

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 10-Q**

(Mark One)

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2013

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

| Commission File Number | Exact Name of Registrant as Specified in its Charter, Principal Office Address and Telephone Number           | State of Incorporation | I.R.S. Employer Identification No |
|------------------------|---|------------------------|-----------------------------------|
| 001-06033              | <b>United Continental Holdings, Inc.</b><br>233 South Wacker Drive, Chicago, Illinois 60606<br>(312) 997-8000 | Delaware               | 36-2675207                        |
| 001-10323              | <b>United Airlines, Inc.</b><br>233 South Wacker Drive, Chicago, Illinois 60606<br>(312) 997-8000             | Delaware               | 74-2099724                        |

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

United Continental Holdings, Inc. Yes  No

United Airlines, Inc. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this Chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

United Continental Holdings, Inc. Yes  No

United Airlines, Inc. Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

|                                   |   |  |   |  |
|-----------------------------------|---|--|---|--|
| United Continental Holdings, Inc. | Large accelerated filer <input checked="" type="checkbox"/> | Accelerated filer <input type="checkbox"/> | Non-accelerated filer <input type="checkbox"/>            | Smaller reporting company <input type="checkbox"/> |
| United Airlines, Inc.             | Large accelerated filer <input type="checkbox"/>            | Accelerated filer <input type="checkbox"/> | Non-accelerated filer <input checked="" type="checkbox"/> | Smaller reporting company <input type="checkbox"/> |

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

|                                   |   |
|-----------------------------------|---|
| United Continental Holdings, Inc. | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> |
| United Airlines, Inc.             | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> |

The number of shares outstanding of each of the issuer's classes of common stock as of October 15, 2013 is shown below:

|                                   |  |
|-----------------------------------|--|
| United Continental Holdings, Inc. | 361,871,592 shares of common stock (\$0.01 par value)      |
| United Airlines, Inc.             | 1,000 (100% owned by United Continental Holdings, Inc.)    |
|                                   | There is no market for United Airlines, Inc. common stock. |

**OMISSION OF CERTAIN INFORMATION**

This combined Form 10-Q is separately filed by United Continental Holdings, Inc. and United Airlines, Inc. United Airlines, Inc. meets the conditions set forth in General Instruction H(1)(a) and (b) of Form 10-Q and is therefore filing this form with the reduced disclosure format allowed under that General

Instruction.

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**United Airlines, Inc.**  
**Report on Form 10-Q**  
**For the Quarter Ended September 30, 2013**

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## PART I. FINANCIAL INFORMATION

## ITEM 1. FINANCIAL STATEMENTS

**UNITED CONTINENTAL HOLDINGS, INC.**  
**STATEMENTS OF CONSOLIDATED OPERATIONS (UNAUDITED)**  
(In millions, except per share amounts)

|  | Three Months Ended<br>September 30, |                | Nine Months Ended<br>September 30, |                  |
|--|-------------------------------------|----------------|------------------------------------|------------------|
|  | 2013                                | 2012           | 2013                               | 2012             |
| Operating revenue:                                 |                                     |                |                                    |                  |
| Passenger—Mainline                                 | \$ 7,025                            | \$6,993        | \$19,792                           | \$19,891         |
| Passenger—Regional                                 | 1,893                               | 1,781          | 5,353                              | 5,159            |
| Total passenger revenue                            | 8,918                               | 8,774          | 25,145                             | 25,050           |
| Cargo  | 199                                 | 246            | 662                                | 775              |
| Other operating revenue                            | 1,111                               | 889            | 3,143                              | 2,625            |
|  | <u>10,228</u>                       | <u>9,909</u>   | <u>28,950</u>                      | <u>28,450</u>    |
| Operating expense:                                 |                                     |                |                                    |                  |
| Aircraft fuel                                      | 3,262                               | 3,406          | 9,380                              | 10,043           |
| Salaries and related costs                         | 2,209                               | 2,038          | 6,511                              | 5,959            |
| Regional capacity purchase                         | 621                                 | 628            | 1,837                              | 1,887            |
| Landing fees and other rent                        | 540                                 | 504            | 1,544                              | 1,476            |
| Aircraft maintenance materials and outside repairs | 472                                 | 469            | 1,390                              | 1,308            |
| Depreciation and amortization                      | 435                                 | 379            | 1,268                              | 1,137            |
| Distribution expenses                              | 377                                 | 356            | 1,052                              | 1,038            |
| Aircraft rent                                      | 231                                 | 245            | 706                                | 747              |
| Special charges (Note 10)                          | 211                                 | 514            | 355                                | 884              |
| Other operating expenses                           | 1,362                               | 1,170          | 3,893                              | 3,467            |
|  | <u>9,720</u>                        | <u>9,709</u>   | <u>27,936</u>                      | <u>27,946</u>    |
| Operating income                                   | 508                                 | 200            | 1,014                              | 504              |
| Nonoperating income (expense):                     |                                     |                |                                    |                  |
| Interest expense                                   | (195)                               | (202)          | (590)                              | (631)            |
| Interest capitalized                               | 12                                  | 9              | 35                                 | 26               |
| Interest income                                    | 5                                   | 4              | 16                                 | 16               |
| Miscellaneous, net                                 | 52                                  | 4              | (48)                               | (7)              |
|  | <u>(126)</u>                        | <u>(185)</u>   | <u>(587)</u>                       | <u>(596)</u>     |
| Income (loss) before income taxes                  | 382                                 | 15             | 427                                | (92)             |
| Income tax expense (benefit)                       | 3                                   | 9              | (4)                                | 11               |
| Net income (loss)                                  | <u>\$ 379</u>                       | <u>\$ 6</u>    | <u>\$ 431</u>                      | <u>\$ (103)</u>  |
| Earnings (loss) per share, basic                   | <u>\$ 1.06</u>                      | <u>\$ 0.02</u> | <u>\$ 1.25</u>                     | <u>\$ (0.31)</u> |
| Earnings (loss) per share, diluted                 | <u>\$ 0.98</u>                      | <u>\$ 0.02</u> | <u>\$ 1.15</u>                     | <u>\$ (0.31)</u> |

The accompanying Combined Notes to Consolidated Financial Statements are an integral part of these statements.

**UNITED CONTINENTAL HOLDINGS, INC.**  
**STATEMENTS OF CONSOLIDATED COMPREHENSIVE INCOME (LOSS) (UNAUDITED)**  
**(In millions)**

|   | <u>Three Months Ended</u><br><u>September 30,</u> |              | <u>Nine Months Ended</u><br><u>September 30,</u> |               |
|---|---|--------------|--|---------------|
|   | <u>2013</u>                                       | <u>2012</u>  | <u>2013</u>                                      | <u>2012</u>   |
| Net income (loss)   | \$ 379  | \$ 6         | \$ 431   | \$ (103)      |
| Other comprehensive income, net:                            |   |              |  |               |
| Net change related to fuel derivative financial instruments | 30  | 171          | 20   | 71            |
| Net change related to employee benefit plans                | 51  | 4            | 531  | 13            |
| Net change related to investments and other                 | (5)   | 5            | 2  | 14            |
|   | <u>76</u>   | <u>180</u>   | <u>553</u>                                       | <u>98</u>     |
| Total comprehensive income (loss), net                      | <u>\$455</u>                                      | <u>\$186</u> | <u>\$984</u>                                     | <u>\$ (5)</u> |

The accompanying Combined Notes to Consolidated Financial Statements are an integral part of these statements.

**UNITED CONTINENTAL HOLDINGS, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
(In millions, except shares)

|   | (Unaudited)<br>September 30, 2013 | December 31, 2012 |
|---|-----------------------------------|-------------------|
| <b>ASSETS</b>   |                                   |                   |
| Current assets:   |                                   |                   |
| Cash and cash equivalents   | \$ 3,935                          | \$ 4,770          |
| Short-term investments  | 1,801                             | 1,773             |
| Total unrestricted cash, cash equivalents and short-term investments                              | 5,736                             | 6,543             |
| Restricted cash   | 46                                | 65                |
| Receivables, less allowance for doubtful accounts (2013 — \$16; 2012 — \$13)                      | 1,693                             | 1,338             |
| Aircraft fuel, spare parts and supplies, less obsolescence allowance (2013 — \$157; 2012 — \$125) | 646                               | 695               |
| Deferred income taxes   | 568                               | 543               |
| Prepaid expenses and other  | 700                               | 865               |
|   | <u>9,389</u>                      | <u>10,049</u>     |
| Operating property and equipment:   |                                   |                   |
| Owned—  |                                   |                   |
| Flight equipment  | 18,486                            | 17,561            |
| Other property and equipment  | 3,474                             | 3,269             |
|   | 21,960                            | 20,830            |
| Less — Accumulated depreciation and amortization  | (5,846)                           | (5,006)           |
|   | <u>16,114</u>                     | <u>15,824</u>     |
| Purchase deposits for flight equipment  | 674                               | 462               |
| Capital leases—   |                                   |                   |
| Flight equipment  | 1,483                             | 1,484             |
| Other property and equipment  | 306                               | 235               |
|   | 1,789                             | 1,719             |
| Less — Accumulated amortization   | (811)                             | (713)             |
|   | <u>978</u>                        | <u>1,006</u>      |
|   | <u>17,766</u>                     | <u>17,292</u>     |
| Other assets:   |                                   |                   |
| Goodwill  | 4,523                             | 4,523             |
| Intangibles, less accumulated amortization (2013 — \$900; 2012 — \$792)                           | 4,487                             | 4,597             |
| Restricted cash   | 366                               | 382               |
| Other, net  | 729                               | 785               |
|   | <u>10,105</u>                     | <u>10,287</u>     |
|   | <u>\$ 37,260</u>                  | <u>\$ 37,628</u>  |

(continued on next page)

**UNITED CONTINENTAL HOLDINGS, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
(In millions, except shares)

|  | (Unaudited)<br>September 30, 2013 | December 31, 2012 |
|--|-----------------------------------|-------------------|
| <b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>  |                                   |                   |
| Current liabilities:   |                                   |                   |
| Advance ticket sales   | \$ 4,123                          | \$ 3,360          |
| Frequent flyer deferred revenue  | 2,378                             | 2,364             |
| Accounts payable   | 2,126                             | 2,312             |
| Accrued salaries and benefits  | 1,844                             | 1,763             |
| Current maturities of long-term debt   | 957                               | 1,812             |
| Current maturities of capital leases   | 117                               | 122               |
| Other  | 1,059                             | 1,085             |
|  | <u>12,604</u>                     | <u>12,818</u>     |
| Long-term debt   | 10,204                            | 10,440            |
| Long-term obligations under capital leases   | 781                               | 792               |
| Other liabilities and deferred credits:  |                                   |                   |
| Frequent flyer deferred revenue  | 2,556                             | 2,756             |
| Postretirement benefit liability   | 2,653                             | 2,614             |
| Pension liability  | 1,803                             | 2,400             |
| Advanced purchase of miles   | 1,388                             | 1,537             |
| Deferred income taxes  | 1,573                             | 1,543             |
| Lease fair value adjustment, net   | 672                               | 881               |
| Other  | 1,298                             | 1,366             |
|  | <u>11,943</u>                     | <u>13,097</u>     |
| Commitments and contingencies  |                                   |                   |
| Stockholders' equity:  |                                   |                   |
| Preferred stock  | —                                 | —                 |
| Common stock at par, \$0.01 par value; authorized 1,000,000,000 shares; outstanding 361,871,040 and 332,472,779 shares at September 30, 2013 and December 31, 2012, respectively | 4                                 | 3                 |
| Additional capital invested  | 7,410                             | 7,145             |
| Accumulated deficit  | (5,155)                           | (5,586)           |
| Stock held in treasury, at cost  | (38)                              | (35)              |
| Accumulated other comprehensive loss   | (493)                             | (1,046)           |
|  | <u>1,728</u>                      | <u>481</u>        |
|  | <u>\$ 37,260</u>                  | <u>\$ 37,628</u>  |

The accompanying Combined Notes to Consolidated Financial Statements are an integral part of these statements.

**UNITED CONTINENTAL HOLDINGS, INC.**  
**CONDENSED STATEMENTS OF CONSOLIDATED CASH FLOWS (UNAUDITED)**  
**(In millions)**

|  | Nine Months Ended<br>September 30, |                 |
|--|------------------------------------|-----------------|
|  | 2013                               | 2012            |
| <b>Cash Flows from Operating Activities:</b>                               |                                    |                 |
| Net cash provided by operating activities                                  | \$ 1,778                           | \$ 845          |
| <b>Cash Flows from Investing Activities:</b>                               |                                    |                 |
| Capital expenditures and aircraft purchase deposits paid                   | (1,399)                            | (1,027)         |
| Proceeds from sale of property and equipment                               | 65                                 | 146             |
| Decrease in restricted cash, net   | 35                                 | 98              |
| Increase in short-term and other investments, net                          | (22)                               | (22)            |
| Other, net   | 22                                 | —               |
| Net cash used in investing activities                                      | (1,299)                            | (805)           |
| <b>Cash Flows from Financing Activities:</b>                               |                                    |                 |
| Payments of long-term debt   | (1,965)                            | (1,158)         |
| Proceeds from issuance of long-term debt                                   | 819                                | 86              |
| Principal payments under capital leases                                    | (98)                               | (89)            |
| Other, net   | (70)                               | 4               |
| Net cash used in financing activities                                      | (1,314)                            | (1,157)         |
| Net decrease in cash and cash equivalents                                  | (835)                              | (1,117)         |
| Cash and cash equivalents at beginning of the period                       | 4,770                              | 6,246           |
| Cash and cash equivalents at end of the period                             | <u>\$ 3,935</u>                    | <u>\$ 5,129</u> |
| <b>Investing and Financing Activities Not Affecting Cash:</b>              |                                    |                 |
| Exchanges of certain 6% convertible senior notes for common stock (Note 3) | \$ 240                             | \$ —            |
| Net property and equipment acquired through the issuance of debt           | 239                                | 526             |
| Special facility and airport construction financing                        | 35                                 | 132             |
| 8% Contingent Senior Unsecured Notes, net of discount                      | —                                  | 48              |

The accompanying Combined Notes to Consolidated Financial Statements are an integral part of these statements.



**UNITED AIRLINES, INC.**  
**STATEMENTS OF CONSOLIDATED OPERATIONS (UNAUDITED)**  
**(In millions)**

|  | Three Months Ended |                | Nine Months Ended |                |
|--|--------------------|----------------|-------------------|----------------|
|  | September 30,      |                | September 30,     |                |
|  | 2013               | 2012           | 2013              | 2012           |
| Operating revenue:                                 |                    |                |                   |                |
| Passenger—Mainline                                 | \$ 7,025           | \$ 6,993       | \$ 19,792         | \$ 19,891      |
| Passenger—Regional                                 | 1,893              | 1,781          | 5,353             | 5,159          |
| Total passenger revenue                            | 8,918              | 8,774          | 25,145            | 25,050         |
| Cargo  | 199                | 246            | 662               | 775            |
| Other operating revenue                            | 1,113              | 893            | 3,149             | 2,632          |
|  | <u>10,230</u>      | <u>9,913</u>   | <u>28,956</u>     | <u>28,457</u>  |
| Operating expense:                                 |                    |                |                   |                |
| Aircraft fuel                                      | 3,262              | 3,406          | 9,380             | 10,043         |
| Salaries and related costs                         | 2,209              | 2,038          | 6,511             | 5,959          |
| Regional capacity purchase                         | 621                | 628            | 1,837             | 1,887          |
| Landing fees and other rent                        | 540                | 504            | 1,544             | 1,476          |
| Aircraft maintenance materials and outside repairs | 472                | 469            | 1,390             | 1,308          |
| Depreciation and amortization                      | 435                | 379            | 1,268             | 1,137          |
| Distribution expenses                              | 377                | 356            | 1,052             | 1,038          |
| Aircraft rent                                      | 231                | 245            | 706               | 747            |
| Special charges (Note 10)                          | 211                | 514            | 355               | 884            |
| Other operating expenses                           | 1,362              | 1,170          | 3,892             | 3,465          |
|  | <u>9,720</u>       | <u>9,709</u>   | <u>27,935</u>     | <u>27,944</u>  |
| Operating income                                   | 510                | 204            | 1,021             | 513            |
| Nonoperating income (expense):                     |                    |                |                   |                |
| Interest expense                                   | (195)              | (204)          | (586)             | (637)          |
| Interest capitalized                               | 12                 | 9              | 35                | 26             |
| Interest income                                    | 5                  | 4              | 16                | 16             |
| Miscellaneous, net                                 | 50                 | (29)           | 18                | 6              |
|  | <u>(128)</u>       | <u>(220)</u>   | <u>(517)</u>      | <u>(589)</u>   |
| Income (loss) before income taxes                  | 382                | (16)           | 504               | (76)           |
| Income tax expense                                 | 4                  | 9              | 4                 | 11             |
| Net income (loss)                                  | <u>\$ 378</u>      | <u>\$ (25)</u> | <u>\$ 500</u>     | <u>\$ (87)</u> |

The accompanying Combined Notes to Consolidated Financial Statements are an integral part of these statements.

**UNITED AIRLINES, INC.**  
**STATEMENTS OF CONSOLIDATED COMPREHENSIVE INCOME (UNAUDITED)**  
**(In millions)**

|   | <u>Three Months Ended</u><br><u>September 30,</u> |               | <u>Nine Months Ended</u><br><u>September 30,</u> |              |
|---|---|---------------|--|--------------|
|   | <u>2013</u>                                       | <u>2012</u>   | <u>2013</u>                                      | <u>2012</u>  |
| Net income (loss)   | \$ 378  | \$ (25)       | \$ 500   | \$ (87)      |
| Other comprehensive income, net:                            |   |               |  |              |
| Net change related to fuel derivative financial instruments | 30  | 171           | 20   | 71           |
| Net change related to employee benefit plans                | 51  | 4             | 531  | 13           |
| Net change related to investments and other                 | (5)   | 6             | 3  | 15           |
| Other   | —   | —             | 6  | —            |
|   | <u>76</u>   | <u>181</u>    | <u>560</u>                                       | <u>99</u>    |
| Total comprehensive income, net                             | <u>\$ 454</u>                                     | <u>\$ 156</u> | <u>\$ 1,060</u>                                  | <u>\$ 12</u> |

The accompanying Combined Notes to Consolidated Financial Statements are an integral part of these statements.

**UNITED AIRLINES, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
**(In millions, except shares)**

|   | (Unaudited)<br>September 30,<br>2013 | December 31, 2012 |
|---|--------------------------------------|-------------------|
| <b>ASSETS</b>   |                                      |                   |
| Current assets:   |                                      |                   |
| Cash and cash equivalents   | \$ 3,928                             | \$ 4,765          |
| Short-term investments  | 1,801                                | 1,773             |
| Total unrestricted cash, cash equivalents and short-term investments                              | 5,729                                | 6,538             |
| Restricted cash   | 46                                   | 65                |
| Receivables from related parties  | 231                                  | 226               |
| Receivables, less allowance for doubtful accounts (2013 — \$16; 2012 — \$13)                      | 1,693                                | 1,338             |
| Aircraft fuel, spare parts and supplies, less obsolescence allowance (2013 — \$157; 2012 — \$125) | 646                                  | 695               |
| Deferred income taxes   | 578                                  | 546               |
| Prepaid expenses and other  | 685                                  | 841               |
|   | <u>9,608</u>                         | <u>10,249</u>     |
| Operating property and equipment:   |                                      |                   |
| Owned—  |                                      |                   |
| Flight equipment  | 18,486                               | 17,561            |
| Other property and equipment  | 3,474                                | 3,269             |
|   | 21,960                               | 20,830            |
| Less — Accumulated depreciation and amortization  | (5,846)                              | (5,006)           |
|   | <u>16,114</u>                        | <u>15,824</u>     |
| Purchase deposits for flight equipment  | 674                                  | 462               |
| Capital leases—   |                                      |                   |
| Flight equipment  | 1,483                                | 1,484             |
| Other property and equipment  | 306                                  | 235               |
|   | 1,789                                | 1,719             |
| Less — Accumulated amortization   | (811)                                | (713)             |
|   | <u>978</u>                           | <u>1,006</u>      |
|   | <u>17,766</u>                        | <u>17,292</u>     |
| Other assets:   |                                      |                   |
| Goodwill  | 4,523                                | 4,523             |
| Intangibles, less accumulated amortization (2013 — \$900; 2012 — \$792)                           | 4,487                                | 4,597             |
| Restricted cash   | 365                                  | 382               |
| Other, net  | 1,104                                | 1,052             |
|   | <u>10,479</u>                        | <u>10,554</u>     |
|   | <u>\$ 37,853</u>                     | <u>\$ 38,095</u>  |

(continued on next page)

**UNITED AIRLINES, INC.**  
**CONSOLIDATED BALANCE SHEETS**  
**(In millions, except shares)**

|  | (Unaudited)<br>September 30,<br>2013 | December 31, 2012 |
|--|--------------------------------------|-------------------|
| <b>LIABILITIES AND STOCKHOLDER'S EQUITY</b>  |                                      |                   |
| Current liabilities:   |                                      |                   |
| Advance ticket sales   | \$ 4,123                             | \$ 3,360          |
| Frequent flyer deferred revenue  | 2,378                                | 2,364             |
| Accounts payable   | 2,131                                | 2,316             |
| Accrued salaries and benefits  | 1,844                                | 1,763             |
| Current maturities of long-term debt   | 957                                  | 1,812             |
| Current maturities of capital leases   | 117                                  | 122               |
| Payables to related parties  | 42                                   | 75                |
| Other  | 1,120                                | 1,140             |
|  | <u>12,712</u>                        | <u>12,952</u>     |
| Long-term debt   | 10,051                               | 10,038            |
| Long-term obligations under capital leases   | 781                                  | 792               |
| Other liabilities and deferred credits:  |                                      |                   |
| Frequent flyer deferred revenue  | 2,556                                | 2,756             |
| Postretirement benefit liability   | 2,653                                | 2,614             |
| Pension liability  | 1,803                                | 2,400             |
| Advanced purchase of miles   | 1,388                                | 1,537             |
| Deferred income taxes  | 1,508                                | 1,470             |
| Lease fair value adjustment  | 672                                  | 881               |
| Other  | 1,483                                | 1,494             |
|  | <u>12,063</u>                        | <u>13,152</u>     |
| Commitments and contingencies  |                                      |                   |
| Stockholder's equity:  |                                      |                   |
| Common stock at par, \$0.01 par value; authorized 1,000 shares; issued and outstanding 1,000 shares at both September 30, 2013 and December 31, 2012 | —                                    | —                 |
| Additional capital invested  | 7,636                                | 7,611             |
| Accumulated deficit  | (4,897)                              | (5,397)           |
| Accumulated other comprehensive loss   | (493)                                | (1,053)           |
|  | <u>2,246</u>                         | <u>1,161</u>      |
|  | <u>\$ 37,853</u>                     | <u>\$ 38,095</u>  |

The accompanying Combined Notes to Consolidated Financial Statements are an integral part of these statements.

**UNITED AIRLINES, INC.**  
**CONDENSED STATEMENTS OF CONSOLIDATED CASH FLOWS (UNAUDITED)**  
**(In millions)**

|  | Nine Months Ended |          |
|--|-------------------|----------|
|  | September 30,     |          |
|  | 2013              | 2012     |
| <b>Cash Flows from Operating Activities:</b>                     |                   |          |
| Net cash provided by operating activities                        | \$ 1,774          | \$ 844   |
| <b>Cash Flows from Investing Activities:</b>                     |                   |          |
| Capital expenditures and aircraft purchase deposits paid         | (1,399)           | (1,027)  |
| Proceeds from sale of property and equipment                     | 65                | 146      |
| Decrease in restricted cash, net                                 | 36                | 98       |
| Increase in short-term and other investments, net                | (22)              | (22)     |
| Other, net   | 20                | —        |
| Net cash used in investing activities                            | (1,300)           | (805)    |
| <b>Cash Flows from Financing Activities:</b>                     |                   |          |
| Payments of long-term debt                                       | (1,965)           | (1,158)  |
| Proceeds from issuance of long-term debt                         | 819               | 86       |
| Principal payments under capital leases                          | (98)              | (89)     |
| Other, net   | (67)              | 6        |
| Net cash used in financing activities                            | (1,311)           | (1,155)  |
| Net decrease in cash and cash equivalents                        | (837)             | (1,116)  |
| Cash and cash equivalents at beginning of the period             | 4,765             | 6,240    |
| Cash and cash equivalents at end of the period                   | \$ 3,928          | \$ 5,124 |
| <b>Investing and Financing Activities Not Affecting Cash:</b>    |                   |          |
| Net property and equipment acquired through the issuance of debt | \$ 239            | \$ 526   |
| Special facility and airport construction financing              | 35                | 132      |
| 8% Contingent Senior Unsecured Notes, net of discount            | —                 | 48       |

The accompanying Combined Notes to Consolidated Financial Statements are an integral part of these statements.

