Case 05-20012-MFW Doc 1 Filed 11/07/05 Page 1 of 18

FORM B1, Page 1 (Official Form 1) (10/05) Voluntary Petition United States Bankruptcy Court District of Delaware Name of Joint Debtor (Spouse) (Last, First, Middle): Name of Debtor (if individual, enter Last, First, Middle): Independence Air, Inc. All Other Names used by the Joint Debtor in the last 8 years All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): (include married, maiden, and trade names): Atlantic Coast Airlines; United Express, operated by Atlantic Coast Airlines; Delta Connection, operated by Atlantic Coast Airlines. Last four digits of Soc. Sec./Complete EIN or other Tax I.D. No. (if more Last four digits of Soc. Sec/Complete EIN or other Tax I.D. No. (if more than one, state all): than one, state all): 77-0291749 Street Address of Joint Debtor (No. & Street, City, and State): Street Address of Debtor (No. & Street, City, and State): 45200 Business Court Dulles, VA ZIP CODE ZIP CODE 20166 County of Residence or of the Principal Place of Business: County of Residence or of the Principal Place of Business: Loudoun County, VA Mailing Address of Joint Debtor (if different from street address): Mailing Address of 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 Chapter of Bankruptcy Code Under Which Nature of Business Type of Debtor (Form of Organization) the Petition is Filed (Check one box) (Check all applicable boxes.) (Check one box.) ☐ Individual (includes Joint Debtors) Health Care Business ☐ Chapter 15 Petition for Recognition ☐ Chapter 7 Chapter 11 ☐ Single Asset Real Estate as defined in ■ Corporation (includes LLC and LLP) Chapter 9 Chapter 12 of a Foreign Main Proceeding 11 U.S.C. § 101 (5IB) ☐ Chapter 15 Petition for Recognition ☐ Chapter 13 ☐ Partnership ☐ Railroad of a Foreign Main Proceeding ☐ Other (If debtor is not one of the above ☐ Stockbroker entities, check this box and provide the ☐ Commodity Broker Nature of Debts (Check one box) information requested below.) Clearing Bank Business □ Consumer/Non-Business State type of entity\_ ☐ Nonprofit Organization qualified under Chapter 11 Debtors 15 U.S.C. § 501(c)(3) Filing Fee (Check one box) Check one box: □ Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). E Full Filing Fee attached ☐ Filing Fee to be paid in installments (Applicable to individuals only) Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). 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. ☐ Filing Fee waiver requested (Applicable to chapter 7 individuals only). Must attach Check if: ☐ Debtor's aggregate noncontingent liquidated debts owed to non-insiders or signed application for the court's consideration. See Official Form 3B. affliates are less than \$2 million. THIS SPACE IS FOR COURT USE ONLY Statistical/Administrative Information ☐ Debtor estimates that funds will be available for distribution to unsecured creditors. ☐ Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. Estimated Number of Creditors 25,001-50,001-OVER 1,000-5,001-10,001 200-50-100-100,000 100,000 50,000 5,000 10,000 25,000 199 999 49 99 m П П X Estimated Assets \$50,000,001 to More than \$1,000,001 to \$10,000,001 to \$500,001 to \$100,001 to \$50,001 to \$0 to \$100 million \$100 million \$50 million \$10 million \$1 million \$50,000 \$100,000 \$500,000 図 m П Estimated Debts More than \$1,000,001 to \$10,000,001 to \$50,000,001 to \$500,001 to \$100,001 to \$50.001 to \$0 to \$100 million \$100 million \$50 million \$1 million \$10 million \$500,000 \$100,000 \$50,000 X 

