

CONTINENTAL AIRLINES INC /DE/
Form 10-K/A
June 20, 2006

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K/A

(Amendment No. 2)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2005

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934
FOR THE TRANSITION PERIOD FROM _____ TO _____

Commission File Number 1-10323

CONTINENTAL AIRLINES, INC.

(Exact name of registrant as specified in its charter)

Delaware

74-2099724

(State or other jurisdiction of incorporation or
organization)

(I.R.S. Employer Identification No.)

1600 Smith Street, Dept. HQSEO, Houston,
Texas

77002

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(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: 713-324-2950

Securities registered pursuant to Section 12(b) of the Act:

| <u>Title of Each Class</u> | <u>Name of Each Exchange On Which Registered</u> |
|---|--|
| Class B Common Stock, par value \$.01 per share | New York Stock Exchange |
| Series A Junior Participating Preferred Stock Purchase Rights | New York Stock Exchange |

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. Large accelerated filer Accelerated filer Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of June 30, 2005, the aggregate market value of the registrant's common stock held by non-affiliates of the registrant was \$888 million based on the closing sale price as reported on the New York Stock Exchange.

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable

date.

Class

Outstanding at February 24, 2006

Class B Common Stock, \$0.01 par value per share

86,848,955 shares

DOCUMENTS INCORPORATED BY REFERENCE

Proxy Statement for Annual Meeting of Stockholders to be held on June 6, 2006: PART III

AMENDMENT NO. 2 OVERVIEW

We are filing Amendment No. 2 (this "Amendment") to the Continental Airlines, Inc. Annual Report on Form 10-K for the year ended December 31, 2005 (the "Form 10-K"), which was originally filed on February 28, 2006 and previously amended by Amendment No. 1 on Form 10-K/A filed on March 13, 2006. This Amendment further amends Part IV, Item 15 of the Form 10-K for the sole purpose of incorporating by reference into the Form 10-K Exhibit 99.1 to this Amendment, Copa Holdings, S.A.'s audited consolidated financial statements as of December 31, 2005 and 2004 and for each of the three years in the period ended December 31, 2005, as "Separate Financial Statements of Fifty-Percent or Less Owned Persons," financial statements required as part of the Form 10-K. Such financial statements were not available at the time we originally filed the Form 10-K or Amendment No. 1 thereto. This exhibit is being filed in substitution for the Exhibit 99.1 previously filed with the Form 10-K. Moreover, in connection with Exhibit 99.1 to this Amendment, we are (1) amending and restating the Index to Exhibits, (2) filing an amended and restated Exhibit 23.2, Consent of Ernst & Young, Panama and (3) filing Exhibit 23.3, Consent of Ernst & Young LLP.

No other revisions or amendments have been made to Part IV, Item 15 or to any other portion of our Form 10-K. This Amendment does not reflect events occurring after February 28, 2006, the date of the original filing of the Form 10-K, or modify or update those disclosures that may have been affected by subsequent events. In addition, currently-dated certifications from our Chief Executive Officer and Chief Financial Officer have been included as exhibits to this Amendment.

PART IV

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

- a. The following financial statements were previously included in Item 8. "Financial Statements and Supplementary Data" to our Form 10-K, originally filed on February 28, 2006 and amended on March 13, 2006:

Report of Independent Registered Public Accounting Firm
Consolidated Statements of Operations for each of the Three Years in the Period

Ended December 31, 2005

Consolidated Balance Sheets as of December 31, 2005 and 2004
Consolidated Statements of Cash Flows for each of the Three Years in the Period

Ended December 31, 2005

Consolidated Statements of Common Stockholders' Equity for each of the Three

Years in the Period Ended December 31, 2005

Notes to Consolidated Financial Statements

- b. Financial Statement Schedules:

Report of Independent Registered Public Accounting Firm
Schedule II - Valuation and Qualifying Accounts

The following separate financial statements of fifty-percent or less owned persons are incorporated by reference in Item 15. "Exhibits and Financial Statement Schedules" to our Form 10-K, originally filed on February 28, 2006 and amended on March 13, 2006, as described below:

Copa Holdings, S.A.'s audited consolidated financial statements as of December 31, 2005 and 2004 and for each of the three years in the period ended December 31, 2005 are filed as Exhibit 99.1 to this Amendment and are incorporated by reference into the Form 10-K as the "Separate Financial Statements of Fifty-Percent or Less Owned Persons," financial statements required as part of such report.

ExpressJet Holdings Inc.'s audited consolidated financial statements as of December 31, 2005 and 2004 and for each of the three years in the period ended December 31, 2005, previously filed as Exhibit 99.2 to the Form 10-K, are incorporated by reference into such report as the "Separate Financial Statements of Fifty-Percent or Less Owned Persons," financial statements required as part of such report.

All other schedules have been omitted because they are inapplicable, not required, or the information is included elsewhere in the consolidated financial statements or notes thereto.

- c. See accompanying Index to Exhibits.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We have audited the consolidated financial statements of Continental Airlines, Inc. (the "Company") as of December

31, 2005 and 2004, and for each of the three years in the period ended December 31, 2005 and have issued our report thereon dated February 24, 2006 (included elsewhere in this Annual Report on Form 10-K). Our audits also included the financial statement schedule listed in Item 15(b) of this Form 10-K/A No. 2. This schedule is the responsibility of the Company's management. Our responsibility is to express an opinion based on our audits.

In our opinion, the financial statement schedule referred to above, when considered in relation to the basic financial statements taken as a whole, presents fairly in all material respects the information set forth therein.

ERNST & YOUNG LLP

Houston, Texas
February 24, 2006

CONTINENTAL AIRLINES, INC.

SCHEDULE II - VALUATION AND QUALIFYING ACCOUNTS

For the Years Ended December 31, 2005, 2004, and 2003
(In millions)

| | Balance at <u>Beginning of</u> <u>Year</u> | Additions Charged <u>to</u> <u>Expense</u> | Deductions <u>from</u> <u>Reserve</u> | Other <u>Adjustments</u> | Balance at <u>End of Year</u> |
|--|--|---|---|-----------------------------|----------------------------------|
| 2005 | | | | | |
| Allowance for Doubtful Accounts | 22 | 6 | (13) | - | 15 |
| Allowance for Obsolescence | 93 | 7 | (16) | 11 | 95 |
| Valuation Allowance on Deferred Tax Asset | 404 | (9) | - | 100 (a) | 495 |
| Environmental Reserves | 50 | - | (5) | - | 45 |

2004

| | | | | | | |
|---|-----|-----|------|----|-----|-----|
| Allowance for Doubtful Accounts | 19 | 11 | (8) | - | | 22 |
| Allowance for Obsolescence | 98 | 11 | (16) | - | | 93 |
| Valuation Allowance on Deferred Tax Asset | 219 | 120 | - | 65 | (b) | 404 |
| Environmental Reserves | 52 | 1 | (3) | - | | 50 |

2003

| | | | | | | |
|---|-----|----|------|-------|-----|-----|
| Allowance for Doubtful Accounts | 30 | 1 | (12) | - | | 19 |
| Allowance for Obsolescence | 98 | 15 | (5) | (10) | (c) | 98 |
| Valuation Allowance on Deferred Tax Asset | 219 | - | - | - | | 219 |
| Valuation Allowance - Net Tax Agreement Obligations | 384 | - | - | (384) | (c) | - |
| Environmental Reserves | 50 | 2 | - | - | | 52 |

- Relates primarily to our final settlement with the Internal Revenue Service and the associated deferred tax reconciliation, as further discussed in Note 11 to our consolidated financial statements included in Item 8 of this report, and an increase in the minimum pension liability.
- Relates to increase in minimum pension liability.
- Relates to the deconsolidation of ExpressJet Holdings, Inc. on November 12, 2003.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

CONTINENTAL AIRLINES, INC.

