



NATIONAL MEDIATION BOARD
WASHINGTON, D.C. 20572

(202) 692-5000

January 19, 2011
NMB File No. CR-7002

VIA EMAIL & U.S. MAIL

Jeff A. Smisek
President & CEO
United Continental Holdings, Inc.
P.O. Box 66100
Chicago, IL 60660

Greg Davidowitch
UAL MEC President
6250 North River Road, Ste. 4020
Rosemont, IL 60018-4210

Edward J. Gilmartin
General Counsel
Deirdre E. Hamilton, Esq.
Association of Flight Attendants
501 Third Street, N.W.
Washington, DC 20001

Robert Roach, Jr.
General Vice President
International Assoc of Machinists
and Aerospace Workers
9000 Machinists Place
Upper Marlboro, MD 20772

Participants:

The National Mediation Board (Board or NMB) received an application filed on behalf of the Association of Flight Attendants-CWA, AFL-CIO (Organization), for the services of the Board under the provisions of Section 2, Ninth, of the Railway Labor Act. A copy of the application and any cover letter or position statement is enclosed. The applicant alleges a representation dispute involving the following employees of United Air Lines, Inc. and Continental Airlines, Inc. (Carrier):

“FLIGHT ATTENDANTS”

This application has been assigned **NMB File No. CR-7002** in order to conduct a pre-docketing investigation and will be referred to by that number. Investigator Maria-Kate Dowling is assigned to investigate this case. All further contacts in this matter should be made only with the General Counsel or the Investigator. These individuals are the only Board employees authorized to make any official statements on behalf of the NMB in this case.

Within five (5) working days of the date of this letter, the representatives of the participants, with the exception of the applicant, must file the enclosed **Notice of Appearance** for **up to three** representatives. The representative who will be the primary contact for the Board must be included on the Notice of Appearance. This will facilitate communications with Board personnel and ensure receipt of all pertinent documents and other information. Upon receipt of this letter, the Carrier must **post the enclosed “Notice to Employees”** at all stations.

On October 1, 2010, United Air Lines, Inc. notified the Board that on October 1, 2010 it "implemented an Agreement and Plan of Merger date May 2, 2010, resulting in the merger of United Air Lines, Inc. and Continental." A copy of that letter is also attached. Therefore, in order for the Board to determine the appropriate system for representation purposes, the Carriers must provide responses to the questions set forth below along with affidavits and other documentary evidence, for this application. The following information should be provided by **10 a.m., ET, February 2, 2011.**

1. Our records indicate that the crafts or classes are represented by AFA at United and International Association of Machinists and Aerospace Workers (IAM) at Continental. At United Air Lines, the Flight Attendants are certified under NMB Case No. R-3459. At Continental Airlines, the Flight Attendants are certified under NMB Case No. R-5352. Any participant that has other information regarding the employees' representation status must promptly notify the Board.
2. The total number of employees covered by this application.
3. The Carriers' position on whether United Air Lines, Inc. and Continental Airlines, Inc. comprise a single transportation system for the craft or classes of Flight Attendants.
4. How and when will management be integrated?
5. How will labor relations and personnel functions be administered?
6. How will the new entity created from United Air Lines, Inc. and Continental Airlines, Inc. be held out to the public and marketed?
7. Will routes and schedules be combined? If so, how?
8. Will uniforms, if any, be standardized?
9. Will aircraft and other equipment have conformed markings? If so, when?
10. Will there be a change in corporate insignia and logos to make them uniform? If so, when?
11. Identify any existing or anticipated labor protection agreements arising out of this transaction?
12. The Carriers should provide any documentation which will assist the

Board in its investigation of the merger.

The Organization's response to the Carriers' initial position statement should be provided by **10 a.m. ET, February 9, 2011.**

All representation-related documents pertaining to this matter should be filed electronically with OLA except for the following items which are still required in hard copy: 1) authorization cards; 2) signature samples; and 3) employee address labels, which are still required on 1" X 2-5/8" peel-off labels as per the wire.

All electronic submissions should be sent to **OLA-efile@nmb.gov** and must reference the assigned representation case number, NMB File No. CR-7002, in the subject line of the email so that the document is properly filed. **Please do not make submissions to the General Counsel's or assigned Investigator's personal email address.**

Copies of all submissions to the Board, with the exception of the signature samples and privileged documents, must be **served simultaneously** on all other participants. A **certificate of service** must be provided to the Board to verify the simultaneous service. The Board will not consider submissions which fail to comply with these requirements.