П

П

П

Case 05-20012-MFW Doc 1 Filed 11/07/05 Page 2 of 18

(Official E	Form 1) (10/05)		FORM B1, Page 2	
Voluntary	y Petition	Name of Debtor(s): Independence Air, Inc.		
(This page	must be completed and filed in every case)	•	l sheet)	
	Prior Bankruptcy Case Filed Within Last 8 Y	Case Number:	Date Filed:	
Location Where File				
	Pending Bankruptcy Case Filed by any Spouse, Partner or A	filiate of this Debtor (If more than one	e, attach additional sheet)  Date Filed:	
Name of D	Debtor: See Schedule 1 attached.	Case Number:	Date Filed.	
District:		Relationship:	Judge:	
Exhibit A  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		(To be completed it of whose debts are prime.  I, the attorney for the petitioner name.  I have informed the petitioner that [how in the content of the petitioner of the petitioner of the line. It is not the line of the petitioner of the line of	ibit B debtor is an individual harily consumer debts) d in the foregoing petition, declare that e or she] may proceed under chapter 7, es Code, and have explained the relief debtor the notice required by § 342(b)	
□ Exh	nibit A is attached and made a part of this petition.	X Signature of Attomey for Debtor		
	Exhibit C	Certification Concer	ning Debt Counseling	
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?  Yes, and Exhibit C is attached and made a part of this petition.		by Individual/Joint Debtor(s)  ☐ I/we have received approved budget and credit counseling during the 180-day period preceding the filing of this petition.  ☐ I/we request a waiver of the requirement to obtain budget and credit counseling prior to filing based on exigent circumstances. (Must attach certification describing.)		
		certification describing.)		
	Information Regarding the Deb	tor (Check the Applicable Box	res)	
		ny applicable box)		
П	Debtor has been domiciled or has had a residence, principal place of be days immediately preceding the date of this petition or for a longer par	usiness or principal assets in this District	for 180 ct.	
Ø	There is a bankruptcy case concerning debtor's affiliate, general partne	r, or partnership pending in this District.	•	
	Debtor is a debtor in a foreign proceeding and has its principal place States in this District, or has no principal place of business or assets action or proceeding [in a federal or state court] in this District, or the to the relief sought in this District.	e of business or principal assets in the Ur in the United States but is a defendant is interests of the parties will be served in re	nited n an gard	
	Statement by a Debtor Who Reside	es as a Tenant of Residential Poplicable boxes.	roperty	
			Lata tha	
	Landlord has a judgment against the debtor for possession of det following.)	otor's residence. (If box checked, comp	ide de	
	(Name of landlord that obtaine	d judgment)		
	(Address of landlord)			
	permitted to cure the entire monetary default that gave rise to the jud possession was entered, and	gmont for possession, more and jump		
	Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-			

Case 05-20012-MFW Doc 1 Filed 11/07/05 Page 3 of 18

(Official Form 1) (10/05)

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.

Signature of	Debtor
Signature of	Joint Debtor
Telephone l	lumber (If not represented by attorney)

#### Signature of a Foreign Representative

FORM B1, Page 3

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.

(Signatu	e of Fore	ign Repr	esentati	ve)	
(Printed	Name of I	Foreign F	Represer	ntative)	 ****

Signature of Attorney

Signature of Attorney for Debtor(s)

Paul D. Leake, Esq

Jones Day

Date

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

#### 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

Date Number 7, 2005

#### 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.

### 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 \_\_\_\_\_, 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

	. X
	: Case No. 05( )
In re FLYi, INC.,	•
a Delaware corporation (formerly known as	•
Atlantic Coast Airlines Holdings, Inc.),	:
Atlantic Count 1111111111	:
Debtor	
Address:	Chapter 11
45200 Business Court	
Dulles, VA 20166	:
	;
Employer's Tax Identification No.:	:
13-3621051	:
	X
In re INDEPENDENCE AIR, INC.,	:
In re independence Air, inc.,	: Case No. 05( )
a California corporation (formerly known as	•
Atlantic Coast Airlines; United Express,	•
operated by Atlantic Coast Airlines and Delta	•
Connection, operated by Atlantic Coast	<b>:</b>
Airlines),	:
<del></del>	:
Debtor	: Chapter 11
	:
Address:	:
45200 Business Court	•
Dulles, VA 20166	•
	•
Employer's Tax Identification No.:	<b>:</b>
77-0291749	;
	X
	X
Did have seen and one of the case of the first was that first day and the case of the case	: Case No. 05( )
TO ANTOCOMET IET LIC	•
In re ATLANTIC COAST JET, LLC,	•
a Delaware limited liability company,	•
<b>-</b> 4.	•
Debtor	•
Address:	: Chapter 11
45200 Business Court	: Chapter 11
	:
Dulles, VA 20166	:
Employer's Tax Identification No.:	:
54-1921492	:
J≒=17 <i>L</i> 1ヸ7 <i>L</i>	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	: :
In re IA SUB, INC., a Delaware corporation (also known as Independence Air, Inc.),	- x : : Case No. 05() :
Debtor	:
Address: 45200 Business Court Dulles, VA 20166	: Chapter 11
Employer's Tax Identification No.: N/A	: : :
In re WAKEENEY, INC., a Delaware corporation,	x : Case No. 05() :
Debtor	: :
Address: 45200 Business Court Dulles, VA 20166	: Chapter 11
Employer's Tax Identification No.: N/A	: : 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.

