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FRONTIER AIRLINES INC /CO/  
Form EX-4.4(D)  
June 08, 2001

FOURTH AMENDMENT TO  
RIGHTS AGREEMENT

THIS FOURTH AMENDMENT TO RIGHTS AGREEMENT (this "Fourth Amendment") is made a  
May, 2001, by and between FRONTIER AIRLINES, INC. (the "Company") and COMPUTERSHARE TRUST COMPAN  
Agent").

Recitals

A. The Company and American Securities Transfer & Trust, Inc., pr  
entered into a Rights Agreement dated as of February 20, 1997 (the "Rights Agreement"); and

B. The Board of Directors of the Company, by resolution duly adopted on  
Amendment to the Rights Agreement.

Agreement

The Company and the Rights Agent hereby amend the Rights Agreement as follows:

1. Section 27 of the Rights Agreement is hereby amended in its entirety to read as

Section 27. Supplements and Amendments. Prior to the Distribution Date, th

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Agent shall if the Company so directs, supplement or amend any provision of  
approval of any holders of certificates representing shares of Common  
Distribution Date the Company and the Rights Agent shall, if the Company so d  
this Agreement without the approval of any holders of Rights in order (i) to  
correct or supplement any provision contained herein that may be defective or  
provisions herein, (iii) to shorten or lengthen any time period or to change  
(which lengthening or shortening, or change to the Purchase Price, followin  
event set forth in clauses (i) or (ii) of the first provision to Section 23(a)  
only if there are Continuing Directors and shall require the concurrence of a  
Directors), or (iv) to change or supplement the provisions hereunder in any  
necessary or desirable and that does not adversely affect the interests  
Certificates (other than any Acquiring Person); provided, this Agreement may n  
to lengthen, pursuant to clause (iii) of this sentence, (A) a time period re  
be redeemed at such time as the Rights are not then redeemable, or (B) any o  
lengthening is for the purpose of protecting, enhancing or clarifying the r  
to, the holders of Rights. Without limiting the foregoing, the Company may  
time prior to such time as any Person becomes an Acquiring Person amend  
thresholds set forth in Sections 1(a) and 1(i) to not less than 10%. Prior to  
interests of the holders of Rights shall be deemed coincident with the inter  
Stock.

2. The remainder of the Rights Agreement shall remain unchanged, and the Right  
remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be ful  
date first above written.

FRONTIER AIRLINES, INC.

By:

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Name:  
Title:

COMPUTERSHARE TRUST COMPANY, INC.

By: \_\_\_\_\_

Name:

Title: