

UAL CORPORATION
Nominating/Governance Committee Charter

Purpose

The purpose of the Nominating/Governance Committee of the Board of Directors is to (i) identify and recommend for nomination individuals qualified to be Board members, other than directors appointed by holders of preferred stock of the Company, (ii) develop, recommend and periodically review Corporate Governance Guidelines for the Company and oversee corporate governance matters, (iii) evaluate the performance of the Chief Executive Officer of the Company and coordinate CEO searches, (iv) coordinate an annual evaluation of the Board and, (v) make recommendations with respect to director compensation.

Membership

Members of the Committee shall be appointed by the Board and shall serve at the pleasure of the Board and for such term as the Board shall determine.

Authority and Responsibilities

The Committee shall have the following responsibilities:

Board Nominees

1. The Committee shall determine the procedures for selecting Board members (other than directors appointed by holders of preferred stock of the Company) and shall seek and recommend qualified individuals for nomination for election or re-election to the Board by the stockholders or for appointment by the Board to fill a vacancy.

Corporate Governance Matters

2. The Committee shall develop and recommend to the Board Corporate Governance Guidelines for the Company (which shall contain criteria and objectives for selecting Board members) and shall periodically review the Corporate Governance Guidelines.
3. The Committee shall make recommendations to the Board regarding committee responsibilities and membership, including the chair of each committee.
4. The Committee shall develop and oversee the Company's orientation and continuing education processes for members of the Board.

Chief Executive Officer Performance Evaluation, Succession

5. The Committee annually shall evaluate the performance of the Chief Executive Officer of the Company, including evaluating his performance in light of the goals and objectives relevant to his compensation, and shall discuss that evaluation with the full Board of Directors. The Committee shall at least annually review the corporate goals and objectives set by the Board and establish the goals and objectives for the CEO.
6. The Committee shall coordinate the search for individuals qualified to succeed the Chief Executive Officer of the Company and shall make recommendations to the Board.

Board and Committee Performance Evaluation

7. The Committee shall develop, recommend and oversee the Board's annual self-evaluation.
8. At least annually, the Committee shall review its own performance and reassess the adequacy of its Charter, in accordance with listing standards of the Nasdaq Stock Market and/or any other applicable rules or regulations, as in effect from time to time, and applicable law.

Director Compensation; Director Insurance

9. The Committee shall periodically review and make recommendations to the Board regarding (i) the form and amount of director compensation and (ii) directors' indemnification and insurance matters.
10. The Committee shall administer the compensation plans for directors of the Company.

Retention of Consultants and Advisors; Investigations

11. The Committee shall have sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other terms of engagement.
12. The Committee shall have the authority, without Board approval, to obtain, at the expense of the Company, advice and assistance from internal or external legal, accounting or other advisors as it deems advisable.
13. In discharging its duties, the Committee shall have the authority to conduct or authorize investigations into any matters within the Committee's scope of responsibilities.

Structure and Operations

The Committee may form and delegate authority to subcommittees.

The Committee shall maintain minutes or other records of its meetings and shall give regular reports to the Board on these meetings.