Sincerely,



Mary L. Johnson
General Counsel

- Enclosures -

MLJ/tyk

NOTICE OF APPEARANCE
(Please Print or Type all Information Below)

The Participant hereby enters the following names, addresses, phone and fax numbers, and e-mail addresses for the individual(s) designated as the representative(s).

(Participant Name)

(1) _____ Phone No. _____
(Name & Title)

(Address) FAX No. _____

(City, State, Zip Code) (e-mail address)

(Alternate Phone/Cell Number)

(2) _____ Phone No. _____
(Name & Title)

(Address) FAX No. _____

(City, State, Zip Code) (e-mail address)

(Alternate Phone/Cell Number)

(3) _____ Phone No. _____
(Name & Title)

(Address) FAX No. _____

(City, State, Zip Code) (e-mail address)

(Alternate Phone/Cell Number)

PLEASE EMAIL THIS FORM TO: OLA-efile@nmb.gov



JAN18'11 PM 4:26 NMB

Application for Investigation of Representation Dispute

Date: January 18, 2011

TO THE NATIONAL MEDIATION BOARD, Washington, D. C. 20005: A dispute has arisen among the employees of:

Name of Carrier:	United Continental Holdings, Inc.	Address:	P.O. Box 66100
Contact:	Jeff A. Smisek	City, State, Zip Code:	Chicago, Illinois 60660
Telephone Number:	847-700-4000	Fax Number:	

as to who is the representative of these employees designated and authorized in accordance with the requirements of the Railway Labor Act. The undersigned, one of the parties to the dispute, hereby requests the National Mediation Board to investigate this dispute, and to certify the name or names of the individuals or organizations authorized to represent the employees involved in accordance with Section 2, Ninth, of the Act.

PARTIES TO DISPUTE

Petitioning organization or representative:	Association of Flight Attendants-CWA, AFL-CIO		
Organization holding existing agreement, if any:	Association of Flight Attendants-CWA, AFL-CIO	Date:	1945
Other organization or representatives involved in dispute:	International Association of Machinists and Aerospace Workers		

CRAFT OR CLASS of Employees Involved – (If more than one craft or class, list separately)

	Craft or Class	Number of Employees
1.	Flight Attendants	25,000
2.		
3.		
4.		
5.		
6.		

EVIDENCE OF REPRESENTATION – this application is supported by (check applicable box):

<input checked="" type="checkbox"/>	At least a majority, if the employees are represented and there is a valid collective bargaining agreement.
<input type="checkbox"/>	At least 35%, if the employees are unrepresented.

Name and Signature:	Veda Shook <i>Veda Shook</i>	+
Title:	International President	
Address:	501 Third Street, N.W.	Telephone: 202-434-0574
City, State, Zip Code:	Washington, DC 20001-2797	Fax: 202-434-1319

Instructions: Continue to page 2.



JAN18'11 PM 4:26 NMB

Application for Investigation of Representation Dispute

APPLICANT NOTICE OF APPEARANCE

The Association of Flight Attendants-CWA, AFL-CIO hereby enters the following names, addresses, (Applicant Organization)
 phone numbers, fax numbers, and email addresses for the individual(s) designated as the representative(s)
 of Association of Flight Attendants-CWA, AFL-CIO in connection with the Application for Investigation (Applicant Organization)
 of Representation Dispute:

Name & Title:	Edward J. Gilmartin, General Counsel	Telephone:	202-434-0577
Address:	501 Third Street, N.W.	Fax:	202-434-0690
City, State, Zip Code	Washington, DC 20001	Email:	egilmartin@afanet.org
		Alternate Telephone:	202-253-9712

Name & Title:	Deirdre E. Hamilton, Staff Attorney	Telephone:	202-434-1128
Address:	501 Third Street, N.W.	Fax:	202-434-0690
City, State, Zip Code	Washington, DC 20001	Email:	dhamilton@afanet.org
		Alternate Telephone:	202-253-7612

Name & Title:	Greg Davidowitch, UAL MEC President	Telephone:	847-292-7170, ext. 519
Address:	6250 North River Road, Suite 4020	Fax:	847-292-7180
City, State, Zip Code	Rosemont, IL 60018-4210	Email:	mecpresident@unitedafa.org
		Alternate Telephone:	718-753-9364

Filing Instructions: File this application in duplicate.

