

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

**UAL CORPORATION**

(Exact name of registrant as specified in its charter)

<b>Delaware</b>	<b>1-6033</b>	<b>36-2675207</b>
(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 June 28, 2005, UAL Corporation filed its monthly operating report for the period May 1, 2005 through May 31, 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 May 1, 2005 through May 31, 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: June 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 May 1, 2005 THROUGH May 31, 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

**MONTHLY OPERATING REPORT FOR THE PERIOD  
May 1, 2005 THROUGH May 31, 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: June 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**

<b>Legal Filing Entity</b>	<b>Reporting Structure</b>
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 May 31, 2005**  
(\$ amounts in 000's)

	UAL <sup>1</sup> CONSOLIDATING
<b>Total operating revenues</b>	1,610,753
<b>Total operating expenses</b>	1,631,304
<b>Earnings (loss) from operations</b>	(20,551)
<b>Special Charges:</b>	
Loss on sale of aircraft	
Aircraft impairment	-
<b>Total Special Charges:</b>	-
<b>Earnings (loss) from operations including Special Charges</b>	(20,551)
<b>Non-operating income (expenses):</b>	
Net interest expense	(42,448)
Other income (expenses), net:	6,452
<b>Total non-operating income (expenses):</b>	(35,996)
<b>Net Earnings (loss) before Reorganization items</b>	(56,547)
Reorganization Expenses	(36,226)
<b>Net earnings (loss)</b>	<u>(92,773)</u>

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 <sup>1</sup>**

**SUMMARY OF CASH RECEIPTS AND CASH DISBURSEMENTS <sup>2</sup>**

<b>For The Period Ending May 31, 2005</b>	(Amounts in US dollar \$)
BEGINNING BALANCE (ending balance April 30, 2005)	
Operating Accounts - DOM Bank Balances	\$34,530,866
Operating Accounts - DOM Sweep Account	\$1,646,017
Operating Accounts - DOM	\$47,519,749
Operating Accounts - INT	\$42,091,663
London Overnight Investment Balance	\$2,313,762
Liquidity Pool	\$1,444,344,745
Restricted Cash <sup>3</sup>	\$866,067,055
<i>Subsidiaries:</i>	
a. Mileage Plus, Inc.	\$791,967
b. Premier Meeting and Travel Services, Inc.	\$1,022,497
c. MyPoints.com, Inc.	\$8,724,917
d. Confetti d/b/a Ameniti Travel Clubs, Inc.	\$314,515
e. Domicile Management Services, Inc.	\$269,611
f. UAL Loyalty Services, Inc.	\$1,831,963
g. United Aviation Fuel Corporation	\$613,643
g. BizJet	\$0
<b>TOTAL BEGINNING BALANCE</b>	<b>\$2,415,906,086</b>
RECEIPTS (Summary of all domestic and international bank accounts):	
1. Receipts from operations ( <i>net of Intercompany receipts</i> )	\$1,519,745,930
2. Debtor -In- Possession Financing	\$0
2. Other receipts <sup>4</sup>	\$128,203,016
<b>TOTAL RECEIPTS</b>	<b>(A) \$1,647,948,946</b>
DISBURSEMENTS (Summary of all accounts):	
1. Net payroll <sup>5</sup>	
a. Officers	\$708,115
b. Non-Officer	\$149,106,667
2. Taxes paid or deposited:	
a. Federal Income Tax and FICA withholdings	\$57,589,134
b. State income tax w/held	\$7,368,426
c. State sales or use tax	\$420,429
d. Other <sup>6</sup>	\$145,124,804
3. Necessary Operational Disbursements <sup>7</sup>	
a. Operating Disbursements ( <i>net of Intercompany disbursements</i> )	\$1,146,765,703
b. Transferred to escrows / restricted cash	2,100,000
c. Debtor-In-Possession Financing Payments	

TOTAL DISBURSEMENTS	(B)	\$1,509,183,278
NET RECEIPTS (Line (A) less Line (B))		\$138,765,668
ENDING BALANCE (BEGINNING BALANCE PLUS NET RECEIPTS)		\$2,554,671,754
Bank One Overnight Investment Account (month over month change) <sup>8</sup>		\$4,199,123
TOTAL ENDING BALANCE <sup>9</sup>		\$2,558,870,877

**Check**

ENDING BALANCE (as of May 31, 2005)		
Operating Accounts - DOM Bank Balances		\$30,621,336
Operating Accounts - DOM Sweep Account		\$5,845,141
Operating Accounts - DOM		\$36,466,477
Operating Accounts - INT		\$49,105,383
London Overnight Investment		\$4,703,598
Liquidity Pool		\$1,498,458,144
Restricted Cash <sup>3</sup>		\$957,045,311
<i>Subsidiaries:</i>		
Mileage Plus, Inc.		\$283,870
Premier Meeting and Travel Services, Inc.		\$716,169
MyPoints.com, Inc.		\$10,046,435
Confetti d/b/a Ameniti Travel Clubs, Inc.		\$689,071
Domicile Management Services, Inc.		\$304,718
UAL Loyalty Services, Inc.		\$820,327
United Aviation Fuel Corporation		\$231,375
TOTAL ENDING BALANCE		\$2,558,870,877

