



independence airSM

i



To Whom It May Concern:

45200 Business Court
Dulles VA 20166

T 703.650.6000
F 703.650.6299

This is to certify as of the date listed below that Canadair Regional Jet CL-600-2B19 Aircraft, Manufacturer Serial Number MSN 7349, Aircraft Registration Number N641BR, whilst operated by Independence Air, has not been involved in any accidents or incidents that would have resulted in major structural damage, nor has it been subjected to severe stress, heat, or fire damage.

Respectfully yours,

Robert Recchio
Sr. Director of Maintenance
Independence Air

01-Feb.-06

Date

AGREEMENT TO AMEND OPERATIVE DOCUMENTS (N641BR)
CONVEYANCE RECORDED

This Agreement to Amend Operative Documents (this "Agreement") dated as of February 18, 2005 is made with respect to (i) the Lease Agreement described on Schedule 1 hereto (the "Lease"), between INDEPENDENCE AIR, INC. (formerly known as Atlantic Coast Airlines) (the "Lessee") as lessee, and WACHOVIA BANK, NATIONAL ASSOCIATION, as owner trustee (the "Owner Trustee" or "Lessor") under the applicable Trust Agreement described on Schedule 1 hereto, as lessor, (ii) the Bombardier model CL-600-2B19 aircraft identified on Schedule 1 hereto (the "Aircraft"), which is leased by the Owner Trustee to the Lessee under the Lease, (iii) the Participation Agreement (as defined in the Lease) (the "Participation Agreement") and, together with the Lease, the Mortgage (as defined below) and the other Operative Documents (as defined in the Lease), the "Operative Documents", among the Lessee, the Owner Trustee, HSH NORDBANK AG ("Loan Participant") as loan participant, U.S. Bank, National Association, as loan trustee (the "Loan Trustee"), and WELLS FARGO EQUIPMENT FINANCE, INC. as owner participant (the "Owner Participant"), (iv) the Loan and Security Agreement described on Schedule 1 hereto (the "Mortgage"), between the Owner Trustee and the Loan Trustee, and (v) the ACAH Guaranty (as defined in the Lease) (the "Guaranty") by FLYi, INC. (formerly known as Atlantic Coast Airlines Holdings, Inc.) ("Guarantor"). Capitalized terms used and not otherwise defined herein shall have the meanings set forth in the Lease.

The Lessee has requested the Owner Trustee to, among other things, agree that the Basic Rent amounts and Payment Dates be modified under the Lease. For good and valuable consideration, each of the Lessee, the Owner Trustee (whether referred to as Owner Trustee or Lessor), the Guarantor, the Loan Participant, the Loan Trustee and the Owner Participant agrees as follows:

1. Early Buyout Option.

The Lessee's right to an Early Buyout Option is cancelled and all references in the Operative Documents to the terms "EBO," "EBO Date" and "EBO Price" are of no further force or effect.

2. Basic Rent Changes.

(a) Exhibit B-1 to Exhibit B of the Lease is hereby deleted in its entirety and is replaced by Exhibit B-1 to this Agreement.

(b) The Deferral Amount Debt Rate, the Fixed Rate and the Maximum Deferred Amount as set forth in Exhibit B to this Agreement are added to Exhibit B to the Lease.

(c) Except as set forth in Exhibit B-1 to this Agreement, all references in the Operative Documents to "Deferred Basic Rent Amount", "Prepaid Basic Rent Amount", advance rents, arrears rents and terms of similar import are of no further force or effect.

(d) § 3(b) of the Lease is deleted in its entirety and replaced with the following:

IN WITNESS WHEREOF, this Agreement was entered into as of the day and year first above written.

WACHOVIA BANK, NATIONAL ASSOCIATION,
not in its individual capacity but solely as owner trustee under the Trust Agreement, Lessor

By: [Signature]
Name: BRYON M. TIMIN
Title: ASSISTANT VICE PRESIDENT

INDEPENDENCE AIR, INC.

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

FLYi, INC.

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

OWNER PARTICIPANT
WELLS FARGO EQUIPMENT FINANCE, INC.

By: _____
Name: _____
Title: _____

[Redacted Signature]

00101

IN WITNESS WHEREOF, this Agreement was entered into as of the day and year first above written.

WACHOVIA BANK, NATIONAL ASSOCIATION,
not in its individual capacity but solely as owner trustee under the Trust Agreement, Lessor

By: _____
Name: _____
Title: _____

INDEPENDENCE AIR, INC.

