

BEFORE THE
DEPARTMENT OF TRANSPORTATION
WASHINGTON, D.C.

Application of)
)
VIRGIN AMERICA INC.)
) Docket OST-2005-23307
for a certificate of public convenience and)
necessity under 49 U.S.C. §41102 to engage)
in interstate scheduled air transportation)
)

ANSWER OF DELTA AIR LINES, INC. IN SUPPORT OF SUPPLEMENT
OF CONTINENTAL AIRLINES, INC. FOR ADDITIONAL
INFORMATION AND DOCUMENTS

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February 23, 2006

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On February 13, 2006, Continental Airlines, Inc. (“Continental”) filed a Supplement to its previous motion requesting that the Department require Virgin Atlantic to submit additional information and documents.

Delta Air Lines, Inc. (“Delta”) supports Continental’s supplemental request for additional information and documents.

1. Continental’s supplement to its previous motion requests that the Department require Virgin America to submit additional information and documents to fill in the many gaps in the record which became apparent from the confidential documents. As Continental correctly points out, the confidential documents do not resolve the key issues of ownership and control, but rather

raise even more questions. The additional information and documents requested by Continental in its proposed supplemental evidence request are required to develop an adequate record concerning which entities actually own the Applicant and whether the Virgin Group will continue to have the ability to exercise “actual control” over Virgin America.

2. Continental’s supplement describes in detail the need for additional information and documents to address the following issues:

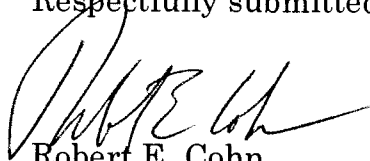
- a. the citizenship of the owners of Virgin America;
- b. the organizational and financial structure of Virgin America;
- c. the ability of foreign entities to exercise “actual control” over the applicant;
- d. the extent to which the Virgin Group has made key decisions and has taken material actions, including the hiring of key employees, on behalf of the applicant;
- e. the extent to which the Virgin Group can exercise control over Virgin America via supermajority/veto voting rights;

- f. the extent to which the Virgin Group has exercised control over Virgin Atlantic on the basis of contractual arrangements, including those that might prevent other entities from gaining control over the Applicant;
 - g. the extent to which Virgin America may be beholden to the Virgin Group based on funds invested and/or expenditures made on behalf of the Applicant;
 - h. whether there are agreements or arrangements with respect to the sale of stock of Virgin America involving the Virgin Group and if so whether such arrangements individually or collectively with other factors, allow the Virgin Group to exercise control over Virgin America.
3. The application should not be deemed to be “complete”, as required under 14 C.F.R. §302.209, until Virgin America provides the additional information and documents requested by Continental, Delta, American and others. Once the Department determines that Virgin America’s application is complete, it should issue a procedural order giving interested parties at least 21 days to submit answers to the application.

Answer of Delta Air Lines, Inc.
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For the foregoing reasons, Continental's supplement to its motion
should be granted.

Respectfully submitted,



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CERTIFICATE OF SERVICE

I hereby certify that copies of the foregoing Answer of Delta Air Lines, Inc. has been served this 23rd day of February, 2006, upon each of the following addressees:

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