UAL CORP /DE/
Form 11-K
June 25, 2010
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

x ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the fiscal year ended December 31, 2009

OR

¨ TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the transition period from to

Commission file number: 001-06033

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

United Airlines Flight Attendant 401(k) Plan

Benefits Administration OPCHR

United Air Lines, Inc.

P.O. Box 66100

Chicago, IL 60666

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

UAL Corporation

77 W. Wacker Drive

Chicago, Illinois 60601

(312) 997-8000

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UNITED AIRLINES

FLIGHT ATTENDANT 401(k) PLAN

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NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Trustees and Participants of the

United Airlines Flight Attendant 401(k) Plan

We have audited the accompanying statements of net assets available for benefits of the United Airlines Flight Attendant 401(k) Plan (the Plan) as of December 31, 2009 and 2008, and the related statement of changes in net assets available for benefits for the year ended December 31, 2009. These financial statements are the responsibility of the Plan s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan s internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, such financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2009 and 2008, and the changes in net assets available for benefits for the year ended December 31, 2009 in conformity with accounting principles generally accepted in the United States of America.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedule of assets (held at end of year) as of December 31, 2009 is presented for the purpose of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by the Department of Labor s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This schedule is the responsibility of the Plan s management. Such schedule has been subjected to the auditing procedures applied in our audit of the basic 2009 financial statements and, in our opinion, is fairly stated in all material respects when considered in relation to the basic financial statements taken as a whole.

/s/ Deloitte & Touche LLP

Chicago, Illinois

June 25, 2010

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UNITED AIRLINES FLIGHT ATTENDANT 401(k) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

AS OF DECEMBER 31, 2009 AND 2008

(In thousands)

	2009	2008
ASSETS:		
Plan interest in Master Trust, at fair value	$ 1,272,841	$ 1,036,925
Total assets	1,272,841	1,036,925
LIABILITIES		
Accrued expenses	(54)	(60)
Excess contributions payable		(107)
Total liabilities	(54)	(167)
Net assets available for benefits, at fair value	1,272,787	1,036,758
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(1,389)	10,085
NET ASSETS AVAILABLE FOR BENEFITS	$ 1,271,398	$ 1,046,843

See notes to financial statements.

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UNITED AIRLINES FLIGHT ATTENDANT 401(k) PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2009

(In thousands)

ADDITIONS:	
Participant contributions	$ 36,082
Employer Contributions	25,586
Rollover contributions	378
	62,046
Plan s interest in United Air Lines, Inc. 401(k) Plan Master Trust investment income:	
Net appreciation in value of investments	202,163
Dividends	13,362
Interest	9,716
Net investment income	225,241
Total additions	287,287
DEDUCTIONS:	
Benefits paid to participants	(61,662)
Net transfers to affiliated plans	(884)
Administrative expenses	(186)
Total deductions	(62,732)
INCREASE IN NET ASSETS	224,555
NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of year	1,046,843
End of year	1,271,398

See notes to financial statements.

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UNITED AIRLINES FLIGHT ATTENDANT 401(k) PLAN

NOTES TO FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2009 AND 2008, AND FOR THE YEAR ENDED DECEMBER 31, 2009

1. DESCRIPTION OF PLAN

The following description of the United Airlines Flight Attendant 401(k) Plan (the Plan) is for general information purposes only. Participants should refer to the Plan document for more complete information.

General and Plan Participants The Plan is a defined contribution plan covering all employees of United Air Lines, Inc. (United) classified as flight attendants and who are represented by the Association of Flight Attendants (AFA). Employees are eligible to become participants on their date of hire. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Trustee and Recordkeeper Fidelity Management Trust Company (Fidelity) is the Plan trustee and Fidelity Investments Institutional Operations Company, Inc. (FIIOC) is the transfer agent and recordkeeper of the Plan.

