

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT

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

Date of Report: January 27, 2006
(Date of earliest event reported)

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

Delaware (State or other jurisdiction of incorporation)	1-6033 (Commission File Number)	36-2675207 (I.R.S. Employer Identification No.)
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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 Operation and Financial Condition

On January 27, 2006, UAL Corporation (the "Company") issued a press release announcing its financial results for the fourth quarter and full year 2005. The press release is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

On January 27, 2006, UAL Corporation filed its monthly operating report for the period December 1, 2005 through December 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 99.2.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits Description

- 99.1 Press Release
- 99.2 Monthly Operating Report of UAL Corporation for the period December 1, 2005 through December 31, 2005

SIGNATURES

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

UAL CORPORATION

By: /s/ Paul R. Lovejoy
Name: Paul R. Lovejoy
Title: Senior Vice President,
General Counsel and Secretary

Dated: January 27, 2006

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1*	Press Release
99.2*	Monthly Operating Report of UAL Corporation for the period December 1, 2005 through December 31, 2005

* Filed herewith electronically.

United News Release

Worldwide Communications:

Media Relations Office: 847.700.5538

Evenings/Weekends: 847.700.4088

UAL CORPORATION REPORTS FOURTH QUARTER AND FULL YEAR 2005 RESULTS

Operating Earnings Improve Despite Markedly Higher Fuel Prices

Company Prepared to Exit Chapter 11 in Early February

CHICAGO, January 27, 2006 - - UAL Corporation (OTCBB: UALAQ.OB), the holding company whose primary subsidiary is United Airlines, today reported its fourth quarter and full year 2005 financial results.

"We have made fundamental, sustainable changes to United's business and established a solid financial platform," said Glenn Tilton, United's chairman, CEO and president. "Moving forward, our focus is on our customers and continuous improvement in everything we do to drive increased margins and renew profitability. Although operating earnings for both the fourth quarter and the full year 2005 have improved significantly - despite an increase in system fuel price of over 40 percent - - we know we can do better. We will continue to contain costs, apply sound revenue management and deliver consistent service to our customers."

UAL reported a fourth quarter operating loss of \$182 million, a \$388 million improvement over the same quarter last year, as revenue improvement and non-fuel cost reduction more than offset a \$397 million increase in fuel costs for mainline and regional operations. The company reported a full-year operating loss of \$219 million, a \$635 million improvement year-over-year, driven by a \$1 billion increase in revenue and a \$1 billion reduction in non-fuel costs partially offset by \$1.4 billion higher fuel costs for mainline and regional operations.

UAL reported a fourth quarter net loss of \$17 billion, or \$145 per basic share, including non-cash reorganization expenses of \$17 billion as described below. Full-year net loss totaled \$21 billion, or \$182 per basic share, including reorganization expenses of \$21 billion. The company believes the best indicator of United's post-reorganization financial performance is its net losses excluding reorganization and special items. Excluding reorganization and special items, UAL reported a net loss for the fourth quarter and full year totaling \$297 million and \$557 million, respectively. This represents a year-over-year improvement of \$333 million and \$729 million for the fourth quarter and full year, respectively.

The \$17 billion of reorganization items recorded in the fourth quarter represent mostly unsecured claims allowed during the bankruptcy process. These claims, along with similar unsecured claims that the company has recognized in prior periods of the reorganization, are expected to be settled when the company exits bankruptcy for a minor fraction of the amount of the claims recorded. As a result, the company expects to report a substantial gain at exit in early 2006. It is important to note that these items are not expected to have a significant impact on the company's cash position.

United Prepared to Exit Bankruptcy in Early February

On January 20, 2006, the Bankruptcy Court confirmed United's Plan of Reorganization, and the company is prepared to exit on the effective date of the plan, in early February 2006. Over the last three years, United has methodically worked its way through a difficult and multifaceted restructuring, compounded by an unprecedented confluence of external challenges and fundamental changes taking place in the airline industry, with its unparalleled worldwide network, valuable brand and other assets intact. The company has made sustainable improvements in its cost structure, revenue management and operations. United has successfully:

- * Achieved significant cost reductions that are expected to result in \$7 billion of average annual cost savings by 2010;
- * Resized and redeployed the fleet to better meet market demand and increase operational flexibility;
- * Enhanced products and services with the launch of TedSM, p.s. SM, and *exclus*SM;
- * Improved operational performance across the board;

- * Outperformed the industry in revenue improvement;
- * Secured \$3 billion in all-debt exit financing;
- * Received solid credit ratings for our business and financing facility from both Moody's and Standard & Poor's that are better than the ratings of our network peers; and,
- * Upon exit, will emerge with a stronger balance sheet after eliminating \$13 billion of debt and pension obligations.

"In every year of our restructuring, United has steadily improved operating earnings. Our cost per available seat mile (CASM) is now competitive, and revenue continues to outpace the industry average," said Jake Brace, United's executive vice president and chief financial officer. "The recent over-subscription by our lenders of United's exit financing facility demonstrates the market's confidence that United now has the financial and operating flexibility to meet the shifting challenges in our industry, including current high fuel prices."

Revenue Results

During the quarter, mainline passenger unit revenue (PRASM) increased 12 percent and yield increased 8 percent, compared to the fourth quarter of last year. United's PRASM performance outperformed the industry average improvement by 1 point. System load factor increased 3 points to 80 percent over the same period. Results for the fourth quarter of 2005 reflect essentially flat traffic on a 4 percent reduction in system capacity compared with the same period last year. United expects its system length-of-haul adjusted passenger unit revenue to be among the best in the industry. The company continues to see fares increasing industry-wide. United is benefiting from the early decision to move aircraft capacity to more profitable international routes, and is also benefiting from capacity reductions by the company's U.S. competitors in domestic and Asian markets, especially Japan. Total revenue for the fourth quarter and full year improved 10 percent and 6 percent, respectively.

United's strategy of market segmentation is intended to maximize margins from high-yield business travelers and to control costs while offering more price-sensitive leisure travelers the right service at the right price. The company is committed to enhancing the customer experience with such industry-leading products as United Economy PlusSM service, *exclus* premium service on 70-seat regional jets for United Express[®], and United's p.s., premium transcontinental service between New York and Los Angeles or San Francisco. At the same time, United's low fare leisure product Ted has been expanded in 2005 from 47 to 56 aircraft serving 20 airports with over 240 daily departures from all United hubs and is a valuable addition to United's portfolio of products. United also continues to transform and optimize all areas of revenue execution, including its business-to-business sales efforts, loyalty programs, revenue management and all areas of network optimization.

"We are offering United's customers the wide range of choices in products and services they demand in today's market, at prices they are willing to pay. Both Ted and p.s. are showing double-digit margin improvements," said John Tague, executive vice president - marketing, sales and revenue. "United will continue to be competitive on price and we are expanding our efforts to better merchandise our services to generate additional revenue. For example, Economy Plus is successfully generating upsell revenue after the initial ticket purchase. Our corporate sales force has been revamped and, armed with United's differentiated premium product offerings, is booking good account wins for higher-yield business travel."

Operating Expenses

During the fourth quarter, mainline operating expense per available seat mile increased by 4 percent from the year-ago quarter largely driven by a 4 percent decrease in capacity and a 44 percent increase in mainline fuel price. Excluding fuel and special items, mainline operating expenses per available seat mile decreased 7 percent.

Mainline fuel expense was \$324 million higher than in the fourth quarter 2004. Fuel expense is the company's single largest expense item, surpassing salaries and related expenses. Average mainline fuel price for the quarter was \$2.09 per gallon (including taxes). Salaries and related costs were down 27 percent, or \$337 million, primarily reflecting labor and benefit cost reductions, including an 8 percent reduction in manpower. Total operating expenses for the quarter and full year were flat and up 2 percent, respectively.

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

Cash

The company ended the quarter with an unrestricted cash balance of \$1.8 billion, and a restricted cash balance of \$957 million, for a total cash balance of \$2.7 billion. The unrestricted cash balance increased by \$49 million during the quarter.

Operations

In the most recent data available from the U.S. Department of Transportation, United was ranked number 1 for the last 12 months in on-time arrival performance and ranked second in the least mishandled baggage among the six major network carriers. In addition, employee productivity (available seat miles divided by employee equivalents) was up 4 percent for the quarter compared to the same period in 2004.

