

Edgar Filing: United Continental Holdings, Inc. - Form 10-K

United Continental Holdings, Inc.
 Form 10-K
 February 28, 2019

UNITED STATES
 SECURITIES AND EXCHANGE COMMISSION
 Washington, DC 20549

FORM 10-K

x ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
 For the fiscal year ended December 31, 2018

OR
 o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT
 OF 1934

For the transition period from _____ to _____

Commission File Number	Exact Name of Registrant as Specified in its Charter, Principal Executive Office Address, Zip Code and Telephone Number, Including Area Code	State of Incorporation	I.R.S. Employer Identification No.
001-06033	United Continental Holdings, Inc. 233 South Wacker Drive Chicago, Illinois 60606 (872) 825-4000	Delaware	36-2675207
001-10323	United Airlines, Inc. 233 South Wacker Drive Chicago, Illinois 60606 (872) 825-4000	Delaware	74-2099724

Securities registered pursuant to Section 12(b) of the Act:

	Title of Each Class	Name of Each Exchange on Which Registered
United Continental Holdings, Inc.	Common Stock, \$0.01 par value	The Nasdaq Stock Market LLC
United Airlines, Inc.	None	None

Securities registered pursuant to Section 12(g) of the Act:

United Continental Holdings, Inc.	None
United Airlines, Inc.	None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

United Continental Holdings, Inc. Yes No

United Airlines, Inc. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act

United Continental Holdings, Inc. Yes No

United Airlines, Inc. Yes No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

United Continental Holdings, Inc. Yes No

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United Airlines, Inc. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

United Continental Holdings, Inc. Yes No

United Airlines, Inc. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

United Continental Holdings, Inc.

United Airlines, Inc.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

United Continental Holdings, Inc. Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company Emerging growth company

United Airlines, Inc. Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

United Continental Holdings, Inc.

United Airlines, Inc.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

United Continental Holdings, Inc. Yes No

United Airlines, Inc. Yes No

The aggregate market value of common stock held by non-affiliates of United Continental Holdings, Inc. was \$17,844,650,113 as of June 29, 2018, based on the closing sale price of \$69.73 on that date. There is no market for United Airlines, Inc. common stock.

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of February 22, 2019.

United Continental Holdings, Inc. 266,727,577 shares of common stock (\$0.01 par value)

United Airlines, Inc. 1,000 shares of common stock (\$0.01 par value) (100% owned by United Continental Holdings, Inc.)

This combined Form 10-K is separately filed by United Continental Holdings, Inc. and United Airlines, Inc.

OMISSION OF CERTAIN INFORMATION

United Airlines, Inc. meets the conditions set forth in General Instruction I(1)(a) and (b) of Form 10-K and is therefore filing this form with the reduced disclosure format allowed under that General Instruction.

DOCUMENTS INCORPORATED BY REFERENCE

Certain information required by Items 10, 11, 12 and 13 of Part III of this Form 10-K is incorporated by reference for United Continental Holdings, Inc. from its definitive proxy statement for its 2019 Annual Meeting of Stockholders.

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This Annual Report on Form 10-K ("Form 10-K") contains various "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Forward-looking statements represent our expectations and beliefs concerning future events, based on information available to us on the date of the filing of this Form 10-K, and are subject to various risks and uncertainties. Factors that could cause actual results to differ materially from those referenced in the forward-looking statements are listed in Part I, Item 1A, Risk Factors and in Part II, Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations. We disclaim any intent or obligation to update or revise any of the forward-looking statements, whether in response to new information, unforeseen events, changed circumstances or otherwise, except as required by applicable law.

PART I

ITEM 1. BUSINESS.

Overview

United Continental Holdings, Inc. (together with its consolidated subsidiaries, "UAL" or the "Company") is a holding company and its principal, wholly-owned subsidiary is United Airlines, Inc. (together with its consolidated subsidiaries, "United"). As UAL consolidates United for financial statement purposes, disclosures that relate to activities of United also apply to UAL, unless otherwise noted. United's operating revenues and operating expenses comprise nearly 100% of UAL's revenues and operating expenses. In addition, United comprises approximately the entire balance of UAL's assets, liabilities and operating cash flows. When appropriate, UAL and United are named specifically for their individual contractual obligations and related disclosures and any significant differences between the operations and results of UAL and United are separately disclosed and explained. We sometimes use the words "we," "our," "us," and the "Company" in this report for disclosures that relate to all of UAL and United.

UAL was incorporated under the laws of the State of Delaware on December 30, 1968. Our principal executive office is located at 233 South Wacker Drive, Chicago, Illinois 60606 (telephone number (872) 825-4000).

The Company's website is located at www.united.com and its investor relations website is located at ir.united.com.

The information contained on or connected to the Company's websites is not incorporated by reference into this Annual Report on Form 10-K and should not be considered part of this or any other report filed with the U.S. Securities and Exchange Commission ("SEC"). The Company's filings with the SEC, including annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, and all amendments to those reports, as well as UAL's proxy statement for its annual meeting of stockholders, are accessible without charge on the Company's investor relations website, as soon as reasonably practicable, after such material is electronically filed with, or furnished to, the SEC. Such filings are also available on the SEC's website at www.sec.gov.

Operations

The Company transports people and cargo throughout North America and to destinations in Asia, Europe, the Middle East and Latin America. UAL, through United and its regional carriers, operates more than 4,800 flights a day to 353 airports across five continents, with hubs at Newark Liberty International Airport ("Newark"), Chicago O'Hare International Airport ("Chicago O'Hare"), Denver International Airport ("Denver"), George Bush Intercontinental Airport ("Houston Bush"), Los Angeles International Airport ("LAX"), A.B. Won Pat International Airport ("Guam"), San Francisco International Airport ("SFO") and Washington Dulles International Airport ("Washington Dulles"). All of the Company's domestic hubs are located in large business and population centers, contributing to a large amount of "origin and destination" traffic. The hub and spoke system allows us to transport passengers between a large number of destinations with substantially more frequent service than if each route were served directly. The hub system also allows us to add service to a new destination from a large number of cities using only one or a limited number of aircraft. As discussed under Alliances below, United is a member of Star Alliance, the world's largest alliance network.

Regional. The Company has contractual relationships with various regional carriers to provide regional aircraft service branded as United Express. This regional service complements our operations by carrying traffic that connects to our hubs and allows flights to smaller cities that cannot be provided economically with mainline aircraft. Republic Airlines ("Republic"), Champlain Enterprises, LLC d/b/a CommutAir ("CommutAir"), ExpressJet Airlines

("ExpressJet"), GoJet Airlines ("GoJet"), Mesa Airlines ("Mesa"), SkyWest Airlines ("SkyWest"), Air Wisconsin Airlines ("Air Wisconsin"), and Trans States Airlines ("Trans States") are all regional carriers that operate with capacity contracted to United under capacity purchase agreements ("CPAs"). Under these CPAs, the Company pays the regional carriers contractually agreed fees (carrier costs) for operating these flights plus a variable reimbursement (incentive payment for operational performance) based on agreed performance metrics, subject

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to annual adjustments. The fees for carrier costs are based on specific rates for various operating expenses of the regional carriers, such as crew expenses, maintenance and aircraft ownership, some of which are multiplied by specific operating statistics (e.g., block hours, departures), while others are fixed monthly amounts. Under these CPAs, the Company is responsible for all fuel costs incurred, as well as landing fees and other costs, which are either passed through by the regional carrier to the Company without any markup or directly incurred by the Company, and, in some cases, the Company owns or leases some or all of the aircraft subject to the CPA, and leases or subleases, as applicable, such aircraft to the regional carrier. In return, the regional carriers operate the capacity of the aircraft included within the scope of such CPA exclusively for United, on schedules determined by the Company. The Company also determines pricing and revenue management, assumes the inventory and distribution risk for the available seats and permits mileage accrual and redemption for regional flights through its MileagePlus® loyalty program.

Alliances. United is a member of Star Alliance, a global integrated airline network and the largest and most comprehensive airline alliance in the world. As of January 1, 2019, Star Alliance carriers served over 1,300 airports in 193 countries with 18,800 daily departures. Star Alliance members, in addition to United, are Adria Airways, Aegean Airlines, Air Canada, Air China, Air India, Air New Zealand, All Nippon Airways ("ANA"), Asiana Airlines, Austrian Airlines, Aerovías del Continente Americano S.A. ("Avianca"), Avianca Brasil, Brussels Airlines, Copa Airlines, Croatia Airlines, EGYPTAIR, Ethiopian Airlines, EVA Air, LOT Polish Airlines, Lufthansa, SAS Scandinavian Airlines, Shenzhen Airlines, Singapore Airlines, South African Airways, SWISS, TAP Air Portugal, THAI Airways International and Turkish Airlines. In addition to its members, Star Alliance includes Shanghai-based Juneyao Airlines as a connecting partner.

United has a variety of bilateral commercial alliance agreements and obligations with Star Alliance members, addressing, among other things, reciprocal earning and redemption of frequent flyer miles, access to airport lounges and, with certain Star Alliance members, codesharing of flight operations (whereby one carrier's selected flights can be marketed under the brand name of another carrier). In addition to the alliance agreements with Star Alliance members, United currently maintains independent marketing alliance agreements with other air carriers, including Aeromar, Aer Lingus, Air Dolomiti, Azul Linhas Aéreas Brasileiras S.A. ("Azul"), Boutique Air, Cape Air, Eurowings, Hawaiian Airlines, and Silver Airways. In addition to the marketing alliance agreements with air partners, United also offers a train-to-plane codeshare and frequent flyer alliance with Amtrak from Newark on select city pairs in the northeastern United States.

United also participates in four passenger joint business arrangements ("JBAs"): one with Air Canada and the Lufthansa Group (which includes Lufthansa and its affiliates Austrian Airlines, Brussels Airlines, Eurowings and SWISS) covering transatlantic routes, one with ANA covering certain transpacific routes, one with Air New Zealand covering certain routes between the United States and New Zealand and one with Avianca and Copa Airlines, which, upon receipt of regulatory approvals will cover routes between the United States and Central and South America, excluding Brazil. These passenger JBAs enable the participating carriers to integrate the services they provide in the respective regions, capturing revenue synergies and delivering enhanced customer benefits, such as highly competitive flight schedules, fares and services. United also participates in cargo JBAs with ANA for transpacific cargo services and with Lufthansa for transatlantic cargo services. These cargo JBAs offer expanded and more seamless access to cargo space across the carriers' respective combined networks.

Loyalty Program. United's MileagePlus loyalty program builds customer loyalty by offering awards, benefits and services to program participants. Members in this program earn miles for flights on United, United Express, Star Alliance members and certain other airlines that participate in the program. Members can also earn miles by purchasing the goods and services of our network of non-airline partners, such as domestic and international credit card issuers, retail merchants, hotels and car rental companies. Members can redeem miles for free (other than taxes and government imposed fees), discounted or upgraded travel and non-travel awards.

United has an agreement with Chase Bank USA, N.A. ("Chase"), pursuant to which members of United's MileagePlus loyalty program who are residents of the United States can earn miles for making purchases using a MileagePlus credit card issued by Chase (the "Co-Brand Agreement"). The Co-Brand Agreement also provides for joint marketing and other support for the MileagePlus credit card and provides Chase with other benefits such as permission to market

to the Company's customer database.

Approximately 5.6 million and 5.4 million MileagePlus flight awards were used on United in 2018 and 2017, respectively. These awards represented 7.1% and 7.5% of United's total revenue passenger miles in 2018 and 2017, respectively. Total miles redeemed for flights on United in 2018, including class-of-service upgrades, represented approximately 86% of the total miles redeemed. In addition, excluding miles redeemed for flights on United, MileagePlus members redeemed miles for approximately 2.4 million other awards in 2018 as compared to 2.3 million other awards in 2017. These awards include United Club memberships, car and hotel awards, merchandise and flights on other air carriers.

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Aircraft Fuel. The table below summarizes UAL's aircraft fuel consumption and expense during the last three years.

Year	Gallons Consumed (in millions)	Fuel Expense (in millions)	Average Price Per Gallon	Percentage of Total Operating Expense	Available Seat Miles per Fuel Gallon
2018	4,137	\$ 9,307	\$ 2.25	24 %	67
2017	3,978	\$ 6,913	\$ 1.74	20 %	66
2016	3,904	\$ 5,813	\$ 1.49	18 %	65

Our operational and financial results can be significantly impacted by changes in the price and availability of aircraft fuel. To provide adequate supplies of fuel, the Company routinely enters into purchase contracts that are customarily indexed to market prices for aircraft fuel, and the Company generally has some ability to cover short-term fuel supply and infrastructure disruptions at certain major demand locations. The price of aircraft fuel has fluctuated substantially in the past several years. The Company's current strategy is to not enter into transactions to hedge its fuel consumption, although the Company regularly reviews its strategy based on market conditions and other factors.

Third-Party Business. United generates third-party business revenue that includes frequent flyer award non-air redemptions, maintenance services, catering and ground handling. Third-party business revenue is recorded in Other operating revenue. Expenses associated with third-party business, except non-air redemptions, are recorded in Other operating expenses. Non-air redemptions expenses are recorded to Other operating revenue.

Distribution Channels. The Company's airline seat inventory and fares are distributed through the Company's direct channels, traditional travel agencies and on-line travel agencies. The use of the Company's direct sales website, www.united.com, the Company's mobile applications and alternative distribution systems provides the Company with an opportunity to de-commoditize its services, better present its content, make more targeted offerings, better retain its customers, enhance its brand and lower its ticket distribution costs. Agency sales are primarily sold using global distribution systems ("GDS"). United has developed and expects to continue to develop capabilities to sell certain ancillary products through the GDS channel to provide an enhanced buying experience for customers who purchase in that channel.

Industry Conditions

Domestic Competition. The domestic airline industry is highly competitive and dynamic. The Company's competitors consist primarily of other airlines and, to a certain extent, other forms of transportation. Currently, any U.S. carrier deemed fit by the U.S. Department of Transportation (the "DOT") is largely free to operate scheduled passenger service between any two points within the United States. Competition can be direct, in the form of another carrier flying the exact non-stop route, or indirect, where a carrier serves the same two cities non-stop from an alternative airport in that city or via an itinerary requiring a connection at another airport. Air carriers' cost structures are not uniform and there are numerous factors influencing cost structure. Carriers with lower costs may offer lower fares to passengers, which could have a potential negative impact on the Company's revenues. Decisions on domestic pricing are based on intense competitive pressure exerted on the Company by other U.S. airlines. In order to remain competitive and maintain passenger traffic levels, we often find it necessary to match competitors' discounted fares. Since we compete in a dynamic marketplace, attempts to generate additional revenue through increased fares oftentimes fail.

International Competition. Internationally, the Company competes not only with U.S. airlines, but also with foreign carriers. International competition has increased and may continue to increase in the future as a result of airline mergers and acquisitions, JBAs, alliances, restructurings, liberalization of aviation bilateral agreements and new or increased service by competitors, including government subsidized competitors from certain Middle East countries. Competition on international routes is subject to varying degrees of governmental regulation. The Company's ability to compete successfully with non-U.S. carriers on international routes depends in part on its ability to generate traffic to and from the entire United States via its integrated domestic route network and its ability to overcome business and operational challenges across its network worldwide. Foreign carriers currently are prohibited by U.S. law from carrying local passengers between two points in the United States and the Company generally experiences comparable restrictions in foreign countries. Separately, "fifth freedom rights" allow the Company to operate between points in

two different foreign countries and foreign carriers may also have fifth freedom rights between the U.S. and another foreign country. In the absence of fifth freedom rights, or some other extra-bilateral right to conduct operations between two foreign countries, U.S. carriers are constrained from carrying passengers to points beyond designated international gateway cities. To compensate partially for these structural limitations, U.S. and foreign carriers have entered into alliances, immunized JBAs and marketing arrangements that enable these carriers to exchange traffic between each other's flights and route networks. See Alliances, above, for additional information.

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Seasonality. The air travel business is subject to seasonal fluctuations. Historically, demand for air travel is higher in the second and third quarters, driving higher revenues, than in the first and fourth quarters, which are periods of lower travel demand.

Industry Regulation

Domestic Regulation

All carriers engaged in air transportation in the United States are subject to regulation by the DOT. Absent an exemption, no air carrier may provide air transportation of passengers or property without first being issued a DOT certificate of public convenience and necessity. The DOT also grants international route authority, approves international codeshare arrangements and regulates methods of competition. The DOT regulates consumer protection and maintains jurisdiction over advertising, denied boarding compensation, tarmac delays, baggage liability and other areas and may add additional expensive regulatory burdens in the future. The DOT has launched investigations or claimed rulemaking authority to regulate commercial agreements among carriers or between carriers and third parties in a wide variety of contexts.

Airlines are also regulated by the Federal Aviation Administration (the "FAA"), an agency within the DOT, primarily in the areas of flight safety, air carrier operations and aircraft maintenance and airworthiness. The FAA issues air carrier operating certificates and aircraft airworthiness certificates, prescribes maintenance procedures, oversees airport operations, and regulates pilot and other employee training. From time to time, the FAA issues directives that require air carriers to inspect or modify aircraft and other equipment, potentially causing the Company to incur substantial, unplanned expenses. The airline industry is also subject to numerous other federal laws and regulations. The U.S. Department of Homeland Security ("DHS") has jurisdiction over virtually every aspect of civil aviation security. The Antitrust Division of the U.S. Department of Justice ("DOJ") has jurisdiction over certain airline competition matters. The U.S. Postal Service has authority over certain aspects of the transportation of mail by airlines. Labor relations in the airline industry are generally governed by the Railway Labor Act ("RLA"), a federal statute. The Company is also subject to investigation inquiries by the DOT, FAA, DOJ, DHS, the U.S. Food and Drug Administration ("FDA"), the U.S. Department of Agriculture ("USDA") and other U.S. and international regulatory bodies.

Airport Access. Access to landing and take-off rights, or "slots," at several major U.S. airports served by the Company are subject to government regulation. Federally-mandated domestic slot restrictions that limit operations and regulate capacity currently apply at three airports: Reagan National Airport in Washington, D.C. ("Reagan National"), John F. Kennedy International Airport and LaGuardia Airport in the New York City metropolitan region ("LaGuardia"). Of these three airports, United currently operates at two: Reagan National and LaGuardia. Additional restrictions on takeoff and landing slots at these and other airports may be implemented in the future and could affect the Company's rights of ownership and transfer as well as its operations.

Legislation. The airline industry is subject to legislative actions (or inactions) that may have an impact on operations and costs. In 2018, the U.S. Congress approved a five-year reauthorization for the FAA, which encompasses significant aviation tax and policy-related issues. The law includes a range of policy changes related to airline customer service and aviation safety which, depending on how they are implemented, could impact our operations and costs. Additionally, the U.S. Congress may fail to continue to fund the operations of one or more federal government agencies which could negatively impact the Company and the airline industry.

Catering Operations. The Company owns and operates catering kitchens at airports in Denver, Cleveland, Newark, Houston, and Honolulu, which prepare ready-to-eat food for United flights. Some of the Company's kitchens also prepare ready-to-eat food for other domestic and international airlines. These operations are subject to regulation by the FDA and the USDA, as well as other federal, state, and local regulatory agencies. The FDA has begun enforcing the Federal Food Safety Modernization Act which requires all food manufacturers to implement stringent risk-based preventive controls. As a result, ready-to-eat catering operations are a focus of enhanced scrutiny by the FDA with inspections and greater enforcement.

International Regulation

International air transportation is subject to extensive government regulation. In connection with the Company's international services, the Company is regulated by both the U.S. government and the governments of the foreign

countries the Company serves. In addition, the availability of international routes to U.S. carriers is regulated by aviation agreements between the U.S. and foreign governments, and in some cases, fares and schedules require the approval of the DOT and/or the relevant foreign governments.

Legislation. Foreign countries are increasingly enacting passenger protection laws, rules and regulations that meet or exceed U.S. requirements. In cases where this activity exceeds U.S. requirements, additional burden and liability may be placed on the Company. Certain countries have regulations requiring passenger compensation and/or enforcement penalties from the Company in addition to changes in operating procedures due to canceled and delayed flights.

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Airport Access. Historically, access to foreign markets has been tightly controlled through bilateral agreements between the U.S. and each foreign country involved. These agreements regulate the markets served, the number of carriers allowed to serve each market and the frequency of carriers' flights. Since the early 1990s, the U.S. has pursued a policy of "Open Skies" (meaning all U.S.-flag carriers have access to the destination), under which the U.S. government has negotiated a number of bilateral agreements allowing unrestricted access between U.S. and foreign markets. Currently, there are more than 100 Open Skies agreements in effect. However, even with Open Skies, many of the airports that the Company serves in Europe, Asia and Latin America maintain slot controls. A large number of these slot controls exist due to congestion, environmental and noise protection and reduced capacity due to runway and air traffic control ("ATC") construction work, among other reasons. London Heathrow International Airport, Frankfurt Rhein-Main Airport, Shanghai Pudong International Airport, Beijing Capital International Airport, Sao Paulo Guarulhos International Airport and Tokyo Haneda International Airport are among the most restrictive foreign airports due to slot and capacity limitations.

The Company's ability to serve some foreign markets and expand into certain others is limited by the absence of aviation agreements between the U.S. government and the relevant foreign governments. Shifts in U.S. or foreign government aviation policies may lead to the alteration or termination of air service agreements. Depending on the nature of any such change, the value of the Company's international route authorities and slot rights may be materially enhanced or diminished. Similarly, foreign governments control their airspace and can restrict our ability to overfly their territory, enhancing or diminishing the value of the Company's existing international route authorities and slot rights.

Environmental Regulation

The airline industry is subject to increasingly stringent federal, state, local and international environmental requirements, including those regulating emissions to air, water discharges, safe drinking water and the use and management of hazardous substances and wastes.

Climate Change. There is an increasing global regulatory focus on greenhouse gas ("GHG") emissions and their potential impacts relating to climate change. Initiatives to regulate GHG emissions from aviation had previously been adopted by the European Union ("EU") in 2009, but applicability to flights arriving or departing from airports outside the EU have been postponed several times. In December 2017, the European Parliament voted to extend exemptions for extra-EU flights until December 2023 in order to align the extension date with the completion of the pilot phase of the International Civil Aviation Organization's ("ICAO") Carbon Offsetting and Reduction Scheme for International Aviation ("CORSIA"). CORSIA, which was adopted in October 2016, is intended to create a single global market-based measure to achieve carbon-neutral growth for international aviation after 2020, which can be achieved through airline purchases of carbon offset credits. Certain CORSIA program details remain to be developed and could potentially be affected by political developments in participating countries or the results of the pilot phase of the program, and thus the impact of CORSIA cannot be fully predicted. However, CORSIA is expected to increase operating costs for airlines that operate internationally. In 2016, ICAO also adopted a carbon dioxide ("CO₂") emission standard for aircraft. In 2016, the U.S. Environmental Protection Agency ("EPA") commenced procedural steps necessary to adopt its own standard, but the timing of further action by the EPA is unknown. While the precise timing and final form of these various programs and requirements continue to evolve, in 2018, the Company announced a pledge to reduce its greenhouse gas emissions by 50 percent relative to 2005 levels by the year 2050 and is taking various actions that are expected to help reduce its CO₂ emissions over time such as improving fuel efficiency, fleet renewal, aircraft retrofits and the commercialization of aviation alternative fuels.

Other Regulations. Our operations are subject to a variety of other environmental laws and regulations both in the United States and internationally. These include noise-related restrictions on aircraft types and operating times and state and local air quality initiatives which have, or could in the future, result in curtailments in services, increased operating costs, limits on expansion, or further emission reduction requirements. Certain airports and/or governments, both domestically and internationally, either have or are seeking to establish environmental fees and other requirements applicable to carbon emissions, local air quality pollutants and/or noise. The implementation of state plans to achieve national standards for ozone is expected to result in restrictions on mobile sources such as cars, trucks and airport ground support equipment in some locations. Certain states may also elect to impose restrictions apart

from the revised national standards. Finally, environmental cleanup laws could require the Company to undertake or subject the Company to liability for investigation and remediation costs at certain owned or leased locations or third-party disposal locations.

Until applicability of new regulations to our specific operations is better defined and/or until pending regulations are finalized, future costs to comply with such regulations will remain uncertain but are likely to increase our operating costs over time. While we continue to monitor these developments, the precise nature of future requirements and their applicability to the Company are difficult to predict, but the financial impact to the Company and the aviation industry could be significant.

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Employees

As of December 31, 2018, UAL, including its subsidiaries, had approximately 92,000 employees. Approximately 83% of the Company's employees were represented by various U.S. labor organizations.

Collective bargaining agreements between the Company and its represented employee groups are negotiated under the RLA. Such agreements typically do not contain an expiration date and instead specify an amendable date, upon which the agreement is considered "open for amendment."

