

US AIRWAYS GROUP, INC.
CORPORATE GOVERNANCE GUIDELINES

As adopted by the Board of Directors on February 4, 2011

As set forth in the Amended and Restated Certificate of Incorporation (the “Certificate”) of US Airways Group, Inc. (the “Company”) and the Amended and Restated Bylaws of the Company (the “Bylaws”), the property, affairs and business of the Company are managed by or under the direction of the Board of Directors (the “Board”) of the Company, and except as otherwise expressly provided by law, the Certificate or the Bylaws, or otherwise reserved for decision by the Company’s stockholders, all of the powers of the Company are vested in the Board. The purpose of these Corporate Governance Guidelines is to set forth general principles and policies by which the Board will manage its affairs. These Guidelines will be reviewed annually by the Corporate Governance and Nominating Committee and posted on the Company’s website.

A. Role of the Board of Directors

1. Responsibility to Stockholders

The primary responsibility of the Board is to oversee the affairs of the Company for the benefit of all stockholders.

2. Major Decisions

Except for those matters reserved for decision by the Company’s stockholders, the Board is the ultimate decision-making body of the Company. It elects the Company’s Chief Executive Officer who is charged with the conduct of the Company’s business, acts as his or her advisor, and monitors his or her performance. It is the general policy of the Board that all decisions that could have a material effect on the Company or its stockholders be considered by the Board or the appropriate Committee thereof, as applicable.

B. Composition of the Board of Directors

1. Qualifications

It is the Board’s objective that the Board be composed of individuals who have the highest personal and professional integrity, who have demonstrated exceptional ability and judgment and who are effective, in connection with the other members of the Board, in providing the diversity of skills, expertise and perspectives appropriate for the business and operations of the Company and serving the long-term interests of the stockholders.

2. Independence

It is the policy of the Board that at least a majority of its members be independent. An “independent” Director is one who:

- (i) the Board has affirmatively determined not to have a material relationship with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company);
- (ii) is not a member of management or an employee of the Company and has not been a member of management or an employee of the Company for a minimum of three years;
- (iii) is not, and in the past three years has not been, affiliated with or employed by a (present or former) auditor of the Company (or of an affiliate);
- (iv) is not, and in the past three years has not been, part of an interlocking directorate in which an executive officer of the Company serves on the compensation committee of another company that concurrently employs the Director;
- (v) has no immediate family members meeting the descriptions set forth in (ii) through (iv) above; and
- (vi) satisfies any additional requirements for independence promulgated from time to time by the New York Stock Exchange (“NYSE”).

In addition, to the extent applicable with respect to membership on specific Committees, the Board shall have a sufficient number of members who satisfy any additional requirements for “independence” promulgated from time to time by the NYSE and the Securities and Exchange Commission (the “SEC”). Consideration should also be given to all other relevant facts and circumstances, including issues that may arise as a result of any director compensation (whether direct or indirect), any charitable contributions by the Company to organizations with which a Director is affiliated and any consulting arrangement between the Company and a Director. The Corporate Governance and Nominating Committee reports annually to the full Board on these matters.

3. Size

The Company’s Bylaws currently provide that the number of Directors shall be not less than one nor more than 15. The number of Directors is determined from time to time by the Board based on its current composition and requirements. It is the policy of the Board that the number of Directors not exceed a number that can function efficiently and effectively as a body.

4. Management Directors

The Chief Executive Officer of the Company should be the only member of the senior management team who also serves as a member of the Board.

5. Chairman and Chief Executive Officer

The Board has discretion regarding whether or not to appoint a Chairman, the duties of the Chairman if one is appointed and who may hold the office. The

Company's Bylaws provide that the Chairman shall be the Chief Executive Officer unless some other person is designated as the Chief Executive Officer. Currently, the Chairman is the Chief Executive Officer, but the Board is free to make these choices in the best interests of the Company and its stockholders at any point in time.

6. Change of Position

It is the policy of the Board that an employee Director should offer to resign from the Board concurrently with the termination of his or her employment with the Company for any reason, and that a non-employee Director should offer to resign from the Board concurrently with any change in his or her primary job responsibility or position held at the time the Director was most recently elected to the Board. However, the Board may invite any such Director to remain on the Board when the Board determines, following a review by the Corporate Governance and Nominating Committee, that continued access to such Director's knowledge and experience is in the best interests of the Company and its stockholders.

7. Outside Directorships

It is the policy of the Board that non-employee Directors are encouraged to limit the number of other boards on which they serve, taking into account potential board attendance, participation and effectiveness on these boards. Non-employee Directors should advise the Chairman (if one is appointed) and the Chief Executive Officer (if the Chairman is not the Chief Executive Officer) and the Chairman of the Corporate Governance and Nominating Committee if they accept an invitation to serve on another board. Directors should not serve on the boards of more than five other public companies, and any Director who is a chief executive officer of a public company should not serve on more than two other public company boards, unless in each case the Board determines in advance that such simultaneous service will not impair the ability of such members to effectively serve on the Board. Additionally, members of the Company's Audit Committee should not simultaneously serve on the audit committees of more than three public companies, including the Company's Audit Committee, unless the Board (i) determines that such simultaneous service will not impair the ability of such members to effectively serve on the Company's Audit Committee and (ii) discloses such determination in the Company's proxy statement.

8. Selection of New Directors and Nomination for Reelection of Incumbent Directors; Policy Statement on Majority Voting

The Board nominates Directors for election at each meeting of stockholders at which directors are elected and selects Directors to fill vacancies that occur between such meetings. The Board has delegated to the Corporate Governance and Nominating Committee, in consultation with the Chairman and the Chief Executive Officer (if the Chairman is not the Chief Executive Officer), the primary responsibility for identifying, evaluating, reviewing and recommending qualified candidates to the entire Board. The Corporate Governance and

Nominating Committee, in consultation with the Chairman and the Chief Executive Officer (if the Chairman is not the Chief Executive Officer), also has the primary responsibility for evaluating, reviewing and recommending for nomination for reelection to the Board the incumbent Directors.

In furtherance of the principles regarding majority election of Directors set forth in Article III, Section 3 of the Bylaws, the Board expects each incumbent Director who is nominated for reelection to the Board to resign from the Board if he or she fails to receive the required number of votes for reelection as set forth in the Bylaws under circumstances in which the Board or a duly authorized committee of the Board determines to accept such tendered resignation, as described below.

In the event one or more incumbent Directors (each, a “Subject Director”) fails to receive the affirmative vote of a majority of the votes cast at an Election Meeting (as defined in the Bylaws) at which there was no Contested Election (as defined in the Bylaws), either (i) the Corporate Governance and Nominating Committee or (ii) if one or more of the members of the Corporate Governance and Nominating Committee is a Subject Director or the Board determines that any decision to be made with respect to a Subject Director should be made by a committee of the Board other than the Corporate Governance and Nominating Committee, a committee consisting solely of independent directors (as determined in accordance with any stock exchange rules and regulations applicable to the Company and any additional criteria set forth in these Corporate Governance Guidelines or the Company’s Corporate Governance and Nominating Committee Charter, as applicable) who are not Subject Directors (the committee described in clause (i) or (ii) of this sentence, the “Committee”) will make a determination as to whether to accept or reject any tendered resignation of a Subject Director or whether other action should be taken (including whether to request that a Subject Director resign from the Board if such Subject Director has not tendered his or her resignation). The Committee may consider all factors it considers relevant, including (i) the reasons that it believes were the basis for a majority of the votes cast at the meeting being voted “against” the Subject Director’s election, (ii) whether the underlying cause or causes of the “against” votes are curable, (iii) the factors, if any, set forth in these Corporate Governance Guidelines, the Company’s Corporate Governance and Nominating Committee Charter or other policies that are to be considered by the Corporate Governance and Nominating Committee in evaluating potential candidates for the Board as such criteria relate to such Subject Director, (iv) the length of service of such Subject Director, (v) such Subject Director’s contributions to the Company, (vi) whether acceptance of any resignation would lead to a “change of control” of the Company as determined pursuant to any financing or other material agreement of the Company or any of its subsidiaries, and (vii) whether acceptance of any resignation would lead to a default under any material agreement to which the Company or any of its subsidiaries is a party or otherwise bound, or to the Company’s failure to comply with any applicable rule or regulation (including stock exchange listing standards). Subject Directors shall not participate in the deliberations or decisions of the Committee.

The Committee will act with respect to any Subject Director within 90 days after the date of the certification of the election results for the Election Meeting and shall notify the Subject Director of its decision. Notwithstanding the foregoing, the Committee may determine to extend such 90-day period by an additional 90 days if it determines that such an extension is in the best interests of the Company and its stockholders. The Company shall publicly disclose the decision(s) of the Committee in a Current Report on Form 8-K filed with the SEC.

If a Subject Director's tendered resignation is not accepted by the Committee or such Subject Director does not otherwise submit his or her resignation to the Board of Directors, such director shall continue to serve until his or her successor is duly elected, or his or her earlier resignation or removal. If a Subject Director's resignation is accepted by the Committee, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board, in its sole discretion, may fill any resulting vacancy or decrease the size of the Board pursuant to the Bylaws.

9. New Director Orientation and Incumbent Director Education

The Board and the Company have a complete orientation process for new Directors that includes background material, meetings with senior management and visits to the Company's facilities. Additionally, the Board and the Company have a process for the systematic review and communication to incumbent Directors of important corporate governance issues and trends in corporate governance practices that could potentially impact the Company and/or the functioning of the Board and its committees.

10. Director Compensation

Employee Directors receive no additional compensation for their Board service. The Company's policy with respect to the compensation of non-employee Directors is to set the form and amount of such compensation at a level and in a manner that is competitive with other major airlines and other selected public companies of comparable size. The Company uses stock-based compensation as a component of the non-employee Director compensation to strengthen the non-employee Directors' commitment to the future of the Company and to further align their interests with those of the Company's stockholders. The Corporate Governance and Nominating Committee periodically reviews the compensation paid to non-employee Directors for their service on the Board and its Committees and recommends any changes considered appropriate to the Board for its approval.

11. Director Equity Ownership

It is the policy of the Board to establish from time to time stock ownership goals for non-employee Directors to strengthen their commitment to the future of the Company and further align their interests with those of the Company's stockholders.

12. Retirement Age

The Board has adopted a mandatory retirement age for all non-employee Directors so that no non-employee Director will be nominated to stand for reelection to the Board after attaining age 72.

C. Board and Committee Functions

1. Corporate Governance Guidelines

It is the policy of the Board to have corporate governance guidelines to facilitate the Company's mission. The Corporate Governance and Nominating Committee is responsible for conducting periodic reviews of the Company's corporate governance guidelines and other corporate governance issues that may, from time to time, merit consideration by the entire Board.

2. Frequency of Meetings

The Board meets regularly on previously determined dates, and conducts special meetings on the call of the Chairman or at the written request of a majority of Directors. Subject to the provisions of its charter, each Committee determines the frequency of meetings of that Committee or meets by a resolution adopted by the Board.

The Secretary will provide a schedule of regular Board meetings for each calendar year for consideration by the Board on or before November 1 of the prior year.

3. Director Attendance

Each Director is expected to attend all meetings of the Board and of each Committee of which the Director is a member, except where unusual circumstances arise. The Board recognizes that occasionally meetings may need to be scheduled on short notice and that conflicts may arise from time to time that will prevent a Director from attending a meeting. However, each Director is expected to make every reasonable effort to keep such absences to a minimum. Management will be available to review with any Director who misses a meeting any issues discussed at that meeting.

4. Establishing Agendas

The Chairman, in consultation with the Chief Executive Officer (if the Chairman is not the Chief Executive Officer), or the Chief Executive Officer (if no Chairman is appointed), establishes the agenda for each Board meeting. The Chairman of each Committee, in consultation with the Chairman and the Chief Executive Officer (if the Chairman is not the Chief Executive Officer), or with the Chief Executive Officer (if no Chairman is appointed), establishes the agenda for each Committee meeting. Any Director may suggest that particular items be placed on the agenda for any Board or Committee meeting, and an item shall be

placed on the agenda at the direction of a majority of the Board or that Committee.

5. Briefing Materials

The agenda, together with written materials (when possible) on matters to be presented for consideration, for each Board and Committee meeting is normally provided to Directors at least five days in advance of the meeting, or within such other time as will allow Directors to prepare for the discussion of the materials at the meeting. The Chief Executive Officer or his designee will provide the Directors with any additional information they believe necessary to perform their duties. Members of the Board or any Committee should review any such materials provided to them in advance of the applicable meeting.

6. Participation of Management, Advisors and Guests

The Board is comfortable with the regular attendance at Board and Committee meetings by members of senior management. Should the Chief Executive Officer or any Director want additional advisors or guests to attend Board meetings on a regular basis or for a particular meeting, it is expected that this suggestion will be made to the Board for its approval. The Board meets in executive session to consider matters of a confidential nature that may not be appropriate to discuss in the presence of non-Directors. The Chairman, or the Chief Executive Officer (if no Chairman is appointed), subject to the direction of the Board, determines which, if any, non-Directors should attend such executive sessions. The chairperson of each Committee, subject to the direction of the particular Committee, determines which, if any, members of senior management, advisors or other non-Committee members attend each Committee meeting.

7. Access to Management, Outside Counsel and External Resources

Members of the Board have complete access to the Company's management and outside counsel and any external resources, including retaining legal, financial or other advisors, as the Board deems necessary or appropriate to fulfill its responsibilities. Members of the Board should use judgment in contacting management so that the business and operations of the Company and the ability of the managers to discharge their duties are not disrupted.

8. Committees

The Board has established an Audit Committee, a Corporate Governance and Nominating Committee, a Compensation and Human Resources Committee, a Labor Committee and a Finance Committee as standing Committees of the Board. The Board also establishes such other standing and special purpose Committees as the Board deems necessary or appropriate from time to time to assist the Board in overseeing the affairs of the Company. Each Committee has written delegations of responsibilities and authority, which are reviewed periodically by the entire Board.

9. Committee Membership

The composition of each Committee is determined by the Board. The Corporate Governance and Nominating Committee, after consultation with the Chairman and the Chief Executive Officer (if the Chairman is not the Chief Executive Officer), or with the Chief Executive Officer (if no Chairman is appointed), and after considering the wishes of the individual Directors, recommends to the entire Board annually the chairmanship and membership of each Committee. Consideration is given to rotating Committee members and chairmanships at least every five years.

10. Independence: Audit, Corporate Governance and Nominating, Compensation and Human Resources and Finance Committees; Chairmanships

The Audit, Corporate Governance and Nominating, and Compensation and Human Resources Committees are composed solely, and the Finance Committee is composed of a majority, of Directors who qualify as independent within the meaning of these Guidelines, including (to the extent applicable with respect to membership on a particular Committee) any requirement for “independence” promulgated from time to time by the NYSE or the SEC. All Committees (other than the Executive Committee which is chaired by the Chairman, or by the Chief Executive Officer if no Chairman is appointed, and the Labor Committee, which is chaired by the Chairman) are chaired by independent Directors, within the meaning of these Guidelines.

11. Reports to the Board

All material activities of the Committees are reported to the Board. Any other reports from the Committees to the Board are made on an as needed basis, within the discretion of the Committee Chairmen.

12. Meetings of Non-Employee Directors

The non-employee Directors meet in executive session on a regular basis, without the presence of the Chief Executive Officer. These executive sessions are coordinated and chaired by the Chairman of the Corporate Governance and Nominating Committee. Significant issues discussed at any such executive sessions are discussed with the Chief Executive Officer as deemed appropriate by the Chairman of the Corporate Governance and Nominating Committee.

13. Conflicts of Interest

The business or family relationships of a Director may on occasion give rise to that Director having a material personal interest in a particular matter raised before the Board or a Committee. The Board or Committee, as the case may be, after consulting with counsel, determines on a case-by-case basis whether any such conflict or potential conflict of interest exists. The Board and each Committee will take appropriate steps to identify any such potential conflicts and

to assure that all Directors voting on a matter are disinterested with respect to that matter. In addition, all conflicts or potential conflicts are also subject to the applicable provisions of the Company's Code of Business Conduct and Ethics.

D. Board and Chief Executive Officer Evaluations

1. Criteria for Board Evaluation

The Corporate Governance and Nominating Committee conducts a periodic assessment of the performance of the Board, including Board Committees, and provides the results to the full Board for discussion. The assessment includes evaluation of the Board's and each Committee's contribution as a whole, specific areas in which the Board, the Committee and/or management believe better contributions could be made, and overall Board and Committee composition and makeup. The Corporate Governance and Nominating Committee also annually considers and assesses the independence of Directors, including whether a majority of the Board continues to be independent in both fact and appearance, within the meaning prescribed by these Guidelines, the NYSE and the SEC. The purpose of the review is to increase the effectiveness of the Board as a whole and of each of its Committees.

2. Evaluation of the Chief Executive Officer

The Board annually reviews and evaluates the performance of the Chief Executive Officer through such process as the Board deems appropriate from time to time, acting either directly or through the Compensation and Human Resources Committee. The review is based upon objective criteria, including the performance of the Company's business and the accomplishment of objectives previously established in consultation with the Chief Executive Officer. The results of the review are communicated to the Chief Executive Officer by the Chairman of the Compensation and Human Resources Committee, and are used by that Committee and the Board when considering the compensation of the Chief Executive Officer.

E. Succession Planning

The Compensation and Human Resources Committee, in consultation with the Chairman and the Chief Executive Officer (if the Chairman is not the Chief Executive Officer), or with the Chief Executive Officer (if no Chairman is appointed), has the primary responsibility for the development and periodic review of a detailed plan of succession.

F. Miscellaneous

1. Presentations to the Board

The Board encourages the Chief Executive Officer, from time to time, to bring into the Board and Committee meetings other managers who can provide the Directors with additional insight into specific areas of the Company's business

and/or whom the Chief Executive Officer believes should be given exposure to the Board.

2. Board Interaction with Investors, the Press, etc.

The Board believes that senior management should speak for the Company. In no event should any Director communicate any confidential or market-sensitive information to any person or constituency outside the Board. Directors should refer any external inquiries to the Chief Executive Officer for handling.

3. Charitable Contributions

All significant charitable or other contributions to tax exempt organizations for which an independent director serves as an executive officer or director or with which an independent director otherwise has a material relationship will be reviewed in light of the purposes and values of the Company and will be subject to the approval of the Corporate Governance and Nominating Committee, which will consider the impact of any such contributions on the applicable Director's independence.