

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 8-K/A

(Amendment No. 1)

CURRENT REPORT

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

Date of Report: November 1 , 2005
(Date of earliest event reported)

UAL CORPORATION

(Exact name of registrant as specified in its charter)

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

1200 East Algonquin Road, Elk Grove Township, Illinois 60007

(Address of principal executive offices)

(847) 700-4000

(Registrant's telephone number, including area code)

Not Applicable

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

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

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

Item 2.02 Results of Operations and Financial Condition.

On October 31, 2005, UAL Corporation (the "Company") issued a press release announcing its financial results for the third quarter of 2005. The press release is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

Item 7.01 Regulation FD Disclosure.

On October 27, 2005, the Company filed its monthly operating report for the period September 1, 2005 through September 30, 2005 with the United States Bankruptcy Court for the Northern District of Illinois, Eastern Division, in connection with its voluntary petitions for reorganization under Chapter 11 of Title 11 of the United States Bankruptcy Code in Case Nos. 02-48191 through 02-48218. A copy of the monthly operating report is furnished 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 September 1, 2005 through September 30, 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: November 1, 2005

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1*	Press Release
99.2*	Monthly Operating Report of UAL Corporation for the period September 1, 2005 through September 30, 2005

* Filed herewith electronically.

United News Release

Worldwide Communications:

Media Relations Office: 847.700.5538

Evenings/Weekends: 847.700.4088

UAL CORPORATION REPORTS THIRD-QUARTER 2005 RESULTS

**Third-Quarter Operating Earnings of \$165 Million,
a \$245 Million Improvement Year-Over-Year
Despite Higher Fuel Prices Negatively Impacting Fuel Expenses by \$405 Million**

\$68 Million Net Income, Excluding Restructuring Charges

**Predominantly Non-Cash Bankruptcy Related Charges of \$1.8 Billion
Result in Net Quarterly Loss of \$1.8 Billion**

Mainline Passenger Unit Revenue up 11 percent

**Mainline Unit Costs Up 5 percent on 5 percent Lower Capacity
Excluding Fuel, Mainline Unit Costs Down 5 percent**

CHICAGO, October 31, 2005 - UAL Corporation (OTCBB: UALAQ.OB), the holding company whose primary subsidiary is United Airlines, today reported its third-quarter 2005 financial results.

UAL reported third-quarter operating earnings of \$165 million, \$245 million better than the same quarter last year, despite higher fuel prices for the mainline and regional affiliates negatively impacting fuel expense by \$405 million year-over-year. UAL reported a net loss of \$1.8 billion, or a loss per basic share of \$15.26, which includes \$1.8 billion in reorganization items. The company believes the best indicator of United's post-reorganization financial performance is provided by reviewing operating and net earnings excluding restructuring charges. Excluding the reorganization items, UAL earned a net profit for the third quarter totaling \$68 million.

Reorganization items were primarily driven by \$1.7 billion in non-cash aircraft rejection charges. It is common for the results of operations of companies progressing through Chapter 11 to be impacted by non-cash charges related to their reorganization, especially as restructuring work nears completion. Charges based on the claims of our creditors are recorded at the amount expected to be allowed by the court. However, as shown in our Plan of Reorganization, these claims are expected to be settled at exit for a minor fraction of the amount of the charges recorded. Looking forward, the company is expected to record a large gain at exit in 2006 when these claims are settled for less than the amounts originally recorded. It is important to note that this is a matter of accurate accounting, and that neither the aircraft rejection charges recorded at this time nor the gain expected to be recorded at exit in 2006 have any significant impact on the company's cash position.

"United is a fundamentally better company today with sustainable improvements across the business and solid operational performance. The results we are reporting make it clear that we have done well this quarter in overall cost control, especially given the significant reduction in capacity," said Glenn Tilton, United's chairman, CEO and president. "There is more work to do - and opportunity to be gained - as United becomes even more vigorously competitive in generating revenue and reducing costs."

United's Restructuring Builds Momentum towards Exit

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

- * Filed the Plan of Reorganization detailing the company's new structure and business plan;
- * Set a schedule, agreed by the Creditors' Committee and the Court, which results in an exit from

- bankruptcy in February, 2006;
- * Finalized a commitment for \$3 billion in all-debt exit financing with JP Morgan and Citibank; and
- * Received Disclosure Statement approval by the Court allowing the plan solicitation process to begin.

"This quarter, United has accomplished a great deal and our restructuring is largely complete. This success demonstrates that we have become adept at meeting the challenges of a changing industry," said Jake Brace, United's executive vice president and chief financial officer. "Third quarter results are strong, despite a \$405 million impact from higher fuel prices year-over-year."

Mainline Revenue Results

During the quarter, mainline passenger unit revenue increased 11 percent and yield increased 9 percent, compared to third quarter last year. System load factor increased 2 points to 84 percent. Results for the third quarter of 2005 reflect a 3 percent reduction in traffic on a 5 percent reduction in system capacity compared with the same period last year. United achieved one of the highest system length-of-haul adjusted passenger unit revenues in the industry.

During the third quarter, reallocation of aircraft capacity to international markets and further optimization of United's domestic schedule contributed to an increase in fleet utilization of 4 percent compared to the same period last year. As a result, year-over-year the company reduced the number of aircraft in its fleet by 10 percent, while reducing system available seat miles by only 5 percent.

During the quarter the company introduced its new explus United Express flights, featuring United First Class, Economy Plus and United Economy seating on 70-seat regional jets and expanded the scope of the company's unparalleled route network. Customer-focused initiatives include:

- * United's Business 1 program which will make travel more convenient for business customers traveling in and out of Chicago O'Hare International Airport, including the convenience of dedicated and close-in departure gates and an on-time arrival guarantee on all Business 1 flights;
- * Expanded redemption choices for customers' travel awards through the company's Mileage Plus loyalty program; and
- * Completed code share agreements with new Star Alliance members TAP and South African Airways.

"Third quarter results show that our revenue continues to improve faster than the industry, and performance trends are encouraging," said John Tague, executive vice president - marketing, sales and revenue. "However, they do not fully reflect United's potential and we see additional opportunities to improve revenue generation, as industry domestic capacity continues to decline, and our own international growth moderates."

United continues to be committed to enhancing the customer experience with industry-leading products, including United Economy Plus service, the introduction of explus premium service on 70-seat regional jets for United Express, and the success of United's p.s., premium transcontinental service between New York and Los Angeles or San Francisco. 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.

"These efforts clearly place us on a course to make United the leader in revenue performance," Tague said.

Mainline Operating Expenses

Mainline operating expense per available seat mile was up only 5 percent from the year-ago quarter, despite a 5 percent decrease in capacity and a 46 percent increase in mainline fuel price. Salaries and related costs were down 21 percent, or \$270 million, primarily reflecting recent labor and management cost reductions and an 8 percent reduction in manpower.

Mainline fuel expense was \$301 million higher than in the third quarter 2004. Fuel expense is now the company's single largest expense item, surpassing salaries and related expenses. Average mainline fuel price for the quarter was \$1.90 per gallon (including taxes). Excluding fuel, mainline operating expenses per available seat mile decreased 5 percent.

