

**MODIFICATION NO. 2 TO  
2011 LEASE AND USE AGREEMENT L10-0275  
SAN FRANCISCO INTERNATIONAL AIRPORT  
UNITED AIRLINES, INC.,  
FOMERLY KNOWN AS CONTINENTAL AIRLINES, INC.**

THIS MODIFICATION OF AGREEMENT (this "**Modification**"), dated as of January 29, 2014, is entered into by and between the City and County of San Francisco, acting by and through its Airport Commission ("**City**"), and United Airlines, Inc., ("**Airline**"), formerly known as Continental Airlines, Inc.

**Recitals**

A. The City and County of San Francisco owns San Francisco International Airport (the "**Airport**") located in the County of San Mateo, State of California, which Airport is operated by and through the Airport Commission, the chief executive officer of which is the Airport Director.

B. Pursuant to Airport Commission Resolution No. 10-0275 and Board of Supervisors' Resolution No. 505-10 on November 5, 2010, Airline became a signatory to the 2011 Lease and Use Agreement under lease number L10-0275 whereby, effective July 1, 2011, Airline commenced a ten year lease agreement with the City for landing rights and the rental of certain Exclusive Use Space located in Terminal 1 at the Airport (the "**Agreement**").

C. On May 2, 2010, UAL Corporation, Continental Airlines, Inc., JT Merger Sub Inc., a wholly owned subsidiary of UAL Corporation, entered into an agreement and plan of merger. On October 1, 2010, JT Merger Sub Inc. merged with and into Continental Airlines, Inc., with Continental Airlines, Inc. surviving as a wholly- owned subsidiary of UAL Corporation ("**Merger**"). Upon closing the Merger, UAL Corporation became the parent of both United Air Lines, Inc. and Continental Airlines, Inc. and UAL Corporation's name was changed to United Continental Holdings, Inc.

D. On May 9, 2011, in anticipation of the merger between United Air Lines, Inc. and Continental Airlines, Inc., and as part of the merger between Continental Airlines, Inc. and UAL, Airline relocated its passenger operations from Terminal 1 to Terminal 3 to further its integration with United. City subsequently approved Modification No. 1 to the Agreement to eliminate all Exclusive Use Space, comprised of 37,052 square feet of terminal space, from the Agreement pursuant to Airport Commission Resolution No. 11-0091 and Board of Supervisors' Resolution No. 311-11, dated April 5, 2011 and August 1, 2011 respectively.

E. On November 29, 2011, the Federal Aviation Administration issued a single operating certificate to Continental Airlines, Inc. and United Air Lines, Inc.

F. On March 31, 2013, as part of the ongoing merger and integration process, United Air Lines, Inc. merged with and into Continental Airlines, Inc., with Continental Airlines, Inc. as the surviving corporation. Immediately after the merger, Continental Airlines, Inc. was renamed United Airlines, Inc. Since March 31, 2013, the Agreement has been dormant.

G. Airline and City now desire to modify the terms of the Agreement to provide for early termination of the Agreement, in its entirety, as a procedural matter.

NOW THEREFORE, in consideration of the foregoing and of the mutual covenants set forth herein, and other good and valuable consideration, receipt of which is hereby acknowledged, the parties do mutually agree as follows:

**1. Effective Date; Defined Terms.**

(a) The effective date (the "**Effective Date**") of this Modification shall be the first day of the month following full City approval and conditioned upon the following: (1) the Airport Commission and Board of Supervisors shall have approved this Modification; and (2) both parties have executed this Modification.

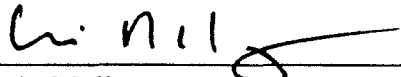
(b) Capitalized terms not defined herein shall have the meanings given them in the Agreement.

**2. Early Termination.** From and after the Effective Date, the Agreement shall be terminated in its entirety.

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IN WITNESS WHEREOF, the parties hereto have executed this Agreement in duplicate by their duly authorized officers the day and year first hereinabove written.

AIRLINE: United Airlines, Inc.  
formerly Continental Airlines, Inc.

By:   
Name: Gavin Molloy  
Title: Managing Director, Airport Affairs  
Corporate Real Estate

CITY: CITY AND COUNTY OF SAN FRANCISCO,  
a municipal corporation,  
acting by and through its Airport Commission

\_\_\_\_\_  
John L. Martin  
Airport Director

AUTHORIZED BY AIRPORT  
COMMISSION

Resolution No. 14-0018

Adopted: January 29, 2014

Attest: \_\_\_\_\_

Secretary  
Airport Commission

APPROVED AS TO FORM:  
DENNIS J. HERRERA, City Attorney

By \_\_\_\_\_  
Deputy City Attorney