

U.S. Department of Transportation
Research and Special Programs
Administration

REPORT OF FINANCIAL
AND OPERATING STATISTICS FOR
LARGE CERTIFICATED
AIR CARRIERS

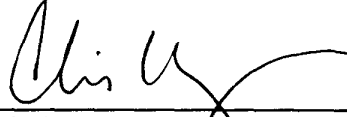
Period ended June 30, 2000

Continental Airlines, Inc.

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CERTIFICATION*

I, the undersigned Staff Vice President and Controller of Continental Airlines, Inc. do certify that this report and all schedules, ADP-media submissions, Passenger Origin-Destination Survey submissions and supporting documents which are submitted herewith or have been submitted heretofore as parts of this report filed for the above indicated period have been prepared under my direction; that I have carefully examined them and declare that they correctly reflect the accounts and records of the company, and to the best of my knowledge and belief are a complete and accurate statement, after adjustments to reflect full accruals, of the operating revenues and expenses, income items, assets, liabilities, capital, retained earnings, and operating statistics for the periods reported in the several schedules, the Schedule T-100 ADP-media submissions, and the Passenger Origin-Destination Survey; that the various items herein reported were determined in accordance with the Uniform System of Accounts and Reports for Large Certificated Air Carriers prescribed by the Department of Transportation; and that the data contained herein are reported on a basis consistent with that of the preceding report except as specifically noted in the financial and statistical statements.



Chris Kenny
Staff Vice President and Controller
P.O. Box 4607
Houston, Texas 77210-4607

Dated August 9, 2000

*Title 18 U.S.C. Sec. 1001, Crimes and Criminal Procedure, makes it a criminal offense subject to a maximum of \$10,000 or imprisonment for not more than 5 years, or both, to knowingly and willfully make or cause to be made any false or fraudulent statements or representations in any matter within jurisdiction of any agency of the United States.

RSPA Form 41 Schedule A

BALANCE SHEET

As At: June 30, 2000
 Schedule B-1

Air Carrier:
 Operation : Domestic COD
 (000's)

ACCT#	DESCRIPTION	AMOUNT

ASSETS		
CURRENT ASSETS		
1010	Cash	1,306,196
1100	Short-Term Investments	0
1200	Notes Receivable	2,251
1270	Accounts Receivable	705,856
1290	Less Allow. for Bad Debts	14,407
1299	Net Notes & Accounts Receivable	693,700
1399	Net Spare Parts & Supplies	215,739
1410	Prepaid Items	228,132
1420	Other Current Assets	135,619
1499	Total Current Assets	2,579,386
INVESTMENTS IN SPECIAL FUNDS		
1510	Inv. in Associated Companies	537,472
1530	Other Investments & Receivables	154,020
1550	Special Funds	0
1599	Total Inv. & Special Funds	691,492
OPERATING PROPERTY & EQUIPMENT		
1609	Flight Equipment	3,650,953
1649	Ground-Property and Equipment	614,565
1668	Less Allowance for Depreciation	865,536
1675	Property & Equipment - Net	3,399,982
1679	Land	15,770
1685	Purchase Dep. & Adv. Payments	488,980
1689	Construction Work-in-progress	246,986
1695	Leased Property - Cap. Leases	313,958
1696	Accum. Amort. Capital Leases	141,291
1699	Total Oper. Prop. & Equipment	4,324,385
NONOPERATING PROP. & EQUIPMENT		
1791		0
1792	Less Allow. for Depr. - Nonop.	0
1799	Net Nonoperating Prop. & Eqmt.	0
OTHER ASSETS		
1820	Long-term Prepayments	0
1830	Unamort. Dev. & Preop. Costs	0
1890	Other Assets and Def. Charges	1,076,532
1895	Total Other Assets	1,076,532
1899	TOTAL ASSETS	8,671,795

BALANCE SHEET

As At: June 30, 2000
Schedule B-1

Air Carrier:
Operation : Domestic COD
(000's)
AMOUNT

ACCT#	DESCRIPTION	AMOUNT
	LIABILITIES & STOCKHOLDERS' EQ.	
	CURRENT LIABILITIES	
2000	Curr. Maturities of L-T Debt	353,830
2005	Notes Payable - Banks	0
2015	Notes Payable - Others	0
2021	Trade Accts. Payable	835,838
2025	Accts. Payable - Other	604,054
2080	Curr. Oblig. Under Cap. Leases	32,044
2110	Accrued Salaries & Wages	115,067
2120	Accrued Vacation Pay	140,014
2125	Accrued Interest	64,206
2130	Accrued Taxes	31,003
2140	Dividends Declared	0
2160	Air Traffic Liability	1,317,247
2190	Other Current Liabilities	157,344
2199	Total Current Liabilities	3,650,647
	NONCURRENT LIABILITIES	
2210	Long-term Debt	2,668,215
2240	Advances from Assoc. Companies	0
2250	Pension Liability	9,546
2280	Noncurrent Obgl.-Capital Leases	170,316
2290	Other Noncurrent Liabilities	0
2299	Total Noncurrent Liabilities	2,848,077
	DEFERRED CREDITS	
2340	Deferred Income Taxes	414,574
2345	Deferred Investment Tax Credits	0
2390	Other Deferred Credits	209,917
2399	Total Deferred Credits	624,491
	STOCKHOLDERS' EQUITY	
2820	Preferred Shares Issued	111
2840	Common Shares Issued	639
2860	Subscribed & Unissued	0
2869	Total Capital Stock	750
2890	Additional Capital Invested	836,012
2899	Total Paid in Capital	836,762
2900	Retained Earnings	1,308,456
2959	Total Stockholders' Equity	2,145,218
2990	Less Treasury Stock	596,638
2995	Net Stockholders' Equity	1,548,580
2999	Total Liab. & Stockholders' Eq.	8,671,795
2820A	No. of Preferred Shares Issued	11,231,349
2840A	No. of Common Shares Issued	63,923,431

Line		Year of First Delivery (Airframe)	Airframe Manufacturer's Serial Number	Date Acquired or Retired	Tail Number	Acquisition or Retirement "A" or "R"	Airframe License Number	Number of Engines Acquired/Retired	Type, Model Cabin Design	Maximum Seating Capacity	Cost	Amortized/Depreciated Cost	Realization	Acquired From/Disposition To
		(1)	(2)	(3)		(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)	(12)
Owned Airframe Units														
1	Own	2000	30354	06/30/00	141	A	N19141 (A)	2 RB211535E4-B37	B757-200	2400/159	\$ -	\$ -	\$ -	BOEING
2	Own	1975	21045	06/30/00	773	R	N17773 (C)	3 JT9D-9	B727-200 PAX	1400/135	\$ -	\$ -	\$ -	BOEING
3	Own	1968	45792	06/30/00	539	R	N12539 (C)	2 JT8D-9	DC9-30 PAX	0800/095	\$ -	\$ -	\$ -	DOUGLAS
Operating Lease Airframe Units														
1	Op	2000	28678	04/07/00	015	A	N27015	2 GE 90	B777-200	4200/235	\$ -	\$ -	\$ -	ILFC
2	Op	2000	28679	05/05/00	016	A	N57016	2 GE 90	B777-200	4200/235	\$ -	\$ -	\$ -	ILFC
3	Op	2000	30429	06/12/00	202	A	N24202	2 CFM-7	B737-800	1400/141	\$ -	\$ -	\$ -	BOEING
4	Op	2000	30613	06/21/00	203	A	N33203 (A)	2 CFM-7	B737-800	1400/141	\$ -	\$ -	\$ -	BOEING
5	Op	1982	48293	05/31/00	071	R	N83071 (B)	3 CF6-50C	DC10-30 PAX	0038/204	\$ -	\$ -	\$ -	POLARIS/GECAS
6	Op	1973	46576	06/30/00	072	R	N19072 (B)	3 CF6-50C	DC10-30 PAX	0028/254	\$ -	\$ -	\$ -	POTOMAC CAPITAL
7	Op	1974	46940	06/30/00	073	R	N76073 (B)	3 CF6-50C	DC10-30 PAX	0028/254	\$ -	\$ -	\$ -	POTOMAC CAPITAL
Capital Lease Airframe Units														
1	Cp	1981	48074	06/14/00	884	R	N16884 (B)	2 JT8D-217	MD-80	1400/127	\$ -	\$ -	\$ -	REPUBLIC FINANCE
Engines														
1	Own	2000	876-266	06/13/00		A		1 CFM56-7B24			\$ -	\$ -	\$ -	CFM INTERNATIONAL INC.
2	Own	2000	706-173	06/19/00		A		1 CF6-80C2B8F			\$ -	\$ -	\$ -	GE AIRCRAFT ENGINES
3	Own	2000	706-161	06/30/00		A		1 CF6-80C2B8F			\$ -	\$ -	\$ -	GE AIRCRAFT ENGINES
4	Own	2000	860-213	05/22/00		A		1 CFM56-3B1			\$ -	\$ -	\$ -	CFM INTERNATIONAL INC.
5	Own	1996	665829	06/30/00		R		1 JT8D9			\$ -	\$ -	\$ -	Chromalloy Engine Services Group
6	Own	1994	665830	06/30/00		R		1 JT8D9			\$ -	\$ -	\$ -	Chromalloy Engine Services Group
7	Own	1994	665873	06/30/00		R		1 JT8D9			\$ -	\$ -	\$ -	Chromalloy Engine Services Group
8	Own	1994	657058	06/30/00		R		1 JT8D9			\$ -	\$ -	\$ -	Chromalloy Engine Services Group
9	Own	1996	666925	06/30/00		R		1 JT8D9			\$ -	\$ -	\$ -	Chromalloy Engine Services Group
10	Own	1997	665881	06/30/00		R		1 JT8D9			\$ -	\$ -	\$ -	Chromalloy Engine Services Group
11	Own	1996	666328	06/30/00		R		1 JT8D9			\$ -	\$ -	\$ -	Chromalloy Engine Services Group