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

Cash

The company ended the quarter with an unrestricted cash balance of \$1.7 billion, and a restricted cash balance of \$954 million, for a total cash balance of \$2.7 billion. The unrestricted cash balance increased by \$35 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 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 2 percent for the quarter compared to the same period in 2004.

"United's employees continue to earn some of the highest customer satisfaction ratings in company history and are outpacing the industry in on-time performance," said Pete McDonald, United's chief operating officer. "We will focus on consistent delivery of quality service, as we continue to optimize our resources, shortening aircraft turn times and increasing facility utilization."

Fuel costs remain a concern for the industry as a whole, but because of United's self-supply strategy, the company has insulated itself from supply shocks resulting from problems along the supply chain. United experienced no fuel related supply or operational problems due to either hurricane Katrina or Rita.

Outlook

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

The company has entered into hedge agreements for heating oil for the equivalent of 9 percent of its expected fuel consumption for the fourth quarter at an average of \$1.32 per gallon, including taxes. To the extent the jet fuel crack spread is higher than the heating oil crack spread, the company's jet fuel expense could be negatively impacted.

September Monthly Operating Report

UAL today also filed with the United States Bankruptcy Court its Monthly Operating Report for September. The company posted a \$24 million operating loss for September. This compares to a \$118 million loss in the same month last year. Mainline unit revenue improved 15 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 7 to the attached Statements of Consolidated Operations provides a reconciliation of net loss reported under GAAP to net loss excluding special items for all periods presented, as well as a reconciliation of other financial measures, including and excluding special charges.

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995: Certain statements included in this press release are forward-looking and thus reflect the Company's current expectations and beliefs with respect to certain current and future events and financial performance. Such forward-looking statements are and will be, as the case may be, subject to many risks and uncertainties relating to the operations and business environments of the Company that may cause actual results to differ materially from any future results expressed or implied in such forward-looking statements. Factors that could significantly affect net earnings, revenues, expenses, costs, load factor and capacity include, without limitation, the following: the Company's ability to continue as a going concern; the Company's ability to comply with the terms of the DIP financing or negotiate modifications or amendments thereto as necessary; the Company's ability to obtain court approval with respect to motions in the Chapter 11 proceeding prosecuted by it from time to time; the Company's ability to develop, prosecute, confirm and consummate one or more plans of reorganization with respect to the Chapter 11 cases; risks associated with third parties seeking and obtaining court approval to terminate or shorten the exclusive period for the Company to propose and confirm one or more plans of reorganization; the potential adverse impact of the Chapter 11 cases on the Company's liquidity or results of operations; the appointment of a Chapter 11 trustee or conversion of the cases to Chapter 7; the costs and availability of financing; the Company's ability to execute its business plan; the Company's ability to attract, motivate and/or retain key employees; the Company's ability to attract and retain customers; demand for transportation in the markets in which the Company operates; general economic conditions (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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(In accordance with GAAP)

Nine Months Ended September 30

	<u>2005</u>	<u>2004</u>	<u>% Change</u>
Operating revenues:			
Passenger - United Airlines	\$ 9,684	\$ 9,547	1.4
- Regional Affiliates	1,818	1,441	26.2
Cargo	526	486	8.2
Other operating revenues	<u>965</u>	<u>929</u>	3.9
	<u>12,993</u>	<u>12,403</u>	4.8
Operating expenses:			
Salaries and related costs	3,093	3,735	(17.2)
Aircraft fuel	2,866	2,101	36.4
Regional affiliates	2,052	1,732	18.5
Purchased services	1,119	1,093	2.4
Landing fees and other rent	693	710	(2.4)
Aircraft maintenance	645	562	14.8
Depreciation and amortization	620	661	(6.2)
Cost of sales	480	553	(13.2)
Aircraft rent	316	404	(21.8)
Commissions	227	240	(5.4)
Special operating items	18	-	-
Other operating expenses	<u>901</u>	<u>896</u>	0.6
	<u>13,030</u>	<u>12,687</u>	2.7
Loss from operations	(37)	(284)	(87.0)
Other income (expense):			
Interest expense	(349)	(337)	3.6
Interest capitalized	(4)	1	-
Interest income	18	19	(5.3)
Special non-operating items	-	5	-
Miscellaneous, net	<u>90</u>	<u>5</u>	-
	(245)	(307)	(20.2)
Loss before reorganization items, income taxes and equity in earnings of affiliates	(282)	(591)	(52.3)
Reorganization items, net	<u>(3,994)</u>	<u>(389)</u>	-
Loss before income taxes and equity in earnings of affiliates	(4,276)	(980)	-
Credit for income taxes	=	=	-
Loss before equity in earnings of affiliates	(4,276)	(980)	-
Equity in earnings of affiliates	<u>4</u>	=	-
Net loss	<u>\$(4,272)</u>	<u>\$(980)</u>	-
Loss per share, basic	<u>\$(36.82)</u>	<u>\$(8.77)</u>	
Weighted average shares	116.2	112.6	

See accompanying notes.

Consolidated Notes (Unaudited)

(1) UAL Corporation ("UAL" or the "Company") is a holding company whose principal subsidiary is United Air

Lines, Inc. ("United"). On December 9, 2002, UAL, United and twenty-six direct and indirect wholly owned subsidiaries filed Chapter 11 petitions for relief in the U.S. Bankruptcy Court for the Northern District of Illinois.

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

(In millions)	<u>Three-month Period Ended September</u>		<u>Nine-month Period Ended</u>	
	<u>30,</u>		<u>September 30,</u>	
	<u>2005</u>	<u>2004</u>	<u>2005</u>	<u>2004</u>
Aircraft rejection charges	\$ 1,689	\$ 88	\$ 2,195	\$ 312
Pension-related charges	-	-	1,045	-
Contract rejection charges	34	-	543	-
Professional fees	42	40	134	123
Impairment on lease certificates	134	-	134	-
Aircraft refinance adjustments	(59)	-	(59)	-
Other	=	(13)	2	(46)
	<u>\$ 1,840</u>	<u>\$ 115</u>	<u>\$ 3,994</u>	<u>\$ 389</u>

Aircraft rejection 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.

Pension-related charges include curtailment costs of \$640 million and net settlement losses of \$395 million for the first nine months of 2005 as a result of the termination of several defined benefit pension plans. In addition, a \$10 million settlement loss was recorded as a result of the termination of a management non-qualified supplemental retirement plan.

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

In accordance with the term sheets reached with the Public Debt Group, the Company agreed to cancel certain EETC certificates that were held by a related party. Accordingly, the Company recorded a non-cash charge in the amount of \$134 million for principal and interest on such 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 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 item as a result of its write-down of the non-operating B767-200s to net realizable value.

