

(Official Form 1) (9/01)

FORM B1		United States Bankruptcy Court Northern District of Illinois		Voluntary Petition	
Name of Debtor (if individual, enter Last, First, Middle): UAL Corporation			Name of Joint Debtor (Spouse) (Last, First, Middle):		
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names):			All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):		
Soc. Sec./Tax I.D. No. (if more than one, state all): 36-2675207			Soc. Sec./Tax I.D. No. (if more than one, state all):		
Street Address of Debtor (No. & Street, City, State & Zip Code): 1200 East Algonquin Road Elk Grove Township, Illinois 60007			Street Address of Joint Debtor (No. & Street, City, State & Zip Code):		
County of Residence or of the Principal Place of Business: Cook			County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from street address): P.O. Box 66919, Chicago, Illinois 60666			Mailing Address of Joint Debtor (if different from street address):		
Location of Principal Assets of Business Debtor (if different from street address above):					

Information Regarding the Debtor (Check the Applicable Boxes)

Venue (Check any applicable box)

Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership lending in this District.

<p>Type of Debtor (Check all boxes that apply)</p> <p>Individual(s) <input type="checkbox"/> Railroad <input type="checkbox"/></p> <p><input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Stockbroker <input type="checkbox"/></p> <p>Partnership <input type="checkbox"/> Commodity Broker <input type="checkbox"/></p> <p>Other _____</p>	<p>Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box)</p> <p>Chapter 7 <input type="checkbox"/> Chapter 11 <input checked="" type="checkbox"/> Chapter 13 <input type="checkbox"/></p> <p>Chapter 9 <input type="checkbox"/> Chapter 12 <input type="checkbox"/></p> <p>Sec. 304 - Case ancillary to foreign proceeding <input type="checkbox"/></p>
<p>Nature of Debts (Check one box)</p> <p>Consumer/Non-Business <input type="checkbox"/> <input checked="" type="checkbox"/> Business</p>	<p>Filing Fee (Check one box)</p> <p><input checked="" type="checkbox"/> Full Filing Fee attached</p> <p>Filing Fee to be paid in installments (Applicable to individuals only)</p> <p>Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.</p>
<p>Chapter 11 Small Business (Check all boxes that apply)</p> <p>Debtor is a small business as defined in 11 U.S.C. §§101</p> <p>Debtor is and elects to be considered a small business under 11 U.S.C. §§121(e) (Optional) <input type="checkbox"/></p>	

Statistical/Administrative Information (Estimates only)

Debtor estimates that funds will be available for distribution to unsecured creditors.
Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

Estimated Number of Creditors	1-15	16-49	50-99	100-199	200 or more		
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		
Estimated Assets	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	10,000,001 to 50 million	\$50,000,001 to \$100 million
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Estimated Debts	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	10,000,001 to 50 million	\$50,000,001 to \$100 million
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

U.S. Bankruptcy Court
Northern District of Illinois
FILED: 12/09/02
Time: 6:19 a.m.
Debtor: UAL CORPORATION
Case: 02-48191
Chapter: 11 Rec# 370387
Judge Eugene R. Wedoff



¹ The Debtor is not aware of any definition of "imminent and identifiable harm" as used in this form. The Debtor does not believe it owns or possesses property that poses or is alleged to pose a threat of such harm. To the extent the Debtor has an interest in property, the Debtor owns or possesses property that is subject to investigation or remediation under environmental laws.

List of Filing Entities

The following affiliated Debtors simultaneously have filed Chapter 11 petitions in the United States Bankruptcy Court, Northern District of Illinois, Eastern Division:

1. UAL Corporation
2. UAL Loyalty Services, Inc.
3. Confetti, Inc.
4. Mileage Plus Holdings, Inc.
5. Mileage Plus Marketing, Inc.
6. MyPoints.com, Inc.
7. Cybergold, Inc.
8. itarget.com, inc.
9. MyPoints Offline Services, Inc.
10. UAL Company Services, Inc.
11. Four Star Leasing, Inc.
12. Air Wis Services, Inc.
13. Air Wisconsin, Inc.
14. Domicile Management Services, Inc.
15. UAL Benefits Management, Inc.
16. United BizJet Holdings, Inc.
17. BizJet Charter, Inc.
18. BizJet Fractional, Inc.
19. BizJet Services, Inc.
20. United Air Lines, Inc.
21. Kion Leasing, Inc.
22. Premier Meeting and Travel Services, Inc.

