



**ATLANTIC COAST AIRLINES MEC
AIR LINE PILOTS ASSOCIATION, INTERNATIONAL**

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December 4, 2003

Board of Directors
Mesa Air Group
410 North 44th Street
Suite 700
Phoenix, AZ 85008

Ladies and Gentlemen:

We are the Officers of the Master Executive Council for the pilots of Atlantic Coast Airlines Holdings, Inc. (“ACA”), as represented by the Air Line Pilots Association International. We are writing to you on behalf of the 1,600 pilots at ACA to clearly state our unambiguous opposition to your announced intentions for our company.

As we have previously stated via press release and in numerous media interviews, this pilot group and its elected leadership strongly support our current Board’s decision to transform ACA from a regional carrier into a Dulles-based, low-fare airline to be known as Independence Air. Subsequent to your unsolicited “expression of interest” of October 6, 2003, and with full knowledge of your announced intentions, this pilot group overwhelmingly approved an amendment to our collective bargaining agreement to support this transformation through wage reductions and productivity enhancements. With 93% of our eligible pilots participating in the ratification process, and of those, 97% voting in favor of the amended agreement, this ballot clearly demonstrates that ACA’s pilots are absolutely unified in our commitment to working with all ACA employees to ensure the success of Independence Air.

We take exception with the uninformed and simplistic view that the ACA pilots support Independence Air only because it will provide an opportunity to operate larger aircraft. Our universal desire to exit the regional fee-for-departure segment of the industry is driven by the rational analysis that this segment of the airline industry is becoming saturated and, in the foreseeable future, will become a low-growth, low-margin commodity business. When competitors, with increasing frequency, promise aircraft without definitive orders or committed long-term financing, it is time to exit the segment. One has to question the wisdom of Mesa continuing to add a single regional jet to the fleet, much less more than 100 aircraft, when considering the staggering off-balance sheet long-term financial obligations for Mesa and the credit ratings of the major airlines in your code share partner “portfolio”. Finally, the significantly higher P/E multiples in the low-cost carrier (“LCC”) segment (or, conversely, the significantly lower P/E multiples

in the regional segment) support our thesis as evidenced in the pricing and initial performance of the recent Pinnacle Airlines (Northwest AirlinK) IPO.

Let me be crystal clear: the pilots of Atlantic Coast Airlines have absolutely no interest in being acquired by Mesa or deviating in any other way from our management's independent vision. We intend to fully exercise by all means available both our contractual rights and those rights provided by the Railway Labor Act ("RLA") to protect our interests in the event that you proceed with this unwelcome transaction. You should be aware of the following facts:

- In the event of a "change of control", we retain the sole right to terminate the conditional concessionary New United Airlines Code Share Letter of Agreement ("UAL LOA"), which contains significant wage reductions and work rule changes. Change in control shall mean:
 - (1) The acquisition of beneficial ownership or control of (including, without limitation, power to vote) more than 50% of the outstanding shares of Common Stock by any person or entity (including a "group" as defined by or under Section 13(d)(3) of the Exchange Act), or
 - (2) A contested election of directors, as a result of which or in connection with which, the persons who were directors of ACAI before such election or their nominees cease to constitute a majority of the Board.
- Without the UAL LOA, our Collective Bargaining Agreement is amendable in August 2005. It is typical for airline negotiations under Section 6 of the RLA to continue well beyond the amendable date during which time our 2005 cost structure, including a 4% increase from or current pay rates, will remain in place with continued escalation for increases in longevity (generally 3% per year).
- If you are successful in the consent solicitation, you should consider your reduced ability to implement the United MOU given the cost structure resulting from our termination of the UAL LOA and the resulting impact on operating margins.

Should you elect to pursue a merger following a successful consent solicitation, you should be aware that language in both of the collective bargaining agreements for the Mesa and ACA pilot groups provides for integration of pilot seniority lists. If we are unable to achieve a negotiated integration (very likely as we will move aggressively to protect all of our current and future flying as well as securing access for ACA pilots to as much of the combined company's future growth as possible), both pilot groups will be subject to binding arbitration, which has historically been a lengthy process.

Given all of these facts, we genuinely question how you could view this hostile transaction as being in the interests of Mesa stakeholders, in particular your pilots who made considerable compromises in their most recent contract to access growth and upgrade opportunities which they would now have to share with us. I have no doubt that this transaction is not in the best interest of ACA stakeholders and employees, and we will fight to the bitter end to avoid becoming yet another airline (i.e. West Air and CCAir) tossed in the Mesa graveyard.

We wish no ill will to Mesa, its officers, management, employees or shareholders. We simply encourage you to pursue the many opportunities for internal growth that your officers have publicly stated are available, rather than pursuing this ill-conceived, high-risk and extremely unwelcome merger. If your true goal is to maximize shareholder value, I would strongly recommend that Mesa cease all efforts to attain control of ACA and allow us the simple courtesy of pursuing our own course.

Respectfully,



Captain Stephen Hunt
Chairman
ACO Master Executive Council
Air Line Pilots Association, Intl



Captain Brian Delahunty
Vice-Chairman
ACO Master Executive Council
Air Line Pilots Association, Intl



Captain Terry Fenningham
Executive Administrator
ACO Master Executive Council
Air Line Pilots Association, Intl