

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 21, 2010

**UNITED CONTINENTAL HOLDINGS, INC.
UNITED AIR LINES, INC.
CONTINENTAL AIRLINES, INC.**
(Exact name of registrant as specified in its charter)

**Delaware
Delaware
Delaware**
(State or other jurisdiction
of incorporation)

**001-06033
001-11355
001-10323**
(Commission File Number)

**36-2675207
36-2675206
74-2099724**
(IRS Employer
Identification Number)

77 W. Wacker Drive, Chicago, IL
(Address of principal executive offices)

60601
(Zip Code)

(312) 997-8000
Registrant's telephone number, including area code

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.02 Results of Operations and Financial Condition.

On October 21, 2010, United Continental Holdings, Inc. (“UAL”), the holding company whose primary subsidiaries are United Air Lines, Inc. (“United”) and Continental Airlines, Inc. (“Continental”), issued a press release announcing the financial results of United and Continental for the third quarter of 2010. The press release is attached as Exhibit 99.1 and is incorporated herein by reference.

The information in this Item 2.02, including Exhibit 99.1, is being furnished and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section and shall not be deemed incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 7.01 Regulation FD Disclosure.

On October 21, 2010, UAL will provide an investor update related to the financial and operational outlook for United and Continental for the fourth quarter and full year of 2010. A copy of the investor update is attached as Exhibit 99.2 and is incorporated herein by reference.

The information in this Item 7.01, including Exhibit 99.2, is being furnished and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section and shall not be deemed incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1*	Press Release issued by United Continental Holdings, Inc. dated October 21, 2010
99.2*	United Continental Holdings, Inc. Investor Update dated October 21, 2010

* Filed herewith electronically.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

UNITED CONTINENTAL HOLDINGS, INC.
UNITED AIR LINES, INC.
CONTINENTAL AIRLINES, INC.

By: /s/ Chris Kenny

Name: Chris Kenny

Title: Vice President and Controller

Date: October 21, 2010

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
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* Filed herewith electronically.

News Release



United Continental Holdings, Inc.

Worldwide Media Relations

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**UNITED CONTINENTAL HOLDINGS, INC.
ANNOUNCES THIRD QUARTER RESULTS**

*UNITED REPORTS THIRD QUARTER \$473 MILLION PROFIT EXCLUDING SPECIAL ITEMS,
\$387 MILLION ON GAAP BASIS
CONTINENTAL REPORTS THIRD QUARTER \$367 MILLION PROFIT EXCLUDING SPECIAL ITEMS,
\$354 MILLION ON GAAP BASIS*

CHICAGO, Oct. 21, 2010 – United Continental Holdings, Inc. (NYSE: UAL) today announced individual third quarter 2010 financial results for United Airlines and Continental Airlines. On Oct. 1, a wholly owned subsidiary of United Continental Holdings, Inc., formerly UAL Corporation, merged with Continental Airlines, Inc. Financial results for United and Continental will be combined when the company reports fourth quarter 2010 results.

- United reported third quarter 2010 net income of \$473 million or \$2.12 diluted earnings per share excluding certain special items, an improvement of \$533 million year-over-year. On a GAAP basis, United reported third quarter net income of \$387 million.
- Continental reported third quarter 2010 net income of \$367 million or \$2.24 diluted earnings per share excluding certain special items, an improvement of \$365 million year-over-year. On a GAAP basis, Continental reported third quarter net income of \$354 million.

“Thanks to the efforts of my more than 80,000 co-workers across both airlines, we achieved strong third quarter financial and operational results at both United and Continental,” said Jeff Smisek, United’s president and chief executive officer. “We have begun our merger integration, and we have a lot of work ahead of us. By working together, we will create the airline that customers want to fly, employees want to work for, and shareholders want to own.”

- United consolidated passenger revenue increased 21.4 percent in the third quarter 2010 compared to the same period in 2009.
- Continental consolidated passenger revenue increased 20.6 percent in the third quarter 2010 compared to the same period in 2009.

“The strong revenue performance of the two carriers reflects the commitment of our co-workers to provide industry leading-products and service to our customers,” said Jim Compton, executive vice president and chief revenue officer. “As we integrate the two networks and create the world’s leading airline, we will provide even more value to our customers.”

A STAR ALLIANCE MEMBER 

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The companies ended the third quarter with a combined \$9.1 billion of unrestricted cash, cash equivalents and short-term investments.

“The teams did a great job containing costs at both companies while running solid operations during the third quarter,” said Zane Rowe, United’s executive vice president and chief financial officer. “Our strong liquidity position gives us flexibility as we integrate our companies and manage our debt maturities.”

Standalone United Airlines Third Quarter Revenue and Capacity

For the third quarter of 2010, United’s total revenue was \$5.4 billion, an increase of 21.7 percent compared to the same period in 2009. Consolidated passenger revenue for the third quarter rose 21.4 percent, or \$878 million, compared to the same period in 2009.

Consolidated revenue passenger miles (RPMs) for the third quarter of 2010 increased 3.9 percent while capacity increased 2.6 percent year-over-year, resulting in a third quarter consolidated load factor of 85.9 percent.

Consolidated yield for the third quarter 2010 increased 16.9 percent year-over-year. Combined with the 1.0 point year-over-year increase in consolidated load factor, third quarter 2010 consolidated passenger revenue per available seat miles (RASM) increased 18.3 percent compared to the same period in 2009.

United’s mainline RPMs in the third quarter of 2010 increased 1.9 percent on a mainline capacity increase of 0.7 percent year-over-year, resulting in a third quarter mainline load factor of 86.8 percent. Mainline yield for the third quarter 2010 increased 17.6 percent over the same period in 2009. Together with the 1.0 point year-over-year increase in mainline load factor, third quarter 2010 mainline RASM increased 18.9 percent year-over-year.

Passenger revenue for the third quarter of 2010 and period-to-period comparisons of related statistics by geographic region for United’s mainline and regional operations are as follows:

<u>Geographic Area</u>	<u>3Q 2010 Passenger Revenue (millions)</u>	<u>Passenger Revenue % vs. 3Q 2009</u>	<u>RASM % vs. 3Q 2009</u>	<u>Yield % vs. 3Q 2009</u>	<u>ASM¹ % vs. 3Q 2009</u>
Domestic	\$ 2,101	7.7%	10.7%	9.8%	(2.8%)
Pacific	\$ 869	43.2%	41.0%	34.1%	1.6%
Atlantic	\$ 827	30.2%	19.6%	22.0%	8.9%
Latin America	\$ 116	54.8%	39.6%	39.8%	10.8%
International	\$ 1,812	37.6%	30.7%	28.4%	5.3%
Mainline	\$ 3,913	19.8%	18.9%	17.6%	0.7%
Regional	\$ 1,076	27.5%	11.1%	8.2%	14.8%
Consolidated	\$ 4,989	21.4%	18.3%	16.9%	2.6%

¹ ASM: Available Seat Miles

Cargo revenue in the third quarter of 2010 increased 40 percent, or \$50 million, year-over-year as continued improvements in demand drove strength in both freight volume and yield across all regions, particularly trans-Pacific markets.

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Standalone United Airlines Third Quarter Costs

United's total consolidated expenses for the third quarter 2010, excluding certain special items, increased \$463 million or 10.7 percent compared to the third quarter of 2009, of which \$211 million was due to higher fuel costs. On a GAAP basis, United's total consolidated expenses increased \$514 million or 11.8 percent compared to the third quarter of 2009. Third quarter 2010 consolidated expenses, excluding fuel, profit-sharing programs and certain special items, increased \$162 million or 5.4 percent year-over-year on 2.6 percent higher capacity.

Consolidated and mainline costs per available seat mile (CASM), excluding certain special items, increased 7.9 percent and 8.4 percent, respectively, in the third quarter 2010 compared to the same period last year. On a GAAP basis, CASM increased 9.0 and 9.6 percent, respectively. Consolidated fuel prices for the third quarter of 2010 increased 14.4 percent compared to the third quarter of 2009, while consolidated fuel consumption increased 4.2 percent year-over-year. In the third quarter, holding fuel and profit sharing constant and excluding certain special items, consolidated CASM increased 2.4 percent and mainline CASM increased 2.5 percent compared to the same period in 2009.

Standalone Continental Airlines Third Quarter Revenue and Capacity

Continental's total revenue for the third quarter of 2010 was \$4.0 billion, an increase of 19.2 percent compared to the same period in 2009. Consolidated passenger revenue for the third quarter of 2010 increased 20.6 percent, or \$608 million, compared to the same period in 2009.

Consolidated RPMs for the third quarter of 2010 increased 1.6 percent while capacity increased 0.6 percent year-over-year, resulting in a third quarter consolidated load factor of 85.9 percent.

Consolidated yield for the third quarter 2010 increased 18.7 percent year-over-year. Combined with the 0.8 point year-over-year increase in consolidated load factor, third quarter 2010 consolidated RASM increased 19.8 percent compared to the same period in 2009.

Mainline RPMs in the third quarter of 2010 increased 1.6 percent on a mainline capacity increase of 0.6 percent year-over-year, resulting in a third quarter mainline load factor of 86.6 percent. Mainline yield for the third quarter 2010 increased 19.6 percent over the same period in 2009. Together with the 0.8 point year-over-year increase in mainline load factor, third quarter 2010 mainline RASM increased 20.8 percent year-over-year.

Passenger revenue for the third quarter of 2010 and period-to-period comparisons of related statistics by geographic region for the company's mainline and regional operations are as follows:

<u>Geographic Area</u>	<u>3Q 2010 Passenger Revenue (millions)</u>	<u>Passenger Revenue % vs. 3Q 2009</u>	<u>RASM % vs. 3Q 2009</u>	<u>Yield % vs. 3Q 2009</u>	<u>ASM¹ % vs. 3Q 2009</u>
Domestic	\$ 1,351	14.8%	16.2%	17.5%	(1.2)%
Trans-Atlantic	\$ 848	30.8%	25.8%	22.5%	3.9%
Latin America	\$ 424	17.4%	16.8%	17.5%	0.5%
Pacific	\$ 344	34.7%	33.4%	22.3%	0.9%
International	\$ 1,616	27.7%	24.8%	21.1%	2.4%
Mainline	\$ 2,967	21.5%	20.8%	19.6%	0.6%
Regional	\$ 588	16.4%	15.8%	14.2%	0.5%
Consolidated	\$ 3,555	20.6%	19.8%	18.7%	0.6%

¹ ASM: Available Seat Miles

Cargo revenue in the third quarter of 2010 increased 25 percent, or \$23 million, compared to the same period in 2009, principally due to increased freight volume.

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Standalone Continental Airlines Third Quarter Costs

Continental's total consolidated expenses for the third quarter 2010, excluding certain special items, increased \$263 million or 8.1 percent year-over-year, of which \$103 million was related to higher fuel costs. On a GAAP basis, Continental's total consolidated expenses increased \$256 million or 7.9 percent compared to the third quarter of 2009. Consolidated expenses for the third quarter 2010, excluding fuel, profit-sharing programs and certain special items, increased \$102 million or 4.3 percent year-over-year on 0.6 percent higher capacity.

In the third quarter 2010, consolidated and mainline CASM, excluding certain special items, increased 7.5 percent and 8.3 percent, respectively, compared to the third quarter of 2009. On a GAAP basis, CASM increased 7.2 and 8.3 percent, respectively. Consolidated fuel prices for the third quarter of 2010 increased 11.1 percent compared to the third quarter of 2009, while consolidated fuel consumption increased 0.5 percent year-over-year. Holding fuel and profit sharing constant and excluding certain special items, consolidated and mainline CASM increased 2.7 percent and 3.1 percent respectively in the third quarter 2010 compared to the same period last year.

United and Continental Combined Third Quarter Liquidity

United and Continental ended the third quarter with a combined \$9.1 billion in unrestricted cash, cash equivalents and short-term investments. During the quarter, the companies generated approximately \$750 million of operating cash flow, had scheduled debt and net capital lease payments of \$295 million and had capital expenditures of \$185 million. In addition, United pre-paid approximately \$140 million of debt in the third quarter. In August, Continental issued \$800 million of senior secured notes due 2015 at an annual interest rate of 6.75 percent and used \$350 million of net proceeds to pre-pay indebtedness.

Notable Third Quarter Accomplishments for United and Continental

- United and Continental reached a transition and process agreement with the pilots of both companies. The agreement provides a framework for pilot operations until the two groups reach a joint collective bargaining agreement and single seniority list, and the carriers obtain a single operating certificate.
- Continental reached tentative agreements on new labor contracts with the International Association of Machinists and Aerospace Workers representing Continental flight attendants and with the International Brotherhood of Teamsters representing Continental aircraft maintenance technicians and related employees.
- Through Sept. 30, 2010, the companies have accrued a total of \$214 million under their respective profit-sharing plans. The actual amount of profit sharing that the companies will distribute to eligible employees in February 2011 depends on each company's full-year financial results.
- United employees earned cash incentive payments for on-time performance and customer satisfaction totaling \$12 million during the third quarter. For the quarter, United recorded a DOT on-time arrival rate of 85.8 percent and a systemwide mainline segment completion factor of 99.1 percent.

