's Balance Sheet. In instances in which fee applications have been received and the associated payments have been made, the accrual has been adjusted and the actual activity has been reflected in the Debtor's Accounts Payable.

SCHEDULE F - Accounts Receivable and Accounts Payable Schedule

STATEMENT OF AGED RECEIVABLES

		Tie -out	Consol.	Filed	Non-Filed	
			A/R	Entities	Entities	
Beginning of month balance ¹	\$974,603,869		\$927,659,000	\$924,535,789	\$3,123,211	
Add: sales on account	\$1,245,331,872					
Less: collections	(\$1,293,471,414)					
Less: Write-offs and Clearing	(\$1,928,538)					
End of month balance	\$924,535,789					
		0 - 30 Days ²	31 - 60 Days ²	61 - 90 Days ²	Over 90 Days ²	End of Month Total
		\$816,545,587	\$44,766,975	\$28,068,781	\$35,154,446	\$924,535,789

¹ Includes accruals for unprocessed sales for which the Debtor has not sent an invoice during the reporting period.

² Accounts receivable aging based upon the previous month's aging percentage.

STATEMENT OF ACCOUNTS PAYABLE (POST PETITION)

Consolidated Filing Entities		Tie -out	Consol.	Filed	Non-Filed	
			A/P	Entities	Entities	
Beginning of month balance ¹	\$343,282,000		\$359,563,000	\$357,437,000	\$2,126,000	
Add: credit extended	(\$1,356,338,107)					
Less: payments on account	\$1,370,493,107					
End of month balance	\$357,437,000					
		0 - 30 Days	31 - 60 Days ²	61 - 90 Days ²	Over 90 Days ²	End of Month Total
		\$356,508,766	\$219,416	\$708,818	\$0	\$357,437,000

¹ Includes accruals for goods and services received for which the Debtor has not yet received an invoice during the reporting period.

² All trade payables over 30 days old are available upon request.

SCHEDULE G - Bank Accounts and Financial Institution Relationships

The Debtors' businesses and financial affairs require the collection, disbursement and movement of funds through numerous bank accounts. In addition to the 178 domestic bank accounts, the Debtor operates 116 accounts in approximately 47 countries around the world.

A list of the Debtor's bank accounts is detailed below:

(*denotes new account for this monthly operating report as compared to prior monthly operating report)

