

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: February 7, 2003**

(Date of earliest event reported)

**UAL CORPORATION**

(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>1-6033</b> (Commission File Number)	<b>36-2675207</b> (I.R.S. Employer Identification No.)
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<b>1200 Algonquin Road, Elk Grove Township, Illinois</b> (Address of principal executive offices)	<b>60007</b> (Zip Code)
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Registrant's telephone number, including area code: **(847) 700-4000**

**Not Applicable**

(Former name or former address, if changed since last report)

**ITEM 9. OTHER EVENTS AND REGULATION FD DISCLOSURE.**

UAL Corporation filed its monthly operating report for the period commencing December 9, 2002 and ended December 31, 2002 (the "Operating Report") with the United States Bankruptcy Court for the Northern District of Illinois Eastern Division, a copy of which is attached hereto as Exhibit 99.1, 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.

Certain information contained in this Form 8-K and attached exhibit should be considered "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. These statements reflect UAL Corporation's current views 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 UAL Corporation and its subsidiaries (collectively, the "company") that may cause the actual results of the company to be materially different from any future results expressed or implied in such forward-looking statements. Such factors include, but are not limited to, the following: the company's ability to continue as a going concern; the company's ability to operate pursuant to the terms of the debtor-in-possession facility; 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 exclusivity period for the company to propose and confirm one or more plans of reorganization, for the appointment of a Chapter 11 trustee or to convert the cases to Chapter 7 cases; the company's ability to achieve necessary reductions in labor costs; the company's ability to obtain and maintain normal terms with vendors and service providers; the company's ability to maintain contracts that are critical to its operations; the potential adverse impact of the Chapter 11 cases on the company's liquidity or results of operations; 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 (in the Middle East or elsewhere) or any terrorist attack; the ability of other air carriers with which 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 existing or future security measures and practices; competitive pressures on pricing (particularly from lower-cost competitors); government legislation and regulation; consumer perceptions of the company's products; 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. The company disclaims any intent or obligation to update or alter any of the forward-looking statements, whether in response to new information, unforeseen events, changed circumstances or otherwise.

**ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.**

(c) Exhibit	Description
99.1	Monthly Operating Report of UAL Corporation for the period December 9, 2002 through December 31, 2002

**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/ Francesca M. Maher  
Name: Francesca M. Maher  
Title: Senior Vice President,  
General Counsel and Secretary

Dated: February 6, 2003



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: <u>1/31/03</u>	DEBTOR-IN-POSSESSION
Print Name/Title:	<u>Frederic F. Brace, CFO</u>
Signature:	<u>/s/ Frederic F. Brace</u>
Address:	1200 East Algonquin Road
	Elk Grove Township, IL 60007
Phone:	

- I. Table of Contents
- II. UAL Corp. Unaudited Consolidated Financial Statements
  - A. Condensed Consolidated Statement of Operations (Discloses both filing and non-filing entities)
  - B. Condensed Consolidated Balance Sheet (Form 10\_K to be filed by March 31, 2003)
  - C. Condensed Consolidated Statement of Cash Flows (Form 10\_K to be filed by March 31, 2003)
- III. Summary of Cash Receipts and Cash Disbursements
  - A. Unaudited Consolidated Receipt Summary
  - B. Unaudited Disbursements by Legal Filing Entity and Summary
- IV. Additional Schedules
  - A. Insurance - - Certifications
  - B. Payments to Insiders - Certification
  - C. Description of Tax Trusts / Escrows
  - D. Payments to Secured Creditors and Lessors
  - E. Professional Fee Payments
  - F. Accounts Receivable Schedule and Accounts Payable Schedule
  - G. Bank Accounts and Financial Institution Relationships
- V. Tax Questionnaire

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-1
5	Confetti Inc.		X-4
6	Mileage Plus Holdings, Inc.		X-4
7	Mileage Plus Marketing, Inc.		X-6
8	MyPoints.com, Inc.		X-4
9	Cybergold, Inc.		X-8
10	iTarget, Inc.		X-8
11	MyPoints Offline Services, Inc.		X-8
12	UAL Benefits Management Inc.		X-1
13	United BizJet Holdings, Inc.		X-1
14	BizJet Charter, Inc.		X-13

15	BizJet Fractional, Inc.		X-13
16	BizJet Services, Inc.		X-13
17	Kion Leasing, Inc.		X-2
18	Premier Meeting and Travel Services, Inc.		X-2
19	United Aviation Fuels Corporation		X-2
20	United Cogen, Inc.		X-2
21	Mileage Plus, Inc.		X-2
22	United GHS Inc.		X-2
23	United Worldwide Corporation		X-2
24	United Vacations, Inc.		X-2
25	Four Star Leasing, Inc.		X-1
26	Air Wis Services, Inc.		X-1
27	Air Wisconsin, Inc.		X-26
28	Domicile Management Services, Inc.		X-26

