

January 28 , 1999

INFORMATION STATEMENT

Pursuant to Regulation Section 2520.104-23

1. Name and Address of Employer:

2520032904640

Continental Airlines, Inc.
1600 Smith Street
Houston, Texas 77002

2. Employer Identification No.:

74-2099724

3. The Employer maintains two plans primarily for the purpose of providing deferred compensation for a select group of management or highly-compensated employees. One such plan consists of separate agreements to provide supplemental retirement benefits. Such agreements are offered to employees selected by the Employer in its sole discretion, and, as of the date hereof, five such agreements between an employee and the Employer are outstanding. The other such plan is called the Continental Airlines, Inc. Deferred Compensation Plan (the "Deferred Compensation Plan"). Employee participation in the Deferred Compensation Plan is at the discretion of the Deferred Compensation Plan administrative committee, and, as of the date hereof, there are a total of 39 employees of the Employer and its subsidiaries participating in the Deferred Compensation Plan.

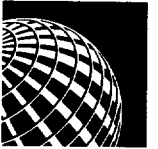
CONTINENTAL AIRLINES, INC.

By:



**Jeffrey J. Misner, Vice President-
Treasury Operations**

Continental



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January 28, 1999

**CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

Top Hat Plan Exemption
Pension and Welfare Benefits Administration
Room N-5638
U.S. Department of Labor
200 Constitution Avenue NW
Washington, D.C. 20210

Re: "Top Hat" Plans

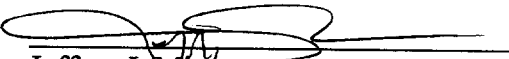
Gentlemen:

Enclosed please find the statement described in DOL regulation 2520.104-23(b)(1) for the "top hat" plans maintained by Continental Airlines, Inc. If you require any additional information, please contact the undersigned.

Very truly yours,

CONTINENTAL AIRLINES, INC.

By:


Jeffrey J. Misher
Vice President
Treasury Operations

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