

**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: July 28, 2005
(Date of earliest event reported)

UAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	1-6033	36-2675207
(State or other jurisdiction of incorporation)	(Commission File Number)	(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)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02 Results of Operations and Financial Condition.

On July 28, 2005, UAL Corporation filed its monthly operating report for the period June 1, 2005 through June 30, 2005 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. A copy of the press release is provided hereunder as Exhibit 99.2.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits Description

99.1 Monthly Operating Report of UAL Corporation for the period June 1, 2005 through June 30, 2005

99.2 Press Release

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: July 28, 2005

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 June 1, 2005 THROUGH June 30, 2005

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 June 1, 2005 THROUGH June 30, 2005

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: July 28, 2005 DEBTOR-IN-POSSESSION

Print Name/Title: Frederic F. Brace
Executive Vice President and
Chief Financial Officer

Signature: /s/ Frederic F. Brace

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

Phone:

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UAL Corporation, et al. -Filing Entities

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-2
5 Mileage Plus Holdings, Inc.	X-4
6 Mileage Plus Marketing, Inc.	X-5
7 MyPoints.com, Inc.	X-1
8 Confetti Inc.	X-7
9 Cybergold, Inc.	X-7
10 iTARGET.com, Inc.	X-7
11 MyPoints Offline Services, Inc.	X-7
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 June 30, 2005
(\$ amounts in 000's)

UAL ¹
CONSOLIDATING

Total operating revenues	1,722,288
Total operating expenses	1,589,762
Earnings (loss) from operations	132,526

Non-operating income (expenses):	
Net interest expense	(43,999)
Other income (expenses), net:	35,563
Total non-operating income (expenses):	(8,436)

Net Earnings (loss) before Reorganization items 124,090

Reorganization Expenses (1,321,797)

Net earnings (loss) (1,197,707)

1 These amounts do not agree to other financial statements included in the periodic public filings that are required by the SEC. This is due to the impact of certain non-filed entities and intercompany eliminations on United's consolidated results, which are not considered in the amounts disclosed here.

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 ²

For The Period Ending June 30, 2005

(Amounts in US dollar \$)

BEGINNING BALANCE (ending balance May 31, 2005)	
Operating Accounts - DOM	\$36,466,477
Operating Accounts - INT	\$49,105,383
London Overnight Investment Balance	\$4,703,598
Liquidity Pool	\$1,498,458,144
Restricted Cash ³	\$957,045,311
<i>Subsidiaries:</i>	
a. Mileage Plus, Inc.	\$283,870
b. Premier Meeting and Travel Services, Inc.	\$716,169
c. MyPoints.com, Inc.	\$10,046,435
d. Confetti d/b/a Ameniti Travel Clubs, Inc.	\$689,071
e. Domicile Management Services, Inc.	\$304,718
f. UAL Loyalty Services, Inc.	\$820,327
g. United Aviation Fuel Corporation	\$231,375
TOTAL BEGINNING BALANCE	\$2,558,870,877

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

1. Receipts from operations (<i>net of Intercompany receipts</i>)	\$1,587,191,783
2. Other receipts ⁴	\$69,757,443
TOTAL RECEIPTS	(A) \$1,656,949,226

DISBURSEMENTS (Summary of all accounts):

1. Net payroll ⁵	
a. Officers	\$747,083
b. Non-Officer	\$157,737,857

2. Taxes paid or deposited:

a. Federal Income Tax and FICA withholdings		\$59,119,413
b. State income tax w/held		\$7,409,939
c. State sales or use tax		\$247,487
d. Other ⁶		\$112,571,034
3. Necessary Operational Disbursements ⁷		
a. Operating Disbursements (<i>net of Intercompany disbursements</i>)	\$1,263,811,484	
b. Transferred to escrows / restricted cash	4,200,000	
TOTAL DISBURSEMENTS	(B)	\$1,605,844,296
NET RECEIPTS (Line (A) less Line (B))		\$51,104,930
ENDING BALANCE (BEGINNING BALANCE PLUS NET RECEIPTS)		\$2,609,975,807
Bank One Overnight Investment Account (month over month change) ⁸		(\$3,769,826)
TOTAL ENDING BALANCE ⁹		\$2,606,205,981

Check

ENDING BALANCE (as of June 30, 2005)		
Operating Accounts - DOM	\$30,503,888	
Operating Accounts - INT	\$53,586,622	
London Overnight Investment	\$1,290,960	
Liquidity Pool	\$1,559,934,291	
Restricted Cash ³	\$946,420,785	
<i>Subsidiaries:</i>		
Mileage Plus, Inc.	\$985,672	
Premier Meeting and Travel Services, Inc.	\$1,140,745	
MyPoints.com, Inc.	\$10,278,017	
Confetti d/b/a Ameniti Travel Clubs, Inc.	\$896,645	
Domicile Management Services, Inc.	\$141,666	
UAL Loyalty Services, Inc.	\$670,155	
United Aviation Fuel Corporation	\$356,535	
TOTAL ENDING BALANCE	\$2,606,205,981	

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

2 Pro forma basis, not prepared according to Generally Accepted Accounting Principles, and excludes certain elimination entries and non-cash adjustments.

3 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.

4 Includes activity related to restricted cash

5 Includes information for domestic entities only.

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

7 Includes certain aircraft financing payments for the month of May (2005). These payments are highlighted in Schedule D of this report.

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

9 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
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Domestic Operational Receipts	BANK ONE / JP MORGAN CHASE ACTIVITY	1,625,461,136
Domestic Operational Receipts	NON BANK ONE / JP MORGAN CHASE ACTIVITY	5,012,042
International Operational Receipts ²	BEG BALANCE (LESS) ENDING BALANCE PLUS NET REPATRIATION	100,392,942
Total Operational Receipts	TOTAL DOMESTIC AND INTERNATIONAL ACTIVITY	1,730,866,120 (A)
Debtor-In-Possession Financing		0 (B)
Other Non-Operational Receipts ³	SEE FOOTNOTE BELOW	69,757,443 (B)
Less, Non-filing entities	NONE FOR THIS PERIOD	0
	GROSS RECEIPTS (tie to bank statements)	1,800,623,562
	(MINUS) TRANSFERS FROM OTHER ACCOUNTS / ENTITIES ⁴	143,674,336 (D)
	NET RECEIPTS	\$1,656,949,226

Forward to MOR Summary:

Receipts from operations (<i>net of Intercompany receipts</i>)	1,587,191,783 (A-D)
Other receipts	69,757,443 (B)
	\$1,656,949,226

1 Includes receipt activity for United Airline's Liquidity Pool and the following subsidiaries: MyPoints.com, Inc., Premier Meeting & Travel Services, Inc., Mileage Plus, Inc., United Aviation Fuels Corporation, UAL Loyalty Services, Inc. and Domicile Management Services, Inc.

2 Accounts for net repatriation to the liquidity pool in the amount of \$95,911,702.

3 Includes net activity related to the London overnight investment account, interest income, aircraft and other asset sales, local station bank activity, and transfers to restricted cash.

4 Transfers in this section represent direct payments to / from various subsidiaries or affiliate companies. These amounts do not reflect payments made or received on behalf of a related subsidiary or affiliate entity.

ENTITY: **LIQUIDITY POOL** ¹

BANK
ACCTS: **Bank One Acct. #51-67795**
(see schedule F for details)

RECEIPT SOURCE	DESCRIPTION	AMOUNT
Domestic Operational Receipts	BANK ONE / JP MORGAN CHASE ACTIVITY	1,455,338,093
Domestic Operational Receipts	NON BANK ONE / JP MORGAN CHASE ACTIVITY	-
		-
		-
Total Non-Bank One Receipts		-
International Operational Receipts	BEG BALANCE (LESS) ENDING BALANCE PLUS NET REPATRIATION	\$100,392,942
Total Operational Receipts	TOTAL DOMESTIC AND INTERNATIONAL ACTIVITY	1,555,731,035

Debtor-In-Possession Financing		-
Other Non-Operational Receipts ²	SEE FOOTNOTE BELOW	\$69,679,390
Less, Non-filing entities	NONE FOR THIS PERIOD	-

GROSS RECEIPTS	1,625,410,425
UAL	-
UAL Loyalty Services, Inc.	-
UAL Company Services, Inc.	-
Confetti d/b/a Ameniti Travel Clubs, Inc.	-
MyPoints.com, Inc.	43,171
Cybergold, Inc.	-
iTarget.com, Inc.	-
MyPoints Offline Services, Inc.	-
UAL Benefits Management, Inc.	-
United BizJet Holdings, Inc.	-
United BizJet Charter, Inc.	-
United BizJet Fractional, Inc.	-
United BizJet Services, Inc.	-
Kion Leasing, Inc.	-
Premier Meeting and Travel Services, Inc.	83,499
United Aviation Fuels Corporation	9,200,000
United Cogen, Inc.	-
Mileage Plus, Inc.	-
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 ³	9,326,670
NET RECEIPTS	\$1,616,083,755

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.

2 Includes net activity related to the London overnight investment account, interest income, aircraft and other asset sales, local station bank activity, and transfers to restricted cash.

3 Transfers in this section represent direct payments to / from various subsidiaries or affiliate companies. These amounts do not reflect payments made or received on behalf of a related subsidiary or affiliate entity.

ENTITY: **PREMIER MEETING & TRAVEL SERVICES, INC.** BANK ACCTS: **Bank One 55-78531**
(see schedule F for details)

RECEIPT SOURCE	DESCRIPTION	AMOUNT
Domestic Operational Receipts	BANK ONE / JP MORGAN CHASE ACTIVITY	1,039,894

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	1,039,894
Other Non-Operational Receipts	INCLUDES INTEREST INCOME, PROCEEDS OF ASSET SALES, etc.	1,481
Less, Non-filing entities	NONE FOR THIS PERIOD	-
	GROSS RECEIPTS (tie to bank statement)	1,041,375
	(MINUS) TRANSFERS FROM OTHER ACCOUNTS / ENTITIES ¹	4,921
	NET RECEIPTS	1,036,454

BANK STATEMENT RECONCILIATION:

Beginning Balance	\$716,169
Receipts	1,041,375
Disbursements	(616,799)
Reconciled Ending Balance	\$1,140,745
Reported Ending Balance	\$1,140,745
<i>Difference</i>	\$0

¹ Transfers in this section represent direct payments to / from various subsidiaries or affiliate companies. These amounts do not reflect payments made or received on behalf of a related subsidiary or affiliate entity.

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

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)	2,912,042
		-
		-
Total Non-Bank One Receipts		2,912,042
International Operational Receipts	BEG BALANCE (LESS) ENDING BALANCE	-
Total Operational Receipts	TOTAL DOMESTIC AND INTERNATIONAL ACTIVITY	2,912,042
Other Non-Operational Receipts	INCLUDES INTEREST INCOME, PROCEEDS OF ASSET SALES, etc.	58,671

Less, Non-filing entities	NONE FOR THIS PERIOD	-
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GROSS RECEIPTS (tie to bank statement)	2,970,712
(MINUS) TRANSFERS FROM OTHER ACCOUNTS / ENTITIES ²	-
NET RECEIPTS	2,970,712

BANK STATEMENT RECONCILIATION:

Beginning Balance	\$10,046,435
Receipts	2,970,712
Disbursements	(2,739,131)
Reconciled Ending Balance	\$10,278,017
Reported Ending Balance	\$10,278,017
<i>Difference</i>	\$0

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

2 Transfers in this section represent direct payments to / from various subsidiaries or affiliate companies. These amounts do not reflect payments made or received on behalf of a related subsidiary or affiliate entity.

ENTITY: CONFETTI D/B/A AMENITI TRAVEL CLUB, INC.	BANK ACCTS: Bank One 00000001061639 (see schedule F for details)
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RECEIPT SOURCE	DESCRIPTION	AMOUNT
Domestic Operational Receipts	BANK ONE / JP MORGAN CHASE ACTIVITY	\$1,283,686
Domestic Operational Receipts	NON BANK ONE / JP MORGAN CHASE ACTIVITY (see above for accounts)	-
		-
		-
Total Non-Bank One Receipts		-
International Operational Receipts	BEG BALANCE (LESS) ENDING BALANCE	-
Total Operational Receipts	TOTAL DOMESTIC AND INTERNATIONAL ACTIVITY	1,283,686
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)	1,283,686
	(MINUS) TRANSFERS FROM OTHER ACCOUNTS / ENTITIES ¹	842,745
	NET RECEIPTS	440,941

BANK STATEMENT RECONCILIATION:

Beginning Balance	\$689,071
Receipts	1,283,686
Disbursements	(1,076,111)
Reconciled Ending Balance	\$896,645
Reported Ending Balance	\$896,645
<i>Difference</i>	\$0

1 Transfers in this section represent direct payments to / from various subsidiaries or affiliate companies. These amounts do not reflect payments made or received on behalf of a related subsidiary or affiliate entity.

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	\$2,100,000
		-
		-
Total Non-Bank One Receipts		2,100,000
International Operational Receipts	BEG BALANCE (LESS) ENDING BALANCE	-
Total Operational Receipts	TOTAL DOMESTIC AND INTERNATIONAL ACTIVITY	2,100,000
Other Non-Operational Receipts	INCLUDES INTEREST INCOME, PROCEEDS OF ASSET SALES, etc.	26,896
Less, Non-filing entities	NONE FOR THIS PERIOD	-
	GROSS RECEIPTS (tie to bank statement)	2,126,896
	(MINUS) TRANSFERS FROM OTHER ACCOUNTS / ENTITIES ¹	-
	NET RECEIPTS	2,126,896

BANK STATEMENT RECONCILIATION:

Beginning Balance	\$283,870
Receipts	2,126,896
Disbursements	(1,425,095)
Reconciled Ending Balance	\$985,672
Reported Ending Balance	\$985,672
<i>Difference</i>	\$0

1 Transfers in this section represent direct payments to / from various subsidiaries or affiliate companies. These amounts do not reflect payments made or received on behalf of a related subsidiary or affiliate entity.

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	164,327,819
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	164,327,819
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)	164,327,819
	(MINUS) TRANSFERS FROM OTHER ACCOUNTS / ENTITIES ¹ (Provide detail above)	133,500,000
	NET RECEIPTS	30,827,819

BANK STATEMENT RECONCILIATION:

Beginning Balance	\$231,375
Receipts	164,327,819
Disbursements	(164,202,659)
Reconciled Ending Balance	\$356,535
Reported Ending Balance	\$356,535
<i>Difference</i>	\$0

1 Transfers in this section represent direct payments to / from various subsidiaries or affiliate companies. These amounts do not reflect payments made or received on behalf of a related subsidiary or affiliate entity.

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

RECEIPT SOURCE	DESCRIPTION	AMOUNT
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Domestic Operational Receipts	BANK ONE / JP MORGAN CHASE ACTIVITY	\$3,471,644
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	3,471,644
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)	3,471,644
	(MINUS) TRANSFERS FROM OTHER ACCOUNTS / ENTITIES ¹	\$0
	NET RECEIPTS	3,471,644

BANK STATEMENT RECONCILIATION:

Beginning Balance	\$820,327
Receipts	3,471,644
Disbursements	(3,621,816)
Reconciled Ending Balance	\$670,155
Reported Ending Balance	\$670,155
<i>Difference</i>	<i>\$0</i>

¹ Transfers in this section represent direct payments to / from various subsidiaries or affiliate companies. These amounts do not reflect payments made or received on behalf of a related subsidiary or affiliate entity.

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

RECEIPT SOURCE	DESCRIPTION	AMOUNT
		US \$ @ 108.06
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	6/30/05 -
Total Operational Receipts	TOTAL DOMESTIC AND INTERNATIONAL ACTIVITY	-
Other Non-Operational Receipts	INCLUDES INTEREST INCOME, PROCEEDS OF ASSET SALES, etc.	(8,996)
Less, Non-filing entities	NONE FOR THIS PERIOD	-

GROSS RECEIPTS (tie to bank statement)	(8,996)
(MINUS) TRANSFERS FROM OTHER ACCOUNTS / ENTITIES ¹	-
NET RECEIPTS	(8,996)

BANK STATEMENT RECONCILIATION:

Beginning Balance	\$304,718
Receipts	(8,996)
Disbursements	(154,056)
Reconciled Ending Balance	\$141,666
Reported Ending Balance	\$141,666
<i>Difference</i>	<i>\$0</i>

¹ Transfers in this section represent direct payments to / from various subsidiaries or affiliate companies. These amounts do not reflect payments made or received on behalf of a related subsidiary or affiliate entity.

ENTITY: DISBURSEMENT SUMMARY ¹	BANK ACCTS: See Schedule F for list of bank accounts
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BY APO DISBURSEMENT TYPE
(based on Cleared Check Date):

	NOTES:	AMOUNT:
xxx PAYROLL OFFICER		747,083 (A)
xxx PAYROLL NON-OFFICER		157,737,857 (B)
04 AVIATION FUEL ²	(SEE FUEL SUMMARY BELOW)	467,155,338
06 CATERING		27,602,345
03 RECURRING RENT		68,443,858
01 GENERAL PAYABLES		719,091,049
17 INSURANCE		56,271,580
18 LANDING FEES		17,075,821
xxx OTHER		51,845,829
SUBTOTAL EXCLUDING PAYROLL		1,407,485,820 (C)
 GROSS DISBURSEMENTS (tie to bank statement)		1,565,970,760
 (MINUS) TRANSFERS TO OTHER ACCOUNTS / ENTITIES ³		 143,674,336 (D)
 TAXES:		
a. Federal Income Tax and FICA withholdings		59,119,413
b. State income tax w/held		7,409,939
c. State sales or use tax		247,487
d. Other ⁴		112,571,034
TOTAL TAXES		179,347,873 (E)

NET MONTHLY DISBURSEMENTS

\$ 1,601,644,296

Forward to MOR Summary:

Officers Payroll	747,083 (A)
Non-Officer Payroll	157,737,857 (B)
Taxes	179,347,873 (E)
Necessary Operational Disbursements (less intercompany transfers)	1,263,811,484 (C-D)
Sub Total	\$ 1,601,644,296
Transferred to escrows / restricted cash	4,200,000
Total Amount to Transfer to MOR Summary	1,605,844,296

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

2 Fuel Summary:

UAFC Fuel Disbursements	164,202,659
United Fuel Disbursements	302,952,679
Total Fuel Disbursements	467,155,338
Less: Intercompany Transfers	(142,700,000)
Fuel Disbursements	\$ 324,455,338

3 Transfers in this section represent direct payments from / to various subsidiaries or affiliate companies. These amounts do not reflect payments made or received on behalf of a related subsidiary or affiliate entity.