DOMESTIC BANK ACCOUNTS

Financial Institution

Account Location

Acct #

1ST SOURCE BANK	South Bend, IN	n/a
AMSOUTH BANK	Birmingham, AL	n/a
AMSOUTH BANK	Knoxville, TN	n/a
ASSOCIATED BANK -WI	Madison, WI	n/a
BANK OF AMERICA	North Charleston, SC	n/a
BANK OF AMERICA	Baltimore, MD	n/a
BANK OF AMERICA	Savannah, GA	n/a
BANK OF AMERICA	Greenville, SC	n/a
BANK OF AMERICA	Richmond, VA	n/a
BANK OF AMERICA	Greensboro, NC	n/a
BANK OF AMERICA	Wichita, KS	n/a
BANK OF AMERICA	Springfield, MO	n/a
BANK OF AMERICA	Kansas City, MO	n/a
BANK OF AMERICA	Portland, OR	n/a
BANK OF AMERICA	Austin, TX	n/a
BANK OF AMERICA	San Antonio, TX	n/a
BANK OF AMERICA	San Francisco, CA	n/a
BANK OF AMERICA	San Francisco, CA	n/a
BANK OF AMERICA	San Francisco, CA	n/a
BANK OF AMERICA	San Francisco, CA	n/a
BANK OF AMERICA CALIF PZ	San Francisco, CA	n/a
Bank of America PZ-CA	DeKalb, Ga	n/a
BANK OF AMERICA SFOTK	San Francisco, CA	n/a
BANK OF AMERICA -SILVER WINGS	San Francisco, CA	n/a
BANK OF AMERICA WASHINGTON	Seattle, WA	n/a
BANK OF HAWAII	Honolulu, HI	n/a
BANK OF ILLINOIS (Air Wisconsin)	Normal, IL	n/a
BANK OF NEW YORK	New York, NY	n/a
BANK OF NEW YORK	White Plains, NY	n/a
BANK OF OKLAHOMA	Tulsa, OK	n/a
BANK OF THE WEST	San Jose, Ca	n/a
BANK ONE	Chicago, IL (Miami Cluster)	n/a
BANK ONE	Grand Rapids, MI	n/a
BANK ONE (Tickets By Mail)	Detroit, MI	n/a
BANK ONE	Detroit, MI	n/a
BANK ONE	Lexington, KY	n/a
BANK ONE	Chicago, IL	n/a
BANK ONE (AirWisconsin)	Traverse City, MI	n/a
BANK ONE (CAFETERIA)	Chicago, IL	n/a
BANK ONE	Chicago, IL	n/a
BANK ONE	Chicago, IL	n/a
BANK ONE	Chicago, IL	n/a
BANK ONE	Chicago, IL	n/a
BANK ONE INDIANAPOLIS	Indianapolis, IN	n/a
BANK ONE OF OKLAHOMA	Oklahoma City, OK	n/a
CANADIAN IMPERIAL	Toronto, Ontario Canada	n/a
CANANDAIGUA NAT BANK & TRUST	Pittsford, NY	n/a
CAPITAL CITY BANK & TRUST CO	Atlanta, Ga	n/a
CAPITAL SAVINGS BANK	El Paso, TX	n/a
Charter One Bank	Binghamton, NY	n/a
CHASE BANK	New York, NY	n/a
CHASE MANHATTAN BANK (FirstBank)	St. Thomas, USVI	n/a
CHASE MANHATTAN BANK	New York, NY (LGA)	n/a
CHITTENDEN TRUST CO	Burlington, VT	n/a
CITIBANK	New York, NY	n/a
CITIBANK	New York, NY	n/a
CITIBANK (EMP WELFARE)	New York, NY	n/a
CITIBANK, N.A.	Jamaica, NY (JFK)	n/a
City National Bank	Charleston, WV	n/a
COMERICA	Detroit, MI	n/a
COMERICA (AirWisconsin)	Lansing, MI	n/a
COMMUNITY BANK OF COLORADO CO	Gunnison, CO	n/a
FIFTH THIRD BANK	Florence, KY	n/a
FIFTH THIRD BANK	Kalamazoo, MI	n/a
FIRST BANK OF AVON	Avon, CO	n/a
FIRST CITIZENS BANK	Raleigh, NC	n/a
FIRST CITIZENS BK-RALEIGH	Charlotte, NC	n/a
FIRST HAWAIIAN BANK	Honolulu, HI	n/a
FIRST MIDWEST BANK	Moline, IL	n/a
FIRST NATIONAL BANK OF ROCKIES	Hayden, CO	n/a
FIRST UNION	Philadelphia, PA	n/a
FIRST UNION BANK	Allentown, PA	n/a
FIRST UNION BANK	Roanoke, VA	n/a
FIRST UNION BANK	Newark, NJ	n/a
FIRST UNION BANK	Newark, NJ	n/a
FIRSTAR BANK	Cedar Rapids, IA	n/a
FIRSTAR BANK	St. Louis, MO	n/a
FIRSTAR, N.A.	Cleveland, OH	n/a
FLEET	Boston, MA	n/a
FLEET BANK	Manchester, NH	n/a
FLEET NATIONAL BANK	Providence, RI	n/a
FREELAND STATE BANK	Freeland, MI	n/a
FVB COLONIAL	Richmond, VA	n/a
HARRIS BANK	Chicago, IL	n/a
HSBC	Buffalo, NY	n/a
JACKSON STATE BANK-WY	Jackson Hole, WY	n/a
JP MORGAN CHASE	New York, NY	n/a
JP MORGAN CHASE	New York, NY	n/a
KEY BANK	Newburgh, NY	n/a
KEY BANK	Dayton, OH	n/a

