

US AIRWAYS GROUP, INC.
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

The Board of Directors of US Airways Group, Inc. (the “Corporation”) hereby set forth the authority, responsibilities, and duties of the Corporate Governance and Nominating Committee as described below:

1. Composition

The Corporate Governance and Nominating Committee will be comprised of that number of non-employee directors as the Board of Directors will determine from time to time, such numbers will not be less than three. One of the members of the Committee will be appointed Committee Chairman by the Board of Directors. The members of the Committee will be appointed annually by the Board of Directors and may be removed at any time by the Board of Directors.

2. Authority

The Corporate Governance and Nominating Committee will have all of the authority to perform each of the duties enumerated in this charter. In discharging its responsibilities, the Committee will have the authority to retain outside counsel or other consultants in the Committee’s sole discretion in accordance with procedures established by the Committee. The Committee will also have sole authority to approve fees and other retention terms of such consultants and to terminate such consultants.

3. Responsibilities

The Corporate Governance and Nominating Committee is responsible for identifying and recommending to the Board of Directors candidates for membership on the Board of

Directors and committees of the Board of Directors, developing and recommending criteria and policies relating to service and tenure of directors, and overseeing matters of corporate governance. Specifically, the Corporate Governance and Nominating Committee will:

- A. Recommend to the Board the size and composition of the Board of Directors and the size, composition and function of the Board committees.
- B. Establish criteria for selection of candidates for membership on the Board of Directors.
- C. Review recommendations for nominees for the Board of Directors. Conduct such inquiries as it deems necessary into the background and qualifications of possible candidates. Recommend to the Board of Directors a list of nominees for election at the Annual Meeting of Stockholders. Recommend to the Board of Directors candidates for director to the extent appropriate in connection with expansion of the membership of the Board of Directors and director resignations and retirements.
- D. Monitor and make recommendations to the Board of Directors with respect to the functions of various committees of the Board of Directors. Submit to the Board of Directors annually candidates for membership of committees and for chairperson of each committee.
- E. Assess the performance of the Board of Directors in meeting its corporate governance responsibilities and report its findings to the Board of Directors.

- F. Monitor and make recommendations to the Board of Directors on matters of Board policies and practices, including policies on director service and tenure, and policies that relate to corporate governance.
- G. Review and make recommendations to the Board of Directors regarding proposals of stockholders that relate to corporate governance.

4. Committee Meetings

Subject to the By-laws and resolutions of the Board of Directors, the Corporate Governance and Nominating Committee will meet regularly at least two times each year and at such other intervals as is deemed necessary or desirable by the Committee Chairman. At such meetings, the Committee will meet with the Chief Executive Officer and/or such members of management as the Chief Executive Officer will designate, and will separately meet in an executive session without any management present at least once per calendar year. The Committee will fix its own rules of procedure. A majority of the number of regular members then serving on the Committee will constitute a quorum. The Committee will keep minutes of its meetings, and all action taken by it will be reported to the Board of Directors.