

George V. Utlik
Arent Fox LLP
1675 Broadway
New York, NY 10019
Telephone: (212) 484-3900
Facsimile: (212) 484-3990
george.utlik@arentfox.com

Aram Ordubegian (admitted *pro hac vice*)
Andy S. Kong (admitted *pro hac vice*)
Arent Fox LLP
555 West Fifth Street, 48th Floor
Los Angeles, CA 90013
Telephone: (213) 629-7400
Facsimile: (213) 629-7401
aram.ordubegian@arentfox.com
andy.kong@arentfox.com

*General Bankruptcy and Restructuring Counsel to
the Debtor*

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

**MONTHLY STATEMENT OF ARENT FOX LLP FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES AS
COUNSEL TO THE DEBTOR, AIRFASTTICKETS, INC.
FOR THE PERIOD OF JANUARY 1, 2016 THROUGH JANUARY 31, 2016**

Name of Applicant:	Arent Fox LLP
Authorized to Provide Professional Services to:	The Debtor, AirFastTickets, Inc.
Date of Retention:	December 2, 2015, <i>nunc pro tunc</i> to October 27 2015
Compensation Period:	January 1, 2016 – January 31, 2016
Total Amount of Compensation for Professional Services:	\$43,562.00
<i>Less</i> Holdback pursuant to Compensation Procedures Order dated December 2, 2015 (20%):	<u>\$8,712.40</u>
Interim Compensation for Professional Services (80%):	\$34,849.60
<i>Plus</i> Reimbursement for Actual and Necessary Expenses (100%):	<u>\$29.70</u>
TOTAL REQUESTED PAYMENT AT THIS TIME	\$34,879.30

1. Detailed time entries during the Compensation Period are set forth in the schedule annexed hereto as **Exhibit A**.
2. A summary of the Arent Fox professionals that provided services and the aggregate hours spent by each professional during the Compensation Period is set forth in the schedule annexed hereto as **Exhibit B**.
3. A summary of expenses by category and breakdown of the itemized expenses is set forth in the schedule annexed hereto as **Exhibit C**.

EXHIBIT A

Arent Fox LLP / Attorneys at Law
Los Angeles, CA / New York, NY / San Francisco, CA / Washington, DC



Airfasttickets, Inc. - Debtor and Debtor-In-Possession
875 Third Avenue, 3rd Floor
New York, NY 10022

Invoice Number
Invoice Date
Client Number

1658867
January 31, 2016
037168

FOR PROFESSIONAL SERVICES RENDERED THROUGH January 31, 2016

<u>No.</u>	<u>Reference</u>	<u>Hours</u>	<u>Total</u>
00000	General	0.0	29.70
00001	Petition, Schedules, First day Orders	2.4	801.00
00002	Case Management and Operating Reports	42.7	23,565.00
00004	Investigation, Due Diligence and Analysis	0.6	318.00
00007	Creditor Inquiries	0.7	371.00
00009	Asset Analysis and Recovery	1.6	1,054.50
00010	Claims Administration and Objections	15.0	6,697.00
00011	Miscellaneous Motions and Objections	3.3	1,653.00
00013	Professional Retention	3.3	1,136.50
00014	Fee Applications	7.0	2,979.50
00016	Disclosure Statement and Plan Matters and Solicitation	0.4	212.00
00019	Automatic Stay and Section 362 and 363 Matters	10.0	4,594.50
00024	Tax (Federal, State, Local and Corporate Tax Matters)	0.3	180.00
TOTALS		87.3	43,591.70

555 West Fifth Street, 48th Floor
Los Angeles, CA 90013-1065
T 213.629.7400 F 213.629.7401

1675 Broadway
New York, NY 10019-5820
T 212.484.3900 F 212.484.3990

55 Second Street, 21st Floor
San Francisco, CA 94105-3470
T 415.757.5500 F 415.757.5501

1717 K Street, NW
Washington, DC 20006-5344
T 202.857.6000 F 202.857.6395

Taxpayer Identification Number: 53-0214923

TIME SUMMARY

	Area of Expertise, Year Admitted	Hours	Rate(\$)	Amount(\$)
<u>PARTNERS</u>				
ARAM ORDUBEGIAN	BR, 1996 (CA)	10.30	735.00	7,570.50
ANDY S. KONG	2006 (CA)	22.20	600.00	13,320.00
<u>ASSOCIATES</u>				
GEORGE V. UTLIK	BR, 2008 (NY, NJ)	23.90	530.00	12,667.00
M. DOUGLAS FLAHAUT	BR, 2006 (CA); 2008 (MT)	2.00	530.00	1,060.00
Blended Rate for Attorneys: \$592.77				
<u>PARA PROFESSIONALS</u>				
LISA INDELICATO	BR	22.50	335.00	7,537.50
AMANDA KYERETWIE		1.80	245.00	441.00
MARIOLA WIATRAK		4.60	210.00	966.00
		87.3		43,562.00