The following table reflects the Company's represented employee groups, the number of employees per represented group, union representation for each of United's employee groups, and the amendable date for each employee group's collective bargaining agreement as of December 31, 2018:

Employee Group	Number of Employees	Union	Agreement Open for Amendment
Flight Attendants	23,193	Association of Flight Attendants (the "AFA")	August 2021
Fleet Service	13,077	International Association of Machinists and Aerospace Workers (the "IAM")	December 2021
Passenger Service	11,932	IAM	December 2021
Pilots	11,742	Air Line Pilots Association, International	January 2019
Technicians and Related & Flight Simulator Technicians	9,236	International Brotherhood of Teamsters (the "IBT")	December 2022
Passenger Service - United Ground Express, Inc.	2,923	IAM	March 2025
Catering Operations	2,668	UNITE HERE	(a)
Storekeeper Employees	1,012	IAM	December 2021
Dispatchers	399	Professional Airline Flight Control Association	December 2021
Fleet Tech Instructors	131	IAM	December 2021
Load Planners	64	IAM	December 2021
Security Officers	48	IAM	December 2021
Maintenance Instructors	41	IAM	December 2021

(a) On October 23, 2018, United's Catering Operations employees voted to unionize under the RLA. In an election overseen by the National Mediation Board, UNITE HERE received the majority of the votes and was officially certified to represent United's frontline Catering Operations employees. The Company expects contract negotiations to begin in 2019.

ITEM 1A. RISK FACTORS.

The following risk factors should be read carefully when evaluating the Company's business and the forward-looking statements contained in this report and other statements the Company or its representatives make from time to time. Any of the following risks could materially and adversely affect the Company's business, operating results, financial condition and the actual outcome of matters as to which forward-looking statements are made in this report.

If we do not successfully execute our strategic operating plan, or if our strategic operating plan is unsuccessful, our business, operating results and financial condition could be materially and adversely affected.

We have announced several strategic plans in recent years, including several revenue-generating initiatives and plans to optimize our revenue, such as our plans to add capacity, including international expansion and new or increased service to mid-size airports, and initiatives and plans to optimize and control our costs. We also continue to explore opportunities to enhance our segmentation, including the introduction of Polaris, Basic Economy and United Premium Plus, and are implementing many programs and policies to improve the customer experience at all points in air travel. In developing our strategic operating plan, we make certain assumptions including, but not limited to, those related to customer demand, competition, market consolidation and the global economy. Actual economic, market and other conditions may be different from our assumptions and we may not be able to successfully execute our strategic operating plan. If we do not successfully execute our strategic operating plan, or if actual results vary significantly from our assumptions, our business, operating results and financial condition could be materially and adversely

impacted.

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Unfavorable economic and political conditions, in the United States and globally, may have a material adverse effect on our business, operating results and financial condition.

The Company's business and operating results are significantly impacted by U.S. and global economic and political conditions. The airline industry is highly cyclical, and the level of demand for air travel is correlated to the strength of the U.S. and global economies. Robust demand for the Company's air transportation services depends largely on favorable economic conditions, including the strength of the domestic and foreign economies, low unemployment levels, strong consumer confidence levels and the availability of consumer and business credit. Air transportation is often a discretionary purchase that leisure travelers may limit or eliminate during difficult economic times. Short-haul travelers, in particular, have the option to replace air travel with surface travel. In addition, during periods of unfavorable economic conditions, business travelers historically have reduced the volume of their travel, either due to cost-saving initiatives, the replacement of travel with alternatives such as videoconferencing, or as a result of decreased business activity requiring travel. During such periods, the Company's business and operating results may be adversely affected due to significant declines in industry passenger demand, particularly with respect to the Company's business and premium cabin travelers, and a reduction in fare levels.

As a global business with operations outside of the United States from which it derives significant operating revenues, volatile conditions in certain international regions may have a negative impact on the Company's operating results and its ability to achieve its business objectives. The Company's international operations are a vital part of its worldwide airline network. Political disruptions and instability in certain regions can negatively impact the demand and network availability for air travel.

Stagnant or weakening global economic conditions either in the United States or in other geographic regions may have a material adverse effect on the Company's revenues, operating results and liquidity.

The global airline industry is highly competitive and susceptible to price discounting and changes in capacity, which could have a material adverse effect on our business, operating results and financial condition.

The airline industry is highly competitive, marked by significant competition with respect to routes, fares, schedules (both timing and frequency), services, products, customer service and frequent flyer programs. Consolidation in the airline industry, the rise of well-funded government sponsored international carriers, changes in international alliances and the creation of immunized JBAs have altered and are expected to continue to alter the competitive landscape in the industry, resulting in the formation of airlines and alliances with increased financial resources, more extensive global networks and services and competitive cost structures.

Airlines also compete by increasing or decreasing their capacity, including route systems and the number of destinations served. Several of the Company's domestic and international competitors have increased their international capacity by including service to some destinations that the Company currently serves, causing overlap in destinations served and therefore increasing competition for those destinations. This increased competition in both domestic and international markets may have a material adverse effect on the Company's business, operating results and financial condition.

The Company's U.S. operations are subject to competition from traditional network carriers, national point-to-point carriers, and discount carriers, including low-cost carriers and ultra-low-cost carriers. Such carriers may have lower costs and provide service at lower fares to destinations also served by the Company. The significant presence of low-cost carriers, which engage in substantial price discounting, may diminish our ability to achieve sustained profitability on domestic and international routes. Our ability to compete in the domestic market effectively depends, in part, on our ability to maintain a competitive cost structure. If we cannot maintain our costs at a competitive level, then our business, financial condition and operating results could be materially and adversely affected.

Our international operations are subject to competition from both foreign and domestic carriers. Competition is significant from government subsidized competitors from certain Middle East countries. These carriers have large numbers of international widebody aircraft on order and are increasing service to the U.S. from their hubs in the Middle East. The government support provided to these carriers has allowed them to grow quickly, reinvest in their product, invest in other airlines and expand their global presence.

Through alliance and other marketing and codesharing agreements with foreign carriers, U.S. carriers have increased their ability to sell international transportation, such as services to and beyond traditional European and Asian gateway cities. Similarly, foreign carriers have obtained increased access to interior U.S. passenger traffic beyond traditional U.S. gateway cities through these relationships. In addition, several JBAs among U.S. and foreign carriers have received grants of antitrust immunity allowing the participating carriers to coordinate schedules, pricing, sales and inventory. If we are not able to continue participating in these types of alliance and other marketing and codesharing agreements in the future, our business, financial condition and operating results could be materially and adversely affected.

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High and/or volatile fuel prices or significant disruptions in the supply of aircraft fuel could have a material adverse impact on the Company's strategic plans, operating results, financial condition and liquidity.

Aircraft fuel is critical to the Company's operations and is our single largest operating expense. During the year ended December 31, 2018, the Company's fuel expense was \$9.3 billion. The timely and adequate supply of fuel to meet operational demand depends on the continued availability of reliable fuel supply sources, as well as related service and delivery infrastructure. Although the Company has some ability to cover short-term fuel supply and infrastructure disruptions at some major demand locations, it depends significantly on the continued performance of its vendors and service providers to maintain supply integrity. Consequently, the Company can neither predict nor guarantee the continued timely availability of aircraft fuel throughout the Company's system.

Aircraft fuel has historically been the Company's most volatile operating expense due to the highly unpredictable nature of market prices for fuel. The Company generally sources fuel at prevailing market prices. Market prices for aircraft fuel have historically fluctuated substantially in short periods of time and continue to be highly volatile due to a dependence on a multitude of unpredictable factors beyond the Company's control. These factors include changes in global crude oil prices, the balance between aircraft fuel supply and demand, natural disasters, prevailing inventory levels and fuel production and transportation infrastructure. Prices of fuel are also impacted by indirect factors, such as geopolitical events, economic growth indicators, fiscal/monetary policies, fuel tax policies, changes in regulations, environmental concerns and financial investments in energy markets. Both actual changes in these factors, as well as changes in market expectations of these factors, can potentially drive rapid changes in fuel price levels in short periods of time.

Given the highly competitive nature of the airline industry, the Company may not be able to increase its fares and fees sufficiently to offset the full impact of increases in fuel prices, especially if these increases are significant, rapid and sustained. Further, any such fare or fee increase may not be sustainable, may reduce the general demand for air travel and may also eventually impact the Company's strategic growth and investment plans for the future. In addition, decreases in fuel prices for an extended period of time may result in increased industry capacity, increased competitive actions for market share and lower fares or surcharges in general. If fuel prices were to then subsequently rise quickly, there may be a lag between the rise in fuel prices and any improvement of the revenue environment.

To protect against increases in the market prices of fuel, the Company may hedge a portion of its future fuel requirements. The Company does not currently hedge its future fuel requirements. However, to the extent the Company decides to start a hedging program, such hedging program may not be successful in mitigating higher fuel costs, and any price protection provided may be limited due to choice of hedging instruments and market conditions, including breakdown of correlation between hedging instrument and market price of aircraft fuel and failure of hedge counterparties. To the extent that the Company decides to hedge a portion of its future fuel requirements and uses hedge contracts that have the potential to create an obligation to pay upon settlement if fuel prices decline significantly, such hedge contracts may limit the Company's ability to benefit fully from lower fuel costs in the future. If fuel prices decline significantly from the levels existing at the time the Company enters into a hedge contract, the Company may be required to post collateral (margin) beyond certain thresholds. There can be no assurance that the Company's hedging arrangements, if any, will provide any particular level of protection against rises in fuel prices or that its counterparties will be able to perform under the Company's hedging arrangements. Additionally, deterioration in the Company's financial condition could negatively affect its ability to enter into new hedge contracts in the future. The Company relies heavily on technology and automated systems to operate its business and any significant failure or disruption of the technology or these systems could materially harm its business.

The Company depends on automated systems and technology to operate its business, including, but not limited to, computerized airline reservation systems, demand prediction software, flight operations systems, revenue management systems, accounting systems, technical and business operations systems, telecommunication systems and commercial websites and applications, including www.united.com and the United Airlines app. United's website and other automated systems must be able to accommodate a high volume of traffic, maintain secure information and deliver important flight and schedule information, as well as process critical financial transactions. These systems could suffer substantial or repeated disruptions due to various events, some of which are beyond the Company's control, including natural disasters, power failures, terrorist attacks, equipment or software failures, computer viruses

or cyber security attacks. Substantial or repeated systems failures or disruptions, including failures or disruptions related to the Company's complex integration of systems, could reduce the attractiveness of the Company's services versus those of its competitors, materially impair its ability to market its services and operate its flights, result in the unauthorized release of confidential or otherwise protected information, result in increased costs, lost revenue and the loss or compromise of important data, and may adversely affect the Company's business, operating results and financial condition.

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The Company's business relies extensively on third-party service providers, including certain technology providers. Failure of these parties to perform as expected, or interruptions in the Company's relationships with these providers or their provision of services to the Company, could have an adverse effect on the Company's business, operating results and financial condition.

The Company has engaged third-party service providers to perform a large number of functions that are integral to its business, including regional operations, operation of customer service call centers, distribution and sale of airline seat inventory, provision of information technology infrastructure and services, transmitting or uploading of data, provision of aircraft maintenance and repairs, provision of various utilities, performance of aircraft fueling operations and catering services, among other vital functions and services. The Company does not directly control these third-party service providers, although it does enter into agreements that define expected service performance.

Any of these third-party service providers, however, may materially fail to meet its service performance commitments to the Company or may suffer disruptions to its systems that could impact its services. For example, failures in certain third-party technology or communications systems may cause flight delays or cancellations. The failure of any of the Company's third-party service providers to perform its service obligations adequately, or other interruptions of services, may reduce the Company's revenues and increase its expenses, prevent the Company from operating its flights and providing other services to its customers or result in adverse publicity or harm to its brand. In addition, the Company's business and financial performance could be materially harmed if its customers believe that its services are unreliable or unsatisfactory.

The Company may also have disagreements with such providers or such contracts may be terminated or may not be extended or renewed. For example, the number of flight reservations booked through third-party GDSs or online travel agents ("OTAs") may be adversely affected by disruptions in the business relationships between the Company and these suppliers. Such disruptions, including a failure to agree upon acceptable contract terms when contracts expire or otherwise become subject to renegotiation, may cause the Company's flight information to be limited or unavailable for display by the affected GDS or OTA operator, significantly increase fees for both the Company and GDS/OTA users and impair the Company's relationships with its customers and travel agencies. Any such disruptions or contract terminations may adversely impact our operations and financial results.

If we are not able to negotiate or renew agreements with third-party service providers, or if we renew existing agreements on less favorable terms, our operations and financial results may be adversely affected.

The Company could experience adverse publicity, harm to its brand, reduced travel demand and potential tort liability as a result of an accident, catastrophe or incident involving its aircraft or its operations, the aircraft or operations of its regional carriers, the aircraft or operations of its codeshare partners, or the aircraft or operations of another airline, which may result in a material adverse effect on the Company's business, operating results and financial condition.

An accident, catastrophe or incident involving an aircraft that the Company operates, or an aircraft that is operated by a codeshare partner, one of the Company's regional carriers or another airline, or an incident involving the Company's operations, or the operations of a codeshare partner, one of the Company's regional carriers or of another airline, could have a material adverse effect on the Company if such accident, catastrophe or incident created a public perception that the Company's operations, or the operations of its codeshare partners or regional carriers, are not safe or reliable, or are less safe or reliable than other airlines. Such public perception could, in turn, result in adverse publicity for the Company, cause harm to the Company's brand and reduce travel demand on the Company's flights, or the flights of its codeshare partners or regional carriers.

In addition, any such accident, catastrophe or incident involving the Company, its regional carriers or its codeshare partners could expose the Company to significant tort liability. Although the Company currently maintains liability insurance in amounts and of the type the Company believes to be consistent with industry practice to cover damages arising from any such accident, catastrophe or incident, and the Company's codeshare partners and regional carriers carry similar insurance and generally indemnify the Company for their operations, if the Company's liability exceeds the applicable policy limits or the ability of another carrier to indemnify it, the Company could incur substantial losses from an accident, catastrophe or incident which may result in a material adverse effect on the Company's operating results and financial condition.

Terrorist attacks, international hostilities or other security events, or the fear of terrorist attacks or hostilities, even if not made directly on the airline industry, could negatively affect the Company and the airline industry.

Terrorist attacks or international hostilities, even if not made on or targeted directly at the airline industry, or the fear of or the precautions taken in anticipation of such attacks (including elevated national threat warnings, travel restrictions, selective cancellation or redirection of flights and new security regulations) could materially and adversely affect the Company and the airline industry. Security events pose a significant risk to our passenger and cargo operations. These events could include acts of violence in public areas that we cannot control. The Company's financial resources may not be sufficient to absorb the

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adverse effects of any future terrorist attacks, international hostilities or other security events. Any such events could have a material adverse impact on the Company's financial condition, liquidity and operating results.

Increasing privacy and data security obligations or a significant data breach may adversely affect the Company's business.

The Company is subject to increasing legislative, regulatory and customer focus on privacy issues and data security. Also, a number of the Company's commercial partners, including credit card companies, have imposed data security standards that the Company must meet. These standards continue to evolve. The Company will continue its efforts to meet its privacy and data security obligations; however, it is possible that certain new obligations may be difficult to meet and could increase the Company's costs.

Additionally, the Company must manage evolving cybersecurity risks. Our network systems and storage applications, and those systems and storage and other business applications maintained by our third-party providers, may be subject to attempts to gain unauthorized access, breach, malfeasance or other system disruptions. In some cases, it is difficult to anticipate or to detect immediately such incidents and the damage caused thereby. While we continually work to safeguard our internal network systems and validate the security of our third-party providers, including through information security policies and employee awareness and training, there is no assurance that such actions will be sufficient to prevent cyber-attacks or security breaches. The loss, disclosure, misappropriation of or access to customers', employees' or business partners' information or the Company's failure to meet its obligations could result in legal claims or proceedings, penalties and remediation costs. A significant data breach or the Company's failure to meet its obligations may adversely affect the Company's reputation, business, operating results and financial condition.

Disruptions to our regional network and United Express flights provided by third-party regional carriers could adversely affect our business, operating results and financial condition.

The Company has contractual relationships with various regional carriers to provide regional aircraft service branded as United Express. These regional operations are an extension of the Company's mainline network and complement the Company's operations by carrying traffic that connects to mainline service and allows flights to smaller cities that cannot be provided economically with mainline aircraft. The Company's business and operations are dependent on its regional flight network, with regional capacity accounting for approximately 11% of the Company's total capacity for the year ended December 31, 2018.

Although the Company has agreements with its regional carriers that include contractually agreed performance metrics, each regional carrier is a separately certificated commercial air carrier and the Company does not control the operations of these carriers. A number of factors may impact the Company's regional network, including weather-related effects and seasonality. In addition, the decrease in qualified pilots driven by changes to federal regulations has adversely impacted and could continue to affect the Company's regional flying. For example, the FAA's expansion of minimum pilot qualification standards, including a requirement that a pilot have at least 1,500 total flight hours, as well as the FAA's revised pilot flight and duty time requirements under Part 117 of the Federal Aviation Regulations, have contributed to a smaller supply of pilots available to regional carriers. The decrease in qualified pilots resulting from the regulations as well as factors including a decreased student pilot population and a shrinking U.S. military from which to hire qualified pilots, could adversely impact the Company's operations and financial condition, and could also require the Company to reduce regional carrier flying.

If a significant disruption occurs to the Company's regional network or flights or if one or more of the regional carriers with which the Company has relationships is unable to perform their obligations over an extended period of time, there could be a material adverse effect on the Company's business, financial condition and operating results.

Current or future litigation and regulatory actions, or failure to comply with the terms of any settlement, order or arrangement relating to these actions, could have a material adverse impact on the Company.

From time to time, we are subject to litigation and other legal and regulatory proceedings relating to our business or investigations or other actions by governmental agencies, including as described in Part I, Item 3, Legal Proceedings, of this report. No assurances can be given that the results of these or new matters will be favorable to us. An adverse resolution of lawsuits, arbitrations, investigations or other proceedings or actions could have a material adverse effect on our financial condition and operating results, including as a result of non-monetary remedies, and could also result

in adverse publicity. Defending ourselves in these matters may be time-consuming, expensive and disruptive to normal business operations and may result in significant expense and a diversion of management's time and attention from the operation of our business, which could impede our ability to achieve our business objectives. Additionally, any amount that we may be required to pay to satisfy a judgment, settlement, fine or penalty may not be covered by insurance. If we fail to comply with the terms contained in any settlement, order or agreement with a governmental authority relating to these matters, we could be subject to criminal or civil penalties, which could have a material adverse impact on the Company. Under our charter and certain indemnification agreements that we have entered into (and may in the future enter into) with our officers, directors and certain third parties, we

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could be required to indemnify and advance expenses to them in connection with their involvement in certain actions, suits, investigations and other proceedings. There can be no assurance that any of these payments will not be material. Our significant investments in other airlines, including in other parts of the world, and the commercial relationships that we have with those carriers may not produce the returns or results we expect.

An important part of our strategy to expand our global network includes making significant investments in airlines in other parts of the world and expanding our commercial relationships with these carriers. For example, in November 2018, United entered into a revenue-sharing joint business agreement with Avianca, Copa and several of their respective affiliates, subject to regulatory approval. Concurrently with this transaction, United advanced a loan of \$456 million to affiliates of Synergy Aerospace Corporation ("Synergy"), the majority shareholder of Avianca Holdings S.A. ("AVH"), the parent company of Avianca, and entered into certain other related agreements, including a put arrangement with Avianca's significant minority shareholder, Kingsland Holdings Limited ("Kingsland"). The loan is secured by a pledge of Synergy's equity and Synergy's shares of AVH stock, and the loan and other agreements contain several provisions whereby the Company may acquire AVH stock. We also have an equity investment in Azul. See Note 9 to the financial statements included in Part II, Item 8 of this report for additional information regarding our investments in Avianca and Azul.

We also have investments in several domestic regional airlines. In January 2019, we completed the acquisition of a 49.9% interest in ManaAir LLC, which, as of immediately following the closing of that investment, owns 100% of the equity interests in ExpressJet Airlines, Inc., a domestic regional airline. We also have minority equity interests in CommutAir and Republic Airways Holdings, Inc. See Note 9 to the financial statements included in Part II, Item 8 of this report for additional information regarding our investments in regional airlines.

We expect to continue exploring similar non-controlling investments in, and entering into JBAs, commercial agreements, loan transactions and strategic alliances with, other carriers as part of our regional and global business strategy. These transactions and relationships involve significant challenges and risks. We are dependent on these other carriers for significant aspects of our network in the regions in which they operate. While we work closely with these carriers, each is a separately certificated commercial air carrier and we do not have control over their operations, strategy, management or business methods. These airlines also are subject to a number of the same risks as our business, which are described in this Item 1A., Risk Factors, including competitive pressures on pricing, demand and capacity; changes in aircraft fuel pricing; and the impact of global and local political and economic conditions on operations and customer travel patterns, among others.

As a result of these and other factors, we may not realize a satisfactory return on our investment, and we may not receive repayment of any invested or loaned funds. Further, these investments may not generate the revenue or operational synergies we expect, and they may distract management focus from our operations or other strategic options. Finally, our reliance on these other carriers in the regions in which they operate may negatively impact our regional and global operations and results if those carriers are impacted by general business risks or perform below our expectations or needs. Any one or more of these events could have a material adverse effect on our operating results or financial condition.

We may also be subject to consequences from any improper behavior of JBA partners, including for failure to comply with anti-corruption laws such as the U.S. Foreign Corrupt Practices Act. Furthermore, our relationships with these carriers may be subject to the laws and regulations of non-U.S. jurisdictions in which these carriers are located or conduct business. Any political or regulatory change in these jurisdictions that negatively impact or prohibit our arrangements with these carriers could have an adverse effect on our operating results or financial condition. To the extent that the operations of any of these carriers are disrupted over an extended period of time or their actions subject us to the consequences of failure to comply with laws and regulations, our operating results may be adversely affected.

The airline industry may undergo further change with respect to alliances and JBAs or due to consolidations, any of which could have a material adverse effect on the Company.

The Company faces and may continue to face strong competition from other carriers due to the modification of alliances and formation of new JBAs. Carriers may improve their competitive positions through airline alliances, slot swaps and/or JBAs. Certain types of airline JBAs further competition by allowing multiple airlines to coordinate

routes, pool revenues and costs, and enjoy other mutual benefits, achieving many of the benefits of consolidation. Open Skies agreements, including the longstanding agreements between the United States and each of the EU, Canada, Japan, Korea, New Zealand, Australia, Colombia and Panama, as well as the more recent agreements between the United States and each of Mexico and Brazil, may also give rise to better integration opportunities among international carriers. Movement of airlines between current global airline alliances could reduce joint network coverage for members of such alliances while also creating opportunities for JBAs and bilateral alliances that did not exist before such realignment. Further airline and airline alliance consolidations or reorganizations could occur in the future. The Company routinely engages in analyses and discussions regarding its own strategic position, including current and potential alliances, asset acquisitions and divestitures and may have future discussions

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with other airlines regarding strategic activities. If other airlines participate in such activities, those airlines may significantly improve their cost structures or revenue generation capabilities, thereby potentially making them stronger competitors of the Company and potentially impairing the Company's ability to realize expected benefits from its own strategic relationships.

Orders for new aircraft typically must be placed years in advance of scheduled deliveries, and changes in the Company's network strategy over time may make aircraft on order less economic for the Company, result in costs related to modification or termination of aircraft orders or cause the Company to enter into orders for new aircraft on less favorable terms.

The Company's orders for new aircraft are typically made years in advance of actual delivery of such aircraft, and the financial commitment required for purchases of new aircraft is substantial. At December 31, 2018, the Company had firm commitments to purchase 273 new aircraft from The Boeing Company ("Boeing"), Airbus S.A.S ("Airbus") and Embraer S.A. ("Embraer"), as well as related agreements with engine manufacturers, maintenance providers and others. As of December 31, 2018, the Company's commitments relating to the acquisition of aircraft and related spare engines, aircraft improvements and other related obligations aggregated to a total of \$24.7 billion.

Subsequent to the Company placing an order for new aircraft, the Company's network strategy may change. As a result, the Company's preference for a particular aircraft that it has ordered, often years in advance, may be decreased or eliminated. If the Company were to modify or terminate any of its existing aircraft order commitments, it may be responsible for material liabilities to its counterparties arising from any such change. Additionally, the Company may have a need for additional aircraft that are not available under its existing orders. In such cases, the Company may seek to acquire aircraft from other sources, such as through lease arrangements, which may result in higher costs or less favorable terms, or through the purchase or lease of used aircraft. The Company may not be able to acquire such aircraft when needed on favorable terms or at all.

A majority of the Company's aircraft and certain parts are sourced from single suppliers; therefore, the Company would be materially and adversely affected if it were unable to obtain additional equipment or support from any of these suppliers.

