

BALANCE SHEET

As At: June 30, 2000
Schedule B-1

Air Carrier:
Operation : Domestic UAD

ACCT#	DESCRIPTION	(000's) AMOUNT
ASSETS		
CURRENT ASSETS		
1010	Cash	8,945
1100	Short-Term Investments	1,130,437
1200	Notes Receivable	0
1270	Accounts Receivable	2,190,459
1290	Less Allow. for Bad Debts	12,057
1299	Net Notes & Accounts Receivable	2,178,402
1399	Net Spare Parts & Supplies	361,182
1410	Prepaid Items	280,617
1420	Other Current Assets	104,934
1499	Total Current Assets	4,064,517
INVESTMENTS IN SPECIAL FUNDS		
1510	Inv. in Associated Companies	567,799
1530	Other Investments & Receivables	764,134
1550	Special Funds	654,822
1599	Total Inv. & Special Funds	1,986,755
OPERATING PROPERTY & EQUIPMENT		
1609	Flight Equipment	13,850,940
1649	Ground-Property and Equipment	3,109,237
1668	Less Allowance for Depreciation	5,502,899
1675	Property & Equipment - Net	11,457,278
1679	Land	8,477
1685	Purchase Dep. & Adv. Payments	864,932
1689	Construction Work-in-progress	815,963
1695	Leased Property - Cap. Leases	2,921,289
1696	Accum. Amort. Capital Leases	589,398
1699	Total Oper. Prop. & Equipment	15,478,541
NONOPERATING PROP. & EQUIPMENT		
1791	Less Allow. for Depr. - Nonop.	417,341
1792	Net Nonoperating Prop. & Eqmt.	281,828
1799		135,513
OTHER ASSETS		
1820	Long-term Prepayments	651,806
1830	Unamort. Dev. & Preop. Costs	0
1890	Other Assets and Def. Charges	778,445
1895	Total Other Assets	1,430,251
1899	TOTAL ASSETS	23,095,577

BALANCE SHEET

As At: June 30, 2000
Schedule B-1Air Carrier:
Operation : Domestic UAD(000's)
AMOUNT

ACCT#	DESCRIPTION	
	LIABILITIES & STOCKHOLDERS' EQ.	
	CURRENT LIABILITIES	
2000	Curr. Maturities of L-T Debt	278,541
2005	Notes Payable - Banks	0
2015	Notes Payable - Others	0
2021	Trade Accts. Payable	1,010,561
2025	Accts. Payable - Other	210,748
2080	Curr. Oblig. Under Cap. Leases	205,537
2110	Accrued Salaries & Wages	261,112
2120	Accrued Vacation Pay	325,525
2125	Accrued Interest	124,627
2130	Accrued Taxes	64,670
2140	Dividends Declared	0
2160	Air Traffic Liability	1,993,802
2190	Other Current Liabilities	2,505,958
2199	Total Current Liabilities	6,981,081
	NONCURRENT LIABILITIES	
2210	Long-term Debt	2,553,836
2240	Advances from Assoc. Companies	0
2250	Pension Liability	126,002
2280	Noncurrent Obgl.-Capital Leases	2,201,939
2290	Other Noncurrent Liabilities	2,998,402
2299	Total Noncurrent Liabilities	7,880,179
	DEFERRED CREDITS	
2340	Deferred Income Taxes	1,158,982
2345	Deferred Investment Tax Credits	0
2390	Other Deferred Credits	1,109,698
2399	Total Deferred Credits	2,268,680
	STOCKHOLDERS' EQUITY	
2820	Preferred Shares Issued	0
2840	Common Shares Issued	1
2860	Subscribed & Unissued	0
2869	Total Capital Stock	1
2890	Additional Capital Invested	3,704,216
2899	Total Paid in Capital	3,704,217
2900	Retained Earnings	2,261,420
2959	Total Stockholders' Equity	5,965,637
2990	Less Treasury Stock	0
2995	Net Stockholders' Equity	5,965,637
2999	Total Liab. & Stockholders' Eq.	23,095,577
2820A	No. of Preferred Shares Issued	0
2840A	No. of Common Shares Issued	205

STATEMENT OF OPERATIONS

Quarter Ended: June 30, 2000
 Schedule P-1.2 Group III

Air Carrier:
 Operation : Domestic UAD

ACCT#	DESCRIPTION	(000's) AMOUNT

OPERATING REVENUES		
3901.1	Passenger - First Class	0
3901.2	Passenger - Coach	0
3901	Transport Revenues - Passenger	3,159,595
3905	Mail	41,036
3906.1	Property - Freight	45,509
3906.2	Property - Excess Baggage	4,230
3907.1	Charter - Passenger	118
3907.2	Charter - Property	0
3919.1	Reserv. Cancellation Fees	45,756
3919.2	Misc. Operating Revenues	20,067
4808	Public Service Subsidy	0
4898	Transport Related	219,806
4999	Total Operating Revenue	3,536,117
OPERATING EXPENSES		
5100	Flying Operations	888,674
5400	Maintenance	419,036
5500	Passenger Service	332,386
6400	Aircraft & Traffic Servicing	522,451
6700	Promotion & Sales	399,445
6800	General & Administrative	158,486
7000	Depreciation & Amortization	148,700
7100	Transport Related Expenses	160,076
7199	Total Operating Expenses	3,029,254
7999	Operating Profit or Loss	506,863
NONOPERATING EXPENSE (INCOME)		
8181	Int. Exp. (Inc.) on L-T-D & Cap. Leases	50,386
8182	Other Interest Expense (Income)	-2,471
8185	Foreign Exchange Gain or Loss	721
8188.5	Capital (Gains)/Losses- Op.Prop.	38,276
	Capital (Gains)/Losses- Other	
8189	Other Expense (Income) - Net	-6,667
8199	Nonoperating Expense (Income)	80,245
8999	Income Before Income Taxes	426,618
9100	Income Tax Expense	158,287
9199	Inc. Bf. Disc. Ops & Other Items	268,331
9600	Discontinued Operations	0
9796	Extraordinary Items	0
9797	Inc. Tax Appl. To Extraord. Item	0
9799	Income Before Account. Changes	268,331
9800	Accounting Changes	0
9899	Net Income	268,331

STATEMENT OF OPERATIONS

Quarter Ended: June 30, 2000
 Schedule P-1.2 Group III

Air Carrier:
 Operation : Atlantic UAA

ACCT#	DESCRIPTION	(000's) AMOUNT
	OPERATING REVENUES	
3901.1	Passenger - First Class	68,211
3901.2	Passenger - Coach	455,453
3901	Transport Revenues - Passenger	523,664
3905	Mail	5,938
3906.1	Property - Freight	33,686
3906.2	Property - Excess Baggage	904
3907.1	Charter - Passenger	0
3907.2	Charter - Property	0
3919.1	Reserv. Cancellation Fees	37
3919.2	Misc. Operating Revenues	3,183
4808	Public Service Subsidy	0
4898	Transport Related	29,294
4999	Total Operating Revenue	596,706
	OPERATING EXPENSES	
5100	Flying Operations	140,101
5400	Maintenance	35,253
5500	Passenger Service	72,441
6400	Aircraft & Traffic Servicing	77,665
6700	Promotion & Sales	77,681
6800	General & Administrative	55,416
7000	Depreciation & Amortization	34,688
7100	Transport Related Expenses	14,348
7199	Total Operating Expenses	507,593
7999	Operating Profit or Loss	89,113
	NONOPERATING EXPENSE (INCOME)	
8181	Int. Exp. (Inc.) on L-T-D & Cap. Leases	19,730
8182	Other Interest Expense (Income)	-967
8185	Foreign Exchange Gain or Loss	1,539
8188.5	Capital (Gains)/Losses- Op.Prop.	6,255
	Capital (Gains)/Losses- Other	
8189	Other Expense (Income) - Net	-3,261
8199	Nonoperating Expense (Income)	23,296
8999	Income Before Income Taxes	65,817
9100	Income Tax Expense	24,418
9199	Inc. Bf. Disc. Ops & Other Items	41,399
9600	Discontinued Operations	0
9796	Extraordinary Items	0
9797	Inc. Tax Appl. To Extraord. Item	0
9799	Income Before Account. Changes	41,399
9800	Accounting Changes	0
9899	Net Income	41,399