By /s/ Jeffrey J. Misner

Jeffrey J. Misner

Executive Vice President and

Chief Financial Officer

(On behalf of Registrant)

Date: June 20, 2006

INDEX TO EXHIBITS OF
CONTINENTAL AIRLINES, INC.

| | |
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| 3.1 | Amended and Restated Certificate of Incorporation of Continental - incorporated by reference to Exhibit 3.1 to Continental's Annual Report on Form 10-K for the year ended December 31, 2000 (File no. 1-10323) (the "2000 10-K"). |
| | |
| 3.1(a) | Certificate of Designation of Series A Junior Participating Preferred Stock, included as Exhibit A to Exhibit 3.1. |
| | |
| 3.1(a)(i) | Certificate of Amendment of Certificate of Designation of Series A Junior Participating Preferred Stock - incorporated by reference to Exhibit 3.1(b) to Continental's Annual Report on Form 10-K for the year ended December 31, 2001 (File no. 1-10323) (the "2001 10-K"). |
| | |

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| 3.1(b) | Certificate of Designation of Series B Preferred Stock - incorporated by reference to Exhibit 3.1(b) to the 2000 10-K. |
| | |
| 3.1(c) | Corrected Certificate of Designations of Series B Preferred Stock - incorporated by reference to the Exhibit 3.1 to Continental's Quarterly Report on Form 10-Q for the quarter ended March 31, 2003 (File no. 1-10323) (the "2003 Q-1 10-Q"). |
| | |
| 3.2 | Bylaws of Continental, as amended through February 26, 2003 - incorporated by reference to Exhibit 3.2 to the 2003 Q-1 10-Q. |
| | |
| 4.1 | Specimen Series B Preferred Stock Certificate of Continental - incorporated by reference to Exhibit 3.1(c) to the 2000 10-K. |
| | |
| 4.2 | Specimen Class B Common Stock Certificate of Continental - incorporated by reference to Exhibit 4.1 to Continental's Form S-1 Registration Statement (No. 33-68870) (the "1993 S-1"). |
| | |
| 4.3 | Amended and Restated Rights Agreement, dated as of November 15, 2000, between Continental and ChaseMellon Shareholder Services, LLC - incorporated by reference to Exhibit 99.11 to Continental's Current Report on Form 8-K dated November 15, 2000 (File no. 1-10323) (the "11/00 8-K"). |
| | |
| 4.3(a) | Form of Right Certificate, included as Exhibit B to Exhibit 4.3 - incorporated by reference to Exhibit 99.11 to the 11/00 8-K. |
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| 4.3(b) | Amendment to Amended and Restated Rights Agreement dated as of March 12, 2004 between Continental Airlines, Inc. and Mellon Investor Services LLC (as successor to ChaseMellon Shareholder Services, LLC) - incorporated by reference to Exhibit 1.2 to the Company's Registration Statement on Form 8-A/A filed March 17, 2004. |
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| 4.4 | Warrant Agreement dated as of April 27, 1993, between Continental and Continental as warrant agent - incorporated by reference to Exhibit 4.7 to Continental's Current Report on Form 8-K, dated April 16, 1993 (File no. 1-10323). (No warrants remain outstanding under the agreement, but some of its terms are incorporated into Continental's stock option agreements.) |
| | |
| 4.5 | Continental hereby agrees to furnish to the Commission, upon request, copies of certain instruments defining the rights of holders of long-term debt of the kind described in Item 601(b)(4) (iii)(A) of Regulation S-K. |
| | |
| 10.1 | Agreement of Lease dated as of January 11, 1985, between the Port Authority of New York and New Jersey and People Express, Inc., regarding Terminal C (the "Terminal C Lease") - incorporated by reference to Exhibit 10.61 to the Annual Report on Form 10-K (File no. 0-9781) of People Express, Inc. for the year ended December 31, 1984. |
| | |
| 10.1(a) | Assignment of Lease with Assumption and Consent dated as of August 15, 1987, among the Port Authority of New York and New Jersey, People Express Airlines, Inc. and Continental - incorporated by reference to Exhibit 10.2 to Continental's Annual Report on Form 10-K (File no. 1-8475) for the year ended December 31, 1987 (the "1987 10-K"). |
| | |
| 10.1(b) | Supplemental Agreement Nos. 1 through 6 to the Terminal C Lease - incorporated by reference to Exhibit 10.3 to the 1987 10-K. |
| | |
| 10.1(c) | Supplemental Agreement No. 7 to the Terminal C Lease - incorporated by reference to Exhibit 10.4 to Continental's Annual Report on Form 10-K (File no. 1-10323) for the year ended December 31, 1988 (the "1988 10-K"). |
| | |
| 10.1(d) | Supplemental Agreements No. 8 through 11 to the Terminal C Lease - incorporated by reference to Exhibit 10.10 to the 1993 S-1. |
| | |
| 10.1(e) | Supplemental Agreements No. 12 through 15 to the Terminal C Lease - incorporated by reference to Exhibit 10.2(d) to Continental's Annual Report on Form 10-K (File no. 1-10323) for the year ended December 31, 1995. |

