

**MEMORANDUM OF LEASE TERMINATION
SIGNATORY LEASE AND OPERATING AGREEMENT
CONTINENTAL AIRLINES, INC.**

THIS MEMORANDUM OF LEASE TERMINATION (“Termination”) is made and entered into as of November 30, 2011 (“Effective Date”) by and between the Port of Seattle, a municipal corporation of the State of Washington (“Port”), and Continental Airlines, Inc., a corporation of the State of Delaware (“Airline”).

1. Port and Airline entered into that certain Signatory Lease and Operating Agreement dated as of April 3, 2006 (“Lease”). The Lease covers a portion of that certain real property and the improvements thereon located at Seattle-Tacoma International Airport, owned and operated by the Port and more particularly described on Exhibit A attached hereto (“Property”).

2. Airline merged its operations with United Airlines on November 30, 2011. United Airlines entered into a 2006-2012 Signatory Lease and Operating Agreement (“United SLOA”) with the Port, dated as of April 3, 2006. Accordingly, the parties wish to terminate the Lease prior to its date of expiration (December 31, 2012). All Exclusive, Preferential and Shared Exclusive premises leased by Airline under the Lease will be leased to United Airlines under the United SLOA.

3. Airline and Port, for valuable consideration, the receipt and sufficiency of which is hereby acknowledged, confirm the termination of the Lease as of the Effective Date and acknowledge that said Lease shall have no further force or effect. Airline hereby remises, releases, and quitclaims to Port all right, title, and interest which Airline held or may now hold in or to the Premises.

4. This Termination may be executed in any number of counterparts, each of which shall be deemed an original and all of which, when taken together, shall be deemed to be one and the same document. Signature pages may be taken from a counterpart and attached to other counterparts to form one document, which shall constitute a fully executed agreement.

IN WITNESS WHEREOF, Port and Airline have caused their duly authorized representatives to execute this Termination as of the date first written above.

PORT OF SEATTLE
a municipal corporation

By: _____

Name: _____

Title: _____

CONTINENTAL AIRLINES, INC.

By: _____

Name: _____

Title: _____

STATE OF WASHINGTON)
) ss.
COUNTY OF KING)

I certify that I know or have satisfactory evidence that _____ is the person who appeared before me, and said person acknowledged that (he/she) signed this instrument, on oath stated that (he/she) was authorized to execute the instrument and acknowledged it as the _____ of the PORT OF SEATTLE, a municipal corporation of the State of Washington, to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

SUBSCRIBED AND SWORN to before me this _____ day of _____, 201__.

Notary Public in and for the State of
Washington, residing
at: _____
My Commission Expires: _____

STATE OF _____)
) ss.
COUNTY OF _____)

I certify that I know or have satisfactory evidence that _____ is the person who appeared before me, and said person acknowledged that (he/she) signed this instrument, on oath stated that (he/she) was authorized to execute the instrument and acknowledged it as the _____ of _____, a _____, of the State of _____, to be the free and voluntary act of such party for the uses and purposes mentioned in the instrument.

SUBSCRIBED AND SWORN to before me this _____ day of _____, 201__.

Notary Public in and for the State of _____, residing
at: _____
My Commission Expires: _____