SUMMARY OF CHARGES

OTHER DATABASE SEARCH	3.51
FedEx Package	26.19
	29.70

(00000)

Re: General

FOR PROFESSIONAL SERVICES RENDERED THROUGH: January 31, 2016

FOR CHARGES:

OTHER DATABASE SEARCH

01/31/2016 OTHER DATABASE SEARCH- PACER 12/31/2015 3.51

OTHER DATABASE SEARCH 3.51

OVERNIGHT DELIVERY

01/14/2016 FedEx Package From: Lisa Indelicato, Arent Fox LLP, 8.73
 NEW YORK, NY To: Andrea B Schwartz, Esq, Office of
 the Un ited States Tr, NEW YORK CITY, NY US
 Received By : E RODRIQUZ

01/27/2016 FedEx Package From: Mariola Wiatrak, Arent Fox LLP, 8.73
 NEW YORK, NY To: Myrna Fileds, Office of the US
 Trustee, N EW YORK CITY, NY US Received By: C
 GONZALES

01/28/2016 FedEx Package From: Mariola Wiatrak, Arent Fox LLP, 8.73
 NEW YORK, NY To: Mariola Wiatrak, Arent Fox LLP,
 NEW YORK, NY US Received By: R REDWINE

OVERNIGHT DELIVERY 26.19

CURRENT CHARGES \$29.70

SUBTOTAL FOR THIS MATTER \$29.70

(00001)

Re: Petition, Schedules, First day Orders

FOR PROFESSIONAL SERVICES RENDERED THROUGH: January 31, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
01/27/16	AS KONG	Telephone and emails with bankruptcy court, B. Weiss, and A. Kretywie re schedules and creditor matrix and amendments thereto.	0.30	180.00
01/28/16	AS KONG	Emails and meeting with B. Weiss and A. Kreytwie re amendments to schedules and sofa.	0.30	180.00
01/28/16	AK KYERETWIE	Contact BMC regarding additional creditors on matrix	0.50	122.50
01/28/16	AK KYERETWIE	Contact Clerk of the Court regarding procedures for additional creditors not listed on the matrix	0.40	98.00
01/28/16	AK KYERETWIE	Amend Statement of Financial Affairs; format schedule	0.90	220.50
			2.40	801.00

	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
ANDY S. KONG	0.6	at	\$600.00	=	\$360.00
AMANDA KYERETWIE	1.8	at	\$245.00	=	\$441.00
Total	2.4				\$801.00

CURRENT FEES	<u>\$801.00</u>
SUBTOTAL FOR THIS MATTER	\$801.00

(00002)

