

CERTAIN IDENTIFIED INFORMATION HAS BEEN EXCLUDED FROM THE EXHIBIT BECAUSE IT IS BOTH NOT MATERIAL AND IS THE TYPE THAT THE REGISTRANT TREATS AS PRIVATE OR CONFIDENTIAL. OMITTED INFORMATION HAS BEEN REPLACED WITH ASTERISKS.

**SUPPLEMENTAL AGREEMENT NO. 13**

**to**

**PURCHASE AGREEMENT NUMBER 04761**

**between**

**THE BOEING COMPANY**

**and**

**United Airlines, Inc.**

**Relating to Boeing Model 737 MAX Aircraft**

THIS SUPPLEMENTAL AGREEMENT No. 13 (**SA-13**), entered into as of December 15, 2023, by and between The Boeing Company, a Delaware corporation, (**Boeing**) and United Airlines, Inc., a Delaware corporation, (**Customer**);

WHEREAS, Customer and Boeing entered into Purchase Agreement No. 04761 dated as of the 15<sup>th</sup> day of May of 2018 as amended and supplemented (**Purchase Agreement**), relating to the purchase and sale of Model 737 MAX aircraft. This Supplemental Agreement is an amendment to the Purchase Agreement;

WHEREAS, solely to conform and further amend the Purchase Agreement to reflect Customer and Boeing's agreement to \*\*\* the following Aircraft:

	Manufacturer Serial Number	***	***
<b>1.</b>	***	***	***

WHEREAS, solely to conform and further amend the Purchase Agreement to reflect Customer and Boeing's agreement to \*\*\* the following Aircraft:

	<b>Manufacturer Serial Number</b>	***	***
<b>1.</b>	***	***	***

Supplemental Agreement No. 13 to  
Purchase Agreement No. 04761

WHEREAS, solely to conform and further amend the Purchase Agreement to reflect Customer and Boeing's agreement to \*\*\* the following Aircraft:

	Manufacturer Serial Number	***	***
1.	***	***	***

WHEREAS, solely to conform and further amend the Purchase Agreement to reflect Customer and Boeing's agreement to \*\*\* the following Aircraft:

	Manufacturer Serial Number	***	***
1.	***	***	***

WHEREAS, solely to conform and further amend the Purchase Agreement to reflect Customer and Boeing's agreement to:

- (i) Reflect the \*\*\* to
  - (a) \*\*\* 737-\*\*\* Aircraft from \*\*\* into \*\*\*;
  - (b) \*\*\* 737-\*\*\* Aircraft from \*\*\* into \*\*\*;
  - (c) \*\*\* 737-\*\*\* Aircraft from \*\*\* into \*\*\* and \*\*\* 737-\*\*\* Aircraft from \*\*\* into \*\*\*; and
  - (d) \*\*\* Aircraft accordingly;
- (ii) Reflect \*\*\* 737-\*\*\* Aircraft and \*\*\* 737-\*\*\* Aircraft; and
- (iii) Conform the Purchase Agreement to incorporate the Aircraft \*\*\* above including the \*\*\* considerations associated with such \*\*\*.

NOW THEREFORE, in consideration of the mutual covenants herein contained, the parties agree to amend the Purchase Agreement as follows:

1. Table of Contents.

The "Table of Contents" is deleted in its entirety and replaced with the attached "Table of Contents" (identified by "SA-13").

2. Tables.

2.1. Table 1 titled "\*\*\*\* 737-\*\*\* Aircraft Delivery, Description, Price and \*\*\*\*" is deleted in its entirety and replaced with the attached similarly titled Table 1 (identified by "SA-13") to reflect the \*\*\*.

2.2. Table 1 titled “\*\*\* 737-\*\*\* *Aircraft Delivery, Description, Price and* \*\*\*” is deleted in its entirety and replaced with the attached similarly titled Table 1 (identified by “SA-13”) to reflect the \*\*\*.

UAL-PA-04761 SA-13, Page 2

**BOEING / UNITED AIRLINES, INC. PROPRIETARY**

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2.3. Table 1 titled “737-\*\*\* *Delivery, Description, Price and* \*\*\*” is deleted in its entirety and replaced with the attached similarly titled Table 1 (identified by “SA-13”) to \*\*\*.

