

United Continental Holdings, Inc.
Form 11-K
June 17, 2011
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2010

OR

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

For the transition period from _____ to _____

Commission file number: 001-06033

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

United Airlines Pilot Directed Account Plan

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Benefits Administration OPCHR

United Air Lines, Inc.

P.O. Box 66100

Chicago, IL 60666

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

United Continental Holdings, Inc.

77 W. Wacker Drive

Chicago, Illinois 60601

(312) 997-8000

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UNITED AIRLINES PILOT DIRECTED ACCOUNT PLAN

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EXHIBIT	
The following exhibits are filed herewith:	
<u>Exhibit 23.1 Consent of Independent Registered Public Accounting Firm – Washington, Pittman & McKeever, LLC</u>	
<u>Exhibit 23.2 Consent of Independent Registered Public Accounting Firm – Deloitte & Touche LLP</u>	

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

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Trustees and Participants of the

United Airlines Pilot Directed Account Plan

We have audited the accompanying statement of net assets available for benefits of the United Airlines Pilot Directed Account Plan (the Plan) as of December 31, 2010, and the related statement of changes in net assets available for benefits for the year then ended. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audit. The financial statements of the Plan as of and for the year ended December 31, 2009 were audited by other auditors whose report dated June 25, 2010 expressed an unqualified opinion on these statements.

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

In our opinion, such financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2010, and the changes in net assets available for benefits for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Our audit was conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The accompanying supplemental schedules of (1) assets (acquired and disposed of within the plan year) for the year ended December 31, 2010 and (2) assets (held at end of year) as of December 31, 2010 are presented for the purpose of additional analysis and are not a required part of the basic financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in our audit of the basic 2010 financial statements and, in our opinion, is fairly stated in all material respects when considered in relation to the basic financial statements taken as a whole.

Chicago, Illinois

/s/ Washington, Pittman & McKeever LLC

June 17, 2011

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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Trustees and Participants of the

United Airlines Pilot Directed Account Plan

We have audited the accompanying statement of net assets available for benefits of the United Airlines Pilot Directed Account Plan (the Plan) as of December 31, 2009. This financial statement is the responsibility of the Plan s management. Our responsibility is to express an opinion on this financial statement based on our audit.

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

In our opinion, such financial statement presents fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2009 in conformity with accounting principles generally accepted in the United States of America.

/s/ Deloitte & Touche LLP

Chicago, Illinois
June 25, 2010

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UNITED AIRLINES PILOT DIRECTED ACCOUNT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

AS OF DECEMBER 31, 2010 AND 2009

(In millions)

	2010	2009
ASSETS:		
Participant-directed investments, at fair value	\$ 3,190	\$ 2,799
Contributions receivable		12
Pending trade receivables net	26	6
Notes receivable from participants	31	29
Accrued income net	3	3
Total assets	3,250	2,849
LIABILITIES:		
Other liabilities	(1)	(2)
Total liabilities	(1)	(2)
NET ASSETS AVAILABLE FOR BENEFITS	\$ 3,249	\$ 2,847

See notes to financial statements.

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UNITED AIRLINES PILOT DIRECTED ACCOUNT PLAN

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2010

(In millions)

ADDITIONS:	
Contributions:	
Employer contributions	\$ 123
Participant contributions	39
Total contributions	162
Investment income:	
Net appreciation in fair value of investments	317
Dividends and interest	44
Interest from participant loans	2
Net investment income	363
Total additions	525
DEDUCTIONS:	
Benefits paid to participants	(110)
Administrative expenses	(12)
Other expenses	(1)
Total deductions	(123)
INCREASE IN NET ASSETS	402
NET ASSETS AVAILABLE FOR BENEFITS:	
Beginning of year	2,847
End of year	\$ 3,249

See notes to financial statements.

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UNITED AIRLINES PILOT DIRECTED ACCOUNT PLAN

NOTES TO FINANCIAL STATEMENTS

AS OF DECEMBER 31, 2010 AND 2009, AND FOR THE YEAR ENDED DECEMBER 31, 2010

1. DESCRIPTION OF PLAN

The following description of the United Airlines Pilot Directed Account Plan (the Plan) is for general information purposes only. Participants should refer to the Plan document for more complete information.

