

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

<b>In re:</b>	)	<b>Chapter 11</b>
	)	
<b>UAL Corporation, et al.,</b>	)	
	)	<b>Case No. 02-B-48191</b>
<b>Debtors.<sup>1</sup></b>	)	<b>(Jointly Administered)</b>
	)	<b>Honorable Eugene R. Wedoff</b>

**SUMMARY OF REORGANIZING DEBTORS' JOINT PLAN OF REORGANIZATION  
PURSUANT TO CHAPTER 11 OF THE UNITED STATES BANKRUPTCY CODE**

On September 7, 2005, UAL Corporation, United Air Lines, Inc. and 26 of their subsidiaries (collectively "United") filed their Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code (the "Plan") and Disclosure Statement for Reorganizing Debtors' Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code (the "Disclosure Statement") in the United States Bankruptcy Court for the Northern District of Illinois (the "Bankruptcy Court"). United intends to exit from bankruptcy protection early next year.

On [October 20], 2005, the Bankruptcy Court approved the Disclosure Statement as containing adequate information and authorized United to solicit your vote in favor of the Plan. This summary is enclosed for your convenience to highlight certain features of the Plan. After reading this summary, please review the other materials contained in the packet enclosed with this summary. These materials include a notice of solicitation and a ballot which includes instructions for completion of the ballot. The instructions will inform you how to complete and submit your ballot to United's solicitation agent for tabulation. Also included is a CD-Rom disk containing a copy of the Plan and Disclosure Statement. The Plan and Disclosure Statement also may be obtained from United's private website at <http://www.pd-ual.com>, by contacting United's solicitation agent, Poorman-Douglas Corporation, Attn: UAL Balloting, 10300 SW Allen Boulevard, Beaverton, Oregon 97005, or by calling Poorman-Douglas at (877) 752-5527.<sup>2</sup>

***Please be advised that this summary is not a substitute for a complete understanding of the Plan and Disclosure Statement. To be an effective summary it must, by definition, provide a general***

---

<sup>1</sup> The debtors subject to this Chapter 11 proceeding are the following entities: Air Wisconsin, Inc., Air Wis Services, Inc., BizJet Charter, Inc., BizJet Fractional, Inc., BizJet Services, Inc., Ameniti Travel Clubs, Inc., Cybergold, Inc., Domicile Management Services, Inc., Four Star Leasing, Inc., itarget.com, inc., Kion Leasing, Inc., Mileage Plus, Inc., Mileage Plus Holdings, Inc., Mileage Plus Marketing, Inc., MyPoints.com, Inc., MyPoints Offline Services, Inc., Premier Meeting and Travel Services, Inc., UAL Benefits Management, Inc., UAL Company Services, Inc., UAL Corporation, UAL Loyalty Services, LLC, United Air Lines, Inc., United Aviation Fuels Corporation, United BizJet Holdings, Inc., United Cogen, Inc., United GHS, Inc., United Vacations, Inc., and United Worldwide Corporation.

<sup>2</sup> You may also obtain a copy of the Supplement to Debtors' Joint Plan of Reorganization Pursuant to Chapter 11 of the Bankruptcy Code (the "Plan Supplement"), the Bankruptcy Court's order approving solicitation procedures for the Plan, and all other solicitation documents, and the case management procedures approved in United's Chapter 11 case at United's private website (<http://www.pd-ual.com>) or contacting Poorman-Douglas at (877) 752-5527. Please note that certain documents contained in the Plan Supplement may be modified prior to confirmation of the Plan and certain other documents may be entered with Bankruptcy Court permission.

*description of the Plan and Disclosure Statement. For a complete understanding of these documents, you should review the full text of the Plan and Disclosure Statement.*

**THIS SUMMARY IS NOT AN OFFER WITH RESPECT TO ANY SECURITIES OR SOLICITATION OF ACCEPTANCES OF A CHAPTER 11 PLAN. SUCH OFFER OR SOLICITATION WILL ONLY BE MADE IN COMPLIANCE WITH ALL APPLICABLE SECURITIES LAWS AND/OR PROVISIONS OF THE BANKRUPTCY CODE.**

A. Overview of the Plan and United's Recommendation to Creditors

In general, under the Plan, United's secured creditors, unsecured creditors entitled to priority status under Section 507 of the Bankruptcy Code, and creditors entitled to administrative status under Section 503 of the Bankruptcy Code will be paid in full or otherwise treated as "unimpaired". *In general, United's nonpriority unsecured creditors will receive a distribution in new common stock of reorganized United valued at approximately 48 cents for each dollar of claim allowed by the Bankruptcy Court.*<sup>3</sup> The projected value of distributions is based upon assumptions in United's valuation analysis, which was prepared using assumptions based upon United's business plan. United's valuation analysis is described in Article V.C.2 of the Disclosure Statement and set forth as Exhibit 29 in the Plan Supplement.<sup>4</sup>

For more detail regarding the distribution to which you are entitled see Section B.1 below and Article III.A of the Plan. In general, distributions under the Plan will be made on periodic distribution dates. The first distribution date will be as soon as possible after the Plan's effective date, with subsequent periodic distribution date approximately every 90 days thereafter.

*United has concluded, after careful review of its current business operations, that the value of distributions to creditors will be greater if United continues as a going concern than if United liquidates its assets and distributes net liquidation proceeds to creditors.* See Article V.C.1 of the Disclosure Statement and Exhibit 27 in the Plan Supplement for more detail regarding United's liquidation analysis. United believes that any alternative to confirmation of the Plan, such as liquidation or attempts by another party in interest to file a plan of reorganization, could result in significant delays, litigation, and additional costs. *As a result, United strongly recommends that you vote to accept the Plan.*

---

<sup>3</sup> Please note that a significant portion of United's equity value is attributable to tax net operating loss carryforwards and the projected time at which United intends to use such carryforwards.

<sup>4</sup> Several documents that are described in this summary are included in the Plan Supplement. This summary is not a substitute for a complete understanding of the underlying documents. You are urged to review the full text of all such documents in the Plan Supplement.

B. Claims and Interests Under the Plan

1. Treatment of Claims and Interests Under the Plan

The Plan divides all claims and interests against each United debtor into various classes. The following tables summarize the classes of claims and interests under the Plan, and the treatment and projected recovery under the Plan for each class. Please refer to the ballot included in the same packet with this summary to determine in which class or classes your claim is included. See Article II of the Plan for more information regarding the classification of claims and interests.

**UAL Corporation: Summary of Classification and Treatment of Claims and Interests**

<b>Class</b>	<b>Claim</b>	<b>Plan Treatment of Class</b>	<b>Projected Recovery Under the Plan</b>	<b>Status</b>	<b>Voting Rights</b>
1A	DIP Facility Claims	Paid in full	100.0%	Unimpaired	Deemed to Accept
1B-1	Secured Aircraft Claims	Reinstated; such treatment as to which UAL or Reorganized UAL and the secured aircraft claimholder shall have agreed in writing; return of collateral; or treatment otherwise rendering such secured aircraft claim unimpaired	100.0%	Unimpaired	Deemed to Accept
1B-2	Other Secured Claims	Reinstated; paid in full in cash; return of collateral; or treatment otherwise rendering such secured claim unimpaired	100.0%	Unimpaired	Deemed to Accept
1C	Other Priority Claims	Paid in full	100.0%	Unimpaired	Deemed to Accept
1D	Unsecured Convenience Class Claims	Cash equal to the gross proceeds from the sale of such holder's pro rata share of the aggregate distribution to unsecured creditors less the amount of any discount, commission, or fee paid or incurred on such sale and any taxes withheld or paid on account of such sale	4-8%	Impaired	Entitled to Vote
1E-1	Unsecured Retained Aircraft Claims	Pro rata share of the aggregate distribution to unsecured creditors	4-8%	Impaired	Entitled to Vote
1E-2	Unsecured Rejected Aircraft Claims	Pro rata share of the aggregate distribution to unsecured creditors	4-8%	Impaired	Entitled to Vote
1E-3	Other Unsecured Claims	Pro rata share of the aggregate distribution to unsecured creditors	4-8%	Impaired	Entitled to Vote
1F	TOPrS Claims	Not entitled to receive any distribution or retain any property under the Plan	0%	Impaired	Deemed to Reject
1G	UAL Preferred Stock Interests	Not entitled to receive any distribution or retain any property under the Plan	0%	Impaired	Deemed to Reject
1H	UAL Common Stock Interests	Not entitled to receive any distribution or retain any property under the Plan	0%	Impaired	Deemed to Reject

<u>Class</u>	<u>Claim</u>	<u>Plan Treatment of Class</u>	<u>Projected Recovery Under the Plan</u>	<u>Status</u>	<u>Voting Rights</u>
II	Subordinated Securities Claims	Not entitled to receive any distribution or retain any property under the Plan	0%	Impaired	Deemed to Reject
<b><u>United Air Lines, Inc.: Summary of Classification and Treatment of Claims and Interests</u></b>					
<u>Class</u>	<u>Claim</u>	<u>Plan Treatment of Class</u>	<u>Projected Recovery Under the Plan</u>	<u>Status</u>	<u>Voting Rights</u>
2A	DIP Facility Claims	Paid in full	100.0%	Unimpaired	Deemed to Accept
2B-1	Secured Aircraft Claims	Reinstated; such treatment as to which United or reorganized United and the secured aircraft claimholder shall have agreed in writing; return of collateral; or treatment otherwise rendering such secured aircraft claim unimpaired	100.0%	Unimpaired	Deemed to Accept
2B-2	Other Secured Claims	Reinstated; paid in full in cash; return of collateral; or treatment otherwise rendering such secured claim unimpaired	100.0%	Unimpaired	Deemed to Accept
2C	Other Priority Claims	Paid in full	100.0%	Unimpaired	Deemed to Accept
2D-1	Unsecured Convenience Class Claims	Cash equal to the gross proceeds from the sale of such holder's pro rata share of the aggregate distribution to unsecured creditors less the amount of any discount, commission, or fee paid or incurred on such sale and any taxes withheld or paid on account of such sale	4-8%	Impaired	Entitled to Vote
2D-2	Unsecured Retiree Convenience Class Claims <sup>5</sup>	Cash equal to the gross proceeds from the sale of such holder's pro rata share of the aggregate distribution to unsecured creditors less the amount of any discount, commission, or fee paid or incurred on such sale and any taxes withheld or paid on account of such sale	4-8%	Impaired	Entitled to Vote
2E-1	Unsecured Retained Aircraft Claims	Pro rata share of the aggregate distribution to unsecured creditors	4-8%	Impaired	Entitled to Vote
<hr/> <sup>5</sup> Each holder of an Unsecured Retiree Convenience Class claim shall be deemed to have an allowed unsecured retiree convenience class claim against United in the amount reflected on such holder's ballot, unless such holder opts out of the Convenience Class.					