2.4. Table 1 titled “\*\*\* 737-\*\*\* *Aircraft Delivery, Description, Price and* \*\*\*” is deleted in its entirety and replaced with the attached similarly titled Table 1 (identified by “SA-12”) to reflect \*\*\*.

3. Letter Agreements.

3.1. Letter Agreement No. UAL-PA-04761-LA-1807022R7 is deleted in its entirety and replaced with Letter Agreement No. UAL-PA-04761-LA-1807022R8 titled “\*\*\* Aircraft” to reflect \*\*\*.

3.2. Letter Agreement No. UAL-PA-04761-LA-2100718R4 is deleted in its entirety and replaced with Letter Agreement No. UAL-PA-04761-LA-2100718R5 titled “\*\*\*” to:

- (i) \*\*\*;
- (ii) \*\*\*; AND
- (iii) \*\*\*.

4. Miscellaneous.

4.1. Boeing and Customer agree that \*\*\* upon execution of this SA-13 as a result of the provisions of Section 3 of Letter Agreement UAL-PA-04761-LA-1801463R5 entitled “\*\*\* Matters”.

4.2. Boeing and Customer agree to work together to consider administrative clarification revisions to the seven (7) letter agreements listed in the table below. The parties will work towards completing such discussions by February 29, 2024. As applicable, a supplemental agreement, to effect any mutually agreed revisions of the applicable letter agreements, will be prepared to amend the Purchase Agreement.

Supplemental Agreement No. 13 to  
Purchase Agreement No. 04761

	<b>Letter Agreement</b>	<b>Title of Letter Agreement</b>
1.	UAL-PA-04761- LA-1801463R5	*** Matters
2.	UAL-PA-04761-LA-1801468	***
3.	UAL-PA-04761- LA-1801467R6	Special Matters – 737 MAX Aircraft
4.	UAL-PA-04761- LA-1801478R2	Delivery *** Matters
5.	UAL-PA-04761- LA-1807022R8	*** Aircraft – 737-10
6.	UAL-PA-04761- LA-2100718R5	Special Matters Relating to *** Aircraft
7.	UAL-PA-04761-LA-2103236	*** – 737-*** Aircraft *** Matters

The Purchase Agreement will be deemed supplemented to the extent provided herein as of the date hereof and as so supplemented will continue in full force and effect.

EXECUTED IN DUPLICATE as of the day and year first written above.

**THE BOEING COMPANY**

/s/ Irma L. Krueger

Signature

Irma L. Krueger

Printed Name

Attorney-in-Fact

Title

**UNITED AIRLINES, INC.**

/s/ Michael Leskinen

Signature

Michael Leskinen

Printed Name

EVP and  
Chief Financial Officer

Title

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<b>1.</b>	<b>*** 737-8 Aircraft Delivery, Description, Price and ***</b>	<b>SA-13</b>
1	*** 737-*** Aircraft Delivery, Description, Price and ***	SA-7 & SA-8§4.1
1.	737-*** Aircraft Delivery, Description, Price and ***	SA-7 & SA-8§4.1
1.	737-*** Aircraft Delivery, Description, Price and ***	SA-5 & SA-8§4.1
<b>1.</b>	<b>*** 737-*** Aircraft Delivery, Description, Price and ***</b>	<b>SA-13</b>
<b>1.</b>	<b>737-*** Aircraft Delivery, Description, Price and ***</b>	<b>SA-13 &amp; SA-8§4.1</b>
1.	*** 737-*** Aircraft Delivery, Description, Price and ***	SA-6 & 2SA-8§4.1
<b>1.</b>	<b>*** 737-*** Aircraft Delivery, Description, Price and ***</b>	<b>SA-13 &amp; SA-8§4.1</b>
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**SUPPLEMENTAL AGREEMENTS****DATED AS OF**

Supplemental Agreement No. 1 .....	September 25, 2018
Supplemental Agreement No. 2 .....	December 12, 2018
Supplemental Agreement No. 3 .....	March 20, 2020
Supplemental Agreement No. 4 .....	June 30, 2020
Supplemental Agreement No. 5 .....	February 26, 2021
Supplemental Agreement No. 6 .....	June 27, 2021
Supplemental Agreement No. 7 .....	August 12, 2021
Supplemental Agreement No. 8 .....	September 8, 2021
Supplemental Agreement No. 9 .....	November 30, 2021
Supplemental Agreement No. 10 .....	June 30, 2022
Supplemental Agreement No. 11 .....	November 29, 2022
Supplemental Agreement No. 12 .....	December 12, 2022
<b>Supplemental Agreement No. 13 .....</b>	<b>December 15, 2023</b>
.....	

Airframe 737-\*\*\* \*\*\* ^  
Model/ pounds  
MTOW:

Engine Model/ \*\*\*      \*\*\*      +  
Thrust:                      pounds

Airframe \$\*\*\*  
Price:

\*\*\* Features: \$\*\*\*

Sub-Total of Airframe and Features: \$\*\*\*

Engine Price (Per Aircraft): \$\*\*\*

Aircraft Basic Price \$\*\*\*  
(Excluding BFE/SPE):

Buyer Furnished \$\*\*\*  
Equipment (BFE) Estimate:

Seller Purchased \$\*\*\*  
Equipment (SPE) Estimate:

Deposit per Aircraft: \$\*\*\*

Detail \*\*\*

Specification:

Airframe Price \*\*\* \*

Base Year/\*\*\*

Formula:

Engine Price Base \*\*\* \*

Year/\*\*\* Formula:

Airframe \*\*\* Data:

Base Year Index \*\*\*  
(ECI):

Base Year Index \*\*\*  
(CPI):

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Airframe Model/MTOW: 737-\*\*\* ^  
pounds  
Engine Model/Thrust: \*\*\* +  
pounds  
Airframe Price: \$\*\*\*  
\*\*\* Features: \$\*\*\*  
Sub-Total of Airframe and Features: \$\*\*\*  
Engine Price (Per Aircraft): \$\*\*\*  
Aircraft Basic Price (Excluding BFE/SPE): \$\*\*\*  
Buyer Furnished Equipment (BFE) Estimate: \$\*\*\*  
Seller Purchased Equipment (SPE) Estimate: \$\*\*\*  
Deposit per Aircraft: \$\*\*\*

Detail  
Specification:  
Airframe Price Base  
Year/\*\*\* Formula:  
Engine Price Base  
Year/\*\*\* Formula:  
  
Airframe \*\*\*  
Data:  
Base Year Index (EC  
Base Year Index (CP

Delivery Target	***	Activity %	Sec.	***	Number	***	Factor	Manufacturer	***	Actual	***	Estimate	***	Pe
Date&	Delivery	SA-13	due to	3.4.1	of	(Airframe)	Serial		Forecast	or	***	Base	(Amts.	
	***	SA-13	***	***	Aircraft	Number				Nominal	Price	Per	***	Prior to
				737-						Delivery			***	*
				***						***	*		***	*
				Aircraft										

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& - Unless otherwise noted, \*\*\*.

Note: Serial Numbers are provided as guidance only and \*\*\*.

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Airframe Model/MTOW: 737-\*\*\* \*\*\* ^  
pounds

Engine Model/Thrust:        \*\*\*        \*\*\*        +  
   pounds

Airframe Price: \$\*\*\*

\*\*\* Features: \$\*\*\*

Sub-Total of Airframe and Features: \$\*\*\*

Engine Price (Per Aircraft): \$\*\*\*

Aircraft Basic Price (Excluding BFE/SPE): \$\*\*\*

Buyer Furnished Equipment \$\*\*\*  
(BFE) Estimate:

Seller Purchased Equipment (SPE) Estimate: \$\*\*\*

Deposit per Aircraft: \$\*\*\*

# of	*** Added ***	Delivery Target	Number *** Factor Manufacturer ***	Actual	*** Per
Aircraft SA-13 by	Date <sup>&amp;</sup>	Delivery of	(Airframe) Serial	Forecast or	Estimate Aircraft
SA-13	***	Aircraft	Number	Nominal ***	(Amts.
				Delivery Base	Due/**
				** * Price	Prior to
				Per **	Delivery):
					**** *

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noted, \*\*.