4 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**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	Payroll disbursed through United Airlines	-
xxx PAYROLL NON-OFFICER		-
04 AVIATION FUEL		-
06 CATERING		-
03 RECURRING RENT		-
01 GENERAL PAYABLES ¹		11,554
17 INSURANCE		-
18 LANDING FEES		-
xxx OTHER		-
SUBTOTAL EXCLUDING PAYROLL		11,554

GROSS DISBURSEMENTS (tie to bank statement) 11,554

(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES² -

TAXES:

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

d. Other ³	-
TOTAL TAXES	-

NET MONTHLY DISBURSEMENTS 11,554

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

2Transfers in this section represent direct payments from / to various subsidiaries or affiliate companies. These amounts do not reflect payments made or received on behalf of a related subsidiary or affiliate entity.

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: **UNITED AIRLINES, 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	747,083
xxx	PAYROLL NON-OFFICER	156,156,373
04	AVIATION FUEL (Includes intercompany transfer to UAFC, see below)	302,952,679
06	CATERING	27,602,345
03	RECURRING RENT	68,443,858
01	GENERAL PAYABLES	711,058,337
17	INSURANCE	56,223,608
18	LANDING FEES	17,075,821
xxx	OTHER ²	51,845,829
	SUBTOTAL EXCLUDING PAYROLL	1,235,202,477

GROSS DISBURSEMENTS (tie to bank statement) 1,392,105,933

(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES

MyPoints.com, Inc.	-
Premier Meeting and Travel Services, Inc.	4,921
Confetti	842,745
Mileage Plus, Inc.	-
United Aviation Fuels Corporation	133,500,000
UAL Loyalty Services, Inc.	-
Domicile Management Services, Inc.	-
TOTAL TRANSFERS TO OTHER ACCOUNTS / ENTITIES ³	134,347,666

TAXES:

a. Federal Income Tax and FICA withholdings	58,923,678
b. State income tax w/held	7,390,963
c. State sales or use tax	247,111
d. Other (specify) ⁴	112,615,947
TOTAL TAXES	179,177,699

NET MONTHLY DISBURSEMENTS \$ 1,436,935,966

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.

3Transfers in this section represent direct payments from / to various subsidiaries or affiliate companies. These amounts do not reflect payments made or received on behalf of a related subsidiary or affiliate entity.

4 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		3,621,816
17 INSURANCE		-
18 LANDING FEES		-
xxx OTHER		-
SUBTOTAL EXCLUDING PAYROLL		3,621,816
GROSS DISBURSEMENTS (tie to bank statement)		3,621,816
(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES ²		-
TAXES:		
a. Federal Income Tax and FICA withholdings		-
b. State income tax w/held		-
c. State sales or use tax		-
d. Other ³		-
TOTAL TAXES		-
NET MONTHLY DISBURSEMENTS		\$ 3,621,816

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

2Transfers in this section represent direct payments from / to various subsidiaries or affiliate companies. These amounts do not reflect payments made or received on behalf of a related subsidiary or affiliate entity.

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: **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 / ENTITIES² -

TAXES:

- a. Federal Income Tax and FICA withholdings -
- b. State income tax w/held -
- c. State sales or use tax -
- d. Other³ -

TOTAL TAXES -

NET MONTHLY DISBURSEMENTS -

1 Disbursement activity conducted through UAL Loyalty Services, Inc.

2Transfers in this section represent direct payments from / to various subsidiaries or affiliate companies. These amounts do not reflect payments made or received on behalf of a related subsidiary or affiliate entity.

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: **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 / ENTITIES² -

TAXES:

a. Federal Income Tax and FICA withholdings -
b. State income tax w/held -
c. State sales or use tax -
d. Other³ -

TOTAL TAXES -

NET MONTHLY DISBURSEMENTS -

1 Disbursement activity conducted through UAL Loyalty Services, Inc.

2Transfers in this section represent direct payments from / to various subsidiaries or affiliate companies. These amounts do not reflect payments made or received on behalf of a related subsidiary or affiliate entity.

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 COMPANY SERVICES, 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 / ENTITIES² -

TAXES:

a. Federal Income Tax and FICA withholdings -
b. State income tax w/held -
c. State sales or use tax -
d. Other³ -

TOTAL TAXES -

NET MONTHLY DISBURSEMENTS -

1 Disbursement activity conducted through UAL Loyalty Services, Inc.

2Transfers in this section represent direct payments from / to various subsidiaries or affiliate companies. These amounts do not reflect payments made or received on behalf of a related subsidiary or affiliate entity.

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: **MYPOINTS.COM, INC.
AND SUBSIDIARIES** ¹

**Fleet Bank # 55157711
Wells Fargo #449-6837055, 10765100**
BANK **Silicon Valley Bank #3300066117, 3300042163**
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	616,751
04	AVIATION FUEL	-
06	CATERING	-
03	RECURRING RENT	-
01	GENERAL PAYABLES	2,122,380
17	INSURANCE	-
18	LANDING FEES	-
xxx	OTHER	-
	SUBTOTAL EXCLUDING PAYROLL	2,122,380

GROSS DISBURSEMENTS (tie to bank statement) 2,739,131

(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES² 43,171

TAXES:

a. Federal Income Tax and FICA withholdings	-
b. State income tax w/held	-
c. State sales or use tax	-
d. Other ³	-

TOTAL TAXES -

NET MONTHLY DISBURSEMENTS \$ 2,695,960

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

2 Transfers in this section represent direct payments from / to various subsidiaries or affiliate companies. These amounts do not reflect payments made or received on behalf of a related subsidiary or affiliate entity.

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: **CYBERGOLD, INC.** ¹

**Fleet Bank # 55157711
Wells Fargo #449-6837055, 10765100**
BANK **Silicon Valley Bank #3300066117, 3300042163**
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 / ENTITIES² -

TAXES:		
a.	Federal Income Tax and FICA withholdings	-
b.	State income tax w/held	-
c.	State sales or use tax	-
d.	Other ³	-
	TOTAL TAXES	-

NET MONTHLY DISBURSEMENTS -

1 Disbursement activity conducted through MyPoints.com, Inc.

2 Transfers in this section represent direct payments from / to various subsidiaries or affiliate companies. These amounts do not reflect payments made or received on behalf of a related subsidiary or affiliate entity.

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.

	Fleet Bank # 55157711
	Wells Fargo #449-6837055, 10765100
ENTITY: ITARGET.COM, INC. ¹	BANK Silicon Valley Bank #3300066117, 3300042163
	ACCTS: Silicon Valley Bank #3700276606
	(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 / ENTITIES² -

TAXES:		
a. Federal Income Tax and FICA withholdings		-
b. State income tax w/held		-
c. State sales or use tax		-
d. Other ³		-
TOTAL TAXES		-

NET MONTHLY DISBURSEMENTS -

1 Disbursement activity conducted through MyPoints.com, Inc.

2 Transfers in this section represent direct payments from / to various subsidiaries or affiliate companies. These amounts do not reflect payments made or received on behalf of a related subsidiary or affiliate entity.

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.

	Fleet Bank # 55157711
	Wells Fargo #449-6837055, 10765100
ENTITY: MYPOINTS OFFLINE SERVICES, INC. ¹	BANK Silicon Valley Bank #3300066117, 3300042163
	ACCTS: Silicon Valley Bank #3700276606
	(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 / ENTITIES² -

TAXES:		
a. Federal Income Tax and FICA withholdings		-
b. State income tax w/held		-
c. State sales or use tax		-
d. Other ³		-
TOTAL TAXES		-

NET MONTHLY DISBURSEMENTS -

1 Disbursement activity conducted through MyPoints.com, Inc.

2 Transfers in this section represent direct payments from / to various subsidiaries or affiliate companies. These amounts do not reflect payments made or received on behalf of a related subsidiary or affiliate entity.

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: **CONFETTI D/B/A AMENITI TRAVEL CLUB, INC.** BANK
 ACCTS: **Bank One 000000001061639**
 (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		98,257
04 AVIATION FUEL		-
06 CATERING		-
03 RECURRING RENT		-
01 GENERAL PAYABLES		977,855
17 INSURANCE		-
18 LANDING FEES		-
xxx OTHER		-
SUBTOTAL EXCLUDING PAYROLL		977,855
GROSS DISBURSEMENTS (tie to bank statement)		1,076,111
(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES ¹		-
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		1,076,111

1 Transfers in this section represent direct payments from / to various subsidiaries or affiliate companies. These amounts do not reflect payments made or received on behalf of a related subsidiary or affiliate entity.

