

UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF NORTH CAROLINA
CHARLOTTE DIVISION
CIVIL ACTION NO. 3:11-CV-00371-RJC-DCK

US AIRWAYS, INC.,

Plaintiff,

v.

US AIRLINE PILOTS ASSOCIATION and
MICHAEL J. CLEARY,

Defendants.

**DECLARATION OF E. ALLEN
HEMENWAY IN SUPPORT OF
PLAINTIFF'S OPPOSITION TO
DEFENDANTS' MOTION TO DISMISS**

I, E. ALLEN HEMENWAY, declare and state as follows:

1. I currently serve as Vice President of Labor Relations for US Airways, Inc. ("US Airways"). I have personal knowledge of the matters set forth in this declaration, and, if called as a witness, could and would competently testify thereto.

2. US Airways currently maintains pilot domiciles in four locations: Charlotte, North Carolina, the District of Columbia, Philadelphia, Pennsylvania and Phoenix, Arizona. These are the only pilot domiciles in the US Airways system. Pilots typically begin and end their assigned trips at their domicile. US Airways does not maintain a pilot domicile in New York and no US Airways pilots are based there.

3. US Airways operates hubs in Charlotte, Philadelphia and Phoenix. It also has a large operation in the District of Columbia. New York is not a hub city for US Airways. Charlotte is US Airways' largest hub in terms of daily departures. US Airways operates approximately 261 mainline flights out of Charlotte each day. In contrast, US Airways operates

less than 50 mainline flights from airports located in New York each day (i.e., John F. Kennedy International Airport and LaGuardia International Airport).

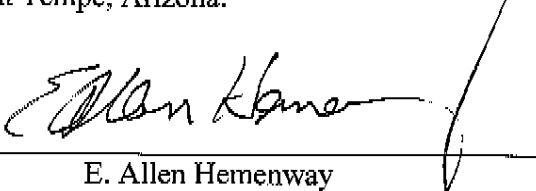
4. Michael J. Cleary is president of the US Airline Pilots Association ("USAPPA") and an active US Airways pilot on full-time union leave.

5. Pilots employed by US Airways Express carriers are not represented by USAPPA. They are represented by the Air Line Pilots Association.

6. The following US Airways employees based in Charlotte may have personal knowledge regarding pilot slowdown activity in Charlotte: (1) Earl G. "Skip" Pate, Charlotte Chief Pilot; and (2) Terri Pope, Vice President -- Charlotte Hub.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

EXECUTED this 15th day of August, 2011, at Tempe, Arizona.


E. Allen Hemenway

LA3:1175762

CERTIFICATE OF SERVICE

I hereby certify that the foregoing document has been duly served on Defendants US Airlines Pilots Association and Michael J. Cleary electronically via e-mail, by depositing a copy in the United States Mail, first class, postage prepaid, addressed to the following counsel of record, and by utilizing the Case Management/Electronic Case Filing System, which will send notice electronically to the following counsel of record:

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This the 15th day of August, 2011.

/s/ C. Bailey King, Jr.

C. Bailey King, Jr.

Attorney for Plaintiff