

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

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: Docket OST-2005-23307
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PUBLIC SUPPLEMENT NO. 2 OF
CONTINENTAL AIRLINES, INC.
TO MOTION FOR ADDITIONAL
INFORMATION AND DOCUMENTS

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April 4, 2006

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Almost four months after filing its initial application and two months after urging the Department to expedite action on its then-incomplete application, Virgin America¹ still has not provided the additional information requested by Continental and other parties necessary to evaluate the extraordinary foreign control issues raised by the application or satisfied basic information requirements applicable to new entrants. Continental's review of Virgin America's Supplement No. 1 and the additional confidential documents submitted by Virgin America on March 3, 2006 ("Supplemental Confidential Documents") confirms that the record still remains woefully incomplete. Not only do the substantial questions previously raised by

¹ Common names of companies are used.

Continental and other parties (including AFL-CIO TTD, ALPA, American, APA, and Delta) about the applicant's exceptionally complex ownership structure and future control and the bona fides and independence of its U.S. investors remain unanswered, but Virgin America's March 3 submissions raise additional questions that require explanation before other parties are able to respond to the application.

Accordingly, Continental renews its requests of December 16, 2005, February 13, 2006 and February 22, 2006 for additional information and documents from Virgin America and supplements those requests with additional requests based on the March 3 submissions. In view of the unprecedented foreign control issues raised by Virgin America's application and Virgin America's continuing failure to clarify the complex ownership structure established to mask that control or demonstrate that its U.S. investors should be considered owners of equity, the Department should, at a minimum, require Virgin America to submit the additional documents and information previously requested as well as the evidence outlined in this Supplement No. 2 and on Appendix A to this Supplement No. 2 before setting an answer date for Virgin America's pending application.

In support of its position, Continental states as follows:

1. Virgin America has provided extremely limited information regarding Donald Carty, who was recently appointed Chairman of Virgin America's Board of Directors, and the scant information provided raises questions about his independence and expected longevity as a director.

a. Virgin America has not provided CONFIDENTIAL. The Department should order Virgin America to provide Mr. Carty's CONFIDENTIAL and any other documents, agreements and information relevant to the terms of CONFIDENTIAL and the receipt, control, ownership and voting of his shares.

b. What details Mr. Carty's letter agreement CONFIDENTIAL does contain are troubling. CONFIDENTIAL Thus, Mr. Carty has great incentive to comply with the desires of the Fund Investors, and through them the Virgin Related Entities, to ensure that CONFIDENTIAL The Department should order Virgin America to explain why CONFIDENTIAL, as well any plans or expectations for how long Mr. Carty will serve on Virgin America's Board of Directors.

c. The letter agreement also states that Mr. Carty is CONFIDENTIAL. The Department should require that Virgin America provide full information on CONFIDENTIAL and all management, lobbying and other activities Mr. Carty is performing for Virgin America.

2. Mr. Carty is also investing indirectly in Virgin America equity through Carty-Nickell Investments ("CNI"). As it has failed to provide information about Mr. Carty's direct investments in Virgin America equity, Virgin America has similarly failed to provide full information on CNI or its indirect investment in Virgin America equity. The limited information provided, however, again raises questions.

a. CNI is co-owned by Mr. Carty together with Mr. Robert A. Nickell. Neither Supplement No. 1 nor CONFIDENTIAL provides any information

on Mr. Nickell, other than a brief statement in Supplement No. 1 that he is a U.S. citizen and “a Dallas-based independent investor who holds an airline transport pilot rating and bachelor’s and master’s degrees in finance from the University of North Texas, where he currently is a regent.” In addition, neither Supplement No. 1 nor CONFIDENTIAL indicate the source of funds used to make CNI’s \$5 million investment or how much, if any, of the \$5 million invested by CNI was invested by Mr. Carty. Virgin America should be required to supply full information on CNI, Mr. Nickell and the source and amount of funding of CNI by each investor in CNI.

b. The Supplemental Confidential Documents refer to CONFIDENTIAL, the Department should order Virgin America to produce CONFIDENTIAL and all related information, documents and agreements.