**UNITED CONTINENTAL HOLDINGS, INC. AND UNITED AIRLINES, INC.  
COMBINED NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)**

United Continental Holdings, Inc. (together with its consolidated subsidiaries, “UAL” or the “Company”) is a holding company and its principal, wholly-owned subsidiary is United Airlines, Inc. (together with its consolidated subsidiaries, “United”). This Quarterly Report on Form 10-Q is a combined report of UAL and United including their respective consolidated financial statements. As UAL consolidates United for financial statement purposes, disclosures that relate to activities of United also apply to UAL, unless otherwise noted. United’s operating revenues and operating expenses comprise nearly 100% of UAL’s revenues and operating expenses. In addition, United comprises approximately the entire balance of UAL’s assets, liabilities and operating cash flows. When appropriate, UAL and United are named specifically for their individual contractual obligations and related disclosures and any significant differences between the operations and results of UAL and United are separately disclosed and explained. We sometimes use the words “we,” “our,” “us,” and the “Company” in this report for disclosures that relate to all of UAL and United.

The UAL and United unaudited condensed consolidated financial statements shown here have been prepared as required by the U.S. Securities and Exchange Commission (the “SEC”). Some information and footnote disclosures normally included in financial statements that comply with accounting principles generally accepted in the United States (“GAAP”) have been condensed or omitted as permitted by the SEC. The financial statements include all adjustments, including normal recurring adjustments and other adjustments, which are considered necessary for a fair presentation of the Company’s financial position and results of operations. The UAL and United financial statements should be read together with the information included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2012 (the “2012 Annual Report”) and Current Report on Form 8-K filed on April 25, 2013. The Company’s quarterly financial data is subject to seasonal fluctuations and historically its second and third quarter financial results, which reflect higher travel demand, are better than its first and fourth quarter financial results.

**NOTE 1—FREQUENT FLYER ACCOUNTING**

*Frequent Flyer Awards.* The Company revised the estimated selling price of miles as a prospective change in estimate, effective January 1, 2012, based on the price at which the Company sells miles to Star Alliance partners in its reciprocal frequent flyer agreements as the best estimate of the selling price for these miles. Any changes to the composition of Star Alliance airline partners could result in a change to the amount and method we use to determine the estimated selling price. On February 14, 2013, US Airways Group, Inc. announced an agreement to merge with AMR Corporation and its intent to exit Star Alliance as a result of such merger. The Department of Justice has challenged the proposed merger. If the merger ultimately occurs, it could impact our estimated selling price of miles.

**NOTE 2—NEW ACCOUNTING PRONOUNCEMENTS**

In February 2013, the Financial Accounting Standards Board issued Accounting Standards Update No. 2013-02 (“ASU 2013-02”), *Comprehensive Income (Topic 220): Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income*. Some of the key amendments require the Company to present, either on the face of the statement of operations or in the notes, the effects on the line items of net income of significant amounts reclassified out of accumulated other comprehensive income, but only if the amount reclassified is required under U.S. GAAP to be reclassified to net income in its entirety in the same reporting period. For amounts that are not required to be reclassified in their entirety to net income, the Company is required to cross-reference to other disclosures that provide additional detail about those amounts. ASU 2013-02 became effective for the Company’s annual and interim periods beginning January 1, 2013, and the required disclosures are included in Note 11 of this report.

**NOTE 3—EARNINGS (LOSS) PER SHARE**

The table below represents the computation of UAL’s basic and diluted earnings (loss) per share amounts and the number of securities that have been excluded from the computation of diluted earnings (loss) per share amounts because they were antidilutive (in millions, except per share amounts):

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|  | Three Months Ended<br>September 30, |         | Nine Months Ended<br>September 30, |           |
|--|-------------------------------------|---------|------------------------------------|-----------|
|  | 2013                                | 2012    | 2013                               | 2012      |
| <b>Basic earnings (loss) per share:</b>  |                                     |         |                                    |           |
| Net income (loss)  | \$ 379                              | \$ 6    | \$ 431                             | \$ (103)  |
| Less: Income allocable to participating securities   | (1)                                 | —       | (1)                                | —         |
| Earnings (loss) available to common stockholders   | \$ 378                              | \$ 6    | \$ 430                             | \$ (103)  |
| Basic weighted average shares outstanding  | 357                                 | 331     | 343                                | 331       |
| Earnings (loss) per share, basic   | \$ 1.06                             | \$ 0.02 | \$ 1.25                            | \$ (0.31) |
| <b>Diluted earnings (loss) per share:</b>  |                                     |         |                                    |           |
| Earnings (loss) available to common stockholders   | \$ 378                              | \$ 6    | \$ 430                             | \$ (103)  |
| Effect of convertible notes  | 9                                   | —       | 20                                 | —         |
| Earnings (loss) available to common stockholders including the effect of dilutive securities | \$ 387                              | \$ 6    | \$ 450                             | \$ (103)  |
| <b>Diluted shares outstanding:</b>   |                                     |         |                                    |           |
| Basic weighted-average shares outstanding  | 357                                 | 331     | 343                                | 331       |
| Effect of convertible notes  | 37                                  | —       | 46                                 | —         |
| Effect of employee stock options   | 1                                   | 1       | 1                                  | —         |
| Diluted weighted-average shares outstanding  | 395                                 | 332     | 390                                | 331       |
| Earnings (loss) per share, diluted   | \$ 0.98                             | \$ 0.02 | \$ 1.15                            | \$ (0.31) |
| <b>Potentially dilutive shares excluded from diluted per share amounts:</b>                  |                                     |         |                                    |           |
| Restricted stock and stock options   | 3                                   | 5       | 3                                  | 6         |
| Convertible notes  | —                                   | 61      | 4                                  | 61        |

During the three and nine months ended September 30, 2013, UAL issued approximately 6 million and 28 million shares, respectively, of UAL common stock pursuant to agreements that UAL entered into with certain of its securityholders in exchange for approximately \$51 million and \$240 million, respectively, in aggregate principal amount of UAL's outstanding 6% convertible senior notes due 2029 held by such securityholders. The newly issued shares of UAL common stock are included in the determination of basic weighted average shares outstanding for the three and nine months ended September 30, 2013 from the date the shares were issued. The Company retired the 6% convertible senior notes acquired in the exchange.

**NOTE 4—INCOME TAXES**

Our effective tax rates are lower than the federal statutory rate of 35% primarily because of the impact of changes to existing valuation allowances. We continue to provide a valuation allowance for our deferred tax assets in excess of deferred tax liabilities because we have concluded that it is more likely than not that such deferred tax assets will ultimately not be realized.

United files a consolidated federal income tax return with UAL. Under an intercompany tax allocation policy, United computes, records and pays UAL for its own tax liability as if United were a separate company filing a separate return. In determining its own tax liabilities, United takes into account all tax credits or benefits generated and utilized as a separate company and it is compensated for the aforementioned tax benefits only if it would be able to use those benefits on a separate company basis.

**NOTE 5—EMPLOYEE BENEFIT PLANS**

**Defined Benefit Pension and Other Postretirement Benefit Plans.** The Company’s net periodic benefit cost includes the following components (in millions):

|  | Pension Benefits   |              | Other Postretirement Benefits |              |
|--|--------------------|--------------|-------------------------------|--------------|
|  | Three Months Ended |              | Three Months Ended            |              |
|  | September 30,      |              | September 30,                 |              |
|  | 2013               | 2012         | 2013                          | 2012         |
| Service cost   | \$ 29              | \$ 25        | \$ 14                         | \$ 11        |
| Interest cost  | 48                 | 45           | 29                            | 30           |
| Expected return on plan assets                           | (41)               | (33)         | (1)                           | —            |
| Amortization of unrecognized loss and prior service cost | 8                  | 4            | 2                             | —            |
| Curtailment loss   | —                  | —            | —                             | —            |
| Settlement gain  | (1)                | —            | —                             | —            |
| <b>Total</b>   | <b>\$ 43</b>       | <b>\$ 41</b> | <b>\$ 44</b>                  | <b>\$ 41</b> |

|   | Pension Benefits  |               | Other Postretirement Benefits |               |
|---|-------------------|---------------|-------------------------------|---------------|
|   | Nine Months Ended |               | Nine Months Ended             |               |
|   | September 30,     |               | September 30,                 |               |
|   | 2013              | 2012          | 2013                          | 2012          |
| Service cost  | \$ 94             | \$ 75         | \$ 42                         | \$ 37         |
| Interest cost   | 142               | 137           | 85                            | 93            |
| Expected return on plan assets                                  | (121)             | (103)         | (2)                           | (2)           |
| Amortization of unrecognized (gain) loss and prior service cost | 41                | 15            | 7                             | (2)           |
| Curtailment loss  | 2                 | —             | —                             | —             |
| Settlement gain   | (2)               | —             | —                             | —             |
| <b>Total</b>  | <b>\$ 156</b>     | <b>\$ 124</b> | <b>\$ 132</b>                 | <b>\$ 126</b> |

During the three and nine months ended September 30, 2013, the Company contributed \$122 million and \$201 million, respectively, to its tax-qualified defined benefit pension plans.

**Curtailments, Settlements and Plan Remeasurements.** During June 2013, the Company announced it would freeze benefits for management and administrative employees under one of its defined benefit pension plans, effective December 31, 2013. As a result, the Company recognized a \$2 million curtailment loss in earnings in second quarter 2013. The Company also recognized a settlement gain of \$1 million in earnings resulting from certain lump-sum payments under a separate defined benefit pension plan in second quarter 2013.

As a result of the freeze of benefits for management and administrative employees and the settlements from the lump-sum payments, the Company remeasured the assets and liabilities of the two plans in second quarter 2013. In addition, due to additional lump-sum payments, the Company remeasured the assets and liabilities of the defined benefit pension plan and recognized a settlement gain of \$1 million in third quarter 2013. The Company remeasured this plan’s liabilities using a discount rate of 4.59% in the second quarter and 5.13% in the third quarter compared to the year-end 2012 discount rate of 4.20%. During the nine months ended September 30, 2013, as a result of the remeasurements, curtailment and settlements, the projected benefit obligation of the plans decreased by \$522 million and Other comprehensive loss decreased by an actuarial gain of \$41 million and \$483 million for the three and nine months ended September 30, 2013, respectively. These items will also result in a decrease of approximately \$13 million in the expected net periodic benefit cost for the remainder of 2013. The Company recognizes the earnings impacts of its pension plans in Salaries and related costs in the statements of consolidated operations.

**Share-Based Compensation.** In February 2013, UAL granted share-based compensation awards pursuant to the United Continental Holdings, Inc. 2008 Incentive Compensation Plan. These share-based compensation awards include approximately 0.5 million shares of restricted stock and 0.5 million restricted stock units (“RSUs”) that vest pro-rata over three years on the anniversary of the grant date. The time-vested RSUs are cash-settled based on the 20-day average closing price of UAL common stock immediately prior to the vesting date. In addition, the Company granted 1.3 million performance-based RSUs that will vest based on the Company’s return on invested capital for the three years ending December 31, 2015. If this performance condition is achieved, cash payments will be made after the end of the performance period based on the 20-day average closing price of UAL common stock immediately prior to the vesting date. The Company accounts for the RSUs as liability awards. The table below presents information related to share-based compensation (in millions):



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|                                       | Three Months Ended |       | Nine Months Ended |       |
|---------------------------------------|--------------------|-------|-------------------|-------|
|                                       | September 30,      |       | September 30,     |       |
|                                       | 2013               | 2012  | 2013              | 2012  |
| Share-based compensation expense (a)  | \$ 32              | \$ 18 | \$ 72             | \$ 44 |
| Unrecognized share-based compensation | September 30, 2013 |       | December 31, 2012 |       |
|                                       | \$                 | 5 5   | \$                | 33    |

(a) Includes \$(2) million and \$9 million of (benefit) expense recognized in merger integration-related costs for the three and nine months ended September 30, 2013, respectively. Includes \$0 and \$7 million of expense recognized in merger integration-related costs for the three and nine months ended September 30, 2012, respectively.

**Profit Sharing Plans.** A majority of all employees participate in profit sharing plans, which pay 15% of total pre-tax earnings, excluding special items and share-based compensation expense, to eligible employees when pre-tax profit, excluding special items, profit sharing expense and share-based compensation program expense, exceeds \$10 million. Eligible U.S. co-workers in each participating work group receive a profit sharing payout using a formula based on the ratio of each qualified co-worker's annual eligible earnings to the eligible earnings of all qualified co-workers in all domestic workgroups. The international profit sharing plan pays eligible non-U.S. co-workers the same percentage of eligible pay that is calculated under the U.S. profit sharing plan. Profit sharing expense is recorded as a component of salaries and related costs in the consolidated statements of operations. Our profit sharing plan will change in 2014. Beginning with 2014, pilots' share of profit sharing payments will be limited to an amount that is their pro-rata share of 10% of the Company's profit up to a pre-tax margin of 6.9% and their pro-rata share of 20% of the Company's profit in excess of a pre-tax margin of 6.9%. The profit sharing plan is otherwise unchanged.

#### NOTE 6—FINANCIAL INSTRUMENTS AND FAIR VALUE MEASUREMENTS

The table below presents disclosures about the financial assets and financial liabilities measured at fair value on a recurring basis in the Company's financial statements (in millions):

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|  | September 30, 2013 |         |         |         | December 31, 2012 |          |         |         |
|--|--------------------|---------|---------|---------|-------------------|----------|---------|---------|
|  | Total              | Level 1 | Level 2 | Level 3 | Total             | Level 1  | Level 2 | Level 3 |
| Cash and cash equivalents  | \$3,935            | \$3,935 | \$—     | \$—     | \$ 4,770          | \$ 4,770 | \$—     | \$—     |
| Short-term investments:  |                    |         |         |         |                   |          |         |         |
| Asset-backed securities  | 683                | —       | 683     | —       | 715               | —        | 715     | —       |
| Corporate debt   | 581                | —       | 581     | —       | 537               | —        | 537     | —       |
| Certificates of deposit placed through an account registry service (“CDARS”) | 308                | —       | 308     | —       | 367               | —        | 367     | —       |
| Auction rate securities  | 104                | —       | —       | 104     | 116               | —        | —       | 116     |
| Other short-term investments   | 125                | —       | 125     | —       | 38                | —        | 38      | —       |
| Enhanced equipment trust certificates (“EETC”)                               | 59                 | —       | —       | 59      | 63                | —        | —       | 63      |
| Fuel derivative asset (liability), net                                       | 52                 | —       | 52      | —       | 46                | —        | 46      | —       |
| Restricted cash  | 412                | 412     | —       | —       | 447               | 447      | —       | —       |

|  | United  |         |         |         |         |         |         |         |
|--|---------|---------|---------|---------|---------|---------|---------|---------|
|  | Total   | Level 1 | Level 2 | Level 3 | Total   | Level 1 | Level 2 | Level 3 |
| Cash and cash equivalents              | \$3,928 | \$3,928 | \$—     | \$—     | \$4,765 | \$4,765 | \$—     | \$—     |
| Short-term investments:                |         |         |         |         |         |         |         |         |
| Asset-backed securities                | 683     | —       | 683     | —       | 715     | —       | 715     | —       |
| Corporate debt                         | 581     | —       | 581     | —       | 537     | —       | 537     | —       |
| CDARS                                  | 308     | —       | 308     | —       | 367     | —       | 367     | —       |
| Auction rate securities                | 104     | —       | —       | 104     | 116     | —       | —       | 116     |
| Other short-term investments           | 125     | —       | 125     | —       | 38      | —       | 38      | —       |
| EETC                                   | 59      | —       | —       | 59      | 63      | —       | —       | 63      |
| Fuel derivative asset (liability), net | 52      | —       | 52      | —       | 46      | —       | 46      | —       |
| Restricted cash                        | 411     | 411     | —       | —       | 447     | 447     | —       | —       |
| Convertible debt derivative asset      | 376     | —       | —       | 376     | 268     | —       | —       | 268     |
| Convertible debt option liability      | (185)   | —       | —       | (185)   | (128)   | —       | —       | (128)   |

**Available-for-sale investment maturities**—The short-term investments and EETC securities shown in the table above are classified as available-for-sale. Short-term investments have maturities of less than one year except for asset-backed securities, corporate debt and auction rate securities. As of September 30, 2013, asset-backed securities have remaining maturities of approximately one to 42 years, corporate debt securities have remaining maturities of approximately one to 22 years, and auction rate securities have remaining maturities of approximately one to 33 years. The EETC securities have various maturities with the final maturity in 2019.

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The tables below present disclosures about the activity for “Level 3” financial assets and financial liabilities (in millions):

| <u>UAL</u>                                    | Three Months Ended September 30, |              |                         |              |
|---|----------------------------------|--------------|-------------------------|--------------|
|   | 2013                             |              | 2012                    |              |
|   | Auction Rate Securities          | EETC         | Auction Rate Securities | EETC         |
| Balance at June 30                            | \$ 115                           | \$ 62        | \$ 112                  | \$ 63        |
| Settlements                                   | (9)                              | (2)          | —                       | (2)          |
| Gains (losses):                               |                                  |              |                         |              |
| Reported in earnings—realized                 | 1                                | —            | —                       | —            |
| Reported in earnings—unrealized               | —                                | —            | 1                       | —            |
| Reported in other comprehensive income (loss) | (3)                              | (1)          | 2                       | 1            |
| Balance at September 30                       | <u>\$ 104</u>                    | <u>\$ 59</u> | <u>\$ 115</u>           | <u>\$ 62</u> |

| <u>UAL</u>                                    | Nine Months Ended September 30, |              |                         |              |
|---|---------------------------------|--------------|-------------------------|--------------|
|   | 2013                            |              | 2012                    |              |
|   | Auction Rate Securities         | EETC         | Auction Rate Securities | EETC         |
| Balance at January 1                          | \$ 116                          | \$ 63        | \$ 113                  | \$ 60        |
| Settlements                                   | (19)                            | (4)          | —                       | (5)          |
| Gains (losses):                               |                                 |              |                         |              |
| Reported in earnings—realized                 | 3                               | —            | —                       | —            |
| Reported in earnings—unrealized               | 1                               | —            | —                       | 7            |
| Reported in other comprehensive income (loss) | 3                               | —            | 2                       | —            |
| Balance at September 30                       | <u>\$ 104</u>                   | <u>\$ 59</u> | <u>\$ 115</u>           | <u>\$ 62</u> |

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|   | Three Months Ended September 30, |  |  |              |                         |  |  |              |
|---|----------------------------------|--|--|--------------|-------------------------|--|--|--------------|
|   | 2013                             |  |  |              | 2012                    |  |  |              |
|   | Auction Rate Securities          | Convertible Debt Supplemental Derivative Asset | Convertible Debt Conversion Option Liability | EETC         | Auction Rate Securities | Convertible Debt Supplemental Derivative Asset | Convertible Debt Conversion Option Liability | EETC         |
| <u>United</u>                                 |                                  |  |  |              |                         |  |  |              |
| Balance at June 30                            | \$ 115                           | \$ 395   | \$ (199)                                     | \$ 62        | \$ 112                  | \$ 289   | \$ (147)                                     | \$ 63        |
| Settlements                                   | (9)                              | —  | —  | (2)          | —                       | —  | —  | (2)          |
| Gains (losses):                               |                                  |  |  |              |                         |  |  |              |
| Reported in earnings:                         |                                  |  |  |              |                         |  |  |              |
| Realized                                      | 1                                | —  | —  | —            | —                       | —  | —  | —            |
| Unrealized                                    | —                                | (19)   | 14   | —            | 1                       | (87)   | 56   | —            |
| Reported in other comprehensive income (loss) | (3)                              | —  | —  | (1)          | 2                       | —  | —  | 1            |
| Balance at September 30                       | <u>\$ 104</u>                    | <u>\$ 376</u>                                  | <u>\$ (185)</u>                              | <u>\$ 59</u> | <u>\$ 115</u>           | <u>\$ 202</u>                                  | <u>\$ (91)</u>                               | <u>\$ 62</u> |
|   | Nine Months Ended September 30,  |  |  |              |                         |  |  |              |
|   | 2013                             |  |  |              | 2012                    |  |  |              |
|   | Auction Rate Securities          | Convertible Debt Supplemental Derivative Asset | Convertible Debt Conversion Option Liability | EETC         | Auction Rate Securities | Convertible Debt Supplemental Derivative Asset | Convertible Debt Conversion Option Liability | EETC         |
| <u>United</u>                                 |                                  |  |  |              |                         |  |  |              |
| Balance at January 1                          | \$ 116                           | \$ 268   | \$ (128)                                     | \$ 63        | \$ 113                  | \$ 193   | \$ (95)                                      | \$ 60        |
| Settlements                                   | (19)                             | —  | —  | (4)          | —                       | —  | —  | (5)          |
| Gains (losses):                               |                                  |  |  |              |                         |  |  |              |
| Reported in earnings:                         |                                  |  |  |              |                         |  |  |              |
| Realized                                      | 3                                | —  | —  | —            | —                       | —  | —  | —            |
| Unrealized                                    | 1                                | 108  | (57)   | —            | —                       | 9  | 4  | 7            |
| Reported in other comprehensive income (loss) | 3                                | —  | —  | —            | 2                       | —  | —  | —            |
| Balance at September 30                       | <u>\$ 104</u>                    | <u>\$ 376</u>                                  | <u>\$ (185)</u>                              | <u>\$ 59</u> | <u>\$ 115</u>           | <u>\$ 202</u>                                  | <u>\$ (91)</u>                               | <u>\$ 62</u> |

As of September 30, 2013, the Company's auction rate securities, which had a par value of \$115 million, were variable-rate debt instruments with interest rates that reset every 7, 28 or 35 days, depending on the terms of the particular instrument. These securities are backed by pools of student loans guaranteed by state-designated guaranty agencies and reinsured by the U.S. government. All of the auction rate securities that the Company holds are senior obligations under the applicable indentures authorizing the issuance of the securities.

As of September 30, 2013, United's EETC securities, which were repurchased in open market transactions in 2007, have unrealized gains of \$2 million. All changes in the fair value of these investments have been classified within accumulated other comprehensive income.

United's debt-related derivatives presented in the tables above relate to (a) supplemental indenture agreements that provide that United's convertible debt is convertible into shares of UAL common stock upon the terms and conditions specified in the indentures, and (b) the embedded conversion options in United's convertible debt that are required to be separated and accounted for as though they are free-standing derivatives as a result of the United debt becoming convertible into the common stock of a different reporting entity. The derivatives described above relate to the 6% convertible junior subordinated debentures due 2030 and the 4.5% convertible notes due 2015. These derivatives are reported in United's separate financial statements and eliminated in consolidation for UAL.

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Derivative instruments and investments presented in the tables above have the same fair value as their carrying value. The table below presents the carrying values and estimated fair values of financial instruments not presented in the tables above (in millions):

**Fair Value of Debt by Fair Value Hierarchy Level**

|             | <u>September 30, 2013</u> |                   |         |          |          | <u>December 31, 2012</u> |                   |         |          |          |
|-------------|---------------------------|-------------------|---------|----------|----------|--------------------------|-------------------|---------|----------|----------|
|             | <u>Carrying Amount</u>    | <u>Fair Value</u> |         |          |          | <u>Carrying Amount</u>   | <u>Fair Value</u> |         |          |          |
|             |                           | Total             | Level 1 | Level 2  | Level 3  |                          | Total             | Level 1 | Level 2  | Level 3  |
| UAL debt    | \$ 11,161                 | \$ 12,036         | \$ —    | \$ 7,428 | \$ 4,608 | \$ 12,252                | \$ 13,419         | \$ —    | \$ 8,045 | \$ 5,374 |
| United debt | 11,008                    | 11,651            | —       | 7,043    | 4,608    | 11,850                   | 12,460            | —       | 7,086    | 5,374    |

**Quantitative Information About Level 3 Fair Value Measurements (in millions)**

| <u>Item</u>                       | <u>Fair Value at September 30, 2013</u> | <u>Valuation Technique</u>        | <u>Unobservable Input</u>                      | <u>Range (Weighted Average)</u> |
|-----------------------------------|---|-----------------------------------|--|---------------------------------|
| Auction rate securities           | \$ 104                                  | Valuation Service / Broker Quotes | Broker quotes (a)                              | NA                              |
| EETC                              | \$ 59                                   | Discounted Cash Flows             | Structure credit risk (b)                      | 5% - 6%(6%)                     |
| Convertible debt derivative asset | \$ 376                                  | Binomial Lattice Model            | Expected volatility (c)<br>Own credit risk (d) | 45% - 60%(47%)<br>5% - 6%(5%)   |
| Convertible debt option liability | \$ (185)                                | Binomial Lattice Model            | Expected volatility (c)<br>Own credit risk (d) | 45% - 60%(47%)<br>5% - 6%(5%)   |

- (a) Broker quotes obtained by a third-party valuation service.  
(b) Represents the credit risk premium of the EETC structure above the risk-free rate that the Company has determined market participants would use in pricing the instruments.  
(c) Represents the range in volatility estimates that the Company has determined market participants would use when pricing the instruments.  
(d) Represents the range of Company-specific risk adjustments that the Company has determined market participants would use as a model input.

**Valuation Processes—Level 3 Measurements**—Depending on the instrument, the Company utilizes broker quotes obtained from third-party valuation services, discounted cash flow methods, or option pricing methods, as indicated above. Valuations using discounted cash flow methods are generally conducted by the Company. Valuations using option pricing models are generally provided to the Company by third-party valuation experts. Each reporting period, the Company reviews the unobservable inputs used by third-party valuation experts for reasonableness utilizing relevant information available to the Company from other sources.

