

(Official Form 1) (10/05)

United States Bankruptcy Court District of Delaware				Voluntary Petition																					
Name of Debtor (if individual, enter Last, First, Middle): Independence Air, Inc.		Name of Joint Debtor (Spouse) (Last, First, Middle):																							
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): Atlantic Coast Airlines; United Express, operated by Atlantic Coast Airlines; Delta Connection, operated by Atlantic Coast Airlines.		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):																							
Last four digits of Soc. Sec./Complete EIN or other Tax I.D. No. (if more than one, state all): 77-0291749		Last four digits of Soc. Sec./Complete EIN or other Tax I.D. No. (if more than one, state all):																							
Street Address of Debtor (No. & Street, City, and State): 45200 Business Court Dulles, VA		Street Address of Joint Debtor (No. & Street, City, and State):		ZIP CODE																					
		ZIP CODE 20166																							
County of Residence or of the Principal Place of Business: Loudoun County, VA		County of Residence or of the Principal Place of Business:																							
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):		ZIP CODE																					
		ZIP CODE																							
Location of Principal Assets of Business Debtor (if different from street address above):					ZIP CODE																				
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and provide the information requested below.) State type of entity _____		Nature of Business (Check all applicable boxes.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input type="checkbox"/> Nonprofit Organization qualified under 15 U.S.C. § 501(c)(3)		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 13																					
		Nature of Debts (Check one box) <input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business																							
		Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts owed to non-insiders or affiliates are less than \$2 million.																							
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (Applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.																									
Statistical/Administrative Information <input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY																				
Estimated Number of Creditors <table style="width:100%; border-collapse: collapse;"> <tr> <td style="text-align: center;">1-49</td> <td style="text-align: center;">50-99</td> <td style="text-align: center;">100-199</td> <td style="text-align: center;">200-999</td> <td style="text-align: center;">1,000-5,000</td> <td style="text-align: center;">5,001-10,000</td> <td style="text-align: center;">10,001-25,000</td> <td style="text-align: center;">25,001-50,000</td> <td style="text-align: center;">50,001-100,000</td> <td style="text-align: center;">OVER 100,000</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input checked="" type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </table>						1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	OVER 100,000	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Estimated Assets <table style="width:100%; border-collapse: collapse;"> <tr> <td style="text-align: center;">\$0 to \$50,000</td> <td style="text-align: center;">\$50,001 to \$100,000</td> <td style="text-align: center;">\$100,001 to \$500,000</td> <td style="text-align: center;">\$500,001 to \$1 million</td> <td style="text-align: center;">\$1,000,001 to \$10 million</td> <td style="text-align: center;">\$10,000,001 to \$50 million</td> <td style="text-align: center;">\$50,000,001 to \$100 million</td> <td style="text-align: center;">More than \$100 million</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input checked="" type="checkbox"/></td> </tr> </table>					\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>					
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Estimated Debts <table style="width:100%; border-collapse: collapse;"> <tr> <td style="text-align: center;">\$0 to \$50,000</td> <td style="text-align: center;">\$50,001 to \$100,000</td> <td style="text-align: center;">\$100,001 to \$500,000</td> <td style="text-align: center;">\$500,001 to \$1 million</td> <td style="text-align: center;">\$1,000,001 to \$10 million</td> <td style="text-align: center;">\$10,000,001 to \$50 million</td> <td style="text-align: center;">\$50,000,001 to \$100 million</td> <td style="text-align: center;">More than \$100 million</td> </tr> <tr> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input checked="" type="checkbox"/></td> </tr> </table>					\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	More than \$100 million	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>					
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Voluntary Petition
(This page must be completed and filed in every case)

Name of Debtor(s):
Independence Air, Inc.

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by § 342(b) of the Bankruptcy Code.

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by § 1515 of title 11 are attached.


