

Flight Attendants who have agreed to the waiver will be eligible for payment under Paragraphs b. and c. above provided they have exceeded their contractual maximum duty time. There is no requirement that the Flight Attendants be onboard the aircraft, be with passengers, or that the flight depart in order to be eligible for payment under this Sideletter.

Sincerely,

/s/Sara Fields
Sara Fields
Senior Vice President
Onboard Service

October 2, 1997

Mr. Kevin D. Lum, President
UAL/AFA Master Executive Council
Association of Flight Attendants
6400 Shafer Court, Suite 250
Rosemont, IL 60018

FIRST RIGHT OF HIRE

Dear Mr. Lum:

In discussions leading to the 1996-2001 and 2001-2006 Flight Attendant Agreement, the Company and the Association mutually agreed to the following:

Subject to other legal obligations, the Company will make reasonable efforts to fill Flight Attendant vacancies with those individuals who satisfy United's hiring standards, who have previously worked for carriers, represented by the AFA, and who are no longer working for those carriers for economic reasons such as lay-offs or the shutdown of that carrier.

Sincerely,

/s/ Sara Fields
Sara Fields
Senior Vice President
Onboard Service