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- Continental employees earned cash incentive payments for on-time performance totaling \$8 million during the third quarter. Continental recorded a DOT on-time arrival rate of 83.2 percent and a systemwide mainline segment completion factor of 99.8 percent. Continental operated 31 days during the quarter without a single mainline flight cancellation.
- United reconfigured six Boeing 777 aircraft with new products in first- and business-class and improved inflight entertainment and seat options in economy. United has now reconfigured 51 (21 767s, 6 777s and 24 747s) of 91 aircraft in its international widebody fleet.
- Continental continued to install new flat-bed BusinessFirst seats on its Boeing 777 and 757 aircraft during the quarter, with 40 (16 777s and 24 757s) of 63 international aircraft now completed. The company also continued its DIRECTV® installation, with the service now offered on 145 narrowbody aircraft.
- Continental announced plans to launch nonstop flights between Newark Liberty and Cairo, Egypt, beginning May 18, 2011, subject to government approval.
- Star Alliance members Continental Airlines and Brussels Airlines announced plans to start codesharing on Continental's trans-Atlantic flights between New York and Brussels complementing existing codesharing between United and Brussels Airlines on flights linking Washington and Chicago with Brussels. In addition, Continental announced plans to start codesharing with Aegean Airlines between New York and Athens.

Merger Integration

Upon the Oct. 1 close of their merger, United and Continental began their integration process. The companies introduced new benefits for customers, including reciprocal upgrade and preferred seating benefits for Mileage Plus and OnePass elite members and expanded free wireless and complimentary alcoholic beverages to airport club lounges across the combined network. The companies have also started the first phase of optimizing their combined route network to offer customers more travel options.

United and Continental continue to operate as separate carriers, and will do so until they receive their single operating certificate, which they currently expect to achieve by the end of 2011. However, travelers will begin to see a more unified product in the spring of 2011, as the carriers integrate key customer service and marketing activities to deliver a more seamless product.

About United Continental Holdings, Inc.

United Continental Holdings, Inc. (NYSE: UAL) is the holding company for both United Airlines and Continental Airlines. Together with United Express, Continental Express and Continental Connection, these airlines operate a total of approximately 5,800 flights a day to 371 airports on six continents from their hubs in Chicago, Cleveland, Denver, Guam, Houston, Los Angeles, New York/Newark Liberty, San Francisco, Tokyo and Washington,

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D.C. United and Continental are members of Star Alliance, which offers more than 21,200 daily flights to 1,172 airports in 181 countries worldwide through its 28 member airlines. United's and Continental's more than 80,000 employees reside in every U.S. state and in many countries around the world. For more information about United Continental Holdings, Inc., go to [www.uch.com](#). For more information about the airlines, see [www.united.com](#) and [www.continental.com](#), and follow each company on Twitter and Facebook.

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995: Certain statements included in this release 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 which 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 release are based upon information available to us on the date of this release. 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. Our actual results could differ materially from these forward-looking statements due to numerous factors including, without limitation, the following: our ability to comply with the terms of our various financing arrangements; the costs and availability of financing; our ability to maintain adequate liquidity; our ability to execute our operational plans; our ability to control our costs, including realizing benefits from our resource optimization efforts, cost reduction initiatives and fleet replacement programs; our ability to utilize our net operating losses; our ability to attract and retain customers; demand for transportation in the markets in which we operate; 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 aviation fuel and energy refining capacity in relevant markets); our ability to cost-effectively hedge against increases in the price of aviation 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 we have alliances or partnerships to provide the services contemplated by the respective arrangements with such carriers; the costs and availability of aviation and other insurance; the costs associated with security measures and practices; industry consolidation or changes in airline alliances; competitive pressures on pricing and on demand; our capacity decisions and the capacity decisions of our competitors; U.S. or foreign governmental legislation, regulation and other actions (including open skies agreements); labor costs; our ability to maintain satisfactory labor relations and the results of the collective bargaining agreement process with our union groups; any disruptions to operations due to any potential actions by our 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 Annual Report on Form 10-K, as well as other risks and uncertainties set forth from time to time in the reports we file with the SEC. Consequently, forward-looking statements should not be regarded as representations or warranties by us that such matters will be realized.

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UNITED CONTINENTAL HOLDINGS, INC. AND SUBSIDIARIES (Formerly UAL Corporation)
STATEMENT OF CONSOLIDATED OPERATIONS

(In millions, except per share data) (Unaudited)	Three Months		%	Nine Months		%
	Ended September 30,	2009	Increase/ (Decrease)	Ended September 30,	2009	Increase/ (Decrease)
	2010	2009		2010	2009	
Operating Revenue:						
Passenger:						
Mainline	\$3,913	\$ 3,267	19.8%	\$10,651	\$ 8,909	19.6%
Regional Affiliates	1,076	844	27.5%	2,937	2,252	30.4%
Total Passenger Revenue	4,989	4,111	21.4%	13,588	11,161	21.7%
Cargo	175	125	40.0%	522	370	41.1%
Other	230	197	16.8%	686	611	12.3%
Total Operating Revenue	<u>5,394</u>	<u>4,433</u>	21.7%	<u>14,796</u>	<u>12,142</u>	21.9%
Operating Expenses:						
Aircraft fuel	1,242	1,064	16.7%	3,398	2,528	34.4%
Wages, salaries and related costs	1,085	954	13.7%	3,053	2,838	7.6%
Regional affiliates	914	775	17.9%	2,640	2,154	22.6%
Purchased services	278	279	(0.4%)	821	852	(3.6%)
Aircraft maintenance materials and outside repairs	262	253	3.6%	729	718	1.5%
Landing fees and other rentals	240	226	6.2%	709	676	4.9%
Depreciation and amortization	224	220	1.8%	652	675	(3.4%)
Distribution costs	161	145	11.0%	452	402	12.4%
Aircraft rentals	82	88	(6.8%)	244	265	(7.9%)
Cost of third party sales	64	59	8.5%	182	172	5.8%
Impairments, merger-related costs and special items (B)	63	43	46.5%	187	250	(25.2%)
Other	244	239	2.1%	691	699	(1.1%)
Total Operating Expenses	<u>4,859</u>	<u>4,345</u>	11.8%	<u>13,758</u>	<u>12,229</u>	12.5%
Operating Income (Loss)	535	88	NM	1,038	(87)	NM
Nonoperating Income (Expense):						
Interest expense	(171)	(146)	17.1%	(520)	(415)	25.3%
Interest income	5	3	66.7%	8	15	(46.7%)
Interest capitalized	2	3	(33.3%)	7	8	(12.5%)
Other, net	15	(10)	NM	42	19	121.1%
Total Nonoperating Income (Expense)	<u>(149)</u>	<u>(150)</u>	(0.7%)	<u>(463)</u>	<u>(373)</u>	24.1%
Income (Loss) before Income Taxes and equity in earnings of affiliates	386	(62)	NM	575	(460)	NM
Income Tax Benefit (C)	—	(4)	(100.0%)	(1)	(46)	(97.8%)
Income (Loss) before equity in earnings of affiliates	386	(58)	NM	576	(414)	NM
Equity in earnings of affiliates	1	1	—	2	3	(33.3%)
Net Income (Loss)	<u>\$ 387</u>	<u>\$ (57)</u>	NM	<u>\$ 578</u>	<u>\$ (411)</u>	NM
Earnings (Loss) per share, basic	<u>\$ 2.30</u>	<u>(\$ 0.39)</u>	NM	<u>\$ 3.44</u>	<u>(\$ 2.83)</u>	NM
Earnings (Loss) per share, diluted	<u>\$ 1.75</u>	<u>(\$ 0.39)</u>	NM	<u>\$ 2.78</u>	<u>(\$ 2.83)</u>	NM
Weighted average shares, basic	168	146	15.1%	168	145	15.9%
Weighted average shares, diluted	235	146	61.0%	231	145	59.3%

NM Not meaningful.

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UNITED CONTINENTAL HOLDINGS, INC. AND SUBSIDIARIES (Formerly UAL Corporation)
CONSOLIDATED NOTES (UNAUDITED)

(A) United Continental Holdings, Inc. (NYSE: UAL) is a holding company and its principal, wholly-owned subsidiaries are United Air Lines, Inc. (“United”) and, effective October 1, 2010, Continental Airlines, Inc. (“Continental”). Continental became a subsidiary of UAL as a result of a merger transaction. As a consequence of the merger, UAL Corporation changed its name to United Continental Holdings, Inc. Because the merger occurred on October 1, 2010, the results of UAL presented herein do not include the impact of Continental’s operations.

(B) Impairments, merger-related costs and special items include the following:

(In millions)	Three Months Ended September 30,		Nine Months Ended September 30,	
	2010	2009	2010	2009
Intangible asset impairments	\$ —	\$ —	\$ —	\$ 150
Aircraft and spare parts impairments	22	19	112	19
Total impairments	22	19	112	169
Merger-related costs	44	—	72	—
LAX municipal bond litigation	—	—	—	27
Lease termination and other special items	(3)	24	3	54
Total impairments, merger-related costs and special items	63	43	187	250
Severance	2	22	1	23
Employee benefit adjustments	—	—	—	(33)
(Gain) Loss on asset sales	5	(11)	15	(11)
Accelerated depreciation related to early asset retirement	4	6	13	38
Total other charges	11	17	29	17
Total impairments, merger-related costs, special items and other charges	74	60	216	267
Operating non-cash net mark-to-market (“MTM”) (gains) losses on undesignated fuel hedges	12	(25)	18	(521)
Total operating impact	86	35	234	(254)
Non-operating non-cash net MTM (gains) on undesignated fuel hedges	—	(34)	—	(241)
Pre-tax impairments, merger-related costs, special items, other charges and non-cash net MTM impact	86	1	234	(495)
Income tax benefit on impairments, other charges and other non-cash tax expense	—	(4)	(1)	(46)
Total impairments, merger-related costs, special items, other charges and non-cash net MTM impact, net of tax	\$ 86	\$ (3)	\$ 233	\$ (541)

(C) Effective tax rates differ from the federal statutory rate of 35% primarily due to the following: changes in the valuation allowance, expenses that are not deductible for federal income tax purposes and state income taxes. We are required to provide a valuation allowance for our deferred tax assets in excess of deferred tax liabilities because UAL concluded that it is more likely than not that such deferred tax assets will ultimately not be realized. As a result, pre-tax losses for the three and nine months of September 30, 2009 were not reduced by any tax benefits except for certain tax benefits resulting from the disposal and impairment of indefinite-lived intangible assets. No federal income tax expense was recorded related to pre-tax income for the three and nine months ended September 30, 2010 due to the utilization of book net operating losses for which no benefit had previously been recognized.

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UNITED CONTINENTAL HOLDINGS, INC. AND SUBSIDIARIES (Formerly UAL Corporation)
CONSOLIDATED NOTES (UNAUDITED)

- (D) UAL's results of operations include aircraft fuel expense for both United Mainline jet operations and Regional Affiliates. Aircraft fuel expense incurred as a result of the UAL's Regional Affiliates' operations is reflected in Regional Affiliates operating expense. In accordance with UAL's agreement with its Regional Affiliates, these costs are incurred by UAL. Fuel hedging gains or losses are not allocated to Regional Affiliates fuel expense.

