

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

Application of)
)

VIRGIN AMERICA INC.)

for a Certificate of Public Convenience and Necessity)
under 49 U.S.C. § 41102 to engage in interstate)
scheduled air transportation)
)

Docket OST-2005-23307

ANSWER OF NORTHWEST AIRLINES, INC.

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Dated: February 23, 2006

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Northwest Airlines, Inc. (“Northwest”) hereby answers in support of the Supplement of Continental Airlines, Inc. (“Continental”) filed on February 13, 2006, asking the Department to require Virgin America, Inc. (“Virgin America”) to submit additional documents and information related to its application. Northwest has reviewed the confidential documents previously submitted by Virgin America, and Northwest agrees that the current record raises significant questions about the structure and foreign control (past, present and future) of Virgin America. More information, as requested by Continental and others must be provided by Virgin America before the Department requires interested parties to file answers to the application.

Northwest further states as follows in support of this answer:

1. Virgin America's application raises unprecedented and substantial foreign control issues since it involves ownership and control of a U.S. airline by British nationals, the United Kingdom has a restrictive bilateral agreement with the United States, and the Department has not previously approved the type of U.S. ownership structure proposed by Virgin America absent an open skies agreement with the homeland of the foreign investors who hold a substantial percentage of the U.S. airline's stock. See Northwest/Wings, Order 91-1-41. In light of the significant foreign control issues raised by the Virgin America application and the intricate, multi-layered ownership structure which camouflages potential foreign control and ownership, Virgin America should be required to supplement the record with the evidence requested by Continental in its Supplement, as well as the documents and information previously requested by Continental and other parties. Indeed, Virgin America's demand for expedited treatment while simultaneously failing to voluntarily provide required fitness information regarding its newly appointed Chairman is inexplicable.

2. As Continental and others have explained, the current record is clearly missing critical relevant material and raises questions about the extent to which Virgin America is already controlled by foreign citizens and may be subject to increased foreign control in the future. If interested parties are to have a full and fair opportunity to comment on Virgin America's application, they must have full information about the existing and future management structure, corporate relationships with foreign "Virgin" entities, and the full extent of foreign ownership and control, both now and in the future. The current incomplete record makes it impossible to know the extent to which foreign entities own or control the applicant. Northwest supports the further evidence request appended to Continental's Supplement, as well

as the earlier requests of Continental and others for basic information essential to fill the large evidentiary gaps concerning ownership and control of Virgin America.

For the foregoing reasons, Northwest Airlines, Inc. respectfully urges the Department to grant Continental's original and supplemental requests for evidence as well as requests by other parties presented in this docket.

Respectfully submitted,

/s/ Megan Rae Rosia /s/

Megan Rae Rosia

Managing Director, Government Affairs

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CERTIFICATE OF SERVICE

On this 23rd day of February, 2006, a copy of the foregoing document of Northwest Airlines, Inc. was served as follows:

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