

Issuer Free Writing Prospectus  
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September 19, 2012

# 2012-2 EETC Investor Presentation

Continental Airlines, Inc.  
September 19, 2012



A STAR ALLIANCE MEMBER 



**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 Credit Suisse toll-free at 1-800-221-1037 or Morgan Stanley toll-free at 1-866-718-1649.**

# Continental Airlines 2012-2 EETC

- **Continental Airlines, Inc. (“Continental”) is offering \$843,888,000 of Pass Through Certificates, Series 2012-2 in two classes:**
  - **Class A of \$711,622,000**
  - **Class B of \$132,266,000**
- **The proceeds from the offering will be used by Continental to finance 21 aircraft:**
  - **Finance the purchase of 18 new Boeing 737-900ER aircraft scheduled for delivery between November 2012 and July 2013**
  - **Finance the purchase of 3 new Boeing 787-8 aircraft scheduled for delivery between December 2012 and July 2013<sup>(1)</sup>**
- **Joint Bookrunners: Credit Suisse and Morgan Stanley**
- **Joint Structuring Agents: Credit Suisse and Morgan Stanley**

Notes:

1. Continental will have the right to select 3 out of 4 eligible Boeing 787-8 aircraft to be part of the collateral pool for this transaction. Assumes that the first 21 new aircraft in chronological order of delivery are selected by Continental for this transaction, otherwise the delivery period will extend to September 2013

# CAL 2012-2 EETC Structural Summary

	<u>Class A</u>	<u>Class B</u>
<b>Principal Amount</b>	\$711,622,000	\$132,266,000
<b>Expected Ratings (M/S/F)</b>	Baa2 / A- / A	Ba2 / BBB- / BBB-
<b>Initial LTV<sup>(1)</sup></b>	55.0%	65.2%
<b>Interest Rate</b>	Fixed, semi-annual, 30/360 day count	
<b>Initial Average Life (in years)</b>	9.2	6.0
<b>Regular Distribution Dates</b>	April 29 and October 29	
<b>Principal Distribution Window (in years)</b>	1.6 - 12.1	1.6 - 8.1
<b>Final Expected Distribution Date</b>	October 29, 2024	October 29, 2020
<b>Final Maturity Date</b>	April 29, 2026	April 29, 2022
<b>Section 1110 Protection</b>	Yes	Yes
<b>Liquidity Facility</b>	3 semi-annual interest payments	3 semi-annual interest payments
<b>Depository</b>	Funds raised will be held in escrow with the Depository Institution and withdrawn from time to time to purchase Equipment Notes as the aircraft are financed	

Notes:

1. Initial LTV is calculated as of October 29, 2013, the first Regular Distribution Date after all aircraft are expected to have been financed

# Key Structural Elements

- **Classes Offered:** Two tranches of amortizing debt offered, both of which will benefit from a liquidity facility covering three semi-annual interest payments
- **Waterfall:** Interest on the Preferred Pool Balance on the Class B Certificates is paid ahead of Class A Certificates' principal (same as CAL 2012-1)
- **Buy Out Rights:** Class B Certificateholders have the right to purchase all (but not less than all) of then outstanding more senior classes of certificates at par plus accrued and unpaid interest upon certain events during a Continental bankruptcy
- **Cross-Default:** Yes, from day one
- **Cross-Collateralization:** Yes, from day one
- **Collateral:** Strategically core aircraft types to Continental's fleet operations, all of which are new deliveries. Continental will finance 18 new Boeing 737-900ER aircraft and will choose 3 of 4 eligible Boeing 787-8 aircraft to be included in the transaction as well

# Collateral Summary

Aircraft Number <sup>(1)</sup>	Aircraft Type	Narrow / Widebody	Manufacturer's Serial Number	Registration Number	Manufacture Month	Aircraft Age (years)	Appraised Value (\$MM) <sup>(2)</sup>
1	737-900ER	Narrowbody	37207	N39461	Nov-12	N/A - New	\$52.25
2	737-900ER	Narrowbody	37201	N37462	Nov-12	N/A - New	52.25
3	737-900ER	Narrowbody	37208	N39463	Dec-12	N/A - New	52.31
4	737-900ER	Narrowbody	41745	N37464	Dec-12	N/A - New	52.31
5	737-900ER	Narrowbody	36599	N37465	Jan-13	N/A - New	52.45
6	737-900ER	Narrowbody	31644	N37466	Jan-13	N/A - New	52.45
7	737-900ER	Narrowbody	33537	N38467	Feb-13	N/A - New	52.51
8	737-900ER	Narrowbody	32836	N37468	Feb-13	N/A - New	52.51
9	737-900ER	Narrowbody	36600	N36469	Mar-13	N/A - New	52.57
10	737-900ER	Narrowbody	37099	N37470	Mar-13	N/A - New	52.57
11	737-900ER	Narrowbody	37102	N37471	Apr-13	N/A - New	52.71
12	737-900ER	Narrowbody	31653	N36472	Apr-13	N/A - New	52.71
13	737-900ER	Narrowbody	38702	N38473	May-13	N/A - New	52.77
14	737-900ER	Narrowbody	31648	N37474	May-13	N/A - New	52.77
15	737-900ER	Narrowbody	38703	N39475	Jun-13	N/A - New	52.83
16	737-900ER	Narrowbody	37100	N36476	Jun-13	N/A - New	52.83
17	737-900ER	Narrowbody	31647	N27477	Jul-13	N/A - New	52.97
18	737-900ER	Narrowbody	31649	N38479	Jul-13	N/A - New	52.97
19	787-8	Widebody	34821	N27901	Dec-12	N/A - New	124.84
20	787-8	Widebody	34823	N27903	Dec-12	N/A - New	124.84
21	787-8	Widebody	34830	N29907	Jul-13	N/A - New	126.29
<b>Total</b>							<b>\$1,322.72</b>

