

EXHIBIT B

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*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 OCTOBER 27, 2015 THROUGH NOVEMBER 30, 2015**

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:	October 27, 2015 – November 30, 2015
Total Amount of Compensation for Professional Services:	\$113,211.00
<i>Less</i> Holdback pursuant to Compensation Procedures Order dated December 2, 2015 (20%):	<u>\$22,642.20</u>
Interim Compensation for Professional Services (80%):	\$90,568.80
<i>Plus</i> Reimbursement for Actual and Necessary Expenses (100%):	<u>\$ 5,672.80</u>
TOTAL REQUESTED PAYMENT AT THIS TIME	\$96,241.60

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

1644816
November 30, 2015
037168

FOR PROFESSIONAL SERVICES RENDERED THROUGH November 30, 2015

<u>No.</u>	<u>Reference</u>	<u>Hours</u>	<u>Total</u>
00000	General	0.0	5,672.80
00001	Petition, Schedules, First day Orders	111.0	31,941.00
00002	Case Management and Operating Reports	48.1	22,819.00
00007	Creditor Inquiries	1.4	735.00
00008	Sale and Disposition of Assets	28.3	13,991.00
00010	Claims Administration and Objections	1.3	692.50
00013	Professional Retention	54.5	24,570.00
00014	Fee Applications	3.7	1,331.00
00016	Disclosure Statement and Plan Matters and Solicitation	1.8	1,269.00
00029	Travel	22.5	15,862.50
TOTALS		272.6	118,883.80

TIME SUMMARY

	Area of Expertise, Year Admitted	Hours	Rate(\$)	Amount(\$)
<u>PARTNERS</u>				
ROBERT HIRSH	BR, 1998 (NY & NJ)	2.20	780.00	1,716.00
ARAM ORDUBEGIAN	BR, 1996 (CA)	34.10	705.00	24,040.50
<u>ASSOCIATES</u>				
ANDY S. KONG	2006 (CA)	42.90	565.00	24,238.50
GEORGE V. UTLIK	BR, 2008 (NY, NJ)	49.70	495.00	24,601.50
Blended Rate for Attorneys: \$578.72				
<u>PARA PROFESSIONALS</u>				
LISA INDELICATO	BR	57.00	320.00	18,240.00
AMANDA KYERETWIE		86.70	235.00	20,374.50
		272.6		113,211.00

SUMMARY OF CHARGES

DUPLICATING SUMMARY	183.00
OTHER DATABASE SEARCH	6.76
COLOR DUPLICATING	6.50
PHONE CHARGES	39.95
TAXICABS	70.63
COURT COSTS	60.00
OUT-OF-TOWN TRANSPORTATION	3,336.83
FedEx Package	42.35
OUT OF TOWN LODGING	1,748.00
OUT-OF-TOWN MEALS	178.78
	5,672.80

(00000)

Re: General

FOR PROFESSIONAL SERVICES RENDERED THROUGH: November 30, 2015

FOR CHARGES:

COURT COSTS

11/02/2015	COURT COSTS - COURTCALL LLC AIRFASTTICKETS, INC./15-11951	30.00
11/02/2015	COURT COSTS - COURTCALL LLC AIRFASTTICKETS, INC./15-11951	30.00
	COURT COSTS	60.00

DUPLICATING SUMMARY

10/29/2015	DUPLICATING SUMMARY User Colin Oliver copied 265 on 10/29/2015 at 13:06 hrs	26.50
10/29/2015	DUPLICATING SUMMARY User Hector Corral copied 63 on 10/29/2015 at 17:04 hrs	6.30
11/02/2015	DUPLICATING SUMMARY User Colin Oliver copied 270 on 11/02/2015 at 09:51 hrs	27.00
11/02/2015	COLOR DUPLICATING User Colin Oliver copied 64 on 11/02/2015 at 11:15 hrs	6.40
11/02/2015	COLOR DUPLICATING User Colin Oliver copied 1 on 11/02/2015 at 11:25 hrs	0.10
11/02/2015	DUPLICATING SUMMARY User Ralph Hernandez copied 266 on 11/02/2015 at 08:28 hrs	26.60
11/05/2015	DUPLICATING SUMMARY User Liza Caristia copied 894 on 11/05/2015 at 17:05 hrs	89.40
11/09/2015	DUPLICATING SUMMARY User Denisia Gonzalez copied 72 on 11/09/2015 at 16:16 hrs	7.20
	DUPLICATING SUMMARY	189.50

OTHER DATABASE SEARCH

10/31/2015	OTHER DATABASE SEARCH- PACER 09/30/2015	5.20
11/30/2015	OTHER DATABASE SEARCH-PACER 10/31/2015	1.56
	OTHER DATABASE SEARCH	6.76

OUT OF TOWN LODGING

11/21/2015	OUT OF TOWN LODGING ARAM ORDUBEGIAN, LODGING 11/21/2015 - 11/24/2015, AFT HEARING	658.68
11/30/2015	OUT OF TOWN LODGING ARAM ORDUBEGIAN, LODGING 11/30/2015 - 12/02/2015, HOTEL FOR AFT HEARING.	1,089.32