Note: Serial Numbers above are provided  
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Detail Specification: \*\*\*

Airframe Price Base \*\*\* \*\*

Year/\*\*\* Formula:

Engine Price Base \*\*\* \*\*

Year/\*\*\* Formula:

Airframe \*\*\* Data:

Base Year Index (ECI): \*\*\*

Base Year Index (CPI): \*\*\*

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Note: Serial Numbers above are provided as guidance only and \*\*\*.

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UAL-PA-04761-LA-1807022R8

United Airlines, Inc.  
233 South Wacker Drive  
Chicago, Illinois 60606

Subject: \*\*\* Aircraft – 737-\*\*\*

Reference: Purchase Agreement No. PA-04761 (**Purchase Agreement**) between The Boeing Company (**Boeing**) and United Airlines, Inc. (**Customer**) relating to Model 737 MAX aircraft (**Aircraft**)

This letter agreement (**Letter Agreement**) amends and supplements the Purchase Agreement. All terms used but not defined in this Letter Agreement shall have the same meaning as in the Purchase Agreement. This Letter Agreement supersedes and replaces in its entirety Letter Agreement UAL-PA-04761-LA-1807022R7 dated December 12, 2022.

1. \*\*\* Aircraft.

Subject to the terms and conditions contained in this Letter Agreement, in addition to the Aircraft described in both Table 1's to the Purchase Agreement as of the date of execution of this Letter Agreement, Customer will have the \*\*\* Model 737-\*\*\* aircraft as \*\*\* aircraft (**\*\*\* Aircraft**).

2. Delivery.

The number of aircraft and delivery \*\*\* are listed in Attachment A-1 (**Attachment A**) to this Letter Agreement. The scheduled delivery position of each \*\*\* Aircraft listed in Attachment A provides the delivery schedule in \*\*\* consisting of a \*\*\*. No later than \*\*\* of Customer's first \*\*\* Aircraft in each calendar year, Boeing will provide written notice with a \*\*\* Attachment A of the scheduled delivery \*\*\* for each \*\*\* Aircraft with a \*\*\* in such calendar year.

3. Configuration.

3.1 Subject to the provisions of Article 3.2, below, the configuration for the \*\*\* Aircraft will be the Detail Specification for Boeing Model 737-\*\*\* aircraft, at the revision level in effect at the time of Definitive Agreement (as defined below). Such Detail Specification \*\*\* applicable to the Detail Specification that are developed by Boeing between the \*\*\* (as defined below) and the signing of the Definitive Agreement, (ii) changes required to obtain required regulatory certificates, and (iii) other changes as mutually agreed.

3.2 Subject to \*\*\*, the \*\*\* Aircraft \*\*\*, provided that it can achieve the \*\*\* which would result pursuant to the provisions of Article 3.1.

4. Price.

4.1 The Airframe Price and \*\*\* Features Prices for each of the \*\*\* Aircraft is identified in Attachment A to this Letter Agreement. \*\*\*.

4.2 The Airframe Price, \*\*\* Features Prices, and Aircraft \*\*\* Price for each of the \*\*\* Aircraft shall be adjusted in accordance with the terms set forth in \*\*\*.

4.3 The \*\*\* Price shall be developed in accordance with the terms of the Purchase Agreement and determined at the time of Definitive Agreement.

UAL-PA-04761-LA-1807022R8 SA-13

\*\*\* Aircraft – 737-\*\*\* Page 1

**BOEING / UNITED AIRLINES, INC. PROPRIETARY**

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5. Payment.

5.1 \*\*\*.

5.2 Notwithstanding the amount shown in Attachment A, the \*\*\* Deposit will be \*\*\* for each \*\*\* Aircraft.

5.3 At Definitive Agreement for the \*\*\* Aircraft, \*\*\* will be \*\*\* as specified in the Purchase Agreement. The remainder of the Aircraft Price for the \*\*\* Aircraft will be \*\*\*.

6. \*\*\*.

6.1 Customer may \*\*\* by giving written notice to Boeing

6.1.1 Subject to \*\*\*, on or before the date \*\*\*; or

6.1.2 On or on or before the date \*\*\* (the date in Section 6.1.1 and in Section 6.1.2, as applicable, are referred to herein as the \*\*\* **Date**).