Re: Case Management and Operating Reports

FOR PROFESSIONAL SERVICES RENDERED THROUGH: January 31, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
01/06/16	AO ORDUBEGIAN	Call from E. Park, Noteholders' Trustee, re 341(a) and creditor inquiries.	0.20	147.00
01/07/16	AO ORDUBEGIAN	E-mail exchanges and calls with client re various case management matters and next steps.	0.30	220.50
01/07/16	GV UTLIK	Communications with Adam Meislik and Aram Ordubegian re contract issues and services.	0.30	159.00
01/07/16	GV UTLIK	Communications with Brian Weiss, Adam Meislik and Aram Ordubegian re upcoming meeting and open issues.	0.10	53.00
01/12/16	LA INDELICATO	Work with George Utlik regarding preparation for upcoming hearing, and case management issues (.5). Set up CourtCall for Aram Ordubegian for 1/13/16 hearing (.1).	0.60	201.00
01/12/16	AS KONG	Meeting with A. Ordubegian re case management going forward including claims bar date and plan and disclosure statement.	0.20	120.00
01/12/16	AO ORDUBEGIAN	Meeting with legal team re agenda for meeting with Client and next steps in case wind-down.	0.40	294.00
01/12/16	GV UTLIK	Follow up conference call with Aram Ordubegian re preparation for the court hearing and agenda.	0.20	106.00
01/12/16	GV UTLIK	Conference call with Brian Weiss re pending matters, open projects, investigations, strategy for the case going forward and case management.	0.60	318.00
01/12/16	GV UTLIK	Work with Aram Ordubegian re debtors' pending matters, projects, agenda, to do for case management purposes and follow up.	0.90	477.00
01/12/16	GV UTLIK	Communications with Aram Ordubegian re upcoming court status conference, appearance and related issues.	0.20	106.00
01/13/16	AS KONG	Review D&O policy endorsement and emails with G. Utlik and A. Ordubegian re preparation for meeting with client.	0.30	180.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
01/13/16	GV UTLIK	Draft memo to client re court hearing results, next steps and open issues, and proposed notice of presentment to address confidentiality issues.	0.30	159.00
01/14/16	LA INDELICATO	Discussions with Mariola Wiatrak and George Utlik regarding redaction of confidential information from monthly operating report and filing/service of the report.	0.20	67.00
01/14/16	GV UTLIK	Follow up and review debtor's MOR, review redaction before filing.	0.40	212.00
01/14/16	MW WIATRAK	Redact and file December monthly operating report.	0.60	126.00
01/15/16	AS KONG	Review summons, complaint and order by Groupon v Fast Group and email from Winston Strawn re same and emails with team re next steps as related to debtor.	0.60	360.00
01/15/16	AS KONG	Email documents re Groupon v Fast Group to A. Meislik with comments.	0.10	60.00
01/15/16	GV UTLIK	Communications with Adam Meislik and Aram Ordubegian re case status and preparation for the 341 meeting of creditors.	0.30	159.00
01/18/16	AS KONG	Email to Groupon counsel re international proceeding against Fast Group.	0.10	60.00
01/19/16	AO ORDUBEGIAN	Calls and e-mail exchanges with client and legal team re preparation for 341(a).	0.50	367.50
01/19/16	GV UTLIK	Review communications from IRS re fourth quarter and related issues; emails with Adam Meislik and Aram Ordubegian re same.	0.20	106.00
01/19/16	GV UTLIK	Confer with Aram Ordubegian re upcoming 341 meeting of creditors and coverage.	0.20	106.00
01/20/16	LA INDELICATO	Preparation of materials for 341 meeting (1.4); discussions with George Utlik and Jordana Renert (.3).	1.70	569.50
01/20/16	AS KONG	Emails with team re 341 meeting of creditors.	0.20	120.00
01/21/16	AS KONG	Emails with team re IATA's counsel concerns and questions prior to 341 meeting.	0.20	120.00
01/21/16	AS KONG	Telephone and emails with G. Utilik to strategize and plan for 341 meeting of creditors.	0.50	300.00
01/21/16	GV UTLIK	Emails and conference call with Andy Kong re upcoming 341 meeting of creditors and preparation.	0.40	212.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
01/21/16	GV UTLIK	Conference call with Jordana Renert and emails with Aram Ordubegian re status of any open issues re upcoming 341.	0.20	106.00
01/21/16	GV UTLIK	Communications with Adam Meislik, Russell Silberglied and Amanda Steele re inquiries from counsel to IATA in advance of 341 meeting of creditors.	0.20	106.00
01/21/16	GV UTLIK	Follow up re status of proposed order amending interim compensation procedures.	0.10	53.00
01/21/16	MW WIATRAK	Prepare binder for G. Utlik with documents for 341 meeting	0.80	168.00
01/22/16	AO ORDUBEGIAN	Calls with client and legal team re 341(a) preparation.	0.20	147.00
01/22/16	GV UTLIK	Review petition, schedules, SOFA, sale motion, MORs and other pleadings and documents to prepare for the 341 meeting of creditors.	1.90	1,007.00
01/22/16	GV UTLIK	Prepare for and attend 341 meeting of creditors.	3.40	1,802.00
01/22/16	GV UTLIK	Meet and confer with Adam Meislik in preparation for the 341 meeting of creditors.	0.60	318.00
01/22/16	GV UTLIK	Conference call with Aram Ordubegian re results of 341 meeting of creditors.	0.30	159.00
01/22/16	GV UTLIK	Communications with Adam Meislik re 341 results and next steps for follow up.	0.30	159.00
01/22/16	GV UTLIK	Communications with Aram Ordubegian in preparation for 341 meeting of creditors.	0.30	159.00
01/22/16	GV UTLIK	Emails with Adam Meislik and Brian Weiss re payment of UST fees.	0.10	53.00
01/22/16	GV UTLIK	Emails with Robert Maddox re Chancery Court's order appointing Adam Meislik.	0.10	53.00
01/22/16	MW WIATRAK	Update binder for 341 meeting.	0.40	84.00
01/23/16	GV UTLIK	Follow up re obtaining a transcript for 341 meeting of creditors.	0.10	53.00
01/23/16	GV UTLIK	Follow up communications with Jacob Beiswenger re 341 meeting of creditors and information concerning the debtor and any litigations.	0.40	212.00
01/24/16	AS KONG	Emails with G. Utlik and counsel for AFT UK re prepetition litigation proceedings.	0.20	120.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
01/25/16	AS KONG	Prepare for meeting with A. Meslik and A. Ordubegian re case status, open issues, and exit strategy.	0.50	300.00
01/25/16	GV UTLIK	Review correspondence from the IRS and forward same to Adam Meislik and Brian Weiss to address and prepare a response.	0.30	159.00
01/26/16	LA INDELICATO	Research regarding service of documents on Social Security Administration (.5); calls with BMC regarding same (.2); correspond with George Utlik regarding same (.1).	0.80	268.00
01/26/16	LA INDELICATO	Correspond with Mary Lopez regarding monthly operating report; provide case manager with tax ID number for debtor.	0.20	67.00
01/26/16	AS KONG	Prepare agenda and related documents for meeting with team re case strategy and emails with G. Utlik re same.	1.10	660.00
01/26/16	AS KONG	All hands meeting re case strategy, litigation claims and other open items, and exit strategy.	7.40	4,440.00
01/26/16	AO ORDUBEGIAN	Meeting with client and financial advisor of client re all open matters.	7.40	5,439.00
01/26/16	GV UTLIK	Conference call with Adam Meislik, Brian Weiss, Aram Ordubegian and Andy Kong re case status, pending issues and next steps.	0.60	318.00
01/26/16	GV UTLIK	Emails and conference call with Mariola Wiatrak re case status, entry of order and transcript for 341.	0.20	106.00
01/26/16	GV UTLIK	Review and revise agenda for the in-person meeting with Adam Meislik and confer with Andy Kong re same.	0.30	159.00
01/27/16	LA INDELICATO	Attention to request for recording on Section 341 meeting of creditors (.5); correspond with George Utlik regarding same (.1).	0.60	201.00
01/27/16	GV UTLIK	Emails with Mariola Wiatrak re contacting UST's office to request transcript of 341 meeting of creditors.	0.20	106.00
01/27/16	MW WIATRAK	Telephone conference with Myrna Fields from US Trustee office re 341 meeting transcript (.1); prepare and expedite letter requesting same (.7).	1.00	210.00
01/28/16	AS KONG	Telephone with B. Weiss re IRS tax and IATA UK issues.	0.20	120.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
01/29/16	LA INDELICATO	Check recording of 341 meeting, discussions with Mariola Wiatrak and Melton Sawyer regarding circulating audio file by secure file transfer.	0.50	167.50
01/29/16	AS KONG	Review audio from 341 meeting.	1.00	600.00
			42.70	23,565.00