	UNITED	UAL	UAL BMI	FOUR STAR	FOUR STAR	UAL LOYALTY	AIR	BIZ JET	TOTAL	ELIMINATIONS	UAL	Line
	CONSOLIDATED	CORPORATION	INC.	INSURANCE	LEASING INC.	SERVICES, INC.	WISCONSIN	HOLDINGS, INC.	SUBSIDIARIES		CONSOLIDATED	No.
<b>Operating revenues:</b>												
Passenger	696,886	-	-	-	-	-	-	-	-	-	696,886	1
Cargo	60,153	-	-	-	-	-	-	-	-	-	60,153	2
Contract services and other	64,294	-	-	-	-	68,459	541	-	69,000	-	133,294	3
Intercompany	28,050	-	-	-	-	(2,435)	75	-	(2,360)	(24,503)	1,187	4
<b>Total revenues</b>	<b>849,383</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>66,024</b>	<b>616</b>	<b>-</b>	<b>66,640</b>	<b>(24,503)</b>	<b>891,520</b>	<b>5</b>
<b>Operating expenses:</b>												
Salaries and related costs	478,774	-	-	-	-	3,560	64	-	3,624	(65)	482,333	6
Aircraft fuel	129,617	-	-	-	-	-	-	-	-	-	129,617	7
Aircraft rent expense	54,245	-	-	-	-	-	-	-	-	(237)	54,008	8
Rentals and landing fees	50,614	-	-	-	-	91	1	-	92	(1)	50,705	9
Aircraft maint. mats & repairs	30,230	-	-	-	-	-	-	-	-	-	30,230	10
Traffic commissions	19,865	-	-	-	-	-	-	-	-	(1,304)	18,561	11
Food and beverages	26,380	-	-	-	-	-	-	-	-	-	26,380	12
Depreciation and amortization	59,567	-	-	-	-	661	-	-	661	-	60,228	13
G/L on disposition of property	(11,996)	-	-	-	-	-	-	-	-	-	(11,996)	14
Purchased services	80,482	-	-	-	-	(801)	4	-	(797)	(1,674)	78,011	15
Advertising and promotion	7,490	-	-	-	-	3,021	-	-	3,021	(400)	10,111	16
Personnel expense	24,818	-	-	-	-	52	-	-	52	-	24,870	17
Contract services and other	69,707	-	-	-	-	20,487	934	-	21,421	(19,958)	71,170	18
All other	(34,666)	123	1,017	-	-	44	2	-	1,186	(1,018)	(34,498)	19
<b>Total expenses</b>	<b>985,127</b>	<b>123</b>	<b>1,017</b>	<b>-</b>	<b>-</b>	<b>27,115</b>	<b>1,005</b>	<b>-</b>	<b>29,260</b>	<b>(24,657)</b>	<b>989,730</b>	<b>20</b>
Special Charges	67,000	-	-	-	-	-	-	-	-	-	67,000	21
<b>Total operating expenses</b>	<b>1,052,127</b>	<b>123</b>	<b>1,017</b>	<b>-</b>	<b>-</b>	<b>27,115</b>	<b>1,005</b>	<b>-</b>	<b>29,260</b>	<b>(24,657)</b>	<b>1,056,730</b>	<b>22</b>
<b>Earnings (loss) from operations</b>	<b>(202,744)</b>	<b>(123)</b>	<b>(1,017)</b>	<b>-</b>	<b>-</b>	<b>38,909</b>	<b>(389)</b>	<b>-</b>	<b>37,380</b>	<b>154</b>	<b>(165,210)</b>	<b>23</b>
<b>Other income (expenses), net:</b>												
Interest expense -												
On long-term debt & leases	(28,580)	-	-	-	-	(3)	-	-	(3)	-	(28,583)	24
Other	(3,894)	-	-	-	-	-	-	-	-	-	(3,894)	25
On intercompany debt	(1,311)	-	(261)	-	-	(2,522)	(927)	-	(3,710)	4,728	(293)	26
Interest capitalized	392	-	-	-	-	-	-	-	-	-	392	27
Interest income	(1,003)	-	-	-	-	348	-	-	348	-	(655)	28
Intercompany interest income	3,490	-	927	-	510	-	961	-	2,398	(4,965)	923	29
Equity in earnings of affiliates	-	-	-	-	-	859	-	-	859	-	859	30
Foreign exchange gains (losses)	(7,394)	-	-	-	-	-	-	-	-	-	(7,394)	31
Airline Stabilization Grant	-	-	-	-	-	-	-	-	-	-	-	32
Gain on sale of investment	-	-	-	-	-	-	-	-	-	-	-	33
Reorganization Items	(9,717)	-	-	-	-	-	-	-	-	-	(9,717)	34
Other, net	(6,293)	(385)	-	-	-	5	(1)	-	(381)	-	(6,624)	35
<b>Total other</b>	<b>(54,310)</b>	<b>(385)</b>	<b>666</b>	<b>-</b>	<b>510</b>	<b>(1,313)</b>	<b>33</b>	<b>-</b>	<b>(489)</b>	<b>(237)</b>	<b>(55,036)</b>	<b>36</b>
<b>Earnings (loss) before income taxes</b>	<b>(257,054)</b>	<b>(508)</b>	<b>(351)</b>	<b>-</b>	<b>510</b>	<b>37,596</b>	<b>(356)</b>	<b>-</b>	<b>36,891</b>	<b>(83)</b>	<b>(220,246)</b>	<b>37</b>
<b>Provision (credit) for income taxes</b>												
Current	41,461	(26,700)	(3,621)	-	289	37,340	(101)	(992)	6,215	-	47,676	38
Deferred	282,711	(100)	3,523	-	(138)	(28,422)	194	-	(24,943)	-	257,768	39
<b>Total tax provision (credit)</b>	<b>324,172</b>	<b>(26,800)</b>	<b>(98)</b>	<b>-</b>	<b>151</b>	<b>8,918</b>	<b>93</b>	<b>(992)</b>	<b>(18,728)</b>	<b>-</b>	<b>305,444</b>	<b>40</b>
<b>Earnings (loss)</b>	<b>(581,226)</b>	<b>26,292</b>	<b>(253)</b>	<b>-</b>	<b>359</b>	<b>28,678</b>	<b>(449)</b>	<b>992</b>	<b>55,619</b>	<b>(83)</b>	<b>(525,690)</b>	<b>41</b>