3. Like the Fund Investors, CNI has the right to CONFIDENTIAL. At a minimum, these CONFIDENTIAL raise questions as to whether CNI and Mr. Carty should really be viewed as owners of equity (directly or indirectly) in Virgin America, or whether Mr. Carty and CNI should, like the Fund Investors, be disregarded as nothing more than transient window-dressing, in considering approval of Virgin America’s application. Further reinforcing this point is the fact that although Black Canyon, Cyrus and the Virgin Related Entities are subject CONFIDENTIAL. As noted in Continental’s Supplement of February 13, 2006, buy-out clauses are one of the control factors the Department routinely examines to determine “actual control.” The Department should require Virgin America to provide complete information regarding all buy/sell arrangements related to CNI’s,

Mr. Carty's or Mr. Nickell's direct or indirect interests in Virgin America, as well as any plans or expectations regarding their respective ownership or disposition of their direct or indirect interests in Virgin America.

4. Mr. Carty and CNI appear to benefit not only from CONFIDENTIAL described above in Paragraph 3, but also from CONFIDENTIAL. As with the Fund Investors, these CONFIDENTIAL provisions call into question whether the Department should disregard CNI and Mr. Carty's ownership of their direct or indirect equity in Virgin America. Additionally, these benefits and payments CONFIDENTIAL may undercut the independence of Mr. Carty and CNI and, like the Fund Investors, render them beholden to the Virgin Related Entities. Virgin America should be required to specify and disclose all agreements and documents with respect to itself or to any Virgin Related Entity, Fund Investor or Funding Provider (as defined in Continental's February 13, 2006 Supplement) related to CONFIDENTIAL concerning Mr. Carty or CNI.

5. The significance of the points described above in Paragraphs 1 through 4 is underscored by Virgin America's failure to respond to Continental's previous information requests regarding Mr. Carty and CNI. Continental asked for information about Mr. Carty's time commitment to Virgin America; Mr. Carty's ties (including prior employment) with the Virgin Related Entities, Fund Investors, Funding Providers and their officers and directors; information on the background of Mr. Carty's discussions with Virgin America; and the amount of time he has been devoting to Virgin America. (See Paragraph 1 of Continental's Answer of February

22, 2006 and Questions 50 to 57 on Appendix A to Continental's Supplement of February 13, 2006). Virgin America should accordingly be required to respond to all of these questions and information requests, and provide full information and documentation with respect to Mr. Carty and CNI, including copies of all agreements and documents (1) between Mr. Carty and/or CNI and the Fund Investors, the Funding Providers, the Virgin Related Entities and/or Virgin America and (2) among the Fund Investors, the Funding Providers, the Virgin Related Entities and/or Virgin America relating to Mr. Carty.

6. The limited information Virgin America has provided on Mr. Carty and the other persons appointed to Virgin America's Board of Directors and management does not comply with the filing requirements in Part 204 of the Department's regulations.

a. Virgin America has supplied a resume, brief biography and citizenship information for Mr. Carty, but that information does not meet the requirements of 14 C.F.R. § 204.3(f). In particular, Virgin America has failed to provide full information (including dates) concerning Mr. Carty's board positions and responsibilities at Hawaiian, Porter, Dell, Sears Holdings, Placer Dome, CHC Helicopters, REGCO Holdings and SolutionInc, or information on any of his investments in Hawaiian, CHC Helicopters, Porter, and other air carriers, foreign air carriers, common carriers, or other entities substantially engaged in the business of aeronautics or whose principal business is the holding of stock in or control of any air carrier or person substantially engaged in the business of

aeronautics. (See 14 C.F.R. § 204.3(f)(2) and (5)) Virgin America is required to supply all of this information, and its application should not be processed further until this information is provided.

b. Similarly, although Virgin America has provided resumes, brief biographies and citizenship information for Paras Mehta and David Whelan, who were recently appointed to Virgin America's Board of Directors along with Mr. Carty, and for William B. Maguire and Thomas Andino, who were recently appointed as key personnel of the applicant, the information contained in Supplement No. 1 concerning those individuals omits their addresses and contains impermissible gaps in their employment histories. (See 14 C.F.R. § 204.3(f)(1) and "How to Become a Certificated Air Carrier," May 2005, at 17) All of this basic fitness information should be submitted by Virgin America before the Department requires other parties to respond to the Virgin America application.