Additional Sheets: Use and attach additional sheets as needed.

According to the Paperwork Reduction Act of 1995, no persons are required to respond to a collection of information unless it displays a valid OMB control Number. The valid OMB control number for this information collection is 3140-0001. The time required to complete this information collection is estimated to average 15 minutes per response, including the time to review instructions, search existing data resources, gather the data needed, and complete and review the information collection.



ASSOCIATION OF FLIGHT ATTENDANTS-CWA, AFL-CIO
501 Third Street, NW, Washington, DC 20001-2797

PHONE 202•434•1300 MAIN FAX 202•434•1319 LEGAL FAX 202•434•0690

January 18, 2011

HAND-DELIVERED

JAN18'11 PM 4:25 NMB

Ms. Mary Johnson
General Counsel
National Mediation Board
1301 K Street, N.W.
Suite 250 East
Washington, D.C. 20005

**Re: United Air Lines/Continental Airlines - Single Transportation System
(Flight Attendants)**

Dear Ms. Johnson:

The Association of Flight Attendants - CWA ("AFA" or "the Union"), the certified bargaining representative for the approximately 16,000 United Airline flight attendants, submits the enclosed Application for Investigation of a Representation Dispute, asking the National Mediation Board to find that the merger of United and Continental Airlines has resulted in a single transportation system for purposes of representation for the flight attendant craft or class.

As set forth in the October 1, 2010, letter to the NMB from P. Douglas McKeen, Senior Vice President-Labor Relations United Air Lines, Inc., and Continental Airlines, Inc., the two companies have made substantial progress in integrating the carriers' respective operations. Since that time, the integration process has continued and has resulted in an even greater consolidation of the airlines' respective operations.

It is AFA's belief that based upon the standards governing the establishment of a single transportation system as outlined in the Board Representation Manual Section 19.501, and *Trans World Airlines/Ozark Airlines*, 14 NMB 218, 236 (1987), United and Continental are now a single transportation system for purposes of representation for the flight attendant craft or class.

AFA anticipates that United will fully support the Union's application. Thank you for your consideration and please contact me if you need additional information.

Sincerely,

Edward J. Gilmartin
AFA General Counsel

EJG/KTL

Enclosure



P. Douglas McKeen
Senior Vice President
Labor Relations

October 1, 2010

Filed Electronically at OLA-efile@nmb.gov

The Honorable Harry Hoglander, Chairman
The Honorable Linda Puchala, Member
The Honorable Elizabeth Dougherty, Member
National Mediation Board
1301 K Street, NW
Washington, DC 20572-0001

Re: Notice of Merger Between United Air Lines, Inc., and
Continental Airlines, Inc.

Dear Chairman Hoglander and Members Puchala and Dougherty:

This letter constitutes notice pursuant to the National Mediation Board's Merger Procedures and NMB Representation Manual § 19.3 that on October 1, 2010, UAL Corporation and Continental Airlines, Inc. ("Continental") implemented an Agreement and Plan of Merger dated May 2, 2010, resulting in the merger of United Air Lines, Inc. ("United") and Continental into a "single transportation system" within the meaning of NMB Representation Manual § 19.6 and relevant Board determinations.

The purpose of the NMB Merger Procedures is to allow the Board to determine whether a merger of two carriers has resulted in a "single transportation system" for purposes of collective bargaining under the Railway Labor Act, 45 U.S.C. § 151 *et seq.* (the "RLA"). In evaluating this issue, the Board examines a number of "indicia of a single transportation system" set forth in NMB Representation Manual § 19.501 and the NMB's prior single carrier determinations.

While the Board does not formally implement an investigation into whether a merger has resulted in a single transportation system until one of the incumbent unions or some other employee group files an application invoking the Board's services, we believe that grounds now exist upon which such applications could be filed. Accordingly, we have set forth below a description of actions already taken, or which will be taken in the near future, that have created a single transportation system under the RLA.

