

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

In re:)	Chapter 11
)	
UAL CORPORATION, et al.,)	Case No. 02-B-48191
)	(Jointly Administered)
Debtors.)	
)	Honorable Eugene R. Wedoff
)	Pre Trial Hearing: January 17, 2006,
)	10:30 a.m.
)	Trial Date: January 18, 2006, 10:30
)	a.m.

**DEBTORS' WITNESS AND EXHIBIT LISTS FOR THE HEARING ON
CONFIRMATION OF THEIR PLAN OF REORGANIZATION**

[RELATED TO DOCKET NO. 12880]

Pursuant to this Court's September 22, 2005, Scheduling Order [Docket No. 12880], the debtors and debtors-in-possession in the above-captioned cases (collectively, "United") respectfully submit the attached Witness and Exhibit Lists for the January 18, 2006 hearing on the confirmation of their Plan of Reorganization.

WITNESS LIST

United may call the following witnesses to testify:

1. Glenn F. Tilton
2. James J. O'Connor
3. W. James Farrell
4. Frederic F. Brace
5. Sara Fields
6. M. Lynn Hughitt

7. Douglas J. Friske (expert)
8. Kathryn Mikells

EXHIBIT LIST

United presently intends to introduce the following exhibits at trial:

Document	Number	Bates Range
Debtors' Joint Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code (Dated 09/07/2005, Docket # 12638)	1	N/A
Debtors' First Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code (Dated 10/20/2005, Docket # 13277)	2	N/A
Order (A) Scheduling Certain Hearing Dates and Deadlines In Connection With Proposed Confirmation of Debtors' Plan Of Reorganization; (B) Establishing a Record Date In Connection With the Debtors' Plan of Reorganization; and (C) Establishing a Process To Resolve Certain Claims (Dated 09/23/2005, Docket # 12880)	3	N/A
Disclosure Statement for Reorganizing Debtors' Joint Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code (Dated 09/07/2005, Docket #12640)	4	N/A
First Amended Disclosure Statement for Reorganizing Debtors' First Amended Joint Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code (Dated 10/20/2005, Docket # 13321)	5	N/A
Affidavits of Publication Regarding Debtors' Notice of (A) Disclosure Statement Hearing, and (B) Objection and Reply Deadlines (Dated 09/19/2005, Docket # 12786) Notice of Filing of Affidavits (Dated 09/19/2005, Docket # 12787)	6	N/A
Declaration of Poorman-Douglas Corporation Regarding Service of Solicitation Documents (Dated 11/14/2005, Docket # 13512)	7	N/A
Order (A) Approving Disclosure Statement, and (B) Approving the Solicitation Procedures and Form of Solicitation Documents and Notices (Dated 10/21/2005, Docket # 13285)	8	N/A
Affidavits of Publication Regarding Debtors' Notice of (A) Objection and Voting Deadlines, (B) Solicitation and Voting Procedures, and (C) Hearing to Confirm Plan of Reorganization	9	N/A

(Dated 11/15/2005, Docket # 13534) Notice of Filing of Affidavits (Dated 11/15/2005, Docket #13535)		
Declaration of Poorman-Douglas Corporation Certifying Ballots Accepting and Rejecting the Debtors' First Amended Joint Plan of Reorganization and Setting Forth Other Ballot-Related Information (Dated 12/29/2005, Docket # 14313)	10	N/A
Debtors' Preliminary Witness List for the 01/18/2006 Hearing on the Confirmation of the Debtors' First Amended Plan of Reorganization [Relates to Docket No. 13277] (Dated 12/14/2005, Docket #14003)	11	N/A
Affidavit of Kathryn A. Mikells in Support of Reorganizing Debtors' Memorandum of Law (A) in Support of Confirmation of the Debtors' Second Amended Joint Plan of Reorganization of the Debtors Pursuant to Chapter 11 of the United States Bankruptcy code and (B) in Response to Objections Thereto	12	N/A
Objections/Responses to Plan of Reorganization	13	N/A
PBGC Settlement Agreement	14	N/A
Chicago Municipal Bond Settlement Agreement and Order	15	N/A
AFA Restructuring Agreement (May 1, 2003)	16	N/A
Amended AFA Restructuring Agreement (January 7, 2005)	17	N/A
ALPA Restructuring Agreement (May 1, 2003)	18	N/A
Amended ALPA Restructuring Agreement (January 1, 2005)	19	N/A
AMFA Restructuring Agreement (May 15, 2005)	20	N/A
IAM 141 Restructuring Agreement (May 1, 2003)	21	N/A
Mechanic's Agreement	21A	N/A
Food Services Agreement	21B	N/A
Public Contact Employees' Agreement	21C	N/A
Ramp and Stores Agreement	21D	N/A
Security Officers' Agreement	21E	N/A
Maintenance Instructors Agreement	21F	N/A