The Company uses broker quotes obtained from a valuation service (in replacement of a discounted cash flows method) for valuing auction rate securities. This approach provides the best available information.

**Sensitivity Analysis—Level 3 Measurements**—Changes in the structure credit risk would be unlikely to cause material changes in the fair value of the EETCs.

The significant unobservable inputs used in the fair value measurement of the United convertible debt derivative assets and liabilities are the expected volatility in UAL common stock and the Company's own credit risk. Significant increases (decreases) in expected stock volatility would result in a higher (lower) fair value measurement. Significant increases (decreases) in the Company's own credit risk would result in a lower (higher) fair value measurement. A change in one of the inputs would not necessarily result in a directionally similar change in the other.

Fair value of the financial instruments included in the tables above was determined as follows:

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| <u>Description</u>  | <u>Fair Value Methodology</u>  |
|---|--|
| <i>Cash and cash equivalents</i>                              | The carrying amounts approximate fair value because of the short-term maturity of these assets.  |
| <i>Short-term investments and Restricted cash</i>             | Fair value is based on (a) the trading prices of the investment or similar instruments, (b) an income approach, which uses valuation techniques to convert future amounts into a single present amount based on current market expectations about those future amounts when observable trading prices are not available, (c) internally-developed models of the expected future cash flows related to the securities, or (d) broker quotes obtained by third-party valuation services. |
| <i>Fuel derivatives</i>                                       | Derivative contracts are privately negotiated contracts and are not exchange traded. Fair value measurements are estimated with option pricing models that employ observable inputs. Inputs to the valuation models include contractual terms, market prices, yield curves, fuel price curves and measures of volatility, among others.  |
| <i>Foreign currency derivatives</i>                           | Fair value is determined with a formula utilizing observable inputs. Significant inputs to the valuation models include contractual terms, risk-free interest rates and forward exchange rates.  |
| <i>Debt</i>   | Fair values were based on either market prices or the discounted amount of future cash flows using our current incremental rate of borrowing for similar liabilities.  |
| <i>Convertible debt derivative asset and option liability</i> | United used a binomial lattice model to value the conversion options and the supplemental derivative assets. Significant binomial model inputs that are not objectively determinable include volatility and the Company's credit risk component of the discount rate.  |

#### **NOTE 7—HEDGING ACTIVITIES**

***Aircraft Fuel Hedges.*** To protect against increases in the prices of aircraft fuel, the Company routinely hedges a portion of its future fuel requirements. As of September 30, 2013, the Company had hedged approximately 45%, 23% and 1% of its projected fuel requirements (428 million, 901 million and 25 million gallons, respectively) for the remainder of 2013, 2014 and 2015, respectively, with commonly used financial hedge instruments based on aircraft fuel or closely related commodities, such as heating oil, diesel fuel and crude oil. As of September 30, 2013, the Company had fuel hedges expiring through March 2015. The Company does not enter into derivative instruments for non-risk management purposes.

Upon proper qualification, the Company accounts for certain fuel derivative instruments as cash flow hedges. All derivatives designated as hedges that meet certain requirements are granted hedge accounting treatment. The types of instruments the Company utilizes that qualify for special hedge accounting treatment typically include swaps, call options, collars (which consist of a purchased call option and a sold put option) and four-way collars (a collar with a higher strike sold call option and a lower strike purchased put option). Generally, utilizing hedge accounting, all periodic changes in fair value of the derivatives designated as hedges that are considered to be effective are recorded in accumulated other comprehensive income (loss) ("AOCI") until the underlying fuel is consumed and recorded in fuel expense. The Company is exposed to the risk that its hedges may not be effective in offsetting changes in the cost of fuel and that its hedges may not continue to qualify for hedge accounting. Hedge ineffectiveness results when the change in the fair value of the derivative instrument exceeds the change in the value of the Company's expected future cash outlay to purchase and consume fuel. To the extent that the periodic changes in the fair value of the derivatives are not effective, that ineffectiveness is classified as Nonoperating income (expense): Miscellaneous, net in the statements of consolidated operations.

The Company also utilizes certain derivative instruments that are economic hedges but do not qualify for hedge accounting under U.S. GAAP. As with derivatives that qualify for hedge accounting, the purpose of these economic hedges is to mitigate the adverse financial impact of potential increases in the price of fuel. Currently, the only such economic hedges in the Company's hedging portfolio are three-way collars (which consist of a collar with a cap on maximum price protection available). The Company records changes in the fair value of three-way collars to Nonoperating income (expense): Miscellaneous, net in the statements of consolidated operations.

If the Company terminates a derivative prior to its contractual settlement date, then the cumulative gain or loss recognized in AOCI at the termination date remains in AOCI until the forecasted transaction occurs. In a situation where it becomes probable that a hedged forecasted transaction will not occur, any gains and/or losses that have been recorded to AOCI would be required to be immediately reclassified into earnings. All cash flows associated with purchasing and settling derivatives are classified as operating cash flows in the condensed statements of consolidated cash flows.

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The Company records each derivative instrument as a derivative asset or liability (on a gross basis) in its consolidated balance sheets, and, accordingly, records any related collateral on a gross basis.

The following tables present information about the financial statement classification of the Company's derivatives (in millions):

| <u>Classification</u>   | <u>Balance Sheet Location</u>                 | <u>September 30, 2013</u> | <u>December 31, 2012</u> |
|---|---|---------------------------|--------------------------|
| <b><u>Derivatives designated as cash flow hedges</u></b>      |   |                           |                          |
| <i>Assets:</i>  |   |                           |                          |
| Fuel contracts due within one year                            | Receivables                                   | \$ 23                     | \$ 7                     |
| <i>Liabilities:</i>   |   |                           |                          |
| Fuel contracts due within one year                            | Current liabilities: Other                    | \$ —                      | \$ 2                     |
| Fuel contracts with maturities greater than one year          | Other liabilities and deferred credits: Other | 1                         | —                        |
| Total liabilities   |   | \$ 1                      | \$ 2                     |
| <b><u>Derivatives not designated for hedge accounting</u></b> |   |                           |                          |
| <i>Assets:</i>  |   |                           |                          |
| Fuel contracts due within one year                            | Receivables                                   | \$ 29                     | \$ 44                    |
| Fuel contracts with maturities greater than one year          | Other assets: Other, net                      | 2                         | —                        |
| Total assets  |   | \$ 31                     | \$ 44                    |
| <i>Liabilities:</i>   |   |                           |                          |
| Fuel contracts due within one year                            | Current liabilities: Other                    | \$ —                      | \$ 2                     |
| Fuel contracts with maturities greater than one year          | Other liabilities and deferred credits: Other | 1                         | 1                        |
| Total liabilities   |   | \$ 1                      | \$ 3                     |
| <b><u>Total derivatives</u></b>                               |   |                           |                          |
| <i>Assets:</i>  |   |                           |                          |
| Fuel contracts due within one year                            | Receivables                                   | \$ 52                     | \$ 51                    |
| Fuel contracts with maturities greater than one year          | Other assets: Other, net                      | 2                         | —                        |
| Total assets  |   | \$ 54                     | \$ 51                    |
| <i>Liabilities:</i>   |   |                           |                          |
| Fuel contracts due within one year                            | Current liabilities: Other                    | \$ —                      | \$ 4                     |
| Fuel contracts with maturities greater than one year          | Other liabilities and deferred credits: Other | 2                         | 1                        |
| Total liabilities   |   | \$ 2                      | \$ 5                     |

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The following tables present the impact of derivative instruments and their location within the Company's unaudited statements of consolidated operations (in millions):

**Derivatives designated as cash flow hedges**

|                | Amount of Gain Recognized in AOCI on Derivatives (Effective Portion) |        | Gain (Loss) Reclassified from AOCI into Fuel Expense |         | Amount of Gain Recognized in Nonoperating income (expense): Miscellaneous, net (Ineffective Portion) |      |
|----------------|--|--------|--|---------|--|------|
|                | Three Months Ended September 30,                                     |        | Three Months Ended September 30,                     |         | Three Months Ended September 30,   |      |
|                | 2013   | 2012   | 2013   | 2012    | 2013   | 2012 |
| Fuel contracts | \$ 44  | \$ 133 | \$ 14  | \$ (38) | \$ 1   | \$ 2 |

**Derivatives designated as cash flow hedges**

|                | Amount of Gain (Loss) Recognized in AOCI on Derivatives (Effective Portion) |         | Loss Reclassified from AOCI into Fuel Expense |          | Amount of Loss Recognized in Nonoperating income (expense): Miscellaneous, net (Ineffective Portion) |        |
|----------------|---|---------|---|----------|--|--------|
|                | Nine Months Ended September 30,   |         | Nine Months Ended September 30,               |          | Nine Months Ended September 30,  |        |
|                | 2013  | 2012    | 2013  | 2012     | 2013   | 2012   |
| Fuel contracts | \$ 16   | \$ (36) | \$ (4)  | \$ (107) | \$ —   | \$ (2) |

**Derivatives not designated for hedge accounting**

Fuel contracts

|  | Three Months Ended September 30, |       | Nine Months Ended September 30, |       |
|--|----------------------------------|-------|---------------------------------|-------|
|  | 2013                             | 2012  | 2013                            | 2012  |
| Amount of gain recognized in Nonoperating income (expense): Miscellaneous, net | \$ 61                            | \$ 10 | \$ 30                           | \$ 10 |

***Derivative Credit Risk and Fair Value***

The Company is exposed to credit losses in the event of nonperformance by counterparties to its derivative instruments. While the Company records derivative instruments on a gross basis, the Company monitors its net derivative position with each counterparty to monitor credit risk. Based on the fair value of our fuel derivative instruments, our counterparties may require us to post collateral when the price of the underlying commodity decreases, and we may require our counterparties to provide us with collateral when the price of the underlying commodity increases. The following table presents information related to the Company's derivative credit risk as of September 30, 2013 (in millions):

|  |       |
|--|-------|
| Net derivative asset with counterparties   | \$ 52 |
| Collateral held by the Company (classified as an other current liability)        | —     |
| Potential loss related to the failure of the Company's counterparties to perform | 52    |



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**Commitments.** As of September 30, 2013, United had firm commitments and options to purchase aircraft from The Boeing Company (“Boeing”), Embraer S.A. (“Embraer”) and Airbus S.A.S. (“Airbus”) presented in the table below:

| <u>Aircraft Type</u> | <u>Number of Firm Commitments (a)</u> |
|----------------------|---------------------------------------|
| Airbus A350-1000     | 35                                    |
| Boeing 737-900ER     | 69                                    |
| Boeing 737 MAX 9     | 100                                   |
| Boeing 787-8/-9/-10  | 58                                    |
| Embraer EMB175       | 30                                    |

(a) United also has options and purchase rights for additional aircraft.

The aircraft listed in the table above are scheduled for delivery from 2013 through 2025. In the remainder of 2013, United expects to take delivery of six Boeing 737-900ER aircraft and one Boeing 787-8 aircraft.

On October 23, 2013, UAL and United entered into a purchase agreement assignment, pursuant to which UAL assigned its interest under the purchase agreement for the 100 Boeing 737 MAX 9 aircraft to United.

The table below summarizes the capital commitments of UAL and United (including those assigned from UAL) as of September 30, 2013, which primarily relate to the acquisition of aircraft and related spare engines, aircraft improvements and acquisition of information technology services and assets:

| <i>(In billions)</i>      |                |
|---------------------------|----------------|
| Last three months of 2013 | \$ 0.8         |
| 2014                      | 2.9            |
| 2015                      | 2.7            |
| 2016                      | 1.9            |
| 2017                      | 1.5            |
| After 2017                | 14.2           |
|                           | <u>\$ 24.0</u> |

Any incremental firm aircraft orders, including through the exercise of purchase options and purchase rights, will increase the total future capital commitments of the Company.

United has arranged for EETC financing of 18 Boeing 737-900ER aircraft, five of which are scheduled to be delivered during the remainder of 2013. United also has arranged for EETC financing of one Boeing 787-8 aircraft and a bank debt financing commitment for one Boeing 737-900ER aircraft scheduled for delivery in the fourth quarter of 2013. In addition, United has secured backstop financing commitments from certain of its aircraft manufacturers for a limited number of its future aircraft deliveries, subject to certain customary conditions. However, the Company does not have backstop financing or any financing currently in place for its other firm aircraft orders. Financing will be necessary to satisfy the Company’s capital commitments for its firm order aircraft and other related capital expenditures. The Company can provide no assurance that any financing not already in place for aircraft and spare engine deliveries will be available to the Company on acceptable terms when necessary or at all. See Note 9 of this report for additional information on aircraft financing.

**Capacity Purchase Agreements and Operating Leases**

In May 2013, United entered into a capacity purchase agreement with SkyWest Airlines, Inc. (“SkyWest”), a wholly-owned subsidiary of SkyWest, Inc., to operate 40 Embraer EMB175 aircraft under the United Express brand. SkyWest will purchase these 76-seat aircraft with deliveries in 2014 and 2015.

In April 2013, United agreed to purchase 30 Embraer EMB175 aircraft. In August 2013, United entered into a capacity purchase agreement with Mesa Air Group, Inc. and Mesa Airlines, Inc. (“Mesa”), a wholly-owned subsidiary of Mesa Air Group, Inc., for Mesa to operate these 30 Embraer EMB175 aircraft under the United Express brand.

The table below summarizes the Company’s future payments through the end of the terms of our capacity purchase commitments, excluding variable pass-through costs such as fuel and landing fees, among others. In addition, the table below summarizes the Company’s scheduled future minimum lease payments under aircraft operating leases having initial or remaining noncancelable lease terms of more than one year and includes aircraft rent under capacity purchase agreements, including estimated commitments from the Embraer EMB175 aircraft which will be delivered starting in 2014.

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| <i>(In millions)</i>      | Capacity<br>Purchase<br>Agreements | Aircraft<br>Operating<br>Leases |
|---------------------------|------------------------------------|---------------------------------|
| Last three months of 2013 | \$ 474                             | \$ 306                          |
| 2014                      | 1,950                              | 1,631                           |
| 2015                      | 1,773                              | 1,399                           |
| 2016                      | 1,558                              | 1,165                           |
| 2017                      | 1,476                              | 1,066                           |
| After 2017                | 4,920                              | 2,756                           |
|                           | <u>\$12,151</u>                    | <u>\$ 8,323</u>                 |

**Facility and Other Operating Leases**

In April 2013, United signed a 20-year lease extension with the Port Authority of New York and New Jersey to continue its use of Terminal C1 and C2 at Newark Liberty International Airport ("Newark"). United also committed to invest an additional \$150 million in facility upgrades at Newark to enhance the customer experience and efficiency of the operation.

The table below summarizes the Company's scheduled future minimum lease payments under facility operating leases having initial or remaining noncancelable lease terms of more than one year as of September 30, 2013.

| <i>(In millions)</i>      | Facility and Other<br>Operating Leases |
|---------------------------|--|
| Last three months of 2013 | \$ 297                                 |
| 2014                      | 1,038                                  |
| 2015                      | 900                                    |
| 2016                      | 829                                    |
| 2017                      | 782                                    |
| After 2017                | 6,814                                  |
|                           | <u>\$ 10,660</u>                       |

**Guarantees and Off-Balance Sheet Financing**

**Guarantees.** United is the guarantor of approximately \$1.9 billion in aggregate principal amount of tax-exempt special facilities revenue bonds and interest thereon. These bonds, issued by various airport municipalities, are payable solely from rentals paid under long-term agreements with the respective governing bodies. The leasing arrangements associated with \$1.6 billion of these obligations are accounted for as operating leases with the associated expense recorded on a straight-line basis resulting in ratable accrual of the lease obligation over the expected lease term. The leasing arrangements associated with \$262 million of these obligations are accounted for as capital leases. All these bonds are due between 2015 and 2038.

In the Company's financing transactions that include loans, the Company typically agrees to reimburse lenders for any reduced returns with respect to the loans due to any change in capital requirements and, in the case of loans in which the interest rate is based on the London Interbank Offered Rate ("LIBOR"), for certain other increased costs that the lenders incur in carrying these loans as a result of any change in law, subject in most cases to obligations of the lenders to take certain limited steps to mitigate the requirement for, or the amount of, such increased costs. At September 30, 2013, the Company had \$2.0 billion of floating rate debt and \$296 million of fixed rate debt, with remaining terms of up to twelve years, that are subject to these increased cost provisions. In several financing transactions involving loans or leases from non-U.S. entities, with remaining terms of up to twelve years and an aggregate balance of \$2.3 billion, the Company bears the risk of any change in tax laws that would subject loan or lease payments thereunder to non-U.S. entities to withholding taxes, subject to customary exclusions.

**Credit Facilities.** On March 27, 2013, United and UAL entered into a new Credit and Guaranty Agreement (the "Credit Agreement") as the borrower and guarantor, respectively, that provides United with a \$1.0 billion revolving credit facility. As of September 30, 2013, United had its entire capacity of \$1.0 billion available under the revolving credit facility. See Note 9 of this report for more information.

**Labor Negotiations.** As of September 30, 2013, United had approximately 88,000 active employees, of whom approximately 80% were represented by various labor organizations. During third quarter 2013, the Company accepted an integrated seniority list for its pilots from the Air Line Pilots Association, International (“ALPA”). The Company also reached tentative agreements with respect to joint collective bargaining agreements with the International Association of Machinists (“IAM”) for the fleet service, passenger service and storekeeper work groups, subject to ratification by IAM members. The Company has offered an early out program for its fleet service, passenger service and storekeeper workgroups. The early out program accepted volunteers through October 18, 2013 and is subject to ratification of the tentative agreements with the IAM. The Company is not currently able to estimate the potential impact of the early out program. We are currently in the process of negotiating joint collective bargaining agreements with our technicians, flight attendants and dispatchers.

#### **NOTE 9—DEBT**

As of September 30, 2013, a substantial portion of our assets is pledged as collateral for our debt. These assets principally consist of aircraft, route authorities and loyalty program intangible assets. As of September 30, 2013, the Company was in compliance with its debt covenants.

**Unsecured 6.375% Senior Notes.** In May 2013, UAL issued \$300 million aggregate principal amount of 6.375% Senior Notes due June 1, 2018. The notes are fully and unconditionally guaranteed and recorded by United on its balance sheet as debt. The indenture for the 6.375% Senior Notes includes covenants that restrict the ability of UAL and its restricted subsidiaries (as defined in the indenture) to incur additional indebtedness, issue preferred stock, make investments, pay dividends or repurchase UAL’s common stock.

**6% Convertible Senior Notes.** During the three and nine months ended September 30, 2013, UAL issued approximately 6 million and 28 million shares, respectively, of UAL common stock pursuant to agreements that UAL entered into with certain of its securityholders in exchange for approximately \$51 million and \$240 million, respectively, in aggregate principal amount of UAL’s outstanding 6% convertible senior notes due 2029 held by such securityholders. As of September 30, 2013, the outstanding balance is approximately \$104 million.

**2013 Credit and Guaranty Agreement.** On March 27, 2013, United and UAL entered into the Credit Agreement as the borrower and guarantor, respectively. The Credit Agreement consists of a \$900 million term loan due April 1, 2019 and a \$1.0 billion revolving credit facility available for drawing until April 1, 2018. As of September 30, 2013, United had its entire capacity of \$1.0 billion available under the revolving credit facility. The obligations of United under the Credit Agreement are secured by liens on certain international route authorities between certain specified cities, certain take-off and landing rights and related assets of United.

Borrowings under the Credit Agreement bear interest at a variable rate equal to LIBOR, subject to a 1% floor, plus a margin of 3.0% per annum, or another rate based on certain market interest rates, plus a margin of 2.0% per annum. The principal amount of the term loan must be repaid in consecutive quarterly installments of 0.25% of the original principal amount thereof, commencing on June 30, 2013, with any unpaid balance due on April 1, 2019. United may prepay all or a portion of the loan from time to time, at par plus accrued and unpaid interest. United pays a commitment fee equal to 0.75% per annum on the undrawn amount available under the revolving credit facility.

The Credit Agreement includes covenants that, among other things, require the Company to maintain at least \$3.0 billion of unrestricted liquidity and a minimum ratio of appraised value of collateral to the outstanding obligations under the Credit Agreement of 1.67 to 1.0, and restrict the Company’s ability to incur additional indebtedness, issue preferred stock, make investments, pay dividends or repurchase UAL’s common stock. The Credit Agreement contains events of default customary for this type of financing, including a cross default and cross acceleration provision to certain other material indebtedness of the Company.

**United Amended Credit Facility.** On March 27, 2013, the Company used \$900 million from the Credit Agreement, together with approximately \$300 million of cash to retire the entire principal balance of a \$1.2 billion term loan due 2014 that was outstanding under United’s Amended and Restated Revolving Credit, Term Loan and Guaranty Agreement, dated as of February 2, 2007 (the “Amended Credit Facility”). The Amended Credit Facility was terminated concurrently with the repayment of the term loan.

**\$500 Million Revolving Credit Facility.** On March 27, 2013, the Company terminated the \$500 million revolving credit facility that it had previously entered into in December 2011. There were no outstanding borrowings under the revolving credit facility.

**Debt Redemptions.** On February 1, 2013, United redeemed all of the \$400 million aggregate principal amount of its 9.875% Senior Secured Notes due 2013 and \$200 million aggregate principal amount of 12.0% Senior Second Lien Notes due 2013. On February 8, 2013, United redeemed all \$123 million aggregate principal amount of the B tranche of the 2006-1 EETC equipment notes due 2013. On April 1, 2013, United redeemed all of the \$180 million aggregate principal amount of the senior tranche of the 2006-1 EETC equipment notes due 2013.

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**EETCs.** In August 2013, December 2012 and October 2012, United created separate EETC pass-through trusts, each of which issued pass-through certificates. The proceeds of the issuance of the pass-through certificates are used to purchase equipment notes issued by United and secured by its aircraft. The Company records the debt obligation upon issuance of the equipment notes rather than upon the initial issuance of the pass-through certificates. The pass-through certificates represent fractional undivided interests in the respective pass-through trusts and are not obligations of United. The payment obligations under the equipment notes are those of United. Proceeds received from the sale of pass-through certificates are initially held by a depository in escrow for the benefit of the certificate holders until United issues equipment notes to the trust, which purchases such notes with a portion of the escrowed funds. These escrowed funds are not guaranteed by United and are not reported as debt on our consolidated balance sheet because the proceeds held by the depository are not United's assets. United received the remaining proceeds from the 2012 EETC pass-through trusts in the third quarter of 2013 and United expects to receive all proceeds from the 2013 EETC pass-through trusts by the end of 2014. Certain details of the pass-through trusts, which were issued in 2013 or for which we received proceeds in 2013, are as follows (in millions, except interest rate):

| <u>EETC Date</u> | <u>Class</u> | <u>Principal</u> | <u>Final expected distribution date</u> | <u>Stated interest rate</u> | <u>Total debt recorded as of September 30, 2013</u> | <u>Proceeds received from issuance of debt in the nine months ended September 30, 2013</u> | <u>Remaining proceeds from issuance of debt to be received in future periods</u> |
|------------------|--------------|------------------|---|-----------------------------|---|--|--|
| August 2013      | A            | \$ 720           | August 2025                             | 4.3%                        | \$ —  | \$ —   | \$ 720   |
| August 2013      | B            | 209              | August 2021                             | 5.375%                      | —   | —  | 209  |
| December 2012    | C            | 425              | April 2018                              | 6.125%                      | 425   | 147  | —  |
| October 2012     | A            | 712              | October 2024                            | 4.0%                        | 712   | 465  | —  |
| October 2012     | B            | 132              | October 2020                            | 5.5%                        | 132   | 86   | —  |
|                  |              | <u>\$2,198</u>   |   |                             | <u>\$ 1,269</u>                                     | <u>\$ 698</u>  | <u>\$ 929</u>  |

The table below presents contractual principal payments at September 30, 2013 under then-outstanding long-term debt agreements in each of the next five calendar years (in millions):

|                           | <u>UAL</u>      | <u>United</u>   |
|---------------------------|-----------------|-----------------|
| Last three months of 2013 | \$ 222          | \$ 222          |
| 2014                      | 962             | 962             |
| 2015                      | 2,055           | 2,055           |
| 2016                      | 1,032           | 1,032           |
| 2017                      | 595             | 595             |
| After 2017                | 6,460           | 6,356           |
|                           | <u>\$11,326</u> | <u>\$11,222</u> |

**PBGC Notes.** During the third quarter of 2013, UAL and United entered into a Second Supplemental Indenture (the "PBGC Second Supplemental Indenture") to the Amended and Restated Indenture, dated as of January 11, 2013 (the "PBGC Indenture"), under which UAL's 6% Notes due 2026, 6% Notes due 2028 and 8% Notes due 2024 are outstanding. Due to a request by the Pension Benefit Guaranty Corporation (the "PBGC") pursuant to a contractual right of the PBGC, the PBGC Second Supplemental Indenture, among other things, amended and restated the covenants in the PBGC Indenture that restrict dividends and certain other payments by UAL and its restricted subsidiaries (as defined in the PBGC Indenture), restrict the incurrence of indebtedness by UAL and its restricted subsidiaries and provide for the designation of restricted and unrestricted subsidiaries of UAL so that these covenants would be substantially the same as the corresponding covenants in the indenture for the 6.375% Senior Notes due June 1, 2018.