During the fourth quarter, reallocation of aircraft capacity to international markets and further optimization of United's domestic schedule contributed to an increase in mainline fleet utilization of 3 percent compared to the same period last year. As a

result, year-over-year the company reduced the number of aircraft in its mainline fleet by 7 percent, while reducing system available seat miles by only 4 percent.

In 2005, the company depeaked its hub in Los Angeles through optimization of the schedule. This initiative reduced costs and increased efficiency, and, by allowing us to eliminate the remote United Express terminal, it also improved the customer experience. In 2006, the company will continue resource optimization and depeaking throughout the United system, beginning with San Francisco in the first quarter. The company plans to eliminate the remote United Express facility in San Francisco as well.

"We will continue to find and implement ways to increase the efficient and effective deployment and utilization of United's core assets," said Pete McDonald, United's chief operating officer. "United employees are engaged in systemwide resource optimization projects that we expect will free up at least 10 aircraft in 2006. We will concentrate on further improving productivity, reliability and cost reduction, while maintaining our focus on delivering consistent service."

Outlook

United expects system mainline capacity to be up approximately 1 percent year-over-year for the first quarter, driven by improved aircraft utilization through the company's resource optimization effort.

The company expects mainline fuel price for the first quarter to average \$1.92 per gallon, and for the full-year to average \$1.81 per gallon (including taxes). Currently the company has no hedges in place for 2006. For the full-year 2006, the company anticipates fuel expense for mainline and the company's regional affiliates' operations will increase by approximately \$885 million over its previous assumption, which was based on a mainline fuel price of \$1.48 per gallon (including taxes). The previous assumptions were more fully described in the company's Updated G6 financial projections contained in Exhibit 99.1 to the Form 8-K filed with the SEC on January 17, 2006. The company expects to be able to offset some, but not all, of this increase through higher revenues.

December Monthly Operating Report

UAL today also filed with the United States Bankruptcy Court its Monthly Operating Report for December 2005. The filing entities of the company posted a \$122 million operating loss for December. This compares to a \$311 million operating loss in the same month last year. Mainline unit revenue improved 12 percent compared to same period last year. UAL met the requirements of its debtor-in-possession (DIP) financing.

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

Note 8 to the attached Statements of Consolidated Operations provides a reconciliation of net loss reported under GAAP to net loss excluding special items for all periods presented, as well as a reconciliation of other financial measures, including and excluding special charges.

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995: Certain statements included in this press release are forward-looking and thus reflect the Company's current expectations and beliefs with respect to certain current and future events and financial performance. Such forward-looking statements are and will be, as the case may be, subject to many risks and uncertainties relating to the operations and business environments of the Company that may cause actual results to differ materially from any future results expressed or implied in such forward-looking statements. Factors that could significantly affect net earnings, revenues, expenses, costs, load factor and capacity include, without limitation, the following: the Company's ability to continue as a going concern; the Company's ability to comply with the terms of the DIP financing or negotiate modifications or amendments thereto as necessary; the Company's ability to obtain court approval with respect to motions in the Chapter 11 proceeding prosecuted by it from time to time; the Company's ability to consummate its plan of reorganization with respect to the Chapter 11 cases; the potential adverse impact of the Chapter 11 cases on the Company's liquidity or results of operations; the appointment of a Chapter 11 trustee or conversion of the cases to Chapter 7; the costs and availability of financing; the Company's ability to execute its business plan; the Company's ability to attract, motivate and/or retain key employees; the Company's ability to attract and retain customers; demand for transportation in the markets in which the Company operates; general economic conditions (including interest rates, foreign currency exchange rates, crude oil prices and refining capacity in relevant markets); the effects of any hostilities or act of war or any terrorist attack; the ability of other air carriers with whom the Company has alliances or partnerships to provide the services contemplated by the respective arrangements with such carriers; the costs and availability of aircraft insurance; the costs of aviation fuel; our ability to cost effectively hedge against increases in the price of aviation fuel; the costs associated with security measures and practices; labor costs; competitive pressures on pricing (particularly from lower-cost competitors) and on demand; capacity decisions of our competitors, U.S. or foreign governmental legislation, and regulation and other actions; the ability of the Company to maintain satisfactory labor relations, any disruptions to operations due to any potential actions by our labor groups; weather conditions; and other risks and uncertainties set forth from time to time in UAL's reports to the United States Securities and Exchange Commission. Consequently, the forward-looking statements should not be regarded as representations or warranties by the Company that such matters will be realized. The Company disclaims any intent or obligation to update or revise any of the forward-looking statements, whether in response to new information, unforeseen events, changed circumstances or otherwise.

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

(In accordance with GAAP)

	<u>Three Months Ended December 31</u>		
	<u>2005</u>	<u>2004</u>	<u>% Change</u>
Operating revenues:			
Passenger - United Airlines	\$ 3,230	\$ 2,995	7.8
- Regional Affiliates	611	490	24.7

Cargo	203	218	(6.9)
Other operating revenues	<u>342</u>	<u>285</u>	20.0
	<u>4,386</u>	<u>3,988</u>	10.0
Operating expenses:			
Aircraft fuel	1,166	842	38.5
Salaries and related costs	934	1,271	(26.5)
Regional affiliates	694	693	0.1
Purchased services	405	369	9.8
Aircraft maintenance	236	185	27.6
Depreciation and amortization	236	213	10.8
Landing fees and other rent	222	254	(12.6)
Cost of sales	205	156	31.4
Aircraft rent	86	129	(33.3)
Commissions	78	65	20.0
Special operating items	-	-	-
Other operating expenses	<u>306</u>	<u>381</u>	(19.7)
	<u>4,568</u>	<u>4,558</u>	0.2
Loss from operations	(182)	(570)	(68.1)
Other income (expense):			
Interest expense	(133)	(112)	18.8
Interest capitalized	1	-	-
Interest income	20	6	-
Gain on sale of investments	-	158	(100.0)
Special non-operating items	-	-	-
Miscellaneous, net	(3)	(6)	(50.0)
	(115)	46	-
Loss before reorganization items, income taxes and equity in earnings of affiliates	(297)	(524)	(43.3)
Reorganization items, net	(<u>16,607</u>)	(<u>222</u>)	-
Loss before income taxes and equity in earnings of affiliates	(16,904)	(746)	-
Credit for income taxes	-	-	-
Loss before equity in earnings of affiliates	(16,904)	(746)	-
Equity in earnings of affiliates	-	<u>5</u>	(100.0)
Net loss	<u><u>\$ (16,904)</u></u>	<u><u>\$ (741)</u></u>	-
Loss per share, basic	<u><u>\$ (145.47)</u></u>	<u><u>\$ (6.39)</u></u>	
Weighted average shares	116.2	116.2	

See accompanying notes.

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

(In accordance with GAAP)

Twelve Months Ended December 31

2005 2004 % Change

Operating revenues:

Passenger - United Airlines	\$ 12,914	\$ 12,542	3.0
- Regional Affiliates	2,429	1,931	25.8
Cargo	729	704	3.6
Other operating revenues	<u>1,307</u>	<u>1,214</u>	7.7
	<u>17,379</u>	<u>16,391</u>	6.0
Operating expenses:			
Aircraft fuel	4,032	2,943	37.0
Salaries and related costs	4,027	5,006	(19.6)
Regional affiliates	2,746	2,425	13.2
Purchased services	1,524	1,462	4.2
Landing fees and other rent	915	964	(5.1)
Aircraft maintenance	881	747	17.9
Depreciation and amortization	856	874	(2.1)
Cost of sales	685	709	(3.4)
Aircraft rent	402	533	(24.6)
Commissions	305	305	-
Special operating items	18	-	-
Other operating expenses	<u>1,207</u>	<u>1,277</u>	(5.5)
	<u>17,598</u>	<u>17,245</u>	2.0
Loss from operations	(219)	(854)	(74.4)
Other income (expense):			
Interest expense	(482)	(449)	7.3
Interest capitalized	(3)	1	-
Interest income	38	25	52.0
Gain on sale of investments	-	158	(100.0)
Special non-operating items	-	5	(100.0)
Miscellaneous, net	<u>87</u>	<u>(1)</u>	-
	(360)	(261)	37.9
Loss before reorganization items, income taxes and equity in earnings of affiliates	(579)	(1,115)	(48.1)
Reorganization items, net	<u>(20,601)</u>	<u>(611)</u>	-
Loss before income taxes and equity in earnings of affiliates	(21,180)	(1,726)	-
Credit for income taxes	=	=	-
Loss before equity in earnings of affiliates	(21,180)	(1,726)	-
Equity in earnings of affiliates	<u>4</u>	<u>5</u>	(20.0)
Net loss	<u>\$ (21,176)</u>	<u>\$ (1,721)</u>	-
Loss per share, basic	<u>\$ (182.29)</u>	<u>\$ (15.25)</u>	
Weighted average shares	116.2	113.5	

See accompanying notes.

