

Hearing Date: March 23, 2016 at 10:00 a.m.  
Objection Deadline: March 16, 2016 at 4:00 p.m.

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*General Bankruptcy and Restructuring  
Counsel to the Debtor*

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re:	:
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	: Chapter 11
AIRFASTTICKETS, INC.,	:
	:
	: Case No. 15-11951 (SHL)
Debtor.	:
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**APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING AND APPROVING  
EMPLOYMENT OF WRIGHT FORD YOUNG & CO. AS TAX ACCOUNTANT**

The above-captioned debtor and debtor-in-possession (the “Debtor”), by and through its proposed counsel, submits this application (the “Application”) for entry of an order (the “Order”), substantially in the form attached hereto as **Exhibit A**, authorizing the Debtor to retain and employ Wright Ford Young & Co. (“Wright & Co.”) as the Debtor’s tax accountants for preparation of the Debtor’s income tax returns and related tax consultations, as needed. In

support of this Application, the Debtor submits the Declaration of Tim Stephens (the “Stephens Declaration”) attached hereto as **Exhibit B**. In further support of this Application, the Debtor respectfully states as follows:

**JURISDICTION, VENUE AND STATUTORY PREDICATES**

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. Bankruptcy Code section 327, Federal Rules of Bankruptcy Procedure 2014, and Local Bankruptcy Rule 2014-1 are the statutory predicates for the relief sought by this Application.

**RELIEF REQUESTED**

3. By this Application, the Debtor seeks authorization to retain and employ Wright & Co. as its tax accountant to assist the Debtor and the estate with the preparation of the Debtor’s income tax returns for the years 2014 and 2015. Wright & Co. will be paid a fixed flat fee of \$7,750 per tax return for a total fee of \$15,500. Accordingly, the Debtor requests authority to pay Wright & Co. the flat fee upon completion of each tax return without further Court order.

**FACTS**

**(a) Background.**

4. On July 21, 2015, the Delaware Court of Chancery appointed Adam Meislik as the receiver of the Debtor.

5. On July 27, 2015, an involuntary petition (the “Involuntary Petition”) under chapter 7 of title 11 of the United States Code (the “Bankruptcy Code”) was filed against the Debtor.

6. The Debtor and the petitioning creditors entered into a stipulation extending the deadline to answer the Involuntary Petition, which stipulation was approved by this Court on or about August 21, 2015, extending the deadline through and including September 21, 2015 for the Debtor to file an answer.

7. On September 21, 2015, the Debtor filed an answer consenting to the entry of an order for relief under the Bankruptcy Code (the “Answer”) and concurrently filed a motion to convert the case to one under chapter 11 of the Bankruptcy Code.

8. On October 27, 2015 (the “Conversion Date”), the Court entered an order converting the Debtor’s case to chapter 11 of the Bankruptcy Code (the “Chapter 11 Case”), which included an Order for Relief.

9. The Debtor is managing its affairs as a debtor-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. As of the filing of this Application, no trustee, examiner or committee has been appointed.

10. Additional background facts surrounding the commencement of this Chapter 11 case is more fully described in *Declaration of Adam Meislik in Support Debtor’s Motion for Authorization to Sell Substantially All of Its Property Free and Clear of All Liens, Claims, Encumbrances, and Other Interests to AirTourist, Inc.*, attached as Exhibit C to the Debtor’s *Motion (i) for Authorization to (a) Sell Substantially All of Its Property Free and Clear of All Liens, Claims, Encumbrances, and Other Interests and (b) Assume and Assign Contracts and (ii) for Approval of Procedures for Determining Cure Amounts* [ECF No. 27].