23. United Aviation Fuels Corporation

24. United Cogen, Inc.

25. Mileage Plus, Inc.

26. United GHS, Inc.

27. United Worldwide Corporation

28. United Vacations, Inc.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS**

In re:)	Chapter 11
)	
UAL CORPORATION,)	Case No. 02 B _____
)	
Debtor.)	Honorable _____

EXHIBIT "A" TO VOLUNTARY PETITION¹

1. The securities of UAL Corporation ("the Debtor") are registered under Section 12 of the Securities Exchange Act of 1934. The SEC file number is 1-6033.
2. The following financial data is the latest available information and refers to the Debtor's financial condition on September 30, 2002, unless otherwise indicated.

a.	Total assets (excluding inter-company items):	\$84,339,000
b.	Total debts (including debts listed in 2.c., below and excluding inter-company items)	\$126,639,000
		Approximate Number of Holders
		N/A
c.	Debt securities held by more than 500 holders:	
d.	Number of shares of preferred stock	
	Series B Preferred Stock	3,203,177 380
e.	Number of shares of common stock ²	71,012,755 18,600

¹ Certain of the financial information contained herein has been derived from unaudited sources and, therefore, no certification as to its accuracy is or can be made.

² As of November 30, 2002.

3. **Brief description of debtor's business:** United is a major commercial air transportation company, engaged in the transportation of persons, property and mail throughout the U.S. and abroad.

4. **List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:** State Street Bank and Trust; Aon Fiduciary Counselors Inc.

UAL CORPORATION

RESOLUTIONS OF THE BOARD OF DIRECTORS

Adopted:

WHEREAS, the Board of Directors has considered the financial and operational aspects of the Company's business.

WHEREAS, the Board of Directors has reviewed the historical performance of the Company, the market for the Company's products and services, and the current and long-term liabilities of the Company.

NOW, THEREFORE, BE IT RESOLVED: That in the judgment of the Board of Directors, it is desirable and in the best interests of this Company, its creditors, stockholders and other interested parties, that a voluntary petition be filed by the Company under the provisions of Chapter 11 of Title 11 of the United States Code.

FURTHER RESOLVED: That the officers of the Company be, and they hereby are, authorized to execute and file on behalf of the Company all petitions, schedules, lists and other papers or documents, and to take any and all action which they deem necessary or proper to obtain relief under or in connection with such Chapter 11.

FURTHER RESOLVED: That the officers of the Company be, and they hereby are, authorized and directed to employ (and do hereby confirm and ratify any prior employment of) the law firm of Kirkland & Ellis as general bankruptcy counsel to the Company to represent and assist the Company in carrying out its duties under Title 11 of the United States Code, and to take any and all actions to advance the Company's rights, including filing and pleading, and, in connection therewith, the officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of a Chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Kirkland & Ellis.

FURTHER RESOLVED: That the officers of the Company be, and they hereby are, authorized and directed to employ (and do hereby confirm and ratify any prior employment of) the firm of Rothschild, Inc. as financial advisors and consultants to the Company to represent and assist the Company in carrying out its duties under Title 11 of the United States Code; and, in connection therewith, the officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the

filing of a Chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Rothschild, Inc.

FURTHER RESOLVED: That the officers of the Company be, and they hereby are, authorized and directed to employ any other firm as professionals or consultants to the Company as are deemed necessary to represent and assist the Company in carrying out its duties under Title 11 of the United States Code; and, in connection therewith, the officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of a Chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of such firm.

FURTHER RESOLVED: That the officers of the Company be, and they hereby are, authorized and directed to obtain postpetition financing according to the terms negotiated by management of the Company, including under one or more debtor-in-possession credit facilities; and to enter into any guarantees and to pledge and grant liens on its assets as contemplated by or required under the terms of such postpetition financing; and, in connection therewith, the officers of the Company are hereby authorized and directed to execute appropriate loan agreements and related ancillary documents.

FURTHER RESOLVED: That the officers of the Company be, and they hereby are, authorized and empowered for, in the name of, and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such instruments as each, in his or her discretion, may deem necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions.

