

AMENDED AND RESTATED

BYLAWS OF

UNITED AIR LINES, INC.

(as amended and restated on February 1, 2006)

ARTICLE I

STOCKHOLDERS' MEETINGS

SECTION 1. Annual Meetings. The annual meeting of stockholders shall be held at an hour and date to be determined by the Board of Directors.

SECTION 2. Special Meetings. A special meeting of the stockholders may be called to be held at any time by the Secretary at the direction and request of any two members of the Board of Directors, or as otherwise authorized by the Restated Certificate of Incorporation or Bylaws.

SECTION 3. Place of Meetings. All meetings of the stockholders of the Corporation shall be held at such places, within or without the State of Delaware, as may from time to time be fixed by the Board of Directors or as specified or fixed in the respective notices or waivers of notices thereof. The Board of Directors may, in its sole discretion, determine that a meeting of the stockholders shall not be held at any place, but may instead be held solely by means of remote communication as authorized by Section 211(a)(2) of the Delaware General Corporation Law ("GCL") (or any successor provision thereto). Any previously scheduled meeting of the stockholders may be postponed by action of the Board of Directors taken prior to the time previously scheduled for such annual meeting of stockholders.

SECTION 4. Notice of Meetings. Except as otherwise required by statute or the Restated Certificate of Incorporation, written notice of each meeting of stockholders, whether annual or special, shall be given to each stockholder of record entitled to vote, not less than 10 nor more than 60 days before the date of the meeting, by delivering such notice personally or by mail in a postage-prepaid envelope addressed to him at his address as it appears on the stock books of the Corporation. Every notice of a meeting of stockholders shall state the place, date and hour of the meeting. Notices of special meetings shall state the place, date and hour of the meeting and the purpose(s) for which the meeting is called. Any stockholder may, prior to, at the meeting or subsequent thereto, waive notice of any meeting, in writing signed by himself or his duly appointed attorney-in-fact.

SECTION 5. Quorum. Except as otherwise required by law or by the Restated Certificate of Incorporation, the presence at meetings in person or by duly authorized proxy, of the holders of a majority of the outstanding shares of stock entitled to vote shall constitute a quorum for the transaction of business and the vote, in person or by proxy, of the holders of a majority of

the shares constituting such quorum shall be binding upon all stockholders of the Corporation. In the absence of a quorum, the meeting may be adjourned, for not more than 30 days, by a majority of the voting shares present; no notice of an adjourned meeting need be given.

SECTION 6. Voting by Corporations. Shares standing in the name of a corporation may be voted or represented on behalf of such corporation by the Chairman, President, any Vice President, the Secretary or any Assistant Secretary of such corporation or by any person authorized so to do by a proxy or power of attorney executed by any such officer of such corporation or by authority of the Board of Directors of such corporation.

SECTION 7. Consents in Lieu of Voting. Whenever the vote of stockholders at a meeting thereof is required or permitted to be taken for or in connection with any corporate action, the meeting and vote of the stockholders may be dispensed with upon the written consent of stockholders in the manner provided by law.

ARTICLE II

BOARD OF DIRECTORS

SECTION 1. Number and Term of Office; Powers. Subject to any limitations set forth in the Restated Certificate of Incorporation, the number of directors shall be fixed each year by the stockholders. Each director shall be elected by a plurality vote of the stockholders at their annual meeting, or, where applicable, in accordance with Section 2 below. Each director shall hold office until the next annual meeting and thereafter until his successor is duly elected or appointed and qualified, subject, however, to removal by the stockholders. The Board of Directors may, except as otherwise provided in the Restated Certificate of Incorporation or the GCL, exercise all such powers and do all such acts and things as may be exercised or done by the Corporation.

SECTION 2. Vacancies. In case of any vacancies in the Board of Directors not caused by removal, the additional director(s) may be elected either (a) by a majority of the directors then in office, although less than a quorum, or (b) by the stockholders, at either an annual or special meeting.