Pursuant to § 1511 of title 11, United States Code, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney

X 
Signature of Attorney for Debtor(s)

Paul D. Leake, Esq
Jones Day
222 East 41st Street
New York, New York 10017
Telephone: (212) 326-3939
Facsimile: (212) 755-7306

Brendan Linehan Shannon, Esq. (No. 3136)
Young Conaway Stargatt & Taylor, LLP
The Brandywine Building
1000 West Street
Wilmington, Delaware 19801
Telephone: (302) 571-6759
Facsimile: (302) 571-1253

November 7, 2005
Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19B is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)

Address

X _____
Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

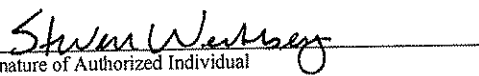
If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X 
Signature of Authorized Individual

Steven Westberg
Printed Name of Authorized Individual

Vice President- Restructuring
Title of Authorized Individual

November 7, 2005
Date

SCHEDULE 1

On November 7, 2005, each of the affiliated entities listed below, including the debtor in this chapter 11 case (collectively, the “Debtors”), filed a petition in this Court for relief under chapter 11 of title 11 of the United States Code. Contemporaneously with the filing of their petitions, the Debtors filed a motion requesting this Court consolidate their chapter 11 cases for administrative purposes only.

1. FLYi, Inc.
2. Independence Air, Inc.
3. Atlantic Coast Jet, LLC
4. Atlantic Coast Academy, Inc.
5. IA Sub, Inc.
6. WaKeeney, Inc.
7. Atlantic Coast Airlines, Inc.

INDEPENDENCE AIR, INC.
(a California corporation)

CERTIFICATE OF RESOLUTION

I, Richard J. Kennedy, Secretary of Independence Air, Inc. a California corporation (the "Corporation"), do hereby certify that (a) the following resolutions were adopted by the Board of Directors of the Corporation at a meeting held by means of telephonic conference on November 6, 2005 in accordance with the requirements of applicable law and the Articles of Incorporation and Bylaws of the Corporation, and (b) said resolutions have not been amended, modified, or rescinded and are in full force and effect as of the date hereof:

"RESOLVED, that Independence Air, Inc. a California corporation (the "Corporation") shall be, and hereby is, authorized to: (a) file a voluntary petition (the "Petition") for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), in the United States Bankruptcy Court for the District of Delaware or such other court as the appropriate officer or officers of the Corporation shall determine to be appropriate (the "Bankruptcy Court"); (b) if circumstances arise making it necessary or convenient, either (i) consent to the entry of an order for relief in an involuntarily commenced chapter 11 case or (ii) consent to the entry of an order for relief and convert an involuntarily commenced chapter 7 case to a case under chapter 11 of the Bankruptcy Code; and (c) perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effect any of the foregoing;

"FURTHER RESOLVED, that the president, the chief executive officer, the chief financial officer, the general counsel, any executive or senior vice president, Vice President - Restructuring, the treasurer, the secretary and any assistant secretary of the Corporation (collectively, the "Designated Officers") shall be, and each of them, acting alone, hereby is, authorized, directed and empowered on behalf of, and in the name of, the Corporation to: (a) execute and verify the Petition and all other ancillary documents, and cause the Petition to be filed with the Bankruptcy Court and make or cause to be made prior to execution thereof any modifications to the Petition or ancillary documents as any such Designated Officer, in such officer's discretion, deems necessary or desirable to carry out the intent and accomplish the purposes of these resolutions (such approval to be conclusively established by the execution thereof by such Designated Officer); (b) execute (i) a consent to the entry of an order for relief in an involuntarily commenced chapter 11 case, if any, or (ii) a request for conversion of an involuntarily commenced chapter 7 case, if any, to a case under chapter 11 of the Bankruptcy Code; (c) execute, verify and file or cause to be filed all petitions, schedules, statements, lists, motions, applications and other papers or documents necessary or desirable in connection with the foregoing or to administer the Corporation's chapter 11 case, in such form or forms as any such Designated Officer may approve; and (d) execute and verify any and all other documents necessary or appropriate in connection therewith or to administer the Corporation's chapter 11 case, in such form or forms as any such Designated Officer may approve;