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| | |
| 10.1(f) | Supplemental Agreement No. 16 to the Terminal C Lease - incorporated by reference to Exhibit 10.1(e) to Continental's Annual Report on Form 10-K for the year ended December 31, 1997 (File no. 1-10323) (the "1997 10-K"). |
| | |
| 10.1(g) | Supplemental Agreement No. 17 to the Terminal C Lease - incorporated by reference to Exhibit 10.1(f) to Continental's Annual Report on Form 10-K for the year ended December 31, 1999 (File no. 1-10323) (the "1999 10-K"). |
| | |
| 10.1(h) | Supplemental Agreement No. 18 to the Terminal C Lease - as incorporated by reference to Exhibit 10.5 to the 2003 Q-1 10-Q. |
| | |
| 10.1(i) | Supplemental Agreement No. 19 to the Terminal C Lease - incorporated by reference to Exhibit 10.4 to Continental's Quarterly Report on Form 10-Q for the quarter ended June 30, 2003 (File no. 1-10323). |
| | |
| 10.1(j) | Supplemental Agreement No. 20 - to the Terminal C Lease - incorporated by reference to Exhibit 10.1 to Continental's Quarterly Report on Form 10-Q for quarter ended September 30, 2003 (File no. 1-10323) (the "2003 Q-3 10-Q"). |
| | |
| 10.1(k) | Supplemental Agreement No. 21 dated as of June 1, 2003 to Agreement of Lease between the Company and the Port Authority of New York and New Jersey regarding Terminal C at Newark Liberty International Airport - incorporated by reference to Exhibit 10.1 to Continental's Quarterly Report on Form 10-Q for the quarter ended June 30, 2005 (File No. 1-10323) (the "2005 Q-2 10-Q"). |
| | |
| 10.1(l) | Supplemental Agreement No. 22 - to the Terminal C Lease - incorporated by reference to Exhibit 10.1 to Continental's Quarterly Report on Form 10-Q for the quarter ended March 31, 2004 (File No. 1-10323) (the "2004 Q-1 10-Q"). |
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| 10.1(m)** | Supplemental Agreement No. 23 - to the Terminal C Lease. |
| | |
| 10.1(n)** | Supplemental Agreement No. 24 - to the Terminal C Lease. |
| | |
| 10.2 | Airport Use and Lease Agreement dated as of January 1, 1998 between Continental and the City of Houston, Texas ("Houston") regarding George Bush Intercontinental Airport - incorporated by reference to Exhibit 10.30 to Continental's Annual Report on Form 10-K for the year ended December 31, 1998 (File no. 1-1-323) (the "1998 10-K"). |
| | |
| 10.2(a) | Special Facilities Lease Agreement dated as of March 1, 1997 between Continental and Houston regarding an automated people mover project at Bush Intercontinental - incorporated by reference to Exhibit 10.30(a) to the 1998 10-K. |
| | |
| 10.2(b) | Amended and Restated Special Facilities Lease Agreement dated as of December 1, 1998 by and between Continental and Houston regarding certain terminal improvements projects at Bush Intercontinental - incorporated by reference to Exhibit 10.30(b) to the 1998 10-K. |
| | |
| 10.2(c) | Amended and Restated Special Facilities Lease Agreement dated December 1, 1998 by and between Continental and Houston regarding certain airport improvement projects at Bush Intercontinental - incorporated by reference to Exhibit 10.30(c) to the 1998 10-K. |
| | |
| 10.2(d) | Terminal E Lease and Special Facilities Lease Agreement dated as of August 1, 2001 between Continental and Houston regarding Bush Intercontinental - incorporated by reference to Exhibit 10.8 to Continental's Quarterly Report on Form 10-Q for the quarter ended September 30, 2001 (File no. 1-10323) (the "2001 Q-3 10-Q"). |
| | |
| 10.2(e) | Supplement to Terminal E Lease and Special Facilities Lease Agreement dated as of August 1, 2001 - incorporated by reference to Exhibit 10.2(e) to Continental's Annual Report on Form 10-K for the year ended December 31, 2002 (File no. 1-10323) (the "2002 10-K"). |
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| 10.3 | <p>Agreement and Lease dated as of May 1987, as supplemented, between Continental and the City of Cleveland, Ohio ("Cleveland") regarding Hopkins International Airport - incorporated by reference to Exhibit 10.6 to Continental's Quarterly Report on Form 10-Q for the quarter ended September 30, 1993 (File no. 1-10323).</p> |
| | |
| 10.3(a) | <p>Special Facilities Lease Agreement dated as of October 24, 1997 by and between Continental and Cleveland regarding certain concourse expansion projects at Hopkins International (the "1997 SFLA") - incorporated by reference to Exhibit 10.31(a) to the 1998 10-K.</p> |
| | |
| 10.3(b) | <p>First Supplemental Special Facilities Lease Agreement dated as of March 1, 1998, and relating to the 1997 SFLA - incorporated by reference to Exhibit 10.1 to Continental's Quarterly Report on Form 10-Q for the quarter ended March 31, 1999 (File no. 1-10323) (the "1999 Q-1 10-Q").</p> |
| | |
| 10.3(c) | <p>Special Facilities Lease Agreement dated as of December 1, 1989 by and between Continental and Cleveland regarding Hopkins International (the "1989 SFLA") - incorporated by reference to Exhibit 10.1 to Continental's Quarterly Report on Form 10-Q for the quarter ended September 30, 1999 (File no. 1-10323) (the "1999 Q-3 10-Q").</p> |
| | |
| 10.3(d) | <p>First Supplemental Special Facilities Lease Agreement dated as of March 1, 1998, and relating to the 1989 SFLA - incorporated by reference to Exhibit 10.1(a) to the 1999 Q-3 10-Q.</p> |
| | |
| 10.3(e) | <p>Second Supplemental Special Facilities Lease Agreement dated as of March 1, 1998, and relating to the 1989 SFLA - incorporated by reference to Exhibit 10.1(b) to the 1999 Q-3 10-Q.</p> |
| | |
| 10.3(f)** | <p>Amendment No. 1, dated January 1, 2006, to Agreement and Lease dated as of May 1987, as supplemented, between Continental and Cleveland regarding Hopkins International Airport.</p> |
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| 10.4* | Employment Agreement dated as of April 14, 2004 between the Company and Lawrence W. Kellner - incorporated by reference to Exhibit 10.16 to the 2004 Q-1 10-Q. |
| | |
| 10.4(a)* | Compensation Reduction Agreement for Lawrence W. Kellner dated December 22, 2004 - incorporated by reference to Exhibit 99.1 to Continental's Current Report on Form 8-K dated December 22, 2004 (File no. 1-10323) (the "12/04 8-K"). |
| | |
| 10.4(b)* | Amendment to Compensation Reduction Agreement for Lawrence W. Kellner dated February 15, 2005 - incorporated by reference to Exhibit 10.1 to Continental's Quarterly Report on Form 10-Q for the quarter ended March 31, 2005 (File No. 1-10323) (the "2005 Q-1 10-Q"). |
| | |
| 10.5* | Employment Agreement dated as of August 12, 2004 between the Company and Jeffery A. Smisek - incorporated by reference to Exhibit 10.2 to Continental's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004 (File No. 1-10323) (the "2004 Q-3 10-Q"). |
| | |
| 10.5(a)* | Compensation Reduction Agreement for Jeffery A. Smisek dated December 22, 2004 - incorporated by reference to Exhibit 99.2 to the 12/04 8-K. |
| | |
| 10.5(b)* | Amendment to Compensation Reduction Agreement for Jeffery A. Smisek dated February 15, 2005 - incorporated by reference to Exhibit 10.2 to the 2005 Q-1 10-Q. |
| | |
| 10.6* | Employment Agreement dated as of August 12, 2004 between the Company and Jeffrey J. Misner - incorporated by reference to Exhibit 10.6 to Continental's Annual Report on Form 10-K for the year ended December 31, 2004 (File no. 1-10323) (the "2004 10-K"). |
| | |
| 10.6(a)* | Compensation Reduction Agreement for Jeffrey J. Misner dated December 22, 2004 - incorporated by reference to Exhibit 10.6(a) to the 2004 10-K. |
| | |
| 10.6(b)* | Amendment to Compensation Reduction Agreement for Jeffrey J. Misner dated February 15, 2005 - incorporated by reference to Exhibit 10.3 to the 2005 Q-1 10-Q. |

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| 10.7*,** | Employment Agreement dated as of August 12, 2004 between the Company and Mark J. Moran. |
| | |
| 10.7(a)*,** | Compensation Reduction Agreement for Mark J. Moran dated December 22, 2004. |
| | |
| 10.7(b)*,** | Amendment to Compensation Reduction Agreement for Mark J. Moran dated February 15, 2005. |
| | |
| 10.8* | Employment Agreement dated as of August 12, 2004 between the Company and James E. Compton - incorporated by reference to Exhibit 10.8 to the 2004 10-K. |
| | |
| 10.8(a)* | Compensation Reduction Agreement for James E. Compton dated December 22, 2004 - incorporated by reference to Exhibit 10.8(a) to the 2004 10-K. |
| | |
| 10.8(b)* | Amendment to Compensation Reduction Agreement for James E. Compton dated February 15, 2005 - incorporated by reference to Exhibit 10.4 to the 2005 Q-1 10-Q. |
| | |
| 10.9* | Continental Airlines, Inc. 1994 Incentive Equity Plan ("1994 Incentive Plan") - incorporated by reference to Exhibit 4.3 to Continental's Form S-8 Registration Statement (No. 33-81324). |
| | |
| 10.9(a)* | Form of Employee Stock Option Grant pursuant to the 1994 Incentive Plan - incorporated by reference to Exhibit 10.10(e) to the 1997 10-K. |
| | |
| 10.9(b)* | Form of Outside Director Stock Option Grant pursuant to the 1994 Incentive Plan - incorporated by reference to Exhibit 10.10(f) to the 1997 10-K. |
| | |
| 10.10* | Continental Airlines, Inc. 1997 Stock Incentive Plan ("1997 Incentive Plan") - incorporated by reference to Exhibit 4.3 to Continental's Form S-8 Registration Statement (No. 333-23165). |