7. Supplement No. 1 states that Cyrus Capital has reorganized the structure of its investment in Virgin America, but provides scant details. CONFIDENTIAL Cyrus has not explained why this reorganization was undertaken. No information has been provided about whether the same persons and/or entities are providing funding to Cyrus as before, or whether funding providers and/or amounts of funding have changed. This reorganization demonstrates the opaqueness of Virgin America and its ownership structure – its investors have made substantial changes to its ownership structure without providing any information to the Department or interested parties at a time when

Virgin America is urging the Department to move forward quickly. The Department should order Virgin America to provide full information on Cyrus' new investment structure; the reason for Cyrus' reorganization of its investment structure; its funding providers, their citizenship and their amount of funding (both prior to and following the reorganization); and how this reorganization affects all documents and information previously submitted to the Department, as well as all documents and agreements related to the foregoing. Without this information, a thorough evaluation of Virgin America's ownership and control will not be possible.

8. Equally unclear is why the Virgin Related Entities have reorganized their investment in Virgin America. Supplement No. 1 tersely describes the reorganization, but provides few details, and CONFIDENTIAL. The Department should order Virgin America to provide full information on the Virgin Related Entities' new investment structure; the reason for the Virgin Related Entities' reorganization of its investment structure; and how this reorganization affects all documents and information previously submitted to the Department, as well as all documents and agreements related to the foregoing.

9. Virgin America has also amended CONFIDENTIAL, but has failed to explain how or why it has been amended. The Department should require Virgin America to explain precisely how and why CONFIDENTIAL has been amended.

10. The Supplemental Confidential Documents indicate that Virgin America has entered into CONFIDENTIAL. Virgin America has not provided copies of any of these agreements. The Department should require Virgin America

to provide copies of all of these agreements as well as all other agreements with any of its directors.

11. Although Virgin America asked the Department to expedite action on its application almost two months ago, Virgin America has still failed to produce critical evidence, including information clearly required by the Department's rules, or, for that matter, responses to virtually any questions or documents previously requested by Continental, AFL-CIO TTD, ALPA, American, APA and Delta. For example, Virgin America has failed to provide documents, information and agreements related to: (1) aircraft and engine purchase, financing and/or lease; (2) service-enhancing innovations; (3) suppliers, vendors, service providers, lessors and other entities involved in Virgin America; (4) how Virgin Related Entities have dealt with other Virgin group airlines (such as Virgin Nigeria, Virgin Blue and Virgin Express); (5) the work of advisors, consultants and other experts on or for Virgin America; (6) relationships and cross-investments among Virgin Related Entities and Fund Investors and/or Funding Providers; (7) the relationship between Sir Richard Branson and Virgin America; (8) Sir Richard Branson's dealings with the Fund Investors and the Funding Providers; (9) Virgin America's third party debt; (10) Funding Providers, their citizenships, their sources of funds, and their rights vis-à-vis Virgin America (or in entities that directly or indirectly own shares of Virgin America); (11) the experience of Fund Investors in operating U.S. airlines; (12) potential additional debt and equity issuances by Virgin America; (13) guarantees and indemnitees of certain Virgin Related Entities by other Virgin

Related Entities; (14) the *Hawaiian Airlines* structure and the *Hawaiian Airlines* style entities characterization; (15) the business plan of Virgin America;² (16) analyses of aviation markets and potential codeshare partners conducted in connection with the Virgin America project; (17) identification of all actions taken by Virgin Related Entities on behalf of Virgin America; (18) a list and copies of all agreements entered into on behalf of Virgin America by Virgin Related Entities; (19) organizational documents for various Fund Investors; and (20) information specifying how Virgin America's application is not based on any new principles found in the Department's Notice of Proposed Rulemaking on Actual Control requested by Continental.

Moreover, as previously noted in Continental's Answer of February 22, 2006, Virgin America has supplied only partial documents, information and agreements

² In the extraordinary circumstances of this proceeding, where the business plan is an integral part of the governance agreements, the business plan itself must be reviewed by other parties. Although Virgin America has provided a portion of the Business Plan to the Department for *in camera* review, at Virgin America's direction the Business Plan has not yet been made available to interested parties. Recent public statements by Fred Reid, Virgin America's CEO, emphasize the importance of review of this business plan. Mr. Reid was recently quoted as follows:

There is nothing in the business plan that suggests I ever have to work with any Virgin company or any Virgin airline. I can just as soon work with Alitalia or Korean Air or Lan Chile. In fact, I will if it is a better deal. I have complete independence on that.