STATEMENT OF OPERATIONS

Quarter Ended: June 30, 2000
 Schedule P-1.2 Group III

Air Carrier:
 Operation : Latin UAL

(000's)
 AMOUNT

ACCT#	DESCRIPTION	AMOUNT
	OPERATING REVENUES	
3901.1	Passenger - First Class	20,677
3901.2	Passenger - Coach	148,435
3901	Transport Revenues - Passenger	169,112
3905	Mail	1,294
3906.1	Property - Freight	12,333
3906.2	Property - Excess Baggage	270
3907.1	Charter - Passenger	2,417
3907.2	Charter - Property	0
3919.1	Reserv. Cancellation Fees	10
3919.2	Misc. Operating Revenues	1,755
4808	Public Service Subsidy	0
4898	Transport Related	9,366
4999	Total Operating Revenue	196,557
	OPERATING EXPENSES	
5100	Flying Operations	54,145
5400	Maintenance	18,496
5500	Passenger Service	27,376
6400	Aircraft & Traffic Servicing	27,608
6700	Promotion & Sales	28,165
6800	General & Administrative	9,672
7000	Depreciation & Amortization	9,687
7100	Transport Related Expenses	5,059
7199	Total Operating Expenses	180,208
7999	Operating Profit or Loss	16,349
	NONOPERATING EXPENSE (INCOME)	
8181	Int. Exp. (Inc.) on L-T-D & Cap.Leases	3,821
8182	Other Interest Expense (Income)	-187
8185	Foreign Exchange Gain or Loss	366
8188.5	Capital (Gains)/Losses- Op.Prop.	2,057
	Capital (Gains)/Losses- Other	
8189	Other Expense (Income) - Net	-456
8199	Nonoperating Expense (Income)	5,601
8999	Income Before Income Taxes	10,748
9100	Income Tax Expense	3,987
9199	Inc. Bf. Disc. Ops & Other Items	6,761
9600	Discontinued Operations	0
9796	Extraordinary Items	0
9797	Inc. Tax Appl. To Extraord.Item	0
9799	Income Before Account. Changes	6,761
9800	Accounting Changes	0
9899	Net Income	6,761

STATEMENT OF OPERATIONS

Quarter Ended: June 30, 2000
 Schedule P-1.2 Group III

Air Carrier:
 Operation : Pacific UAP

ACCT#	DESCRIPTION	(000's) AMOUNT
	OPERATING REVENUES	
3901.1	Passenger - First Class	71,588
3901.2	Passenger - Coach	559,542
3901	Transport Revenues - Passenger	631,130
3905	Mail	9,058
3906.1	Property - Freight	84,583
3906.2	Property - Excess Baggage	1,153
3907.1	Charter - Passenger	0
3907.2	Charter - Property	0
3919.1	Reserv. Cancellation Fees	41
3919.2	Misc. Operating Revenues	3,903
4808	Public Service Subsidy	0
4898	Transport Related	38,691
4999	Total Operating Revenue	768,559
	OPERATING EXPENSES	
5100	Flying Operations	243,742
5400	Maintenance	68,705
5500	Passenger Service	124,427
6400	Aircraft & Traffic Servicing	90,602
6700	Promotion & Sales	126,781
6800	General & Administrative	16,709
7000	Depreciation & Amortization	41,612
7100	Transport Related Expenses	16,768
7199	Total Operating Expenses	729,346
7999	Operating Profit or Loss	39,213
	NONOPERATING EXPENSE (INCOME)	
8181	Int. Exp. (Inc.) on L-T-D & Cap. Leases	6,848
8182	Other Interest Expense (Income)	-336
8185	Foreign Exchange Gain or Loss	1,644
8188.5	Capital (Gains)/Losses- Op.Prop.	7,540
	Capital (Gains)/Losses- Other	
8189	Other Expense (Income) - Net	705
8199	Nonoperating Expense (Income)	16,401
8999	Income Before Income Taxes	22,812
9100	Income Tax Expense	8,463
9199	Inc. Bf. Disc. Ops & Other Items	14,349
9600	Discontinued Operations	0
9796	Extraordinary Items	0
9797	Inc. Tax Appl. To Extraord. Item	0
9799	Income Before Account. Changes	14,349
9800	Accounting Changes	0
9899	Net Income	14,349

STATEMENT OF OPERATIONS

Quarter Ended: June 30, 2000
 Schedule P-1.2 Group III

Air Carrier:
 Operation : System UAS

(000's)
 AMOUNT

ACCT#	DESCRIPTION	AMOUNT

OPERATING REVENUES		
3901.1	Passenger - First Class	160,476
3901.2	Passenger - Coach	1,163,430
3901	Transport Revenues - Passenger	4,483,501
3905	Mail	57,326
3906.1	Property - Freight	176,111
3906.2	Property - Excess Baggage	6,557
3907.1	Charter - Passenger	2,535
3907.2	Charter - Property	0
3919.1	Reserv. Cancellation Fees	45,844
3919.2	Misc. Operating Revenues	28,908
4808	Public Service Subsidy	0
4898	Transport Related	297,157
4999	Total Operating Revenue	5,097,939
OPERATING EXPENSES		
5100	Flying Operations	1,326,662
5400	Maintenance	541,490
5500	Passenger Service	556,630
6400	Aircraft & Traffic Servicing	718,326
6700	Promotion & Sales	632,072
6800	General & Administrative	240,283
7000	Depreciation & Amortization	234,687
7100	Transport Related Expenses	196,251
7199	Total Operating Expenses	4,446,401
7999	Operating Profit or Loss	651,538
NONOPERATING EXPENSE (INCOME)		
8181	Int. Exp. (Inc.) on L-T-D & Cap. Leases	80,785
8182	Other Interest Expense (Income)	-3,961
8185	Foreign Exchange Gain or Loss	4,270
8188.5	Capital (Gains)/Losses- Op. Prop.	54,128
	Capital (Gains)/Losses- Other	
8189	Other Expense (Income) - Net	-9,679
8199	Nonoperating Expense (Income)	125,543
8999	Income Before Income Taxes	525,995
9100	Income Tax Expense	195,155
9199	Inc. Bf. Disc. Ops & Other Items	330,840
9600	Discontinued Operations	0
9796	Extraordinary Items	0
9797	Inc. Tax Appl. To Extraord. Item	0
9799	Income Before Account. Changes	330,840
9800	Accounting Changes	0
9899	Net Income	330,840

AIRCRAFT OPERATING EXP. - Sch. P-5.2 Grp II & III Qtr: June 30, 2000

Air Carrier: United Airlines

(000's)