The Company currently sources the majority of its aircraft and many related aircraft parts from Boeing. In addition, our aircraft suppliers are dependent on other suppliers for certain other aircraft parts. Therefore, if the Company was unable to acquire additional aircraft from Boeing, or if Boeing was unable or unwilling to make timely deliveries of aircraft or to provide adequate support for its products, the Company's operations could be materially and adversely affected. The Company is also dependent on a limited number of suppliers for aircraft engines and certain other aircraft parts and could therefore also be materially and adversely affected in the event of the unavailability of these engines and other parts.

Union disputes, employee strikes or slowdowns, and other labor-related disruptions could adversely affect the Company's operations and could result in increased costs that impair its financial performance.

United is a highly unionized company. As of December 31, 2018, the Company and its subsidiaries had approximately 92,000 active employees, of whom approximately 83% were represented by various U.S. labor organizations.

There is a risk that unions or individual employees might pursue judicial or arbitral claims arising out of changes implemented as a result of the Company entering into collective bargaining agreements with its represented employee groups. There is also a possibility that employees or unions could engage in job actions such as slowdowns, work-to-rule campaigns, sick-outs or other actions designed to disrupt the Company's normal operations, in an attempt to pressure the Company in collective bargaining negotiations. Although the RLA makes such actions unlawful until the parties have been lawfully released to self-help, and the Company can seek injunctive relief against premature self-help, such actions can cause significant harm even if ultimately enjoined. In addition, collective bargaining agreements with the Company's represented employee groups increase the Company's labor costs, which increase could be material for any applicable reporting period.

An outbreak of a disease or similar public health threat could have a material adverse impact on the Company's business, operating results and financial condition.

An outbreak of a disease or similar public health threat that affects travel demand, travel behavior, or travel restrictions could have a material adverse impact on the Company's business, financial condition and operating results.

If we experience changes in, or are unable to retain, our senior management team or other key employees, our operating results could be adversely affected.

Much of our future success depends on the continued availability of skilled personnel with industry experience and knowledge, including our senior management team and other key employees. If we are unable to attract and retain talented, highly qualified senior management and other key employees, or if we are unable to effectively provide for the succession of senior management, our business may be adversely affected.

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Extended interruptions or disruptions in service at major airports where we operate could have a material adverse impact on our operations.

The airline industry is heavily dependent on business models that concentrate operations in major airports in the United States and throughout the world. An extended interruption or disruption at an airport where we have significant operations could have a material impact on our business, financial condition and results of operation.

We operate principally through our domestic hubs in at Newark, Chicago O'Hare, Denver, Houston Bush, LAX, Guam, SFO and Washington Dulles. Substantially all of our flights either originate in or fly into one of these locations. A significant interruption or disruption in service at one of our hubs or other airports where we have a significant presence resulting from ATC delays, weather conditions, natural disasters, growth constraints, relations with third-party service providers, failure of computer systems, disruptions to government agencies or personnel, disruptions at airport facilities or other key facilities used by us to manage our operations, labor relations, power supplies, fuel supplies, terrorist activities, international hostilities or otherwise could result in the cancellation or delay of a significant portion of our flights and, as a result, could have a material impact on our business, operating results and financial condition. We have minimal control over the operation, quality or maintenance of these services or whether vendors will improve or continue to provide services that are essential to our business.

The airline industry is subject to extensive government regulation, which imposes significant costs and may adversely impact our business, operating results and financial condition.

Airlines are subject to extensive regulatory and legal oversight. Compliance with U.S. and international regulations imposes significant costs and may have adverse effects on the Company. Laws, regulations, taxes and airport rates and charges, both domestically and internationally, have been proposed from time to time that could significantly increase the cost of airline operations or reduce airline revenue.

United provides air transportation under certificates of public convenience and necessity issued by the DOT. If the DOT altered, amended, modified, suspended or revoked these certificates, it could have a material adverse effect on the Company's business. The FAA regulates the safety of United's operations. United operates pursuant to an air carrier operating certificate issued by the FAA. The FAA's regulations include stringent pilot flight and duty time requirements under Part 117 of the Federal Aviation Regulations, as well as minimum qualifications for air carrier first officers. These regulations have caused mainline airlines to hire regional pilots, while simultaneously significantly reducing the pool of new pilots from which regional carriers themselves can hire. Although this is an industry issue, it directly affects the Company and has required it to reduce regional partner flying, as several regional partners have experienced difficulty flying their schedules due to reduced pilot availability. From time to time, the FAA also issues orders, airworthiness directives and other regulations relating to the maintenance and operation of aircraft that require material expenditures or operational restrictions by the Company. These FAA orders and directives could include the temporary grounding of an entire aircraft type if the FAA identifies design, manufacturing, maintenance or other issues requiring immediate corrective action. These FAA directives or requirements could have a material adverse effect on the Company.

In 2018, the U.S. Congress approved a five-year reauthorization for the FAA, which encompasses significant aviation tax and policy-related issues. The law includes a range of policy changes related to airline customer service and aviation safety which, depending on how they are implemented, could impact our operations and costs. Additionally, the U.S. Congress may fail to continue to fund the operations of one or more federal government agencies which could negatively impact the Company and the airline industry.

The Company's operations may also be adversely impacted due to the existing antiquated ATC system utilized by the U.S. government and regulated by the FAA. During peak travel periods in certain markets, the current ATC system's inability to handle demand has led to short-term capacity constraints imposed by government agencies and resulted in delays and disruptions of air traffic. In addition, the current system will not be able to effectively handle projected future air traffic growth. The outdated technologies also cause the ATC to be less resilient in the event of a failure, causing flight cancellations and delays. Imposition of these ATC constraints on a long-term basis may have a material adverse effect on the Company's operations. Failure to update the ATC system in a timely manner, and the substantial funding requirements of a modernized ATC system that may be imposed on air carriers may have an adverse impact on the Company's financial condition or operating results.

Access to landing and take-off rights, or "slots," at several major U.S. airports and many foreign airports served by the Company are, or recently have been, subject to government regulation. Certain of the Company's major hubs are among the most congested airports in the United States and have been or could be the subject of regulatory action that might limit the number of flights and/or increase costs of operations at certain times or throughout the day. The FAA may limit the Company's

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airport access by limiting the number of departure and arrival slots at high density traffic airports, which could affect the Company's ownership and transfer rights, and local airport authorities may have the ability to control access to certain facilities or the cost of access to their facilities, which could have an adverse effect on the Company's business. The FAA historically has taken actions with respect to airlines' slot holdings that airlines have challenged; if the FAA were to take actions that adversely affect the Company's slot holdings, the Company could incur substantial costs to preserve its slots or may lose slots. If slots are eliminated at an airport, or if the number of hours of operation governed by slots is reduced at an airport, the lack of controls on takeoffs and landings could result in greater congestion both at the affected airport or in the regional airspace (e.g., the New York City metropolitan region airspace) and could significantly impact the Company's operations. Further, the Company's operating costs at airports, including the Company's major hubs, may increase significantly because of capital improvements at such airports that the Company may be required to fund, directly or indirectly. Such costs could be imposed by the relevant airport authority without the Company's approval and may have a material adverse effect on the Company's financial condition.

The ability of carriers to operate flights on international routes between the United States and other countries is highly regulated. Applicable arrangements between the United States and foreign governments may be amended from time to time, government policies with respect to airport operations may be revised, and the availability of appropriate slots or facilities may change. The Company currently operates a number of flights on international routes under government arrangements, regulations or policies that designate the number of carriers permitted to operate on such routes, the capacity of the carriers providing services on such routes, the airports at which carriers may operate international flights, or the number of carriers allowed access to particular airports. Any limitations, additions or modifications to such arrangements, regulations or policies could have a material adverse effect on the Company's financial condition and operating results. Additionally, a change in law, regulation or policy for any of the Company's international routes, such as Open Skies, could have a material adverse impact on the Company's financial condition and operating results and could result in the impairment of material amounts of related tangible and intangible assets. In addition, competition from revenue-sharing JBAs and other alliance arrangements by and among other airlines could impair the value of the Company's business and assets on the Open Skies routes. The Company's plans to enter into or expand U.S. antitrust immunized alliances and JBAs on various international routes are subject to receipt of approvals from applicable U.S. federal authorities and obtaining other applicable foreign government clearances or satisfying the necessary applicable regulatory requirements. There can be no assurance that such approvals and clearances will be granted or will continue in effect upon further regulatory review or that changes in regulatory requirements or standards can be satisfied.

See Part I, Item 1, Business—Industry Regulation, of this report for additional information on government regulation impacting the Company.

We are subject to many forms of environmental regulation and liability and risks associated with climate change, and may incur substantial costs as a result.

Many aspects of the Company's operations are subject to increasingly stringent federal, state, local and international laws protecting the environment, including those relating to emissions to the air, water discharges, safe drinking water and the use and management of hazardous materials and wastes. Compliance with existing and future environmental laws and regulations can require significant expenditures and violations can lead to significant fines and penalties. In addition, from time to time we are identified as a responsible party for environmental investigation and remediation costs under applicable environmental laws due to the disposal of hazardous substances generated by our operations.

We could also be subject to environmental liability claims from various parties, including airport authorities, related to our operations at our leased premises or the off-site disposal of waste generated at our facilities.

We may incur substantial costs as a result of changes in weather patterns due to climate change. Increases in the frequency, severity or duration of severe weather events such as thunderstorms, hurricanes, flooding, typhoons, tornados and other severe weather events could result in increases in delays and cancellations, turbulence-related injuries and fuel consumption to avoid such weather, any of which could result in significant loss of revenue and higher costs.

To address climate change risks, CORSIA has been developed by ICAO, a UN specialized agency. CORSIA is intended to create a single global market-based measure to achieve carbon-neutral growth for international aviation after 2020 through airline purchases of carbon offset credits. Certain CORSIA program details remain to be developed and could potentially be affected by political developments in participating countries or the results of the pilot phase of the program, and thus the impact of CORSIA cannot be fully predicted. However, CORSIA is expected to increase operating costs for airlines that operate internationally.

In addition to CORSIA, the EPA had begun preliminary work to adopt its own aircraft engine GHG emission standards which were expected to be aligned with recent ICAO carbon dioxide emission standards. The timing of any U.S. EPA aircraft engine GHG emission standards is currently unknown, but some jurisdictions in which United operates have adopted or are considering GHG emission reduction initiatives, which could impact various aspects of the Company's business. The precise

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nature of future requirements and their applicability to the Company are difficult to predict, but the financial impact to the Company and the aviation industry would likely be adverse and could be significant.

See Part I, Item 1, Business-Industry Regulation-Environmental Regulation, of this report for additional information on environmental regulation impacting the Company.

The United Kingdom's withdrawal from the EU may adversely impact our operations in the United Kingdom and elsewhere.

In June 2016, United Kingdom ("UK") voters approved an advisory referendum for the UK to exit the EU. The UK parliament voted in favor of allowing the government to commence negotiations to determine the future terms of the UK's relationship with the EU, including the terms of trade between the UK and the EU and other nations. The timing of the proposed exit is currently scheduled for March 29, 2019, with a transition period potentially running through December 2020. A withdrawal plan was presented to the UK parliament in January 2019 and rejected, creating further uncertainty in negotiations and the process of withdrawal.

Depending on the outcome of these negotiations, we could face new challenges in our operations, such as instability in global financial and foreign exchange markets. This instability could include volatility in the value of the British pound and European euro, additional travel restrictions on passengers traveling between the UK and other EU countries, changes to the legal status of EU-resident employees, legal uncertainty and potentially divergent national laws and regulations. At this time, we cannot predict the impact that an actual exit from the EU will have on our business generally and our UK and European operations more specifically, and no assurance can be given that our operating results, financial condition and prospects would not be adversely impacted by the result.

The Company's operating results fluctuate due to seasonality and other factors associated with the airline industry, many of which are beyond the Company's control.

Due to greater demand for air travel during the spring and summer months, revenues in the airline industry in the second and third quarters of the year are generally stronger than revenues in the first and fourth quarters of the year, which are periods of lower travel demand. The Company's operating results generally reflect this seasonality, but have also been impacted by numerous other factors that are not necessarily seasonal, including, among others, extreme or severe weather, outbreaks of disease or pandemics, ATC congestion, geological events, political instability, terrorism, natural disasters, changes in the competitive environment due to industry consolidation, tax obligations, general economic conditions and other factors. As a result, the Company's quarterly operating results are not necessarily indicative of operating results for an entire year and historical operating results in a quarterly or annual period are not necessarily indicative of future operating results.

Increases in insurance costs or inadequate insurance coverage may materially and adversely impact our business, operating results and financial condition.

The Company could be exposed to significant liability or loss if its property or operations were to be affected by a natural catastrophe or other event, including aircraft accidents. The Company maintains insurance policies, including, but not limited to, terrorism, aviation hull and liability, workers' compensation and property and business interruption insurance, but we are not fully insured against all potential hazards and risks incident to our business. If the Company is unable to obtain sufficient insurance with acceptable terms, the costs of such insurance increase materially, or if the coverage obtained is insufficient relative to actual liability or losses that the Company experiences, whether due to insurance market conditions, policy limitations and exclusions or otherwise, its operating results and financial condition could be materially and adversely affected.

The Company has a significant amount of financial leverage from fixed obligations, and insufficient liquidity may have a material adverse effect on the Company's financial condition and business.

The Company has a significant amount of financial leverage from fixed obligations, including aircraft lease and debt financings, leases of airport property and other facilities, and other material cash obligations. In addition, the Company has substantial noncancelable commitments for capital expenditures, including for the acquisition of new aircraft and related spare engines.

Although the Company's cash flows from operations and its available capital, including the proceeds from financing transactions, have been sufficient to meet these obligations and commitments to date, the Company's future liquidity could be negatively affected by the risk factors discussed in this report. If the Company's liquidity is materially

diminished, the Company might not be able to timely pay its leases and debts or comply with certain operating and financial covenants under its financing and credit card processing agreements or with other material provisions of its contractual obligations.

The Company's substantial level of indebtedness and non-investment grade credit rating, as well as market conditions and the availability of assets as collateral for loans or other indebtedness, may make it difficult for the Company to raise additional capital if needed to meet its liquidity needs on acceptable terms, or at all. In addition, our variable rate indebtedness may use

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London interbank offered rates ("LIBOR") as a benchmark for establishing the rate. As announced in July 2017, LIBOR is expected to be phased out by the end of 2021. Uncertainty as to the nature of alternative reference rates and as to potential changes or other reforms to LIBOR may adversely impact the availability and cost of borrowings. See Part II, Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, of this report for additional information regarding the Company's liquidity.

Agreements governing our debt include financial and other covenants. Failure to comply with these covenants could result in events of default.

Our financing agreements include various financial and other covenants. Certain of these covenants require UAL or United, as applicable, to maintain minimum liquidity and/or minimum collateral coverage ratios. UAL's or United's ability to comply with these covenants may be affected by events beyond its control, including the overall industry revenue environment, the level of fuel costs and the appraised value of the collateral. In addition, our financing agreements contain other negative covenants customary for such financings. These covenants are subject to important exceptions and qualifications. If we fail to comply with these covenants and are unable to remedy or obtain a waiver or amendment, an event of default would result.

If an event of default were to occur, the lenders could, among other things, declare outstanding amounts due and payable. In addition, an event of default or declaration of acceleration under one financing agreement could also result in an event of default under other of our financing agreements due to cross-default and cross-acceleration provisions. The acceleration of significant amounts of debt could require us to renegotiate, repay or refinance the obligations under our financing arrangements.

The Company may never realize the full value of its intangible assets or its long-lived assets causing it to record impairments that may negatively affect its financial condition and operating results.

In accordance with applicable accounting standards, the Company is required to test its indefinite-lived intangible assets for impairment on an annual basis, or more frequently where there is an indication of impairment. In addition, the Company is required to test certain of its other assets for impairment where there is any indication that an asset may be impaired.

The Company may be required to recognize losses in the future due to, among other factors, extreme fuel price volatility, tight credit markets, government regulatory changes, decline in the fair values of certain tangible or intangible assets, such as aircraft, route authorities, airport slots and frequent flyer database, unfavorable trends in historical or forecasted results of operations and cash flows and an uncertain economic environment, as well as other uncertainties. The Company can provide no assurance that a material impairment loss of tangible or intangible assets will not occur in a future period. The value of the Company's aircraft could be impacted in future periods by changes in supply and demand for these aircraft. Such changes in supply and demand for certain aircraft types could result from grounding of aircraft by the Company or other carriers. An impairment loss could have a material adverse effect on the Company's financial condition and operating results.

ITEM 1B. UNRESOLVED STAFF COMMENTS.

None.

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ITEM 2. PROPERTIES.

Fleet

Including aircraft operated by United's regional carriers, United's fleet consisted of 1,329 aircraft as of December 31, 2018, the details of which are presented in the tables below:

Aircraft Type	Total	Owned	Leased	Seats in Standard Configuration	Average Age (In Years)
Mainline:					
777-300ER	18	18	—	350-366	1.5
777-200ER	55	46	9	269-274	18.8
777-200	19	19	—	364	21.5
787-10	3	3	—	318	0.1
787-9	25	25	—	252	2.8
787-8	12	12	—	219	5.5
767-400ER	16	14	2	242	17.3
767-300ER	38	25	13	167-214	22.9
757-300	21	9	12	213-234	16.3
757-200	56	50	6	142-169	22.8
737 MAX 9	9	9	—	179	0.4
737-900ER	136	136	—	179	6.0
737-900	12	8	4	179	17.3
737-800	141	90	51	166	14.8
737-700	40	25	15	126	19.8
A320-200	99	70	29	150	20.3
A319-100	70	55	15	128	17.6
Total mainline	770	614	156		15.1

Aircraft Type	Capacity Purchase Agreement Total	Owned	Leased	Owned or Leased by Regional Carrier	Regional Carrier Operator and Number of Aircraft	Seats in Standard Configuration
Regional:						
Embraer E175	153	54	—	99	SkyWest: 65 Mesa: 60	76
Embraer 170	38	—	—	38	Republic: 28 Republic: 38	70
CRJ700	64	—	—	64	SkyWest: 19 GoJet: 25	70
CRJ200	128	—	—	128	Mesa: 20 SkyWest: 60 Air Wisconsin: 56	50
Embraer ERJ 145 (XR/LR/ER)	176	82	90	4	ExpressJet: 12 ExpressJet: 105 Trans States: 40	50
Total regional	559	136	90	333	CommutAir: 31	
Total	1,329	750	246	333		

In addition to the aircraft presented in the tables above, United owned the following aircraft listed below as of December 31, 2018:

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One Boeing 737 MAX 9 and one Airbus 319-100, which were delivered in December 2018 but were awaiting operating certificates as of December 31, 2018;

One Boeing 767-200, which is being subleased to another airline;

Nine Boeing 747s, which are permanently grounded; and

Three Embraer ERJ 145s, which are temporarily grounded.

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Firm Order and Option Aircraft

As of December 31, 2018, United had firm commitments and options to purchase new aircraft from Boeing, Airbus and Embraer as presented in the table below:

Aircraft Type	Number of Firm Commitments (a)
Airbus A350	45
Boeing 737 MAX	175
Boeing 777-300ER	4
Boeing 787	24
Embraer E175	25

(a) United also has options and purchase rights for additional aircraft.

The aircraft listed in the table above are scheduled for delivery from 2019 through 2027. To the extent the Company and the aircraft manufacturers with whom the Company has existing orders for new aircraft agree to modify the contracts governing those orders, the amount and timing of the Company's future capital commitments could change. In 2019, United expects to take delivery of 25 Embraer E175 aircraft, 20 Boeing 737 MAX aircraft, 8 Boeing 787 aircraft and 2 Boeing 777-300ER aircraft. United also has agreements to purchase 20 used Airbus A319 aircraft with expected delivery dates through 2022. See Notes 10 and 13 to the financial statements included in Part II, Item 8 of this report for additional information.

Facilities

United's principal facilities relate to leases of airport facilities, gates, hangar sites, terminal buildings and other facilities in the municipalities it serves. United has major terminal facility leases at SFO, Washington Dulles, Chicago O'Hare, LAX, Denver, Newark, Houston Bush and Guam with expiration dates ranging from 2019 through 2055. Substantially all of these facilities are leased on a net-rental basis, resulting in the Company's responsibility for maintenance, insurance and other facility-related expenses and services.

United also maintains administrative offices, catering, cargo, training facilities, maintenance facilities and other facilities to support operations in the cities served. In addition, United has multiple leases, which expire from 2019 through 2029, for its principal executive office and operations center in downtown Chicago and administrative offices in downtown Houston.

ITEM 3. LEGAL PROCEEDINGS.

On June 30, 2015, UAL received a Civil Investigative Demand ("CID") from the Antitrust Division of the DOJ seeking documents and information from the Company in connection with a DOJ investigation related to statements and decisions about airline capacity. The Company is working with the DOJ and has completed its response to the CID. The Company is not able to predict what action, if any, might be taken in the future by the DOJ or other governmental authorities as a result of the investigation. Beginning on July 1, 2015, subsequent to the announcement of the CID, UAL and United were named as defendants in multiple class action lawsuits that asserted claims under the Sherman Antitrust Act, which have been consolidated in the United States District Court for the District of Columbia. The complaints generally allege collusion among U.S. airlines on capacity impacting fares and seek treble damages. The Company intends to vigorously defend against the class action lawsuits.

On October 13, 2015, United received a CID from the Civil Division of the DOJ. The CID requested documents and oral testimony from United in connection with an industry-wide DOJ investigation related to delivery scan and other data purportedly required for payment for the carriage of mail under United's International Commercial Air Contracts with the U.S. Postal Service. The Company has been responding to the DOJ's request and cooperating in the investigation since that time. On November 8, 2016, the DOJ Criminal Division met with representatives from the Company and advised they are conducting an industry-wide investigation into the same matter. The Company is also cooperating with the government in this aspect of their investigation and, on December 21, 2016, representatives from the Company met with both the Civil and Criminal Divisions to provide additional information. The Company cannot

predict what action, if any, might be taken in the future by the DOJ or other governmental authorities as a result of these investigations.

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Other Legal Proceedings

The Company is involved in various other claims and legal actions involving passengers, customers, suppliers, employees and government agencies arising in the ordinary course of business. Additionally, from time to time, the Company becomes aware of potential non-compliance with applicable environmental regulations, which have either been identified by the Company (through internal compliance programs such as its environmental compliance audits) or through notice from a governmental entity. In some instances, these matters could potentially become the subject of an administrative or judicial proceeding and could potentially involve monetary sanctions. After considering a number of factors, including (but not limited to) the views of legal counsel, the nature of contingencies to which the Company is subject and prior experience, management believes that the ultimate disposition of these other claims and legal actions will not materially affect its consolidated financial position or results of operations. However, the ultimate resolutions of these matters are inherently unpredictable. As such, the Company's financial condition and results of operations could be adversely affected in any particular period by the unfavorable resolution of one or more of these matters.

ITEM 4. MINE SAFETY DISCLOSURES.

Not applicable.

PART II

ITEM MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND
5. ISSUER PURCHASES OF EQUITY SECURITIES.

Since September 7, 2018, UAL's common stock has traded on the Nasdaq Global Select Market ("Nasdaq") under the symbol "UAL." Previously, UAL's common stock was traded on the New York Stock Exchange ("NYSE"). As of February 22, 2019, there were 5,615 holders of record of UAL common stock.

The following graph shows the cumulative total stockholder return for UAL's common stock during the period from December 31, 2013 to December 31, 2018. The graph also shows the cumulative returns of the Standard and Poor's 500 Index ("SPX") and the NYSE Arca Airline Index ("XAL") of 15 investor-owned airlines over the same five-year period. The comparison assumes \$100 was invested on December 31, 2013 in each of UAL common stock, the SPX and the XAL.

Note: The stock price performance shown in the graph above should not be considered indicative of potential future stock price performance. The foregoing performance graph is being furnished as part of this report solely in accordance with the requirement under Rule 14a-3(b)(9) to furnish our stockholders with such information, and therefore, shall not be deemed to be filed or incorporated by reference into any filings by the Company under the Securities Act or the Exchange Act.

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The following table presents repurchases of UAL common stock made in the fourth quarter of 2018:

Period	Total number of shares purchased (a) (b)	Average price paid per share (b)(c)	Total number of shares purchased as part of publicly announced plans or programs (a)	Approximate dollar value of shares that may yet be purchased under the plans or programs (in millions) (a)
October 2018	572,349	\$ 85.76	572,349	\$ 1,941
November 2018	927,969	91.76	927,969	1,856
December 2018	1,228,339	85.87	1,228,339	1,750
Total	2,728,657		2,728,657	

(a) In 2018, UAL repurchased approximately 17.5 million shares of UAL common stock for \$1.2 billion. In December 2017, UAL's Board of Directors authorized a \$3.0 billion share repurchase program to acquire UAL's common stock. As of December 31, 2018, the Company had approximately \$1.8 billion remaining to purchase shares under its share repurchase program. UAL may repurchase shares through the open market, privately negotiated transactions, block trades or accelerated share repurchase transactions from time to time in accordance with applicable securities laws.