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

UAFC (in millions)	<u>Three-month Period Ended</u>		%	<u>Nine-month Period Ended September 30,</u>		%
	<u>September 30,</u>			<u>2005</u>	<u>2004</u>	
	<u>2005</u>	<u>2004</u>	<u>Change</u>	<u>2005</u>	<u>2004</u>	<u>Change</u>
Other operating revenues	\$ 98	\$ 130	(24.6)	\$ 226	\$ 336	(32.7)
Cost of sales	<u>94</u>	<u>144</u>	(34.7)	<u>221</u>	<u>349</u>	(36.7)
Income/(loss) from operations	<u>\$ 4</u>	<u>\$ (14)</u>	-	<u>\$ 5</u>	<u>\$ (13)</u>	-

- (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) 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 reimbursed by the Company.

Year-Over-Year Impact of Fuel Price
United Mainline and Regional Affiliate Jet Operations
Three-month Period Ended September 30

	Mainline	Regional Affiliates	Total
2005 average fuel price per gallon		\$ 1.90	\$ 2.10
2004 average fuel price per gallon		<u>1.30</u>	<u>1.50</u>

Year-over-year change in fuel price per gallon	\$ 0.60	\$ 0.60	
2005 fuel consumption (in millions)	<u>582</u>	<u>93</u>	
Year-over-year impact of fuel price (in millions)	<u>\$ 349</u>	<u>\$ 56</u>	<u>\$ 405</u>

(7) 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-month Period Ended September 30,</u>				<u>Nine-month Period Ended September 30,</u>			
	<u>In Millions</u>		<u>EPS</u>		<u>In Millions</u>		<u>EPS</u>	
	<u>2005</u>	<u>2004</u>	<u>2005</u>	<u>2004</u>	<u>2005</u>	<u>2004</u>	<u>2005</u>	<u>2004</u>
GAAP net loss	\$ (1,772)	\$ (274)	\$ (15.26)	\$ (2.38)	\$ (4,272)	\$ (980)	\$ (36.82)	\$ (8.77)
Adjusted for:								
Special operating items	-	-	-	-	18	(60)	0.15	(0.53)
Special non-operating items	-	(18)	-	(0.15)	-	(5)	-	(0.04)
Reorganization items, net	<u>1,840</u>	<u>115</u>	<u>15.83</u>	<u>0.98</u>	<u>3,994</u>	<u>389</u>	<u>34.37</u>	<u>3.45</u>
	<u>\$ 68</u>	<u>\$ (177)</u>	<u>\$ 0.57</u>	<u>\$ (1.55)</u>	<u>\$ (260)</u>	<u>\$ (656)</u>	<u>\$ (2.30)</u>	<u>\$ (5.89)</u>

	<u>Three-month Period Ended</u>			%	<u>Nine-month Period Ended</u>		
	<u>September 30,</u>				<u>September 30,</u>		
<u>Cost per asm - CASM (cents)</u>	<u>2005</u>	<u>2004</u>	<u>Change</u>	<u>2005</u>	<u>2004</u>	<u>Change</u>	
GAAP mainline operating expense per asm	10.43	9.98	4.5	10.40	10.02	3.8	
Less: Special operating items	<u>0.00</u>	<u>0.00</u>	-	<u>0.01</u>	<u>0.00</u>	-	
Mainline operating expense per asm excluding special operating items	<u>10.43</u>	<u>9.98</u>	4.5	<u>10.39</u>	<u>10.02</u>	3.7	
Less: UAFC ^(a)	<u>0.26</u>	<u>0.37</u>	(29.7)	<u>0.21</u>	<u>0.32</u>	(34.4)	
Mainline operating expense per asm excluding special operating items and UAFC	<u>10.17</u>	<u>9.61</u>	5.8	<u>10.18</u>	<u>9.70</u>	4.9	
Less: fuel expense	<u>3.06</u>	<u>2.11</u>	45.0	<u>2.72</u>	<u>1.92</u>	41.7	
Mainline operating expense per asm excluding special operating items, UAFC and fuel expense ^(b)	<u>7.11</u>	<u>7.50</u>	(5.2)	<u>7.46</u>	<u>7.78</u>	(4.1)	

	<u>Three-month Period Ended</u>			%	<u>Nine-month Period</u>		
	<u>September 30,</u>				<u>Ended September 30,</u>		
<u>Yield (cents)</u>	<u>2005</u>	<u>2004</u>	<u>Change</u>	<u>2005</u>	<u>2004</u>	<u>Change</u>	
GAAP passenger revenue per rpm	11.39	10.50	8.5	11.16	10.87	2.7	
Less: revenue adjustment	<u>0.00</u>	<u>0.00</u>	-	<u>0.00</u>	<u>0.07</u>	-	
Passenger revenue per rpm excl revenue adjustment	<u>11.39</u>	<u>10.50</u>	8.5	<u>11.16</u>	<u>10.80</u>	3.3	

Operating revenue per asm - RASM (cents)

GAAP mainline operating revenue per asm	11.05	9.98	10.7	10.59	10.03	5.6
Less: revenue adjustment	<u>0.00</u>	<u>0.00</u>	-	<u>0.00</u>	<u>0.05</u>	-
Mainline operating revenue per asm excluding revenue adjustment	11.05	9.98	10.7	10.59	9.98	6.1
Less: UAFC ^(a)	<u>0.27</u>	<u>0.34</u>	(20.6)	<u>0.21</u>	<u>0.31</u>	(32.3)
Mainline operating revenue per asm excluding revenue adjustment and UAFC	<u>10.78</u>	<u>9.64</u>	11.8	<u>10.38</u>	<u>9.67</u>	7.3

Passenger revenue per asm -

PRASM (cents)

GAAP mainline passenger revenue per asm	9.60	8.67	10.7	9.18	8.73	5.2
Less: revenue adjustment	<u>0.00</u>	<u>0.00</u>	-	<u>0.00</u>	<u>0.05</u>	-
Mainline passenger revenue per asm excluding revenue adjustment	<u>9.60</u>	<u>8.67</u>	10.7	<u>9.18</u>	<u>8.68</u>	5.8
Mainline scheduled passenger revenue per asm	<u>9.59</u>	<u>8.63</u>	11.1	<u>9.16</u>	<u>8.69</u>	5.4

(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

	<u>Three Months Ended September 30</u>		
	<u>2005</u>	<u>2004</u>	<u>% Change</u>
OPERATING STATISTICS			
<i>United Mainline Jet Operations</i>			
Revenue passengers (in thousands)	17,488	19,359	(9.7)
Revenue passenger miles (in millions)	30,306	31,341	(3.3)
Available seat miles (in millions)	36,117	38,155	(5.3)
Charter available seat miles (in millions)	46	237	(80.6)
Passenger load factor (percent)	83.9	82.1	1.8 pt.
Breakeven passenger load factor (percent)	79.9	84.1	(4.2) pt.
GAAP passenger revenue per passenger mile - yield (cents)	11.39	10.50	8.5
GAAP passenger revenue per available seat mile - PRASM (cents)	9.60	8.67	10.7
GAAP operating revenue per available seat mile - RASM (cents)	11.05	9.98	10.7
Operating revenue per available seat mile excluding UAFC - RASM (cents)	10.78	9.64	11.8
GAAP operating expense per available seat mile - CASM (cents)	10.43	9.98	4.5
Operating expenses per available seat mile excluding operating special items, UAFC and fuel expense - CASM (cents)	7.11	7.50	(5.2)
Average price per gallon of jet fuel (cents)	190.1	130.1	46.1
Number of aircraft in operating fleet at end of period	458	509	(10.0)
Average full-time equivalent employees (thousands)	54.6	59.0	(7.5)
ASMs per equivalent employee - productivity (thousands)	661	647	2.2
Average stage length (thousands)	1,382	1,292	7.0
Revenue block hours (in thousands)	468	510	(8.2)
Plane days (in thousands)	42	48	(12.5)
Fleet utilization (in hours and minutes)	11:06	10:39	4.2