Contributions There are several types of contributions that may be made to the Plan on participants behalf:

Employee contributions: Eligible employees may elect to make voluntary pretax contributions to the Plan in any whole percentage from 1% to 30% of eligible earnings. Eligible employees may also make a supplemental election to contribute additional pretax contributions of 1% to 90% of their net pretax pay. Section 402(g) of the Internal Revenue Code limits the amount of pretax 401(k) contributions to a maximum of $16,500 in 2009. Lower limits may apply to certain highly compensated participants if the Plan does not pass certain nondiscrimination tests required by law. Section 415(c) of the Internal Revenue Code limits the total amount of contributions to all qualified defined contribution retirement plans to the lesser of 100% of annual compensation or $49,000.

Employer contributions: Effective January 1, 2006, for then currently employed flight attendants, United started making a direct contribution to the Plan equal to 2% of considered earnings and escalating annually in 0.5% increments to 3% on January 1, 2008. For flight attendants hired after January 1, 2006, United will contribute 0% of considered earnings escalating annually in 1% increments to 3% on January 1, 2009. The participant is not required to contribute to the Plan to receive this direct employer contribution. Additionally, United contributes an amount equal to 100% of a participant s 401(k) contributions up to 3% of the participant s earnings.

Effective January 1, 2007, United began making an annual profit sharing award distribution to eligible participants. The AFA has elected that flight attendants receive any awards as an employer contribution to their 401(k) plan. The total profit sharing pool for United is based on 15% of annual adjusted pretax earnings. An earnings threshold of $10,000,000 is required to trigger the award. To be eligible, an employee must have been employed before January 1 of the calendar year in which a profit sharing award is earned. Each eligible employee receives a pro rata share of the total pool based on the ratio of the employee s considered earnings to the total for all eligible employees. These contributions are paid approximately three months after the end of the year. As United did not reach the earnings threshold in 2009, there were no profit sharing awards for 2009.

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Voluntary pretax catch-up contributions: Participants age 50 or older, at any time during the Plan year, can make additional pretax catch-up contributions to the Plan. This catch-up contribution is available only to the extent the participant has contributed the maximum amount of 401(k) contributions permitted under the Plan and the participant has not exceeded the annual catch-up contribution limit. For calendar year 2009, the maximum catch-up amount is $5,500.

Rollover contributions: Participants may elect to roll over money into the Plan from certain other qualified employer plans or qualified Individual Retirement Account (IRA). The Plan will not accept a rollover of after-tax contributions. For the year ended December 31, 2009, $377,623 was transferred from other qualified plans as rollovers under the Internal Revenue Code Sections 402(c) and 408(d).

Participant Accounts Individual accounts are maintained for each Plan participant. Each participant s account is credited with contributions and an allocation of Plan earnings, and charged with withdrawals, an allocation of Plan losses and administrative expenses. Allocations are based on account balances, as defined by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant s vested account.

Investments Participants may elect to invest in one or a combination of the investment funds offered by the Plan. Additionally, they may subsequently change their contribution rate, redesignate the allocation of contributions, or transfer existing balances among investment funds, subject to the limits set forth in the Plan. Investment options offered by the Plan during the year were:

Fidelity Magellan Fund

Fidelity Equity-Income Fund

Fidelity Growth Company Fund

Fidelity Government Income Fund

Fidelity OTC Portfolio

Fidelity Overseas Fund

Fidelity Balanced Fund

Fidelity Asset Manager 50%

Fidelity Asset Manager: Growth 70%

Fidelity Asset Manager: Income 20%

Fidelity Retirement Money Market Portfolio

Fidelity U.S. Bond Index Fund

Fidelity U.S. Equity Index Commingled Pool Class 2

Blended Income Fund

Stated Return Fund (closed to new investments in 1992)

Fidelity Spartan International Index Fund

Vanguard Target Retirement Income

Vanguard Target Retirement 2005

Vanguard Target Retirement 2015

Vanguard Target Retirement 2025

Vanguard Target Retirement 2035

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Vanguard Target Retirement 2045

Individual Brokerage Account (Fidelity BrokerageLink)

UAL Stock Fund

Vesting Participants are vested immediately in their pretax contributions, catch-up contributions, rollover contributions, and their related earnings thereon. Flight attendants employed as of January 1, 2006 are immediately 100% vested in the direct employer contribution and employer matching contribution. Employees hired after January 1, 2006 will be subject to a vesting schedule of direct and matching employer contributions that begins with 0% for less than one year of service and increased annually by 33% to 100% for 3 or more years of service. Employees will be 100% vested in employer contributions upon death or attainment of age 65 while employed by United or an affiliate.

