Recovery Program Exhibit D Contract Revisions and Adjustments During Recovery Program

(Downtown Hotels)

December 1, 2002

Mr. Gregory E. Davidowitch, President UAL/AFA Master Executive Council Association of Flight Attendants 6400 Shafer Court, Suite 250 Rosemont, IL 60018

Dear Mr. Davidowitch,

During the negotiations concerning flight attendant participation in an economic recovery program for United (the "Recovery Program"), the parties agreed that notwithstanding the provisions of Section 6.B.5. of the Flight Attendant Agreement, the requirement for the Company to provide layover hotels in downtown or downtown-like locations will be changed from thirteen (13) to fourteen (14) hours.

This Letter of Agreement shall become effective on the Effective Date of the Economic Recovery Program Letter of Agreement and shall become null and void in its entirety on May 15, 2008.

Peter B. Kain
Vice President – Labor Relations

Accepted and agreed to
this ____ day of ______, 2002.

Patricia A. Friend
International President
Association of Flight Attendants, AFL-CIO

Gregory E. Davidowitch

UAL-MEC President Association of Flight Attendants, AFL-CIO

Recovery Program Exhibit D Contract Revisions and Adjustments During Recovery Program

(Understaffing Pay)

December 1, 2002

Mr. Gregory E. Davidowitch, President UAL/AFA Master Executive Council Association of Flight Attendants 6400 Shafer Court, Suite 250 Rosemont, IL 60018

Dear Mr. Davidowitch,

During the negotiations concerning flight attendant participation in an economic recovery program for United (the "Recovery Program"), the parties agreed that notwithstanding the provisions of Section 5.H. of the Flight Attendant Agreement, should a flight be dispatched with less than the total number of flight attendants for the flight based on staffing guidelines, understaffing pay shall be based on the total number of flight attendants for the flight based on staffing guidelines, regardless of the flight attendants' cabin assignments. No flight attendant will be required to move from her/his bid position.

This Letter of Agreement shall become effective on the Effective Date of the Economic Recovery Program Letter of Agreement and shall become null and void in its entirety on May 15, 2008.

Sincerely,

Peter B. Kain Vice President – Labor Relations

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Accepted and agreed to this day of, 2002.	
Patricia A. Friend International President Association of Flight Attendants, A	AFL-CIO
Gregory E. Davidowitch UAL-MEC President Association of Flight Attendants, A	AFL-CIO