<b>Class</b>	<b>Claim</b>	<b>Plan Treatment of Class</b>	<b>Projected Recovery Under the Plan</b>	<b>Status</b>	<b>Voting Rights</b>
2E-2	Unsecured Rejected Aircraft Claims	Pro rata share of the aggregate distribution to unsecured creditors	4-8%	Impaired	Entitled to Vote
2E-3	Unsecured PBGC Claims	New UAL securities pursuant to settlement with PBGC and pro rata share of the aggregate distribution to unsecured creditors	Value of securities plus 4-8%	Impaired	Entitled to Vote
2E-4	Unsecured Chicago Municipal Bond Claims	(i) New UAL municipal bonds pursuant to settlement with indenture trustees of certain municipal bond issuances related to Chicago O'Hare Airport and (ii) pro rata share of the aggregate distribution to unsecured creditors	Value under Chicago Municipal Bond Settlement Agreement	Impaired	Entitled to Vote
2E-5	Unsecured Public Debt Aircraft Claims	Pro rata share of the aggregate distribution to unsecured creditors	4-8%	Impaired	Entitled to Vote
2E-6	Other Unsecured Claims	Pro rata share of the aggregate distribution to unsecured creditors	4-8%	Impaired	Entitled to Vote
2H	United Common Stock Interests	Not entitled to receive any distribution under the Plan; <u>provided, however</u> , that Debtors reserve the right to reinstate at any time	0%	Impaired	Deemed to Reject
2I	Subordinated Securities Claims	Not entitled to receive any distribution or retain any property under the Plan	0%	Impaired	Deemed to Reject

**Air Wisconsin, Inc.: Summary of Classification and Treatment of Claims and Interests**

<b>Class</b>	<b>Claim</b>	<b>Plan Treatment of Class</b>	<b>Projected Recovery Under the Plan</b>	<b>Status</b>	<b>Voting Rights</b>
3A	DIP Facility Claims	Paid in full	100.0%	Unimpaired	Deemed to Accept
3B-1	Secured Aircraft Claims	Reinstated; such treatment as to which United or reorganized United and the secured aircraft claimholder shall have agreed in writing; return of collateral; or treatment otherwise rendering such secured aircraft claim unimpaired	100.0%	Unimpaired	Deemed to Accept
3B-2	Other Secured Claims	Reinstated; paid in full in cash; return of collateral; or treatment otherwise rendering such secured claim unimpaired	100.0%	Unimpaired	Deemed to Accept
3C	Other Priority Claims	Paid in full	100.0%	Unimpaired	Deemed to Accept

<b>Class</b>	<b>Claim</b>	<b>Plan Treatment of Class</b>	<b>Projected Recovery Under the Plan</b>	<b>Status</b>	<b>Voting Rights</b>
3D	Unsecured Convenience Class Claims	Cash equal to the gross proceeds from the sale of such holder's pro rata share of the aggregate distribution to unsecured creditors less the amount of any discount, commission, or fee paid or incurred on such sale and any taxes withheld or paid on account of such sale	4-8%	Impaired	Entitled to Vote
3E-1	Unsecured Retained Aircraft Claims	Pro rata share of the aggregate distribution to unsecured creditors	4-8%	Impaired	Entitled to Vote
3E-2	Unsecured Rejected Aircraft Claims	Pro rata share of the aggregate distribution to unsecured creditors	4-8%	Impaired	Entitled to Vote
3E-3	Other Unsecured Claims	Pro rata share of aggregate distribution to unsecured creditors	4-8%	Impaired	Entitled to Vote
3H	Common Stock Interests	Not entitled to receive any distribution under the Plan; <u>provided, however</u> , that Debtors reserve the right to reinstate at any time	0%	Impaired	Deemed to Reject

**All Other Debtors: Summary of Classification and Treatment of Claims and Interests**

<b>Class</b>	<b>Claim</b>	<b>Plan Treatment of Class</b>	<b>Projected Recovery Under the Plan</b>	<b>Status</b>	<b>Voting Rights</b>
4A through 28A	DIP Facility Claims	Paid in full	100.0%	Unimpaired	Deemed to Accept
4B through 28B	Other Secured Claims	Reinstated; paid in full in cash; return of collateral; or treatment otherwise rendering such secured claim unimpaired	100.0%	Unimpaired	Deemed to Accept
4C through 28C	Other Priority Claims	Paid in full	100.0%	Unimpaired	Deemed to Accept
4D through 28D	Unsecured Convenience Class Claims	Cash equal to the gross proceeds from the sale of such holder's pro rata share of the aggregate distribution to unsecured creditors less the amount of any discount, commission, or fee paid or incurred on such sale and any taxes withheld or paid on account of such sale	4-8%	Impaired	Entitled to Vote
4E through 28E	Unsecured Claims	Pro rata share of aggregate distribution to unsecured creditors	4-8%	Impaired	Entitled to Vote

<b>Class</b>	<b>Claim</b>	<b>Plan Treatment of Class</b>	<b>Projected Recovery Under the Plan</b>	<b>Status</b>	<b>Voting Rights</b>
4H through 28H	Interests	Not entitled to receive any distribution under the Plan; <u>provided, however</u> , that Debtors reserve the right to reinstate at any time	0%	Impaired	Deemed to Reject

## 2. Substantive Consolidation

In bankruptcy cases where there are affiliated debtors, a bankruptcy court may exercise its equitable power to “substantively consolidate” the bankruptcy estates of those affiliates for purposes of the plan of reorganization. Substantive consolidation involves the pooling of assets and liabilities of the affected debtors. The Plan contemplates substantive consolidation of the bankruptcy estates of all of the debtors other than UAL Corporation (the “United Debtors”) into United’s bankruptcy estate. In other words, all of the United Debtors in the substantively consolidated group are treated as if they were a *single corporate and economic entity* for all purposes related to the Plan including voting, confirmation, and distribution. Pursuant to the Plan, the non-UAL classes described above, shall be consolidated as follows:

<b>Classes</b>	<b>Claims and Interests</b>
DIP Facility Claims	2A, 3A, 4A, 5A, 6A, 7A, 8A, 9A, 10A, 11A, 12A, 13A, 14A, 15A, 16A, 17A, 18A, 19A, 20A, 21A, 22A, 23A, 24A, 25A, 26A, 27A, and 28A
Secured Aircraft Claims	2B-1 and 3B-1
Other Secured Claims	2B-2, 3B-2, 3B, 5B, 6B, 7B, 8B, 9B, 10B, 11B, 12B, 13B, 14B, 15B, 16B, 17B, 18B, 19B, 20B, 21B, 22B, 23B, 24B, 25B, 26B, 27B, and 28B
Other Priority Claims	2C, 3C, 4C, 5C, 6C, 7C, 8C, 9C, 10C, 11C, 12C, 13C, 14C, 15C, 16C, 17C, 18C, 19C, 20C, 21C, 22C, 23C, 24C, 25C, 26C, 27C, and 28C
Unsecured Convenience Class Claims	2D-1, 3D, 4D, 5D, 6D, 7D, 8D, 9D, 10D, 11D, 12D, 13D, 14D, 15D, 16D, 17D, 18D, 19D, 20D, 21D, 22D, 23D, 24D, 25D, 26D, 27D, and 28D
Unsecured Retiree Convenience Class Claims	2D-2
Unsecured Retained Aircraft Claims	2E-1 and 3E-1
Unsecured Rejected Aircraft Claims	2E-2 and 3E-2
Unsecured PBGC Claim	2E-3
Unsecured Chicago Municipal Bond Claim	2E-4
Unsecured Public Debt Aircraft Claims	2E-5
Other Unsecured Claims	2E-6, 3E-3, 4E, 5E, 6E, 7E, 8E, 9E, 10E, 11E, 12E, 13E, 14E, 15E, 16E, 17E, 18E, 19E, 20E, 21E, 22E, 23E, 24E, 25E, 26E, 27E, and 28E
Common Stock Interests	2H, 3H, 4H, 5H, 6H, 7H, 8H, 9H, 10H, 11H, 12H, 13H, 14H, 15H, 16H, 17H, 18H, 19H, 20H, 21H, 22H, 23H, 24H, 25H, 26H, 27H, and 28H
Subordinated Securities Claims	2I

In the event that the Bankruptcy Court substantively consolidates some but not all of the United Debtors, United reserves the right to proceed with confirmation without substantive consolidation or with partial substantive consolidation as allowed by the Bankruptcy Court. In the event that the Bankruptcy Court does not substantively consolidate any of the United Debtors' bankruptcy estates, the Plan provides for 28 "subplans" of reorganization for each of the debtors. ***Regardless of whether the United Debtors' bankruptcy estates are substantively consolidated, however, creditors will receive a distribution equal in value to the amount listed in Section B.1 of this summary.*** See Article IV of the Plan for a more detailed discussion regarding substantive consolidation.

### 3. Administrative and Priority Tax Claims

Certain types of claims are entitled to priority under the Bankruptcy Code. In general, Section 503 of the Bankruptcy Code requires that a debtor compensate postpetition creditors for the actual value of goods and services provided ("Administrative Claims"). Section 507 of the Bankruptcy Code provides that certain prepetition unsecured claims are entitled to priority status, i.e., they are entitled to be paid in full under a plan of reorganization ahead of all other unsecured creditors ("Priority Claims"). Under the Plan, United will pay Administrative and Priority Claims in full. See Articles II and XI of the Plan for a more detailed discussion of the treatment of Administrative and Priority Claims.

### 4. Claims Administration and Claims Estimates

No claim against United shall be entitled to a distribution until such claim is allowed, i.e., approved pursuant to the Bankruptcy Code or by the Bankruptcy Court. After the Plan's effective date, reorganized United (or its designee) shall have the responsibility for administering, objecting to, compromising, or otherwise resolving all claims against United, with oversight from the Plan Oversight Committee. See Article VIII of the Plan for a more detailed discussion of the administration of claims against United. For a description of the Plan Oversight Committee, see Article XV.D.2 of the Plan.

United estimates that at the conclusion of the claims objection, reconciliation and resolution process the aggregate amount of estimated allowed secured claims will be approximately \$8 billion, estimated allowed Administrative Claims will be approximately \$81 million, estimated allowed Priority Tax Claims will be approximately \$60 million, and estimated allowed unsecured claims will be approximately \$28 billion. See Article III.C.2 of the Disclosure Statement for a more detailed discussion of United's claims estimates. Actual final allowed claims, however, may be more or less than these estimates.

## C. Distributions Under the Plan

As noted above, in general, distributions under the Plan will be made on periodic distribution dates. The first distribution date will be as soon as possible after the Plan's effective date, with subsequent periodic distribution date approximately every 90 days thereafter.

To ensure that holders of disputed unsecured claims receive a distribution when and if their claims are allowed, reorganized United shall maintain shares of new UAL common stock in reserve. As disputed claims are allowed, (i) United's distribution agent shall distribute, in accordance with the terms of the Plan, new UAL common stock to holders of allowed unsecured claims, and (ii) reorganized United's stock reserve shall be adjusted. See Article IX of the Plan for a more detailed discussion of distributions under the Plan.