(b) The table does not include shares withheld from employees to satisfy certain tax obligations due upon the vesting of restricted stock. The United Continental Holdings, Inc. 2017 Incentive Compensation Plan and the United Continental Holdings, Inc. 2008 Incentive Compensation Plan, each provide for the withholding of shares to satisfy tax obligations due upon the vesting of restricted stock. However, these plans do not specify a maximum number of shares that may be withheld for this purpose. A total of 1,368 shares were withheld under the plans in the fourth quarter of 2018 at an average price of \$91.79 per share. These shares of common stock withheld to satisfy tax withholding obligations may be deemed to be "issuer purchases" of shares that are required to be disclosed pursuant to this Item.

(c) Average price paid per share is calculated on a settlement basis and excludes commission.

ITEM 6. SELECTED FINANCIAL DATA.

UAL's consolidated financial statements and statistical data are provided in the tables below:

	Year Ended December 31,				
	2018	2017 (a)	2016 (a)	2015	2014
Income Statement Data (in millions, except per share amounts):					
Operating revenue	\$41,303	\$37,784	\$36,558	\$37,864	\$38,901
Operating expense	38,011	34,113	32,214	32,698	36,528
Operating income	3,292	3,671	4,344	5,166	2,373
Net income	2,129	2,144	2,234	7,340	1,132
Basic earnings per share	7.73	7.08	6.77	19.52	3.05
Diluted earnings per share	7.70	7.06	6.76	19.47	2.93

Balance Sheet Data at December 31 (in millions):

Unrestricted cash, cash equivalents and short-term investments	\$3,950	\$3,798	\$4,428	\$5,196	\$4,384
Total assets	44,792	42,346	40,208	40,861	36,595
Debt and capital lease obligations	14,728	14,392	11,705	11,759	11,947

(a) Amounts adjusted due to the adoption of Accounting Standards Update No. 2014-09, Revenue from Contracts with Customers (Topic 606) and Accounting Standards Update No. 2017-07, Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost. See Note 1 to the financial statements contained in Part II, Item 8 of this report for additional information.

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	Year Ended December 31,				
	2018	2017	2016	2015	2014
Consolidated (b)					
Passengers (thousands) (c)	158,330	148,067	143,177	140,369	138,029
Revenue passenger miles ("RPMs") (millions) (d)	230,155	216,261	210,309	208,611	205,559
Available seat miles ("ASMs") (millions) (e)	275,262	262,386	253,590	250,003	246,021
Cargo revenue ton miles (millions) (f)	3,425	3,316	2,805	2,614	2,487
Passenger load factor (g)	83.6 %	82.4 %	82.9 %	83.4 %	83.6 %
Passenger revenue per available seat mile ("PRASM") (cents)	13.70	13.13	13.18	13.11	13.72
Total revenue per available seat mile ("TRASM") (cents)	15.00	14.40	14.42	15.15	15.81
Average yield per revenue passenger mile ("Yield") (cents) (h)	16.38	15.93	15.90	15.72	16.42
Cost per available seat mile ("CASM") (cents)	13.81	13.00	12.70	13.08	14.85
Average price per gallon of fuel, including fuel taxes	\$2.25	\$1.74	\$1.49	\$1.94	\$2.99
Fuel gallons consumed (millions)	4,137	3,978	3,904	3,886	3,905
Average stage length (miles) (i)	1,446	1,460	1,473	1,487	1,480
Average daily utilization of each mainline aircraft (hours:minutes) (j)	10:45	10:27	10:06	10:24	10:26

(a) PRASM, TRASM, Yield, and CASM are adjusted due to the adoption of Accounting Standards Update No. 2014-09, Revenue from Contracts with Customers (Topic 606) and Accounting Standards Update No. 2017-07, Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost. See Note 1 to the financial statements contained in Part II, Item 8 of this report for additional information.

(b) Includes data from our regional carriers operating under CPAs.

(c) The number of revenue passengers measured by each flight segment flown.

(d) The number of scheduled miles flown by revenue passengers.

(e) The number of seats available for passengers multiplied by the number of scheduled miles those seats are flown.

(f) The number of cargo revenue tons transported multiplied by the number of miles flown.

(g) RPM divided by ASM.

(h) The average passenger revenue received for each revenue passenger mile flown.

(i) Average stage length equals the average distance a flight travels weighted for size of aircraft.

(j) The average number of hours per day that an aircraft flown in revenue service is operated (from gate departure to gate arrival).

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ITEM MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF
7. OPERATIONS.

Overview

United Continental Holdings, Inc. (together with its consolidated subsidiaries, "UAL" or the "Company") is a holding company and its principal, wholly-owned subsidiary is United Airlines, Inc. (together with its consolidated subsidiaries, "United"). As UAL consolidates United for financial statement purposes, disclosures that relate to activities of United also apply to UAL, unless otherwise noted. United's operating revenues and operating expenses comprise nearly 100% of UAL's revenues and operating expenses. In addition, United comprises approximately the entire balance of UAL's assets, liabilities and operating cash flows. When appropriate, UAL and United are named specifically for their individual contractual obligations and related disclosures and any significant differences between the operations and results of UAL and United are separately disclosed and explained. We sometimes use the words "we," "our," "us," and the "Company" in this report for disclosures that relate to all of UAL and United.

2018 Financial Highlights

2018 net income was \$2.1 billion, or \$7.70 diluted earnings per share, as compared to \$2.1 billion, or \$7.06 diluted earnings per share, in 2017.

Revenue for 2018 increased \$3.5 billion over 2017 due to a 4.9% growth in ASMs and a PRASM increase of 4.3% in 2018 compared to 2017.

Aircraft fuel cost for 2018 increased 34.6% over 2017 mainly due to higher fuel prices.

In 2018, UAL repurchased approximately 17.5 million shares of its common stock for \$1.2 billion. As of December 31, 2018, the Company had approximately \$1.8 billion remaining to purchase shares under its share repurchase program.

UAL ended 2018 with \$6.0 billion in unrestricted liquidity, which consisted of unrestricted cash, cash equivalents, short-term investments and available capacity under the revolving credit facility of its Amended and Restated Credit and Guaranty Agreement (as amended, the "Credit Agreement").

2018 Operational Highlights

RPMs for 2018 increased 6.4% as compared to 2017, and ASMs increased 4.9% from the prior year, resulting in a load factor of 83.6% in 2018 versus 82.4% in 2017.

For 2018 and 2017, the Company recorded U.S. Department of Transportation on-time arrival rates of 79.8% and 81.9%, respectively, and mainline completion factors of 99.2% and 99.0%, respectively.

Outlook

Set forth below is a discussion of matters that we believe could impact our financial and operating performance and cause our results of operations in future periods to differ materially from our historical operating results and/or from our anticipated results of operations described in the forward-looking statements in this report. See Part I, Item 1A., Risk Factors, of this report and the factors described under "Forward-Looking Information" below for additional discussion of these and other factors that could affect us.

Growth Strategy. In 2018, the Company completed the first year of its multi-year growth strategy, increasing ASMs 4.9% compared to 2017. Our priorities for 2019 are delivering top-tier operational reliability and customer service while continuing to execute on our growth plan by strengthening our domestic network through strategic and efficient growth and investing in our people and product.

Fuel. The Company's average aircraft fuel price per gallon including related taxes was \$2.25 in 2018 as compared to \$1.74 in 2017. Based on the Company's projected fuel consumption in 2019, a one-dollar change in the price of a barrel of crude oil would change the Company's projected fuel expense by approximately \$104 million.

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2018 Compared to 2017
Operating Revenue

The table below illustrates the year-over-year percentage change in the Company's operating revenues for the years ended December 31 (in millions, except percentage changes):

	2018	2017	Increase (Decrease)	% Change
Passenger revenue	\$37,706	\$34,460	\$ 3,246	9.4
Cargo	1,237	1,114	123	11.0
Other operating revenue	2,360	2,210	150	6.8
Total operating revenue	\$41,303	\$37,784	\$ 3,519	9.3

The table below presents selected passenger revenue and operating data of the Company, broken out by geographic region, expressed as year-over-year changes:

	Increase (decrease) from 2017 (a):					Total
	Domestic	Atlantic	Pacific	Latin		
Passenger revenue (in millions)	\$2,340	\$688	\$185	\$33		\$3,246
Passenger revenue	11.1	% 11.7	% 4.3	% 1.0	% 9.4	%
Average fare per passenger	2.8	% 0.2	% 8.5	% 2.5	% 2.3	%
Yield	3.8	% (0.4)	% 2.7	% (0.3)	% 2.8	%
PRASM	4.1	% 6.3	% 3.0	% 0.8	% 4.3	%
Passengers	8.1	% 11.5	% (3.9)	% (1.4)	% 6.9	%
RPMs (traffic)	7.0	% 12.1	% 1.5	% 1.3	% 6.4	%
ASMs (capacity)	6.7	% 5.1	% 1.3	% 0.3	% 4.9	%
Passenger load factor (points)	0.2	5.1	0.2	0.8	1.2	

(a) See Part II, Item 6, Selected Financial Data, of this report for the definition of these statistics.

Passenger revenue increased \$3.2 billion, or 9.4%, in 2018 as compared to 2017, primarily due to a 6.4% increase in traffic. PRASM increased 4.3% in 2018 as compared to 2017. The increase in PRASM was driven by improvements in scheduling, higher corporate demand, increases in close-in bookings in the domestic markets and premium cabin demand improvements in the Atlantic and Pacific markets.

Cargo revenue increased \$123 million, or 11.0%, in 2018 as compared to 2017, primarily due to freight volume and higher yield in the Atlantic and Pacific markets.

Other operating revenue increased \$150 million, or 6.8%, in 2018 as compared to 2017, primarily due to increased revenue related to MileagePlus miles sales.

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Operating Expense

The table below includes data related to the Company's operating expense for the years ended December 31 (in millions, except percentage changes):

	2018	2017	Increase (Decrease)	% Change
Salaries and related costs	\$11,458	\$10,941	\$ 517	4.7
Aircraft fuel	9,307	6,913	2,394	34.6
Regional capacity purchase	2,601	2,232	369	16.5
Landing fees and other rent	2,359	2,240	119	5.3
Depreciation and amortization	2,240	2,149	91	4.2
Aircraft maintenance materials and outside repairs	1,767	1,856	(89)	(4.8)
Distribution expenses	1,558	1,435	123	8.6
Aircraft rent	433	621	(188)	(30.3)
Special charges	487	176	311	NM
Other operating expenses	5,801	5,550	251	4.5
Total operating expenses	\$38,011	\$34,113	\$ 3,898	11.4

Salaries and related costs increased \$517 million, or 4.7%, in 2018 as compared to 2017, primarily due to higher pay rates, higher benefit expenses (primarily health and pension costs), and a 0.7% increase in average full-time employees.

Aircraft fuel expense increased \$2.4 billion, or 34.6%, in 2018 as compared to 2017, primarily due to increased fuel prices and a 4.9% increase in capacity. The table below presents the significant changes in aircraft fuel cost per gallon for the years ended December 31 (in millions, except percentage changes and per gallon data):

	2018	2017	% Change
Fuel expense	\$9,307	\$6,913	34.6
Total fuel consumption (gallons)	4,137	3,978	4.0
Average price per gallon	\$2.25	\$1.74	29.3

Regional capacity purchase costs increased \$369 million, or 16.5%, in 2018 as compared to 2017, primarily due to increased flying related to the Company's initiative to improve connectivity at its domestic hubs, as well as rate increases under various capacity purchase agreements ("CPAs") with regional carriers.

Landing fees and other rent increased \$119 million, or 5.3%, in 2018 as compared to 2017, primarily due to increased rates and our capacity growth.

Depreciation and amortization increased \$91 million, or 4.2%, in 2018 as compared to 2017, primarily due to additions of new and used aircraft, aircraft improvements and increases in information technology infrastructure and application development projects.

Aircraft maintenance materials and outside repairs decreased \$89 million, or 4.8%, in 2018 as compared to 2017, primarily due to optimization of fleet retirement schedules and related maintenance costs for those aircraft and timing of certain maintenance events.

Distribution expenses increased \$123 million, or 8.6%, in 2018 as compared to 2017, primarily due to higher credit card and travel agency booking fees as a result of the overall increase in passenger revenue.

Aircraft rent decreased \$188 million, or 30.3%, in 2018 as compared to 2017, primarily due to the purchase of leased aircraft, conversion of certain operating leases to capital leases and lease term expirations.

The table below presents special charges incurred by the Company during the years ended December 31 (in millions):

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	2018	2017
Impairment of assets	\$377	\$25
Termination of an engine maintenance service agreement	64	—
Severance and benefit costs	41	116
(Gains) losses on sale of assets and other special charges	5	35
Total special charges	\$487	\$176

See Note 14 to the financial statements included in Part II, Item 8 of this report for additional information.

Other operating expenses increased \$251 million, or 4.5%, in 2018 as compared to 2017, primarily due to an increase in purchased services related to our airport operations resulting from capacity growth, technology initiatives, facility projects, crew-related lodging and trucking and handling of cargo shipments.

Nonoperating Income (Expense)

The following table illustrates the year-over-year dollar and percentage changes in the Company's nonoperating income (expense) for the years ended December 31 (in millions, except percentage changes):

	2018	2017	Increase (Decrease)	% Change
Interest expense	\$(729)	\$(671)	\$ 58	8.6
Interest capitalized	70	84	(14)	(16.7)
Interest income	101	57	44	77.2
Miscellaneous, net	(76)	(101)	(25)	(24.8)
Total nonoperating expense, net	\$(634)	\$(631)	\$ 3	0.5

Interest expense increased \$58 million, or 8.6%, in 2018 as compared to 2017, primarily due to debt issued for the acquisition of new aircraft and the conversion of certain operating leases to capital leases.

Interest income increased \$44 million, or 77.2%, in 2018 as compared to 2017, primarily due to increased interest rates.

Miscellaneous, net decreased \$25 million, or 24.8%, in 2018 as compared to 2017, primarily due to a decrease in pension benefit costs that was partially offset by an increase in foreign exchange losses and an increase in equity earnings from affiliates.

2017 Compared to 2016

Operating Revenue

The table below illustrates the year-over-year percentage change in the Company's operating revenues for the years ended December 31 (in millions, except percentage changes):

	2017	2016	Increase (Decrease)	% Change
Passenger revenue	\$34,460	\$33,429	\$ 1,031	3.1
Cargo	1,114	934	180	19.3
Other operating revenue	2,210	2,195	15	0.7
Total operating revenue	\$37,784	\$36,558	\$ 1,226	3.4

The table below presents selected passenger revenue and operating data of the Company, broken out by geographic region, expressed as year-over-year changes:

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	Increase (decrease) in 2017 from 2016 (a):							
	Domestic	Atlantic	Pacific	Latin	Total			
Passenger revenue (in millions)	\$885	\$117	\$(144)	\$173	\$1,031			
Passenger revenue	4.4 %	2.0 %	(3.2)%	5.8 %	3.1 %			
Average fare per passenger	0.2 %	1.5 %	(0.1)%	4.0 %	(0.3)%			
Yield	(0.3)%	1.1 %	(2.4)%	4.1 %	0.2 %			
PRASM	(0.5)%	1.6 %	(6.0)%	3.3 %	(0.4)%			
Passengers	4.2 %	0.5 %	(3.1)%	1.7 %	3.4 %			
RPMs (traffic)	4.7 %	0.9 %	(0.9)%	1.6 %	2.8 %			
ASMs (capacity)	4.9 %	0.4 %	2.9 %	2.4 %	3.5 %			
Passenger load factor (points)	(0.2)	0.4	(3.0)	(0.7)	(0.5)			

(a) See Part II, Item 6, Selected Financial Data, of this report for the definition of these statistics.

Passenger revenue increased \$1.0 billion, or 3.1%, in 2017 as compared to 2016, primarily due to a 2.8% increase in traffic. PRASM decreased 0.4% in 2017 as compared to 2016. The decline in PRASM was driven by factors including more aggressive low-cost carrier pricing in our hub markets, temporary share loss during roll-out of our Basic Economy pricing, and softer demand in China and Guam. Our revenue in 2017 was negatively impacted by severe storms during the third quarter.

Cargo revenue increased \$180 million, or 19.3%, in 2017 as compared to 2016 due to higher year-over-year international freight volume and yield.

Operating Expense

The table below includes data related to the Company's operating expense for the years ended December 31 (in millions, except percentage changes):

	2017	2016	Increase (Decrease)	% Change
Salaries and related costs	\$10,941	\$10,176	\$ 765	7.5
Aircraft fuel	6,913	5,813	1,100	18.9
Landing fees and other rent	2,240	2,165	75	3.5
Regional capacity purchase	2,232	2,197	35	1.6
Depreciation and amortization	2,149	1,977	172	8.7
Aircraft maintenance materials and outside repairs	1,856	1,749	107	6.1
Distribution expenses	1,435	1,395	40	2.9
Aircraft rent	621	680	(59)	(8.7)
Special charges	176	745	(569)	NM
Other operating expenses	5,550	5,317	233	4.4
Total operating expenses	\$34,113	\$32,214	\$ 1,899	5.9

Salaries and related costs increased \$765 million, or 7.5%, in 2017 as compared to 2016, primarily due to higher pay rates and benefit expenses driven by collective bargaining agreements finalized in 2016, and a 2.5% increase in average full-time equivalent employees, partially offset by a decrease in profit sharing and other employee incentives. Aircraft fuel expense increased \$1.1 billion, or 18.9%, in 2017 as compared to 2016, primarily due to increased fuel prices and a 3.5% increase in capacity. The table below presents the significant changes in aircraft fuel cost per gallon for the years ended December 31 (in millions, except percentage changes and per gallon data):

	(In millions)			Average price per gallon		
	2017	2016	% Change	2017	2016	% Change
Total aircraft fuel purchase cost excluding fuel hedge impacts	\$6,911	\$5,596	23.5	\$ 1.74	\$ 1.43	21.7
Hedge losses reported in fuel expense	2	217	NM	—	0.06	NM

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Fuel expense	\$6,913	\$5,813	18.9	\$ 1.74	\$ 1.49	16.8
Total fuel consumption (gallons)	3,978	3,904	1.9			

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Landing fees and other rent increased \$75 million, or 3.5%, in 2017 as compared to the year-ago period due to higher rental and landing fee rates.

Regional capacity purchase costs increased \$35 million, or 1.6%, in 2017 as compared to the year-ago period despite regional capacity being down 3.8% in 2017 as compared to 2016 due to increases in annual rates, maintenance cycle-related costs and lease return costs.

Depreciation and amortization increased \$172 million, or 8.7%, in 2017 as compared to 2016, primarily due to additions of new and used aircraft, aircraft improvements and increases in information technology infrastructure and application development projects.

Aircraft maintenance materials and outside repairs increased \$107 million, or 6.1%, in 2017 as compared to 2016, primarily due to an increase in airframe and engine maintenance visits and additional repairs to wireless and inflight entertainment equipment.

Aircraft rent decreased \$59 million, or 8.7%, in 2017 as compared to 2016, primarily due to the purchase of leased aircraft and lower lease renewal rates.

The table below presents special charges incurred by the Company during the years ended December 31 (in millions):

	2017	2016
Severance and benefit costs	\$116	\$37
Impairment of assets	25	412
Cleveland airport lease restructuring	—	74
Labor agreement costs	—	171
(Gains) losses on sale of assets and other special charges	35	51
Total special charges	\$176	\$745

See Note 14 to the financial statements included in Part II, Item 8 of this report for additional information.

Other operating expenses increased \$233 million, or 4.4%, in 2017 as compared to 2016, primarily due to increased costs in food, marketing and technology associated with the Company's enhanced customer experience initiatives, and due to volume-driven increases in cargo trucking and handling costs.

Nonoperating Income (Expense)

The following table illustrates the year-over-year dollar and percentage changes in the Company's nonoperating income (expense) for the years ended December 31 (in millions, except percentage changes):

	2017	2016	Increase (Decrease)	% Change
Interest expense	\$(671)	\$(674)	\$ (3)	(0.4)
Interest capitalized	84	72	12	16.7
Interest income	57	42	15	35.7
Miscellaneous, net	(101)	(11)	90	NM
Total nonoperating expense, net	\$(631)	\$(571)	\$ 60	10.5

Miscellaneous, net increased \$90 million in 2017 as compared to 2016 primarily due to 2016 curtailments gains related to changes in the new labor agreements. See Note 14 to the financial statements included in Part II, Item 8 of this report for additional information.

Liquidity and Capital Resources

As of December 31, 2018, the Company had \$4.0 billion in unrestricted cash, cash equivalents and short-term investments, an increase of \$0.2 billion from December 31, 2017. The Company had its entire commitment capacity of \$2.0 billion under the revolving credit facility of the Credit Agreement available for borrowings as of December 31, 2018.

We have a significant amount of fixed obligations, including debt, aircraft leases and financings, leases of airport property and other facilities and pension funding obligations. At December 31, 2018, the Company had approximately \$14.7 billion of debt and capital lease obligations, including \$1.4 billion that are due within the next 12 months. In addition, we have substantial noncancelable commitments for capital expenditures, including the acquisition of new aircraft and related spare engines. As of

December 31, 2018, our current liabilities exceeded our current assets by approximately \$6.0 billion. However, approximately \$6.7 billion of our current liabilities are related to our advance ticket sales and frequent flyer deferred revenue, both of which largely represent revenue to be recognized for travel in the near future and not cash outlays. The deficit in working capital does not have an adverse impact to our cash flows, liquidity or operations.

For 2019, the Company expects approximately \$4.7 billion of gross capital expenditures. See Note 13 to the financial statements included in Part II, Item 8 of this report for additional information on commitments.

As of December 31, 2018, a substantial portion of the Company's assets, principally aircraft, route authorities and airport slots, was pledged under various loan and other agreements. Collateral pledged under these loans continues to be sufficient to satisfy the loan covenants. We must sustain our profitability and/or access the capital markets to meet our significant long-term debt and capital lease obligations and future commitments for capital expenditures, including the acquisition of aircraft and related spare engines. See Note 10 to the financial statements included in Part II, Item 8 of this report for additional information on assets provided as collateral by the Company.

The following is a discussion of the Company's sources and uses of cash from 2016 through 2018.

Operating Activities

2018 Compared to 2017

Cash flow provided by operations for the year ended December 31, 2018 was \$6.2 billion compared to \$3.4 billion in the same period in 2017. The following were significant working capital items in 2018:

MileagePlus sales. In 2018, we received \$1.3 billion more for MileagePlus miles sales to our partners as compared to 2017, mainly due to our domestic co-branded credit card partner fully utilizing the \$0.9 billion remaining balance in its pre-purchased miles in 2017.

Advance ticket sales and deferred revenue. Our 2018 traffic growth and yield improvements contributed to a \$0.7 billion increase in advance ticket sales and frequent flyer deferred revenue.

2017 Compared to 2016

Cash flow provided by operations for the year ended December 31, 2017 was \$3.4 billion compared to \$5.5 billion in the same period in 2016, the decrease resulting from lower operating income and reduced cash flows from certain changes in working capital items. Excluding the non-cash impairment of the Newark slots, operating income for 2017 was approximately \$1.2 billion lower than 2016. Working capital changes reduced cash flow from operations by an additional \$1.2 billion year-over-year in 2017 as compared to 2016. The following were significant working capital items in 2017:

\$0.9 billion decrease in advanced purchase of miles due to increased utilization of pre-purchased miles.

\$0.4 billion increase in prepayments for maintenance contracts.

Investing Activities

2018 Compared to 2017

The Company's capital expenditures were \$4.2 billion and \$4.0 billion in 2018 and 2017, respectively. The Company's capital expenditures for both years were primarily attributable to the purchase of aircraft, aircraft improvements, facility and fleet-related costs and the purchase of information technology assets.

On November 29, 2018, United, as lender, entered into a Term Loan Agreement (the "Synergy Loan Agreement") with affiliates of Synergy Aerospace Corporation ("Synergy"), as borrower and guarantor, respectively, and on November 30, 2018, pursuant to the Synergy Loan Agreement, United provided a secured \$456 million term loan to Synergy. Synergy is the majority shareholder of Avianca Holdings S.A. ("AVH"), the parent company of Avianca. The loan was made in conjunction with a revenue-sharing joint business agreement among United, Avianca and Copa Airlines as described in Part I, Item 1 of this report. For additional information regarding the Synergy Loan Agreement and related agreements, see Notes 9 and 13 to the financial statements included in Part II, Item 8 of this report.

In April 2018, through a wholly-owned subsidiary, the Company invested \$138 million in Azul Linhas Aéreas Brasileiras S.A. ("Azul") thus increasing its preferred equity stake in Azul to approximately 8% (representing approximately 2% of the total capital stock of Azul).

2017 Compared to 2016

The Company's capital expenditures were \$4.0 billion and \$3.2 billion in 2017 and 2016, respectively. The Company's capital expenditures for both years were primarily attributable to the purchase of aircraft, aircraft improvements, facility and fleet-related costs and the purchase of information technology assets.