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

Nine Months Ended September 30

2005 2004 % Change

OPERATING STATISTICS

United Mainline Jet Operations

Revenue passengers (in thousands)	50,305	53,771	(6.4)
Revenue passenger miles (in millions)	86,391	87,345	(1.1)
Available seat miles (in millions)	105,508	109,300	(3.5)
Charter available seat miles (in millions)	396	625	(36.6)
Passenger load factor (percent)	81.9	79.9	2.0 pt.
Breakeven passenger load factor (percent)	82.2	82.3	(0.1) pt.
GAAP passenger revenue per passenger mile - yield (cents)	11.16	10.87	2.7
Passenger revenue per passenger mile excluding revenue adjustment - yield (cents)	11.16	10.80	3.3
GAAP passenger revenue per available seat mile - PRASM (cents)	9.18	8.73	5.2
Passenger revenue per available seat mile excluding revenue adjustment - PRASM (cents)	9.18	8.68	5.8
GAAP operating revenue per available seat mile - RASM (cents)	10.59	10.03	5.6
Operating revenue per available seat mile excluding revenue adjustment - RASM (cents)	10.59	9.98	6.1
Operating revenue per available seat mile excluding revenue adjustment and UAFC - RASM (cents)	10.38	9.67	7.3
GAAP operating expense per available seat mile - CASM (cents)	10.40	10.02	3.8
Operating expenses per available seat mile excluding operating special items, UAFC and fuel expense - CASM (cents)	7.46	7.78	(4.1)
Average price per gallon of jet fuel (cents)	169.4	118.8	42.6
Number of aircraft in operating fleet at end of period	458	509	(10.0)
Average full-time equivalent employees (thousands)	55.6	59.4	(6.4)
ASMs per equivalent employee - productivity (thousands)	1,898	1,840	3.2
Average stage length (thousands)	1,373	1,289	6.5
Revenue block hours (in thousands)	1,379	1,476	(6.6)
Plane days (in thousands)	126	144	(12.5)
Fleet utilization (in hours and minutes)	10:54	10:16	6.2

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 September 1, 2005 THROUGH September 30, 2005

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

IN RE:
UAL CORPORATION ET AL.
DEBTORS

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

**MONTHLY OPERATING REPORT FOR THE PERIOD
September 1, 2005 THROUGH September 30, 2005**

DEBTOR'S ADDRESS: UAL Corporation
1200 East Algonquin Road

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: October 27, 2005 DEBTOR-IN-POSSESSION

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

Signature: /s/ Frederic F. Brace

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

Phone:

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 - C. Statements of Consolidated Cash Flows (Form 10K to be filed by March 1, 2005)
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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 September 30, 2005
(\$ amounts in 000's)

	UAL ¹ CONSOLIDATING
Total operating revenues	1,635,536
Total operating expenses	1,659,709
Earnings (loss) from operations	(24,173)
Non-operating income (expenses):	
Net interest expense	(52,777)
Other income (expenses), net:	22,569
Total non-operating income (expenses):	(30,208)

Net Earnings (loss) before Reorganization items	(54,381)
Reorganization Expenses	(1,408,648)
Net earnings (loss)	(1,463,029)

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 September 30, 2005

(Amounts in US dollar \$)

BEGINNING BALANCE (ending balance August 31, 2005)

Operating Accounts - DOM	\$334,767,603
Operating Accounts - INT	\$51,150,570
London Overnight Investment Balance	\$2,071,380
Liquidity Pool	\$1,507,550,156
Restricted Cash ³	\$916,511,536
<i>Subsidiaries:</i>	
a. Mileage Plus, Inc.	\$223,356
b. Premier Meeting and Travel Services, Inc.	\$484,381
c. MyPoints.com, Inc.	\$11,644,529
d. Confetti d/b/a Ameniti Travel Clubs, Inc.	\$887,183
e. Domicile Management Services, Inc.	\$658,881
f. UAL Loyalty Services, Inc.	(\$542,577)
g. United Aviation Fuel Corporation	\$1,382,914
TOTAL BEGINNING BALANCE	\$2,826,789,912

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

1. Receipts from operations (<i>net of Intercompany receipts</i>)	\$1,452,923,866
2. Other receipts ⁴	\$66,485,472
TOTAL RECEIPTS	(A) \$1,519,409,338

DISBURSEMENTS (Summary of all accounts):

1. Net payroll ⁵	
a. Officers	\$724,345
b. Non-Officer	\$159,863,844
2. Taxes paid or deposited:	
a. Federal Income Tax and FICA withholdings	\$66,758,723
b. State income tax w/held	\$8,063,309
c. State sales or use tax	\$175,394
d. Other ⁶	\$178,983,096
3. Necessary Operational Disbursements ⁷	
a. Operating Disbursements (<i>net of Intercompany disbursements</i>)	\$1,294,806,341
b. Transferred to escrows / restricted cash	4,200,000
TOTAL DISBURSEMENTS	(B) \$1,713,575,053

NET RECEIPTS (Line (A) less Line (B)) (\$194,165,714)

ENDING BALANCE (BEGINNING BALANCE PLUS NET RECEIPTS) \$2,632,624,198

Bank One Overnight Investment Account (month over month change) ⁸ (\$991,754)

TOTAL ENDING BALANCE ⁹ \$2,631,632,444

Check

ENDING BALANCE (as of September 30, 2005)

Operating Accounts - DOM	\$22,238,515
Operating Accounts - INT	\$45,547,213
London Overnight Investment	\$1,521,856
Liquidity Pool	\$1,622,367,930
Restricted Cash ³	\$924,267,824
<i>Subsidiaries:</i>	
Mileage Plus, Inc.	\$220,932
Premier Meeting and Travel Services, Inc.	\$689,287
MyPoints.com, Inc.	\$10,636,044
Confetti d/b/a Ameniti Travel Clubs, Inc.	\$921,901
Domicile Management Services, Inc.	\$135,966
UAL Loyalty Services, Inc.	\$1,693,783
United Aviation Fuel Corporation	\$1,391,194
TOTAL ENDING BALANCE	\$2,631,632,444

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 September 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	1,540,975,032
Domestic Operational Receipts	NON BANK ONE / JP MORGAN CHASE ACTIVITY	3,775,892
International Operational Receipts ²	BEG BALANCE (LESS) ENDING BALANCE PLUS NET REPATRIATION	93,535,237
Total Operational Receipts	TOTAL DOMESTIC AND INTERNATIONAL ACTIVITY	1,638,286,160 (A)
Debtor-In-Possession Financing		0 (B)
Other Non-Operational Receipts ³	SEE FOOTNOTE BELOW	66,485,472 (B)
Less, Non-filing entities	NONE FOR THIS PERIOD	0
GROSS RECEIPTS (tie to bank statements)		1,704,771,633
		185,362,294 (D)

(MINUS) TRANSFERS FROM OTHER ACCOUNTS / ENTITIES⁴

NET RECEIPTS

\$1,519,409,338

Forward to MOR Summary:

Receipts from operations (<i>net of Intercompany receipts</i>)	1,452,923,866 (A-D)
Other receipts	66,485,472 (B)
	\$1,519,409,338

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

² Accounts for net repatriation to the liquidity pool in the amount of \$98,947,306.