### Case 05-20012-MFW Doc 1 Filed 11/07/05 Page 10 of 18

· · · · · · · · · · · · · · · · · · ·	Name, telephone number and complete mailing address, including zip code, of	Nature of claim (trade		Amount of claim (if
	employee, agent, or department of creditor familiar with claim who may be	debt, bank loan,	Contingent,	secured, also state
ame of creditor and complete mailing	contacted	etc.)	Unliquidated, Dispu	ted value of security)
idress, including zip code	Attention: Kathy L Mitchell	Convertible Notes		\$ 125,000,000
. S. Bank National Association (as	Goodwin Square			
ustee) oodwin Square	225 Asylum Street			
25 Asylum Street	Hartford, CT 06103			
artford, CT 06103	Tel no. (860) 241-6832			
attora, 01 00 100	Fax no. (860) 241-6881	At Blanca		\$56,443,254 (secured
xport Development Canada (EDC)	Attention: Sean Mitchell	Aircraft Loans		by 4 CRJ-200 aircraft of
51 O'Connor	151 O'Connor			unknown value)
ttawa , ON K1A1K3	Ottawa, ON K1A1K3			
anada	Canada Tel no. (613)598-3027			
	Fax no. 613)598-3186			
II. a. l. A.C.	Attention: Constanze Lorsch	Aircraft Loans		\$19,507,071 (secured by 2 CRJ-200 aircraft of
ISH Nordbank AG Aartensdamm 6	Martensdamm 6			unknown value)
ianensaamin o Ciel 24103	Kiel 24103			unknown value)
der 24 103 Bermany	Germany			
permany	Tel no. 49 431 900 10536			
	Fax no. 49 431 900 34012			\$18,814,257 (secured
Canadian Regional Aircraft Finance	Attn Peter Tavlin	Aircraft Loans		by 2 CRJ-200 aircraft of
ransaction No. 1 Limited	22 Grenville St			unknown value)
2 Grenville St	St Helier, Jersey JE48PX			
St Helier, Jersey JE48PX	Channel Islands			
Channel Islands	Tel no. 802-654-8142			
	Fax no. 802-654-8434 Attn: Company Secretary	Convertible Notes /		\$ 16,141,438
Frident Turboprop (Dublin) Ltd.	North Wall Quay	Interest Bearing Notes /		
North Wall Quay	Dublin 1, Dublin	Lease Settlement		
Oublin 1, Dublin	Ireland	Claims		
reland	Tel no. 353-1-649-2000			
	Fax no. 353-1-649-2649		***************************************	\$ 7,134,833 (secured b
1997-1 Pass Through Trusts	Attention: Dante Monakil	Aircraft Loans		4 J-41 aircraft of
Manufactures & Traders Co	Manufactures & Traders Co			unknown value and
25 S. Charles St., 16th Floor	25 S. Charles St., 16th Floor			residual value
Baltimore, MD 21210	Baltimore, MD 21210	La constant de la con		guarantees of
Datimoro, MD 11111	Tel no. (410) 949-3268			undetermined amounts
	Fax no. (410)244-4236	Convertible Notes		\$ 5,000,000
BAE Systems Regional Aircraft Inc.	Attn: Senior Vice President, Asset	Collecting Horse		
acting on its behalf and on behalf of its	Management acting on its behalf and on behalf of its			
affiliate BAE SYSTEMS (Operations)	affiliate BAE SYSTEMS (Operations)			
Limited (formerly British Aerospace	Limited (formerly British Aerospace			
(Operations) Limited) ("BAE OPS")	(Operations) Limited) ("BAE OPS")			
13850 McLearen Road	13850 McLearen Road			
Herndon, VA 20171	Herndon, VA 20171			
	Tel no. 703-736-2512			
	Fax no. 703-736-2549			\$ 4,459,20
FINOVA Capital Corp.	Maryann V. Richardson	Convertible Notes		,,,
4800 N. Scottsdale Rd.	4800 N. Scottsdale Rd.			
M/S 4W75	M/S 4W75			
Scottsdale, AZ 85251	Scottsdale, AZ 85251			
0001100010,1	Tel no. (480) 636-5405			
	Fax no. (480) 636-6728	Interest Bearing Notes	Contingent	\$ 3,750,00
AVSA S.A.R.L.	Attention: Director - Contracts	interest bearing . Total		
2, rond-point Maurice Bellonte	2, rond-point Maurice Bellonte			
Blagnac, 31700 France	Blagnac, 31700 France	***************************************		a.
<u>.</u>	Tel no. 33 05 61 30 40 12 Fax no. 33 05 61 30 40 11			
	Attn: Senior Vice President, Asset	Interest Bearing Notes	i	\$ 3,500,00
BAE Systems (Operations) Limited	Management BAE Systems Regional	_		
acting on its behalf and on behalf of its	Aircraft Inc.			ļ
affiliate BAE SYSTEMS (Operations)	acting on behalf of its affiliate BAE			
Limited (formerly British Aerospace	SYSTEMS (Operations) Limited			
(Operations) Limited) ("BAE OPS")	13850 McLearen Road			
13850 McLearen Road	Herndon, VA 20171			
Herndon, VA 20171	Tel no. 703-736-2512			