Forfeitures Upon termination of employment, participants will forfeit the nonvested portion of their account balance and such balance will be held in a separate subaccount until the participant incurs a break in service of five full years, at which time the subaccount balance will be forfeited. If the participant resumes employment with United or an Affiliate prior to incurring a break in service of five full years, such subaccount will be disregarded and the balance will be included in the participant s account. Forfeitures occurring in a plan year will first be applied to restore the accounts of participants and any remaining forfeitures will be used to reduce the employer contributions for the plan year in which the forfeiture occurs. Forfeited nonvested accounts totaled $1,036 and $971 at December 31, 2009 and 2008, respectively. For the year ended December 31, 2009, forfeitures of $112,342 were applied to reduce United s employer contributions under the Plan.

Participant Loans Active employees who are receiving regular pay from United may borrow from their fund accounts. A loan may not exceed $50,000 minus the participant s highest outstanding loan balance over the last 12 months or one-half of the total vested Plan account balance, whichever is less. The minimum that may be borrowed is $1,000. Loans are funded from the participant s account by a pro-rata transfer from each investment fund in which the account is invested. Amounts invested in the UAL Stock Fund or Fidelity BrokerageLink must be transferred to another investment fund to be available to fund a loan. The loan is repaid through payroll deductions on an after-tax basis for the term of the loan (a maximum of 60 months) and is subject to an annual interest rate at one percent above the prime rate listed in the Wall Street Journal on the business day preceding the effective date of the participant request (interest rates ranged from 4.25% to 10% at December 31, 2009). If the participant takes out a loan for the purchase of the participant s primary residence, the maximum term of the loan is 15 years. The amount repaid is reinvested in the participant s account based on the investment allocations at the time of repayment. Participants may have up to two loans outstanding at one time. Upon the employee s termination of employment, a loan not paid in full within 60 days becomes a taxable distribution. Loans not paid on the last day of the calendar quarter following the calendar quarter in which the loan installment payment was due will be in default and the outstanding balance of the defaulted loan plus accrued interest will be considered a taxable distribution, an initial fee of $35 is deducted from loan proceeds. In addition, a quarterly maintenance fee of $2.50 is deducted from the participant s account.

Payment of Benefits Withdrawals from the Plan may be made as follows, as applicable to the participant s eligibility, amount requested, and existing balances:

Participants who have separated from service (for reasons other than death) may elect payment in the form of a lump sum, periodic cash installments, or in the form of an immediate fixed or variable annuity. All or a portion of the amount of the distribution may be deferred from the participants current taxable income by a direct roll over into an Individual Retirement Account, qualified plan, an annuity contract or annuity plan under Section 403, and certain governmental plans under Section 457. Participants with account balances exceeding $1,000 may elect to defer receipt of their benefits until minimum distributions are required to start no later than April 1st of the year following the year in which they reach age 70- 1/2.

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Distributions of accounts due to the death of a participant may be taken by the participant s beneficiary in the form of a lump-sum payment or through the purchase of an annuity, subject to the limitations of the Internal Revenue Code Section 401(a)(9).

In-service withdrawals for participants who are actively employed or are absent due to reasons of illness, or approved leave of absence that maintain an employer-employee relationship with United are permitted as follows:

Hardship withdrawals, subject to restrictions described in the Plan.

After reaching age 59-1/2, pretax contributions, rollover contributions, and the special employer contributions of proceeds of Convertible Notes and UAL Stock (as adjusted for earnings) may be withdrawn.