D. Voting and Confirmation

1. Who is Entitled to Vote on the Plan?

As a general rule, holders of claims or interests that are “impaired” are entitled to vote on the Plan. A claim is impaired if the Plan alters the rights to which such claim would be entitled outside of the bankruptcy context. However, a holder of an “unimpaired” claim or interest is deemed to accept the Plan and therefore not entitled to vote on the Plan; also, a holder of an impaired claim that will receive no distribution under the Plan is deemed to reject the Plan and therefore is not entitled to vote on the Plan. The classes listed in the following chart are impaired but entitled to a distribution under the Plan, and therefore are entitled to vote on the Plan:

Unsecured Convenience Class Claims	1D, 2D-1, 3D, 4D, 5D, 6D, 7D, 8D, 9D, 10D, 11D, 12D, 13D, 14D, 15D, 16D, 17D, 18D, 19D, 20D, 21D, 22D, 23D, 24D, 25D, 26D, 27D, and 28D
Unsecured Retiree Convenience Class Claims	2D-2
Unsecured Retained Aircraft Claims	1E-1, 2E-1, and 3E-1
Unsecured Rejected Aircraft Claims	1E-2, 2E-2, and 3E-2
Unsecured PBGC Claim	2E-3
Unsecured Chicago Municipal Bond Claim	2E-4
Unsecured Public Debt Aircraft Claims	2E-5
Other Unsecured Claims	1E-3, 2E-6, 3E-3, 4E, 5E, 6E, 7E, 8E, 9E, 10E, 11E, 12E, 13E, 14E, 15E, 16E, 17E, 18E, 19E, 20E, 21E, 22E, 23E, 24E, 25E, 26E, 27E, and 28E

The Bankruptcy Court has established [October 20], 2005 as the date for determining which holders of claims are eligible to vote on the Plan. ***If you have received a ballot with this summary, you are entitled to vote to accept or reject the Plan. You should read the instructions contained with your ballot to submit your vote on the Plan.*** A return envelope is included with your ballot, if you need it. Beneficial holders of claims who receive a return envelope addressed to their bank, brokerage firm, or other nominee (or its agent) should allow sufficient time for their votes to be received by such nominee and processed on a master ballot before 4 p.m. Pacific Time on December 19, 2005, the voting deadline. See Article VIII of the Disclosure Statement and the order approving solicitation procedures in this case for a more detailed discussion of voting procedures with respect to the Plan. If you have not received a ballot with this summary, then you are not entitled to vote to accept or reject the Plan; however, you still may be provided notice of certain Plan-related materials because the Plan may affect your rights even if you are not entitled to vote on the Plan.

2. Standards for Confirmation of Plan

The classes entitled to vote shall be deemed to have accepted the Plan if (i) the holders of at least two-thirds in dollar amount of the allowed claims actually voting in a class have voted to accept the Plan; and (ii) the holders of more than one-half in number of the allowed claims actually voting in a class have voted to accept the Plan. Assuming each class of claims entitled to vote does in fact accept the Plan, United intends to seek confirmation of the Plan at a hearing scheduled to commence on January 18, 2006 at 10:30 a.m. Central Time, before the Bankruptcy Court.

In the alternative, the Bankruptcy Code allows a bankruptcy court to confirm a plan, even if such plan has not been accepted by all impaired classes entitled to vote on such plan, if such plan has been accepted by at least one class entitled to vote on such plan and the plan satisfies certain other “cramdown” requirements. United may seek confirmation of the Plan pursuant to this alternative on January 18, 2006 at 10:30 a.m. Central Time if necessary. See Article V.E and F of the Disclosure Statement for a more detailed discussion of plan confirmation standards.<sup>6</sup> **If the Bankruptcy Court confirms the Plan, you will be bound by its provisions whether or not you vote for the Plan.**

### 3. The Solicitation Agent

United has engaged Poorman-Douglas Corporation as its solicitation agent to assist in the voting process. The solicitation agent will answer certain questions regarding procedures, provide additional copies of all materials, and oversee the voting tabulation. The solicitation agent will process and tabulate ballots for each class entitled to vote to accept or reject the Plan. The solicitation agent is located at the following addresses:

If by U.S. Mail:

Poorman-Douglas Corporation  
UAL Balloting  
P.O. Box 4349  
Portland, Oregon 97208-4349

If by courier/hand delivery:

Poorman-Douglas Corporation  
UAL Balloting  
10300 SW Allen Boulevard  
Beaverton, Oregon 97005

If you have any questions on voting procedures, please call Poorman Douglas toll free at (877) 752-5527.

**TO BE COUNTED, YOUR BALLOT (OR MASTER BALLOT OF YOUR NOMINEE HOLDER, IF APPLICABLE) INDICATING ACCEPTANCE OR REJECTION OF THE PLAN MUST BE RECEIVED BY THE SOLICITATION AGENT NO LATER THAN 4:30 P.M., PREVAILING PACIFIC TIME, ON DECEMBER 19, 2005. ANY BALLOT RECEIVED AFTER SUCH DEADLINE WILL NOT BE COUNTED.**

### E. Summary of Means for Implementation of Plan

This section of the summary addresses various transactions contemplated in the Plan and the means for implementation of the Plan. If the Plan is confirmed the following transactions and other provisions will become effective. See Article VI of the Plan generally for a more detailed discussion regarding the various corporate and related transactions contemplated under the Plan.