OUT OF TOWN LODGING

OUT OF TOWN LODGING	1,748.00
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OUT-OF-TOWN MEALS

11/24/2015	OUT-OF-TOWN MEALS ARAM ORDUBEGIAN, LUNCH, LUNCH FOR AFT TEAM. WITH ADAM MEISLIK, RUSSELL SILBERGLIED, DERRICK TELLARICO	178.78
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OUT-OF-TOWN MEALS	178.78
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OUT-OF-TOWN TRANSPORTATION

11/20/2015	OUT-OF-TOWN TRANSPORTATION ARAM ORDUBEGIAN, TAXI/CAR SERVICE JFK AIRPORT/HOTEL, TAXI/UBER FROM JFK TO HOTEL.	94.54
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11/20/2015	OUT-OF-TOWN TRANSPORTATION ARAM ORDUBEGIAN, AIRFARE 11/20/2015 - 11/24/2015 BURBANK/NY/BURBANK, FLIGHT BURBANK TO JFK FOR AFT HEARING.	1,029.75
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11/24/2015	OUT-OF-TOWN TRANSPORTATION ARAM ORDUBEGIAN, PUBLIC TRANSIT, SUBWAY FARE TO AND FROM COURT FOR AFT HEARING.	5.00
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11/30/2015	OUT-OF-TOWN TRANSPORTATION ARAM ORDUBEGIAN, TAXI/CAR SERVICE JFK/HOTEL, TAXI FROM JFK TO HOTEL.	68.34
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11/30/2015	OUT-OF-TOWN TRANSPORTATION ARAM ORDUBEGIAN, AIRFARE 11/30/2015 - 12/02/2015 LA/NY/LA, FLIGHT FROM LA TO NY AND BACK FOR AFT HEARING.	2,139.20
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OUT-OF-TOWN TRANSPORTATION	3,336.83
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OVERNIGHT DELIVERY

11/11/2015	FedEx Package From: Lisa Indelicato, ARENT FOX, NEW YORK, NY T o: Honorable Sean H Lane, United States Bankrup tcy Court, NEW YORK, NY US Received By: J DAWES	8.43
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11/11/2015	FedEx Package From: Lisa Indelicato, ARENT FOX, NEW YORK, NY T o: Andrea B Schwartz, Esq, Office of the United States Tr, NEW YORK CITY, NY US Received By: C BROOKES	8.43
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11/17/2015	FedEx Package From: Lisa Indelicato, ARENT FOX, NEW YORK, NY T o: Honorable Sean H Lane, United States Bankrup tcy Court, NEW YORK, NY US Received By: T BROWN	8.43
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11/17/2015	FedEx Package From: Lisa Indelicato, ARENT FOX, NEW YORK, NY T o: Andrea B Schwartz, Esq, Office of the United States Tr, NEW YORK CITY, NY US Received By: C BROOKE	8.43
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OVERNIGHT DELIVERY

11/17/2015	FedEx Package From: Andy Kong, Arent Fox LLP, LOS ANGELES, CA To: United States Trustee, Office of the United States Tr, NEW YORK CITY, NY US Received By: R R ODRIGEZ	8.63
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OVERNIGHT DELIVERY	42.35
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PHONE CHARGES

11/30/2015	PHONE CHARGES ARAM ORDUBEGIAN, INTERNET, INTERNET SERVICE EN ROUTE TO NY.	39.95
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PHONE CHARGES	39.95
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TAXICABS

11/19/2015	TAXICABS ARAM ORDUBEGIAN, TAXI/CAR SERVICE HOME/AIRPORT, TAXI/UBER FROM HOME TO BURBANK ARIPORT	18.97
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11/30/2015	TAXICABS ARAM ORDUBEGIAN, TAXI/CAR SERVICE HOME/LAX, UBER TO LAX.	51.66
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TAXICABS	70.63
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	CURRENT CHARGES	\$5,672.80
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	SUBTOTAL FOR THIS MATTER	\$5,672.80
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Re: Petition, Schedules, First day Orders