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

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

ENTITY: **LIQUIDITY POOL** ¹

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

RECEIPT SOURCE	DESCRIPTION	AMOUNT
Domestic Operational Receipts	BANK ONE / JP MORGAN CHASE ACTIVITY	1,325,632,876
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	\$93,343,950
Total Operational Receipts	TOTAL DOMESTIC AND INTERNATIONAL ACTIVITY	1,418,976,826
Debtor-In-Possession Financing		-
Other Non-Operational Receipts ²	SEE FOOTNOTE BELOW	\$65,103,389
Less, Non-filing entities	NONE FOR THIS PERIOD	-
	GROSS RECEIPTS	1,484,080,215
	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.	870,490
	United Aviation Fuels Corporation	8,000,000

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 8,870,490

NET RECEIPTS **\$1,475,209,725**

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.

ENTITY: **PREMIER MEETING & TRAVEL SERVICES, INC.**

BANK ACCTS: **Bank One 55-78531**
(see schedule G for details)

RECEIPT SOURCE	DESCRIPTION	AMOUNT
Domestic Operational Receipts	BANK ONE / JP MORGAN CHASE ACTIVITY	1,836,266
Domestic Operational Receipts	NON BANK ONE / JP MORGAN CHASE ACTIVITY	-
		-
		-
Total Non-Bank One Receipts		-
International Operational Receipts	BEG BALANCE (LESS) ENDING BALANCE	-
Total Operational Receipts	TOTAL DOMESTIC AND INTERNATIONAL ACTIVITY	1,836,266
Other Non-Operational Receipts	INCLUDES INTEREST INCOME, PROCEEDS OF ASSET SALES, etc.	1,551
Less, Non-filing entities	NONE FOR THIS PERIOD	-
	GROSS RECEIPTS (tie to bank statement)	1,837,817
	(MINUS) TRANSFERS FROM OTHER ACCOUNTS / ENTITIES ¹	42,940
	NET RECEIPTS	1,794,877

BANK STATEMENT RECONCILIATION:

Beginning Balance	\$484,381
Receipts	1,837,817
Disbursements	(1,632,911)
Reconciled Ending Balance	\$689,287
Reported Ending Balance	\$689,287

Difference

\$0

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

		Fleet Bank # 55157711	
		Wells Fargo #449-6837055, 10765100	
ENTITY: MYPOINTS.COM, INC.	BANK	Silicon Valley Bank #3300066117, 3300042163	
AND SUBSIDIARIES ¹	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)		2,175,892
			-
			-
			-
Total Non-Bank One Receipts			2,175,892
International Operational Receipts	BEG BALANCE (LESS) ENDING BALANCE		-
Total Operational Receipts	TOTAL DOMESTIC AND INTERNATIONAL ACTIVITY		2,175,892
Other Non-Operational Receipts	INCLUDES INTEREST INCOME, PROCEEDS OF ASSET SALES, etc.		69,098
Less, Non-filing entities	NONE FOR THIS PERIOD		-
	GROSS RECEIPTS (tie to bank statement)		2,244,990
	(MINUS) TRANSFERS FROM OTHER ACCOUNTS / ENTITIES ²		-
	NET RECEIPTS		2,244,990

BANK STATEMENT RECONCILIATION:

Beginning Balance	\$11,644,529
Receipts	2,244,990
Disbursements	(3,253,475)
Reconciled Ending Balance	\$10,636,044
Reported Ending Balance	\$10,636,044

Difference \$0

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

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

		BANK	
ENTITY: CONFETTI D/B/A AMENITI TRAVEL CLUB, INC.	ACCTS:	Bank One 00000001061639	
		(see schedule G for details)	
RECEIPT SOURCE	DESCRIPTION		AMOUNT

Domestic Operational Receipts	BANK ONE / JP MORGAN CHASE ACTIVITY	1,610,749
Domestic Operational Receipts	NON BANK ONE / JP MORGAN CHASE ACTIVITY (see above for accounts)	-
		-
		-
Total Non-Bank One Receipts		-
International Operational Receipts	BEG BALANCE (LESS) ENDING BALANCE	-
Total Operational Receipts	TOTAL DOMESTIC AND INTERNATIONAL ACTIVITY	1,610,749
Other Non-Operational Receipts	INCLUDES INTEREST INCOME, PROCEEDS OF ASSET SALES, etc.	-
Less, Non-filing entities	NONE FOR THIS PERIOD	-
	GROSS RECEIPTS (tie to bank statement)	1,610,749
	(MINUS) TRANSFERS FROM OTHER ACCOUNTS / ENTITIES ¹	1,348,865
	NET RECEIPTS	261,884

BANK STATEMENT RECONCILIATION:

Beginning Balance	\$887,183
Receipts	1,610,749
Disbursements	(1,576,032)
Reconciled Ending Balance	\$921,901
Reported Ending Balance	\$921,901
<i>Difference</i>	\$0

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

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

RECEIPT SOURCE	DESCRIPTION	AMOUNT
Domestic Operational Receipts	BANK ONE / JP MORGAN CHASE ACTIVITY	18,650
Domestic Operational Receipts	SHORE BANK	1,600,000
		-
		-
Total Non-Bank One Receipts		1,600,000
International Operational Receipts	BEG BALANCE (LESS) ENDING BALANCE	-
Total Operational Receipts	TOTAL DOMESTIC AND INTERNATIONAL ACTIVITY	1,618,650
Other Non-Operational Receipts	INCLUDES INTEREST INCOME, PROCEEDS OF ASSET SALES, etc.	-
Less, Non-filing entities	NONE FOR THIS PERIOD	-
	GROSS RECEIPTS (tie to bank statement)	1,618,650
	(MINUS) TRANSFERS FROM OTHER ACCOUNTS / ENTITIES ¹	-

BANK STATEMENT RECONCILIATION:

Beginning Balance	\$223,356
Receipts	1,618,650
Disbursements	(1,621,074)
Reconciled Ending Balance	\$220,932
Reported Ending Balance	\$220,932
<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 FUELS
ENTITY: **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	207,038,675
Domestic Operational Receipts	NORTHERN TRUST COMPANY	-
		-
		-
Total Non-Bank One Receipts		-
International Operational Receipts	BEG BALANCE (LESS) ENDING BALANCE	-
Total Operational Receipts	TOTAL DOMESTIC AND INTERNATIONAL ACTIVITY	207,038,675
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)	207,038,675
	(MINUS) TRANSFERS FROM OTHER ACCOUNTS / ENTITIES ¹ (Provide detail above)	175,100,000
	NET RECEIPTS	31,938,675

BANK STATEMENT RECONCILIATION:

Beginning Balance	\$1,382,914
Receipts	207,038,675
Disbursements	(207,030,395)
Reconciled Ending Balance	\$1,391,194
Reported Ending Balance	\$1,391,194
<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.