	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
ARAM ORDUBEGIAN	9.0	at	\$735.00	=	\$6,615.00
ANDY S. KONG	12.6	at	\$600.00	=	\$7,560.00
GEORGE V. UTLIK	13.7	at	\$530.00	=	\$7,261.00
LISA INDELICATO	4.6	at	\$335.00	=	\$1,541.00
MARIOLO WIATRAK	2.8	at	\$210.00	=	\$588.00
Total	42.7				\$23,565.00

CURRENT FEES	\$23,565.00
SUBTOTAL FOR THIS MATTER	\$23,565.00

(00004)

Re: Investigation, Due Diligence and Analysis

FOR PROFESSIONAL SERVICES RENDERED THROUGH: January 31, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
01/13/16	GV UTLIK	Follow up emails with Brian Weiss re debtor's D&O insurance and other insurance policies and communications with Aram Ordubegian re review of same.	0.30	159.00
01/23/16	GV UTLIK	Review correspondence from Brian Weiss and attached D&O policies and email to Aram Ordubegian re review and analysis of same.	0.30	159.00
			0.60	318.00

	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
GEORGE V. UTLIK	0.6	at \$530.00 =	\$318.00
Total	0.6		\$318.00

CURRENT FEES \$318.00

SUBTOTAL FOR THIS MATTER \$318.00

(00007)

Re: Creditor Inquiries

FOR PROFESSIONAL SERVICES RENDERED THROUGH: January 31, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
01/25/16	GV UTLIK	Review documents and respond to inquiries from Jacob Beisweenger re initial action in the Superior Court of the State of California and other pending lawsuits.	0.30	159.00
01/26/16	GV UTLIK	Communications with Jacob Beiswenger re creditor's inquiries and request for conference call.	0.40	212.00
			0.70	371.00