By: _____
Name: Richard J. Surratt
Title: Executive Vice President and CFO

By: _____
Name: Richard J. Kennedy
Title: Vice President and Secretary

FLYi, INC.

By: _____
Name: Richard J. Surratt
Title: Executive Vice President and CFO

By: _____
Name: Richard J. Kennedy
Title: Vice President and Secretary

OWNER PARTICIPANT
WELLS FARGO EQUIPMENT FINANCE, INC.

By: _____
Name: _____
Title: _____

[REDACTED]

IN WITNESS WHEREOF, this Agreement was entered into as of the day and year first above written.

WACHOVIA BANK, NATIONAL ASSOCIATION,
not in its individual capacity but solely as owner trustee under the Trust Agreement, Lessor

By: _____
Name: _____
Title: _____

INDEPENDENCE AIR, INC.

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

FLYi, INC.

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

OWNER PARTICIPANT
WELLS FARGO EQUIPMENT FINANCE, INC.

By: Andrew Rupperecht
Name: Andrew Rupperecht
Title: EVP

[REDACTED]

LOAN PARTICIPANT
HSH NORDBANK AG

By: [Signature]
Name: Lorsch
Title: Vice President

By: [Signature]
Name: BEHR
Title: VP

U.S. BANK NATIONAL ASSOCIATION,
as Loan Trustee

By: _____
Name: _____
Title: _____

[Redacted Signature]

LOAN PARTICIPANT
HSH NORDBANK AG

By: _____
Name: _____
Title: _____

By: _____
Name: _____
Title: _____

U.S. BANK NATIONAL ASSOCIATION,
as Loan Trustee

By: Kathy L. Mitchell
Name: Kathy L. Mitchell
Title: VICE PRESIDENT

[REDACTED]

SCHEDULE 1

Description of Aircraft

One Bombardier Inc. model CL600-2B19 aircraft, consisting of (a) an airframe bearing manufacturer's serial number 7349 and U.S. Registration No. N641BR, (b) two General Electric CF34-3B1 aircraft engines (each of which has 750 or more rated takeoff horsepower or its equivalent) bearing manufacturer's serial numbers GE-E-872599 and GE-E-872600, and (c) any and all appliances, avionics, parts, instruments, appurtenances, accessories, furnishings and other equipment or property of whatever nature incorporated in such airframe and engines.

Description of Loan and Security Agreement

Loan and Security Agreement [N641BR] dated as of November 16, 1999 between Wachovia Bank, National Association, as successor by merger to First Union National Bank, as owner trustee under Trust Agreement [N641BR] dated as of November 1, 1999, and U.S. Bank National Association, as successor to State Street Bank and Trust Company, as loan trustee, which was recorded by the Federal Aviation Administration on December 13, 1999 and assigned Conveyance No. HK016579.

Description of Lease Agreement

Lease Agreement [N641BR] dated as of November 16, 1999 between Wachovia Bank, National Association, as successor by merger to First Union National Bank, as owner trustee under Trust Agreement [N641BR] dated as of November 1, 1999, as lessor, and Independence Air, Inc., formerly known as Atlantic Coast Airlines, as lessee, which was recorded by the Federal Aviation Administration on December 13, 1999 and assigned Conveyance No. HK016580.

(N641BR)

CERTIFIED COPY TO BE RECORDED

012977

001354

UNITED STATES OF AMERICA
U.S. DEPARTMENT OF TRANSPORTATION FEDERAL AVIATION ADMINISTRATION
AIRCRAFT BILL OF SALE

FORM APPROVED
OMB NO. 2120-0042

CONVEYANCE RECORDED

FOR AND IN CONSIDERATION OF \$ 1.00, THE
UNDER SIGNED OWNER(S) OF THE FULL LEGAL AND
BENEFICIAL TITLE OF THE AIRCRAFT DESCRIBED AS
FOLLOWS:

PM 3 08

FEDERAL AVIATION
ADMINISTRATION

UNITED STATES
REGISTRATION NUMBER

N641BR

AIRCRAFT MANUFACTURER & MODEL
Bombardier Inc. Model CL-600-2B19

AIRCRAFT SERIAL No.
7349

DOES THIS 26 DAY OF July, 2007,
HEREBY SELL, GRANT, TRANSFER AND
DELIVER ALL RIGHTS, TITLE, AND INTERESTS
IN AND TO SUCH AIRCRAFT UNTO:

Do Not Write In This Block
FOR FAA USE ONLY

PURCHASER

NAME AND ADDRESS

(IF INDIVIDUAL(S), GIVE LAST NAME, FIRST NAME, AND MIDDLE INITIAL)

