

B 5 (Official Form 5) (12/07) - Page 2

Name of Debtor Airfasttickets, Inc.

Case No. _____

TRANSFER OF CLAIM		
<p>1.1 Check this box if there has been a transfer of any claim against the debtor by or to any petitioner. Attach all documents that evidence the transfer and any statements that are required under Bankruptcy Rule 1003(a).</p>		
REQUEST FOR RELIEF		
<p>Petitioner(s) request that an order for relief be entered against the debtor under the chapter of title 11, United States Code, specified in this petition. If any petitioner is a foreign representative appointed in a foreign proceeding, a certified copy of the order of the court granting recognition is attached.</p>		
<p>Petitioner(s) declare under penalty of perjury that the foregoing is true and correct according to the best of their knowledge, information, and belief.</p>		
<p><input checked="" type="checkbox"/> <u>Ben Berman</u> (General Counsel) Signature of Petitioner or Representative (State title) KAYAK Software Corporation d/b/a <u>7/16/2015</u> Name of Petitioner <u>KAYAK.com</u> Date Signed</p> <p>Name & Mailing Address of Individual <u>Benjamin Berman, Esq.</u> Signing in Representative <u>55 North Water Street</u> Capacity <u>Fairfield, CT 06824</u></p>	<p><input checked="" type="checkbox"/> <u>William C. Heuer</u> <u>7/27/15</u> Signature of Attorney Date <u>William C. Heuer - Duane Morris LLP</u> Name of Attorney Firm (If any) <u>1540 Broadway, New York, NY 10036-4086</u> Address Telephone No. <u>(212) 692-1000</u> and <u>John R. Weiss Duane Morris LLP</u> <u>190 South La Salle St, Ste 3700, Chicago, IL 60603-3433</u></p>	
<p><input checked="" type="checkbox"/> <u>Noel Watson</u> (Vice President & Controller) Signature of Petitioner or Representative (State title) <u>TripAdvisor, LLC</u> <u>7/23/15</u> Name of Petitioner Date Signed</p> <p>Name & Mailing Address of Individual <u>Noel Watson</u> Signing in Representative <u>141 Needham Street</u> Capacity <u>Newton, MA 02464</u></p>	<p><input checked="" type="checkbox"/> <u>Douglas B. Rosner</u> <u>7/24/15</u> Signature of Attorney Date <u>Douglas B. Rosner - Goulston & Storrs</u> Name of Attorney Firm (If any) <u>400 Atlantic Avenue, Boston, MA 02110-3333</u> Address Telephone No. <u>(617) 482-1776</u></p>	
<p><input checked="" type="checkbox"/> _____ (Vice President & General Manager) Signature of Petitioner or Representative (State title) <u>Smarter Travel Media LLC</u> Name of Petitioner Date Signed <u>David Krauter</u> Name & Mailing <u>226 Causeway St, 3FL</u> Address of Individual Signing in Representative <u>Boston, MA 02114</u> Capacity</p>	<p><input checked="" type="checkbox"/> _____ Signature of Attorney Date <u>Douglas B. Rosner - Goulston & Storrs</u> Name of Attorney Firm (If any) <u>400 Atlantic Avenue, Boston, MA 02110-3333</u> Address Telephone No. <u>(617) 482-1776</u></p>	
PETITIONING CREDITORS		
<p>Name and Address of Petitioner <u>KAYAK Software Corporation d/b/a KAYAK.com</u> <u>55 North Water St., Ste. 11</u> <u>Fairfield, CT 06824</u></p>	<p>Nature of Claim <u>Judgment</u></p>	<p>Amount of Claim * <u>423,083.77</u></p>
<p>Name and Address of Petitioner <u>TripAdvisor, LLC</u> <u>141 Needham Street</u> <u>Newton, MA 02464</u></p>	<p>Nature of Claim <u>Services Provided</u></p>	<p>Amount of Claim * <u>51,187.69</u></p>
<p>Name and Address of Petitioner <u>Smarter Travel Media LLC</u> <u>226 Causeway Street, 3d Fl</u> <u>Boston, MA 02114</u></p>	<p>Nature of Claim <u>Services Provided</u></p>	<p>Amount of Claim * <u>1,520,242.56</u></p>
<p>Note: If there are more than three petitioners, attach additional sheets with the statement under penalty of perjury, each petitioner's signature under the statement and the name of attorney and petitioning creditor information in the format above.</p>		<p>Total Amount of Petitioners' Claims <u>1,994,514.02</u></p>

continuation sheets attached

* The "Amount of Claim" shown for each of the Petitioning Creditors is the amount as to which there is no bona fide dispute. Each of the Petitioning Creditors reserves the right to assert in its Proof of Claim other amounts than shown here.