**(b) Engagement of Wright & Co.**

11. Wright & Co. is a tax and accounting firm. The Debtor has selected Wright & Co. as its accountant because of their background and capabilities as well as their fixed flat rate. Wright & Co. has substantial experience providing tax services to companies similar to the Debtor. The Debtor believes that Wright & Co. is well-qualified to perform the necessary services in this case. A summary of the experience and qualifications of Wright & Co. and the professionals of Wright & Co. expected to provide services to the estate are attached to this Application as **Exhibit C**. Therefore, the Debtor submits that Wright & Co. is in the best position to represent the Debtor and this estate to provide the services set forth herein.

12. Wright & Co. has indicated a willingness to act on behalf of the Debtor and render the necessary professional services as the Debtor's tax accountants. Wright & Co. has not received a retainer.

**SERVICES TO BE PROVIDED**

13. The accounting services Wright & Co. may be required to render include, the preparation and filing of the Debtor's 2014 and 2015 income tax returns and other tax consultations, as necessary.

**PROFESSIONAL COMPENSATION**

14. The Debtor proposes to retain and compensate Wright & Co. on the terms and conditions set forth herein. Subject to this Court's approval, and in accordance with Bankruptcy Code sections 328 and 1107, the Debtor wishes to employ Wright & Co. with compensation at the expense of the Debtor's estate on a fixed basis of \$7,750 per tax return for a total of \$15,500 for the Debtor's 2014 and 2015 tax returns.

15. The Debtor respectfully requests that the undisputed fees and expenses incurred by Wright & Co. in the performance of the above services be treated as administrative expenses of the estate pursuant to 28 U.S.C. § 156(c) and 11 U.S.C. § 503(b)(1)(A). Wright & Co. agrees to maintain records of all services showing dates, categories of services, fees charged and expenses incurred.

17. The Debtor requests authority to pay Wright & Co. the fixed fee upon completion of each tax return without further Court order.

16. There are no arrangements between Wright & Co. and any other entity for the sharing of compensation received or to be received in connection with this case, except insofar as such compensation may be shared among the partners, of counsel, and associates of Wright & Co.

#### **WRIGHT & CO.'S DISINTERESTEDNESS**

17. The Debtor has many creditors and, accordingly, Wright & Co. may have rendered and may continue to render services to certain of these creditors. Wright & Co. has not and will not represent the separate interests of any such creditor in this case. Additionally, Wright & Co.'s employees may, in the ordinary course of their personal affairs, have relationships with certain creditors of the Debtor. For example, one or more of Wright & Co.'s employees may have obligations outstanding with financial institutions that are creditors of the Debtor.

18. To the best of the Debtor's knowledge, information, and belief, and except as disclosed in the Stephens Declaration, the employees of Wright & Co. have no relationship to the Debtor, its creditors, or the United States Trustee for the Southern District of New York. In the Stephens Declaration, Wright & Co. represents that it neither holds nor represents any interest

materially adverse to the Debtor's estate in connection with any matter on which it would be employed and that it is a "disinterested person," as referenced in section 327(a) of the Bankruptcy Code and as defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code. Wright & Co. will supplement its disclosure to the Court if any facts or circumstances are discovered that would require such disclosure.

19. Wright & Co. has informed the Debtor that it will not employ any past or present employee of the Debtor for work that involves the Chapter 11 case.

#### **NOTICE**

20. Notice of this Application shall be provided to: (a) the Office of the United States Trustee for the Southern District of New York; (b) the Debtor's twenty (20) largest unsecured creditors; (c) counsel to the proposed purchaser; (d) counsel to Nikolaos Koklonis, the Debtor's majority stockholder; (e) counsel to the petitioning creditors; and (f) all parties that have requested or that are required to receive notice pursuant to Bankruptcy Rule 2002. The Debtor submits that no other or further notice is necessary.


#### **NO PRIOR REQUEST**

21. No previous application for the relief sought herein has been made to this or to any other court.

**WHEREFORE**, for the reasons set forth herein, the Debtor respectfully requests that the Court enter the Proposed Order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein and such other and further relief as the Court deems just and proper.

Dated: February 9, 2016  
Irvine, CA

AirFastTickets Inc.  
Debtor

By:   
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Adam Meislik