

UAL CORPORATION AND SUBSIDIARY COMPANIES
STATEMENTS OF CONSOLIDATED OPERATIONS (UNAUDITED)

(In millions, except per share amounts)

(In accordance with GAAP)	Three Months Ended September 30,		%
	2009	2008	Increase/ (Decrease)
	As Adjusted (Note 2)		
Operating revenues:			
Passenger - United Airlines	\$ 3,267	\$ 4,280	(23.7)
Passenger - Regional Affiliates	844	834	1.2
Cargo	125	219	(42.9)
Other operating revenues	197	232	(15.1)
	4,433	5,565	(20.3)
Operating expenses:			
Aircraft fuel (Notes 4 and 6)	1,064	2,461	(56.8)
Salaries and related costs (Note 6)	954	1,037	(8.0)
Regional affiliates (a)	775	882	(12.1)
Purchased services	279	327	(14.7)
Aircraft maintenance materials and outside repairs	253	256	(1.2)
Landing fees and other rent	226	222	1.8
Depreciation and amortization (Note 6)	220	234	(6.0)
Distribution expenses	145	181	(19.9)
Aircraft rent	88	115	(23.5)
Cost of third party sales	59	75	(21.3)
Other impairments and special items (Note 6)	43	(9)	-
Other operating expenses (Note 6)	239	275	(13.1)
	4,345	6,056	(28.3)
Earnings (loss) from operations	88	(491)	-
Other income (expense):			
Interest expense	(146)	(144)	1.4
Interest income	3	24	(87.5)
Interest capitalized	3	6	(50.0)
Miscellaneous, net (Note 6)	(10)	(186)	(94.6)
	(150)	(300)	(50.0)
Loss before income taxes and equity in earnings of affiliates	(62)	(791)	(92.2)
Income tax expense (benefit) (Note 6)	(4)	2	-
Loss before equity in earnings of affiliates	(58)	(793)	(92.7)
Equity in earnings of affiliates, net of tax	1	1	-
Net loss	\$ (57)	\$ (792)	(92.8)
Loss per share, basic and diluted	\$ (0.39)	\$ (6.22)	
Weighted average shares, basic and diluted	145.6	127.3	

See accompanying notes.

(a) Regional affiliates expense includes regional aircraft rent expense. See Note 3 for more information.

UAL CORPORATION AND SUBSIDIARY COMPANIES
STATEMENTS OF CONSOLIDATED OPERATIONS (UNAUDITED)

(In millions, except per share amounts)

(In accordance with GAAP)	Nine Months Ended September 30,		%
	2009	2008	Increase/ (Decrease)
	As Adjusted (Note 2)		
Operating revenues:			
Passenger - United Airlines	\$ 8,909	\$ 11,924	(25.3)
Passenger - Regional Affiliates	2,252	2,346	(4.0)
Cargo	370	674	(45.1)
Other operating revenues	611	703	(13.1)
	12,142	15,647	(22.4)
Operating expenses:			
Salaries and related costs (Note 6)	2,838	3,262	(13.0)
Aircraft fuel (Notes 4 and 6)	2,528	5,884	(57.0)
Regional affiliates (a)	2,154	2,508	(14.1)
Purchased services (Note 6)	852	1,047	(18.6)
Aircraft maintenance materials and outside repairs	718	868	(17.3)
Landing fees and other rent	676	651	3.8
Depreciation and amortization (Note 6)	675	670	0.7
Distribution expenses	402	558	(28.0)
Aircraft rent	265	314	(15.6)
Cost of third party sales	172	204	(15.7)
Goodwill impairment (Note 6)	-	2,277	(100.0)
Other impairments and special items (Note 6)	250	214	16.8
Other operating expenses (Note 6)	699	816	(14.3)
	12,229	19,273	(36.5)
Loss from operations	(87)	(3,626)	(97.6)
Other income (expense):			
Interest expense	(415)	(428)	(3.0)
Interest income	15	100	(85.0)
Interest capitalized	8	16	(50.0)
Miscellaneous, net (Note 6)	19	(177)	-
	(373)	(489)	(23.7)
Loss before income taxes and equity in earnings of affiliates	(460)	(4,115)	(88.8)
Income tax benefit (Note 6)	(46)	(30)	53.3
Loss before equity in earnings of affiliates	(414)	(4,085)	(89.9)
Equity in earnings of affiliates, net of tax	3	4	(25.0)
Net loss	\$ (411)	\$ (4,081)	(89.9)
Loss per share, basic and diluted	\$ (2.83)	\$ (32.62)	
Weighted average shares, basic and diluted	145.1	125.2	

See accompanying notes.

(a) Regional affiliates expense includes regional aircraft rent expense. See Note 3 for more information.

Questions & Answers

Q1: After the financing and refinancing activities over the last several months, what are 2010 debt and net capital lease obligations?

A1: The company's total debt and net capital lease obligations for 2010 will be approximately \$900 million after recently announced transactions. This represents a reduction of approximately \$200 million from prior disclosures for 2010 debt and net capital lease obligations.