Financing Activities

Significant financing events in 2018 were as follows:

Share Repurchases

The Company used \$1.2 billion of cash to purchase approximately 17.5 million shares of its common stock during 2018. As of December 31, 2018, the Company had approximately \$1.8 billion remaining to purchase shares under its share repurchase program.

Debt Issuances

During 2018, United received and recorded \$1.2 billion of proceeds as debt related to enhanced equipment trust certificate ("EETC") offerings created in 2018 to finance the purchase of aircraft.

During 2018, United borrowed approximately \$424 million aggregate principal amount from various financial institutions to finance the purchase of several aircraft delivered in 2018.

Debt and Capital Lease Principal Payments

During the year ended December 31, 2018, the Company made debt and capital lease principal payments of \$1.9 billion.

Significant financing events in 2017 were as follows:

Share Repurchases

The Company used \$1.8 billion of cash to purchase approximately 27.8 million shares of its common stock during 2017, completing its July 2016 repurchase authorization. In December 2017, UAL's Board of Directors authorized a new \$3.0 billion share repurchase program to acquire UAL's common stock. As of December 31, 2017, the Company had approximately \$3.0 billion remaining to purchase shares under its share repurchase program.

Debt Issuances

During 2017, United received and recorded \$1.8 billion of proceeds as debt related to enhanced equipment trust certificate ("EETC") offerings created in 2016 and 2017 to finance the purchase of aircraft.

In 2017, UAL issued, and United guaranteed, (i) \$400 million aggregate principal amount of unsecured 4.25% Senior Notes due October 1, 2022, and (ii) \$300 million aggregate principal amount of unsecured 5% Senior Notes due February 1, 2024.

In 2017, United and UAL, as borrower and guarantor, respectively, increased the term loan under the Credit Agreement by approximately \$440 million.

During 2017, United borrowed approximately \$497 million aggregate principal amount from various financial institutions to finance the purchase of several aircraft delivered in 2017.

Debt and Capital Lease Principal Payments

During the year ended December 31, 2017, the Company made debt and capital lease principal payments of \$1.0 billion.

Significant financing events in 2016 were as follows:

Share Repurchases

The Company used \$2.6 billion of cash to purchase 50.3 million shares of its common stock during 2016 under its share repurchase programs.

Debt Issuances

In 2016, United completed two EETC offerings for a total principal amount of \$2.0 billion. Of the \$2.0 billion, United received and recorded \$708 million of proceeds as debt as of December 31, 2016 to finance the purchase of 17 aircraft. In 2016, United borrowed approximately \$369 million aggregate principal amount from various financial institutions to finance the purchase of several aircraft delivered in 2016.

Debt and Capital Lease Principal Payments

During the year ended December 31, 2016, the Company made debt and capital lease principal payments of \$1.4 billion.

For additional information regarding these Liquidity and Capital Resource matters, see Notes 3, 10, 11 and 12 to the financial statements included in Part II, Item 8 of this report. For information regarding non-cash investing and financing activities, see the Company's statements of consolidated cash flows.

Credit Ratings. As of the filing date of this report, UAL and United had the following corporate credit ratings:

	S&P	Moody's	Fitch
UAL	BB	Ba2	BB
United	BB	*	BB

*The credit agency does not issue corporate credit ratings for subsidiary entities.

These credit ratings are below investment grade levels. Downgrades from these rating levels, among other things, could restrict the availability, or increase the cost, of future financing for the Company.

Other Liquidity Matters

Below is a summary of additional liquidity matters. See the indicated notes to our consolidated financial statements included in Part II, Item 8 of this report for additional details related to these and other matters affecting our liquidity and commitments.

Pension and other postretirement plans	Note 8
Long-term debt and debt covenants	Note 10
Leases and capacity purchase agreements	Note 11
Commitments and contingencies	Note 13

Contractual Obligations. The Company's business is capital intensive, requiring significant amounts of capital to fund the acquisition of assets, particularly aircraft. In the past, the Company has funded the acquisition of aircraft with cash, by using EETC financing, by entering into capital or operating leases, or through other financings. The Company also often enters into long-term lease commitments with airports to ensure access to terminal, cargo, maintenance and other required facilities.

The table below provides a summary of the Company's material contractual obligations as of December 31, 2018 (in billions):

	2019	2020	2021	2022	2023	After 2023	Total
Long-term debt (a)	\$1.2	\$1.3	\$1.3	\$1.7	\$0.7	\$7.4	\$13.6
Capital lease obligations—principal portion	0.2	0.1	0.1	0.1	—	0.9	1.3
Total debt and capital lease obligations	1.4	1.4	1.4	1.8	0.7	8.3	14.9
Interest on debt and capital lease obligations (b)	0.7	0.6	0.5	0.4	0.4	1.1	3.6
Aircraft operating lease obligations	0.8	0.7	0.6	0.4	0.4	1.2	4.1
Regional CPAs (c)	2.2	2.0	1.8	1.4	0.8	3.1	11.3
Other operating lease obligations	1.3	1.4	1.1	1.0	1.0	7.0	12.8
Postretirement obligations (d)	0.1	0.1	0.1	0.1	0.1	0.5	1.0
Pension obligations (e)	—	—	—	0.3	0.2	0.5	1.0

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Capital purchase obligations (f)	4.2	5.3	3.5	2.8	1.9	7.0	24.7
Total contractual obligations	\$10.7	\$11.5	\$9.0	\$8.2	\$5.5	\$28.7	\$73.4

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- (a) Long-term debt presented in the Company's financial statements is net of \$191 million of debt discount, premiums and debt issuance costs which are being amortized over the debt terms. Contractual payments do not include the debt discount, premiums and debt issuance costs.
- (b) Includes interest portion of capital lease obligations of \$124 million in 2019, \$104 million in 2020, \$80 million in 2021, \$63 million in 2022, \$57 million in 2023 and \$410 million thereafter. Interest payments on variable interest rate debt were calculated using London interbank offered rates ("LIBOR") applicable at December 31, 2018.
- (c) Represents our estimates of future minimum noncancelable commitments under our CPAs and does not include the portion of the underlying obligations for aircraft and facility rent that is disclosed as part of aircraft and nonaircraft operating leases. Amounts also exclude a portion of United's capital lease obligation recorded for certain of its CPAs. See Note 11 to the financial statements included in Part II, Item 8 of this report for the significant assumptions used to estimate the payments.
- (d) Amounts represent postretirement benefit payments, net of subsidy receipts, through 2028. Benefit payments approximate plan contributions as plans are substantially unfunded.
- (e) Represents an estimate of the minimum funding requirements as determined by government regulations for United's U.S. pension plans. Amounts are subject to change based on numerous assumptions, including the performance of assets in the plans and bond rates. See Critical Accounting Policies, below, for a discussion of our current year assumptions regarding United's pension plans.
- (f) Represents contractual commitments for firm order aircraft, spare engines and other capital purchase commitments. See Note 13 to the financial statements included in Part II, Item 8 of this report for a discussion of our purchase commitments.

Off-Balance Sheet Arrangements. An off-balance sheet arrangement is any transaction, agreement or other contractual arrangement involving an unconsolidated entity under which a company has (1) made guarantees, (2) a retained or a contingent interest in transferred assets, (3) an obligation under derivative instruments classified as equity, or (4) any obligation arising out of a material variable interest in an unconsolidated entity that provides financing, liquidity, market risk or credit risk support, or that engages in leasing, hedging or research and development arrangements. The Company's primary off-balance sheet arrangements include operating leases, which are summarized in the contractual obligations table under Contractual Obligations, above, and certain municipal bond obligations, as discussed below.

As of December 31, 2018, United had cash collateralized \$73 million of letters of credit, which generally have evergreen clauses and are expected to be renewed on an annual basis. As of December 31, 2018, United also had \$418 million of surety bonds securing various obligations with expiration dates through 2022.

As of December 31, 2018, United is the guarantor of approximately \$1.9 billion in aggregate principal amount of tax-exempt special facilities revenue bonds and interest thereon. These bonds, issued by various airport municipalities, are payable solely from rentals paid under long-term agreements with the respective governing bodies. The leasing arrangements associated with a majority of these obligations are accounted for as operating leases. The leasing arrangements associated with a portion of these obligations are accounted for as capital leases. The annual lease payments for those obligations are included in the contractual obligations table under Contractual Obligations, above. In connection with funding the Synergy Loan Agreement, the Company entered into an agreement with AVH's significant minority shareholder, Kingsland Holdings Limited ("Kingsland"), pursuant to which, in return for Kingsland's pledge of its 144.8 million shares of AVH common stock (equivalent to 18.1 million American Depositary Receipts ("ADRs")) and its consent to Synergy's pledge of its AVH common stock to United under the Synergy Loan Agreement, United (1) granted to Kingsland the right to put its shares of AVH common stock to United at market price on the fifth anniversary of the Synergy Loan Agreement, and (2) guaranteed Synergy's obligation to pay Kingsland (which amount, if paid by United, will increase United's secured loan to Synergy by such amount) if the market price of AVH common stock on the fifth anniversary is less than \$12 per ADR on the NYSE, for an aggregate maximum possible combined put payment and guarantee amount on the fifth anniversary of \$217.2 million. Accordingly, the Company recorded a liability of \$31 million for the fair value of its guarantee to loan additional funds to Synergy if required. Any additional loans to Synergy would be collateralized by Synergy's shares of AVH stock and other collateral.

As of December 31, 2018, United is the guarantor of \$145 million of aircraft mortgage debt issued by one of United's regional carriers. The aircraft mortgage debt is subject to increased cost provisions and the Company would

potentially be responsible for those costs under the guarantees. The increased cost provisions in the \$145 million of aircraft mortgage debt are similar to those in certain of the Company's debt agreements. See discussion under Increased Cost Provisions, below, for additional information on increased cost provisions related to the Company's debt.

EETCs. As of December 31, 2018, United had \$8.8 billion principal amount of equipment notes outstanding issued under EETC financings. Generally, the structure of these EETC financings consists of pass-through trusts created by United to issue pass-through certificates, which represent fractional undivided interests in the respective pass-through trusts and are not obligations of United. The proceeds of the issuance of the pass-through certificates are used to purchase equipment notes which

are issued by United and secured by its aircraft. The payment obligations under the equipment notes are those of United. Proceeds received from the sale of pass-through certificates are initially held by a depository in escrow for the benefit of the certificate holders until United issues equipment notes to the trust, which purchases such notes with a portion of the escrowed funds. These escrowed funds are not guaranteed by United and are not reported as debt on United's consolidated balance sheet because the proceeds held by the depository are not United's assets. In February 2019, United completed a \$1.0 billion EETC offering to finance certain 2018 and 2019 aircraft deliveries. See Note 10 to the financial statements included in Part II, Item 8 of this report for additional information.

Increased Cost Provisions. In United's financing transactions that include loans, United typically agrees to reimburse lenders for any reduced returns with respect to the loans due to any change in capital requirements and, in the case of loans in which the interest rate is based on LIBOR, for certain other increased costs that the lenders incur in carrying these loans as a result of any change in law, subject, in most cases, to obligations of the lenders to take certain limited steps to mitigate the requirement for, or the amount of, such increased costs. At December 31, 2018, the Company had \$3.5 billion of floating rate debt and \$27 million of fixed rate debt, with remaining terms of up to 12 years, that are subject to these increased cost provisions. In several financing transactions involving loans or leases from non-U.S. entities, with remaining terms of up to 12 years and an aggregate balance of \$3.2 billion, the Company bears the risk of any change in tax laws that would subject loan or lease payments thereunder to non-U.S. entities to withholding taxes, subject to customary exclusions.

Fuel Consortia. United participates in numerous fuel consortia with other air carriers at major airports to reduce the costs of fuel distribution and storage. Interline agreements govern the rights and responsibilities of the consortia members and provide for the allocation of the overall costs to operate the consortia based on usage. The consortia (and in limited cases, the participating carriers) have entered into long-term agreements to lease certain airport fuel storage and distribution facilities that are typically financed through tax-exempt bonds, either special facilities lease revenue bonds or general airport revenue bonds, issued by various local municipalities. In general, each consortium lease agreement requires the consortium to make lease payments in amounts sufficient to pay the maturing principal and interest payments on the bonds. As of December 31, 2018, approximately \$1.7 billion principal amount of such bonds were secured by significant fuel facility leases in which United participates, as to which United and each of the signatory airlines has provided indirect guarantees of the debt. As of December 31, 2018, the Company's contingent exposure was approximately \$164 million principal amount of such bonds based on its recent consortia participation. The Company's contingent exposure could increase if the participation of other air carriers decreases. The guarantees will expire when the tax-exempt bonds are paid in full, which ranges from 2022 to 2051. The Company did not record a liability at the time these indirect guarantees were made.

Critical Accounting Policies

Critical accounting policies are defined as those that are affected by significant judgments and uncertainties which potentially could result in materially different accounting under different assumptions and conditions. The Company has prepared the financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP"), which requires management to make estimates and assumptions that affect the reported amounts in the financial statements. Actual results could differ from those estimates under different assumptions or conditions. The Company has identified the following critical accounting policies that impact the preparation of the financial statements.

Frequent Flyer Accounting. United's MileagePlus loyalty program builds customer loyalty by offering awards, benefits and services to program participants. Members in this program earn miles for travel on United, United Express, Star Alliance members and certain other airlines that participate in the program. Members can also earn miles by purchasing the goods and services of our network of non-airline partners. We have contracts to sell miles to these partners with the terms extending from one to eight years. These partners include domestic and international credit card issuers, retail merchants, hotels, car rental companies and our participating airline partners. Miles can be redeemed for free (other than taxes and government imposed fees), discounted or upgraded air travel and non-travel awards. Miles expire after 18 months of member account inactivity.

Miles Earned in Conjunction with Travel. When frequent flyers earn miles for flights, the Company recognizes a portion of the ticket sales as revenue when the travel occurs and defers a portion of the ticket sale representing the

value of the related miles as a separate performance obligation. The Company determines the estimated selling price of travel and miles as if each element is sold on a separate basis. The total consideration from each ticket sale is then allocated to each of these elements, individually, on a pro-rata basis. At the time of travel, the Company records the portion allocated to the miles to Frequent flyer deferred revenue on the Company's consolidated balance sheet and subsequently recognizes it into revenue when miles are redeemed for air travel and non-air travel awards.

The Company's estimated selling price of miles is based on an equivalent ticket value less breakage, which incorporates the expected redemption of miles, as the best estimate of selling price for these miles. The equivalent ticket value is based on the prior 12 months' weighted average equivalent ticket value of similar fares as those used to settle award redemptions while

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taking into consideration such factors as redemption pattern, cabin class, loyalty status and geographic region. The estimated selling price of miles is adjusted by breakage that considers a number of factors, including redemption patterns of various customer groups. The Company reviews its breakage estimates annually based upon the latest available information regarding redemption and expiration patterns. The Company's estimate of the expected expiration of miles requires significant management judgment. Current and future changes to expiration assumptions or to the expiration policy, or to program rules and program redemption opportunities, may result in material changes to the deferred revenue balance as well as recognized revenues from the program. For the portion of the outstanding miles that we estimate will not be redeemed, we recognize the associated value proportionally as the remaining miles are redeemed.

Co-Brand Agreement. United has a significant contract (the "Co-Brand Agreement") to sell MileagePlus miles to its co-branded credit card partner Chase Bank USA, N.A. ("Chase"). Chase awards miles to MileagePlus members based on their credit card activity. United identified the following significant separately identifiable performance obligations in the Co-Brand Agreement:

MileagePlus miles awarded – United has a performance obligation to provide MileagePlus cardholders with miles to be used for air travel and non-travel award redemptions. The Company records Passenger revenue related to the travel awards when the transportation is provided and records Other revenue related to the non-travel awards when the goods or services are delivered. The Company records the cost associated with non-travel awards in Other operating revenue.

Marketing – United has a performance obligation to provide Chase access to its customer list and the use of its brand. Marketing revenue is recorded to Other operating revenue as miles are delivered to Chase.

Advertising – United has a performance obligation to provide advertising in support of the MileagePlus card in various customer contact points such as United's website, email promotions, direct mail campaigns, airport advertising and in-flight advertising. Advertising revenue is recorded to Other operating revenue as miles are delivered to Chase.

Other travel-related benefits – United's performance obligations are comprised of various items such as waived bag fees, seat upgrades and lounge passes. Lounge passes are recorded to Other operating revenue as customers use the lounge passes. Bag fees and seat upgrades are recorded to Passenger revenue at the time of the associated travel.

We account for all the payments received (including monthly and one-time payments) under the Co-Brand Agreement by allocating them to the separately identifiable performance obligations. The fair value of the separately identifiable performance obligations is determined using management's estimated selling price of each component. The objective of using the estimated selling price based methodology is to determine the price at which we would transact a sale if the product or service were sold on a stand-alone basis. Accordingly, we determine our best estimate of selling price by considering multiple inputs and methods including, but not limited to, discounted cash flows, brand value, volume discounts, published selling prices, number of miles awarded and number of miles redeemed. The Company estimated the selling prices and volumes over the term of the Co-Brand Agreement in order to determine the allocation of proceeds to each of the components to be delivered. We also evaluate volumes on an annual basis, which may result in a change in the allocation of the estimated consideration from the Co-Brand Agreement on a prospective basis.

Frequent flyer deferred revenue. Miles in MileagePlus members' accounts are combined into one homogeneous pool and are thus not separately identifiable, for award redemption purposes, between miles earned in the current period and those in their beginning balance. Of the miles expected to be redeemed, the Company expects the majority of these miles to be redeemed within two years.

The following table summarizes information related to the Company's Frequent flyer deferred revenue liability:

Frequent flyer deferred revenue at December 31, 2018 (in millions)	\$5,005
Percentage of miles earned expected to expire	14.5 %
Impact of 1% change in outstanding miles expected to be redeemed or weighted average ticket value on deferred revenue (in millions)	\$50

Revenue Recognition. The Company presents Passenger revenue, Cargo revenue and Other operating revenue on its income statement. Passenger revenue is recognized when transportation is provided and Cargo revenue is recognized when shipments arrive at their destination. Other operating revenue is recognized as the related performance obligations are satisfied.

Passenger tickets and related ancillary services sold by the Company for mainline and regional flights are purchased primarily via credit card transactions, with payments collected by the Company in advance of the performance of related services. The Company initially records ticket sales in its Advance ticket sales liability, deferring revenue recognition until the travel occurs. For travel that has more than one flight segment, the Company deems each segment as a separate performance obligation and recognizes revenue for each segment as travel occurs. Tickets sold by other airlines where the Company provides the

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transportation are recognized as passenger revenue at the estimated value to be billed to the other airline when travel is provided. Differences between amounts billed and the actual amounts may be rejected and rebilled or written off if the amount recorded was different from the original estimate. When necessary, the Company records a reserve against its billings and payables with other airlines based on historical experience.

The Company sells certain tickets with connecting flights with one or more segments operated by its other airline partners. For segments operated by its other airline partners, the Company has determined that it is acting as an agent on behalf of the other airlines as they are responsible for their portion of the contract (i.e. transportation of the passenger). The Company, as the agent, recognizes revenue within Other operating revenue at the time of the travel for the net amount representing commission to be retained by the Company for any segments flown by other airlines.

Refundable tickets expire after one year from the date of issuance. Non-refundable tickets generally expire on the date of the intended travel, unless the date is extended by notification from the customer on or before the intended travel date. The Company records breakage revenue on the travel date for its estimate of tickets that will expire unused. To determine breakage, the Company uses its historical experience with refundable and nonrefundable expired tickets and other facts, such as recent aging trends, program changes and modifications that could affect the ultimate expiration patterns of tickets. Fees charged in association with changes or extensions to non-refundable tickets are considered part of the Company's passenger travel obligation. As such, those fees are deferred at the time of collection and recognized at the time the travel is provided.

United initially capitalizes the costs of selling airline travel tickets and then recognizes those costs as Distribution expense at the time of travel. Passenger ticket costs include credit card fees, travel agency and other commissions paid, as well as global distribution systems booking fees.

Long-Lived Assets. The net book value of operating property and equipment for the Company was \$28 billion and \$26 billion at December 31, 2018 and 2017, respectively. The assets' recorded value is impacted by a number of accounting policy elections, including the estimation of useful lives and residual values and, when necessary, the recognition of asset impairment charges.

The Company records assets acquired, including aircraft, at acquisition cost. Depreciable life is determined through economic analysis, such as reviewing existing fleet plans, obtaining appraisals and comparing estimated lives to other airlines that operate similar fleets. The Company has generally estimated the lives of those aircraft to be between 25 and 30 years. Residual values are estimated based on historical experience with regard to the sale of both aircraft and spare parts and are established in conjunction with the estimated useful lives of the related fleets. Residual values are based on when the aircraft are acquired and typically reflect asset values that have not reached the end of their physical life. Both depreciable lives and residual values are revised periodically as facts and circumstances arise to recognize changes in the Company's fleet plan and other relevant information. A one-year increase in the average depreciable life of the Company's flight equipment would reduce annual depreciation expense on flight equipment by approximately \$85 million.

The Company evaluates the carrying value of long-lived assets and intangible assets subject to amortization whenever events or changes in circumstances indicate that an impairment may exist. For purposes of this testing, the Company has generally identified the aircraft fleet type as the lowest level of identifiable cash flows for purposes of testing aircraft for impairment. An impairment charge is recognized when the asset's carrying value exceeds its net undiscounted future cash flows and its fair market value. The amount of the charge is the difference between the asset's carrying value and fair market value.

See Note 14 to the financial statements included in Part II, Item 8 of this report for additional information.

Indefinite-lived intangible assets. The Company has indefinite-lived intangible assets, including goodwill. Goodwill and indefinite-lived intangible assets are not amortized but are reviewed for impairment on an annual basis as of October 1, or on an interim basis whenever a triggering event occurs. An impairment occurs when the fair value of an intangible asset is less than its carrying value.

See Note 2 to the financial statements included in Part II, Item 8 of this report for additional information.

Defined Benefit Plan Accounting. We sponsor defined benefit pension plans for eligible employees and retirees. The most critical assumptions impacting our defined benefit pension plan obligations and expenses are the weighted average discount rate and the expected long-term rate of return on the plan assets.

United's pension plans' under-funded status was \$1.6 billion at December 31, 2018. Funding requirements for tax-qualified defined benefit pension plans are determined by government regulations. In 2019, we anticipate contributing at least \$318 million to our pension plans. The fair value of the plans' assets was \$3.8 billion at December 31, 2018.

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When calculating pension expense for 2019, the Company assumed that its plans' assets would generate a long-term rate of return of approximately 7.4%. The expected long-term rate of return assumption was developed based on historical experience and input from the trustee managing the plans' assets. The expected long-term rate of return on plan assets is based on a target allocation of assets, which is based on a goal of earning the highest rate of return while maintaining risk at acceptable levels. Our projected long-term rate of return reflects the active management of our plans' assets. The plans strive to have assets sufficiently diversified so that adverse or unexpected results from one security class will not have an unduly detrimental impact on the entire portfolio. Plan fiduciaries regularly review actual asset allocation and the pension plans' investments are periodically rebalanced to the targeted allocation when considered appropriate.

The defined benefit pension plans' assets consist of return generating investments and risk mitigating investments which are held through direct ownership or through interests in common collective trusts. Return generating investments include primarily equity securities, fixed-income securities and alternative investments (e.g. private equity and hedge funds). Risk mitigating investments include primarily U.S. government and investment grade corporate fixed-income securities. The allocation of assets was as follows at December 31, 2018:

	Percent of Total	Expected Long-Term Rate of Return
Equity securities	36 %	9.5 %
Fixed-income securities	37	5.8
Alternatives	16	7.3
Other	11	7.8

Pension expense increases as the expected rate of return on plan assets decreases. Lowering the expected long-term rate of return on plan assets by 50 basis points (from 7.4% to 6.9%) would increase estimated 2019 pension expense by approximately \$20 million. Future pension obligations for United's plans were discounted using a weighted average rate of 4.2% at December 31, 2018. The Company selected the discount rate for substantially all of its plans by using a hypothetical portfolio of high quality bonds at December 31, 2018 that would provide the necessary cash flows to match the projected benefit payments. The pension liability and future pension expense both increase as the discount rate is reduced. Lowering the discount rate by 50 basis points (from 4.2% to 3.7%) would increase the pension liability at December 31, 2018 by approximately \$585 million and increase the estimated 2019 pension expense by approximately \$69 million. Future changes in plan asset returns, plan provisions, assumed discount rates, pension funding law and various other factors related to the participants in our pension plans will impact our future pension expense and liabilities. We cannot predict with certainty what these factors will be in the future.

Actuarial gains or losses are triggered by changes in assumptions or experience that differ from the original assumptions. Under the applicable accounting standards for defined benefit pension plans, those gains and losses are not required to be recognized currently as pension benefit expense, but instead may be deferred as part of accumulated other comprehensive income and amortized into expense over the average remaining service life of the covered active employees. All gains and losses in accumulated other comprehensive income are amortized to expense over the remaining years of service of the covered active employees. At December 31, 2018 and 2017, the Company had unrecognized actuarial losses for pension benefit plans of \$1.4 billion and \$1.6 billion, respectively, recorded in accumulated other comprehensive income.