Active participants that have reached age 70-1/2 may choose to defer distribution until termination of employment. Generally, withdrawals are allocated pro rata to the balances of each of the investment funds in the participant s account.

2. SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting The financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America.

Use of Estimates The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of net assets available for benefits and changes therein. Actual results could differ from those estimates. The Plan utilizes various investment instruments, including mutual funds and investment contracts. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and such changes could materially affect the amounts reported in the financial statements.

New Accounting Pronouncements In 2009, the FASB issued additional guidance for determining fair value when the volume and level of activity for the asset or liability have significantly decreased and identifying transactions that are not considered orderly. In addition, the FASB provided guidance on measuring the fair value of certain investments in entities that calculate net asset value per share. The FASB also issued guidance requiring disclosure of changes in valuation techniques, if any, and required expanded disclosure for certain types of investments. The new guidance also requires disclosure of information such as investment objectives and redemption requirements for certain investments in entities that calculate net asset value per share. The Plan s disclosures for the 2009 period reflect the prospective adoption of this guidance.

In August 2009, the FASB issued guidance addressing the measurement of liabilities when a quoted price in an active market for an identical liability is not available and clarifies that a reporting entity should not make an adjustment to fair value for a restriction that prevents the transfer of the liability. The additional guidance will be effective for financial statements issued for the first reporting period beginning after issuance of the guidance. The Plan has not determined the impact of adoption of this guidance on its financial statements.

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In January 2010, the FASB released accounting guidance that requires new fair value measurement classification disclosures and clarifies existing disclosures. The guidance requires disclosures about transfers into and out of Levels 1 and 2 of the fair value hierarchy, and separate disclosures about purchases, sales, issuances and settlements relating to Level 3 measurements. It also clarifies the existing fair value disclosures regarding valuation techniques, inputs used in those valuation models and at what level of detail fair value disclosures should be provided. The guidance is effective for interim and annual reporting periods beginning after December 15, 2009, except for the disaggregation of the Level 3 activity, which is effective for interim and annual periods beginning after December 15, 2010. The Plan has not determined the impact of adoption of this guidance on its financial statements.

Investment Valuation and Income Recognition The Plan s investments are held in the United Air Lines, Inc. 401(k) Plans Master Trust (the Trust), which was established for the investment of assets of the Plan and several other plans sponsored by United and administered by the Trustee. The investments of the Trust are reported at fair value (See Note 9 Fair Value Measurements). The fair value of a financial instrument is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (the exit price).

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Net Appreciation in Value of Investments Net appreciation in value of investments includes realized and unrealized gains and losses. Realized and unrealized gains and losses are calculated as the difference between fair value at January 1, or date of purchase if subsequent to January 1, and fair value at date of sale or the current year-end.

Administrative Expenses Administrative expenses, which are paid by the Plan, represent administrative and investment manager fees charged by Fidelity, accountant and audit fees, and recordkeeping fees charged by FIIOC. Brokerage and other investment fees are included as a reduction of the investment return for such investments. United performs certain reporting and supervisory functions for the Plan without charge.

Payment of Benefits Benefit payments to participants are recorded upon distribution. There were no amounts allocated to accounts of persons who had elected to withdraw from the Plan but have not yet been paid at December 31, 2009 and 2008.

Transfers Between Plans Transfers between plans reflect the change in employee coverage and transfer of any related balances between this Plan and other defined contribution plans sponsored by United, including the United Airlines Management and Administrative Employee 401(k) Plan and the United Airlines Ground Employee 401(k) Plan.