KEY BANK OF CENTRAL N.Y.	Syracuse, NY	n/a
KEY BANK OF EASTERN N.Y.	Albany, NY	n/a
M & I BANK	Milwaukee, WI	n/a
M & I BANK FOX VALLEY	Appleton, WI	n/a
M & I BANK OF MOSINEE	Mosinee, WI	n/a
M & I MARSHALL & ILSLEY	Green Bay, WI	n/a
M & T BANK	Middletown, PA	n/a
MONTROSE BANK CO	Montrose, CO	n/a
NATIONAL CITY	Columbus, OH	n/a
NATIONAL CITY BANK	Pittsburgh, PA	n/a
NATIONAL CITY BANK OF INDIANA	Fort Wayne, IN	n/a
NATIONAL CITY BANK OF MI/IL	Peoria, IL	n/a
NATIONAL CITY BANK OF MI/IL (AW)	Springfield, IL	n/a
NORTHERN TRUST	Chicago, IL	n/a
NORTHERN TRUST	Chicago, IL	n/a
NORTHERN TRUST BANK (WHQ Deposits)	Chicago, IL	n/a
NORTHERN TRUST CO 15 & 16	Chicago, IL	n/a
NORTHERN TRUST CONTROL ACCT	Chicago, IL	n/a
NORTHERN TRUST FIELD REFUNDS	Chicago, IL	n/a
NORTHERN TRUST LOCAL DISB	Chicago, IL	n/a
PEOPLES HERITAGE	Portland, ME	n/a
PNC Bank	Avoca, PA	n/a
PNC Bank	State College, PA	n/a
RIGGS NATIONAL	Washington, DC	n/a
SUN TRUST	Washington, DC	n/a
SUN TRUST BANK	Nashville, TN	n/a
SUN TRUST BANK	Orlando, FL	n/a
THE NORTHERN TRUST	Chicago, IL	n/a
TIDEWATER BANK	Norfolk, VA	n/a
U.S. BANK OF MINNESOTA	Medford, OR	n/a
UNION BANK OF CALIFORNIA	San Diego, CA	n/a
UNIZAN BANK	North Canton, OH	n/a
US Bank	Fargo, ND	n/a
US BANK	Aspen, CO	n/a
US BANK	Rapid City, SD (Mileage Plus)	n/a
US BANK (HELENA, MONTANA)	Billings, MT	n/a
US BANK (MINNESOTA)	Lincoln, NE	n/a
US BANK (MINNESOTA)	Seattle, WA	n/a
WACHOVIA	Chicago, IL	n/a
Wachovia Bank & Trust	Charlottesville, VA	n/a
Wachovia Bank & Trust	Cayce, SC	n/a
WACHOVIA BK & TRST 230 OPER	Chicago, IL	n/a
WACHOVIA BK & TRST 231 PZ	Chicago, IL	n/a
WACHOVIA: "MPI"	Chicago, IL	n/a
WACHOVIA: "OFFICERS"	Chicago, IL	n/a
WACHOVIA: "PREMIER"	Chicago, IL	n/a
WACHOVIA: "Washington Dulles"	Washington, DC	n/a
WEBSTER BANK	Hartford, CT	n/a
WELLS FARGO	Portland, OR	n/a
WELLS FARGO	Los Angeles, CA	n/a
WELLS FARGO	Seattle, WA	n/a
WELLS FARGO	Grapevine, TX	n/a
WELLS FARGO	Anchorage, AK	n/a
WELLS FARGO BANK	Phoenix, AZ	n/a
WELLS FARGO BANK	Houston, TX	n/a
WELLS FARGO BANK IOWA	Des Moines, IA	n/a
WELLS FARGO BANK N. DAKOTA	Bismarck, ND	n/a
WELLS FARGO BANK S. DAKOTA	Rapid City, SD	n/a
WELLS FARGO BANK WEST	Denver, CO	n/a
WELLS FARGO BANK WEST	Ignacio, Colorado	n/a
WELLS FARGO BANK WEST	Colorado Springs, CO	n/a
WELLS FARGO BANK, N.A.	Boise, ID	n/a
WELLS FARGO BANK, NA	Las Vegas, NV	n/a
WELLS FARGO BANK-NE	Omaha, NE	n/a
WELLS FARGO-LAS VEGAS	Las Vegas, NV	n/a
WELLS FARGO-MINNESOTA	Minneapolis, MN	n/a
WELLS FARGO-NEW MEXICO	Albuquerque, NM	n/a
WELLS FARGO-SOUTH DAKOTA	Sioux Falls, SD	n/a
WESTAMERICA BANK	Suisun, CA	n/a
WHITNEY NATIONAL	New Orleans, LA	n/a
ZIONS BANK:AW	Salt Lake City, UT	n/a