6.2 After receipt of Customer's \*\*\*.

\*\*\*

7. Definitive Agreement.

Following Customer's \*\*\* the parties will sign a definitive agreement for the purchase of such \*\*\* Aircraft (**Definitive Agreement**) within \*\*\*. The Definitive Agreement will include the provisions of the Purchase Agreement as modified to reflect the provisions of this Letter Agreement. In the event the parties have not entered into a Definitive Agreement within \*\*\*, either party \*\*\*. If Customer and Boeing fail to enter into the Definitive Agreement, Boeing \*\*\*.

8. Assignment.

Except as provided in Letter Agreement No. UAL-PA-04761-LA-1801472, the rights and obligations described in this Letter Agreement are provided to Customer in consideration of Customer's becoming the operator of the Aircraft and cannot be assigned in whole or in part.



image 01.jpg

9. Confidential Treatment.

Customer and Boeing understand that certain commercial and financial information contained in this Letter Agreement are considered by Boeing and Customer as confidential and are subject to the terms and conditions set forth in Letter Agreement No. UAL-PA-04761-LA-1801470.

Very truly yours,

THE BOEING COMPANY

By: /s/ Irma L. Krueger

Its: Attorney-in-Fact

UAL-PA-04761-LA-1807022R8 SA-13

\*\*\* Aircraft – 737-\*\*\* Page 3

**BOEING / UNITED AIRLINES, INC. PROPRIETARY**

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image 01.jpg

ACCEPTED AND AGREED TO this

Date: December 15, 2023

**UNITED AIRLINES, INC.**

By: /s/ Michael Leskinen

Its: EVP and Chief Financial Officer

UAL-PA-04761-LA-1807022R8 SA-13

\*\*\* Aircraft – 737-\*\*\* Page 4

**BOEING / UNITED AIRLINES, INC. PROPRIETARY**

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UAL-PA-04761-LA-1807022R8 SA-13

\*\*\* Aircraft – 737-\*\*\* Page 5

**BOEING / UNITED AIRLINES, INC. PROPRIETARY**

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Deposit per Aircraft: \$\*\*\*

Base Year Index (CPI): \*\*\*

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UAL-PA-04761-LA-2100718R5

United Airlines, Inc.  
233 South Wacker Drive  
Chicago, Illinois 60606

Subject: \*\*\* Aircraft and \*\*\* Special Matters

Reference: Purchase Agreement No. 04761 (**Purchase Agreement**) between The Boeing Company (**Boeing**) and United Airlines, Inc. (**Customer**) relating to Model 737 MAX aircraft (**Aircraft**)

This letter agreement (**Letter Agreement**) amends and supplements the Purchase Agreement. All terms used but not defined in this Letter Agreement shall have the same meaning as in the Purchase Agreement. This Letter Agreement supersedes and replaces in its entirety Letter Agreement UAL-PA-04761-LA-2100718R4 dated December 12, 2022.

1. Definitions.

\*\*\* **Aircraft** shall be comprised of each of the following Aircraft

- (i) each of the 737-\*\*\* Aircraft specified in Table 1 titled “\*\*\* 737-\*\*\* *Aircraft Delivery, Description, Price and* \*\*\*” as of the date of this Letter Agreement (each an \*\*\* **737-\*\*\* Aircraft**);
- (ii) each of the 737-\*\*\* Aircraft specified in Table 1 titled “737-\*\*\* *Aircraft Delivery, Description, Price and* \*\*\*” as of the date of this Letter Agreement (each an \*\*\* **737-\*\*\* Aircraft**);
- (iii) each of the 737-\*\*\* Aircraft specified in Table 1 titled “\*\*\* 737-\*\*\* *Aircraft Delivery, Description, Price and* \*\*\*” (\*\*\* **737-\*\*\* Aircraft**);
- (iv) each of the 737-\*\*\* Aircraft specified in Table 1 titled “\*\*\* 737-\*\*\* *Aircraft Delivery, Description, Price and* \*\*\*” as of the date of this Letter Agreement (each a \*\*\* **737-\*\*\* Aircraft**);
- (v) each 737-\*\*\* Aircraft resulting from Customer’s \*\*\* in any of the \*\*\* 737-\*\*\* Aircraft scheduled for delivery in \*\*\* pursuant to Letter Agreement LA-\*\*\*, including successors thereof, titled “\*\*\* Aircraft – 737-\*\*\*” shall be a \*\*\* 737-\*\*\* Aircraft); and
- (vi) each 737-\*\*\* Aircraft resulting from Customer’s \*\*\* Rights pursuant to Letter Agreement LA- 22005995, including successors thereof, titled “\*\*\* Rights” shall be a \*\*\* 737-\*\*\* Aircraft.

