

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K/A

(Amendment No. 1)

(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

(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<br/>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.

| <u>Class</u> | <u>Outstanding at February 24, 2006</u> |
|--------------|---|
|--------------|---|

|  |                   |
|--|-------------------|
| 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. 1 OVERVIEW

We are filing Amendment No. 1 (this "Amendment") to the Continental Airlines, Inc. Annual Report on Form 10-K for the year ended December 31, 2005 (the "2005 Form 10-K"), which was originally filed on February 28, 2006, to amend Part IV, Item 15 of our 2005 Form 10-K for the sole purpose of amending and restating (1) the Index to Exhibits and (2) Exhibit 23.1, Consent of Ernst & Young LLP ("Ernst & Young").

Exhibit 23.1 to our 2005 Form 10-K inadvertently included an erroneous reference to February 22, 2006 as the date of Ernst & Young's reports with respect to (1) the consolidated financial statements and schedule of Continental Airlines, Inc., (2) the assessment by our management of the effectiveness of our internal control over financial reporting and (3) the effectiveness of our internal control over financial reporting. The revised Exhibit 23.1 now refers to the correct date of February 24, 2006.

In addition, Exhibit 23.1 to our 2005 Form 10-K inadvertently failed to include a consent to the incorporation by reference of Ernst & Young's report on (1) the assessment by the management of ExpressJet Holdings, Inc. ("ExpressJet") of the effectiveness of its internal control over financial reporting and (2) the effectiveness of ExpressJet's internal control over financial reporting, which is included in Exhibit 99.2 of the original filing. The revised Exhibit 23.1 now includes such a consent.

No other revisions or amendments have been made to Part IV, Item 15 or to any other portion of our 2005 Form 10-K. This Amendment does not reflect events occurring after February 28, 2006, the date of the original filing of our 2005 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 2005 Form 10-K, originally filed on February 28, 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 were incorporated by reference in Item 15. "Exhibits and Financial Statement Schedules" to our 2005 Form 10-K, originally filed on February 28, 2006, as described below:

Copa Holdings, S.A.'s audited consolidated financial statements for the fiscal years ended December 31, 2004 and 2003, filed as Exhibit 99.1 to our 2005 Form 10-K, were 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.

ExpressJet Holdings Inc.'s audited consolidated financial statements for the fiscal years ended December 31, 2005 and 2004, filed as Exhibit 99.2 to our 2005 Form 10-K, were 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. Copa Holdings, S.A.'s audited consolidated financial statements as of December 31, 2005 will be filed as an amendment to our 2005 Form 10-K on or before June 30, 2006.

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. 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)

|  | <u>Balance at<br/>Beginning of Year</u> | <u>Additions Charged<br/>to Expense</u> | <u>Deductions<br/>from Reserve</u> | <u>Other<br/>Adjustments</u> | <u>Balance at<br/>End of Year</u> |
|--|---|---|------------------------------------|------------------------------|-----------------------------------|
|--|---|---|------------------------------------|------------------------------|-----------------------------------|

2005

|                                    |    |   |      |    |    |
|------------------------------------|----|---|------|----|----|
| Allowance for Doubtful<br>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  |

a. 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.

b. Relates to increase in minimum pension liability.

c. 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: March 13, 2006

### INDEX TO EXHIBITS OF CONTINENTAL AIRLINES, INC.

|           |  |
|-----------|--|
| 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"). |
|           |  |
| 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.   |

|         |  |
|---------|--|
| 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.   |
| 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.  |
|           |  |
| 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").  |
|           |  |
| 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").   |
|           |  |
| 10.3      | 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).             |
|           |  |
| 10.3(a)   | 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.   |
|           |  |
| 10.3(b)   | 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").   |
|           |  |
| 10.3(c)   | 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"). |
|           |  |
| 10.3(d)   | 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.  |
|           |  |
| 10.3(e)   | 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.   |
|           |  |
| 10.3(f)** | 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.   |
|           |  |
| 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.   |
|             |   |
| 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).   |
|             |   |
| 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.   |
|           |   |
| 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.  |
|           |   |
| 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 (NL TIP Award).   |
|              |   |
| 10.16(c)*    | Previous Form of Award Notice pursuant to Continental Airlines, Inc. Long-Term Incentive and RSU Program (NL TIP 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.  |
|              |   |
| 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)  |
|              |   |

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| 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)                         |
|          |  |
| 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)   |
|          |  |
| 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)   |
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| 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. 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)                    |
|           |   |
| 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)  |
|           |  |
| 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     |  |

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|------------|---|
|            | 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)                              |
|            |   |
| 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)  |
|            |   |
| 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  |

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|          | 10-Q.  |
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| 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.  |
|          |  |
| 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).   |
|          |  |
| 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)  |
|          |  |

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| 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)       |
|          |   |
| 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) |
|          |   |
| 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)   |
|             |  |
| 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)  |
|          |  |
| 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    | 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. (3)  |
|          |  |
| 23.2**   | Consent of Ernst & Young LLP.  |
|          |  |
| 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 for the fiscal years ended December 31, 2004 and 2003. (5)   |
|          |  |

99.2\*\*

ExpressJet Holdings, Inc.'s audited consolidated financial statements for the fiscal years ended December 31, 2005 and 2004.