ACCT #	DESCRIPTION	Operation: System							
		Total Eqp Code 9999	B-737-5/6 Code 6161	UAS B-737-3 Code 6191	B-737-1/2 Code 6201	B-757 Code 6221	B-767-2/E Code 6251	B-767-3/E Code 6261	B-777 Code 6271
FLYING OPERATIONS									
5123	Pilots and Copilots	346,067	21,806	40,402	7,894	54,664	10,169	25,642	42,253
5124	Other Flight Personnel	11,898	0	0	0	0	0	0	0
5128.1	Trainees and Instructors	14,772	977	1,815	351	2,260	421	889	1,215
5136	Personnel Expenses	31,154	2,499	4,642	884	4,864	902	2,196	3,145
5141	Prof. & Tech. Fees & Exp.	0	0	0	0	0	0	0	0
5143.7	Aircraft Interch. -Outside	0	0	0	0	0	0	0	0
5145.1	Aircraft Fuel	538,390	25,879	50,592	10,972	71,221	18,531	31,051	78,450
5145.2	Aircraft Oil	891	57	109	19	56	6	10	161
5147	Aircraft Rentals	242,299	7,774	51,428	0	38,490	0	26,701	7,333
5153	Other Supplies	22	2	4	2	3	0	1	2
5155.1	Insur. Purch. - General	2,538	241	191	4	434	272	8	479
5157	Empl. Benefits and Pensions	69,975	4,292	7,992	1,557	10,752	1,972	4,996	8,224
5158	Injuries, Loss and Damage	343	16	30	5	60	3	0	110
5168	Taxes-Payroll	17,423	1,069	1,982	387	2,676	493	1,248	2,047
5169	Taxes-Other Than Payroll	50,143	4,263	8,211	1,565	9,795	2,533	1,353	2,400
5171	Other Expense	746	53	100	40	104	20	45	71
5199	Total Flying Operations	1,326,661	68,928	167,498	23,680	195,379	35,322	94,140	145,890
DIRECT MAINTENANCE-FLIGHT EQUIP									
5225.1	Maint Airf. Labor	74,655	6,293	11,497	3,579	9,082	3,407	4,516	6,751
5225.2	Maint Eng. Labor	13,849	999	1,909	1,014	2,520	1,076	967	820
5243.1	Maint Airf. Outside Rep.	23,761	228	2,587	87	1,136	1,160	1,650	2,697
5243.2	Maint Eng. Outside Rep.	47,394	1,860	3,582	401	6,084	2,684	1,981	375
5243.7	Maint AC Interch. Chrgs-O/S	0	0	0	0	0	0	0	0
5246.1	Maint Materials - Airframe	49,279	7,879	1,457	1,476	6,857	2,421	4,976	2,337
5246.2	Maint Materials - Engines	42,606	5,433	10,381	1,764	7,144	2,514	2,685	2,314
5272.1	Maint Airfrm Airworth. Provs.	0	0	0	0	0	0	0	0
5272.3	Maint Airfrm O/H Deferred	0	0	0	0	0	0	0	0
5272.6	Maint AC Eng. Airworth. Prov	0	0	0	0	0	0	0	0
5272.8	Maint AC Eng. O/H Def. (cr.)	0	0	0	0	0	0	0	0
5278	Total Dir Maint-Flt.Eqpt	251,544	22,692	31,413	8,321	32,823	13,262	16,775	15,294
5279.6	APPL. MAINT BURDEN FLT. EQ.	224,107	18,403	33,586	9,824	33,159	11,127	16,301	17,296
5299	Total Flt. Eq. Maint. (Memo)	475,651	41,095	64,999	18,145	65,982	24,389	33,076	32,590
7073.9	NET OBSL & DETER.- EXP. PARTS	3,520	168	351	56	533	122	287	542
DEPRECIATION - FLIGHT EQUIPMENT									
7075.1	Depr. Airframes	94,174	4,156	2,811	6,532	13,273	2,596	8,879	17,226
7075.2	Depr. Aircraft Engines	12,125	517	987	356	1,978	335	666	2,059
7075.3	Depr. Airframe Parts	6,405	242	547	74	1,025	204	530	1,045
7075.4	Depr. Engine Parts	21,643	838	1,884	258	3,468	677	1,753	3,421
7075.5	Depr. Other Flt Eqp.	5,023	3,010	6,163	1,173	-28,869	1,846	2,146	1,442
7076.1	Amort. Cap. Leases Flt. Eqpt.	21,196	1,846	0	0	1,945	0	482	8,927
EXPENSE OF INTERCHANGE AIRCRAFT									
7098.1	Exp. of Interch. AC- Flt. Ops	0	0	0	0	0	0	0	0
7098.2	Exp. of Interch. AC- Maint.	0	0	0	0	0	0	0	0
7098.9	Total Aircraft Operating Expens	1,966,398	120,800	245,240	50,274	254,714	65,491	141,979	213,142
OTHER DEPRECIATION & AMORTIZATI									
7074.1	Amortization Developmental & Pre	732							
7074.2	Amortization Other Intangibles	14,570							
7075.8	Depreciation Hangar & Maint. Eq	8,742							
7075.9	Depreciation Ground Property	45,673							
7076.2	Amort. Capital Leases Other	885							



APR 2 2001

AIRCRAFT OPERATING EXP. - Sch. P-5.2 Grp II & III Qtr: June 30, 2000

Air Carrier: United Airlines

Operation: System

UAS

(000's) A320-1/2 A319 B-727-2 DC-10-1 DC-10-3 DC-10-3 B-747-2/3 B-747-4
 ACCT # DESCRIPTION Code 6941 Code 6981 Code 7151 Code 7301 Code 7321 Code 7322 Code 8171 Code 8191

ACCT #	DESCRIPTION	Code 6941	Code 6981	Code 7151	Code 7301	Code 7321	Code 7322	Code 8171	Code 8191
FLYING OPERATIONS									
5123	Pilots and Copilots	30,318	14,111	26,147	2,451	2,079	5,562	4,799	57,770
5124	Other Flight Personnel	14	1	5,001	1,207	1,015	1,627	3,033	0
5128.1	Trainees and Instructors	1,021	475	1,757	231	182	363	668	2,147
5136	Personnel Expenses	3,100	1,491	2,879	161	139	244	273	3,735
5141	Prof. & Tech. Fees & Exp.	0	0	0	0	0	0	0	0
5143.7	Aircraft Interch. -Outside	0	0	0	0	0	0	0	0
5145.1	Aircraft Fuel	35,068	16,723	53,301	5,270	4,987	7,188	13,170	115,987
5145.2	Aircraft Oil	79	37	103	8	6	10	22	208
5147	Aircraft Rentals	13,646	6,319	183	0	1,026	2,891	30,739	55,769
5153	Other Supplies	2	1	4	0	0	0	0	1
5155.1	Insur. Purch. - General	167	80	11	10	5	20	36	580
5157	Empl. Benefits and Pensions	5,925	2,758	5,888	690	623	1,415	1,553	11,338
5158	Injuries, Loss and Damage	-3	-2	74	1	0	6	4	39
5168	Taxes-Payroll	1,474	685	1,466	177	152	351	392	2,824
5169	Taxes-Other Than Payroll	5,077	2,650	8,138	820	559	602	1,145	1,032
5171	Other Expense	66	31	88	5	5	11	14	93
5199	Total Flying Operations	95,954	45,360	105,040	11,031	10,778	20,290	55,848	251,523
DIRECT MAINTENANCE-FLIGHT EQUIP									
5225.1	Maint Airf. Labor	4,123	1,979	6,932	575	606	834	2,543	11,938
5225.2	Maint Eng. Labor	225	109	1,455	47	136	71	1,155	1,346
5243.1	Maint Airf. Outside Rep.	1,777	821	1,241	1,838	1,516	2,284	185	4,554
5243.2	Maint Eng. Outside Rep.	9,219	4,274	1,949	7,421	1,204	1,725	1,558	3,077
5243.7	Maint AC Interch. Chrgs-O/S	0	0	0	0	0	0	0	0
5246.1	Maint Materials - Airframe	3,308	1,544	4,398	832	757	1,301	1,312	8,424
5246.2	Maint Materials - Engines	-153	-73	4,401	340	55	77	3,170	2,554
5272.1	Maint Airfrm Airworth. Provs.	0	0	0	0	0	0	0	0
5272.3	Maint Airfrm O/H Deferred	0	0	0	0	0	0	0	0
5272.6	Maint AC Eng. Airworth. Prov	0	0	0	0	0	0	0	0
5272.8	Maint AC Eng. O/H Def. (cr.)	0	0	0	0	0	0	0	0
5278	Total Dir Maint-Flt. Eqpt	18,499	8,654	20,376	11,053	4,274	6,292	9,923	31,893
5279.6	APPL. MAINT BURDEN FLT. EQ.	12,651	5,926	20,761	1,284	1,220	2,014	7,404	33,151
5299	Total Flt. Eq. Maint. (Memo)	31,150	14,580	41,137	12,337	5,494	8,306	17,327	65,044
7073.9	NET OBSL & DETER.- EXP. PARTS	280	133	238	28	23	59	56	644
DEPRECIATION - FLIGHT EQUIPMENT									
7075.1	Depr. Airframes	3,610	1,733	10,769	-1,079	156	2,173	21	21,318
7075.2	Depr. Aircraft Engines	1,066	512	847	75	0	342	373	1,992
7075.3	Depr. Airframe Parts	472	226	401	59	53	36	131	1,360
7075.4	Depr. Engine Parts	1,613	771	1,607	194	179	91	435	4,454
7075.5	Depr. Other Flt Eqpt.	4,170	2,029	4,728	377	384	0	5,603	821
7076.1	Amort. Cap. Leases Flt. Eqpt.	3,492	1,717	1,317	0	0	1,470	0	0
EXPENSE OF INTERCHANGE AIRCRAFT									
7098.1	Exp. of Interch. AC- Flt. Ops	0	0	0	0	0	0	0	0
7098.2	Exp. of Interch. AC- Maint.	0	0	0	0	0	0	0	0
7098.9	Total Aircraft Operating Expens	141,807	67,061	166,084	23,022	17,067	32,767	79,794	347,156
OTHER DEPRECIATION & AMORTIZATI									
7074.1	Amortization Developmental & Pre								
7074.2	Amortization Other Intangibles								
7075.8	Depreciation Hangar & Maint. Eq								
7075.9	Depreciation Ground Property								
7076.2	Amort. Capital Leases Other								



