

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF COLUMBIA

ASSOCIATION OF FLIGHT)	
ATTENDANTS-CWA, AFL-CIO,)	
)	
Plaintiff,)	
)	Civil Action No. 1:05CV01036
v.)	
)	
PENSION BENEFIT GUARANTY)	
CORPORATION,)	
)	
Defendant.)	

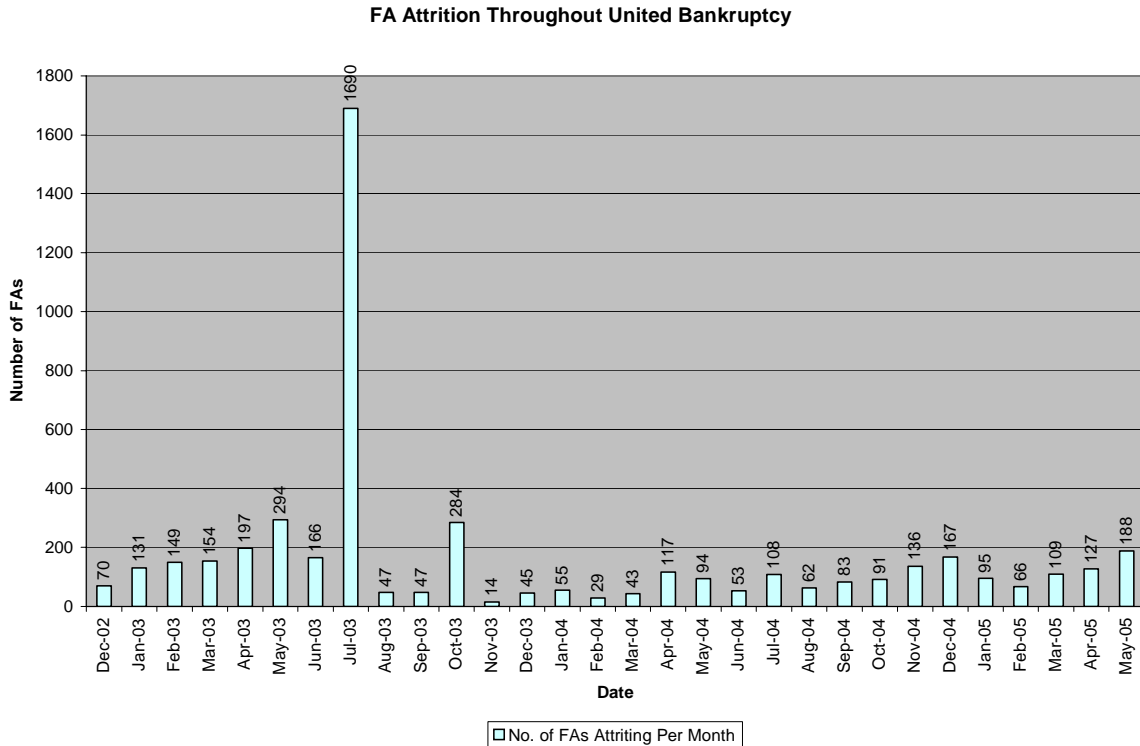
SECOND DECLARATION OF GREGORY DAVIDOWITCH

Gregory Davidowitch hereby declares, in accordance with 28 U.S.C. § 1746, as follows:

1. Since July 1, 2002, I have served as the President of the Master Executive Council ("MEC") for the Association of Flight Attendants-Communications Workers of America, AFL-CIO ("AFA"), at United Airlines ("United" or the "Company"). The MEC is composed of the presidents of 17 Local Executive Councils ("LEC") at United. AFA establishes an LEC at each domicile where Flight Attendants are based. I am the highest elected AFA official, representing exclusively United Flight Attendants. The matters set forth herein are based upon my personal knowledge.

2. In February 2003, AFA engaged the Wilson Center for Public Research to conduct a survey of the membership in order to assess how the union should approach concessionary bargaining with United. The survey showed that Flight Attendants were least willing to compromise their pension benefits in negotiations with 71% of 2839 respondents stating that they were unwilling to grant the Company economic relief in the area of pensions.

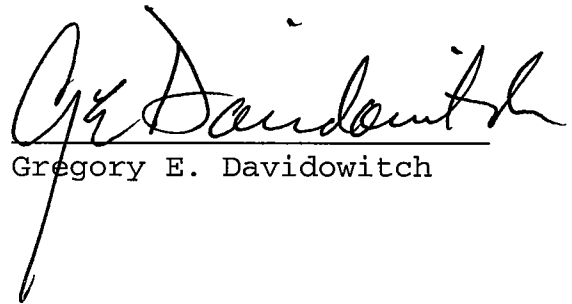
3. Each month AFA receives from United information regarding how many Flight Attendants have left the company. That information since the commencement of United's bankruptcy proceeding is reflected in the following chart:



Particularly dramatic was the July 2003 increase in attrition in response to United's proposal to decrease retiree health benefits. There were also spikes in attrition in May 2003 when the first concessionary contract in bankruptcy went into effect, and in October 2003 when the duration of voluntary leaves of absence was changed in the collective bargaining agreement. The statistics also show an up-tick in attrition in the last three months as United has continued to insist that the Flight Attendant Plan must terminate.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 31~~st~~ day of ^{May}~~April~~ 2005.



Gregory E. Davidowitch