Total Operational Receipts	TOTAL DOMESTIC AND INTERNATIONAL ACTIVITY	191,287
Other Non-Operational Receipts	INCLUDES INTEREST INCOME, PROCEEDS OF ASSET SALES, etc.	909
Less, Non-filing entities	NONE FOR THIS PERIOD	-
	GROSS RECEIPTS (tie to bank statement)	192,196
	(MINUS) TRANSFERS FROM OTHER ACCOUNTS / ENTITIES ¹	-
	NET RECEIPTS	192,196

BANK STATEMENT RECONCILIATION:

Beginning Balance	\$658,881
Receipts	192,196
Disbursements	(715,112)
Reconciled Ending Balance	\$135,966
Reported Ending Balance	\$135,966
Difference	\$0

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

ENTITY: **DISBURSEMENT SUMMARY**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		724,345 (A)
xxx PAYROLL NON-OFFICER		159,863,844 (B)
04 AVIATION FUEL ²	(SEE FUEL SUMMARY BELOW)	573,390,490
06 CATERING		29,583,925
03 RECURRING RENT		38,610,248
01 GENERAL PAYABLES		675,311,751
17 INSURANCE		64,168,939
18 LANDING FEES		20,282,923
xxx OTHER		78,820,359
SUBTOTAL EXCLUDING PAYROLL		1,480,168,636 (C)
GROSS DISBURSEMENTS (tie to bank statement)		1,640,756,825
(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES ³		185,362,294 (D)
TAXES:		
a. Federal Income Tax and FICA withholdings		66,758,723
b. State income tax w/held		8,063,309
c. State sales or use tax		175,394
d. Other ⁴		178,983,096
TOTAL TAXES		253,980,522 (E)

NET MONTHLY DISBURSEMENTS

\$ 1,709,375,053

Forward to MOR Summary:

Officers Payroll	724,345 (A)
Non-Officer Payroll	159,863,844 (B)
Taxes	253,980,522 (E)
Necessary Operational Disbursements (less intercompany transfers)	1,294,806,341 (C-D)
Sub Total	\$ 1,709,375,053
Transferred to escrows / restricted cash	4,200,000
Total Amount to Transfer to MOR Summary	\$ 1,713,575,053

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

2 Fuel Summary:

UAFC Fuel Disbursements	207,030,395
United Fuel Disbursements	366,360,095
Total Fuel Disbursements	573,390,490
Less: Intercompany Transfers	(183,100,000)
Fuel Disbursements	\$ 390,290,490

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		19,253
17 INSURANCE		-
18 LANDING FEES		-
xxx OTHER		-
SUBTOTAL EXCLUDING PAYROLL		19,253
GROSS DISBURSEMENTS (tie to bank statement)		19,253
(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		19,253

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

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

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

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

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

	NOTES:	AMOUNT:
xxx	PAYROLL OFFICER	724,345
xxx	PAYROLL NON-OFFICER	158,367,872
04	AVIATION FUEL (Includes intercompany transfer to UAFC, see below)	366,360,095
06	CATERING	29,583,925
03	RECURRING RENT	38,610,248
01	GENERAL PAYABLES	666,391,608
17	INSURANCE	63,726,739
18	LANDING FEES	20,282,923
xxx	OTHER ²	77,017,219
	SUBTOTAL EXCLUDING PAYROLL	1,261,972,758

GROSS DISBURSEMENTS (tie to bank statement) 1,421,064,975

(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES

MyPoints.com, Inc.	-
Premier Meeting and Travel Services, Inc.	42,940
Confetti	1,348,865
Mileage Plus, Inc.	-
United Aviation Fuels Corporation	175,100,000
UAL Loyalty Services, Inc.	-
Domicile Management Services, Inc.	-
TOTAL TRANSFERS TO OTHER ACCOUNTS / ENTITIES³	176,491,805

TAXES:

a. Federal Income Tax and FICA withholdings	66,502,620
b. State income tax w/held	8,046,926
c. State sales or use tax	174,599
d. Other (specify) ⁴	178,978,872
TOTAL TAXES	253,703,017

NET MONTHLY DISBURSEMENTS \$ 1,498,276,187

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	-
06	CATERING	-
03	RECURRING RENT	-
01	GENERAL PAYABLES	2,601,457
17	INSURANCE	-
18	LANDING FEES	-
xxx	OTHER	1,310,525
	SUBTOTAL EXCLUDING PAYROLL	3,911,982
	GROSS DISBURSEMENTS (tie to bank statement)	3,911,982
	(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	\$ 3,911,982

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.

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

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

ENTITY: MILEAGE PLUS MARKETING, INC ¹	BANK ACCTS: See Schedule 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.

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

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

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

NOTES:

AMOUNT:

xxx	PAYROLL OFFICER	-
xxx	PAYROLL NON-OFFICER	724,806
04	AVIATION FUEL	-
06	CATERING	-
03	RECURRING RENT	-
01	GENERAL PAYABLES	2,528,669

17	INSURANCE	-
18	LANDING FEES	-
xxx	OTHER	-
	SUBTOTAL EXCLUDING PAYROLL	2,528,669

GROSS DISBURSEMENTS (tie to bank statement) 3,253,475

(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 \$ 3,253,475

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

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

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

ENTITY: **CYBERGOLD, INC.** ¹

Fleet Bank # 55157711
Wells Fargo #449-6837055, 10765100
 BANK **Silicon Valley Bank #3300066117, 3300042163**
 ACCTS: **Silicon Valley Bank #3700276606**
 (see schedule 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 -
- 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	<p align="center">Fleet Bank # 55157711 Wells Fargo #449-6837055, 10765100</p> <p>BANK Silicon Valley Bank #3300066117, 3300042163 ACCTS: Silicon Valley Bank #3700276606 (see schedule G for details)</p>
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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 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: MYPOINTS OFFLINE SERVICES, INC. ¹	<p align="center">Fleet Bank # 55157711 Wells Fargo #449-6837055, 10765100</p> <p>BANK Silicon Valley Bank #3300066117, 3300042163 ACCTS: Silicon Valley Bank #3700276606 (see schedule G for details)</p>
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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 MyPoints.com, Inc.