FURTHER RESOLVED: That all of the acts and transactions relating to matters contemplated by the foregoing resolutions of management and members of the Board of Directors of the Company, in the name and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken prior to the execution of these resolutions, are hereby in all respects confirmed, approved and ratified.

* * * * *

I, THE UNDERSIGNED, Secretary of UAL Corporation, a corporation duly organized and existing under the laws of the State of Delaware, having its principal place of business at 1200 Algonquin Road, Elk Grove Township, Illinois, hereby certify that the foregoing is a true and correct copy of certain resolutions duly adopted by the Board of Directors of the said corporation at a meeting of the said Board of Directors, on and that the said resolutions have not been rescinded or modified.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of this corporation this 8th day of December, 2002.



**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:)	Chapter 11
)	
UAL CORPORATION, et al.,¹)	Case No. 02 B _____
)	(Jointly Administered)
Debtors.)	Honorable _____
)	
)	<u>Docket under 02 B</u>

**CONSOLIDATED LIST OF CREDITORS
HOLDING 20 LARGEST UNSECURED CLAIMS**

The above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), each filed a petition in this Court on December 8, 2002 for relief under Chapter 11 of Title 11 of the United States Code. The following is a consolidated list of the Debtors’ creditors holding the twenty (20) largest unsecured claims (the “Top 20 List”), based on the Debtors’ books and records as of approximately December 7, 2002. The Top 20 List was prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in the Debtors’ Chapter 11 cases. The Top 20 List does not include (1) persons who come within the definition of “insider” set forth in 11 U.S.C. § 101 or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the twenty (20) largest unsecured claims. The information in the Top 20 List shall not constitute an admission by, nor is it binding on, the Debtors. The information herein, including the failure of the Debtors to list any claim as contingent, unliquidated or unknown, does not constitute a waiver of the Debtors’ right to contest the validity, priority and/or amount of any claim.

¹ The Debtors are the following entities: UAL Corporation, UAL Loyalty Services, Inc., Confetti, Inc., Mileage Plus Holdings, Inc., Mileage Plus Marketing, Inc., MyPoints.com, Inc., MyPoints Offline Services, Inc., Cybergold, Inc., iTarget.com, UAL Company Services, Inc., UAL Benefits Management, Inc., United BizJet Holdings, Inc., BizJet Charter, Inc., BizJet Fractional, Inc., BizJet Services, Inc., United Airlines, Inc., Kion Leasing, Inc., Premier Meeting and Travel Services, Inc., United Aviation Fuels Corporation, United Cogen, Inc., Mileage Plus, Inc., United GHS, Inc., United Worldwide Corporation, United Vacations, Inc.