FOR PROFESSIONAL SERVICES RENDERED THROUGH: November 30, 2015

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
10/28/15	AS KONG	Meeting and emails with A. Ordubegian and G. Utlik to strategize and plan re schedules and employment applications and first day motions.	0.50	282.50
10/28/15	AS KONG	Emails with team re preparation and status of schedules.	0.20	113.00
10/28/15	AK KYERETWIE	Continue drafting of Schedule of Financial Affairs for upcoming Chapter 11 Petition	5.60	1,316.00
10/28/15	AK KYERETWIE	Edit and organize draft of Schedule of Financial Affairs for upcoming Chapter 11 petition	1.90	446.50
10/28/15	AK KYERETWIE	Draft Exhibit A to Voluntary Petition	0.50	117.50
10/28/15	AO ORDUBEGIAN	Meeting with legal team re schedules and post-order for relief related matters.	0.30	211.50
10/28/15	GV UTLIK	Diligence and review re filing requirements and disclosures under Bankruptcy Rules, UST's Guidelines and Local Rules and communications with Aram Ordubegian and Andy Kong re same.	0.40	198.00
10/29/15	LA INDELICATO	Research of phone and fax numbers for top 20 unsecured creditors per request of UST (2.1); discussions with George Utlik (.3).	2.40	768.00
10/29/15	AS KONG	Telephone and emails with T. Wolf re insider lists for SOFA.	0.30	169.50
10/29/15	AS KONG	Emails with A. Kretywie re status of schedules and SOFA and open items.	0.10	56.50
10/29/15	AK KYERETWIE	Email and phone exchange with T. Wolf re SOFA and upcoming Schedules	0.40	94.00
10/29/15	AK KYERETWIE	Begin review of Client Questionnaire; manually upload information into Best Case software for upcoming petition	3.00	705.00
10/29/15	AK KYERETWIE	Contact Top 20 Creditors to verify phone, address and fax information	1.90	446.50
10/29/15	AK KYERETWIE	Email exchange with library for missing phone and fax information for Top 20 Creditors	0.60	141.00
10/29/15	GV UTLIK	Follow up with Adam Meislik re statutory and non-statutory insiders and preparation of SOFA and Schedules.	0.20	99.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
10/30/15	AS KONG	Review revised list of inside payments for SOFA and emails with T. Wolf and A. Kreytwie re same.	0.20	113.00
10/30/15	AK KYERETWIE	Manually input financial information into Best Case software for Schedules of Upcoming Chapter 11 petition	3.00	705.00
10/30/15	AK KYERETWIE	Edit Schedule of Financial Affairs in Best Case Software for upcoming Chapter 11 petition	1.80	423.00
10/30/15	AK KYERETWIE	Run supplemental connections of governmental agencies for conflict check	1.30	305.50
10/31/15	AK KYERETWIE	Manually input financial information into Best Case Software for Schedules of upcoming Chapter 11 petition	3.00	705.00
11/02/15	AS KONG	Emails with team re preparation of schedules and SOFA.	0.20	113.00
11/02/15	AK KYERETWIE	Create calendar draft pursuant to UST requirements and deadlines for documents and actions due after the Petition filing	2.60	611.00
11/02/15	AK KYERETWIE	Continue to input/revise financial information into Statement of Financial Affairs for pending petition filing	2.80	658.00
11/03/15	AK KYERETWIE	Correspond with library resources for Case number information for pending lawsuits related to the Statement of Financial Affairs	1.00	235.00
11/03/15	AK KYERETWIE	Input/revise information for Schedule B for Petition filing in Chapter 11 case	3.10	728.50
11/03/15	AK KYERETWIE	Input/revise information for Exhibit A to Voluntary Petition for Petition filing in Chapter 11 case	0.50	117.50
11/03/15	AK KYERETWIE	Input/revise information to Schedule D for Petition filing in Chapter 11 case	0.30	70.50
11/03/15	AK KYERETWIE	Input/revise information to Statement of Financial Affairs for Petition filing in Chapter 11 case	3.10	728.50
11/03/15	AK KYERETWIE	Input/revise information to Schedule E for Petition filing in Chapter 11 case	2.40	564.00
11/04/15	AK KYERETWIE	Input/Revise information to Statement of Financial Affairs for Petition filing in chapter 11 case	3.70	869.50
11/04/15	AK KYERETWIE	Input/revise information to Schedule B and Schedule E for petition filing in Chapter 11 case	2.20	517.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
11/04/15	AK KYERETWIE	Locate addresses to creditors on Schedules for petition filing in Chapter 11 case	1.10	258.50
11/05/15	AK KYERETWIE	Revise Statement of Financial Information for petition filing in Chapter 11 case	2.80	658.00
11/05/15	AK KYERETWIE	Revise Schedule B and Schedule E for petition filing in Chapter 11 case	2.20	517.00
11/05/15	AK KYERETWIE	Revise Schedule F for petition filing in Chapter 11 case	2.10	493.50
11/06/15	AS KONG	Review draft SOFA and emails with T. Wolf and A. Ordubegian re same and schedules status.	0.50	282.50
11/06/15	AS KONG	Review draft schedule e and corporate ownership statement and emails with T. Wolf re same.	0.30	169.50
11/06/15	AK KYERETWIE	Input/revise Statement of Financial Affairs and email to counsel	3.60	846.00
11/06/15	AK KYERETWIE	Revise Schedule E for Petition filing in Chapter 11 case; email to counsel	1.60	376.00
11/06/15	AK KYERETWIE	Input/revise information to Schedule B for Petition filing in Chapter 11 case; email to counsel	3.00	705.00
11/06/15	AK KYERETWIE	Input/revise information to Schedule F for Petition filing in Chapter 11 case	1.10	258.50
11/06/15	AO ORDUBEGIAN	Overview preparation of bankruptcy schedules.	0.50	352.50
11/06/15	GV UTLIK	Emails with Andy Kong and Amanda Kyeretwie re draft schedules, SOFA and related issues.	0.30	148.50
11/06/15	GV UTLIK	Review Court's notice re creditors' incomplete addresses and emails with Aram Ordubegian and Amanda Keyretwie re same.	0.20	99.00
11/07/15	AS KONG	Review draft schedules and multiple emails with team re same.	0.50	282.50
11/09/15	AS KONG	Review UCC search re secured creditors.	0.20	113.00
11/09/15	AS KONG	Review draft schedules and sofa and provide comments.	0.60	339.00
11/09/15	AK KYERETWIE	Input/revise data to Schedule B for upcoming Chapter 11 filing	2.00	470.00
11/09/15	AK KYERETWIE	Input/revise data to Schedule F for upcoming Chapter 11 filing	1.40	329.00
11/09/15	AK KYERETWIE	Input Creditor data to Schedule D for upcoming Chapter 11 filing	2.90	681.50