"FURTHER RESOLVED, that the Designated Officers shall be, and each of them hereby is, authorized, directed and empowered to retain, on behalf of the Corporation: (a) Jones Day; (b) Miller Buckfire & Co., LLC; (c) ENA

Advisors, LLC; (d) KPMG LLP; and (e) such additional professionals, including attorneys, accountants, financial advisors, investment bankers, actuaries, consultants or brokers, in each case as in such officer's or officers' judgment may be necessary in connection with the Corporation's chapter 11 case and other related matters, on such terms as such officer or officers shall approve;

"FURTHER RESOLVED, that any additional special or local counsel selected by the Designated Officers, if any, shall be, and hereby are, authorized and empowered to represent the Corporation, as debtor and debtor in possession, in connection with any chapter 11 case commenced by or against it under the Bankruptcy Code;

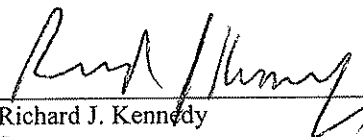
"FURTHER RESOLVED, that Steven Westberg is hereby duly elected to the office of Vice President – Restructuring of the Corporation to serve until his successor is elected or until his earlier death, resignation, retirement, disqualification or removal from office (it being understood that Steven Westberg, as Vice President – Restructuring, shall be a "Designated Officer" as such term is defined in these resolutions);

"FURTHER RESOLVED, that, in addition to the specific authorizations heretofore conferred upon the Designated Officers, each of the officers of the Corporation or their designees shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of, and on behalf of, the Corporation, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in such officer's or officers' judgment shall be necessary or desirable in order fully to carry out the intent and accomplish the purposes of the resolutions adopted herein;

"FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken or to be taken by any officer or officers of the Corporation in connection with the implementation of these resolutions in all respects are hereby ratified, confirmed and approved; and

"FURTHER RESOLVED, that each secretary and any assistant secretary of the Corporation is hereby authorized to certify and deliver, to any person to whom such certification and delivery may be deemed necessary or appropriate in the opinion of such secretary or assistant secretary, a true copy of the foregoing resolutions."

IN WITNESS WHEREOF, the undersigned has caused this certificate to be executed as of this ____ day of November, 2005.


Richard J. Kennedy
Secretary

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

----- X
 :
 In re FLYi, INC., : Case No. 05-____ ()
 a Delaware corporation (formerly known as :
 Atlantic Coast Airlines Holdings, Inc.), :
 :
 Debtor :
 :
 Address: : Chapter 11
 45200 Business Court :
 Dulles, VA 20166 :
 :
 Employer's Tax Identification No.: :
 13-3621051 :
 ----- X

In re INDEPENDENCE AIR, INC., :
 a California corporation (formerly known as : Case No. 05-____ ()
 Atlantic Coast Airlines; United Express, :
 operated by Atlantic Coast Airlines and Delta :
 Connection, operated by Atlantic Coast :
 Airlines), :
 :
 Debtor : Chapter 11
 :
 Address: :
 45200 Business Court :
 Dulles, VA 20166 :
 :
 Employer's Tax Identification No.: :
 77-0291749 :
 ----- X

----- X
 :
 In re ATLANTIC COAST JET, LLC, : Case No. 05-____ ()
 a Delaware limited liability company, :
 :
 Debtor :
 :
 Address: : Chapter 11
 45200 Business Court :
 Dulles, VA 20166 :
 :
 Employer's Tax Identification No.: :
 54-1921492 :
 ----- X

In re ATLANTIC COAST ACADEMY, INC. :
a Delaware corporation, :

Debtor :

Address: :
45200 Business Court :
Dulles, VA 20166 :

Employer's Tax Identification No.: :
54-1979852 :

Case No. 05-____ ()

Chapter 11

----- X

In re IA SUB, INC., :
a Delaware corporation (also known as :
Independence Air, Inc.), :

Debtor :

Address: :
45200 Business Court :
Dulles, VA 20166 :

Employer's Tax Identification No.: :
N/A :