Common Ownership

As a result of implementing the Agreement and Plan of Merger, United and Continental are now wholly-owned subsidiaries of United Continental Holdings, Inc. (NYSE: UAL). All of the outstanding stock of UAL Corporation and Continental has been converted into stock in United Continental Holdings.

Common Board of Directors

United Continental Holdings has a single Board of Directors elected by its shareholders – that is, the combined group of former UAL and Continental shareholders. Glenn Tilton, former Chief Executive Officer of UAL and United, is now non-executive chairman of the board of United Continental Holdings. Jeffery A. Smisek, former Chief Executive Officer of Continental, is now the President and Chief Executive Officer of United Continental Holdings, United and Continental.

Financial Integration of Carriers

United Continental Holdings, the publicly held parent corporation, will report its financial results on a consolidated basis, and the carriers are in the process of aligning financial and accounting systems to facilitate this process.

Common Management and Corporate Officers

The relevant Boards of Directors have already approved the appointment of approximately 60 officers who are responsible for the combined management of both carriers effective today.

This common management group includes all executive vice presidents, all senior vice presidents and virtually all vice presidents. The executive offices of the two carriers have been combined, and all senior executives have relocated (or are in the process of relocating) to the United offices in Chicago, Illinois. The carriers will implement a selection process for other management positions this month and anticipate that there will be a nearly complete team of common managing directors and directors in place by the end of 2010.

Centralized Labor Relations

As part of the foregoing appointments, there is a single management group responsible for labor relations at both carriers. My position as Senior Vice President – Labor Relations for United has been expanded so that I now serve in that position for both carriers. Michael Bonds, formerly the chief labor and human resources officer for Continental, is now Executive Vice President – Human Resources and Labor Relations for both carriers. Daniel Casey, former vice president of labor relations for Continental, is now Vice President of Labor Relations for both carriers.

In July 2010, the carriers jointly entered into a Transition and Process Agreement with the Air Line Pilots Association, International (“ALPA”) and combined bargaining teams began full-time, off-site negotiations for a joint collective bargaining agreement governing pilots of both carriers in August 2010. Pending closing of the merger, other unions elected to continue in ongoing Section 6 negotiations at both carriers, but the carriers are ready and willing to begin joint negotiations on a combined basis as soon as possible.

Common Personnel Policies and Practices

The Human Resources functions of the two carriers have already been combined under the leadership of Michael Bonds, Executive Vice President – Human Resources and Labor Relations, R. Douglas Rose, Vice President – Human Resources and Donna Towle, Vice President – Employee Relations, and the carriers have implemented or announced a number of combined personnel policies and practices.

- Effective immediately, the two carriers have implemented a number of common personnel policies, called Working Together Guidelines which include: Working Together Expectations, a set of employee personnel guidelines that will replace United's Articles of Conduct and Rules of Conduct and Continental's Working Together Guidelines; a common EEO policy; and a common "business casual" dress code for non-uniformed employees.
- Effective immediately, the carriers have implemented Flying Together, a common "landing page" for the existing "intranet" systems used by United and Continental for communication with and among employees. A single intranet system will be completely integrated as soon as technologically feasible.
- Effective immediately, the carriers will implement United Daily, a daily newsletter that will replace United's NewsReal and Continental's Daily News and will serve the 80,000 employees of the combined company. The carriers will also publish United World, a newspaper-style communication distributed to the combined employee group on a monthly basis, and United Connections, a magazine-style publication that will be distributed quarterly.
- Effective January 1, 2011, the carriers will implement combined attendance programs, on-time incentive programs, profit sharing and employee recognition programs.
- The carriers have already implemented changes to their respective employee travel policies to provide a number of reciprocal benefits and will adopt a single pass travel policy for all employees of both carriers in 2011.
- The combined Human Resources function is in the process of harmonizing the two carriers' other personnel policies and procedures and will implement additional common policies as they are developed.

Common Marketing, Markings or Insignia

Until issuance of a single designator code and operating certificate, the carriers must conduct flight operations separately under the United and Continental names. The carriers nonetheless have taken or plan to take a number of steps reflecting that the two carriers, although operating separately, are part of a single transportation system.

These steps began when the merger agreement was announced in May 2010. At that time, the carriers agreed to adopt a combined marketing identity consisting of the United name and the Continental Airlines corporate logo, and the carriers published a number of advertisements in national media announcing the merger agreement with the slogan "United and Continental. One Airline. Your network just got better."