"Final Approach," *Aviation Week & Space Technology*, February 6, 2006, at 50-51. This statement is inconsistent with restrictions on Virgin America included in
CONFIDENTIAL.

related to (1) Virgin America's use and Virgin Related Entities' licensing of the "Virgin" brand and trademark usage guideline (and as noted above in footnote 2, Virgin America executives have been making public statements inconsistent with CONFIDENTIAL); (2) payments by Virgin America from Virgin Related Entities (or from Virgin America to Virgin Related Entities); (3) guarantees, indemnities and similar instruments issued by any Virgin Related Entity on behalf of Virgin America; (4) Virgin America's loans, financings, borrowings and sale/leaseback transactions; (5) the Fund Investors' potential sale of their shares in Virgin America (or in entities that directly or indirectly own shares of Virgin America); (6) how Virgin America determines ownership of its shares; (7) payments or indemnifications by Virgin Related Entities to Fund Investors, or vice versa; (8) payments or indemnifications by Virgin America to Fund Investors, or vice versa; (9) payments or indemnifications by Virgin America to Virgin Related Entities, or vice versa; (10) Virgin America securities; (11) limitations on a change of control of Virgin America or direct or indirect limitations on the ability of Virgin America shareholders to sell their shares in Virgin America; (12) direct or indirect minimizations of the risk of the Fund Investors' ownership of Virgin America shares, (13) identification of persons who could exercise control over Virgin America, Virgin Atlantic and the Fund Investors; (14) identification of ties (including prior employment) and payments, and copies of agreements between, Fred Reid and all other persons listed on Exhibit 6 to the Virgin application ("Virgin America DOT Key Team Members") and Virgin Related Entities, Fund Investors or

Funding Providers; (15) identification of all properties, assets and other items contributed or to be contributed to Virgin America by Virgin Related Entities or Fund Investors; (16) identification of costs and expenditures made or to be made by, for or with respect to Virgin America by Virgin Related Entities or Fund Investors; and (17) identification of all relationships among Virgin America and all other Virgin Related Entities.³

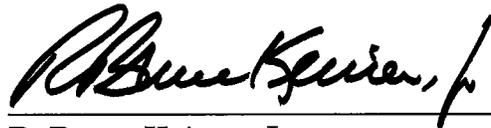
For the foregoing reasons and those stated in Continental's December 16, 2005 Motion, February 13, 2006 Supplement and February 22, 2006 Answer in this docket, the Department should require Virgin America to submit the additional documents listed on the appendix to this supplement and those already requested by Continental and others. Additionally, given the complexity of this fitness case and the unprecedented foreign control issues raised, the Department should scrutinize Virgin America's governance and control and the bona fides and

³ Virgin America also may not have supplied all relevant documents, information and agreements (1) related to buy/sell arrangements; (2) between any Virgin Related Entity, any Fund Investor and Virgin America (including related to the operation, management or governance of Virgin America and the ownership or voting its securities); and (3) between Virgin Related Entities and Fund Investors (including related to the operation, management or governance of Virgin America or entities that directly or indirectly own shares in Virgin America, and the ownership or voting of their securities).

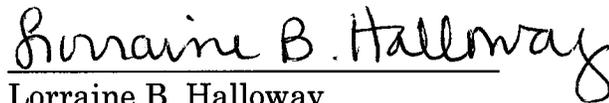
independence of its U.S. investors and allow interested parties ample time to do so
before establishing a new answer date.

Respectfully submitted,

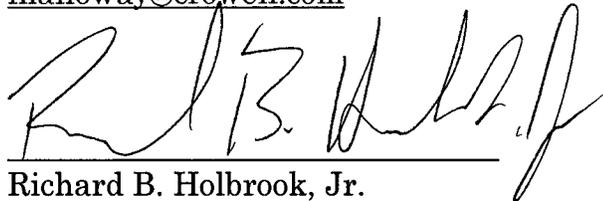
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CERTIFICATE OF SERVICE

I certify that I have this date served the foregoing document on counsel for Virgin America and all parties in accordance with the Department's Rules of Practice.



Johnnie Jackson

April 4, 2006

**APPENDIX A
TO
PUBLIC SUPPLEMENT NO. 2 OF CONTINENTAL AIRLINES, INC.
TO MOTION FOR ADDITIONAL INFORMATION AND DOCUMENTS**

General Instructions

A. The instructions (the "Instructions") from Appendix A of Continental's Supplement of February 13, 2006 (the "Continental Supplement") are herein incorporated by reference and apply equally to this Appendix A. Terms used in this Appendix A have the same meaning as in the Instructions.

B. The document and information requests listed below are in addition to, and do not limit in any way whatsoever, information and documents requested pursuant to Continental's Motion of December 16, 2005, the Continental Supplement and Continental's Answer of February 22, 2006.