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AIRCRAFT OPERATING EXP. - Sch. P-5.2 Grp II & III Qtr: June 30, 2000
 Air Carrier: United Airlines

Operation: Domestic

UAD

(000's)	Total Eqp Code 9999	B-737-5/6 Code 6161	B-737-3 Code 6191	B-737-1/2 Code 6201	B-757 Code 6221	B-767-2/E Code 6251	B-767-3/E Code 6261	B-777 Code 6271	
FLYING OPERATIONS									
5123	Pilots and Copilots	233,191	21,806	40,402	7,894	54,017	10,156	8,942	9,266
5124	Other Flight Personnel	10,900	0	0	0	0	0	0	0
5128.1	Trainees and Instructors	10,990	977	1,815	351	2,233	421	370	307
5136	Personnel Expenses	23,139	2,499	4,642	884	4,807	901	795	584
5141	Prof. & Tech. Fees & Exp.	0	0	0	0	0	0	0	0
5143.7	Aircraft Interch. -Outside	0	0	0	0	0	0	0	0
5145.1	Aircraft Fuel	332,198	25,879	50,592	10,972	70,251	18,515	5,973	14,587
5145.2	Aircraft Oil	559	57	109	19	56	6	4	44
5147	Aircraft Rentals	165,574	7,774	51,428	0	38,021	0	11,001	2,008
5153	Other Supplies	20	2	4	2	3	0	1	1
5155.1	Insur. Purch. - General	1,607	241	191	4	429	272	3	130
5157	Empl. Benefits and Pensions	47,758	4,292	7,992	1,557	10,626	1,969	1,756	1,833
5158	Injuries, Loss and Damage	221	16	30	5	59	3	0	29
5168	Taxes-Payroll	11,884	1,069	1,982	387	2,644	492	438	452
5169	Taxes-Other Than Payroll	50,072	4,263	8,211	1,565	9,795	2,533	1,353	2,400
5171	Other Expense	560	53	100	40	103	20	17	16
5199	Total Flying Operations	888,673	68,928	167,498	23,680	193,044	35,288	30,653	31,657
DIRECT MAINTENANCE-FLIGHT EQUIP									
5225.1	Maint Airf. Labor	56,627	6,293	11,497	3,579	8,975	3,405	1,943	3,216
5225.2	Maint Eng. Labor	11,417	999	1,909	1,014	2,489	1,075	399	260
5243.1	Maint Airf. Outside Rep.	14,959	228	2,587	87	1,122	1,159	679	738
5243.2	Maint Eng. Outside Rep.	40,817	1,860	3,582	401	6,010	2,679	803	111
5243.7	Maint AC Interch. Chrgs-O/S	0	0	0	0	0	0	0	0
5246.1	Maint Materials - Airframe	35,688	7,879	1,457	1,476	6,773	2,419	2,084	686
5246.2	Maint Materials - Engines	36,852	5,433	10,381	1,764	7,059	2,512	1,099	612
5272.1	Maint Airfrm Airworth. Provs.	0	0	0	0	0	0	0	0
5272.3	Maint Airfrm O/H Deferred	0	0	0	0	0	0	0	0
5272.6	Maint AC Eng. Airworth. Prov	0	0	0	0	0	0	0	0
5272.8	Maint AC Eng. O/H Def. (cr.)	0	0	0	0	0	0	0	0
5278	Total Dir Maint-Flt.Eqpt	196,360	22,692	31,413	8,321	32,428	13,249	7,007	5,623
5279.6	APPL. MAINT BURDEN FLT. EQ.	169,098	18,403	33,586	9,824	32,796	11,120	6,942	5,042
5299	Total Flt. Eq. Maint. (Memo)	365,458	41,095	64,999	18,145	65,224	24,369	13,949	10,665
7073.9	NET OBSL & DETER.- EXP. PARTS	2,248	168	351	56	526	122	116	111
DEPRECIATION - FLIGHT EQUIPMENT									
7075.1	Depr. Airframes	53,558	4,156	2,811	6,532	13,111	2,594	3,662	3,407
7075.2	Depr. Aircraft Engines	8,014	517	987	356	1,954	335	391	420
7075.3	Depr. Airframe Parts	3,916	242	547	74	1,012	204	222	214
7075.4	Depr. Engine Parts	13,493	838	1,884	258	3,424	676	735	703
7075.5	Depr. Other Flt Eqp.	4,380	3,020	6,163	1,173	-28,951	1,842	1,872	1,827
7076.1	Amort. Cap. Leases Flt. Eqpt.	12,949	1,846	0	0	1,921	0	199	2,118
EXPENSE OF INTERCHANGE AIRCRAFT									
7098.1	Exp. of Interch. AC- Flt. Ops	0	0	0	0	0	0	0	0
7098.2	Exp. of Interch. AC- Maint.	0	0	0	0	0	0	0	0
7098.9	Total Aircraft Operating Expens	1,352,689	120,800	245,240	50,274	251,265	65,430	51,799	51,122
OTHER DEPRECIATION & AMORTIZATI									
7074.1	Amortization Developmental &Pre	644							
7074.2	Amortization Other Intangibles	11,157							
7075.8	Depreciation Hangar & Maint. Eq	6,646							
7075.9	Depreciation Ground Property	31,026							
7076.2	Amort. Capital Leases Other	670							



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AIRCRAFT OPERATING EXP. - Sch. P-5.2 Grp II & III Qtr: June 30, 2000

Air Carrier: United Airlines

(000's)