BEGINNING BALANCE (ending balance December 8th 2002)			
Operating Accounts - DOM <sup>2</sup>			\$69,918,629
Operating Accounts - INT <sup>3</sup>			\$42,893,270
London Overnight Investment Balance			\$928,260
Liquidity Pool			\$834,752,277
Restricted Cash <sup>4</sup>			\$473,582,819
<i>Subsidiaries:</i>			
a. Mileage Plus			\$349,541
b. Premier Meeting and Travel Services			\$1,253,750
c. MyPoints.com			\$20,650,613
d. Domicile Management Services			\$360,973
e. United Loyalty Services			\$5,118,243
f. United Aviation Fuel Corporation			\$3,700,622
g. BizJet			\$5,307,614
TOTAL BEGINNING BALANCE			\$1,458,816,611
RECEIPTS (Summary of all domestic and international bank accounts):			
1. Receipts from operations (net of Intercompany receipts)		\$804,644,885	
2. Debtor -in-Possession Financing		\$686,075,000	
3. Other receipts		\$110,220,195	
TOTAL RECEIPTS	(A)	\$1,600,940,080	
DISBURSEMENTS (Summary of all accounts):			
1. Net payroll <sup>5</sup>			
a. Officers		\$772,414	
b. Non-Officer <sup>6</sup>		\$280,869,233	
2. Taxes paid or deposited <sup>5</sup> :			
a. Federal Income Tax and FICA withholdings		\$108,729,656	
b. State income tax withheld		\$12,759,104	
c. State sales or use tax		\$184,984	
d. Other		\$129,655,835	7
3. Necessary Operational Disbursements <sup>5</sup>			
a. Operating Disbursements (net of Intercompany disbursements)		\$567,082,363	
b. Transferred to escrows / restricted cash		\$40,900,000	
c. Other necessary expenses		\$0	
TOTAL DISBURSEMENTS	(B)	\$1,140,953,590	
NET RECEIPTS (Line (A) less Line (B))			\$459,986,490
ENDING BALANCE (BEGINNING BALANCE PLUS NET RECEIPTS)			\$1,918,803,101
Bank One Overnight Investment Account (month over month change) <sup>8</sup>			(\$14,845,069)
TOTAL ENDING BALANCE			\$1,903,958,032
<b>Check</b>			
ENDING BALANCE (as of December 31st)			
Operating Accounts - DOM		\$58,175,889	
Operating Accounts - INT		\$22,735,904	
London Overnight Investment		\$4,331,880	
Liquidity Pool		\$1,205,805,837	
Restricted Cash <sup>4</sup>		\$578,684,996	
<i>Subsidiaries:</i>			
Mileage Plus		\$479,857	
Premier Meeting and Travel Services		\$1,280,296	
MyPoints.com		\$21,162,990	
Domicile Management Services		\$287,937	
United Loyalty Services		\$2,951,607	
United Aviation Fuel Corporation		\$2,753,225	
BizJet		\$5,307,614	
TOTAL ENDING BALANCE		\$1,903,958,032	
1 See Page 4 for a list of the 28 filing entities			
2 Majority of balance due to funding of ordinary course cash requirements preceding Chapter 11 filing			
3 Majority of balance due to cash requirements of several Asian banks during Chapter 11 filing			
4 Restricted cash does not include \$200 million held in a Tax Trust Escrow (see Schedule C)			
5 Includes information for domestic entities only			
6 Payroll expense includes funding of \$37,225,000 for 1/2/2003 payroll			
7 Includes US Federal Fuel Tax, Transportation Tax, Liquor Tax, Excise Tax, other tax and a funding of \$39,406,615 for 2003 tax payments			
8 Account used to invest excess funds on a daily basis that are not transferred to liquidity pool			

		BANK	
ENTITY:	RECEIPT SUMMARY	ACCTS:	See Schedule "F" for list of bank accounts
RECEIPT SOURCE	DESCRIPTION	AMOUNT	
Domestic Operational Receipts	BANK ONE ACTIVITY	741,714,085	
Domestic Operational Receipts	NON BANK ONE ACTIVITY	184,131,367	
International Operational Receipts <sup>1</sup>	BEG BALANCE (LESS) ENDING BALANCE		
	PLUS NET REPATRIATION	43,198,138	
Total Operational Receipts	TOTAL DOMESTIC AND INTERNATIONAL ACTIVITY	969,043,590	(A)
Debtor-In-Possession Financing		686,075,000	(B)
Other Non-Operational Receipts <sup>2</sup>	SEE FOOTNOTE BELOW	110,220,195	(C)
Less, Non-filing entities	NONE FOR THIS PERIOD	0	
	GROSS RECEIPTS (tie to bank statements)	1,765,338,785	
	(MINUS) TRANSFERS FROM OTHER ACCOUNTS / ENTITIES	164,398,705	(D)
	NET RECEIPTS	\$1,600,940,080	
<b>Forward to MOR Summary:</b>			
	Receipts from operations (net of Intercompany receipts)	804,644,885	(A-D)
	Debtor - In-Possession Financing	686,075,000	(B)
	Other receipts	110,220,195	(C)
		\$1,600,940,080	
1 Accounts for net repatriation to the liquidity pool of \$63,355,503.			
2 Includes net activity related to the London overnight investment account, an increase in restricted cash in the amount of \$105,102,177, and interest income in the amount of \$1,661,944.			

		BANK	
ENTITY:	LIQUIDITY POOL	ACCTS:	Bank One Acct. #51-67795 (see schedule F for details)
RECEIPT SOURCE	DESCRIPTION	AMOUNT	
Domestic Operational Receipts	BANK ONE ACTIVITY	739,723,537	
Domestic Operational Receipts		-	
		-	
		-	
		-	
Total Non-Bank One Receipts		-	
International Operational Receipts <sup>1</sup>	BEG BALANCE (LESS) ENDING BALANCE	43,198,138	
	PLUS NET REPATRIATION		
Total Operational Receipts	TOTAL DOMESTIC AND INTERNATIONAL ACTIVITY	782,921,674	
Debtor-In-Possession Financing		686,075,000	





			(MINUS) TRANSFERS FROM OTHER ACCOUNTS / ENTITIES	-
			NET RECEIPTS	\$2,166,946
<b>BANK STATEMENT RECONCILIATION:</b>				
Beginning Balance		20,650,613		
Receipts		2,166,946		
Disbursements		(1,654,569)		
Reconciled Ending Balance		\$21,162,990		
Reported Ending Balance		\$21,162,990		
Difference		\$0		