FOOTNOTES:

- (A) Delivered in 2nd quarter, operating in 3rd quarter.
- (B) Aircraft is non-operating/retire from fleet, still in CO possession.
- (C) Aircraft retired from fleet 4th qtr 1999, disposed 2nd qtr 2000.

CONTINENTAL AIRLINES, INC. (Parent Company)
 STATEMENT OF CASH FLOWS (Unaudited)
 FOR THE QUARTER ENDED JUNE 30, 2000
 (IN THOUSANDS)

Cash Flows from Operating Activities -		
Net income.....	\$ 148,640	1
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	88,791	2
Provision for losses on accounts receivable.....	3,146	3
Amortization of deferred credits.....	(3,522)	4
Amortization of restricted stock grants.....	0	5
Amortization on sale-leaseback, deferred gains.....	(382)	6
Gain on disposition of property, equipment and other assets, net.....	35	8
Deferred income tax provision.....	75,420	9
Fleet charge.....	0	
Other, net.....	(15,482)	10
Changes in operating assets and liabilities:		
Increase in accounts receivable, net.....	(18,202)	11
Increase in spare parts and supplies.....	(14,691)	12
Decrease in prepayments and other assets.....	7,743	13
Increase in accounts payable.....	150,638	14
Increase in air traffic liability.....	17,433	15
Increase in accrued interest, other current liabilities, deferred credits and other.....	9,274	18
Net cash provided by operating activities.....	448,841	17
Cash Flows from Investing Activities -		
Change in short-term investments.....	79,188	18
Purchase deposits paid in connection with future aircraft deliveries.....	(188,406)	19
Investments.....	(779)	
Capital expenditures.....	(94,011)	20
Purchase deposits refunded due to delivery of aircraft.....	53,319	21
Other.....	(2,016)	23
Net cash used by investing activities.....	(152,705)	24
Cash Flows from Financing Activities -		
Proceeds from sale-leaseback transaction.....	2,909	25
Proceeds from issuance of long-term debt, net.....	3,252	26
Payments on long-term debt and capital leases.....	(219,429)	27
Proceeds from issuance of common stock.....	30,887	28
Dividends paid on preferred securities of trust.....	0	29
Purchase of treasury stock.....	(129,393)	30
Net cash used by financing activities.....	(311,774)	31
Net increase in cash and cash equivalents	\$ (15,638)	32
Cash and cash equivalents at beginning of period.....	\$ 1,321,834	33
Cash and cash equivalents at end of period.....	\$ 1,306,196	34
Supplemental Cash Flows Information:		
Interest paid.....	\$ 72,990	35
Income taxes paid.....	\$ 513	36
Capital lease obligations incurred.....	\$ -	37
Reclassification of accrued rent, capital leases and interest to long-term debt.....	\$ -	38
Property and equipment acquired through the issuance of debt.....	\$ 36,100	39
Financed flight equipment purchase deposits.....	\$ -	40
Reduction of capital lease obligations in connection with return of ATR aircraft.....	\$ -	41
Reduction of capital lease obligations in connection with financing of aircraft.....	\$ -	42
Purchase deposits refunded and used to reduce debt.....	\$ -	43

Submitted in lieu of:
 RSPA Form 41 Schedule B-12

STATEMENT OF OPERATIONS

Quarter Ended: June 30, 2000
 Schedule P-1.2 Group III

Air Carrier:
 Operation : Domestic COD

(000's)
 AMOUNT

ACCT#	DESCRIPTION	AMOUNT
OPERATING REVENUES		
3901.1	Passenger - First Class	0
3901.2	Passenger - Coach	0
3901	Transport Revenues - Passenger	1,528,007
3905	Mail	16,630
3906.1	Property - Freight	22,892
3906.2	Property - Excess Baggage	4,137
3907.1	Charter - Passenger	2,189
3907.2	Charter - Property	0
3919.1	Reserv. Cancellation Fees	0
3919.2	Misc. Operating Revenues	17,375
4808	Public Service Subsidy	0
4898	Transport Related	116,359
4999	Total Operating Revenue	1,707,589
OPERATING EXPENSES		
5100	Flying Operations	487,327
5400	Maintenance	170,918
5500	Passenger Service	137,506
6400	Aircraft & Traffic Servicing	285,525
6700	Promotion & Sales	234,834
6800	General & Administrative	89,339
7000	Depreciation & Amortization	62,336
7100	Transport Related Expenses	85,875
7199	Total Operating Expenses	1,553,660
7999	Operating Profit or Loss	153,929
NONOPERATING EXPENSE (INCOME)		
8181	Int. Exp. (Inc.) on L-T-D & Cap. Leases	53,721
8182	Other Interest Expense (Income)	1,507
8185	Foreign Exchange Gain or Loss	56
8188.5	Capital (Gains)/Losses- Op.Prop.	39
	Capital (Gains)/Losses- Other	
8189	Other Expense (Income) - Net	-47,847
8199	Nonoperating Expense (Income)	7,476
8999	Income Before Income Taxes	146,453
9100	Income Tax Expense	80,966
9199	Inc. Bf. Disc. Ops & Other Items	65,487
9600	Discontinued Operations	0
9796	Extraordinary Items	-4,548
9797	Inc. Tax Appl. To Extraord. Item	0
9799	Income Before Account. Changes	60,939
9800	Accounting Changes	0
9899	Net Income	60,939

STATEMENT OF OPERATIONS

Quarter Ended: June 30, 2000
 Schedule P-1.2 Group III

Air Carrier:
 Operation : Atlantic COA

ACCT#	DESCRIPTION	(000's) AMOUNT
	OPERATING REVENUES	
3901.1	Passenger - First Class	0
3901.2	Passenger - Coach	331,979
3901	Transport Revenues - Passenger	331,979
3905	Mail	1,902
3906.1	Property - Freight	24,537
3906.2	Property - Excess Baggage	0
3907.1	Charter - Passenger	0
3907.2	Charter - Property	0
3919.1	Reserv. Cancellation Fees	0
3919.2	Misc. Operating Revenues	548
4808	Public Service Subsidy	0
4898	Transport Related	38,098
4999	Total Operating Revenue	397,064
	OPERATING EXPENSES	
5100	Flying Operations	126,045
5400	Maintenance	35,423
5500	Passenger Service	55,675
6400	Aircraft & Traffic Servicing	45,474
6700	Promotion & Sales	27,608
6800	General & Administrative	15,801
7000	Depreciation & Amortization	16,643
7100	Transport Related Expenses	13,992
7199	Total Operating Expenses	336,661
7999	Operating Profit or Loss	60,403
	NONOPERATING EXPENSE (INCOME)	
8181	Int. Exp. (Inc.) on L-T-D & Cap. Leases	223
8182	Other Interest Expense (Income)	5
8185	Foreign Exchange Gain or Loss	3,118
8188.5	Capital (Gains)/Losses- Op.Prop.	0
	Capital (Gains)/Losses- Other	
8189	Other Expense (Income) - Net	-3,149
8199	Nonoperating Expense (Income)	197
8999	Income Before Income Taxes	60,206
9100	Income Tax Expense	0
9199	Inc. Bf. Disc. Ops & Other Items	60,206
9600	Discontinued Operations	0
9796	Extraordinary Items	0
9797	Inc. Tax Appl. To Extraord. Item	0
9799	Income Before Account. Changes	60,206
9800	Accounting Changes	0
9899	Net Income	60,206

STATEMENT OF OPERATIONS

Quarter Ended: June 30, 2000
 Schedule P-1.2 Group III

Air Carrier:
 Operation : Latin COL

(000's)
 AMOUNT

ACCT#	DESCRIPTION	AMOUNT
	OPERATING REVENUES	
3901.1	Passenger - First Class	12,830
3901.2	Passenger - Coach	201,568
3901	Transport Revenues - Passenger	214,398
3905	Mail	381
3906.1	Property - Freight	6,576
3906.2	Property - Excess Baggage	0
3907.1	Charter - Passenger	0
3907.2	Charter - Property	0
3919.1	Reserv. Cancellation Fees	0
3919.2	Misc. Operating Revenues	331
4808	Public Service Subsidy	0
4898	Transport Related	6,433
4999	Total Operating Revenue	228,119
	OPERATING EXPENSES	
5100	Flying Operations	80,147
5400	Maintenance	21,998
5500	Passenger Service	20,139
6400	Aircraft & Traffic Servicing	37,453
6700	Promotion & Sales	36,975
6800	General & Administrative	10,170
7000	Depreciation & Amortization	10,302
7100	Transport Related Expenses	2,928
7199	Total Operating Expenses	220,112
7999	Operating Profit or Loss	8,007
	NONOPERATING EXPENSE (INCOME)	
8181	Int. Exp. (Inc.) on L-T-D & Cap. Leases	7
8182	Other Interest Expense (Income)	0
8185	Foreign Exchange Gain or Loss	583
8188.5	Capital (Gains)/Losses- Op. Prop.	0
	Capital (Gains)/Losses- Other	
8189	Other Expense (Income) - Net	-2,057
8199	Nonoperating Expense (Income)	-1,467
8999	Income Before Income Taxes	9,474
9100	Income Tax Expense	0
9199	Inc. Bf. Disc. Ops & Other Items	9,474
9600	Discontinued Operations	0
9796	Extraordinary Items	0
9797	Inc. Tax Appl. To Extraord. Item	0
9799	Income Before Account. Changes	9,474
9800	Accounting Changes	0
9899	Net Income	9,474

STATEMENT OF OPERATIONS

Quarter Ended: June 30, 2000
 Schedule P-1.2 Group III

Air Carrier:
 Operation : Pacific COP

(000's)
 AMOUNT

ACCT#	DESCRIPTION	AMOUNT
	OPERATING REVENUES	
3901.1	Passenger - First Class	0
3901.2	Passenger - Coach	38,263
3901	Transport Revenues - Passenger	38,263
3905	Mail	202
3906.1	Property - Freight	6,017
3906.2	Property - Excess Baggage	0
3907.1	Charter - Passenger	0
3907.2	Charter - Property	0
3919.1	Reserv. Cancellation Fees	0
3919.2	Misc. Operating Revenues	28
4808	Public Service Subsidy	0
4898	Transport Related	144
4999	Total Operating Revenue	44,654
	OPERATING EXPENSES	
5100	Flying Operations	18,324
5400	Maintenance	1,820
5500	Passenger Service	2,971
6400	Aircraft & Traffic Servicing	570
6700	Promotion & Sales	943
6800	General & Administrative	856
7000	Depreciation & Amortization	1,109
7100	Transport Related Expenses	-130
7199	Total Operating Expenses	26,463
7999	Operating Profit or Loss	18,191
	NONOPERATING EXPENSE (INCOME)	
8181	Int. Exp. (Inc.) on L-T-D & Cap. Leases	0
8182	Other Interest Expense (Income)	0
8185	Foreign Exchange Gain or Loss	343
8188.5	Capital (Gains)/Losses- Op. Prop.	0
	Capital (Gains)/Losses- Other	
8189	Other Expense (Income) - Net	-173
8199	Nonoperating Expense (Income)	170
8999	Income Before Income Taxes	18,021
9100	Income Tax Expense	0
9199	Inc. Bf. Disc. Ops & Other Items	18,021
9600	Discontinued Operations	0
9796	Extraordinary Items	0
9797	Inc. Tax Appl. To Extraord. Item	0
9799	Income Before Account. Changes	18,021
9800	Accounting Changes	0
9899	Net Income	18,021

STATEMENT OF OPERATIONS

Quarter Ended: June 30, 2000
 Schedule P-1.2 Group III

Air Carrier:
 Operation : System COS

ACCT#	DESCRIPTION	(000's) AMOUNT
	OPERATING REVENUES	
3901.1	Passenger - First Class	12,830
3901.2	Passenger - Coach	571,810
3901	Transport Revenues - Passenger	2,112,647
3905	Mail	19,115
3906.1	Property - Freight	60,022
3906.2	Property - Excess Baggage	4,137
3907.1	Charter - Passenger	2,189
3907.2	Charter - Property	0
3919.1	Reserv. Cancellation Fees	0
3919.2	Misc. Operating Revenues	18,282
4808	Public Service Subsidy	0
4898	Transport Related	161,034
4999	Total Operating Revenue	2,377,426
	OPERATING EXPENSES	
5100	Flying Operations	711,843
5400	Maintenance	230,159
5500	Passenger Service	216,291
6400	Aircraft & Traffic Servicing	369,022
6700	Promotion & Sales	300,360
6800	General & Administrative	116,166
7000	Depreciation & Amortization	90,390
7100	Transport Related Expenses	102,665
7199	Total Operating Expenses	2,136,896
7999	Operating Profit or Loss	240,530
	NONOPERATING EXPENSE (INCOME)	
8181	Int. Exp. (Inc.) on L-T-D & Cap. Leases	53,951
8182	Other Interest Expense (Income)	1,512
8185	Foreign Exchange Gain or Loss	4,100
8188.5	Capital (Gains)/Losses- Op. Prop.	39
	Capital (Gains)/Losses- Other	
8189	Other Expense (Income) - Net	-53,226
8199	Nonoperating Expense (Income)	6,376
8999	Income Before Income Taxes	234,154
9100	Income Tax Expense	80,966
9199	Inc. Bf. Disc. Ops & Other Items	153,188
9600	Discontinued Operations	0
9796	Extraordinary Items	-4,548
9797	Inc. Tax Appl. To Extraord. Item	0
9799	Income Before Account. Changes	148,640
9800	Accounting Changes	0
9899	Net Income	148,640

U.S. Department
of Transportation

Air Carrier: Continental Airlines, Inc.
Operation: System
Period Ended: June 30, 2000

Research and
Special Programs
Administration

1. Equity in Income/(Loss) from Investor Controlled Companies	
P-1.2/Account 8189 for other airlines	\$22,751,000
P-1.2/Account 8189 for other subsidiaries (excluding airlines)	\$3,807,000
Dividends Earned on Stocks of Investor Controlled Companies -0-	
P-1.2/Account 8189	

2. Free/Reduced Rate for the quarter ended June 30, 2000

	<u>NON-REVENUE PASSENGER MILES</u>		<u>REVENUE</u>
Domestic	695,948,506	\$	3,844,902
Pacific	25,763,696		142,337
Latin America	140,445,276		775,917
Atlantic	<u>100,217,168</u>		<u>553,669</u>
Total	<u>962,374,646</u>	\$	<u>5,316,824</u>

3. Passenger Facility Charge Activity for the Quarterly Period Ended 6/30/00.		(000's)
PFC Amount in Account 2021 at beginning of quarter		\$10,901
Total Amount Collected in Trust for Public Agencies		23,906
Total Amount Remitted to Public Agencies		(25,236)
Adjustments		0
PFC Amount in Account 2021 at end of quarter—		<u>\$9,571</u>

This amount is held as restricted cash.

4. Included in account 1609 on Schedule B-1 is property on operating-type lease to others of \$112.4 million. Included in account 1695 on Schedule B-1 is capital leased property on operating-type lease to others of \$51.4 million. The accumulated depreciation related to the owned equipment on operating-type lease to others is \$39.2 million included in account 1668. The accumulated amortization related to the capital leased equipment is \$22.2 million included in account 1696.
5. Included in account 2900 on Schedule B-1 is the unrealized gain on marketable equity securities as a credit balance of \$1.4 million.
6. Included in account 2900 on Schedule B-1 is the unrealized loss on derivatives as a credit balance of \$27.2 million
7. Included in account 2900 on Schedule B-1 is common stock option warrants net of deferred compensation as a credit balance of \$4.0 million.

U.S. Department
of Transportation

Air Carrier: Continental Airlines, Inc.
Operation: Domestic
Period Ended: June 30, 2000

Research and
Special Programs
Administration

NOTES TO RSPA FORM 41 REPORT

1. Same as System Operation - No. 1
2. Free/Reduced Rate for the quarter ended June 30, 2000

	<u>NON-REVENUE PASSENGER MILES</u>		<u>REVENUE</u>
DOMESTIC	695,948,506	\$	3,844,902

3. Same as System Operation - No. 3
4. Same as System Operation - No. 4
5. Same as System Operation - No. 5
6. Same as System Operation - No. 6
7. Same as System Operation - No. 7
8. Same as System Operation - No. 8

U.S. Department
of Transportation

Air Carrier: Continental Airlines, Inc.
Operation: Atlantic
Period Ended: June 30, 2000

Research and
Special Programs
Administration

NOTES TO RSPA FORM 41 REPORT

1. Free/Reduced Rate for the quarter ended June 30, 2000:

	<u>NON-REVENUE PASSENGER MILES</u>		<u>REVENUE</u>
Atlantic	100,217,168	\$	553,669

U.S. Department
of Transportation

Air Carrier: Continental Airlines, Inc.
Operation: Latin America
Period Ended: June 30, 2000

Research and
Special Programs
Administration

NOTES TO RSPA FORM 41 REPORT

1. Free/Reduced Rate for the quarter ended June 30, 2000:

	<u>NON-REVENUE PASSENGER MILES</u>		<u>REVENUE</u>
Latin America	140,445,276	\$	775,917

U.S. Department
of Transportation

Air Carrier: Continental Airlines, Inc.
Operation: Pacific
Period Ended: June 30, 2000

Research and
Special Programs
Administration

NOTES TO RSPA FORM 41 REPORT

1. Free/Reduced Rate for the quarter ended June 30, 2000:

	<u>NON-REVENUE PASSENGER MILES</u>		<u>REVENUE</u>
Pacific	25,763,696	\$	142,337

NOT APPLICABLE

AIRCRAFT OPERATING EXP. - Sch. P-5.2 Grp II & III Qtr: June 30, 2000

Air Carrier:

(000's)

ACCT #	DESCRIPTION	Operation: Domestic		COD			MD-80 Code 6551	DC-10-3 Code 7321	
		Total Eqp Code 9999	B-737-8/9 Code 6141	B-737-5/6 Code 6161	B-737-3/7 Code 6191	B-757 Code 6221			B-777 Code 6271
FLYING OPERATIONS									
5123	Pilots and Copilots	140,933	19,029	26,935	46,738	16,758	235	27,178	4,060
5124	Other Flight Personnel	0	0	0	0	0	0	0	0
5128.1	Trainees and Instructors	0	0	0	0	0	0	0	0
5136	Personnel Expenses	9,081	1,226	1,736	3,012	1,079	15	1,750	263
5141	Prof. & Tech. Fees & Exp.	0	0	0	0	0	0	0	0
5143.7	Aircraft Interch. -Outside	0	0	0	0	0	0	0	0
5145.1	Aircraft Fuel	182,024	16,980	30,885	50,239	28,537	643	40,093	14,649
5145.2	Aircraft Oil	230	21	39	64	36	1	51	18
5147	Aircraft Rentals	130,692	16,091	27,789	39,151	19,706	227	23,972	3,756
5153	Other Supplies	0	0	0	0	0	0	0	0
5155.1	Insur. Purch. - General	712	191	143	99	43	91	18	127
5157	Empl. Benefits and Pensions	4,311	583	824	1,431	513	8	829	123
5158	Injuries, Loss and Damage	0	0	0	0	0	0	0	0
5168	Taxes-Payroll	9,420	1,272	1,801	3,123	1,119	16	1,817	272
5169	Taxes-Other Than Payroll	9,924	926	1,684	2,738	1,556	35	2,186	799
5171	Other Expense	0	0	0	0	0	0	0	0
5199	Total Flying Operations	487,327	56,319	91,834	146,595	69,347	1,271	97,894	24,067
DIRECT MAINTENANCE-FLIGHT EQUIP									
5225.1	Maint Airf. Labor	27,064	631	5,954	8,756	3,227	14	7,605	877
5225.2	Maint Eng. Labor	264	3	4	70	20	0	134	33
5243.1	Maint Airf. Outside Rep.	36,253	501	4,473	6,217	2,426	37	17,801	4,798
5243.2	Maint Eng. Outside Rep.	46,787	328	9,842	10,718	1,299	8	20,607	3,985
5243.7	Maint AC Interch. Chrgs-O/S	0	0	0	0	0	0	0	0
5246.1	Maint Materials - Airframe	15,746	183	2,910	2,800	993	17	7,341	1,502
5246.2	Maint Materials - Engines	1,115	18	63	348	37	-1	728	-78
5272.1	Maint Airfrm Airworth. Provs.	0	0	0	0	0	0	0	0
5272.3	Maint Airfrm O/H Deferred	0	0	0	0	0	0	0	0
5272.6	Maint AC Eng. Airworth. Prov	0	0	0	0	0	0	0	0
5272.8	Maint AC Eng. O/H Def. (cr.)	0	0	0	0	0	0	0	0
5278	Total Dir Maint-Flt. Eqpt	127,229	1,664	23,246	28,909	8,002	75	54,216	11,117
5279.6	APPL. MAINT BURDEN FLT. EQ.	42,709	559	7,804	9,703	2,686	25	18,201	3,731
5299	Total Flt. Eq. Maint. (Memo)	169,938	2,223	31,050	38,612	10,688	100	72,417	14,848
7073.9	NET OBSL & DETER.- EXP. PARTS	2,759	21,351	121	-20,616	137	2	1,325	439
DEPRECIATION - FLIGHT EQUIPMENT									
7075.1	Depr. Airframes	16,422	1,209	1,397	5,381	2,421	21	3,924	2,069
7075.2	Depr. Aircraft Engines	5,110	311	440	1,146	873	10	1,582	748
7075.3	Depr. Airframe Parts	1,965	195	181	685	249	5	379	271
7075.4	Depr. Engine Parts	458	77	29	174	71	2	91	14
7075.5	Depr. Other Flt Eqp.	7,497	1,005	689	1,399	612	12	1,607	2,173
7076.1	Amort. Cap. Leases Flt. Eqpt.	3,162	0	0	1	515	0	2,646	0
EXPENSE OF INTERCHANGE AIRCRAFT									
7098.1	Exp. of Interch. AC- Flt. Ops	0	0	0	0	0	0	0	0
7098.2	Exp. of Interch. AC- Maint.	0	0	0	0	0	0	0	0
7098.9	Total Aircraft Operating Expens	694,638	82,690	125,741	173,377	84,913	1,423	181,865	44,629
OTHER DEPRECIATION & AMORTIZATI									
7074.1	Amortization Developmental &Pre	0							
7074.2	Amortization Other Intangibles	11,547							
7075.8	Depreciation Hangar & Maint. Eq	290							
7075.9	Depreciation Ground Property	11,216							
7076.2	Amort. Capital Leases Other	1,910							

AIRCRAFT OPERATING EXP. - Sch. P-5.2 Grp II & III Qtr: June 30, 2000						
Air Carrier:		Operation: Atlantic		COA		
(000's)		Total Eqp	B-757	B-777	MD-80	DC-10-3
ACCT #	DESCRIPTION	Code 9999	Code 6221	Code 6271	Code 6551	Code 7321
FLYING OPERATIONS						
5123	Pilots and Copilots	28,162	3,992	16,214	0	7,956
5124	Other Flight Personnel	0	0	0	0	0
5128.1	Trainees and Instructors	0	0	0	0	0
5136	Personnel Expenses	1,789	254	1,030	0	505
5141	Prof. & Tech. Fees & Exp.	0	0	0	0	0
5143.7	Aircraft Interch. -Outside	0	0	0	0	0
5145.1	Aircraft Fuel	60,076	7,035	28,594	0	24,447
5145.2	Aircraft Oil	76	9	36	0	31
5147	Aircraft Rentals	29,729	4,357	17,278	0	8,094
5153	Other Supplies	0	0	0	0	0
5155.1	Insur. Purch. - General	162	114	0	22	26
5157	Empl. Benefits and Pensions	800	113	460	0	227
5158	Injuries, Loss and Damage	0	0	0	0	0
5168	Taxes-Payroll	1,747	248	1,006	0	493
5169	Taxes-Other Than Payroll	3,504	410	1,668	0	1,426
5171	Other Expense	0	0	0	0	0
5199	Total Flying Operations	126,045	16,532	66,286	22	43,205
DIRECT MAINTENANCE-FLIGHT EQUIP						
5225.1	Maint Airf. Labor	3,063	713	747	0	1,603
5225.2	Maint Eng. Labor	75	5	11	0	59
5243.1	Maint Airf. Outside Rep.	11,464	536	2,369	0	8,559
5243.2	Maint Eng. Outside Rep.	8,047	287	512	0	7,248
5243.7	Maint AC Interch. Chrgs-O/S	0	0	0	0	0
5246.1	Maint Materials - Airframe	3,961	220	998	0	2,743
5246.2	Maint Materials - Engines	-92	8	44	0	-144
5272.1	Maint Airfrm Airworth. Provs.	0	0	0	0	0
5272.3	Maint Airfrm O/H Deferred	0	0	0	0	0
5272.6	Maint AC Eng. Airworth. Prov	0	0	0	0	0
5272.8	Maint AC Eng. O/H Def. (cr.)	0	0	0	0	0
5278	Total Dir Maint-Flt.Eqpt	26,518	1,769	4,681	0	20,068
5279.6	APPL. MAINT BURDEN FLT. EQ.	8,903	594	1,571	0	6,738
5299	Total Flt. Eq. Maint. (Memo)	35,421	2,363	6,252	0	26,806
7073.9	NET OBSL & DETER.- EXP. PARTS	1,008	31	178	0	799
DEPRECIATION - FLIGHT EQUIPMENT						
7075.1	Depr. Airframes	5,620	535	1,323	0	3,762
7075.2	Depr. Aircraft Engines	2,145	193	591	0	1,361
7075.3	Depr. Airframe Parts	890	55	341	0	494
7075.4	Depr. Engine Parts	166	16	127	0	25
7075.5	Depr. Other Flt Eqp.	4,790	135	701	0	3,954
7076.1	Amort. Cap. Leases Flt.Eqpt.	114	114	0	0	0
EXPENSE OF INTERCHANGE AIRCRAFT						
7098.1	Exp. of Interch. AC- Flt. Ops	0	0	0	0	0
7098.2	Exp. of Interch. AC- Maint.	0	0	0	0	0
7098.9	Total Aircraft Operating Expens	176,199	19,974	75,799	22	80,404
OTHER DEPRECIATION & AMORTIZATI						
7074.1	Amortization Developmental &Pre	0				
7074.2	Amortization Other Intangibles	884				
7075.8	Depreciation Hangar & Maint. Eq	22				
7075.9	Depreciation Ground Property	858				
7076.2	Amort. Capital Leases Other	146				

AIRCRAFT OPERATING EXP. - Sch. P-5.2 Grp II & III Qtr: June 30, 2000

Air Carrier: (000's)		Operation: Latin	COL					MD-80	DC-10-3
ACCT #	DESCRIPTION	Total Eqp Code 9999	B-737-8/9 Code 6141	B-737-5/6 Code 6161	B-737-3/7 Code 6191	B-757 Code 6221	B-777 Code 6271	Code 6551	Code 7321
FLYING OPERATIONS									
5123	Pilots and Copilots	19,788	5,309	1,398	6,243	2,522	0	1,128	3,188
5124	Other Flight Personnel	0	0	0	0	0	0	0	0
5128.1	Trainees and Instructors	0	0	0	0	0	0	0	0
5136	Personnel Expenses	1,275	342	90	402	163	0	73	205
5141	Prof. & Tech. Fees & Exp.	0	0	0	0	0	0	0	0
5143.7	Aircraft Interch. -Outside	0	0	0	0	0	0	0	0
5145.1	Aircraft Fuel	37,345	8,642	1,782	7,986	5,775	0	2,171	10,989
5145.2	Aircraft Oil	47	11	2	10	7	0	3	14
5147	Aircraft Rentals	17,606	4,489	1,442	4,763	2,966	0	995	2,951
5153	Other Supplies	0	0	0	7	1	0	4	24
5155.1	Insur. Purch. - General	122	69	8	7	77	0	35	98
5157	Empl. Benefits and Pensions	605	162	43	190	77	0	0	0
5158	Injuries, Loss and Damage	0	0	0	0	0	0	0	0
5168	Taxes-Payroll	1,323	355	93	418	169	0	75	213
5169	Taxes-Other Than Payroll	2,036	471	97	436	315	0	118	599
5171	Other Expense	0	0	0	0	0	0	0	0
5199	Total Flying Operations	80,147	19,850	4,955	20,455	11,995	4	4,607	18,281
DIRECT MAINTENANCE-FLIGHT EQUIP									
5225.1	Maint Airf. Labor	2,817	176	309	845	486	0	310	691
5225.2	Maint Eng. Labor	41	1	0	6	3	0	5	26
5243.1	Maint Airf. Outside Rep.	5,685	140	232	592	365	0	661	3,695
5243.2	Maint Eng. Outside Rep.	5,757	92	511	1,027	195	0	802	3,130
5243.7	Maint AC Interch. Chrgs-O/S	0	0	0	0	0	0	0	0
5246.1	Maint Materials - Airframe	2,147	46	151	310	150	0	305	1,185
5246.2	Maint Materials - Engines	17	5	3	35	6	0	30	-62
5272.1	Maint Airfrm Airworth. Provs.	0	0	0	0	0	0	0	0
5272.3	Maint Airfrm O/H Deferred	0	0	0	0	0	0	0	0
5272.6	Maint AC Eng. Airworth. Prov	0	0	0	0	0	0	0	0
5272.8	Maint AC Eng. O/H Def. (cr.)	0	0	0	0	0	0	0	0
5278	Total Dir Maint-Flt. Eqpt	16,464	460	1,206	2,815	1,205	0	2,113	8,665
5279.6	APPL. MAINT BURDEN FLT. EQ.	5,528	154	405	947	404	0	709	2,909
5299	Total Flt. Eq. Maint. (Memo)	21,992	614	1,611	3,762	1,609	0	2,822	11,574
7073.9	NET OBSL & DETER.- EXP. PARTS	506	-21,243	7	21,331	20	0	44	347
DEPRECIATION - FLIGHT EQUIPMENT									
7075.1	Depr. Airframes	3,185	337	73	624	364	0	163	1,624
7075.2	Depr. Aircraft Engines	1,016	87	23	146	132	0	41	587
7075.3	Depr. Airframe Parts	393	54	9	69	37	0	11	213
7075.4	Depr. Engine Parts	71	21	1	24	11	0	4	107
7075.5	Depr. Other Flt Eqp.	2,387	280	36	206	92	0	66	1,707
7076.1	Amort. Cap. Leases Flt. Eqpt.	187	0	0	-1	78	0	110	0
EXPENSE OF INTERCHANGE AIRCRAFT									
7098.1	Exp. of Interch. AC- Flt. Ops	0	0	0	0	0	0	0	0
7098.2	Exp. of Interch. AC- Maint.	0	0	0	0	0	0	0	0
7098.9	Total Aircraft Operating Expens	109,884	0	6,715	46,616	14,338	4	7,868	34,343
OTHER DEPRECIATION & AMORTIZATI									
7074.1	Amortization Developmental & Pre	0							
7074.2	Amortization Other Intangibles	1,182							
7075.8	Depreciation Hangar & Maint. Eq	30							
7075.9	Depreciation Ground Property	1,149							
7076.2	Amort. Capital Leases Other	196							

AIRCRAFT OPERATING EXP. - Sch. P-5.2 Grp II & III Qtr: June 30, 2000		Operation: Pacific		COP
Air Carrier: (000's)		Total Eqp	B-777	
ACCT #	DESCRIPTION	Code 9999	Code 6271	
FLYING OPERATIONS				
5123	Pilots and Copilots	4,363	4,363	
5124	Other Flight Personnel	0	0	
5128.1	Trainees and Instructors	0	0	
5136	Personnel Expenses	281	281	
5141	Prof. & Tech. Fees & Exp.	0	0	
5143.7	Aircraft Interch. -Outside	0	0	
5145.1	Aircraft Fuel	8,574	8,574	
5145.2	Aircraft Oil	11	11	
5147	Aircraft Rentals	4,179	4,179	
5153	Other Supplies	0	0	
5155.1	Insur. Purch. - General	25	25	
5157	Empl. Benefits and Pensions	133	133	
5158	Injuries, Loss and Damage	0	0	
5168	Taxes-Payroll	291	291	
5169	Taxes-Other Than Payroll	467	467	
5171	Other Expense	0	0	
5199	Total Flying Operations	18,324	18,324	
DIRECT MAINTENANCE-FLIGHT EQUIP				
5225.1	Maint Airf. Labor	217	217	
5225.2	Maint Eng. Labor	3	3	
5243.1	Maint Airf. Outside Rep.	686	686	
5243.2	Maint Eng. Outside Rep.	148	148	
5243.7	Maint AC Interch. Chrgs-O/S	0	0	
5246.1	Maint Materials - Airframe	289	289	
5246.2	Maint Materials - Engines	13	13	
5272.1	Maint Airfrm Airworth. Provs.	0	0	
5272.3	Maint Airfrm O/H Deferred	0	0	
5272.6	Maint AC Eng. Airworth. Prov	0	0	
5272.8	Maint AC Eng. O/H Def. (cr.)	0	0	
5278	Total Dir Maint-Flt.Eqpt	1,356	1,356	
5279.6	APPL. MAINT BURDEN FLT. EQ.	456	456	
5299	Total Flt. Eq. Maint. (Memo)	1,812	1,812	
7073.9	NET OBSL & DETER.- EXP. PARTS	51	51	
DEPRECIATION - FLIGHT EQUIPMENT				
7075.1	Depr. Airframes	383	383	
7075.2	Depr. Aircraft Engines	171	171	
7075.3	Depr. Airframe Parts	99	99	
7075.4	Depr. Engine Parts	37	37	
7075.5	Depr. Other Flt Eqp.	203	203	
7076.1	Amort. Cap. Leases Flt.Eqpt.	0	0	
EXPENSE OF INTERCHANGE AIRCRAFT				
7098.1	Exp. of Interch. AC- Flt. Ops	0	0	
7098.2	Exp. of Interch. AC- Maint.	0	0	
7098.9	Total Aircraft Operating Expens	21,080	21,080	
OTHER DEPRECIATION & AMORTIZATI				
7074.1	Amortization Developmental &Pre	0		
7074.2	Amortization Other Intangibles	76		
7075.8	Depreciation Hangar & Maint. Eq	2		
7075.9	Depreciation Ground Property	74		
7076.2	Amort. Capital Leases Other	13		

OPERATING EXPENSES BY OBJECTIVE GROUPING

Quarter Ended: June 30, 2000
 Schedule P-6

Air Carrier:
 Operation : Domestic COD

(000's)
 AMOUNT

LINE#	DESCRIPTION	AMOUNT
	SALARIES & REL. FRINGE BENEFIT	
	SALARIES:	
Line 3	General Mgmt. Per.	7,735
Line 4	Flight Personnel	184,055
Line 5	Maintenance Labor	59,115
Line 6	Aircr. & Traffic Hndl. Per.	128,094
Line 7	Other Personnel	41,297
Line 8	Total Salaries	420,296
	RELATED FRINGE BENEFITS	
Line 10	Personnel Expense	36,097
Line 11	Empl. Benefits & Pensions	34,286
Line 12	Payroll Taxes	32,589
Line 13	Total Fringe Benefits	102,972
Line 14	Total Salaries & Benefits	523,268
	MATERIALS PURCHASED	
Line 16	Aircraft Fuel & Oil	192,177
Line 17	Maintenance Materials	19,916
Line 18	Passenger Food	40,084
Line 19	Other Materials	9,557
Line 20	Total Materials	261,734
	SERVICES PURCHASED	
Line 22	Advertising & Other Promotion	12,713
Line 23	Communications	14,534
Line 24	Insurance	4,058
Line 25	Outside Flight Eqpt. Maint.	83,039
Line 26	Traffic Commissions - Passenger	83,834
Line 27	Traffic Commissions - Cargo	1,393
Line 28	Other Services	177,972
Line 29	Total Services	377,543
Line 30	LANDING FEES	31,037
Line 31	RENTALS	196,211
Line 32	DEPRECIATION	44,456
Line 33	AMORTIZATION	17,880
Line 34	OTHER	15,656
Line 35	TRANSPORT RELATED EXPENSES	85,875
Line 36	TOTAL OPERATING EXPENSES	1,553,660

OPERATING EXPENSES BY OBJECTIVE GROUPING

Quarter Ended: June 30, 2000
 Schedule P-6

Air Carrier:
 Operation : Atlantic COA

(000's)
 AMOUNT

LINE#	DESCRIPTION	
<hr style="border-top: 1px dashed black;"/>		
	SALARIES & REL. FRINGE BENEFIT	
	SALARIES:	
Line 3	General Mgmt. Per.	1,250
Line 4	Flight Personnel	61,051
Line 5	Maintenance Labor	9,763
Line 6	Aircr. & Traffic Hndl. Per.	12,412
Line 7	Other Personnel	3,248
Line 8	Total Salaries	87,724
	RELATED FRINGE BENEFITS	
Line 10	Personnel Expense	5,148
Line 11	Empl. Benefits & Pensions	3,742
Line 12	Payroll Taxes	4,698
Line 13	Total Fringe Benefits	13,588
Line 14	Total Salaries & Benefits	101,312
	MATERIALS PURCHASED	
Line 16	Aircraft Fuel & Oil	63,656
Line 17	Maintenance Materials	4,143
Line 18	Passenger Food	11,390
Line 19	Other Materials	1,315
Line 20	Total Materials	80,504
	SERVICES PURCHASED	
Line 22	Advertising & Other Promotion	1,563
Line 23	Communications	11,974
Line 24	Insurance	823
Line 25	Outside Flight Eqpt. Maint.	19,511
Line 26	Traffic Commissions - Passenger	15,719
Line 27	Traffic Commissions - Cargo	107
Line 28	Other Services	31,618
Line 29	Total Services	81,315
Line 30	LANDING FEES	3,482
Line 31	RENTALS	35,844
Line 32	DEPRECIATION	12,913
Line 33	AMORTIZATION	3,730
Line 34	OTHER	3,569
Line 35	TRANSPORT RELATED EXPENSES	13,992
Line 36	TOTAL OPERATING EXPENSES	336,661

OPERATING EXPENSES BY OBJECTIVE GROUPING

Quarter Ended: June 30, 2000
 Schedule P-6

Air Carrier:
 Operation : Latin COL

(000's)
 AMOUNT

LINE#	DESCRIPTION	AMOUNT
	SALARIES & REL. FRINGE BENEFIT	
	SALARIES:	
Line 3	General Mgmt. Per.	817
Line 4	Flight Personnel	29,124
Line 5	Maintenance Labor	6,971
Line 6	Aircr. & Traffic Hndl. Per.	12,700
Line 7	Other Personnel	5,070
Line 8	Total Salaries	54,682
	RELATED FRINGE BENEFITS	
Line 10	Personnel Expense	3,248
Line 11	Empl. Benefits & Pensions	2,226
Line 12	Payroll Taxes	2,938
Line 13	Total Fringe Benefits	8,412
Line 14	Total Salaries & Benefits	63,094
	MATERIALS PURCHASED	
Line 16	Aircraft Fuel & Oil	39,428
Line 17	Maintenance Materials	2,347
Line 18	Passenger Food	5,660
Line 19	Other Materials	957
Line 20	Total Materials	48,392
	SERVICES PURCHASED	
Line 22	Advertising & Other Promotion	1,075
Line 23	Communications	6,643
Line 24	Insurance	528
Line 25	Outside Flight Eqpt. Maint.	11,442
Line 26	Traffic Commissions - Passenger	21,792
Line 27	Traffic Commissions - Cargo	143
Line 28	Other Services	21,876
Line 29	Total Services	63,499
Line 30	LANDING FEES	4,769
Line 31	RENTALS	24,093
Line 32	DEPRECIATION	7,589
Line 33	AMORTIZATION	2,713
Line 34	OTHER	3,035
Line 35	TRANSPORT RELATED EXPENSES	2,928
Line 36	TOTAL OPERATING EXPENSES	220,112