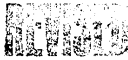
ACCT #	DESCRIPTION	Operation: Domestic		UAD		DC-10-1 Code 7301	DC-10-3 Code 7321	DC-10-3 Code 7322	B-747-2/3 Code 8171	B-747-4 Code 8191
		A320-1/2 Code 6941	A319 Code 6981	B-727-2 Code 7151						
FLYING OPERATIONS										
5123	Pilots and Copilots	26,698	13,938	26,147	2,451	2,079	1,703	4,799	2,893	
5124	Other Flight Personnel	0	0	5,001	1,207	1,015	644	3,033	0	
5128.1	Trainees and Instructors	900	470	1,757	231	182	142	668	166	
5136	Personnel Expenses	2,830	1,478	2,879	161	139	76	273	191	
5141	Prof. & Tech. Fees & Exp.	0	0	0	0	0	0	0	0	
5143.7	Aircraft Interch. -Outside	0	0	0	0	0	0	0	0	
5145.1	Aircraft Fuel	31,728	16,564	53,301	5,270	4,987	2,740	13,170	7,669	
5145.2	Aircraft Oil	72	37	103	8	6	0	22	16	
5147	Aircraft Rentals	11,950	6,239	183	0	1,026	1,130	30,739	4,075	
5153	Other Supplies	2	1	4	0	0	0	0	0	
5155.1	Insur. Purch. - General	147	77	11	10	5	8	36	43	
5157	Empl. Benefits and Pensions	5,222	2,726	5,888	690	623	463	1,553	568	
5158	Injuries, Loss and Damage	-3	-2	74	1	0	2	4	3	
5158	Taxes-Payroll	1,297	677	1,466	177	152	115	392	144	
5159	Taxes-Other Than Payroll	5,077	2,650	8,138	820	559	531	1,145	1,032	
5171	Other Expense	59	31	88	5	4	14	5	5	
5199	Total Flying Operations	85,979	44,886	105,040	11,031	10,778	7,558	55,848	16,805	
DIRECT MAINTENANCE-FLIGHT EQUIP										
5225.1	Maint Airf. Labor	3,761	1,963	6,932	575	606	430	2,543	909	
5225.2	Maint Eng. Labor	206	108	1,455	47	136	67	1,155	98	
5243.1	Maint Airf. Outside Rep.	1,552	811	1,241	1,838	1,516	897	185	319	
5243.2	Maint Eng. Outside Rep.	8,086	4,221	1,949	7,421	1,204	673	1,558	259	
5243.7	Maint AC Interch. Chrgs-O/S	0	0	0	0	0	0	0	0	
5246.1	Maint Materials - Airframe	2,922	1,526	4,398	832	757	510	1,312	657	
5246.2	Maint Materials - Engines	-139	-72	4,401	340	55	30	3,170	207	
5272.1	Maint Airfrm Airworth. Provs.	0	0	0	0	0	0	0	0	
5272.3	Maint Airfrm O/H Deferred	0	0	0	0	0	0	0	0	
5272.6	Maint AC Eng. Airworth. Prov	0	0	0	0	0	0	0	0	
5272.8	Maint AC Eng. O/H Def. (cr.)	0	0	0	0	0	0	0	0	
5278	Total Dir Maint-Flt.Eqpt	16,388	8,557	20,376	11,053	4,274	2,607	9,923	2,449	
5279.6	APPL. MAINT BURDEN FLT. EQ.	11,224	5,860	20,761	1,284	1,220	813	7,404	2,819	
5299	Total Flt. Eq. Maint. (Memo)	27,612	14,417	41,137	12,337	5,494	3,420	17,327	5,268	
7073.9	NET OBSL & DETER.- EXP. PARTS	254	132	238	28	23	23	56	44	
DEPRECIATION - FLIGHT EQUIPMENT										
7075.1	Depr. Airframes	3,291	1,718	10,769	-1,079	156	848	21	1,561	
7075.2	Depr. Aircraft Engines	972	508	847	75	0	133	373	146	
7075.3	Depr. Airframe Parts	428	224	401	59	53	14	131	91	
7075.4	Depr. Engine Parts	1,463	764	1,607	194	179	35	435	298	
7075.5	Depr. Other Flt Eqp.	3,861	2,015	4,728	377	384	0	5,603	476	
7076.1	Amort. Cap. Leases Flt.Eqpt.	3,268	1,706	1,317	0	0	574	0	0	
EXPENSE OF INTERCHANGE AIRCRAFT										
7098.1	Exp. of Interch. AC- Flt. Ops	0	0	0	0	0	0	0	0	
7098.2	Exp. of Interch. AC- Maint.	0	0	0	0	0	0	0	0	
7098.9	Total Aircraft Operating Expens	127,128	66,370	166,084	23,022	17,067	12,605	79,794	24,689	
OTHER DEPRECIATION & AMORTIZATI										
7074.1	Amortization Developmental &Pre									
7074.2	Amortization Other Intangibles									
7075.8	Depreciation Hangar & Maint. Eq									
7075.9	Depreciation Ground Property									
7076.2	Amort. Capital Leases Other									



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AIRCRAFT OPERATING EXP. - Sch. P-5.2 Grp II & III Qtr: June 30, 2000
 Air Carrier: United Airlines

ACCT #	DESCRIPTION	Operation: Atlantic						B-747-4 Code 8191
		Total Exp Code 9999	B-767-2/E Code 6251	UAA B-767-3/E Code 6261	B-777 Code 6271	A320-1/2 Code 6941	A319 Code 6981	
FLYING OPERATIONS								
5123	Pilots and Copilots	39,843	13	8,234	30,131	12	10	1,443
5124	Other Flight Personnel	0	0	0	0	0	0	0
5128.1	Trainees and Instructors	1,133	0	248	803	1	0	81
5136	Personnel Expenses	3,002	1	671	2,228	1	1	100
5141	Prof. & Tech. Fees & Exp.	0	0	0	0	0	0	0
5143.7	Aircraft Interch. -Outside	0	0	0	0	0	0	0
5145.1	Aircraft Fuel	71,393	16	11,865	54,652	10	8	4,842
5145.2	Aircraft Oil	119	0	3	108	0	0	8
5147	Aircraft Rentals	14,472	0	7,404	4,793	4	3	2,268
5153	Other Supplies	1	0	0	1	0	0	0
5155.1	Insur. Purch. - General	340	0	2	313	0	2	23
5157	Empl. Benefits and Pensions	7,730	3	1,596	5,827	2	0	302
5158	Injuries, Loss and Damage	74	0	0	73	0	0	1
5168	Taxes-Payroll	1,929	1	399	1,455	1	0	73
5169	Taxes-Other Than Payroll	0	0	0	0	0	0	0
5171	Other Expense	64	0	13	48	0	0	3
5199	Total Flying Operations	140,100	34	30,435	100,432	31	24	9,144
DIRECT MAINTENANCE-FLIGHT EQUIP								
5225.1	Maint Airf. Labor	4,795	2	1,212	3,101	1	0	479
5225.2	Maint Eng. Labor	806	1	268	482	0	0	55
5243.1	Maint Airf. Outside Rep.	2,420	1	457	1,761	1	0	200
5243.2	Maint Eng. Outside Rep.	902	5	556	241	3	2	95
5243.7	Maint AC Interch. Chrsg-O/S	0	0	0	0	0	0	0
5246.1	Maint Materials - Airframe	3,166	2	1,365	1,462	1	1	335
5246.2	Maint Materials - Engines	2,357	2	747	1,521	0	0	87
5272.1	Maint Airfrm Airworth. Provs.	0	0	0	0	0	0	0
5272.3	Maint Airfrm O/H Deferred	0	0	0	0	0	0	0
5272.6	Maint AC Eng. Airworth. Prov	0	0	0	0	0	0	0
5272.8	Maint AC Eng. O/H Def. (cr.)	0	0	0	0	0	0	0
5278	Total Dir Maint-Flt.Eqpt	14,446	13	4,605	8,568	6	3	1,251
5279.6	APPL. MAINT BURDEN FLT. EQ.	15,414	7	4,128	10,113	2	2	1,162
5299	Total Flt. Eq. Maint. (Memo)	29,860	20	8,733	18,681	8	5	2,413
7073.9	NET OBSL & DETER. - EXP. PARTS	473	0	80	367	0	0	26
DEPRECIATION - FLIGHT EQUIPMENT								
7075.1	Depr. Airframes	14,885	2	2,460	11,555	1	1	866
7075.2	Depr. Aircraft Engines	1,600	0	139	1,379	1	0	81
7075.3	Depr. Airframe Parts	908	0	144	708	0	0	56
7075.4	Depr. Engine Parts	2,976	1	476	2,316	0	0	183
7075.5	Depr. Other Flt Eqp.	540	4	1,146	-1,195	0	0	585
7076.1	Amort. Cap. Leases Flt.Eqpt.	6,047	0	133	5,911	2	1	0
EXPENSE OF INTERCHANGE AIRCRAFT								
7098.1	Exp. of Interch. AC- Flt. Ops	0	0	0	0	0	0	0
7098.2	Exp. of Interch. AC- Maint.	0	0	0	0	0	0	0
7098.9	Total Aircraft Operating Expens	197,389	61	43,746	140,154	43	31	13,354
OTHER DEPRECIATION & AMORTIZATI								
7074.1	Amortization Developmental &Pre	37						
7074.2	Amortization Other Intangibles	1,318						
7075.8	Depreciation Hangar & Maint. Eq	640						
7075.9	Depreciation Ground Property	5,197						
7076.2	Amort. Capital Leases Other	67						



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AIRCRAFT OPERATING EXP. - Sch. P-5.2 Grp II & III Qtr: June 30, 2000

Air Carrier: United Airlines

(000's)