ENTITY:	<b>PREMIER MEETING &amp; TRAVEL SERVICES</b>	BANK			
		ACCTS:	<b>Bank One 55-78531</b>		
			(see schedule F for details)		
RECEIPT SOURCE		DESCRIPTION		AMOUNT	
Domestic Operational Receipts		TOTAL BANK ONE ACTIVITY		55,526	
Domestic Operational Receipts <sup>1</sup>				-	
				-	
				-	
				-	
Total Non-Bank One Receipts				-	
International Operational Receipts		BEG BALANCE (LESS) ENDING BALANCE		-	
Total Operational Receipts		TOTAL DOMESTIC AND INTERNATIONAL ACTIVITY		55,526	
Other Non-Operational Receipts		INCLUDES INTEREST INCOME, PROCEEDS OF ASSET SALES, etc.		-	
Less, Non-filing entities		LIMITED ACTIVITY		-	
		GROSS RECEIPTS (tie to bank statement)		55,526	
		(MINUS) TRANSFERS FROM OTHER ACCOUNTS / ENTITIES		-	
		NET RECEIPTS		\$55,526	
<b>BANK STATEMENT RECONCILIATION:</b>					
Beginning Balance		1,253,750			
Receipts		55,526			
Disbursements		(28,980)			
Reconciled Ending Balance		\$1,280,296			
Reported Ending Balance		\$1,280,296			
Difference		\$0			

ENTITY:	<b>MILEAGE PLUS, INC.</b>	BANK			
		ACCTS:	<b>SHORE BANK #17331100/17331200/17511000</b>		
			(see schedule F for details)		
RECEIPT SOURCE		DESCRIPTION		AMOUNT	
Domestic Operational Receipts		TOTAL BANK ONE ACTIVITY		-	







United Fuel Disbursements	151,165,931									
Total Fuel Disbursements	332,652,733									
Less: Intercompany Transfers	(160,650,000)									
Fuel Disbursements	\$ 172,002,733									

ENTITY:	UAL CORPORATION <sup>1</sup>	BANK ACCTS:	See Schedule "F" for list of bank accounts
<b>BY APO DISBURSEMENT TYPE</b>			
<i>(based on Cleared Check Date):</i>		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		123,000
17	INSURANCE		-
18	LANDING FEES		-
xxx	OTHER		-
SUBTOTAL EXCLUDING PAYROLL			123,000
<b>GROSS DISBURSEMENTS (tie to bank statement)</b>			123,000
(MINUS) TRANSFERS TO OTHER ACCOUNTS / ENTITIES			-
TAXES:			
a. Federal Income Tax and FICA withholdings			-
b. State income tax w/held			-
c. State sales or use tax			-
d. Other			-
TOTAL TAXES			-
<b>NET MONTHLY DISBURSEMENTS</b>			123,000
1 Approximated from Income Statement for the month ended December 31, 2002.			

ENTITY:	UNITED AIRLINES	BANK ACCTS:	See Schedule "F" for list of bank accounts
<b>BY APO DISBURSEMENT TYPE</b>			
<i>(based on Cleared Check Date):</i>		NOTES:	AMOUNT:
xxx	PAYROLL OFFICER		772,414
xxx	PAYROLL NON-OFFICER <sup>1</sup>		280,087,376
04	AVIATION FUEL	(Includes intercompany transfer to UAFC, see below)	151,165,931
06	CATERING		24,763,141
03	RECURRING RENT		26,680,021
01	GENERAL PAYABLES		209,972,986
17	INSURANCE		25,054,105
18	LANDING FEES		20,411,716
xxx	OTHER <sup>2</sup>		86,998,168
SUBTOTAL EXCLUDING PAYROLL			545,046,068
<b>GROSS DISBURSEMENTS (tie to bank statement)</b>			825,905,858

(MINUS) TRANSFERS TO OTHER ACCOUNTS / ENTITIES				
	United Aviation Fuels Corporation			106,580,000
	Mileage Plus, Inc.			1,100,000
	United Loyalty Services, Inc.			1,717,982
	DMS, Inc			322,555
TOTAL TRANSFERS TO OTHER ACCOUNTS / ENTITIES				109,720,537
TAXES:				
	a. Federal Income Tax and FICA withholdings			108,553,033
	b. State income tax w/held			12,759,104
	c. State sales or use tax			184,984
	d. Other (specify) <sup>3</sup>			127,161,116
	TOTAL TAXES			248,658,237
NET MONTHLY DISBURSEMENTS				\$ 964,843,558
1 Payroll expense includes pre-funding of \$37,225,000 for 1/2/2003 payroll.				
2 Includes recurring rent (APO 3), corporate volume agreements (APO8), 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 (\$17.4 million), 401K, pilot directed account plan and sick leave trust payments.				
3 Includes a pre-fund of \$39,406,615 for 2003 tax payments.				

ENTITY:	UAL LOYALTY SERVICES <sup>1</sup>	BANK ACCTS:	BANK ONE ACCT. 11-01955, 11-02250, 10-61639, 11-33545
(see schedule F for details)			
<b>BY APO DISBURSEMENT TYPE</b>			
<i>(based on Cleared Check Date):</i>		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		1,606,939
17	INSURANCE		-
18	LANDING FEES		-
xxx	OTHER		-
SUBTOTAL EXCLUDING PAYROLL			1,606,939
GROSS DISBURSEMENTS (tie to bank statement)			1,606,939
(MINUS) TRANSFERS TO OTHER ACCOUNTS / ENTITIES			1,000
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>		2,494,720
	TOTAL TAXES		2,494,720
NET MONTHLY DISBURSEMENTS			\$ 4,100,659
1 Includes disbursements for Mileage Plus Holdings, Inc and Mileage Plus Marketing, Inc. since no cash is dispersed directly by either subsidiary.			
2 Includes Excise Tax Payments of \$1,615,000 and \$879,719.			

