

# **EXHIBIT 23**

## Wes Kennedy

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**From:** Patrick Szymanski <szymanski@msn.com>  
**Sent:** Wednesday, December 19, 2012 5:29 PM  
**To:** 'Siegel, Robert'; nealmollen@paulhastings.com; ejames@jamhoff.com; kennedy@ask-attorneys.com  
**Cc:** rpwilderjr@bapwild.com; 'Hollinger, Chris'; paul.jones@usairways.com  
**Subject:** RE: MOU, Paragraph 10.f, CONFIDENTIAL

Thank you, Sirs.

Pat Szymanski  
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**From:** Siegel, Robert [<mailto:rsiegel@omm.com>]  
**Sent:** Wednesday, December 19, 2012 4:55 PM  
**To:** 'szymanski@msn.com'; 'nealmollen@paulhastings.com'; 'ejames@jamhoff.com'; 'kennedy@ask-attorneys.com'  
**Cc:** 'rpwilderjr@bapwild.com'; Hollinger, Chris; 'paul.jones@usairways.com'  
**Subject:** Re: MOU, Paragraph 10.f, CONFIDENTIAL

Pat --

1. Neal Mollen and I confirm that this addition does not mean that USAPA has agreed, one way or the other, about appropriate merger representatives in the McCaskill Bond process.
2. Your change to "representatives" from "committees" is fine.

-- Bob

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**From:** Patrick Szymanski [<mailto:szymanski@msn.com>]  
**Sent:** Wednesday, December 19, 2012 11:40 AM  
**To:** Siegel, Robert; Neal Mollen <[nealmollen@paulhastings.com](mailto:nealmollen@paulhastings.com)>; James, Ed <[ejames@jamhoff.com](mailto:ejames@jamhoff.com)>; Kennedy, Wes <[kennedy@ask-attorneys.com](mailto:kennedy@ask-attorneys.com)>  
**Cc:** Wilder, Roland <[rpwilderjr@bapwild.com](mailto:rpwilderjr@bapwild.com)>  
**Subject:** MOU, Paragraph 10.f, CONFIDENTIAL

Counsel,

Roland Wilder has explained to me the newly proposed addition to Paragraph 10.f, namely "and will include a methodology for allocating the reimbursement provided for in Paragraph 7."

1. I am willing to agree to this addition, provided it is understood that by doing so USAPA is not agreeing that anyone other than the merger representative of APA and the merger representative of USAPA are proper union parties in the McCaskill-Bond process. I have no authority as Merger Counsel for USAPA to agree to allow anyone else to be a party to the process. Any such decision by USAPA must be made by the USAPA Board of Pilots Representatives. This is not the time to

consider or discuss or make such a decision. That decision cannot be made as part of considering the MOU.

So, unless I hear from you to the contrary, I will assume that you each agree on behalf of the parties you represent that this addition does not in any way indicate any decision, one way or the other, that anyone other than APA and USAPA are proper union parties in the McCaskill-Bond process. A decision on that issue will come later and the result is in no way dictated by the newly proposed addition to Paragraph 10.f.

2. Roland has explained our position on the law. I second his explanation.

3. As a result of the proposed change to Paragraph 10.f, I have suggested that the Paragraph 7 reference to "merger committees" be changed to "merger representatives" to make that reference consistent with the change to Paragraph 10.f.

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