	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
GEORGE V. UTLIK	0.7	at \$530.00 =	\$371.00
Total	0.7		\$371.00

CURRENT FEES \$371.00

SUBTOTAL FOR THIS MATTER \$371.00

(00009)

Re: Asset Analysis and Recovery

FOR PROFESSIONAL SERVICES RENDERED THROUGH: January 31, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
01/11/16	AO ORDUBEGIAN	Call from B. Weiss re potential recoverable assets and related litigation and next steps.	0.50	367.50
01/15/16	AO ORDUBEGIAN	E-mail exchanges with client re potential accounts receivables recoveries.	0.20	147.00
01/24/16	AS KONG	Review debtor's D&O policy.	0.40	240.00
01/26/16	AS KONG	Emails with AFT UK counsel re conference call re UK action.	0.10	60.00
01/28/16	AS KONG	Review spreadsheet re financial institutions to subpoena for records and emails with B. Weiss and A. Meislik re same.	0.20	120.00
01/29/16	AS KONG	Emails with a. Meislik and AFT UK counsel re London Ticket and Wolrdwide re ticket sales.	0.20	120.00
			1.60	1,054.50

	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
ARAM ORDUBEGIAN	0.7	at	\$735.00	=	\$514.50
ANDY S. KONG	0.9	at	\$600.00	=	\$540.00
Total	1.6				\$1,054.50

CURRENT FEES	<u>\$1,054.50</u>
SUBTOTAL FOR THIS MATTER	\$1,054.50

(00010)

Re: Claims Administration and Objections

FOR PROFESSIONAL SERVICES RENDERED THROUGH: January 31, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
01/05/16	LA INDELICATO	Discussions with George Utlik regarding bar date motion.	0.10	33.50
01/06/16	LA INDELICATO	Review rules and SDNY guidelines (.5) and prepare critical date chart for bar date and related deadlines related (.6).	1.10	368.50
01/06/16	LA INDELICATO	Revise bar date motion.	0.80	268.00
01/07/16	LA INDELICATO	Discussions with George Utlik regarding bar date motion.	0.30	100.50
01/07/16	GV UTLIK	Follow up re draft claims bar date motion.	0.10	53.00
01/08/16	LA INDELICATO	Revise Bar Date Motion (1.5). Revise Proposed Bar Date Order (.9). Revise Bar Date Notice (.9). Calls with George Utlik regarding same (.3). Call with BMC regarding preparation of customized proof of claim forms, e-filing of claims on BMC's website, publication of bar date notice, timing of service and publication, etc. (.5)	4.10	1,373.50
01/11/16	LA INDELICATO	Follow up regarding upcoming hearing on petitioning creditors' motion for payment of administrative expenses.	0.20	67.00
01/15/16	GV UTLIK	Review correspondence from Brook R. Long of Winston & Strawn re summons and complaint and communications with Aram Ordubegian and Andy Kong re response.	0.40	212.00
01/18/16	GV UTLIK	Follow up communications with Lisa Indelicato re notice of presentment and next steps.	0.20	106.00
01/23/16	GV UTLIK	Follow up re notice to social security administration and related issues.	0.10	53.00
01/27/16	AS KONG	Review local rules and prepare claims bar date notice, proposed order and presentment.	1.50	900.00
01/28/16	AS KONG	Prepare proposed bar date order and notice of claims bar date and emails with BMC re comments/revisions to same.	2.20	1,320.00
01/28/16	AS KONG	Review BMC claims website and emails with BMC and A. Meislik re revisions to same.	0.30	180.00
01/28/16	AS KONG	Revise proposed claims bar date order and notice of bar date.	0.30	180.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
01/29/16	LA INDELICATO	Review Notice of Presentment, Bar Date Order and Bar Date Notice drafted by Andy Kong (.6); review SDNY Guideline regarding establishment of deadline for the filing of proofs of claim (.4); review related rules (.4); correspond with Andy Kong regarding same (.2); correspond with BMC regarding publication of bar date notice (.2).	1.80	603.00
01/29/16	AS KONG	Revise notice of presentment re claims bar date and proposed bar date order and emails with team re publication issues.	0.90	540.00
01/29/16	AS KONG	Emails with B. Weiss and G. Utlik re N. Kolansis proof of interest and other non filed claims.	0.20	120.00
01/29/16	GV UTLIK	Communications with Andy Kong and Brian Weiss re claims bar date motion and related issues.	0.30	159.00
01/31/16	AS KONG	Email administrative claim order to A. Meislik re payment.	0.10	60.00
			15.00	6,697.00

