

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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: In re: :
: : Chapter 11
AIRFASTTICKETS, INC., :
: : Case No. 15-11951 (SHL)
: Debtor. :
: :
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**ORDER GRANTING DEBTOR’S MOTION PURSUANT TO 11 U.S.C. § 502(b)(9),
FED. R. BANKR. P. 2002 AND 3003(c)(3), AND LOCAL RULE 3003-1 FOR
ENTRY OF AN ORDER (I) ESTABLISHING DEADLINE FOR FILING
PROOFS OF CLAIM AND PROCEDURES RELATED THERETO
AND (II) APPROVING FORM AND MANNER OF NOTICE THEREOF**

Upon the motion (the “**Motion**”)¹ of the above-captioned debtor and debtor in possession (collectively, the “**Debtor**”) for an order, pursuant to § 502(b)(9) of title 11 of the United States Code (the “**Bankruptcy Code**”), Rules 2002 and 3003(c)(3) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 3003-1 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”), and the United States Bankruptcy Court for the Southern District of New York’s Procedural Guidelines for Filing Requests for Orders to Set the Last Date for Filing Proofs of Claim, updated as of December 1, 2015 (the “**Guidelines**”), fixing a deadline and establishing procedures for filing proofs of claim and approving the form and manner of service thereof, and it appearing that the relief requested is in the best interests of the Debtor, its estate, and creditors and that adequate notice has been given and that no further notice is necessary; and after due deliberation and good and sufficient cause appearing therefor, it is hereby

¹ All capitalized terms not otherwise defined herein shall have the same meaning as set forth in the Motion.

ORDERED, that except as otherwise provided herein, all persons and entities, (including, without limitation, individuals, partnerships, corporations, joint ventures, trusts and governmental units) that assert a claim, as defined in Section 101(5) of the Bankruptcy Code, against the Debtor which arose on or prior to the entry of an order for relief of this case on October 27, 2015 (the “**Order for Relief Date**”), shall file a proof of such claim, including, for the avoidance of doubt, secured claims, priority claims, and claims arising under § 503(b)(9) of the Bankruptcy Code, against the Debtor (each, a “**Claim**”), in writing or electronically on the Court’s website at www.nysb.uscourts.gov so that it is received on or before **April 6, 2016 at 7:00 p.m. prevailing Eastern Time (4:00 p.m. prevailing Pacific Time) (the “General Bar Date”)**; and it is further

ORDERED, that notwithstanding any other provision hereof, proofs of claim filed by governmental units must be filed on or before **April 25, 2016 at 7:00 p.m. prevailing Eastern Time (4:00 p.m. prevailing Pacific Time) (the “Governmental Bar Date”)**, and together with the General Bar Date, the “**Bar Dates**”) (the date that is one hundred eighty (180) days after the date of the order for relief); and it is further

ORDERED, that the following procedures for the filing of proofs of claim shall apply:

- (a) Proofs of claim must conform substantially to Official Bankruptcy Form No. 410²;
- (b) Proofs of claim must be filed either by delivering the original proof of claim by hand, or mailing the original proof of claim to the Debtor’s Court-approved claims agent, BMC Group, Inc. (“**BMC**”) or the United States Bankruptcy Court for the Southern District of New York on or before the applicable Bar Date as follows:

If by First-Class Mail:

BMC Group, Inc.

² Official Bankruptcy Form No. 410 can be found at <http://www.uscourts.gov/forms/bankruptcy-forms>, the Official Website for the United States Bankruptcy Courts. A Proof of Claim Form can also be obtained on the website established in this chapter 11 case, www.bmcgroup.com/airfasttickets.

Attn: AirFastTickets Claims Processing
P.O. Box 90100
Los Angeles, CA 90009

OR

If by hand-delivery or overnight mail:

BMC Group, Inc.
Attn: AirFastTickets Claims Processing
300 N Continental Blvd #570
El Segundo, CA 90245

OR

By First Class Mail, hand-delivery, or overnight mail:

United States Bankruptcy Court
Southern District of New York
One Bowling Green, Room 534
New York, NY 10004-1408

- (c) Proofs of claim will be deemed filed only when received by BMC or the United States Bankruptcy Court for the Southern District of New York on or before the applicable Bar Date at the addresses listed above in subparagraph (b);
- (d) Proofs of claim must (i) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant; (ii) include supporting documentation (if voluminous, attach a summary) or an explanation as to why documentation is not available; (iii) be in the English language; (iv) be denominated in United States currency as of the Order For Relief Date (using the exchange rate, if applicable, as of the Order For Relief Date); (v) specify by name and case number the Debtor against which the Proof of Claim is filed; and (vi) set forth with specificity the legal and factual basis for the alleged claim; and