Beginning today, the home pages of the websites maintained the two carriers, www.United.com and www.Continental.com, will include an announcement of the merger under the heading "You're going to like where we land" with an illustration of the combined route map, as well as extensive information regarding the merger in the format of "Frequently Asked Questions," or FAQs. The two carriers will also send today an e-mail announcing the merger to all members of the carriers' frequent flier programs, the United MileagePlus and Continental OnePass programs, under the signature of new CEO Jeffrey Smisek.

During the month of October, the carriers will implement additional actions reflecting that the carriers, although operating separately, constitute a single transportation system.

- The carriers' airport lounges, the Red Carpet Club and the Presidents' Club, are already available to members of either club pursuant to an alliance agreement. Effective immediately, however, the Red Carpet Clubs will adopt the Presidents' Club policy of offering free wireless Internet access and complimentary alcoholic beverages.
- Later this month, the carriers will begin to provide full frequent flier benefits for flights on either carrier so that flights on either carrier will count toward elite status under the programs. The carriers will completely merge the United MileagePlus and Continental OnePass programs into a single program by the end of 2011.
- Later this month, the carriers will also begin providing elite members of either program with reciprocal access to complimentary upgrades and preferred economy seating on both United and Continental flights.
- The carriers will begin to publish information about the merger and the other carrier's operations in the next issue of their inflight magazines and will publish a single inflight magazine for both carriers beginning in February 2011.

Finally, the combined fleet of aircraft is currently being repainted in the new livery during regularly scheduled maintenance checks, with the first aircraft – a Continental 737 that will make an inaugural flight from Chicago to Houston – already completed. Until issuance of a single code and operating certificate, the newly repainted Continental will carry the statement “Operated by Continental Airlines.”

Combined Schedules or Routes

The carriers already have extensive code share arrangements between them as a result of their two year alliance. The carriers will begin to expand this code share arrangement to additional flights, ultimately allowing purchase of tickets on a “code share” basis for a majority of the combined schedule through either carrier's web site.

Integrated Operations

The carriers have already submitted a transition plan to the Federal Aviation Administration (“FAA”) for moving from a single operating certificate and expect approval of that plan within days. They anticipate that it will take 12-15 months to complete work necessary for combining flight operations, and that the FAA will issue a single operating certificate in late 2011 or early 2012.

Insofar as possible, the carriers will integrate a number of passenger functions before issuance of a single operating certificate. On “Customer Day One,” planned for sometime in Spring 2011, the carriers will integrate reservations, websites, marketing, customer care, frequent flier and other customer service systems, including customer check-in systems and kiosks, allowing employees of either carrier to handle key passenger processes such as sales, ticketing, airport check-in, upgrades and fee and fare collection. The exact date will be dependent on completion of technological and training tasks necessary to implement Customer Day One.

Even prior to Customer Day One, however, the carriers will implement procedures reflecting that they are a single transportation system.

- As noted above, the carriers will begin this month to allow members of either carrier's frequent flier program to earn elite status credits for flight on either carrier, and for existing elite status

members of either program to obtain upgrades and preferred economy seating in flights on either carrier.

- The carriers will immediately align and update customer service announcements for passenger service representatives of both carriers in light of the merger.
- Flight attendants of both carriers will immediately begin inflight announcement of gate assignments for connecting flights operated by both carriers.
- Management in charge of the various operational functions will begin immediately to align operating systems and procedures, with common policies being implemented gradually as they are developed over the next year.

Standardized Uniforms

The carriers have been in the process of adopting designs and selecting manufacturers for common uniforms for several months and will begin “wear testing” the new uniforms this month. The carriers anticipate that all employee groups will have newly-designed, common uniforms during 2011. In the meantime, employees of Continental who wear uniform pins will be issued pins that reflect the United name and Continental logo.

Combined Workforce

Complete operational integration of all functions, including flight operations, under the United name will occur after the FAA issues a single operating certificate. Prior to complete operational integration, the carriers will also need to ensure that employees within each craft or class are combined into an integrated seniority list and, in some cases, the carriers must negotiate joint collective bargaining agreements covering the combined employee groups. The carriers currently anticipate that complete operational integration will occur within 12-15 months.