Q2: How have United's efforts to generate ancillary revenue performed year-over-year?

A2: United has been a leader in the industry's move toward unbundling and generating new ancillary revenue streams through our Travel Options by Unitedsm program which offers a number of new innovative products that provide customers with the choice to purchase products and services that offer added comfort, convenience and rewards. Ancillary revenue from these options and other fees has increased to a total of \$289 million this quarter. These revenues consist of Travel Options products such as Economy Plus upsell, Premier Line, Premier Bags and Award Accelerator, as well as ticket change fees and first and second bag fees. On a per passenger basis, ancillary revenues and fees have increased by almost 13% this quarter compared to last year, to approximately \$13 per passenger.

Q3: Which fees and ancillary revenues does United include in passenger revenue and which are included in other revenue? What impact did fees and ancillary revenues have in the quarter?

A3: There is not a consistent industry practice among airlines regarding the recording and classification of ancillary and other revenues. Some ancillary revenue products, such as premium seat upsell revenues, are consistently recorded by most airlines as passenger revenue. Certain other ancillary revenue products, such as first and second bag fees and ticketing and change fees, are classified by some other carriers in other revenue. For United, first and second bag fees and ticketing and change fees are recorded in passenger revenue. Increases in these fees resulted in a 0.9 percentage-point improvement in consolidated PRASM year-over-year.

Q4: What is the status of United's fleet modernization program?

A4: We are currently in the process of evaluating the proposals for fleet modernization from Airbus, Boeing and various engine manufacturers. We expect to make a decision soon on whether to pursue a potential order.

Q5: Can you provide additional commentary on line items in the income statement where there were significant year-over-year changes in non-fuel cost?

A5: Total non-fuel operating expense declined by \$214 million year-over-year in the third quarter, excluding certain accounting charges, or 6.7%, as the company continued its efforts to reduce costs as capacity declined.

Excluding the \$22 million impact from special items, salaries decreased \$105 million, or 10.1%, as a result of capacity reductions and efficiency improvements across the company. Productivity improved by nearly 3% in the third quarter compared to last year, reflecting both our efforts to improve efficiencies on the front line as well as our previously announced reductions in management and staff.

Distribution expenses decreased \$36 million, or 19.9%. The decrease in passenger revenue was the primary driver of distribution expense savings.

Aircraft rent expense decreased \$27 million, or 23.5% due to reduced lease payments associated with the elimination of the B737 fleet.

Excluding the \$11 million impact from special items, purchased services and other operating expenses decreased by a combined \$73 million, or 12.1%, reflecting our continued focus on reducing costs in this challenging environment. We continue to achieve rate reductions for goods and services through the application of our strategic sourcing process, in areas from ground handling to hotels. We are also benefiting from improved operational reliability, which reduces the waste and disruption associated with delays and cancellations.

Q6: What is the composition of your unencumbered assets?

A6: As of Oct. 20, 2009, the company has more than \$600 million in unencumbered assets, with roughly half of the value in aircraft and half in spare engines and other assets.

After the closing of our recent liquidity transactions, our unrestricted cash balance is well above the thresholds in our credit card processor agreements. As a result, we have recently notified our largest credit card processor that we will be terminating our non-cash collateral agreement with them. This action will add \$800 million of aircraft collateral to our pool of unencumbered assets during the fourth quarter, bringing total unencumbered assets to almost \$1.5 billion, with unencumbered aircraft of over \$1.0 billion.

Q7: United has adjusted 2008 interest expense. What was the driver behind this adjustment?

A7: The FASB issued accounting guidance in May 2008 that is effective for fiscal years beginning after Dec. 15, 2008 (referred to as FSP APB 14-1). This new guidance primarily relates to convertible debt that includes a cash settlement option and requires retrospective application to prior period financial statements to the extent the debt was outstanding in those periods. The primary effect of FSP APB 14-1 is to require the company to record a debt discount equal to the difference between the issuance date fair value of the debt without the conversion option and the proceeds received upon debt issuance. The debt discount amortization results in incremental non-cash interest expense in 2006 through 2011. This change increased third quarter 2008 interest expense by \$12 million, and increased third quarter 2009 interest expense by \$14 million. For the full year, the adjustment increases 2008 interest expense by \$48 million and 2009 interest expense by \$55 million. All incremental interest expense impacts resulting from FSP APB 14-1 are non-cash charges and have no impact on United's financial covenant calculations.

Q8: Does the company expect to record income tax provisions or credits in 2009?

A8: Due to the application of accounting guidance issued by FASB for fiscal years beginning after Dec. 15, 2008 (referred to as FAS 141R), which changes the accounting treatment related to tax provisions in purchase accounting, the company expects to offset, through net income, future tax provisions or credits with changes to the valuation allowance. As a result of this treatment, the company expects to record a net zero tax rate, even in periods of profit, until such time as the valuation allowance is consumed or reversed. There may, from time to time, be modest impacts to income tax as a result of special or unusual charges, or as a result of items impacting Other Comprehensive Income. As a result of the company's significant Net Operating Loss balance, the company carries a \$3.0 billion valuation allowance as of Sept. 30, 2009.