(In millions, except per gallon)	Year-Over-Year Impact of Fuel Expense United Mainline and Regional Affiliates Operations					
	Three Months Ended		%	Nine Months Ended		%
	September 30,	September 30,		September 30,	September 30,	
	2010	2009	Increase/ (Decrease)	2010	2009	Increase/ (Decrease)
Total mainline fuel expense	\$1,242	\$1,064	16.7%	\$3,398	\$2,528	34.4%
Exclude impact of non-cash net MTM gains (losses)	(12)	25	NM	(18)	521	NM
Mainline fuel expense excluding MTM impact	1,230	1,089	12.9%	3,380	3,049	10.9%
Add: Regional Affiliates fuel expense	292	222	31.5%	829	564	47.0%
Consolidated fuel expense excluding MTM impact	1,522	1,311	16.1%	4,209	3,613	16.5%
Exclude impact of fuel hedge settlements	(60)	(92)	(34.8%)	(89)	(491)	(81.9%)
Exclude impact of fuel hedge ineffectiveness	—	—	—	(3)	—	NM
Consolidated fuel expense excluding hedge impacts (a) (b)	<u>\$1,462</u>	<u>\$1,219</u>	19.9%	<u>\$4,117</u>	<u>\$3,122</u>	31.9%
Mainline fuel consumption (gallons)	520	511	1.8%	1,461	1,480	(1.3%)
Mainline average jet fuel price per gallon (cents)	238.8	208.2	14.7%	232.6	170.8	36.2%
Mainline average jet fuel price per gallon excluding non-cash net MTM impact (cents)	236.5	213.1	11.0%	231.3	206.0	12.3%
Mainline average jet fuel price per gallon excluding fuel hedge impacts (cents)	225.0	195.1	15.3%	225.1	172.8	30.3%
Regional Affiliates fuel consumption (gallons)	122	105	16.2%	339	294	15.3%
Regional Affiliates average jet fuel price per gallon (cents)	239.3	211.4	13.2%	244.5	191.8	27.5%
Consolidated consumption (gallons)	642	616	4.2%	1,800	1,774	1.5%
Consolidated average jet fuel price per gallon (cents)	238.9	208.8	14.4%	234.8	174.3	34.7%
Consolidated average jet fuel price per gallon excluding non-cash net MTM impact (cents)	237.1	212.8	11.4%	233.8	203.7	14.8%
Consolidated average jet fuel price per gallon excluding fuel hedge impacts (cents)	227.7	197.9	15.1%	228.7	176.0	29.9%

- (a) See Note (F) for further information related to fuel hedging and non-GAAP measures.
- (b) Beginning April 1, 2010, UAL designated substantially all of its outstanding fuel derivative contracts as cash flow hedges under GAAP. As of September 30, 2010, UAL has recognized \$6 million of accumulated other comprehensive gains on its balance sheet for these designated hedges. Effective with the third quarter of 2010, UAL classified the ineffective portion of these designated hedges within non-operating income (expense).
- (E) United has contractual relationships with various regional carriers to provide regional jet and turboprop service branded as United Express. Under these agreements, United pays the regional carriers contractually agreed fees for crew expenses, maintenance expenses and other costs of operating these flights. These costs include aircraft rents of \$111 million for both of the three months ended September 30, 2010 and 2009 and \$333 million and \$327 million for the nine months ended September 30, 2010 and 2009, respectively. This rent is included in Regional Affiliates expense in our Statements of Consolidated Operations.

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UNITED CONTINENTAL HOLDINGS, INC. AND SUBSIDIARIES (Formerly UAL Corporation)
CONSOLIDATED NOTES (UNAUDITED)

- (F) Pursuant to SEC Regulation G, UAL has included the following reconciliation of reported non-GAAP financial measures to comparable financial measures reported on a GAAP basis. UAL believes that excluding fuel costs from certain measures is useful to investors because it provides an additional measure of management's performance excluding the effects of a significant cost item over which management has limited influence. UAL also believes that adjusting for special items, and other items unusual or infrequent in nature, is useful to investors because they are non-recurring items not indicative of UAL's on-going performance. UAL began to apply cash flow hedge accounting effective April 1, 2010. Prior to the designation of fuel hedge instruments as cash flow hedges, MTM gains and losses were immediately recognized in fuel expense. UAL believes that the net fuel hedge adjustments provide management and investors with a better perspective of its performance and comparison to its peers because the adjustments reflect the economic fuel cost during the periods presented and many of our peers apply cash flow hedge accounting.

	Three Months Ended September 30,	
	2010	2009
Consolidated Operating Expenses (In millions)	\$ 4,859	\$ 4,345
Special Items (a):		
Impairments	(22)	(19)
Special items and other charges	(8)	(41)
Merger-related costs	(44)	—
Non-cash net fuel MTM impact	(12)	25
Adjusted consolidated operating expenses, excluding special items	4,773	4,310
Consolidated fuel expense (excluding non-cash net MTM impact)	(1,522)	(1,311)
Profit sharing programs including taxes	(90)	—
Adjusted consolidated operating expenses, excluding fuel, profit-sharing programs and special items	<u>\$ 3,161</u>	<u>\$ 2,999</u>

	Three Months Ended September 30,	
	2010	2009
Net Income (Loss) (In millions)	\$ 387	\$ (57)
Special items (a):		
Impairments	22	19
Special items and other charges	8	37
Merger-related costs	44	—
Non-cash net fuel MTM impact	12	(59)
Adjusted Net Income (Loss)	<u>\$ 473</u>	<u>\$ (60)</u>

	Three Months Ended September 30,	
	2010	2009
Earnings (Loss) per Share		
Diluted earnings (loss) per share	\$ 1.75	(\$ 0.39)
Special items (a):		
Impairments	0.09	0.13
Special items and other charges	0.04	0.26
Merger-related costs	0.19	—
Non-cash net fuel MTM impact	0.05	(0.41)
Adjusted diluted earnings (loss) per share	<u>\$ 2.12</u>	<u>\$ (0.41)</u>

- (a) Special items are net of tax of \$0, except for a \$4 million tax benefit that is included within "special items and other changes" in the net income and EPS reconciliations.

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UNITED CONTINENTAL HOLDINGS, INC. AND SUBSIDIARIES (Formerly UAL Corporation)
NON-GAAP FINANCIAL MEASURES

	Three Months Ended September 30,		%	Nine Months Ended September 30,		%
	2010	2009	Increase/ (Decrease)	2010	2009	Increase/ (Decrease)
CASM Mainline Operations (cents)						
Cost per available seat mile (CASM)	12.16	11.09	9.6%	12.13	10.75	12.8%
Less: Special items and non-cash net MTM impact	(0.26)	(0.11)	136.4%	(0.25)	0.27	NM
CASM, excluding special items and non-cash net MTM impact	11.90	10.98	8.4%	11.88	11.02	7.8%
Less: Fuel cost per available seat mile	(3.79)	(3.38)	12.1%	(3.69)	(3.25)	13.5%
CASM, excluding special items, non-cash net MTM impact and fuel	8.11	7.60	6.7%	8.19	7.77	5.4%
Less: Profit sharing cost per available seat mile	(0.28)	—	NM	(0.17)	—	NM
CASM, excluding special items, non-cash net MTM impact, fuel and profit sharing	7.83	7.60	3.0%	8.02	7.77	3.2%
Add: Profit sharing held constant at prior year expense per available seat mile	—	—	—	—	—	—
Add: Current year fuel cost at prior year fuel price per available seat mile	3.42	—	NM	3.28	—	NM
Add: Prior year fuel cost per available seat mile	—	3.38	NM	—	3.25	NM
CASM, holding fuel and profit sharing constant and excluding special items and non-cash net MTM impact	<u>11.25</u>	<u>10.98</u>	2.5%	<u>11.30</u>	<u>11.02</u>	2.5%
CASM Consolidated Operations (cents)						
Cost per available seat mile (CASM)	12.79	11.73	9.0%	12.82	11.42	12.3%
Less: Special items and non-cash net MTM impact	(0.23)	(0.09)	155.6%	(0.22)	0.24	NM
CASM, excluding special items and non-cash net MTM impact	12.56	11.64	7.9%	12.60	11.66	8.1%
Less: Fuel cost per available seat mile	(4.00)	(3.54)	13.0%	(3.92)	(3.38)	16.0%
CASM, excluding special items, non-cash net MTM impact and fuel	8.56	8.10	5.7%	8.68	8.28	4.8%
Less: Profit sharing cost per available seat mile	(0.24)	—	NM	(0.14)	—	NM
CASM, excluding special items, non-cash net MTM impact, fuel and profit sharing	8.32	8.10	2.7%	8.54	8.28	3.1%
Add: Profit sharing held constant at prior year expense per available seat mile	—	—	—	—	—	—
Add: Current year fuel cost at prior year fuel price per available seat mile	3.60	—	NM	3.42	—	NM
Add: Prior year fuel cost per available seat mile	—	3.54	NM	—	3.38	NM
CASM, holding fuel and profit sharing constant and excluding special items and non-cash net MTM	<u>11.92</u>	<u>11.64</u>	2.4%	<u>11.96</u>	<u>11.66</u>	2.6%

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UNITED CONTINENTAL HOLDINGS, INC. AND SUBSIDIARIES (Formerly UAL Corporation)
STATISTICS

	Three Months		% Increase/ (Decrease)	Nine Months		% Increase/ (Decrease)
	Ended September 30, 2010	2009		Ended September 30, 2010	2009	
Mainline Operations:						
Passengers (thousands)	14,542	15,179	(4.2%)	40,948	42,933	(4.6%)
Revenue passenger miles (millions)	28,149	27,611	1.9%	77,433	76,510	1.2%
Available seat miles (millions)	32,431	32,193	0.7%	91,634	93,746	(2.3%)
Cargo ton miles (millions)	452	409	10.5%	1,422	1,128	26.1%
Passenger load factor						
Mainline	86.8%	85.8%	1.0 pts.	84.5%	81.6%	2.9 pts.
Domestic	87.3%	86.6%	0.7 pts.	85.3%	84.1%	1.2 pts.
International	86.2%	84.7%	1.5 pts.	83.5%	78.5%	5.0 pts.
Passenger revenue per available seat mile (cents)	12.07	10.15	18.9%	11.62	9.50	22.3%
Total revenue per available seat mile (cents)	13.31	11.15	19.4%	12.94	10.55	22.7%
Average yield per revenue passenger mile (cents) (a)	13.86	11.79	17.6%	13.71	11.61	18.1%
Average fare per passenger	\$269.05	\$215.26	25.0%	\$260.11	\$207.51	25.3%
Cost per available seat mile (CASM) (cents):						
CASM (b)	12.16	11.09	9.6%	12.13	10.75	12.8%
CASM, excluding special items and non-cash net MTM impact	11.90	10.98	8.4%	11.88	11.02	7.8%
CASM, excluding special items, non-cash net MTM impact and fuel	8.11	7.60	6.7%	8.19	7.77	5.4%
CASM, excluding special items, non-cash net MTM impact, fuel and profit sharing	7.83	7.60	3.0%	8.02	7.77	3.2%
CASM, holding fuel rate and profit sharing constant, excluding special items and non-cash net MTM impact	11.25	10.98	2.5%	11.30	11.02	2.5%
Average price per gallon of jet fuel (cents) (c)	238.8	208.2	14.7%	232.6	170.8	36.2%
Average price per gallon of jet fuel excluding non-cash net MTM impact (cents) (c)	236.5	213.1	11.0%	231.3	206.0	12.3%
Average price per gallon of jet fuel excluding fuel hedge impact (cents) (c)	225.0	195.1	15.3%	225.1	172.8	30.3%
Fuel gallons consumed (millions)	520	511	1.8%	1,461	1,480	(1.3%)
Aircraft in fleet at end of period	360	371	(3.0%)	360	371	(3.0%)
Average stage length (miles) (d)	1,850	1,730	6.9%	1,810	1,711	5.8%
Average daily utilization of each aircraft (hours)	11:24	11:14	1.5%	11:02	10:50	1.8%

- (a) Yields exclude industry reduced fares, which have the impact of increasing yield by approximately 0.05 cents per RPM for all periods.
(b) Includes impact of special charges and merger-related costs.
(c) Fuel price per gallon includes aircraft fuel and related taxes.
(d) Average stage length equals the average distance a seat travels adjusted for size of aircraft (available seat miles/seats).