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| | |
| 10.10(a)* | Form of Employee Stock Option Grant pursuant to the 1997 Incentive Plan - incorporated by reference to Exhibit 10.1 to the 2001 Q-3 10-Q. |
| | |
| 10.10(b)* | Form of Outside Director Stock Option Grant pursuant to the 1997 Incentive Plan - incorporated by reference to Exhibit 10.11(c) to the 1997 10-K. |
| | |
| 10.10(c)* | Form of Restricted Stock Agreement pursuant to the 1997 Incentive Plan - incorporated by reference to Exhibit 10.9 to Continental's Quarterly Report on Form 10-Q for the quarter ended June 30, 2002 (File no. 1-10323) (the "2002 Q-2 10-Q"). |
| | |
| 10.11* | Amendment and Restatement of the 1994 Incentive Plan and the 1997 Incentive Plan - incorporated by reference to Exhibit 10.19 to the 1998 10-K. |
| | |
| 10.12* | Continental Airlines, Inc. 1998 Stock Incentive Plan ("1998 Incentive Plan") - incorporated by reference to Exhibit 4.3 to Continental's Form S-8 Registration Statement (No. 333-57297). |
| | |
| 10.12(a)* | Amendment No. 1 to 1998 Incentive Plan, 1997 Incentive Plan and 1994 Incentive Plan - incorporated by reference to Exhibit 10.2 to Continental's Quarterly Report on Form 10-Q for the quarter ended June 30, 2001 (File no. 1-10323) (the "2001 Q-2 10-Q"). |
| | |
| 10.12(b)* | Form of Employee Stock Option Grant pursuant to the 1998 Incentive Plan, as amended - incorporated by reference to Exhibit 10.2 to the 2001 Q-3 10-Q. |
| | |
| 10.12(c)* | Form of Restricted Stock Agreement pursuant to the 1998 Incentive Plan - incorporated by reference to Exhibit 10.10 to the 2002 Q-2 10-Q. |
| | |
| 10.12(d)* | Amendment to 1998 Incentive Plan, 1997 Incentive Plan and 1994 Incentive Plan - incorporated by reference to Exhibit 10.5 to the 2004 Q-1 10-Q. |

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| | |
| 10.13* | Continental Airlines, Inc. Incentive Plan 2000, as amended and restated ("Incentive Plan 2000") - incorporated by reference to Exhibit 10.1 to Continental's Quarterly Report on Form 10-Q for the quarter ended March 31, 2002 (File no. 1-10323) (the "2002 Q-1 10-Q"). |
| | |
| 10.13(a)* | Form of Employee Stock Option Agreement pursuant to the Incentive Plan 2000 - incorporated by reference to Exhibit 10.3 to the 2001 Q-3 10-Q. |
| | |
| 10.13(b)* | Form of Outside Director Stock Option Agreement pursuant to the Incentive Plan 2000 - incorporated by reference to Exhibit 10.14(b) to the 2000 10-K. |
| | |
| 10.13(c)* | Form of Restricted Stock Agreement pursuant to the Incentive Plan 2000 - incorporated by reference to Exhibit 10.4 to the 2001 Q-3 10-Q. |
| | |
| 10.13(d)* | Amendment to the Incentive Plan 2000 - incorporated by reference to Exhibit 10.6 to the 2004 Q-1 10-Q. |
| | |
| 10.14* | Continental Airlines, Inc. Officer Retention and Incentive Award Program, as amended - incorporated by reference to Exhibit 10.7(a) to the 2001 Q-3 10-Q. |
| | |
| 10.14(a)* | Form of Officer Retention and Incentive Award Notice - incorporated by reference to Exhibit 10.7 to the 2001 Q-3 10-Q. |
| | |
| 10.14(b)* | Amendment to Officer Retention and Incentive Award Program, effective as of March 12, 2004 - incorporated by reference to Exhibit 10.9 to the 2004 Q-1 10-Q. |
| | |
| 10.14(c)* | Second Amendment to Officer Retention and Incentive Award Program, dated February 11, 2005 - incorporated by reference to Exhibit 10.7 to the 2005 Q-1 10-Q. |
| | |

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| 10.15*,** | Amended and Restated Annual Executive Bonus Program. |
| | |
| 10.15(a)*,** | Form of Award Notice pursuant to Continental Airlines, Inc. Amended and Restated Annual Executive Bonus Program. |
| | |
| 10.16* | Continental Airlines, Inc. Long-Term Incentive and RSU Program - as incorporated by reference to Exhibit 10.11 to the 2004 Q-1 10-Q. |
| | |
| 10.16(a)* | Form of Award Notice pursuant to Continental Airlines, Inc. Long-Term Incentive and RSU Program (RSU Awards) - incorporated by reference to Exhibit 10.11(a) to the 2004 Q-1 10-Q. |
| | |
| 10.16(b)*,** | Form of Award Notice pursuant to Continental Airlines, Inc. Long-Term Incentive and RSU Program (NLTIP Award). |
| | |
| 10.16(c)* | Previous Form of Award Notice pursuant to Continental Airlines, Inc. Long-Term Incentive and RSU Program (NLTIP Award) -- incorporated by reference to Exhibit 10.11(b) to the 2004 Q-1 10-Q. |
| | |
| 10.16(d)* | First Amendment to Long-Term Incentive and RSU Program, dated November 30, 2004 - incorporated by reference to Exhibit 10.18(c) to the 2004 10-K. |
| | |
| 10.17* | Continental Airlines, Inc. 2005 Broad Based Employee Stock Option Plan - incorporated by reference to Exhibit 10.8 to the 2005 Q-1 10-Q. |
| | |
| 10.18* | Continental Airlines, Inc. 2005 Pilot Supplemental Option Plan - incorporated by reference to Exhibit 10.9 to the 2005 Q-1 10-Q |
| | |
| 10.19* | Summary of Non-Employee Director compensation - incorporated by reference to Exhibit 10.19 to the 2004 10-K. |
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| 10.20* | Form of Letter Agreement relating to certain flight benefits between the Company and each of its non-employee directors - incorporated by reference to Exhibit 10.18 to the 2000 10-K. |
| | |
| 10.21 | Credit and Guaranty Agreement dated as of June 1, 2005 among Continental and Continental Micronesia, Inc., as borrowers and guarantors, Air Micronesia, Inc., as a guarantor, Merrill Lynch Mortgage Capital Inc., as administrative agent, and the lenders party thereto - incorporated by reference to Exhibit 10.2 to the 2005 Q-2 10-Q. (2) |
| | |
| 10.22 | Purchase Agreement No. 1951, including exhibits and side letters thereto, between the Company and Boeing, dated July 23, 1996, relating to the purchase of Boeing 737 aircraft ("P.A. 1951") - incorporated by reference to Exhibit 10.8 to Continental's Quarterly Report on Form 10-Q for the quarter ended June 30, 1996 (File no. 1-10323) (the "1996 Q-2 10-Q"). (1) |
| | |
| 10.22(a) | Supplemental Agreement No. 1 to P.A. 1951, dated October 10, 1996 - incorporated by reference to Exhibit 10.14(a) to Continental's Annual Report on Form 10-K for the year ended December 31, 1996 (File no. 1-1-323) (the "1996 10-K"). (1) |
| | |
| 10.22(b) | Supplemental Agreement No. 2 to P.A. 1951, dated March 5, 1997 - incorporated by reference to Exhibit 10.3 to Continental's Quarterly Report on Form 10-Q for the quarter ending March 31, 1997 (File no. 1-10323) (the "1997 Q1 10-Q"). (1) |
| | |
| 10.22(c) | Supplemental Agreement No. 3, including exhibit and side letter, to P.A. 1951, dated July 17, 1997 - incorporated by reference to Exhibit 10.14(c) to the 1997 10-K. (1) |
| | |
| 10.22(d) | Supplemental Agreement No. 4, including exhibits and side letters, to P.A. 1951, dated October 10, 1997 - incorporated by reference to Exhibit 10.14(d) to the 1997 10-K. (1) |
| | |
| 10.22(e) | Supplemental Agreement No. 5, including exhibits and side letters, to P.A. 1951, dated October 10, 1997 - incorporated by reference to Exhibit 10.1 to Continental's Quarterly Report on Form 10-Q for the quarter ended June 30, 1998 (File no. 1-10323). (1) |
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| 10.22(f) | Supplemental Agreement No. 6, including exhibits and side letters, to P.A. 1951, dated July 30, 1998 - incorporated by reference to Exhibit 10.1 to Continental's Quarterly Report on Form 10-Q for the quarter ended September 30, 1998 (File no. 1-10323) (the "1998 Q-3 10-Q"). (1) |
| | |
| 10.22(g) | Supplemental Agreement No. 7, including side letters, to P.A. 1951, dated November 12, 1998 - incorporated by reference to Exhibit 10.24(g) to the 1998 10-K. (1) |
| | |
| 10.22(h) | Supplemental Agreement No. 8, including side letters, to P.A. 1951, dated December 7, 1998 - incorporated by reference to Exhibit 10.24(h) to the 1998 10-K. (1) |
| | |
| 10.22(i) | Letter Agreement No. 6-1162-GOC-131R1 to P.A. 1951, dated March 26, 1998 - incorporated by reference to Exhibit 10.1 to Continental's Quarterly Report on Form 10-Q for the quarter ended March 31, 1998 (File no. 1-10323). (1) |
| | |
| 10.22(j) | Supplemental Agreement No. 9, including side letters, to P.A. 1951, dated February 18, 1999 - incorporated by reference to Exhibit 10.4 to the 1999 Q-1 10-Q. (1) |
| | |
| 10.22(k) | Supplemental Agreement No. 10, including side letters, to P.A. 1951, dated March 19, 1999 - incorporated by reference to Exhibit 10.4(a) to the 1999 Q-1 10-Q. (1) |
| | |
| 10.22(l) | Supplemental Agreement No. 11, including side letters, to P.A. 1951, dated March 14, 1999 - incorporated by reference to Exhibit 10.4(a) to Continental's Quarterly Report on Form 10-Q for the quarter ended June 30, 1999 (File no. 1-10323) (the "1999 Q-2 10-Q"). (1) |
| | |
| 10.22(m) | Supplemental Agreement No. 12, including side letters, to P.A. 1951, dated July 2, 1999 - incorporated by reference to Exhibit 10.8 to the 1999 Q-3 10-Q. (1) |
| | |
| 10.22(n) | Supplemental Agreement No. 13 to P.A. 1951, dated October 13, 1999 - incorporated by reference to Exhibit 10.25(n) to the 1999 10-K. (1) |

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| 10.22(o) | Supplemental Agreement No. 14 to P.A. 1951, dated December 13, 1999 - incorporated by reference to Exhibit 10.25(o) to the 1999 10-K. (1) |
| | |
| 10.22(p) | Supplemental Agreement No. 15, including side letters, to P.A. 1951, dated January 13, 2000 - incorporated by reference to Exhibit 10.1 to Continental's Quarterly Report on Form 10-Q for the quarter ended March 31, 2000 (File no. 1-10323) (the "2000 Q-1 10-Q"). (1) |
| | |
| 10.22(q) | Supplemental Agreement No. 16, including side letters, to P.A. 1951, dated March 17, 2000 - incorporated by reference to the 2000 Q-1 10-Q. (1) |
| | |
| 10.22(r) | Supplemental Agreement No. 17, including side letters, to P.A. 1951, dated May 16, 2000 - incorporated by reference to Exhibit 10.2 to Continental's Quarterly Report on Form 10-Q for the quarter ended June 30, 2000 (File no. 1-10323). (1) |
| | |
| 10.22(s) | Supplemental Agreement No. 18, including side letters, to P.A. 1951, dated September 11, 2000 - incorporated by reference to Exhibit 10.6 to Continental's Quarterly Report on Form 10-Q for the quarter ended September 30, 2000 (File no. 1-10323). (1) |
| | |
| 10.22(t) | Supplemental Agreement No. 19, including side letters, to P.A. 1951, dated October 31, 2000 - incorporated by reference to Exhibit 10.20(t) to the 2000 10-K. (1) |
| | |
| 10.22(u) | Supplemental Agreement No. 20, including side letters, to P.A. 1951, dated December 21, 2000 - incorporated by reference to Exhibit 10.20(u) to the 2000 10-K. (1) |
| | |
| 10.22(v) | Supplemental Agreement No. 21, including side letters, to P.A. 1951, dated March 30, 2001 - incorporated by reference to Exhibit 10.1 to Continental's Quarterly Report on Form 10-Q for the quarter ended March 31, 2001 (File no. |

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| | 1-10323) (the "2001 Q-1 10-Q"). (1) |
| | |
| 10.22(w) | Supplemental Agreement No. 22, including side letters, to P.A. 1951, dated May 23, 2001 - incorporated by reference to Exhibit 10.3 to the 2001 Q-2 10-Q. (1) |
| | |
| 10.22(x) | Supplemental Agreement No. 23, including side letters, to P.A. 1951, dated June 29, 2001 - incorporated by reference to Exhibit 10.4 to the 2001 Q-2 10-Q. (1) |
| | |
| 10.22(y) | Supplemental Agreement No. 24, including side letters, to P.A. 1951, dated August 31, 2001 - incorporated by reference to Exhibit 10.11 to the 2001 Q-3 10-Q. (1) |
| | |
| 10.22(z) | Supplemental Agreement No. 25, including side letters, to P.A. 1951, dated December 31, 2001 - incorporated by reference to Exhibit 10.22(z) to the 2001 10-K. (1) |
| | |
| 10.22(aa) | Supplemental Agreement No. 26, including side letters, to P.A. 1951, dated March 29, 2002 - incorporated by reference to Exhibit 10.4 to the 2002 Q-1 10-Q. (1) |
| | |
| 10.22(ab) | Supplemental Agreement No. 27, including side letters, to P.A. 1951, dated November 6, 2002 - incorporated by reference to Exhibit 10.4 to the 2002 Q-1 10-Q. (1) |
| | |
| 10.22(ac) | Supplemental Agreement No. 28, including side letters, to P.A. 1951, dated April 1, 2003 - incorporated by reference to Exhibit 10.2 to the 2003 Q-1 10-Q. (1) |
| | |
| 10.22(ad) | Supplemental Agreement No. 29, including side letters, to P.A. 1951, dated August 19, 2003 - incorporated by reference to Exhibit 10.2 to the 2003 Q-3 10-Q. (1) |
| | |
| 10.22(ae) | Supplemental Agreement No. 30 to P.A. 1951, dated as of November 4, 2003 - incorporated by reference to Exhibit 10.23(ae) to Continental's Annual Report on Form 10-K for the year ended December 31, 2003 (File no. 1-10323) (the "2003 10-K"). (1) |
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| 10.22(af) | Supplemental Agreement No. 31 to P.A. 1951, dated as of August 20, 2004 - incorporated by reference to Exhibit 10.4 to the 2004 Q-3 10-Q. (1) |
| | |
| 10.22(ag) | Supplemental Agreement No. 32 to P.A. 1951, including side letters, dated as of December 29, 2004 - incorporated by reference to Exhibit 10.21(ag) to the 2004 10-K. (2) |
| | |
| 10.22(ah) | Supplemental Agreement No. 33 to P.A. 1951, including side letters, dated as of December 29, 2004 - incorporated by reference to Exhibit 10.21(ah) to the 2004 10-K. (2) |
| | |
| 10.22(ai) | Supplemental Agreement No. 34 dated June 22, 2005 to P.A. 1951 - incorporated by reference to Exhibit 10.3 to the 2005 Q-2 10-Q. (2) |
| | |
| 10.22(aj) | Supplemental Agreement No. 35 dated June 30, 2005 to P.A. 1951 - incorporated by reference to Exhibit 10.4 to the 2005 Q-2 10-Q. (2) |
| | |
| 10.22(ak) | Supplemental Agreement No. 36 dated July 28, 2005 to P.A. 1951 - incorporated by reference to Exhibit 10.1 to Continental's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005 (File No. 1-10323) (the "2005 Q-3 10-Q"). (2) |
| | |
| 10.23 | Aircraft General Terms Agreement between the Company and Boeing, dated October 10, 1997 - incorporated by reference to Exhibit 10.15 to the 1997 10-K. (1) |
| | |
| 10.23(a) | Letter Agreement No. 6-1162-GOC-136 between the Company and Boeing, dated October 10, 1997, relating to certain long-term aircraft purchase commitments of the Company - incorporated by reference to Exhibit 10.15(a) to the 1997 10-K. (1) |
| | |
| 10.24 | Purchase Agreement No. 2060, including exhibits and side letters, between the Company and Boeing, dated October 10, 1997, relating to the purchase of Boeing 767 aircraft ("P.A. 2060") - incorporated by reference to Exhibit 10.16 to the 1997 10-K. (1) |
| | |
| 10.24(a) | Supplemental Agreement No. 1 to P.A. 2060 dated December 18, 1997 - incorporated by reference to Exhibit 10.16(a) to the 1997 10-K. (1) |

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| | |
| 10.24(b) | Supplemental Agreement No. 2 to P.A. 2060 dated June 8, 1999 - incorporated by reference to Exhibit 10.8 to the 1999 Q-2 10-Q. (1) |
| | |
| 10.24(c) | Supplemental Agreement No. 3 to P.A. 2060 dated October 31, 2000 - incorporated by reference to Exhibit 10.22(c) to the 2000 10-K. (1) |
| | |
| 10.24(d) | Supplemental Agreement No. 4 to P.A. 2060 dated December 1, 2000 - incorporated by reference to Exhibit 10.22(d) to the 2000 10-K. (1) |
| | |
| 10.24(e) | Supplemental Agreement No. 5 to P.A. 2060, dated February 14, 2001 - incorporated by reference to Exhibit 10.2 to the 2001 Q-1 10-Q. (1) |
| | |
| 10.24(f) | Supplemental Agreement No. 6 to P.A. 2060, dated July 11, 2001 - incorporated by reference to Exhibit 10.12 to the 2001 Q-3 10-Q. (1) |
| | |
| 10.24(g) | Supplemental Agreement No. 7 to P.A. 2060, dated August 31, 2001 - incorporated by reference to Exhibit 10.13 to the 2001 Q-3 10-Q. (1) |
| | |
| 10.24(h) | Supplemental Agreement No. 8 to P.A. 2060, dated December 31, 2001 - incorporated by reference to Exhibit 10.24(h) to the 2001 10-K. (1) |
| | |
| 10.24(i) | Supplemental Agreement No. 9 to P.A. 2060, dated August 5, 2002 - incorporated by reference to Exhibit 10.2 to Continental's Quarterly Report for the quarter ended September 30, 2002 (File no. 1-10323) (the "2002 Q-3 10-Q"). (1) |
| | |
| 10.25 | Purchase Agreement No. 2061, including exhibits and side letters, between the Company and Boeing, dated October 10, 1997, relating to the purchase of Boeing 777 aircraft ("P.A. 2061") - incorporated by reference to Exhibit 10.17 to the 1997 10-K. (1) |
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| 10.25(a) | Supplemental Agreement No. 1 to P.A. 2061 dated December 18, 1997 - incorporated by reference to Exhibit 10.17(a) as to the 1997 10-K. (1) |
| | |
| 10.25(b) | Supplemental Agreement No. 2, including side letter, to P.A. 2061, dated July 30, 1998 - incorporated by reference to Exhibit 10.27(b) to the 1998 10-K. (1) |
| | |
| 10.25(c) | Supplemental Agreement No. 3, including side letter, to P.A. 2061, dated September 25, 1998 - incorporated by reference to Exhibit 10.27(c) to the 1998 10-K. (1) |
| | |
| 10.25(d) | Supplemental Agreement No. 4, including side letter, to P.A. 2061, dated February 3, 1999 - incorporated by reference to Exhibit 10.5 to the 1999 Q-1 10-Q. (1) |
| | |
| 10.25(e) | Supplemental Agreement No. 5, including side letter, to P.A. 2061, dated March 26, 1999 - incorporated by reference to Exhibit 10.5(a) to the 1999 Q-1 10-Q. (1) |
| | |
| 10.25(f) | Supplemental Agreement No. 6 to P.A. 2061, dated June 25, 2002 - incorporated by reference to Exhibit 10.12 to the 2002 Q-2 10-Q. (1) |
| | |
| 10.25(g) | Supplemental Agreement No. 7, including side letter, to P.A. 2061, dated October 31, 2000 - incorporated by reference to Exhibit 10.23(g) to the 2000 10-K. (1) |
| | |
| 10.25(h) | Supplemental Agreement No. 8, including a side letter, to P.A. 2061, dated June 29, 2001 - incorporated by reference to Exhibit 10.5 to the 2001 Q-2 10-Q. (1) |
| | |
| 10.25(i) | Supplemental Agreement No. 9 to P.A. 2061, dated June 25, 2002 - incorporated by reference to Exhibit 10.12 to the 2002 Q-2 10-Q. (1) |
| | |
| 10.25(j) | Supplemental Agreement No. 10 to P.A. 2061, dated November 4, 2003 - incorporated by reference to Exhibit 10.26(j) to the 2003 10-K. (1) |
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| 10.25(k) | Supplemental Agreement No. 11 to P.A. 2061, dated July 28, 2005 - incorporated by reference to Exhibit 10.2 to the 2005 Q-3 10-Q. (2) |
| | |
| 10.26 | Letter Agreement 6-1162-CHL-048 between the Company and Boeing, dated February 8, 2002, amending P.A. 1951, 2333, 2211, 2060 and 2061 - incorporated by reference to Exhibit 10.44 to the 2001 10-K. (1) |
| | |
| 10.27 | Purchase Agreement No. 2484, including exhibits and side letters, between the Company and Boeing, dated December 29, 2004, relating to the purchase of Boeing 7E7 aircraft (now known as 787 aircraft) ("P.A. 2484") - incorporated by reference to Exhibit 10.27 to the 2004 10-K. (2) |
| | |
| 10.27(a) | Supplemental Agreement No. 1 to P.A. 2484, dated June 30, 2005 - incorporated by reference to Exhibit 10.5 to the 2005 Q-2 10-Q. (2) |
| | |
| 10.27(b)** | Supplemental Agreement No. 2, including exhibits and side letters, to P.A. 2484, dated January 20, 2006. (2) |
| | |
| 10.28 | Letter Agreement 6-1162-MSA-576 between Boeing and the Company, dated February 28, 2005 - incorporated by reference to Exhibit 10.10 to the 2005 Q-1 10-Q. |
| | |
| 10.29 | Letter Agreement dated December 29, 2004 between the Company and Boeing Capital Corporation relating to the lease of 757-300 aircraft - incorporated by reference to Exhibit 10.28 to the 2004 10-K. (2) |
| | |
| 10.29(a) | Letter Agreement between Boeing Capital Corporation and the Company dated February 28, 2005 - incorporated by reference to Exhibit 10.11 to the 2005 Q-1 10-Q. (2) |
| | |
| 10.29(b) | Letter Agreement between Boeing Capital Corporation and the Company dated March 31, 2005 amending letter agreement dated December 29, 2004 - incorporated by reference to Exhibit 10.12 to the 2005 Q-1 10-Q. |
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| 10.30 | Amended and Restated Letter Agreement No. 11 between Continental and General Electric Company, dated August 8, 2005, relating to certain long-term engine purchase commitments of Continental - incorporated by reference to Exhibit 10.3 to the 2005 Q-3 10-Q. (2) |
| | |
| 10.31 | Standstill Agreement dated as of November 15, 2000 among the Company, Northwest Airlines Holdings Corporation, Northwest Airlines Corporation and Northwest Airlines, Inc. - incorporated by reference to Exhibit 99.8 to the 11/00 8-K. |
| | |
| 10.32 | Amended and Restated Capacity Purchase Agreement among Continental, ExpressJet Holdings, Inc., XJT Holdings, Inc. and ExpressJet Airlines, Inc. dated April 17, 2002 - incorporated by reference to Exhibit 10.11 to the 2002 Q-2 10-Q. (1) |
| | |
| 10.32(a) | First Amendment to Amended and Restated Capacity Purchase Agreement among Continental, ExpressJet Holdings, Inc., XJT Holdings, Inc. and ExpressJet Airlines, Inc. and dated as of March 27, 2003 - incorporated by reference to Exhibit 10.1 to the 2003 Q-1 10-Q. |
| | |
| 10.32(b) | Second Amendment to Amended and Restated Capacity Purchase Agreement among Continental, ExpressJet Holdings, Inc., XJT Holdings, Inc. and ExpressJet Airlines, Inc. dated as of December 9, 2003 - incorporated by reference to Exhibit 10.32(b) to the 2003 10-K. (1) |
| | |
| 10.32(c) | Third Amendment to Amended and Restated Capacity Purchase Agreement among Continental, ExpressJet Holdings, Inc., XJT Holdings, Inc. and ExpressJet Airlines, Inc. dated as of September 28, 2004 - incorporated by reference to Exhibit 10.5 to the 2004 Q-3 10-Q. |
| | |
| 10.32(d) | Fourth Amendment to Amended and Restated Capacity Purchase Agreement among Continental, ExpressJet Holdings, Inc., XJT Holdings, Inc. and ExpressJet Airlines, Inc. dated as of March 11, 2005 - incorporated by reference to Exhibit 10.13 to the 2005 Q-1 10-Q. (2) |
| | |
| 10.32(e) | Notice of Withdrawal - incorporated by reference to Exhibit 99.1 to Continental's Current Report on Form 8-K dated December 28, 2005 (File no. 1-10323). |