General and Plan Participants The Plan is a defined contribution plan covering all employees of United Air Lines, Inc. (United or the Company) who are represented by the Air Line Pilots Association, International (ALPA). United pilots are eligible to become participants in the Plan on their date of hire. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Trustee and Record Keeper The Russell Trust Company (Russell or Trustee) serves as Plan Trustee. Per the United Airlines, Inc. Pilots Directed Account Plan Trust Agreement, Russell is responsible for many aspects of the trust, including administration and the management and custody of all Plan assets. As approved by the Retirement and Welfare Administration Committee (formerly the Plan Administrator) appointed by the Board of Directors of the Company, Russell has hired The Northern Trust Company to serve as sub-custodian of the Plan and Hewitt & Associates to serve as the subagent performing the participant recordkeeping functions.

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

Company Contributions: The Company contributes to the Plan an amount equal to 16% of participant eligible earnings. Company contributions on behalf of a participant are allocated directly to each participant's account. The participant is not required to contribute to the Plan to receive this direct employer contribution.

Employee contributions: Eligible employees may elect to contribute to the Plan in any whole percentage from 1% to 60% of eligible earnings. Eligible employees may also make a supplemental election to contribute an additional pretax contribution in an amount equal to 1% to 90% of their net pretax pay. Section 402(g) of the Internal Revenue Code (IRC) limits the amount of pretax 401(k) contributions to a maximum of \$16,500 in 2010. Lower limits may apply to certain highly compensated participants if the Plan does not pass certain nondiscrimination tests required by law. Eligible employees may also elect to make voluntary after-tax contributions to the Plan from 1% to 60% of the participant's earnings (as defined by the Plan) for each pay period only after making the maximum pretax contribution. Section 415(c) of the IRC limits the total amount of contributions to all qualified defined contribution retirement plans to the lesser of 100% of annual taxable earnings or \$49,000.

Voluntary pretax catch-up contributions: Participants age 50 or older at any time during the Plan year can make additional pretax catch-up contributions to the Plan. This catch-up contribution is available only to the extent the participant has contributed the maximum amount of 401(k) contributions permitted under the Plan and the participant has not exceeded the annual catch-up contribution limit. For calendar year 2010, the maximum amount is \$5,500.

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Rollover Contributions Participants may elect to roll over money into the Plan from certain other qualified employer plans or qualified IRA. The Plan will not accept a rollover of after-tax contributions. Rollover contributions from other qualified plans for the year ended December 31, 2010 were \$433,648.

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

Investments Participants direct the investment of their contributions and account balances in 1% increments into the following various investment options offered by the Plan:

Money Market Fund

Short-Term Bond Fund

Diversified Bond Fund

Value Equity Fund

Growth Equity Fund

Small Cap Equity Fund

International Equity Fund

S&P 500 Index Fund

Stable Value Fund

AutoPDAP Funds, which are funds that are invested in a diversified portfolio of underlying stock and bond funds strategically mixed for investors based on their estimated retirement date.

Individual Brokerage Account (IBA) - Subject to a number of conditions and restrictions, this option allows participants to select from a wide range of investments, including United Continental Holdings, Inc. (UCHI) common stock, which are made available through the Charles Schwab and Co., Inc. individual brokerage account network.

Vesting Participants are vested immediately in their contributions and the Company's contributions, plus actual earnings thereon, and the balance of a participant's account is nonforfeitable at all times. Accordingly, there are no forfeitures under the Plan.

Notes Receivable from Participants Active employees receiving regular pay from the Company may borrow from their Plan accounts. A loan may not exceed \$50,000 minus active employees' highest outstanding loan balance over the last 12 months or one-half of their Plan account balance, whichever is less. The minimum that may be borrowed is \$1,000. Loans will be funded by a pro rata transfer from the assets of the

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account invested in the investment funds (excluding Individual Brokerage Account). The loan is secured by the participant's account balance, and is generally repaid through payroll deductions on an after-tax basis for the term of the loan, which is a maximum of 60 months. The term of the loan may be extended to a period up to 15 years if the loan is used to acquire a principal residence. Loans are subject to an annual interest rate at one percent above the prime rate listed in the Wall Street Journal on the business day preceding the effective date of the participant request (interest rates ranged from 4.25% to 10.5% at December 31, 2010). Participants may only have one loan outstanding at any time. An administrative fee of \$90 is charged to each participant taking a loan and is automatically deducted from the participant's account and added to the loan amount.

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

Participants who have separated from service (for reasons other than death) may elect payment in the form of a lump sum, periodic distributions, irregular partial distributions, or in the form of a fixed or variable annuity. All or a portion of the amount of the distribution may be excluded from income by a direct roll over into an Individual Retirement Account, qualified plan, an annuity contract or annuity plan under Section 403, and certain governmental plans under Section 457. However, distributions required under the minimum distribution rules, a hardship distribution from pretax contributions, or periodic payments in substantially equal amounts over the life, life expectancy or period of 10 years and more are not eligible for rollover distributions. Participants must begin to receive plan benefits not later than April 1st of the year following the year in which they reach age 70 1/2. At a minimum, they must draw benefits in annual installments at least equal to the minimum required by law.