Notes:

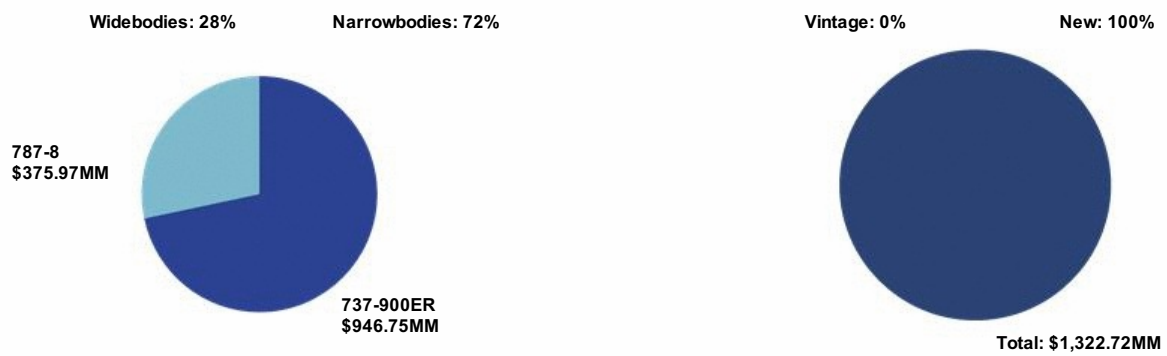
- 21 aircraft will be financed from the proceeds of this offering; 3 new B787-8 aircraft and 18 new B737-900ER aircraft will be selected from a list of 22 aircraft scheduled for delivery in 2012 and 2013. Value assumes that the first 21 new aircraft in chronological order of delivery are selected by Continental for the transaction.
- Appraised value is the lesser of the average and median Base Values of each aircraft as appraised by AISI, BK Associates and Morten Beyer & Agnew. An appraisal is only an estimate of value and should not be relied upon as a measure of realizable value.

# Collateral Pool

- The collateral pool benefits from diversification of two strategically core aircraft types
  - 72% Narrowbody / 28% Widebody Mix
  - 100% New

## CAL 2012-2 Collateral Mix

Distribution of Appraised Value



# Aircraft Appraisals

- **Continental has obtained Base Value Desktop Appraisals from three appraisers (AISI, BK Associates and Morten Beyer & Agnew)**
- **Aggregate aircraft appraised value of \$1,323 million<sup>(1)</sup>**
  - **Appraisals available in the Preliminary Prospectus Supplement**
- **Appraisals indicate an initial collateral cushion of 45.0% and 34.8% on the Class A and B respectively<sup>(2)</sup>, which increases over time as the debt amortizes**

Notes:

1. Appraised value is the lesser of the average and median Base Values of each aircraft as appraised by three appraisers. An appraisal is only an estimate of value and should not be relied upon as a measure of realizable value. Assumes that the first 21 new aircraft in chronological order of delivery are selected by Continental for this transaction
2. Initial collateral cushion is calculated as of October 29, 2013, the first Regular Distribution Date after all aircraft are expected to have been financed



# Collateral Overview

## Boeing 737-900ER

- **Overview:** The 737-900ER is the largest variant of world's all-time best selling 737NG family of narrowbody commercial aircraft
- **Strengths<sup>(1)</sup>:**
  - Very similar build and configuration to the 737-800, but longer fuselage accommodates 13 additional passengers with transcontinental capability in Continental's standard two-class configuration
  - Introduced in 2007, the 737-900ER is the newest member of the 737NG family with
  - to 128 commercial aircraft in service and 371 on order.
  - Lowest operating unit cost per seat among in-production narrowbodies
- **Importance to Continental:**
  - Allows Continental to increase available capacity in higher demand domestic markets with a marginal increase in incremental trip cost
  - Continental also views the aircraft as an attractive alternative for domestic 757-200 aircraft

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1. Sources: The Boeing Company, Morten Beyer & Agnew, Continental Airlines

# Boeing 737-900ER Market (1)

## 16 Customers for 499 Net Orders

Net orders from customers



Notes:

1. Net orders are defined as gross orders minus cancellations by customers inclusive of aircraft deliveries, through July 31, 2012. Deliveries are through July 31, 2012.

# Collateral Overview

## Boeing 787-8 “Dreamliner”

- **Overview:** New generation long range aircraft with size similar to current 767s in fleet  
- 219 passengers in Continental’s standard two-class configuration (36 business / 183 premium and regular economy)
- **Strengths<sup>(1)</sup>:**
  - Over 46 airlines and leasing companies have ordered 520 aircraft as of July 31, 2012
  - Intercontinental range to serve destinations not accessible with 767 aircraft (e.g. Denver to Narita)
  - Superior economic performance anticipated
    - Up to 20% lower fuel consumption than equivalent sized aircraft
    - 15-25% lower operating costs
    - Up to 30% lower airframe maintenance costs and longer intervals between maintenance checks
    - 20% weight savings due to an airframe comprised of nearly 50% carbon fiber
- **Importance to Continental:**
  - Provides Continental with a cost efficient, long range, medium density route aircraft
  - An attractive replacement on 767 routes and certain 777 markets

1. Sources: The Boeing Company, Morten Beyer & Agnew, Continental Airlines

# Boeing 787-8/9 Market

## 58 Customers for 824 Firm Orders



Source: The Boeing Company, United Continental  
 Note: As of July 31, 2012; pro forma for Qantas B787-9 cancellation in August 2012