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UNITED CONTINENTAL HOLDINGS, INC. AND SUBSIDIARIES (Formerly UAL Corporation)
STATISTICS (Continued)

	Three Months Ended September 30,		%	Nine Months Ended September 30,		%
	2010	2009	Increase/ (Decrease)	2010	2009	Increase/ (Decrease)
Regional Affiliates:						
Passengers (thousands)	7,711	6,897	11.8%	21,447	18,875	13.6%
Revenue passenger miles (millions)	4,495	3,814	17.9%	12,337	10,224	20.7%
Available seat miles (millions)	5,557	4,841	14.8%	15,667	13,340	17.4%
Passenger load factor	80.9%	78.8%	2.1 pts.	78.7%	76.6%	2.1 pts.
Passenger revenue per available seat mile (cents)	19.36	17.43	11.1%	18.75	16.88	11.1%
Average yield per revenue passenger mile (cents)	23.94	22.13	8.2%	23.81	22.03	8.1%
Aircraft in fleet at end of period	295	292	1.0%	295	292	1.0%
Average stage length (miles) (a)	552	507	8.9%	536	498	7.6%
Consolidated Operations (Mainline and Regional Affiliates):						
Passengers (thousands)	22,253	22,076	0.8%	62,395	61,808	0.9%
Revenue passenger miles (millions)	32,644	31,425	3.9%	89,770	86,734	3.5%
Available seat miles (millions)	37,988	37,034	2.6%	107,301	107,086	0.2%
Passenger load factor	85.9%	84.9%	1.0 pts.	83.7%	81.0%	2.7 pts.
Passenger revenue per available seat mile (cents)	13.13	11.10	18.3%	12.66	10.42	21.5%
Total revenue per available seat miles (cents)	14.20	11.97	18.6%	13.79	11.34	21.6%
Average yield per revenue passenger mile (cents) (b)	15.25	13.05	16.9%	15.10	12.83	17.7%
CASM (c)	12.79	11.73	9.0%	12.82	11.42	12.3%
CASM, excluding special items and non-cash net MTM impact	12.56	11.64	7.9%	12.60	11.66	8.1%
CASM, excluding special items, non-cash net MTM impact and fuel	8.56	8.10	5.7%	8.68	8.28	4.8%
CASM, excluding special items, non-cash net MTM impact, fuel and profit sharing	8.32	8.10	2.7%	8.54	8.28	3.1%
CASM, holding fuel rate and profit sharing constant, excluding special items and non-cash net MTM impact	11.92	11.64	2.4%	11.96	11.66	2.6%
Average price per gallon of jet fuel (cents) (d)	238.9	208.8	14.4%	234.8	174.3	34.7%
Average price per gallon of jet fuel excluding non-cash net MTM impact (cents) (d)	237.1	212.8	11.4%	233.8	203.7	14.8%
Average price per gallon of jet fuel excluding fuel hedge impacts (cents) (d)	227.7	197.9	15.1%	228.7	176.0	29.9%
Fuel gallons consumed (millions)	642	616	4.2%	1,800	1,774	1.5%
Average full-time equivalent employees (thousands)	42.7	43.6	(2.1%)	42.7	44.0	(3.0%)
Cash Flow (In millions):						
Operating cash flow	\$ 445	\$ 56	NM	\$ 1,801	\$ 878	105.1%
Capital expenditures	(88)	(60)	46.7%	(212)	(230)	(7.8%)
Advanced deposits on aircraft	—	—	—	(42)	—	NM

(a) Average stage length equals the average distance a seat travels adjusted for size of aircraft (available seat miles/seats).

(b) Yields exclude industry reduced fares, which have the impact of increasing yield by approximately 0.05 cents per RPM for all periods.

(c) Includes impact of special charges and merger-related costs.

(d) Fuel price per gallon includes aircraft fuel and related taxes.

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CONTINENTAL AIRLINES, INC. AND SUBSIDIARIES
STATEMENT OF CONSOLIDATED OPERATIONS (UNAUDITED)

(In millions, except per share data)	Three Months		%	Nine Months		%
	Ended September 30,	2009	Increase/ (Decrease)	Ended September 30,	2009	Increase/ (Decrease)
	2010			2010		
Operating Revenue:						
Passenger:						
Mainline	\$2,967	\$ 2,442	21.5%	\$ 8,002	\$ 6,940	15.3%
Regional	588	505	16.4%	1,667	1,391	19.8%
Total Passenger Revenue	3,555	2,947	20.6%	9,669	8,331	16.1%
Cargo	115	92	25.0%	328	259	26.6%
Other	283	278	1.8%	833	814	2.3%
Total Operating Revenue	3,953	3,317	19.2%	10,830	9,404	15.2%
Operating Expenses:						
Aircraft fuel and related taxes	984	881	11.7%	2,806	2,507	11.9%
Wages, salaries and related costs	909	794	14.5%	2,527	2,358	7.2%
Aircraft rentals	230	233	(1.3%)	689	705	(2.3%)
Landing fees and other rentals	228	222	2.7%	656	647	1.4%
Regional capacity purchase	212	211	0.5%	625	641	(2.5%)
Distribution costs	193	160	20.6%	555	467	18.8%
Maintenance, materials and repairs	131	159	(17.6%)	413	473	(12.7%)
Depreciation and amortization	124	124	0.0%	380	353	7.6%
Passenger services	106	99	7.1%	299	282	6.0%
Special charges (a)	2	20	NM	18	68	NM
Merger-related costs (b)	11	0	NM	29	0	NM
Other	382	353	8.2%	1,114	1,050	6.1%
Total Operating Expenses	3,512	3,256	7.9%	10,111	9,551	5.9%
Operating Income (Loss)	441	61	NM	719	(147)	NM
Nonoperating Income (Expense):						
Interest expense	(102)	(91)	12.1%	(288)	(274)	5.1%
Interest capitalized	5	8	(37.5%)	17	25	(32.0%)
Interest income	2	2	0.0%	6	10	(40.0%)
Other, net	8	2	NM	(12)	19	NM
Total Nonoperating Income (Expense)	(87)	(79)	10.1%	(277)	(220)	25.9%
Income (Loss) before Income Taxes	354	(18)	NM	442	(367)	NM
Income Taxes (c)	0	0	NM	(1)	0	NM
Net Income (Loss)	\$ 354	(\$ 18)	NM	\$ 441	(\$ 367)	NM
Earnings per share, basic	\$ 2.52	(\$ 0.14)	NM	\$ 3.16	(\$ 2.91)	NM
Earnings per share, diluted	\$ 2.16	(\$ 0.14)	NM	\$ 2.81	(\$ 2.91)	NM
Weighted average shares, basic	140	132	6.1%	140	126	11.1%
Weighted average shares, diluted	167	132	26.5%	167	126	32.5%

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CONTINENTAL AIRLINES, INC. AND SUBSIDIARIES
CONSOLIDATED NOTES (UNAUDITED)

- (a) Operating Expenses: Special Charges. Includes the following (in millions):

	Three Months		% Increase/ (Decrease)	Nine Months		% Increase/ (Decrease)
	Ended September 30, 2010	2009		Ended September 30, 2010	2009	
Aircraft-related charges, net	\$ 0	\$ 6	NM	\$ 6	\$ 53	NM
Severance and other	2	14	NM	12	15	NM
Total special charges	\$ 2	\$ 20	NM	\$ 18	\$ 68	NM

2010. In the nine months ended September 30, 2010, the company recorded \$6 million of aircraft-related charges related to grounded Boeing 737-300 aircraft, net of gains on two 737-500 aircraft sold to a foreign buyer. Severance and other special charges in the nine months ended September 30, 2010 include severance charges of \$3 million related to the elimination of approximately 600 reservation positions and other special charges of \$9 million primarily related to an adjustment to a reserve for unused facilities due to reductions in expected sublease income for a maintenance hangar in Denver.

2009. During the third quarter of 2009, the company subleased five grounded EMB-135 aircraft resulting in aircraft-related charges of \$6 million representing the difference between the sublease rental income and the contracted rental payments on those aircraft. Severance and other during the third quarter of 2009 represents a charge of \$5 million for severance and other costs in connection with reductions in force, furloughs and leaves of absence and a \$9 million adjustment to increase a reserve for unused facilities due to reductions in expected sublease income primarily for a maintenance hangar in Denver. Aircraft-related charges in 2009 prior to the third quarter include \$31 million of non-cash impairments on owned Boeing 737-300 and 737-500 aircraft and related assets and \$16 million of other charges (\$12 million of which was non-cash) related to the grounding and disposition of Boeing 737-300 aircraft and the write-off of certain obsolete spare parts.

- (b) Merger-related costs of \$11 million and \$29 million in the three and nine months ended September 30, 2010, respectively, relating to financial advisor, legal, accounting and consultant fees and communication and integration costs.
- (c) Effective tax rates differ from the federal statutory rate of 35% primarily due to the following: changes in the valuation allowance, expenses that are not deductible for federal income tax purposes and state income taxes. We are required to provide a valuation allowance for our deferred tax assets in excess of deferred tax liabilities because the company concluded that it is more likely than not that such deferred tax assets will ultimately not be realized. As a result, pre-tax losses for the three and nine months ended September 30, 2009 were not reduced by any tax benefit. No federal income tax expense was recorded related to pretax income for the three and nine months ended September 30, 2010 due to the utilization of book net operating losses for which no benefit had previously been recognized.

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CONTINENTAL AIRLINES, INC. AND SUBSIDIARIES
CONSOLIDATED NOTES (UNAUDITED)

	Three Months		%	Nine Months		%
	Ended September 30, 2010	2009		Increase/ (Decrease)	Ended September 30, 2010	
Mainline Average Price per Gallon of Jet Fuel (cents)						
Average price per gallon of jet fuel (in cents)	221.2	199.1	11.1%	220.7	196.9	12.1%
Less: Fuel hedge impacts (a)	<u>(3.7)</u>	<u>(9.3)</u>	(60.2%)	<u>(1.8)</u>	<u>(31.1)</u>	(94.2%)
Average price per gallon of jet fuel excluding fuel hedge impacts (b)	<u>217.5</u>	<u>189.8</u>	14.6%	<u>218.9</u>	<u>165.8</u>	32.0%

- (a) Both the cost and availability of fuel are subject to many economic and political factors and are therefore beyond the company's control.
(b) These financial measures provide management and investors the ability to measure and monitor Continental's performance on a consistent basis.

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CONTINENTAL AIRLINES, INC. AND SUBSIDIARIES
CONSOLIDATED NOTES (UNAUDITED)

	Three Months Ended September 30,	
	2010	2009
Consolidated Operating Expenses (in millions)	\$3,512	\$3,256
Special Items (a):		
Impairments	0	0
Special items and other charges	(2)	(20)
Merger-related costs	(11)	0
Non-cash net fuel MTM impact	<u>0</u>	<u>0</u>
Adjusted consolidated operating expenses, excluding special items	\$3,499	\$3,236
Fuel Expense	(984)	(881)
Profit sharing programs including taxes	<u>(58)</u>	<u>0</u>
Adjusted consolidated operating expenses, excluding fuel, profit- sharing programs and special items	<u>\$2,457</u>	<u>\$2,355</u>

	Three Months Ended September 30,	
	2010	2009
Net Income /(Loss) (in millions)	\$ 354	\$ (18)
Special items:		
Impairments	0	0
Special charges (net of tax of \$0)	2	20
Merger-related costs (net of tax of \$0)	11	0
Less: income tax benefit	<u>0</u>	<u>0</u>
Adjusted Net Income / (Loss) (a)	<u>\$ 367</u>	<u>\$ 2</u>

	Three Months Ended September 30,	
	2010	2009
Earnings per Share		
Diluted earnings per share	\$ 2.16	\$ (0.14)
Special items:		
Impairments	0.00	0.00
Special charges	0.01	0.16
Merger-related costs	0.07	0.00
Less: income tax benefit	<u>0.00</u>	<u>0.00</u>
Adjusted earnings per share (a)	<u>\$ 2.24</u>	<u>\$ 0.02</u>

(a) These financial measures provide management and investors the ability to measure and monitor Continental's performance on a consistent basis.

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CONTINENTAL AIRLINES, INC. AND SUBSIDIARIES
NON-GAAP FINANCIAL MEASURES

	Three Months Ended September 30,		%	Nine Months Ended September 30,		%
	2010	2009	Increase/ (Decrease)	2010	2009	Increase/ (Decrease)
CASM Mainline Operations (cents)						
Cost per available seat mile (CASM)	11.27	10.41	8.3%	11.29	10.60	6.5%
Less: Special items	<u>(0.05)</u>	<u>(0.05)</u>	NM	<u>(0.06)</u>	<u>(0.08)</u>	NM
CASM, excluding special items (a)	11.22	10.36	8.3%	11.23	10.52	6.7%
Less: Fuel cost per available seat mile (b)	<u>(3.16)</u>	<u>(2.85)</u>	10.9%	<u>(3.14)</u>	<u>(2.82)</u>	11.3%
CASM, excluding special items and fuel (a)	8.06	7.51	7.3%	8.09	7.70	5.1%
Less: profit sharing cost per available seat mile	<u>(0.22)</u>	<u>0.00</u>	NM	<u>(0.10)</u>	<u>0.00</u>	NM
CASM, excluding special items, fuel and profit sharing (a)	7.84	7.51	4.4%	7.99	7.70	3.8%
Add: Profit sharing held constant to prior year expense per available seat mile	0.00	0.00	NM	0.00	0.00	NM
Add: Current year fuel cost at prior year fuel price per available seat mile (b)	2.84	0.00	NM	2.80	0.00	NM
Add: Prior year fuel cost per available seat mile (b)	<u>0.00</u>	<u>2.85</u>	NM	<u>0.00</u>	<u>2.82</u>	NM
CASM, holding fuel rate and profit sharing constant and excluding special items (a)	<u>10.68</u>	<u>10.36</u>	3.1%	<u>10.79</u>	<u>10.52</u>	2.6%
	Three Months Ended September 30,	2009	%	Nine Months Ended September 30,	2009	%
	2010		Increase/ (Decrease)	2010		Increase/ (Decrease)
CASM Consolidated Operations (cents)						
Cost per available seat mile (CASM)	12.06	11.25	7.2%	12.13	11.47	5.8%
Less: Special items	<u>(0.04)</u>	<u>(0.07)</u>	NM	<u>(0.06)</u>	<u>(0.08)</u>	NM
CASM, excluding special items (a)	12.02	11.18	7.5%	12.07	11.39	6.0%
Less: Fuel cost per available seat mile (b)	<u>(3.38)</u>	<u>(3.05)</u>	10.8%	<u>(3.37)</u>	<u>(3.01)</u>	12.0%
CASM, excluding special items and fuel (a)	8.64	8.13	6.3%	8.70	8.38	3.8%
Less: Profit sharing cost per available seat mile	<u>(0.20)</u>	<u>0.00</u>	NM	<u>(0.09)</u>	<u>0.00</u>	NM
CASM, excluding special items, fuel and profit sharing (a)	8.44	8.13	3.8%	8.61	8.38	2.7%
Add: Profit sharing held constant to prior year expense per available seat mile	0.00	0.00	NM	0.00	0.00	NM
Add: Current year fuel cost at prior year fuel price per available seat mile (b)	3.04	0.00	NM	3.00	0.00	NM
Add: Prior year fuel cost per available seat mile (b)	<u>0.00</u>	<u>3.05</u>	NM	<u>0.00</u>	<u>3.01</u>	NM
CASM, holding fuel rate and profit sharing constant and excluding special items (a)	<u>11.48</u>	<u>11.18</u>	2.7%	<u>11.61</u>	<u>11.39</u>	1.9%

- (a) These financial measures provide management and investors the ability to measure and monitor Continental's performance on a consistent basis.
(b) Both the cost and availability of fuel are subject to many economic and political factors and are therefore beyond the company's control.