Other Postretirement Benefit Plan Accounting. United's postretirement plan provides certain health care benefits, primarily in the United States, to retirees and eligible dependents, as well as certain life insurance benefits to certain retirees reflected as "Other Benefits." United also has retiree medical programs that permit retirees who meet certain age and service requirements to continue medical coverage between retirement and Medicare eligibility. Eligible employees are required to pay a portion of the costs of their retiree medical benefits, which in some cases may be offset by accumulated unused sick time at the time of their retirement. Plan benefits are subject to co-payments, deductibles and other limits as described in the plans.

The Company accounts for other postretirement benefits by recognizing the difference between plan assets and obligations, or the plan's funded status, in its financial statements. Other postretirement benefit expense is recognized on an accrual basis over employees' approximate service periods and is generally calculated independently of funding decisions or requirements. United has not been required to pre-fund its plan obligations, which has resulted in a significant net obligation, as discussed below. The Company's benefit obligation was \$1.4 billion and \$1.7 billion for the other postretirement benefit plans at December 31, 2018 and 2017, respectively.

The calculation of other postretirement benefit expense and obligations requires the use of a number of assumptions, including the assumed discount rate for measuring future payment obligations and the health care cost trend rate. The Company determines the appropriate discount rate for each of the plans based on current rates on high quality corporate bonds that would generate the cash flow necessary to pay plan benefits when due. The Company's weighted average discount rate to determine its

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benefit obligations as of December 31, 2018 was 4.30%, as compared to 3.63% for December 31, 2017. The health care cost trend rate assumed for 2018 was 6.25%, declining to 5.0% in 2023, as compared to assumed trend rate for 2019 of 6.0%, declining to 5.0% in 2023. A 1% increase in assumed health care trend rates would increase the Company's total service and interest cost for the year ended December 31, 2018 by \$9 million; whereas, a 1% decrease in assumed health care trend rates would decrease the Company's total service and interest cost for the year ended December 31, 2018 by \$7 million. A one percentage point decrease in the weighted average discount rate would increase the Company's postretirement benefit liability by approximately \$139 million and increase the estimated 2018 benefits expense by approximately \$10 million.

Actuarial gains or losses are triggered by changes in assumptions or experience that differ from the original assumptions and prior service credits result from a retroactive reduction in benefits due under the plans. Under the applicable accounting standards for postretirement welfare benefit plans, actuarial gains and losses and prior service credits are not required to be recognized currently, but instead may be deferred as part of accumulated other comprehensive income and amortized into expense over the average remaining service life of the covered active employees or the average life expectancy of inactive participants. At December 31, 2018 and 2017, the Company had unrecognized actuarial gains for postretirement welfare benefit plans of \$554 million and \$301 million, respectively, recorded in accumulated other comprehensive income.

Forward-Looking Information

Certain statements throughout Part II, Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations, and elsewhere in this report are forward-looking and thus reflect the Company's current expectations and beliefs with respect to certain current and future events and anticipated financial and operating performance. Such forward-looking statements are and will be subject to many risks and uncertainties relating to the Company's 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," "estimates," "forecast," "guidance," "outlook," "goals" and similar expressions are intended to identify forward-looking statements.

Additionally, forward-looking statements include statements that 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 report are based upon information available to us on the date of this report. 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 execute our strategic operating plan, including our growth, revenue-generating and cost-control initiatives; general economic conditions (including interest rates, foreign currency exchange rates, investment or credit market conditions, crude oil prices, costs of aircraft fuel and energy refining capacity in relevant markets); risks of doing business globally, including instability and political developments that may impact our operations in certain countries; demand for travel and the impact that global economic and political conditions have on customer travel patterns; our capacity decisions and the capacity decisions of our competitors; competitive pressures on pricing and on demand; changes in aircraft fuel prices; disruptions in our supply of aircraft fuel; our ability to cost-effectively hedge against increases in the price of aircraft fuel, if we decide to do so; the effects of any technology failures or cybersecurity breaches; disruptions to services provided by third-party service providers; potential reputational or other impact from adverse events involving our aircraft or operations, the aircraft or operations of our regional carriers or our code share partners or the aircraft or operations of another airline; our ability to attract and retain customers; the effects of any terrorist attacks, international hostilities or other security events, or the fear of such events; disruptions to our regional network; the impact of regulatory, investigative and legal proceedings and legal compliance risks; the success of our investments in other airlines, including in other parts of the world; industry consolidation or changes in airline alliances; 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; costs associated with any modification or termination of our aircraft orders; disruptions in the availability of aircraft, parts

or support from our suppliers; our ability to maintain satisfactory labor relations and the results of any collective bargaining agreement process with our union groups; any disruptions to operations due to any potential actions by our labor groups; labor costs; an outbreak of a disease that affects travel demand or travel behavior; the impact of any management changes; extended interruptions or disruptions in service at major airports where we operate; U.S. or foreign governmental legislation, regulation and other actions (including Open Skies agreements, environmental regulations and the United Kingdom's withdrawal from the European Union); the seasonality of the airline industry; weather conditions; the costs and availability of aviation and other insurance; the costs and availability of financing; our ability to maintain adequate liquidity; our ability to comply with the terms of our various financing arrangements; our ability to realize the full value of our intangible assets and long-lived assets; and other risks and uncertainties set forth under Part I, Item 1A., Risk Factors, of this report, as well as other risks and uncertainties set forth from time to time in the reports we file with the SEC.

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ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.

Interest Rates. Our net income is affected by fluctuations in interest rates (e.g. interest expense on variable rate debt and interest income earned on short-term investments). The Company's policy is to manage interest rate risk through a combination of fixed and variable rate debt. The following table summarizes information related to the Company's interest rate market risk at December 31 (in millions):

	2018		2017
Variable rate debt			
Carrying value of variable rate debt at December 31	\$ 3,500		\$ 3,342
Impact of 100 basis point increase on projected interest expense for the following year	35		33
Fixed rate debt			
Carrying value of fixed rate debt at December 31	9,945		9,926
Fair value of fixed rate debt at December 31	9,901		10,349
Impact of 100 basis point increase in market rates on fair value	(378)		(403)

A change in market interest rates would also impact interest income earned on our cash, cash equivalents and short-term investments. Assuming our cash, cash equivalents and short-term investments remain at their average 2018 levels, a 100 basis point increase in interest rates would result in a corresponding increase in the Company's interest income of approximately \$45 million during 2019.

Commodity Price Risk (Aircraft Fuel). The price level of aircraft fuel can significantly affect the Company's operations, results of operations, financial position and liquidity.

Our operational and financial results can be significantly impacted by changes in the price and availability of aircraft fuel. To provide adequate supplies of fuel, the Company routinely enters into purchase contracts that are customarily indexed to market prices for aircraft fuel, and the Company generally has some ability to cover short-term fuel supply and infrastructure disruptions at some major demand locations. The Company's current strategy is to not enter into transactions to hedge fuel price volatility, although the Company regularly reviews its policy based on market conditions and other factors. The Company's 2019 forecasted fuel consumption is presently approximately 4.3 billion gallons, and based on this forecast, a one-dollar change in the price of a barrel of crude oil would change the Company's annual fuel expense by approximately \$104 million.

Foreign Currency. The Company generates revenues and incurs expenses in numerous foreign currencies. Changes in foreign currency exchange rates impact the Company's results of operations through changes in the dollar value of foreign currency-denominated operating revenues and expenses. Some of the Company's more significant foreign currency exposures include the Canadian dollar, Chinese renminbi, European euro, British pound and Japanese yen. The Company's current strategy is to not enter into transactions to hedge its foreign currency sales, although the Company regularly reviews its policy based on market conditions and other factors.

The result of a uniform 1% strengthening in the value of the U.S. dollar from December 31, 2018 levels relative to each of the currencies in which the Company has foreign currency exposure would result in a decrease in pre-tax income of approximately \$24 million for the year ending December 31, 2019. This sensitivity analysis was prepared

based upon projected 2019 foreign currency-denominated revenues and expenses as of December 31, 2018.

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ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholders and the Board of Directors of United Continental Holdings, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of United Continental Holdings, Inc. (the "Company") as of December 31, 2018 and 2017, the related statements of consolidated operations, comprehensive income (loss), cash flows, and stockholders' equity for each of the three years in the period ended December 31, 2018, and the related notes and financial statement schedule listed in the Index at Item 15(a) (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2018 and 2017, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2018, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2018, based on criteria established in Internal Control-Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (2013 framework) and our report dated February 28, 2019, expressed an unqualified opinion thereon.

Adoption of ASU No. 2014-09

As discussed in Note 1 to the consolidated financial statements, the Company changed its method of accounting for revenue in 2018, 2017 and 2016 due to the adoption of ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606).

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 2009.

Chicago, Illinois
February 28, 2019

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Stockholder and the Board of Directors of United Airlines, Inc.

Opinion on the Financial Statements

We have audited the accompanying consolidated balance sheets of United Airlines, Inc. (the "Company") as of December 31, 2018 and 2017, and the related statements of consolidated operations, comprehensive income (loss), cash flows, and stockholder's equity, for each of the three years in the period ended December 31, 2018, and the related notes and financial statement schedule listed in the Index at Item 15(a) (collectively referred to as the "consolidated financial statements"). In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of the Company at December 31, 2018 and 2017, and the results of its operations and its cash flows for each of the three years in the period ended December 31, 2018, in conformity with U.S. generally accepted accounting principles.

Adoption of ASU No. 2014-09

As discussed in Note 1 to the consolidated financial statements, the Company changed its method of accounting for revenue in 2018, 2017 and 2016 due to the adoption of ASU No. 2014-09, Revenue from Contracts with Customers (Topic 606).

Basis for Opinion

These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on the Company's financial statements based on our audits. We are a public accounting firm registered with the Public Company Accounting Oversight Board (United States) (PCAOB) and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audits in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement, whether due to error or fraud. The Company is not required to have, nor were we engaged to perform an audit of the Company's internal control over financial reporting. As part of our audits we are required to obtain an understanding of internal control over financial reporting but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion.

Our audits included performing procedures to assess the risks of material misstatement of the financial statements, whether due to error or fraud, and performing procedures that respond to those risks. Such procedures included examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. Our audits also included evaluating the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

/s/ Ernst & Young LLP

We have served as the Company's auditor since 2009.

Chicago, Illinois
February 28, 2019

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STATEMENTS OF CONSOLIDATED OPERATIONS

(In millions, except per share amounts)

	Year Ended December 31,		
	2018	2017 (a)	2016 (a)
Operating revenue:			
Passenger revenue	\$37,706	\$34,460	\$33,429
Cargo	1,237	1,114	934
Other operating revenue	2,360	2,210	2,195
Total operating revenue	41,303	37,784	36,558
Operating expense:			
Salaries and related costs	11,458	10,941	10,176
Aircraft fuel	9,307	6,913	5,813
Regional capacity purchase	2,601	2,232	2,197
Landing fees and other rent	2,359	2,240	2,165
Depreciation and amortization	2,240	2,149	1,977
Aircraft maintenance materials and outside repairs	1,767	1,856	1,749
Distribution expenses	1,558	1,435	1,395
Aircraft rent	433	621	680
Special charges	487	176	745
Other operating expenses	5,801	5,550	5,317
Total operating expense	38,011	34,113	32,214
Operating income	3,292	3,671	4,344
Nonoperating income (expense):			
Interest expense	(729)	(671)	(674)
Interest capitalized	70	84	72
Interest income	101	57	42
Miscellaneous, net	(76)	(101)	(11)
Total nonoperating expense, net	(634)	(631)	(571)
Income before income taxes	2,658	3,040	3,773
Income tax expense	529	896	1,539
Net income	\$2,129	\$2,144	\$2,234
Earnings per share, basic	\$7.73	\$7.08	\$6.77
Earnings per share, diluted	\$7.70	\$7.06	\$6.76

(a) Amounts adjusted due to the adoption of Accounting Standards Update No. 2014-09, Revenue from Contracts with Customers (Topic 606) and Accounting Standards Update No. 2017-07, Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost. See Note 1 to the financial statements contained in Part II, Item 8 of this report for additional information.

The accompanying Combined Notes to Consolidated Financial Statements are an integral part of these statements.

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UNITED CONTINENTAL HOLDINGS, INC.
 STATEMENTS OF CONSOLIDATED COMPREHENSIVE INCOME (LOSS)
 (In millions)

	Year Ended December 31,		
	2018	2017	2016
		(a)	(a)
Net income	\$2,129	\$2,144	\$2,234
Other comprehensive income (loss), net change related to:			
Employee benefit plans, net of taxes	342	(195)	(313)
Fuel derivative financial instruments, net of taxes	—	1	316
Investments and other, net of taxes	(4)	(6)	(1)
Total other comprehensive income (loss), net	338	(200)	2
Total comprehensive income, net	\$2,467	\$1,944	\$2,236

(a) Amounts adjusted due to the adoption of Accounting Standards Update No. 2014-09, Revenue from Contracts with Customers (Topic 606). See Note 1 to the financial statements contained in Part II, Item 8 of this report for additional information.

The accompanying Combined Notes to Consolidated Financial Statements are an integral part of these statements.

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UNITED CONTINENTAL HOLDINGS, INC.
 CONSOLIDATED BALANCE SHEETS
 (In millions, except shares)

	At December 31,	
	2018	2017 (a)
ASSETS		
Current assets:		
Cash and cash equivalents	\$1,694	\$1,482
Short-term investments	2,256	2,316
Receivables, less allowance for doubtful accounts (2018—\$8; 2017—\$7)	1,346	1,340
Aircraft fuel, spare parts and supplies, less obsolescence allowance (2018—\$412; 2017—\$358)	985	924
Prepaid expenses and other	913	1,071
Total current assets	7,194	7,133
Operating property and equipment:		
Owned—		
Flight equipment	31,607	28,692
Other property and equipment	7,919	6,946
Total owned property and equipment	39,526	35,638
Less—Accumulated depreciation and amortization	(12,760)	(11,159)
Total owned property and equipment, net	26,766	24,479
Purchase deposits for flight equipment	1,177	1,344
Capital leases—		
Flight equipment	1,029	1,151
Other property and equipment	11	11
Total capital leases	1,040	1,162
Less—Accumulated amortization	(654)	(777)
Total capital leases, net	386	385
Total operating property and equipment, net	28,329	26,208
Other assets:		
Goodwill	4,523	4,523
Intangibles, less accumulated amortization (2018—\$1,380; 2017—\$1,313)	3,159	3,539
Restricted cash	105	91
Notes receivable, net	516	46
Investments in affiliates and other, net	966	806
Total other assets	9,269	9,005
Total assets	\$44,792	\$42,346

(continued on next page)

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UNITED CONTINENTAL HOLDINGS, INC.
 CONSOLIDATED BALANCE SHEETS
 (In millions, except shares)

	At December 31,	
	2018	2017 (a)
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Advance ticket sales	\$4,381	\$3,940
Frequent flyer deferred revenue	2,286	2,192
Accounts payable	2,363	2,196
Accrued salaries and benefits	2,184	2,166
Current maturities of long-term debt	1,230	1,565
Current maturities of capital leases	149	128
Other	619	576
Total current liabilities	13,212	12,763
Long-term debt	12,215	11,703
Long-term obligations under capital leases	1,134	996
Other liabilities and deferred credits:		
Frequent flyer deferred revenue	2,719	2,591
Postretirement benefit liability	1,295	1,602
Pension liability	1,576	1,921
Deferred income taxes	814	204
Other	1,832	1,832
Total other liabilities and deferred credits	8,236	8,150
Commitments and contingencies		
Stockholders' equity:		
Preferred stock	—	—
Common stock at par, \$0.01 par value; authorized 1,000,000,000 shares; outstanding 269,914,769 and 286,973,195 shares at December 31, 2018 and 2017, respectively	3	3
Additional capital invested	6,120	6,098
Retained earnings	6,668	4,549
Stock held in treasury, at cost	(1,993)	(769)
Accumulated other comprehensive loss	(803)	(1,147)
Total stockholders' equity	9,995	8,734
Total liabilities and stockholders' equity	\$44,792	\$42,346

(a) Amounts adjusted due to the adoption of Accounting Standards Update No. 2014-09, Revenue from Contracts with Customers (Topic 606). See Note 1 to the financial statements contained in Part II, Item 8 of this report for additional information.

The accompanying Combined Notes to Consolidated Financial Statements are an integral part of these statements.

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UNITED CONTINENTAL HOLDINGS, INC.
 STATEMENTS OF CONSOLIDATED CASH FLOWS
 (In millions)

	Year Ended December 31,		
	2018	2017	2016
		(a)	(a)
Operating Activities:			
Net income	\$2,129	\$2,144	\$2,234
Adjustments to reconcile net income to net cash provided by operating activities -			
Deferred income taxes	515	973	1,631
Depreciation and amortization	2,240	2,149	1,977
Special charges, non-cash portion	416	35	391
Other operating activities	170	141	109
Changes in operating assets and liabilities -			
Increase in receivables	(29)	(183)	(16)
(Increase) decrease in other assets	29	(533)	(296)
Increase (decrease) in advance ticket sales	441	145	(28)
Increase (decrease) in frequent flyer deferred revenue	222	(107)	(55)
Increase in accounts payable	130	66	239
Decrease in advanced purchase of miles	—	(942)	(206)
Decrease in other liabilities	(82)	(475)	(438)
Net cash provided by operating activities	6,181	3,413	5,542
Investing Activities:			
Capital expenditures	(4,177)	(3,998)	(3,223)
Purchases of short-term and other investments	(2,552)	(3,241)	(2,768)
Proceeds from sale of short-term and other investments	2,616	3,177	2,712
Loans made to others	(466)	(30)	(56)
Investment in affiliates	(139)	(2)	(14)
Other, net	155	164	111
Net cash used in investing activities	(4,563)	(3,930)	(3,238)
Financing Activities:			
Proceeds from issuance of long-term debt and airport construction financing	1,740	2,765	808
Payments of long-term debt	(1,727)	(901)	(1,215)
Repurchases of common stock	(1,235)	(1,844)	(2,614)
Principal payments under capital leases	(134)	(124)	(136)
Capitalized financing costs	(37)	(80)	(64)
Other, net	(17)	(11)	8
Net cash used in financing activities	(1,410)	(195)	(3,213)
Net increase (decrease) in cash, cash equivalents and restricted cash	208	(712)	(909)
Cash, cash equivalents and restricted cash at beginning of year	1,591	2,303	3,212
Cash, cash equivalents and restricted cash at end of year	\$1,799	\$1,591	\$2,303
Investing and Financing Activities Not Affecting Cash:			
Property and equipment acquired through the issuance of debt and capital leases	\$174	\$935	\$386
Debt associated with termination of a maintenance service agreement	163	—	—
Investment in Republic Airways Holdings, Inc. received from bankruptcy claims	—	92	—
Airport construction financing	12	42	91
Operating lease conversions to capital lease	52	—	12

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Cash Paid During the Period for:

Interest	\$651	\$571	\$584
Income taxes	19	20	14

(a) Amounts adjusted due to the adoption of Accounting Standards Update No. 2014-09, Revenue from Contracts with Customers (Topic 606). See Note 1 to the financial statements contained in Part II, Item 8 of this report for additional information.

The accompanying Combined Notes to Consolidated Financial Statements are an integral part of these statements.

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UNITED CONTINENTAL HOLDINGS, INC.
 STATEMENTS OF CONSOLIDATED STOCKHOLDERS' EQUITY
 (In millions)

	Common Stock Shares	Amount	Additional Capital Invested	Treasury Stock	Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive Income (Loss)	Total
Balance at December 31, 2015	364.6	\$ 4	\$ 7,946	\$(1,610)	\$ 3,457	\$ (831)	\$ 8,966
Net income (a)	—	—	—	—	2,234	—	2,234
Other comprehensive income	—	—	—	—	—	2	2
Stock-settled share-based compensation	—	—	32	—	—	—	32
Proceeds from exercise of stock options	0.3	—	6	—	—	—	6
Repurchases of common stock	(50.3)	—	—	(2,607)	—	—	(2,607)
Treasury stock retired	—	(1)	(1,415)	3,709	(2,293)	—	—
Other (a)	—	—	—	(3)	(56)	—	(59)
Balance at December 31, 2016	314.6	3	6,569	(511)	3,342	(829)	8,574
Net income (a)	—	—	—	—	2,144	—	2,144
Other comprehensive loss	—	—	—	—	—	(200)	(200)
Stock-settled share-based compensation	—	—	56	—	—	—	56
Proceeds from exercise of stock options	—	—	2	—	—	—	2
Repurchases of common stock	(27.8)	—	—	(1,844)	—	—	(1,844)
Treasury stock retired	—	—	(508)	1,576	(1,068)	—	—
Net treasury stock issued for share-based awards	0.2	—	(21)	10	(1)	—	(12)
Excess tax benefits from share-based awards	—	—	—	—	14	—	14
Reclassification of stranded tax effects	—	—	—	—	118	(118)	—
Balance at December 31, 2017	287.0	3	6,098	(769)	4,549	(1,147)	8,734
Net income	—	—	—	—	2,129	—	2,129
Other comprehensive loss	—	—	—	—	—	338	338
Stock-settled share-based compensation	—	—	60	—	—	—	60
Repurchases of common stock	(17.5)	—	—	(1,250)	—	—	(1,250)
Net treasury stock issued for share-based awards	0.4	—	(38)	26	(4)	—	(16)
Adoption of accounting standard related to equity investments	—	—	—	—	(6)	6	—
Balance at December 31, 2018	269.9	\$ 3	\$ 6,120	\$(1,993)	\$ 6,668	\$ (803)	\$ 9,995

(a) Amounts adjusted due to the adoption of Accounting Standards Update No. 2014-09, Revenue from Contracts with Customers (Topic 606). See Note 1 to the financial statements contained in Part II, Item 8 of this report for additional information.

The accompanying Combined Notes to Consolidated Financial Statements are an integral part of these statements.

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UNITED AIRLINES, INC.
 STATEMENTS OF CONSOLIDATED OPERATIONS
 (In millions)

	Year Ended December 31,		
	2018	2017 (a)	2016 (a)
Operating revenue:			
Passenger revenue	\$37,706	\$34,460	\$33,429
Cargo	1,237	1,114	934
Other operating revenue	2,360	2,210	2,195
Total operating revenue	41,303	37,784	36,558
Operating expense:			
Salaries and related costs	11,458	10,941	10,176
Aircraft fuel	9,307	6,913	5,813
Regional capacity purchase	2,601	2,232	2,197
Landing fees and other rent	2,359	2,240	2,165
Depreciation and amortization	2,240	2,149	1,977
Aircraft maintenance materials and outside repairs	1,767	1,856	1,749
Distribution expenses	1,558	1,435	1,395
Aircraft rent	433	621	680
Special charges	487	176	745
Other operating expenses	5,799	5,548	5,315
Total operating expense	38,009	34,111	32,212
Operating income	3,294	3,673	4,346
Nonoperating income (expense):			
Interest expense	(729)	(671)	(674)
Interest capitalized	70	84	72
Interest income	101	57	42
Miscellaneous, net	(76)	(101)	(11)
Total nonoperating expense, net	(634)	(631)	(571)
Income before income taxes	2,660	3,042	3,775
Income tax expense	529	879	1,541
Net income	\$2,131	\$2,163	\$2,234

(a) Amounts adjusted due to the adoption of Accounting Standards Update No. 2014-09, Revenue from Contracts with Customers (Topic 606) and Accounting Standards Update No. 2017-07, Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost. See Note 1 to the financial statements contained in Part II, Item 8 of this report for additional information.

The accompanying Combined Notes to Consolidated Financial Statements are an integral part of these statements.

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UNITED AIRLINES, INC.

STATEMENTS OF CONSOLIDATED COMPREHENSIVE INCOME (LOSS)

(In millions)

	Year Ended December 31,		
	2018	2017	2016
		(a)	(a)
Net income	\$2,131	\$2,163	\$2,234
Other comprehensive income (loss), net change related to:			
Employee benefit plans, net of taxes	342	(195)	(313)
Fuel derivative financial instruments, net of taxes	—	1	316
Investments and other, net of taxes	(4)	(6)	(1)
Total other comprehensive income (loss), net	338	(200)	2
Total comprehensive income, net	\$2,469	\$1,963	\$2,236

(a) Amounts adjusted due to the adoption of Accounting Standards Update No. 2014-09, Revenue from Contracts with Customers (Topic 606). See Note 1 to the financial statements contained in Part II, Item 8 of this report for additional information.