Consolidated Notes (Unaudited)

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

(2) In connection with its bankruptcy proceedings, the Company recorded the following largely non-cash reorganization items:

Three Months Ended December 31,Twelve Months Ended December 31,

(In millions)	<u>2005</u>	<u>2004</u>	<u>2005</u>	<u>2004</u>
Pension-related charges	\$ 7,880	\$ 152	\$ 8,925	\$ 152
Employee-related charges	6,506	6	6,529	13
Aircraft claim charges	810	29	3,005	341
Municipal bond charges	406	-	688	-
Contract rejection charges	262	-	523	-
Retiree-related charges	652	-	652	-
Professional fees	96	37	230	160
Impairment on lease certificates	-	-	134	-
Aircraft refinance adjustments	(1)	-	(60)	-
Other	(4)	(2)	(25)	(55)
	\$ 16,607	\$ 222	\$ 20,601	\$ 611

Pension-related charges are predominantly non-cash and include a final settlement with the Pension Benefit Guaranty Corporation and curtailment and net settlement losses as a result of the termination of several defined benefit pension plans.

Employee-related charges are predominantly non-cash costs and include the Company's estimated value of the deemed claim that each union labor group will receive upon exit from bankruptcy. The value is based upon the cost savings provided by each union labor group during the bankruptcy process.

Aircraft claim charges include the Company's estimate of claims incurred as a result of the rejection of certain aircraft leases and return of aircraft as part of the bankruptcy process, together with certain claims resulting from the modification of other aircraft financings in bankruptcy.

Municipal bond charges include the Company's estimate of claims incurred as a result of certain restructured municipal bond obligations, together with certain claims resulting from the rejection and litigation of other municipal bond obligations.

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

Retiree-related charges are non-cash costs that include the Company's estimate of claims incurred as a result of an agreement reached to modify the medical and life insurance benefits for individuals who had retired from United prior to July of 2003.

In the third quarter of 2005, the Company agreed to cancel certain EETC certificates that were held by a related party in accordance with the term sheets reached with certain aircraft financiers. Accordingly, the Company recorded a non-cash charge in the amount of \$134 million for principal and interest on such cancelled certificates. In addition, the Company recorded adjustments retroactively for aircraft rent and interest expense in the amount of \$59 million to reflect the revised financing terms.

(3) Special operating items:

In the second quarter of 2005, the Company recognized a charge of \$18 million for aircraft impairment related to planned accelerated retirement of certain aircraft operated by Air Wisconsin Airlines Corporation ("AWAC").

In the fourth quarter of 2004, the Company recognized a charge of \$47 million for its frequent flyer mileage program due to higher costs associated with expected mileage redemptions on other airline partners. In addition, in the first quarter of 2004, the Company recorded a \$60 million special operating item in connection with an adjustment to passenger revenue.

Special non-operating items:

In the third quarter of 2004, the Company recorded a gain of \$18 million from the sale of its pre-petition claim against Air Canada in connection with their bankruptcy related to the Company's equity interest in three Airbus A330 aircraft leased to Air Canada. In addition, in the first quarter of 2004, the Company recorded a \$13 million special non-operating charge as a result of the write-down of the non-operating B767-200s to net realizable value.

(4) Included in UAL's operating loss are the results of its wholly owned subsidiary United Aviation Fuels Corporation ("UAFC").

	<u>Three Months</u>		%	<u>Twelve Months</u>		%
	<u>Ended</u>	<u>Ended</u>		<u>Ended</u>	<u>Ended</u>	
	<u>December 31,</u>	<u>December 31,</u>	<u>Change</u>	<u>December 31,</u>	<u>December 31,</u>	<u>Change</u>
<u>UAFC (in millions)</u>	<u>2005</u>	<u>2004</u>		<u>2005</u>	<u>2004</u>	
Other operating revenues	\$ 117	\$ 72	62.5	\$ 343	\$ 408	(15.9)
Cost of sales	115	81	42.0	336	430	(21.9)

Income/(loss) from operations \$ 2 \$ (9) - \$ 7 \$ (22) -

- (5) During the second quarter of 2005, the Company received \$22 million as a result of the transition agreement with AWAC. This refund was recorded as a reduction to Regional Affiliates operating expense.
- (6) During the fourth quarter of 2004, the Company sold its investment in Orbitz for cash proceeds of approximately \$185 million and recognized a gain of \$158 million.
- (7) UAL's results of operations include aircraft fuel expense for both United mainline jet operations and regional affiliates. Aircraft fuel expense incurred as a result of the Company's regional affiliates' operations is reflected in the Regional Affiliates operating expenses. In accordance with UAL's agreement with its regional affiliates, these costs are incurred by the Company.

Year-Over-Year Impact of Fuel Expense
United Mainline and Regional Affiliate Jet Operations

	<u>Three Months Ended December 31,</u>				%	<u>Twelve Months Ended December 31,</u>			
	<u>2005</u>	<u>2004</u>	<u>Change +/-</u>	<u>Change</u>		<u>2005</u>	<u>2004</u>	<u>Change +/-</u>	<u>Change</u>
GAAP mainline fuel expense (in millions)	\$ 1,166	\$ 842	\$ 324	38.5	\$ 4,032	\$ 2,943	\$ 1,089	37.0	
Regional affiliates fuel expense (in millions)	203	130	73	56.2	709	427	282	66.0	
United system fuel expense (in millions)	\$ 1,369	\$ 972	\$ 397	40.8	\$ 4,741	\$ 3,370	\$ 1,371	40.7	
Mainline fuel consumption (in gallons/millions)	558	581	(23)	(4.0)	2,250	2,349	(99)	(4.2)	
Regional affiliates fuel consumption (in gallons/millions)	87	77	10	13.0	353	296	57	19.3	
United system fuel consumption (in gallons/millions)	645	658	(13)	(2.0)	2,603	2,645	(42)	(1.6)	
Mainline average jet fuel price per gallon	\$ 2.09	\$ 1.45	\$ 0.64	44.1	\$ 1.79	\$ 1.25	\$ 0.54	43.2	
Regional affiliates average jet fuel price per gallon	\$ 2.33	\$ 1.69	\$ 0.64	37.9	\$ 2.01	\$ 1.44	\$ 0.57	39.6	
United system average jet fuel price per gallon	\$ 2.12	\$ 1.48	\$ 0.64	43.2	\$ 1.82	\$ 1.27	\$ 0.55	43.3	

- (8) Pursuant to SEC Regulation G, the Company has included the following reconciliation of reported non-GAAP financial measures to comparable financial measures reported on a GAAP basis. The Company believes that the reported non-GAAP financial results provide management and investors a better perspective of the Company's core business and on-going financial performance and trends by excluding special and reorganization items for comparative purposes. Statistical information is for United mainline jet operations only.