**NOTE 10—SPECIAL ITEMS**

**Special Charges.** For the three and nine months ended September 30, special charges consisted of the following (in millions):

|   | Three Months Ended<br>September 30, |               | Nine Months Ended<br>September 30, |               |
|---|-------------------------------------|---------------|------------------------------------|---------------|
|   | 2013                                | 2012          | 2013                               | 2012          |
| Labor agreement costs   | \$ 127                              | \$ 454        | \$ 127                             | \$ 454        |
| Merger integration-related costs  | 50                                  | 60            | 165                                | 331           |
| Additional costs associated with the temporarily grounded Boeing 787 aircraft | —                                   | —             | 18                                 | —             |
| Voluntary severance and benefits  | —                                   | —             | 14                                 | 125           |
| (Gains) losses on sale of assets and other special items, net                 | 34                                  | —             | 31                                 | (26)          |
| Subtotal special charges  | 211                                 | 514           | 355                                | 884           |
| Income tax benefit  | —                                   | —             | —                                  | (2)           |
| Total special charges, net of income taxes                                    | <u>\$ 211</u>                       | <u>\$ 514</u> | <u>\$ 355</u>                      | <u>\$ 882</u> |

Merger integration-related costs include compensation costs related to systems integration and training, branding activities, new uniforms, write-off or acceleration of depreciation on systems and facilities that are no longer used or planned to be used for significantly shorter periods, relocation for employees and severance primarily associated with administrative headcount reductions.

On September 26, 2013, the Company announced that it had reached tentative agreements with respect to joint collective bargaining agreements with the IAM for the fleet service, passenger service and storekeeper workgroups, subject to ratification by IAM members. The Company recorded a \$127 million special charge as a result. This expense is associated with lump sum cash payments that would be made in conjunction with the ratification of the agreements. The lump sum payments were accrued in third quarter 2013 as a result of the payments becoming probable, primarily due to reaching the tentative agreement, and are not in lieu of future pay increases and thus did not meet the deferral criteria under Accounting Standards Codification Topic 710. If ratified, the Company currently expects to make the related lump sum cash payments by early 2014.

During the nine months ended September 30, 2013, the Company recorded \$14 million associated with a voluntary program offered by United in which flight attendants took an unpaid 13-month leave of absence. The flight attendants continue to receive medical benefits and other company benefits while on leave under this program. Approximately 1,300 flight attendants opted to participate in the program. In addition, the Company recorded \$18 million associated with the temporary grounding of its Boeing 787 aircraft. The charges are comprised of aircraft depreciation expense and dedicated personnel costs that the Company incurred while the aircraft were grounded. The aircraft returned to service in May 2013.

During the three months ended September 30, 2013, the Company adjusted its reserves for certain legal matters by \$34 million due to recent potential adverse developments. Additionally, during the nine months ended September 30, 2013, the Company recorded a \$5 million gain related to a contract termination and \$2 million in losses on the sale of assets.

During the nine months ended September 30, 2012, the Company recorded \$125 million of severance and benefits associated with three voluntary employee programs, respectively. During the first quarter of 2012, approximately 400 mechanics offered to retire early in exchange for a cash severance payment that was based on the number of years of service each employee had accumulated. The Company also offered a voluntary leave of absence program that approximately 1,800 flight attendants accepted, which allows for continued medical coverage during the leave of absence period. During the second quarter of 2012, as part of the recently amended collective bargaining agreement with the Association of Flight Attendants, the Company offered a voluntary program for flight attendants at United to retire early in exchange for a cash severance payment. The payments are dependent on the number of years of service each employee has accumulated. Approximately 1,300 flight attendants accepted this program and the Company estimated the amount for this voluntary program to be approximately \$76 million.

On August 3, 2012, the Company announced it had reached an agreement in principle with respect to a new joint collective bargaining agreement with ALPA representing pilots at United and Continental Airlines. The Company recorded \$454 million of expense in third quarter 2012 associated with lump sum cash payments that would be made in conjunction with the ratification of the contract and the completion of the integrated pilot seniority list. This charge also included costs associated with changes to existing pilot disability plans negotiated in connection with the agreement in principle. The lump sum payments are not in lieu of future pay increases and were accrued in third quarter 2012 as a result of the payments becoming probable, primarily due to reaching the agreement in principle. The agreement was ratified in December 2012.

In March 2013, the Company agreed to sell up to 30 Boeing 757-200 aircraft to FedEx Corporation beginning in April 2013. As of December 31, 2012, the Company operated 133 such aircraft. Given the planned sale of these 30 aircraft, the Company evaluated the entire fleet and determined that no impairment existed. In conjunction with that sale, the Company recorded accelerated depreciation of \$31 million and \$71 million on these aircraft during the three and nine months ended September 30, 2013, respectively, and this is classified as Operating expense. Depreciation and amortization in the statements of consolidated operations. The accelerated depreciation resulted from changes in the estimated useful lives and salvage values of the 30 aircraft as a result of the planned sale. These changes in estimate decreased net income by amounts disclosed above and reduced per share amounts by approximately \$0.09 per UAL basic share (\$0.08 per UAL diluted share) and \$0.21 per UAL basic share (\$0.18 per UAL diluted share) in the three and nine months ended September 30, 2013, respectively.

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***Accruals***

The accrual for severance and medical costs was \$29 million as of September 30, 2013, compared to \$59 million as of September 30, 2012. In addition, the accrual balance of future lease payments on permanently grounded aircraft was \$1 million as of September 30, 2013, compared to \$6 million as of September 30, 2012.

The severance-related accrual as of September 30, 2013 is expected to be paid through 2015. Lease payments for grounded aircraft are expected to continue through 2013.

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**NOTE 11—ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)**

The tables below present the components of the Company's AOCI, net of tax (in millions):

| UAL  | Pension and<br>Other<br>Postretirement<br>Unrecognized<br>Actuarial<br>Gains (Losses)<br>and Prior Service<br>Cost | Unrealized<br>Gain (Loss)<br>on<br>Derivatives | Other  | Total      |
|--|--|--|--------|------------|
| Balance at June 30, 2013   | \$ (562)   | \$ (20)  | \$ 13  | \$ (569)   |
| Other comprehensive income (loss) before reclassifications       | —  | 44   | (5)    | 39         |
| Actuarial gain due to curtailment and rereasurement              | 41   | —  | —      | 41         |
| Amounts reclassified from accumulated other comprehensive income | 10   | (14)   | —      | (4)        |
| Net current-period other comprehensive income (loss)             | 51   | 30   | (5)    | 76         |
| Balance at September 30, 2013                                    | \$ (511)   | \$ 10  | \$ 8   | \$ (493)   |
| Balance at December 31, 2012                                     | \$ (1,042)   | \$ (10)  | \$ 6   | \$ (1,046) |
| Other comprehensive income before reclassifications              | —  | 16   | 2      | 18         |
| Actuarial gain due to curtailment and rereasurement              | 483  | —  | —      | 483        |
| Amounts reclassified from accumulated other comprehensive income | 48   | 4  | —      | 52         |
| Net current-period other comprehensive income                    | 531  | 20   | 2      | 553        |
| Balance at September 30, 2013                                    | \$ (511)   | \$ 10  | \$ 8   | \$ (493)   |
| UAL  |  |  |        |            |
| Balance at June 30, 2012   | \$ (303)   | \$ (199)                                       | \$ 3   | \$ (499)   |
| Other comprehensive income before reclassifications              | —  | 133  | 5      | 138        |
| Amounts reclassified from accumulated other comprehensive income | 4  | 38   | —      | 42         |
| Net current-period other comprehensive income                    | 4  | 171  | 5      | 180        |
| Balance at September 30, 2012                                    | \$ (299)   | \$ (28)  | \$ 8   | \$ (319)   |
| Balance at December 31, 2011                                     | \$ (312)   | \$ (99)  | \$ (6) | \$ (417)   |
| Other comprehensive income (loss) before reclassifications       | —  | (36)   | 14     | (22)       |
| Amounts reclassified from accumulated other comprehensive income | 13   | 107  | —      | 120        |
| Net current-period other comprehensive income                    | 13   | 71   | 14     | 98         |
| Balance at September 30, 2012                                    | \$ (299)   | \$ (28)  | \$ 8   | \$ (319)   |

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| United   | Pension and Other Postretirement Unrecognized Actuarial Gains (Losses) and Prior Service Cost | Unrealized Gain (Loss) on Derivatives | Other | Income Tax Benefit (Expense) | Total      |
|--|---|---------------------------------------|-------|------------------------------|------------|
|  |   |                                       |       |                              |            |
| Balance at June 30, 2013   | \$ (562)  | \$ (20)                               | \$ 13 | \$ —                         | \$ (569)   |
| Other comprehensive income (loss) before reclassifications       | —   | 44                                    | (5)   | —                            | 39         |
| Actuarial gain due to curtailment and remeasurement              | 41  | —                                     | —     | —                            | 41         |
| Amounts reclassified from accumulated other comprehensive income | 10  | (14)                                  | —     | —                            | (4)        |
| Net current-period other comprehensive income (loss)             | 51  | 30                                    | (5)   | —                            | 76         |
| Balance at September 30, 2013                                    | \$ (511)  | \$ 10                                 | \$ 8  | \$ —                         | \$ (493)   |
| Balance at December 31, 2012                                     | \$ (1,042)  | \$ (10)                               | \$ 5  | \$ (6)                       | \$ (1,053) |
| Other comprehensive income before reclassifications              | —   | 16                                    | 3     | —                            | 19         |
| Actuarial gain due to curtailment and remeasurement              | 483   | —                                     | —     | —                            | 483        |
| Amounts reclassified from accumulated other comprehensive income | 48  | 4                                     | —     | 6                            | 58         |
| Net current-period other comprehensive income                    | 531   | 20                                    | 3     | 6                            | 560        |
| Balance at September 30, 2013                                    | \$ (511)  | \$ 10                                 | \$ 8  | \$ —                         | \$ (493)   |

| United   | Pension and Other Postretirement Unrecognized Actuarial Gains (Losses) and Prior Service Cost | Unrealized Gain (Loss) on Derivatives | Other  | Income Tax Expense | Total    |
|--|---|---------------------------------------|--------|--------------------|----------|
|  |   |                                       |        |                    |          |
| Balance at June 30, 2012   | \$ (303)  | \$ (199)                              | \$ 1   | \$ (6)             | \$ (507) |
| Other comprehensive income before reclassifications              | —   | 133                                   | 6      | —                  | 139      |
| Amounts reclassified from accumulated other comprehensive income | 4   | 38                                    | —      | —                  | 42       |
| Net current-period other comprehensive income                    | 4   | 171                                   | 6      | —                  | 181      |
| Balance at September 30, 2012                                    | \$ (299)  | \$ (28)                               | \$ 7   | \$ (6)             | \$ (326) |
| Balance at December 31, 2011                                     | \$ (312)  | \$ (99)                               | \$ (8) | \$ (6)             | \$ (425) |
| Other comprehensive income (loss) before reclassifications       | —   | (36)                                  | 15     | —                  | (21)     |
| Amounts reclassified from accumulated other comprehensive income | 13  | 107                                   | —      | —                  | 120      |
| Net current-period other comprehensive income                    | 13  | 71                                    | 15     | —                  | 99       |
| Balance at September 30, 2012                                    | \$ (299)  | \$ (28)                               | \$ 7   | \$ (6)             | \$ (326) |

| UAL<br>Details about AOCI Components                                 | Amount Reclassified from AOCI to Income |         |                                 |          | Affected Line Item in the Statement Where Net Income is Presented |
|--|---|---------|---------------------------------|----------|---|
|  | Three Months Ended September 30,        |         | Nine Months Ended September 30, |          |   |
|  | 2013                                    | 2012    | 2013                            | 2012     |   |
| Derivatives designated as cash flow hedges                           |   |         |                                 |          |   |
| Fuel contracts-reclassifications of (gains) losses into earnings (a) | \$ (14)                                 | \$ 38   | \$ 4                            | \$ 107   | Aircraft fuel   |
| Amortization of pension and post-retirement items                    |   |         |                                 |          |   |
| Amortization of unrecognized loss and prior service cost (a)         | \$ 10                                   | \$ 4(b) | \$ 48                           | \$ 13(b) | Salaries and related costs  |

(a) Income tax expense offset by Company's valuation allowance.

(b) This accumulated other comprehensive income component is included in the computation of net periodic pension costs (see Note 5 of this report for additional details.)



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| United<br><u>Details about AOCI Components</u>                       | <u>Amount Reclassified from AOCI to Income</u> |             |                          |             | <u>Affected Line Item in<br/>the Statement Where<br/>Net Income is Presented</u> |
|--|--|-------------|--------------------------|-------------|--|
|  | <u>Three Months</u>                            |             | <u>Nine Months Ended</u> |             |  |
|  | <u>Ended</u>                                   |             | <u>September 30,</u>     |             |  |
|  | <u>2013</u>                                    | <u>2012</u> | <u>2013</u>              | <u>2012</u> |  |
| Derivatives designated as cash flow hedges                           |  |             |                          |             |  |
| Fuel contracts-reclassifications of (gains) losses into earnings (a) | \$ (14)  | \$ 38       | \$ 4                     | \$ 107      | Aircraft fuel  |
| Amortization of pension and post-retirement items                    |  |             |                          |             |  |
| Amortization of unrecognized loss and prior service cost (a)         | \$ 10  | \$ 4(b)     | \$ 48                    | \$ 13(b)    | Salaries and related costs   |
| Income tax expense on other comprehensive income                     | \$ —   | \$ —        | \$ 6                     | \$ —        | Income tax expense (benefit)   |

(a) Income tax expense offset by Company's valuation allowance.

(b) This accumulated other comprehensive income component is included in the computation of net periodic pension costs (see Note 5 of this report for additional details.)

## ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

### Overview

United Continental Holdings, Inc. (together with its consolidated subsidiaries, "UAL" or the "Company") is a holding company and its principal, wholly-owned subsidiary is United Airlines, Inc. (together with its consolidated subsidiaries, "United"). This Quarterly Report on Form 10-Q is a combined report of UAL and United including their respective consolidated financial statements. As UAL consolidates United for financial statement purposes, disclosures that relate to activities of United also apply to UAL, unless otherwise noted. United's operating revenues and operating expenses comprise nearly 100% of UAL's revenues and operating expenses. In addition, United comprises approximately the entire balance of UAL's assets, liabilities and operating cash flows. When appropriate, UAL and United are named specifically for their individual contractual obligations and related disclosures and any significant differences between the operations and results of UAL and United are separately disclosed and explained. We sometimes use the words "we," "our," "us," and the "Company" in this report for disclosures that relate to all of UAL and United.

The Company transports people and cargo through its mainline operations, which utilize jet aircraft with at least 108 seats, and regional operations, which utilize smaller aircraft that are operated under contract by United Express carriers. The Company serves virtually every major market around the world, either directly or through participation in Star Alliance®, the world's largest airline alliance. The Company operates an average of more than 5,300 flights a day to more than 360 airports across six continents.

### Third Quarter Financial Highlights

- Third quarter 2013 net income was \$590 million, or \$1.51 diluted earnings per share, excluding \$211 million of special charges. Including special charges, third quarter 2013 net income was \$379 million, or \$0.98 diluted earnings per share.
- Passenger revenue increased 1.6% to \$8.9 billion during the third quarter of 2013 as compared to the third quarter of 2012.
- Third quarter 2013 aircraft fuel cost decreased 4.2% year-over-year due mainly to a 2.2% decline in fuel prices.
- Unrestricted liquidity was \$6.7 billion, including \$1.0 billion of undrawn commitments.

### Third Quarter Operational Highlights

- For the quarter ended September 30, 2013, United recorded a U.S. Department of Transportation on-time arrival rate of 79.0% and a system completion factor of 99.2%.
- Consolidated traffic and capacity decreased 0.3% and 1.1%, respectively, during the third quarter of 2013 as compared to the third quarter of 2012. The Company's load factor for the third quarter of 2013 was 85.9%.
- The Company took delivery of six new Boeing 737-900ER aircraft and one Boeing 787-8 aircraft during the third quarter of 2013.
- The Company accepted an integrated seniority list for its pilots from the Air Line Pilots Association, International. The Company also reached tentative agreements with respect to joint collective bargaining agreements with the International Association of Machinists ("IAM") for the fleet service, passenger service and storekeeper work groups, subject to ratification by IAM members.

### Outlook

In order to generate sustained profitability over the business cycle, the Company manages its capacity to balance with expected demand for travel. For the first nine months of 2013, consolidated capacity decreased 2.6% compared to the first nine months of 2012. The Company expects full-year 2013 consolidated capacity to decrease 1.2% to 1.4% year-over-year, with full-year 2013 domestic capacity to decrease 1.2% to 1.5% and full-year 2013 international capacity to decrease 1.1% to 1.4%. The Company expects full year 2013 cost per available seat mile ("CASM") excluding profit sharing, third-party business expense, fuel and special charges to increase 6.0% to 6.5% year-over-year.

## RESULTS OF OPERATIONS

The following discussion provides an analysis of results of operations and reasons for material changes therein for the three and nine months ended September 30, 2013 as compared to the corresponding periods in 2012.

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**Third Quarter 2013 Compared to Third Quarter 2012**

The Company recorded net income of \$379 million in the third quarter of 2013 as compared to net income of \$6 million in the third quarter of 2012. Excluding special items, the Company had net income of \$590 million in the third quarter of 2013 as compared to net income of \$520 million in the third quarter of 2012. See “Reconciliation of GAAP to non-GAAP Financial Measures” at the end of this item for additional information related to accounting principles generally accepted in the United States (“GAAP”) to non-GAAP financial measures. We consider a key measure of our performance to be operating income, which was \$508 million for the third quarter of 2013, as compared to \$200 million for the third quarter of 2012. Significant components of our operating results for the three months ended September 30 are as follows (in millions, except percentage changes):

|                      | <u>2013</u>   | <u>2012</u> | <u>Increase<br/>(Decrease)</u> | <u>% Increase<br/>(Decrease)</u> |
|----------------------|---------------|-------------|--------------------------------|----------------------------------|
| Operating revenue    | \$ 10,228     | \$ 9,909    | \$ 319                         | 3.2                              |
| Operating expense    | 9,720         | 9,709       | 11                             | 0.1                              |
| Operating income     | 508           | 200         | 308                            | NM                               |
| Nonoperating expense | (126)         | (185)       | (59)                           | (31.9)                           |
| Income tax expense   | 3             | 9           | (6)                            | (66.7)                           |
| Net income           | <u>\$ 379</u> | <u>\$ 6</u> | <u>\$ 373</u>                  | NM                               |

NM—Not meaningful

Certain consolidated statistical information for the Company’s operations for the three months ended September 30 are as follows:

|   | <u>2013</u> | <u>2012</u> | <u>Increase<br/>(Decrease)</u> | <u>%<br/>Increase<br/>(Decrease)</u> |
|---|-------------|-------------|--------------------------------|--------------------------------------|
| Passengers (thousands) (a)                                  | 36,795      | 37,588      | (793)                          | (2.1)                                |
| Revenue passenger miles (“RPMs”) (millions) (b)             | 55,863      | 56,021      | (158)                          | (0.3)                                |
| Available seat miles (“ASMs”) (millions) (c)                | 65,040      | 65,734      | (694)                          | (1.1)                                |
| Passenger load factor (d)                                   | 85.9%       | 85.2%       | 0.7 pts.                       | N/A                                  |
| Passenger revenue per available seat mile (“PRASM”) (cents) | 13.71       | 13.35       | 0.36                           | 2.7                                  |
| Average yield per revenue passenger mile (cents) (e)        | 15.96       | 15.66       | 0.30                           | 1.9                                  |
| CASM (cents)  | 14.94       | 14.77       | 0.17                           | 1.2                                  |
| Average price per gallon of fuel, including fuel taxes      | \$ 3.12     | \$ 3.19     | \$ (0.07)                      | (2.2)                                |
| Fuel gallons consumed (millions)                            | 1,046       | 1,069       | (23)                           | (2.2)                                |
| Average full-time equivalent employees                      | 84,500      | 85,400      | (900)                          | (1.1)                                |

- (a) The number of revenue passengers measured by each flight segment flown.
- (b) The number of scheduled miles flown by revenue passengers.
- (c) The number of seats available for passengers multiplied by the number of scheduled miles those seats are flown.
- (d) Revenue passenger miles divided by available seat miles.
- (e) The average passenger revenue received for each revenue passenger mile flown.

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**Operating Revenue**

The table below shows year-over-year comparisons by type of operating revenue for the three months ended September 30 (in millions, except for percentage changes):

|                         | 2013             | 2012            | Increase<br>(Decrease) | % Change |
|-------------------------|------------------|-----------------|------------------------|----------|
| Passenger—Mainline      | \$ 7,025         | \$ 6,993        | \$ 32                  | 0.5      |
| Passenger—Regional      | 1,893            | 1,781           | 112                    | 6.3      |
| Total passenger revenue | 8,918            | 8,774           | 144                    | 1.6      |
| Cargo                   | 199              | 246             | (47)                   | (19.1)   |
| Other operating revenue | 1,111            | 889             | 222                    | 25.0     |
|                         | <u>\$ 10,228</u> | <u>\$ 9,909</u> | <u>\$ 319</u>          | 3.2      |

The table below presents selected passenger revenue and operating data, broken out by geographic region, expressed as third quarter year-over-year changes:

|                                    | Domestic | Pacific  | Atlantic | Latin  | Total<br>Mainline | Regional | Consolidated |
|------------------------------------|----------|----------|----------|--------|-------------------|----------|--------------|
| Increase (decrease) from 2012 (a): |          |          |          |        |                   |          |              |
| Passenger revenue (in millions)    | \$ 13    | \$ (160) | \$ 175   | \$ 4   | \$ 32             | \$ 112   | \$ 144       |
| Passenger revenue                  | 0.4%     | (11.0)%  | 11.0%    | 0.6%   | 0.5%              | 6.3%     | 1.6%         |
| Average fare per passenger         | 5.8%     | (7.7)%   | 5.7%     | 3.4%   | 4.4%              | 5.0%     | 3.8%         |
| Yield                              | 2.3%     | (8.4)%   | 5.6%     | 1.2%   | 0.8%              | 6.1%     | 1.9%         |
| PRASM                              | 2.9%     | (9.4)%   | 9.0%     | 0.5%   | 1.6%              | 7.1%     | 2.7%         |
| Average stage length               | 2.8%     | 0.2%     | 0.4%     | 3.4%   | 3.0%              | (1.3)%   | 1.5%         |
| Passengers                         | (5.1)%   | (3.6)%   | 5.0%     | (2.7)% | (3.8)%            | 1.2%     | (2.1)%       |
| RPMs (traffic)                     | (1.8)%   | (2.9)%   | 5.2%     | (0.6)% | (0.3)%            | 0.2%     | (0.3)%       |
| ASMs (capacity)                    | (2.4)%   | (1.7)%   | 1.9%     | 0.2%   | (1.1)%            | (0.8)%   | (1.1)%       |
| Passenger load factor (points)     | 0.5      | (1.0)    | 2.7      | (0.6)  | 0.6               | 0.8      | 0.7          |

(a) See Item 6 of the Company's Annual Report on Form 10-K for the year ended December 31, 2012 for the definition of these statistics.

Consolidated passenger revenue in the third quarter of 2013 increased 1.6% as compared to the year-ago period due to an increase in consolidated yield of 1.9% year-over-year, offset by a decline of 0.3% in traffic and a reduction in capacity of 1.1% year-over-year. Consolidated passenger revenue in the third quarter was impacted by factors including additional competitive capacity in China, resulting in lower Pacific yields, and a revenue management demand forecast which underestimated the amount of close-in booking demand resulting in a lower-than-expected yield mix.

Cargo revenue decreased \$47 million, or 19.1%, in the third quarter of 2013 as compared to the year-ago period due to lower volumes and yield on freight in the Domestic and Atlantic regions offset in part by an increase in mail revenue for the period.

Other operating revenue in the third quarter of 2013 increased \$222 million, or 25.0%, as compared to the year-ago period due primarily to the sale of aircraft fuel to a third party as well as an increase in MileagePlus and other ancillary revenue.