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: <b>RECEIPT SUMMARY</b> <sup>1</sup>	BANK	ACCTS: <b>See Schedule F for list of bank accounts</b>
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RECEIPT SOURCE	DESCRIPTION	AMOUNT
Domestic Operational Receipts	BANK ONE / JP MORGAN CHASE ACTIVITY	1,556,214,147



Domestic Operational Receipts	NON BANK ONE / JP MORGAN CHASE ACTIVITY	4,579,592
International Operational Receipts <sup>2</sup>	BEG BALANCE (LESS) ENDING BALANCE PLUS NET REPATRIATION	105,463,525
Total Operational Receipts	TOTAL DOMESTIC AND INTERNATIONAL ACTIVITY	1,666,257,264 ( A )
Debtor-In-Possession Financing		0 ( B )
Other Non-Operational Receipts <sup>3</sup>	SEE FOOTNOTE BELOW	128,203,016 ( B )
Less, Non-filing entities	NONE FOR THIS PERIOD	0
	GROSS RECEIPTS (tie to bank statements)	1,794,460,280
	(MINUS) TRANSFERS FROM OTHER ACCOUNTS / ENTITIES <sup>4</sup>	146,511,334 ( D )
	NET RECEIPTS	<b>\$1,647,948,946</b>

**Forward to MOR Summary:**

Receipts from operations ( <i>net of Intercompany receipts</i> )	1,519,745,930 (A-D)
Debtor -In-Possession Financing	0 ( B )
Other receipts	128,203,016 ( B )
	<b>\$1,647,948,946</b>

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 \$98,233,330.

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** <sup>1</sup>      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	1,395,339,375
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	\$105,247,051
Total Operational Receipts	TOTAL DOMESTIC AND INTERNATIONAL ACTIVITY	1,500,586,426
Debtor-In-Possession Financing		-
Other Non-Operational Receipts <sup>2</sup>	SEE FOOTNOTE BELOW	\$128,034,029
Less, Non-filing entities	NONE FOR THIS PERIOD	-
	GROSS RECEIPTS	1,628,620,455
	UAL	-
	UAL Loyalty Services, Inc.	-
	UAL Company Services, Inc.	-
	Confetti d/b/a Ameniti Travel Clubs, Inc.	-
	MyPoints.com, Inc.	43,917
	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.	418,305
	United Aviation Fuels Corporation	11,500,000
	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 <sup>3</sup>	11,962,222
	NET RECEIPTS	<b>\$1,616,658,232</b>

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	838,251
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	838,251
Other Non-Operational Receipts	INCLUDES INTEREST INCOME, PROCEEDS OF ASSET SALES, etc.	1,455
Less, Non-filing entities	NONE FOR THIS PERIOD	-
	GROSS RECEIPTS (tie to bank statement)	839,707
	(MINUS) TRANSFERS FROM OTHER ACCOUNTS / ENTITIES <sup>1</sup>	-
	<b>NET RECEIPTS</b>	<b>839,707</b>

**BANK STATEMENT RECONCILIATION:**

Beginning Balance	\$1,022,497
Receipts	839,707
Disbursements	(1,146,035)
Reconciled Ending Balance	\$716,169
Reported Ending Balance	\$716,169

Difference

\$0

<sup>1</sup> 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: **MYPOINTS.COM, INC. AND SUBSIDIARIES**<sup>1</sup> BANK ACCTS: **Fleet Bank # 55157711  
Wells Fargo #449-6837055, 10765100  
Silicon Valley Bank #3300066117, 3300042163  
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)	3,079,592
		-
		-
		-
Total Non-Bank One Receipts		3,079,592
International Operational Receipts	BEG BALANCE (LESS) ENDING BALANCE	-
Total Operational Receipts	TOTAL DOMESTIC AND INTERNATIONAL ACTIVITY	3,079,592
Other Non-Operational Receipts	INCLUDES INTEREST INCOME, PROCEEDS OF ASSET SALES, etc.	159,525
Less, Non-filing entities	NONE FOR THIS PERIOD	-
	GROSS RECEIPTS (tie to bank statement)	3,239,117
	(MINUS) TRANSFERS FROM OTHER ACCOUNTS / ENTITIES <sup>2</sup>	-
	NET RECEIPTS	<b>3,239,117</b>

**BANK STATEMENT RECONCILIATION:**

Beginning Balance	\$8,724,917
Receipts	3,239,117
Disbursements	(1,917,599)
Reconciled Ending Balance	\$10,046,435
Reported Ending Balance	\$10,046,435

Difference

\$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 000000001061639**

(see schedule F for details)

RECEIPT SOURCE	DESCRIPTION	AMOUNT
Domestic Operational Receipts	BANK ONE / JP MORGAN CHASE ACTIVITY	1,124,486
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	1,124,486
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)	1,124,486
	(MINUS) TRANSFERS FROM OTHER ACCOUNTS / ENTITIES <sup>1</sup>	849,112
	NET RECEIPTS	<b>275,374</b>

