



Sent Via Certified Mail

91 7108 2133 3936 5627 7821

December 2, 2011

Ms. Veda Shook
International President
Association of Flight Attendants - CWA
501 3rd Street, N.W.
Washington, D.C. 20001-2797

**RE: Notice Pursuant to the Worker Adjustment and Retraining Notification Act and
Applicable State Law**

Dear Ms. Shook:

A notice dated November 2, 2011 was previously sent to you pursuant to the Worker Adjustment and Retraining Notification Act ("WARN") and any applicable state law advising you that if USA 3000 was not successful in reaching an agreement of sale of the airline by December 15, 2011, we would have no alternative but to cease all operations and shut-down the airline. Attached to that letter was a list containing the names and job titles of all affected USA 3000 flight attendants. The initial WARN notice stated that all USA 3000 operations would cease on January 8, 2012, and that terminations of employment would commence on January 8th, or within a 14-day period following that date. However, due to issues which arose during negotiations with certain lessors for the early return of aircraft in the USA 3000 fleet, there has been a slight change in the flight schedule which will require the Company to postpone the termination dates for a number of USA 3000 flight attendants (and certain other Company employees). The anticipated schedule for flight attendant terminations is as follows: 1) January 8, 2012, or a 14-day period following that date; and 2) January 30, 2012, or a 14-day period following that date.

As a reminder, this will be a permanent layoff of all flight attendants, and no bumping rights exist for any affected employees. We have attached a **revised** list containing the names and job titles of all affected flight attendants in all three bases listed below. While it is the Union's responsibility to provide the represented individuals with appropriate notice, (except that Illinois law requires the Company to give individual notices), we have decided to send each affected flight attendant (i.e., those whose termination dates will be extended) a revised WARN notice. The affected employment sites for all USA 3000 flight attendants include the following:

St. Louis International Airport: 10701 Lambert International Blvd. East, Terminal Room ET-2062, St. Louis, MO 63145

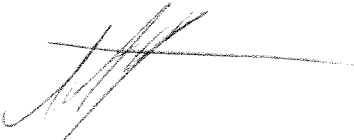
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December 2, 2011

O'Hare International Airport: Terminal 5 Lower Level UL 124, Chicago, IL 60666

Cleveland Hopkins Int'l Airport: 5300 Riverside Dr., Room 100, Cleveland, OH 44135

The Union may address any human resources related questions such as payroll, COBRA, unemployment information, references, 401(k) rollovers and related matters to Lynn-Marie Grimes at 610-359-6589 or Laura Kennedy at 610-325-1290. Other questions should be directed to Jack Eastman at 610-325-1282.

Sincerely,



Steven Harfst
President and CEO

cc: Suzanne Balzer, AFA Representative, *via Certified Mail* 91 7108 2133 3936 5627 7814
Sue Evanson, *via Certified Mail* 91 7108 2133 3936 5627 7807

NAME	Job Title
Aglubat, Anthony	Flight Attendant
Anaguano, Luis A	Lead Flight Attendant
Austin, Patricia	Lead Flight Attendant
Bedford, Vivian	Flight Attendant
Benbynek, Mary E.	Flight Attendant
Bending, Gail Ann	Lead Flight Attendant
Biederman, Donna	Flight Attendant
Biermann, Michele A.	Flight Attendant
Blazevic, Ivona	Flight Attendant
Borges, Jenny E	Lead Flight Attendant
Bruns, Kevin	Flight Attendant
Chapman, Krys A	Lead Flight Attendant
Cline, Kim A.	Lead Flight Attendant
Cook, Jessica T.	Lead Flight Attendant
Currie, Tina	Flight Attendant
De Leo, Marla	Lead Flight Attendant
Douglas, Carisa	Flight Attendant
Driemeyer, Ashley	Lead Flight Attendant
Dumaresq, Yvonne A	Flight Attendant
Engibous, Kathryn M.	Lead Flight Attendant
Evanson, Susan L.	Flight Attendant
Fisher, Theresa E	Lead Flight Attendant
Garza, Melynda M.	Flight Attendant
Hernandez, Genoveva	Flight Attendant
Hilliard, Melanie	Flight Attendant
Hungarter, Eric	Lead Flight Attendant
Kaehler, Patricia	Flight Attendant
Kidd, Patrick I	Flight Attendant
Korpel, Laura B.	Lead Flight Attendant
Link, Patricia	Flight Attendant
Lopez, Tina	Flight Attendant
McCarthy, Frances T.	Flight Attendant
McGovern, Jacqueline	Flight Attendant
Miner, Jennifer	Flight Attendant
Morris, Kimberly	Flight Attendant
Noles, Valerie	Lead Flight Attendant
Norman, Samuel	Flight Attendant
Ohonbamu, Beatrice O	Flight Attendant
Raymundo, Allizon	Flight Attendant
Reis, Mary	Flight Attendant
Rivera, Norma	Flight Attendant
Savage, Abigail	Flight Attendant
Sherwood, Theresa	Flight Attendant
Skretowicz, Agatha	Flight Attendant
Spanos, Glenda	Flight Attendant
Stasny, Michael E	Flight Attendant
Stoodley, Catherine	Lead Flight Attendant
Strzalka, Eileen M	Flight Attendant
Swanson, Mandy	Flight Attendant
Syverson, Donna A.	Flight Attendant
Torres, Dario	Flight Attendant
Waugaman, Jon E	Flight Attendant
Woznicki, Kimberly A	Flight Attendant
Yatson, Kristen	Flight Attendant