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*Proposed General Bankruptcy and
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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	:	
In re:	:	
	:	Chapter 7
AIRFASTTICKETS, INC.,	:	
	:	Case No. 15-11951 (SHL)
Debtor.	:	
	:	
-----X	X	

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**DEBTOR’S MOTION TO CONVERT CHAPTER 7 CASE TO
ONE UNDER CHAPTER 11 PURSUANT TO 11 U.S.C. § 706(a)**

AirFastTickets, Inc., a Delaware corporation (the “Company” or “Debtor”), through its undersigned counsel, hereby files this motion for an order under 11 U.S.C. § 706(a) converting the above-captioned case to one under chapter 11 (the “Motion to Convert”), as supported by the declaration of Adam Meislik, the Debtor’s receiver filed contemporaneously herewith, and respectfully represents as follows:

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

2. 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 Company.

3. 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 Company to file an answer.

4. On September 21, 2015, the Debtor filed an answer consenting to the entry of an order for relief under the Bankruptcy Code (the “Answer”). In the Answer, the Debtor also stated that it would concurrently seek conversion of the case to one under chapter 11 of the Bankruptcy Code.

5. This Motion to Convert is filed to accomplish the Debtor’s intent to manage its affairs under chapter 11. The Debtor is negotiating an asset purchase agreement to sell substantially all of its operating assets. The Debtor therefore believes that operating under chapter 11 will maximize value for the benefit of its creditors and other stakeholders.

6. The Motion to Convert should be granted because (a) this case has previously not been converted; (b) this motion is filed in good faith to allow the Debtor to, among other things, administer the sale of its assets; and (c) the Debtor is eligible for relief under chapter 11 of the Bankruptcy Code.

7. As such, the Debtor should be authorized to convert this chapter 7 case to one under chapter 11 as of right pursuant to 11 U.S.C. § 706(a) which states: “The debtor may

convert a case under this chapter to a case under chapter 11 . . . at any time, if the case has not been converted under section 1112, 1208, or 1307 of this title. Any waiver of the right to convert a case under this subsection is unenforceable.”

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WHEREFORE, the Debtor asks that the Court enter an order, substantially in the form attached hereto, converting this case under chapter 7 to a case under chapter 11 under 11 U.S.C. § 706(a).

Dated: September 21, 2015
New York, New York

ARENT FOX LLP

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