

CONTINENTAL AIRLINES INC /DE/

Form FWP

March 08, 2012

2012-1 EETC Investor  
Presentation  
Continental Airlines, Inc.  
March 8, 2012  
Issuer Free Writing Prospectus  
Filed pursuant to Rule 433(d)  
Registration No. 333-158781  
March 8, 2012

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The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the

SEC

Web

site

at

[www.sec.gov](http://www.sec.gov).

Alternatively,

the

issuer,

any

underwriter,

or

any dealer participating in the offering will arrange to send you the prospectus if you request it by calling toll-free Credit Suisse at 1-800-221-1037 or Morgan Stanley at 1-866-718-1649.

2  
Continental Airlines, Inc. ( Continental ) is offering \$892,138,000 of Pass Through  
Certificates, Series 2012-1, in two classes  
Class A of \$753,035,000  
Class B of \$139,103,000  
The proceeds from the offering will be used by Continental to finance 21 aircraft  
Finance  
the  
purchase  
of  
4  
new  
Boeing  
787-8  
Dreamliner  
and  
14  
new  
Boeing  
737-900ER  
aircraft scheduled for delivery in 2012  
Refinance 3 Boeing 737-900ER aircraft delivered new to Continental in 2009 and currently  
financed under bank mortgage loans

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The 18 new aircraft will be selected from a list of 24 aircraft scheduled for delivery in 2012 (See Preliminary Prospectus Supplement)

Joint Structuring Agents and Lead Bookrunners: Credit Suisse and Morgan Stanley

Continental Airlines 2012-1 EETC

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CAL 2012-1 EETC Structural Summary

Notes:

(1)

Moody's / Standard and Poor's

(2)

Initial LTV is calculated as of April 11, 2013, the first Regular Distribution Date after all aircraft are expected to have been financed.

Class A

Class B

Aggregate Face Amount

\$753,035,000

\$139,103,000

Expected Ratings

Baa2 / A-

Ba2 / BBB-

LTV (initial/max)

55.3% / 55.3%

65.5% / 65.5%

Interest Rate

Fixed, semi-annual

Fixed, semi-annual

Tenor

12.1

8.1

Initial Average Life

9.2

5.7

Regular Distribution Dates

April 11 and October 11

April 11 and October 11

Principal Distribution Window (in years)

1.6 - 12.1

1.6 - 8.1

Final Expected Distribution Date

April 11, 2024

April 11, 2020

Final Maturity Date

October 11, 2025

October 11, 2021

Section 1110 Protection

Yes

Yes

Liquidity Facility

3 semi-annual interest payments

3 semi-annual interest payments

(1)

(2)

4

Key Structural Elements

Classes Offered: Two tranches of amortizing debt, both of which will benefit from a liquidity facility covering three semi-annual interest payments

Waterfall: Interest on the Preferred Pool Balance on the Class B paid ahead of Class A principal (same as Continental 2010-1)

Buy

Out

Rights:

Class

B

Certificateholders

have

the

right

to

purchase

all

(but



not less than all) of the Class A certificates at par plus accrued and unpaid interest upon certain events during a Continental bankruptcy

Cross-Default

/

Cross

Collateralization: Yes, from day one

Aircraft: Strategically core aircraft

New

Boeing

787-8

Dreamliner  
aircraft

Continental

has

11

aircraft ordered

(United Continental Holdings, Inc. has a total of 36 B787-8 aircraft ordered)

Boeing

737-900ER

aircraft

including

expected

deliveries

in

2012,

Continental

expects

to

have

52

of

these

aircraft

in

service

at

year

end

2012

(1)

Collateral: 24 new aircraft will be available for selection, but no more than 18 will be financed (four Boeing 787-8 aircraft and 14 Boeing 737-900ER aircraft); in addition, three 2009 B737-900ER aircraft will be included

Notes:

(1)

Source: Continental Airlines

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Notes:

(1)

Only 21 aircraft will be financed from the proceeds of this offering; 4 new B787-8 aircraft and 14 new B737-900ER aircraft will be financed. Value assumes that the first 18 new aircraft in chronological order of delivery are selected by Continental for the transaction.

(2)

Some new B737-900ER aircraft may be delivered prior to closing.

(3)

The three aircraft delivered in 2009 are subject to existing security interests that are scheduled to be discharged prior to April 30, 2010.

(4)

The  
lesser  
of  
the  
average  
and  
median  
values  
as  
appraised

by  
AISI,  
BK  
Associates,  
and  
Morten,  
Beyer  
&  
Agnew  
(Base  
Value  
in  
the  
case  
of  
New  
Aircraft  
and  
Maintenance  
Adjusted Base Value in  
the case of the aircraft delivered in 2009).