	<u>Three Months Ended December 31,</u>				<u>Twelve Months Ended December 31,</u>			
	<u>In Millions</u>		<u>EPS</u>		<u>In Millions</u>		<u>EPS</u>	
	<u>2005</u>	<u>2004</u>	<u>2005</u>	<u>2004</u>	<u>2005</u>	<u>2004</u>	<u>2005</u>	<u>2004</u>
GAAP net loss	\$(16,904)	\$ (741)	\$(145.47)	\$ (6.39)	\$(21,176)	\$(1,721)	\$(182.29)	\$(15.25)
Adjusted for:								
Reorganization items, net	16,607	222	142.89	1.91	20,601	611	177.26	5.38
Special operating items	-	47	-	0.40	18	(13)	0.15	(0.12)
Special non-operating items	-	-	-	-	-	(5)	-	(0.05)
Net loss excluding reorganization and special items	(297)	(472)	(2.58)	(4.08)	(557)	(1,128)	(4.88)	(10.04)
Gain on sale of investment	-	(158)	-	(1.35)	-	(158)	-	(1.38)
Net loss excluding reorganization, special and other items	\$ (297)	\$ (630)	\$ (2.58)	\$ (5.43)	\$ (557)	\$ (1,286)	\$ (4.88)	\$ (11.42)

	<u>Three Months Ended December 31,</u>			%	<u>Twelve Months Ended December 31,</u>		
	<u>2005</u>	<u>2004</u>	<u>Change</u>		<u>2005</u>	<u>2004</u>	<u>Change</u>
<u>Cost per asm - CASM (cents)</u>							
GAAP mainline operating expense per asm	11.13	10.72	3.8		10.59	10.20	3.8
Less: Special operating items	-	0.13	(100.0)		0.02	0.04	(50.0)
Mainline operating expense per asm excluding special operating items	11.13	10.59	5.1		10.57	10.16	4.0
Less: UAFC ^(a)	0.33	0.23	43.5		0.24	0.29	(17.2)

Mainline operating expense per asm excluding special operating items and UAFC	10.80	10.36	4.2	10.33	9.87	4.7
Less: fuel expense	3.35	2.33	43.8	2.87	2.03	41.4
Mainline operating expense per asm excluding special operating items, UAFC and fuel expense ^(b)	7.45	8.03	(7.2)	7.46	7.84	(4.8)
Yield (cents)						
GAAP passenger revenue per rpm	11.54	10.71	7.7	11.25	10.83	3.9
Less: revenue adjustment	-	-	-	-	0.04	(100.0)
Passenger revenue per rpm excl revenue adjustment	11.54	10.71	7.7	11.25	10.79	4.3
Operating revenue per asm - RASM (cents)						
GAAP mainline operating revenue per asm	10.85	9.70	11.9	10.66	9.95	7.1
Less: revenue adjustment	-	-	-	-	0.04	(100.0)
Mainline operating revenue per asm excluding revenue adjustment	10.85	9.70	11.9	10.66	9.91	7.6
Less: UAFC ^(a)	0.34	0.20	70.0	0.25	0.28	(10.7)
Mainline operating revenue per asm excluding revenue adjustment and UAFC	10.51	9.50	10.6	10.41	9.63	8.1
Passenger revenue per asm - PRASM (cents)						
GAAP mainline passenger revenue per asm	9.28	8.31	11.7	9.20	8.63	6.6
Less: revenue adjustment	-	-	-	-	0.04	(100.0)
Mainline passenger revenue per asm excluding revenue adjustment	9.28	8.31	11.7	9.20	8.59	7.1

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

(b) Because the price of fuel is driven by economic and political factors not within management's control, management believes that excluding fuel cost from unit cost provides a meaningful comparative basis for investors to evaluate the Company's performance with respect to more controllable operating expenses.

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

Three Months Ended December 31
2005 2004 % Change

OPERATING STATISTICS

United Mainline Jet Operations

Revenue passengers (in thousands)	16,498	17,143	(3.8)
Revenue passenger miles (in millions)	27,881	27,853	0.1
Available seat miles (in millions)	34,792	36,062	(3.5)
Charter available seat miles (in millions)	98	193	(49.2)
Passenger load factor (percent)	80.1	77.2	2.9 pt.
Breakeven passenger load factor (percent)	84.7	92.0	(7.3) pt.

GAAP passenger revenue per passenger mile - yield (cents)	11.54	10.71	7.7
GAAP passenger revenue per available seat mile - PRASM (cents)	9.28	8.31	11.7
GAAP operating revenue per available seat mile - RASM (cents)	10.85	9.70	11.9
Operating revenue per available seat mile excluding UAFC - RASM (cents)	10.51	9.50	10.6
GAAP operating expense per available seat mile - CASM (cents)	11.13	10.72	3.8
Operating expenses per available seat mile excluding operating special items, UAFC and fuel expense - CASM (cents)	7.45	8.03	(7.2)
Average price per gallon of jet fuel (cents)	208.8	145.1	43.9
Number of aircraft in operating fleet at end of period	460	497	(7.4)
Average full-time equivalent employees (thousands)	53.2	57.5	(7.5)
ASMs per equivalent employee - productivity (thousands)	654	627	4.3
Average stage length (in miles)	1,350	1,303	3.6
Revenue block hours (in thousands)	454	481	(5.6)
Plane days (in thousands)	42	46	(8.7)
Fleet utilization (in hours and minutes)	10:44	10:28	2.5

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

Twelve Months Ended December 31
2005 **2004** **% Change**

OPERATING STATISTICS

United Mainline Jet Operations

Revenue passengers (in thousands)	66,803	70,914	(5.8)
Revenue passenger miles (in millions)	114,272	115,198	(0.8)
Available seat miles (in millions)	140,300	145,361	(3.5)
Charter available seat miles (in millions)	494	818	(39.6)
Passenger load factor (percent)	81.4	79.2	2.2 pt.
Breakeven passenger load factor (percent)	82.8	84.7	(1.9) pt.
GAAP passenger revenue per passenger mile - yield (cents)	11.25	10.83	3.9
Passenger revenue per passenger mile excluding revenue adjustment - yield (cents)	11.25	10.79	4.3
GAAP passenger revenue per available seat mile - PRASM (cents)	9.20	8.63	6.6
Passenger revenue per available seat mile excluding revenue adjustment - PRASM (cents)	9.20	8.59	7.1

GAAP operating revenue per available seat mile - RASM (cents)	10.66	9.95	7.1
Operating revenue per available seat mile excluding revenue adjustment - RASM (cents)	10.66	9.91	7.6
Operating revenue per available seat mile excluding revenue adjustment and UAFC - RASM (cents)	10.41	9.63	8.1
GAAP operating expense per available seat mile - CASM (cents)	10.59	10.20	3.8
Operating expenses per available seat mile excluding operating special items, UAFC and fuel expense - CASM (cents)	7.46	7.84	(4.8)
Average price per gallon of jet fuel (cents)	179.2	125.3	43.0
Number of aircraft in operating fleet at end of period	460	497	(7.4)
Average full-time equivalent employees (thousands)	55.0	58.9	(6.6)
ASMs per equivalent employee - productivity (thousands)	2,551	2,468	3.4
Average stage length (in miles)	1,368	1,293	5.8
Revenue block hours (in thousands)	1,833	1,957	(6.3)
Plane days (in thousands)	169	190	(11.1)
Fleet utilization (in hours and minutes)	10:52	10:19	5.3

IN RE:
UAL CORPORATION, ET AL.
DEBTORS

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

**MONTHLY OPERATING REPORT FOR THE PERIOD
December 1, 2005 THROUGH December 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
Hon. Eugene R. Wedoff

**MONTHLY OPERATING REPORT FOR THE PERIOD
December 1, 2005 THROUGH December 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: January 27, 2006 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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 - C. Statements of Consolidated Cash Flows (Form 10K to be filed by March 2, 2006)
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UAL Corporation, et al. -Filing Entities

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

UAL CORPORATION AND SUBSIDIARY COMPANIES (filing entities only)
CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS
FOR THE MONTH ENDED December 31, 2005
(\$ amounts in 000's)

	UAL ¹ CONSOLIDATING
Total operating revenues	1,490,513
Total operating expenses	1,612,470
Earnings (loss) from operations	(121,957)
Non-operating income (expenses):	
Net interest expense	(55,772)
Other income (expenses), net:	17,274
Total non-operating income (expenses):	(38,498)
Net Earnings (loss) before Reorganization items	(160,455)
Reorganization Expenses	(15,863,774)
Net earnings (loss)	<u>(16,024,229)</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 ¹

SUMMARY OF CASH RECEIPTS AND CASH DISBURSEMENTS ²

For The Period Ending December 31, 2005

(Amounts in US dollar \$)