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CONTINENTAL AIRLINES, INC. AND SUBSIDIARIES
STATISTICS

	Three Months		% Increase/ (Decrease)	Nine Months		% Increase/ (Decrease)
	Ended September 30, 2010	2009		Ended September 30, 2010	2009	
Mainline Operations:						
Passengers (thousands)	11,914	12,181	(2.2%)	34,087	34,619	(1.5%)
Revenue passenger miles (millions)	22,476	22,127	1.6%	62,278	60,589	2.8%
Available seat miles (millions)	25,961	25,803	0.6%	74,147	74,119	0.0%
Cargo ton miles (millions)	277	245	13.1%	825	664	24.2%
Passenger load factor:						
Mainline	86.6%	85.8%	0.8 pts.	84.0%	81.7%	2.3 pts.
Domestic	87.0%	87.9%	(0.9) pts.	85.2%	84.9%	0.3 pts.
International	86.2%	83.7%	2.5 pts.	82.9%	78.8%	4.1 pts.
Passenger revenue per available seat mile (cents)	11.43	9.46	20.8%	10.79	9.36	15.3%
Total revenue per available seat mile (cents)	12.92	10.84	19.2%	12.32	10.75	14.6%
Average yield per revenue passenger mile (cents)	13.20	11.04	19.6%	12.85	11.45	12.2%
Average fare per passenger	\$252.23	\$202.87	24.3%	\$237.34	\$202.62	17.1%
Cost per available seat mile (CASM) (cents):						
CASM (a)	11.27	10.41	8.3%	11.29	10.60	6.5%
CASM, excluding special items and fuel (b)	8.06	7.51	7.3%	8.09	7.70	5.1%
CASM, excluding special items, fuel and profit sharing (b)	7.84	7.51	4.4%	7.99	7.70	3.8%
CASM, holding fuel rate and profit sharing constant and excluding special items (b)	10.68	10.36	3.1%	10.79	10.52	2.6%
Average price per gallon of jet fuel (cents) (c)	221.2	199.1	11.1%	220.7	196.9	12.1%
Average price per gallon of jet fuel excluding fuel hedge impacts (b) (c)	217.5	189.8	14.6%	218.9	165.8	32.0%
Fuel gallons consumed (millions)	370	369	0.3%	1,054	1,061	(0.7%)
Aircraft in fleet at end of period (d)	348	338	3.0%	348	338	3.0%
Average stage length (miles) (e)	1,836	1,783	3.0%	1,793	1,730	3.6%
Average daily utilization of each aircraft (hours)	10:47	11:06	(2.9%)	10:43	10:45	(0.2%)

(a) Includes impact of special charges and merger-related costs.

(b) See "NON-GAAP FINANCIAL MEASURES."

(c) Fuel price per gallon includes aircraft fuel and related taxes.

(d) Excludes three grounded 737-300 aircraft and five grounded 737-500 aircraft at September 30, 2010.

(e) Average stage length equals the average distance a seat travels adjusted for size of aircraft (available seat miles/seats).

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CONTINENTAL AIRLINES, INC. AND SUBSIDIARIES
STATISTICS (cont'd)

	Three Months		% Increase/ (Decrease)	Nine Months		% Increase/ (Decrease)
	Ended September 30, 2010	2009		Ended September 30, 2010	2009	
Regional Operations:						
Passengers (thousands)	4,673	4,614	1.3%	13,335	12,932	3.1%
Revenue passenger miles (millions)	2,539	2,490	2.0%	7,287	6,984	4.3%
Available seat miles (millions)	3,147	3,130	0.5%	9,218	9,145	0.8%
Passenger load factor	80.7%	79.6%	1.1 pts.	79.0%	76.4%	2.6 pts.
Passenger revenue per available seat mile (cents)	18.69	16.14	15.8%	18.09	15.22	18.9%
Average yield per revenue passenger mile (cents)	23.17	20.29	14.2%	22.88	19.93	14.8%
Aircraft in fleet at end of period (a)	252	266	(5.3%)	252	266	(5.3%)
Average stage length (miles) (b)	527	518	1.7%	529	519	1.9%
Consolidated Operations (Mainline and Regional):						
Passengers (thousands)	16,587	16,795	(1.2%)	47,422	47,551	(0.3%)
Revenue passenger miles (millions)	25,015	24,617	1.6%	69,565	67,573	2.9%
Available seat miles (millions)	29,108	28,933	0.6%	83,365	83,264	0.1%
Passenger load factor	85.9%	85.1%	0.8 pts.	83.4%	81.2%	2.2 pts.
Passenger revenue per available seat mile (cents)	12.21	10.19	19.8%	11.60	10.01	15.9%
Total revenue per available seat miles (cents)	13.58	11.46	18.5%	12.99	11.29	15.1%
Average yield per revenue passenger mile (cents)	14.21	11.97	18.7%	13.90	12.33	12.7%
CASM (c)	12.06	11.25	7.2%	12.13	11.47	5.8%
CASM, excluding special items and fuel (d)	8.64	8.13	6.3%	8.70	8.38	3.8%
CASM, excluding special items, fuel and profit sharing (d)	8.44	8.13	3.8%	8.61	8.38	2.7%
CASM, holding fuel rate and profit sharing constant and excluding special items (d)	11.48	11.18	2.7%	11.61	11.39	1.9%
Average price per gallon of jet fuel (cents) (e)	221.1	199.0	11.1%	220.7	196.5	12.3%
Fuel gallons consumed (millions)	445	443	0.5%	1,271	1,276	(0.4%)
Average full-time equivalent employees	38,900	39,930	(2.6%)	39,020	40,165	(2.9%)
Cash Flow (\$ millions)						
Operating cash flow	306	(172)	NM	1,307	187	NM
Capital expenditures	(98)	(154)	(36.4%)	(246)	(301)	(18.3%)
Aircraft purchase deposits refunded, net	94	25	NM	10	42	(76.2%)

- (a) Consists of flights operated under capacity purchase agreements with Continental's regional carriers ExpressJet, Colgan, Chautauqua and CommutAir. Excludes 25 EMB-135 aircraft that are temporarily grounded and 38 ERJ-145 aircraft and five EMB-135 aircraft subleased to other operators but are not operated on the company's behalf at September 30, 2010.
- (b) Average stage length equals the average distance a seat travels adjusted for size of aircraft (available seat miles/seats).
- (c) Includes impact of special charges and merger-related costs.
- (d) See "NON-GAAP FINANCIAL MEASURES."
- (e) Fuel price per gallon includes aircraft fuel and related taxes.

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Issue Date: October 21, 2010

Investor Update

This investor update provides forward-looking information about United Continental Holdings, Inc. (“the Company” or “UAL”) for the fourth quarter and full year 2010. Also included are certain historical quarterly pro forma operating statements and statistics for the combined company based on preliminary estimates filed with the SEC in the proxy statement filed on August 18, 2010, which assume that the merger closed January 1, 2009. In mid-November, the Company expects to complete its review of purchase accounting adjustments related to the merger and to complete its review of the classification of certain items on its income statement. After the Company completes these reviews, it will release pro forma combined quarterly income statements for year-to-date 2010 and 2009 based upon the updated purchase accounting adjustments and the determination of classification of certain items on its income statement.

Combined Company (United and Continental) Outlook Highlights based on preliminary pro forma purchase accounting adjustments

Capacity

Fourth quarter 2010 consolidated available seat miles (ASMs) are expected to be up 3.0% to 4.0% year-over year. Full year 2010 consolidated ASMs are estimated to be up 0.8% to 1.1%.

Non-Fuel Expenses

Fourth quarter consolidated cost per ASM (CASM), excluding fuel, profit sharing, certain accounting charges and merger-related expenses for the combined Company are expected to be up 2.5% to 3.5%. For the full year, the Company estimates consolidated CASM excluding fuel, profit sharing, certain accounting charges and merger-related expenses will be up 2.6% to 2.9%.

The Company expects to implement a revenue share structure for its trans-Atlantic joint venture during the fourth quarter 2010, which will be retroactive to January 1, 2010. The Company will account for the revenue sharing obligations for the first nine months of 2010 related to this revenue sharing agreement as other operating expense in the fourth quarter. The Company estimates the impact of this obligation to be approximately \$100 million, which accounts for 2 points of year over year growth in Consolidated CASM excluding fuel in the fourth quarter and is included in its guidance. This estimated revenue sharing payment is substantially less than the additional passenger revenue United and Continental receive from the joint marketing, scheduling and pricing efforts of the joint venture. Going forward, related revenue share payments will be booked as an adjustment to passenger revenue.

Fuel Expense

The Company estimates its consolidated fuel price, including the impact of settled hedges, to be \$2.40 per gallon for the fourth quarter and \$2.31 per gallon for the full year.

Profit Sharing

United and Continental have separate employee profit sharing plans for the employees of each respective subsidiary. The Company’s profit sharing plan for United pays 15% of total GAAP pre-tax profits, excluding special items and stock compensation expense, to the employees of United when pre-tax profit excluding special items and stock compensation expense exceeds \$10 million. The Company currently expects the stock expense for United to be \$28 million in the fourth quarter, and \$58 million for the full year.

The Company’s profit sharing plan for Continental creates an award pool of 15% of annual pre-tax income excluding special, unusual or non-recurring items.

For both United and Continental, profit sharing expense is accrued on a year-to-date basis.

Non-Operating Income/Expense

Non-operating expense for the Company is estimated to be between \$250 million and \$260 million for the fourth quarter, and between \$975 million and \$985 million for the full year. Non-operating income/(expense) includes interest expense, capitalized interest, interest income and other non-operating income/(expense).

Net Capital Expenditures and Scheduled Debt and Capital Lease Payments

The Company expects a total of \$260 million of net capital expenditures in the fourth quarter and \$760 million for the full year. The Company expects scheduled debt and capital lease payments of \$540 million in the fourth quarter for a total of \$2,030 million debt payments for the year, including the prepayment of \$350 million Continental secured term loan and \$140 million in prepayments of United debt in the third quarter.

Liquidity

The Company expects to end the year with an unrestricted cash, cash equivalents and short-term investments balance of approximately \$8.4 billion.

Combined Company Outlook
based on preliminary pro forma purchase accounting adjustments

Advanced Booked Seat Factor (Percentage of Available Seats that are Sold)

Compared to the same period last year, for the next six weeks, mainline domestic advanced booked seat factor is up 1.2 points, mainline international advanced booked seat factor is down 1.2 points, mainline Latin advanced booked seat factor is down 4.3 points, Atlantic advanced booked seat factor is down 3.1 points, Pacific advanced booked seat factor is up 4.8 points, and Regional advanced booked seat factor is up 0.9 points.