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**Operating Expenses**

The table below includes data related to the Company's operating expenses for the three months ended September 30 (in millions, except for percentage changes):

|  | <u>2013</u>    | <u>2012</u>    | <u>Increase<br/>(Decrease)</u> | <u>%<br/>Change</u> |
|--|----------------|----------------|--------------------------------|---------------------|
| Aircraft fuel                                      | \$3,262        | \$ 3,406       | \$ (144)                       | (4.2)               |
| Salaries and related costs                         | 2,209          | 2,038          | 171                            | 8.4                 |
| Regional capacity purchase                         | 621            | 628            | (7)                            | (1.1)               |
| Landing fees and other rent                        | 540            | 504            | 36                             | 7.1                 |
| Aircraft maintenance materials and outside repairs | 472            | 469            | 3                              | 0.6                 |
| Depreciation and amortization                      | 435            | 379            | 56                             | 14.8                |
| Distribution expenses                              | 377            | 356            | 21                             | 5.9                 |
| Aircraft rent                                      | 231            | 245            | (14)                           | (5.7)               |
| Special charges                                    | 211            | 514            | (303)                          | NM                  |
| Other operating expenses                           | 1,362          | 1,170          | 192                            | 16.4                |
|  | <u>\$9,720</u> | <u>\$9,709</u> | <u>\$ 11</u>                   | <u>0.1</u>          |

Aircraft fuel expense decreased \$144 million, or 4.2%, year-over-year due primarily to a 2.2% decrease in the average price per gallon of fuel and a 2.2% decrease in fuel consumption in the third quarter of 2013 compared to the year-ago period as a result of reduced capacity. The table below presents the significant changes in aircraft fuel cost per gallon in the three month period ended September 30, 2013 as compared to the year-ago period:

|  | <u>(In millions)</u> |                 |                 | <u>Average price per gallon</u> |                |                 |
|--|----------------------|-----------------|-----------------|---------------------------------|----------------|-----------------|
|  | <u>2013</u>          | <u>2012</u>     | <u>% Change</u> | <u>2013</u>                     | <u>2012</u>    | <u>% Change</u> |
| Total aircraft fuel purchase cost excluding fuel hedge impacts         | \$3,276              | \$ 3,368        | (2.7)           | \$ 3.13                         | \$ 3.15        | (0.6)           |
| Hedge gains (losses) reported in fuel expense                          | 14                   | (38)            | NM              | 0.01                            | (0.04)         | NM              |
| Fuel expense as reported   | 3,262                | 3,406           | (4.2)           | 3.12                            | 3.19           | (2.2)           |
| Cash-settled hedge gains (losses) not recorded in fuel expense (a)     | 2                    | (1)             | NM              | —                               | —              | —               |
| Fuel expense including all gains (losses) from cash-settled hedges (b) | <u>\$ 3,260</u>      | <u>\$ 3,407</u> | (4.3)           | <u>\$ 3.12</u>                  | <u>\$ 3.19</u> | (2.2)           |
| Total fuel consumption (gallons)                                       | 1,046                | 1,069           | (2.2)           |                                 |                |                 |

(a) Includes ineffectiveness gains (losses) on cash-settled hedges and gains (losses) on cash-settled hedges that were not designated for hedge accounting. These amounts are recorded in Nonoperating income (expense): Miscellaneous, net.

(b) This figure does not include non-cash mark-to-market ("NCMTM") gains, which the Company records in Nonoperating income (expense): Miscellaneous, net. NCMTM gains were \$60 million and \$13 million for the three months ended September 30, 2013 and 2012, respectively.

Salaries and related costs increased \$171 million, or 8.4%, in the third quarter of 2013 as compared to the year-ago period primarily due to higher pay rates driven by new collective bargaining agreements offset by a 1.1% reduction in full-time employees year-over-year.

Depreciation and amortization increased \$56 million, or 14.8%, in the third quarter of 2013 as compared to the year-ago period due to additions in owned property and equipment in the current year, specifically related to aircraft and improvements at airport facilities, as well as accelerated depreciation of \$31 million on 30 Boeing 757-200 aircraft in the process of being sold to a third party.

Other operating expenses increased \$192 million, or 16.4%, in the third quarter of 2013 as compared to the year-ago period primarily due to the cost of aircraft fuel sold to a third party and an increase in other personnel-related expenses.

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Details of the Company's special charges include the following for the three months ended September 30 (in millions):

|                                  | <u>2013</u>  | <u>2012</u>  |
|----------------------------------|--------------|--------------|
| Labor agreement costs            | \$127        | \$454        |
| Merger integration-related costs | 50           | 60           |
| Other special charges            | 34           | —            |
| Special charges                  | <u>\$211</u> | <u>\$514</u> |

See Note 10 to the financial statements included in Part I, Item 1 of this report.

*Nonoperating Income (Expense).* The following table illustrates the year-over-year dollar and percentage changes in the Company's nonoperating income (expense) for the three months ended September 30 (in millions, except for percentage changes):

|                      | <u>2013</u>     | <u>2012</u>     | <u>Increase<br/>(Decrease)</u> | <u>% Change</u> |
|----------------------|-----------------|-----------------|--------------------------------|-----------------|
| Interest expense     | \$(195)         | \$(202)         | \$ (7)                         | (3.5)           |
| Interest capitalized | 12              | 9               | 3                              | 33.3            |
| Interest income      | 5               | 4               | 1                              | 25.0            |
| Miscellaneous, net   | 52              | 4               | 48                             | NM              |
| Total                | <u>\$ (126)</u> | <u>\$ (185)</u> | <u>\$ (59)</u>                 | (31.9)          |

Third quarter 2013 miscellaneous, net included gains of \$61 million from derivatives not qualifying for hedge accounting as compared to gains of \$10 million in the year-ago period.

*Income Taxes.* Our effective tax rates are lower than the federal statutory rate of 35% primarily because of the impact of changes to existing valuation allowances. We continue to provide a valuation allowance for our deferred tax assets in excess of deferred tax liabilities because management has concluded that it is more likely than not that such deferred tax assets will ultimately not be realized. See Note 4 to the financial statements included in Part I, Item 1 of this report for information related to this matter.

#### ***First Nine Months 2013 Compared to First Nine Months 2012***

UAL recorded net income of \$431 million in the first nine months of 2013 as compared to net loss of \$103 million in the first nine months of 2012. Excluding special items, UAL had net income of \$786 million in the first nine months of 2013 as compared to net income of \$779 million in the first nine months of 2012. See "Reconciliation of GAAP to non-GAAP Financial Measures" at the end of this item for additional information related to GAAP to non-GAAP financial measures. We consider a key measure of our performance to be operating income, which was \$1 billion for the first nine months of 2013, as compared to \$504 million for the first nine months of 2012. Significant components of our operating results for the first nine months of 2013 are as follows (in millions, except percentage changes):

|                              | <u>2013</u>   | <u>2012</u>     | <u>Increase<br/>(Decrease)</u> | <u>% Increase<br/>(Decrease)</u> |
|------------------------------|---------------|-----------------|--------------------------------|----------------------------------|
| Operating revenue            | \$28,950      | \$28,450        | \$ 500                         | 1.8                              |
| Operating expense            | 27,936        | 27,946          | (10)                           | —                                |
| Operating income             | 1,014         | 504             | 510                            | NM                               |
| Nonoperating expense         | (587)         | (596)           | (9)                            | (1.5)                            |
| Income tax expense (benefit) | (4)           | 11              | (15)                           | NM                               |
| Net income (loss)            | <u>\$ 431</u> | <u>\$ (103)</u> | <u>\$ 534</u>                  | NM                               |

NM—Not meaningful

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Certain consolidated statistical information for UAL's operations for the nine months ended September 30 is as follows:

|  | 2013    | 2012    | Increase<br>(Decrease) | %<br>Increase<br>(Decrease) |
|--|---------|---------|------------------------|-----------------------------|
| Passengers (thousands) (a)                             | 105,102 | 107,186 | (2,084)                | (1.9)                       |
| RPMs (millions) (b)                                    | 155,988 | 157,619 | (1,631)                | (1.0)                       |
| ASMs (millions) (c)                                    | 185,663 | 190,694 | (5,031)                | (2.6)                       |
| Passenger load factor (d)                              | 84.0%   | 82.7%   | 1.3 pts.               | N/A                         |
| PRASM (cents)  | 13.54   | 13.14   | 0.40                   | 3.0                         |
| Average yield per revenue passenger mile (cents) (e)   | 16.12   | 15.89   | 0.23                   | 1.4                         |
| CASM (cents)   | 15.05   | 14.65   | 0.40                   | 2.7                         |
| Average price per gallon of fuel, including fuel taxes | \$ 3.14 | \$ 3.27 | \$ (0.13)              | (4.0)                       |
| Fuel gallons consumed (millions)                       | 2,986   | 3,071   | (85)                   | (2.8)                       |
| Average full-time equivalent employees                 | 84,700  | 84,600  | 100                    | 0.1                         |

- (a) The number of revenue passengers measured by each flight segment flown.  
(b) The number of scheduled miles flown by revenue passengers.  
(c) The number of seats available for passengers multiplied by the number of scheduled miles those seats are flown.  
(d) Revenue passenger miles divided by available seat miles.  
(e) The average passenger revenue received for each revenue passenger mile flown.

**Operating Revenue**

The table below shows year-over-year comparisons by type of operating revenue for the nine months ended September 30 (in millions, except for percentage changes):

|                         | 2013             | 2012             | Increase<br>(Decrease) | %<br>Change |
|-------------------------|------------------|------------------|------------------------|-------------|
| Passenger—Mainline      | \$ 19,792        | \$ 19,891        | \$ (99)                | (0.5)       |
| Passenger—Regional      | 5,353            | 5,159            | 194                    | 3.8         |
| Total passenger revenue | 25,145           | 25,050           | 95                     | 0.4         |
| Cargo                   | 662              | 775              | (113)                  | (14.6)      |
| Other operating revenue | 3,143            | 2,625            | 518                    | 19.7        |
|                         | <u>\$ 28,950</u> | <u>\$ 28,450</u> | <u>\$ 500</u>          | 1.8         |

The table below presents selected passenger revenue and operating data, broken out by geographic region, expressed as year-over-year changes for the nine months ended September 30, 2013 compared to the nine months ended September 30, 2012:

|                                    | Domestic | Pacific | Atlantic | Latin   | Total<br>Mainline | Regional | Consolidated |
|------------------------------------|----------|---------|----------|---------|-------------------|----------|--------------|
| Increase (decrease) from 2012 (a): |          |         |          |         |                   |          |              |
| Passenger revenue (in millions)    | \$ (150) | \$(180) | \$ 246   | \$ (15) | \$ (99)           | \$ 194   | \$ 95        |
| Passenger revenue                  | (1.5)%   | (4.7)%  | 5.6%     | (0.7)%  | (0.5)%            | 3.8%     | 0.4%         |
| Average fare per passenger         | 3.5%     | (4.5)%  | 5.3%     | 0.2%    | 3.3%              | 2.2%     | 2.4%         |
| Yield                              | 1.0%     | (4.4)%  | 6.0%     | (1.9)%  | 0.8%              | 2.8%     | 1.4%         |
| PRASM                              | 2.0%     | (2.7)%  | 8.9%     | (1.0)%  | 2.3%              | 5.6%     | 3.0%         |
| Average stage length               | 2.4%     | 0.2%    | (0.7)%   | 3.5%    | 2.2%              | (0.2)%   | 1.1%         |
| Passengers                         | (4.8)%   | (0.2)%  | 0.3%     | (0.9)%  | (3.6)%            | 1.5%     | (1.9)%       |
| RPMs (traffic)                     | (2.5)%   | (0.3)%  | (0.4)%   | 1.2%    | (1.3)%            | 0.9%     | (1.0)%       |
| ASMs (capacity)                    | (3.5)%   | (2.1)%  | (2.9)%   | 0.2%    | (2.8)%            | (1.7)%   | (2.6)%       |
| Passenger load factor (points)     | 0.9      | 1.5     | 2.1      | 0.8     | 1.2               | 2.1      | 1.3          |

- (a) See Item 6 of the Company's Annual Report on Form 10-K for the year ended December 31, 2012 for the definition of these statistics.

Consolidated passenger revenue in the first nine months of 2013 increased 0.4% as compared to the year-ago period primarily due to an increase in consolidated yield of 1.4%, offset in part by a reduction in traffic of 1.0% and a decline in capacity of 2.6% as compared to the year-ago period. Consolidated passenger revenue in the third quarter was impacted by factors including additional competitive capacity in China, resulting in lower Pacific yields, and a revenue management demand forecast which underestimated the amount of close-in booking demand resulting in a lower-than-expected yield mix.

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Cargo revenue decreased \$113 million, or 14.6%, in the first nine months of 2013 as compared to the year-ago period due to lower volumes and yield on freight in the Domestic and Atlantic regions offset in part by an increase in mail revenue for the period.

Other operating revenue increased \$518 million, or 19.7%, in the first nine months of 2013 as compared to the year-ago period primarily due to the sale of aircraft fuel to a third party as well as an increase in MileagePlus and other ancillary revenue.

**Operating Expenses**

The table below includes data related to UAL's operating expenses for the nine months ended September 30 (in millions, except for percentage changes):

|  | 2013            | 2012            | Increase<br>(Decrease) | % Change |
|--|-----------------|-----------------|------------------------|----------|
| Aircraft fuel                                      | \$ 9,380        | \$ 10,043       | \$ (663)               | (6.6)    |
| Salaries and related costs                         | 6,511           | 5,959           | 552                    | 9.3      |
| Regional capacity purchase                         | 1,837           | 1,887           | (50)                   | (2.6)    |
| Landing fees and other rent                        | 1,544           | 1,476           | 68                     | 4.6      |
| Aircraft maintenance materials and outside repairs | 1,390           | 1,308           | 82                     | 6.3      |
| Depreciation and amortization                      | 1,268           | 1,137           | 131                    | 11.5     |
| Distribution expenses                              | 1,052           | 1,038           | 14                     | 1.3      |
| Aircraft rent                                      | 706             | 747             | (41)                   | (5.5)    |
| Special charges                                    | 355             | 884             | (529)                  | NM       |
| Other operating expenses                           | 3,893           | 3,467           | 426                    | 12.3     |
|  | <u>\$27,936</u> | <u>\$27,946</u> | <u>\$ (10)</u>         | <u>—</u> |

Aircraft fuel expense decreased \$663 million, or 6.6%, year-over-year due to a 4.0% decrease in the average price per gallon of fuel and a 2.8% decrease in fuel consumption in the first nine months of 2013 compared to the year-ago period as a result of reduced capacity. The table below presents the significant changes in aircraft fuel cost per gallon in the nine months ended September 30, 2013 as compared to the year-ago period.

|  | (In millions)   |                  |          | Average price per gallon |                |          |
|--|-----------------|------------------|----------|--------------------------|----------------|----------|
|  | 2013            | 2012             | % Change | 2013                     | 2012           | % Change |
| Total aircraft fuel purchase cost excluding fuel hedge impacts         | \$ 9,376        | \$ 9,936         | (5.6)    | \$ 3.14                  | \$ 3.24        | (3.1)    |
| Hedge losses reported in fuel expense                                  | (4)             | (107)            | NM       | —                        | (0.03)         | NM       |
| Fuel expense as reported   | 9,380           | 10,043           | (6.6)    | 3.14                     | 3.27           | (4.0)    |
| Cash-settled hedge gains (losses) not recorded in fuel expense (a)     | 18              | (1)              | NM       | —                        | —              | —        |
| Fuel expense including all gains (losses) from cash-settled hedges (b) | <u>\$ 9,362</u> | <u>\$ 10,044</u> | (6.8)    | <u>\$ 3.14</u>           | <u>\$ 3.27</u> | (4.0)    |
| Total fuel consumption (gallons)                                       | 2,986           | 3,071            | (2.8)    |                          |                |          |

(a) Includes ineffectiveness gains (losses) on settled hedges and gains (losses) on settled hedges that were not designated for hedge accounting. These amounts are recorded in Nonoperating income (expense): Miscellaneous, net.

(b) This figure does not include NCMTM gains, which the Company records in Nonoperating income (expense): Miscellaneous, net. NCMTM gains were \$12 million and \$9 million for the nine months ended September 30, 2013 and 2012, respectively.

Salaries and related costs increased \$552 million, or 9.3%, in the first nine months of 2013 as compared to the year-ago period due to higher pay rates primarily driven by new collective bargaining agreements as well as increased pension plan costs.

Aircraft maintenance materials and outside repairs increased \$82 million, or 6.3%, in the first nine months of 2013 as compared to the year-ago period primarily due to United's reliability improvement initiatives which increased volumes of airframe checks, engine overhauls, line materials and aircraft modification projects.

Depreciation and amortization increased \$131 million, or 11.5%, in the first nine months of 2013 as compared to the year-ago period due to additions in owned property and equipment in the current year, specifically related to aircraft and improvements at airport facilities, as well as accelerated depreciation of \$71 million on 30 Boeing 757-200 aircraft in process of being sold to a third party.



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Other operating expenses increased \$426 million, or 12.3%, in the first nine months of 2013 as compared to the year-ago period due to the cost of aircraft fuel sold to a third party and an increase in other personnel-related expenses.

Details of UAL's special charges include the following for the nine months ended September 30 (in millions):

|   | <u>2013</u>   | <u>2012</u>   |
|---|---------------|---------------|
| Merger integration-related costs  | \$ 165        | \$ 331        |
| Labor agreement costs   | 127           | 454           |
| Additional costs associated with the temporarily grounded Boeing 787 aircraft | 18            | —             |
| Voluntary severance and benefits  | 14            | 125           |
| (Gains) losses on sale of assets and other special items, net                 | 31            | (26)          |
| Subtotal special charges  | <u>\$ 355</u> | <u>\$ 884</u> |

See Note 10 to the financial statements included in Part I, Item 1 of this report.

*Nonoperating Income (Expense).* The following table illustrates the year-over-year dollar and percentage changes in UAL's nonoperating income (expense) for the nine months ended September 30 (in millions, except for percentage changes):

|                      | <u>2013</u>    | <u>2012</u>    | <u>Increase<br/>(Decrease)</u> | <u>% Change</u> |
|----------------------|----------------|----------------|--------------------------------|-----------------|
| Interest expense     | \$(590)        | \$ (631)       | \$ (41)                        | (6.5)           |
| Interest capitalized | 35             | 26             | 9                              | 34.6            |
| Interest income      | 16             | 16             | —                              | —               |
| Miscellaneous, net   | (48)           | (7)            | 41                             | NM              |
| Total                | <u>\$(587)</u> | <u>\$(596)</u> | <u>\$ (9)</u>                  | <u>(1.5)</u>    |

Interest expense decreased \$41 million, or 6.5%, in the first nine months of 2013 compared to the year-ago period primarily due to a decrease in debt outstanding during the first nine months of 2013 as compared to debt outstanding during the year-ago period.

The first nine months of 2013 miscellaneous, net included gains of \$30 million from derivatives not qualifying for hedge accounting as compared to gains of \$10 million in the year-ago period.

United's nonoperating expense also includes net gains of \$51 million and \$13 million for the nine months ended September 30, 2013 and 2012, respectively, associated with marking to market the fair value of derivative assets and liabilities related to agreements that provide for United's convertible debt to be settled with UAL common stock. This net gain and related derivatives are reflected only in the United stand-alone financial statements as they are eliminated at the consolidated level. See Note 6 to the financial statements included in Part I, Item 1 of this report for additional information.

*Income Taxes.* Our effective tax rates are lower than the federal statutory rate of 35% primarily because of the impact of changes to existing valuation allowances. We continue to provide a valuation allowance for our deferred tax assets in excess of deferred tax liabilities because management has concluded that it is more likely than not that such deferred tax assets will ultimately not be realized. See Note 4 to the financial statements contained in Part I, Item 1 of this report for information related to this matter.

## **LIQUIDITY AND CAPITAL RESOURCES**

### ***Current Liquidity***

As of September 30, 2013, the Company had \$5.7 billion in unrestricted cash, cash equivalents and short-term investments, as compared to \$6.5 billion at December 31, 2012. At September 30, 2013, the Company also had \$412 million of restricted cash and cash equivalents, which is primarily collateral for performance bonds, letters of credit, estimated future workers' compensation claims and credit card processing agreements. As of September 30, 2013, the Company had its entire commitment capacity of \$1.0 billion under the Credit Agreement available for letters of credit or borrowings.

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As is the case with many of our principal competitors, we have a high proportion of debt compared to capital. We have a significant amount of fixed obligations, including debt, aircraft leases and financings, leases of airport property and other facilities, and pension funding obligations. At September 30, 2013, the Company had approximately \$12.1 billion of debt and capital lease obligations, including \$1.1 billion that will become due in the next 12 months. In addition, we have substantial non-cancelable commitments for capital expenditures, including the acquisition of new aircraft and related spare engines.

The Company will continue to evaluate opportunities to repurchase its debt in open market transactions to reduce its indebtedness and the amount of interest paid on its indebtedness.

As of September 30, 2013, United had firm commitments and options to purchase aircraft from The Boeing Company (“Boeing”), Embraer S.A. (“Embraer”) and Airbus S.A.S. (“Airbus”) presented in the table below:

| <u>Aircraft Type</u> | <u>Number of Firm Commitments (a)</u> |
|----------------------|---------------------------------------|
| Airbus A350-1000     | 35                                    |
| Boeing 737-900ER     | 69                                    |
| Boeing 737 MAX 9     | 100                                   |
| Boeing 787-8/-9/-10  | 58                                    |
| Embraer EMB175       | 30                                    |

(a) United also has options and purchase rights for additional aircraft.

The aircraft listed in the table above are scheduled for delivery from 2013 through 2025. In the remainder of 2013, United expects to take delivery of six Boeing 737-900ER aircraft and one Boeing 787-8 aircraft.

On October 23, 2013, UAL and United entered into a purchase agreement assignment, pursuant to which UAL assigned its interest under the purchase agreement for the 100 Boeing 737 MAX 9 aircraft to United.

United has arranged for EETC financing of 18 Boeing 737-900ER aircraft, five of which are scheduled to be delivered during the remainder of 2013. United also has arranged for EETC financing of one Boeing 787-8 aircraft and a bank debt financing commitment for one Boeing 737-900ER aircraft scheduled for delivery in the fourth quarter of 2013. In addition, United has secured backstop financing commitments from certain of its aircraft manufacturers for a limited number of its future aircraft deliveries, subject to certain customary conditions. However, the Company does not have backstop financing or any financing currently in place for its other firm aircraft orders. Financing will be necessary to satisfy the Company’s capital commitments for its firm order aircraft and other related capital expenditures. The Company can provide no assurance that any financing not already in place for aircraft and spare engine deliveries will be available to the Company on acceptable terms when necessary or at all. See Note 9 to the financial statements included in Part I, Item 1 of this report for additional information on aircraft financing.

As of September 30, 2013, UAL and United (including those assigned from UAL) have total capital commitments primarily related to the acquisition of aircraft and related spare engines, aircraft improvements and acquisition of information technology services and assets of approximately \$24.0 billion, of which approximately \$0.8 billion, \$2.9 billion, \$2.7 billion, \$1.9 billion, \$1.5 billion and \$14.2 billion are due in the last three months of 2013 and for the full year for 2014, 2015, 2016, 2017 and thereafter, respectively.

Any incremental firm aircraft orders, including through the exercise of purchase options and purchase rights, will increase the total future capital commitments of the Company.

As of September 30, 2013, a substantial portion of the Company’s assets, principally aircraft, route authorities and certain other intangible assets, were pledged under various loan and other agreements. We must sustain our profitability and/or access the capital markets to meet our significant long-term debt and capital lease obligations and future commitments for capital expenditures, including the acquisition of aircraft and related spare engines.

In May 2013, United entered into a capacity purchase agreement with SkyWest Airlines, Inc. (“SkyWest”), a wholly-owned subsidiary of SkyWest, Inc., to operate 40 Embraer EMB175 aircraft under the United Express brand. SkyWest will purchase these 76-seat aircraft with deliveries in 2014 and 2015.

In April 2013, United agreed to purchase 30 Embraer EMB175 aircraft. In August 2013, United entered into a capacity purchase agreement with Mesa Air Group, Inc. and Mesa Airlines, Inc. (“Mesa”), a wholly-owned subsidiary of Mesa Air Group, Inc., for Mesa to operate these 30 Embraer EMB175 aircraft under the United Express brand. See Note 8 to the financial statements included in Part I, Item 1 of this report for additional information.

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In April 2013, United signed a 20-year lease extension with the Port Authority of New York and New Jersey to continue its use of Terminal C1 and C2 at Newark Liberty International Airport (“Newark”). United also committed to invest an additional \$150 million in facility upgrades at Newark to enhance the customer experience and efficiency of the operation. See Note 8 to the financial statements included in Part I, Item 1 of this report for additional information.

**Credit Ratings.** As of the filing date of this report, UAL and United had the following corporate credit ratings:

|        | <u>S&amp;P</u> | <u>Moody<sup>s</sup></u> | <u>Fitch</u> |
|--------|----------------|--------------------------|--------------|
| UAL    | B              | B2                       | B            |
| United | B              | *                        | B            |

\* The credit agency does not issue corporate credit ratings for subsidiary entities.

These credit ratings are below investment grade levels. Downgrades from these rating levels, among other things, could restrict the availability or increase the cost of future financing for the Company.

### **Sources and Uses of Cash**

**Operating Activities.** Cash flow provided by operations for the nine months ended September 30, 2013 was \$1.8 billion compared to \$845 million in the same period in 2012. The increase is attributable to an increase in operating income and a change in certain other working capital items, including a decrease in receivables.