ENTITY:	UAL COMPANY SERVICES <sup>1</sup>	BANK ACCTS:	See Schedule "F" for list of bank accounts
<b>BY APO DISBURSEMENT TYPE</b>			
<i>(based on Cleared Check Date):</i>		NOTES:	AMOUNT:





**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	327,844
04	AVIATION FUEL	-
06	CATERING	-
03	RECURRING RENT	-
01	GENERAL PAYABLES	1,150,102
17	INSURANCE	-
18	LANDING FEES	-
xxx	OTHER	-
<b>SUBTOTAL EXCLUDING PAYROLL</b>		<b>1,150,102</b>
<b>GROSS DISBURSEMENTS (tie to bank statement)</b>		<b>1,477,946</b>
<b>(MINUS ) TRANSFERS TO OTHER ACCOUNTS / ENTITIES</b>		<b>513,412</b>
<b>TAXES:</b>		
a. Federal Income Tax and FICA withholdings		176,623
b. State income tax w/held		-
c. State sales or use tax		-
d. Other		-
<b>TOTAL TAXES</b>		<b>176,623</b>
<b>NET MONTHLY DISBURSEMENTS</b>		<b>\$1,141,157</b>

Fleet Bank # 55157711		
Wells Fargo #449-6837055, 10765100		
Silicon Valley Bank #3300066117, 3300042163		
ENTITY:	BANK ACCTS:	
CYBERGOLD, INC. <sup>1</sup>	Silicon Valley Bank #3700276606	
(see schedule F for details)		
<b>BY APO DISBURSEMENT TYPE</b>		
<b>(based on Cleared Check Date):</b>		
	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>		<b>-</b>
<b>GROSS DISBURSEMENTS (tie to bank statement)</b>		<b>-</b>
<b>(MINUS ) TRANSFERS TO OTHER ACCOUNTS / ENTITIES</b>		<b>-</b>
<b>TAXES:</b>		
a. Federal Income Tax and FICA withholdings		-
b. State income tax w/held		-
c. State sales or use tax		-
d. Other		-
<b>TOTAL TAXES</b>		<b>-</b>
<b>NET MONTHLY DISBURSEMENTS</b>		<b>-</b>
1 Disbursement activity conducted through MyPoints.com.		

									Fleet Bank # 55157711	
									Wells Fargo #449-6837055, 10765100	
									Silicon Valley Bank #3300066117, 3300042163	
ENTITY:							BANK ACCTS:		Silicon Valley Bank #3700276606	
									(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								-
		TAXES:								
		a. Federal Income Tax and FICA withholdings								-
		b. State income tax w/held								-
		c. State sales or use tax								-
		d. Other								-
		TOTAL TAXES								-
		<b>NET MONTHLY DISBURSEMENTS</b>								-
1 Disbursement activity conducted through MyPoints.com.										

									Fleet Bank # 55157711	
									Wells Fargo #449-6837055, 10765100	
									Silicon Valley Bank #3300066117, 3300042163	
ENTITY:							BANK ACCTS:		Silicon Valley Bank #3700276606	
									(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								-
		TAXES:								
		a. Federal Income Tax and FICA withholdings								-
		b. State income tax w/held								-
		c. State sales or use tax								-
		d. Other								-
		TOTAL TAXES								-

NET MONTHLY DISBURSEMENTS

-

1 Disbursement activity conducted through MyPoints.com.

ENTITY:	UAL BENEFITS MANAGEMENT, 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			-
TAXES:			
a. Federal Income Tax and FICA withholdings			-
b. State income tax w/held			-
c. State sales or use tax			-
d. Other			-
TOTAL TAXES			-
<b>NET MONTHLY DISBURSEMENTS</b>			-

1 Approximated from Income Statement for the month ended December 31, 2002.

ENTITY:	UNITED BIZJET HOLDINGS, INC. <sup>1 2</sup>	BANK ACCTS:	Bank One #10-96072
(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			-
TAXES:			
a. Federal Income Tax and FICA withholdings			-

	b. State income tax w/held	-
	c. State sales or use tax	-
	d. Other	-
	<b>TOTAL TAXES</b>	-
	<b>NET MONTHLY DISBURSEMENTS</b>	-
1 Includes disbursements from BizJet Fractional, BizJet Charter, and BizJet Services.		
2 Approximated from Income Statement for the month ended December 31, 2002.		

ENTITY:	<b>BIZJET CHARTER</b> 1	BANK ACCTS:	List Accounts per attached list (see schedule F for details)
<b>BY APO DISBURSEMENT TYPE</b>			
<b>(based on Cleared Check Date):</b>		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			-
TAXES:			
a. Federal Income Tax and FICA withholdings			-
b. State income tax w/held			-
c. State sales or use tax			-
d. Other			-
TOTAL TAXES			-
<b>NET MONTHLY DISBURSEMENTS</b>			-
1 Disbursement activity conducted through United BizJet Holdings.			

ENTITY:	<b>BIZJET FRACTIONAL, INC.</b> 1	BANK ACCTS:	List Accounts per attached list (see schedule F for details)
<b>BY APO DISBURSEMENT TYPE</b>			
<b>(based on Cleared Check Date):</b>		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>			-





01	GENERAL PAYABLES										-
17	INSURANCE										-
18	LANDING FEES										-
xxx	OTHER										-
SUBTOTAL EXCLUDING PAYROLL										181,486,802	
<b>GROSS DISBURSEMENTS (tie to bank statement)</b>										181,486,802	
(MINUS) TRANSFERS TO OTHER ACCOUNTS / ENTITIES										54,070,000	
TAXES:											
a. Federal Income Tax and FICA withholdings										-	
b. State income tax w/held										-	
c. State sales or use tax										-	
d. Other										-	
TOTAL TAXES										-	
<b>NET MONTHLY DISBURSEMENTS</b>										<b>\$ 127,416,802</b>	

ENTITY:	UNITED COGEN <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	Payroll disbursed through United Airlines	-
xxx	PAYROLL NON-OFFICER		-
04	AVIATION FUEL		-
06	CATERING		-
03	RECURRING RENT		-
01	GENERAL PAYABLES		68,000
17	INSURANCE		-
18	LANDING FEES		-
xxx	OTHER		-
SUBTOTAL EXCLUDING PAYROLL			68,000
<b>GROSS DISBURSEMENTS (tie to bank statement)</b>			68,000
(MINUS) TRANSFERS TO OTHER ACCOUNTS / ENTITIES			-
TAXES:			
a. Federal Income Tax and FICA withholdings			-
b. State income tax w/held			-
c. State sales or use tax			-
d. Other			-
TOTAL TAXES			-
<b>NET MONTHLY DISBURSEMENTS</b>			<b>68,000</b>
1 Approximated from Income Statement for the month ended December 31, 2002.			