#### 1. Reorganized Debtors and the Post-Confirmation Estate

In general, under the Plan, each of the debtors shall continue to exist after the Plan’s effective date as a separate entity with all the powers of a corporation or a limited liability company and all property in each debtor’s estate shall vest in each respective reorganized debtor, free and clear of all liens or other encumbrances. In general, after the Plan’s effective date, each reorganized debtor may operate its business and may use, acquire or dispose of property, and compromise or settle any claims or interests without supervision or approval of the Bankruptcy Court. After entry of an order confirming the Plan,

---

<sup>6</sup> If a controversy arises as to whether any claims or interests, or any class of claims or interests, are impaired pursuant to the Plan, the Bankruptcy Court shall determine such controversy on or before the confirmation of the Plan.

each of the matters provided for by the Plan involving the corporate structure of the debtors shall be deemed to have occurred and be effective as provided in the Plan. The debtors, the reorganized debtors, and each of their officers, members of the board of directors, and managers are authorized to take necessary and appropriate actions to effectuate the terms of the Plan. Also, among other things, reorganized UAL's certificate of incorporation shall be amended to authorize the new UAL stock issuances proposed under the Plan.

## 2. Exit Financing and Rights Offering

Pursuant to the Plan, United will enter into an exit financing facility which will be used to satisfy the claims arising from its debtor in possession financing, make other payments required under the Plan, and conduct its post-reorganization operations. Based upon its negotiations with various financial institutions, United recently arrived at what it believes to be the best proposal for exit financing. On October 6, 2005, United, JPMorgan Chase, Citicorp, J.P. Morgan Securities Inc., and Citigroup Global Markets Inc. executed a commitment letter setting forth the terms of the proposed exit financing facility. Pursuant to the commitment letter, the exit financing facility will consist of a revolving loan of up to \$300 million and a term loan of up to \$2.7 billion. Confirmation of the Plan shall be deemed approval of the exit financing facility and authorization for United to enter into the documents necessary to consummate the exit financing facility. See Article VI.I of the Plan and Article III.C.14 of the Disclosure Statement for a more detailed discussion regarding United's exit financing facility and Exhibit 37 to the Plan Supplement to see a copy of the exit financing commitment letter.

To provide additional exit financing, if necessary, United is also exploring a variety of potential rights offerings in which it would offer unsecured creditors the opportunity to purchase, on a pro rata basis, approximately \$500 million in value of new UAL common stock. See Article VI.J of the Plan and Article III.C.15 of the Disclosure Statement for a more detailed discussion regarding United's consideration of a rights offering.

## 3. Sales of New UAL Common Stock on Behalf of Holders of Convenience Class Claims

In general, to facilitate the payment of distributions to the holders of claims in the various convenience classes discussed above, United shall create and fund special convenience class accounts with new UAL common stock. United (or its designee) will effectuate sales of the new UAL common stock that is placed in those accounts on behalf of the holders of such claims. After the sales are consummated, reorganized United will make the distributions to holders of such claims of the net proceeds of such sales in accordance with the Plan. See Article VI.C of the Plan for a more detailed discussion regarding the sale of the net proceeds of such sales of New UAL common stock on behalf of convenience class claims. If your claim is automatically included in the convenience class, you have a right to opt out on the ballot. In certain circumstances creditors may have the right to opt into the convenience class on their ballots.

## 3. Restructuring Transactions Contemplated By the Plan

Pursuant to the Plan, United may undertake all actions as may be necessary or appropriate to affect any transaction necessary to effectuate the Plan, including without limitation, the "Roll-Up Transactions." The Roll-Up Transactions include: a dissolution or winding up of the corporate existence of a reorganized Debtor under applicable state law; or the consolidation, merger, contribution of assets, or other transaction in which a reorganized Debtor merges with or transfers substantially all of its assets and liabilities to another reorganized Debtor or one or more of their affiliates, on or after the effective date of the Plan. See Article VI.D of the Plan for a more detailed discussion regarding the restructuring transactions contemplated by the Plan.

#### 4. Issuance of New Securities

##### a. Issuances of New UAL Stock

The Plan provides that United shall issue or reserve for issuance up to 125,000,000 shares of new UAL common stock as follows: (a) 106,250,000 shares to be distributed for the benefit of holders of unsecured claims and as the employee distribution in accordance with the terms of United's Section 1113 restructuring agreements and distribution agreements with their employees, all in accordance with the terms of the Plan; (b) 10,000,000 shares (or options or other rights to acquire shares) pursuant to the terms of United's "Management Equity Incentive Plan" and "Director Equity Incentive Plan"; and (c) 8,750,000 shares reserved for future distribution pursuant to the terms of the Management Equity Incentive Plan and the Director Equity Incentive Plan. Reorganized UAL shall use its reasonable efforts to list the new UAL common stock on a national securities exchange or for quotation on a national automated interdealer quotation system, but shall have no liability if it is unable to do so.

##### b. Issuances of New UAL Plan Securities

In addition to the New UAL Common Stock, Reorganized UAL shall also issue new securities for the benefit of certain holders of United municipal bonds, United's employees and the PBGC (collectively with the New UAL Common Stock, the "New UAL Plan Securities"). To prevent adverse tax consequences, the certificate of incorporation of reorganized UAL shall restrict the transfer of the New UAL Plan Securities without the consent of UAL's board of directors for 5 years after the Plan's effective date such that (a) no holder of 5% or more of the equity of reorganized UAL may transfer any securities, (b) no transfer will be permitted if it would cause the transferee to hold 5% or more of the equity of reorganized UAL, and (c) no transfer will be permitted if it would increase the percentage equity ownership of any person who already holds 5% or more of the equity of reorganized UAL.