Aircraft  
Aircraft  
Manufacturer's  
Delivery  
Appraised  
Number  
Type  
Serial Number  
Month  
Value

(4)  
New Deliveries  
(2)

1  
B787-8  
34824  
Sep-2012  
\$127,394,870

2  
B787-8  
34829  
Oct-2012  
127,697,813

3  
B787-8  
34821  
Nov-2012  
127,833,719

4

B787-8  
34823  
Nov-2012  
127,833,719  
5  
B737-900ER  
31650  
Feb-2012  
52,856,667  
6  
B737-900ER  
31651  
Mar-2012  
52,913,444  
7  
B737-900ER  
40003  
Mar-2012  
52,913,444  
8  
B737-900ER  
31646  
Apr-2012  
53,043,888  
9  
B737-900ER  
40004  
Apr-2012  
53,043,888  
10  
B737-900ER  
40005  
May-2012  
53,100,776  
11  
B737-900ER  
41742  
May-2012  
53,100,776  
12  
B737-900ER  
31640  
Jun-2012  
53,161,219  
13  
B737-900ER  
41743  
Jun-2012  
53,161,219  
14

B737-900ER

37205

Sep-2012

53,458,994

15

B737-900ER

41744

Sep-2012

53,458,994

16

B737-900ER

37206

Oct-2012

53,656,104

17

B737-900ER

37199

Oct-2012

53,656,104

18

B737-900ER

37200

Nov-2012

53,712,992

2009 Deliveries

(3)

19

B737-900ER

32835

Feb-2009

45,060,000

20

B737-900ER

33527

Mar-2009

45,170,000

21

B737-900ER

33529

May-2009

45,623,333

Collateral Appraised Value

(4)

\$1,391,851,963

Collateral Summary

(1)

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Collateral Pool

The transaction benefits from a collateral pool of new and recently built aircraft, and includes a mix of narrowbody and widebody aircraft types

Collateral Fleet / Age Mix

(by appraised value in \$mm)

Widebody: 37%

Narrowbody: 63%

New: 90%

2009 Build: 10%

B787-8

\$511

B737-900ER

\$881

2009 Build

\$136

New

\$1,256

7  
Continental has obtained Base Value Desktop Appraisals from three appraisers (AISI, BK Associates and Morten Beyer & Agnew)  
New Aircraft: Base Value  
Owned 2009 Aircraft: Maintenance Adjusted Base Value  
Maintenance Adjusted Base Value includes adjustments from the mid-time, mid-life baseline to account for the actual maintenance status of the aircraft  
Appraisers reviewed specific maintenance records of each of the 2009 built aircraft  
Provides a more precise valuation of a given vintage aircraft than Base Value  
Aggregate aircraft appraised value of approximately \$1.392 billion  
Appraisals available in the Preliminary Prospectus Supplement  
Appraisals indicate an initial collateral cushion of 45% and 34%

on  
the  
Class  
A and B  
respectively, which increases over time as the debt amortizes

Aircraft Appraisals

Appraised

value

is

the

lesser

of

the

average

and

median

value

of

each

aircraft

as

appraised

by

the

three

appraisers.

An

appraisal

is

only

an

estimate

of

value

and

should

not

be

relied

upon as a measure of realizable value. Value assumes that the first 18 new aircraft in chronological order of delivery by each a

Initial collateral cushion is calculated as of April 11, 2013, the first regular distribution date after all aircraft are expected to ha

Notes:

(1)

(2)

(2)

(1)



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Overview: The B737-900ER is the largest variant of the world's best selling B737NG family of narrowbody commercial aircraft

Strengths

(1)

:

Very similar build and configuration to the B737-800, but longer fuselage accommodates 13 additional passengers with transcontinental capability in Continental's standard two-class configuration

Introduced in 2007, the B737-900ER is the newest member of the B737NG family with up to 106 delivered and 311 additional firm orders as of December 31, 2011

Lowest operating unit cost per seat among in-production narrowbodies

Importance

to

Continental:

Allows Continental to increase available capacity in higher demand domestic markets with a marginal increase in incremental trip cost

Continental

also

views

the

aircraft

as  
an  
attractive  
replacement  
for  
domestic B757-  
200 aircraft  
Collateral Overview  
Boeing 737-900ER  
Notes:

(1)

Sources: The Boeing Company, Morten Beyer & Agnew, Continental Airlines

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B737-900ER Market

16 Customers for 417 net orders

(1)

Net orders from customers

106 deliveries to customers

(2)

Notes:

(1)

Through December 31, 2011, net orders are defined as gross orders minus cancellations by customers; inclusive of aircraft deli

(2)

Through December 31, 2011



11  
Overview:  
New  
generation  
long  
range  
aircraft  
with  
size  
similar  
to  
current  
B767s  
in  
fleet

219  
passengers  
in  
Continental s

standard  
two-class  
configuration  
(36  
business / 183 premium  
and regular economy)  
Strengths  
Over  
45  
airlines  
and  
leasing  
companies  
have  
ordered  
561  
aircraft  
as  
of  
December  
31,  
2011  
Intercontinental range  
to  
serve  
destinations  
not  
accessible  
with  
B767 aircraft (e.g.  
Houston to Auckland)  
Superior economic performance anticipated  
o  
Up to 20% lower fuel consumption than equivalent sized aircraft  
o  
15-25% lower operating costs  
o  
30% lower airframe maintenance costs and longer intervals between maintenance  
checks  
o  
20% weight savings due to an airframe comprising nearly 50% carbon fiber  
Importance  
to  
Continental  
Provides Continental with a cost efficient, long range, medium density route aircraft  
An attractive replacement on B767 routes and certain B777 markets  
Collateral Overview  
Boeing 787-8 Dreamliner  
Sources: The Boeing Company, Continental Airlines

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B787 Market

59 customers for 860 firm orders

Notes:

As of December 31, 2011

\*Leasing operator

561 B787-8

299 B787-9

B787-8 and -9