	Estimated Fourth Quarter 2010	Year-Over-Year % Change Higher/(Lower)	PRO-FORMA							
			Estimated Full Year 2010	Year-Over-Year % Change Higher/(Lower)	Estimated Full Year 2010	Year-Over-Year % Change Higher/(Lower)				
Capacity (Million ASMs)										
Mainline Capacity										
Domestic Capacity	28,086 - 28,369	(1.1)% - (0.1)%	114,369 - 114,652	(2.4)% - (2.2)%						
Latin America Capacity	4,505 - 4,547	7.5% - 8.5%	19,233 - 19,275	4.8% - 5.0%						
Atlantic Capacity	11,670 - 11,778	9.0% - 10.0%	48,117 - 48,225	2.0% - 2.2%						
Pacific Capacity	9,429 - 9,519	5.0% - 6.0%	37,752 - 37,842	0.9% - 1.2%						
Total Mainline Capacity	53,690 - 54,213	2.7% - 3.7%	219,471 - 219,994	(0.3)% - (0.1)%						
Regional Affiliates Capacity*	8,028 - 8,104	5.1% - 6.1%	32,913 - 32,989	9.3% - 9.5%						
Consolidated Capacity										
Domestic Capacity	35,728 - 36,087	(0.2)% - 0.8%	145,749 - 146,108	(0.3)% - (0.1)%						
International Capacity	25,990 - 26,230	7.7% - 8.7%	106,635 - 106,875	2.5% - 2.7%						
Total Consolidated Capacity	61,718 - 62,317	3.0% - 4.0%	252,384 - 252,983	0.8% - 1.1%						

Traffic (Million RPMs)

Mainline System Traffic										
Domestic System Traffic										
Latin America System Traffic										
Atlantic Load System Traffic										
Pacific Load System Traffic										
Total Mainline System Traffic										
Regional Affiliates System Traffic*										
Consolidated System Traffic										
Domestic System Traffic										
International System Traffic										
Total Consolidated System Traffic										

**Fourth Quarter Traffic Outlook To Be
Provided Later In The Quarter**

Load Factor

Mainline Load Factor										
Domestic Load Factor										
Latin America Load Factor										
Atlantic Load Factor										
Pacific Load Factor										
Total Mainline Load Factor										
Regional Affiliates Load Factor*										
Consolidated Load Factor										
Domestic Load Factor										
International Load Factor										
Total Consolidated Load Factor										

**Fourth Quarter Load Factor Outlook To Be
Provided Later In The Quarter**

* Regional Affiliates results only reflect flights operated under capacity purchase agreements and flights operated as part of our joint venture with Aer Lingus

Combined Company Outlook
based on preliminary pro forma purchase accounting adjustments

	Estimated Fourth Quarter 2010		Year-Over-Year % Change Higher/(Lower)		PRO-FORMA Estimated Full Year 2010		Year-Over-Year % Change Higher/(Lower)	
Revenue								
Mainline Passenger Unit Revenue (¢/ASM)								
Regional Affiliate Passenger Unit Revenue (¢/ASM)								
Consolidated Passenger Unit Revenue (¢/ASM)								
Mainline Passenger Unit Revenue (¢/ASM)								
Cargo, Mail and Other Revenue								
Operating Expenses*								
Mainline Unit Cost Excluding Profit Sharing and Non-Cash Net Mark-to-Market Impacts (¢/ASM)	12.10	- 12.18	7.2%	- 8.0%	11.48	- 11.50	7.4%	- 7.6%
Regional Affiliates Unit Cost (¢/ASM)	18.01	- 18.13	3.0%	- 3.7%	17.55	- 17.57	4.3%	- 4.4%
Consolidated Unit Cost Excluding Profit Sharing and Non-Cash Net Mark-to-Market Impacts (¢/ASM)	12.86	- 12.95	6.7%	- 7.4%	12.30	- 12.32	7.6%	- 7.8%
Non-Fuel Expense*								
Mainline Unit Cost Excluding Fuel and Profit Sharing (¢/ASM)	8.45	- 8.53	3.0%	- 4.0%	8.02	- 8.04	3.1%	- 3.3%
Regional Affiliates Unit Cost Excluding Fuel (¢/ASM)	12.43	- 12.55	0.2%	- 1.2%	12.23	- 12.25	(2.2)%	- (2.1)%
Consolidated Unit Cost Excluding Fuel and Profit Sharing (¢/ASM)	8.96	- 9.05	2.5%	- 3.5%	8.57	- 8.59	2.6%	- 2.9%
Select Expense Measures								
Aircraft Rent (\$MM)		\$220				\$870		
Depreciation and Amortization (\$MM)		\$360				\$1,405		
Fuel Expense								
Mainline Fuel Consumption (Million Gallons)		830				3,350		
Mainline Fuel Price Excluding Hedges		\$2.39 / Gallon				\$2.26 / Gallon		
Mainline Fuel Price Including Cash Settled Hedges		\$2.37 / Gallon				\$2.29 / Gallon		
Mainline Fuel Price Including Cash Settled Hedges and Non-Cash Net Mark-to-Market Gains/(Losses) (GAAP fuel expense per gallon)		\$2.39 / Gallon				\$2.30 / Gallon		
Regional Affiliates Fuel Consumption (Million Gallons)		180				730		
Regional Affiliates Fuel Price		\$2.50 / Gallon				\$2.40 / Gallon		
Consolidated Fuel Price Including Cash Settled Hedges		\$2.40 / Gallon				\$2.31 / Gallon		
Consolidated Fuel Price Including Cash Settled Hedges and Non-Cash Net Mark-to-Market Gains/(Losses) (GAAP fuel expense per gallon)		\$2.41 / Gallon				\$2.32 / Gallon		
Non-Operating Income/(Expense)(\$MM)*								
Non-Operating Income/(Expense)		(\$250) - (\$260)				(\$975) - (\$985)		
Income Taxes								
Effective Tax Rate		0%				0%		
Net Capital Expenditures (\$MM)								
Fleet Related		\$80				\$285		
Non-Fleet Related		\$175				\$435		
Purchase Deposits Paid/(Refunded)		\$5				\$40		
Total Net Capital Expenditures		\$260				\$760		
Scheduled Debt and Capital Lease Obligations (\$MM)								
Scheduled Debt and Capital Lease Obligations		\$540				\$2,030		
Cash and Cash Equivalents								
Unrestricted Cash Balance		\$8.4B				\$8.4B		

* Excludes special items and certain accounting charges and merger-related expenses

Combined Company Outlook
based on preliminary pro forma purchase accounting adjustments

Pension Expense and Contributions

United does not have any tax-qualified defined benefit pension plans. As of October 21, 2010, for Continental, the Company had contributed \$193 million to its tax-qualified defined benefit pension plans satisfying its minimum funding requirements for calendar year 2010. The Company estimates that its non-cash pension expense for Continental will be approximately \$185 million for 2010 including the preliminary estimate of the impact of purchase accounting. This amount excludes non-cash settlement charges related to lump-sum distributions. Settlement charges are possible during 2010, but the Company is not able at this time to estimate the amount of these charges.

Fuel Hedges - As of Oct. 14, 2010

As of Oct. 14, 2010, the Company's projected consolidated fuel requirements were hedged as follows:

		4Q 2010		1Q 2011		2Q 2011		
		% of Expected Consumption	Weighted Average Price	% of Expected Consumption	Weighted Average Price	% of Expected Consumption	Weighted Average Price	
WTI Crude Oil Swaps	(\$/bbl)	9%	76.13	8%	77.46	4%	81.01	
Heating Oil Swaps	(\$/gal)	22%	2.17	17%	2.25	11%	2.12	
Jet Fuel Swaps	(\$/gal)	9%	2.16	1%	2.44	—	—	
WTI Crude Oil Call Options	(\$/bbl)	9%	95.65	7%	92.97	4%	92.77	
Heating Oil Call Options	(\$/gal)	22%	2.18	18%	2.24	11%	2.20	
Jet Fuel Call Options	(\$/gal)	1%	2.40	1%	2.44	—	—	
WTI Crude Oil Collars	(\$/bbl)	3%	99.78	4%	97.67	4%	92.77	65.00
Total		74%		55%		34%		

Combined Company Outlook
based on preliminary pro forma purchase accounting adjustments

Share Count

Net Income	4Q 2010 (Estimated)		
	Basic Share Count (in millions)	Diluted Share Count (in millions)	Interest Add-back (in millions)
Less than or equal to \$0	319.7	319.7	—
\$1 million - \$35 million	319.7	323.5	—
\$36 million - \$52 million	319.7	363.2	\$ 4.3
\$53 million - \$60 million	319.7	371.7	\$ 5.7
\$61 million - \$267 million	319.7	383.9	\$ 7.8
\$268 million - \$301 million	319.7	388.2	\$ 11.0
\$302 million - \$413 million	319.7	410.5	\$ 28.9
\$414 million or greater	319.7	413.9	\$ 32.5

Net Income	Full Year 2010 - PRO-FORMA (Estimated)		
	Basic Share Count (in millions)	Diluted Share Count (in millions)	Interest Add-back (in millions)
Less than or equal to \$0	315.9	315.9	—
\$1 million - \$139 million	315.9	320.1	—
\$140 million - \$239 million	315.9	359.8	\$ 17.4
\$240 million - \$270 million	315.9	372.0	\$ 26.0
\$271 million - \$1,059 million	315.9	380.5	\$ 32.9
\$1,060 million - \$1,999 million	315.9	384.9	\$ 45.3
\$2,000 million or greater	315.9	410.5	\$ 130.8

These share count charts are based upon several assumptions including market stock price and number of shares outstanding. The number of shares used in the actual EPS calculation will likely be different from those set forth above.

United Continental Holdings, Inc.

Fleet Plan Includes Aircraft Operated by United Airlines and Continental Airlines or Operated on Behalf of United or Continental Under a Capacity Purchase Agreement

As of October 21, 2010

	United & Continental Airlines Combined			United Airlines			Continental Airlines		
	3Q10	Change	FY10E	3Q10	Change	FY10E	3Q10	Change	FY10E
Mainline Aircraft									
B747-400	25	(1)	24	25	(1)	24	0	—	0
B777-200	74	—	74	52	—	52	22	—	22
B767-200/300/400	61	—	61	35	—	35	26	—	26
B757-200/300	158	—	158	96	—	96	62	—	62
B737-500/700/800/900*	238	2	240	0	—	0	238	2	240
A319/A320	152	—	152	152	—	152	0	—	0
Total Mainline Aircraft	708	1	709	360	(1)	359	348	2	350
	United & Continental Airlines Combined			United Airlines			Continental Airlines		
	3Q10	Change	FY10E	3Q10	Change	FY10E	3Q10	Change	FY10E
Regional Aircraft									
Q400	15	5	20	0	—	0	15	5	20
Q200	16	—	16	0	—	0	16	—	16
ERJ-145	274	(1)	273	53	(1)	52	221	—	221
CRJ200	80	1	81	80	1	81	0	—	0
CRJ700	115	—	115	115	—	115	0	—	0
EMB 120	9	—	9	9	—	9	0	—	0
EMB 170	38	—	38	38	—	38	0	—	0
Total Regional Aircraft	547	5	552	295	—	295	252	5	257
Total Aircraft	1,255	6	1,261	655	(1)	654	600	7	607

* Excludes one 737-800 scheduled for delivery in December 2010 that is expected to enter service in 1Q11

2009 and Year-to-date 2010 Quarterly Pro-Forma Operating Statistics

	1Q 2009	2Q 2009	3Q 2009	4Q 2009	1Q 2010	2Q 2010	3Q 2010
Capacity (Million ASMs)							
Mainline Capacity							
Domestic Capacity	28,169	29,799	30,833	28,400	27,043	29,066	30,174
Latin America Capacity	5,191	4,468	4,501	4,191	5,233	4,879	4,615
Atlantic Capacity	10,976	12,634	12,864	10,707	10,596	12,182	13,668
Pacific Capacity	9,008	9,625	9,798	8,980	8,681	9,707	9,935
Total Mainline Capacity	53,343	56,526	57,996	52,278	51,553	55,835	58,393
Regional Affiliates Capacity*	7,053	7,461	7,970	7,642	7,711	8,471	8,703
Consolidated Capacity							
Domestic Capacity	34,928	36,990	38,522	35,788	34,488	37,093	38,439
International Capacity	25,468	26,997	27,444	24,132	24,776	27,212	28,597
Total Consolidated Capacity	60,397	63,987	65,966	59,920	59,264	64,305	67,096
Traffic (Million RPMs)							
Mainline Traffic							
Domestic Traffic	22,361	25,704	26,868	23,707	22,072	25,173	26,304
Latin America Traffic	4,045	3,559	3,757	3,364	4,231	3,869	3,833
Atlantic Load Traffic	7,557	10,359	11,138	8,912	8,111	10,340	11,891
Pacific Load Traffic	6,599	7,176	7,976	7,216	7,205	8,085	8,597
Total Mainline Traffic	40,562	46,798	49,739	43,199	41,620	47,467	50,625
Regional Affiliates Traffic*	5,036	5,868	6,304	5,873	5,779	6,810	7,034
Consolidated Traffic							
Domestic Traffic	27,184	31,366	32,931	29,380	27,643	31,642	32,973
International Traffic	18,414	21,301	23,112	19,692	19,756	22,635	24,685
Total Consolidated Traffic	45,598	52,667	56,043	49,073	47,399	54,277	57,658
Load Factor							
Mainline Load Factor							
Domestic Load Factor	79.4%	86.3%	87.1%	83.5%	81.6%	86.6%	87.2%
Latin America Load Factor	77.9%	79.7%	83.5%	80.3%	80.9%	79.3%	83.0%
Atlantic Load Factor	68.8%	82.0%	86.6%	83.2%	76.5%	84.9%	87.0%
Pacific Load Factor	73.3%	74.6%	81.4%	80.4%	83.0%	83.3%	86.5%
Total Mainline Load Factor	76.0%	82.8%	85.8%	82.6%	80.7%	85.0%	86.7%
Regional Affiliates Load Factor*	71.4%	78.7%	79.1%	76.9%	75.0%	80.4%	80.8%
Consolidated Load Factor							
Domestic Load Factor	77.8%	84.8%	85.5%	82.1%	80.2%	85.3%	85.8%
International Load Factor	72.3%	78.9%	84.2%	81.6%	79.7%	83.2%	86.1%
Total Consolidated Load Factor	75.5%	82.3%	85.0%	81.9%	80.0%	84.4%	85.9%

* Regional Affiliates results only reflect flights operated under capacity purchase agreements and flights operated as part of our joint venture with Aer Lingus

Year-to-date 2010 Quarterly Pro Forma
based on preliminary pro forma purchase accounting adjustments

(in \$ millions, except per share data)	1Q 2010	2Q 2010	3Q 2010
Operating Revenue			
Passenger:			
Mainline	5,536	6,615	7,059
Regional Affiliates	1,321	1,619	1,664
Total Passenger	6,857	8,234	8,723
Cargo	259	301	290
Other operating revenue	321	344	334
Total operating revenue	<u>7,437</u>	<u>8,879</u>	<u>9,347</u>
Operating Expenses			
Aircraft fuel	1,665	1,998	2,061
Salaries and related costs	1,675	1,800	1,931
Regional Affiliates	1,365	1,484	1,488
Depreciation and amortization	358	344	356
Aircraft maintenance materials and outside repairs	364	377	389
Landing fees and other rents	417	433	445
Aircraft rent	216	217	218
Distribution expenses	284	317	328
Other impairments, merger-related costs and special items	28	84	21
Other operating expenses	946	952	995
Total operating expenses	<u>7,318</u>	<u>8,006</u>	<u>8,232</u>
Earnings/(Loss) from operations	119	873	1,115
Other Income/(Expense)			
Interest expense, net	(254)	(245)	(254)
Miscellaneous, net	14	(8)	23
Total other income (expense), net	<u>(240)</u>	<u>(253)</u>	<u>(231)</u>
Income before income taxes and equity in earnings of affiliates	(121)	620	884
Income tax benefit/(expense)	(1)	2	1
Income before equity in earnings of affiliates	(122)	622	885
Equity in earnings of affiliates, net of tax	1	—	—
Net Income/(Loss)	<u>(121)</u>	<u>622</u>	<u>885</u>
Earnings/(Loss) per share, basic	(0.39)	1.98	2.80
Earnings/(Loss) per share, diluted	(0.39)	1.61	2.23
Weighted average shares outstanding, basic	313	315	316
Weighted average shares outstanding, diluted	313	410	411

Year-to-date 2010 Quarterly Selected Statistics
based on preliminary pro forma purchase accounting adjustments

	1Q 2010	2Q 2010	3Q 2010
Passenger Revenue per Available Seat Mile (RASM)¹			
Mainline RASM (¢/ASM)	10.74	11.85	12.09
Consolidated RASM (¢/ASM)	11.57	12.80	13.00
Cost per Available Seat Mile (CASM)			
Mainline CASM (¢/ASM)	11.55	11.68	11.55
Profit Sharing (¢/ASM)	—	(0.20)	(0.27)
Special Items (¢/ASM) ²	(0.06)	(0.18)	(0.05)
Net non-cash mark-to-market impact (“MTM”) (¢/ASM)	0.06	(0.07)	(0.02)
Mainline CASM excluding profit sharing, MTM impact and special items	11.55	11.24	11.21
Aircraft fuel (¢/ASM) ³	(3.29)	(3.51)	(3.51)
Mainline CASM excluding fuel, profit sharing, special items and MTM impact (¢/ASM)	8.26	7.73	7.70
Consolidated CASM	12.35	12.45	12.27
Special Items (¢/ASM) ²	—	(0.17)	(0.23)
Profit Sharing (¢/ASM)	(0.05)	(0.16)	(0.05)
Net non-cash mark-to-market impact (¢/ASM)	0.05	(0.06)	(0.02)
Consolidated CASM excluding profit sharing, MTM impact and special items	12.35	12.07	11.97
Aircraft fuel (¢/ASM) ³	(3.53)	(3.76)	(3.73)
Consolidated CASM excluding fuel, profit sharing, MTM impact and special items (¢/ASM)	8.82	8.31	8.23
Fuel cost per Gallon (Cents)			
Mainline average price per gallon of jet fuel	215.1	234.8	231.6
Mainline average price per gallon of jet fuel excluding MTM impact	219.1	230.4	230.2
Consolidated average price per gallon of jet fuel	217.9	236.4	231.6
Consolidated average price per gallon of jet fuel excluding MTM impact	221.1	232.9	230.5
Non-Operating Income/(Expense) (\$Millions)			
Total Non-Operating Income/(Expense)	(240)	(253)	(231)
Non-Cash Net Market To Market Gains/(Losses)	—	—	—
Total Non-Operating Income/(Expense) Excluding MTM Gains/(Losses)	(240)	(253)	(231)
Net Income/(Loss) (\$Millions)			
Net Income/(Loss) (GAAP)	(121)	622	885
Special items	—	135	44
Net Income/(Loss) excluding special items(Non-GAAP)	(121)	757	929
Weighted Averages Shares Outstanding			
Basic	313	315	316
Diluted	313	410	411
Earnings (Loss) per Share (“EPS”) (\$)			
Diluted EPS	(0.39)	1.61	2.23
Special Items per share ²	—	0.33	0.11
Diluted EPS excluding special items	(0.39)	1.94	2.34

¹ Includes passenger revenue, bag fees, etc.

² Special items include merger-related costs, impairments, and other one-time accounting charges

³ Includes aircraft fuel and related taxes (excluding net non-cash mark-to-market impact)

2009 Quarterly Pro Forma
based on preliminary pro forma purchase accounting adjustments

(in \$ millions, except per share data)	1Q 2009	2Q 2009	3Q 2009	4Q 2009	FY 2009 ¹
Operating Revenue					
Passenger:					
Mainline	4,966	5,317	5,880	5,440	21,602
Regional Affiliates	1,078	1,216	1,349	1,314	4,958
Total Passenger	6,044	6,533	7,229	6,754	26,560
Cargo	209	203	217	273	902
Other operating revenue	289	295	289	295	1,167
Total operating revenue	<u>6,542</u>	<u>7,031</u>	<u>7,735</u>	<u>7,322</u>	<u>28,029</u>
Operating Expenses					
Aircraft fuel	1,301	1,221	1,754	1,543	5,820
Salaries and related costs	1,612	1,687	1,673	1,636	6,608
Regional Affiliates	1,189	1,233	1,317	1,325	5,065
Depreciation and amortization	359	352	359	381	1,451
Aircraft maintenance materials and outside repairs	374	397	408	386	1,565
Landing fees and other rents	408	422	426	404	1,660
Aircraft rent	229	230	224	216	899
Distribution expenses	253	267	282	265	1,068
Other impairments, merger-related costs and special items	123	132	63	169	487
Other operating expenses	956	965	981	1,018	3,915
Total operating expenses	<u>6,804</u>	<u>6,906</u>	<u>7,487</u>	<u>7,343</u>	<u>28,538</u>
Earnings/(Loss) from operations	(262)	125	248	(21)	91
Other Income/(Expense)					
Interest expense, net	(201)	(201)	(217)	(234)	(852)
Miscellaneous, net	(6)	54	(8)	28	66
Total other income (expense), net	<u>(207)</u>	<u>(147)</u>	<u>(225)</u>	<u>(206)</u>	<u>(786)</u>
Income before income taxes and equity in earnings of affiliates	(469)	(22)	23	(227)	(695)
Income tax benefit/(expense)	29	13	4	3	49
Income before equity in earnings of affiliates	(440)	(9)	27	(224)	(646)
Equity in earnings of affiliates, net of tax	1	1	1	1	4
Net Income/(Loss)	<u>(439)</u>	<u>(8)</u>	<u>28</u>	<u>(223)</u>	<u>(642)</u>
Earnings/(Loss) per share, basic	(1.60)	(0.03)	0.10	(0.71)	(2.24)
Earnings/(Loss) per share, diluted	(1.60)	(0.03)	0.10	(0.71)	(2.24)
Weighted average shares outstanding, basic	274	275	284	312	286
Weighted average shares outstanding, diluted	274	275	284	312	286

¹ Quarterly amounts may not sum to the annual amounts due to rounding

2009 Quarterly Selected Statistics
based on preliminary pro forma purchase accounting adjustments

	1Q 2009	2Q 2009	3Q 2009	4Q 2009	Full Year 2009
Passenger Revenue per Available Seat Mile (RASM)¹					
Mainline RASM (¢/ASM)	9.31	9.41	10.14	10.41	9.81
Consolidated RASM (¢/ASM)	10.01	10.21	10.96	11.27	10.61
Cost per Available Seat Mile (CASM)					
Mainline CASM (¢/ASM)	10.53	10.04	10.64	11.49	10.66
Profit Sharing (¢/ASM)	—	—	—	—	—
Special Items (¢/ASM) ²	(0.20)	(0.26)	(0.14)	(0.33)	(0.23)
Net non-cash mark-to-market impact (“MTM”) (¢/ASM)	0.36	0.54	0.04	0.12	0.27
Mainline CASM excluding profit sharing, MTM impact and special items	10.68	10.32	10.54	11.28	10.69
Aircraft fuel (¢/ASM) ³	(2.80)	(2.70)	(3.07)	(3.08)	(2.91)
Mainline CASM excluding fuel, profit sharing, special items and MTM impact (¢/ASM)	7.88	7.62	7.48	8.20	7.78
Consolidated CASM	11.27	10.79	11.35	12.25	11.40
Special Items (¢/ASM) ²	—	—	—	—	—
Profit Sharing (¢/ASM)	(0.18)	(0.23)	(0.12)	(0.31)	(0.21)
Net non-cash mark-to-market impact (¢/ASM)	0.32	0.48	0.04	0.11	0.23
Consolidated CASM excluding profit sharing, MTM impact and special items	11.40	11.04	11.27	12.05	11.43
Aircraft (¢/ASM) ³	(2.91)	(2.84)	(3.24)	(3.31)	(3.08)
Consolidated CASM excluding fuel, profit sharing, MTM impact and special items (¢/ASM)	8.49	8.20	8.02	8.74	8.35
Fuel cost per Gallon (Cents)					
Mainline average price per gallon of jet fuel	162.0	142.5	199.3	193.8	174.4
Mainline average price per gallon of jet fuel excluding MTM impact	185.8	178.1	202.2	202.0	192.0
Consolidated average price per gallon of jet fuel	162.6	147.4	199.6	198.2	177.1
Consolidated average price per gallon of jet fuel excluding MTM impact	182.4	177.1	202.0	205.0	191.6
Non-Operating Income/(Expense) (\$Millions)					
Total Non-Operating Income/(Expense)	(207)	(147)	(225)	(206)	(785)
Non-Cash Net Market To Market Gains/(Losses)	72	135	34	38	39
Total Non-Operating Income/(Expense) Excluding MTM Gains/(Losses)	(279)	(282)	(259)	(244)	(824)
Net Income/(Loss) (\$Millions)					
Net Income/(Loss) (GAAP)	(439)	(8)	28	(223)	(642)
Special items	(185)	(305)	17	76	(397)
Net Income/(Loss) excluding special items (Non-GAAP)	(624)	(313)	45	(147)	(1,039)
Weighted Averages Shares Outstanding					
Basic	274	275	284	312	286
Diluted	274	275	284	312	286
Earnings (Loss) per Share (“EPS”) (\$)					
Diluted EPS	(1.60)	(0.03)	0.10	(0.71)	(2.24)
Special Items per share ²	(0.68)	(1.11)	0.06	0.24	(1.39)
Diluted EPS excluding special items	(2.28)	(1.14)	0.16	(0.47)	(3.63)

¹ Includes passenger revenue, bag fees, etc.