OPERATING EXPENSES BY OBJECTIVE GROUPING

Quarter Ended: June 30, 2000
 Schedule P-6

Air Carrier:
 Operation : Pacific COP

(000's)
 AMOUNT

LINE#	DESCRIPTION	AMOUNT
	SALARIES & REL. FRINGE BENEFIT	
	SALARIES:	
Line 3	General Mgmt. Per.	69
Line 4	Flight Personnel	4,361
Line 5	Maintenance Labor	559
Line 6	Aircr. & Traffic Hndl. Per.	936
Line 7	Other Personnel	179
Line 8	Total Salaries	6,104
	RELATED FRINGE BENEFITS	
Line 10	Personnel Expense	312
Line 11	Empl. Benefits & Pensions	476
Line 12	Payroll Taxes	645
Line 13	Total Fringe Benefits	1,433
Line 14	Total Salaries & Benefits	7,537
	MATERIALS PURCHASED	
Line 16	Aircraft Fuel & Oil	9,052
Line 17	Maintenance Materials	307
Line 18	Passenger Food	1,364
Line 19	Other Materials	56
Line 20	Total Materials	10,779
	SERVICES PURCHASED	
Line 22	Advertising & Other Promotion	78
Line 23	Communications	188
Line 24	Insurance	131
Line 25	Outside Flight Eqpt. Maint.	835
Line 26	Traffic Commissions - Passenger	7
Line 27	Traffic Commissions - Cargo	9
Line 28	Other Services	1,204
Line 29	Total Services	2,452
Line 30	LANDING FEES	123
Line 31	RENTALS	4,283
Line 32	DEPRECIATION	876
Line 33	AMORTIZATION	233
Line 34	OTHER	310
Line 35	TRANSPORT RELATED EXPENSES	-130
Line 36	TOTAL OPERATING EXPENSES	26,463

OPERATING EXPENSES BY OBJECTIVE GROUPING

Quarter Ended: June 30, 2000
 Schedule P-6

Air Carrier:
 Operation : System COS

(000's)
 AMOUNT

LINE#	DESCRIPTION	AMOUNT
	SALARIES & REL. FRINGE BENEFIT	
	SALARIES:	
Line 3	General Mgmt. Per.	9,871
Line 4	Flight Personnel	278,591
Line 5	Maintenance Labor	76,408
Line 6	Aircr. & Traffic Hndl. Per.	154,142
Line 7	Other Personnel	49,794
Line 8	Total Salaries	568,806
	RELATED FRINGE BENEFITS	
Line 10	Personnel Expense	44,805
Line 11	Empl. Benefits & Pensions	40,730
Line 12	Payroll Taxes	40,870
Line 13	Total Fringe Benefits	126,405
Line 14	Total Salaries & Benefits	695,211
	MATERIALS PURCHASED	
Line 16	Aircraft Fuel & Oil	304,313
Line 17	Maintenance Materials	26,713
Line 18	Passenger Food	58,498
Line 19	Other Materials	11,885
Line 20	Total Materials	401,409
	SERVICES PURCHASED	
Line 22	Advertising & Other Promotion	15,429
Line 23	Communications	33,339
Line 24	Insurance	5,540
Line 25	Outside Flight Eqpt. Maint.	114,827
Line 26	Traffic Commissions - Passenger	121,352
Line 27	Traffic Commissions - Cargo	1,652
Line 28	Other Services	232,670
Line 29	Total Services	524,809
Line 30	LANDING FEES	39,411
Line 31	RENTALS	260,431
Line 32	DEPRECIATION	65,834
Line 33	AMORTIZATION	24,556
Line 34	OTHER	22,570
Line 35	TRANSPORT RELATED EXPENSES	102,665
Line 36	TOTAL OPERATING EXPENSES	2,136,896

OPERATING EXPENSES BY FUNCTIONAL GROUPING

Quarter Ended: June 30, 2000
 Schedule P-7

Air Carrier:
 Operation : Domestic COD

(000's)
 AMOUNT

LINE#	DESCRIPTION	AMOUNT
Line 2	AIRCRAFT OPER. EXPENSES (DIRECT) Aircraft Operating Expenses	694,638
	SERV., SALES & GEN.OP.(INDIRECT) PASSENGER SERVICE EXPENSE:	
Line 5	Flight Attendant Expense	84,552
Line 6	Food Expense	40,084
Line 7	Other In-Flight Expense	12,870
Line 8	Total Passenger Service Exp.	137,506
	PASSENGER SERVICING EXPENSE:	
Line 10	Line Servicing Expense	17,791
Line 11	Control Expense	15,229
Line 12	Landing Fees	31,037
Line 13	Total Aircraft Servicing Exp.	64,057
	TRAFFIC SERVICING EXPENSE:	
Line 15	Directly Assignable- Psgr.	152,943
Line 16	Directly Assignable- Cargo	46,948
Line 17	Not Directly Assignable	21,577
Line 18	Total Traffic Servicing Exp.	221,468
	RESERVATIONS AND SALES EXPENSE:	
Line 20	Directly Assignable- Psgr.	175,234
Line 21	Directly Assignable- Cargo	2,326
Line 22	Not Directly Assignable	45,102
Line 23	Total Reservat. & Sales Exp.	222,662
	ADVERTISING & PUBLICITY EXPENSE:	
Line 25	Directly Assignable- Psgr.	12,097
Line 26	Directly Assignable- Cargo	75
Line 27	Not Directly Assignable	0
Line 28	Total Advertising & Prom. Exp	12,172
Line 29	GENERAL & ADMINISTRATIVE EXPENSE	89,339
	MAINT. & DEPREC. -GROUND PROP.&EQ.	
Line 31	Maintenance Ground Prop.&Eqpt.	980
Line 32	Depreciation Ground Prop.&Eqpt	11,216
Line 33	Total Maint.&Depr.- Ground P&E	12,196
Line 34	DEPR. EXPENSE - MAINTENANCE EQ.	290
Line 35	AMORT. (OTHER THAN FLIGHT EQ.)	13,457
Line 36	TOTAL SVCING,SALES & GEN.OP.EXP.	773,147
Line 37	TRANSPORT RELATED EXPENSES	85,875
Line 38	TOTAL OPERATING EXPENSES	1,553,660

OPERATING EXPENSES BY FUNCTIONAL GROUPING

Quarter Ended: June 30, 2000
 Schedule P-7

Air Carrier:
 Operation : Atlantic COA
 (000's)
 AMOUNT

LINE#	DESCRIPTION	AMOUNT
Line 2	AIRCRAFT OPER. EXPENSES (DIRECT) Aircraft Operating Expenses	176,199
	SERV., SALES & GEN.OP.(INDIRECT) PASSENGER SERVICE EXPENSE:	
Line 5	Flight Attendant Expense	42,049
Line 6	Food Expense	11,390
Line 7	Other In-Flight Expense	2,236
Line 8	Total Passenger Service Exp.	55,675
	PASSENGER SERVICING EXPENSE:	
Line 10	Line Servicing Expense	2,758
Line 11	Control Expense	11,112
Line 12	Landing Fees	3,482
Line 13	Total Aircraft Servicing Exp.	17,352
	TRAFFIC SERVICING EXPENSE:	
Line 15	Directly Assignable- Psgr.	18,375
Line 16	Directly Assignable- Cargo	7,588
Line 17	Not Directly Assignable	2,159
Line 18	Total Traffic Servicing Exp.	28,122
	RESERVATIONS AND SALES EXPENSE:	
Line 20	Directly Assignable- Psgr.	22,717
Line 21	Directly Assignable- Cargo	177
Line 22	Not Directly Assignable	3,239
Line 23	Total Reservat. & Sales Exp.	26,133
	ADVERTISING & PUBLICITY EXPENSE:	
Line 25	Directly Assignable- Psgr.	1,462
Line 26	Directly Assignable- Cargo	13
Line 27	Not Directly Assignable	0
Line 28	Total Advertising & Prom. Exp	1,475
Line 29	GENERAL & ADMINISTRATIVE EXPENSE	15,801
	MAINT. & DEPREC. -GROUND PROP.&EQ.	
Line 31	Maintenance Ground Prop.&Eqpt.	2
Line 32	Depreciation Ground Prop.&Eqpt	858
Line 33	Total Maint.&Depr.- Ground P&E	860
Line 34	DEPR. EXPENSE - MAINTENANCE EQ.	22
Line 35	AMORT. (OTHER THAN FLIGHT EQ.)	1,030
Line 36	TOTAL SVCING, SALES & GEN.OP.EXP.	146,470
Line 37	TRANSPORT RELATED EXPENSES	13,992
Line 38	TOTAL OPERATING EXPENSES	336,661