Distributions of accounts due to the death of a participant may be taken by the participant's beneficiaries in any one, or any combination of forms, and in any proportions, as are made available to participant upon retirement or termination of employment. The participant's surviving spouse, if any, is automatically the beneficiary of at least half of the account. The surviving spouse may elect to defer distribution until the participant would have attained age 70 1/2 or may elect an earlier distribution. Any designated beneficiary who is not the participant's surviving spouse may elect a direct trustee-to-trustee transfer of eligible distributions.

In-service withdrawals for participants who are actively employed or are absent due to reasons of illness (other than grounded status), or approved leave of absence and maintain an employer-employee relationship with the Company are permitted as follows:

Discretionary withdrawals of after-tax contributions and earnings

Hardship withdrawals of pretax 401(k) contributions, subject to restrictions described in the Plan

After reaching age 59 1/2, rollover contributions (as adjusted for earnings and losses) may be withdrawn at any time. After rollover contributions are depleted, pretax contributions (but no earnings) can be withdrawn.

Generally, withdrawals are allocated pro rata to the balances of each of the investment funds in the participant's account.

2. SIGNIFICANT ACCOUNTING POLICIES

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

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

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New Accounting Pronouncements In September 2010, the Financial Accounting Standards Board (FASB) issued authoritative guidance that amends the classification, measurement and disclosure requirements for loans to participants by defined contribution pension plans. The revised guidance requires participant loans be classified as notes receivable from participants, which are segregated from plan investments and measured at their unpaid principal balance plus any accrued but unpaid interest. Additionally, fair value disclosures are no longer required for loans to participants. This guidance was effective for annual periods ending after December 15, 2010. The adoption of this guidance did not have a significant impact to the Plan.

In January 2010, the FASB released accounting guidance that requires new fair value measurement classification disclosures and clarifies existing disclosures. The guidance requires disclosures about transfers into and out of Levels 1 and 2 of the fair value hierarchy, and separate disclosures about purchases, sales, issuances and settlements relating to Level 3 measurements. It also clarifies the existing fair value disclosures regarding valuation techniques, inputs used in those valuation models and at what level of detail fair value disclosures should be provided. The guidance is effective for interim and annual reporting periods beginning after December 15, 2009, except for the disaggregation of the Level 3 activity, which is effective for interim and annual periods beginning after December 15, 2010. The Plan's disclosures for the 2010 period reflect the prospective adoption of this guidance, except for the guidance related to disaggregation of Level 3 activity, which will be adopted in 2011.

Investment Valuation and Income Recognition The Plan's investments are reported at fair value (See Note 8 Fair Value Measurements). The fair value of a financial instrument is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (the exit price).

The pending trade receivables (payables) are recorded net of related (payables) receivables and represent net amounts due from (to) investment managers arising from security trading activities settled subsequent to year-end.

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

Net Appreciation in Value of Investments Net appreciation in value of investments includes realized and unrealized gains and losses. Realized and unrealized gains and losses are calculated as the difference between fair value at January 1, or date of purchase if subsequent to January 1, and fair value at date of sale or the current year-end. The unrealized gain or loss on investments in the International Equity Fund represents the difference between fair value at January 1, or date of purchase, and the fair value at the date of sale or the current year-end plus, where applicable, the change in the exchange rate between the U.S. dollar and the foreign currency in which the assets are denominated from January 1, or the date of purchase, to the date of sale or the current year-end.

Administrative and Investment Management Expenses Management and audit fees, which are paid by the Plan, are paid to the trustee based upon investment fund balances. Brokerage and other investment fees are included as an addition to the net appreciation in fair value of investments. United performs certain administrative functions for the Plan without charge.

Benefit Payments Benefit payments to participants are recorded upon distribution. Amounts relating to participants who have elected to withdraw from the Plan but have not yet been paid were \$632,289 and \$713,556 at December 31, 2010 and 2009, respectively.

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The Plan's investments that represented 5% or more of the Plan's net assets available for benefits as of December 31, 2010 and 2009, are as follows (in millions):

	2010	2009
Frank Russell Short-Term Investment Fund (a)	N/A	\$ 449
Schwab Money Market Fund	\$ 195	\$ 185

(a) Not in excess of 5% at December 31, 2010

During the year ended December 31, 2010, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated (depreciated) in value as follows (in millions):

Cash and cash equivalents	\$ 2
Equity securities	292
Corporate and international bonds	17
Government securities and other fixed income instruments	16
Net gain on in-kind Schwab IBA benefit distributions	(10)
 Total	 \$ 317

Plan assets are invested by a group of investment managers. The investment managers buy or sell securities on behalf of the Plan, in accordance with the investment objectives and guidelines established for each of the investment funds.

