

Continental Airlines, Inc. ("Continental")  
 (NYSE Symbol: CAL)

Securities:	Class A Pass Through Certificates, Series 2009-2 ("Class A Certificates")	Class B Pass Through Certificates, Series 2009-2 ("Class B Certificates")
<b>Amount:</b>	\$527,625,000	\$116,812,000
<b>CUSIP:</b>	21079U AA3	21079U AB1
<b>ISIN:</b>	US21079UAA34	US21079UAB17
<b>Coupon:</b>	7.250%	9.250%
<b>Make-Whole Spread:</b>	0.600%	0.750%
<b>Available Amount under Liquidity Facility at November 10, 2010:</b>	\$55,794,085	\$15,395,028
<b>Initial Maximum Commitment Amount Under Liquidity Facility:</b>	\$57,379,219	\$16,207,665
<b>Public Offering Price:</b>	100%	100%
<b>Underwriting:</b>		
Morgan Stanley & Co. Incorporated	\$253,260,000	\$56,069,760
Goldman, Sachs & Co.	\$179,392,500	\$39,716,080
Credit Suisse Securities (USA) LLC	\$94,972,500	\$21,026,160
<b>Concession to Selling Group Members:</b>	0.900%	0.900%
<b>Discount to Broker/Dealers:</b>	0.450%	0.450%

**Underwriting Commission:** \$9,666,555

**Continental's Transaction Expenses:** \$2,400,000. The Underwriters have agreed to reimburse Continental for certain of such expenses.

**Underwriting Agreement:** Dated October 27, 2009

**Settlement:** November 10, 2009 (T+10) closing date, the 10th business day following the date hereof

**Preliminary Prospectus Supplement:** Continental has prepared a Preliminary Prospectus Supplement, dated October 27, 2009, which includes additional information regarding the Certificates

**The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Morgan Stanley toll-free at 1-866-718-1649, Goldman, Sachs & Co. at 1-866-471-2526 or Credit Suisse at 1-800-221-1037 (institutional investors)**