**Investing Activities.** Capital expenditures, including aircraft purchase deposits, were \$1.4 billion and \$1 billion in the nine months ended September 30, 2013 and 2012, respectively. Capital expenditures for the nine months ended September 30, 2013 were primarily attributable to the purchase of aircraft, facility and fleet-related costs and certain other information technology projects.

In addition to capital expenditures during the nine months ended September 30, 2013, we acquired 19 aircraft through the issuance of debt. See “Financing Activities” below for additional information.

The purchase of short-term investments of \$22 million in the nine months ended September 30, 2013 was consistent with the year-ago period, which was also \$22 million in the nine months ended September 30, 2012.

**Financing Activities.** During the nine months ended September 30, 2013, the Company made debt and capital lease payments of \$2.1 billion.

During the three and nine months ended September 30, 2013, UAL issued approximately 6 million and 28 million shares, respectively, of UAL common stock pursuant to agreements that UAL entered into with certain of its securityholders in exchange for approximately \$51 million and \$240 million, respectively, in aggregate principal amount of UAL’s outstanding 6% convertible senior notes due 2029 held by such securityholders. The Company retired the 6% convertible senior notes acquired in the exchange.

In May 2013, UAL issued \$300 million aggregate principal amount of 6.375% Senior Notes due June 1, 2018. The notes are fully and unconditionally guaranteed and recorded by United on its balance sheet as debt.

On March 27, 2013, United and UAL entered into a new Credit and Guaranty Agreement (the “Credit Agreement”) as the borrower and guarantor, respectively. The Credit Agreement consists of a \$900 million term loan due April 1, 2019 and a \$1.0 billion revolving credit facility available for drawing until April 1, 2018. As of September 30, 2013, United had its entire capacity of \$1.0 billion available under the revolving credit facility. The obligations of United under the Credit Agreement are secured by liens on certain international route authorities between certain specified cities, certain take-off and landing rights and related assets of United.

Borrowings under the Credit Agreement bear interest at a variable rate equal to the London Interbank Offered Rate, subject to a 1% floor, plus a margin of 3.0% per annum, or another rate based on certain market interest rates, plus a margin of 2.0% per annum. The principal amount of the term loan must be repaid in consecutive quarterly installments of 0.25% of the original principal amount thereof, commencing on June 30, 2013, with any unpaid balance due on April 1, 2019. United may prepay all or a portion of the loan from time to time, at par plus accrued and unpaid interest. United pays a commitment fee equal to 0.75% per annum on the undrawn amount available under the revolving credit facility. Certain covenants in the Credit Agreement and in the Company’s indentures are summarized in Note 9 to the financial statements included in Part I, Item 1 of this report.

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On March 27, 2013, the Company used \$900 million from the Credit Agreement, together with approximately \$300 million of cash to retire the entire principal balance of a \$1.2 billion term loan due 2014 that was outstanding under United’s Amended and Restated Revolving Credit, Term Loan and Guaranty Agreement, dated as of February 2, 2007 (the “Amended Credit Facility”). The Amended Credit Facility was terminated concurrently with the repayment of the term loan. The Company also terminated the \$500 million revolving credit facility that it had previously entered into in December 2011. There were no outstanding borrowings under the revolving credit facility.

On February 1, 2013, United redeemed all of the \$400 million aggregate principal amount of its 9.875% Senior Secured Notes due 2013 and \$200 million aggregate principal amount of 12.0% Senior Second Lien Notes due 2013. On February 8, 2013, United redeemed all \$123 million aggregate principal amount of the B tranche of the 2006-1 EETC equipment notes due 2013. On April 1, 2013, United redeemed all of the \$180 million aggregate principal amount of the senior tranche of the 2006-1 EETC equipment notes due 2013.

**EETCs.**

In August 2013, December 2012 and October 2012, United created separate EETC pass-through trusts, each of which issued pass-through certificates. The proceeds of the issuance of the pass-through certificates are used to purchase equipment notes issued by United and secured by its aircraft. The Company records the debt obligation upon issuance of the equipment notes rather than upon the initial issuance of the pass-through certificates. The pass-through certificates represent fractional undivided interests in the respective pass-through trusts and are not obligations of United. The payment obligations under the equipment notes are those of United. Proceeds received from the sale of pass-through certificates are initially held by a depository in escrow for the benefit of the certificate holders until United issues equipment notes to the trust, which purchases such notes with a portion of the escrowed funds. These escrowed funds are not guaranteed by United and are not reported as debt on our consolidated balance sheet because the proceeds held by the depository are not United’s assets. United received the remaining proceeds from the 2012 EETC pass-through trusts in the third quarter of 2013 and United expects to receive all proceeds from the 2013 EETC pass-through trusts by the end of 2014. Certain details of the pass-through trusts, which were issued in 2013 or for which we received proceeds in 2013, are as follows (in millions, except interest rate):

| <u>EETC Date</u> | <u>Class</u> | <u>Principal</u> | <u>Final expected distribution date</u> | <u>Stated interest rate</u> | <u>Total debt recorded as of September 30, 2013</u> | <u>Proceeds received from issuance of debt in the nine months ended September 30, 2013</u> | <u>Remaining proceeds from issuance of debt to be received in future periods</u> |
|------------------|--------------|------------------|---|-----------------------------|---|--|--|
| August 2013      | A            | \$ 720           | August 2025                             | 4.3%                        | \$ —  | \$ —   | \$ 720   |
| August 2013      | B            | 209              | August 2021                             | 5.375%                      | —   | —  | 209  |
| December 2012    | C            | 425              | April 2018                              | 6.125%                      | 425   | 147  | —  |
| October 2012     | A            | 712              | October 2024                            | 4.0%                        | 712   | 465  | —  |
| October 2012     | B            | 132              | October 2020                            | 5.5%                        | 132   | 86   | —  |
|                  |              | <u>\$2,198</u>   |   |                             | <u>\$ 1,269</u>                                     | <u>\$ 698</u>  | <u>\$ 929</u>  |

**Commitments, Contingencies and Liquidity Matters**

As described in the 2012 Annual Report, the Company’s liquidity may be adversely impacted by a variety of factors, including, but not limited to, obligations associated with fuel hedge settlements and related collateral requirements, pension funding obligations, reserve requirements associated with credit card processing agreements, guarantees, commitments and contingencies. See the 2012 Annual Report and Notes 5, 7, 8 and 9 to the financial statements contained in Part I, Item 1 of this report for information related to these matters.

**RECONCILIATION OF GAAP TO NON-GAAP FINANCIAL MEASURES**

The Company evaluates its financial performance utilizing various GAAP and non-GAAP financial measures, including net income/loss and net earnings/loss per share. The non-GAAP financial measures in this report are presented because they provide management and investors the ability to measure and monitor the Company’s performance on a consistent basis. The Company believes that adjusting for special charges is useful to investors because they are non-recurring items not indicative of the Company’s on-going performance. A reconciliation of net income (loss) and diluted earnings (loss) per share to the non-GAAP financial measure of net income and diluted earnings per share, excluding special charges, for the three and nine months ended September 30 is as follows (in millions, except per share amounts):

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|   | Three Months Ended September 30, |   |                       |   | Nine Months Ended September 30, |   |                                 |   |
|---|----------------------------------|---|-----------------------|---|---------------------------------|---|---------------------------------|---|
|   | Net<br>Income<br>2013            | Diluted<br>Earnings<br>per<br>Share<br>2013 | Net<br>Income<br>2012 | Diluted<br>Earnings<br>per<br>Share<br>2012 | Net<br>Income<br>2013           | Diluted<br>Earnings<br>per<br>Share<br>2013 | Net<br>Income<br>(Loss)<br>2012 | Diluted<br>Earnings<br>(Loss)<br>per<br>Share<br>2012 |
| Net income (loss) — GAAP                        | \$ 379                           | \$ 0.98                                     | \$ 6                  | \$ 0.02                                     | \$ 431                          | \$ 1.15                                     | \$(103)                         | \$(0.31)  |
| Special charges, net                            | 211                              | 0.53  | 514                   | 1.33  | 355                             | 0.91  | 882                             | 2.37  |
| Net income excluding special charges — non-GAAP | <u>\$ 590</u>                    | <u>\$ 1.51</u>                              | <u>\$ 520</u>         | <u>\$ 1.35</u>                              | <u>\$ 786</u>                   | <u>\$ 2.06</u>                              | <u>\$ 779</u>                   | <u>\$ 2.06</u>  |

**CRITICAL ACCOUNTING POLICIES**

See “*Critical Accounting Policies*” in Management’s Discussion and Analysis of Financial Condition and Results of Operations in the 2012 Annual Report for a discussion of the Company’s critical accounting policies. See Notes 1 and 5 to the financial statements included in Part I, Item 1 of this report for a discussion of potential changes in accounting for revenue for the Company’s loyalty program and for changes related to the Company’s pension plans, respectively.

**FORWARD-LOOKING INFORMATION**

Certain statements throughout Management’s Discussion and Analysis of Financial Condition and Results of Operations and elsewhere in this report are forward-looking and thus reflect our current expectations and beliefs with respect to certain current and future events and financial performance. Such forward-looking statements are and will be subject to many risks and uncertainties relating to our operations and business environment that may cause actual results to differ materially from any future results expressed or implied in such forward-looking statements. Words such as “expects,” “will,” “plans,” “anticipates,” “indicates,” “believes,” “forecast,” “guidance,” “outlook” and similar expressions are intended to identify forward-looking statements.

Additionally, forward-looking statements include statements that do not relate solely to historical facts, such as statements which identify uncertainties or trends, discuss the possible future effects of current known trends or uncertainties, or which indicate that the future effects of known trends or uncertainties cannot be predicted, guaranteed or assured. All forward-looking statements in this report are based upon information available to us on the date of this report. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events, changed circumstances or otherwise, except as required by applicable law.

The Company’s actual results could differ materially from these forward-looking statements due to numerous factors including, without limitation, the following: its ability to comply with the terms of its various financing arrangements; the costs and availability of financing; its ability to maintain adequate liquidity; its ability to execute its operational plans, including optimizing its revenue; its ability to control its costs, including realizing benefits from its resource optimization efforts, cost reduction initiatives and fleet replacement programs; its ability to utilize its net operating losses; its ability to attract and retain customers; demand for transportation in the markets in which it operates; an outbreak of a disease that affects travel demand or travel behavior; demand for travel and the impact that global economic conditions have on customer travel patterns; excessive taxation and the inability to offset future taxable income; general economic conditions (including interest rates, foreign currency exchange rates, investment or credit market conditions, crude oil prices, costs of aircraft fuel and energy refining capacity in relevant markets); its ability to cost-effectively hedge against increases in the price of aircraft fuel; any potential realized or unrealized gains or losses related to fuel or currency hedging programs; the effects of any hostilities, act of war or terrorist attack; the ability of other air carriers with whom the Company has alliances or partnerships to provide the services contemplated by the respective arrangements with such carriers; the costs and availability of aviation and other insurance; industry consolidation or changes in airline alliances; competitive pressures on pricing and on demand; its capacity decisions and the capacity decisions of its competitors; U.S. or foreign governmental legislation, regulation and other actions (including open skies agreements and environmental regulations); labor costs; its ability to maintain satisfactory labor relations and the results of the collective bargaining agreement process with its union groups; any disruptions to operations due to any potential actions by its labor groups; weather conditions; the possibility that expected merger synergies will not be realized or will not be realized within the expected time period; and other risks and uncertainties set forth under Item 1A., “Risk Factors” of the 2012 Annual Report and Part II, Item 1A., “Risk Factors” of this report, as well as other risks and uncertainties set forth from time to time in the reports the Company files with the U.S. Securities and Exchange Commission (the “SEC”).

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

There have been no material changes in market risk from the information provided in Item 7A. “Quantitative and Qualitative Disclosures About Market Risk” in our 2012 Annual Report except as follows:

Aircraft Fuel. As of September 30, 2013, the Company had hedged approximately 45%, 23% and 1% of its projected fuel requirements (428 million, 901 million and 25 million gallons, respectively) for the remainder of 2013, 2014 and 2015, respectively, with commonly used financial hedge instruments based on aircraft fuel or closely related commodities, such as heating oil, diesel fuel and crude oil. As of September 30, 2013, the Company had fuel hedges expiring through March 2015.

At September 30, 2013, fuel derivatives were in a net asset position of \$52 million. See Note 7 to the financial statements included in Part I, Item 1 of this report for additional information related to fuel hedges.

**ITEM 4. CONTROLS AND PROCEDURES.**

The Company maintains controls and procedures that are designed to ensure that information required to be disclosed in the reports filed or submitted to the SEC is recorded, processed, summarized and reported, within the time periods specified by the SEC’s rules and forms, and is accumulated and communicated to management, including the Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure. The Company’s management, including the Chief Executive Officer and Chief Financial Officer, performed an evaluation to conclude with reasonable assurance that UAL’s and United’s disclosure controls and procedures were designed and operating effectively to report the information each company is required to disclose in the reports they file with the SEC on a timely basis. Based on that evaluation, the Chief Executive Officer and the Chief Financial Officer of UAL and United have concluded that as of September 30, 2013, disclosure controls and procedures of each of UAL and United were effective.

***Changes in Internal Control over Financial Reporting during the Quarter Ended September 30, 2013***

During the three months ended September 30, 2013, there were no changes in UAL’s or United’s internal controls over financial reporting that materially affected, or are reasonably likely to materially affect, their internal controls over financial reporting (as defined in rules 13a-15(f) and 15d-15(f) under the Securities Exchange Act of 1934).

## PART II. OTHER INFORMATION

### ITEM 1. LEGAL PROCEEDINGS.

See Part I, Item 3., “Legal Proceedings” of the 2012 Annual Report and the Company’s Form 10-Q for the quarter ended June 30, 2013 (the “Second Quarter 2013 Form 10-Q”) for a description of legal proceedings. The disclosure below includes updates to the legal proceedings disclosures included in the 2012 Annual Report, which are in addition to, and not in lieu of, those disclosures contained in the 2012 Annual Report and Second Quarter 2013 Form 10-Q.

#### *Brazil Air Cargo Investigation*

In April 2008, Brazilian antitrust authorities initiated an administrative proceeding in order to verify the existence of a cartel among certain airlines for the determination and implementation of a fuel surcharge, including United and its cargo manager. On January 4, 2010, the Economic Law Secretariat of Brazil issued an opinion recommending that civil penalties be assessed against all parties being investigated, including United, to the Administrative Counsel of Economic Defense (“CADE”), which is charged with making a determination on the matter. On August 30, 2011, the Brazil Federal Public Prosecutor issued a contrary opinion to CADE, recommending the dismissal of the proceedings against United and its cargo manager. On August 28, 2013, CADE’s commissioners, by unanimous vote, found that United and its cargo manager did not participate in the fuel surcharge cartel, dropping United and its cargo manager in a final determination of no liability.

### ITEM 1A. RISK FACTORS.

See Part I, Item 1A., “Risk Factors,” of the 2012 Annual Report, Part II, Item 1A., “Risk Factors” of the Company’s Form 10-Q for the quarter ended March 31, 2013 (the “First Quarter 2013 Form 10-Q”) and the Second Quarter 2013 Form 10-Q for a detailed discussion of the risk factors affecting UAL and United. The disclosure below includes updates to certain risk factor disclosures included in the 2012 Annual Report, which are in addition to, and not in lieu of, those disclosures contained in the 2012 Annual Report, the First Quarter 2013 Form 10-Q and the Second Quarter 2013 Form 10-Q.

*Union disputes, employee strikes or slowdowns, and other labor-related disruptions, as well as the integration of United’s workforces in connection with the October 1, 2010 merger (the “Merger”), present the potential for a delay in achieving expected Merger synergies, could adversely affect the Company’s operations, and could result in increased costs that impair its financial performance.*

United is a highly unionized company. As of September 30, 2013, United and its subsidiaries had approximately 88,000 active employees, of whom approximately 80% were represented by various U.S. labor organizations.

The successful integration of United’s workforces in connection with the Merger and achievement of the anticipated benefits of the combined company depend in part on integrating employee groups and maintaining productive employee relations. In order to fully integrate the pre-Merger represented employee groups, the Company must negotiate a joint collective bargaining agreement covering each combined group. The process for integrating the labor groups is governed by a combination of the Railway Labor Act (the “RLA”), the McCaskill-Bond Amendment, and where applicable, the existing provisions of collective bargaining agreements and union policy. A delay in or failure to integrate employee groups presents the potential for delays in achieving expected Merger synergies, increased operating costs and labor disputes that could adversely affect our operations.

During third quarter 2013, the Company accepted an integrated seniority list for its pilots from the Air Line Pilots Association, International. The Company also reached tentative agreements with respect to joint collective bargaining agreements with the International Association of Machinists (“IAM”) for the fleet service, passenger service and storekeeper work groups, subject to ratification by IAM members. We are currently in the process of negotiating joint collective bargaining agreements with our technicians, flight attendants and dispatchers.

The Company can provide no assurance that a successful or timely resolution of labor negotiations for all amendable collective bargaining agreements will be achieved. There is a risk that unions or individual employees might pursue judicial or arbitral claims arising out of changes implemented as a result of the Merger. There is also a possibility that employees or unions could engage in job actions such as slow-downs, work-to-rule campaigns, sick-outs or other actions designed to disrupt the Company’s normal operations, in an attempt to pressure the Company in collective bargaining negotiations. Although the RLA makes such actions unlawful until the parties have been lawfully released to self-help, and the Company can seek injunctive relief against premature self-help, such actions can cause significant harm even if ultimately enjoined. In addition, achieving joint collective bargaining agreements, including the pilot agreement, with our represented employee groups is likely to increase our labor costs, which increase could be material.

***Increases in insurance costs or reductions in insurance coverage may materially and adversely impact the Company's results of operations and financial condition.***

Following the terrorist attacks on September 11, 2001, the Company's insurance costs increased significantly and the availability of third-party war risk (terrorism) insurance decreased significantly. The Company has obtained third-party war risk (terrorism) insurance through a special program administered by the FAA (the "FAA"). The FAA's statutory authority to provide war risk insurance to air carriers expires on January 15, 2014. An extension of such authority will require legislation by the U.S. Congress. Should the government discontinue this coverage, obtaining comparable coverage from commercial underwriters could result in substantially higher premiums and more restrictive terms. If the Company is unable to obtain adequate third-party war risk (terrorism) insurance, its business could be materially and adversely affected.

If any of the Company's aircraft were to be involved in an accident or if the Company's property or operations were to be affected by a significant natural catastrophe or other event, the Company could be exposed to significant liability or loss. If the Company is unable to obtain sufficient insurance (including aviation hull and liability insurance and property and business interruption coverage) to cover such liabilities or losses, whether due to insurance market conditions or otherwise, its results of operations and financial condition could be materially and adversely affected.



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**ITEM 6. EXHIBITS.**

A list of exhibits included as part of this Form 10-Q is set forth in an Exhibit Index that immediately precedes the exhibits.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, each registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized. The signature for each undersigned company shall be deemed to relate only to matters having reference to such company or its subsidiaries.

United Continental Holdings, Inc.  
(Registrant)

Date: October 24, 2013

By: /s/ John D. Rainey  
John D. Rainey  
Executive Vice President and Chief Financial Officer  
(principal financial officer)

Date: October 24, 2013

By: /s/ Chris Kenny  
Chris Kenny  
Vice President and Controller  
(principal accounting officer)

United Airlines, Inc.  
(Registrant)

Date: October 24, 2013

By: /s/ John D. Rainey  
John D. Rainey  
Executive Vice President and Chief Financial Officer  
(principal financial officer)

Date: October 24, 2013

By: /s/ Chris Kenny  
Chris Kenny  
Vice President and Controller  
(principal accounting officer)

**EXHIBIT INDEX**

| <u>Exhibit No.</u> | <u>Registrant</u> | <u>Exhibit</u>  |
|--------------------|-------------------|---|
| *4.1               | UAL<br>United     | Second Supplemental Indenture, dated as of September 13, 2013, among United Continental Holdings, Inc., as Issuer, United Airlines, Inc., as Guarantor, and The Bank of New York Mellon Trust Company, N.A., as Trustee (filed as Exhibit 4.1 to UAL's Form 8-K filed on September 19, 2013, Commission file number 1-6033, and incorporated herein by reference) |
| ^10.1              | UAL<br>United     | Supplemental Agreement No. 61 to Purchase Agreement No. 1951, dated September 11, 2013, between The Boeing Company ("Boeing") and United Airlines, Inc.   |
| ^10.2              | UAL<br>United     | Supplemental Agreement No. 04 to Purchase Agreement Number PA-03784, dated September 11, 2013, between Boeing and United Airlines, Inc.   |
| 10.3               | UAL<br>United     | Purchase Agreement Assignment, dated October 23, 2013, between United Continental Holdings, Inc. and United Airlines, Inc.  |
| 12.1               | UAL               | United Continental Holdings, Inc. and Subsidiary Companies Computation of Ratio of Earnings to Fixed Charges and Ratio of Earnings to Fixed Charges and Preferred Stock Dividend Requirements   |
| 12.2               | United            | United Airlines, Inc. and Subsidiary Companies Computation of Ratio of Earnings to Fixed Charges and Ratio of Earnings to Fixed Charges and Preferred Stock Dividend Requirements   |
| 31.1               | UAL               | Certification of the Principal Executive Officer of United Continental Holdings, Inc. Pursuant to 15 U.S.C. 78m(a) or 78o(d) (Section 302 of the Sarbanes-Oxley Act of 2002)  |
| 31.2               | UAL               | Certification of the Principal Financial Officer of United Continental Holdings, Inc. Pursuant to 15 U.S.C. 78m(a) or 78o(d) (Section 302 of the Sarbanes-Oxley Act of 2002)  |
| 31.3               | United            | Certification of the Principal Executive Officer of United Airlines, Inc. Pursuant to 15 U.S.C. 78m(a) or 78o(d) (Section 302 of the Sarbanes-Oxley Act of 2002)  |
| 31.4               | United            | Certification of the Principal Financial Officer of United Airlines, Inc. Pursuant to 15 U.S.C. 78m(a) or 78o(d) (Section 302 of the Sarbanes-Oxley Act of 2002)  |
| 32.1               | UAL               | Certification of the Chief Executive Officer and Chief Financial Officer of United Continental Holdings, Inc. Pursuant to 18 U.S.C. 1350 (Section 906 of the Sarbanes-Oxley Act of 2002)  |
| 32.2               | United            | Certification of the Chief Executive Officer and Chief Financial Officer of United Airlines, Inc. Pursuant to 18 U.S.C. 1350 (Section 906 of the Sarbanes-Oxley Act of 2002)  |
| 101.1              | UAL<br>United     | XBRL Instance Document  |
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| 101.4              | UAL<br>United     | XBRL Taxonomy Extension Definition Linkbase Document  |
| 101.5              | UAL<br>United     | XBRL Taxonomy Extension Labels Linkbase Document  |
| 101.6              | UAL<br>United     | XBRL Taxonomy Extension Presentation Linkbase Document  |

\* Previously filed

^ Confidential portion of this exhibit has been omitted and filed separately with the SEC pursuant to a request for confidential treatment

Supplemental Agreement No. 61

to

Purchase Agreement No. 1951

(the Agreement)

Between

The Boeing Company

and

United Airlines, Inc.

Relating to Boeing Model 737 Aircraft

THIS SUPPLEMENTAL AGREEMENT is entered into as of September 11, 2013 by and between THE BOEING COMPANY (**Boeing**) and UNITED AIRLINES, INC. (formerly known as Continental Airlines, Inc. and successor by merger to United Air Lines, Inc.) (**Customer**);

WHEREAS, the parties hereto entered into Purchase Agreement No. 1951 dated July 23, 1996 (as amended and supplemented, the **Purchase Agreement**) relating to the purchase and sale of Boeing Model 737 aircraft (**Aircraft**). This Supplemental Agreement is an amendment to the Purchase Agreement;

WHEREAS, Boeing and Customer agree to revise the delivery month for \*\*\* Aircraft, as follows:

Original Delivery Month  
\*\*\*

New Delivery Month  
\*\*\*

Serial Number  
\*\*\*

CONFIDENTIAL MATERIAL APPEARING IN THIS DOCUMENT HAS BEEN OMITTED AND FILED SEPARATELY WITH THE SECURITIES AND EXCHANGE COMMISSION IN ACCORDANCE WITH THE SECURITIES ACT OF 1933, AS AMENDED, AND RULE 24B-2 PROMULGATED THEREUNDER. OMITTED INFORMATION HAS BEEN REPLACED WITH ASTERISKS.

P.A. 1951

SA 61-1

WHEREAS, Boeing and Customer agree to \*\*\* Option Aircraft, as follows ( **\*\*\* Options**):

Delivery Month  
\*\*\*

Quantity  
\*\*\*

WHEREAS, Boeing and Customer agree that the \*\*\* by Boeing for the \*\*\* Options will be retained by Boeing \*\*\* .

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

1. Table of Contents, Articles, Tables, Exhibits, and Letter Agreements:

1.1 Remove and replace, in its entirety, the "Table of Contents", with the "Table of Contents" attached hereto, to reflect the changes made by this Supplemental Agreement No. 61.