(1) NAME OF CREDITOR AND COMPLETE MAILING ADDRESS INCLUDING ZIP CODE	(2) NAME, TELEPHONE NUMBER (AND FAX NUMBER) AND COMPLETE MAILING ADDRESS, INCLUDING ZIP CODE, OF EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM WHO MAY BE CONTACTED	(3) NATURE OF CLAIM (Trade Debt, Bank Loan, Government Contract, Etc.)	(4) INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED DISPUTED OR SUBJECT TO SETOFF	(5) AMOUNT OF CLAIM [If secured also state value of security]
Airbus 198 Van Buren Street Suite 300 Herndon, VA 20170	Clyde Kizer Telephone: (703) 834-3526 Facsimile: (703) 834-3464 E-mail: clyde.kizer@airbus.fr	Trade - Aircraft maintenance parts and/or services		\$47,632,981
Argenbright Inc. 3465 N. Desert Drive Atlanta, GA 30844	Dan DiGiusto Telephone: (800) 338-5143 Facsimile: (404) 267-2230	Trade - Security and airport services		\$3,378,522
AT&T 227 West Monroe Chicago, IL 60606	Tim Akers Telephone: (312) 230-5300 Facsimile: (312) 230-8005	Trade - Utility		\$3,099,745
Atlantic Coast Airlines 45200 Business Court Dulles, VA 20166-9102	Tracy Smith Telephone: (703) 650-6177 Facsimile: (703) 650-6299 E-mail: tracy_smith@acaicorp.com	Trade - United Express		\$4,600,000
Bank of New York 101 Barclay Street, 8W New York, NY 10286	Tom B. Zakrzewski Telephone: (212) 815-2495 Facsimile: (212) 815-5704 E-mail: tzrzewski@bankofny.com	<u>Unsecured Bonds</u>		
		9.000% notes due 12/15/2003		\$150,000,000
		10.25% Debentures due 7/15/2021		\$300,000,000
		10.67% Series A Debentures due 5/1/2004		\$370,200,000
		11.21% Series B Debentures due 5/1/2014		\$371,000,000
		9.75% Debentures due 8/15/2021		\$250,000,000
9.125% Debentures due 1/15/2012	\$200,000,000			
Bank of New York Midwest Trust Company 2 North LaSalle Street Suite 1020 Chicago, IL 60602	Daryl Pomykala Telephone: (312) 827-8526 Facsimile: (312) 827-8523 E-mail: dpomykala@bankofny.com	<u>Unsecured Bonds</u>		
		5.35% City of Chicago Special Facilities Revenue Refunding Bonds Series 1999A due 9/1/2016		\$121,420,000
5.00% City of Chicago Special Facilities Revenue Refunding Bonds Series 1999B due 4/1/2011	\$40,275,000			
Bank of New York Western Trust Company 550 Kearney Street, Suite 600 San Francisco, CA 94108	Milly Canessa Telephone: (415) 263-2420 Facsimile: (415) 399-1647 mcanessa@bankofny.com	Unsecured bonds 5.70% California Statewide Communities Development Authority Special Facilities Revenue Bonds 2000 Series A (SFO) due 10/1/2034		\$33,200,000
Bank One Trust Mail Code IN1-0152 11 Monument Circle Indianapolis, IN 46277	John Pease Telephone: (317) 321-7852 Facsimile: (614) 244-5188 E-mail: johnhpease@bankone.com	<u>Unsecured Bonds</u>		
		5.80% City of Chicago Special Facilities Revenue Refunding Bonds Series 2001A-1 due 11/1/2035		\$102,570,000
		6.375% City of Chicago Special Facilities Revenue Refunding Bonds Series 2001A-2 due 11/1/2035		\$100,000,000
		5.55% Massachusetts Port Authority Special Facility Revenue Bonds, Series 1999A due 10/1/2029		\$80,500,000
		6.875% City and County of Denver, CO Special Facilities Airport Revenue Bonds, Series 1992A due 10/1/2032		\$261,415,000
6.50% Indianapolis Airport Authority Special Facility Revenue Bonds, Series 1995A due 11/15/2031	\$220,705,000			

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		6.10% City of Chicago Special Facilities Revenue Refunding Bonds Series 2001B due 11/1/2035		\$49,280,000
		6.30% City of Chicago Special Facilities Revenue Refunding Bonds Series 2001C due 5/1/2016		\$149,370,000
Boeing Company 14423 SE Eastgate Way Bellevue, WA 98006	Mark Owen Telephone: (425) 237-8305 Telephone: (312) 544-2000 Facsimile: (425) 865-7896 E-mail: mark.a.owen@boeing.com	Trade - Aircraft maintenance parts and/or services	Disputed	\$2,388,919
Denver Airport Revenue Fund City & County of Denver Department of Aviation 8500 Pena Blvd Denver, CO 80249	Vicki Braungel Telephone: (303) 342-2501 Facsimile: (303) 342-2215 E-mail: braungel@dia.denver.co.us	Airport rents and fees		\$12,690,051
Galileo International 1 Campus Drive Parsippany, NJ 07054	Scott Thompson Telephone: (973) 214-7305 Facsimile: (973) 496-7001	Trade - Reservation system fees, network fees		\$12,973,990
Gate Gourmet Inc. 5100 Poplar Ave. Memphis, TN 38137	George Alvord Telephone: (901) 766-3902 Facsimile: (901) 766-6565 E-mail: galvord@gategourmet.com	Trade - Catering		\$14,430,019
HSBC Bank USA 452 Fifth Avenue New York, NY 10018- 2706	Peter S. Wolfrath Telephone: (212) 525-1403 Facsimile: (212) 525-1300 E-mail: peter.wolfrath@us.hsbc.com	<u>Unsecured Bonds</u> 6.05% Miami Dade County Industrial Development Authority Special Facility Revenue Bonds, Series 2000, due 3/1/2035		\$32,365,000
Indiana Government Authorities Indiana Department of Commerce Office of the Lieutenant Governor Indianapolis, IN 46204- 2790 City of Indianapolis 200 East Washington Street Room 2501 Indianapolis, IN 46204 Indianapolis Airport Authority 2500 South High School Road Box 100 Indianapolis, IN 46241	Joseph E. Kernan, Lieutenant Governor Telephone: (317) 232-8800 Facsimile: (317) 232-4788 E-mail: jkernan@state.in.us Office of the Mayor Bart Peterson, Mayor Telephone: (317) 327-2234 Facsimile: (317) 327-3980 E-mail: mayor@indygov.org David Roberts, Executive Director Telephone: (317) 487-9594 Facsimile: (317) 487-5034 Jeannie Weiss, Property Director Telephone: (317) 487-5135 Facsimile: (317) 487-5034	Contract	Contingent	\$162,000,000
LSG Sky Chefs 524 E. Lamar Blvd	Randall Boyd Telephone: (817) 792-2191	Trade - Catering		\$3,500,091