SECTION 3. Quorum. Except as otherwise required by law or by the Restated Certificate of Incorporation or as otherwise provided herein, one-third of the total number of directors shall constitute a quorum for the transaction of business and the act of the majority of the directors present at any meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 4. Meetings. Regular meetings shall be held at such time and place(s) (within or outside of the State of Delaware) as the Board of Directors may from time to time determine. Special meetings shall be held whenever called by the Chairman of the Board, the President, or any two directors. Notice of any special meeting shall be mailed to each director, not later than five days before the date of such meeting or communicated to each director personally or by telegraph or telephone not later than the day before such meeting. Notice of a meeting need not be given to a director if waived by him in writing or if he shall be present at the meeting.

SECTION 5. Action by Unanimous Consent. Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting, if all members of the Board of Directors or of such committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of the proceedings of the Board of Directors or such committee.

SECTION 6. Telephone Conference or Similar Meeting. Members of the Board of Directors or of any committee elected or appointed by the Board of Directors may participate in a meeting of the Board of Directors or such committee by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and any such participation in a meeting shall constitute presence in person at such meeting.

SECTION 7. Resignations and Removal of Directors. Any director of the Corporation may resign at any time by giving written notice thereof to the Secretary. Except as otherwise provided by law or the Restated Certificate of Incorporation, any director may be removed, either for or without cause, at any time, by the affirmative vote of the holders of record of a majority of the outstanding shares entitled to vote.

SECTION 8. Conduct of Meetings. The Chairman, or if that office be vacant, the President, shall preside at meetings of the Board of Directors. In the absence of both, a temporary chairman shall be elected from the Directors present. The Secretary shall record all meetings, but in his absence, an Assistant Secretary or a person appointed for the purpose shall act as Secretary of the meeting.

ARTICLE III

COMMITTEES

SECTION 1. Appointment. The Board of Directors may, from time to time, by affirmative vote of a majority of the whole Board, appoint committees, including an Executive Committee, for any purpose. Each such committee shall consist of one or more directors. The Board shall delegate to any such committee, such powers as the Board may deem appropriate; provided, however, that no committee shall be authorized to (a) elect any officer of the corporation, (b) designate the Chief Executive Officer, (c) fill any vacancy in the Board of Directors or any newly created directorship, (d) amend these By-Laws or (e) take any action which under these By-Laws requires the vote of a specified proportion of the Board of Directors.

SECTION 2. Powers. Any action taken by a committee in accordance with its purpose and within the powers delegated to it by the Board of Directors, shall have the same effect as if such action were taken by the Board of Directors.

SECTION 3. Meetings. A majority of the members of a committee shall constitute a quorum for the transaction of business by the committee, and the act of the majority of members present shall be an act of the committee. Meetings of a committee may be held by conference telephone and actions may be taken by consent in lieu of a meeting, subject to the provision for same applicable to the whole Board of Directors. Notice of any meeting of a committee shall be

communicated to each member by mail not less than five days before such meeting, or personally, by telephone or by telegraph not less than one day prior to such meeting; provided that notice need not be given to any member if waived by him in writing or if he is present at the meeting. Meetings of any committee of the Board of Directors may be held either within or outside of the State of Delaware.

SECTION 4. Records. Records shall be kept of the acts and proceedings of any committee and same shall be reported from time to time to the Board of Directors.

SECTION 5. Vacancies. Except as otherwise provided in the Certificate of Incorporation, any vacancy in any committee of the Board of Directors shall be filled by a majority of the Directors then in office.

ARTICLE IV

OFFICERS, EMPLOYEES AND AGENTS

SECTION 1. Officers. The officers of the Corporation who shall be elected by the Board of Directors, may be a Chairman (who shall be a director) and shall be a President, one or more Vice Presidents, a Secretary, and a Treasurer. The Board of Directors may also appoint one or more Assistant Secretaries, Assistant Treasurers, and such other officers and agents as from time to time may appear to be necessary or advisable in the conduct of the affairs of the Corporation. Any number of offices may be held by the same person.

SECTION 2. Term of Office. So far as practicable, each elected officer shall be elected at the organization meeting of the Board in each year, and shall hold office until the organization meeting of the Board in the next subsequent year and until his successor is chosen or until his earlier death, resignation or removal in the manner hereinafter provided. Any officer may be removed at any time, with or without cause, by the Board of Directors.

