

**SCHEDULE SB
(Form 5500)**

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation

**Single-Employer Defined Benefit Plan
Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500 or 5500-SF.**

OMB No. 1210-0110

2012

This Form is Open to Public Inspection

For calendar plan year 2012 or fiscal plan year beginning 12/28/2012 and ending 12/27/2013

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>THE CONTINENTAL RETIREMENT PLAN</u>	B Three-digit plan number (PN) ▶	<u>010</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>UNITED AIRLINES, INC.</u>	D Employer Identification Number (EIN) <u>74-2099724</u>	
E Type of plan: <input type="checkbox"/> Single <input checked="" type="checkbox"/> Multiple-A <input type="checkbox"/> Multiple-B	F Prior year plan size: <input type="checkbox"/> 100 or fewer <input type="checkbox"/> 101-500 <input checked="" type="checkbox"/> More than 500	

Part I Basic Information			
1 Enter the valuation date:	Month <u>12</u>	Day <u>28</u>	Year <u>2012</u>
2 Assets:			
a Market value	2a	<u>1423845969</u>	
b Actuarial value	2b	<u>1408720503</u>	
3 Funding target/participant count breakdown:	(1) Number of participants		(2) Funding Target
a For retired participants and beneficiaries receiving payment	3a	<u>4464</u>	<u>155108463</u>
b For terminated vested participants	3b	<u>13055</u>	<u>152197389</u>
c For active participants:			
(1) Non-vested benefits	3c(1)		<u>29942231</u>
(2) Vested benefits	3c(2)		<u>1097222080</u>
(3) Total active	3c(3)	<u>31181</u>	<u>1127164311</u>
d Total	3d	<u>48700</u>	<u>1434470163</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)	<input type="checkbox"/>		
a Funding target disregarding prescribed at-risk assumptions	4a		
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor	4b		
5 Effective interest rate	5	<u>8.25 %</u>	
6 Target normal cost	6	<u>108632163</u>	

Statement by Enrolled Actuary
To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE			
	Signature of actuary	<u>10/08/2014</u>	Date
<u>ROBERT F. GEER</u>	Type or print name of actuary	<u>14-06301</u>	Most recent enrollment number
<u>TOWERS WATSON PENNSYLVANIA, INC.</u>	Firm name	<u>713-754-5400</u>	Telephone number (including area code)
<u>1221 MCKINNEY, SUITE 2600 HOUSTON, TX 77010-1006</u>	Address of the firm		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions