

US AIRWAYS GROUP, INC.
COMPENSATION AND HUMAN RESOURCES COMMITTEE CHARTER

As adopted by the Board of Directors on September 30, 2005

The Board of Directors (the “Board”) of US Airways Group, Inc. (the “Company”) hereby sets forth the authority and responsibilities of the Compensation and Human Resources Committee (the “Committee”) as described below, subject to amendment by the Board from time to time:

PURPOSE

The Committee’s purpose is (i) to oversee the Company’s efforts to attract, retain and motivate members of the Company’s senior management team, (ii) to carry out the Board’s overall responsibility relating to the determination of compensation for all executive officers, (iii) to oversee all other aspects of the Company’s compensation and human resource policies, and (iv) to oversee the Company’s management resources, succession planning and management development activities.

COMPOSITION

The Committee shall be comprised of three or more Board members who qualify as independent within the meaning of the Company’s Corporate Governance Guidelines and the rules of the New York Stock Exchange (the “NYSE”) applicable to compensation committee members, as in effect from time to time when and as required by the NYSE. In addition, each member of the Committee shall meet the requirements for a “non-employee director” as defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and the requirements for an “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended, and related regulations, in each case as in effect from time to time. The members of the Committee and the Committee chairperson shall be appointed annually by the Board and may be removed at any time, with or without cause, by the Board.

The Committee shall have the power to create subcommittees, each consisting of one or more of its members, with such powers as the Committee shall from time to time confer. Each subcommittee shall keep minutes of its meetings and report them to the Committee.

OPERATING PRINCIPLES

In fulfilling its function and responsibilities, the Committee should give due consideration to the following operating principles and processes:

- *Communication* – Regular and meaningful contact throughout the year with the Chairman of the Board, other committee chairpersons, members of senior management and other key Committee advisors, as applicable, is viewed as important for strengthening the Committee’s knowledge of sound compensation and human resources policies.

- *Committee Expectations and Information Needs* – The Committee should communicate to the Chief Executive Officer or his designee the expectations of the Committee, and the nature, timing and extent of any specific information or other supporting materials requested by the Committee, for its meetings and deliberations.
- *Resources* – The Committee shall be authorized to access, at the Company’s expense, such internal and external resources, including retaining legal, financial or other advisors, as the Committee deems necessary or appropriate to fulfill its defined responsibilities. Without limiting the foregoing, the Committee shall have the authority to select, engage and terminate compensation consultants to assist the Committee in designing, reviewing and evaluating the Company’s compensation and human resources policies and plans, including the sole authority to select, engage and terminate compensation consultants to assist in the evaluation of Chief Executive Officer and senior executive officer compensation. The Committee shall have the sole authority to approve fees, costs and other terms of engagement of such outside resources.
- *Meeting Agendas* – Committee meeting agendas shall be the responsibility of the Committee chairperson with input from Committee members and other members of the Board, with additional input from members of senior management and outside advisors to the extent deemed appropriate by the chairperson.
- *Committee Meeting Attendees* – The Committee shall be authorized to request members of senior management, outside counsel and other advisors to participate in Committee meetings.
- *Reporting to the Board of Directors* – The Committee shall maintain minutes of meetings and, through the Committee chairperson, shall report all material activities of the Committee to the Board from time to time or whenever so requested by the Board. In addition, minutes from Committee meetings should be distributed to each Board member prior to the subsequent Board meeting.

MEETINGS

The Committee should meet as frequently as considered necessary by the Committee or the chairperson, and shall meet at least four times annually and, to the extent practicable, in conjunction with regularly scheduled Board meetings. The Committee shall fix its own rules of procedure. A majority of regular members then serving on the Committee shall constitute a quorum.

AUTHORITY AND RESPONSIBILITY

The primary Committee responsibilities are:

Oversight of Executive Compensation Policies

- *Overall Compensation Strategy* – The Committee shall review and approve the overall compensation strategy and policies for the Company, including reviewing and approving the

corporate performance goals and objectives relevant to the compensation of the Company's executive officers. In fulfilling this responsibility, the Committee shall periodically review reports and data regarding the Company's execution of its compensation strategy and the implementation of its policies.

- *Compensation and Performance Appraisal of Chief Executive Officer* – The Committee shall review and approve, in its sole discretion (with input from the other non-executive directors but without the need for further Board approval), the compensation (including salary, long-term incentives, bonuses, equity incentives, perquisites, severance payments, other benefits, employment agreements and amendments thereto) and other terms of employment of the Company's Chief Executive Officer and shall review, discuss and assess the Chief Executive Officer's performance in light of relevant corporate performance goals and objectives. The factors to be considered shall include whether he or she can and does provide the skills and expertise appropriate for the Company. The purpose of the review is to increase the effectiveness of Chief Executive Officer and the results shall be provided to him or her for further discussion as appropriate. In determining the long-term incentive component of the Chief Executive Officer's compensation, the Committee should consider (i) the Company's performance and relative stockholder return, (ii) incentive compensation practices among comparable companies with which the Company may compete for executive talent, and (iii) awards given to the Company's Chief Executive Officer(s) in past years. The Committee should report to the Board periodically regarding the material components of the compensation and other terms of employment of the Chief Executive Officer approved by the Committee and the Board.
- *Compensation of Other Executive Officers* – The Committee shall review and approve, in its sole discretion (without the need for further approval by the Board, but with input from the Board or other individual Directors as deemed appropriate by the Committee), and upon recommendation of the Chief Executive Officer, the compensation (including salary, long term incentives, bonuses, equity incentives, perquisites, severance payments , other benefits, employment agreements and amendments thereto) and other terms of employment of all other executive officers of the Company. The Committee shall develop compensation arrangements that are intended to attract, motivate and retain executives and stimulate, reward and provide incentives for continuous high levels of executive performance that will create long-term investor value, as well as link that compensation with the attainment of financial, operational and strategic objectives to the extent deemed appropriate.
- *Performance Appraisals* – The Committee shall review and approve the corporate performance goals and objectives of the Company's executive officers that are set at or near the beginning of the applicable performance cycle. The Committee shall review a summary of the attainment of such goals and objectives at the end of the performance cycle in conjunction with overall performance appraisals.
- *Senior Management Assessment* – The Committee shall periodically review, discuss and assess the performance of senior management in light of relevant corporate performance goals and objectives, seeking input from individual members of senior management, the full Board and others. The assessment includes an evaluation of senior management's

contribution as a whole, as well as evaluation of the contribution of each individual member of senior management. The factors to be considered shall include whether senior management, both individually and collectively, can and do provide the skills and expertise appropriate for the Company. The purpose of the review is to increase the effectiveness of senior management as a whole and on an individual basis. The results of such reviews shall be provided to senior management and the full Board for further discussion as appropriate.

Oversight of Compensation, Incentive and Benefit Policies and Plans

- *Administration of Incentive Plans* – The Committee shall administer, as and to the extent provided in the plan documents and upon the recommendation of the Chief Executive Officer, the Company’s incentive compensation, stock, bonus and other similar plans and programs established by the Board from time to time, including without limitation establishing guidelines, interpreting plan documents, selecting participants, approving grants and awards and making all other decisions regarding the operation of such plans.
- *Executive Compensation and Benefits Plans* – The Committee shall review and make recommendations to the Board regarding the adoption of, amendment to, or termination of executive compensation and benefit plans as required.
- *Human Resource Policies* – The Committee shall periodically review the Company’s significant policies, practices and procedures concerning human resource related matters. “Significant” shall be defined as items involving major additional cost to the Company or having a substantial impact on one or more employee working groups.
- *Non-Executive Compensation and Benefits Plans* – The Committee shall review and approve the general design and terms of significant non-executive compensation and benefits plans including, but not limited to: incentive compensation, bonus programs, profit sharing goals and payouts and the introduction or material modification of health, welfare and retirement plans or other material employee perquisite plans.
- *Succession Planning* – The Committee shall annually review the Company’s organizational structure, succession plans for executive officers and programs for development of individuals to assume positions of higher responsibility, and periodically report to the Board regarding such matters.

Other Responsibilities

- *Director Compensation* – The Committee shall consult with the Corporate Governance and Nominating Committee in connection with its review of the compensation paid to non-employee Directors for their service on the Board and its committees.
- *Diversity* – The Committee shall annually review the Company’s workforce diversity activities and the progress made towards affirmative action plan utilization goals.

- *Labor Relations* – The Committee shall review the Company’s negotiation strategy for all major contract negotiations and shall make recommendations to the Board on the bargaining authority for all such major contracts. The Committee shall periodically review the status of contract negotiations and the status of any significant arbitration.
- *Proxy Statement Reports* – The Committee shall prepare such reports regarding matters within the scope of the Committee’s role and responsibilities as may be required to be included in the Company’s annual proxy statement or other public filings under applicable rules and regulations.
- *Committee Self Assessment* – The Committee shall review, discuss and assess at least annually its own performance as well as the role and responsibilities of the Committee, seeking input from senior management, the full Board and others. Changes in the role and/or responsibilities of the Committee as outlined in this Charter, if any, shall be recommended to the full Board for approval.
- *Other Activities* – The Committee shall perform any other activities consistent with this Charter, the Company’s bylaws and governing law, as the Committee or the Board deems necessary or appropriate.