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 BENEFITS MANAGEMENT, INC. ¹** BANK
 ACCTS: **List Accounts per attached list**
 (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		-
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 / ENTITIES² -

TAXES:		
a.	Federal Income Tax and FICA withholdings	-
b.	State income tax w/held	-
c.	State sales or use tax	-
d.	Other ³	-
	TOTAL TAXES	-

NET MONTHLY DISBURSEMENTS -

- 1 Disbursement activity conducted through MyPoints.com, Inc.
- 2 Transfers in this section represent direct payments from / to various subsidiaries or affiliate companies. These amounts do not reflect payments made or received on behalf of a related subsidiary or affiliate entity.
- 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: **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 / ENTITIES² -

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

d. Other ³ -
TOTAL TAXES -

NET MONTHLY DISBURSEMENTS -

- 1 Includes disbursement activity for BizJet Fractional, Inc., BizJet Charter, Inc., and BizJet Services, Inc.
2 Transfers in this section represent direct payments from / to various subsidiaries or affiliate companies. These amounts do not reflect payments made or received on behalf of a related subsidiary or affiliate entity.
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: **BIZJET CHARTER, INC.** ¹ BANK
ACCTS: **List Accounts per attached list**
(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 / ENTITIES² -

TAXES:		
a.	Federal Income Tax and FICA withholdings	-
b.	State income tax w/held	-
c.	State sales or use tax	-
d.	Other ³	-
	TOTAL TAXES	-

NET MONTHLY DISBURSEMENTS -

- 1 Disbursement activity conducted through United BizJet Holdings, Inc.
2 Transfers in this section represent direct payments from / to various subsidiaries or affiliate companies. These amounts do not reflect payments made or received on behalf of a related subsidiary or affiliate entity.
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: **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 / ENTITIES² -

TAXES:

a. Federal Income Tax and FICA withholdings -

b. State income tax w/held -

c. State sales or use tax -

d. Other ³ -

TOTAL TAXES -

NET MONTHLY DISBURSEMENTS -

1 Disbursement activity conducted through United BizJet Holdings, Inc.

2 Transfers in this section represent direct payments from / to various subsidiaries or affiliate companies. These amounts do not reflect payments made or received on behalf of a related subsidiary or affiliate entity.

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: **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 ³	-
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.

3Transfers in this section represent direct payments from / to various subsidiaries or affiliate companies. These amounts do not reflect payments made or received on behalf of a related subsidiary or affiliate entity.

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 ²	-
TAXES:	
a. Federal Income Tax and FICA withholdings	-
b. State income tax w/held	-
c. State sales or use tax	-
d. Other ³	-
TOTAL TAXES	-
 NET MONTHLY DISBURSEMENTS	-

1 Approximated from Income Statement for the month ended June 30, 2005.

2 Transfers in this section represent direct payments from / to various subsidiaries or affiliate companies. These amounts do not reflect payments made or received on behalf of a related subsidiary or affiliate entity.

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: **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		616,799
17 INSURANCE		-
18 LANDING FEES		-
xxx OTHER		-
SUBTOTAL EXCLUDING PAYROLL		616,799

GROSS DISBURSEMENTS (tie to bank statement) 616,799

(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES ¹ 83,499

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 \$ 533,300

1 Transfers in this section represent direct payments from / to various subsidiaries or affiliate companies. These amounts do not reflect payments made or received on behalf of a related subsidiary or affiliate entity.

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 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		164,202,659

06	CATERING	-
03	RECURRING RENT	-
01	GENERAL PAYABLES	-
17	INSURANCE	-
18	LANDING FEES	-
xxx	OTHER	-
	SUBTOTAL EXCLUDING PAYROLL	164,202,659

GROSS DISBURSEMENTS (tie to bank statement) 164,202,659

(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES ¹ 9,200,000

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 \$ 155,002,659

1 Transfers in this section represent direct payments from / to various subsidiaries or affiliate companies. These amounts do not reflect payments made or received on behalf of a related subsidiary or affiliate entity.

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 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		187,779
17	INSURANCE		-
18	LANDING FEES		-
xxx	OTHER		-
	SUBTOTAL EXCLUDING PAYROLL		187,779

GROSS DISBURSEMENTS (tie to bank statement) 187,779

(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES ¹ -

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 187,779

1 Transfers in this section represent direct payments from / to various subsidiaries or affiliate companies. These amounts do not reflect payments made or received on behalf of a related subsidiary or affiliate entity.

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, INC.** BANK
ACCTS: **SHORE BANK #17331100/17331200/17511000**
(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		838,816
04 AVIATION FUEL		-
06 CATERING		-
03 RECURRING RENT		-
01 GENERAL PAYABLES		291,342
17 INSURANCE		47,972
18 LANDING FEES		-
xxx OTHER		-
SUBTOTAL EXCLUDING PAYROLL		339,314

GROSS DISBURSEMENTS (tie to bank statement) 1,178,130

(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES ¹ -

TAXES:	
a. Federal Income Tax and FICA withholdings	195,735
b. State income tax w/held	18,976
c. State sales or use tax	24
d. Other ²	32,230
TOTAL TAXES	246,965

NET MONTHLY DISBURSEMENTS \$ 1,425,095

1Transfers in this section represent direct payments from / to various subsidiaries or affiliate companies. These amounts do not reflect payments made or received on behalf of a related subsidiary or affiliate entity.

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 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 / ENTITIES²

-

TAXES:

a. Federal Income Tax and FICA withholdings

-

b. State income tax w/held

-

c. State sales or use tax

-

d. Other³

-

TOTAL TAXES

-

NET MONTHLY DISBURSEMENTS

-

1 Disbursement activity conducted through United Airlines, Inc.

2 Transfers in this section represent direct payments from / to various subsidiaries or affiliate companies. These amounts do not reflect payments made or received on behalf of a related subsidiary or affiliate entity.

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: **UNITED WORLDWIDE CORPORATION** 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 / ENTITIES² -

TAXES:

a. Federal Income Tax and FICA withholdings -

b. State income tax w/held -

c. State sales or use tax -

d. Other³ -

TOTAL TAXES -

NET MONTHLY DISBURSEMENTS -

1 Approximated from Income Statement for the month ended June 30, 2005.

2Transfers in this section represent direct payments from / to various subsidiaries or affiliate companies. These amounts do not reflect payments made or received on behalf of a related subsidiary or affiliate entity.

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: **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 / ENTITIES² -

TAXES:

a. Federal Income Tax and FICA withholdings -

b. State income tax w/held -

c. State sales or use tax -

d. Other³ -

TOTAL TAXES -

NET MONTHLY DISBURSEMENTS -

1 Approximated from Income Statement for the month ended June 30, 2005.

2Transfers in this section represent direct payments from / to various subsidiaries or affiliate companies. These amounts do not reflect payments made or received on behalf of a related subsidiary or affiliate entity.

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: **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 / ENTITIES² -

TAXES:

a.	Federal Income Tax and FICA withholdings	-
b.	State income tax w/held	-
c.	State sales or use tax	-
d.	Other ³	-

TOTAL TAXES -

NET MONTHLY DISBURSEMENTS -

1 Approximated from Income Statement for the month ended June 30, 2005.

2Transfers in this section represent direct payments from / to various subsidiaries or affiliate companies. These amounts do not reflect payments made or received on behalf of a related subsidiary or affiliate entity.

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

GROSS DISBURSEMENTS (tie to bank statement) -

(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES² -

TAXES:		
	a. Federal Income Tax and FICA withholdings	-
	b. State income tax w/held	-
	c. State sales or use tax	-
	d. Other ³	-
	TOTAL TAXES	-

NET MONTHLY DISBURSEMENTS -

1 Disbursement activity conducted through United Airlines, Inc.

2Transfers in this section represent direct payments from / to various subsidiaries or affiliate companies. These amounts do not reflect payments made or received on behalf of a related subsidiary or affiliate entity.

3Includes 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 SERVICES, INC**¹ BANK
ACCTS: **List Accounts per attached list**
(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 / ENTITIES² -

TAXES:

a. Federal Income Tax and FICA withholdings	-
b. State income tax w/held	-
c. State sales or use tax	-
d. Other ³	-
TOTAL TAXES	-

NET MONTHLY DISBURSEMENTS -

- 1 Disbursement activity conducted through United Airlines, Inc.
- 2Transfers in this section represent direct payments from / to various subsidiaries or affiliate companies. These amounts do not reflect payments made or received on behalf of a related subsidiary or affiliate entity.
- 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: 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	27,661
04	AVIATION FUEL	-
06	CATERING	-
03	RECURRING RENT	-
01	GENERAL PAYABLES	203,186
17	INSURANCE	-
18	LANDING FEES	-
xxx	OTHER	-
	SUBTOTAL EXCLUDING PAYROLL	203,186

GROSS DISBURSEMENTS (tie to bank statement) 230,847

(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES ¹ -

TAXES:

a. Federal Income Tax and FICA withholdings	-
b. State income tax w/held	-
c. State sales or use tax	352
d. Other ²	(77,143)
TOTAL TAXES	(76,791)

NET MONTHLY DISBURSEMENTS \$ 154,056

1Transfers in this section represent direct payments from / to various subsidiaries or affiliate companies. These amounts do not reflect payments made or received on behalf of a related subsidiary or affiliate entity.

2 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 June 30, 2005

/s/ Kathryn Mikells
Signature

Kathryn Mikells VP & Treasurer
Print Name and Title

7/26/2005
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.