UAL CORPORATION AND SUBSIDIARY COMPANIES
CONDENSED STATEMENTS OF CONSOLIDATED CASH FLOWS (UNAUDITED)
(In millions)

(In accordance with GAAP)	Three Months Ended September 30,		%	Nine Months Ended September 30,		%
	2009	2008	Increase/ (Decrease)	2009	2008	Increase/ (Decrease)
Cash flows provided (used) by operating activities (a)	\$ 56	\$ (387)	-	\$ 878	\$ (250)	-
Cash flows provided (used) by investing activities:						
Net sales of short-term investments	-	-	-	-	2,295	(100.0)
Additions to property, equipment and deferred software	(60)	(117)	(48.7)	(230)	(384)	(40.1)
(Increase) decrease in restricted cash	(57)	407	-	(37)	508	-
Proceeds from asset sale-leasebacks	41	59	(30.5)	135	59	128.8
Proceeds from litigation on advance deposits	-	-	-	-	41	(100.0)
Proceeds from the sale of property and equipment	31	29	6.9	77	43	79.1
Other, net	2	1	100.0	3	14	(78.6)
	<u>(43)</u>	<u>379</u>	-	<u>(52)</u>	<u>2,576</u>	-
Cash flows provided (used) by financing activities:						
Repayment of Credit Facility	(9)	(9)	-	(18)	(18)	-
Repayment of other debt	(229)	(187)	22.5	(615)	(538)	14.3
Special distribution to common shareholders	-	(2)	(100.0)	-	(253)	(100.0)
Principal payments under capital leases	(26)	(9)	188.9	(129)	(209)	(38.3)
Decrease in capital lease deposits	-	-	-	22	154	(85.7)
Increase in deferred financing costs	(5)	(7)	(28.6)	(9)	(118)	(92.4)
Proceeds from issuance of long-term debt	187	253	(26.1)	321	337	(4.7)
Proceeds from the issuance of common stock	27	-	-	90	-	-
Other, net	1	1	-	(2)	(9)	(77.8)
	<u>(54)</u>	<u>40</u>	-	<u>(340)</u>	<u>(654)</u>	(48.0)
Increase (decrease) in cash and cash equivalents during the period	(41)	32	-	486	1,672	(70.9)
Cash and cash equivalents at beginning of the period	2,566	2,899	(11.5)	2,039	1,259	62.0
Cash and cash equivalents at end of the period	<u>\$ 2,525</u>	<u>\$ 2,931</u>	(13.9)	<u>\$ 2,525</u>	<u>\$ 2,931</u>	(13.9)

Reconciliation of cash and cash equivalents to total cash and cash equivalents and restricted cash

	As of September 30,		%
	2009	2008	Increase/ (Decrease)
Cash and cash equivalents	\$ 2,525	\$ 2,931	(13.9)
Restricted cash	309	248	24.6
Total cash and cash equivalents and restricted cash	<u>\$ 2,834</u>	<u>\$ 3,179</u>	(10.9)

(a) See Note 6[h] for the Company's computation of free cash flow.

CONSOLIDATED NOTES (UNAUDITED)

(1) UAL Corporation ("UAL" or the "Company") is a holding company whose principal subsidiary is United Air Lines, Inc. ("United").

(2) On January 1, 2009, the Company adopted FASB Staff Position APB 14-1: *Accounting for Convertible Debt Instruments That May Be Settled in Cash upon Conversion (Including Partial Cash Settlement)* ("FSP APB 14-1"). FSP APB 14-1 requires the issuer of certain convertible debt instruments that may be settled in cash (or other assets) on conversion to separately account for the liability (debt) and equity (conversion option) components of the instrument in a manner that reflects the issuer's non-convertible debt borrowing rate resulting in additional non-cash interest expense. FSP APB 14-1 requires retrospective application. The Company has two debt instruments with a combined principal amount of approximately \$875 million that are impacted by FSP 14-1. The following financial statement line items for the three and nine months ended September 30, 2008 were affected by the adoption of this new accounting standard:

(In millions, except per share)	Three Months Ended September 30, 2008			Nine Months Ended September 30, 2008		
	As Reported	As Adjusted	Effect of Change	As Reported	As Adjusted	Effect of Change
Interest expense	\$ (131)	\$ (144)	\$ (13)	\$ (392)	\$ (428)	\$ (36)
Nonoperating expense	(287)	(300)	(13)	(453)	(489)	(36)
Loss before income taxes and equity in earnings of affiliates	(778)	(791)	(13)	(4,079)	(4,115)	(36)
Net loss	(779)	(792)	(13)	(4,045)	(4,081)	(36)
Loss per share, basic and diluted	(6.13)	(6.22)	(0.09)	(32.34)	(32.62)	(0.28)

In addition, the Company adopted FASB Staff Position No. EITF 03-6-1, *Determining Whether Instruments Granted in Share-Based Payment Transactions are Participating Securities* ("EITF 03-6-1") effective January 1, 2009, which also requires retrospective application. EITF 03-6-1 clarifies that instruments granted in share-based payment transactions that are considered to be participating securities prior to vesting should be included in the earnings allocation under the two-class method of calculating earnings per share. The Company determined that its previously granted restricted shares are participating securities because the restricted shares participate in dividends. However, the impact of these shares was not included in the common shareholder basic loss per share computation in the 2009 or 2008 periods due to net losses in these periods.