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3. INVESTMENT IN MASTER TRUST

Assets of the Plan are commingled with the assets of the other participating United plans consisting of the Ground Employee 401(k) Plan and the Management and Administrative 401(k) Plan. Although assets of the plans are commingled in the Trust, the Trustee maintains separate records for each of the plans. Assets of the Trust are reported at fair value and are allocated to the following plans as of December 31, 2009 and 2008, as follows (in thousands):

	December 31, 2009		December 31, 2008	
	Amount	Percent	Amount	Percent
Ground Employee 401(k) Plan	$ 1,389,196	38.61%	$ 1,170,855	39.42%
Management and Administrative 401(k) Plan	935,219	26.00	762,126	25.66
Flight Attendant 401(k) Plan	1,272,841	35.39	1,036,925	34.92
Total	$ 3,597,256	100.00%	$ 2,969,906	100.00%

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Investments of the Trust as of December 31, 2009 and 2008 are as follows (in thousands):

	2009	2008
Fidelity Mutual Funds:		
Magellan Fund	$ 175,284	$ 120,602
Equity-Income Fund	115,424	89,263
Growth Company Fund	517,514 *	370,090 *
Government Income Fund	85,546	96,507
OTC Portfolio	160,821	89,153
Overseas Fund	210,309 *	165,407 *
Balanced Fund	262,269 *	216,719 *
Asset Manager 50%	30,872	22,376
Asset Manager: Growth 70%	43,919	32,124
Asset Manager: Income 20%	18,338	14,698
Spartan International Index Fund	60,331	44,235
Retirement Money Market Portfolio	153,248	173,922 *
U.S. Bond Index Fund	66,932	59,498
U.S. Equity Index Commingled Pool Class 2	241,508 *	198,470 *
Other Receivables	1,609	376
BrokerageLink	72,417	47,282
Stated Return Fund	84,844	81,147
Blended Income Fund	601,278 *	600,345 *
UAL Stock Fund	125,845	102,873
Vanguard Target Retirement Income	7,516	6,139
Vanguard Target Retirement 2005	22,875	19,807
Vanguard Target Retirement 2015	155,843	117,901
Vanguard Target Retirement 2025	157,141	105,481
Vanguard Target Retirement 2035	77,340	50,530
Vanguard Target Retirement 2045	26,344	17,538
Participant Loan Fund	121,889	127,423
Total investments, at fair value	$ 3,597,256	$ 2,969,906
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(5,467)	18,717
Total investments	$ 3,591,789	$ 2,988,623

* Represents an investment greater than 5% of Trust net assets.

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The Trust s investment gain (loss) for the year ended December 31, 2009, is as follows (in thousands):

Fidelity Mutual Funds:	
Magellan Fund	$ 48,907
Equity-Income Fund	23,885
Growth Company Fund	149,259
Government Income Fund	(4,748)
OTC Portfolio	57,030
Overseas Fund	36,522
Balanced Fund	51,414
Asset Manager 50%	6,384
Asset Manager Growth 70%	10,680
Asset Manager Income 20%	2,415
Spartan International Index Fund	11,138
U.S. Bond Index Fund	1,459
U.S. Equity Index Commingled Pool Class 2	51,102
BrokerageLink	12,837
UAL Stock Fund	30,783
Vanguard Target Retirement Income	635
Vanguard Target Retirement 2005	2,629
Vanguard Target Retirement 2015	22,604
Vanguard Target Retirement 2025	26,554
Vanguard Target Retirement 2035	15,016
Vanguard Target Retirement 2045	5,025
Net appreciation	561,530
Dividends	36,660
Interest	28,825
Trust investment gain	$ 627,015

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4. GUARANTEED INVESTMENT CONTRACT (GIC) AND SYNTHETIC GIC

The Trust holds investments in two types of stable value investment contracts: a traditional GIC as part of the Stated Return Fund and synthetic GICs held by the Blended Income Fund. The contracts are fully benefit responsive and, as such, reported at fair value and reconciled to contract value in the Statements of Net Assets Available for Benefits as of December 31, 2009 and 2008.

Guaranteed Investment Contract

The Stated Return Fund contains an annuity insurance contract with Prudential Retirement Insurance and Annuity Company (Prudential). Participants that elect this option may direct permitted withdrawal or transfers of all or a portion of their account balance at contract value. Contract value represents contributions made under the contracts, plus earnings, less participant withdrawals and administrative expenses.

Interest is credited on contract balances using a single portfolio rate approach. Under this method, a single crediting rate is applied to all contributions made to this fund regardless of the timing of those contributions. Interest crediting rates are determined according to a specific formula. Factors that impact the formula include the fund s cash flow activity as well as the expected and actual investment experience of securities held in a commingled portfolio within Prudential s general account. The minimum crediting rate under the annuity contract is 1.50%. The average yield credited to participants at December 31, 2009 and 2008 was 4.48% and 4.76%, respectively. Crediting rates are reviewed on an annual basis for resetting.

The fair value of the investment contracts in the Stated Return Fund held by the Trust at December 31, 2009 and 2008 was $84,843,651 and $81,146,759, respectively. The average yield for the Stated Return Fund was 4.62% for the year ended December 31, 2009.

The Plan s ability to transact at contract value could be limited in the event of contract termination initiated by the Plan or Trust. There are no instances in which the issuer could terminate the contract and settle for an amount different than contract value.

Synthetic GICs

The Blended Income Fund holds investments in synthetic GICs comprised of a portfolio of U.S. Government and other high quality (rated A- or above) debt securities managed by Fidelity on behalf of the Plan, and wrap contracts with four counterparties. The wrap contracts provide additional assurance that participants will be able to withdraw funds at contract value in the event that market value declines below contract value followed by significant participant withdrawals. The fair value of the Blended Income Fund equals the sum of the market value of the underlying investments plus the fair value of the wrap contracts, which are calculated by discounting the difference between the contractual wrap fee and the market value of the rebid fee over the remaining duration of the contract. The fair value of the wrap was $481,024 and $883,921 at December 31, 2009 and 2008, respectively.

Interest crediting rates are determined by comparing contract value and the estimated future market value of the underlying investment portfolio, which is determined by compounding the portfolio s current yield to maturity over the remaining duration of the fund. The crediting rate is equal to the discount rate that equates market value and contract value over the remaining duration of the fund. The minimum crediting rate under the Blended Income Fund is 0%. The average yield credited to participants at December 31, 2009 and 2008 was 1.95% and 3.90%, respectively. Crediting rates are reviewed quarterly for resetting.

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The fair value of the investment contracts in the Blended Income Fund held by the Trust at December 31, 2009 and 2008 was $600,797,040 and $599,461,454, respectively. The average yield for the Blended Income Fund for the year ended December 31, 2009 was 2.76%.

The wrap contracts limit the ability of the Plan to transact at contract value upon the occurrence of certain events, which the Plan sponsor does not believe are probable. These events include: (i) the Plan s failure to qualify under Section 401(a) or 401(k) of the Internal Revenue Code; (ii) the establishment of a defined contribution plan that competes with the Plan for employee contributions; (iii) any substantive modification of the Plan or the administration of the Plan that is not consented to by the contract issuer; (iv) complete or partial termination of the Plan; (v) any change in law, regulation or administrative ruling applicable to the Plan that could have a material adverse effect on the fund's cash flow; (vi) merger or consolidation of the Plan with another plan, the transfer of Plan assets to another plan, or the sale, spin-off or merger of a subsidiary or division of the Plan sponsor; (vii) any communication given to participants by the Plan sponsor or any other Plan fiduciary that is designed to induce or influence participants not to invest in the Funds or to transfer assets out of the Blended Income Fund; (viii) exclusion of a group of previously eligible employees from eligibility in the Plan; (ix) any early retirement program, group termination, group layoff, facility closing, or similar program; and (x) any transfer of assets from the Blended Income Fund directly to a competing option.

5. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

Certain Trust investments are shares of mutual funds managed by Fidelity. Fidelity is the trustee as defined by the Plan and, therefore, these transactions qualify as exempt party-in-interest transactions. Fees paid by the Plan for investment management services were included as a reduction of the return earned on each fund. The administrative fees paid by the Plan to Fidelity for 2009 were $192,056.