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UNITED AIRLINES, INC.
 CONSOLIDATED BALANCE SHEETS
 (In millions, except shares)

	At December 31,	
	2018	2017 (a)
ASSETS		
Current assets:		
Cash and cash equivalents	\$1,688	\$1,476
Short-term investments	2,256	2,316
Receivables, less allowance for doubtful accounts (2018—\$8; 2017—\$7)	1,346	1,340
Aircraft fuel, spare parts and supplies, less obsolescence allowance (2018—\$412; 2017—\$358)	985	924
Prepaid expenses and other	913	1,071
Total current assets	7,188	7,127
Operating property and equipment:		
Owned—		
Flight equipment	31,607	28,692
Other property and equipment	7,919	6,946
Total owned property and equipment	39,526	35,638
Less—Accumulated depreciation and amortization	(12,760)	(11,159)
Total owned property and equipment, net	26,766	24,479
Purchase deposits for flight equipment	1,177	1,344
Capital leases—		
Flight equipment	1,029	1,151
Other property and equipment	11	11
Total capital leases	1,040	1,162
Less—Accumulated amortization	(654)	(777)
Total capital leases, net	386	385
Total operating property and equipment, net	28,329	26,208
Other assets:		
Goodwill	4,523	4,523
Intangibles, less accumulated amortization (2018—\$1,380; 2017—\$1,313)	3,159	3,539
Restricted cash	105	91
Notes receivable, net	516	46
Investments in affiliates and other, net	966	806
Total other assets	9,269	9,005
Total assets	\$44,786	\$42,340

(continued on next page)

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UNITED AIRLINES, INC.
 CONSOLIDATED BALANCE SHEETS
 (In millions, except shares)

	At December 31,	
	2018	2017 (a)
LIABILITIES AND STOCKHOLDER'S EQUITY		
Current liabilities:		
Advance ticket sales	\$4,381	\$3,940
Frequent flyer deferred revenue	2,286	2,192
Accounts payable	2,363	2,196
Accrued salaries and benefits	2,184	2,166
Current maturities of long-term debt	1,230	1,565
Current maturities of capital leases	149	128
Other	624	581
Total current liabilities	13,217	12,768
Long-term debt	12,215	11,703
Long-term obligations under capital leases	1,134	996
Other liabilities and deferred credits:		
Frequent flyer deferred revenue	2,719	2,591
Postretirement benefit liability	1,295	1,602
Pension liability	1,576	1,921
Deferred income taxes	842	231
Other	1,831	1,832
Total other liabilities and deferred credits	8,263	8,177
Commitments and contingencies		
Stockholder's equity:		
Common stock at par, \$0.01 par value; authorized 1,000 shares; issued and outstanding 1,000 shares at December 31, 2018 and 2017	—	—
Additional capital invested	598	1,787
Retained earnings	10,272	8,146
Accumulated other comprehensive loss	(803)	(1,147)
Receivable from related parties	(110)	(90)
Total stockholder's equity	9,957	8,696
Total liabilities and stockholder's equity	\$44,786	\$42,340

(a) Amounts adjusted due to the adoption of Accounting Standards Update No. 2014-09, Revenue from Contracts with Customers (Topic 606). See Note 1 to the financial statements contained in Part II, Item 8 of this report for additional information.

The accompanying Combined Notes to Consolidated Financial Statements are an integral part of these statements.

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UNITED AIRLINES, INC.
 STATEMENTS OF CONSOLIDATED CASH FLOWS
 (In millions)

	Year Ended December 31,		
	2018	2017	2016
		(a)	(a)
Operating Activities:			
Net income	\$2,131	\$2,163	\$2,234
Adjustments to reconcile net income to net cash provided by operating activities -			
Deferred income taxes	515	956	1,633
Depreciation and amortization	2,240	2,149	1,977
Special charges, non-cash portion	416	35	391
Other operating activities	170	140	109
Changes in operating assets and liabilities -			
Increase in receivables	(29)	(183)	(16)
Increase in intercompany receivables	(20)	(15)	(57)
(Increase) decrease in other assets	29	(533)	(250)
Increase (decrease) in advance ticket sales	441	145	(28)
Increase (decrease) in frequent flyer deferred revenue	222	(107)	(55)
Increase in accounts payable	130	66	239
Decrease in advanced purchase of miles	—	(942)	(206)
Decrease in other liabilities	(82)	(475)	(436)
Net cash provided by operating activities	6,163	3,399	5,535
Investing Activities:			
Capital expenditures	(4,177)	(3,998)	(3,223)
Purchases of short-term and other investments	(2,552)	(3,241)	(2,768)
Proceeds from sale of short-term and other investments	2,616	3,177	2,712
Loans made to others	(466)	(30)	(56)
Investment in affiliates	(139)	(2)	(14)
Other, net	155	164	111
Net cash used in investing activities	(4,563)	(3,930)	(3,238)
Financing Activities:			
Proceeds from issuance of long-term debt and airport construction financing	1,740	2,765	808
Payments of long-term debt	(1,727)	(901)	(1,215)
Dividend to UAL	(1,235)	(1,844)	(2,614)
Principal payments under capital leases	(134)	(124)	(136)
Capitalized financing costs	(37)	(80)	(64)
Other, net	1	3	15
Net cash used in financing activities	(1,392)	(181)	(3,206)
Net increase (decrease) in cash, cash equivalents and restricted cash	208	(712)	(909)
Cash, cash equivalents and restricted cash at beginning of year	1,585	2,297	3,206
Cash, cash equivalents and restricted cash at end of year	\$1,793	\$1,585	\$2,297
Investing and Financing Activities Not Affecting Cash:			
Property and equipment acquired through the issuance of debt and capital leases	\$174	\$935	\$386
Debt associated with termination of a maintenance service agreement	163	—	—
Investment in Republic Airways Holdings, Inc. received from bankruptcy claims	—	92	—
Airport construction financing	12	42	91
Operating lease conversions to capital lease	52	—	12

Cash Paid During the Period for:

Interest	\$651	\$571	\$584
Income taxes	19	20	14

(a) Amounts adjusted due to the adoption of Accounting Standards Update No. 2014-09, Revenue from Contracts with Customers (Topic 606). See Note 1 to the financial statements contained in Part II, Item 8 of this report for additional information.

The accompanying Combined Notes to Consolidated Financial Statements are an integral part of these statements.

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UNITED AIRLINES, INC.

STATEMENTS OF CONSOLIDATED STOCKHOLDER'S EQUITY

(In millions)

	Additional Capital Invested	Retained Earnings (Accumulated Deficit)	Accumulated Other Comprehensive Income (Loss)	Receivable from Related Parties, Net	Total
Balance at December 31, 2015	\$ 6,138	\$ 3,673	\$ (831)	\$ (17)	\$ 8,963
Net income (a)	—	2,234	—	—	2,234
Other comprehensive income	—	—	2	—	2
Dividend to UAL	(2,603)	—	—	—	(2,603)
Stock-settled share-based compensation	32	—	—	—	32
UAL contribution related to stock plans	6	—	—	—	6
Other (a)	—	(56)	—	(58)	(114)
Balance at December 31, 2016	3,573	5,851	(829)	(75)	8,520
Net income (a)	—	2,163	—	—	2,163
Other comprehensive loss	—	—	(200)	—	(200)
Dividend to UAL	(1,844)	—	—	—	(1,844)
Stock-settled share-based compensation	56	—	—	—	56
UAL contribution related to stock plans	2	—	—	—	2
Excess tax benefits from share-based awards	—	14	—	—	14
Reclassification of stranded tax effects	—	118	(118)	—	—
Other	—	—	—	(15)	(15)
Balance at December 31, 2017	1,787	8,146	(1,147)	(90)	8,696
Net income	—	2,131	—	—	2,131
Other comprehensive loss	—	—	338	—	338
Dividend to UAL	(1,249)	—	—	—	(1,249)
Stock-settled share-based compensation	60	—	—	—	60
Other	—	(5)	6	(20)	(19)
Balance at December 31, 2018	\$ 598	\$ 10,272	\$ (803)	\$ (110)	\$ 9,957

(a) Amounts adjusted due to the adoption of Accounting Standards Update No. 2014-09, Revenue from Contracts with Customers (Topic 606). See Note 1 to the financial statements contained in Part II, Item 8 of this report for additional information.

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UNITED CONTINENTAL HOLDINGS, INC.
UNITED AIRLINES, INC.
COMBINED NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Overview

United Continental Holdings, Inc. (together with its consolidated subsidiaries, "UAL" or the "Company") is a holding company and its principal, wholly-owned subsidiary is United Airlines, Inc. (together with its consolidated subsidiaries, "United"). As UAL consolidates United for financial statement purposes, disclosures that relate to activities of United also apply to UAL, unless otherwise noted. United's operating revenues and operating expenses comprise nearly 100% of UAL's revenues and operating expenses. In addition, United comprises approximately the entire balance of UAL's assets, liabilities and operating cash flows. When appropriate, UAL and United are named specifically for their individual contractual obligations and related disclosures and any significant differences between the operations and results of UAL and United are separately disclosed and explained. We sometimes use the words "we," "our," "us," and the "Company" in this report for disclosures that relate to all of UAL and United.

NOTE 1 - SIGNIFICANT ACCOUNTING POLICIES

Use of Estimates—The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP") requires management to make estimates and assumptions that (a) affect the amounts reported in these financial statements and accompanying notes. Actual results could differ from those estimates.

Revenue Recognition— The Company presents Passenger revenue, Cargo revenue and Other operating revenue on its (b) income statement. Passenger revenue is recognized when transportation is provided and Cargo revenue is recognized when shipments arrive at their destination. Other operating revenue is recognized as the related performance obligations are satisfied.

Passenger tickets and related ancillary services sold by the Company for mainline and regional flights are purchased primarily via credit card transactions, with payments collected by the Company in advance of the performance of related services. The Company initially records ticket sales in its Advance ticket sales liability, deferring revenue recognition until the travel occurs. For travel that has more than one flight segment, the Company deems each segment as a separate performance obligation and recognizes revenue for each segment as travel occurs. Tickets sold by other airlines where the Company provides the transportation are recognized as passenger revenue at the estimated value to be billed to the other airline when travel is provided. Differences between amounts billed and the actual amounts may be rejected and rebilled or written off if the amount recorded was different from the original estimate. When necessary, the Company records a reserve against its billings and payables with other airlines based on historical experience.

The Company sells certain tickets with connecting flights with one or more segments operated by its other airline partners. For segments operated by its other airline partners, the Company has determined that it is acting as an agent on behalf of the other airlines as they are responsible for their portion of the contract (i.e. transportation of the passenger). The Company, as the agent, recognizes revenue within Other operating revenue at the time of the travel for the net amount representing commission to be retained by the Company for any segments flown by other airlines.

Refundable tickets expire after one year from the date of issuance. Non-refundable tickets generally expire on the date of the intended travel, unless the date is extended by notification from the customer on or before the intended travel date. The Company records breakage revenue on the travel date for its estimate of tickets that will expire unused. To determine breakage, the Company uses its historical experience with refundable and nonrefundable expired tickets and other facts, such as recent aging trends, program changes and modifications that could affect the ultimate expiration patterns of tickets. Fees charged in association with changes or extensions to non-refundable tickets are considered part of the Company's passenger travel obligation. As such, those fees are deferred at the time of collection and recognized at the time the travel is provided.

United initially capitalizes the costs of selling airline travel tickets and then recognizes those costs as Distribution expense at the time of travel. Passenger ticket costs include credit card fees, travel agency and other commissions paid, as well as global distribution systems booking fees.

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Advance Ticket Sales. Advance ticket sales represent the Company's liability to provide air transportation in the future. In the years ended December 31, 2018 and 2017, the Company recognized approximately \$3.1 billion and \$2.9 billion, respectively, of passenger revenue for tickets that were included in Advance ticket sales at the beginning of those periods. All tickets sold at any given point of time have travel dates extending up to twelve months. As a result, the balance of the Company's Advance ticket sales liability represents activity that will be recognized in the next twelve months.

Revenue by Geography. The Company further disaggregates revenue by geographic regions. Operating segments are defined as components of an enterprise with separate financial information, which are evaluated regularly by the chief operating decision maker and are used in resource allocation and performance assessments.

The Company deploys its aircraft across its route network through a single route scheduling system to maximize its value. When making resource allocation decisions, the Company's chief operating decision maker evaluates flight profitability data, which considers aircraft type and route economics. The Company's chief operating decision maker makes resource allocation decisions to maximize the Company's consolidated financial results. Managing the Company as one segment allows management the opportunity to maximize the value of its route network.

The Company's operating revenue by principal geographic region (as defined by the U.S. Department of Transportation) for the years ended December 31 is presented in the table below (in millions):

	2018	2017 ¹	2016 ¹
Domestic (U.S. and Canada)	\$25,552	\$23,114	\$22,151
Atlantic	7,103	6,340	6,194
Pacific	5,188	4,914	4,984
Latin America	3,460	3,416	3,229
Total	\$41,303	\$37,784	\$36,558

(1) Amounts adjusted due to the adoption of Accounting Standards Update No. 2014-09, Revenue from Contracts with Customers (Topic 606). See (u) below for additional information.

The Company attributes revenue among the geographic areas based upon the origin and destination of each flight segment. The Company's operations involve an insignificant level of dedicated revenue-producing assets in geographic regions as the overwhelming majority of the Company's revenue-producing assets (primarily U.S. registered aircraft) can be deployed in any of its geographic regions.

Ancillary Fees. The Company charges fees, separately from ticket sales, for certain ancillary services that are directly related to passengers' travel, such as ticket change fees, baggage fees, inflight amenities fees, and other ticket-related fees. These ancillary fees are part of the travel performance obligation and, as such, are recognized as passenger revenue when the travel occurs. The Company recorded \$2.2 billion, \$2.0 billion, and \$1.9 billion of ancillary fees within passenger revenue in the years ended December 31, 2018, 2017 and 2016 respectively.

Frequent Flyer Accounting— United's MileagePlus loyalty program builds customer loyalty by offering awards, benefits and services to program participants. Members in this program earn miles for travel on United, United Express, Star Alliance members and certain other airlines that participate in the program. Members can also earn miles by purchasing the goods and services of our network of non-airline partners. We have contracts to sell miles to these partners with the terms extending from one to eight years. These partners include domestic and international credit card issuers, retail merchants, hotels, car rental companies and our participating airline partners. Miles can be redeemed for free (other than taxes and government imposed fees), discounted or upgraded air travel and non-travel awards. Miles expire after 18 months of member account inactivity.

Miles Earned in Conjunction with Travel. When frequent flyers earn miles for flights, the Company recognizes a portion of the ticket sales as revenue when the travel occurs and defers a portion of the ticket sale representing the value of the related miles as a separate performance obligation. The Company determines the estimated selling price of travel and miles as if each element is sold on a separate basis. The total consideration from each ticket sale is then allocated to each of these elements, individually, on a pro-rata basis. At the time of travel, the Company records the portion allocated to the miles to Frequent flyer deferred revenue on the Company's consolidated balance sheet and subsequently recognizes it into revenue when miles are redeemed for air travel and non-air travel awards.

The Company's estimated selling price of miles is based on an equivalent ticket value less breakage, which incorporates the expected redemption of miles, as the best estimate of selling price for these miles. The equivalent ticket value is based on the prior 12 months' weighted average equivalent ticket value of similar fares as those used to

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settle award redemptions while taking into consideration such factors as redemption pattern, cabin class, loyalty status and geographic region. The estimated selling price of miles is adjusted by breakage that considers a number of factors, including redemption patterns of various customer groups. The Company reviews its breakage estimates annually based upon the latest available information regarding redemption and expiration patterns. The Company's estimate of the expected expiration of miles requires significant management judgment. Current and future changes to expiration assumptions or to the expiration policy, or to program rules and program redemption opportunities, may result in material changes to the deferred revenue balance as well as recognized revenues from the program. For the portion of the outstanding miles that we estimate will not be redeemed, we recognize the associated value proportionally as the remaining miles are redeemed.

Co-Brand Agreement. United has a significant contract (the "Co-Brand Agreement") to sell MileagePlus miles to its co-branded credit card partner Chase Bank USA, N.A. ("Chase"). Chase awards miles to MileagePlus members based on their credit card activity. United identified the following significant separately identifiable performance obligations in the Co-Brand Agreement:

MileagePlus miles awarded – United has a performance obligation to provide MileagePlus cardholders with miles to be used for air travel and non-travel award redemptions. The Company records Passenger revenue related to the travel awards when the transportation is provided and records Other revenue related to the non-travel awards when the goods or services are delivered. The Company records the cost associated with non-travel awards in Other operating revenue.

Marketing – United has a performance obligation to provide Chase access to its customer list and the use of its brand. Marketing revenue is recorded to Other operating revenue as miles are delivered to Chase.

Advertising – United has a performance obligation to provide advertising in support of the MileagePlus card in various customer contact points such as United's website, email promotions, direct mail campaigns, airport advertising and in-flight advertising. Advertising revenue is recorded to Other operating revenue as miles are delivered to Chase.

Other travel-related benefits – United's performance obligations are comprised of various items such as waived bag fees, seat upgrades and lounge passes. Lounge passes are recorded to Other operating revenue as customers use the lounge passes. Bag fees and seat upgrades are recorded to Passenger revenue at the time of the associated travel.

We account for all the payments received (including monthly and one-time payments) under the Co-Brand Agreement by allocating them to the separately identifiable performance obligations. The fair value of the separately identifiable performance obligations is determined using management's estimated selling price of each component. The objective of using the estimated selling price based methodology is to determine the price at which we would transact a sale if the product or service were sold on a stand-alone basis. Accordingly, we determine our best estimate of selling price by considering multiple inputs and methods including, but not limited to, discounted cash flows, brand value, volume discounts, published selling prices, number of miles awarded and number of miles redeemed. The Company estimated the selling prices and volumes over the term of the Co-Brand Agreement in order to determine the allocation of proceeds to each of the components to be delivered. We also evaluate volumes on an annual basis, which may result in a change in the allocation of the estimated consideration from the Co-Brand Agreement on a prospective basis.

Frequent flyer deferred revenue. Miles in MileagePlus members' accounts are combined into one homogeneous pool and are thus not separately identifiable, for award redemption purposes, between miles earned in the current period and those in their beginning balance. Of the miles expected to be redeemed, the Company expects the majority of these miles to be redeemed within two years. The table below presents a roll forward of Frequent flyer deferred revenue (in millions):

	Twelve Months Ended December 31,	
	2018	2017
Total Frequent flyer deferred revenue - beginning balance	\$4,783	\$4,889

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Total miles awarded	2,451	2,077
Travel miles redeemed (Passenger revenue)	(2,068)	(2,004)
Non-travel miles redeemed (Other operating revenue)	(161)	(179)
Total Frequent flyer deferred revenue - ending balance	\$5,005	\$4,783

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In the year ended December 31, 2018, 2017 and 2016, the Company recognized, in Other operating revenue, \$2.0 billion, \$1.8 billion and \$1.7 billion, respectively, related to the marketing, advertising, non-travel miles redeemed (net of related costs) and other travel-related benefits of the mileage revenue associated with our various partner agreements including, but not limited to, our Chase co-brand agreement. The portion related to the MileagePlus miles awarded of the total amounts received is deferred and presented in the table above as an increase to the frequent flyer liability.

(d) Cash and Cash Equivalents and Restricted Cash— Highly liquid investments with a maturity of three months or less on their acquisition date are classified as cash and cash equivalents.

Restricted cash primarily includes cash collateral for letters of credit and collateral associated with obligations for facility leases and other insurance-related obligations. Restricted cash is classified as short-term or long-term in the consolidated balance sheets based on the expected timing of return of the assets to the Company.

The following table provides a reconciliation of cash, cash equivalents and restricted cash reported within the consolidated balance sheets that sum to the total of the same such amounts shown in the statements of consolidated cash flows (in millions):

UAL	United		UAL	United	
At December 31,	At December 31,		At December 31,	At December 31,	
2018	2017	2016	2018	2017	2016
Current					
assets:					
Cash					
and					
\$1,694	\$1,482	\$2,179	\$1,688	\$1,476	\$2,173
cash					
equivalents					
Restricted					
cash					
included					
in					
Prepaid	18	—	—	18	—
expenses					
and					
other					
Other					
assets:					
Restricted					
cash	105	91	124	105	91
cash					
Total	\$1,799	\$1,591	\$2,303	\$1,793	\$1,585
cash,					
cash					
equivalents					
and					
restricted					
cash					
shown					
in					
the					
statement					
of					
consolidated					
cash					

flows

Short-term Investments—Debt investments are classified as available-for-sale and are stated at fair value. Realized gains and losses on sales of these investments are reflected in Miscellaneous, net in the consolidated statements of operations. Unrealized gains and losses on available-for-sale securities are reflected as a component of accumulated other comprehensive income (loss). Equity investments with readily determinable fair values are measured at fair value. Equity investments without readily determinable fair values are measured using the equity method, or measured at cost with adjustments for observable changes in price or impairments (referred to as the measurement alternative). Changes in fair value are recorded in Miscellaneous, net in the consolidated statements of operations.

(e) Accounts Receivable. Accounts receivable primarily consist of amounts due from credit card companies, non-airline partners, and cargo transportation customers. We provide an allowance for uncollectible accounts equal to the estimated losses expected to be incurred based on historical write-offs and other specific analyses. Bad debt expense and write-offs were not material for the year ended December 31, 2018 and 2017.

(f) Aircraft Fuel, Spare Parts and Supplies—The Company accounts for aircraft fuel, spare parts and supplies at average cost and provides an obsolescence allowance for aircraft spare parts with an assumed residual value of 10% of original cost.

(g) Property and Equipment—The Company records additions to owned operating property and equipment at cost when acquired. Property under capital leases and the related obligation for future lease payments are recorded at an amount equal to the initial present value of those lease payments. Modifications that enhance the operating performance or extend the useful lives of airframes or engines are capitalized as property and equipment. It is the Company's policy to record compensation from delays in delivery of aircraft as a reduction of the cost of the related aircraft.

(h) Depreciation and amortization of owned depreciable assets is based on the straight-line method over the assets' estimated useful lives. Leasehold improvements are amortized over the remaining term of the lease, including estimated facility renewal options when renewal is reasonably assured at key airports, or the estimated useful life of the related asset, whichever is less. Properties under capital leases are amortized on the straight-line method over the life of the lease or, in the case of certain aircraft, over their estimated useful lives, whichever is shorter. Amortization

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of capital lease assets is included in depreciation and amortization expense. The estimated useful lives of property and equipment are as follows:

	Estimated Useful Life (in years)
Aircraft and related rotatable parts	25 to 30
Aircraft seats	10 to 15
Buildings	25 to 45
Other property and equipment	3 to 15
Computer software	5 to 15
Building improvements	1 to 40

As of December 31, 2018 and 2017, the Company had a carrying value of computer software of \$359 million and \$345 million, respectively. For the years ended December 31, 2018, 2017 and 2016, the Company's depreciation expense related to computer software was \$122 million, \$117 million and \$108 million, respectively. Aircraft and aircraft spare parts were assumed to have residual values of approximately 10% of original cost, and other categories of property and equipment were assumed to have no residual value.

Maintenance and Repairs—The cost of maintenance and repairs, including the cost of minor replacements, is charged to expense as incurred, except for costs incurred under our power-by-the-hour ("PBTH") engine maintenance agreements. PBTH contracts transfer certain risk to third-party service providers and fix the amount we pay per (i) flight hour or per cycle to the service provider in exchange for maintenance and repairs under a predefined maintenance program. Under PBTH agreements, the Company recognizes expense at a level rate per engine hour, unless the level of service effort and the related payments during the period are substantially consistent, in which case the Company recognizes expense based on the amounts paid.

Lease Fair Value Adjustments—Lease fair value adjustments, which arose from recording operating leases at fair (j) value under fresh start or business combination accounting, are amortized on a straight-line basis over the related lease term.

Regional Capacity Purchase—Payments made to regional carriers under capacity purchase agreements ("CPAs") are (k) reported in Regional capacity purchase in our consolidated statements of operations.

Advertising—Advertising costs, which are included in Other operating expenses, are expensed as incurred.

(l) Advertising expenses were \$211 million, \$217 million and \$220 million for the years ended December 31, 2018, 2017 and 2016 respectively.

Intangibles—The Company has finite-lived and indefinite-lived intangible assets, including goodwill. Finite-lived (m) intangible assets are amortized over their estimated useful lives. Goodwill and indefinite-lived intangible assets are not amortized but are reviewed for impairment annually or more frequently if events or circumstances indicate that the asset may be impaired. Goodwill and indefinite-lived assets are reviewed for impairment on an annual basis as of October 1, or on an interim basis whenever a triggering event occurs. See Note 2 of this report for additional information related to intangibles.

Long-Lived Asset Impairments—The Company evaluates the carrying value of long-lived assets subject to (n) amortization whenever events or changes in circumstances indicate that an impairment may exist. For purposes of this testing, the Company has generally identified the aircraft fleet type as the lowest level of identifiable cash flows. An impairment charge is recognized when the asset's carrying value exceeds its net undiscounted future cash flows and its fair market value. The amount of the charge is the difference between the asset's carrying value and fair market value. See Note 14 of this report for additional information related to asset impairments.