(3) 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 and \$102 million for the three months ended September 30, 2009 and 2008, respectively, and \$327 million and \$309 million for the nine months ended September 30, 2009 and 2008, respectively, which are included in regional affiliate expense in our Statements of Consolidated Operations.

(4) 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 Company'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 the Company. Fuel hedging gains or losses are not allocated to Regional affiliates fuel expense.

Year-Over-Year Impact of Fuel Expense
United Mainline and Regional Affiliate Operations

(In millions, except per gallon)	Three Months Ended September 30,			Nine Months Ended September 30,		
	2009	2008	% Change	2009	2008	% Change
Total mainline fuel expense	\$ 1,064	\$ 2,461	(56.8)	\$ 2,528	\$ 5,884	(57.0)
Exclude impact of non-cash, net mark-to-market ("MTM") gains (loss)	25	(336)	-	521	(119)	-
Mainline fuel expense excluding MTM (gains) losses	1,089	2,125	(48.8)	3,049	5,765	(47.1)
Add: Regional affiliates fuel expense	222	377	(41.1)	564	1,010	(44.2)
Consolidated fuel expense excluding MTM gains	1,311	2,502	(47.6)	3,613	6,775	(46.7)
Exclude impact of fuel hedge settlements	(92)	39	-	(491)	102	-
Consolidated fuel expense excluding hedge impacts (a)	\$ 1,219	\$ 2,541	(52.0)	\$ 3,122	\$ 6,877	(54.6)
Mainline fuel consumption (gallons)	511	564	(9.4)	1,480	1,691	(12.5)
Mainline average jet fuel price per gallon (in cents)	208.2	436.3	(52.3)	170.8	348.0	(50.9)
Mainline average jet fuel price per gallon excluding impact of non-cash MTM gains (in cents)	213.1	376.8	(43.4)	206.0	340.9	(39.6)
Regional affiliates fuel consumption (gallons)	105	93	12.9	294	279	5.4
Regional affiliates average jet fuel price per gallon (in cents)	211.4	405.4	(47.9)	191.8	362.0	(47.0)

(a) See Note 6 for further information related to fuel hedging and non-GAAP measures.

(b) Net adjustment for cash paid for fuel hedge settlements during the period and related collateral returned during the period. Collateral amounts include only the collateral change associated with contract settlements.

(5) The table below sets forth certain operating statistics by geographic region and the Company's mainline, regional affiliates and consolidated operations:

(% change from prior year)

Three Months Ended September 30, 2009	Domestic	Pacific	Atlantic	Latin	Mainline	Regional	Consolidated
						Affiliates	
Passenger revenues	(22.9)	(30.0)	(16.3)	(40.2)	(23.7)	1.2	(19.6)
ASM	(10.2)	(7.9)	(0.3)	(18.4)	(8.2)	15.3	(5.7)
RPM	(8.0)	(2.0)	1.3	(14.8)	(5.4)	19.0	(2.9)
PRASM	(14.2)	(23.9)	(16.1)	(26.7)	(16.8)	(12.3)	(14.7)
Yield (a)	(18.5)	(24.8)	(13.7)	(26.8)	(19.4)	(15.0)	(17.1)
Load factor (points)	2.0	5.0	1.4	3.4	2.6	2.5	2.5
Nine Months Ended September 30, 2009	Domestic	Pacific	Atlantic	Latin	Mainline	Regional	Consolidated
Passenger revenues	(23.6)	(32.6)	(19.5)	(39.1)	(25.3)	(4.0)	(21.8)
ASM	(12.0)	(12.3)	(2.5)	(17.3)	(10.7)	9.3	(8.6)
RPM	(10.8)	(13.5)	(3.9)	(20.6)	(10.6)	11.7	(8.4)
PRASM	(13.1)	(23.1)	(17.5)	(26.4)	(16.4)	(12.2)	(14.4)
Yield (a)	(17.2)	(17.4)	(12.3)	(18.1)	(16.5)	(14.0)	(14.6)
Load factor (points)	1.3	(1.1)	(1.2)	(3.1)	0.1	1.6	0.2

(a) Yields for geographic regions exclude charter revenue, industry reduced fares, passenger charges and related revenue passenger miles.