Case No. 05-____ ()

Chapter 11

----- X

In re WAKEENEY, INC., :
a Delaware corporation, :

Debtor :

Address: :
45200 Business Court :
Dulles, VA 20166 :

Employer's Tax Identification No.: :
N/A :

Case No. 05-____ ()

Chapter 11

----- X

In re ATLANTIC COAST AIRLINES, INC.,	:	
a Delaware corporation,	:	Case No. 05-_____ ()
	:	
Debtor	:	
	:	
Address:	:	
45200 Business Court	:	
Dulles, VA 20166	:	Chapter 11
Employer's Tax Identification No.:	:	
N/A	:	
-----	:	
	:	x

**CONSOLIDATED LISTS OF CREDITORS
HOLDING 40 LARGEST UNSECURED CLAIMS**

Following is a list of creditors holding the 40 largest unsecured claims against the above-captioned debtors (the "Debtors") on a consolidated basis. The list has been prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency likely places the creditor among the holders of the 40 largest unsecured claims. No minor child is among the creditors holding the 40 largest unsecured claims. The information presented in this list shall not constitute an admission by, nor is it binding on, the Debtors. The information presented herein, including without limitation (a) the failure of the Debtors to list any claim as contingent, unliquidated, disputed or subject to setoff or (b) the listing of any claim as secured, does not constitute an admission by the Debtors of, or a waiver of the Debtors' right to contest, the validity, priority, nature, characterization and/or amount of any claim. This list includes holders of contingent or unliquidated claims, but not claims held by any of the Debtors' employees.

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Contingent, Unliquidated, Disputed	Amount of claim (if secured, also state value of security)
U. S. Bank National Association (as trustee) Goodwin Square 225 Asylum Street Hartford, CT 06103	Attention: Kathy L Mitchell Goodwin Square 225 Asylum Street Hartford, CT 06103 Tel no. (860) 241-6832 Fax no. (860) 241-6881	Convertible Notes		\$ 125,000,000
Export Development Canada (EDC) 151 O'Connor Ottawa, ON K1A1K3 Canada	Attention: Sean Mitchell 151 O'Connor Ottawa, ON K1A1K3 Canada Tel no. (613)598-3027 Fax no. 613)598-3186	Aircraft Loans		\$56,443,254 (secured by 4 CRJ-200 aircraft of unknown value)
HSH Nordbank AG Martensdamm 6 Kiel 24103 Germany	Attention: Constanze Lorsch Martensdamm 6 Kiel 24103 Germany Tel no. 49 431 900 10536 Fax no. 49 431 900 34012	Aircraft Loans		\$19,507,071 (secured by 2 CRJ-200 aircraft of unknown value)
Canadian Regional Aircraft Finance Transaction No. 1 Limited 22 Grenville St St Helier, Jersey JE48PX Channel Islands	Attn Peter Tavlin 22 Grenville St St Helier, Jersey JE48PX Channel Islands Tel no. 802-654-8142 Fax no. 802-654-8434	Aircraft Loans		\$18,814,257 (secured by 2 CRJ-200 aircraft of unknown value)
Trident Turboprop (Dublin) Ltd. North Wall Quay Dublin 1, Dublin Ireland	Attn: Company Secretary North Wall Quay Dublin 1, Dublin Ireland Tel no. 353-1-649-2000 Fax no. 353-1-649-2649	Convertible Notes / Interest Bearing Notes / Lease Settlement Claims		\$ 16,141,438
1997-1 Pass Through Trusts Manufactures & Traders Co 25 S. Charles St., 16th Floor Baltimore, MD 21210	Attention: Dante Monakil Manufactures & Traders Co 25 S. Charles St., 16th Floor Baltimore, MD 21210 Tel no. (410) 949-3268 Fax no. (410)244-4236	Aircraft Loans		\$ 7,134,833 (secured by 4 J-41 aircraft of unknown value and residual value guarantees of undetermined amounts)
BAE Systems Regional Aircraft Inc. acting on its behalf and on behalf of its affiliate BAE SYSTEMS (Operations) Limited (formerly British Aerospace (Operations) Limited) ("BAE OPS") 13850 McLearen Road Herndon, VA 20171	Attn: Senior Vice President, Asset Management acting on its behalf and on behalf of its affiliate BAE SYSTEMS (Operations) Limited (formerly British Aerospace (Operations) Limited) ("BAE OPS") 13850 McLearen Road Herndon, VA 20171 Tel no. 703-736-2512 Fax no. 703-736-2549	Convertible Notes		\$ 5,000,000
FINOVA Capital Corp. 4800 N. Scottsdale Rd. M/S 4W75 Scottsdale, AZ 85251	Maryann V. Richardson 4800 N. Scottsdale Rd. M/S 4W75 Scottsdale, AZ 85251 Tel no. (480) 636-5405 Fax no. (480) 636-6728	Convertible Notes		\$ 4,459,208
AVSA S.A.R.L. 2, rond-point Maurice Bellonte Blagnac, 31700 France	Attention: Director - Contracts 2, rond-point Maurice Bellonte Blagnac, 31700 France Tel no. 33 05 61 30 40 12 Fax no. 33 05 61 30 40 11	Interest Bearing Notes	Contingent	\$ 3,750,000
BAE Systems (Operations) Limited acting on its behalf and on behalf of its affiliate BAE SYSTEMS (Operations) Limited (formerly British Aerospace (Operations) Limited) ("BAE OPS") 13850 McLearen Road Herndon, VA 20171	Attn: Senior Vice President, Asset Management BAE Systems Regional Aircraft Inc. acting on behalf of its affiliate BAE SYSTEMS (Operations) Limited 13850 McLearen Road Herndon, VA 20171 Tel no. 703-736-2512 Fax no. 703-736-2549	Interest Bearing Notes		\$ 3,500,000

