

**CHARTER OF THE
HUMAN RESOURCES COMMITTEE
OF THE BOARD OF DIRECTORS OF
CONTINENTAL AIRLINES, INC.
As amended through February 20, 2008**

Establishment and Purpose

1. This Charter of the Human Resources Committee (“Committee”) of the Board of Directors (the “Board”) of Continental Airlines, Inc., a Delaware corporation (the “Company”), has been approved and adopted, as amended, by resolution of the Board adopted on February 20, 2008.

2. The purposes of the Committee shall be to (a) review and approve corporate goals and objectives relevant to Chief Executive Officer (“CEO”) compensation, evaluate the CEO’s performance in light of those goals and objectives, and determine and approve the CEO’s compensation level based on this evaluation; (b) review and approve compensation of the Company’s Section 16 Officers (as defined in Rule 16a-1(f) of the Securities Exchange Act); (c) review and approve incentive compensation plans and programs applicable to the Section 16 Officers of the Company; (d) recommend to the Board the compensation and benefits of non-management members of the Board, including members of committees of the Board; (e) review and make recommendations to the Board with respect to equity based incentive compensation plans or programs (or other equity based plans or programs, such as employee stock purchase plans) providing for the issuance of equity of the Company which require Board or stockholder approval; (f) recommend, based on review and discussion with management, that the Company’s Compensation Discussion and Analysis (“CD&A”) be included in the Company’s annual report on Form 10-K or proxy statement as required by the Securities and Exchange Commission (“SEC”); and (g) prepare the compensation committee report regarding such recommendation with respect to the CD&A as required by the SEC.

Committee Member Qualifications

3. The Committee shall at all times consist of at least two directors, and may consist of such greater number of directors as the Board appoints to the Committee from time to time by resolution of the Board. No member of the Committee may be an employee of the Company or any of its subsidiaries, and each member of the Committee shall be: (a) “independent” as defined in the applicable rules of the New York Stock Exchange (“NYSE”), (b) a “Non-Employee Director” within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934, as amended, and (c) an “outside director” within the meaning of section 162(m) of the Internal Revenue Code of 1986, as amended, and the regulations thereunder.

4. The members of the Committee shall be appointed or reappointed by the Board at the meeting of the Board immediately following each annual meeting of stockholders of the Company. Each member of the Committee shall continue as a member thereof until his or her successor is appointed by the Board or until his or her earlier death, resignation, removal or cessation as a director of the Company.

Process

5. The Board (upon the recommendation of the Corporate Governance Committee of the Board) or, if the Board shall fail to do so, the members of the Committee, shall appoint a Chair of the Committee from among the members of the Committee. If the Chair of the Committee is not present at any meeting of the Committee, the members of the Committee shall appoint an acting Chair for such meeting. The Secretary of the Company, or any Assistant Secretary of the Company, shall attend each meeting of the Committee and shall act as secretary of such meeting (but shall not be present when requested by the Committee).

6. The time and place of meetings of the Committee and the procedures to be followed at such meetings shall be determined from time to time by the members of the Committee; provided that:

- (a) a quorum for meetings shall be a majority of the members, present in person or by telephone or other telecommunications device permitting all persons participating in the meeting to speak to and hear each other;
- (b) the affirmative vote of a majority of the members of the Committee present at a meeting at which a quorum is present shall be the act of the Committee;
- (c) the Committee may act by unanimous written consent signed by each member of the Committee;
- (d) the Committee shall keep minutes of its proceedings and shall deliver the same (and reports and recommendations to the Board) to the Secretary of the Company;
- (e) all minutes of meetings of the Committee, and all unanimous written consents of the Committee, shall be filed with the records of meetings of the Committee;
- (f) the Chair, or any member of the Committee, or the Secretary of the Company at the direction of the Chair of the Committee, the Chairman of the Board or the CEO of the Company, shall have the authority to call meetings of the Committee; and

- (g) notice of the time and place of every regular meeting of the Committee (which meeting shall be deemed a regular meeting if it occurs on the same date as a meeting of the Board of Directors) shall be given in writing or by facsimile or electronic mail transmission to each member of the Committee at least five days before any such regular meeting, and notice of the time and place of every special meeting of the Committee shall be given in writing or by facsimile or electronic mail transmission to each member of the Committee not later than the close of business on the second day next preceding the day of the meeting; provided that in each case a member may waive notice of any meeting.

Duties

7. The Committee shall administer the Company's (a) 1994 Incentive Equity Plan, (b) 1997 Stock Incentive Plan, (c) 1998 Stock Incentive Plan, (d) Incentive Plan 2000 and the programs adopted from time to time thereunder, (d) 1997 Employee Stock Purchase Plan, (e) 2004 Employee Stock Purchase Plan, and (e) Enhanced Profit Sharing Plan, in each case, as the same may be amended from time to time, and as provided for therein. The Committee shall also administer such other compensation, retirement, benefit or other plans or programs as the Board has heretofore designated or may from time to time designate. The Committee may delegate administration of benefit and other plans or programs to officers or employees of the Company to the extent expressly provided by the Committee and in compliance with applicable laws.

8. Having regard for the competitive position of the Company, internal equity, individual performance and such other considerations as the Committee shall deem appropriate (including with respect to the CEO, corporate goals and objectives approved by the Committee), the Committee shall, at least annually, review and determine (or, at its discretion, review and recommend to the Board for approval) the compensation (including salaries, bonuses and other forms of compensation) of the CEO and the Section 16 Officers, and the corporate goals and objectives relating to the compensation of the CEO of the Company.

9. The Committee shall review and approve or disapprove the terms and conditions of any proposed offer of employment to any Section 16 Officer, the form of any employment agreement or severance agreement with any Section 16 Officer, and the form of employment agreement or severance agreement with any other officer or other employee of the Company or any subsidiary (other than a publicly traded subsidiary) designated by the Committee (provided, that if a general form of employment agreement or severance agreement for Section 16 Officers or other officers or employees has been approved by the Committee, then approval by the Committee of any proposed employment agreement or severance agreement with a particular Section 16 Officer, officer or other employee shall only be necessary if the proposed agreement deviates materially from the general form of agreement previously approved).

10. The Committee shall, from time to time as deemed appropriate by the Committee or as requested by the Board, review the compensation and benefits of the non-management members of the Board, including members of Committees of the Board, and make recommendations to the Board regarding any changes thereto.

11. The Committee shall review and determine (or, at its discretion, review and recommend to the Board for approval) from time to time the general compensation structure and practices of the Company, including incentive-compensation and equity-based plans or programs, and the plans and policies of the Company for recruiting, developing and motivating employees of the Company.

12. The Committee shall review and discuss with management the Company's CD&A to be included in the Company's annual report on Form 10-K and proxy statement as required by the SEC. Following such review and discussion, the Committee shall (a) recommend whether the CD&A should be included in the Company's annual report and proxy statement, as applicable; and (b) prepare the compensation committee report required by the SEC.

13. The Committee shall review and report to the Board, from time to time as deemed appropriate by the Committee or as requested by the Board, on the appropriateness and adequacy of the executive organizational structure of the Company and on plans for the succession of Section 16 Officers.

14. The Committee shall fulfill such other duties and responsibilities as assigned to the Committee from time to time by the Board.

15. The Committee shall report on its activities to the Board.

16. The Committee shall review and assess at least annually its performance.

17. In fulfilling its responsibilities hereunder, the Committee shall have the sole power to retain and terminate such consultants or advisors as it shall deem necessary or appropriate, including the sole authority to approve the compensation and other terms relating to the retention and termination of such consultants and advisors.