	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
ANDY S. KONG	5.5	at	\$600.00	=	\$3,300.00
GEORGE V. UTLIK	1.1	at	\$530.00	=	\$583.00
LISA INDELICATO	8.4	at	\$335.00	=	\$2,814.00
Total	15.0				\$6,697.00

CURRENT FEES	<u>\$6,697.00</u>
SUBTOTAL FOR THIS MATTER	\$6,697.00

(00011)

Re: Miscellaneous Motions and Objections

FOR PROFESSIONAL SERVICES RENDERED THROUGH: January 31, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
01/12/16	GV UTLIK	Draft outline re admin expense motion and case management status conference in preparation for the court hearing.	0.30	159.00
01/13/16	GV UTLIK	Prepare for and attend court hearing re case management status conference and creditors' motion to pay admin expenses.	2.70	1,431.00
01/29/16	MW WIATRAK	Office conference with Lisa Indelicato re: bar date motion	0.30	63.00
			3.30	1,653.00

	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
GEORGE V. UTLIK	3.0	at \$530.00 =	\$1,590.00
MARIOLA WIATRAK	0.3	at \$210.00 =	\$63.00
Total	3.3		\$1,653.00

CURRENT FEES	<hr/> \$1,653.00
--------------	------------------

SUBTOTAL FOR THIS MATTER	\$1,653.00
--------------------------	------------

(00013)

Re: Professional Retention

FOR PROFESSIONAL SERVICES RENDERED THROUGH: January 31, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
01/08/16	LA INDELICATO	Research regarding Supplemental Declaration of Aram Ordubegian Regarding Annual Rate Increase (.4); review and revise same (.4); discuss with George Utlik, Aram Ordubegian and Mariola Wiatrak (.3).	1.10	368.50
01/08/16	LA INDELICATO	Review Supplemental Affidavit of Russell Sieberglied Regarding Annual Rate Increase.	0.20	67.00
01/08/16	MW WIATRAK	Draft Notice of Hourly Rates Increase.	0.70	147.00
01/08/16	MW WIATRAK	File 2 Declarations re: rate increase.	0.30	63.00
01/11/16	LA INDELICATO	Follow up regarding service of supplemental declarations regarding annual rate increases.	0.20	67.00
01/13/16	GV UTLIK	Review and revise notice of presentment and proposed order re confidentiality issues and confer with estate professionals re same.	0.60	318.00
01/24/16	GV UTLIK	Follow up re employment of professional in Greece and related issues.	0.20	106.00
			3.30	1,136.50

	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
GEORGE V. UTLIK	0.8	at	\$530.00	=	\$424.00
LISA INDELICATO	1.5	at	\$335.00	=	\$502.50
MARIOLA WIATRAK	1.0	at	\$210.00	=	\$210.00
Total	3.3				\$1,136.50

CURRENT FEES	\$1,136.50
SUBTOTAL FOR THIS MATTER	\$1,136.50

(00014)

Re: Fee Applications

FOR PROFESSIONAL SERVICES RENDERED THROUGH: January 31, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
01/07/16	GV UTLIK	Diligence re notice of annual rates increase and related notice.	0.10	53.00
01/08/16	GV UTLIK	Review and revise Arent Fox's notice and confer re changes to Lisa Indelicato and filing same.	0.20	106.00
01/12/16	LA INDELICATO	Correspond with Aram Ordubegian and Russell Sieberglid regarding monthly fee statement for December 2015 (.2). Discussions with George Utlik regarding redaction of sensitive and confidential information from invoices and possible amendment of compensation procedures order to allow for redaction (.3). Research of sample compensation procedures order allowing for redaction of confidential information (.5).	1.00	335.00
01/13/16	LA INDELICATO	Draft amended compensation procedures order (.6). Prepare and circulate blackline (.2). Prepare notice of presentment of amended compensation procedures order (.6). Revise and electronically file Notice of Presentment of Amended Compensation Procedures Order with Exhibits A and B (.6). Email BMC for service (.1).	2.10	703.50
01/20/16	LA INDELICATO	Follow up with Aram Ordubegian and George Utlik regarding status of amended compensation order and confirm that no objections have been received (.2); review docket for any objections (.1).	0.30	100.50
01/21/16	LA INDELICATO	Email to Chambers Proposed Amended Compensation Procedures Order and related Notice of Presentment with blacklined Order.	0.20	67.00
01/24/16	AS KONG	Review A. Meislik email re retention of U Turn for Greece proceedings.	0.10	60.00
01/27/16	LA INDELICATO	Review monthly fee statement of BSW Associates for December 2015 (.2); review monthly fee statement of Richards Layton and Finger for December. 2015 (.2); follow up on status of Arent Fox's fee statement for December (.2); discussions with Aram Ordubegian and Andy Kong regarding same (.2).	0.80	268.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
01/27/16	AS KONG	Review U Turn resume re Greece insolvency for retention application.	0.10	60.00
01/27/16	GV UTLIK	Emails with Russell Silberglied re status of entry of revised interim comp. order.	0.10	53.00
01/28/16	LA INDELICATO	Discussions with Mariola Wiatrak regarding status of monthly fee statements and amended compensation procedures order.	0.10	33.50
01/28/16	AS KONG	Emails with B. Weiss re retention of CPA.	0.10	60.00
01/28/16	AS KONG	Prepare U Turn retention application and proposed order and email same to A. Meislik with comments.	1.80	1,080.00
			7.00	2,979.50