CONSOLIDATED NOTES (UNAUDITED)

(6) The Company incurred special operating charges related to aircraft lease terminations during the three and nine months ended September 30, 2009. In addition, the Company recorded unusual and/or infrequent items related to severance, employee benefits and depreciation and amortization, as noted below. Collectively, these charges are identified as "special items and other charges" in the Regulation G reconciliations below. The Company also adjusts certain of its financial statement items and measures of financial performance to primarily present the impacts of its fuel hedging on an "economic" basis. Items calculated on an "economic" basis consist of gains or losses for derivative instruments that settled in the current accounting period, but were recognized in a prior period in GAAP results, and changes in market value for derivatives that will be settled in a future period. These charges are identified as "non-cash, net mark-to-market gains (losses)" in the Regulation G reconciliations below. These special items and other charges and non-cash, net mark-to-market adjustments are as follows:

(In millions)	Three Months Ended September 30,		Nine Months Ended September 30,		Income Statement Classification
	2009	2008	2009	2008	
Goodwill impairment	\$ -	\$ -	\$ -	\$ 2,277	Goodwill impairment
Intangible asset impairments	-	(16)	150	64	
Aircraft and deposit impairments	19	-	19	143	
Other impairments	19	(16)	169	207	
LAX municipal bond secured interest (a)	-	-	27	-	
Lease termination and special items	24	7	54	7	
Total other impairments and special items	43	(9)	250	214	Other impairments and special items
Severance	22	6	23	88	Salaries and related costs
Employee benefit adjustments (b)	-	(6)	(33)	28	Salaries and related costs
Litigation-related settlement gain	-	-	-	(29)	Other operating expenses
(Gain) loss on asset sales	(11)	8	(11)	8	Other operating expenses
Purchased services charges (c)	-	-	-	26	Purchased services
Accelerated depreciation related to aircraft groundings	6	6	38	8	Depreciation and amortization
Total other charges	17	14	17	129	
Total impairments, special items and other charges	\$ 60	\$ 5	\$ 267	\$ 2,620	
Operating non-cash, net mark-to-market (gains) losses	(25)	336	(521)	119	Aircraft fuel
Total operating impact	\$ 35	\$ 341	\$ (254)	\$ 2,739	
Non-operating non-cash, net mark-to-market (gains) losses	(34)	183	(241)	162	Miscellaneous, net
Pre-tax impairments and other charges	1	524	(495)	2,901	
Income tax benefit on impairments and other charges	(7)	3	(59)	(26)	Income tax benefit
Impairments and other charges, net of tax	\$ (6)	\$ 527	\$ (554)	\$ 2,875	
Total fuel hedge (gain) loss adjustment	\$ (59)	\$ 519	\$ (762)	\$ 281	

- (a) Amount relates to a pending legal matter that remains unresolved since the Company's emergence from bankruptcy in 2006.
(b) Amount relates to additional charges to adjust certain employee benefit obligations.
(c) Amount relates to expense for certain projects and transactions that have been terminated or indefinitely postponed by the Company.

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 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. The Company 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 the Company's on-going performance. The Company does not apply cash flow hedge accounting. The Company 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 SFAS 133 cash flow hedge accounting.

The tables below set forth the reconciliation of GAAP and non-GAAP financial measures for certain operating statistics that are used in determining key indicators such as adjusted passenger revenue per revenue passenger mile ("Yield"), operating revenue per available seat mile ("RASM"), operating expense per available seat mile ("CASM"), operating margin (loss) and net loss.