**BANK STATEMENT RECONCILIATION:**

Beginning Balance	\$314,515
Receipts	1,124,486
Disbursements	(749,930)
Reconciled Ending Balance	\$689,071
Reported Ending Balance	\$689,071
Difference	\$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	\$1,500,000
		-
		-
		-
Total Non-Bank One Receipts		1,500,000
International Operational Receipts	BEG BALANCE (LESS) ENDING BALANCE	-
Total Operational Receipts	TOTAL DOMESTIC AND INTERNATIONAL ACTIVITY	1,500,000
Other Non-Operational Receipts	INCLUDES INTEREST INCOME, PROCEEDS OF ASSET SALES, etc.	3,019
Less, Non-filing entities	NONE FOR THIS PERIOD	-
	GROSS RECEIPTS (tie to bank statement)	1,503,019
	(MINUS) TRANSFERS FROM OTHER ACCOUNTS / ENTITIES <sup>1</sup>	1,500,000
	<b>NET RECEIPTS</b>	<b>3,019</b>

**BANK STATEMENT RECONCILIATION:**

Beginning Balance	\$791,967
Receipts	1,503,019
Disbursements	(2,011,116)
Reconciled Ending Balance	\$283,870
Reported Ending Balance	\$283,870
<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: **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	155,900,260
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	155,900,260
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)	155,900,260
	(MINUS) TRANSFERS FROM OTHER ACCOUNTS / ENTITIES <sup>1</sup> (Provide detail above)	132,200,000
	<b>NET RECEIPTS</b>	<b>23,700,260</b>

**BANK STATEMENT RECONCILIATION:**

Beginning Balance	\$613,643
Receipts	155,900,260
Disbursements	(156,282,528)
Reconciled Ending Balance	\$231,375
Reported Ending Balance	\$231,375
<i>Difference</i>	\$0

<sup>1</sup> 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
Domestic Operational Receipts	BANK ONE / JP MORGAN CHASE ACTIVITY	\$3,011,775
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	3,011,775
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)	3,011,775
	(MINUS) TRANSFERS FROM OTHER ACCOUNTS / ENTITIES <sup>1</sup>	\$0
	NET RECEIPTS	<b>3,011,775</b>

BANK STATEMENT RECONCILIATION:

Beginning Balance	\$1,831,963
Receipts	3,011,775
Disbursements	(4,023,410)
Reconciled Ending Balance	\$820,327
Reported Ending Balance	\$820,327
<i>Difference</i>	\$0

<sup>1</sup> 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 \$ @ 104.87
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	5/31/05 216,474
Total Operational Receipts	TOTAL DOMESTIC AND INTERNATIONAL ACTIVITY	216,474



Other Non-Operational Receipts	INCLUDES INTEREST INCOME, PROCEEDS OF ASSET SALES, etc.	4,987
Less, Non-filing entities	NONE FOR THIS PERIOD	-

GROSS RECEIPTS (tie to bank statement)	221,461
(MINUS) TRANSFERS FROM OTHER ACCOUNTS / ENTITIES <sup>1</sup>	-
<b>NET RECEIPTS</b>	<b>221,461</b>

**BANK STATEMENT RECONCILIATION:**

Beginning Balance	\$269,611
Receipts	221,461
Disbursements	(186,354)
Reconciled Ending Balance	\$304,718
Reported Ending Balance	\$304,718
<i>Difference</i>	\$0

<sup>1</sup> 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 <sup>1</sup>** BANK ACCTS: **See Schedule F for list of bank accounts**

**BY APO DISBURSEMENT TYPE**

*(based on Cleared Check Date):*

NOTES:

AMOUNT:

xxx	PAYROLL OFFICER		708,115 ( A )
xxx	PAYROLL NON-OFFICER		149,106,667 ( B )
04	AVIATION FUEL <sup>2</sup>	(SEE FUEL SUMMARY BELOW)	444,545,071
06	CATERING		35,156,306
03	RECURRING RENT		42,488,000
01	GENERAL PAYABLES		666,128,708
17	INSURANCE		39,107,940
18	LANDING FEES		19,599,664
xxx	OTHER		46,251,349
	SUBTOTAL EXCLUDING PAYROLL		1,293,277,037 ( C )

**GROSS DISBURSEMENTS (tie to bank statement)** 1,443,091,819

(MINUS) TRANSFERS TO OTHER ACCOUNTS / ENTITIES <sup>3</sup> 146,511,334 ( D )

**TAXES:**

a. Federal Income Tax and FICA withholdings	57,589,134
b. State income tax w/held	7,368,426
c. State sales or use tax	420,429

d. Other <sup>4</sup>	145,124,804
TOTAL TAXES	210,502,793 ( E )

**NET MONTHLY DISBURSEMENTS** \$ 1,507,083,278

**Forward to MOR Summary:**

Officers Payroll	708,115 ( A )
Non-Officer Payroll	149,106,667 ( B )
Taxes	210,502,793 ( E )
Necessary Operational Disbursements (less intercompany transfers)	1,146,765,703 (C-D)
	\$ 1,507,083,278

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

**2 Fuel Summary:**

UAFC Fuel Disbursements	156,282,528
United Fuel Disbursements	288,262,542
Total Fuel Disbursements	444,545,071
Less: Intercompany Transfers	(143,700,000)
Fuel Disbursements	\$ 300,845,071

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: <b>UAL CORPORATION</b> <sup>1</sup>	BANK ACCTS: <b>See Schedule F for list of bank accounts</b>
---	---

**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 <sup>1</sup>		68,790
17	INSURANCE		-
18	LANDING FEES		-
xxx	OTHER		-
	SUBTOTAL EXCLUDING PAYROLL		68,790

**GROSS DISBURSEMENTS (tie to bank statement)** 68,790

(MINUS )TRANSFERS TO OTHER ACCOUNTS / ENTITIES <sup>2</sup> -

TAXES:

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

d. Other <sup>3</sup>	-
TOTAL TAXES	-

**NET MONTHLY DISBURSEMENTS** 68,790

- 1 Includes expenses incurred by members of the Board of Directors.
- 2 Transfers in this section rep made or received on behalf of a related subsidiary or affiliate entity. resent direct payments from / to various subsidiaries or affiliate companies. These amounts do not reflect payments
- 3 Includes US Federal fuel tax, transportation tax, transportation security fees, personal property tax, excise tax, liquor tax, unemployment tax, state & city tax and quarterly payments made to the INS, US Custom Fees and Department of Agriculture.