- (e) Proofs of Claim sent by facsimile, telecopy or electronic mail transmission will not be accepted; and it is further

ORDERED, that the following persons or entities need not file a proof of claim on or prior to the applicable Bar Date:

- (a) Any person or entity that has already filed a proof of claim against the Debtor in the above-captioned case in a form substantially similar to Official Bankruptcy Form No. 410;
- (b) Any person or entity whose claim is listed on the Schedules filed by the Debtor, provided that (i) the claim is not scheduled as “disputed”, “contingent” or “unliquidated”; and (ii) the claimant does not disagree with the amount, nature and priority of the claim as set forth in the Schedules;
- (c) Any holder of a claim that heretofore has been allowed by Order of this Court entered on or before the applicable Bar Date;
- (d) Any person or entity whose claim has been paid in full by the Debtor;
- (e) Any holder of a claim for which specific deadlines have previously been fixed by this Court; and
- (f) Any holder of a claim allowable under § 503(b) and § 507(a)(2) of the Bankruptcy Code as an expense of administration (**other than** a holder of a § 503(b)(9) claim); and it is further

ORDERED, that any person or entity that holds a claim that arises from the rejection of an executory contract or unexpired lease, as to which the order authorizing such rejection is dated on or before the date of entry of this Order, must file a proof of claim based on such rejection on or before the Bar Date, and any person or entity that holds a claim that arises from the rejection of

an executory contract or unexpired lease, as to which an order authorizing such rejection is dated after the date of entry of this Order, must file a proof of claim on or before such date as the Court may fix in the applicable order authorizing such rejection; and it is further

ORDERED, that holders of equity security interests in the Debtor need not file proofs of interest with respect to the ownership of such equity interests, provided, however, that if any such holder asserts a claim (as opposed to an ownership interest) against the Debtor (including a claim relating to an equity interest or the purchase or sale of such equity interest), a Proof of Claim must be filed on or before the applicable Bar Date pursuant to the procedures set forth in this Order; and it is further

ORDERED, that if the Debtor amends or supplements its Schedules subsequent to the date hereof, the Debtor shall give notice of any amendment or supplement to the holders of claims affected thereby, and such holders shall have until the later of (i) the applicable Bar Date or (ii) 30 days from the date of such notice to file a Proof of Claim or be barred from doing so and shall be given notice of such deadline; and it is further

ORDERED, that nothing in this Order shall prejudice the right of the Debtor or any other party in interest to dispute or assert offsets or defenses to any claim reflected in the Schedules or otherwise; and it is further

ORDERED, that pursuant to Bankruptcy Rule 3003(c)(2), all holders of claims that fail to comply with this Order by timely filing a proof of claim in appropriate form shall not be treated as a creditor with respect to such claim for the purposes of voting and distribution with respect to any chapter 11 plan that may be filed in this case; and it is further

ORDERED, that a copy of the notice (the “**Bar Date Notice**”) substantially in the form annexed hereto as **Exhibit 1** is approved and shall be deemed adequate and sufficient if served by first-class mail at least thirty-five (35) days prior to the General Bar Date on:

- (a) The United States Trustee;
- (b) All persons or entities that have requested notice pursuant to Bankruptcy Rule 2002 as of the date of this Order;
- (c) All persons or entities that have filed claims as of the date of this Order;
- (d) All creditors and other known holders of claims, as of the date of this Order, including all persons or entities listed in the Schedules as holding claims, at the address stated therein or as updated pursuant to a request by the creditor or by returned mail from the post office with a forwarding address;
- (e) All counterparties to the Debtor’s executory contracts and unexpired leases, at the address stated therein or as updated pursuant to a request by the creditor or by returned mail from the post office with a forwarding address;
- (f) All parties to litigation with the Debtor;
- (g) The Internal Revenue Service for the district in which the case is pending, the United States Attorney’s Office for the Southern District of New York, and, if required by Bankruptcy Rule 2002(j), the

Securities and Exchange Commission and any other required
Governmental Units;

- (h) All parties actually known to the Debtor as having potential claims
against the Debtor; and
- (i) Such additional persons and entities as deemed appropriate by the
Debtor; and it is further

