

EXHIBIT 5

 **ALLIED PILOTS ASSOCIATION**

O'Connell Building • 14600 Trinity Boulevard, Suite 500 • Fort Worth, TX 76155-2512 • 817.302.2272 • www.alliedpilots.org



September 19, 2014

From: First Officer Pam Torell
APA Secretary-Treasurer

To: Merger Committees and Merger Committee Counsel

Re: APA's Role in the Seniority Integration Negotiations and Arbitration

APA intends to remain scrupulously impartial in the upcoming seniority integration negotiations and any arbitration while zealously complying with its duty of fair representation. Accordingly, the following guidelines for the APA Staff and the respective Merger Committees and Merger Committee Counsel shall be followed.

APA will make certain resources available to the Merger Committees. Mark R. Myers, in the APA Legal Department (817-302-2181; mmyers@alliedpilots.org), is the point of contact for the requests in Paragraphs 1-3. Sally Cox, APA's Director of Finance and Accounting (817-302-2222; scox@alliedpilots.org), is the point of contact for requests related to Paragraph 4:

(1) APA Headquarters (The O'Connell Building): APA will provide temporary and limited space for committee work should a Merger Committee occasionally need space for meetings at APA. The requesting Merger Committee should give sufficient advance notice of any such need.

(2) The APA IT Department/IT Support: APA will provide, at a Merger Committee's request, a server-based storage option for each Merger Committee to share information on a confidential basis within the Merger Committee or, if it desires, with other Merger Committees. APA will also provide APA e-mail addresses for Merger Committee members and space on the APA website (member and non-member areas) for each Merger Committee to post seniority integration information.

(3) Information Requests: If a Merger Committee has information requests for APA or one of its Committees or representatives, it should make the request through Mark Myers. All information requests and any corresponding response will be made available to each of the Merger Committees.

(4) APA's Finance & Accounting Department: APA will process flight pay loss and individual Committee expenses in accordance with the collective bargaining agreement, the APA Policy Manual, and the Merger Transition Agreement/Memorandum of Understanding. More detailed information and instructions regarding flight pay loss procedures, expenses and reimbursements, etc. will be provided in a separate letter.

Should a Merger Committee or its counsel have a question about APA's compliance with the intent or application of this memorandum or a request for assistance that is not otherwise addressed in this memorandum, please direct questions or requests to Mark Myers who will respond or coordinate APA's response.



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November 25, 2014

From: Sally Cox, Director of Finance and Accounting 

To: Merger Committees and Merger Committee Counsel

Re: APA's Role in the Seniority Negotiations and Arbitration

This memorandum provides additional instructions regarding flight pay loss procedures and merger committee expenses and reimbursements. APA will process flight pay loss and individual committee expenses in accordance with the collective bargaining agreement, the APA Policy Manual, and the Merger Transition Agreement/Memorandum of Understanding.

Flight Pay Loss: APA will process union leave requests in accordance with the collective bargaining agreement, the APA Policy Manual, and the current practice between APA and the Company. All leave requests must be approved by the respective merger committee chair. Each merger committee is responsible to reimburse APA for all flight pay loss for committee members using union leave for merger committee and seniority integration activities.

Legacy US Merger Committee Leave Procedures: The Committee Chairman will submit monthly union leave requests for committee members to the APA Leave Coordinator, via email at mburton@alliedpilots.org. Requests must be made after the schedules for the month for which the leave request is being made are available but before SAP occurs. Each request must include the pilot's US and AA employee numbers, the inclusive dates union leave is required, and the affected sequence numbers or number of Reserve days. If fulltime leave is requested, specify as such. The request must include the pilot's schedule as APA does not yet have access to legacy US pilots' schedules.

Legacy AA Merger Committee Leave Procedures: The Committee Chairman will submit monthly union leave requests for committee members to the APA Leave Coordinator, via email at mburton@alliedpilots.org. Requests must be made on or after the day when next month's schedules are available, usually the 18th of the month, and no later than the 22nd of the month prior to the request. Each request must include the pilot's AA employee number, the inclusive dates union leave is required, and the affected sequence numbers or number of Reserve days. If fulltime leave is requested, specify as such.

Expenses and Reimbursements: Paragraph 7 of the Memorandum of Understanding among the parties effective December 9, 2013, provides that "New American and US Airways shall reimburse the merger representatives involved in the seniority integration process in an amount not to exceed \$4 million. . . . [n]o later than 30 days after presentation of an integrated seniority list to US Airways and New American that complies with the provisions of Paragraph 10" of the MOU. Notwithstanding this provision, APA will allocate this money in an equal amount to each Merger Committees as, in effect, an advance against the Paragraph 7 commitment. APA will apply this money to each respective merger committee against approved committee flight pay loss and/or approved expenses submitted to APA for payment. Currently, two Merger Committees exist and APA understands the pilots from pre-merger America West seek a Merger Committee. If, for whatever reason, more than three Merger Committees are created, APA will not advance these funds.

Approved merger committee expenses, such as legal and professional fees, may be submitted to APA for payment provided the submitting merger committee agrees to reimburse APA no later than 30 days after the expense has been forwarded to APA for payment. APA will require an invoice or bill from the merger committee vendor sufficient to satisfy APA that the expenditures are legitimately related to the committee's compliance with the requirements of Paragraph 10 of the MOU but in no event relating to any litigation. Invoices and bills may be redacted. In the event that APA advances the funds set forth in Paragraph 7 of the MOU, APA will not require reimbursement from the merger committee until those funds, as allocated to each merger committee, have been exhausted by the respective committee. Similarly, APA will recoup committee flight pay loss from those advanced funds, as allocated to each merger committee, until those funds have been exhausted by the respective committee. All expenses submitted to APA for payment must be approved by the respective merger committee chair.

Questions related to union leave requests may be directed to Midge Burton at mburton@alliedpilots.org. Questions related to expenses or reimbursement may be directed to Sally Cox at 817-302-2222 or scox@alliedpilots.org.