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Contingent, Unliquidated, Disputed	Amount of claim (if secured, also state value of security)
Wachovia Bank NA (as trustee) 401 South Tryon St 12th Fl NC1179 Charlotte, NC 28288-5272	Attn: Bryon M Tinnin 401 South Tryon St 12th Fl NC1179 Charlotte, NC 28288-5272 Tel no. 704-374-2117 Fax no. 704-383-6039	Aircraft Rent Obligations		\$ 2,414,913
ING Lease (Ireland) B.V. 1325 Ave of the Americas New York, NY 10019	Attn: Mallika Kambhampati 1325 Ave of the Americas NY, NY 10019 Tel nos. Tel no. (646) 424-7768 Fax no. (646) 424-7484	Aircraft Rent Obligations		\$ 1,134,787
Erste Bank der oesterreichischen Sparkassen AG, London Branch 68 Cornhill London EC3V 3QE United Kingdom	Attention: Robert Jack 68 Cornhill London EC3V 3QE United Kingdom Tel no. 44 207 621 5015 Fax no. 44 207 283 7142	Bank Loan		\$652,891 (Secured by lien on Owner Participant interest of undetermined value)
SEQUA CORP 4430 Direct Drive, PO Box 200150 San Antonio, TX 78219	4430 Direct Drive, PO Box 200150 San Antonio, TX 78219 Tel no. (775) 687-8833 Fax no. (210) 359-5570	Maintenance Contract		\$ 621,091
Stacy M. Platone 20415 Riverbend Square Apt. 203 Sterling, VA 20165	20415 Riverbend Square Apt. 203 Sterling, VA 20165	Litigation Claim	Disputed	\$ 370,000
AIRCRAFT PROTECTIVE SYSTEMS APS, INC PO BOX 584 SPRINGVILLE, UT 84663	APS, INC PO BOX 584 SPRINGVILLE, UT 84663 Tel no. 801-489-2578 Fax no. 801-489-2041	Trade payable		\$ 159,947
US Bank National Association (on its own behalf) Goodwin Square 225 Asylum St Hartford, CT 06103	Attention: Kathy L Mitchell Goodwin Square 225 Asylum St Hartford, CT 06103 Tel no. 860-241-6832 Fax no. 860-241-6881	Trustee Fees		\$ 150,494
AMERICA ONLINE INC. GENERAL POST OFFICE PO BOX 5696 NEW YORK, NY 10087-5696	GENERAL POST OFFICE PO BOX 5696 NEW YORK, NY 10087-5696 Tel no. 703-265-2435 Fax no. 703-265-2208	Trade payable		\$ 140,238
Wachovia Bank NA (on its own behalf) 401 South Tryon St 12th Fl NC1179 Charlotte, NC 28288-5272	Attn: Bryon M Tinnin 401 South Tryon St 12th Fl NC1179 Charlotte, NC 28288-5272 Tel no. 704-374-2117 Fax no. 704-383-6039	Trustee Fees	Disputed amount of \$71,900	\$ 125,200
PAN AM MIAMI INT'L AIRPORT 5000 NW 36TH ST. INTERNATIONAL FLIGHT ACADEMY MIAMI, FL 33122	RITA CUGNO MIAMI INT'L AIRPORT 5000 NW 36TH ST. INTERNATIONAL FLIGHT ACADEMY MIAMI, FL 33122 Tel no. 305-874-6544 Fax no. 305-874-6600	Trade Payable		\$ 123,213
HILLSBOROUGH COUNTY AVIATION P.O. BOX 22287 TAMPA, FL 33622	ACCOUNTING P.O. BOX 22287 TAMPA, FL 33622 Tel no. 813-870-8700 Fax no. 813-875-6670	Trade Payable		\$ 116,857