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Petitioner(s) declare under penalty of perjury that the foregoing is true and correct according to the best of their knowledge, information, and belief.		
<p><input checked="" type="checkbox"/> <u>Ben Berman</u> (General Counsel) Signature of Debtor or Representative (State title) KAYAK Software Corporation d/b/a <u>7/16/2015</u> Name of Petitioner <u>KAYAK.com</u> Date Signed</p> <p>Name & Mailing Address of Individual <u>Benjamin Berman, Esq.</u> Signing in Representative <u>55 North Water Street</u> Capacity <u>Fairfield, CT 06824</u></p>	<p><input checked="" type="checkbox"/> _____ Date Signature of Attorney <u>William C. Heuer - Duane Morris LLP</u></p> <p>Name of Attorney Firm (If any) <u>1540 Broadway, New York, NY 10036-4086</u> Address <u>(212) 692-1000</u> Telephone No. and <u>John R. Weiss Duane Morris LLP</u> <u>190 South LaSalle St, Ste 3700, Chicago, IL 60603-3433</u></p>	
<p><input checked="" type="checkbox"/> _____ (Vice President & Controller) Signature of Petitioner or Representative (State title) <u>TripAdvisor, LLC</u> Name of Petitioner _____ Date Signed _____</p> <p>Name & Mailing Address of Individual <u>Noel Watson</u> Signing in Representative <u>141 Needham Street</u> Capacity <u>Newton, MA 02464</u></p>	<p><input checked="" type="checkbox"/> _____ Date Signature of Attorney <u>Douglas B. Rosner - Goulston & Storrs</u></p> <p>Name of Attorney Firm (If any) <u>400 Atlantic Avenue, Boston, MA 02110-3333</u> Address <u>(617) 482-1776</u> Telephone No. _____</p>	
<p><input checked="" type="checkbox"/> <u>David Krauter</u> (Vice President & General Manager) Signature of Petitioner or Representative (State title) <u>Smarter Travel Media LLC</u> <u>7/29/15</u> Name of Petitioner _____ Date Signed _____</p> <p>Name & Mailing Address of Individual <u>David Krauter</u> Signing in Representative <u>226 Causeway St, 3FL</u> Capacity <u>Boston, MA 02114</u></p>	<p><input checked="" type="checkbox"/> <u>7/29/15</u> Date Signature of Attorney <u>Douglas B. Rosner - Goulston & Storrs</u></p> <p>Name of Attorney Firm (If any) <u>400 Atlantic Avenue, Boston, MA 02110-3333</u> Address <u>(617) 482-1776</u> Telephone No. _____</p>	
PETITIONING CREDITORS		
Name and Address of Petitioner <u>55 North Water St., Ste. 1</u> <u>KAYAK Software Corporation d/b/a KAYAK.com</u> <u>Fairfield, CT 06824</u>	Nature of Claim <u>Judgment</u>	Amount of Claim* <u>423,083.77</u>
Name and Address of Petitioner <u>141 Needham Street</u> <u>TripAdvisor, LLC</u> <u>Newton, MA 02464</u>	Nature of Claim <u>Services Provided</u>	Amount of Claim* <u>51,187.69</u>
Name and Address of Petitioner <u>226 Causeway Street, 3d Fl</u> <u>Smarter Travel Media LLC</u> <u>Boston, MA 02114</u>	Nature of Claim <u>Services Provided</u>	Amount of Claim* <u>1,520,242.56</u>
Note: If there are more than three petitioners, attach additional sheets with the statement under penalty of perjury, each petitioner's signature under the statement and the name of attorney and petitioning creditor information in the format above.		Total Amount of Petitioners' Claims <u>1,994,514.02</u>

continuation sheets attached

* The "Amount of Claim" shown for each of the Petitioning Creditors is the amount as to which there is no bona fide dispute. Each of the Petitioning Creditors reserves the right to assert in its Proof of Claim other amounts than shown here.

ADDITIONAL PETITIONERS

Petitioner(s) declare under penalty of perjury that the foregoing is true and correct according to the best of their knowledge, information, and belief.

x <u>h. Kelly</u> (Joint Administrator) Signature of Petitioner or Representative (State title)		x <u>William C. Heuer</u> <u>7/27/15</u> Signature of Attorney Date	
<u>Air Fast Tickets Limited (In Administration)</u> Name of Petitioner Date Signed Geoffrey Carton-Kelly 7/20/2015		William C. Heuer – Duane Morris LLP Name of Attorney Firm (If any)	
Name & Mailing Address of Individual Signing in Representative Capacity Geoffrey Carton-Kelly c/o FRP Advisory LLP 110 Cannon Street London, EC4N 6EU		1540 Broadway, New York, NY 10036-4086 Address (212) 692-1000 Telephone No. and John R. Weiss - Duane Morris LLP 190 South LaSalle St, Ste 3700, Chicago, IL 60603-3433	
Name and Address of Petitioner Air Fast Tickets Limited c/o FRP Advisory LLP 110 Cannon Street London, EC4N 6EU		Nature of Claim Intercompany Debt	Amount of Claim* \$28,144,895.50
Total Amount of All Petitioners' Claims			\$ 30,139,409.52

* The "Amount of Claim" shown for each of the Petitioning Creditors is the amount as to which there is no bona fide dispute. Each of the Petitioning Creditors reserves the right to assert in its Proof of Claim other amounts than shown here.