BEGINNING BALANCE (ending balance November 30, 2005)		
Operating Accounts - DOM		\$28,681,378
Operating Accounts - INT		\$58,746,362
London Overnight Investment Balance		\$1,714,779
Liquidity Pool		\$1,910,481,281
Restricted Cash ³		\$958,588,703
<i>Subsidiaries:</i>		
a. Mileage Plus, Inc.		\$407,744
b. Premier Meeting and Travel Services, Inc.		\$0
c. MyPoints.com, Inc.		\$11,524,246
d. Confetti d/b/a Ameniti Travel Clubs, Inc.		\$876,375
e. Domicile Management Services, Inc.		\$86,858
f. UAL Loyalty Services, Inc.		\$344,249
g. United Aviation Fuel Corporation		\$1,458,213
		\$2,972,910,187
TOTAL BEGINNING BALANCE		
RECEIPTS (Summary of all domestic and international bank accounts):		
1. Receipts from operations (<i>net of Intercompany receipts</i>)		\$1,234,939,172
2. Other receipts ⁴		\$61,603,011
TOTAL RECEIPTS	(A)	\$1,296,542,183
DISBURSEMENTS (Summary of all accounts):		
1. Net payroll ⁵		
a. Officers		\$695,239
b. Non-Officer		\$157,169,899
2. Taxes paid or deposited:		
a. Federal Income Tax and FICA withholdings		\$54,663,753
b. State income tax w/held		\$7,449,002
c. State sales or use tax		\$103,719
d. Other ⁶		\$137,991,364
3. Necessary Operational Disbursements ⁷		
a. Operating Disbursements (<i>net of Intercompany disbursements</i>)		\$1,207,752,805
b. Transferred to escrows / restricted cash		2,125,477
TOTAL DISBURSEMENTS	(B)	\$1,567,951,257
NET RECEIPTS (Line (A) less Line (B))		(\$271,409,074)
ENDING BALANCE (BEGINNING BALANCE PLUS NET RECEIPTS)		\$2,701,501,113
Bank One Overnight Investment Account (month over month change) ⁸		(\$107,732)
TOTAL ENDING BALANCE ⁹		\$2,701,393,381

Check

ENDING BALANCE (as of December 31, 2005)

Operating Accounts - DOM

\$50,526,885

Operating Accounts - INT	\$60,031,334
London Overnight Investment	\$4,082,150
Liquidity Pool	\$1,645,820,958
Restricted Cash ³	\$926,805,717
<i>Subsidiaries:</i>	
Mileage Plus, Inc.	\$345,302
MyPoints.com, Inc.	\$11,079,543
Confetti d/b/a Ameniti Travel Clubs, Inc.	\$747,220
Domicile Management Services, Inc.	\$459,428
UAL Loyalty Services, Inc.	\$1,050,876
United Aviation Fuel Corporation	\$443,968
TOTAL ENDING BALANCE	\$2,701,393,381

1 See Page 4 for a list of the 28 filed 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-filed 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 December 2005. These payments are highlighted in Schedule D of this report.

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

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

ENTITY: **RECEIPT SUMMARY** ¹ **BANK**
ACCTS: See Schedule G for list of bank accounts

RECEIPT SOURCE	DESCRIPTION	AMOUNT
Domestic Operational Receipts	BANK ONE / JP MORGAN CHASE ACTIVITY	1,111,451,717
Domestic Operational Receipts	NON BANK ONE / JP MORGAN CHASE ACTIVITY	196,190,641
International Operational Receipts ²	BEG BALANCE (LESS) ENDING BALANCE PLUS NET REPATRIATION	73,995,657
Total Operational Receipts	TOTAL DOMESTIC AND INTERNATIONAL ACTIVITY	1,381,638,016 (A)
Debtor-In-Possession Financing		0 (B)
Other Non-Operational Receipts ³	SEE FOOTNOTE BELOW	61,603,011 (B)
Less, Non-filing entities	NONE FOR THIS PERIOD	0
	GROSS RECEIPTS (tie to bank statements)	1,443,241,026
	(MINUS) TRANSFERS FROM OTHER ACCOUNTS / ENTITIES ⁴	146,698,844 (D)
	NET RECEIPTS	\$1,296,542,183

Forward to MOR Summary:

Receipts from operations (<i>net of Intercompany receipts</i>)	1,234,939,172 (A-D)
Other receipts	61,603,011 (B)
	\$1,296,542,183

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 \$72,123,239.

3 Includes net activity related to/from 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.

RECEIPT SOURCE	DESCRIPTION	AMOUNT
ENTITY: LIQUIDITY POOL ¹	BANK ACCTS: Bank One Acct. #51-67795 (see schedule G for details)	
Domestic Operational Receipts	BANK ONE / JP MORGAN CHASE ACTIVITY	1,105,756,513
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	\$73,408,211
Total Operational Receipts	TOTAL DOMESTIC AND INTERNATIONAL ACTIVITY	1,179,164,724
Debtor-In-Possession Financing		-
Other Non-Operational Receipts ²	SEE FOOTNOTE BELOW	\$61,513,567
Less, Non-filing entities	NONE FOR THIS PERIOD	-
	GROSS RECEIPTS	1,240,678,291
	UAL	-
	UAL Loyalty Services, Inc.	-
	UAL Company Services, Inc.	-
	Confetti d/b/a Ameniti Travel Clubs, Inc.	-
	MyPoints.com, Inc.	-
	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.	-
	United Aviation Fuels Corporation	5,950,000
	United Cogen, Inc.	-
	Mileage Plus, Inc.	-
	United GHS, Inc.	-
	United Worldwide Corporation	-
	United Vacations, Inc.	-
	Four Star Leasing, Inc.	-
	Air Wisconsin Services, Inc.	-
	Air Wisconsin , Inc.	-
	Domicile Management Services, Inc.	-
	(MINUS) TRANSFERS FROM OTHER ACCOUNTS / ENTITIES ³	5,950,000

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/from 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.

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

Fleet Bank # 55157711
Wells Fargo #449-6837055, 10765100
 BANK **Silicon Valley Bank #3300066117, 3300042163**
 ACCTS: **Silicon Valley Bank #3700276606**
 (see schedule G 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)	9,859,195
		-
		-
Total Non-Bank One Receipts		9,859,195
International Operational Receipts	BEG BALANCE (LESS) ENDING BALANCE	-
Total Operational Receipts	TOTAL DOMESTIC AND INTERNATIONAL ACTIVITY	9,859,195
Other Non-Operational Receipts	INCLUDES INTEREST INCOME, PROCEEDS OF ASSET SALES, etc.	91,841
Less, Non-filing entities	NONE FOR THIS PERIOD	-
	GROSS RECEIPTS (tie to bank statement)	9,951,036
	(MINUS) TRANSFERS FROM OTHER ACCOUNTS / ENTITIES ²	-
	NET RECEIPTS	9,951,036

BANK STATEMENT RECONCILIATION:

Beginning Balance	\$11,524,246
Receipts	9,951,036
Disbursements	(10,395,739)
Reconciled Ending Balance	\$11,079,543
Reported Ending Balance	\$11,079,543
<i>Difference</i>	<i>\$0</i>

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.

NET RECEIPTS

2,114,829

BANK STATEMENT RECONCILIATION:

Beginning Balance	\$407,744
Receipts	2,114,829
Disbursements	(2,177,272)
Reconciled Ending Balance	\$345,302
Reported Ending Balance	\$345,302
<i>Difference</i>	\$0

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

UNITED AVIATION FUELSENTITY: **CORPORATION**

BANK

ACCTS: **NORTHERN TRUST ACCT. 792705**

(see schedule G for details)

RECEIPT SOURCE	DESCRIPTION	AMOUNT
Domestic Operational Receipts	BANK ONE / JP MORGAN CHASE ACTIVITY	-
Domestic Operational Receipts	NORTHERN TRUST COMPANY	184,231,446
		-
		-
Total Non-Bank One Receipts		184,231,446
International Operational Receipts	BEG BALANCE (LESS) ENDING BALANCE	-
Total Operational Receipts	TOTAL DOMESTIC AND INTERNATIONAL ACTIVITY	184,231,446
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)	184,231,446
	(MINUS) TRANSFERS FROM OTHER ACCOUNTS / ENTITIES ¹ (Provide detail above)	139,500,000
	NET RECEIPTS	44,731,446

BANK STATEMENT RECONCILIATION:

Beginning Balance	\$1,458,213
Receipts	184,231,446
Disbursements	(185,245,691)
Reconciled Ending Balance	\$443,968
Reported Ending Balance	\$443,968
<i>Difference</i>	\$0

