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WRITER'S DIRECT DIAL

January 12, 2015

Mr. Marty Harper
Alumni Law Group
Two North Central Suite 1600
Phoenix, AZ 85004

Dear Marty,

We are in receipt of your three communications dated December 4, 2014, December 23, 2014, and December 31, 2014. Separately and taken together, these letters represent a fundamental misunderstanding of the principle of representational democracy embodied in the USAPA Constitution and Bylaws. From the very founding of USAPA, and as expounded upon by Gary Hummel in his testimony in the recent arbitration hearing, USAPA has uniformly acted consistent with the best interests of its members. In 2008 USAPA was designated by the National Mediation Board as the representative of the Pilots of US Airways. Since that time, in numerous elections under the aegis of the United States Department of Labor, the members of USAPA have voted in secret ballot elections for domicile and national officers. While it was the collective bargaining representative of US Airways pilots, USAPA maintained court actions and arbitrated numerous grievances that have affected the West pilots alone. Just as the motto of the United States is *e pluribus unum* (out of many one) so too has USAPA acted in the interest of all its members, according to its democratically adopted constitution. It will continue to do so as a "private unincorporated nonprofit association existing and operating under the laws of North Carolina" (your words not mine). As an unincorporated association it exists pursuant to its present Constitution and Bylaws. The Constitution is clear that the governing body of USAPA is the Board of Pilot Representatives. While the Constitution vests in the four National Officers the sole power to decide whether to defer dissolution, once that decision is made, the organization continues under the governance of the BPR. Simply put, the four National Officers do not possess the authority to decide how the funds of the Association are spent; that power rests solely and exclusively in the BPR. In this respect your December 23, 2014 letter, which repeatedly states that the

National Officers did this, that, or the other, or failed to do this, that, or the other with respect to USAPA funds, is wrong on the facts and wholly misses the mark.

I must respectfully also take issue with your repeated representations that you represent the "West Pilots". Indeed in this regard my credentials as General Counsel of USAPA are superior to yours. The recent Preliminary Arbitration revealed that at most you are representing a self-anointed oligarchy that has never been subjected to the crucible of the democratic process. There has never been an election - secret ballot or otherwise - designating the so-called West merger committee as the representative of the over 1,000 pilots on the pre-merger America West seniority list. On the other hand, in the last year, the Phoenix-based pilots have expressed overwhelming confidence in their National Officers. They overwhelmingly ratified the Memorandum of Understanding that was endorsed by the National Officers. They rejected an amendment to the Constitution that would have removed from the National Officers the power to decide whether to defer the dissolution of the organization. Each of these was done in a secret ballot referendum. More recently, since the decertification of USAPA, only one pilot has tendered his or her resignation, despite there now being no adverse employment-related consequences to them doing so (while 31 new members have been accepted). By remaining members of the Association, USAPA members have in fact signaled their approval of the course of action their elected representatives have taken. In short you have no objective evidence that your demands have the weight of approbation of the majority of the West Pilots, while the leadership of the organization I represent has manifest evidence of the approval of a vast majority of the West pilots.

On two separate occasions you have challenged the actions of the USAPA leadership in a court of your own choosing. On two separate occasions you have failed. The Carrier has also challenged the actions of USAPA. It too has failed. The National Officers of USAPA have taken the actions you complain of confident that their position is not only fully supported by the membership, both East and West, but is fully supported by the law. Absent a definitive court order to the contrary, USAPA will continue to follow its Constitution and Bylaws and will fund only those activities that are consistent therewith.

With every good wish for the New Year,

A handwritten signature in black ink, appearing to read "B. O'Dwyer", with a large, sweeping flourish above the name.

Brian O'Dwyer