SCHEDULE G - Bank Accts and Financial Institution Relationships

EUROPEAN BANK ACCOUNTS

Financial Institution	Location	Bank Acct #
ABN AMRO	Switzerland	n/a
ABN AMRO	ENGLAND	n/a
ABN AMRO	ENGLAND	n/a
ABN AMRO	ENGLAND	n/a
KREDIETBANK	Belgium	n/a
CITIBANK	England	n/a
CITIBANK	England	n/a

CITIBANK	England	n/a
CITIBANK	Belgium	n/a
CITIBANK	Ireland	n/a
CITIBANK	France	n/a
CITIBANK	Netherlands	n/a
CITIBANK	Germany	n/a
COMMERZ BANK	Germany	n/a
COMMERZ BANK	Germany	n/a
COMMERZ BANK	Germany	n/a
BANQUE NATIONALE de PARIS	France	n/a
BANQUE NATIONALE de PARIS	France	n/a
BANQUE NATIONALE de PARIS	France	n/a
NATIONAL WESTMINSTER BANK (Royal Bank of Scotland)	England	n/a
NATIONAL WESTMINSTER BANK (Royal Bank of Scotland)	England	n/a
NATIONAL WESTMINSTER BANK (Royal Bank of Scotland)	England	n/a
NATIONAL WESTMINSTER BANK (Royal Bank of Scotland)	England	n/a
BANK OF IRELAND	Ireland	n/a
ABN AMRO BANK	Netherlands	n/a

ASIA-PACIFIC BANK ACCOUNTS

Financial Institution	Location	Bank Acct #
AUSTRALIA & NEW ZEALAND BANKING GROUP	Australia	n/a
CHINA CONSTRUCTION BANK	China	n/a
BANK OF CHINA	China	n/a
CHINA CONSTRUCTION BANK	China	n/a
BANK OF CHINA	China	n/a
BANK OF EAST ASIA	Hong Kong	n/a
CITIBANK	Hong Kong	n/a
CITIBANK	Hong Kong	n/a
HONGKONG & SHANGHAI BANK	Hong Kong	n/a
BANK OF EAST ASIA	Hong Kong	n/a
HONGKONG & SHANGHAI BANK	Hong Kong	n/a
CITIBANK	India	n/a
THE BANK OF TOKYO MITSUBISHI	Japan	n/a
THE BANK OF TOKYO MITSUBISHI	Japan	n/a
THE BANK OF TOKYO MITSUBISHI	Japan	n/a
THE BANK OF TOKYO MITSUBISHI	Japan	n/a
THE BANK OF TOKYO MITSUBISHI	Japan	n/a
CITIBANK	Japan	n/a
CITIBANK	Japan	n/a
BANK OF AMERICA	Korea	n/a
CITIBANK	Korea	n/a
KOREA EXCHANGE BANK	Korea	n/a
KOREA EXCHANGE BANK	Korea	n/a
KOREA EXCHANGE BANK	Korea	n/a
BANK OF AMERICA	Korea	n/a
BANK OF AMERICA	Korea	n/a
WESTPAC BANKING CORPORATION	New Zealand	n/a
CITIBANK	New Zealand	n/a
CITIBANK	Singapore	n/a
BANK OF AMERICA	Singapore	n/a
BANK OF AMERICA	Thailand	n/a
CITIBANK	Thailand	n/a
CITIBANK	Taiwan	n/a
CITIBANK	Taiwan	n/a

LATIN AMERICA BANK ACCOUNTS

Financial Institution	Location	Bank Acct #
CITIBANK	Argentina	n/a
BANCO DE BOSTON	Argentina	n/a
BANCO DE LA NACION	Argentina	n/a
BANCO RIO DE LA PLATA	Argentina	n/a
CARIBBEAN MERCANTILE BANK	Aruba	n/a
CARIBBEAN MERCANTILE BANK	Aruba	n/a
BANCO SAFRA	Brazil	n/a
BANCO SAFRA	Brazil	n/a
UNIBANCO	Brazil	n/a
BANCO DE BRASIL	Brazil	n/a
BANCO BOSTON	Brazil	n/a
BANCO SAFRA	Brazil	n/a
BANCO SAFRA	Brazil	n/a
BANCO DE CHILE	Chile	n/a
BANCO DE CHILE	Chile	n/a
BANCO DE COSTA RICA	Costa Rica	n/a
BANCO DE COSTA RICA	Costa Rica	n/a
BANCO DE SAN JOSE	Costa Rica	n/a
BANCO DE SAN JOSE	Costa Rica	n/a
BANCO DE OCCIDENTE	Guatemala	n/a
CITIBANK	Guatemala	n/a
BANCA SERFIN	Mexico	n/a
BANCA SERFIN	Mexico	n/a
BANCO CUSCATLAN	El Salvador	n/a
CITIBANK	El Salvador	n/a
SUDAMERIS BANK	Uruguay	n/a
SUDAMERIS BANK	Uruguay	n/a
BANCO MERCANTIL	Venezuela	n/a