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

ENTITY: **UAL LOYALTY SERVICES, INC.**

BANK **BANK ONE ACCT. 11-01955, 11-02250,**
 ACCTS: **10-61639, 11-33545**
 (see schedule G for details)

RECEIPT SOURCE	DESCRIPTION	AMOUNT
Domestic Operational Receipts	BANK ONE / JP MORGAN CHASE ACTIVITY	4,420,450
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	4,420,450
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)	4,420,450
	(MINUS) TRANSFERS FROM OTHER ACCOUNTS / ENTITIES ¹	-
	NET RECEIPTS	4,420,450

BANK STATEMENT RECONCILIATION:

Beginning Balance	\$344,249
Receipts	4,420,450
Disbursements	(3,713,823)
Reconciled Ending Balance	\$1,050,876
Reported Ending Balance	\$1,050,876
<i>Difference</i>	<i>\$0</i>

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

ENTITY: **DOMICILE MGMT SERVICES, INC.**

BANK
 ACCTS: **Citibank #0-157487-016**
 (see schedule G for details)

RECEIPT SOURCE	DESCRIPTION	AMOUNT
		US \$ @ 119.56
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	12/31/05 587,446
Total Operational Receipts	TOTAL DOMESTIC AND INTERNATIONAL ACTIVITY	587,446
Other Non-Operational Receipts	INCLUDES INTEREST INCOME, PROCEEDS OF ASSET SALES, etc.	(2,398)
Less, Non-filing entities	NONE FOR THIS PERIOD	-

Necessary Operational Disbursements (less intercompany transfers)	1,207,752,805 (C-D)
Sub Total	\$ 1,565,825,780
Transferred to escrows / restricted cash	2,125,477
Total Amount to Transfer to MOR Summary	\$ 1,567,951,257

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

2 Fuel Summary:

UAFC Fuel Disbursements	185,245,691
United Fuel Disbursements	325,798,961
Total Fuel Disbursements	511,044,652
Less: Intercompany Transfers	(145,450,000)
Fuel Disbursements	\$ 365,594,652

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

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

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

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

	NOTES:	AMOUNT:
xxx PAYROLL OFFICER	Payroll disbursed through United Airlines	-
xxx PAYROLL NON-OFFICER		-
04 AVIATION FUEL		-
06 CATERING		-
03 RECURRING RENT		-
01 GENERAL PAYABLES ¹		27,341
17 INSURANCE		-
18 LANDING FEES		-
xxx OTHER		-
SUBTOTAL EXCLUDING PAYROLL		27,341

GROSS DISBURSEMENTS (tie to bank statement) 27,341

(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES² -

TAXES:

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

TOTAL TAXES -

NET MONTHLY DISBURSEMENTS 27,341

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

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

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

ENTITY: UNITED AIRLINES, INC. ¹

ACCTS: See Schedule G for list of bank accounts

BY APO DISBURSEMENT TYPE

(based on Cleared Check Date):

	NOTES:	AMOUNT:
xxx	PAYROLL OFFICER	695,239
xxx	PAYROLL NON-OFFICER	155,319,604
04	AVIATION FUEL (Includes intercompany transfer to UAFC, see below)	325,798,961
06	CATERING	29,917,780
03	RECURRING RENT	36,113,236
01	GENERAL PAYABLES	651,828,836
17	INSURANCE	36,940,784
18	LANDING FEES	25,181,765
xxx	OTHER ²	47,478,748
	SUBTOTAL EXCLUDING PAYROLL	1,153,260,110

GROSS DISBURSEMENTS (tie to bank statement) 1,309,274,952

(MINUS) TRANSFERS TO OTHER ACCOUNTS / ENTITIES

MyPoints.com, Inc.	-
Premier Meeting and Travel Services, Inc.	-
Confetti	1,248,844
Mileage Plus, Inc.	-
United Aviation Fuels Corporation	139,500,000
UAL Loyalty Services, Inc.	-
Domicile Management Services, Inc.	-
TOTAL TRANSFERS TO OTHER ACCOUNTS / ENTITIES³	140,748,844

TAXES:

a. Federal Income Tax and FICA withholdings	54,393,299
b. State income tax w/held	7,430,923
c. State sales or use tax	103,477
d. Other (specify) ⁴	137,911,411
TOTAL TAXES	199,839,110

NET MONTHLY DISBURSEMENTS \$ 1,368,365,218

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

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

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

⁴ Includes US Federal fuel tax, transportation tax, transportation security fees, personal property tax, excise tax, liquor tax, unemployment tax, state & city tax and quarterly payments made to the INS, US Custom Fees and Department of Agriculture.

ENTITY: UAL LOYALTY SERVICES, INC ¹

BANK **BANK ONE ACCT. 11-01955, 11-02250, 10-61639,**
 ACCTS: **11-33545**
 (see schedule G for details)

BY APO DISBURSEMENT TYPE

(based on Cleared Check Date):

	NOTES:	AMOUNT:
xxx	PAYROLL OFFICER	-
xxx	PAYROLL NON-OFFICER	-
04	AVIATION FUEL	-

Payroll disbursed through United Airlines

06	CATERING	-
03	RECURRING RENT	-
01	GENERAL PAYABLES	3,713,823
17	INSURANCE	-
18	LANDING FEES	-
xxx	OTHER	-
	SUBTOTAL EXCLUDING PAYROLL	3,713,823

GROSS DISBURSEMENTS (tie to bank statement) 3,713,823

(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES ² -

TAXES:

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

TOTAL TAXES -

NET MONTHLY DISBURSEMENTS \$ 3,713,823

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

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

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

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

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

NOTES: AMOUNT:

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

GROSS DISBURSEMENTS (tie to bank statement) -

(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES ² -

TAXES:

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

TOTAL TAXES -

NET MONTHLY DISBURSEMENTS -

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

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

NOTES:

AMOUNT:

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

GROSS DISBURSEMENTS (tie to bank statement) -

(MINUS) TRANSFERS TO OTHER ACCOUNTS / ENTITIES ² -

TAXES:

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

TOTAL TAXES -

NET MONTHLY DISBURSEMENTS -

1 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.** ¹ BANK
ACCTS: **See Schedule G for list of bank accounts**

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

NOTES:

AMOUNT:

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

18	LANDING FEES	-
xxx	OTHER	-
	SUBTOTAL EXCLUDING PAYROLL	-

GROSS DISBURSEMENTS (tie to bank statement) -

(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES ² -

TAXES:

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

NET MONTHLY DISBURSEMENTS -

- 1 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 ¹	Fleet Bank # 55157711
	Wells Fargo #449-6837055, 10765100
	BANK Silicon Valley Bank #3300066117, 3300042163
	ACCTS: Silicon Valley Bank #3700276606 (see schedule G for details)

BY APO DISBURSEMENT TYPE	NOTES:	AMOUNT:
<i>(based on Cleared Check Date):</i>		
xxx PAYROLL OFFICER		-
xxx PAYROLL NON-OFFICER		765,212
04 AVIATION FUEL		-
06 CATERING		-
03 RECURRING RENT		-
01 GENERAL PAYABLES		9,630,528
17 INSURANCE		-
18 LANDING FEES		-
xxx OTHER		-
SUBTOTAL EXCLUDING PAYROLL		9,630,528

GROSS DISBURSEMENTS (tie to bank statement) 10,395,739

(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES ² -

TAXES:

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

NET MONTHLY DISBURSEMENTS \$ 10,395,739

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

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

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

ENTITY: **CYBERGOLD, INC.** ¹

BANK **Fleet Bank # 55157711**
Wells Fargo #449-6837055, 10765100
Silicon Valley Bank #3300066117, 3300042163
 ACCTS: **Silicon Valley Bank #3700276606**
 (see schedule G 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 ²		-
TAXES:		
a. Federal Income Tax and FICA withholdings		-
b. State income tax w/held		-
c. State sales or use tax		-
d. Other ³		-
TOTAL TAXES		-
NET MONTHLY DISBURSEMENTS		-

¹ 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.** ¹

BANK **Fleet Bank # 55157711**
Wells Fargo #449-6837055, 10765100
Silicon Valley Bank #3300066117, 3300042163
 ACCTS: **Silicon Valley Bank #3700276606**
 (see schedule G 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 ² -

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

NET MONTHLY DISBURSEMENTS -

- 1 Disbursement activity conducted through MyPoints.com, Inc.
- 2 Transfers in this section represent direct payments from / to various subsidiaries or affiliate companies. These amounts do not reflect payments made or received on behalf of a related subsidiary or affiliate entity.
- 3 Includes US Federal fuel tax, transportation tax, transportation security fees, personal property tax, excise tax, liquor tax, unemployment tax, state & city tax and quarterly payments made to the INS, US Custom Fees and Department of Agriculture.