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

<b>BY APO DISBURSEMENT TYPE</b>		<b>NOTES:</b>	<b>AMOUNT:</b>
<i>(based on Cleared Check Date):</i>			
xxx	PAYROLL OFFICER		708,115
xxx	PAYROLL NON-OFFICER		147,819,419
04	AVIATION FUEL	(Includes intercompany transfer to UAFC, see below)	288,262,542
06	CATERING		35,156,306
03	RECURRING RENT		42,488,000
01	GENERAL PAYABLES		657,907,823
17	INSURANCE		38,186,302
18	LANDING FEES		19,599,664
xxx	OTHER <sup>2</sup>		46,251,349
SUBTOTAL EXCLUDING PAYROLL			1,127,851,985

**GROSS DISBURSEMENTS (tie to bank statement)** 1,276,379,519

(MINUS )TRANSFERS TO OTHER ACCOUNTS / ENTITIES	
MyPoints.com, Inc.	-
Premier Meeting and Travel Services, Inc.	-
Confetti	849,112
Mileage Plus, Inc.	1,500,000
United Aviation Fuels Corporation	132,200,000
UAL Loyalty Services, Inc.	-
Domicile Management Services, Inc.	-
TOTAL TRANSFERS TO OTHER ACCOUNTS / ENTITIES <sup>3</sup>	134,549,112

<b>TAXES:</b>	
a. Federal Income Tax and FICA withholdings	57,398,986
b. State income tax w/held	7,348,343
c. State sales or use tax	420,183
d. Other (specify) <sup>4</sup>	145,119,024
TOTAL TAXES	210,286,536

**NET MONTHLY DISBURSEMENTS** \$ 1,352,116,944

<sup>1</sup> 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 <sup>1</sup>** 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:
<b>xxx</b> PAYROLL OFFICER	Payroll disbursed through United Airlines	-
<b>xxx</b> PAYROLL NON-OFFICER		-
04 AVIATION FUEL		-
06 CATERING		-
03 RECURRING RENT		-
01 GENERAL PAYABLES		4,023,410
17 INSURANCE		-
18 LANDING FEES		-
xxx OTHER		-
SUBTOTAL EXCLUDING PAYROLL		4,023,410
	<b>GROSS DISBURSEMENTS (tie to bank statement)</b>	<b>4,023,410</b>
	(MINUS )TRANSFERS TO OTHER ACCOUNTS / ENTITIES <sup>2</sup>	-
	TAXES:	
	a. Federal Income Tax and FICA withholdings	-
	b. State income tax w/held	-
	c. State sales or use tax	-
	d. Other <sup>3</sup>	-
	TOTAL TAXES	-
	<b>NET MONTHLY DISBURSEMENTS</b>	<b>\$ 4,023,410</b>

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 <sup>1</sup>** BANK  
 ACCTS: **See Schedule F for list of bank accounts**

**BY APO DISBURSEMENT TYPE**

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

**GROSS DISBURSEMENTS (tie to bank statement)** -

(MINUS )TRANSFERS TO OTHER ACCOUNTS / ENTITIES<sup>2</sup> -

TAXES:

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

**NET MONTHLY DISBURSEMENTS** -

1 Disbursement activity conducted through UAL Loyalty 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: <b>MILEAGE PLUS MARKETING, INC</b> <sup>1</sup>	BANK ACCTS: <b>See Schedule F for list of bank accounts</b>
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<b>BY APO DISBURSEMENT TYPE</b> <i>(based on Cleared Check Date):</i>	NOTES:	AMOUNT:
xxx	PAYROLL OFFICER	-
xxx	PAYROLL NON-OFFICER	-
04	AVIATION FUEL	-
06	CATERING	-
03	RECURRING RENT	-
01	GENERAL PAYABLES	-
17	INSURANCE	-
18	LANDING FEES	-
xxx	OTHER	-
	SUBTOTAL EXCLUDING PAYROLL	-

**GROSS DISBURSEMENTS (tie to bank statement)** -

(MINUS )TRANSFERS TO OTHER ACCOUNTS / ENTITIES<sup>2</sup> -

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

**NET MONTHLY DISBURSEMENTS** -

1 Disbursement activity conducted through UAL Loyalty 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: **UAL COMPANY SERVICES, INC.**<sup>1</sup> BANK ACCTS: **See Schedule F for list of bank accounts**

<b>BY APO DISBURSEMENT TYPE</b>	<b>NOTES:</b>	<b>AMOUNT:</b>
<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		-
<b>SUBTOTAL EXCLUDING PAYROLL</b>		-