ENTITY:	MILEAGE PLUS, INC.	BANK ACCTS:	SHORE BANK #17331100/17331200/17511000 (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		398,310









ENTITY:		AIR WISCONSIN SERVICES, 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					-
TAXES:					
a. Federal Income Tax and FICA withholdings					-
b. State income tax w/held					-
c. State sales or use tax					-
d. Other					-
TOTAL TAXES					-
<b>NET MONTHLY DISBURSEMENTS</b>					-
1 Disbursement activity conducted through Air Wisconsin.					

ENTITY:		DOMICILE MGMT SERVICES, INC.	BANK	ACCTS:	Citibank #0-157487-016
<b>BY APO DISBURSEMENT TYPE</b>					
<i>(based on Cleared Check Date):</i>					
			NOTES:		AMOUNT:
xxx	PAYROLL OFFICER				-
xxx	PAYROLL NON-OFFICER				55,703
04	AVIATION FUEL				-
06	CATERING				-
03	RECURRING RENT				-
01	GENERAL PAYABLES <sup>1</sup>				339,888
17	INSURANCE				-
18	LANDING FEES				-
xxx	OTHER				-
SUBTOTAL EXCLUDING PAYROLL					339,888
<b>GROSS DISBURSEMENTS (tie to bank statement)</b>					395,591
(MINUS )TRANSFERS TO OTHER ACCOUNTS / ENTITIES					-
TAXES:					
a. Federal Income Tax and FICA withholdings					-
b. State income tax w/held					-
c. State sales or use tax					-
d. Other					-
TOTAL TAXES					-
<b>NET MONTHLY DISBURSEMENTS</b>					\$ 395,591
1 Primary drivers of the general payables are the following:					
	Narita Excel Hotel Tokyu	\$228,996			
	Ryoso Grand Transportation	\$36,027			

**SCHEDULE A and B - Payments to Insiders and Insurance**

**Insurance**

The undersigned verifies that, to the best of my knowledge, all insurance premiums for the policies held by all legal entities of UAL Corporation have been paid to the proper insurance company or broker when due, and that all insurance policies are in force as of December 31, 2002.

Signature /s/ Jeffrey T. Kawalsky

Print Name and Title Jeffrey T. Kawalsky; VP and Treasurer

Date 1/30/03

**Insider Payments**

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

Signature /s/ M. Lynn Hughitt

Print Name and Title M. Lynn Hughitt; VP and Controller

Date 1/30/03

<b>SCHEDULE C - Description of Tax Trusts</b>	
<b><u>Escrow Accounts</u></b>	
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.	
<b><u>Escrow Fund</u></b>	
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 Airlines, Inc., Kion Leasing, Inc., Premier Meeting and Travel Services, Inc., United Aviation Fuel Corporation, United Cogen, Inc., Mileage Plus, Inc., United GHS, Inc., United Worldwide Corporation, and United Vacations, Inc. No subsequent funding or payments are made from the escrow account.	
The components of the Escrow fund:	
w Federal payroll withholding taxes, FICA (employee portion), and Medicare;	
w Federal air transportation excise taxes;	
w Federal security charges;	
w Federal Animal and Plant Health Inspection Service of the U.S. Department of Agriculture ("APHIS");	
w Federal Immigration and Naturalization Service (INS) fees;	
w Federal customs fees;	
w State and local income tax withholding;	
w Disability taxes;	
w Passenger facility charges ("PFC");	



**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	1,021,166,210			\$820,634,662	817,366,927	\$3,267,735	
Add: sales on account	\$649,438,337						
Less: collections	(\$853,045,191)						
Less: Write-offs and Clearing	(\$192,430)						
End of month balance	\$817,366,927						
			0 - 30 Days	31 - - 60 Days	61 - - 90 Days	Over 90 Days	End of Month Total
			\$733,995,500	\$44,137,814	\$13,077,871	\$26,155,742	\$817,366,927
			89.8%	5.4%	1.6%	3.2%	

**STATEMENT OF ACCOUNTS PAYABLE (POST PETITION)**

			Tie -out	Consol. A/P	Filed Entities	Non-Filed Entities	
Beginning of month balance	\$0			\$34,900,388	\$32,416,488	\$2,483,900	
Add: credit extended	\$0						
Less: payments on account	\$0						
End of month balance	\$32,416,488						
			0 - 30 Days	31 - - 60 Days	61 - - 90 Days	Over 90 Days	End of Month Total
			\$32,416,488	\$0	\$0	\$0	\$32,416,488

ITEMIZE ALL POST PETITION PAYABLES OVER 30 DAYS OLD, BASED ON POSSESSION / RECEIPT DATE

**SCHEDULE G - Bank Accounts and Financial Institution Relationships**

The Debtors' businesses and financial affairs require the collection, disbursement and movement of funds through numerous bank accounts.

In addition to the 178 domestic bank accounts, the Debtor operates 107 accounts in approximately 47 countries around the world.