2. \*\*\* for the \*\*\* 737-\*\*\* Aircraft.

In addition to the \*\*\* specified in Sections 1.3 and 1.4 of Letter Agreement UAL-PA-04761-LA-1801467R6, including successors thereof, titled “Special Matters - MAX Aircraft” (**MAX Special Matters Letter**), at the time of delivery of each \*\*\* 737-\*\*\* Aircraft, Boeing shall \*\*\*.

UAL-PA-04761-LA-2100718R5 SA-13

Certain Special Matters for the \*\*\* Aircraft Page 1

**BOEING/UNITED AIRLINES, INC. PROPRIETARY**

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image\_02.jpg

3. Special Provisions for the \*\*\* 737-\*\*\* Aircraft.

3.1 In addition to the \*\*\* specified in Section 1.1 of the MAX Special Matters Letter, each \*\*\* 737-10 \*\*\* Aircraft will be eligible for the \*\*\* provided in this Section 3.

3.2 Customer has requested \*\*\* from Boeing on the \*\*\*.

3.3 In response to Customer's requests \*\*\*.

3.4 As specified in Section 3.3, Customer shall purchase Aircraft specified in Attachment A to this Letter Agreement \*\*\*.

\*\*\*

4. Assignment.

Unless otherwise noted herein, the \*\*\* described in this Letter Agreement \*\*\*. Except as provided in Letter Agreement No. UAL-PA-04761-LA-1801472, this Letter Agreement cannot be assigned, in whole or in part, without the prior written consent of Boeing. \*\*\*.

5. Confidentiality.

Customer and Boeing understand that certain commercial and financial information contained in this Letter Agreement are considered by Boeing and Customer as confidential and are subject to the terms and conditions set forth in Letter Agreement No. UAL-PA-04761-LA-1801470.

Very truly yours,  
THE BOEING COMPANY

By: /s/ Irma L. Krueger

Its: Attorney-in-Fact



image\_02.jpg

ACCEPTED AND AGREED TO this

Date: December 15, 2023

**UNITED AIRLINES, INC.**

By: /s/ Michael Leskinen

Its: EVP and  
Chief Financial Officer

UAL-PA-04761-LA-2100718R5 SA-13

Certain Special Matters for the \*\*\* Aircraft Page 3

**BOEING/UNITED AIRLINES, INC. PROPRIETARY**

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**Attachment A to Letter Agreement UAL-PA-04761-LA-2100718R5**  
**Aircraft Eligible for Section 3.4 \*\*\***

The Aircraft in the table below are \*\*\* for Section 4 \*\*\* in accordance with the terms and conditions of Section 3.4 of this Letter Agreement.

	***	***	***	***	***	***	***
1.			***			***	***

**Attachment A, continued: Summary of All Available \*\*\* for Aircraft Eligible for Section 3.4**  
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	***	***
***	***	***
*** <u>          </u>	***	***

Attachment A to UAL-PA-04761-LA-2100718R5 SA-13

Certain Special Matters for the \*\*\* Aircraft Page 1

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**Attachment A, continued**  
**Aircraft Eligible for Section 3.4 Credit Memoranda**

Attachment A to UAL-PA-04761-LA-2100718R5 SA-13

Certain Special Matters for the \*\*\* Aircraft Page 2

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Attachment B: Summary of Available \*\*\* for \*\*\* 737-\*\*\* Aircraft and \*\*\* Aircraft

	***	***	***	***	***	***	***
***	***	***	***	***	***	***	***
***	***	***	***	***	***	***	***

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