ACCT #	DESCRIPTION	Operation: Latin					
		Total Eqp Code 9999	B-757 Code 6221	UAL B-767-3/E Code 6261	B-777 Code 6271	A320-1/2 Code 6941	A319 Code 6981
FLYING OPERATIONS							
5123	Pilots and Copilots	15,111	647	8,466	2,227	3,608	163
5124	Other Flight Personnel	15	0	0	0	14	1
5128.1	Trainees and Instructors	497	27	271	74	120	5
5136	Personnel Expenses	1,215	57	730	147	269	12
5141	Prof. & Tech. Fees & Exp.	0	0	0	0	0	0
5143.7	Aircraft Interch. -Outside	0	0	0	0	0	0
5145.1	Aircraft Fuel	22,444	970	13,213	4,780	3,330	151
5145.2	Aircraft Oil	19	0	3	9	7	0
5147	Aircraft Rentals	11,066	469	8,296	532	1,692	77
5153	Other Supplies	0	5	0	0	0	0
5155.1	Insur. Purch. - General	64	0	3	35	20	1
5157	Empl. Benefits and Pensions	2,943	126	1,644	440	701	32
5158	Injuries, Loss and Damage	9	1	0	8	0	0
5168	Taxes-Payroll	736	32	411	109	176	8
5169	Taxes-Other Than Payroll	27	0	0	0	0	0
5171	Other Expense	0	1	15	4	7	0
5199	Total Flying Operations	54,146	2,335	33,052	8,365	9,944	450
DIRECT MAINTENANCE-FLIGHT EQUIP							
5225.1	Maint Airf. Labor	2,141	107	1,361	296	361	16
5225.2	Maint Eng. Labor	396	31	300	45	19	1
5243.1	Maint Airf. Outside Rep.	960	14	514	198	224	10
5243.2	Maint Eng. Outside Rep.	1,908	74	622	31	1,130	51
5243.7	Maint AC Interch. Chrgs-O/S	0	0	0	0	0	0
5246.1	Maint Materials - Airframe	2,175	84	1,527	162	385	17
5246.2	Maint Materials - Engines	1,074	85	839	165	-14	-1
5272.1	Maint Airfrm Airworth. Provs.	0	0	0	0	0	0
5272.3	Maint Airfrm O/H Deferred	0	0	0	0	0	0
5272.6	Maint AC Eng. Airworth. Prov	0	0	0	0	0	0
5272.8	Maint AC Eng. O/H Def. (cr.)	0	0	0	0	0	0
5278	Total Dir Maint-Flt.Eqpt	8,654	395	5,163	897	2,105	94
5279.6	APPL. MAINT BURDEN FLT. EQ.	8,266	363	5,231	1,183	1,425	64
5299	Total Flt. Eq. Maint. (Memo)	16,920	758	10,394	2,080	3,530	158
7073.9	NET OBSL & DETER.- EXP. PARTS	158	7	91	33	26	1
DEPRECIATION - FLIGHT EQUIPMENT							
7075.1	Depr. Airframes	4,228	162	2,757	977	318	14
7075.2	Depr. Aircraft Engines	396	24	156	119	93	4
7075.3	Depr. Airframe Parts	287	13	164	64	44	2
7075.4	Depr. Engine Parts	954	44	542	211	150	7
7075.5	Depr. Other Flt Eqp.	6	82	-872	473	309	14
7076.1	Amort. Cap. Leases Flt. Eqpt.	986	24	150	580	222	10
EXPENSE OF INTERCHANGE AIRCRAFT							
7098.1	Exp. of Interch. AC- Flt. Ops	0	0	0	0	0	0
7098.2	Exp. of Interch. AC- Maint.	0	0	0	0	0	0
7098.9	Total Aircraft Operating Expens	78,081	3,449	46,434	12,902	14,636	660
OTHER DEPRECIATION & AMORTIZATI							
7074.1	Amortization Developmental &Pre	13					
7074.2	Amortization Other Intangibles	427					
7075.8	Depreciation Hangar & Maint. Eq	296					
7075.9	Depreciation Ground Property	1,905					
7076.2	Amort. Capital Leases Other	31					



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AIRCRAFT OPERATING EXP. - Sch. P-5.2 Grp II & III Qtr: June 30, 2000

Air Carrier: United Airlines (000's)		Operation: Pacific		UAP	
ACCT #	DESCRIPTION	Total Eqp Code 9999	B-777 Code 6271	DC-10-3 Code 7322	B-747-4 Code 8191
FLYING OPERATIONS					
5123	Pilots and Copilots	57,922	629	3,859	53,434
5124	Other Flight Personnel	983	0	983	0
5128.1	Trainees and Instructors	2,152	31	221	1,900
5136	Personnel Expenses	3,798	186	168	3,444
5141	Prof. & Tech. Fees & Exp.	0	0	0	0
5143.7	Aircraft Interch. -Outside	0	0	0	0
5145.1	Aircraft Fuel	112,355	4,431	4,448	103,476
5145.2	Aircraft Oil	194	0	10	184
5147	Aircraft Rentals	51,187	0	1,761	49,426
5153	Other Supplies	1	0	0	1
5155.1	Insur. Purch. - General	527	1	12	514
5157	Empl. Benefits and Pensions	11,544	124	952	10,468
5158	Injuries, Loss and Damage	39	0	4	35
5168	Taxes-Payroll	2,874	31	236	2,607
5169	Taxes-Other Than Payroll	71	0	71	0
5171	Other Expense	95	3	7	85
5199	Total Flying Operations	243,742	5,436	12,732	225,574
DIRECT MAINTENANCE-FLIGHT EQUIP					
5225.1	Maint Airf. Labor	11,092	138	404	10,550
5225.2	Maint Eng. Labor	1,230	33	4	1,193
5243.1	Maint Airf. Outside Rep.	5,422	0	1,387	4,035
5243.2	Maint Eng. Outside Rep.	3,767	-8	1,052	2,723
5243.7	Maint AC Interch. Chrgs-O/S	0	0	0	0
5246.1	Maint Materials - Airframe	8,250	27	791	7,432
5246.2	Maint Materials - Engines	2,323	16	47	2,260
5272.1	Maint Airfirm Airworth. Provs.	0	0	0	0
5272.3	Maint Airfirm O/H Deferred	0	0	0	0
5272.6	Maint AC Eng. Airworth. Prov	0	0	0	0
5272.8	Maint AC Eng. O/H Def. (cr.)	0	0	0	0
5278	Total Dir Maint-Flt. Eqpt	32,084	206	3,685	28,193
5279.6	APPL. MAINT BURDEN FLT. EQ.	31,329	958	1,201	29,170
5299	Total Flt. Eq. Maint. (Memo)	63,413	1,164	4,886	57,363
7073.9	NET OBSL & DETER.- EXP. PARTS	641	31	36	574
DEPRECIATION - FLIGHT EQUIPMENT					
7075.1	Depr. Airframes	21,503	1,287	1,325	18,891
7075.2	Depr. Aircraft Engines	2,115	141	209	1,765
7075.3	Depr. Airframe Parts	1,294	59	22	1,213
7075.4	Depr. Engine Parts	4,220	191	56	3,973
7075.5	Depr. Other Flt Eqp.	97	337	0	-240
7076.1	Amort. Cap. Leases Flt. Eqpt.	1,214	318	896	0
EXPENSE OF INTERCHANGE AIRCRAFT					
7098.1	Exp. of Interch. AC- Flt. Ops	0	0	0	0
7098.2	Exp. of Interch. AC- Maint.	0	0	0	0
7098.9	Total Aircraft Operating Expens	338,239	8,964	20,162	309,113
OTHER DEPRECIATION & AMORTIZATI					
7074.1	Amortization Developmental &Pre	38			
7074.2	Amortization Other Intangibles	1,668			
7075.8	Depreciation Hangar & Maint. Eq	1,160			
7075.9	Depreciation Ground Property	7,545			
7076.2	Amort. Capital Leases Other	117			



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OPERATING EXPENSES BY OBJECTIVE GROUPING

Quarter Ended: June 30, 2000
 Schedule P-6

Air Carrier:
 Operation : Domestic UAD

(000's)
 AMOUNT

LINE#	DESCRIPTION	AMOUNT

	SALARIES & REL. FRINGE BENEFIT	
	SALARIES:	
Line 3	General Mgmt. Per.	2,114
Line 4	Flight Personnel	364,089
Line 5	Maintenance Labor	127,451
Line 6	Aircr. & Traffic Hndl. Per.	260,126
Line 7	Other Personnel	174,044
Line 8	Total Salaries	927,824
	RELATED FRINGE BENEFITS	
Line 10	Personnel Expense	77,061
Line 11	Empl. Benefits & Pensions	178,279
Line 12	Payroll Taxes	62,517
Line 13	Total Fringe Benefits	317,857
Line 14	Total Salaries & Benefits	1,245,681
	MATERIALS PURCHASED	
Line 16	Aircraft Fuel & Oil	382,828
Line 17	Maintenance Materials	89,776
Line 18	Passenger Food	92,561
Line 19	Other Materials	28,442
Line 20	Total Materials	593,607
	SERVICES PURCHASED	
Line 22	Advertising & Other Promotion	17,219
Line 23	Communications	34,232
Line 24	Insurance	5,618
Line 25	Outside Flight Eqpt. Maint.	55,776
Line 26	Traffic Commissions - Passenger	129,294
Line 27	Traffic Commissions - Cargo	2,310
Line 28	Other Services	242,310
Line 29	Total Services	486,759
Line 30	LANDING FEES	53,830
Line 31	RENTALS	305,789
Line 32	DEPRECIATION	123,276
Line 33	AMORTIZATION	25,424
Line 34	OTHER	34,812
Line 35	TRANSPORT RELATED EXPENSES	160,076
Line 36	TOTAL OPERATING EXPENSES	3,029,254