The offering, issuance and distribution of any securities contemplated by the Plan, shall be exempt from, among other things, the registration requirements of Section 5 of the Securities Act and any state or local law requiring registration prior to the offering, issuance, distribution or sale of securities. See Article VI.K of the Plan for a more detailed discussion regarding issuances of New UAL Plan Securities under the Plan.

#### 5. Directors and Officers of Reorganized Debtors

The existing officers of UAL shall serve initially in their current capacities on and after the Plan's effective date. On the Plan's effective date, the initial board of directors of reorganized UAL shall consist of the persons identified by UAL prior to the hearing on Plan confirmation. The existing officers, managers and boards of directors of each of the debtors other than UAL shall continue to serve in their current capacities after the Plan's effective date. See Article VI.O and P of the Plan for a more detailed discussion regarding the directors and officers of the reorganized debtors.

#### 6. Preservation of Rights of Action

In general, United shall retain all rights to commence and pursue all claims or causes of action of the debtors and their estates. See Article VI.W of the Plan for a more detailed discussion regarding preservation by United of its claims and rights of actions.

## 7. Treatment of Debtors' Stock and Related Obligations

In general, on the Plan's effective date, current stock in UAL and any other certificate, notes, options, option plans, bonds, indentures, pass through trust agreement, pass through trust certificate, equipment trust certificate guarantee, or other instruments or documents evidencing any obligation of or ownership interest in the debtors, shall be cancelled. See Article VI.V of the Plan for a more detailed discussion regarding the treatment of the debtors' stock and related obligations under the Plan.

## 8. Employee Benefits, Customer Programs and Retiree Benefits

Pursuant to the Plan, United may honor, in the ordinary course of business, its written contracts, agreements, policies, programs, and plans for, among other things, compensation, health care benefits, disability benefits, deferred compensation benefits, travel benefits, savings, severance benefits, retirement benefits, welfare benefits, life insurance, and accidental death and dismemberment insurance, and shall honor its workers' compensation programs. United may also honor, in the ordinary course of business, its ticketing, customer, and loyalty programs. Pursuant to the Plan, in general, the payment of all retiree benefits shall continue at the levels established pursuant to the Bankruptcy Court's June 14, 2004 order approving a settlement between United and the authorized representatives of its retirees. All proofs of claim with respect to United's employee benefits, customer programs and unpaid retiree benefits shall be deemed automatically withdrawn on the Plan's effective date. See Article VI.Q-S of the Plan for a more detailed discussion regarding the Plan's treatment of United's employee benefits, customer programs and unpaid retiree Benefits.

## G. Executory Contracts and Unexpired Leases

United is a party to thousands of executory contracts and unexpired leases of real property. Under the Plan, generally United will reject all such contracts and leases unless (i) they were previously assumed by United by final order of the Bankruptcy Court, (ii) are the subject of a motion to assume pending on the Plan's effective date, (iii) are listed on the schedule of "Assumed Executory Contracts and Unexpired Leases" in Exhibit 3 of the Plan Supplement, or (iv) the Plan otherwise provides specifically. Among the executory contracts and unexpired leases specifically addressed in the Plan are Interline & Alliance Related Agreements, Revenue Related Agreements, Intercompany Contracts, Employment Agreement, Indemnification Obligations, Collective Bargaining Agreements, Postpetition Aircraft Agreements, Municipal Bond Leases, and Foreign Agreements (in each case, as such terms are defined in the Plan). See Article VII of the Plan for discussion of the treatment of these types of contracts and leases and for a more detailed discussion on the treatment of executory contracts and unexpired leases generally.

## H. Confirmation of the Plan

The following are events that must occur (or be waived by United) before the Plan may be confirmed:

- (a) The Bankruptcy Court shall have entered an order approving confirmation of the Plan.
- (b) The most current version of the Plan Supplement shall have been filed in form and substance acceptable to the United.
- (c) The proposed order approving confirmation of the Plan shall be in form and substance acceptable to United.

See Article XII.A of the Plan for a more detailed discussion of the conditions precedent to confirmation of the Plan.

I. Effect of Confirmation of the Plan

The following will occur as a result of confirmation of the Plan:

1. Discharge of United

**The distributions, rights, and treatment that are provided in the Plan shall be in complete satisfaction of claims and causes of action of any nature against United, who shall be discharged from all claims and related liabilities. See Article X.B of the Plan for a more detailed discussion of the Plan's discharge provisions.**

2. Permanent Injunction

**After the Plan's effective date, all persons and entities are permanently enjoined from commencing or continuing any proceeding, on account of or respecting any claim or liability discharged, exculpated, released, or to be released under the Plan. See Article X.J of the Plan for a more detailed discussion of the permanent injunction.**

3. Releases

**Releases by United. In general, the Plan provides that, among others, United, the agent for United's debtor in possession financing facility, the Creditors' Committee, and United's exit facility lenders are released by United and its estate, from all claims other than claims arising from the bad faith of such released party. See Article I.D.195 of the Plan for a complete list of such released parties and Article X.F of the Plan for a more detailed discussion regarding the releases by United.**

**Releases by Holders of Claims. In general, the Plan provides that holders of claims (a) voting to accept the Plan, or (b) abstaining from voting on the Plan and electing not to opt out of the release contained in the Plan, will release the released parties discussed above, from all claims other than claims arising from the bad faith of such released party. See Article I.D.195 of the Plan for a complete list of such released parties and Article X.F of the Plan for a more detailed discussion regarding the releases by holders of claims.**

