

**BEFORE THE
DEPARTMENT OF TRANSPORTATION
WASHINGTON, D.C.**

Application of :
 :
 VIRGIN AMERICA, INC. : OST-2005-23307
 :
 for a certificate of public conveni- :
 ence and necessity under 49 USC 41102 :
 to engage in interstate air transpor- :
 tation :
 :

**ANSWER OF AMERICAN AIRLINES, INC. TO SUPPLEMENTAL
MOTION OF CONTINENTAL AIRLINES, INC. FOR
ADDITIONAL INFORMATION AND DOCUMENTS**

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February 23, 2006

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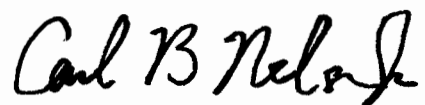
American Airlines, Inc. hereby answers in support of the supplemental motion submitted on February 13, 2006 by Continental Airlines, Inc. requesting that the Department order Virgin America, Inc. to provide additional information and documents in connection with its application in this docket for a certificate as a United States citizen air carrier.

Virgin America's application presents unique issues of "actual control" under 49 USC 40102(a)(15) that require careful and deliberate analysis based on a complete evidentiary record, and not merely on the selected (and edited) documents that Virgin America has thus far volunteered. Virgin America's initial (and only) submission of documents, provided on a confidential basis on December 13, 2005 and with numerous redactions, raises far more questions than it answers.

Virgin America's claim of U.S. citizenship rests on an exceedingly complex web of transactions and agreements involving multiple individuals, corporations, partnerships, investors, and other entities of various nationalities - a web that cannot be untangled absent additional information. But what is crystal clear is that Virgin America was conceived, designed, equipped, staffed, and funded by Sir Richard Branson, a non-U.S. citizen, and the Virgin Group of companies, likewise non-U.S. citizens. Virgin America's operations are subject to a Virgin Group branding agreement and to plans that were obviously adopted long in advance of the initial closing in November 2005 purportedly shifting control of Virgin America to hedge fund investors.

In these unique circumstances, as well as the fact that the U.K. is a non-open skies country, the Department should not proceed with Virgin America's application until additional information and documents are submitted. The Department should grant Continental's initial motion of December 16 and its supplemental motion of February 13, and should issue a ruling under Order 2006-1-21, January 26, 2006 with respect to in camera review of redacted and withheld documents. A procedural schedule should not be established until Virgin American has complied with all evidentiary requirements.

Respectfully submitted,

A handwritten signature in black ink that reads "Carl B Nelson Jr". The signature is written in a cursive, slightly slanted style.

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February 23, 2006

CERTIFICATE OF SERVICE

I hereby certify that I have this day served the foregoing document by email on the following persons:

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February 23, 2006