**GROSS DISBURSEMENTS (tie to bank statement)** -

(MINUS )TRANSFERS TO OTHER ACCOUNTS / ENTITIES<sup>2</sup> -

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

**NET MONTHLY DISBURSEMENTS** -

1 Disbursement activity conducted through UAL Loyalty 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.

MYPOINTS.COM, INC.  
 ENTITY: AND SUBSIDIARIES <sup>1</sup>

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	615,372
04	AVIATION FUEL	-
06	CATERING	-
03	RECURRING RENT	-
01	GENERAL PAYABLES	1,302,227
17	INSURANCE	-
18	LANDING FEES	-
xxx	OTHER	-
	SUBTOTAL EXCLUDING PAYROLL	1,302,227

**GROSS DISBURSEMENTS (tie to bank statement)** 1,917,599

(MINUS )TRANSFERS TO OTHER ACCOUNTS / ENTITIES<sup>2</sup> 43,917

TAXES:

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

**NET MONTHLY DISBURSEMENTS** \$ 1,873,682

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. <sup>1</sup>

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	-
	<b>SUBTOTAL EXCLUDING PAYROLL</b>	-

**GROSS DISBURSEMENTS (tie to bank statement)** -

(MINUS )TRANSFERS TO OTHER ACCOUNTS / ENTITIES<sup>2</sup> -

TAXES:

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

**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: **ITARGET.COM, INC.** <sup>1</sup>

**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	-
	<b>SUBTOTAL EXCLUDING PAYROLL</b>	-

**GROSS DISBURSEMENTS (tie to bank statement)** -

(MINUS )TRANSFERS TO OTHER ACCOUNTS / ENTITIES<sup>2</sup> -

TAXES:

a. Federal Income Tax and FICA withholdings	-
---	---



b. State income tax w/held	-
c. State sales or use tax	-
d. Other <sup>3</sup>	-
<b>TOTAL TAXES</b>	-

**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.

	<b>Fleet Bank # 55157711</b>
	<b>Wells Fargo #449-6837055, 10765100</b>
BANK	<b>Silicon Valley Bank #3300066117, 3300042163</b>
ENTITY: <b>MYPOINTS OFFLINE SERVICES, INC. <sup>1</sup></b>	ACCTS: <b>Silicon Valley Bank #3700276606</b>
	(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 / ENTITIES<sup>2</sup> -

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

**NET MONTHLY DISBURSEMENTS** -

1 Disbursement activity conducted through MyPoints.com, Inc.

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.

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 00000001061639**  
 (see schedule F for details)

**BY APO DISBURSEMENT TYPE**

*(based on Cleared Check Date):*

NOTES:

AMOUNT:

xxx	PAYROLL OFFICER	-
xxx	PAYROLL NON-OFFICER	67,939
04	AVIATION FUEL	-
06	CATERING	-
03	RECURRING RENT	-
01	GENERAL PAYABLES	681,991
17	INSURANCE	-
18	LANDING FEES	-
xxx	OTHER	-
	<b>SUBTOTAL EXCLUDING PAYROLL</b>	<b>681,991</b>

**GROSS DISBURSEMENTS (tie to bank statement) 749,930**

(MINUS )TRANSFERS TO OTHER ACCOUNTS / ENTITIES <sup>1</sup> -

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

**NET MONTHLY DISBURSEMENTS 749,930**

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.**<sup>1</sup> 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<sup>2</sup> -

TAXES:

a. Federal Income Tax and FICA withholdings -

b. State income tax w/held -

c. State sales or use tax -

d. Other<sup>3</sup> -

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.**<sup>1</sup> BANK  
ACCTS: **Bank One #10-96072**  
(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<sup>2</sup> -

TAXES:

a. Federal Income Tax and FICA withholdings -

b. State income tax w/held -

c. State sales or use tax -

d. Other<sup>3</sup> -

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.** <sup>1</sup> BANK  
 ACCTS: **List Accounts per attached list**  
 (see schedule F for details)

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

**GROSS DISBURSEMENTS (tie to bank statement)** -

(MINUS )TRANSFERS TO OTHER ACCOUNTS / ENTITIES<sup>2</sup> -

TAXES:

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

**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.** <sup>1</sup> BANK  
 ACCTS: **List Accounts per attached list**  
 (see schedule F for details)

<b>BY APO DISBURSEMENT TYPE</b> <i>(based on Cleared Check Date):</i>	NOTES:	AMOUNT:
xxx PAYROLL OFFICER		-
xxx PAYROLL NON-OFFICER		-
04 AVIATION FUEL		-



d. Other <sup>2</sup> -  
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.

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.

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

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

NOTES: AMOUNT:

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

**GROSS DISBURSEMENTS (tie to bank statement)** -

(MINUS )TRANSFERS TO OTHER ACCOUNTS / ENTITIES <sup>2</sup> -

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

**NET MONTHLY DISBURSEMENTS** -

1 Approximated from Income Statement for the month ended May 31, 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,

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		1,146,035
17	INSURANCE		-
18	LANDING FEES		-
xxx	OTHER		-
	SUBTOTAL EXCLUDING PAYROLL		1,146,035

**GROSS DISBURSEMENTS (tie to bank statement)** 1,146,035

(MINUS )TRANSFERS TO OTHER ACCOUNTS / ENTITIES <sup>1</sup> 418,305

## TAXES:

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

**NET MONTHLY DISBURSEMENTS** \$ 727,729

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		156,282,528
06	CATERING		-
03	RECURRING RENT		-
01	GENERAL PAYABLES		-
17	INSURANCE		-
18	LANDING FEES		-
xxx	OTHER		-
	SUBTOTAL EXCLUDING PAYROLL		156,282,528