1.2 Remove and replace, in their entirety, page T-6-1, page T-6-2 and page T-6-3 to Table 1, with the revised page T-6-1, page T-6-2 and page T-6-3 to Table 1 attached hereto to reflect the above revisions.

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

[The remainder of this page is intentionally blank. Signature page follows.]

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Supplemental Agreement No. 61 to  
Purchase Agreement No. 1951

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

THE BOEING COMPANY

UNITED AIRLINES, INC.

/s/ \*\*\*

/s/ Gerald Laderman

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Attorney-in-Fact

\_\_\_\_\_  
Senior Vice President – Finance and Treasurer

Title

Title

P.A. 1951

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DATED AS OF:

October 10, 1996  
March 5, 1997  
July 17, 1997  
October 10, 1997  
May 21, 1998  
July 30, 1998  
November 12, 1998  
December 7, 1998  
February 18, 1999  
March 19, 1999  
May 14, 1999  
July 2, 1999  
October 13, 1999  
December 13, 1999  
January 13, 2000  
March 17, 2000  
May 16, 2000  
September 11, 2000  
October 31, 2000  
December 21, 2000  
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May 23, 2001  
June 29, 2001  
August 31, 2001  
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November 6, 2002  
April 1, 2003  
August 19, 2003  
November 4, 2003  
August 20, 2004  
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June 22, 2005  
June 30, 2005  
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June 25, 2008  
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January 29, 2009  
May 1, 2009  
July 23, 2009  
August 5, 2009  
August 31, 2009  
December 23, 2009  
March 1, 2010  
March 31, 2010  
August 12, 2010  
March 2, 2011  
January 6, 2012  
July 12, 2012  
October 7, 2012  
**September 11, 2013**

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**Table 1 to Purchase Agreement 1951  
Aircraft Deliveries and Descriptions  
Model 737-900ER Aircraft**

|   |             |            |
|---|-------------|------------|
| <b>Airframe Model/MTOW:</b>                       | 737-900ER   | *** pounds |
| <b>Engine Model/Thrust:</b>                       | CFM56-7B*** | *** pounds |
| <b>Airframe Price:</b>                            | \$          | ***        |
| <b>Optional Features:</b>                         | \$          | ***        |
| <b>Sub-Total of Airframe and Features:</b>        | \$          | ***        |
| <b>Engine Price (Per Aircraft):</b>               | \$          | ***        |
| <b>Aircraft Basic Price (Excluding BFE/SPE):</b>  | \$          | ***        |
| <b>Buyer Furnished Equipment (BFE) Estimate:</b>  | \$          | ***        |
| <b>Seller Purchased Equipment (SPE) Estimate:</b> | \$          | ***        |
| <b>*** Deposit/Aircraft at Proposal Accept:</b>   | \$          | ***        |

|  |              |
|--|--------------|
| <b>Detail Specification:</b>               | ***          |
| <b>Airframe Price Base Year/Escalation</b> |              |
| <b>Formula:</b>                            | ***      *** |
| <b>Engine Price Base Year/Escalation</b>   |              |
| <b>Formula:</b>                            | ***      *** |
| <br>                                       |              |
| <b>Airframe Escalation Data:</b>           |              |
| <b>Base Year Index (ECI):</b>              | ***          |
| <b>Base Year Index (CPI):</b>              | ***          |

| Delivery Date | Number of Aircraft | Escalation Factor (Airframe) | Serial Number | Escalation Estimate Adv Payment Base Price Per A/P | Advance Payment Per Aircraft (Amts. Due/Mos. Prior to Delivery): |     |     |     |     |    |     |
|---------------|--------------------|------------------------------|---------------|--|--|-----|-----|-----|-----|----|-----|
|               |                    |                              |               |  | ***  | *** | *** | *** |     |    |     |
| ***           | ***                | ***                          | ***           | \$   | ***  | \$  | *** | \$  | *** | \$ | *** |
| ***           | ***                | ***                          | ***           | \$   | ***  | \$  | *** | \$  | *** | \$ | *** |
| ***           | ***                | ***                          | ***           | \$   | ***  | \$  | *** | \$  | *** | \$ | *** |
| ***           | ***                | ***                          | ***           | \$   | ***  | \$  | *** | \$  | *** | \$ | *** |
| ***           | ***                | ***                          | ***           | \$   | ***  | \$  | *** | \$  | *** | \$ | *** |
| ***           | ***                | ***                          | ***           | \$   | ***  | \$  | *** | \$  | *** | \$ | *** |
| ***           | ***                | ***                          | ***           | \$   | ***  | \$  | *** | \$  | *** | \$ | *** |
| ***           | ***                | ***                          | ***           | \$   | ***  | \$  | *** | \$  | *** | \$ | *** |
| ***           | ***                | ***                          | ***           | \$   | ***  | \$  | *** | \$  | *** | \$ | *** |
| ***           | ***                | ***                          | ***           | \$   | ***  | \$  | *** | \$  | *** | \$ | *** |
| ***           | ***                | ***                          | ***           | \$   | ***  | \$  | *** | \$  | *** | \$ | *** |
| ***           | ***                | ***                          | ***           | \$   | ***  | \$  | *** | \$  | *** | \$ | *** |
| ***           | ***                | ***                          | ***           | \$   | ***  | \$  | *** | \$  | *** | \$ | *** |
| ***           | ***                | ***                          | ***           | \$   | ***  | \$  | *** | \$  | *** | \$ | *** |
| ***           | ***                | ***                          | ***           | \$   | ***  | \$  | *** | \$  | *** | \$ | *** |
| ***           | ***                | ***                          | ***           | \$   | ***  | \$  | *** | \$  | *** | \$ | *** |
| ***           | ***                | ***                          | ***           | \$   | ***  | \$  | *** | \$  | *** | \$ | *** |
| ***           | ***                | ***                          | ***           | \$   | ***  | \$  | *** | \$  | *** | \$ | *** |
| ***           | ***                | ***                          | ***           | \$   | ***  | \$  | *** | \$  | *** | \$ | *** |



**Table 1 to Purchase Agreement 1951  
Aircraft Deliveries and Descriptions  
Model 737-900ER Aircraft**

| Delivery Date | Number of Aircraft | Escalation Factor (Airframe) | Serial Number | Escalation Estimate | Adv Payment Base Price Per A/P | Advance Payment Per Aircraft (Amts. Due/Mos. Prior to Delivery): |        |        |        |
|---------------|--------------------|------------------------------|---------------|---------------------|--------------------------------|--|--------|--------|--------|
|               |                    |                              |               |                     |                                | ***  | ***    | ***    | ***    |
| ***           | ***                | ***                          | ***           | *****               | \$ ***                         | \$ ***   | \$ *** | \$ *** | \$ *** |
| Total:        | 43                 |                              |               |                     |                                |  |        |        |        |

\*\*\*

\* \*\*\* Escalation Factors \*\*\*  
 \*\* \*\*\* Escalation Factors \*\*\*  
 \*\*\* \*\*\* Escalation Factors \*\*\*  
 \*\*\*\* \*\*\* Escalation Factors \*\*\*  
 \*\*\*\*\* **Escalation Factors** \*\*\*

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Boeing / Continental Airlines, Inc. Proprietary

SA 61

**Table 1 to Purchase Agreement 1951  
Aircraft Deliveries and Descriptions  
Model 737-900ER Aircraft**

\*\*\*

|   |             |            |
|---|-------------|------------|
| <b>Airframe Model/MTOW:</b>                       | 737-***     | *** pounds |
| <b>Engine Model/Thrust:</b>                       | CFM56-7B*** | *** pounds |
| <b>Airframe Price:</b>                            | \$          | ***        |
| <b>Optional Features:</b>                         | \$          | ***        |
| <b>Sub-Total of Airframe and Features:</b>        | \$          | ***        |
| <b>Engine Price (Per Aircraft):</b>               | \$          | ***        |
| <b>Aircraft Basic Price (Excluding BFE/SPE):</b>  | \$          | ***        |
| <b>Buyer Furnished Equipment (BFE) Estimate:</b>  | \$          | ***        |
| <b>Seller Purchased Equipment (SPE) Estimate:</b> | \$          | ***        |
| <b>*** Deposit/Aircraft at Proposal Accept:</b>   | \$          | ***        |

|   |     |
|---|-----|
| <b>Detail Specification:</b>                        | *** |
| <b>Airframe Price Base Year/Escalation Formula:</b> | *** |
| <b>Engine Price Base Year/Escalation Formula:</b>   | *** |

**Airframe Escalation Data:**

|                               |     |
|-------------------------------|-----|
| <b>Base Year Index (ECI):</b> | *** |
| <b>Base Year Index (CPI):</b> | *** |

| Delivery Date | Number of Aircraft | Escalation Factor (Airframe) | Serial Number | Escalation Estimate Adv Payment Base Price Per A/P | Advance Payment Per Aircraft (Amts. Due/Mos. Prior to Delivery): |       |       |       |
|---------------|--------------------|------------------------------|---------------|--|--|-------|-------|-------|
|               |                    |                              |               |  | ***  | ***   | ***   | ***   |
| ***           | ***                | ***                          | ***           | \$***  | \$***  | \$*** | \$*** | \$*** |
| Total:        | ***                |                              |               |  |  |       |       |       |

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**Attachment B to  
Letter Agreement 1951-9R20  
Option Aircraft Delivery, Description, Price and Advance Payments**

|  |             |       |
|--|-------------|-------|
| <b>Airframe Model/MTOW:</b>                              | 737-700     | ***   |
| <b>Engine Model/Thrust:</b>                              | CFM56-7B*** |       |
| <b>Airframe Price:</b>                                   |             | \$*** |
| <b>Optional Features:</b>                                |             | \$*** |
| <b>Sub-Total of Airframe and Features:</b>               |             | \$*** |
| <b>Engine Price (Per Aircraft):</b>                      |             | \$*** |
| <b>Aircraft Basic Price (Excluding BFE/SPE):</b>         |             | \$*** |
| <b>Buyer Furnished Equipment (BFE) Estimate:</b>         |             | \$*** |
| <b>Seller Purchased Equipment (SPE) Estimate:</b>        |             | \$*** |
| <b>Non-Refundable Deposit/Aircraft at Def Agreement:</b> |             | \$*** |

|   |  |         |
|---|--|---------|
| <b>Detail Specification:</b>                        |  | ***     |
| <b>Airframe Price Base Year/Escalation Formula:</b> |  | *** *** |
| <b>Engine Price Base Year/Escalation Formula:</b>   |  | *** *** |
| <b><u>Airframe Escalation Data:</u></b>             |  |         |
| <b>Base Year Index (ECI):</b>                       |  | ***     |
| <b>Base Year Index (CPI):</b>                       |  | ***     |

| Delivery Date | Number of Aircraft | Escalation Factor (Airframe) | Escalation Estimate Adv Payment Base Price Per A/P | Advance Payment Per Aircraft (Amts. Due/Mos. Prior to Delivery): |        |        |        |
|---------------|--------------------|------------------------------|--|--|--------|--------|--------|
|               |                    |                              |  | ***  | ***    | ***    | ***    |
| ***           | ***                | ***                          | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |
| Total:        | ***                |                              |  |  |        |        |        |

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\*\*\*

Boeing Proprietary

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Page 1 of 1

Supplemental Agreement No. 04

to

Purchase Agreement Number PA-03784

(the Agreement)

Between

The Boeing Company

and

United Airlines, Inc.

Relating to Boeing Model 737-900ER Aircraft

THIS SUPPLEMENTAL AGREEMENT is entered into as of September 11, 2013 by and between THE BOEING COMPANY (**Boeing**) and UNITED AIRLINES, INC. (formerly known as Continental Airlines, Inc. and successor by merger to United Air Lines, Inc.) (**Customer**);

WHEREAS, the parties hereto entered into Purchase Agreement No. 3784 dated July 12, 2012 ( **Purchase Agreement** ), as amended and supplemented, relating to the purchase and sale of Boeing Model 737 aircraft ( **Aircraft** ). This Supplemental Agreement is an amendment to the Purchase Agreement;

WHEREAS, Boeing and Customer agree to revise the delivery month for \*\*\* Aircraft, as follows:

|                                |                           |                      |
|--------------------------------|---------------------------|----------------------|
| <u>Original Delivery Month</u> | <u>New Delivery Month</u> | <u>Serial Number</u> |
| ***                            | ***                       | ***                  |

WHEREAS, Boeing and Customer agree to revise the delivery month for \*\*\* Option Aircraft, as follows:

|                                |                           |
|--------------------------------|---------------------------|
| <u>Original Delivery Month</u> | <u>New Delivery Month</u> |
| ***                            | ***                       |

WHEREAS Boeing and Customer agree that for those Option Aircraft scheduled to deliver in \*\*, as of the date of this Supplemental Agreement ( \*\* ), the option exercise lead time will be \*\*\* months \*\* .

CONFIDENTIAL MATERIAL APPEARING IN THIS DOCUMENT HAS BEEN OMITTED AND FILED SEPARATELY WITH THE SECURITIES AND EXCHANGE COMMISSION IN ACCORDANCE WITH THE SECURITIES ACT OF 1933, AS AMENDED, AND RULE 24B-2 PROMULGATED THEREUNDER. OMITTED INFORMATION HAS BEEN REPLACED WITH ASTERISKS.

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WHEREAS Boeing and Customer agree that the \*\*\* schedule defined in Letter Agreement UAL-PA-03784-LA-1208155 will be revised for the \*\*\* to \*\*\* prior to delivery until \*\*\* Aircraft delivery. \*\*\* prior to delivery.

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

1. Table of Contents, Articles, Tables, Exhibits, and Letter Agreements:

1.1 Remove and replace, in its entirety, the “Table of Contents”, with the “Table of Contents” attached hereto, to reflect the changes made by this Supplemental Agreement No. 04.

1.2 Remove and replace, in its entirety, “Table 1” with the “Table 1” attached hereto to reflect the above revisions.

1.3 Remove and replace, in its entirety, Letter Agreement UAL-PA-03784-LA-1207879R1, “Option Aircraft”, with the Letter Agreement UAL-PA-03784-LA-1207879R2 attached hereto to reflect the above revisions.

1.4 Remove and replace, in its entirety, Letter Agreement UAL-PA-03784-LA-1208155, “\*\*\* Matters”, with the Letter Agreement UAL-PA-03784-LA-1208155R1 attached hereto to reflect the above revisions.

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

[The remainder of this page is intentionally blank. Signature page follows.]

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Supplemental Agreement No. 04 to  
Purchase Agreement PA-03784

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

THE BOEING COMPANY

UNITED AIRLINES, INC.

/s/ \*\*\*

/s/ Gerald Laderman

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Attorney-in-Fact

\_\_\_\_\_  
Senior Vice President – Finance and Treasurer

Title

Title

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| Article 1. | Quantity, Model and Description |
| Article 2. | Delivery Schedule               |
| Article 3. | Price                           |
| Article 4. | Payment                         |
| Article    |                                 |
| 5.         | Additional Terms                |

**TABLE**

|           |                                   |           |
|-----------|-----------------------------------|-----------|
| <b>1.</b> | <b>Aircraft Information Table</b> | <b>04</b> |
|-----------|-----------------------------------|-----------|

**EXHIBIT**

|    |   |
|----|---|
| A. | Aircraft Configuration                              |
| B. | Aircraft Delivery Requirements and Responsibilities |

**SUPPLEMENTAL EXHIBITS**

|       |  |
|-------|--|
| AE1.  | Escalation Adjustment/Airframe and Optional Features |
| BFE1. | BFE Variables  |
| CS1.  | Customer Support Variables                           |
| EE1.  | Engine Escalation, Engine Warranty ***               |
| SLP1. | Service Life Policy Components                       |

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**BOEING / UNITED AIR LINES, INC. PROPRIETARY**

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| <u>LETTER AGREEMENTS</u>         | <u>TITLE</u>                        | <u>SA Number</u> |
|----------------------------------|-------------------------------------|------------------|
| UAL-PA-03784-LA-1207868          | Performance Guarantees              |                  |
| UAL-PA-03784-LA-1207870          | Spare Parts Initial Provisioning    |                  |
| UAL-PA-03784-LA-1207871          | Special Matters                     |                  |
| UAL-PA-03784-LA-1207878          | Demonstration Flight Waiver         |                  |
| <b>UAL-PA-03784-LA-1207879R2</b> | <b>Option Aircraft</b>              | <b>04</b>        |
|                                  | <b>Attachment A</b>                 | <b>04</b>        |
| UAL-PA-03784-LA-1207881          | Seller Purchased Equipment          |                  |
| <b>UAL-PA-03784-LA-1208155R1</b> | *** Matters                         | <b>04</b>        |
| UAL-PA-03784-LA-1208156          | ***                                 |                  |
| UAL-PA-03784-LA-1208172          | ***                                 |                  |
| UAL-PA-03784-LA-1208173          | ***                                 |                  |
| UAL-PA-03784-LA-1207869          | 737 Production Adjustments          |                  |
| UAL-PA-03784-LA-1208938          | Privileged and Confidential Matters |                  |
| UAL-PA-03784-LA-1209039          | Aircraft Model Substitution         |                  |
| UAL-PA-03784-LA-1209115          | ***                                 |                  |
| UAL-PA-03784-LA-1300306          | Aircraft Reschedule – ***           | 02               |
| UAL-PA-03784                     |                                     | SA-4             |

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**SUPPLEMENTAL AGREEMENTS  
DATED AS OF**

Supplemental Agreement No. 01

September 27, 2012

Supplemental Agreement No. 02

March 1, 2013

Supplemental Agreement No. 03

June 27, 2013

**Supplemental Agreement No. 04**

**September 11, 2013**

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**BOEING / UNITED AIR LINES, INC. PROPRIETARY**

**Table 1 To**  
**Purchase Agreement No. 03784**  
**737-900ER Aircraft Delivery, Description, Price and Advance Payments**

|   |             |            |
|---|-------------|------------|
| <b>Airframe Model/MTOW:</b>                       | 737-900ER   | *** pounds |
| <b>Engine Model/Thrust:</b>                       | CFM56-7B*** | *** pounds |
| <b>Airframe Price:</b>                            | \$          | ***        |
| <b>Optional Features:</b>                         | \$          | ***        |
| <b>Sub-Total of Airframe and Features:</b>        | \$          | ***        |
| <b>Engine Price (Per Aircraft):</b>               | \$          | ***        |
| <b>Aircraft Basic Price (Excluding BFE/SPE):</b>  | \$          | ***        |
| <b>Buyer Furnished Equipment (BFE) Estimate:</b>  | \$          | ***        |
| <b>Seller Purchased Equipment (SPE) Estimate:</b> | \$          | ***        |
| <b>Deposit per Aircraft:</b>                      | \$          | ***        |

|   |     |
|---|-----|
| <b>Detail Specification:</b>                        | *** |
| <b>Airframe Price Base Year/Escalation Formula:</b> | *** |
| <b>Engine Price Base Year/Escalation Formula:</b>   | *** |
| <b>Airframe Escalation Data:</b>                    |     |
| <b>Base Year Index (ECI):</b>                       | *** |
| <b>Base Year Index (CPI):</b>                       | *** |

| Delivery Date | Number of Aircraft | Escalation Factor (Airframe) | Serial Number | Escalation Forecast | Escalation Estimate Adv Payment Base Price Per A/P | Advance Payment Per Aircraft (Amts. Due/Mos. Prior to Delivery): |        |        |        |
|---------------|--------------------|------------------------------|---------------|---------------------|--|--|--------|--------|--------|
|               |                    |                              |               |                     |  | ***  | ***    | ***    | ***    |
|               |                    |                              |               |                     |  | ***  | ***    | ***    | ***    |
| ***           | ***                | ***                          | ***           | ***                 | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |
| ***           | ***                | ***                          | ***           | ***                 | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |
| ***           | ***                | ***                          | ***           | ***                 | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |
| ***           | ***                | ***                          | ***           | ***                 | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |
| ***           | ***                | ***                          | ***           | ***                 | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |
| ***           | ***                | ***                          | ***           | ***                 | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |
| ***           | ***                | ***                          | ***           | ***                 | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |
| ***           | ***                | ***                          | ***           | ***                 | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |
| ***           | ***                | ***                          | ***           | ***                 | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |
| ***           | ***                | ***                          | ***           | ***                 | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |

**Table 1 To**  
**Purchase Agreement No. 03784**  
**737-900ER Aircraft Delivery, Description, Price and Advance Payments**

| Delivery<br>Date | Number<br>of<br>Aircraft | Escalation<br>Factor<br>(Airframe) | Serial<br>Number | Escalation<br>Forecast | Escalation Estimate<br>Adv Payment Base<br>Price Per A/P | Advance Payment Per Aircraft (Amts. Due/Mos. Prior to Delivery): |        |        |        |
|------------------|--------------------------|------------------------------------|------------------|------------------------|--|--|--------|--------|--------|
|                  |                          |                                    |                  |                        |  | ***  | ***    | ***    | ***    |
|                  |                          |                                    |                  |                        |  | ***  | ***    | ***    | ***    |
| ***              | ***                      | ***                                | ***              | ***                    | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |
| ***              | ***                      | ***                                | ***              | ***                    | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |
| ***              | ***                      | ***                                | ***              | ***                    | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |
| ***              | ***                      | ***                                | ***              | ***                    | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |
| ***              | ***                      | ***                                | ***              | ***                    | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |
| ***              | ***                      | ***                                | ***              | ***                    | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |
| ***              | ***                      | ***                                | ***              | ***                    | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |
| ***              | ***                      | ***                                | ***              | ***                    | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |
| ***              | ***                      | ***                                | ***              | ***                    | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |
| ***              | ***                      | ***                                | ***              | ***                    | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |
| ***              | ***                      | ***                                | ***              | ***                    | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |
| ***              | ***                      | ***                                | ***              | ***                    | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |
| ***              | ***                      | ***                                | ***              | ***                    | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |
| ***              | ***                      | ***                                | ***              | ***                    | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |
| ***              | ***                      | ***                                | ***              | ***                    | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |
| ***              | ***                      | ***                                | ***              | ***                    | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |
| ***              | ***                      | ***                                | ***              | ***                    | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |
| ***              | ***                      | ***                                | ***              | ***                    | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |
| ***              | ***                      | ***                                | ***              | ***                    | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |
| ***              | ***                      | ***                                | ***              | ***                    | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |
| ***              | ***                      | ***                                | ***              | ***                    | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |
| ***              | ***                      | ***                                | ***              | ***                    | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |
| ***              | ***                      | ***                                | ***              | ***                    | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |
| ***              | ***                      | ***                                | ***              | ***                    | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |
| ***              | ***                      | ***                                | ***              | ***                    | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |





The Boeing Company  
P.O. Box 3707  
Seattle, WA 98124-2207

UAL-PA-03784-LA-1207879R2

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

Subject: Option Aircraft

Reference: Purchase Agreement No. PA-03784 (**Purchase Agreement**) between The Boeing Company (**Boeing**) and United Airlines, Inc. (**Customer**) relating to Model 737-900ER 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-03784-LA-1207879R1 dated March 1, 2013.**

1. Right to Purchase Option Aircraft.

Subject to the terms and conditions contained in this Letter Agreement, in addition to the Aircraft described in Table 1 to the Purchase Agreement as of the date of execution of this Letter Agreement, Customer will have the option to purchase additional Model 737-900ER aircraft as option aircraft ( **Option Aircraft**).

2. Delivery.

The number of aircraft and delivery months are listed in the Attachment A to this Letter Agreement.

3. Configuration.

3.1 Subject to the provisions of Article 3.2, below, the configuration for the Option Aircraft will be the Detail Specification for model 737-900ER aircraft at the revision level in effect at the time of Definitive Agreement (as defined below). Such Detail Specification will be revised to include (i) changes applicable to the Detail Specification that are developed by Boeing between the Option Exercise Date (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 Option Aircraft may \*\*\*, provided that it can achieve \*\*\* which would result pursuant to the provisions of Article \*\*\*.

P.A. No. 03784  
UAL-PA-03784-LA-1207879R2, Option Aircraft

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



4. Price.

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

4.2 The Airframe Price, Optional Features Prices, and Aircraft Basic Price for each of the Option Aircraft shall be adjusted in accordance with the terms set forth in Article 2.1.5 (**Escalation Adjustment**) of the AGTA.

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

5. Payment.

5.1 Customer will pay a non-refundable option deposit to Boeing in the amount shown in Attachment A for each Option Aircraft ( **Option Deposit**), on the date of execution of this Letter Agreement. If Customer exercises an option, the Option Deposit will be credited against the first advance payment due. \*\*\*

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

5.3 Upon Customer's exercise of an option to purchase Option Aircraft, advance payments will be payable as specified in the Purchase Agreement. The remainder of the Aircraft Price for the Option Aircraft will be paid at the time of delivery.

P.A. No. 03784

UAL-PA-03784-LA-1207879R2, Option Aircraft

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





6. Option Exercise.

6.1 Customer may exercise an option by giving written notice to Boeing on or before the date \*\*\* prior to the first day of the delivery month listed in Attachment A (**Option Exercise Date**).