/s/ David M. Wing
Signature

David M. Wing VP & Controller
Print Name and Title

7/26/05
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:

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

SCHEDULE D - Payments to Secured Creditors and Lessors

Name of Creditor or Lessor	Aircraft	Date Regular Payment is Due	Amount of Regular Payment	Check # of Payments	Number of Payments Delinquent*	Amount of Payments * Delinquent
CORPORATE TRUST SERVICES	AIRCRAFT	6/1/05	110,000			
US BANK	AIRCRAFT	6/1/05	1,176,639			
WILMINGTON TRUST COMPANY	AIRCRAFT	6/1/05	849,444			
SOCIETE GENERALE PARIS	AIRCRAFT	6/1/05	328,750			
BAYERISCHE LAANDESBANK	AIRCRAFT	6/1/05	1,125,000			
US BANK	AIRCRAFT	6/2/05	85,000			
WELLS FARGO BANK NORTHWEST, N.A.	AIRCRAFT	6/2/05	5,341,077			
KREDITANSTALT FUR WIEDERAUFBAU	AIRCRAFT	6/2/05	548,821			
US BANK	AIRCRAFT	6/3/05	80,000			
RBS AEROSPACE LIMITED	AIRCRAFT	6/6/05	126,083			
US BANK	AIRCRAFT	6/6/05	11,600,000			
IAE	AIRCRAFT	6/8/05	1,620,000			
RBS AEROSPACE LIMITED	AIRCRAFT	6/8/05	127,028			
WILMINGTON TRUST COMPANY	AIRCRAFT	6/8/05	700,000			
AIE VI	AIRCRAFT	6/9/05	3,630,000			
US BANK	AIRCRAFT	6/10/05	85,000			
WILMINGTON TRUST COMPANY	AIRCRAFT	6/10/05	400,000			
US BANK	AIRCRAFT	6/13/05	725,889			
WILMINGTON TRUST COMPANY	AIRCRAFT	6/13/05	400,000			
WELLS FARGO BANK NORTHWEST, N.A.	AIRCRAFT	6/15/05	4,000,000			
US BANK	AIRCRAFT	6/16/05	400,000			
US BANK	AIRCRAFT	6/17/05	400,000			
BNP PARIBAS, TOKYO BRANCH	AIRCRAFT	6/20/05	130,000			
US BANK	AIRCRAFT	6/20/05	270,000			
WELLS FARGO BANK NORTHWEST, N.A.	AIRCRAFT	6/20/05	2,048,804			
WILMINGTON TRUST COMPANY	AIRCRAFT	6/20/05	409,807			
KREDITANSTALT FUR WIEDERAUFBAU	AIRCRAFT	6/20/05	5,447,725			
Helaba Dublin Landesbank Hessen- Thuringen International	AIRCRAFT	6/20/05	4,304,769			
Helaba Dublin Landesbank	AIRCRAFT	6/20/05	1,447,181			
US BANK	AIRCRAFT	6/21/05	810,667			
US BANK	AIRCRAFT	6/23/05	425,000			
WILMINGTON TRUST COMPANY	AIRCRAFT	6/23/05	170,000			
WILMINGTON TRUST COMPANY	AIRCRAFT	6/27/05	80,000			
WILMINGTON TRUST COMPANY	AIRCRAFT	6/27/05	80,000			
WELLS FARGO BANK NORTHWEST, N.A.	AIRCRAFT	6/28/05	325,000			
US BANK	AIRCRAFT	6/29/05	244,444			
WELLS FARGO BANK NORTHWEST, N.A.	AIRCRAFT	6/29/05	5,710,669			

WILMINGTON TRUST COMPANY	AIRCRAFT	6/29/05	85,000
Cumberland Lease Corp	AIRCRAFT	6/30/05	95,000
Mizuho Corporate Bank	AIRCRAFT	6/30/05	650,000
PHILIP MORRIS CAPITAL CORPORATION	AIRCRAFT	6/30/05	2,340,000
US BANK	AIRCRAFT	6/30/05	15,314,074
WELLS FARGO BANK NORTHWEST, N.A.	AIRCRAFT	6/30/05	9,983,920
WESTDEUTSCHE LANDESBANK GIROZCENTRALE	AIRCRAFT	6/30/05	2,323,354
WILMINGTON TRUST COMPANY	AIRCRAFT	6/30/05	430,000
CIT GROUP	AIRCRAFT	6/30/05	135,000
SOCIETE GENERALE PARIS	AIRCRAFT	6/30/05	2,111,561
KREDITANSTALT FUR WIEDERAUFBAU	AIRCRAFT	6/30/05	3,025,326
EXPORT DEVELOPMENT CORPORATION	AIRCRAFT	6/30/05	657,223
MITSUBISHI TRUST & BANKING CORP.	AIRCRAFT	6/30/05	960,000
SMBC	AIRCRAFT	6/30/05	1,750,000
BNP PARIBAS PARIS	AIRCRAFT	6/30/05	3,192,788
Soc Gen - S.A. Calif	AIRCRAFT	6/30/05	18,335
UTI Finance	AIRCRAFT	6/30/05	191,703
	ENGINE		
Total			99,026,081

SCHEDULE E - Professional Payments ¹

PROFESSIONAL GROUP	MONTH AMOUNT AUTHORIZED	MONTH AMOUNT PAID
Babcock & Brown	\$ 333,397	\$ 333,397
Bain & Company (OCP)	1,817,181	1,817,181
Cognizant Associates Inc.	27,562	27,562
GCW Consulting	166,650	166,650
Huron Consulting Group	418,941	418,941
Kirkland & Ellis	2,862,139	2,862,139
KPMG LLP	154,696	154,696
Marr Hipp Jones & Wang	1,749	1,749
MBT & LeBoeuf	234	234
Mesirow Financial Consulting	754,142	754,142
Novare Inc.	2,411	2,411
Paul Hastings Janofsky & Walker LLP	202	202
Piper Rudnick	124,672	124,672
Rothschild Inc.	194,808	194,808
Saybrook Restructuring Advisors LLC	193,013	193,013
Vedder Price Kaufman & Kammholz	220,683	220,683
Wilmer, Cutler and Pickering	179,799	179,799
Official Committee of Unsecured Creditors (OCUC)	6,988	6,988
Total	\$ 7,459,267	\$ 7,459,267

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 June 2005 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. A/R	Filed Entities	Non-Filed Entities
Beginning of month balance ¹	\$1,083,152,102		\$1,130,976,094	\$1,119,347,479	\$11,628,615
Add: sales on account	\$1,718,535,796				
Less: collections	(\$1,681,330,099)				
Less: Write-offs and Clearing	(\$1,010,320)				
End of month balance	\$1,119,347,479				

	0 - 30 Days ²	31 - 60 Days ²	61 - 90 Days ²	Over 90 Days ²	End of Month Total
	\$983,356,933	\$44,158,450	\$31,929,173	\$59,902,923	\$1,119,347,479

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

Consolidated Filing Entities		Tie -out	Consol. A/P	Filed	Non-Filed Entities
Beginning of month balance ¹	\$397,255,000		\$377,736,000	\$375,055,000	\$2,681,000
Add: credit extended	\$1,475,098,892				
Less: payments on account	(\$1,497,298,892)				
End of month balance	\$375,055,000				

	0 - 30 Days ³	31 - 60 Days ²	61 - 90 Days ²	Over 90 Days ²	End of Month Total	
	\$374,046,885	\$690,525		\$317,590	\$0	\$375,055,000

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.

3 Includes liabilities subject to compromise

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 165 domestic bank accounts, the Debtor operates 105 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	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 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	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
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	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 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
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	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
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	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	San Diego Airport	n/a
WELLS FARGO BANK IOWA	Des Moines, IA	n/a
WELLS FARGO BANK N. DAKOTA	Bismarck, ND	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 #
BANK OF BERMUDA	BERMUDA	n/a
KREDIETBANK	Belgium	n/a
CITIBANK	England	n/a
CITIBANK	England	n/a
CITIBANK	England	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
CREDIT SUISSE	Switzerland	n/a
CITIBANK (USD)	Vietnam	n/a

ASIA-PACIFIC BANK ACCOUNTS

Financial Institution	Location	Bank Acct #
AUSTRALIA & NEW ZEALAND BANKING GROUP	Australia	n/a
CITIBANK AUSTRALIA	Australia	n/a
CHINA CONSTRUCTION BANK	China	n/a

BANK OF CHINA	China	n/a
BANK OF CHINA	China	n/a
BANK OF CHINA	China	n/a
BANK OF CHINA	China	n/a
CHINA CONSTRUCTION BANK	China	n/a
INDUSTRIAL & COMMERCIAL BANK OF CHINA	China	n/a
CITIBANK	Hong Kong	n/a
CITIBANK	Hong Kong	n/a
CITIBANK	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
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
CITIBANK	New Zealand	n/a
CITIBANK	Singapore	n/a
BANK OF AMERICA	Singapore	n/a
CITIBANK	Thailand	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 PROGRESSO	Dominican Republic	n/a
BANCO CUSCATLAN	El Salvador	n/a
CITIBANK	El Salvador	n/a
BANCO DE OCCIDENTE	Guatemala	n/a
CITIBANK	Guatemala	n/a
NATIONAL COMMERCIAL BANK	Jamaica	n/a
BANCA SERFIN	Mexico	n/a
BANCA SERFIN	Mexico	n/a
SUDAMERIS BANK	Uruguay	n/a
SUDAMERIS BANK	Uruguay	n/a
BANCO MERCANTIL	Venezuela	n/a
BANCO PROVINCIAL	Venezuela	n/a
BANCO MERCANTIL	Venezuela	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
PRODUBANCO	ECUADOR	n/a
ISLANDSBANKI	ICELAND	n/a
SKANDINAVISKA	SWEDEN	n/a
National Bank of Kuwait	Kuwait	n/a
BANK AUSTRIA AG	AUSTRIA	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

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
BANK ONE	USA	n/a
BANK ONE	USA	n/a
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
--------------	-----------------	----------------------

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.

United News Release

Worldwide Communications:

Media Relations Office: 847.700.5538

Evenings/Weekends: 847.700.4088

UAL CORPORATION REPORTS SECOND-QUARTER 2005 RESULTS

**Second-Quarter Operating Earnings of \$48 Million, a
\$41 Million Improvement Despite \$262 Million Higher Fuel Expense**

Mainline Passenger Unit Revenue up 5 percent

**Mainline Unit Costs Up 6 percent, Driven by Higher Fuel Costs;
Excluding Fuel, Mainline Unit Costs Down 3 percent on 3 percent Lower Capacity**

**Predominantly Non-Cash Reorganization Items of \$1.4 Billion
Result in Net Quarterly Loss of \$1.4 Billion**

Excluding Special and Reorganization Items, Net Loss is \$26 Million

CHICAGO, July 28, 2005 - UAL Corporation (OTCBB: UALAQ.OB), the holding company whose primary subsidiary is United Airlines, today reported its second-quarter 2005 financial results.

UAL reported second-quarter operating earnings of \$48 million. Excluding an impairment charge of \$18 million for regional aircraft, operating earnings were \$66 million, \$59 million better than the \$7 million reported in the same quarter last year, despite fuel expenses \$262 million higher in 2005 than in 2004. UAL reported a net loss of \$1.43 billion, or a loss per basic share of \$12.33, which includes \$1.39 billion in reorganization items. Reorganization items include a number of large non-cash items: curtailment and settlement losses of \$602 million related to the Pension Benefit Guaranty Corporation's (PBGC) takeover of the company's defined benefit pension plans for ground employees, management and public contact employees, and flight attendants, \$212 million in charges related to the rejection of aircraft and \$509 million in contract rejection charges. These reorganization items are expected to be resolved in the bankruptcy process and settled for a minor fraction of the amount of the charges. It is common for the results of operations of companies progressing through Chapter 11 to be impacted by non-cash charges related to their reorganization, especially as restructuring work nears completion. Excluding the special and reorganization items, UAL's net loss for the second quarter totaled \$26 million.

"We now have the foundation in place that enables us to continue to build a much more competitive enterprise," said Glenn Tilton, United's chairman, CEO and president. "We have reduced United's costs, we are posting industry-competitive revenue performance and our employees are delivering excellent operational performance. Although the harsh economic environment, including very high fuel costs, presents difficult challenges for the industry, United's restructuring has earned us the opportunity to compete for a place among the leading network carriers."

United's Restructuring Builds Momentum towards Exit

In the second quarter of 2005, United achieved significant milestones in its restructuring activities. As part of the recent restructuring efforts, United:

- Achieved consensual labor agreements with the Aircraft Mechanics Fraternal Association (AMFA) and the International Association of Machinists and Aerospace Workers (IAM);
- Reached agreement with the Pension Benefit Guaranty Corporation (PBGC) on the necessity of taking over the company's defined benefit pension plans and put in place replacement retirement plans for all labor groups, except the Association of Flight Attendants (AFA);
- Amended the DIP agreement to increase the size of the DIP facility from \$1 billion to \$1.3 billion, extended loan maturity to December 30, 2005, and lowered the interest rate by 25 basis points;
- Proposed a schedule with the Bankruptcy Court to file the Plan of Reorganization and exit in the fall.

"Our restructuring is progressing well as we continue to put in place the important elements to increasing competitiveness. The amended DIP facility was substantially over-subscribed, despite an increase in size and a reduction in the interest rate. This clearly reflects the financial community's recognition of the progress we have made," said Jake Brace, United's executive vice president and chief financial officer.

Revenue results

Results for the second quarter of 2005 reflect a 3 percent reduction in system capacity compared with the same period last year. During the quarter, mainline passenger unit revenue increased 5 percent and yield increased 3 percent, compared to second quarter last year. System load

factor increased 1 point to 83 percent, as traffic decreased 1 percent.

"United is delivering industry competitive revenue performance and we are pleased with the results of our 2005 capacity reallocation," said John Tague, executive vice president marketing, sales, and revenue. "United is determined to be an industry leader in revenue performance. We believe the ongoing transformation of our sales force, continuing improvements in revenue management and recently enhanced marketing initiatives will move us steadily in that direction."

Besides United's reallocation of aircraft capacity to international markets, the company has been testing further optimization of its domestic schedule. United is pleased with the initial results. During the second quarter, both initiatives contributed to an increase in fleet utilization of 7 percent. As a result, the company reduced the number of aircraft in its fleet by 13 percent, while reducing system available seat miles by only 3 percent.

Operating Expenses

Largely driven by fuel, mainline operating expense per available seat mile was up 6 percent from the year-ago quarter on a 3 percent decrease in capacity. Excluding the aircraft impairment charge, UAFC, and fuel, mainline operating expenses per available seat mile decreased 3 percent. For more information on the impairment charge, see note 3. For more information on UAFC, see note 4.

Salaries and related costs were down 13 percent, or \$156 million, primarily reflecting recent labor and management cost reductions and a 7 percent reduction in manpower. Fuel expense was \$262 million higher than in the second quarter 2004. Average fuel price for the quarter was \$1.71 per gallon (including taxes), up 45 percent year-over-year.

The company had an effective tax rate of zero for all periods presented, which makes UAL's pre-tax loss the same as its net loss.

Cash

The company ended the quarter with an unrestricted cash balance of \$1.7 billion, and a restricted cash balance of \$968 million, for a total cash balance of \$2.6 billion. The unrestricted cash balance increased by \$295 million during the quarter.

Subsequently in July 2005, the company added an additional \$310 million to its unrestricted cash balance by utilizing the amended DIP facility.

Operations

In the most recent data available from the U.S. Department of Transportation, United was ranked Number 2 in on-time performance among the seven major network carriers for the 12 months ending May 2005. In addition, employee productivity (available seat miles divided by employee equivalents) was up 4 percent for the quarter compared to the same period in 2004.

"United's improved productivity is a credit to the dedication and resilience of our employees. They have continued to deliver the reliability and service our customers expect during what could have been a very distracting period in our restructuring," said Pete McDonald, United's chief operating officer. "While our schedule optimization has improved asset utilization, we continue to believe significant benefits are available throughout United's operations by reducing aircraft turn times, reducing actual block time performance, expanded de-peaking of hubs and major stations, and reengineering our use of airport facilities."

Outlook

United expects third-quarter system mainline capacity to be down about 5 percent year-over-year. System mainline capacity for 2005 is expected to be about 3 percent lower than 2004.

The company projects fuel prices for the third quarter, including taxes and excluding the impact of hedges, to average \$1.83 per gallon. The company has 6.5 percent of its expected fuel consumption for the third quarter hedged at an average of \$1.29 per gallon, including taxes.

In the third quarter, the company expects to recognize other large non-cash reorganization items as we move toward exit from bankruptcy.

June Monthly Operating Report

UAL today also filed with the United States Bankruptcy Court its Monthly Operating Report for June. The company posted a \$133 million operating profit for June. Mainline unit revenue improved 7 percent compared to same period last year. UAL met the requirements of its debtor-in-possession (DIP) financing.

News releases and other information about United Airlines can be found at the company's website, www.united.com.

Note 5 to the attached Statements of Consolidated Operations provides a reconciliation of net loss reported under GAAP to net loss excluding special items for all periods presented, as well as a reconciliation of other financial measures, including and excluding special charges.