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
11/09/15	AK KYERETWIE	Revise data to Exhibit A for upcoming Chapter 11 filing	0.40	94.00
11/09/15	AK KYERETWIE	Revise data to Statement of Financial Affairs for upcoming Chapter 11 filing	1.80	423.00
11/09/15	AK KYERETWIE	Phone/email exchanges with T. Wolff for revisions to Schedules and Statement of Financial Affairs	0.80	188.00
11/09/15	AK KYERETWIE	Correspond with Clerk of the Court regarding email service for address corrections to Creditor matrix	0.30	70.50
11/09/15	AK KYERETWIE	Draft and send email to Clerk of the Court with corrected addresses for Creditor Matrix list	0.50	117.50
11/09/15	AO ORDUBEGIAN	Review and revise bankruptcy case declaration of client similar to first-day declaration.	0.20	141.00
11/09/15	GV UTLIK	Review draft schedules and SOFA and draft memo to Adam Meislik re same listing open and outstanding issues.	0.90	445.50
11/09/15	GV UTLIK	Review draft First Day Affidavit and diligence re related information as required under Local Rule 1007-1.	0.60	297.00
11/09/15	GV UTLIK	Work with Amanda Kyeretwie re draft schedules and SOFA.	0.40	198.00
11/09/15	GV UTLIK	Communications with Russell Silberglied re UCC searches and issues re alleged secured creditors.	0.20	99.00
11/10/15	LA INDELICATO	Work with Amanda Kyeretwie to prepare and file Schedules (4.4), SOFA (3.6), and Attorney for Debtor Compensation Disclosure Form (.6). Review draft petition and consider whether necessary (.4); research re same (.6); discuss with George Utlik (.3); review first day affidavit (.6).	10.50	3,360.00
11/10/15	AS KONG	Multiple meetings, telephone and emails with team re revisions to schedules and SOFA.	2.30	1,299.50
11/10/15	AS KONG	Review revised schedules and SOFA and B. Weiss comments thereto and emails with team re same.	1.40	791.00
11/10/15	AS KONG	Prepare general disclaimer for schedules and SOFA and email to team with comments.	0.50	282.50
11/10/15	AK KYERETWIE	Revise data to Schedule E for upcoming Chapter 11 filing	1.70	399.50

111.00 31,941.00

	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
ARAM ORDUBEGIAN	1.5	at	\$705.00	=	\$1,057.50
ANDY S. KONG	7.8	at	\$565.00	=	\$4,407.00
GEORGE V. UTLIK	5.4	at	\$495.00	=	\$2,673.00
LISA INDELICATO	13.8	at	\$320.00	=	\$4,416.00
AMANDA KYERETWIE	82.5	at	\$235.00	=	\$19,387.50