WELLS FARGO BANK NORTHWEST, NATIONAL ASSOCIATION, as owner trustee under
Trust Agreement (N641BR) dated as of July 26, 2007
MAC: U1228-120, 12th Floor
299 S. Main Street
Salt Lake City, UT 84111-2263
Attention: Val Orton

DEALER CERTIFICATE NUMBER

AND TO ITS SUCCESSORS

EXECUTORS, ADMINISTRATORS, AND ASSIGNS TO HAVE AND TO HOLD

SINGULARLY THE SAID AIRCRAFT FOREVER AND WARRANTS THE TITLE THEREOF:

IN TESTIMONY WHEREOF WE HAVE SET OUR HAND AND SEAL THIS 26 DAY OF July, 2007.

SELLER

NAME(S) OF SELLER (TYPED OR PRINTED)	SIGNATURE(S) (IN INK) (IF EXECUTED FOR CO-OWNERSHIP, ALL MUST SIGN)	TITLE (TYPED OR PRINTED)
WACHOVIA BANK, NATIONAL ASSOCIATION, as owner trustee	<i>[Signature]</i> Timothy S. Sanderlin	ATTORNEY IN FACT

ACKNOWLEDGMENT (NOT REQUIRED FOR PURPOSES OF FAA RECORDING; HOWEVER, MAY BE REQUIRED BY LOCAL LAW FOR
VALIDITY OF THE INSTRUMENT.)

ORIGINAL TO FAA

AC Form 8050-2 (9/92) (NSN.0052-00-629-0003) Supersedes Previous Edition

but not to DEPART

**CERTIFIED COPY
TO BE RECORDED**

00028665

FORM APPROVED
OMB NO. 2120-0042

UNITED STATES OF AMERICA
U.S. DEPARTMENT OF TRANSPORTATION FEDERAL AVIATION ADMINISTRATION

AIRCRAFT BILL OF SALE

FOR AND IN CONSIDERATION OF \$ 1.00 & UNC THE
UNDERSIGNED OWNER(S) OF THE FULL LEGAL
AND BENEFICIAL TITLE OF THE AIRCRAFT DES-
CRIBED AS FOLLOWS:

UNITED STATES
REGISTRATION NUMBER

N641BR

AIRCRAFT MANUFACTURER & MODEL

Bombardier CL-600-2B19

AIRCRAFT SERIAL No.

7349

DOES THIS 21st DAY OF November, 2007
HEREBY SELL, GRANT, TRANSFER AND
DELIVER ALL RIGHTS, TITLE, AND INTERESTS
IN AND TO SUCH AIRCRAFT UNTO:

Do Not Write In This Block
FOR FAA USE ONLY

PURCHASER

NAME AND ADDRESS

(IF INDIVIDUAL(S), GIVE LAST NAME, FIRST NAME, AND MIDDLE INITIAL.)

GA Telesis, LLC
5400 NW 35th Avenue
Ft. Lauderdale, Florida 33309
Attention: Abdul Moabery

DEALER CERTIFICATE NUMBER

AND TO ITS SUCCESSORS, ~~EXECUTORS, ADMINISTRATORS,~~ AND ASSIGNS TO HAVE AND TO HOLD
SINGULARLY THE SAID AIRCRAFT FOREVER, AND WARRANTS THE TITLE THEREOF:

IN TESTIMONY WHEREOF WE

HAVE SET OUR

HAND AND SEAL THIS

21st

DAY OF Nov., 2007.

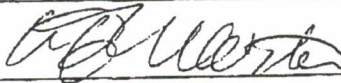
SELLER

NAME(S) OF SELLER
(TYPED OR PRINTED)

SIGNATURE(S)
(IN INK) (IF EXECUTED
FOR CO-OWNERSHIP, ALL MUST
SIGN.)

TITLE
(TYPED OR PRINTED)

Wells Fargo Bank Northwest, National
Association, not in its individual
capacity but solely as owner trustee



G. Brad Martin
Asst. Vice President

ACKNOWLEDGMENT (NOT REQUIRED FOR PURPOSES OF FAA RECORDING; HOWEVER, MAY BE REQUIRED BY LOCAL LAW
FOR VALIDITY OF THE INSTRUMENT.)

ORIGINAL: TO FAA

AC Form 8050-2 (9/92) (NSN 0052-00-629-0003) Supersedes Previous Edition

ORIGINAL TO DEFHJ

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