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995: Certain statements included in this press release are forward-looking and thus reflect the Company's current expectations and beliefs with respect to certain current and future events and financial performance. Such forward-looking statements are and will be, as the case may be, subject to many risks and uncertainties relating to the operations and business environments of the Company that may cause actual results to differ materially from any future results expressed or implied in such forward-looking statements. Factors that could significantly affect net earnings, revenues, expenses, costs, load factor and capacity include, without limitation, the following: the Company's ability to continue as a going concern; the Company's ability to comply with the terms of the DIP financing or negotiate modifications or amendments thereto as necessary; the Company's ability to obtain court approval with respect to motions in the Chapter 11 proceeding prosecuted by it from time to time; the Company's ability to develop, prosecute, confirm and consummate one or more plans of reorganization with respect to the Chapter 11 cases; risks associated with third parties seeking and obtaining court approval to terminate or shorten the exclusive period for the Company to propose and confirm one or more plans of reorganization; the potential adverse impact of the Chapter 11 cases on the Company's liquidity or results of operations; the appointment of a Chapter 11 trustee or conversion of the cases to

Chapter 7; the costs and availability of financing; the Company's ability to execute its business plan; the Company's ability to attract, motivate and/or retain key employees; the Company's ability to attract and retain customers; demand for transportation in the markets in which the Company operates; general economic conditions; the effects of any hostilities or act of war or any terrorist attack; the ability of other air carriers with whom the Company has alliances or partnerships to provide the services contemplated by the respective arrangements with such carriers; the costs and availability of aircraft insurance; the costs of aviation fuel; the costs associated with security measures and practices; labor costs; competitive pressures on pricing (particularly from lower-cost competitors) and on demand; government legislation and regulation; the ability of the Company to maintain satisfactory labor relations, any disruptions to operations due to any potential actions by our labor groups; weather conditions; and other risks and uncertainties set forth from time to time in UAL's reports to the United States Securities and Exchange Commission. Consequently, the forward-looking statements should not be regarded as representations or warranties by the Company that such matters will be realized. The Company disclaims any intent or obligation to update or revise any of the forward-looking statements, whether in response to new information, unforeseen events, changed circumstances or otherwise.

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UAL CORPORATION AND SUBSIDIARY COMPANIES
DEBTOR AND DEBTOR-IN-POSSESSION
STATEMENTS OF CONSOLIDATED OPERATIONS (UNAUDITED)

(In Millions, Except Per Share)

(In accordance with GAAP)	<u>Three Months Ended June 30</u>		<u>% Change</u>
	<u>2005</u>	<u>2004</u>	
Operating revenues:			
Passenger - United Airlines	\$ 3,301	\$ 3,248	1.6
- Regional Affiliates	632	505	25.1
Cargo	180	167	7.8
Other operating revenues	<u>310</u>	<u>269</u>	15.2
	<u>4,423</u>	<u>4,189</u>	5.6
Operating expenses:			
Salaries and related costs	1,052	1,208	(12.9)
Aircraft fuel	955	693	37.8
Regional affiliates	685	605	13.2
Purchased services	383	370	3.5
Landing fees and other rent	225	242	(7.0)
Aircraft maintenance	227	193	17.6
Depreciation and amortization	201	218	(7.8)
Aircraft rent	109	134	(18.7)
Commissions	76	81	(6.2)
Special operating items	18	-	100.0
Other operating expenses	<u>444</u>	<u>438</u>	1.4
	<u>4,375</u>	<u>4,182</u>	4.6
Earnings from operations	48	7	585.7
Other income (expense):			
Interest expense	(111)	(117)	(5.1)
Interest capitalized	-	1	(100.0)
Interest income	6	5	20.0
Miscellaneous, net	<u>9</u>	<u>-</u>	100.0
	(96)	(111)	(13.5)
Loss before reorganization items, income taxes and equity in earnings of affiliates	(48)	(104)	(53.8)

Reorganization items, net	<u>(1,386)</u>	<u>(144)</u>	862.5
Loss before income taxes and equity in earnings of affiliates	(1,434)	(248)	478.2
Credit for income taxes	=	=	-
Loss before equity in earnings of affiliates	(1,434)	(248)	478.2
Equity in earnings of affiliates	<u>4</u>	<u>1</u>	300.0
Net loss	<u>\$ (1,430)</u>	<u>\$ (247)</u>	478.9
Loss per share, basic	<u>\$ (12.33)</u>	<u>\$ (2.25)</u>	
Weighted average shares	116.2	110.9	

See accompanying notes.

UAL CORPORATION AND SUBSIDIARY COMPANIES
DEBTOR AND DEBTOR-IN-POSSESSION
STATEMENTS OF CONSOLIDATED OPERATIONS (UNAUDITED)
(In Millions, Except Per Share)

(In accordance with GAAP)	<u>Six Months Ended June 30</u>		<u>% Change</u>
	<u>2005</u>	<u>2004</u>	
Operating revenues:			
Passenger - United Airlines	\$ 6,217	\$ 6,239	(0.4)
- Regional Affiliates	1,156	945	22.3
Cargo	352	315	11.7
Other operating revenues	<u>613</u>	<u>599</u>	2.3
	<u>8,338</u>	<u>8,098</u>	3.0
Operating expenses:			
Salaries and related costs	2,085	2,457	(15.1)
Aircraft fuel	1,760	1,296	35.8
Regional affiliates	1,330	1,156	15.1
Purchased services	744	722	3.0
Landing fees and other rent	458	473	(3.2)
Aircraft maintenance	446	378	18.0
Depreciation and amortization	414	448	(7.6)
Aircraft rent	229	271	(15.5)
Commissions	153	162	(5.6)
Special operating items	18	-	100.0
Other operating expenses	<u>903</u>	<u>939</u>	(3.8)
	<u>8,540</u>	<u>8,302</u>	2.9
Loss from operations	(202)	(204)	(1.0)
Other income (expense):			
Interest expense	(220)	(237)	(7.2)
Interest capitalized	(5)	1	(600.0)
Interest income	10	15	(33.3)
Special non-operating items	-	(13)	(100.0)

Miscellaneous, net	<u>67</u>	<u>8</u>	737.5
	(148)	(226)	(34.5)
Loss before reorganization items, income taxes and equity in earnings/(losses) of affiliates	(350)	(430)	(18.6)
Reorganization items, net	<u>(2,154)</u>	<u>(274)</u>	686.1
Loss before income taxes and equity in earnings/(losses) of affiliates	(2,504)	(704)	255.7
Credit for income taxes	=	=	-
Loss before equity in earnings/(losses) of affiliates	(2,504)	(704)	255.7
Equity in earnings/(losses) of affiliates	<u>4</u>	<u>(2)</u>	(300.0)
Net loss	<u>\$ (2,500)</u>	<u>\$ (706)</u>	254.1
Loss per share, basic	<u>\$ (21.56)</u>	<u>\$ (6.42)</u>	
Weighted average shares	116.2	110.8	

See accompanying notes.

Consolidated Notes (Unaudited)

- (1) UAL Corporation ("UAL" or the "Company") is a holding company whose principal subsidiary is United Air Lines, Inc. ("United"). On December 9, 2002, UAL, United and twenty-six direct and indirect wholly owned subsidiaries filed Chapter 11 petitions for relief in the U.S. Bankruptcy Court for the Northern District of Illinois.
- (2) In connection with its bankruptcy proceedings, the Company recorded the following reorganization items:

	<u>Three-month Period Ended June 30,</u>		<u>Six-month Period Ended June 30,</u>	
	<u>2005</u>	<u>2004</u>	<u>2005</u>	<u>2004</u>
Pension-related charges	\$ 612	\$ -	\$ 1,045	\$ -
Contract rejection charges	509	-	509	-
Aircraft rejection charges	212	103	506	224
Professional fees	48	49	92	83
Severance and employee retention	6	-	13	7
Interest income	(10)	(4)	(17)	(8)
Other	<u>9</u>	<u>(4)</u>	<u>6</u>	<u>(32)</u>
	<u>\$ 1,386</u>	<u>\$ 144</u>	<u>\$ 2,154</u>	<u>\$ 274</u>

Pension-related charges include curtailment costs of \$207 million and \$433 million for the second quarter and first six months of 2005, respectively, and net settlement losses of \$395 million for the second quarter of 2005 as a result of the termination of several defined benefit pension plans. In addition, a \$10 million settlement loss was recorded as a result of the termination of a management non-qualified supplemental retirement plan.

Contract rejection charges are non-cash costs that include our estimate of claims resulting from the Company's rejection of certain contractual obligations such as executory contracts, unexpired leases, municipal bond obligations and regional carrier contracts.

Aircraft rejection charges include the Company's estimate of claims incurred as a result of the rejection of certain aircraft as part of the bankruptcy process.

- (3) In the second quarter of 2005, the Company recognized a charge of \$18 million for aircraft impairment related to planned accelerated retirement of certain aircraft operated by Air Wisconsin Airlines Corporation ("AWAC"). In addition, in the first quarter of 2004, the Company recorded a \$60 million special operating item in connection with its adjustment to passenger revenue and a \$13 million special non-operating item as a result of its write-down of the non-operating B767-200s to net realizable value.
- (4) Included in other operating income in UAL's results of operations are the results of its wholly owned subsidiary United Aviation Fuels Corporation ("UAFC"). For the three months and six months ending June 30, 2005 and 2004, UAFC recorded revenues for fuel sales to third parties of \$73 million, \$76 million, \$128 million and \$206 million, respectively, and related expenses of \$73 million, \$78 million, \$127 million and \$205 million, respectively.
- (5) During the second quarter of 2005, the Company received \$22 million as a result of the transition agreement with AWAC. This refund was recorded as a reduction to Regional Affiliates operating expense.
- (6) Pursuant to SEC Regulation G, the Company has included the following reconciliation of reported non-GAAP financial measures to comparable financial measures reported on a GAAP basis. The Company believes that the reported non-GAAP financial results provide management and investors a better perspective of on-going financial performance and trends by excluding these special items for comparative purposes. Statistical information is for United mainline jet operations only.