## Case 05-20012-MFW Doc 1 Filed 11/07/05 Page 11 of 18

	Name, telephone number and complete mailing address, including zip code, of	Nature of claim (trade		Amount of	claim (if
	employee, agent, or department of	debt, bank loan, government contract,	Contingent,	secured, al	so state
	creditor familiar with claim who may be contacted	etc.)	Jnliquidated, Disputed		eurity)
The state of the s	Attn: Bryon M Tinnin	Aircraft Rent Obligations		\$	2,414,913
achovia Bank NA (as trustee) 1 South Tryon St	401 South Tryon St				
L CINC1170	12th FI NC1179				
narlotte, NC 28288-5272	Charlotte, NC 28288-5272				
	Tel no. 704-374-2117				
	Fax no. 704-383-6039 Attn: Mallika Kambhampati	Aircraft Rent Obligations		\$	1,134,787
G Lease (Ireland) B.V.	Attn: Mallika Kambhampau 1325 Ave of the Americas	7.1.010.1.1.1.1			
325 Ave of the Americas	NY, NY 10019				
ew York, NY 10019	Tel nos.				
	Tel no. (646) 424-7768				
	Fax no. (646) 424-7484	Darkloon		\$652,891	(Secured by
rste Bank der oesterreichischen	Attention: Robert Jack	Bank Loan		lien o	n Owner
parkassen AG, London Branch	68 Cornhill				it interest of
8 Cornhill	London EC3V 3QE United Kingdom			undeterm	nined value)
ondon EC3V 3QE	Tel no. 44 207 621 5015				
nited Kingdom	Fax no. 44 207 283 7142				
				\$	621,091
EQUA CORP	and a state of the	Maintenance Contract		Ψ	02.,00
430 Direct Drive, PO Box 200150	4430 Direct Drive, PO Box 200150				
San Antonio, TX 78219	San Antonio, TX 78219				
	Tel no. (775) 687-8833				
	Fax no. (210) 359-5570	Litigation Claim	Disputed	\$	370,000
Stacy M. Platone	20415 Riverbend Square Apt. 203				
0415 Riverbend Square Apt. 203	Sterling, VA 20165				159,947
Sterling, VA 20165 AIRCRAFT PROTECTIVE SYSTEMS		Trade payable		\$	100,041
APS, INC	APS, INC				
O BOX 584	PO BOX 584				
SPRINGVILLE, UT 84663	SPRINGVILLE, UT 84663				
, , , , , , , , , , , , , , , , , , ,	Tel no. 801-489-2578				
	Fax no. 801-489-2041 Attention: Kathy L Mitchell	Trustee Fees		\$	150, <del>4</del> 94
JS Bank National Association (on its own	Goodwin Square				
pehalf)	225 Asylum St				
Goodwin Square	Hartford, CT 06103				
225 Asylum St Hartford, CT 06103	Tel no. 860-241-6832				
Haltiold, OT 00100	Fax no. 860-241-6881	T. de payabla		\$	140,23
AMERICA ONLINE INC.		Trade payable		1	
GENERAL POST OFFICE	GENERAL POST OFFICE				
PO BOX 5696	PO BOX 5696 NEW YORK, NY 10087-5696				
NEW YORK, NY 10087-5696	Tel no. 703-265-2435				
	Fax no. 703-265-2208				125,20
Wachovia Bank NA (on its own behalf)	Attn: Bryon M Tinnin	Trustee Fees	Disputed amount of	\$	120,20
401 South Tryon St	401 South Tryon St		\$71,900		
12th FI NC1179	12th FI NC1179				
Charlotte, NC 28288-5272	Charlotte, NC 28288-5272			ŀ	
<b>31.3.</b>	Tel no. 704-374-2117				and the second s
	Fax no. 704-383-6039	Trade Payable		\$	123,21
PAN AM	RITA CUGNO MIAMI INT'L AIRPORT	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,			
MIAMI INT'L AIRPORT	5000 NW 36TH ST.				
5000 NW 36TH ST. INTERNATIONAL FLIGHT ACADEMY	INTERNATIONAL FLIGHT ACADEMY				
	MIAMI, FL 33122				
MIAMI, FL 33122	Tel no. 305-874-6544				
	Fax no. 305-874-6600	T-ndo Davahla		- <del> </del> s	116,8
HILLSBOROUGH COUNTY AVIATION	ACCOUNTING	Trade Payable		,	
P.O. BOX 22287	P.O. BOX 22287				
TAMPA, FL 33622	TAMPA, FL 33622 Tel no. 813-870-8700				
1		1	1	1	