**GROSS DISBURSEMENTS (tie to bank statement)** 156,282,528

(MINUS )TRANSFERS TO OTHER ACCOUNTS / ENTITIES <sup>1</sup> 11,500,000

TAXES:

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

**NET MONTHLY DISBURSEMENTS** \$  
144,782,528

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:

<b>xxx</b>	PAYROLL OFFICER	Payroll disbursed through United Airlines	-
<b>xxx</b>	PAYROLL NON-OFFICER		-
04	AVIATION FUEL		-
06	CATERING		-
03	RECURRING RENT		-
01	GENERAL PAYABLES		542,794
17	INSURANCE		-
18	LANDING FEES		-
<b>xxx</b>	OTHER		-
	SUBTOTAL EXCLUDING PAYROLL		542,794

**GROSS DISBURSEMENTS (tie to bank statement)** 542,794

(MINUS )TRANSFERS TO OTHER ACCOUNTS / ENTITIES <sup>1</sup> -

TAXES:

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

**NET MONTHLY DISBURSEMENTS** 542,794

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**  
*(based on Cleared Check Date):*

NOTES:

AMOUNT:

xxx	PAYROLL OFFICER	
xxx	PAYROLL NON-OFFICER	593,009
04	AVIATION FUEL	-
06	CATERING	-
03	RECURRING RENT	-
01	GENERAL PAYABLES	280,453
17	INSURANCE	921,638
18	LANDING FEES	-
xxx	OTHER	-
	SUBTOTAL EXCLUDING PAYROLL	1,202,091

**GROSS DISBURSEMENTS (tie to bank statement)** 1,795,100

(MINUS )TRANSFERS TO OTHER ACCOUNTS / ENTITIES<sup>1</sup>

TAXES:		
a.	Federal Income Tax and FICA withholdings	190,148
b.	State income tax w/held	20,083
c.	State sales or use tax	5
d.	Other <sup>2</sup>	5,780
	TOTAL TAXES	216,016

**NET MONTHLY DISBURSEMENTS** \$ 2,011,116

<sup>1</sup>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.

<sup>2</sup> 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. <sup>1</sup>

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<sup>2</sup> -

TAXES:

a. Federal Income Tax and FICA withholdings	-
b. State income tax w/held	-
c. State sales or use tax	-
d. Other <sup>3</sup>	-
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: **UNITED WORLDWIDE CORPORATION**<sup>1</sup>      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<sup>2</sup> -

TAXES:

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

**NET MONTHLY DISBURSEMENTS** -

1 Approximated from Income Statement for the month ended May 31, 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.** <sup>1</sup> BANK  
ACCTS: **List Accounts per attached list**  
(see schedule F for details)

<b>BY APO DISBURSEMENT TYPE</b> <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	-
<b>GROSS DISBURSEMENTS (tie to bank statement)</b>		-
(MINUS )TRANSFERS TO OTHER ACCOUNTS / ENTITIES <sup>2</sup>		-
TAXES:		
	a. Federal Income Tax and FICA withholdings	-
	b. State income tax w/held	-
	c. State sales or use tax	-
	d. Other <sup>3</sup>	-
	TOTAL TAXES	-
<b>NET MONTHLY DISBURSEMENTS</b>		-

1 Approximated from Income Statement for the month ended May 31, 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.** <sup>1</sup> BANK  
ACCTS: **List Accounts per attached list**  
(see schedule F for details)

<b>BY APO DISBURSEMENT TYPE</b> <i>(based on Cleared Check Date):</i>	NOTES:	AMOUNT:
--	--------	---------

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

**GROSS DISBURSEMENTS (tie to bank statement)** -

(MINUS )TRANSFERS TO OTHER ACCOUNTS / ENTITIES<sup>2</sup> -

TAXES:

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

**NET MONTHLY DISBURSEMENTS** -

1 Approximated from Income Statement for the month ended May 31, 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: <b>AIR WISCONSIN, INC.</b> <sup>1</sup>	BANK ACCTS:	<b>See Schedule F for Details</b>
---	-------------	-----------------------------------

<b>BY APO DISBURSEMENT TYPE</b>		
<i>(based on Cleared Check Date):</i>	NOTES:	AMOUNT:

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

**GROSS DISBURSEMENTS (tie to bank statement)** -

(MINUS )TRANSFERS TO OTHER ACCOUNTS / ENTITIES<sup>2</sup> -

TAXES:	
a. Federal Income Tax and FICA withholdings	-
b. State income tax w/held	-
c. State sales or use tax	-
d. Other <sup>3</sup>	-
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** <sup>1</sup>      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<sup>2</sup> -

TAXES:	
a. Federal Income Tax and FICA withholdings	-
b. State income tax w/held	-
c. State sales or use tax	-
d. Other <sup>3</sup>	-
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	10,928
04	AVIATION FUEL	-
06	CATERING	-
03	RECURRING RENT	-
01	GENERAL PAYABLES	175,185
17	INSURANCE	-
18	LANDING FEES	-
xxx	OTHER	-
	SUBTOTAL EXCLUDING PAYROLL	175,185
	<b>GROSS DISBURSEMENTS (tie to bank statement)</b>	<b>186,113</b>
	(MINUS ) TRANSFERS TO OTHER ACCOUNTS / ENTITIES <sup>1</sup>	-
	TAXES:	
	a. Federal Income Tax and FICA withholdings	-
	b. State income tax w/held	-
	c. State sales or use tax	241
	d. Other <sup>2</sup>	
	TOTAL TAXES	241
	<b>NET MONTHLY DISBURSEMENTS</b>	<b>\$ 186,354</b>

<sup>1</sup>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.