OPERATING EXPENSES BY FUNCTIONAL GROUPING

Quarter Ended: June 30, 2000
 Schedule P-7

Air Carrier:
 Operation : Latin COL

(000's)
 AMOUNT

LINE#	DESCRIPTION	AMOUNT
Line 2	AIRCRAFT OPER. EXPENSES (DIRECT) Aircraft Operating Expenses	109,884
	SERV., SALES & GEN.OP. (INDIRECT)	
	PASSENGER SERVICE EXPENSE:	
Line 5	Flight Attendant Expense	13,520
Line 6	Food Expense	5,660
Line 7	Other In-Flight Expense	959
Line 8	Total Passenger Service Exp.	20,139
	PASSENGER SERVICING EXPENSE:	
Line 10	Line Servicing Expense	2,894
Line 11	Control Expense	7,752
Line 12	Landing Fees	4,769
Line 13	Total Aircraft Servicing Exp.	15,415
	TRAFFIC SERVICING EXPENSE:	
Line 15	Directly Assignable- Psgr.	15,304
Line 16	Directly Assignable- Cargo	3,445
Line 17	Not Directly Assignable	3,289
Line 18	Total Traffic Servicing Exp.	22,038
	RESERVATIONS AND SALES EXPENSE:	
Line 20	Directly Assignable- Psgr.	31,178
Line 21	Directly Assignable- Cargo	237
Line 22	Not Directly Assignable	4,542
Line 23	Total Reservat. & Sales Exp.	35,957
	ADVERTISING & PUBLICITY EXPENSE:	
Line 25	Directly Assignable- Psgr.	1,002
Line 26	Directly Assignable- Cargo	16
Line 27	Not Directly Assignable	0
Line 28	Total Advertising & Prom. Exp	1,018
Line 29	GENERAL & ADMINISTRATIVE EXPENSE	10,170
	MAINT. & DEPREC. -GROUND PROP.&EQ.	
Line 31	Maintenance Ground Prop.&Eqpt.	6
Line 32	Depreciation Ground Prop.&Eqpt	1,149
Line 33	Total Maint.&Depr.- Ground P&E	1,155
Line 34	DEPR. EXPENSE - MAINTENANCE EQ.	30
Line 35	AMORT. (OTHER THAN FLIGHT EQ.)	1,378
Line 36	TOTAL SVCING, SALES & GEN.OP.EXP.	107,300
Line 37	TRANSPORT RELATED EXPENSES	2,928
Line 38	TOTAL OPERATING EXPENSES	220,112

OPERATING EXPENSES BY FUNCTIONAL GROUPING

Quarter Ended: June 30, 2000
 Schedule P-7

Air Carrier:
 Operation : Pacific COP

(000's)
 AMOUNT

LINE#	DESCRIPTION	
<hr style="border-top: 1px dashed black;"/>		
Line 2	AIRCRAFT OPER. EXPENSES (DIRECT) Aircraft Operating Expenses	21,080
SERV., SALES & GEN.OP. (INDIRECT)		
PASSENGER SERVICE EXPENSE:		
Line 5	Flight Attendant Expense	1,236
Line 6	Food Expense	1,364
Line 7	Other In-Flight Expense	371
Line 8	Total Passenger Service Exp.	2,971
PASSENGER SERVICING EXPENSE:		
Line 10	Line Servicing Expense	173
Line 11	Control Expense	301
Line 12	Landing Fees	123
Line 13	Total Aircraft Servicing Exp.	597
TRAFFIC SERVICING EXPENSE:		
Line 15	Directly Assignable- Psgr.	-41
Line 16	Directly Assignable- Cargo	13
Line 17	Not Directly Assignable	1
Line 18	Total Traffic Servicing Exp.	-27
RESERVATIONS AND SALES EXPENSE:		
Line 20	Directly Assignable- Psgr.	607
Line 21	Directly Assignable- Cargo	15
Line 22	Not Directly Assignable	247
Line 23	Total Reservat. & Sales Exp.	869
ADVERTISING & PUBLICITY EXPENSE:		
Line 25	Directly Assignable- Psgr.	72
Line 26	Directly Assignable- Cargo	2
Line 27	Not Directly Assignable	0
Line 28	Total Advertising & Prom. Exp	74
Line 29	GENERAL & ADMINISTRATIVE EXPENSE	856
MAINT. & DEPREC. -GROUND PROP.&EQ.		
Line 31	Maintenance Ground Prop.&Eqpt.	8
Line 32	Depreciation Ground Prop.&Eqpt	74
Line 33	Total Maint.&Depr.- Ground P&E	82
Line 34	DEPR. EXPENSE - MAINTENANCE EQ.	2
Line 35	AMORT. (OTHER THAN FLIGHT EQ.)	89
Line 36	TOTAL SVCING, SALES & GEN.OP.EXP.	5,513
Line 37	TRANSPORT RELATED EXPENSES	-130
Line 38	TOTAL OPERATING EXPENSES	26,463

OPERATING EXPENSES BY FUNCTIONAL GROUPING

Quarter Ended: June 30, 2000
 Schedule P-7

Air Carrier:
 Operation : System COS

(000's)
 AMOUNT

LINE#	DESCRIPTION	AMOUNT
Line 2	AIRCRAFT OPER. EXPENSES (DIRECT) Aircraft Operating Expenses	1,001,801
	SERV., SALES & GEN.OP.(INDIRECT)	
	PASSENGER SERVICE EXPENSE:	
Line 5	Flight Attendant Expense	141,357
Line 6	Food Expense	58,498
Line 7	Other In-Flight Expense	16,436
Line 8	Total Passenger Service Exp.	216,291
	PASSENGER SERVICING EXPENSE:	
Line 10	Line Servicing Expense	23,616
Line 11	Control Expense	34,394
Line 12	Landing Fees	39,411
Line 13	Total Aircraft Servicing Exp.	97,421
	TRAFFIC SERVICING EXPENSE:	
Line 15	Directly Assignable- Psgr.	186,581
Line 16	Directly Assignable- Cargo	57,994
Line 17	Not Directly Assignable	27,026
Line 18	Total Traffic Servicing Exp.	271,601
	RESERVATIONS AND SALES EXPENSE:	
Line 20	Directly Assignable- Psgr.	229,736
Line 21	Directly Assignable- Cargo	2,755
Line 22	Not Directly Assignable	53,130
Line 23	Total Reservat. & Sales Exp.	285,621
	ADVERTISING & PUBLICITY EXPENSE:	
Line 25	Directly Assignable- Psgr.	14,633
Line 26	Directly Assignable- Cargo	106
Line 27	Not Directly Assignable	0
Line 28	Total Advertising & Prom. Exp	14,739
Line 29	GENERAL & ADMINISTRATIVE EXPENSE	116,166
	MAINT. & DEPREC. -GROUND PROP.&EQ.	
Line 31	Maintenance Ground Prop.&Eqpt.	996
Line 32	Depreciation Ground Prop.&Eqpt	13,297
Line 33	Total Maint.&Depr.- Ground P&E	14,293
Line 34	DEPR. EXPENSE - MAINTENANCE EQ.	344
Line 35	AMORT. (OTHER THAN FLIGHT EQ.)	15,954
Line 36	TOTAL SVCING,SALES & GEN.OP.EXP.	1,032,430
Line 37	TRANSPORT RELATED EXPENSES	102,665
Line 38	TOTAL OPERATING EXPENSES	2,136,896