## Case 05-20012-MFW Doc 1 Filed 11/07/05 Page 12 of 18

	Name, telephone number and complete mailing address, including zip code, of	Nature of claim (trade		Amount of c	aim //fi
	employee, agent, or department of	debt, bank loan, government contract,	Contingent,	secured, als	
ame of creditor and complete mailing	creditor familiar with claim who may be contacted	etc.)	Unliquidated, Disputed		urity)
Idress, including zip code S Bank National Association (as trustee)	Attn Kathy L Mitchell	Aircraft Rent Obligations	v	\$	100,319
oodwin Square	Goodwin Square				
25 Asylum St	225 Asylum St				
artford, CT 06103	Hartford, CT 06103 Tel no. 860-241-6832				
	Fax no. 860-241-6881				100 100
REENVILLE-SPARTANBURG	FAX 110. 000-2-41 3001	Airport Related Charges		\$	100,162
000 GSP DRIVE	2000 GSP DRIVE				1
UITE ONE	SUITE ONE				
IRPORT COMMISSION	AIRPORT COMMISSION			A. Control of the Con	
REER, SC 29651-9202	GREER, SC 29651-9202 Tel no. 864-848-6276				
	Fax no. 864-848-6254				00.003
REASURER OF ALLEN COUNTY		Property Taxes		\$	90,003
O BOX 2540	PO BOX 2540				
T WAYNE, IN 46801-2540	FT WAYNE, IN 46801-2540				
	Tel no. 260-449-7693				
	Fax no. 260-449-7893				
RAVELOCITY.COM LLP	CHARLIE HEPPLEWHITE	Trade Payable		\$	89,111
RAVELOCITY.COM LLF PO BOX 894413	PO BOX 894413				
OS ANGELES, CA 90189-4413	LOS ANGELES, CA 90189-4413		1		
	Tel no. 570-301-1272				
	Fax no. 702-617-5567	Trade Payable		\$	82,000
AVCRAFT AEROSPACE GMBH	PO Box 1252 82231 Wessling				
PO Box 1252	Germany				
VESSLING, WE 82231 Germany	Tel no. 011498153302998				
•	Fax no. 011498153304628	To a la Danabla		\$	80,583
ROCKWELL COLLINS INC	400 Collins Road NE, MS 108-275	Trade Payable		<b>*</b>	,-
100 Collins Road NE, MS 108-275	Cedar Rapids, IA 52498-0001 Tel no. 412-299-1209				
Cedar Rapids, IA 52498-0001	Fax no. 412-236-6054				00.40
CITTA, INC		Trade Payable		\$	80,167
1464 RIDGELINE DRIVE, STE 104	1464 RIDGELINE DRIVE, STE 104			O.A.	
SOUTH OGDEN, UT 84405	SOUTH OGDEN, UT 84405				
	Tel no. 801-479-7873				
	Fax no. 801-479-8825	Trade Payable		\$	79,228
RDA CORPORATION	P.O. BOX 64762	·			
P.O. BOX 64762 BALTIMORE, MD 21264-4762	BALTIMORE, MD 21264-4762				
US	Tel no. 410-308-9300				
	Fax no. 410-308-9600	Property Taxes		\$	73,819
MARION COUNTY TREASURER	200 E. WASHINGTON ST, STE 1001	r toperty raxes			
200 E. WASHINGTON ST, STE 1001	INDIANAPOLIS, IN 46204-3356				
INDIANAPOLIS, IN 46204-3356	Tel no. 317-327-4444				
	Fax no. 317-327-4440			\$	73,097
TANGIBLE IMPACT, INC.		Trade Payable		*	
5778 RUSHWOOD DRIVE	5778 RUSHWOOD DRIVE				
DUBLIN, OH 43017	DUBLIN, OH 43017 Tel no. 614-792-3392				
us	Fax no. 614-792-3392				69,996
TYSONS CORNER HOLDING, LLC	and the state of t	Trade Payable		\$	09,550
1961 CHAIN BRIDGE ROAD	1961 CHAIN BRIDGE ROAD				
SUITE 105	SUITE 105				
MCLEAN, VA 22102-4502	MCLEAN, VA 22102-4502				
US	US Tel no. 703-893-9400				
	Fax no. 703-847-3089			0	68,88
ALLIED SIGNAL AEROSPACE	1944 E. Sky Harbor Circle	Trade Payable		\$	00,00
1944 E. Sky Harbor Circle	Phoenix, AZ 85034				
Phoenix AZ 85034	Fax no. 480-592-4530	Property Taxes		\$	65,92
ST JOSEPH COUNTY TREASURER	227 W. JEFFERSON BLVD.	1 Topolty Faxes			
227 W. JEFFERSON BLVD.	SOUTH BEND, IN 46601				
SOUTH BEND, IN 46601	Tel no. 574-235-9531				
i .	Fax no. 574-235-9023	1	1		