<sup>2</sup> 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 May 31, 2005

/s/ Kathryn Mikells  
 Signature

Kathryn Mikells  
 Vice President & Treasurer  
 Print Name and Title

6/24/05

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

Vice President & Controller

Print Name and Title

6/23/05

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	Type	Date Regular Payment is Due	Amount of Regular Payment	Check # of Payments	Number of Payments Delinquent*	Amount of Payments * Delinquent
CORPORATE TRUST SERVICES	AIRCRAFT	5/2/05	110,000			
US BANK	AIRCRAFT	5/2/05	1,261,639			
WILMINGTON TRUST COMPANY	AIRCRAFT	5/2/05	849,444			
SOCIETE GENERALE PARIS	AIRCRAFT	5/2/05	328,750			
US BANK	AIRCRAFT	5/3/05	480,000			
RBS AEROSPACE LIMITED	AIRCRAFT	5/6/05	126,083			
US BANK	AIRCRAFT	5/6/05	200,000			
AIE VI	AIRCRAFT	5/9/05	3,630,000			
IAE	AIRCRAFT	5/9/05	1,620,000			
RBS AEROSPACE LIMITED	AIRCRAFT	5/9/05	127,028			
WILMINGTON TRUST COMPANY	AIRCRAFT	5/9/05	700,000			
US BANK	AIRCRAFT	5/10/05	85,000			
WILMINGTON TRUST COMPANY	AIRCRAFT	5/10/05	400,000			
US BANK	AIRCRAFT	5/11/05	165,000			
WILMINGTON TRUST COMPANY	AIRCRAFT	5/11/05	400,000			
US BANK	AIRCRAFT	5/12/05	150,000			
US BANK	AIRCRAFT	5/13/05	250,000			
WELLS FARGO BANK NORTHWEST, N.A.	AIRCRAFT	5/13/05	2,775,000			
WELLS FARGO BANK NORTHWEST, N.A.	AIRCRAFT	5/16/05	4,000,000			
WELLS FARGO BANK NORTHWEST, N.A.	AIRCRAFT	5/17/05	8,325,000			
WILMINGTON TRUST COMPANY	AIRCRAFT	5/17/05	85,000			
BNP PARIBAS, TOKYO BRANCH	AIRCRAFT	5/18/05	130,000			
US BANK	AIRCRAFT	5/18/05	270,000			
US BANK	AIRCRAFT	5/19/05	2,480,000			
WELLS FARGO BANK NORTHWEST, N.A.	AIRCRAFT	5/19/05	2,048,804			
WILMINGTON TRUST COMPANY	AIRCRAFT	5/19/05	409,807			
US BANK	AIRCRAFT	5/23/05	985,000			
WILMINGTON TRUST COMPANY	AIRCRAFT	5/23/05	170,000			
WELLS FARGO BANK NORTHWEST, N.A.	AIRCRAFT	5/25/05	2,815,611			
WILMINGTON TRUST COMPANY	AIRCRAFT	5/27/05	245,000			
Cumberland Lease Corp	AIRCRAFT	5/31/05	95,000			
Mizuho Corporate Bank	AIRCRAFT	5/31/05	650,000			
PHILIP MORRIS CAPITAL CORPORATION	AIRCRAFT	5/31/05	2,340,000			
US BANK	AIRCRAFT	5/31/05	16,044,741			
WELLS FARGO BANK NORTHWEST, N.A.	AIRCRAFT	5/31/05	26,876,109			
WESTDEUTSCHE LANDESBANK	AIRCRAFT	5/31/05	1,613,039			
GIROZCENTRALE						
WILMINGTON TRUST COMPANY	AIRCRAFT	5/31/05	600,000			
CIT GROUP	AIRCRAFT	5/31/05	135,000			
UT Finance	AIRCRAFT	5/31/05	193,079			
	ENGINE					
HELADEFF	AIRCRAFT	5/31/05	1,430,410			
			85,599,545			

## SCHEDULE E - Professional Payments <sup>1</sup>

PROFESSIONAL GROUP	MONTH AMOUNT AUTHORIZED	MONTH AMOUNT PAID
Account Resolution Corporation	\$ 4,330	\$ 4,330