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

(\*denotes new account or closed 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	1207133
ALPINE BANK CO	Grand Junction, CO	7720002062
AMSOUTH BANK	Birmingham, AL	82950903
AMSOUTH BANK	Knoxville, TN	162551
ASSOCIATED BANK -WI	Madison, WI	2191009471
BANK OF AMERICA	Chicago, IL	8188103020
BANK OF AMERICA	North Charleston, SC	375188620
BANK OF AMERICA	Baltimore, MD	3750300507
BANK OF AMERICA	Savannah, GA	3751888594
BANK OF AMERICA	Greenville, SC	3751888604
BANK OF AMERICA	Richmond, VA	3750547894
BANK OF AMERICA	Greensboro, NC	3750344521
BANK OF AMERICA	Wichita, KS	3750931918
BANK OF AMERICA	Springfield, MO	3750931921
BANK OF AMERICA	Kansas City, MO	3750932166
BANK OF AMERICA	Portland, OR	2113906460
BANK OF AMERICA	Austin, TX	3750503223
BANK OF AMERICA	San Antonio, TX	3750503841
BANK OF AMERICA	San Francisco, CA	1233310157
BANK OF AMERICA	San Francisco, CA	1233411038
BANK OF AMERICA	San Francisco, CA	1233212185
BANK OF AMERICA	San Francisco, CA	1233153648
BANK OF AMERICA CALIF PZ	San Francisco, CA	1233520636
Bank of America PZ-CA	DeKalb, Ga	3299779290
BANK OF AMERICA SFOTK	San Francisco, CA	1233813257
BANK OF AMERICA -SILVER WINGS	San Francisco, CA	1233110252
BANK OF AMERICA WASHINGTON	Seattle, WA	1233685731
BANK OF HAWAII	Honolulu, HI	18002825
BANK OF ILLINOIS (Air Wisconsin)	Normal, IL	147540
BANK OF NEW YORK	New York, NY	1070034677
BANK OF NEW YORK	White Plains, NY	1214195
BANK OF OKLAHOMA	Tulsa, OK	204095016
BANK OF THE WEST	San Jose, Ca	1009811
BANK ONE	Chicago, IL (Miami Cluster)	1088111
BANK ONE	Grand Rapids, MI	9888838
BANK ONE (Tickets By Mail)	Detroit, MI	361409134
BANK ONE	Detroit, MI	403313
BANK ONE	Lexington, KY	260132829
BANK ONE	Chicago, IL	1102722
BANK ONE	Chicago, IL	1067545
BANK ONE (AirWisconsin)	Traverse City, MI	135000263230
BANK ONE (CAFETERIA)	Chicago, IL	5570751
BANK ONE	Chicago, IL	5167795
BANK ONE	Chicago, IL	5937795
BANK ONE	Chicago, IL	5065437
BANK ONE	Chicago, IL	5948983
BANK ONE INDIANAPOLIS	Indianapolis, IN	192055283
BANK ONE OF OKLAHOMA	Oklahoma City, OK	10361364
CANADIAN IMPERIAL	Toronto, Ontario Canada	498416
CANANDAIGUA NAT BANK & TRUST	Pittsford, NY	1100314635
CAPITAL CITY BANK & TRUST CO	Atlanta, Ga	24554
CAPITAL SAVINGS BANK	El Paso, TX	13002374
Charter One Bank	Binghamton, NY	5070016139
CHASE BANK	New York, NY	9101123884
CHASE MANHATTAN BANK (FirstBank)	St. Thomas, USVI	7191369516
CHASE MANHATTAN BANK	New York, NY (LGA)	144032079
CHITTENDEN TRUST CO	Burlington, VT	16502146
CITIBANK	New York, NY	00000828
CITIBANK	New York, NY	40705216
CITIBANK (EMP WELFARE)	New York, NY	40014095
CITIBANK, N.A.	Jamaica, NY (JFK)	96566032
City National Bank	Charleston, WV	8001601320
COMERICA	Detroit, MI	1076009370
COMERICA (AirWisconsin)	Lansing, MI	1850697010

COMMUNITY BANK OF COLORADO CO	Gunnison, CO	23108929			
FIFTH THIRD BANK	Florence, KY	30301162			
FIFTH THIRD BANK	Kalamazoo, MI	1505156			
FIRST BANK OF AVON	Avon, CO	3535514568			
FIRST CITIZENS BANK	Raleigh, NC	861260138			
FIRST CITIZENS BK-RALEIGH	Charlotte, NC	131250506			
FIRST HAWAIIAN BANK	Honolulu, HI	1036114			
FIRST MIDWEST BANK	Moline, IL	162019			
FIRST NATIONAL BANK OF ROCKIES	Hayden, CO	14670			
FIRST UNION	Philadelphia, PA	10526702			
FIRST UNION BANK	Allentown, PA	73380079			
FIRST UNION BANK	Roanoke, VA	14045156			
FIRST UNION BANK	Newark, NJ	11000607814			
FIRST UNION BANK	Newark, NJ	11306974018			
FIRSTAR BANK	Cedar Rapids, IA	123371304			
FIRSTAR BANK	St. Louis, MO	1690400823			
FIRSTAR, N.A.	Cleveland, OH	576721732			
FLEET	Boston, MA	50081033			
FLEET BANK	Manchester, NH	510050107			
FLEET NATIONAL BANK	Providence, RI	105903257			
FREELAND STATE BANK	Freeland, MI	2010909			
FVB COLONIAL	Richmond, VA	37035118			
HARRIS BANK	Chicago, IL	4323200			
HSBC	Buffalo, NY	750735848			
JACKSON STATE BANK-WY	Jackson Hole, WY	2208998			
KEY BANK	Newburgh, NY	323340028618			
KEY BANK	Dayton, OH	800095758			
KEY BANK OF CENTRAL N.Y.	Syracuse, NY	229000918			
KEY BANK OF EASTERN N.Y.	Albany, NY	42015709			
M & I BANK	Milwaukee, WI	00024083829			
M & I BANK FOX VALLEY	Appleton, WI	63419181			
M & I BANK OF MOSINEE	Mosinee, WI	160549			
M & I MARSHALL & ILSLEY	Green Bay, WI	28661494			
M & T BANK	Middletown, PA	8892563092			
MERCANTILE TRUST & SAVINGS	Quincy, IL	133663			
MONTROSE BANK CO	Montrose, CO	906808			
NATIONAL CITY	Columbus, OH	823802979			
NATIONAL CITY BANK	Pittsburgh, PA	3580000182			
NATIONAL CITY BANK OF INDIANA	Fort Wayne, IN	250000122			
NATIONAL CITY BANK OF MI/IL	Peoria, IL	10077453			
NATIONAL CITY BANK OF MI/IL (AW)	Springfield, IL	628739046			
NORTHERN TRUST	Chicago, IL	54313			
NORTHERN TRUST	Chicago, IL	100315			
NORTHERN TRUST BANK (WHQ Deposits)	Chicago, IL	78883			
NORTHERN TRUST CO 15 & 16	Chicago, IL	30192517			
NORTHERN TRUST CONTROL ACCT	Chicago, IL	92517			
NORTHERN TRUST FIELD REFUNDS	Chicago, IL	30392517			
NORTHERN TRUST LOCAL DISB	Chicago, IL	30292517			
PEOPLES HERITAGE	Portland, ME	19023368			
PNC Bank	Avoca, PA	9009109249			
PNC Bank	State College, PA	1014519668			
RIGGS NATIONAL	Washington, DC	7026887			
SUN TRUST	Washington, DC	201168618			
SUN TRUST BANK	Nashville, TN	6825826			
SUN TRUST BANK	Orlando, FL	215247485924			
THE NORTHERN TRUST	Chicago, IL	845213			
TIDEWATER BANK	Norfolk, VA	50034863			
U.S. BANK OF MINNESOTA	Medford, OR	53602792621			
UNION BANK OF CALIFORNIA	San Diego, CA	700425460			
UNIZAN BANK	North Canton, OH	22732233			
US Bank	Fargo, ND	163070235995			
US BANK	Aspen, CO	25400894239			
US BANK	Rapid City, SD (Mileage Plus)	74500680981			
US BANK (HELENA, MONTANA)	Billings, MT	52011391066			
US BANK (MINNESOTA)	Lincoln, NE	49402500990			
US BANK (MINNESOTA)	Seattle, WA	153501819483			
WACHOVIA	Chicago, IL	8735006146			
Wachovia Bank & Trust	Charlottesville, VA	1841258588			
Wachovia Bank & Trust	Cayce, SC	320516040			
WACHOVIA BK & TRST 230 OPER	Chicago, IL	453000230			
WACHOVIA BK & TRST 231 PZ	Chicago, IL	451000231			
WACHOVIA: "MPI"	Chicago, IL	C) 6262-093772			
WACHOVIA: "OFFICERS"	Chicago, IL	A) 0459-002797			
WACHOVIA: "PREMIER"	Chicago, IL	B) 6261-127433			
WEBSTER BANK	Hartford, CT	80001181			