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| 10.33 | Purchase Agreement No. GPJ-003/96, between Empresa Brasileira de Aeronautica S.A. ("Embraer") and ExpressJet Airlines, Inc. (successor in interest to Continental Express, Inc.) ("ExpressJet") dated August 5, 1996 relating to the purchase of EMB 145 aircraft ("P.A. 3/96") - incorporated by reference to Exhibit 10.3 to Amendment No. 1 to Embraer's Form F-1 Registration Statement (No. 333-12220) (the "Embraer F-1"). (1) |
| | |
| 10.33(a) | Amendment No. 1 to P.A. 3/96 dated September 26, 1996 - incorporated by reference to Exhibit 10.3 to the Embraer F-1. (1) |
| | |
| 10.33(b) | Amendment No. 2 to P.A. 3/96 dated May 22, 1997 - incorporated by reference to Exhibit 10.3 to the Embraer F-1. (1) |
| | |
| 10.33(c) | Amendment No. 3 to P.A. 3/96 dated August 20, 1997 - incorporated by reference to Exhibit 10.3 to the Embraer F-1. (1) |
| | |
| 10.33(d) | Amendment No. 4 to P.A. 3/96 dated October 1, 1997 - incorporated by reference to Exhibit 10.3 to the Embraer F-1. (1) |
| | |
| 10.33(e) | Amendment No. 5 to P.A. 3/96 dated November 12, 1997 - incorporated by reference to Exhibit 10.3 to the Embraer F-1. (1) |
| | |
| 10.33(f) | Amendment No. 6 to P.A. 3/96 dated August 19, 1998 - incorporated by reference to Exhibit 10.3 to the Embraer F-1. (1) |
| | |
| 10.33(g) | Amendment No. 7 to P.A. 3/96 dated February 19, 1999 - incorporated by reference to Exhibit 10.3 to the Embraer F-1. (1) |
| | |
| 10.33(h) | Amendment No. 8 to P.A. 3/96 dated March 31, 1999 - incorporated by reference to Exhibit 10.3 to the Embraer F-1. (1) |
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| 10.33(i) | Amendment No. 9 to P.A. 3/96 dated October 29, 1999 - incorporated by reference to Exhibit 10.3 to the Embraer F-1. (1) |
| | |
| 10.33(j) | Amendment No. 10 to P.A. 3/96 dated October 20, 1999 - incorporated by reference to Exhibit 10.3 to the Embraer F-1. (1) |
| | |
| 10.33(k) | Amendment No. 11 to P.A. 3/96 dated December 15, 1999 - incorporated by reference to Exhibit 10.3 to the Embraer F-1. (1) |
| | |
| 10.33(l) | Amendment No. 12 to P.A. 3/96 dated February 18, 2000 - incorporated by reference to Exhibit 10.3 to the Embraer F-1. (1) |
| | |
| 10.33(m) | Amendment No. 13 to P.A. 3/96 dated April 28, 2000 - incorporated by reference to Exhibit 10.3 to the Embraer F-1. (1) |
| | |
| 10.33(n) | Amendment No. 14 to P.A. 3/96 dated April 28, 2000 - incorporated by reference to Exhibit 10.3 to the Embraer F-1. (1) |
| | |
| 10.33(o) | Amendment No. 15 to P.A. 3/96 dated July 25, 2000 - incorporated by reference to Exhibit 10.33(o) to the 2000 10-K. (1) |
| | |
| 10.33(p) | Amendment No. 16 to P.A. 3/96 dated July 24, 2000 - incorporated by reference to Exhibit 10.33(p) to the 2000 10-K. (1) |
| | |
| 10.33(q) | Amendment No. 17 to P.A. 3/96 dated November 7, 2000 - incorporated by reference to Exhibit 10.33(q) to the 2000 10-K. (1) |
| | |
| 10.33(r) | Amendment No. 18 to P.A. 3/96 dated November 17, 2000 - incorporated by reference to Exhibit 10.33(r) to the 2000 10-K. (1) |
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| 10.33(s) | Amendment No. 19 to P.A. 3/96 dated July 31, 2001 - incorporated by reference to Exhibit 10.35(s) to the 2001 10-K. (1) |
| | |
| 10.33(t) | Amendment No. 20 to P.A. 3/96 dated July 31, 2001 - incorporated by reference to Exhibit 10.35(t) to the 2001 10-K. (1) |
| | |
| 10.33(u) | Amendment No. 21 to P.A. 3/96 dated October 10, 2001 - incorporated by reference to Exhibit 10.35(u) to the 2001 10-K. (1) |
| | |
| 10.33(v) | Amendment No. 22 to P.A. 3/96 dated January 24, 2002 - incorporated by reference to Exhibit 10.35(v) to the 2001 10-K. (1) |
| | |
| 10.33(w) | Amendment No. 23 to P.A. 3/96 dated February 28, 2002 - incorporated by reference to Exhibit 10.6 to the 2002 Q-1 10-Q. (1) |
| | |
| 10.33(x) | Amendment No. 24 to P.A. 3/96 dated March 28, 2002 - incorporated by reference to Exhibit 10.7 to the 2002 Q-1 10-Q. (1) |
| | |
| 10.33(y) | Amendment No. 25 to P.A. 3/96 dated July 9, 2002 - incorporated by reference to Exhibit 10.3 to the 2002 Q-3 10-Q. (1) |
| | |
| 10.33(z) | Amendment No. 26 to P.A. 3/96 dated August 30, 2002 - incorporated by reference to Exhibit 10.4 to the 2002 Q-3 10-Q. (1) |
| | |
| 10.33(aa) | Amendment No. 27 to P.A. 3/96 dated December 28, 2002 - incorporated by reference to Exhibit 10.4 to the 2002 Q-3 10-Q. (1) |
| | |
| 10.33(ab) | Amendment No. 28 to P.A. 3/96 dated February 20, 2003 - as incorporated by reference to Exhibit 10.7 to the 2003 Q-1 10-Q. (1) |
| | |