Re: Case Management and Operating Reports

FOR PROFESSIONAL SERVICES RENDERED THROUGH: November 30, 2015

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
10/28/15	GV UTLIK	Communications with Russell Silberglied re contacting Office of the United States Trustee re case status and sale issues going forward.	0.20	99.00
10/28/15	GV UTLIK	Review court docket and order entered by Judge Lane converting case to chapter 11 and email same to Aram Ordubegian, Russell Silberglied and Adam Meislik.	0.10	49.50
10/29/15	LA INDELICATO	Discussions with George Utlik regarding case status and open issues.	0.20	64.00
10/29/15	AS KONG	Email from UST re committee formation meeting and multiple emails with team re same and information requested by UST.	0.40	226.00
10/29/15	GV UTLIK	Conference calls and emails with Andrea Schwartz and Aram Ordubegian re committee formation and related process.	0.20	99.00
10/29/15	GV UTLIK	Follow up communications with Andrea Schwartz re committee formation and contact information for top 20 unsecured creditors.	0.20	99.00
10/29/15	GV UTLIK	Work with Adam Meislik, Tess Wolff, Lisa Indelicato and Aram Ordubegian re collecting contact information for top 20 unsecured creditors and responding to Andrea B. Schwartz's requests for information.	0.60	297.00
10/29/15	GV UTLIK	Conference call with Russell Silberglied re case status and committee formation issues.	0.20	99.00
10/29/15	GV UTLIK	Emails with Adam Meislik, Aram Ordubegian and Andrea B. Schwartz re November 6 as the day for committee's formation and debtor's availability.	0.20	99.00
10/29/15	GV UTLIK	Follow up conference calls with Tess Wolff re excel spreadsheet and contact information re top 20 creditors.	0.30	148.50
10/29/15	GV UTLIK	Conference calls and emails with Aram Ordubegian re status and compliance with UST's requests for information on expedited basis.	0.20	99.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
10/29/15	GV UTLIK	Work with Lisa Indelicato and Aylin Sookassians re chart containing contact information re top 20 creditors and related issues to comply with UST's request for information.	0.40	198.00
10/29/15	GV UTLIK	Draft email to Andrea B. Schwartz re contact information for the 20 largest unsecured creditors, based on the debtor's books and records re Committee formation.	0.20	99.00
10/29/15	GV UTLIK	Draft email to Tess Wolff re review and follow up re contact information for the 20 largest unsecured creditors re same.	0.10	49.50
10/30/15	AS KONG	Multiple emails with team re information requested by UST for top 20 creditors.	0.30	169.50
10/30/15	AS KONG	Review UST website for compliance requirements and provide detailed email to team re UST requirements.	0.70	395.50
10/30/15	AS KONG	Multiple emails with R. Silberglied, G. Utlik and A. Ordubegian re retention application and UST compliance issues for case generally.	0.30	169.50
10/30/15	GV UTLIK	Follow up re status of committee's formation and communications with Adam Meislik, Russell Silberglied and Aram Ordubegian re same.	0.20	99.00
10/30/15	GV UTLIK	Review email from Andrea Schwartz re supplemental request for contact information for top 20 creditors and follow up with Tess Wolff re collection of same and updated chart.	0.20	99.00
10/30/15	GV UTLIK	Draft email to Andrea B. Schwartz re updated chart with contact information for top 20 unsecured creditors creditors.	0.10	49.50
11/02/15	LA INDELICATO	Research regarding Required Lists, Schedules, Statements, and other first day papers to be filed by the Debtor (1.8). Review US Trustee's Operating Guidelines (1.2). Prepare list of financial information to be provided to the US Trustee (1.1). Discussions with George Utlik regarding same (.5) Download and circulate form of Monthly Operating Report, Declaration re DIP Accounts and other UST form documents (.8).	5.40	1,728.00
11/02/15	AS KONG	Meeting and multiple emails with team re preparation and filing of retention applications and complying with various UST requirements.	1.00	565.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
11/02/15	AS KONG	Review correspondence from UST re operating guidelines and UST requirements.	0.20	113.00
11/02/15	GV UTLIK	Diligence and review of UST Operating Guidelines and Reporting Requirements for the debtors and related forms to be prepared and filed.	1.60	792.00
11/02/15	GV UTLIK	Draft memo re UST Guidelines and related reporting requirements.	0.80	396.00
11/03/15	LA INDELICATO	Prepare list of critical dates for the case (2.6); calendar critical dates for team (2.1).	4.70	1,504.00
11/03/15	GV UTLIK	Review draft memo re dates and deadlines and diligence re timeline, critical dates and deadlines and calendar dates and emails with the debtor's team re same.	0.40	198.00
11/03/15	GV UTLIK	Work with Lisa Indelicato re UST Guidelines and timeline compliance issues.	0.40	198.00
11/03/15	GV UTLIK	Communications with Adam Meislik re preparation for upcoming Committee formation meeting.	0.20	99.00
11/03/15	GV UTLIK	Review notices of summons re service on the court's docket by petitioning creditors and confer with Aram Ordubegian re same.	0.10	49.50
11/04/15	AS KONG	Review A. Ordubegian email to team re committee formation meeting and issues thereto.	0.10	56.50
11/04/15	AS KONG	Emails with team re status of schedules, UST compliance requirements, and potential motions to consider.	0.50	282.50
11/05/15	RM HIRSH	Preparation for UST Committee organizational meeting.	1.10	858.00
11/05/15	AO ORDUBEGIAN	Call from creditors re potential committee participation matters.	0.20	141.00
11/05/15	GV UTLIK	Prepare for the meeting with the Office of the United States Trustee re committee formation and communications with Rob Hirsh re same.	0.80	396.00
11/05/15	GV UTLIK	Conference call with Andy Kong re case status, draft retention applications and related issues.	0.20	99.00
11/06/15	RM HIRSH	Attend Committee formation meeting and meet with the UST regarding case.	1.10	858.00
11/06/15	AS KONG	Emails with team re A. Mesilik first day affidavit and review local rules re same.	0.30	169.50