SECTION 3. Chief Executive Officer. The Board of Directors shall designate the Chief Executive Officer of the Corporation. As Chief Executive Officer, such officer shall have general and active control of its business and affairs. He shall have general power to execute bonds, deeds and contracts in the name of the Corporation and to affix the corporate seal; to sign stock certificates; subject to the approval of the Board of Directors, to select all employees and agents of the Corporation whose selection is not otherwise provided for and to fix the compensation thereof; to remove or suspend any employee or agent who shall not have been selected by the Board of Directors; to suspend for cause, pending final action by the Board of Directors, any employee or agent who shall have been selected by it; and to exercise all the powers usually and customarily performed by the Chief Executive Officer of a corporation.

SECTION 4. Chairman of the Board. The Board of Directors may elect a Chairman of the Board, who may, but need not, be designated Chief Executive Officer of the Corporation. The Chairman of the Board shall preside at all meetings of stockholders and of the Board of Directors at which he may be present, and shall have such other powers and duties as he may be called upon by the President or the Board of Directors to perform.

SECTION 5. President. The President shall share with the Chief Executive Officer in the general management of the business and affairs of the Corporation and direction of all other officers of the Corporation. In the event of the absence, disability or vacancy in the office of the Chairman of the Board, the President shall act in his place with authority to exercise all his powers and perform his duties.

SECTION 6. Vice Presidents. The several Vice Presidents shall perform all such duties and services as shall be assigned to or required of them, from time to time, by the Board of Directors, or the Chief Executive Officer, respectively. In the event of the absence or disability of both the Chairman of the Board and the President, the Chief Executive Officer may designate one of the several Vice Presidents to act in his place with authority to exercise all of his powers and perform his duties, provided that the Board of Directors may change such designation, or if the Chief Executive Officer fails or is unable to make such designation, the Board may make such designation at a regular or special meeting called for that purpose.

SECTION 7. Secretary. The Secretary shall attend to the giving of notice of all meetings of stockholders and of the Board of Directors and shall keep and attest true records of all proceedings thereat. He shall have charge of the corporate seal and have authority to attest any and all instruments or writings to which the same may be affixed. He shall keep and account for all books, documents, papers and records of the Corporation, except those which are hereinafter directed to be in charge of the Treasurer. He shall have authority to sign stock certificates, and shall generally perform all the duties usually appertaining to the office of secretary of a corporation. In the absence of the Secretary, an Assistant Secretary or Secretary pro tempore shall perform his duties.

SECTION 8. Treasurer. The Treasurer shall be responsible for the collection, receipt, care, custody and disbursement of the funds of the Corporation, and shall deposit or cause to be deposited all funds of the Corporation in and with such depositories as the Board of Directors shall, from time to time, direct. He shall have the care and custody of all securities owned by the Corporation and shall deposit such securities with such banks or in such safe deposit vaults, and under such controls, as the Board of Directors shall, from time to time, direct. He shall disburse funds of the Corporation on the basis of vouchers properly approved for payment. He shall be responsible for the maintenance of detailed records thereof as may be required. He shall have the power to (i) sign stock certificates; (ii) endorse for deposit or collection, or otherwise, all checks, drafts, notes, bills of exchange or other commercial paper payable to the Corporation, and (iii) give proper receipts or discharges therefor. He shall have such other duties as are commonly incidental to the office of Treasurer or as may be prescribed by the Board of Directors, the Chief Executive Officer, or a Vice President designated by the Chief Executive Officer. In the absence of the Treasurer, an Assistant Treasurer shall perform his duties.

SECTION 9. Additional Powers and Duties. In addition to the foregoing especially enumerated duties and powers, the several officers of the Corporation shall perform such other duties and exercise such further powers as may be provided in these By-Laws or as the Board of Directors may, from time to time, determine, or as may be assigned to them by any competent superior officer.

SECTION 10. Compensation. The compensation of the Chairman, the Chief Executive Officer and the President shall be fixed, from time to time, by the Board of Directors. The compensation of all other officers of the Corporation shall be fixed by the Chief Executive Officer, subject to review at the discretion of the Board of Directors; provided, that changes in the compensation of any officer of the Corporation shall not be effective until such time as the Board of Directors shall have approved or affirmatively declined to review same.