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Contingent, Unliquidated, Disputed	Amount of claim (if secured, also state value of security)
US Bank National Association (as trustee) Goodwin Square 225 Asylum St Hartford, CT 06103	Attn Kathy L Mitchell Goodwin Square 225 Asylum St Hartford, CT 06103 Tel no. 860-241-6832 Fax no. 860-241-6881	Aircraft Rent Obligations		\$ 100,319
GREENVILLE-SPARTANBURG 2000 GSP DRIVE SUITE ONE AIRPORT COMMISSION GREER, SC 29651-9202	2000 GSP DRIVE SUITE ONE AIRPORT COMMISSION GREER, SC 29651-9202 Tel no. 864-848-6276 Fax no. 864-848-6254	Airport Related Charges		\$ 100,162
TREASURER OF ALLEN COUNTY PO BOX 2540 FT WAYNE, IN 46801-2540	PO BOX 2540 FT WAYNE, IN 46801-2540 Tel no. 260-449-7693 Fax no. 260-449-7893	Property Taxes		\$ 90,003
TRAVELOCITY.COM LLP PO BOX 894413 LOS ANGELES, CA 90189-4413	CHARLIE HEPPLERWHITE PO BOX 894413 LOS ANGELES, CA 90189-4413 Tel no. 570-301-1272 Fax no. 702-617-5567	Trade Payable		\$ 89,111
AVCRAFT AEROSPACE GMBH PO Box 1252 WESSLING, WE 82231 Germany	PO Box 1252 82231 Wessling Germany Tel no. 011498153302998 Fax no. 011498153304628	Trade Payable		\$ 82,000
ROCKWELL COLLINS INC 400 Collins Road NE, MS 108-275 Cedar Rapids, IA 52498-0001	400 Collins Road NE, MS 108-275 Cedar Rapids, IA 52498-0001 Tel no. 412-299-1209 Fax no. 412-236-6054	Trade Payable		\$ 80,583
CITTA, INC 1464 RIDGELINE DRIVE, STE 104 SOUTH OGDEN, UT 84405	1464 RIDGELINE DRIVE, STE 104 SOUTH OGDEN, UT 84405 Tel no. 801-479-7873 Fax no. 801-479-8825	Trade Payable		\$ 80,167
RDA CORPORATION P.O. BOX 64762 BALTIMORE, MD 21264-4762 US	P.O. BOX 64762 BALTIMORE, MD 21264-4762 Tel no. 410-308-9300 Fax no. 410-308-9600	Trade Payable		\$ 79,228
MARION COUNTY TREASURER 200 E. WASHINGTON ST, STE 1001 INDIANAPOLIS, IN 46204-3356	200 E. WASHINGTON ST, STE 1001 INDIANAPOLIS, IN 46204-3356 Tel no. 317-327-4444 Fax no. 317-327-4440	Property Taxes		\$ 73,819
TANGIBLE IMPACT, INC. 5778 RUSHWOOD DRIVE DUBLIN, OH 43017 US	5778 RUSHWOOD DRIVE DUBLIN, OH 43017 Tel no. 614-792-3392 Fax no. 614-792-3392	Trade Payable		\$ 73,097
TYSONS CORNER HOLDING, LLC 1961 CHAIN BRIDGE ROAD SUITE 105 MCLEAN, VA 22102-4502 US	1961 CHAIN BRIDGE ROAD SUITE 105 MCLEAN, VA 22102-4502 US Tel no. 703-893-9400 Fax no. 703-847-3089	Trade Payable		\$ 69,996
ALLIED SIGNAL AEROSPACE 1944 E. Sky Harbor Circle Phoenix, AZ 85034	1944 E. Sky Harbor Circle Phoenix, AZ 85034 Fax no. 480-592-4530	Trade Payable		\$ 68,881
ST JOSEPH COUNTY TREASURER 227 W. JEFFERSON BLVD. SOUTH BEND, IN 46601	227 W. JEFFERSON BLVD. SOUTH BEND, IN 46601 Tel no. 574-235-9531 Fax no. 574-235-9023	Property Taxes		\$ 65,928