6.2 \*\*\*

**6.3 Notwithstanding paragraph 6.1 above, for the Option Aircraft scheduled to deliver in \*\*, as of the effective date of Supplemental Agreement No. 4 to the Purchase Agreement, the Option Exercise Date will be the date \*\*\* prior to the first day of the delivery month listed in Attachment A.**

7. Definitive Agreement.

Customer's exercise of an option pursuant to Article 6 above will be a \*\*\* for the purchase of the exercised Option Aircraft. All terms related to Customer's Aircraft will apply \*\*\* to such exercised Option Aircraft. \*\*, Boeing will prepare an invoice for the applicable Advance Payments due \*\*\* the exercised Option Aircraft.

P.A. No. 03784

UAL-PA-03784-LA-1207879R2, Option Aircraft

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



8. Assignment.

Notwithstanding any other provisions of the Purchase Agreement, 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.

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-03784-LA-1208938.

Very truly yours,

THE BOEING COMPANY

By /s/ \*\*\*

Its Attorney-in-Fact

ACCEPTED AND AGREED TO this

Date: September 11, 2013

United Airlines, Inc.

By /s/ Gerald Laderman

Its Senior Vice President – Finance and Treasurer

P.A. No. 03784

UAL-PA-03784-LA-1207879R2, Option Aircraft

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

Attachment A to  
Letter Agreement UAL-PA-03784-LA-1207879  
737-900ER Option Aircraft Delivery, Description, Price and Advance Payments

|   |             |            |
|---|-------------|------------|
| <b>Airframe Model/MTOW:</b>                       | 737-900ER   | *** pounds |
| <b>Engine Model/Thrust:</b>                       | CFM56-7B*** | *** pounds |
| <b>Airframe Price:</b>                            | \$***       |            |
| <b>Optional Features:</b>                         | \$***       |            |
| <b>Sub-Total of Airframe and Features:</b>        | \$***       |            |
| <b>Engine Price (Per Aircraft):</b>               | \$***       |            |
| <b>Aircraft Basic Price (Excluding BFE/SPE):</b>  | \$***       |            |
| <b>Buyer Furnished Equipment (BFE) Estimate:</b>  | \$***       |            |
| <b>Seller Purchased Equipment (SPE) Estimate:</b> | \$***       |            |
| <b>Deposit per Aircraft:</b>                      | \$***       |            |

|   |         |
|---|---------|
| <b>Detail Specification:</b>                        | ***     |
| <b>Airframe Price Base Year/Escalation Formula:</b> | *** *** |
| <b>Engine Price Base Year/Escalation Formula:</b>   | *** *** |
| <b>Airframe Escalation Data:</b>                    |         |
| <b>Base Year Index (ECI):</b>                       | ***     |
| <b>Base Year Index (CPI):</b>                       | ***     |

| Delivery Date | Number of Aircraft | Escalation Factor (Airframe) | Escalation Estimate Adv Payment Base Price Per A/P | Advance Payment Per Aircraft (Amts. Due/Mos. Prior to Delivery): |        |        |        |
|---------------|--------------------|------------------------------|--|--|--------|--------|--------|
|               |                    |                              |  | ***  | ***    | ***    | ***    |
|               |                    |                              |  | ***  | ***    | ***    | ***    |
| ***           | ***                | ***                          | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |
| ***           | ***                | ***                          | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |
| ***           | ***                | ***                          | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |
| ***           | ***                | ***                          | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |
| ***           | ***                | ***                          | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |
| ***           | ***                | ***                          | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |
| ***           | ***                | ***                          | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |
| ***           | ***                | ***                          | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |
| ***           | ***                | ***                          | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |
| ***           | ***                | ***                          | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |
| ***           | ***                | ***                          | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |
| ***           | ***                | ***                          | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |
| ***           | ***                | ***                          | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |
| ***           | ***                | ***                          | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |
| ***           | ***                | ***                          | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |
| ***           | ***                | ***                          | \$ ***   | \$ ***   | \$ *** | \$ *** | \$ *** |





The Boeing Company  
P.O. Box 3707  
Seattle, WA 98124-2207

UAL-PA-03784-LA-1208155R1

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

Subject: \*\*\* Matters

Reference: Purchase Agreement No. PA-03784 (**Purchase Agreement**) between The Boeing Company (**Boeing**) and United Airlines, Inc. (**Customer**) relating to Model 737-900ER 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-03784-LA-1207879R1 dated March 1, 2013.**

The Purchase Agreement incorporates the terms and conditions of AGTA-UAL between Boeing and Customer. This Letter Agreement modifies certain terms and conditions of the AGTA with respect to the Aircraft.

1. \*\*\* .

1.1 \*\*\*

UAL-PA-03784-LA-1208155R1

\*\*\* Matters

**BOEING / UNITED AIR LINES, INC. PROPRIETARY**

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1.2 \*\*\*

|     |     |
|-----|-----|
| *** | *** |
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| *** | *** |
| *** | *** |
| *** | *** |
| *** | *** |

1.3 **\*\*\* Option Aircraft.**

Upon exercise of each Option Aircraft scheduled to deliver in \*\*\*, as of the effective date of Supplemental Agreement No. 4 to the Purchase Agreement, \*\*\*

|     |     |
|-----|-----|
| *** | *** |
| *** | *** |
| *** | *** |
| *** | *** |
| *** | *** |
| *** | *** |
| *** | *** |
| *** | *** |

2. \*\*\*

2.1 \*\*\* will \*\*\* on the \*\*\* payment would have been due in accordance with Table 1 of the Purchase Agreement, \*\*\* delivery of the applicable Aircraft. The \*\*\* used to \*\*\* shall be the \*\*\*. The \*\*\* will be the \*\*\* on \*\*\* will \*\*\*.

2.2 \*\*\* the \*\*\* for each Aircraft will be \*\*\*.



2.3 \*\*\* Option Aircraft scheduled to deliver in \*\*\* prior to the scheduled delivery date for such Aircraft.

3. \*\*\* Rights.

3.1 Customer agrees that \*\*\* Customer \*\*\* that \*\*\* and \*\*\* are \*\*\* in \*\*\* to resolve.

3.2 In the event Boeing seeks to \*\*\* pursuant to Article 3.1, absent instruction from Boeing to the contrary, Customer shall, \*\*\* the Purchase Agreement as amended by this Letter Agreement. Customer will \*\*\* .

3.3 For all purposes of this Article 3, including without limitation, notice, \*\*\* or any other application, \*\*\* . Boeing expressly reserves all of its rights and remedies under any agreement and applicable law.

3.4 Notwithstanding Article 3.1, \*\*\* shall not \*\*\* under the Purchase Agreement with respect to any Aircraft that is subject to \*\*\* .

4. 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-03784-LA-1208938.

5. Assignment.

Notwithstanding any other provisions of the Purchase Agreement, 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.

If the foregoing correctly sets forth your understanding of our agreement with respect to the matters treated above, please indicate your acceptance and approval below.

UAL-PA-03784-LA-1208155R1  
\*\*\* Matters

**BOEING / UNITED AIR LINES, INC. PROPRIETARY**

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Page 3



Very truly yours,

THE BOEING COMPANY

By /s/ \*\*\*  
Its Attorney-in-Fact

ACCEPTED AND AGREED TO this

Date: September 11, 2013

United Airlines, Inc.

By /s/ Gerald Laderman  
Its Senior Vice President – Finance and  
Treasurer

UAL-PA-03784-LA-1208155R1

\*\*\* Matters

**BOEING / UNITED AIR LINES, INC. PROPRIETARY**

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**PURCHASE AGREEMENT ASSIGNMENT**  
by  
UNITED CONTINENTAL HOLDINGS, INC.  
to  
UNITED AIRLINES, INC.

THIS PURCHASE AGREEMENT ASSIGNMENT (**Assignment**) dated as of October 23, 2013 is between United Continental Holdings, Inc., a Delaware corporation, (**Assignor**) and United Airlines, Inc. (a Delaware corporation formerly known as Continental Airlines, Inc. and successor by merger to United Airlines, Inc.) (**Assignee**). Capitalized terms used herein without definition will have the same meaning as in the Boeing Purchase Agreement (as that term is defined in Section 1 herein).

Assignor and The Boeing Company, a Delaware corporation, (**Boeing**) are parties to the Boeing Purchase Agreement, providing, among other things, for the sale by Boeing to Assignor of certain aircraft, engines and related equipment.

Assignor wishes to assign to Assignee all of its rights and interests in and to the Boeing Purchase Agreement, and Assignee wishes to acquire such rights and interests from Assignor and to assume all of Assignor's obligations and liabilities under the Purchase Agreement, in each case subject to the terms and conditions set forth herein.

Assignor and Assignee agree as follows:

1. For all purposes of this Assignment, the following terms will have the following meanings:

Advance Payments — the payments made by Assignor to Boeing under the Boeing Purchase Agreement for the Aircraft.

Aircraft — Boeing model 737 aircraft to be delivered to Assignor conforming to the configuration described in Exhibit A to the Boeing Purchase Agreement in the quantities listed in Table 1 to the Boeing Purchase Agreement.

Boeing — Boeing shall include any wholly-owned subsidiary of Boeing, and its successors and assigns.

Boeing Purchase Agreement — Purchase Agreement No. PA-03776 dated as of July 12, 2012 between Boeing and Assignor, as amended, providing, among other things, for the sale by Boeing to Assignor of the Aircraft, as said agreement may be further amended to the extent permitted by its terms. The Boeing Purchase Agreement incorporates by reference the terms and conditions of Aircraft General Terms Agreement dated as of July 12, 2012 between the Assignor and Boeing identified as UCH-AGTA, as amended (**AGTA**).

Credit Memoranda — the relevant credit memoranda reflecting amounts creditable to Assignor under the Boeing Purchase Agreement in respect of the Aircraft.

Purchase Agreement Assignment by  
United Continental Holdings, Inc. to United Airlines, Inc.

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**PURCHASE AGREEMENT ASSIGNMENT**

by UNITED CONTINENTAL HOLDINGS, INC. to UNITED AIRLINES, INC.

2. Assignor does hereby assign to Assignee all of Assignor's rights, title and interests under, in and to the Boeing Purchase Agreement, including, without limitation, (a) the right to purchase and take title to the Aircraft, (b) the right to the benefit of the Advance Payments, and (c) the Credit Memoranda.

3. Assignee hereby accepts the foregoing assignment and hereby assumes and agrees to perform Assignor's obligations, duties, covenants, indemnities and liabilities under the Boeing Purchase Agreement, including, without limitation, the obligations of Assignor to purchase and take title to the Aircraft and to pay the outstanding balance of the Purchase Price thereof, after taking into account the Advance Payments and those Credit Memoranda which are applied to the Purchase Price thereof.

4. Assignee, to the exclusion of Assignor, shall exercise in Assignor's name all rights and powers of Customer under the Boeing Purchase Agreement in respect of the Aircraft.

5. Boeing will be entitled to deal solely and exclusively with Assignee, to the exclusion of Assignor. Boeing may act with acquittance and conclusively rely on the assignment by the Assignor to the Assignee effected by this Assignment.

6. Notwithstanding anything contained in this Assignment to the contrary (but without in any way releasing Assignor from any of its duties or obligations under the Boeing Purchase Agreement), Assignee confirms for the benefit of Boeing that, insofar as the provisions of the Boeing Purchase Agreement relate to the Aircraft, in exercising any rights under the Boeing Purchase Agreement, or in making any claim with respect to the Aircraft or other goods (including, without limitation, Material, training and services) delivered or to be delivered thereunder, the terms and conditions of the Boeing Purchase Agreement, including, without limitation, those relating to the DISCLAIMER AND RELEASE and EXCLUSION OF CONSEQUENTIAL AND OTHER DAMAGES in Article 11 of Part 2 of Exhibit C to the AGTA and the insurance provisions in Article 8.2 of the AGTA, shall apply to and be binding upon Assignee to the same extent as if Assignee had been named the original "Customer" thereunder. Assignee further agrees, expressly for the benefit of Boeing, upon the written request of Boeing, Assignee will promptly execute and deliver such further assurances and documents and take such further action as Boeing may reasonably request in order to obtain the full benefits of Assignee's agreements in this Section 6.

7. Nothing contained herein will subject Boeing to any liability to which it would not otherwise be subject under the Boeing Purchase Agreement or modify in any respect the contract rights of Boeing thereunder, or require Boeing to divest itself of title to or possession of the Aircraft or other equipment until delivery thereof and payment therefor as provided therein.

8. This Assignment may be executed by the parties in separate counterparts, each of which when so executed and delivered will be an original, but all such counterparts will together constitute but one and the same instrument.

9. This Assignment will be governed by, and construed in accordance with, the laws of the State of Washington.

Purchase Agreement Assignment by  
United Continental Holdings, Inc. to United Airlines, Inc.

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**PURCHASE AGREEMENT ASSIGNMENT**

by UNITED CONTINENTAL HOLDINGS, INC. to UNITED AIRLINES, INC.

ASSIGNMENT ACCEPTED AND AGREED TO this 23rd day of October of 2013

**UNITED CONTINENTAL HOLDINGS, INC.**

as Assignor

By: /s/ Gerald Laderman

Gerald Laderman

Printed Name

Its: Senior Vice President – Finance and Treasurer

Purchase Agreement Assignment by  
United Continental Holdings, Inc. to United Airlines, Inc.

**UNITED AIRLINES, INC.**

as Assignee

By: /s/ Gerald Laderman

Gerald Laderman

Printed Name

Its: Senior Vice President – Finance and Treasurer

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**PURCHASE AGREEMENT ASSIGNMENT**

by  
UNITED CONTINENTAL HOLDINGS, INC.  
to  
UNITED AIRLINES, INC.

**CONSENT AND AGREEMENT OF  
THE BOEING COMPANY**

THE BOEING COMPANY, a Delaware corporation (**Boeing**), hereby acknowledges notice of and consents to the foregoing Purchase Agreement Assignment (**Assignment**) as it relates to Boeing in respect of the Aircraft. Boeing confirms to Assignee that: all representations, warranties, indemnities and agreements of Boeing under the Boeing Purchase Agreement with respect to the Aircraft will, subject to the terms and conditions thereof and of the Assignment, inure to the benefit of Assignee to the same extent as if Assignee were originally named “**Customer**” therein.

This Consent and Agreement will be governed by, and construed in accordance with, the law of the State of Washington, excluding the conflict of laws principles thereof.

Dated as of October 23, 2013.

**THE BOEING COMPANY**

By /s/ Susan Englander  
Name: Susan Englander  
Title: Attorney-in-Fact

Relating to: Purchase Agreement No. PA-03776 dated as of July 12, 2012 between Boeing and United Continental Holdings, Inc.

Purchase Agreement Assignment by  
United Continental Holdings, Inc. to United Airlines, Inc.

**United Continental Holdings, Inc. and Subsidiary Companies**  
**Computation of Ratio of Earnings to Fixed Charges**  
**and Ratio of Earnings to Fixed Charges and Preferred Stock Dividend Requirements**

| (In millions, except ratios)   | Nine Months<br>Ended |                 |                 |                 |               |                   |
|--|----------------------|-----------------|-----------------|-----------------|---------------|-------------------|
|  | September 30, 2013   | 2012            | 2011            | 2010            | 2009          | 2008              |
| <b>Earnings (losses):</b>  |                      |                 |                 |                 |               |                   |
| Earnings (loss) before income taxes and adjustments for minority interest  | \$ 429               | \$ (723)        | \$ 846          | \$ 255          | \$(667)       | \$(5,419)         |
| <b>Add (deduct):</b>   |                      |                 |                 |                 |               |                   |
| Fixed charges, from below  | 1,228                | 1,526           | 2,017           | 1,292           | 949           | 910               |
| Amortization of capitalized interest   | 6                    | 9               | 7               | 5               | 3             | 2                 |
| Distributed earnings of affiliates   | —                    | —               | 1               | 2               | 2             | 2                 |
| Interest capitalized   | (35)                 | (37)            | (32)            | (15)            | (10)          | (20)              |
| Equity earnings in affiliates  | (1)                  | (4)             | (6)             | (4)             | (4)           | (6)               |
| Minority interest  | (2)                  | (1)             | (1)             | (2)             | (1)           | (2)               |
| Earnings (loss) as adjusted  | <u>\$ 1,625</u>      | <u>\$ 770</u>   | <u>\$ 2,832</u> | <u>\$ 1,533</u> | <u>\$ 272</u> | <u>\$ (4,533)</u> |
| <b>Fixed charges:</b>  |                      |                 |                 |                 |               |                   |
| Interest expensed and capitalized and amortization of premiums, debt discounts, issuance costs, and capital expenditures (a) | \$ 590               | \$ 835          | \$ 949          | \$ 798          | \$ 577        | \$ 571            |
| Portion of rental expense representative of the interest factor  | <u>638</u>           | <u>691</u>      | <u>1,068</u>    | <u>494</u>      | <u>372</u>    | <u>339</u>        |
| Fixed charges, as above  | 1,228                | 1,526           | 2,017           | 1,292           | 949           | 910               |
| Preferred stock dividend requirements (pre-tax) (b)  | —                    | —               | —               | —               | —             | 3                 |
| Fixed charges including preferred stock dividends  | <u>\$ 1,228</u>      | <u>\$ 1,526</u> | <u>\$ 2,017</u> | <u>\$ 1,292</u> | <u>\$ 949</u> | <u>\$ 913</u>     |
| Ratio of earnings to fixed charges   | <u>1.32</u>          | <u>(c)</u>      | <u>1.40</u>     | <u>1.19</u>     | <u>(d)</u>    | <u>(e)</u>        |
| Ratio of earnings to fixed charges and preferred stock dividends   | <u>N/A</u>           | <u>N/A</u>      | <u>N/A</u>      | <u>N/A</u>      | <u>N/A</u>    | <u>(e)</u>        |

(a) Amortization of debt discounts includes amortization of fresh-start valuation discounts.

(b) Dividends were adjusted using the effective tax rate for each applicable year.

(c) Earnings were inadequate to cover fixed charges by \$756 million in 2012.

(d) Earnings were inadequate to cover fixed charges by \$677 million in 2009.

(e) Earnings were inadequate to cover both fixed charges and fixed charges and preferred stock and dividend requirements by \$5.4 billion in 2008.

N/A Not applicable, as there were no preferred stock dividends in this period.

**United Airlines, Inc. and Subsidiary Companies**  
**Computation of Ratio of Earnings to Fixed Charges**  
**and Ratio of Earnings to Fixed Charges and Preferred Stock Dividend Requirements**

| (In millions, except ratios)  | Nine Months<br>Ended<br>September 30, 2013 | 2012            | 2011            | 2010            | 2009          | 2008              |
|---|--|-----------------|-----------------|-----------------|---------------|-------------------|
| <b>Earnings (losses):</b>   |  |                 |                 |                 |               |                   |
| Earnings (loss) before income taxes and adjustments for minority interest   | \$ 506                                     | \$ (656)        | \$ 849          | \$ 288          | \$(643)       | \$(5,375)         |
| <b>Add (deduct):</b>  |  |                 |                 |                 |               |                   |
| Fixed charges, from below   | 1,224                                      | 1,514           | 2,005           | 1,274           | 950           | 911               |
| Amortization of capitalized interest  | 6  | 9               | 7               | 5               | 3             | 2                 |
| Distributed earnings of affiliates  | —  | —               | 1               | 2               | 2             | 2                 |
| Interest capitalized  | (35)                                       | (37)            | (32)            | (15)            | (10)          | (20)              |
| Equity earnings in affiliates   | (1)  | (4)             | (6)             | (7)             | (4)           | (6)               |
| Minority interest   | (2)  | (1)             | (1)             | (2)             | (1)           | (2)               |
| <b>Earnings (loss) as adjusted</b>  | <b>\$ 1,698</b>                            | <b>\$ 825</b>   | <b>\$ 2,823</b> | <b>\$ 1,545</b> | <b>\$ 297</b> | <b>\$ (4,488)</b> |
| <b>Fixed charges:</b>   |  |                 |                 |                 |               |                   |
| Interest expensed and capitalized and amortization of premiums, debt discounts,<br>issuance costs, and capital expenditures (a) | \$ 586                                     | \$ 823          | \$ 937          | \$ 780          | \$ 577        | \$ 571            |
| Portion of rental expense representative of the interest factor   | 638  | 691             | 1,068           | 494             | 373           | 340               |
| Fixed charges, as above   | 1,224                                      | 1,514           | 2,005           | 1,274           | 950           | 911               |
| Preferred stock dividend requirements (pre-tax) (b)   | —  | —               | —               | —               | —             | 3                 |
| <b>Fixed charges including preferred stock dividends</b>  | <b>\$ 1,224</b>                            | <b>\$ 1,514</b> | <b>\$ 2,005</b> | <b>\$ 1,274</b> | <b>\$ 950</b> | <b>\$ 914</b>     |
| <b>Ratio of earnings to fixed charges</b>   | <b>1.39</b>                                | <b>(c)</b>      | <b>1.41</b>     | <b>1.21</b>     | <b>(d)</b>    | <b>(e)</b>        |
| <b>Ratio of earnings to fixed charges and preferred stock dividends</b>   | <b>N/A</b>                                 | <b>N/A</b>      | <b>N/A</b>      | <b>N/A</b>      | <b>N/A</b>    | <b>(e)</b>        |

(a) Amortization of debt discounts includes amortization of fresh-start valuation discounts.

(b) Dividends were adjusted using the effective tax rate for each applicable year.

(c) Earnings were inadequate to cover fixed charges by \$689 million in 2012.

(d) Earnings were inadequate to cover fixed charges by \$653 million in 2009.

(e) Earnings were inadequate to cover both fixed charges and fixed charges and preferred stock and dividend requirements by \$5.4 billion in 2008.

N/A Not applicable, as there were no preferred stock dividends in this period.

Certification of the Principal Executive Officer  
Pursuant to 15 U.S.C. 78m(a) or 78o(d)  
(Section 302 of the Sarbanes-Oxley Act of 2002)

I, Jeffery A. Smisek, certify that:

- (1) I have reviewed this quarterly report on Form 10-Q for the period ended September 30, 2013 of United Continental Holdings, Inc. (the "Company");
- (2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;
- (4) The Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and
- (5) The Company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

/s/ Jeffery A. Smisek

Jeffery A. Smisek

Chairman, President and Chief Executive Officer

Date: October 24, 2013

Certification of the Principal Financial Officer  
Pursuant to 15 U.S.C. 78m(a) or 78o(d)  
(Section 302 of the Sarbanes-Oxley Act of 2002)

I, John D. Rainey, certify that:

- (1) I have reviewed this quarterly report on Form 10-Q for the period ended September 30, 2013 of United Continental Holdings, Inc. (the "Company");
- (2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;
- (4) The Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and
- (5) The Company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

/s/ John D. Rainey

John D. Rainey  
Executive Vice President and Chief Financial Officer

Date: October 24, 2013



Certification of the Principal Executive Officer  
Pursuant to 15 U.S.C. 78m(a) or 78o(d)  
(Section 302 of the Sarbanes-Oxley Act of 2002)

I, Jeffery A. Smisek, certify that:

- (1) I have reviewed this quarterly report on Form 10-Q for the period ended September 30, 2013 of United Airlines, Inc. (the "Company");
- (2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;
- (4) The Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and
- (5) The Company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

/s/ Jeffery A. Smisek

Jeffery A. Smisek  
Chairman, President and Chief Executive Officer

Date: October 24, 2013

Certification of the Principal Financial Officer  
Pursuant to 15 U.S.C. 78m(a) or 78o(d)  
(Section 302 of the Sarbanes-Oxley Act of 2002)

I, John D. Rainey, certify that:

- (1) I have reviewed this quarterly report on Form 10-Q for the period ended September 30, 2013 of United Airlines, Inc. (the "Company");
- (2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
- (3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the Company as of, and for, the periods presented in this report;
- (4) The Company's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Company and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Company, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the Company's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal quarter that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting; and
- (5) The Company's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Company's auditors and the audit committee of the Company's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Company's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal control over financial reporting.

/s/ John D. Rainey

John D. Rainey  
Executive Vice President and Chief Financial Officer

Date: October 24, 2013

Certification of United Continental Holdings, Inc.  
Pursuant to 18 U.S.C. 1350  
(Section 906 of the Sarbanes-Oxley Act of 2002)

Each undersigned officer certifies that to the best of his knowledge based on a review of the quarterly report on Form 10-Q for the period ended September 30, 2013 of United Continental Holdings, Inc. (the "Report"):

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of United Continental Holdings, Inc.

Date: October 24, 2013

/s/ Jeffery A. Smisek

Jeffery A. Smisek

Chairman, President and Chief Executive Officer

/s/ John D. Rainey

John D. Rainey

Executive Vice President and Chief Financial Officer

Certification of United Airlines, Inc.  
Pursuant to 18 U.S.C. 1350  
(Section 906 of the Sarbanes-Oxley Act of 2002)

Each undersigned officer certifies that to the best of his knowledge based on a review of the quarterly report on Form 10-Q for the period ended September 30, 2013 of United Airlines, Inc. (the "Report"):

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of United Airlines, Inc.

Date: October 24, 2013

/s/ Jeffery A. Smisek

Jeffery A. Smisek

Chairman, President and Chief Executive Officer

/s/ John D. Rainey

John D. Rainey

Executive Vice President and Chief Financial Officer