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| 10.33(ac) | Amendment No.29 to P.A. 3/96 dated February 26, 2003 - as incorporated by reference to Exhibit 10.8 to the 2003 Q-1 10-Q. |
| | |
| 10.33(ad) | Amendment No. 30 to P.A. 3/96 dated January 12, 2004 - as incorporated by reference to Exhibit 10.2 to the 2004 Q-1 10-Q. (1) |
| | |
| 10.33(ae) | Amendment No. 31 to P.A. 3/96 dated March 16, 2004 - as incorporated by reference to Exhibit 10.3 to the 2004 Q-1 10-Q. (1) |
| | |
| 10.33(af) | Amendment No. 32 to P.A. 3/96 dated May 31, 2005 - as incorporated by reference to Exhibit 10.6 to the 2005 Q-2 10-Q. (2) |
| | |
| 10.33(ag)** | Amendment No. 33 to P.A. 3/96 dated December 1, 2005. (2) |
| | |
| 10.34 | Letter of Agreement No. GPJ-004/96 dated August 5, 1996 between Embraer and ExpressJet ("L.A. 4/96") - incorporated by reference to Exhibit 10.3 to the Embraer F-1. (1) |
| | |
| 10.34(a) | Amendment No. 1 to L.A. 4/96 dated August 31, 1996 - incorporated by reference to Exhibit 10.34(a) to the 2000 10-K. |
| | |
| 10.34(b) | Amendment No. 2 to L.A. 4/96 and Amendment No. 1 to L.A. 4A/96 (defined below) dated August 31, 1996 between Embraer and ExpressJet - incorporated by reference to Exhibit 10.34(b) to the 2000 10-K. (1) |
| | |
| 10.34(c) | Amendment No. 3 to L.A. 4/96 and Amendment No. 1 to L.A. 4A/96 (defined below) dated January 24, 2002 between Embraer and ExpressJet - incorporated by reference to Exhibit 10.36(c) to the 2001 10-K. (1) |
| | |
| 10.34(d) | Amendment No. 4 to L.A. 4/96 dated January 12, 2004 - incorporated by reference to Exhibit 10.4 to the 2004 Q-1 10-Q. (1) |

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| | |
| 10.35 | Letter of Agreement No. PCJ-004A/96 dated August 31, 1996 among Continental, ExpressJet and Embraer ("L.A. 4A/96") - incorporated by reference to Exhibit 10.3 to the Embraer F-1. |
| | |
| 10.36 | Letter Agreement DCT 059/2000 dated October 27, 2000 between ExpressJet and Embraer - incorporated by reference to Exhibit 10.36 to the 2000 10-K. (1) |
| | |
| 10.37 | Letter of Agreement DCT-055/98 dated December 23, 1998 between ExpressJet and Embraer ("L.A. 55/98") - incorporated by reference to Exhibit 10.38 to the 2000 10-K. (1) |
| | |
| 10.37(a) | Amendment No. 1 to L.A. 55/98 dated July 24, 2000 - incorporated by reference to Exhibit 10.38(a) to the 2000 10-K. (1) |
| | |
| 10.38 | EMB-135 Financing Letter of Agreement dated March 23, 2000 among Continental, ExpressJet and Embraer ("L.A. 135") - incorporated by reference to Exhibit 10.39 to the 2000 10-K. (1) |
| | |
| 10.38(a) | Amendment No. 1 to L.A. 135 - incorporated by reference to Exhibit 10.39(a) to the 2000 10-K. (1) |
| | |
| 10.38(b) | Amendment No. 2 to L.A. 135 - incorporated by reference to Exhibit 10.39(b) to the 2000 10-K. (1) |
| | |
| 10.38(c) | Amendment No. 3 to L.A. 135 dated October 27, 2000 - incorporated by reference to Exhibit 10.39(c) to the 2000 10-K. (1) |
| | |
| 10.39 | Letter Agreement DCT-058/2000 dated October 27, 2000 between Embraer and ExpressJet - incorporated by reference to Exhibit 10.40 to the 2000 10-K. (1) |
| | |
| 10.40 | |

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|---------|--|
| | Agreement between the Company and the United States of America, acting through the Transportation Security Administration, dated May 7, 2003 - incorporated by reference to Exhibit 10.1 to the 2003 Q-2 10-Q. |
| | |
| 21.1** | List of Subsidiaries of Continental. |
| | |
| 23.1*** | Consent of Ernst & Young LLP. |
| | |
| 23.2 | Consent of Ernst & Young, Panama. (3) |
| | |
| 23.3 | Consent of Ernst & Young LLP. (3) |
| | |
| 24.1** | Powers of attorney executed by certain directors and officers of Continental. |
| | |
| 31.1 | Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer. (3) |
| | |
| 31.2 | Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer. (3) |
| | |
| 32 | Section 1350 Certifications. (4) |
| | |
| 99.1 | Copa Holdings, S.A.'s audited consolidated financial statements as of December 31, 2005 and 2004 and for each of the three years in the period ended December 31, 2005. (3) |
| | |
| 99.2** | ExpressJet Holdings, Inc.'s audited consolidated financial statements as of December 31, 2005 and 2004 and for each of the three years in the period ended December 31, 2005. |

*These exhibits relate to management contracts or compensatory plans or arrangements.

** Previously filed as an exhibit to our originally filed Form 10-K.

*** Previously filed as an exhibit to Amendment No. 1 to our Form 10-K.

1. The Commission has granted confidential treatment for a portion of this exhibit.
2. Continental has applied to the Commission for confidential treatment of a portion of this exhibit.
3. Filed herewith.
4. Furnished herewith.