Document and Clarification Question List

1. Provide a copy of (a) CONFIDENTIAL and (c) all other Agreements and Documents related to Mr. Carty's CONFIDENTIAL in Virgin America (including the receipt, control, ownership and voting thereof).
2. Explain why CONFIDENTIAL. Specify any intention, expectation, Document, Agreement or Communication regarding (a) how long Mr. Carty will serve on Virgin America's Board of Directors and (b) his removal or resignation from Virgin America's Board of Directors.
3. Has Mr. Carty been given any "put" rights? If so, provide a copy of all Documents and Agreements related thereto.
4. Other than CONFIDENTIAL, have any of Carty-Nickell Investments, LLC ("CNI") or Messrs. Carty or Nickell entered into any buy/sell or similar arrangement with Virgin America, any Virgin Related Entity, any Fund Investor or any Funding Provider? Identify all Documents and Agreements related to (a) any of the foregoing arrangements or arrangements disclosed in response to question 3 or (b) any planned disposition by CNI of its interest in VAI Partners or by Mr. Carty of his shares in Virgin America.
5. Explain why CNI is permitted to CONFIDENTIAL.
6. Identify and provide a copy of all Documents and Agreements with any Person that directly or indirectly minimize or limit Mr. Carty's or CNI's risk of ownership of equity in Virgin America or VAI Partners or that provide for payments

or otherwise minimize risks to Mr. Carty or CNI of any nature whatsoever, contingent or otherwise (including indemnities and guarantees).

7. Identify all compensation, bonuses, benefits, perks and other payments, contingent or otherwise, whether such may be made in cash, in equity, in kind or otherwise, together with the amount thereof, to Mr. Carty or CNI by any of the Fund Investors, the Funding Providers, the Virgin Related Entities and Virgin America, together with a copy of all Agreements and Documents related thereto.

8. Provide all information, Documents and Agreements related to CONFIDENTIAL. Specify all responsibilities and activities (including management, lobbying and other activities) of Mr. Carty at Virgin America, together with the amount of time Mr. Carty spends carrying out such responsibilities and activities.

9. Provide full information on Mr. Robert A. Nickell, including his resume and all ties (including prior employment) with all Relevant Persons. Provide a copy of all Documents and Agreements concerning such ties (including employment).

10. Identify each direct or indirect investor in and member (whether or not such investor or member has the right to vote its interest in CNI) of CNI, as well as the source of funds used by such investor or member and the amount of such investor's or member's investment. Without limitation of the foregoing, identify all amounts contributed directly or indirectly by each such investor.

11. Identify each Person other than a member of CNI that has the power, either affirmatively or negatively, to cause to take or prevent CNI from taking actions, or to issue instructions to CNI.

12. Provide a complete copy of (a) CONFIDENTIAL and all other Agreements of CNI (to the extent not provided above).

13. Provide a copy of all Agreements and Documents among any of the Fund Investors, the Funding Providers, the Virgin Related Entities and/or Virgin America relating to Mr. Carty, any heir or immediate family member of Mr. Carty or CNI (to the extent not provided above).

14. Provide a copy of all Agreements and Documents of any of the Fund Investors, the Funding Providers, the Virgin Related Entities and/or Virgin America with Mr. Carty, any heir or immediate family member of Mr. Carty or CNI (to the extent not provided above).

15. Provide all information required pursuant to 14 C.F.R. § 204.3(f) with respect to Mr. Donald Carty, including full information (including dates) concerning Mr. Carty's board positions, time spent and responsibilities at Hawaiian, Porter, Dell, Sears Holdings, Placer Dome, CHC Helicopters, REGCO Holdings,

SolutionInc. and Big Brothers Big Sisters of America, and shares of stock (if 10% or more) and other interests he holds or has held in Hawaiian, Porter, CHC Helicopters and any other air carrier, foreign air carrier, common carrier, person substantially engaged in the business of aeronautics or persons whose principal business (in purpose or fact) is the holding of stock in or control of any air carrier, common carrier or person substantially engaged in the business of aeronautics).

16. Provide all information required under 14 C.F.R. § 204.3(f) and “How to Become a Certificated Air Carrier” for Paras Mehta, David Whelan, William B. Maguire and Thomas Andino, including their addresses and complete employment histories.

