

**CHARTER OF THE
CORPORATE GOVERNANCE AND SOCIAL RESPONSIBILITY COMMITTEE
OF THE BOARD OF DIRECTORS OF
CONTINENTAL AIRLINES, INC.
As amended through September 11, 2009**

Establishment and Purpose

1. The Corporate Governance and Social Responsibility Committee (the “Committee”) of the Board of Directors (the “Board”) of Continental Airlines, Inc., a Delaware corporation (the “Company”), was, pursuant to Article III of the Bylaws of the Company, originally established as the “Corporate Governance Committee” by resolution of the Board adopted on January 31, 2003 and was designated as the “Corporate Governance and Social Responsibility Committee” by resolution of the Board adopted on September 11, 2009.

2. The purposes of the Committee shall be to (a) identify individuals qualified to become members of the Board, consistent with criteria approved by the Board, (b) recommend to the Board the slate of directors to be nominated by the Board at the annual meeting of stockholders of the Company, or any director to fill a vacancy on the Board, (c) recommend to the Board members to be appointed to committees of the Board, including in the event of vacancies, (d) recommend to the Board the director to serve as chair of each committee of the Board, including in the event of a vacancy, (e) oversee the Company’s policies and practices on significant issues of corporate social responsibility, (f) develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, (g) oversee the evaluation of the Board and management and (h) fulfill such other duties and responsibilities as may be set forth in this charter or as may be assigned to the Committee by the Board from time to time.

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. Each member of the Committee shall be an “independent” director as defined in the applicable rules of the New York Stock Exchange (“NYSE”). The determination of a director’s independence shall be made by the Board.

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.

Meetings

5. The Board (upon the recommendation of the Committee) 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 Chief Executive Officer 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) 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. In the event of a vacancy or vacancies on the Board and the determination of the Board not to reduce the size of the Board, the Committee shall identify the individual or individuals qualified to become members of the Board and shall recommend them to the Board for its consideration in filling such vacancy or vacancies.

8. Each year, the Committee shall recommend to the Board the slate of directors to be nominated by the Board at the annual meeting of stockholders of the Company.

9. At least annually, the Committee shall recommend to the Board (a) the members of the Board to be appointed to the committees of the Board and (b) the individual to serve as chair of each committee of the Board, from among the members of such committee. In the event of a vacancy or vacancies in any such committee, the Committee shall identify the individual or individuals qualified to become members of such committee and shall recommend them to the Board for its consideration in filling such vacancy or vacancies. If the chair of a committee of the Board ceases to serve in such capacity, the Committee shall recommend to the Board a successor chair.

10. In fulfilling its responsibilities hereunder, the Committee shall take into account the following criteria in identifying director and Board committee member candidates:

(a) a majority of the members of the Board shall at all times be persons determined by the Board to be “independent”, as defined in applicable NYSE rules, and a sufficient number of directors shall also meet the standards established by applicable rules of the NYSE and the Securities and Exchange Commission (“SEC”) to permit the Audit Committee of the Board to comply with its charter and such rules;

(b) a sufficient number of “independent” directors shall be included on the Board to permit each of the Board’s committees to comply with its charter and the applicable rules of the NYSE and the SEC, having due consideration for the demands placed upon any directors with multiple committee assignments;

(c) the criteria set forth in the Company’s corporate governance guidelines in effect at the time of the determination; and

(d) the skills and experience of the individual, bearing in mind the composition of the Board and the current state of the Company and the airline industry generally at the time of the determination.

Subject to the foregoing, directors may be employees of the Company.

11. The Committee shall oversee the Company's policies and practices on significant issues of corporate social responsibility, including protection of the environment, workplace diversity, community and government relations, and charitable and political contributions.

12. The Committee shall review all stockholder proposals submitted to the Company relating to corporate governance, the nomination of a member of the Board or corporate social responsibility, and shall review the timeliness and adequacy of the submission thereof, and shall recommend to the Board appropriate action on each such proposal.

13. The Committee shall review and assess at least annually its performance, as well as the performance of the Board and the other committees of the Board.

14. The Committee shall oversee the process for the evaluation of management's performance.

15. The Committee shall review at least annually (a) the adequacy of the Company's corporate governance guidelines and (b) the Board's compliance with the Company's corporate governance guidelines. The Committee may from time to time recommend to the Board amendments to the Company's corporate governance guidelines.

16. The Committee shall be responsible for determining the appropriate course of action with respect to any potential or actual conflicts of interest involving a director brought to the attention of the Chair of the Committee pursuant to the Company's corporate governance guidelines.

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

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

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

20. The Committee shall have the authority to delegate any of its responsibilities to subcommittees or the Chair of the Committee as the Committee may deem appropriate in its sole discretion.