	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
ANDY S. KONG	2.1	at \$600.00 =	\$1,260.00
GEORGE V. UTLIK	0.4	at \$530.00 =	\$212.00
LISA INDELICATO	4.5	at \$335.00 =	\$1,507.50
Total	7.0		\$2,979.50

CURRENT FEES	\$2,979.50
SUBTOTAL FOR THIS MATTER	\$2,979.50

(00016)

Re: Disclosure Statement and Plan Matters and Solicitation

FOR PROFESSIONAL SERVICES RENDERED THROUGH: January 31, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
01/11/16	GV UTLIK	Follow re process and procedures and forms re motion for approval of combined disclosure statement and plan and emails with Aram Ordubegian re same.	0.40	212.00
			0.40	212.00

	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
GEORGE V. UTLIK	0.4	at \$530.00 =	\$212.00
Total	0.4		\$212.00

CURRENT FEES	\$212.00
SUBTOTAL FOR THIS MATTER	\$212.00

(00019)

Re: Automatic Stay and Section 362 and 363 Matters

FOR PROFESSIONAL SERVICES RENDERED THROUGH: January 31, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
01/07/16	AO ORDUBEGIAN	Review and revise motion for relief from stay re Delaware court proceedings.	0.60	441.00
01/08/16	MD FLAHAUT	Exchange of e-mails with G. Pagter re travel bond issues.	0.20	106.00
01/08/16	LA INDELICATO	Review and revise Lift Stay Motion (.7) and Proposed Order (.4); discussions with George Utlik regarding noticing of Lift Stay Motion and payment of filing fee (.2); call Chambers for hearing date (.1); draft Notice of Hearing (.6); prepare Notice, Motion and Order for electronic filing (.6); discussion with Mariola Wiatrak regarding electronic filing and payment of filing fee (.2).	2.70	904.50
01/08/16	AS KONG	Review motion to lift stay to file fee applications in Chancery court.	0.20	120.00
01/08/16	GV UTLIK	Review and revise motion for relief from automatic stay.	1.60	848.00
01/08/16	GV UTLIK	Review and revise proposed order re relief from stay motion.	0.30	159.00
01/08/16	GV UTLIK	Review and revise notice of motion for relief from stay.	0.20	106.00
01/08/16	GV UTLIK	Communications with Aram Ordubegian and Russell Silberglie re lift stay motion and related issues and follow up with Lisa Indelicato re filing and serving same.	0.40	212.00
01/08/16	MW WIATRAK	Filing motion for relief from stay.	0.40	84.00
01/11/16	LA INDELICATO	Follow up regarding service of lift stay motion.	0.20	67.00
01/11/16	MW WIATRAK	E-mail claims agent re service of documents.	0.10	21.00
01/13/16	GV UTLIK	Follow up conference call with Andrew Scruton re potential DIP resolution and strategy.	0.30	159.00
01/18/16	MD FLAHAUT	Exchange of e-mails with G. Pagter re relief from stay issues related to travel bonds.	0.30	159.00
01/22/16	MD FLAHAUT	Further research re travel bond issue (.4); Review of draft stipulation for relief from stay re travel bond agency (.2); exchange of e-mails with A. Ordubegian re same (.2).	0.80	424.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
01/23/16	GV UTLIK	Review draft stipulation re proposed relief from stay re travel bonds and emails with Douglas Flahaut and Aram Ordubegian re same.	0.40	212.00
01/25/16	MD FLAHAUT	Further research re bond collateral issues (.4); Exchange of e-mails with G. Utlik re same (.3).	0.70	371.00
01/26/16	LA INDELICATO	Review Stipulation re Relief From Stay re Travel Bonds and correspondence from counsel regarding same(.3); review local rules regarding relief from automatic stay (.2); correspond with George Utlik regarding same (.1).	0.60	201.00
			10.00	4,594.50