	Three Months Ended September 30,		% Change	Nine Months Ended September 30,		% Change
	2009	2008		2009	2008	
[a] Yield (In millions)						
<i>Mainline</i>						
Passenger - United Airlines	\$ 3,267	\$ 4,280	(23.7)	\$ 8,909	\$ 11,924	(25.3)
Less: industry reduced fares and passenger charges	(11)	(13)	(15.4)	(30)	(35)	(14.3)
Mainline adjusted passenger revenue	\$ 3,256	\$ 4,267	(23.7)	\$ 8,879	\$ 11,889	(25.3)
Mainline revenue passenger miles	27,611	29,174	(5.4)	76,510	85,544	(10.6)
Adjusted mainline yield (in cents)	11.79	14.63	(19.4)	11.61	13.90	(16.5)
<i>Consolidated</i>						
Consolidated passenger revenue	\$ 4,111	\$ 5,114	(19.6)	\$ 11,161	\$ 14,270	(21.8)
Less: industry reduced fares and passenger charges	(11)	(13)	(15.4)	(30)	(35)	(14.3)
Consolidated adjusted passenger revenue	\$ 4,100	\$ 5,101	(19.6)	\$ 11,131	\$ 14,235	(21.8)
Consolidated revenue passenger miles	31,425	32,379	(2.9)	86,734	94,696	(8.4)
Adjusted consolidated yield (in cents)	13.05	15.75	(17.1)	12.83	15.03	(14.6)
[b] RASM (In millions)						
<i>Mainline</i>						
Consolidated operating revenues	\$ 4,433	\$ 5,565	(20.3)	\$ 12,142	\$ 15,647	(22.4)
Less: Passenger - Regional Affiliates	(844)	(834)	1.2	(2,252)	(2,346)	(4.0)
Mainline operating revenues	\$ 3,589	\$ 4,731	(24.1)	\$ 9,890	\$ 13,301	(25.6)
Mainline available seat miles	32,193	35,082	(8.2)	93,746	105,004	(10.7)
Mainline RASM (in cents)	11.15	13.49	(17.3)	10.55	12.67	(16.7)
[c] CASM (In millions)						
<i>Mainline</i>						
Consolidated operating expenses	\$ 4,345	\$ 6,056	(28.3)	\$ 12,229	\$ 19,273	(36.5)
Less: Regional affiliates	(775)	(882)	(12.1)	(2,154)	(2,508)	(14.1)
Mainline operating expenses	\$ 3,570	\$ 5,174	(31.0)	\$ 10,075	\$ 16,765	(39.9)
Mainline available seat miles	32,193	35,082	(8.2)	93,746	105,004	(10.7)
Mainline CASM (in cents)	11.09	14.75	(24.8)	10.75	15.97	(32.7)
Mainline operating expenses	\$ 3,570	\$ 5,174	(31.0)	\$ 10,075	\$ 16,765	(39.9)
Add (less): impairments, special items and other charges and non-cash, net mark-to-market gains/losses	(35)	(341)	(89.7)	254	(2,739)	-
Adjusted mainline operating expense	\$ 3,535	\$ 4,833	(26.9)	\$ 10,329	\$ 14,026	(26.4)
Adjusted mainline CASM (in cents)	10.98	13.78	(20.3)	11.02	13.36	(17.5)
Adjusted mainline operating expense	\$ 3,535	\$ 4,833	(26.9)	\$ 10,329	\$ 14,026	(26.4)
Less: mainline fuel expense (excluding non-cash, net mark-to-market)	(1,089)	(2,125)	(48.8)	(3,049)	(5,765)	(47.1)
Adjusted mainline operating expense	\$ 2,446	\$ 2,708	(9.7)	\$ 7,280	\$ 8,261	(11.9)
Adjusted mainline CASM (in cents)	7.60	7.72	(1.6)	7.77	7.87	(1.3)

CONSOLIDATED NOTES (UNAUDITED)

	Three Months Ended September 30,			Nine Months Ended September 30,		
	2009	2008	% Change	2009	2008	% Change
<i>Consolidated</i>						
Consolidated operating expenses	\$ 4,345	\$ 6,056	(28.3)	\$ 12,229	\$ 19,273	(36.5)
Add (less): impairments, special items and other charges and non-cash, net mark-to-market gains/losses	(35)	(341)	(89.7)	254	(2,739)	-
Adjusted consolidated operating expenses	\$ 4,310	\$ 5,715	(24.6)	\$ 12,483	\$ 16,534	(24.5)
Consolidated available seat miles	37,034	39,280	(5.7)	107,086	117,209	(8.6)
Adjusted consolidated CASM (in cents)	11.64	14.55	(20.0)	11.66	14.11	(17.4)
Adjusted consolidated operating expenses	\$ 4,310	\$ 5,715	(24.6)	\$ 12,483	\$ 16,534	(24.5)
Less: consolidated fuel expense (excluding non-cash, net mark-to-market gains/losses)	(1,311)	(2,502)	(47.6)	(3,613)	(6,775)	(46.7)
Adjusted consolidated operating expenses	\$ 2,999	\$ 3,213	(6.7)	\$ 8,870	\$ 9,759	(9.1)
Adjusted consolidated CASM (in cents)	8.10	8.18	(1.0)	8.28	8.33	(0.6)
[d] Operating Margin (Loss) (In millions)						
Consolidated operating earnings (loss)	\$ 88	\$ (491)	-	\$ (87)	\$ (3,626)	(97.6)
Add (less): impairments, special items and other charges and non-cash, net mark-to-market gains/losses	35	341	(89.7)	(254)	2,739	-
Adjusted operating earnings (loss)	\$ 123	\$ (150)	-	\$ (341)	\$ (887)	(61.6)
Consolidated operating revenues	\$ 4,433	\$ 5,565	(20.3)	\$ 12,142	\$ 15,647	(22.4)
Operating margin (loss) (percent)	2.0	(8.8)	10.8 pt.	1.07	(23.2)	22.5 pt.
Adjusted operating margin (loss) (percent)	2.8	(2.7)	5.5 pt.	(2.8)	(5.7)	2.9 pt.
[e] Pre-tax loss (In millions)						
Loss before income taxes and equity in earnings of affiliates	\$ (62)	\$ (791)	(92.2)	\$ (460)	\$ (4,115)	(88.8)
Add (less): impairments, special items and other charges and non-cash, net mark-to-market gains/losses	35	341	(89.7)	(254)	2,739	-
Add (less): non-operating fuel hedge adjustments	(34)	183	-	(241)	162	-
Adjusted pre-tax loss	\$ (61)	\$ (267)	(77.2)	\$ (955)	\$ (1,214)	(21.3)
Pre-tax loss (percent)	(1.4)	(14.2)	12.8 pt.	(3.8)	(26.3)	22.5 pt.
Adjusted pre-tax loss (percent)	(1.4)	(4.8)	3.4 pt.	(7.9)	(7.8)	(0.1) pt.
[f] Net loss (In millions)						
Net loss	\$ (57)	\$ (792)	(92.8)	\$ (411)	\$ (4,081)	(89.9)
Add (less): impairments, special items and other charges and net operating fuel hedge adjustments	35	341	(89.7)	(254)	2,739	-
Add (less): non-operating fuel hedge adjustments	(34)	183	-	(241)	162	-
Add (less): income tax benefit (i)	(7)	3	-	(59)	(26)	126.9
Adjusted net loss	\$ (63)	\$ (265)	(76.2)	\$ (965)	\$ (1,206)	(20.0)
[g] Loss per share						
Basic loss per share - GAAP	\$ (0.39)	\$ (6.22)	(93.7)	\$ (2.83)	\$ (32.62)	(91.3)
Add: impairments, special operating items and other charges (ii)	0.37	0.05	NM	1.43	20.71	(93.1)
Less: net fuel hedge adjustments	(0.41)	4.08	-	(5.25)	2.25	-
Basic and diluted loss per share excluding special operating items and other charges and net fuel hedge adjustments	\$ (0.43)	\$ (2.09)	(79.4)	\$ (6.65)	\$ (9.66)	(31.2)
[h] Operating cash flow (In millions)						
Operating cash flow	\$ 56	\$ (387)	-	\$ 878	\$ (250)	-
Less: capital expenditures	(60)	(117)	(48.7)	(230)	(384)	(40.1)
Add: proceeds from litigation on advance deposits	-	-	-	-	41	(100.0)
Free cash flow	\$ (4)	\$ (504)	-	\$ 648	\$ (593)	-