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As of December 31, 2010, the investment managers were as follows:

Money Market Fund	- Russell Trust Company
Diversified Bond Fund	- Western Asset Management Company - Pacific Investment Management Company LLC - Russell Trust Company
International Equity Fund	- Arrowstreet Capital, LP - Marsico Capital Management, LLC - MFS Institutional Advisors, Inc. - AllianceBernstein, LP - Barrow, Hanley, Mewhinney & Strauss, LLC - Russell Trust Company
Value Equity Fund	- Dodge & Cox Incorporated - Jacobs Levy Equity Management, Inc. - MFS Institutional Advisors, Inc. - Deprince, Race & Zollo, Inc. - Snow Capital Management L.P. - JS Asset Management - Russell Trust Company
Growth Equity Fund	- BlackRock Financial Management - Cornerstone Capital Management, Inc. - Suffolk Capital Management, LLC - Sustainable Growth Advisers, LP - Russell Trust Company
Small Cap Equity Fund	- ClariVest Asset Management, LLC - Copper Rock Capital Partners, LLC - Delaware Investment Advisers - Jacobs Levy Equity Management, Inc. - Opus Capital Management - Signia Capital Management, LLC - Turner Investment Partners, Inc. - Russell Trust Company
S&P 500 Index Fund	- PanAgora Asset Management, Inc. - Russell Trust Company
Stable Value Fund	- Galliard Investment
Individual Brokerage Account Option	- Self-directed account with Charles Schwab

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4. DERIVATIVE FINANCIAL INSTRUMENTS

The Plan allows certain investment managers to reduce the funds' exposure to foreign currency fluctuations through the use of foreign currency forwards and options. The Plan authorizes certain investment managers to earn equity returns on the funds' cash position through equity index future contracts. Additionally, other investment managers use interest rate futures and money market futures to replicate government bond positions and manage interest rate exposure. Credit default swaps may be used by investment managers to effectively increase or decrease their exposure to individual corporate bond issues or baskets of corporate bond issues. They may also be used to effectively replicate corporate bond positions and manage overall credit risk. The Plan prohibits investment managers from being a party to any leveraged derivatives. All derivative positions are stated at fair value as determined by exchange quoted market prices or through other valuation techniques. The Plan's derivative positions as of December 31, 2010 and 2009 were not material.

5. EXEMPT PARTY-IN-INTEREST TRANSACTIONS

The Plan holds investments managed by Russell. Russell is the trustee as defined by the Plan, and, therefore, these transactions qualify as party-in-interest transactions. Total fees and commissions paid by the Plan to Russell for plan year 2010 totaled \$12,408,479.

The Plan invests in shares of UCHI common stock. UCHI is the parent company of United and, as such, investment activity related to UCHI common stock qualifies as exempt party-in-interest transactions.

6. PLAN TERMINATION

The Company expects to continue the Plan indefinitely, but reserves the right to terminate the Plan, in whole or in part, provided that Plan termination is effected by a written resolution adopted by a majority of the Board of Directors of the Company subject to the provisions set forth in ERISA and the currently effective collective bargaining agreement with ALPA. If the Plan is terminated, employer contributions would cease and all amounts credited to a participant's account at the time of termination shall be retained in the Plan and will be distributed in accordance with ERISA and the normal distribution rules of the Plan.

7. FEDERAL INCOME TAX STATUS

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

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8. FAIR VALUE MEASUREMENTS

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

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

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

Investments in Individual Brokerage Accounts and the UCHI Stock Fund are described below:

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

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

Valuation of investment contracts is described in Note 9.

The following tables present the Trust's investment assets and liabilities at fair value categorized in the different levels, as of December 31, 2010 and 2009. Assets are classified in their entirety based on the lowest level of input that is significant to the fair value measurement.

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<i>(in millions)</i>	<i>Investment Assets at Fair Value as of December 31, 2010</i>			
	Level 1	Level 2	Level 3	Total
Assets:				
Cash and cash equivalents - net of offsets	\$ 39	\$ 3	\$	\$ 42
Common Collective Trusts - Bond Funds		178 (a)		178
Common Collective Trusts - Equity Funds		306 (b)		306
Common Collective Trusts - Short Term Funds		393 (c)		393
Corporate and International Bonds		40		40
Equity Securities	1,600	25		1,625
Fixed Income - Asset-backed Securities		11	1	12