	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
ARAM ORDUBEGIAN	0.6	at	\$735.00	=	\$441.00
ANDY S. KONG	0.2	at	\$600.00	=	\$120.00
M. DOUGLAS FLAHAUT	2.0	at	\$530.00	=	\$1,060.00
GEORGE V. UTLIK	3.2	at	\$530.00	=	\$1,696.00
LISA INDELICATO	3.5	at	\$335.00	=	\$1,172.50
MARIOLA WIATRAC	0.5	at	\$210.00	=	\$105.00
Total	10.0				\$4,594.50

CURRENT FEES	<u>\$4,594.50</u>
SUBTOTAL FOR THIS MATTER	\$4,594.50

(00024)

Re: Tax (Federal, State, Local and Corporate Tax Matters)

FOR PROFESSIONAL SERVICES RENDERED THROUGH: January 31, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
01/19/16	AS KONG	Emails with team re IRS payroll tax issues.	0.20	120.00
01/25/16	AS KONG	Review letter from IRS re 2014 tax returns.	0.10	60.00
			0.30	180.00

	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
ANDY S. KONG	0.3	at \$600.00 =	\$180.00
Total	0.3		\$180.00

CURRENT FEES	\$180.00
--------------	----------

SUBTOTAL FOR THIS MATTER	\$180.00
--------------------------	----------

INVOICE TOTAL	\$43,591.70
----------------------	--------------------

Arent Fox LLP / Attorneys at Law
Los Angeles, CA / New York, NY / San Francisco, CA / Washington, DC



Airfasttickets, Inc. - Debtor and Debtor-In-Possession
875 Third Avenue, 3rd Floor
New York, NY 10022

Invoice Number 1658867
Invoice Date January 31, 2016
Client Number 037168

- - REMITTANCE COPY - -
PLEASE SEND WITH CHECK

TOTAL AMOUNT OF THIS INVOICE

\$43,591.70

PLEASE REMIT PAYMENTS BY CHECK TO THE FOLLOWING ADDRESS:

Arent Fox LLP
P.O. Box 644672
Pittsburgh, PA 15264-4672

WIRING INSTRUCTIONS (if applicable):

Bank: PNC Bank
Address: 800 17th Street, NW
Washington, DC 20006
ABA#: 031000053 (for Wires Only)
054000030 (for ACH Only)
SWIFT CODE: PNCCUS33 (for international use)
Account#: 5559763933
Beneficiary Name: Arent Fox LLP
Beneficiary Address: 1717 K Street, NW
Washington, DC 20006

Please reference the following:

Client 037168
Client Name Airfasttickets, Inc. - Debtor and Debtor-In-Possession
Invoice Number 1658867

EXHIBIT B

**SUMMARY OF FEES
JANUARY 1, 2016 – JANUARY 31, 2016**

Name of Professional Individual	Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice	Hours	Rate	Amount
Aram Ordubegian	Partner since 2009. Member of CA bar since 1996.	10.30	\$735	\$7,570.50
Andy S. Kong	Joined firm as an associate in 2009. Member of the CA bar since 2006.	22.20	\$600	\$13,320.00
George V. Utlik	Joined firm as an associate in 2009. Member of NJ bar since 2008. Member of NY bar since 2008.	23.90	\$530	\$12,667.00
M. Douglas Flahaut	Joined firm as an associate in 2009. Member of the CA bar since 2006.	2.00	\$530	\$1,060.00
Lisa Indelicato	Paraprofessional	22.50	\$335	\$7,537.50
Amanda Kyeretwie	Paraprofessional	1.80	\$245	\$441.00
Mariola Wiatrak	Paraprofessional	4.60	\$210	\$966.00
TOTALS		87.30		\$43,562.00

Blended Rate: \$592.77¹

¹ The Blended Rate excludes paraprofessionals' time.

EXHIBIT C

SUMMARY OF EXPENSES
JANUARY 1, 2016 – JANUARY 31, 2016

Expense Category	Service Provider (if applicable)	Total Expenses
Database search	Pacer	\$3.51
Overnight delivery	FedEx	\$26.19
TOTAL:		\$29.70