Fleet Technical Instructors' and Related Agreement	21G	N/A
Amended IAM 141 Restructuring Agreement (July 1, 2005)	22	N/A
PAFCA Restructuring Agreement (May 1, 2003)	23	N/A
Amended PAFCA Restructuring Agreement (January 1, 2005)	24	N/A
TWU Restructuring Agreement (May 1, 2003)	25	N/A
Amended TWU Restructuring Agreement (January 1, 2005)	26	N/A
Liquidation Analysis	27	N/A
Notes and Assumption to Hypothetical Liquidation Analysis	27A	N/A
Consolidated Liquidation Analysis	27B	N/A
Non-Consolidated Liquidation Analyses	27C	N/A
Air Wis Services, Inc.	27C(i)	N/A
Air Wisconsin, Inc.	27C(ii)	N/A
BisJetCharter, Inc.	27C(iii)	N/A
BizJet Fractional, Inc.	27C(iv)	N/A
BizJet Services, Inc.	27C(v)	N/A
Confetti, Inc.	27C(vi)	N/A
Cybergold, Inc.	27C(vii)	N/A
Domicile Management Services, Inc.	27C(viii)	N/A
Four Star Leasing, Inc.	27C(ix)	N/A
itarget.com, Inc.	27C(x)	N/A
Kion Leasing, Inc.	27C(xi)	N/A
Mileage Plus Holdings, Inc.	27C(xii)	N/A
Mileage Plus Marketing, Inc.	27C(xiii)	N/A
Mileage Plus, Inc.	27C(xiv)	N/A

MyPoints Offline Services, Inc.	27C(xv)	N/A
MyPoints.com, Inc.	27C(xvi)	N/A
Premier Meeting and travel Services, Inc.	27C(xvii)	N/A
UAL Benefits Management, Inc.	27C(xviii)	N/A
UAL Company Services, Inc.	27C(xix)	N/A
UAL Corporation	27C(xx)	N/A
UAL Loyalty Services, Inc.	27C(xxi)	N/A
United Air Lines, Inc.	27C(xxii)	N/A
United Aviation Fuels Corporation	27C(xxiii)	N/A
United BixJet Holdings, Inc.	27C(xxiv)	N/A
United Cogen, Inc.	27C(xxv)	N/A
United GHS, Inc.	27C(xxvi)	N/A
United Vacations, Inc.	27C(xxvii)	N/A
United Worldwide Corporation	27C(xxviii)	N/A
Financial Projections	28	N/A
Valuation Analysis	29	N/A
Organization Charts	30	N/A
Summary of Selected Terms of New Equity	31	N/A
Management Equity Incentive Plan	32	N/A
Director Equity Incentive Plan	33	N/A
Amended and Restated Bylaws of UAL Corporation	34	N/A
Restated Certificate of UAL Corporation	35	N/A
Exit Financing Commitment Letter	36	N/A
Retiree Coalition Agreement	37	N/A

AMFA Retiree Agreement	38	N/A
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6/13/05 MEC President Letter	84	N/A
5/10/05 MEC President Letter	85	N/A
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1/9/06 Press Release "United Airlines Receives Ratings from Standard and Poor's and Moody's"	90	N/A

“United Debt Gets Solid Ratings” Chicago Tribune, 1/10/06	91	N/A
“Two Ratings Agency Give United A Boost” UPI, 1/10/06	92	N/A
Moody’s Assigns B1 Rating to United Air Lines’ Secured Credit Facility, Moody’s Investors Service, 1/9/06	93	N/A
Reorganizing Debtors’ Memorandum of Law (A) in Support of Confirmation of the Debtors’ Second Amended Joint Plan of Reorganization of the Debtors Pursuant to Chapter 11 of the United States Bankruptcy Code and (B) in Response to Objections Thereto (Dated January 10, 2006, Docket #14506)	94	N/A
Officers & Directors of Reorganized Debtors	95	N/A
Nature of Management Compensation of Reorganized Debtors	96	N/A
1/5/06 Jacobson e-mail to Brace	97	N/A
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In re U.S.Airways, Inc., et al., Case # 04-13819, (Bankr. E.D. Virginia), Joint Plan of Reorganization of U.S. Airways, Inc. and Its Affiliated Debtors and Debtors-In-Possession (Docket #2754); Exhibit U-5 (“Post-Effective Date Determination Schedule”) (Docket # 3183)	153	N/A
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Debtors reserve the right to add any materials produced by Heidrick & Struggles on or after January 11, 2006	162	N/A

Dated: January 11, 2006

UAL CORPORATION et al.

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