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
11/06/15	AS KONG	Prepare A. Meislik's first day affidavit.	0.90	508.50
11/06/15	AS KONG	Prepare proposed order re CMC.	0.20	113.00
11/06/15	AS KONG	Emails with team re results of committee formation meeting.	0.20	113.00
11/06/15	AS KONG	Emails with UST and G. Utlik re Kayak Software and other creditors service issues for committee formation and bankruptcy notices.	0.30	169.50
11/06/15	GV UTLIK	Attend committee formation meeting at the office of the United States Trustee.	2.30	1,138.50
11/09/15	LA INDELICATO	Research regarding contents of first day affidavit, filing requirements per LR 1007 and sample affidavits (1.4); discuss with George Utlik (.3); revise and forward draft case conference order to George Utlik (.2); additional revisions to proposed case conference order (.2); submit same to Chambers by email (.2).	2.30	736.00
11/09/15	AS KONG	Multiple telephone and emails with team re status of UST compliance documents and schedules.	0.70	395.50
11/09/15	AS KONG	Revise A. Meislik first day affidavit and emails with A. Meislik re same.	0.60	339.00
11/09/15	AS KONG	Prepare A. Meislik first day affidavit with exhibit for filing.	0.10	56.50
11/10/15	LA INDELICATO	Calls with Chambers and attorneys regarding scheduling initial case conference (.2); download and circulate initial case conference order (.2); calendar date for team (.1).	0.50	160.00
11/10/15	AS KONG	Review B. Weiss redlines to draft A. Meislik first day affidavit, revise same, and telephone with B. Weiss re same.	0.60	339.00
11/10/15	GV UTLIK	Communications with estate professionals re Chambers' request to adjourn the hearing and scheduling case conference.	0.20	99.00
11/11/15	LA INDELICATO	Review, revise and electronically file First Day Affidavit of Adam Meislik.	0.70	224.00
11/11/15	AS KONG	Continue revising A. Meislik first day affidavit and email same to A. Meislik with comments.	0.40	226.00
11/11/15	AS KONG	Review UST compliance documents from B. Weiss and emails with team re same.	0.80	452.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
11/11/15	GV UTLIK	Follow up communications with Adam Meislik, Brian Weiss and Andy Kong re documents required to be submitted to UST under UST's guidelines and related issues.	0.40	198.00
11/11/15	GV UTLIK	Confer with Lisa Indelicato re service of schedules, sofa, first day affidavit to chambers and office of the united states trustee and related issues.	0.20	99.00
11/12/15	AS KONG	Multiple emails with team re status of UST review of retention applications and UST compliance documents.	0.60	339.00
11/12/15	AS KONG	Draft email to UST forwarding UST compliance documents with comments.	0.20	113.00
11/12/15	GV UTLIK	Follow up emails with Russell Silberglie re retention and application of UST Guidelines.	0.20	99.00
11/12/15	GV UTLIK	Email to Adam Meislik and Brian Weiss re deadline for filing MOR for October.	0.10	49.50
11/12/15	GV UTLIK	Diligence re monthly compensation motion and order and confer with Russell Silberglie and Aram Ordubegian re same	0.20	99.00
11/13/15	LA INDELICATO	Discussions with team regarding service of Order Scheduling Initial Case Conference.	0.20	64.00
11/13/15	LA INDELICATO	Review Core Group/2002 List maintained by BMC Group for the case (.3); direct BMC to make changes and additions to the list (.3).	0.60	192.00
11/13/15	AO ORDUBEGIAN	Conference call with G. Utlik re case status and next steps.	0.30	211.50
11/13/15	GV UTLIK	Follow up re status and issues re compliance with UST's requirements and communications with Andy Kong re same.	0.20	99.00
11/13/15	GV UTLIK	Confer with Lisa Indelicato re notice and service issues.	0.20	99.00
11/13/15	GV UTLIK	Conference call with Aram Ordubegian re case status and next steps.	0.30	148.50
11/14/15	AS KONG	Review prepetition account closing and DIP account documents and emails with A. Meislik re same.	0.30	169.50
11/14/15	AS KONG	Review insurance documents for UST and emails with B. Weiss re same.	0.40	226.00
11/15/15	AS KONG	Review October MOR and emails with L. Indelitto and B. Weiss re same.	0.40	226.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
11/16/15	LA INDELICATO	Review monthly operating report (.2) and discuss with George Utlik (.2).	0.40	128.00
11/16/15	AS KONG	Review insurance certificate naming UST and emails with UST analyst of documents and DIP accounts with comments.	0.30	169.50
11/16/15	GV UTLIK	Review correspondence and proposed MOR before filing; communications with Andy Kong re proposed redactions; follow up re status.	0.30	148.50
11/17/15	AS KONG	Review and revise October MOR.	0.20	113.00
11/17/15	AS KONG	Review declaration re closing of prepetition accounts and opening of DIP accounts and email same to UST with comments.	0.30	169.50
11/17/15	AK KYERETWIE	File Monthly Operating Report for the period ending 10/31/2015; obtain receipt of filing	0.50	117.50
11/17/15	GV UTLIK	Confer with Lisa Indelicato re status, latest filings and service of papers on Chambers and UST Office.	0.30	148.50
11/17/15	GV UTLIK	Email to Andy Kong re status and service on UST Office re latest email submissions.	0.10	49.50
11/17/15	GV UTLIK	Review correspondence from Russell Silberglie and counsel to American Contractors Indemnity Company; consider related issues and impact on sale; email to Adam Meislik and Aram Ordubegian re status and potential response; follow up communications re same.	0.40	198.00
11/19/15	AO ORDUBEGIAN	Call from B. Weiss re various case management matters including 341(a), US Trustee requirements, and operating reports.	0.50	352.50
11/20/15	GV UTLIK	Communications with Chambers re upcoming hearing re sale motion and agenda and follow up re hearings scheduled in December.	0.30	148.50
11/20/15	GV UTLIK	Communications with Aram Ordubegian, Adam Meislik and Russell Silberglie re Court's request to consolidate hearings and scheduling issues and next steps.	0.30	148.50
11/20/15	GV UTLIK	Communications with Lisa Indelicato and BMC re reply filing and service issues.	0.20	99.00
11/20/15	GV UTLIK	Conference call with Russell Silberglie re status and scheduling issues.	0.30	148.50
11/22/15	GV UTLIK	Communications with Adam Meislik re Greek Subsidiary's inquiries re case status and upcoming hearing.	0.20	99.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
11/23/15	AS KONG	Emails with team re case update including UST compliance issues, sale hearing and CMC.	0.30	169.50
11/23/15	GV UTLIK	Follow up conference call with Kelly Porcelli (Judge Lane's law clerk) re scheduling hearings in December and email re same to the debtors' professionals team.	0.30	148.50
11/23/15	GV UTLIK	Follow up emails with Andy Kong re status of compliance with the UST's requirements.	0.10	49.50
11/24/15	LA INDELICATO	Review, revise, and Notice of Initial Case Conference (.8); discuss with George Utlik (.1); coordinate service of Notice with BMC (.2).	0.30	96.00
11/24/15	GV UTLIK	Work with Lisa Indelicato re approval of sale, proposed order, notice initial case conference and case management issues.	0.30	148.50
11/30/15	AO ORDUBEGIAN	Call with client and later others from team re preparation for chapter 11 status conference.	0.80	564.00
11/30/15	GV UTLIK	Prepare for court hearings re initial status conference, professionals' retention applications and motion for approval of interim compensation.	1.40	693.00
			48.10	22,819.00