	<u>Three-month Period Ended June 30,</u>				<u>Six-month Period Ended June 30,</u>			
	<u>In Millions</u>		<u>EPS</u>		<u>In Millions</u>		<u>EPS</u>	
	<u>2005</u>	<u>2004</u>	<u>2005</u>	<u>2004</u>	<u>2005</u>	<u>2004</u>	<u>2005</u>	<u>2004</u>
GAAP net loss	\$ (1,430)	\$ (247)	\$ (12.33)	\$ (2.25)	\$ (2,500)	\$ (706)	\$ (21.56)	\$ (6.42)
Adjusted for:								
Special operating items	18	-	0.15	-	18	(60)	0.15	(0.54)
Special non-operating items	-	-	-	-	-	13	-	0.11
Reorganization items, net	<u>1,386</u>	<u>144</u>	<u>11.92</u>	<u>1.30</u>	<u>2,154</u>	<u>274</u>	<u>18.54</u>	<u>2.48</u>
	\$ (26)	\$ (103)	\$ (0.26)	\$ (0.95)	\$ (328)	\$ (479)	\$ (2.87)	\$ (4.37)

	<u>Three-month Period Ended June 30,</u>			<u>% Change</u>	<u>Six-month Period Ended June 30,</u>			<u>% Change</u>
	<u>2005</u>	<u>2004</u>	<u>Change</u>		<u>2005</u>	<u>2004</u>	<u>Change</u>	
<u>Cost per asm - CASM (cents)</u>								
GAAP mainline operating expense per asm	10.50	9.87	6.4		10.39	10.04	3.5	
Less: Special operating items	<u>(0.05)</u>	<u>0.00</u>	100.0		<u>(0.03)</u>	<u>0.00</u>	100.0	
Mainline operating expense per asm excluding special operating items	<u>10.45</u>	<u>9.87</u>	5.9		<u>10.36</u>	<u>10.04</u>	3.2	
Less: UAFC*	<u>(0.21)</u>	<u>(0.21)</u>	-		<u>(0.18)</u>	<u>(0.28)</u>	(35.7)	
Mainline operating expense per asm excluding special operating items and UAFC*	<u>10.24</u>	<u>9.66</u>	6.0		<u>10.18</u>	<u>9.76</u>	4.3	
Less: fuel expense	<u>(2.71)</u>	<u>(1.91)</u>	41.9		<u>(2.53)</u>	<u>(1.83)</u>	38.3	

Mainline operating expense per asm excluding special operating items, UAFC* and fuel expense	<u>7.53</u>	<u>7.75</u>	(2.8)	<u>7.65</u>	<u>7.93</u>	(3.5)
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	<u>Three-month Period Ended June 30,</u>			<u>Six-month Period Ended June 30,</u>		
<u>Yield (cents)</u>	<u>2005</u>	<u>2004</u>	<u>% Change</u>	<u>2005</u>	<u>2004</u>	<u>% Change</u>
GAAP passenger revenue per rpm	11.22	10.87	3.2	11.03	11.07	(0.4)
Less: revenue adjustment	<u>0.00</u>	<u>0.00</u>	-	<u>0.00</u>	<u>(0.10)</u>	(100.0)
Passenger revenue per rpm excl revenue adjustment	<u>11.22</u>	<u>10.87</u>	3.2	<u>11.03</u>	<u>10.97</u>	0.5
<u>Operating revenue per asm - RASM (cents)</u>						
GAAP mainline operating revenue per asm	10.79	10.17	6.1	10.35	10.05	3.0
Less: revenue adjustment	<u>0.00</u>	<u>0.00</u>	-	<u>0.00</u>	<u>(0.08)</u>	(100.0)
Mainline operating revenue per asm excluding revenue adjustment	10.79	10.17	6.1	10.35	9.97	3.8
Less: UAFC*	<u>(0.21)</u>	<u>(0.21)</u>	-	<u>(0.18)</u>	<u>(0.29)</u>	(37.9)
Mainline operating revenue per asm excluding revenue adjustment and UAFC*	<u>10.58</u>	<u>9.96</u>	6.2	<u>10.17</u>	<u>9.68</u>	5.1
<u>Passenger revenue per asm - PRASM (cents)</u>						
GAAP mainline passenger revenue per asm	9.40	8.96	4.9	8.96	8.77	2.2
Less: revenue adjustment	<u>0.00</u>	<u>0.00</u>	-	<u>0.00</u>	<u>(0.08)</u>	(100.0)
Mainline passenger revenue per asm excluding revenue adjustment	<u>9.40</u>	<u>8.96</u>	4.9	<u>8.96</u>	<u>8.69</u>	3.1
Mainline scheduled passenger revenue per asm	<u>9.38</u>	<u>8.94</u>	4.9	<u>8.93</u>	<u>8.73</u>	2.3

* UAFC's revenues and expenses are not derived from mainline jet operations. Therefore, UAL has excluded these revenues and expenses from the above reported GAAP financial measures. See Note 4 above for more details.

UAL CORPORATION AND SUBSIDIARY COMPANIES

DEBTOR AND DEBTOR-IN-POSSESSION

Three Months Ended June 30

2005 2004 % Change

OPERATING STATISTICS

United Mainline Jet Operations

Revenue passengers (in thousands)	17,150	18,444	(7.0)
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Revenue passenger miles (in millions)	29,302	29,727	(1.4)
Available seat miles (in millions)	35,132	36,235	(3.0)
Charter available seat miles (in millions)	33	97	(66.0)
Passenger load factor (percent)	83.4	82.0	1.4 pt.
Breakeven passenger load factor (percent)	82.2	81.8	0.4 pt.
GAAP passenger revenue per passenger mile - yield (cents)	11.22	10.87	3.2
GAAP passenger revenue per available seat mile - PRASM (cents)	9.40	8.96	4.9
GAAP operating revenue per available seat mile - RASM (cents)	10.79	10.17	6.1
Operating revenue per available seat mile excluding UAFC - RASM (cents)	10.58	9.96	6.2
GAAP operating expense per available seat mile - CASM (cents)	10.50	9.87	6.4
Operating expense per available seat mile excluding operating special items - CASM (cents)	10.45	9.87	5.9
Operating expenses per available seat mile excluding operating special items and UAFC - CASM (cents)	10.24	9.66	6.0
Operating expenses per available seat mile excluding operating special items, UAFC and fuel expense - CASM (cents)	7.53	7.75	(2.8)
Average price per gallon of jet fuel (cents)	170.5	117.9	44.6
Number of aircraft in operating fleet at end of period	458	524	(12.6)
Average full-time equivalent employees (thousands)	55.6	59.7	(6.9)
ASMs per equivalent employee - productivity (thousands)	632	607	4.1
Average stage length (thousands)	1,376	1,291	6.6
Revenue block hours (in thousands)	459	492	(6.7)
Plane days (in thousands)	42	48	(12.5)
Fleet utilization (in hours and minutes)	10:59	10:18	6.6

UAL CORPORATION AND SUBSIDIARY COMPANIES
DEBTOR AND DEBTOR-IN-POSSESSION

Six Months Ended June 30

	<u>2005</u>	<u>2004</u>	<u>% Change</u>
OPERATING STATISTICS			
<i>United Mainline Jet Operations</i>			
Revenue passengers (in thousands)	32,817	34,412	(4.6)
Revenue passenger miles (in millions)	56,085	56,004	0.1
Available seat miles (in millions)	69,391	71,145	(2.5)
Charter available seat miles (in millions)	350	388	(9.8)
Passenger load factor (percent)	80.8	78.7	2.1 pt.
Breakeven passenger load factor (percent)	83.5	81.3	2.2 pt.
GAAP passenger revenue per passenger mile - yield (cents)	11.03	11.07	(0.4)
Passenger revenue per passenger mile excluding revenue adjustment - yield (cents)	11.03	10.97	0.5
GAAP passenger revenue per available seat mile - PRASM (cents)	8.96	8.77	2.2
Passenger revenue per available seat mile excluding revenue adjustment - PRASM (cents)	8.96	8.69	3.1
GAAP operating revenue per available seat mile - RASM (cents)	10.35	10.05	3.0
Operating revenue per available seat mile excluding revenue adjustment - RASM (cents)	10.35	9.97	3.8
Operating revenue per available seat mile excluding revenue adjustment and UAFC - RASM (cents)	10.17	9.68	5.1
GAAP operating expense per available seat mile - CASM (cents)	10.39	10.04	3.5
Operating expense per available seat mile excluding operating special items - CASM (cents)	10.36	10.04	3.2
Operating expenses per available seat mile excluding operating special items and UAFC - CASM (cents)	10.18	9.76	4.3
Operating expenses per available seat mile excluding operating special items, UAFC and fuel expense - CASM (cents)	7.65	7.93	(3.5)
Average price per gallon of jet fuel (cents)	158.6	112.8	40.6
Number of aircraft in operating fleet at end of period	458	524	(12.6)
Average full-time equivalent employees (thousands)	55.9	59.6	(6.2)
ASMs per equivalent employee - productivity (thousands)	1,241	1,194	3.9

Average stage length (thousands)	1,369	1,288	6.3
Revenue block hours (in thousands)	911	966	(5.7)
Plane days (in thousands)	84	96	(12.5)
Fleet utilization (in hours and minutes)	10:48	10:05	7.1