ORDERED, that with regard to those holders of claims listed on the Schedules, the Debtor shall mail one or more Proof of Claim Forms (as appropriate) substantially similar to the Proof of Claim Form annexed to the Motion as Exhibit 2, indicating on the form how the Debtor has scheduled such creditor's Claim in the Schedules (including the identity of the Debtor, the amount of the claim and whether the claim has been scheduled as contingent, unliquidated or disputed); and it is further

ORDERED, that pursuant to Bankruptcy Rule 2002(f), the Debtor shall publish the Bar Date Notice, with any necessary modifications for ease of publication, once in the national edition of The New York Times, subject to applicable publication deadlines, at least twenty-eight (28) days prior to the General Bar Date, which publication is approved and shall be deemed good, adequate, and sufficient publication notice of the General Bar Date and the Procedures for filing Proofs of Claim in this chapter 11 case; and it is further

ORDERED, that the Debtor and BMC are authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order; and it is further

ORDERED, that entry of this Order is without prejudice to the right of the Debtor to seek a further order of this Court fixing a date by which holders of claims or interests **not** subject to the Bar Dates established herein must file such proofs of claim or interest or be barred from doing so; and it is further

ORDERED, that the Debtor shall post the Proof of Claim Form and the Bar Date Notice on the website established by BMC for the Debtor's case: www.bmcgroup.com/airfasttickets; and it is further

ORDERED, that notification of the relief granted by this Order as provided herein is fair and reasonable and will provide good, sufficient, and proper notice to all creditors of their rights and obligations in connection with Claims they may have against the Debtor in this chapter 11 case.

Dated: New York, New York
February 25, 2016

/s/ Sean H. Lane
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
:
In re: :
: Chapter 11
AIRFASTTICKETS, INC., :
: Case No. 15-11951 (SHL)
Debtor. :
:
-----X

**NOTICE OF DEADLINE REQUIRING FILING OF
PROOFS OF CLAIM ON OR BEFORE APRIL 6, 2016**

TO ALL PERSONS WITH CLAIMS AGAINST AIRFASTTICKETS, INC.:

Name of Debtor	Case Number	Tax Identification Number	Other Names Used by Debtor in the Past 8 Years
AirFastTickets, Inc.	15-11951 (SHL)	45-4321505	None.

The United States Bankruptcy Court for the Southern District of New York has entered an Order (the “**Bar Date Order**”) establishing (i) **April 6, 2016 at 7:00 p.m. prevailing Eastern Time (4:00 p.m. prevailing Pacific Time)** (the “**General Bar Date**”) as the last date for each person or entity (including individuals, partnerships, corporations, joint ventures, trusts and governmental units (as defined in § 101(27) of the Bankruptcy Code) (“**Governmental Units**”)) to file a proof of claim based on prepetition claims, including, for the avoidance of doubt, secured claims, priority claims, and claims arising under § 503(b)(9) of the Bankruptcy Code (defined below), against the Debtor listed above (the “**Debtor**”) and (ii) **April 25, 2016, 2016 at 7:00 p.m. prevailing Eastern Time (4:00 p.m. prevailing Pacific Time)** as the last date and time for each Governmental Unit to file a Proof of Claim based on prepetition claims against the Debtor (the “**Governmental Bar Date**,” and together with the General Bar Date, the “**Bar Dates**”).

The Bar Date Order, the Bar Dates and the procedures set forth below for filing proofs of claim apply to all claims against the Debtor that arose prior to October 27, 2015, the date on which the an order for relief the United States Bankruptcy Code was entered in this chapter 11 case, except for those holders of the claims listed in Section 4 below that are specifically excluded from the Bar Date filing requirement.

If you have any questions relating to this Notice, please feel free to contact BMC Group, Inc. (“BMC”) toll-free at (888) 909-0100 or by e-mail at airfasttickets@bmcgroup.com.

YOU SHOULD CONSULT AN ATTORNEY IF YOU HAVE ANY QUESTIONS, INCLUDING WHETHER YOU SHOULD FILE A PROOF OF CLAIM.

1. WHO MUST FILE A PROOF OF CLAIM

You MUST file a proof of claim to vote on a chapter 11 plan filed by the Debtor or to share in distributions from the Debtor's bankruptcy estates if you have a claim that arose prior to **October 27, 2015** (the "**Order For Relief Date**"), and it is not one of the types of claim described in Section 4 below. Claims based on acts or omissions of the Debtor that occurred before the Order For Relief Date must be filed on or prior to the applicable Bar Date, even if such claims are not now fixed, liquidated or certain or did not mature or become fixed, liquidated or certain before the Filing Date.