17. Provide complete information on Cyrus’ new investment structure referenced in Virgin America’s March 3, 2006 Supplement No. 1 (the “New Cyrus Investment Structure”). Without limitation of the foregoing, provide a complete copy of all Documents and Agreements related to the New Cyrus Investment Structure and the effectuation thereof (including all Documents and Agreements reflecting the change from Cyrus’ former investment structure (the “Initial Cyrus Investment Structure”) to the New Cyrus Investment Structure), including all organizational documents and other Documents and Agreements of CRS Fund, Ltd. and all direct and indirect owners of equity in CRS Fund.

18. Explain why Cyrus adopted the New Cyrus Investment Structure.

19. With respect to all providers of direct and indirect funding used in connection with Cyrus’ investment in Virgin America or any Higher Level Owner (each, a “Cyrus Funding Provider”), identify (a) the name of each Cyrus Funding Providers, (b) the citizenship of each Cyrus Funding Provider (using the definition in 49 U.S.C. 40102(a)(15)), (c) the amount and the source of funds provided by each Cyrus Funding Provider and (d) whether the direct or indirect source of any such funding is or has ties with (and describe all such ties) a Virgin Related Entity or other Person that is not a U.S. person (as defined at 49 U.S.C. 40102(a)(15)). All such information should be provided with respect to Cyrus Funding Providers for both the Initial Cyrus Investment Structure and the New Cyrus Investment Structure and should specifically note any changes in funding by and/or identity of the Cyrus Funding Providers, together with a detailed description as to how and why such was changed.

20. Each Cyrus Funding Provider constitutes a “Funding Provider” for purposes of the information and document requests previously submitted by Continental (including Appendix A to the Continental Supplement) and this Appendix A. Accordingly, all responses to Continental’s previous information and document requests and this Appendix A should include (a) all information, Documents and Agreements applicable to the Cyrus Funding Providers (under both the Initial Cyrus Investment Structure and the New Cyrus Investment Structure),

(b) an explanation as to how such information, Documents and Agreements have changed as a result of, or in connection with, the New Cyrus Investment Structure and (c) copies marked in blackline (or other annotated document) indicating the changes to such information, Documents and Agreements as a result of, or in connection with the implementation of, the New Cyrus Investment Structure).

21. Identify in detail how the New Cyrus Investment Structure affects all Confidential Documents and the Supplemental Confidential Documents (as defined in Continental's Supplement No. 2 to which this Appendix A is attached), and provide a copy of all Confidential Documents that have been amended or altered as a result of, or in connection with, the New Cyrus Investment Structure.

22. Provide complete information on the Virgin Related Entities' newly adopted investment structure in Virgin America referenced in Virgin America's March 3, 2006 Supplement No. 1 (the "New Virgin Investment Structure"). Without limitation of the foregoing, provide a complete copy of all Documents and Agreements related to the New Virgin Investment Structure and the effectuation thereof (including all Documents and Agreements reflecting the change from the Virgin Related Entities' former investment structure to the New Virgin Investment Structure), including all organizational documents and other Documents and Agreements of Bluebottle (No.3) Inc., Bluebottle Investments Inc., Bluebottle USA Mobile Inc. and all direct and indirect owners of equity in each of the foregoing.

23. Each of Bluebottle (No.3) Inc., Bluebottle Investments Inc. and Bluebottle USA Mobile Inc. constitutes a "Virgin Related Entity" for purposes of the information and document requests previously submitted by Continental (including Appendix A to the Continental Supplement) and this Appendix A. Accordingly, all responses to Continental's previous information and document requests and this Appendix A should include (a) all information and documents applicable to Bluebottle (No.3) Inc., Bluebottle Investments Inc. and Bluebottle USA Mobile Inc., (b) an explanation as to how such information and documents have changed as a result of the New Virgin Investment Structure and (c) copies marked in blackline (or other annotated document) indicating the changes to such information and document as a result of the New Virgin Investment Structure).

24. Explain why the Virgin Related Entities adopted the New Virgin Investment Structure.

25. Identify in detail how the New Virgin Investment Structure affects all Confidential Documents and the Supplemental Confidential Documents, and provide a copy of all Confidential Documents that have been amended or altered as a result of or in connection with the New Virgin Investment Structure.

26. Explain why Virgin America has amended CONFIDENTIAL (and provide a blackline or other annotated document showing all changes back to CONFIDENTIAL).

27. Provide a copy of CONFIDENTIAL. Provide a copy of all agreements of Virgin America or any other Virgin Related Entity or Fund Investor with any director of Virgin America.

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