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Arlington, TX 76011	Facsimile: (817) 792-2222			
Metropolitan Washington Airport Authority 1 Aviation Circle Washington, DC 20001- 6000	James Wilding, President/CEO Telephone: (703) 417-8610 Facsimile: (703) 417-8949 E-mail: james.wilding@mwa.com	Airport rents and fees		\$2,751,774
Pratt & Whitney Commercial Engine Business 400 Main St M/S 115-94 East Hartford, CT 06108	Robert Leduc Telephone: (860) 565-4321 Facsimile: (860) 565-3814 E-mail: leducr@pweh.com	Trade - Aircraft maintenance parts and/or services		\$3,987,456
San Francisco Airports Commission International Terminal, 5th Floor San Francisco, CA 94128	John Martin, Airport Director Telephone: (650) 821-4526 Facsimile: (650) 821-5005 E-mail: john.martin@flysf.com	Airport rents and fees		\$7,559,049
U.S. Bank Trust, N.A. - Trust Center Corporate Trust Services 180 East 5th Street St. Paul, MN 55101	Erik Starkman Telephone: (651) 244-8126 Facsimile: (651) 244-8884 E-mail: erik.starkman@usbank.com	<u>Unsecured Bonds</u>		
		5.65% New York City Industrial Development Agency Special Facility Revenue Bonds, Series 1997		\$34,235,000
		8.80% Regional Airports Improvement Corporation Revenue Bonds Issue of 1984 (LAX), due 11/15/2021		\$25,000,000
		6.875% Facilities Lease Refunding Revenue Bonds Issue 1992 (LAX)		\$34,390,000
Good Ubani Telephone: (651) 244-8497 Facsimile: (651) 244-8208 good.ubani@usbank.com	6.75% City of Chicago Special Facilities Revenue Refunding Bonds Series 2000A due 11/1/2011		\$38,360,000	

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Wells Fargo MAC: E2818-176 708 Wilshire Boulevard, 17 th Floor Los Angeles, CA 90017	Jeanie Mar Telephone: (213) 614-3349 Facsimile: (213) 614-3355 E-mail: jeanie.mar@wellsfargo.com	<u>Unsecured Bonds</u> 5.75% California Statewide Communities Development Authority Special Facilities Revenue Bonds Series 1997 (LAX) due 10/1/2034		\$190,240,000
		6.25% California Statewide Communities Development Authority Special Facilities Revenue Bonds Series 2001 (LAX) due 10/1/2035		\$34,590,000
		5.70% California Statewide Communities Development Authority Special Facilities Revenue Bonds 1997 Series A (SFO) due 10/1/2033		\$154,845,000

I, the Vice President and Controller of United Air Lines, Inc., pursuant to 28 U.S.C. § 1746 declare under penalty of perjury that I have read the foregoing list and that it is true and correct as of the date listed, to the best of my information and belief.

Date: 7 December '02

Signature: 
M. Lynn Hughitt
Vice President and Controller