# Case 05-20012-MFW Doc 1 Filed 11/07/05 Page 13 of 18

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	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		
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		\$ 53,3
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		\$ 52,7
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	Trade Payable		\$ 51,2
AVEX FLIGHT SUPPORT INC 794 WEST LAKE SHORE DRIVE ATTN: LINDA /CHITTENDEN BANK COLCHESTER, VT 05446	Fax no. 650-943-2433  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		\$ 48,3
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

	_ X
In re FLYi, INC., a Delaware corporation (formerly known as	Case No. 05( )
Atlantic Coast Airlines Holdings, Inc.),	: :
Debtor	:
Address:	Chapter 11
45200 Business Court	:
Dulles, VA 20166	:
Employer's Tax Identification No.:	:
13-3621051	; v
	A
In re INDEPENDENCE AIR, INC.,	: Case No. 05()
a California corporation (formerly known as	: Case 140. 05
Atlantic Coast Airlines; United Express, operated by Atlantic Coast Airlines and Delta	· •
Connection, operated by Atlantic Coast	:
Airlines),	:
111111100//	:
Debtor	: Chapter 11
Address:	:
45200 Business Court	•
Dulles, VA 20166	· :
Employer's Tax Identification No.:	•
77-0291749	:
	X
	xxxxx X
	: Case No. 05( )
In re ATLANTIC COAST JET, LLC,	:
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	: : :
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
In re WAKEENEY, INC., a Delaware corporation,	- x : Case No. 05() :
Debtor	:
Address: 45200 Business Court Dulles, VA 20166	: Chapter 11
Employer's Tax Identification No.: N/A	: : : _ 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		^

# 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

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

# LIST OF EQUITY SECURITY HOLDER

The above-captioned debtor (the "Debtor") filed a petition in this Court on November 7, 2005 for relief under chapter 11 of title 11, United States Code. The equity security holder of the Debtor is listed below:

Shareholder	<u>Address</u>	<u>Kind</u>	Percentage of Outstanding Shares
FLYi, Inc.	45200 Business Court, Dulles, VA 20166	Common	100%

	X.	
In re INDEPENDENCE AIR, INC., a California corporation (formerly known as Atlantic Coast Airlines; United Express, operated by Atlantic Coast Airlines and Delta Connection,		Case No. 05( )
operated by Atlantic Coast Airlines),		C1 / 11
Debtor	•	Chapter 11
Address: 45200 Business Court Dulles, VA 20166	:	
Employer's Tax Identification No.: 77-0291749	:	
	:	
	$\mathbf{x}$	

#### 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 Staven Westberg

Vice President of Restructuring