	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
ROBERT HIRSH	2.2	at	\$780.00	=	\$1,716.00
ARAM ORDUBEGIAN	1.8	at	\$705.00	=	\$1,269.00
ANDY S. KONG	11.6	at	\$565.00	=	\$6,554.00
GEORGE V. UTLIK	16.7	at	\$495.00	=	\$8,266.50
LISA INDELICATO	15.3	at	\$320.00	=	\$4,896.00
AMANDA KYERETWIE	0.5	at	\$235.00	=	\$117.50
Total	48.1				\$22,819.00

CURRENT FEES

\$22,819.00

SUBTOTAL FOR THIS MATTER

\$22,819.00

Re: Creditor Inquiries

FOR PROFESSIONAL SERVICES RENDERED THROUGH: November 30, 2015

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
11/02/15	AS KONG	Emails with VeriFone re claims filing instructions.	0.20	113.00
11/03/15	AS KONG	Telephone with G. Cubabali and Alison Publishing re bankruptcy case and customer complaint issue.	0.40	226.00
11/03/15	GV UTLIK	Review and respond to creditors' inquiries about the case.	0.20	99.00
11/04/15	GV UTLIK	Call with David Rampulo, an alleged creditor, re case status.	0.10	49.50
11/23/15	GV UTLIK	Communications with Marcos Fernandez re case status, notice of bankruptcy to ThreatMetrix and pending 341 hearing.	0.30	148.50
11/23/15	GV UTLIK	Review correspondence from New York State Department of Labor asserting a priority claim for unpaid unemployment insurance contributions and emails with Adam Meislik and Brian Weiss re same.	0.20	99.00
			1.40	735.00

	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
ANDY S. KONG	0.6	at	\$565.00	=	\$339.00
GEORGE V. UTLIK	0.8	at	\$495.00	=	\$396.00
Total	1.4				\$735.00

CURRENT FEES	\$735.00
SUBTOTAL FOR THIS MATTER	\$735.00

(00008)

Re: Sale and Disposition of Assets

FOR PROFESSIONAL SERVICES RENDERED THROUGH: November 30, 2015

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
10/28/15	LA INDELICATO	Draft and file Notice of Sale Motion (.9); revise same per local counsel comments (.3); assist with preparation of service list for service of Sale Motion and Notice (2.42; discussions with counsel re service (.4).	3.80	1,216.00
10/28/15	AS KONG	Multiple emails with team re open issues for sale motion.	0.30	169.50
10/28/15	AO ORDUBEGIAN	Revise notice of sale; e-mail exchanges with client re same and next steps.	0.10	70.50
10/28/15	GV UTLIK	Work with Lisa Indelicato re notice of sale motion and related service issues.	0.40	198.00
10/28/15	GV UTLIK	Communications with Lisa Indelicato re contacting chambers re hearing on the sale motion.	0.10	49.50
10/28/15	GV UTLIK	Review and revise draft notice of motion and communications with Russell Silberglied re same and related service process and issues.	0.30	148.50
10/28/15	GV UTLIK	Follow up and diligence re notice of sale motion on all parties in interest, including various federal, state, county and city tax and regulatory authorities.	0.30	148.50
10/28/15	GV UTLIK	Work with Lisa Indelicato and BMC, proposed claims agent, re notice of sale motion on all parties in interest and related issues.	0.30	148.50
10/29/15	LA INDELICATO	Research of governmental agencies to be served Sale Motion and Notice.	0.80	256.00
10/29/15	LA INDELICATO	Arrange for filing fee for Sale Motion.	0.20	64.00
10/29/15	LA INDELICATO	Discussions with George Utlik regarding service of Sale Motion and Notice and timing of hearing.	0.20	64.00
10/29/15	GV UTLIK	Communications with Dom Fennell and Aram Ordubegian re federal and state authorities and submission of the parties in interest for supplemental connection and conflicts search and related disclosures and service of sale motion.	0.30	148.50