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Contingent, Unliquidated, Disputed	Amount of claim (if secured, also state value of security)
REEBAIRE SERVICES INC 525 AIRPORT ROAD HANGAR A-3 MENA FACILITY HOT SPRINGS, AR 71913 US	SAFETY@CABLELYNX.NET 525 AIRPORT ROAD HANGAR A-3 MENA FACILITY HOT SPRINGS, AR 71913 Tel no. 501-394-5177 Fax no. 501-394-5109	Trade Payable		\$ 60,381
NEW MEDIA STRATEGIES INC 1100 WILSON BLVD SUITE 1400 ARLINGTON, VA 22209	1100 WILSON BLVD SUITE 1400 ARLINGTON, VA 22209 Tel no. 703-253-0050 Fax no. 703-253-0065	Trade Payable		\$ 53,332
CISCO SYSTEMS CAPITAL CORP. 3675 CISCO WAY SAN JOSE, CA 95134 US	3675 CISCO WAY SAN JOSE, CA 95134 Tel no. 408-853-2660 Fax no. 720.294-5487	Trade Payable		\$ 52,714
TRAVELZOO USA, INC. 800 W. EL CAMINO REAL SUITE 180 MOUNTAIN VIEW, CA 94040 US	800 W. EL CAMINO REAL SUITE 180 MOUNTAIN VIEW, CA 94040 Tel no. 650-943-2405 Fax no. 650-943-2433	Trade Payable		\$ 51,259
AVEX FLIGHT SUPPORT INC 794 WEST LAKE SHORE DRIVE ATTN: LINDA /CHITTENDEN BANK COLCHESTER, VT 05446	HOLLY O'LEARY X29 794 WEST LAKE SHORE DRIVE ATTN: LINDA /CHITTENDEN BANK COLCHESTER, VT 05446 Tel no. 518-656-9455 Fax no. 802-864-9031	Trade Payable		\$ 48,305
FAA Eastern Region Office of Regional counsel 1 Aviation Plaza, Room 561 Jamaica, NY 11434	Attention: Christian Lewerenz, Attorney Eastern Region Office of Regional counsel 1 Aviation Plaza, Room 561 Jamaica, NY 11434 Tel no. (718) 553-3273 Fax no. (718) 995-5699	Government Obligation	Disputed; Unliquidated	Unliquidated