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

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

ENTITY: **CONFETTI D/B/A AMENITI TRAVEL CLUB, INC.**

BANK
ACCTS: **Bank One 000000001061639**
(see schedule G for details)

BY APO DISBURSEMENT TYPE

(based on Cleared Check Date):

NOTES:

AMOUNT:

xxx	PAYROLL OFFICER	-
xxx	PAYROLL NON-OFFICER	83,030
04	AVIATION FUEL	-
06	CATERING	-
03	RECURRING RENT	-
01	GENERAL PAYABLES	1,454,355
17	INSURANCE	-
18	LANDING FEES	-
xxx	OTHER	-
	SUBTOTAL EXCLUDING PAYROLL	1,454,355

GROSS DISBURSEMENTS (tie to bank statement) 1,537,385

(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES ¹ -

TAXES:

- a. Federal Income Tax and FICA withholdings 38,647

b. State income tax w/held	-
c. State sales or use tax	-
d. Other ²	-
TOTAL TAXES	38,647

NET MONTHLY DISBURSEMENTS 1,576,032

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

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

ENTITY: **UAL BENEFITS MANAGEMENT, INC.**¹ BANK
ACCTS: **List Accounts per attached list**
(see schedule 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		-
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
(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 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
(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 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
(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 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
(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 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: KION LEASING, 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	Payroll disbursed through United Airlines	-
xxx	PAYROLL NON-OFFICER		-
04	AVIATION FUEL		-
06	CATERING		-
03	RECURRING RENT		-
01	GENERAL PAYABLES		-
17	INSURANCE		-
18	LANDING FEES		-
xxx	OTHER		-
	SUBTOTAL EXCLUDING PAYROLL		-

GROSS DISBURSEMENTS (tie to bank statement)

(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES ²	-
TAXES:	
a. Federal Income Tax and FICA withholdings	-
b. State income tax w/held	-
c. State sales or use tax	-
d. Other ³	-
TOTAL TAXES	-
NET MONTHLY DISBURSEMENTS	-

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

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

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

PREMIER MEETING AND TRAVEL	BANK
ENTITY: SERVICES, INC.	ACCTS: Bank One 5578531
	(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		1,632,643
17 INSURANCE		-
18 LANDING FEES		-
xxx OTHER		-
SUBTOTAL EXCLUDING PAYROLL		1,632,643

GROSS DISBURSEMENTS (tie to bank statement)	1,632,643
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(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES ¹	870,490
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TAXES:	
a. Federal Income Tax and FICA withholdings	-
b. State income tax w/held	-
c. State sales or use tax	268
d. Other ²	-
TOTAL TAXES	268

NET MONTHLY DISBURSEMENTS	\$ 762,421
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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.

UNITED AVIATION FUELS

BANK

ENTITY: **CORPORATION**

ACCTS: **NORTHERN TRUST ACCT. 792705**

(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		207,030,395
06	CATERING		-
03	RECURRING RENT		-
01	GENERAL PAYABLES		-
17	INSURANCE		-
18	LANDING FEES		-
xxx	OTHER		-
	SUBTOTAL EXCLUDING PAYROLL		207,030,395

GROSS DISBURSEMENTS (tie to bank statement) 207,030,395

(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES ¹ 8,000,000

TAXES:

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

TOTAL TAXES -

NET MONTHLY DISBURSEMENTS \$ 199,030,395

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.

BANK

ENTITY: **UNITED COGEN , INC.**

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		209,121
17	INSURANCE		-
18	LANDING FEES		-
xxx	OTHER		-
	SUBTOTAL EXCLUDING PAYROLL		209,121

GROSS DISBURSEMENTS (tie to bank statement) 209,121

(MINUS)TRANSFERS TO OTHER ACCOUNTS / ENTITIES ¹ -

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 United Airlines, Inc.

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

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

ENTITY: **UNITED WORLDWIDE CORPORATION** 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	-
d. Other ³	-
TOTAL TAXES	-

NET MONTHLY DISBURSEMENTS -

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

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

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

ENTITY: UNITED VACATIONS, INC. ¹	BANK
	ACCTS: List Accounts per attached list
	(see schedule 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 Approximated from Income Statement for the month ended September 30, 2005.

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

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

ENTITY: **FOUR STAR LEASING, INC.** ¹

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	-
d.	Other ³	-

TOTAL TAXES -

NET MONTHLY DISBURSEMENTS

-

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

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

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

ENTITY: **AIR WISCONSIN, INC.** ¹

BANK

ACCTS: **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 -

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
(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 United Airlines, Inc.

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

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

ENTITY: DOMICILE MGMT SERVICES, INC.

BANK ACCTS: Citibank #0-157487-016

BY APO DISBURSEMENT TYPE

(based on Cleared Check Date):

	NOTES:	AMOUNT:
xxx	PAYROLL OFFICER	-
xxx	PAYROLL NON-OFFICER	6,967
04	AVIATION FUEL	-
06	CATERING	-
03	RECURRING RENT	-
01	GENERAL PAYABLES	215,005
17	INSURANCE	-
18	LANDING FEES	-
xxx	OTHER	492,615
	SUBTOTAL EXCLUDING PAYROLL	707,620

GROSS DISBURSEMENTS (tie to bank statement) 714,587

(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	525
d. Other ²	-

TOTAL TAXES 525

NET MONTHLY DISBURSEMENTS \$ 715,112

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

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

SCHEDULE A and B - Payments to Insiders and Insurance

Insurance

The undersigned verifies that, to the best of my knowledge, all insurance premiums for the policies held by all legal entities of UAL Corporation have been paid to the proper insurance company or broker when due, and that all insurance policies are in force as of September 30, 2005

/s/ Kathryn Mikells

Signature

Kathryn Mikells V.P. & Treasurer

Print Name and Title

October 25, 2005

Date

Insider Payments

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

/s/ D.M. Wing
Signature

D.M. Wing V.P. & Controller
Print Name and Title

10/25/05
Date

SCHEDULE C - Description of Tax Trusts

Escrow Accounts

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

Escrow Fund

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

The components of the Escrow fund:

- 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
CORPORATE TRUST SERVICES	AIRCRAFT	9/1/05	110,000			
US BANK	AIRCRAFT	9/1/05	23,499,677			
WELLS FARGO BANK NORTHWEST, N.A.	AIRCRAFT	9/1/05	4,595,625			
WILMINGTON TRUST COMPANY	AIRCRAFT	9/1/05	849,444			
SOCIETE GENERALE PARIS	AIRCRAFT	9/1/05	75,000			
BAYERISCHE LAANDESBANK	AIRCRAFT	9/1/05	1,125,000			
US BANK	AIRCRAFT	9/2/05	85,000			
KREDITANSTALT FUR	AIRCRAFT	9/2/05	572,227			

WIEDERAUFBAU

RBS AEROSPACE LIMITED	AIRCRAFT	9/6/05	85,000
US BANK	AIRCRAFT	9/6/05	624,444
IAE	AIRCRAFT	9/8/05	1,620,000
RBS AEROSPACE LIMITED	AIRCRAFT	9/8/05	85,000
WILMINGTON TRUST COMPANY	AIRCRAFT	9/8/05	700,000
AIE VI	AIRCRAFT	9/9/05	3,630,000
WILMINGTON TRUST COMPANY	AIRCRAFT	9/9/05	85,000
US BANK	AIRCRAFT	9/12/05	1,160,889
WELLS FARGO BANK NORTHWEST, N.A.	AIRCRAFT	9/12/05	1,087,664
WILMINGTON TRUST COMPANY	AIRCRAFT	9/12/05	800,000
US BANK	AIRCRAFT	9/13/05	578,444
WELLS FARGO BANK NORTHWEST, N.A.	AIRCRAFT	9/15/05	6,372,951
BNP PARIBAS, TOKYO BRANCH	AIRCRAFT	9/19/05	130,000
US BANK	AIRCRAFT	9/19/05	270,000
WELLS FARGO BANK NORTHWEST, N.A.	AIRCRAFT	9/19/05	520,193
WILMINGTON TRUST COMPANY	AIRCRAFT	9/19/05	409,807
WELLS FARGO BANK NORTHWEST, N.A.	AIRCRAFT	9/20/05	2,350,000
US BANK	AIRCRAFT	9/21/05	810,667
US BANK	AIRCRAFT	9/23/05	425,000
WILMINGTON TRUST COMPANY	AIRCRAFT	9/23/05	170,000
WELLS FARGO BANK NORTHWEST, N.A.	AIRCRAFT	9/26/05	700,000
WELLS FARGO BANK NORTHWEST, N.A.	AIRCRAFT	9/27/05	350,000
WILMINGTON TRUST COMPANY	AIRCRAFT	9/27/05	160,000
US BANK	AIRCRAFT	9/28/05	400,000
WELLS FARGO BANK NORTHWEST, N.A.	AIRCRAFT	9/28/05	675,000
US BANK	AIRCRAFT	9/29/05	244,444
WELLS FARGO BANK NORTHWEST, N.A.	AIRCRAFT	9/29/05	5,931,679
WILMINGTON TRUST COMPANY	AIRCRAFT	9/29/05	85,000
Cumberland Lease Corp	AIRCRAFT	9/30/05	95,000
Mizuho Corporate Bank	AIRCRAFT	9/30/05	650,000
PHILIP MORRIS CAPITAL CORPORATION	AIRCRAFT	9/30/05	2,340,000
SOCIETE GENERALE	AIRCRAFT	9/30/05	1,516,325
US BANK	AIRCRAFT	9/30/05	19,290,833
WELLS FARGO BANK NORTHWEST, N.A.	AIRCRAFT	9/30/05	15,387,739
WESTDEUTSCHE LANDESBANK GIROZCENTRALE	AIRCRAFT	9/30/05	2,439,208
WILMINGTON TRUST COMPANY	AIRCRAFT	9/30/05	430,000
CIT GROUP	AIRCRAFT	9/30/05	135,000
UT Finance	ENGINE	9/30/05	193,384
CALYON	AIRCRAFT	9/30/05	1,465,270
EXPORT DEVELOPMENT CORPORATION	AIRCRAFT	9/30/05	649,639
MITSUBISHI TRUST & BANKING CORP.	AIRCRAFT	9/30/05	4,860,000
SMBC	AIRCRAFT	9/30/05	1,750,000
MORGAN STANLEY	AIRCRAFT	9/30/05	479,385
			113,054,939

SCHEDULE E - - Professional Payments ¹

PROFESSIONAL GROUP

MONTH AMOUNT AUTHORIZED

MONTH AMOUNT PAID

Babcock & Brown

\$ 407,500

\$ 407,500

Cognizant Associates	22,380	22,380
Deloitte & Touche (ICP)	1,207,709	1,207,709
Huron Consulting Group	1,510,490	1,510,490
Jenner & Block	1,156	1,156
KPMG	55,734	55,734
Kirkland & Ellis	3,250,446	3,250,446
McKinsey & Co (OCP)	7,326,338	7,326,338
Marr Hipp Jones & Wang	4,092	4,092
Mayer, Brown	77,705	77,705
MBT & LeBoeuf	1,098	1,098
Mercer Management Consulting	727,398	727,398
Mesirow Financial Consulting	718,975	718,975
Novare Inc	2,457	2,457
Paul Hastings	59	59
Piper Rudnick	4,869	4,869
Poorman Douglas	357,933	357,933
Rothschild	190,005	190,005
Saybrook Capital	245,487	245,487
Sonnenschein	1,217,242	1,217,242
Sperling & Slater	211,290	211,290
Vedder Price	675,989	675,989
Committee of Unsecured Creditors ¹	2,986	2,986
Total	\$ 18,219,336	\$ 18,219,336

¹ Professionals, for the purpose of this report, are defined as those who have filed a Professional Retention with the Federal Bankruptcy Court and whom are subject to the Interim Compensation Motion. All professional fees and expenses incurred in September 2005 have been accrued and reported on the Debtor's Balance Sheet. In instances in which fee applications have been received and the associated payments have been made, the accrual has been adjusted and the actual activity has been reflected in the Debtor's Accounts Payable.

SCHEDULE F - Accounts Receivable and Accounts Payable Schedule

STATEMENT OF AGED RECEIVABLES

	Tie -out	Consol. A/R	Filed Entities	Non-Filed Entities	
Beginning of month balance ¹	\$1,123,791,214	\$1,123,924,594	\$1,111,056,307	\$12,868,287	
Add: sales on account	\$1,551,555,787				
Less: collections	(\$1,563,204,811)				
Less: Write-offs and Clearing	(\$1,085,883)				
End of month balance	\$1,111,056,307				
	0 - 30 Days ²	31 - 60 Days ²	61 - 90 Days ²	Over 90 Days ²	End of Month Total
	\$987,719,702	\$45,251,417	\$17,149,804	\$60,935,384	\$1,111,056,307

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

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

STATEMENT OF ACCOUNTS PAYABLE

Consolidated Filing Entities	Tie -out	Consol. A/P	Filed	Non-Filed Entities
Beginning of month balance ¹	\$371,326,000	\$367,324,000	\$365,156,000	\$2,168,000

Add: credit extended	\$1,590,611,403
Less: payments on account	(\$1,596,781,403)
End of month balance	\$365,156,000

0 - 30 Days ³	31 - 60 Days ²	61 - 90 Days ²	Over 90 Days ²	End of Month Total
\$356,463,954	\$7,121,366	\$1,570,680	\$0	\$365,156,000

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 (Air Wisconsin)	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 #
UNITED AVIATION FUELS CORP.		
NOTHERN TRUST BANK	USA	n/a
UNITED WORLDWIDE CORP.		
JP MORGAN CHASE	USA	n/a
MILEAGE PLUS, INC.		

SHORE BANK	USA	n/a
PREMIER MEETING & TRAVEL SERVICES, INC.		
BANK ONE	USA	n/a
BANK ONE	USA	n/a
MY POINTS.COM, INC.		
SILICON VALLEY BANK	USA	n/a
SILICON VALLEY BANK	USA	n/a
SILICON VALLEY BANK	USA	n/a
FLEET BANK	USA	n/a
WELLS CAPITAL MANAGEMENT	USA	n/a
WELLS FARGO BANK	USA	n/a
UAL LOYALTY SERVICES		
BANK ONE	USA	n/a
BANK ONE	USA	n/a
BANK ONE	USA	n/a
BANK ONE	USA	n/a
KION DE MEXICO		
BANCA SERFIN, S.A.	MEXICO	n/a
BANCA SERFIN, S.A.	MEXICO	n/a
CITIBANK	USA	n/a

TAX QUESTIONNAIRE

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

() Check here if no employees.

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

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

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