² Special items include merger-related costs, impairments, and other one-time accounting charges

³ Includes aircraft fuel and related taxes (excluding net non-cash mark-to-market impact)

Note 1

The financial results presented are based on the information that was produced in accordance with SEC regulations for the purposes of the proxy statement filed on August 18, 2010. In these results, it is assumed both that the merger closed on January 1, 2009, and that pre-merger United's income statement presentation shall be used. Consequently, Continental results have been adjusted for the purposes of this update. Once a final determination has been made regarding the income statement presentation that United Continental Holdings, Inc. will use to report its combined results, the company will publish historical pro-forma financial statements that conform to the new presentation.

Details regarding the preliminary income statement adjustments included in both the pro-forma financial statements and the guidance provided for the Fourth Quarter in this document are provided below.

	1Q 2009	2Q 2009	3Q 2009	4Q 2009	1Q 2010	2Q 2010	3Q 2010	4Q 2010
Passenger Revenue								
Advance Ticket Sales (a)	(29)	(42)	(15)	(14)	17	25	25	25
Frequent Flyer Deferred Revenue (b)	(40)	(28)	42	5	20	(5)	(15)	24
Conforming Reclassifications (c)	136	146	144	143	151	170	169	149
Other Revenue								
Frequent Flyer Deferred Revenue (b)	(33)	(33)	(33)	(34)	—	—	—	(33)
Conforming Reclassifications (c)	(136)	(146)	(144)	(143)	(151)	(170)	(169)	(149)
Deferred Gains (d)	(9)	(10)	(9)	(10)	(10)	(10)	(10)	(10)
Total Revenue	(111)	(113)	(15)	(53)	27	10	—	6
Aircraft Fuel								
Conforming Reclassifications (c)	(104)	(113)	(138)	(143)	(147)	(168)	(165)	(154)
Fuel Hedge Adjustment (e)	(129)	(222)	(53)	—	—	—	—	—
Salaries & Related Costs								
Pension Liability Adjustment (f)	(34)	(34)	(34)	(38)	(28)	(29)	(29)	(29)
Conforming Reclassifications (c)	(40)	(41)	(41)	(40)	(41)	(41)	(43)	(44)
Profit Sharing (g)	—	—	—	—	—	28	9	12
Regional Affiliates (c)	305	308	331	334	349	362	362	356
Depreciation & Amortization								
Revaluation of Assets (h)	22	19	21	20	16	13	13	20
Conforming Reclassifications (c)	(7)	(7)	(6)	(7)	(5)	(6)	(5)	(8)
Aircraft Rent								
Revaluation of Operating Leases (i)	(33)	(33)	(34)	(34)	(33)	(34)	(34)	(34)
Conforming Reclassifications (c)	(65)	(63)	(65)	(62)	(63)	(62)	(62)	(62)
Deferred Gains (d)	2	2	2	2	2	2	2	2
Special Operating Items (j)	—	—	—	(32)	—	(46)	(55)	—
All Other Operating Expense								
Frequent Flyer Deferred Revenue (b)	(13)	(17)	(15)	(22)	(29)	(35)	(45)	(39)
Conforming Reclassifications (c)	(89)	(84)	(81)	(82)	(93)	(85)	(87)	(88)
Other Purchase Accounting (k)	(1)	—	(1)	(1)	(2)	—	—	—
Total Operating Expense	(186)	(285)	(114)	(105)	(74)	(101)	(139)	(68)
Operating Earnings Impact	75	172	99	52	101	111	139	74
Non-Operating Expense (l)	4	5	4	5	6	5	5	5
Pre-Tax Earnings Impact	79	177	103	57	107	116	144	79
Income Tax Expense (m)	—	—	—	(125)	—	—	—	—
Net Income Impact	79	177	103	(68)	107	116	144	79

(a) Advance Ticket Sales

A reduction of Continental's advance ticket sales to conform to UAL's accounting policy for ticket breakage.

(b) Frequent Flyer Deferred Revenue

Adjustments to (i) eliminate the existing liability for Continental's OnePass frequent flyer program, a portion of which was accounted under the incremental cost method and recorded within the air traffic liability, (ii) record the fair value of Continental's OnePass liability and (iii) reflect the adoption of deferred revenue accounting to conform to UAL's frequent flyer accounting policy and financial statement presentation.

(c) Conforming Reclassifications

Certain reclassifications have been made (i) between Continental's passenger revenue and other revenue to conform to the UAL presentation of baggage and change fees as passenger revenue rather than other revenue and (ii) between various categories of Continental's operating expenses and regional affiliates expense to conform to the UAL presentation of all expenses related to regional affiliates being reported as Regional Affiliates expense. Continental's historical presentation includes only capacity purchase expenses in regional affiliates expense. This reclassification includes amounts recorded to other expense line items in other pro forma adjustments.

(d) Deferred Gains

An adjustment to reduce Continental's liabilities related to the elimination of deferred gains associated with certain long-term contracts.

(e) Fuel Hedge Adjustment

As a result of the elimination of all of Continental's stockholders' equity, the Unaudited Pro Forma Condensed Combined Statements of Operations reflect lower aircraft fuel expenses related to Continental's fuel hedge losses that had previously been deferred in accumulated other comprehensive income (loss) but were eliminated upon the application of the acquisition method of accounting.

(f) Pension Liability

As a result of adjustments to record Continental's pension assets at fair value, remeasure its pension and postretirement benefit obligations at current discount rates and eliminate unrecognized prior service cost and unrecognized actuarial losses recorded in other comprehensive income (loss). The Unaudited Pro Forma Condensed Combined Statements of Operations reflect lower salaries and related costs related to the elimination of amortization or settlement charge recognition of pension and postretirement prior service costs and actuarial gains and losses.

(g) Profit Sharing

An adjustment to record the profit sharing expense associated with other pro forma adjustments.

(h) Revaluation of Assets

All assets are revalued as of the date of purchase accounting implementation. The Unaudited Pro Forma Condensed Statements of Operations reflect the impact of the revaluation of aircraft fuel, spare parts and supplies, property and equipment, capital leases, intangible assets such as Continental's slots and frequent flyer customer database and other agreements.

(i) Revaluation of Aircraft Operating Leases

Adjustments to (i) eliminate Continental's aircraft rent leveling accounts and (ii) record the fair value of Continental's aircraft operating leases.

(j) Merger-Related Costs

A reduction of other impairments and special items to remove the effect of one-time costs directly related to the merger.

(k) Other Purchase Accounting

Other purchase accounting impacts include (i) a decrease in aircraft maintenance, material and outside repair expense to reflect the fair value of a Continental maintenance contract with a third party; (ii) an increase in facility operating lease expense due to the elimination of Continental's facility rent leveling accounts and revaluation of fair value of facility operating leases.

(l) Interest Expense

A reduction of long-term debt and capital leases to reflect the fair value of Continental's long-term debt and the elimination of other noncurrent assets primarily associated with deferred debt issuance costs incurred by Continental. The difference between the fair value and the face amount of each borrowing is amortized as interest expense over the remaining term of the borrowings based on the maturity dates.

(m) Income Taxes

To record the income tax effects of the purchase accounting adjustments.

Note 2 – Special Items

The table below details the impact of special items on net income for the pro-forma combined company:

\$ millions	Q1 2009	Q2 2009	Q3 2009	Q4 2009	Q1 2010	Q2 2010	Q3 2010
Pro Forma Net Income	(439)	(8)	28	(223)	(121)	622	885
Special items:							
UAL Impairments	110	40	19	74	17	73	22
Special charges (net of tax of \$0)	(6)	63	41	68	3	21	8
Merger-related costs (net of tax of \$0)	—	—	—	—	—	28	44
Non-cash, net mark-to-market impact	(263)	(440)	(59)	(103)	(31)	37	12
Less: income tax adjustments	(30)	(12)	(4)	25	1	(2)	—
	(189)	(349)	(3)	64	(10)	157	86
CAL Impairments	—	31	—	—	—	—	—
Special charges (net of tax of \$0)	4	13	20	77	10	6	2
Merger-related costs (net of tax of \$0)	—	—	—	—	—	18	11
Less: income tax adjustments	—	—	—	(158)	—	—	—
	4	44	20	(81)	10	24	13
Pro Forma Adj							
Merger-related costs (net of tax of \$0)	—	—	—	—	—	(46)	(55)
Special charges (net of tax of \$0)	—	—	—	(32)	—	—	—
Less: income tax adjustments	—	—	—	125	—	—	—
	—	—	—	93	—	(46)	(55)
Adjusted Pro Forma Net Income	(624)	(313)	45	(147)	(121)	757	929

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995:

Certain statements included in this presentation 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 which 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 presentation are based upon information available to us on the date of this presentation. 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. Our actual results could differ materially from these forward-looking statements due to numerous factors including, without limitation, the following: our ability to comply with the terms of our various financing arrangements; the costs and availability of financing; our ability to maintain adequate liquidity; our ability to execute our operational plans; our ability to control our costs, including realizing benefits from our resource optimization efforts, cost reduction initiatives and fleet replacement programs; our ability to utilize our net operating losses; our ability to attract and retain customers; demand for transportation in the markets in which we operate; 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 aviation fuel and energy refining capacity in relevant markets); our ability to cost-effectively hedge against increases in the price of aviation 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 we have alliances or partnerships to provide the services contemplated by the respective arrangements with such carriers; the costs and availability of aviation and other insurance; the costs associated with security measures and practices; industry consolidation or changes in airline alliances; competitive pressures on pricing and on demand; our capacity decisions and the capacity decisions of our competitors; U.S. or foreign governmental legislation, regulation and other actions (including open skies agreements); labor costs; our ability to maintain satisfactory labor relations and the results of the collective bargaining agreement process with our union groups; any disruptions to operations due to any potential actions by our 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 Annual Report on Form 10-K, as well as other risks and uncertainties set forth from time to time in the reports we file with the SEC. Consequently, forward-looking statements should not be regarded as representations or warranties by us that such matters will be realized.

For further questions, contact Investor Relations at (312) 997-8610 or investorrelations@united.com

Non-GAAP To GAAP Reconciliations

Pursuant to SEC Regulation G, the company has included the following reconciliation of reported non-GAAP financial measures to comparable financial measures reported on a GAAP basis. The company believes that excluding fuel costs and certain other items from some measures is useful to investors because it provides an additional measure of management's performance excluding the effects of a significant cost item over which management has limited influence, and the effects of certain other items that would otherwise make analysis of the company's operating performance more difficult.

	Q4 2010 Estimate		Full Year 2010 Estimate	
	Low	High	Low	High
Operating expense per ASM – CASM (cents)				
Mainline operating expense excluding profit sharing	12.13	12.21	11.53	11.55
Special items and other exclusions (a)	—	—	—	—
Mainline operating expense excluding profit sharing and special items(a)	12.13	12.21	11.53	11.55
PLUS: net non-cash mark-to-market impact	(0.03)	(0.03)	(0.02)	(0.02)
Mainline operating expense excluding profit sharing, net non-cash mark-to-market impact and special items (b)	12.10	12.18	11.51	11.53
Less: fuel expense (excluding net non-cash mark-to-market impact) (c)	(3.65)	(3.65)	(3.49)	(3.49)
Mainline operating expense excluding fuel, profit sharing and special items (b)	8.45	8.53	8.02	8.04
Regional Affiliate expense per ASM – CASM (cents)				
Regional Affiliate operating expense	18.01	18.13	17.55	17.57
Less: Regional Affiliate fuel expense	(5.57)	(5.57)	(5.32)	(5.32)
Regional CASM excluding fuel	12.43	12.55	12.23	12.25
Operating expense per ASM – CASM (cents)				
Consolidated operating expense excluding profit sharing	12.89	12.98	12.31	12.33
Special items and other exclusions (a)	—	—	—	—
Consolidated operating expense excluding profit sharing and special items (b)	12.89	12.98	12.31	12.33
Plus: net non-cash mark-to-market impact (c)	(0.03)	(0.03)	(0.01)	(0.01)
Consolidated operating expense excluding profit sharing, net non-cash mark-to-market impact and special items (b)	12.86	12.95	12.30	12.32
Less: fuel expense (excluding net non-cash mark-to-market impact) (c)	(3.90)	(3.90)	(3.73)	(3.73)
Consolidated expense excluding fuel, profit sharing and special items (b)	8.96	9.05	8.57	8.59

- (a) Operating expense per ASM – CASM excludes special items, the impact of certain primarily non-cash impairment, severance and other similar accounting charges. While the Company anticipates that it will record such special items and charges throughout the year and may record profit sharing, at this time the Company is unable to provide an estimate of these items with reasonable certainty.
- (b) Both the cost and availability of fuel are subject to many economic and political factors and are therefore beyond the Company's control.
- (c) These financial measures provide management and investors the ability to measure and monitor the Company's performance on a consistent basis.