

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

FORM T-1

**STATEMENT OF ELIGIBILITY UNDER THE TRUST
INDENTURE ACT OF 1939 OF A CORPORATION
DESIGNATED TO ACT AS TRUSTEE**

**CHECK IF AN APPLICATION TO DETERMINE ELIGIBILITY OF A
TRUSTEE PURSUANT TO SECTION 305(b)(2)**

THE BANK OF NEW YORK MELLON TRUST COMPANY, NATIONAL ASSOCIATION

(Exact name of trustee as specified in its charter)

(Jurisdiction of incorporation
if not a U.S. national bank)

95-3571558
(I.R.S. Employer
Identification No.)

700 South Flower Street,
Suite 500
Los Angeles, CA
(Address of principal executive offices)

90017
(Zip code)

Rhea L. Murphy, Legal Department
The Bank of New York Mellon Trust Company, National Association
700 South Flower Street, Suite 500
Los Angeles, California 90017
(213) 630-6476

(Name, address and telephone number of agent for service)

UAL Corporation

(Exact name of obligor as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

36-2675207
(I.R.S. Employer
Identification No.)

77 West Wacker Drive
Chicago, Illinois
(Address of principal executive offices)

60601
(Zip code)

Convertible Senior Notes due 2029
(Title of the indenture securities)

Item 1. General Information.

Furnish the following information as to the Trustee:

- (a) Name and address of each examining or supervising authority to which it is subject.

Comptroller of the Currency, Washington, D.C. 20219

Federal Reserve Bank, San Francisco, California 94105

Federal Deposit Insurance Corporation, Washington, D.C. 20429

- (b) Whether it is authorized to exercise corporate trust powers.

Yes.

Item 2. Affiliations with Obligor.

If the obligor is an affiliate of the trustee, describe each such affiliation.

None.

Pursuant to General Instruction B of the Form T-1, no responses are included for Items 3-15 of this Form T-1 because the Obligor is not in default as provided under Item 13.

Item 16. List of Exhibits.

Exhibits identified in parentheses below, on file with the Commission, are incorporated herein by reference as an exhibit hereto, pursuant to Rule 7a-29 under the Trust Indenture Act of 1939 (the "Act") and 17 C.F.R. 229.10(d).

1. A copy of the articles of association of The Bank of New York Mellon Trust Company, National Association. (Exhibit 1 to Form T-1 filed with Registration Statement No. 333-135006).
 2. A copy of certificate of authority of the trustee to commence business. (Exhibit 2 to Form T-1 filed with Registration Statement No. 333-121948).
 3. A copy of the authorization of the trustee to exercise corporate trust powers. (Exhibit 3 to Form T-1 filed with Registration Statement No. 333-135006).
 4. A copy of the existing by-laws of the trustee. (Exhibit 4 to Form T-1 filed with Registration Statement No. 333-135006).
 6. The consent of the trustee required by Section 321(b) of the Act.
 7. A copy of the latest report of condition of the Trustee published pursuant to law or to the requirements of its supervising or examining authority.
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SIGNATURE

Pursuant to the requirements of the Trust Indenture Act of 1939, as amended, the trustee, The Bank of New York Mellon Trust Company, National Association, a banking association organized and existing under the laws of the United States of America, has duly caused this statement of eligibility to be signed on its behalf by the undersigned, thereunto duly authorized, all in The City of Chicago, and State of Illinois on the 5th day of October, 2009.

The Bank of New York Mellon Trust Company,
National Association

By: /s/ Roxane J. Ellwanger

Name: Roxane J. Ellwanger

Title: Assistant Vice President

EXHIBIT 6

The consent of the Trustee required by Section 321(b) of the Act

October 5, 2009

Securities and Exchange Commission
Washington, D.C. 20549

Ladies and Gentlemen:

In connection with the qualification of an indenture between UAL Corporation and The Bank of New York Mellon Trust Company, National Association, as trustee, the undersigned, in accordance with Section 321(b) of the Trust Indenture Act of 1939, as amended, hereby consents that the reports of examinations of the undersigned, made by Federal, State, Territorial or District authorities authorized to make such examinations, may be furnished by such authorities to the Securities and Exchange Commission upon its request therefor.

The Bank of New York Mellon Trust Company,
National Association

By: /s/ Roxane J. Ellwanger

Name: Roxane J. Ellwanger

Title: Assistant Vice President

EXHIBIT 7Consolidated Report of Condition of
THE BANK OF NEW YORK MELLON TRUST COMPANY, NATIONAL ASSOCIATION
of 700 South Flower Street, Suite 200, Los Angeles, CA 90017

At the close of business June 30, 2009, published in accordance with Federal regulatory authority instructions.

Dollar Amounts
in Thousands**ASSETS**

Cash and balances due from depository institutions:

Noninterest-bearing balances and currency and coin 4,627

Interest-bearing balances 111,263

Securities:

Held-to-maturity securities 22

Available-for-sale securities 492,259

Federal funds sold and securities purchased under agreements to resell:

Federal funds sold 0

Securities purchased under agreements to resell 0

Loans and lease financing receivables:

Loans and leases held for sale 0

Loans and leases, net of unearned income 0

LESS: Allowance for loan and lease losses 0

Loans and leases, net of unearned income and allowance 0

Trading assets

Premises and fixed assets (including capitalized leases) 11,783

Other real estate owned 0

Investments in unconsolidated subsidiaries and associated companies 1

Direct and indirect investments in real estate ventures 0

Intangible assets:

Goodwill 876,153

Other intangible assets 258,262

Other assets 157,588

Total assets \$ 1,911,958

LIABILITIES

Deposits:	
In domestic offices	599
Noninterest-bearing	599
Interest-bearing	0
Not applicable	
Federal funds purchased and securities sold under agreements to repurchase:	
Federal funds purchased	0
Securities sold under agreements to repurchase	0
Trading liabilities	0
Other borrowed money:	
(includes mortgage indebtedness and obligations under capitalized leases)	268,691
Not applicable	
Not applicable	
Subordinated notes and debentures	0
Other liabilities	195,831
Total liabilities	465,121
Not Applicable	

EQUITY CAPITAL

Perpetual preferred stock and related surplus	0
Common stock	1,000
Surplus (exclude all surplus related to preferred stock)	1,121,520
Not Applicable	
Retained earnings	321,726
Accumulated other comprehensive income	2,591
Other equity capital components	0
Not Available	
Total bank equity capital	1,446,837
Noncontrolling (minority) interests in consolidated subsidiaries	0
Total equity capital	1,446,837
Total liabilities, minority interest, and equity capital	<u>1,911,958</u>

I, Karen Bayz, Vice President of the above-named bank do hereby declare that the Reports of Condition and Income (including the supporting schedules) for this report date have been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and are true to the best of my knowledge and belief.

Karen Bayz) Managing Director

We, the undersigned directors (trustees), attest to the correctness of the Report of Condition (including the supporting schedules) for this report date and declare that it has been examined by us and to the best of our knowledge and belief has been prepared in conformance with the instructions issued by the appropriate Federal regulatory authority and is true and correct.

Troy Kilpatrick, MD)
Frank P. Sulzberger, MD) Directors (Trustees)
William D. Lindelof, VP)