(i) The Company's tax benefit in the three and nine months ended September 30, 2009 primarily related to impairments, special items and indefinite lived intangible assets.

(ii) Includes related tax benefits.

UAL CORPORATION AND SUBSIDIARY COMPANIES
(Mainline and Regional Affiliates (a))

	Three Months Ended September 30,		% Change
	2009	2008	
Revenue passengers (In thousands)			
Mainline	15,179	16,758	(9.4)
Regional affiliates	6,897	6,092	13.2
Consolidated	22,076	22,850	(3.4)
Revenue passenger miles - RPM (In millions)			
Mainline	27,611	29,174	(5.4)
Regional affiliates	3,814	3,205	19.0
Consolidated	31,425	32,379	(2.9)
Available seat miles - ASM (In millions)			
Mainline	32,193	35,082	(8.2)
Regional affiliates	4,841	4,198	15.3
Consolidated	37,034	39,280	(5.7)
Passenger load factor (percent)			
Mainline	85.8	83.2	2.6 pt.
Regional affiliates	78.8	76.3	2.5 pt.
Consolidated	84.9	82.4	2.5 pt.
Consolidated operating breakeven passenger load factor (percent)	83.0	90.4	(7.4) pt.
Passenger revenue per passenger mile - Yield (cents) (See Note 6[a])			
Mainline adjusted	11.79	14.63	(19.4)
Regional affiliates	22.13	26.02	(15.0)
Consolidated adjusted	13.05	15.75	(17.1)
Passenger revenue per available seat mile - PRASM (cents)			
Mainline	10.15	12.20	(16.8)
Regional affiliates	17.43	19.87	(12.3)
Consolidated	11.10	13.02	(14.7)
Operating revenue per available seat mile - RASM (cents) (See Note 6[b])			
Mainline	11.15	13.49	(17.3)
Regional affiliates	17.43	19.87	(12.3)
Consolidated	11.97	14.17	(15.5)
Operating expense per available seat mile - CASM (cents) (See Note 6[c])			
Mainline	11.09	14.75	(24.8)
Mainline excluding special items, other charges and non-cash, net mark-to-market gains/losses	10.98	13.78	(20.3)
Mainline excluding special items, other charges, non-cash, net mark-to-market gains/losses and fuel	7.60	7.72	(1.6)
Regional affiliates	16.01	21.01	(23.8)
Consolidated	11.73	15.42	(23.9)
Consolidated excluding special items, other charges and non-cash, net mark-to-market gains/losses	11.64	14.55	(20.0)
Consolidated excluding special items, other charges, non-cash, net mark-to-market gains/losses and fuel	8.10	8.18	(1.0)
Mainline unit earnings (loss) (in cents) (b)	0.06	(1.26)	-
Mainline unit earnings excluding special items, other charges, non-cash, net mark-to-market gains/losses and fuel (in cents) (b)	3.55	5.77	(38.5)
Number of aircraft in operating fleet at end of period			
Mainline	371	433	(14.3)
Regional affiliates	292	275	6.2
Consolidated	663	708	(6.4)
<i>Other Statistics</i>			
Mainline average price per gallon of jet fuel (cents)	208.2	436.3	(52.3)
Mainline average price per gallon of jet fuel excluding non-cash, net mark-to-market (gains) losses (cents)	213.1	376.8	(43.4)
Mainline average full-time equivalent employees (thousands)	43.6	49.0	(11.0)
Mainline ASMs per equivalent employee - productivity (thousands)	738	716	3.1
Average stage length (in miles)			
Mainline	1,459	1,398	4.4
Regional affiliates	499	465	7.3
Mainline fleet utilization (in hours and minutes)	11:14	10:50	3.7

(a) Mainline includes United Air Lines, Inc. scheduled and chartered jet operations. Regional affiliates include operations from regional carriers with whom the Company has entered into capacity purchase agreements to provide jet and turboprop operations branded as United Express.

(b) Unit earnings are calculated as RASM minus CASM.

UAL CORPORATION AND SUBSIDIARY COMPANIES
(Mainline and Regional Affiliates (a))

	Nine Months Ended September 30,		%
	2009	2008	
Revenue passengers (In thousands)			
Mainline	42,933	49,002	(12.4)
Regional affiliates	18,875	17,554	7.5
Consolidated	<u>61,808</u>	<u>66,556</u>	(7.1)
Revenue passenger miles - RPM (In millions)			
Mainline	76,510	85,544	(10.6)
Regional affiliates	10,224	9,152	11.7
Consolidated	<u>86,734</u>	<u>94,696</u>	(8.4)
Available seat miles - ASM (In millions)			
Mainline	93,746	105,004	(10.7)
Regional affiliates	13,340	12,205	9.3
Consolidated	<u>107,086</u>	<u>117,209</u>	(8.6)
Passenger load factor (percent)			
Mainline	81.6	81.5	0.1 pt.
Regional affiliates	76.6	75.0	1.6 pt.
Consolidated	81.0	80.8	0.2 pt.
Consolidated operating breakeven passenger load factor (percent)	81.6	NM	NM
Passenger revenue per passenger mile - Yield (cents) (See Note 6[a])			
Mainline adjusted	11.61	13.90	(16.5)
Regional affiliates	22.03	25.63	(14.0)
Consolidated adjusted	12.83	15.03	(14.6)
Passenger revenue per available seat mile - PRASM (cents)			
Mainline	9.50	11.36	(16.4)
Regional affiliates	16.88	19.22	(12.2)
Consolidated	10.42	12.17	(14.4)
Operating revenue per available seat mile - RASM (cents) (See Note 6[b])			
Mainline	10.55	12.67	(16.7)
Regional affiliates	16.88	19.22	(12.2)
Consolidated	11.34	13.35	(15.1)
Operating expense per available seat mile - CASM (cents) (See Note 6[c])			
Mainline	10.75	15.97	(32.7)
Mainline excluding special items, other charges and non-cash, net mark-to-market gains/losses	11.02	13.36	(17.5)
Mainline excluding special items, other charges, non-cash, net mark-to-market gains/losses and fuel	7.77	7.87	(1.3)
Regional affiliates	16.15	20.55	(21.4)
Consolidated	11.42	16.44	(30.5)
Consolidated excluding special items, other charges and non-cash, net mark-to-market gains/losses	11.66	14.11	(17.4)
Consolidated excluding special items, other charges, non-cash, net mark-to-market gains/losses and fuel	8.28	8.33	(0.6)
Mainline unit loss (cents) (b)	(0.20)	(3.30)	(93.9)
Mainline unit earnings excluding special items, other charges, non-cash, net mark-to-market gains/losses and fuel (in cents) (b)	2.78	4.80	(42.1)
Number of aircraft in operating fleet at end of period			
Mainline	371	433	(14.3)
Regional affiliates	292	275	6.2
Consolidated	<u>663</u>	<u>708</u>	(6.4)
<i>Other Statistics</i>			
Mainline average price per gallon of jet fuel (cents)	170.8	348.0	(50.9)
Mainline average price per gallon of jet fuel excluding non-cash, net mark-to-market (gains) losses (cents)	206.0	340.9	(39.6)
Mainline average full-time equivalent employees (thousands)	44.0	50.8	(13.4)
Mainline ASMs per equivalent employee - productivity (thousands)	2,131	2,067	3.1
Average stage length (in miles)			
Mainline	1,440	1,402	2.7
Regional affiliates	485	460	5.4
Mainline fleet utilization (in hours and minutes)	10:50	10:54	(0.6)

(a) Mainline includes United Air Lines, Inc. scheduled and chartered jet operations. Regional affiliates include operations from regional carriers with whom the Company has entered into capacity purchase agreements to provide jet and turboprop operations branded as United Express.

(b) Unit earnings are calculated as RASM minus CASM.

NM - Not meaningful