

CONTINENTAL AIRLINES INC /DE/  
Form 425  
May 03, 2010

Filed by Continental Airlines, Inc.  
Pursuant to Rule 425 under the Securities Act of 1933  
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under the Securities Exchange Act of 1934  
Subject Company: Continental Airlines, Inc.  
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The following email from Mark Bergsrud, Continental's Senior Vice President Marketing Programs and Distribution, was distributed to members of Continental's OnePass frequent flier program on May 3, 2010:

Monday, May  
3, 2010

**[continental.com](#) | [Deals & Offers](#) | [Reservations](#) | [Earn OnePass® Miles](#) | [My Account](#)**

Dear [Name:],

We are proud to share some exciting news with you.

This morning, Continental announced that we have signed a definitive merger agreement with United Airlines. We plan to create a world-class airline with tremendous and enduring strengths.

Combined, Continental and United will offer the industry's leading loyalty program, providing vast opportunities for members to earn and redeem miles with us and on our Star Alliance partners. Should you achieve Elite status, you will enjoy even more benefits such as upgrades and priority airport services. We will continue to provide you with the excellent and consistent service you value and have come to expect from us, across a much broader network with an unparalleled global reach.

Since our transition to Star Alliance last year, we've worked closely with United and are confident this combination will build upon the partnership we already have in place.

While this announcement doesn't immediately affect your OnePass account or the travel plans you have with Continental, we know you may have questions about the proposed merger. We'll keep you informed throughout the planned integration process and also encourage you to visit [unitedcontinentalmerger.com](#), our dedicated joint merger website, for detailed information as well as ongoing updates.

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On behalf of Jeff Smisek and the entire Continental team, thank you for being a loyal OnePass member. We look forward to welcoming you aboard your next flight.

Sincerely,

Mark Bergsrud

Senior Vice President

Marketing Programs and Distribution

**Important Information For Investors And Stockholders**

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. The proposed merger of equals transaction between UAL Corporation ( UAL ) and Continental Airlines, Inc. ( Continental ) will be submitted to the respective stockholders of UAL and Continental for their consideration. UAL will file with the Securities and Exchange Commission ( SEC ) a registration statement on Form S-4 that will include a joint proxy statement of Continental and UAL that also constitutes a prospectus of UAL. UAL and Continental also plan to file other documents with the SEC regarding the proposed transaction.

INVESTORS AND SECURITY HOLDERS OF CONTINENTAL ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS AND OTHER RELEVANT DOCUMENTS THAT WILL BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION. Investors and stockholders will be able to obtain free copies of the joint proxy statement/prospectus and other documents containing important information about UAL and Continental, once such documents are filed with the SEC, through the website maintained by the SEC at <http://www.sec.gov>. Copies of the documents filed with the SEC by UAL will be available free of charge on UAL s website at [www.united.com](http://www.united.com) under the tab Investor Relations or by contacting UAL s Investor Relations Department at (312) 997-8610. Copies of the documents filed with the SEC by Continental will be available free of charge on Continental s website at [www.continental.com](http://www.continental.com) under the tab About Continental and then under the tab Investor Relations or by contacting Continental s Investor Relations Department at (713) 324-5152.

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UAL, Continental and certain of their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of Continental in connection with the proposed transaction.

Information about the directors and executive officers of Continental is set forth in its proxy statement for its 2010 annual meeting of stockholders, which was filed with the SEC on April 23, 2010. Information about the directors and executive officers of UAL is set forth in its proxy statement for its 2010 annual meeting of stockholders, which was filed with the SEC on April 30, 2010. These documents can be obtained free of charge from the sources indicated above. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the joint proxy statement/prospectus and other relevant materials to be filed with the SEC when they become available.

**Cautionary Statement Regarding Forward-Looking Statements**

This communication contains forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 that are not limited to historical facts, but reflect Continental's and UAL's current beliefs, expectations or intentions regarding future events. Words such as may, will, could, should, expect, plan, project, intend, anticipate, believe, estimate, predict, potential, pursue, target, and other expressions are intended to identify such forward-looking statements. These forward-looking statements include, without limitation, Continental's and UAL's expectations with respect to the synergies, costs and other anticipated financial impacts of the proposed transaction; future financial and operating results of the combined company; the combined company's plans, objectives, expectations and intentions with respect to future operations and services; approval of the proposed transaction by stockholders and by governmental regulatory authorities; the satisfaction of the closing conditions to the proposed transaction; the timing of the completion of the proposed transaction; and other factors that are set forth in the Risk Factors section, the Legal Proceedings section, the Management's Discussion and Analysis of Financial Condition and Results of Operations section and other sections of UAL's and Continental's Annual Reports on Form 10-K, subsequent Quarterly Reports on Form 10-Q, recent Current Reports on Form 8-K, and other SEC filings. All subsequent written and oral forward-looking statements concerning Continental, UAL, the proposed transaction or other matters and attributable to Continental or UAL or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements above. Neither Continental nor UAL undertakes any obligation to publicly update any of these forward-looking statements to reflect events or circumstances that may arise after the date hereof.