

**CHARTER OF THE FINANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF
CONTINENTAL AIRLINES, INC.**

As amended through February 18, 2009

Establishment

1. This Charter of the Finance Committee (the “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 18, 2009.

2. 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.

3. 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

4. The Board (upon the recommendation of the Corporate Governance 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).

5. 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 is designated as such in the notice thereof and the principal purpose of such meeting is to review and recommend to the Board the Company's Annual Capital Expenditure Budget and Annual Financial Plan, each as defined in the Company's Bylaws) 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

6. The Committee shall develop with management of the Company, and recommend to the Board not later than thirty days prior to the end of each fiscal year of the Company (or at such later time determined by the Board pursuant to the Bylaws), an annual capital expenditure budget and annual financial plan of the Company with respect to the next succeeding fiscal year.

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

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

9. In fulfilling its duties 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 authority to approve the compensation and other terms relating to the retention and termination of such consultants and advisors.