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

----- X
 :
 In re FLYi, INC., : Case No. 05-____ ()
 a Delaware corporation (formerly known as :
 Atlantic Coast Airlines Holdings, Inc.), :
 :
 Debtor :
 Address: : Chapter 11
 45200 Business Court :
 Dulles, VA 20166 :
 Employer's Tax Identification No.: :
 13-3621051 :
 ----- X

In re INDEPENDENCE AIR, INC., :
 a California corporation (formerly known as : Case No. 05-____ ()
 Atlantic Coast Airlines; United Express, :
 operated by Atlantic Coast Airlines and Delta :
 Connection, operated by Atlantic Coast :
 Airlines), :
 :
 Debtor : Chapter 11
 Address: :
 45200 Business Court :
 Dulles, VA 20166 :
 Employer's Tax Identification No.: :
 77-0291749 :
 ----- X

----- X
 :
 In re ATLANTIC COAST JET, LLC, : Case No. 05-____ ()
 a Delaware limited liability company, :
 :
 Debtor :
 Address: : Chapter 11
 45200 Business Court :
 Dulles, VA 20166 :
 Employer's Tax Identification No.: :
 54-1921492 :
 ----- X

In re ATLANTIC COAST ACADEMY, INC. :
a Delaware corporation, :

Case No. 05-_____ ()

Debtor :

Address: :
45200 Business Court :
Dulles, VA 20166 :

Chapter 11

Employer's Tax Identification No.: :
54-1979852 :

----- X

In re IA SUB, INC., :
a Delaware corporation (also known as :
Independence Air, Inc.), :

Case No. 05-_____ ()

Debtor :

Address: :
45200 Business Court :
Dulles, VA 20166 :

Chapter 11

Employer's Tax Identification No.: :
N/A :

----- X

----- X

In re WAKEENEY, INC., :
a Delaware corporation, :

Case No. 05-_____ ()

Debtor :

Address: :
45200 Business Court :
Dulles, VA 20166 :

Chapter 11

Employer's Tax Identification No.: :
N/A :

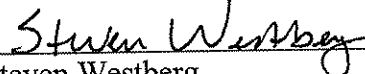
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In re ATLANTIC COAST AIRLINES, INC.,	:	
a Delaware corporation,	:	Case No. 05-_____ ()
	:	
Debtor	:	
	:	
Address:	:	
45200 Business Court	:	
Dulles, VA 20166	:	Chapter 11
Employer's Tax Identification No.:	:	
N/A	:	
-----	:	
	:	x

DECLARATION REGARDING CONSOLIDATED LIST OF CREDITORS HOLDING 40 LARGEST UNSECURED CLAIMS

I, Steven Westberg, as Vice President - Restructuring of the above-captioned debtors (the "Debtors") in these chapter 11 cases and in such capacity, am familiar with the financial affairs of the Debtors. I declare under penalty of perjury that I have read and reviewed the foregoing Consolidated List of Creditors Holding 40 Largest Unsecured Claims and that the information included therein is true and correct to the best of my knowledge.

Dated: November 7, 2005



 Steven Westberg
 Vice President - Restructuring

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

-----	x	
	:	Case No. 05-_____ ()
In re INDEPENDENCE AIR, INC.,	:	
a California corporation (formerly known as	:	
Atlantic Coast Airlines; United Express, operated	:	
by Atlantic Coast Airlines and Delta Connection,	:	
operated by Atlantic Coast Airlines),	:	
	:	Chapter 11
Debtor	:	
Address:	:	
45200 Business Court	:	
Dulles, VA 20166	:	
Employer's Tax Identification No.:	:	
77-0291749	:	
-----	x	

DECLARATION REGARDING LIST OF EQUITY SECURITY HOLDER

I, Steven Westberg, Vice President of Restructuring of the above-captioned debtor, declare under penalty of perjury that I have reviewed the "List of Equity Security Holder" submitted herewith and that it is true and correct to the best of my information and belief.

Date: November 7, 2005

Signature Steven Westberg
Steven Westberg
Vice President of Restructuring