4. Exculpation

**In general, the Plan provides for the exculpation of certain exculpated parties from all claims related to an act or omission in connection with United's restructuring and Chapter 11 case, except where such claims are for gross negligence or willful misconduct. See Article I.D.85 and 86 of the Plan for a complete list of exculpated parties and the claims from which they are exculpated and Article X.G of the Plan for a more detailed discussion regarding exculpation under the Plan.**

5. Setoff and Recoupment

In general, United may setoff against any allowed claim and the distributions to be made pursuant to the Plan on account of such allowed claim any claims that United may hold against the holder of such allowed Claim. In general, no holder of a claim may setoff any claim it has against United against any claim of United unless such holder has filed a motion with the Bankruptcy Court requesting the authority to perform such setoff on or before confirmation of the Plan. Similarly, holders of claims are not entitled to recoup any claim against United against any claim, of United, unless such holder has performed such

recoupment on or before confirmation of the Plan. See Article X.L and M of the Plan for a more detailed discussion regarding setoff and recoupment.

J. Plan Oversight Committee

The Plan also provides that upon the Plan's effective date, the Creditors' Committee shall be dissolved and there shall be created a plan oversight committee, which shall be a successor-in-interest to the Creditors' Committee. Among other things, the plan oversight committee shall have standing to participate in (i) any appeal from or motion related to the order confirming the Plan; (ii) matters related to proposed modifications or amendments to the Plan; (iii) all applications for allowance of compensation to professionals; (iv) any action to enforce, implement or interpret the Plan; and (v) such other matters as may be agreed upon in advance and in writing by United and the Plan Oversight Committee. The plan oversight committee generally shall monitor the claims objections and distribution processes. See Article XV.D.2 of the Plan for a more detailed discussion of the plan oversight committee.

K. Consummation of the Plan

Following confirmation of the Plan, the Plan will be consummated on the date selected by United which is a business day after the date the order confirming the Plan is approved on which (a) no stay of such order is in effect, and (b) all conditions to consummation of the Plan have been satisfied or waived. The following are events that must occur (or be waived by United) before the Plan can be consummated and become effective:

- (a) The Bankruptcy Court shall have entered a final order authorizing the assumption and rejection of executory contracts and unexpired leases by United as contemplated by the Plan.
- (b) United's exit financing facility shall have been executed and delivered and funding pursuant to the exit financing facility shall have occurred.
- (c) The order confirming the Plan shall have become a final order.
- (d) The most current version of the Plan Supplement shall have been filed in form and substance acceptable to United.
- (e) The board of directors of reorganized UAL shall have been selected.
- (f) The documents relating to new UAL O'Hare bonds shall be reasonably acceptable to Stark Investment LP.

See Article XII.B of the Plan for a more detailed discussion of the conditions precedent to consummation of the Plan.

L. Modification, Revocation or Withdrawal of Plan

Under the Plan, United expressly reserves its respective rights to alter, amend, modify, revoke, or withdraw the Plan prior to the Plan's substantial consummation. United also reserves the right to revoke or withdraw the Plan prior to confirmation of the Plan and to file subsequent plans of reorganization. The Plan also provides that entry of an order approving confirmation shall mean that all modifications or amendments to the Plan since the solicitation are approved and that no additional disclosure or

resolicitation is required. See Article XIII of the Plan for a more detailed discussion of the circumstances in which the Plan may be revoked, modified or withdrawn.

M. Retention of Jurisdiction

In general, under the Plan the Bankruptcy Court shall retain exclusive jurisdiction over all matters arising out of, and related to, the Chapter 11 Cases and the Plan. See Article XIV of the Plan for a more detailed discussion of the Bankruptcy Court's retention of jurisdiction regarding the reorganized debtors.

**UNITED BELIEVES THAT THE PLAN IS IN THE BEST INTEREST OF ALL OF ITS CREDITORS. UNITED RECOMMENDS THAT ALL HOLDERS OF CLAIMS AGAINST UNITED WHOSE VOTES ARE BEING SOLICITED SUBMIT BALLOTS TO ACCEPT THE PLAN.**



## **NOTICE REGARDING THE SERVICE LIST**

**Section C.6.i(1) of the Third Amended Notice, Case Management and Administrative Procedures provides that when a document is filed and served in In re UAL Corporation, et al. the service lists representing the recipients to whom such a filing is addressed are required to be filed with the Court, but they are not required to be served when serving the Certificate of Service on the recipients. Therefore, we have not attached the service lists to this Certificate of Service.**

**If you would like to view the current Core Group Service List, it is available at [http://www.pd-ual.com/UALRestruct\\_CG.html](http://www.pd-ual.com/UALRestruct_CG.html), and is also contained in Section C.5.a of the Third Amended Notice, Case Management and Administrative Procedures.**

**If you would like to view the current 2002 Service List, it is available at [http://www.pd-ual.com/UALRestruct\\_2002.html](http://www.pd-ual.com/UALRestruct_2002.html).**

**The above lists are provided for your convenience. Documents filed with the Court are available to be viewed and downloaded at the web site of the U.S. Bankruptcy Court for the Northern District of Illinois, <http://www.ilnb.uscourts.gov/> (“Case Image Viewing”).**

**The Third Amended Notice, Case Management and Administrative Procedures are available at the web site of the U.S. Bankruptcy Court for the Northern District of Illinois, <http://www.ilnb.uscourts.gov/> (“Case Image Viewing”), or at the Debtors’ private web site, [http://www.pd-ual.com/UALRestruct\\_CMP.html](http://www.pd-ual.com/UALRestruct_CMP.html).**

**If you have any questions about the 2002 Service List, please call 1-312-729-7493 or e-mail [UAL2002@kirkland.com](mailto:UAL2002@kirkland.com).**