OPERATING EXPENSES BY OBJECTIVE GROUPING

Quarter Ended: June 30, 2000
 Schedule P-6

Air Carrier:
 Operation : Atlantic UAA
 (000's)

LINE#	DESCRIPTION	AMOUNT
	SALARIES & REL. FRINGE BENEFIT	
	SALARIES:	
Line 3	General Mgmt. Per.	598
Line 4	Flight Personnel	61,551
Line 5	Maintenance Labor	11,346
Line 6	Aircr. & Traffic Hndl. Per.	24,596
Line 7	Other Personnel	28,380
Line 8	Total Salaries	126,471
	RELATED FRINGE BENEFITS	
Line 10	Personnel Expense	9,429
Line 11	Empl. Benefits & Pensions	23,218
Line 12	Payroll Taxes	10,969
Line 13	Total Fringe Benefits	43,616
Line 14	Total Salaries & Benefits	170,087
	MATERIALS PURCHASED	
Line 16	Aircraft Fuel & Oil	71,512
Line 17	Maintenance Materials	7,106
Line 18	Passenger Food	28,051
Line 19	Other Materials	3,672
Line 20	Total Materials	110,341
	SERVICES PURCHASED	
Line 22	Advertising & Other Promotion	14,593
Line 23	Communications	14,998
Line 24	Insurance	1,305
Line 25	Outside Flight Eqpt. Maint.	3,322
Line 26	Traffic Commissions - Passenger	31,059
Line 27	Traffic Commissions - Cargo	3,522
Line 28	Other Services	66,550
Line 29	Total Services	135,349
Line 30	LANDING FEES	10,546
Line 31	RENTALS	23,326
Line 32	DEPRECIATION	27,222
Line 33	AMORTIZATION	7,467
Line 34	OTHER	8,907
Line 35	TRANSPORT RELATED EXPENSES	14,348
Line 36	TOTAL OPERATING EXPENSES	507,593

OPERATING EXPENSES BY OBJECTIVE GROUPING

Quarter Ended: June 30, 2000
 Schedule P-6

Air Carrier:
 Operation : Pacific UAP

(000's)
 AMOUNT

LINE#	DESCRIPTION	AMOUNT

	SALARIES & REL. FRINGE BENEFIT	
	SALARIES:	
Line 3	General Mgmt. Per.	856
Line 4	Flight Personnel	111,436
Line 5	Maintenance Labor	21,222
Line 6	Aircr. & Traffic Hndl. Per.	25,314
Line 7	Other Personnel	43,608
Line 8	Total Salaries	202,436
	RELATED FRINGE BENEFITS	
Line 10	Personnel Expense	17,787
Line 11	Empl. Benefits & Pensions	32,573
Line 12	Payroll Taxes	14,009
Line 13	Total Fringe Benefits	64,369
Line 14	Total Salaries & Benefits	266,805
	MATERIALS PURCHASED	
Line 16	Aircraft Fuel & Oil	112,620
Line 17	Maintenance Materials	13,291
Line 18	Passenger Food	36,908
Line 19	Other Materials	5,217
Line 20	Total Materials	168,036
	SERVICES PURCHASED	
Line 22	Advertising & Other Promotion	22,742
Line 23	Communications	9,904
Line 24	Insurance	1,775
Line 25	Outside Flight Eqpt. Maint.	9,189
Line 26	Traffic Commissions - Passenger	63,268
Line 27	Traffic Commissions - Cargo	7,692
Line 28	Other Services	29,785
Line 29	Total Services	144,355
Line 30	LANDING FEES	20,233
Line 31	RENTALS	61,035
Line 32	DEPRECIATION	38,575
Line 33	AMORTIZATION	3,037
Line 34	OTHER	10,501
Line 35	TRANSPORT RELATED EXPENSES	16,769
Line 36	TOTAL OPERATING EXPENSES	729,346

OPERATING EXPENSES BY OBJECTIVE GROUPING

Quarter Ended: June 30, 2000
 Schedule P-6

Air Carrier:
 Operation : System UAS

(000's)
 AMOUNT

LINE#	DESCRIPTION	AMOUNT
	SALARIES & REL. FRINGE BENEFIT	
	SALARIES:	
Line 3	General Mgmt. Per.	3,747
Line 4	Flight Personnel	562,261
Line 5	Maintenance Labor	165,446
Line 6	Aircr. & Traffic Hndl. Per.	316,971
Line 7	Other Personnel	256,713
Line 8	Total Salaries	1,305,138
	RELATED FRINGE BENEFITS	
Line 10	Personnel Expense	108,974
Line 11	Empl. Benefits & Pensions	243,225
Line 12	Payroll Taxes	90,269
Line 13	Total Fringe Benefits	442,468
Line 14	Total Salaries & Benefits	1,747,606
	MATERIALS PURCHASED	
Line 16	Aircraft Fuel & Oil	589,424
Line 17	Maintenance Materials	114,009
Line 18	Passenger Food	167,078
Line 19	Other Materials	38,668
Line 20	Total Materials	909,179
	SERVICES PURCHASED	
Line 22	Advertising & Other Promotion	58,381
Line 23	Communications	66,772
Line 24	Insurance	9,038
Line 25	Outside Flight Eqpt. Maint.	71,156
Line 26	Traffic Commissions - Passenger	237,216
Line 27	Traffic Commissions - Cargo	14,422
Line 28	Other Services	351,950
Line 29	Total Services	808,935
Line 30	LANDING FEES	88,154
Line 31	RENTALS	404,415
Line 32	DEPRECIATION	197,303
Line 33	AMORTIZATION	37,384
Line 34	OTHER	57,174
Line 35	TRANSPORT RELATED EXPENSES	196,251
Line 36	TOTAL OPERATING EXPENSES	4,446,401

OPERATING EXPENSES BY FUNCTIONAL GROUPING

Quarter Ended: June 30, 2000
 Schedule P-7

Air Carrier:
 Operation : Domestic UAD
 (000's)
 AMOUNT

LINE#	DESCRIPTION	AMOUNT
Line 2	AIRCRAFT OPER. EXPENSES (DIRECT) Aircraft Operating Expenses	1,352,689
	SERV., SALES & GEN.OP.(INDIRECT) PASSENGER SERVICE EXPENSE:	
Line 5	Flight Attendant Expense	210,990
Line 6	Food Expense	92,561
Line 7	Other In-Flight Expense	28,835
Line 8	Total Passenger Service Exp.	332,386
	PASSENGER SERVICING EXPENSE:	
Line 10	Line Servicing Expense	87,567
Line 11	Control Expense	41,893
Line 12	Landing Fees	53,830
Line 13	Total Aircraft Servicing Exp.	183,290
	TRAFFIC SERVICING EXPENSE:	
Line 15	Directly Assignable- Psgr.	143,170
Line 16	Directly Assignable- Cargo	195,990
Line 17	Not Directly Assignable	0
Line 18	Total Traffic Servicing Exp.	339,160
	RESERVATIONS AND SALES EXPENSE:	
Line 20	Directly Assignable- Psgr.	175,265
Line 21	Directly Assignable- Cargo	2,995
Line 22	Not Directly Assignable	192,748
Line 23	Total Reservat. & Sales Exp.	371,008
	ADVERTISING & PUBLICITY EXPENSE:	
Line 25	Directly Assignable- Psgr.	28,033
Line 26	Directly Assignable- Cargo	404
Line 27	Not Directly Assignable	0
Line 28	Total Advertising & Prom. Exp	28,437
Line 29	GENERAL & ADMINISTRATIVE EXPENSE	158,486
	MAINT. & DEPREC. -GROUND PROP.&EQ.	
Line 31	Maintenance Ground Prop.&Eqpt.	53,578
Line 32	Depreciation Ground Prop.&Eqpt	31,026
Line 33	Total Maint.&Depr.- Ground P&E	84,604
Line 34	DEPR. EXPENSE - MAINTENANCE EQ.	6,646
Line 35	AMORT. (OTHER THAN FLIGHT EQ.)	12,472
Line 36	TOTAL SVCING, SALES & GEN.OP.EXP.	1,516,489
Line 37	TRANSPORT RELATED EXPENSES	160,076
Line 38	TOTAL OPERATING EXPENSES	3,029,254

OPERATING EXPENSES BY FUNCTIONAL GROUPING

Quarter Ended: June 30, 2000
 Schedule P-7

Air Carrier:
 Operation : Atlantic UAA

(000's)
 AMOUNT

LINE#	DESCRIPTION	AMOUNT
Line 2	AIRCRAFT OPER. EXPENSES (DIRECT) Aircraft Operating Expenses	197,389
	SERV., SALES & GEN.OP.(INDIRECT)	
	PASSENGER SERVICE EXPENSE:	
Line 5	Flight Attendant Expense	39,994
Line 6	Food Expense	28,051
Line 7	Other In-Flight Expense	4,396
Line 8	Total Passenger Service Exp.	72,441
	PASSENGER SERVICING EXPENSE:	
Line 10	Line Servicing Expense	7,581
Line 11	Control Expense	15,661
Line 12	Landing Fees	10,546
Line 13	Total Aircraft Servicing Exp.	33,788
	TRAFFIC SERVICING EXPENSE:	
Line 15	Directly Assignable- Psgr.	14,675
Line 16	Directly Assignable- Cargo	29,202
Line 17	Not Directly Assignable	0
Line 18	Total Traffic Servicing Exp.	43,877
	RESERVATIONS AND SALES EXPENSE:	
Line 20	Directly Assignable- Psgr.	34,307
Line 21	Directly Assignable- Cargo	4,008
Line 22	Not Directly Assignable	23,066
Line 23	Total Reservat. & Sales Exp.	61,381
	ADVERTISING & PUBLICITY EXPENSE:	
Line 25	Directly Assignable- Psgr.	15,316
Line 26	Directly Assignable- Cargo	983
Line 27	Not Directly Assignable	0
Line 28	Total Advertising & Prom. Exp	16,299
Line 29	GENERAL & ADMINISTRATIVE EXPENSE	55,417
	MAINT. & DEPREC. -GROUND PROP.&EQ.	
Line 31	Maintenance Ground Prop.&Eqpt.	5,393
Line 32	Depreciation Ground Prop.&Eqpt	5,197
Line 33	Total Maint.&Depr.- Ground P&E	10,590
Line 34	DEPR. EXPENSE - MAINTENANCE EQ.	640
Line 35	AMORT. (OTHER THAN FLIGHT EQ.)	1,423
Line 36	TOTAL SVCING, SALES & GEN.OP.EXP.	295,856
Line 37	TRANSPORT RELATED EXPENSES	14,348
Line 38	TOTAL OPERATING EXPENSES	507,593

OPERATING EXPENSES BY FUNCTIONAL GROUPING

Quarter Ended: June 30, 2000
 Schedule P-7

Air Carrier:
 Operation : Latin UAL

LINE#	DESCRIPTION	(000's) AMOUNT
Line 2	AIRCRAFT OPER. EXPENSES (DIRECT) Aircraft Operating Expenses	78,081
	SERV., SALES & GEN.OP. (INDIRECT)	
	PASSENGER SERVICE EXPENSE:	
Line 5	Flight Attendant Expense	16,107
Line 6	Food Expense	9,558
Line 7	Other In-Flight Expense	1,711
Line 8	Total Passenger Service Exp.	27,376
	PASSENGER SERVICING EXPENSE:	
Line 10	Line Servicing Expense	2,644
Line 11	Control Expense	8,923
Line 12	Landing Fees	3,545
Line 13	Total Aircraft Servicing Exp.	15,112
	TRAFFIC SERVICING EXPENSE:	
Line 15	Directly Assignable- Psgr.	5,975
Line 16	Directly Assignable- Cargo	6,521
Line 17	Not Directly Assignable	0
Line 18	Total Traffic Servicing Exp.	12,496
	RESERVATIONS AND SALES EXPENSE:	
Line 20	Directly Assignable- Psgr.	14,775
Line 21	Directly Assignable- Cargo	1,076
Line 22	Not Directly Assignable	7,937
Line 23	Total Reservat. & Sales Exp.	23,788
	ADVERTISING & PUBLICITY EXPENSE:	
Line 25	Directly Assignable- Psgr.	4,085
Line 26	Directly Assignable- Cargo	293
Line 27	Not Directly Assignable	0
Line 28	Total Advertising & Prom. Exp	4,378
Line 29	GENERAL & ADMINISTRATIVE EXPENSE	9,671
	MAINT. & DEPREC. -GROUND PROP.&EQ.	
Line 31	Maintenance Ground Prop.&Eqpt.	1,576
Line 32	Depreciation Ground Prop.&Eqpt	1,905
Line 33	Total Maint.&Depr.- Ground P&E	3,481
Line 34	DEPR. EXPENSE - MAINTENANCE EQ.	296
Line 35	AMORT. (OTHER THAN FLIGHT EQ.)	471
Line 36	TOTAL SVCING, SALES & GEN.OP.EXP.	97,069
Line 37	TRANSPORT RELATED EXPENSES	5,059
Line 38	TOTAL OPERATING EXPENSES	180,209

OPERATING EXPENSES BY FUNCTIONAL GROUPING

Quarter Ended: June 30, 2000
 Schedule P-7

Air Carrier:
 Operation : Pacific UAP

(000's)
 AMOUNT

LINE#	DESCRIPTION	AMOUNT
	AIRCRAFT OPER. EXPENSES (DIRECT)	
Line 2	Aircraft Operating Expenses	338,238
	SERV., SALES & GEN.OP.(INDIRECT)	
	PASSENGER SERVICE EXPENSE:	
Line 5	Flight Attendant Expense	81,881
Line 6	Food Expense	36,908
Line 7	Other In-Flight Expense	5,638
Line 8	Total Passenger Service Exp.	124,427
	PASSENGER SERVICING EXPENSE:	
Line 10	Line Servicing Expense	18,368
Line 11	Control Expense	10,929
Line 12	Landing Fees	20,234
Line 13	Total Aircraft Servicing Exp.	49,531
	TRAFFIC SERVICING EXPENSE:	
Line 15	Directly Assignable- Psgr.	19,201
Line 16	Directly Assignable- Cargo	21,870
Line 17	Not Directly Assignable	0
Line 18	Total Traffic Servicing Exp.	41,071
	RESERVATIONS AND SALES EXPENSE:	
Line 20	Directly Assignable- Psgr.	66,826
Line 21	Directly Assignable- Cargo	8,945
Line 22	Not Directly Assignable	26,243
Line 23	Total Reservat. & Sales Exp.	102,014
	ADVERTISING & PUBLICITY EXPENSE:	
Line 25	Directly Assignable- Psgr.	21,845
Line 26	Directly Assignable- Cargo	2,922
Line 27	Not Directly Assignable	0
Line 28	Total Advertising & Prom. Exp	24,767
Line 29	GENERAL & ADMINISTRATIVE EXPENSE	16,709
	MAINT. & DEPREC. -GROUND PROP.&EQ.	
Line 31	Maintenance Ground Prop.&Eqpt.	5,292
Line 32	Depreciation Ground Prop.&Eqpt	7,545
Line 33	Total Maint.&Depr.- Ground P&E	12,837
Line 34	DEPR. EXPENSE - MAINTENANCE EQ.	1,160
Line 35	AMORT. (OTHER THAN FLIGHT EQ.)	1,823
Line 36	TOTAL SVCING, SALES & GEN.OP.EXP.	374,339
Line 37	TRANSPORT RELATED EXPENSES	16,768
Line 38	TOTAL OPERATING EXPENSES	729,345