WELLS FARGO	Portland, OR	4159582253			
WELLS FARGO	Los Angeles, CA	4075146969			
WELLS FARGO	Seattle, WA	4159657428			
WELLS FARGO	Grapevine, TX	5690555111			
WELLS FARGO	Anchorage, AK	6846777			
WELLS FARGO BANK	Phoenix, AZ	4159532878			
WELLS FARGO BANK	Houston, TX	4159778158			
WELLS FARGO BANK IOWA	Des Moines, IA	0289056673			
WELLS FARGO BANK N. DAKOTA	Bismarck, ND	1360691446			
WELLS FARGO BANK S. DAKOTA	Rapid City, SD	885013070			
WELLS FARGO BANK WEST	Denver, CO	1010910271			
WELLS FARGO BANK WEST	Ignacio, Colorado	6638007234			
WELLS FARGO BANK WEST	Colorado Springs, CO	5240194209			
WELLS FARGO BANK, N.A.	Boise, ID	30121412			
WELLS FARGO BANK, NA	Las Vegas, NV	4159570399			
WELLS FARGO BANK-NE	Omaha, NE	1155040327			
WELLS FARGO-LAS VEGAS	Las Vegas, NV	6631969841			
WELLS FARGO-MINNESOTA	Minneapolis, MN	1094387			
WELLS FARGO-NEW MEXICO	Albuquerque, NM	1037500066			
WELLS FARGO-SOUTH DAKOTA	Sioux Falls, SD	4790000115			
WESTAMERICA BANK	Suisun, CA	606761914			
WHITNEY NATIONAL	New Orleans, LA	20094023			
ZIONS BANK:AW	Salt Lake City, UT	13106877			


**SCHEDULE G - Bank Accts and Financial Institution Relationships**


**EUROPEAN BANK ACCOUNTS**


Financial Institution	Location	Bank Acct #			
ABN AMRO	Switzerland	21001472			
ABN AMRO	ENGLAND	100404			
ABN AMRO	ENGLAND	40096149			
ABN AMRO	ENGLAND	40112640			
KREDIETBANK	Belgium	427915449173			
COMMERZ BANK	Germany	423984400			
COMMERZ BANK	Germany	42-45544-00			
COMMERZ BANK	Germany	423984400			
BANQUE NATIONALE de PARIS	France	2305901460			
BANQUE NATIONALE de PARIS	France	2305979060			
BANQUE NATIONALE de PARIS	France	1000176118			
NATIONAL WESTMINSTER BANK (Royal Bank of Scotland)	England	46452001			
NATIONAL WESTMINSTER BANK (Royal Bank of Scotland)	England	46452052			
NATIONAL WESTMINSTER BANK (Royal Bank of Scotland)	England	102966255			
NATIONAL WESTMINSTER BANK (Royal Bank of Scotland)	England	46452028			
BANK OF IRELAND	Ireland	31468618			
MONTE DE PASCHI	Italy	3951090			
ABN AMRO BANK	Netherlands	454376219			

**ASIA-PACIFIC BANK ACCOUNTS**


Financial Institution	Location	Bank Acct #			
AUSTRALIA & NEW ZEALAND BANKING GROUP	Australia	14002007910189			
CHINA CONSTRUCTION BANK	China	27300102			
BANK OF CHINA	China	13308120000035			
CHINA CONSTRUCTION BANK	China	B0814221000S820			
BANK OF CHINA	China	901481200300			
BANK OF EAST ASIA	Hong Kong	51440141356			
HONGKONG & SHANGHAI BANK	Hong Kong	40195019211			
BANK OF EAST ASIA	Hong Kong	1551420039902			
HONGKONG & SHANGHAI BANK	Hong Kong	40192800712			
CITIBANK	India	2202026			
THE BANK OF TOKYO MITSUBISHI	Japan	2210303			
THE BANK OF TOKYO MITSUBISHI	Japan	29033			
THE BANK OF TOKYO MITSUBISHI	Japan	264180			
THE BANK OF TOKYO MITSUBISHI	Japan	0127401			
THE BANK OF TOKYO MITSUBISHI	Japan	264199			
BANK OF AMERICA	Korea	607040167038			
KOREA EXCHANGE BANK	Korea	1113383255			
KOREA EXCHANGE BANK	Korea	10101453			
KOREA EXCHANGE BANK	Korea	1016532378			





Note: Tax related payments withheld from UAL and its subsidiaries' employee wages are paid to a third party payroll service, Ernst & Young, LLP., with the exception of Mileage Plus who pays such tax related payments to Automatic Data Processing.				