The Plan invests in shares of UAL Corporation (UAL) common stock. UAL is the parent company of United and, as such, investment activities related to UAL common stock qualifies as exempt party-in-interest transactions.

6. PLAN TERMINATION

United expects to continue the Plan indefinitely, but reserves the right to terminate the Plan, in whole or in part, provided that Plan termination is effected by a written resolution adopted by a majority of the Board of Directors of UAL subject to the provisions set forth in ERISA. If the Plan is terminated, all amounts credited to a participant s account at the time of termination become fully vested and shall be retained in the Trust and will be distributed in accordance with the normal distribution rules of the Plan and ERISA.

7. FEDERAL INCOME TAX STATUS

The Internal Revenue Service has determined and informed United by a letter, dated March 31, 2009, that the Plan and related Trust were designed in accordance with applicable regulations of the Internal Revenue Code. United and Plan management believe the Plan is currently designed and operated in accordance with applicable requirements of the Internal Revenue Code, and the Plan and related trust continue to be tax exempt. Therefore, no provision for income taxes has been included in the Plan s financial statements.

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8. RECONCILIATION TO FORM 5500

At December 31, 2009 and 2008, investment contracts that are fully benefit-responsive are reported at contract value in the Plan financial statements. However, these investment contracts are reported at fair value in the Form 5500. The reconciliation between the financial statements and the Form 5500 is as follows (in thousands):

	2009	2008
Net assets available for benefits per financial statements	$ 1,271,398	$ 1,046,843
Adjustment from contract value to fair value for fully benefit-responsive investment contracts	1,389	(10,085)
Net assets available for benefits per Form 5500	$ 1,272,787	$ 1,036,758

	Year Ended December 31, 2009
Net appreciation in value of the Plan s interest in the Trust's investments	$ 202,163
Change in adjustment from contract value to fair value for fully benefit responsive investment contracts	11,474
Net appreciation in value of the Plan s interest in the Trust s investments for Form 5500	$ 213,637

9. FAIR VALUE MEASUREMENTS

Generally accepted accounting principles include a fair value hierarchy that prioritizes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurement) and the lowest priority to unobservable inputs (Level 3 measurement). This hierarchy requires entities to maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of inputs used to measure fair value are as follows:

Level 1	Quoted market prices in active markets for identical assets that are accessible at the measurement date.
Level 2	Quoted market prices of identical assets in inactive markets or similar assets in active markets; and observable or correlated inputs for the asset (e.g., interest rates and yield curves observable at commonly quoted intervals).
Level 3	Unobservable inputs that reflect the reporting entity s own assumptions about inputs used by market participants in pricing assets or liabilities.

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Mutual funds and collective trusts represent investments with various investment managers. The respective fair values of these investments are determined by reference to the funds underlying assets, which are principally marketable equity and fixed income securities. Shares held in mutual funds are valued at the closing share price, which is based on the funds net asset value at year-end. Units held in collective trusts are valued at the unit value as reported by the investment managers at year-end.

The value of a unit of the Fidelity U.S. Equity Index Commingled Pool Class 2 fund, which is not an exchange-traded fund, reflects the combined market value of the underlying stock and market value of the short-term cash position held by the fund. The market value of the common stock portion of the fund is based on the closing price of the stock on its primary exchange times the number of shares held in the fund. After determining the market value of the stock portion of the fund, the market value of the cash position, accrued dividends, expenses and/or other liabilities are calculated and the total (i.e. shareholder equity) is divided by the number of outstanding units.

Participant loans are valued at cost, which approximates fair value.

Valuation of investment contracts is described in Note 4.

Cash and short-term investments include cash and short-term interest-bearing investments with initial maturities of three months or less. Such amounts are recorded at cost, plus accrued interest, which approximates market value.

Common stock, preferred stock, and fixed income securities traded in active markets on national and international securities exchanges are valued at closing prices on the last business day of each period presented. Fixed income securities classified as level 2 are valued based on quoted prices for similar securities or financial models with observable inputs.