Babcock & Brown	247,500	247,500
Bridge Associates LLC	67,880	67,880
Cognizant Associates Inc.	41,356	41,356
Deloitte & Touche	1,701,003	1,701,003
FTI Consulting / PWC	131,041	131,041
Huron Consulting Group	601,208	601,208
KPMG LLP	415,278	415,278
Kirkland & Ellis	3,043,761	3,043,761
Leaf Group LLC	85,430	85,430
McKinsey & Company [OCP]	1,579,500	1,579,500
Marr Hipp Jones & Wang	37,596	37,596
Mayer, Brown, Rowe & Maw LLP	24,341	24,341
MBT & LeBoeuf	11,117	11,117
Mercer Management Consulting	383,454	383,454
Mesirow Financial Consulting	787,478	787,478
Novare Inc.	8,130	8,130
Paul Hastings Janofsky & Walker LLP	1,380	1,380
Poorman Douglas [OCP]	294,175	294,175
Rothschild Inc.	255,605	255,605
Saybrook Restructuring Advisors LLC	182,341	182,341
Sonnenschein Nath & Rosenthal	1,338,267	1,338,267
Sperling & Slater	184,294	184,294
Vedder Price Kaufman & Kammholz	87,087	87,087
Official Committee of Unsecured Creditors (OCUC)	4,199	4,199
Total	\$ 11,517,751	\$ 11,517,751

<sup>1</sup> 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 May 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 <sup>1</sup>	\$1,193,939,038		\$1,094,704,054	\$1,083,152,102	\$11,551,952	
Add: sales on account	\$1,572,102,727					
Less: collections	(\$1,681,937,189)					
Less: Write-offs and Clearing	(\$952,474)					
End of month balance	\$1,083,152,102					
		0 - 30 Days <sup>2</sup>	31 - 60 Days <sup>2</sup>	61 - 90 Days <sup>2</sup>	Over 90 Days <sup>2</sup>	End of Month Total
		\$951,827,813	\$54,158,265	\$21,601,183	\$55,564,841	\$1,083,152,102

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

<sup>2</sup> Accounts receivable aging based upon the previous month's aging percentage.

## 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 #
<b>UNITED AVIATION FUELS CORP.</b>		
NOTHERN TRUST BANK	USA	n/a
<b>UNITED WORLDWIDE CORP.</b>		
JP MORGAN CHASE	USA	n/a
<b>MILEAGE PLUS, INC.</b>		
SHORE BANK	USA	n/a
<b>PREMIER MEETING &amp; TRAVEL SERVICES, INC.</b>		
BANK ONE	USA	n/a
BANK ONE	USA	n/a
<b>MY POINTS.COM, INC.</b>		
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
<b>UAL LOYALTY SERVICES</b>		
BANK ONE	USA	n/a
BANK ONE	USA	n/a
BANK ONE	USA	n/a
BANK ONE	USA	n/a
<b>KION DE MEXICO</b>		
BANCA SERFIN, S.A.	MEXICO	n/a
BANCA SERFIN, S.A.	MEXICO	n/a
CITIBANK	USA	n/a

TAX QUESTIONNAIRE

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

( ) Check here if no employees.

TAX	YES	NO	NOT REQUIRED	WHEN DUE
Federal income tax withholding	X			
FICA withholding	X			
Employer's share FICA	X			
Federal Unemployment Taxes	X			
State Income Tax Withholding	X			
Sales Tax	X			
Other Tax	X			

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

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

# United News Release

**Worldwide Communications:**

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*For immediate release*

## **UAL REPORTS MAY RESULTS**

**Operating Loss of \$21 Million  
On a \$93 million Year-Over-Year Increase in Fuel Expense**

CHICAGO, June 28, 2005 - UAL Corporation (OTCBB: UALAQ.OB), the holding company whose primary subsidiary is United Airlines, today filed its May Monthly Operating Report with the United States Bankruptcy Court. The company reported an operating loss of \$21 million for May 2005, despite a \$93 million year-over-year higher fuel expense. In May 2004, the company reported an operating profit of \$9 million. The company reported a net loss of \$93 million, including \$36 million of reorganization expenses. Mainline unit costs (CASM) in May increased 6 percent over the same month last year on 1 percent lower capacity. Excluding fuel, mainline unit costs in May decreased 3 percent year-over-year. Mainline passenger unit revenue (PRASM) in May increased 1 percent over the same period a year ago.

UAL ended May with a cash balance of \$2.6 billion, which included \$957 million in restricted cash (filing entities only). The cash balance increased \$143 million during the month of May, driven by strong receipts and effective cost controls. UAL met the requirements of its debtor-in-possession (DIP) financing.

"Fuel is a brutal challenge for our industry. In the face of this challenge, we continue to improve operations across the company, targeting every area of non-labor cost reduction and revenue generation opportunity," said Jake Brace, executive vice president and chief financial officer. "We are encouraged by the fact that we also continue to make significant progress toward completing our restructuring, achieving consensual revised labor agreements with all of our labor groups, and agreements on replacement pension plans with all except the AFA. This has been a difficult, but important step in restructuring United and exiting from bankruptcy."

"We continue to make good progress improving United's revenue performance. We expect our full second quarter results to be competitive as we realize the benefits of the capacity shift from domestic to international markets," said John Tague, executive vice president marketing, sales, and revenue.

### **About United**

United Airlines (OTCBB: UALAQ.OB) is the world's second largest airline and operates more than 3,400 flights a day on United, United Express and Ted to more than 200 U.S. domestic and international destinations from its hubs in Los Angeles, San Francisco, Denver, Chicago and Washington, D.C. With key global air rights in the Asia-Pacific region, Europe and Latin America, United is one of the largest international carriers based in the United States. United is also a founding member of Star Alliance, which provides connections for our customers to nearly 800 destinations in 139 countries worldwide. United's 58,500 active employees reside in every U.S. state and in many countries around the world. News releases and other information about United can be found at the company's Web site at [united.com](http://united.com).

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