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

\*\* Previously filed as an exhibit to our originally filed 2005 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.
5. Copa Holdings, S.A.'s audited consolidated financial statements as of December 31, 2005 will be filed as an amendment to the 2005 Form 10-K on or before June 30, 2006.

## CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the following Registration Statements of Continental Airlines, Inc. and each related Prospectus of our reports dated February 24, 2006, with respect to the consolidated financial statements and schedule of Continental Airlines, Inc., Continental Airlines, Inc. management's assessment of the effectiveness of internal control over financial reporting, the effectiveness of internal control over financial reporting of Continental Airlines, Inc., the consolidated financial statements of ExpressJet Holdings, Inc., ExpressJet Holdings, Inc. management's assessment of the effectiveness of internal control over financial reporting and the effectiveness of internal control over financial reporting of ExpressJet Holdings, Inc., included or incorporated by reference in the Annual Report (Form 10-K) of Continental Airlines, Inc. for the year ended December 31, 2005.

Form Description

S-8 1997 Stock Incentive Plan (No. 333-23165)

S-8 1998 Stock Incentive Plan (No. 333-57297)

S-8 2000 Incentive Plan (No. 333-39762)

S-8 2004 Employee Stock Purchase Plan (No. 333-113444)

S-8 Supplemental Saving Plan for Management Pilots (No. 333-50938)

S-3 Registration Statement relating to Warrants, Class A Common Stock and Class B Common Stock and sales by certain Selling Security holders and the related Prospectus (No. 333-09739)

S-3 Registration Statement relating to \$250,000,000 of the Company's Pass Through Certificates and the related Prospectus (No. 333-31285)

S-3 Registration Statement relating to \$1,800,000,000 of the Company's Pass Through Certificates and the related Prospectus (No. 333-67886)

S-3 Registration Statement relating to \$500,000,000 of the Company's Debt Securities (Debt Shelf) and the related Prospectus (No. 333-79827)

S-3 Registration Statement relating to \$500,000,000 of the Company's Debt Securities, Class B Common Stock, Preferred Stock, Stock Purchase Contracts, Stock Purchase Units, Depositary Shares, Warrants, Junior Subordinated Trust Debentures and Guarantee of Trust Preferred Securities and Trust Preferred Securities of Continental Airlines Finance Trust III (Universal Shelf) and the related Prospectus (No. 333-71906)

S-3 Registration Statement relating to \$250,000,000 of Term Income Deferrable Equity Securities (TIDES) of Continental Airlines Finance Trust II, and Convertible Junior Subordinated Debentures, a Preferred Securities Guarantee of the TIDES and Class B Common Stock of the Company (No. 333-55144)

S-3 Registration Statement relating to \$175,000,000 of the Company's 5% Convertible Notes due 2023 (No. 333-108576)

S-8 2005 Broad Based Employee Stock Option Plan and 2005 Pilot Supplemental

Option Plan (No. 333-126891)

S-3 Registration Statement relating to \$1 billion of the Company's Debt Securities,

Class B Common Stock, Preferred Stock, Stock Purchase Contracts, Stock Purchase Units, Depositary Shares, Warrants, Subscription Rights and Pass Through Certificates, and the related Prospectus (No. 333-128289)

ERNST & YOUNG LLP

Houston, Texas  
February 24, 2006

**CERTIFICATION**

I, Lawrence W. Kellner, certify that:

1. I have reviewed this annual report on Form 10-K/A of Continental Airlines, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 13, 2006

/s/ Lawrence W. Kellner

Lawrence W. Kellner

Chairman of the Board and

Chief Executive Officer

**CERTIFICATION**

I, Jeffrey J. Misner, certify that:

1. I have reviewed this annual report on Form 10-K/A of Continental Airlines, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 13, 2006

/s/ Jeffrey J. Misner

Jeffrey J. Misner

Executive Vice President and

Chief Financial Officer

**Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002****(Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code)**

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), each of the undersigned officers of Continental Airlines, Inc., a Delaware corporation (the "Company"), does hereby certify, to such officer's knowledge, that:

The Annual Report on Form 10-K/A for the fiscal year ended December 31, 2005 (the "Form 10-K/A") of the Company fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934 and information contained in the Form 10-K/A fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement required by Section 906 has been provided to Continental Airlines, Inc. and will be retained by Continental Airlines, Inc. and furnished to the Securities and Exchange Commission or its staff upon request.

Dated: March 13, 2006

/s/ Lawrence W. Kellner

Lawrence W. Kellner

Chairman of the Board and

Chief Executive Officer

/s/ Jeffrey J. Misner

Jeffrey J. Misner

Executive Vice President and

Chief Financial Officer