Under the Board’s existing precedents, the NMB has held that a merger of two carriers results in a “single transportation system” where “there is substantial integration of operations, financial control, and labor and personnel functions.” *Delta/Northwest*, 36 N.M.B. 36, 51 (2009). “The Board’s criteria for substantial integration of operations do not require total integration of operations.” *Delta/Northwest*, 36 N.M.B. 36, 52 (2009). Indeed, such a requirement would be impossible to meet because in many cases the carriers cannot negotiate the combined collective bargaining agreements necessary to a complete operational merger prior to certification of a single, post-merger representative pursuant to the Board’s Merger Procedures, and the Board does not begin the process of identifying the post-merger representative until after it has determined that a single transportation system exists. Accordingly, in both *Delta/Northwest* and *US Airways/America West*, 33 N.M.B. 49 (2006), the NMB concluded that a single carrier existed where “the merger has been approved and consummated, the Carriers are operating under a single board of directors and a single management structure, and substantial steps have been taken toward integrating operations.” *Delta/Northwest*, 36 N.M.B. at 52. Those criteria have already been satisfied here.

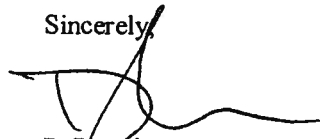
Status of Continental Micronesia, Inc.

Although the purpose of this filing is to inform the Board of the merger between United and Continental, I wanted to make the Board aware that at such time as one or more unions invokes the Board’s Merger Procedures, the Board will also need to determine whether Continental Micronesia, Inc. (“CMI”)

constitutes part of a single carrier with United and Continental. CMI is a subsidiary of Continental that operates B-737 and B-767 aircraft to more than 20 destinations in Asia from a hub in the U.S. territory of Guam. CMI's pilots are covered by the existing Continental-ALPA Agreement and assignments to CMI flights are governed by the regular bidding system. CMI's flight attendants, mechanics and related employees and fleet and passenger service employees, however, are governed by agreements that apply only to CMI. The Board in a number of cases has treated CMI as a separate carrier but has never explicitly considered whether CMI should be considered as a single carrier with Continental. However, under the indicia of single carrier status discussed above – common ownership, common management, centralized control of labor relations, common schedules and common marketing and markings – we believe that CMI should be considered as part of a single transportation system with United and Continental. We will address these issues in more detail at the appropriate time but wanted to make the Board and union parties aware in advance of our views on this issue.

In accordance with the Board's procedures, we will file a full position statement that updates and elaborates on the foregoing following filing of a single carrier petition. In the meantime, however, please let me know if there is any further information that we can provide or if you have any questions.

Sincerely,

A handwritten signature in black ink, appearing to read 'P. Douglas McKeen', written over the word 'Sincerely,'.

P. Douglas McKeen
Senior Vice President -- Labor Relations
United Air Lines, Inc., and Continental Airlines,
Inc.

cc: Daniel Rainey, Chief of Staff
Mary Johnson, General Counsel
Larry Gibbons, Director, Office of Mediation Services

CERTIFICATE OF SERVICE

I hereby certify that a copy of this letter, constituting notice to the NMB that United Air Lines, Inc. and Continental Airlines, Inc. intend to merge into a single carrier, was served by electronic mail this 1st day of October, 2010, on the following individuals and organizations:

John Prater

President

Air Line Pilots Association, Int'l,
1625 Massachusetts Ave NW,
Washington, DC 20036
john.prater@alpa.org

Captain Wendy Morse

Chairperson

United Air Lines Master Executive Council
Air Line Pilots Association, International
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Rosemont, IL 60018
wendy.morse@alpa.org

Captain Jay Pierce

CAL MEC Chairman

Air Line Pilots Association
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Patricia A. Friend

International President

Association of Flight Attendants – CWA

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Mr. Greg Davidowitch, President

United Master Executive Council

Association of Flight Attendants – CWA

6250 N. River Road, Suite 4020
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Captain David Bourne

Director, Airline Division

International Brotherhood of Teamsters

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James C. Little

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jlittle@twu.org

James Fudge

President, Local 541

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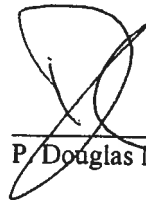
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Mr. Craig Symons, President
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P. Douglas McKeen