Under Section 101(5) of the Bankruptcy Code and as used in this Notice, the word "claim" means: (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured. Further, claims include unsecured claims, secured claims, and priority claims.

2. WHAT TO FILE

The Debtor is enclosing a proof of claim form for use in this case; if your claim is scheduled by the Debtor, the form sets forth the amount of your claim as scheduled by the Debtor, and whether the claim is scheduled as disputed, contingent or unliquidated. You will receive a different proof of claim form for each claim scheduled in your name by the Debtor. You may utilize the proof of claim form(s) provided by the Debtor to file your claim. Additional proof of claim forms may be obtained at www.uscourts.gov/forms/bankruptcy-forms, the Official Website for the United States Bankruptcy Courts, or the website established in this chapter 11 case, www.bmcgroup.com/airfasttickets.

All proof of claim forms must be **signed** by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant. It must (i) be written in English, (ii) be denominated in United States currency as of October 27, 2015 (using the exchange rate, if applicable, as of October 27, 2015), (iii) conform substantially to the form provided with this Notice (the "**Proof of Claim Form**") or Official Form 410; (iv) set forth with specificity the legal and factual basis for the alleged claim. You should attach to your completed proof of claim any documents on which the claim is based (if voluminous, attach a summary) or an explanation as to why the documents are not available.

Your proof of claim form must not contain complete social security numbers or taxpayer identification numbers (only the last four digits), a complete birth date (only the year), the name of a minor (only the minor's initials) or a financial account number (only the last four digits of such financial account).

YOU SHOULD ATTACH TO YOUR COMPLETED PROOF OF CLAIM FORM COPIES OF ANY DOCUMENTS UPON WHICH YOUR CLAIM IS BASED. IF THE DOCUMENTS ARE VOLUMINOUS, YOU SHOULD ATTACH A SUMMARY.

3. WHEN AND WHERE TO FILE

Except as provided for herein, all Proofs of Claim must be filed either by delivering the original Proof of Claim Form by hand, or mailing the original Proof of Claim Form to the Debtor's Court-approved claims agent, BMC or the United States Bankruptcy Court for the Southern District of New York on or before the applicable Bar Date as follows:

If by First-Class Mail:

BMC Group, Inc.
Attn: AirFastTickets Claims Processing
P.O. Box 90100
Los Angeles, CA 90009

OR

If by hand-delivery or overnight mail:

BMC Group, Inc.
Attn: AirFastTickets Claims Processing
300 N. Continental Blvd. #570
El Segundo, CA 90245

OR

If by First Class Mail, hand-delivery, or overnight mail:

United States Bankruptcy Court
Southern District of New York
One Bowling Green, Room 534
New York, New York 10004-1408

Proofs of Claim will be deemed timely filed only if **actually received** by BMC or the United States Bankruptcy Court for the Southern District of New York at the addresses listed above on or before the applicable Bar Date. Proofs of Claim may not be delivered by facsimile, telecopy, or electronic mail transmission.

4. WHO NEED NOT FILE A PROOF OF CLAIM

You do **not** need to file a proof of claim on or prior to the Bar Dates if you are:

- (a) A person or entity that has already filed a proof of claim against the Debtor with the Clerk of the Bankruptcy Court for the Southern District of New York or BMC in a form substantially similar to the Proof of Claim Form or Official Bankruptcy Form No. 410;
- (b) A person or entity whose claim is listed on the Schedules if (i) the claim is not scheduled as "disputed," "contingent," or "unliquidated" and (ii) you do not

disagree with the amount, nature and priority of the claim as set forth in the Schedules;

- (c) A holder of a claim that heretofore has been allowed by an Order of this Court entered on or before the applicable Bar Date;
- (d) A holder of a claim that has been paid in full by the Debtor;
- (e) A holder of a claim for which a specific deadline has previously been fixed by this Court; and
- (f) A holder of a claim allowable under § 503(b) and § 507(a)(2) of the Bankruptcy Code as an administrative expense of the Debtor's estate (**other than** § 503(b)(9) claim).

If you are a holder of an equity security interest in the Debtor, which interest is based exclusively upon the ownership of common or preferred stock, membership interests, partnership interests, or warrants, options, or rights to purchase, sell, or subscribe to such a security or interest, you need not file a proof of interest with respect to the ownership of such equity interest at this time. However, if you assert a claim (as opposed to an ownership interest) against the Debtor (including a claim relating to an equity interest or the purchase or sale of such equity interest), a Proof of Claim must be filed on or before the applicable Bar Date as set forth in this Notice

This Notice is being sent to many persons and entities that have had some relationship with or have done business with the Debtor but may not have an unpaid claim against the Debtor. The fact that you have received this Notice does not mean that you have a claim or that the Debtor or the Court believe that you have a claim against the Debtor. You should not file a proof of claim if you do not have a claim against the Debtor.

5. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

If you have a claim arising out of the rejection of an executory contract or unexpired lease as to which the order authorizing such rejection is dated on or before **February 25, 2016**, the date of entry of the Bar Order, you must file a proof of claim by the Bar Date. Any person or entity that has a claim arising from the rejection of an executory contract or unexpired lease, as to which the order is dated after the date of entry of the Bar Order, you must file a proof of claim with respect to such claim by the date fixed by the Court in the applicable order authorizing rejection of such contract or lease.

6. CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM BY THE BAR DATE

ANY HOLDER OF A CLAIM THAT IS NOT EXEMPTED FROM THE REQUIREMENTS OF THIS ORDER, AS SET FORTH IN SECTION 4 ABOVE, AND THAT FAILS TO TIMELY FILE A PROOF OF CLAIM IN THE APPROPRIATE FORM, SHALL NOT BE TREATED AS A CREDITOR WITH RESPECT TO SUCH CLAIM FOR THE PURPOSES OF

VOTING ON ANY PLAN OF REORGANIZATION FILED IN THIS CASE AND PARTICIPATING IN ANY DISTRIBUTION IN THE DEBTOR'S CASES ON ACCOUNT OF SUCH CLAIM.

7. THE DEBTOR'S SCHEDULES AND ACCESS THERETO, AND CONSEQUENCES OF AMENDMENT THEREOF

You may be listed as the holder of a claim against the Debtor in the Debtor's Schedules of Assets and Liabilities and/or Schedules of Executory Contracts and Unexpired Leases (collectively, the "Schedules").

To determine if and how you are listed on the Schedules, please refer to the descriptions set forth on the enclosed Proof of Claim Form(s) regarding the nature, amount, and status of your claim(s). If you received postpetition payments from the Debtor (as authorized by the Court) on account of your claim, the enclosed Proof of Claim Form(s) will reflect the net amount of your claims.

If you rely on the Debtor's Schedules, it is your responsibility to determine that the claim is accurately listed in the Schedules, however, you may rely on the enclosed form, which lists your claim as scheduled, identifies the Debtor against which it is scheduled, and specifies whether the claim is disputed, contingent or unliquidated.

As set forth above, if you agree with the nature, amount and status of your claim as listed in the Debtor's Schedules, and if your claim is not described as "disputed," "contingent," or "unliquidated," you need not file a proof of claim. Otherwise, if you decide to file a proof of claim, you must do so before the applicable Bar Date in accordance with the procedures set forth in this Notice.

Copies of the Schedules may be examined by interested parties on the Court's electronic docket for the Debtor's chapter 11 case, which is posted (i) on the website established by BMC for the Debtor's case at www.bmcgroup.com/airfasttickets and (ii) on the Court's website at www.nysb.uscourts.gov. (A login and password to the Court's Public Access to Electronic Court Records ("PACER") are required to access the information on the Court's website and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov.) Copies of the Schedules also may be examined between the hours of 9:00 a.m. and 4:30 p.m. (prevailing Eastern Time) Monday through Friday at the Office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 511, New York, New York 10004-1408. Copies of the Debtor's Schedules also may be obtained by written request to the Debtor's claims agent, BMC, at the address set forth below:

BMC Group, Inc.
Attn: AirFastTickets Claims Processing
300 N. Continental Blvd #570
El Segundo, CA 90245

In the event that the Debtor amends or supplements its Schedules subsequent to the date of this Notice, the Debtor shall give notice of any amendment or supplement to the holders of claims

affected by such amendment or supplement within ten (10) days after filing such amendment or supplement, and such holders must file a Proof of Claim by the later of (i) the applicable Bar Date or (ii) the date provided for in the notices of any amendment or supplement of the Schedules provided to the holders of claims affected thereby, or be forever barred from doing so.

A holder of a possible claim against the Debtor should consult an attorney regarding any matters not covered by this notice, such as whether the holder should file a proof of claim.

Dated: New York, New York
February 25, 2016

BY ORDER OF THE COURT

COUNSEL FOR THE DEBTOR AND
DEBTOR IN POSSESSION
ARENT FOX LLP
1675 Broadway
New York, New York 10019
Telephone: (212) 484-3900
-and-
555 West Fifth Street, 48th Floor
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