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

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

GROSS DISBURSEMENTS (tie to bank statement) -

(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES ² -

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

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

GROSS DISBURSEMENTS (tie to bank statement) -

(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES ² -

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

NET MONTHLY DISBURSEMENTS -

- 1 Disbursement activity conducted through MyPoints.com, Inc.
- 2 Transfers in this section represent direct payments from / to various subsidiaries or affiliate companies. These amounts do not reflect payments made or received on behalf of a related subsidiary or affiliate entity.
- 3 Includes US Federal fuel tax, transportation tax, transportation security fees, personal property tax, excise tax, liquor tax, unemployment tax, state & city tax and quarterly payments made to the INS, US Custom Fees and Department of Agriculture.

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

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

GROSS DISBURSEMENTS (tie to bank statement) -

(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES ² -

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

NET MONTHLY DISBURSEMENTS -

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

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

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

ENTITY: **BIZJET CHARTER, INC.** ¹ BANK
ACCTS: **List Accounts per attached list**
(see schedule G 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 ²	-
	TAXES:	
	a. Federal Income Tax and FICA withholdings	-
	b. State income tax w/held	-
	c. State sales or use tax	-
	d. Other ³	-
	TOTAL TAXES	-
	NET MONTHLY DISBURSEMENTS	-

1 Disbursement activity conducted through United BizJet Holdings, Inc.

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

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

ENTITY: **BIZJET FRACTIONAL, INC.** ¹ BANK
ACCTS: **List Accounts per attached list**
(see schedule G 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 ² -

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

NET MONTHLY DISBURSEMENTS -

- 1 Disbursement activity conducted through United BizJet Holdings, Inc.
- 2 Transfers in this section represent direct payments from / to various subsidiaries or affiliate companies. These amounts do not reflect payments made or received on behalf of a related subsidiary or affiliate entity.
- 3 Includes US Federal fuel tax, transportation tax, transportation security fees, personal property tax, excise tax, liquor tax, unemployment tax, state & city tax and quarterly payments made to the INS, US Custom Fees and Department of Agriculture.

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

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

GROSS DISBURSEMENTS (tie to bank statement) -

(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES ² -

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

NET MONTHLY DISBURSEMENTS -

- 1 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

ENTITY: **UNITED COGEN , INC.**

BANK

ACCTS: **List Accounts per attached list**
(see schedule G 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		249,136
17 INSURANCE		-
18 LANDING FEES		-
xxx OTHER		-
SUBTOTAL EXCLUDING PAYROLL		249,136

GROSS DISBURSEMENTS (tie to bank statement) 249,136

(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES ¹ -

TAXES:

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

TOTAL TAXES -

NET MONTHLY DISBURSEMENTS 249,136

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 G for details)

BY APO DISBURSEMENT TYPE

(based on Cleared Check Date):

	NOTES:	AMOUNT:
xxx PAYROLL OFFICER		
xxx PAYROLL NON-OFFICER		949,590
04 AVIATION FUEL		-
06 CATERING		-
03 RECURRING RENT		-
01 GENERAL PAYABLES		436,372
17 INSURANCE		464,939
18 LANDING FEES		-
xxx OTHER		-
SUBTOTAL EXCLUDING PAYROLL		901,311

GROSS DISBURSEMENTS (tie to bank statement) 1,850,901

(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES ¹ -

(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 ² -

TAXES:

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

TOTAL TAXES -

NET MONTHLY DISBURSEMENTS -

1 Approximated from Income Statement for the month ended December 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.** ¹ BANK
ACCTS: **List Accounts per attached list**
(see schedule G 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 ² -

TAXES:

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

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

GROSS DISBURSEMENTS (tie to bank statement) -

(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES ² -

TAXES:

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

NET MONTHLY DISBURSEMENTS -

1 Disbursement activity conducted through United Airlines, Inc.
2Transfers in this section represent direct payments from / to various subsidiaries or affiliate companies. These amounts do not reflect payments made or received on behalf of a related subsidiary or affiliate entity.
3Includes US Federal fuel tax, transportation tax, transportation security fees, personal property tax, excise tax, liquor tax, unemployment tax, state & city tax and quarterly payments made to the INS, US Custom Fees and Department of Agriculture.

ENTITY: **AIR WISCONSIN SERVICES, INC** ¹ BANK
ACCTS: **List Accounts per attached list**
(see schedule G for details)

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

GROSS DISBURSEMENTS (tie to bank statement) -

(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES ² -

TAXES:

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

NET MONTHLY DISBURSEMENTS

-

1 Disbursement activity conducted through United Airlines, Inc.

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

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

ENTITY: **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	39,455
04 AVIATION FUEL	-
06 CATERING	-
03 RECURRING RENT	-
01 GENERAL PAYABLES	172,781
17 INSURANCE	-
18 LANDING FEES	-
xxx OTHER	-
SUBTOTAL EXCLUDING PAYROLL	172,781
GROSS DISBURSEMENTS (tie to bank statement)	212,236
(MINUS) TRANSFERS TO OTHER ACCOUNTS / ENTITIES ¹	-
TAXES:	
a. Federal Income Tax and FICA withholdings	-
b. State income tax w/held	-
c. State sales or use tax	242
d. Other ²	-
TOTAL TAXES	242
NET MONTHLY DISBURSEMENTS	\$ 212,478

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, quarterly payments made to the INS, and US Custom Fees and Department of Agriculture.

SCHEDULE A and B - Payments to Insiders and Insurance

Insurance

The undersigned verifies that, to the best of my knowledge, all insurance premiums for the policies held by all legal entities of UAL Corporation have been paid to the proper insurance company or broker when due, and that all insurance policies are in force as of December 31, 2005

/s/ Kathryn A. Mikells
Signature

Kathryn A. Mikells
Vice President-Treasurer

Print Name and Title

1/23/06

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

V.P. & Controller

Print Name and Title

1/23/06

Date

SCHEDULE C - Description of Tax Trusts

Escrow Accounts

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

Escrow Fund

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

The components of the Escrow fund:

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

SCHEDULE D - - Payments to Secured Creditors and Lessors

Name of Creditor or Lessor	Aircraft	Date Regular Payment is Due	Amount of Regular Payment	Check # of Payments	Number of Payments Delinquent*	Amount of Payments * Delinquent
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CORPORATE TRUST SERVICES	AIRCRAFT	12/1/06	110,000
US BANK	AIRCRAFT	12/1/06	5,760,000
WELLS FARGO BANK NORTHWEST, N.A.	AIRCRAFT	12/1/06	475,000
WILMINGTON TRUST COMPANY	AIRCRAFT	12/1/06	245,000
SOCIETE GENERALE PARIS	AIRCRAFT	12/1/06	75,000
BAYERISCHE LAANDESBANK	AIRCRAFT	12/1/06	1,125,000
US BANK	AIRCRAFT	12/2/06	85,000
WELLS FARGO BANK NORTHWEST, N.A.	AIRCRAFT	12/2/06	357,692
KREDITANSTALT FUR WIEDERAUFBAU	AIRCRAFT	12/2/06	598,609
US BANK	AIRCRAFT	12/5/06	424,444
WELLS FARGO BANK NORTHWEST, N.A.	AIRCRAFT	12/5/06	1,748,000
RBS AEROSPACE LIMITED	AIRCRAFT	12/6/06	85,000
US BANK	AIRCRAFT	12/6/06	170,000
IAE	AIRCRAFT	12/8/06	1,620,000
RBS AEROSPACE LIMITED	AIRCRAFT	12/8/06	85,000
WILMINGTON TRUST COMPANY	AIRCRAFT	12/8/06	700,000
AIE VI	AIRCRAFT	12/9/06	3,630,000
WILMINGTON TRUST COMPANY	AIRCRAFT	12/9/06	483,639
US BANK	AIRCRAFT	12/12/06	760,889
WILMINGTON TRUST COMPANY	AIRCRAFT	12/12/06	800,000
US BANK	AIRCRAFT	12/13/06	427,556
WELLS FARGO BANK NORTHWEST, N.A.	AIRCRAFT	12/15/06	4,000,000
BNP PARIBAS, TOKYO BRANCH	AIRCRAFT	12/19/06	130,000
US BANK	AIRCRAFT	12/19/06	270,000
WELLS FARGO BANK NORTHWEST, N.A.	AIRCRAFT	12/19/06	505,193
WILMINGTON TRUST COMPANY	AIRCRAFT	12/19/06	409,807
KREDITANSTALT FUR WIEDERAUFBAU	AIRCRAFT	12/19/06	5,694,850
Heladef	AIRCRAFT	12/19/06	3,872,688
Heladef	AIRCRAFT	12/19/06	1,572,471
WELLS FARGO BANK NORTHWEST, N.A.	AIRCRAFT	12/20/06	350,000
Heladef	AIRCRAFT	12/20/06	971,074
US BANK	AIRCRAFT	12/21/06	160,000
US BANK	AIRCRAFT	12/23/06	425,000
WILMINGTON TRUST COMPANY	AIRCRAFT	12/23/06	170,000
US BANK	AIRCRAFT	12/27/06	1,591,935
WELLS FARGO BANK NORTHWEST, N.A.	AIRCRAFT	12/27/06	1,050,000
WILMINGTON TRUST COMPANY	AIRCRAFT	12/27/06	160,000
WELLS FARGO BANK NORTHWEST, N.A.	AIRCRAFT	12/28/06	675,000
US BANK	AIRCRAFT	12/29/06	90,000
WELLS FARGO BANK NORTHWEST, N.A.	AIRCRAFT	12/29/06	6,002,564
WILMINGTON TRUST COMPANY	AIRCRAFT	12/29/06	85,000
Cumberland Lease Corp	AIRCRAFT	12/30/06	95,000
Mizuho Corporate Bank	AIRCRAFT	12/30/06	650,000
PHILIP MORRIS CAPITAL CORPORATION	AIRCRAFT	12/30/06	2,340,000
US BANK	AIRCRAFT	12/30/06	41,942,159
WELLS FARGO BANK NORTHWEST, N.A.	AIRCRAFT	12/30/06	9,658,364
WESTDEUTSCHE LANDESBANK	AIRCRAFT	12/30/06	2,580,695
GIROZCENTRALE			
WILMINGTON TRUST COMPANY	AIRCRAFT	12/30/06	430,000
CIT GROUP	AIRCRAFT	12/30/06	135,000
UT Finance	ENGINE	12/30/06	195,447
SOCIETE GENERALE PARIS	AIRCRAFT	12/30/06	2,729,974
KREDITANSTALT FUR WIEDERAUFBAU	AIRCRAFT	12/30/06	3,278,426
EXPORT DEVELOPMENT CORPORATION	AIRCRAFT	12/30/06	1,349,835
MITSUBISHI TRUST & BANKING CORP.	AIRCRAFT	12/30/06	960,000
SMBC	AIRCRAFT	12/30/06	1,750,000
BNP PARIBAS PARIS	AIRCRAFT	12/30/06	3,537,550
Soc Gen	AIRCRAFT	12/30/06	202,559
SA Calif Eur	AIRCRAFT	12/30/06	20,492

119,806,912

SCHEDULE E - Professional Payments ¹

PROFESSIONAL GROUP	MONTH AMOUNT AUTHORIZED	MONTH AMOUNT PAID
Babcock & Brown	\$ 82,500	\$ 82,500
Bain & Company (OCP)	565,400	565,400
Cognizant Associates	22,384	22,384
GCW Consulting	308,942	308,942
Huron Consulting Group	857,272	857,272
Jenner & Block	21,857	21,857
Kirkland & Ellis	2,279,691	2,279,691
Leaf Group	34,432	34,432
Marr Hipp Jones & Wang	696	696
Mayer, Brown	68,754	68,754
MBT & LeBoeuf	15,720	15,720
Mercer Management Consulting	81,395	81,395
Mesirow Financial Consulting	358,424	358,424
Piper Rudnick	28,716	28,716
Poorman Douglas	411,948	411,948
Rothschild	245,027	245,027
Saybrook Capital	185,364	185,364
Sonnenschein	1,193,611	1,193,611
Sperling & Slater	167,469	167,469
Vedder Price	508,950	508,950
Committee of Unsecured Creditors	8,517	8,517
Total	\$ 7,447,068	\$ 7,447,068

Professionals, for the purpose of this report, are defined as those who have filed a Professional Retention with the Federal Bankruptcy

¹ Court and whom are subject to the Interim Compensation Motion. All professional fees and expenses incurred in December 2005 have been accrued and reported on the Debtor's Balance Sheet. In instances in which fee applications have been received and the associated payments have been made, the accrual has been adjusted and the actual activity has been reflected in the Debtor's Accounts Payable.

SCHEDULE F - Accounts Receivable and Accounts Payable Schedule

STATEMENT OF AGED RECEIVABLES

		Tie -out	Consol. A/R	Filed Entities	Non-Filed Entities	
Beginning of month balance ¹	\$915,505,814		\$839,175,458	\$828,819,973	\$10,355,485	
Add: sales on account	\$1,341,548,659					
Less: collections	(\$1,425,463,971)					
Less: Write-offs and Clearing	(\$2,770,529)					
End of month balance	\$828,819,973					
		0 - 30 Days ²	31 - 60 Days ²	61 - 90 Days ²	Over 90 Days ²	End of Month Total
		\$712,015,556	\$55,525,626	\$10,911,301	\$50,367,490	\$828,819,973

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

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

STATEMENT OF ACCOUNTS PAYABLE

Consolidated Filing Entities		Tie -out	Filed	Non-Filed
			Consol. A/P	Entities
Beginning of month balance ¹	\$393,653,000		\$371,819,000	\$368,321,000
Add: credit extended	\$1,408,456,041			\$3,498,000
Less: payments on account	(\$1,433,788,041)			
End of month balance	\$368,321,000			

0 - 30 Days ³	31 - 60 Days ²	61 - 90 Days ²	Over 90 Days ²	End of Month Total
\$361,546,053	\$4,614,562	\$2,160,385	\$0	\$368,321,000

- 1 Includes accruals for goods and services received for which the Debtor has not yet received an invoice during the reporting period.
- 2 All trade payables over 30 days old are available upon request.
- 3 Includes liabilities subject to compromise

SCHEDULE G - - Bank Accounts and Financial Institution Relationships

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

In addition to the 160 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 (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
NATIONAL CITY	Columbus, OH	n/a
NATIONAL CITY BANK	Pittsburgh, PA	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
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
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 #
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UNITED AVIATION FUELS CORP.		
NOTHERN TRUST BANK	USA	n/a
UNITED WORLDWIDE CORP.		
JP MORGAN CHASE	USA	n/a
MILEAGE PLUS, INC.		
SHORE BANK	USA	n/a
PREMIER MEETING & TRAVEL SERVICES, INC.		
BANK ONE	USA	n/a
BANK ONE	USA	n/a
MY POINTS.COM, INC.		
SILICON VALLEY BANK	USA	n/a
SILICON VALLEY BANK	USA	n/a
SILICON VALLEY BANK	USA	n/a
FLEET BANK	USA	n/a
WELLS CAPITAL MANAGEMENT	USA	n/a
WELLS FARGO BANK	USA	n/a
UAL LOYALTY SERVICES		
BANK ONE	USA	n/a
KION DE MEXICO		
BANCA SERFIN, S.A.	MEXICO	n/a
BANCA SERFIN, S.A.	MEXICO	n/a
CITIBANK	USA	n/a

TAX QUESTIONNAIRE

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

() Check here if no employees.

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

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

TAX NOT PAID	AMOUNT NOT PAID	DATE OF LAST PAYMENT
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Note: Tax related payments withheld from UAL and its subsidiaries' employee wages in the United States of America 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.