Share-Based Compensation—The Company measures the cost of employee services received in exchange for an (o) award of equity instruments based on the grant date fair value of the award. The resulting cost is recognized over the period during which an employee is required to provide service in exchange for the award, usually the vesting period. Obligations for cash-settled restricted stock units ("RSUs") are remeasured at fair value throughout the requisite service period at the close of the reporting period based upon UAL's stock price. In addition to the service requirement, certain RSUs have performance metrics that must be achieved prior to vesting. These awards are accrued based on the expected level of achievement at each reporting period. An adjustment is recorded each reporting period to adjust compensation expense based on both UAL's stock price and the then current level of

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expected performance achievement for the performance-based awards. See Note 5 of this report for additional information on UAL's share-based compensation plans.

(p) Ticket Taxes—Certain governmental taxes are imposed on the Company's ticket sales through a fee included in ticket prices. The Company collects these fees and remits them to the appropriate government agency. These fees are recorded on a net basis and, as a result, are excluded from revenue.

(q) Retirement of Leased Aircraft—The Company accrues for estimated lease costs over the remaining term of the lease at the present value of future minimum lease payments, net of estimated sublease rentals (if any), in the period that aircraft are permanently removed from service. When reasonably estimable and probable, the Company estimates maintenance lease return condition obligations for items such as minimum aircraft and engine conditions specified in leases and accrues these amounts over the lease term while the aircraft are operating, and any remaining unrecognized estimated obligations are accrued in the period that an aircraft is removed from service.

(r) Uncertain Income Tax Positions—The Company has recorded reserves for income taxes and associated interest that may become payable in future years. Although management believes that its positions taken on income tax matters are reasonable, the Company nevertheless has established tax and interest reserves in recognition that various taxing authorities may challenge certain of the positions taken by the Company, potentially resulting in additional liabilities for taxes and interest. The Company's uncertain tax position reserves are reviewed periodically and are adjusted as events occur that affect its estimates, such as the availability of new information, the lapsing of applicable statutes of limitation, the conclusion of tax audits, the measurement of additional estimated liability, the identification of new tax matters, the release of administrative tax guidance affecting its estimates of tax liabilities, or the rendering of relevant court decisions. The Company records penalties and interest relating to uncertain tax positions as part of income tax expense in its consolidated statements of operations. See Note 7 of this report for additional information on UAL's uncertain tax positions.

(s) Labor Costs—The Company records expenses associated with amendable labor agreements when the amounts are probable and estimable. These include costs associated with lump sum cash payments that would be made in conjunction with the ratification of labor agreements. To the extent these upfront costs are in lieu of future pay increases, they would be capitalized and amortized over the term of the labor agreements. If not, these amounts would be expensed.

(t) Third-Party Business—The Company has third-party business revenue that includes fuel sales, catering, ground handling, maintenance services and frequent flyer award non-air redemptions. Third-party business revenue is recorded in Other operating revenue. The Company also incurs third-party business expenses, such as maintenance, ground handling and catering services for third parties, fuel sales and non-air mileage redemptions. The third-party business expenses are recorded in Other operating expenses, except for non-air mileage redemption. Non-air mileage redemption expenses are recorded to Other operating revenue.

(u) Recently Issued Accounting Standards— The Company adopted Financial Accounting Standards Board ("FASB") Accounting Standards Codification Topic 606, Revenue from Contracts with Customers (the "New Revenue Standard"), effective January 1, 2018 using the full-retrospective method. Topic 606 prescribes that an entity should recognize revenue to depict the transfer of promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. For the Company, the most significant impact of the standard was the reclassification of certain ancillary fees from other operating revenue into passenger revenue on the statement of consolidated operations. These ancillary fees are directly related to passenger travel, such as ticket change fees and baggage fees, and are no longer considered distinct performance obligations separate from the passenger travel component. In addition, the ticket change fees, which were previously recognized when received, are now recognized when transportation is provided. Adoption of the standard had no impact on the Company's consolidated cash flows statements.

The Company adopted Accounting Standards Update No. 2017-07, Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost (the "New Retirement Standard"), effective January 1, 2018 using the full-retrospective method. The New Retirement Standard requires employers to present the service cost component of the net periodic benefit cost in the same income statement line item as other employee compensation costs arising from services rendered during the period. The other components of net benefit cost, including interest

cost, expected return on plan assets, amortization of prior service cost/credit and actuarial gain/loss, and settlement and curtailment effects, are to be presented outside of any subtotal of operating income. The Company elected to apply the practical expedient and use the amounts disclosed in Note 8 to the financial statements included in Part II, Item 8 of the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2017 as the estimation basis for applying the retrospective presentation requirements of the standard.

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The New Revenue Standard and the New Retirement Standard had the same impact on the financial statements of United as they had on the financial statements of UAL. The tables below present the impact of the adoption of the New Revenue Standard and the New Retirement Standard on select accounts and captions of UAL's statements of consolidated operations for the twelve months ended December 31, 2017 and 2016 (in millions, except per share amounts) and the impact on UAL's balance sheet accounts and captions as of December 31, 2017 (in millions):
Statements of Consolidated Operations for the Years Ended December 31,

	As Previously Reported		New Revenue Standard Adjustments		New Retirement Standard Adjustments		As Adjusted	
	2017	2016	2017	2016	2017	2016	2017	2016
Operating revenue:								
Passenger revenue	\$32,404	\$31,457	\$2,056	\$1,972	\$ —	\$ —	\$34,460	\$33,429
Cargo	1,035	876	79	58	—	—	1,114	934
Other operating revenue	4,297	4,223	(2,087)	(2,028)	—	—	2,210	2,195
Total operating revenue	37,736	36,556	48	2	—	—	37,784	36,558
Operating expenses	34,238	32,218	(21)	(12)	(104	8	34,113	32,214
Operating income	3,498	4,338	69	14	104	(8)	3,671	4,344
Nonoperating expense, net	(499)	(519)	(28)	(60)	(104	8	(631)	(571)
Income before income taxes	2,999	3,819	41	(46)	—	—	3,040	3,773
Income tax expense	868	1,556	28	(17)	—	—	896	1,539
Net income	\$2,131	\$2,263	\$13	\$(29)	\$ —	\$ —	\$2,144	\$2,234
Earnings per share, basic	\$7.04	\$6.86	\$0.04	\$(0.09)	\$ —	\$ —	\$7.08	\$6.77
Earnings per share, diluted	\$7.02	\$6.85	\$0.04	\$(0.09)	\$ —	\$ —	\$7.06	\$6.76
Consolidated Balance Sheet as of December 31, 2017								

	As Previously Reported	New Revenue Standard Adjustments	As Adjusted
Current assets:			
Prepaid expenses and other	\$ 1,051	\$ 20	\$ 1,071
Current liabilities:			
Advance ticket sales	3,876	64	3,940
Frequent flyer deferred revenue	2,176	16	2,192
Other	569	7	576
Other liabilities and deferred credits:			
Frequent flyer deferred revenue	2,565	26	2,591
Deferred income taxes	225	(21)	204
Stockholders' equity:			
Retained earnings	\$ 4,621	\$ (72)	\$ 4,549

The Company adopted Accounting Standards Update No. 2016-01, Financial Instruments—Overall (Subtopic 825-10) effective January 1, 2018. This standard made several changes, including the elimination of the available-for-sale classification of equity investments, and requires equity investments with readily determinable fair values to be measured at fair value with changes in fair value recognized in earnings. The Company reclassified to retained earnings \$6 million of unrealized loss, net of tax, on the Company's investment in Azul, S.A. ("Azul") which was previously classified as an available-for-sale security. See Notes 6 and 9 to the financial statements included in

this Part II, Item 8 for additional information.

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In June 2016, the FASB issued Accounting Standards Update No. 2016-13, Financial Instruments—Credit Losses ("ASU 2016-13"). The main objective is to provide financial statement users with more decision-useful information about the expected credit losses on financial instruments and other commitments to extend credit held by a reporting entity at each reporting date. The amendments in this update replace the incurred loss methodology with a methodology that reflects expected credit losses and requires consideration of a broader range of reasonable and supportable information to calculate credit loss estimates. For trade receivables, loans and held-to-maturity debt securities, entities will be required to estimate lifetime expected credit losses. For available-for-sale debt securities, entities will be required to recognize an allowance for credit losses rather than a reduction to the carrying value of the asset. The amendments are effective for public business entities for fiscal years and interim periods beginning after December 15, 2019. The Company is evaluating the impact the adoption of ASU 2016-13 will have on its consolidated financial statements and believes that it will not have a material impact on its consolidated financial statements.

In 2016, the FASB amended the FASB Accounting Standards Codification and created a new Topic 842, Leases (the "New Lease Standard"). The guidance requires lessees to recognize a right-of-use asset and a lease liability for all leases (with the exception of short-term leases) at the commencement date and recognize expenses on their income statements similar to the current Topic 840, Leases ("Topic 840"). The New Lease Standard is effective for fiscal years and interim periods beginning after December 15, 2018. The Company adopted this standard on January 1, 2019 using a modified retrospective approach for all leases existing at or commencing after the date of initial application and utilizing certain practical expedients.

The adoption of the New Lease Standard is expected to impact our reported results as shown in the tables below (in millions, except per share amounts):

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Consolidated Balance Sheets as of December 31,

	As Reported		New Lease Standard Adjustments		As Adjusted	
	2018	2017	2018	2017	2018	2017
Current assets:						
Receivables, less allowance for doubtful accounts	\$1,346	\$1,340	\$80	\$126	\$1,426	\$1,466
Prepaid expenses and other	913	1,071	(180)	(208)	733	863
Operating property and equipment:						
Other property and equipment (owned)	7,919	6,946	(1,041)	(922)	6,878	6,024
Less-Accumulated depreciation and amortization (owned)	(12,760)	(11,159)	140	92	(12,620)	(11,067)
Flight equipment (finance leases) (a)	1,029	1,151	(37)	(211)	992	940
Less-Accumulated amortization	(654)	(777)	8	169	(646)	(608)
Operating lease assets						
Flight equipment	—	—	2,380	3,102	2,380	3,102
Other property and equipment	—	—	2,882	2,975	2,882	2,975
Current liabilities:						
Current maturities of finance leases (a)	149	128	(26)	(50)	123	78
Current maturities of operating leases	—	—	719	949	719	949
Other	619	576	(66)	(58)	553	518
Long-term obligations under finance leases (a)	1,134	996	(910)	(766)	224	230
Long-term obligations under operating leases	—	—	5,276	5,789	5,276	5,789
Other liabilities and deferred credits:						
Deferred income taxes	814	204	14	16	828	220
Other	1,832	1,832	(822)	(811)	1,010	1,021
Stockholders' equity:						
Retained earnings	6,668	4,549	47	54	6,715	4,603

(a) Finance leases, under the New Lease Standard, are the equivalent of capital leases under Topic 840.

The adoption of the New Lease Standard primarily resulted in the recording of assets and obligations of our operating leases on our consolidated balance sheets. Certain amounts recorded for prepaid and accrued rent associated with historical operating leases were reclassified to the newly captioned Operating lease assets in the consolidated balance sheets. Also, certain leases designated under Topic 840 as owned assets and capitalized finance leases will not be considered assets under the New Lease Standard and will be removed from the consolidated balance sheets, along with the related capital lease liability.

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Statements of Consolidated Operations for the Years Ended December 31,

	As Reported		New Lease Standard Adjustments		As Adjusted	
	2018	2017	2018	2017	2018	2017
Operating expense:						
Regional capacity purchase	\$2,601	\$2,232	\$48	\$36	\$2,649	\$2,268
Landing fees and other rent	2,359	2,240	90	70	2,449	2,310
Depreciation and amortization	2,240	2,149	(75)	(53)	2,165	2,096
Total operating expenses	38,011	34,113	63	53	38,074	34,166
Operating income	3,292	3,671	(63)	(53)	3,229	3,618
Nonoperating income (expense):						
Interest expense	(729)	(671)	59	45	(670)	(626)
Interest capitalized	70	84	(5)	(10)	65	74
Total nonoperating expense, net	(634)	(631)	53	36	(581)	(595)
Income before income taxes	2,658	3,040	(10)	(17)	2,648	3,023
Income tax expense	529	896	(3)	(16)	526	880
Net income	\$2,129	\$2,144	\$(7)	\$(1)	\$2,122	\$2,143
Earnings per share, basic	\$7.73	\$7.08	\$(0.03)	\$—	\$7.70	\$7.08
Earnings per share, diluted	\$7.70	\$7.06	\$(0.03)	\$—	\$7.67	\$7.06

The expense for leases under the New Lease Standard will continue to be classified in their historical income statement captions (primarily in Aircraft rent, Landing fees and other rent and Regional capacity purchase in our statements of consolidated operations). The adoption of the New Lease Standard also resulted in the recharacterization of certain leases from capital leases under Topic 840 to operating leases under the New Lease Standard. This change will result in less depreciation and amortization and interest expense associated with capital leases offset by higher lease expense associated with operating leases. The change is associated with leases of aircraft under certain CPAs and certain airport facilities. The reduction in capitalized interest is also associated with the same airport facilities.

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NOTE 2 - GOODWILL AND OTHER INTANGIBLE ASSETS

The following table presents information about the Company's goodwill and other intangible assets at December 31 (in millions):

Item	2018		2017	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Goodwill	\$4,523		\$4,523	
Finite-lived intangible assets				
Frequent flyer database	\$1,177	\$ 884	\$1,177	\$ 832
Hubs	145	97	145	89
Contracts	120	106	121	103
Patents and tradenames	108	108	108	108
Airport slots and gates	97	97	97	97
Other	109	88	109	84
Total	\$1,756	\$ 1,380	\$1,757	\$ 1,313
Indefinite-lived intangible assets				
Route authorities	\$1,240		\$1,562	
Airport slots and gates	546		536	
Tradenames and logos	593		593	
Alliances	404		404	
Total	\$2,783		\$3,095	

Amortization expense in 2018, 2017 and 2016 was \$67 million, \$79 million and \$90 million, respectively. Projected amortization expense in 2019, 2020, 2021, 2022 and 2023 is \$61 million, \$55 million, \$50 million, \$40 million and \$37 million, respectively.

See Note 14 of this report for additional information related to impairment of intangible assets.

NOTE 3 - COMMON STOCKHOLDERS' EQUITY AND PREFERRED SECURITIES

In 2018, UAL repurchased approximately 17.5 million shares of UAL common stock for \$1.2 billion. In December 2017, UAL's Board of Directors authorized a \$3.0 billion share repurchase program to acquire UAL's common stock. As of December 31, 2018, the Company had approximately \$1.8 billion remaining to purchase shares under its share repurchase program. UAL may repurchase shares through the open market, privately negotiated transactions, block trades or accelerated share repurchase transactions from time to time in accordance with applicable securities laws. UAL may repurchase shares of UAL common stock subject to prevailing market conditions, and may discontinue such repurchases at any time. See Part II, Item 5, Market for registrant's common equity, related stockholder matters and issuer purchases of equity securities, of this report for additional information.

At December 31, 2018, approximately 10 million shares of UAL's common stock were reserved for future issuance related to the issuance of equity-based awards under the Company's incentive compensation plans.

As of December 31, 2018, UAL had two shares of junior preferred stock (par value \$0.01 per share) outstanding. In addition, UAL is authorized to issue 250 million shares of preferred stock (without par value) under UAL's amended and restated certificate of incorporation.

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NOTE 4 - EARNINGS PER SHARE

The computations of UAL's basic and diluted earnings per share are set forth below for the years ended December 31 (in millions, except per share amounts):

	2018	2017	2016
		(a)	(a)
Earnings available to common stockholders	\$2,129	\$2,144	\$2,234
Basic weighted-average shares outstanding	275.5	302.7	329.9
Effect of employee stock awards	1.2	0.9	0.4
Diluted weighted-average shares outstanding	276.7	303.6	330.3
Earnings per share, basic	\$7.73	\$7.08	\$6.77
Earnings per share, diluted	\$7.70	\$7.06	\$6.76

(a) Amounts adjusted due to the adoption of Accounting Standards Update No. 2014-09, Revenue from Contracts with Customers (Topic 606). See Note 1 to the financial statements contained in Part II, Item 8 of this report for additional information.

The number of antidilutive securities excluded from the computation of diluted earnings per share amounts was not material.

NOTE 5 - SHARE-BASED COMPENSATION PLANS

UAL maintains several share-based compensation plans. These plans provide for grants of non-qualified stock options, incentive stock options (within the meaning of Section 422 of the Internal Revenue Code of 1986), stock appreciation rights, restricted shares, RSUs, performance compensation awards, performance units, cash incentive awards, other equity-based and equity-related awards, and dividends and dividend equivalents.

All awards are recorded as either equity or a liability in the Company's consolidated balance sheets. The share-based compensation expense is recorded in salaries and related costs.

During 2018, UAL granted share-based compensation awards pursuant to the United Continental Holdings, Inc. 2017 Incentive Compensation Plan. These share-based compensation awards included approximately 1.8 million RSUs consisting of 1.1 million time-vested RSUs and 0.7 million performance-based RSUs. The time-vested RSUs vest pro-rata, a majority of which vest on February 28th of each year over a three-year period from the date of grant. These RSUs are generally equity awards settled in stock for domestic employees and liability awards settled in cash for international employees. The cash payments are based on the 20-day average closing price of UAL common stock immediately prior to the vesting date. The performance-based RSUs vest based on the Company's relative improvement in pre-tax margin compared to a group of airline industry peers for the three years ending December 31, 2020. If the performance condition is achieved, cash payments will be made after the end of the performance period based on the 20-day average closing price of UAL common stock immediately prior to the vesting date and based on the level, if any, of the performance goal achieved. The Company accounts for the performance-based RSUs as liability awards.

The following table provides information related to UAL's share-based compensation plan cost for the years ended December 31 (in millions):

	2018	2017	2016
Compensation cost:			
RSUs	\$98	\$63	\$58
Restricted stock	2	8	11
Stock options	1	2	1
Total	\$101	\$73	\$70

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The table below summarizes UAL's unearned compensation and weighted-average remaining period to recognize costs for all outstanding share-based awards that are probable of being achieved as of December 31, 2018 (in millions, except as noted):

	Unearned Compensation	Weighted- Average Remaining Period (in years)
RSUs	\$ 66	1.6
Stock options	2	2.6
Total	\$ 68	

RSUs and Restricted Stock. All performance-based RSUs, as well as a portion of the outstanding time-vested RSUs, will be settled in cash. As of December 31, 2018, UAL had recorded a liability of \$51 million related to its RSUs. UAL paid \$28 million, \$50 million and \$69 million related to its RSUs during 2018, 2017 and 2016, respectively. The table below summarizes UAL's RSUs and restricted stock activity for the years ended December 31 (shares in millions):

	Liability Awards		Equity Awards		Weighted- Average Grant Price
	RSUs	RSUs	Restricted Stock	Restricted Stock	
Outstanding at December 31, 2015	2.6	—	\$	—0.3	\$ 48.68
Granted	1.0	0.9	51.60	0.4	50.63
Vested	(1.4)	—	—	(0.1)	41.47
Forfeited	(0.1)	(0.1)	50.57	(0.1)	53.42
Outstanding at December 31, 2016	2.1	0.8	51.67	0.5	52.00
Granted	0.6	1.0	71.68	—	—
Vested	(0.7)	(0.3)	51.81	(0.2)	51.60
Forfeited	(0.2)	(0.1)	57.49	—	—
Outstanding at December 31, 2017	1.8	1.4	63.99	0.3	52.30
Granted	0.7	1.1	67.74	—	—
Vested	(0.5)	(0.5)	63.02	(0.2)	53.24
Forfeited	(0.1)	(0.2)	67.34	—	—
Outstanding at December 31, 2018	1.9	1.8	66.29	0.1	51.17

The fair value of RSUs and restricted stock that vested in 2018, 2017 and 2016 was \$70 million, \$76 million and \$80 million, respectively. The fair value of the restricted stock and the stock-settled RSUs was based upon the UAL common stock price on the date of grant. These awards are accounted for as equity awards. The fair value of the cash-settled RSUs was based on the UAL common stock price as of the last day preceding the settlement date. These awards are accounted for as liability awards. Restricted stock vesting and the recognition of the expense is similar to the stock option vesting described below.

Stock Options. During 2018, UAL did not grant any stock option awards. In 2017, UAL granted approximately 36,000 stock options with exercise prices equal to the fair market value of UAL's common stock on the date of grant with a weighted-average exercise price of \$77.56 and a weighted-average grant date fair value of approximately \$0.7 million. In 2016, UAL granted approximately 0.1 million stock options with exercise prices equal to the fair market value of UAL's common stock on the date of grant and an additional approximately 0.3 million stock options with exercise prices at a 25% premium of the grant date fair market value resulting in a weighted-average exercise price of \$56.19 and a weighted-average grant date fair value of approximately \$2.3 million. Expense related to each portion of an option grant is recognized on a straight-line basis over the specific vesting period for those options.

The Company determined the grant date fair value of stock options using a Black-Scholes option pricing model, which requires the use of several assumptions. The risk-free interest rate is based on the U.S. treasury yield curve in effect for the expected term of the option at the time of grant. The dividend yield on UAL's common stock was assumed to be zero since UAL did not have any plans to pay dividends at the time of the option grants. The volatility assumptions were based upon historical volatilities of UAL using daily stock price returns equivalent to the expected term of the option. The expected term of the

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options was determined based upon a simplified assumption that the option will be exercised evenly from vesting to expiration due to the Company's lack of relevant historical data related to stock options.

As of December 31, 2018, there were approximately 0.4 million outstanding stock option awards, 0.2 million of which were exercisable, with weighted-average exercise prices of \$55.62 and \$47.07, respectively, intrinsic values of \$12 million and \$6 million, respectively, and weighted-average remaining contractual lives (in years) of 5.8 and 3.8, respectively.

NOTE 6 - ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

The tables below present the components of the Company's AOCI, net of tax (in millions):

	Pension and Other Postretirement Liabilities	Fuel Derivatives Contracts	Investments and Other	Deferred Taxes	Total
Balance at December 31, 2015	\$ (363)	\$ (215)	\$ 3	\$ (256)	\$ (831)
Other comprehensive income (loss) before reclassifications	(517)	(a)(4)	—	187	(334)
Amounts reclassified from accumulated other comprehensive income	26	217	(2)	95	336
Balance at December 31, 2016	(854)	(2)	1	26	(829)
Other comprehensive income (loss) before reclassifications	(306)	(a)—	(7)	74	(239)
Amounts reclassified from accumulated other comprehensive income	58	2	—	(21)	39
Reclassification of stranded tax effects	—	—	—	(118)	(b)(118)
Balance at December 31, 2017	(1,102)	—	(6)	(39)	(1,147)
Other comprehensive income (loss) before reclassifications	377	(a)—	(5)	(83)	289
Amounts reclassified from accumulated other comprehensive income	62	—	—	(13)	49
Amounts reclassified to retained earnings	—	—	7	(1)	6
Balance at December 31, 2018	\$ (663)	\$ —	\$ (4)	\$ (136)	\$ (803)

Details about AOCI Components	Amount Reclassified from AOCI to Income Year Ended December 31, 2018	Affected Line Item in the Statement Where Net Income is Presented
Fuel derivative contracts		
Fuel contracts-reclassifications of losses into earnings	\$— \$ 217	Aircraft fuel
Pension and Postretirement liabilities and other		
Amortization of unrecognized (gains) losses and prior service cost (c)	6258 26	Miscellaneous, net
Investments and other		
Available-for-sale securities - reclassifications of gains into earnings	— (2)	Miscellaneous, net

Fuel derivative contracts

Fuel contracts-reclassifications of losses into earnings

Pension and Postretirement liabilities and other
Amortization of unrecognized (gains) losses and prior service cost (c)

Investments and other

Available-for-sale securities - reclassifications of gains into earnings

(a) Prior service credits decreased by \$3 million, \$0 million and increased by \$30 million and actuarial losses decreased by approximately \$380 million, and increased \$306 million and \$560 million for 2018, 2017 and 2016, respectively.

(b) This amount represents the reclassification from AOCI to RE of the stranded tax effects resulting from the enactment of the Tax Cuts and Jobs Act (the "Tax Act").

(c) This AOCI component is included in the computation of net periodic pension and other postretirement costs (see Note 8 of this report for additional information).

NOTE 7 - INCOME TAXES

The income tax provision (benefit) differed from amounts computed at the statutory federal income tax rate and consisted of the following significant components, as follows (in millions):

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UAL	2018	2017	2016
		(a)	(a)
Income tax provision at statutory rate	\$558	\$1,064	\$1,320
State income taxes, net of federal income tax benefit	29	30	38
Foreign tax rate differential	(84)	(43)	—
Global intangible low-taxed income	4	—	—
Foreign income taxes	2	3	3
Nondeductible employee meals	12	17	16
Impact of Tax Act	(5)	(179)	—
Income tax adjustment from AOCI (b)	—	—	180
State rate change	3	12	(12)
Valuation allowance	(3)	(16)	20
Other, net			