The following table presents the Trust s investment assets and liabilities at fair value categorized in the different levels, as of December 31, 2009 and as of December 31, 2008. Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

	Investment Assets at Fair Value as of December 31, 2009			
(in thousands)	**Level 1**	**Level 2**	**Level 3**	**Total**
Mutual funds - income	$ 444,660	$ 77,027 (a)	$	$ 521,687
Mutual funds - growth and income	1,065,582			1,065,582
Mutual funds - growth	872,763			872,763
U.S. Equity Index Commingled Pool Class 2		241,508 (b)		241,508
Cash and short-term investments		7,793		7,793
UAL common stock	125,845			125,845
Common and preferred stocks - other	36,122			36,122
Fixed income securities - corporate	692	223,882		224,574
Fixed income securities - U.S. government	296,302			296,302
Guaranteed investment contracts			82,710	82,710
Wrap contracts			481	481
Loans to participants			121,889	121,889
Total investment assets at fair value	$ 2,841,966	$ 550,210	$ 205,080	$ 3,597,256

(a) Amount represents an investment whose objective is to provide as high a level of current income as is consistent with the preservation of principal and liquidity. The redemption of units is available on any business day.

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(b) This investment s objective is to provide returns that correspond to the total return performance of common stocks publicly traded in the United States, primarily through investment in companies which compose the S&P 500 ® Index. The redemption of units is available on any business day.

(in thousands)	Investment Assets at Fair Value as of December 31, 2008			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual funds	$ 1,874,489	$	$	$ 1,874,489
Common collective trusts		198,470		198,470
Cash and short-term investments		2,314		2,314
Common and preferred stocks	124,321			124,321
Fixed income securities	320,961	240,525		561,486
Guaranteed investment contracts			80,519	80,519
Synthetic wraps			884	884
Loans to participants			127,423	127,423
Total investment assets at fair value	$ 2,319,771	$ 441,309	$ 208,826	$ 2,969,906

Level 3 Gains and Losses

The table below summarizes the changes in the fair value of the Trust s level 3 investment assets for the year ended December 31, 2009.

	Level 3 Investment Assets Year Ended December 31, 2009			
(in thousands)	**Wrap Contract**	**GIC**	**Participant Loans**	**Total**
Fair Value Balance, beginning of year	$ 884	$ 80,519	$ 127,423	$ 208,826
Net Appreciation/(Depreciation) in Fair Value of Investments	(403)	8,255		7,852
Interest Income		3,936	8,417	12,353
Purchases, issuances, and settlements		(10,000)	(13,951)	(23,951)
Fair Value Balance, end of year	$ 481	$ 82,710	$ 121,889	$ 205,080
The amount of total gains or losses for the period included in net appreciation in value of the Plan s interest in Master Trust s investments attributable to the change in unrealized gains or losses relating to assets still held at the reporting date.	$ (403)	$ 8,255	$	$ 7,852

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SUPPLEMENTAL SCHEDULE

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UNITED AIRLINES

FLIGHT ATTENDANT 401(k) PLAN

FORM 5500, SCHEDULE H, PART IV, LINE 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

AS OF DECEMBER 31, 2009

(In thousands)

	Identity of Issue, Borrower, or Similar Party	Description of Investment	Current Value
(A)	Investments Held in the Trust		$ 1,234,332
(A)	Participants Loan Balance	Participant loans earning interest from 4.25% to 10% maturing from 2010 through 2025.	38,509
	Adjustment from fair value to contract value for fully benefit-responsive investment contracts		(1,389)
TOTAL			$ 1,271,452

(A) Denotes party-in-interest investment.

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SIGNATURES

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

United Airlines Flight Attendant 401(k) Plan

Date: June 25, 2010

/s/ R. Douglas Rose
R. Douglas Rose
Member

Retirement and Welfare Administration Committee,

the Plan Administrator

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EXHIBIT INDEX

Exhibit No.	Description
23	Consent of Independent Registered Public Accounting Firm