BANCO PROVINCIAL
BANCO MERCANTIL

Venezuela
Venezuela

n/a
n/a

OFFLINE BANK ACCOUNTS

Financial Institution	Location	Bank Acct #
BANCO POPULAR	PUERTO RICO	n/a
CANADIAN INTERNATIONAL BANK OF COMMERCE	CANADA	n/a
CANADIAN INTERNATIONAL BANK OF COMMERCE	CANADA	n/a
CITIBANK	PANAMA	n/a
CITIBANK	PHILIPPINES	n/a
CITIBANK	PHILIPPINES	n/a
CITIBANK	HUNGARY	n/a
PRODUBANCO	ECUADOR	n/a
ISLANDSBANKI	ICELAND	n/a
MERITA BANK	FINLAND	n/a
BANCO POPULAR ESPANOL-ESP	SPAIN	n/a
SKANDINAVISKA	SWEDEN	n/a
National Bank of Kuwait	Kuwait	n/a
BANK AUSTRIA AG	AUSTRIA	n/a
DANSKE BANK	DENMARK	n/a
CHRISTIANA BANK (NORDEA BANK NORGE ASA)	NORWAY	n/a
CREDIT LYONNAIS	VIETNAM	n/a
CAYMAN NATIONAL BANK	BRITISH WI	n/a
NED BANK	SOUTH AFRICA	n/a
BANK HANDLOWY	POLAND	n/a
BANCO COMERCIAL PORTUGAL	PORTUGAL	n/a
BANCO COLPATRIA	COLOMBIA	n/a
BANCO COLPATRIA	COLOMBIA	n/a
CANADIAN INTERNATIONAL BANK OF COMMERCE	CANADA	n/a
BANK OF MONTREAL	CANADA	n/a

SUBSIDIARY BANK ACCOUNTS

Financial Institution	Country	Bank Acct #
UNITED AVIATION FUELS CORP.		
NOTHERN TRUST BANK	USA	n/a
UNITED WORLDWIDE CORP.		
JP MORGAN CHASE	USA	n/a
MILEAGE PLUS, INC.		
SHORE BANK	USA	n/a
PREMIER MEETING & TRAVEL SERVICES, INC.		
BANK ONE	USA	n/a
BANK ONE	USA	n/a
MY POINTS.COM, INC.		
SILICON VALLEY BANK	USA	n/a
SILICON VALLEY BANK	USA	n/a
SILICON VALLEY BANK	USA	n/a
FLEET BANK	USA	n/a
WELLS CAPITAL MANAGEMENT	USA	n/a
WELLS FARGO BANK	USA	n/a
UAL LOYALTY SERVICES		
BANK ONE	USA	n/a
KION DE MEXICO		
BANCA SERFIN, S.A.	MEXICO	n/a
BANCA SERFIN, S.A.	MEXICO	n/a
CITIBANK	USA	n/a

TAX QUESTIONNAIRE

Debtors in possession and trustees are required to pay all taxes incurred after the filing of their Chapter 11 petition as the taxes come due. Please indicate whether the following post-petition taxes have been paid or deposited as they came due.

() Check here if no employees.

TAX	YES	NO	NOT REQUIRED	WHEN DUE
Federal income tax withholding	X			
FICA withholding	X			
Employer's share FICA	X			

Federal Unemployment Taxes	X
State Income Tax Withholding	X
Sales Tax	X
Other Tax	X

If any taxes have not been paid when due complete this table:

TAX NOT PAID	AMOUNT NOT PAID	DATE OF LAST PAYMENT
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Note: Tax related payments withheld from UAL and its subsidiaries' employee in the United States of America wages are paid to a third party payroll service, Deloitte & Touche LLP., with the exception of Mileage Plus who pays such tax related payments to Automatic Data Processing.