ARTICLE V

STOCK AND TRANSFERS OF STOCK

SECTION 1. Stock Certificates. Every stockholder shall be entitled to a certificate signed by the Chairman of the Board, or the President or a Vice President, and by the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary, certifying the number of shares owned by him in the Corporation. Any or all of the signatures on the certificate may be a facsimile. In case any officer who has signed a certificate shall cease to be an officer before such certificate is issued, the certificate may be issued by the Corporation with the same effect as if he were such officer at the date of issuance.

SECTION 2. Transfer Agents and Registrars. The Board of Directors may, in its discretion, appoint responsible banks or trust companies from time to time, to act as Transfer Agents and Registrars of the stock of the Corporation.

SECTION 3. Transfers of Stock. Shares of stock may be transferred by delivery of the certificates therefor, accompanied either by an assignment in writing on the back of the certificates or by written power of attorney to sell, assign and transfer the same, signed by the record holder thereof; but no transfer shall affect the right of the Corporation to pay any dividend upon the stock to the holder of record thereof, or to treat the holder of record as the holder in fact thereof for all purposes, and no transfer shall be valid, except between the parties thereto, until such transfer shall have been made upon the books of the Corporation.

SECTION 4. Lost Certificates. In case any certificate of stock shall be lost, stolen or destroyed, the Board of Directors, in its discretion, may authorize the issue of a substitute certificate in place of the certificate so lost, stolen or destroyed, and may cause such substitute certificate to be countersigned by the appropriate Transfer Agent (if any) and registered by the appropriate Registrar (if any); provided, that, in each such case, the applicant for a substitute certificate shall furnish to the Corporation and to such of its Transfer Agents and Registrars as may require the same, evidence to their satisfaction, in their discretion, of the loss, theft or destruction of such certificate and of the ownership thereof, and also such security or indemnity as may be required.

SECTION 5. Record Date. In order that the Corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled to exercise any rights with respect to any change, conversion or exchange of stock or for the purpose of any other lawful action, the Board of Directors is authorized, from time to time, to fix, in advance, a record date,

which shall not be more than sixty nor less than ten days before the date of such meeting, nor more than sixty days prior to any other action.

SECTION 6. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

ARTICLE VI

MISCELLANEOUS

SECTION 1. Fiscal Year. The fiscal year of the Corporation shall be the calendar year.

SECTION 2. Corporate Seal. The Board of Directors shall provide a suitable seal, containing the name of the Corporation. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

SECTION 3. Voting of Stocks. Unless otherwise ordered by the Board of Directors, the Chairman of the Board, the President, the Chief Executive Officer and the General Counsel shall each have full power and authority, in the name of and on behalf of the Corporation, to attend, act and vote at any meeting of stockholders of a corporation in which the Corporation may hold stock, and, in connection with any such meeting, shall possess and may exercise any and all rights and powers incident to the ownership of such stock which, as the owner thereof, the Corporation might possess and exercise. The Board of Directors from time to time may confer like powers upon any other person or persons.

Unless otherwise ordered by the Board of Directors, the Chairman of the Board, the Chief Executive Officer or the President may exercise the power and authority granted by this Section 3 through the execution of proxies to any person or persons or may delegate such power or authority, including the power and authority to execute proxies, to any officer, employee or agent of the Corporation.

SECTION 4. Subject to Law and Restated Certificate of Incorporation. All powers, duties and responsibilities provided for in these Restated Bylaws, whether or not explicitly so qualified, are qualified by the provisions of the Restated Certificate of Incorporation and all applicable laws.

SECTION 5. Signature of Negotiable Instruments. All bills, notes, checks or other instruments for the payment of money shall be signed or countersigned by such officer or officers and in such manner as, from time to time, may be prescribed by resolution (whether general or special) of the Board.

SECTION 6. Surety Bonds. The Treasurer, each Assistant Treasurer and such other officers or agents of the Corporation as the Board may direct, from time to time, shall be bonded for the faithful performance of their duties in such amounts and by such surety companies as the Board may determine. The premiums on such bonds shall be paid by the Corporation and the bonds so furnished shall be in the custody of the Chief Executive Officer or the chief financial officer.

ARTICLE VII

AMENDMENTS

The holders of a majority of the outstanding shares of the Corporation may adopt, alter or repeal the By-Laws of this Corporation and, subject to the right of the stockholders, the Board of Directors, may adopt, alter or repeal the By-Laws of the Corporation.