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
10/29/15	GV UTLIK	Follow up communications with Russell Silberglied and Kevin Martin of BMC re adding FAA, IATA and ARC to the service of the sale motion.	0.20	99.00
10/29/15	GV UTLIK	Supplement diligence and review of SDNY Governmental Agencies and DE Governmental Agencies re notice of sale motion.	0.40	198.00
11/04/15	AS KONG	Telephone with G. Spagter re sale motion and bond issues.	0.20	113.00
11/06/15	AS KONG	Review sponsorship agreement, notice of default, and termination with Brooklyn Nets and email from Brooklyn Nets re same and emails with G. Utlik re same.	0.50	282.50
11/06/15	AS KONG	Review email and bond agreement from counsel for ACIC re release of bonds and sale motion.	0.40	226.00
11/10/15	AS KONG	Research and draft email to ACIC counsel re release of bonds and sale issues.	0.30	169.50
11/13/15	GV UTLIK	Emails with Adam Meislik and Aram Ordubegian re sale hearing and related issues.	0.20	99.00
11/17/15	AS KONG	Telephone and emails with ACIC counsel and team re insurance bonds and release of same in connection with sale motion.	0.30	169.50
11/17/15	AS KONG	Review Goodwin's objection to sale motion and emails with team re same.	0.40	226.00
11/18/15	LA INDELICATO	Review, revise, file and coordinate service of Notice of Intent to Assume and Assign Certain Non-Executory Contracts to Purchaser.	1.10	352.00
11/18/15	AS KONG	Review emails from R. Silberglied and Goodwin's counsel re sale motion, assume and assign issues and changes to proposed sale order.	0.20	113.00
11/19/15	AS KONG	Review draft reply to objections to sale motion and emails with team re comments to same.	0.40	226.00
11/19/15	GV UTLIK	Review bankruptcy and local rules re deadline for filing reply to a sale objection and communications with Russell Silberglied re same and strategy.	0.40	198.00
11/19/15	GV UTLIK	Follow up re notice of intent to assume and assign.	0.10	49.50
11/19/15	GV UTLIK	Review draft reply to sale objection and declaration in support of reply.	0.60	297.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
11/20/15	LA INDELICATO	Revise, file and arrange for service of Reply to New Media Sale Objection.	0.50	160.00
11/20/15	AO ORDUBEGIAN	Aid in preparation of reply papers re objection to sale and related matters.	0.80	564.00
11/20/15	GV UTLIK	Follow up re filing and service re reply to sale objection.	0.20	99.00
11/20/15	GV UTLIK	Communications with Amanda Steele and Sevkett Seyalioglu re reply and related issues.	0.20	99.00
11/20/15	GV UTLIK	Review revised reply and declaration.	0.30	148.50
11/20/15	GV UTLIK	Follow up re proposed sale order and related issues.	0.20	99.00
11/20/15	GV UTLIK	Conference call with Amanda Steele, Adam Meislik and Sevkett Seyalioglu re declaration in support of sale objection and preparation for hearing.	0.40	198.00
11/23/15	AO ORDUBEGIAN	Various calls from buyer's counsel re pending sale and related issues.	0.70	493.50
11/23/15	AO ORDUBEGIAN	Call with legal team re preparation for sale hearing and related closing issues.	0.80	564.00
11/23/15	GV UTLIK	Conference call with Kelly Porcelli (Judge Lane's law clerk) re resolution of sale objection, revised proposed order and upcoming hearing and emails with debtors' professionals re same.	0.40	198.00
11/23/15	GV UTLIK	Follow up re procedures for sale objection and notice of withdrawal of the objection.	0.20	99.00
11/23/15	GV UTLIK	Draft email to Chambers re case status, withdrawal of the sale objection and no opposition to the sale motion, along with a proposed order approving the sale motion.	0.40	198.00
11/23/15	GV UTLIK	Communications with Russell Silberglied re informing chambers re status and related issues.	0.30	148.50
11/23/15	GV UTLIK	Review and follow up re amended proposed order approving the sale motion.	0.40	198.00
11/23/15	GV UTLIK	Follow up conference call with Kelli Porcelli re status of sale hearing and withdrawal of sale objection.	0.20	99.00
11/23/15	GV UTLIK	Review communications with Russell Silberglied and Christopher R. Gresh, counsel for the buyer re proposed sale order, changes and revisions.	0.20	99.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
11/23/15	GV UTLIK	Prepare for and participate on a conference call with Russell Silberlied and Aram Ordubegian regarding sale hearing, issues, strategy and preparation.	0.90	445.50
11/23/15	GV UTLIK	Review and assemble documents for the upcoming sale hearing, including declarations, proposed order, local rules and prepare for the court hearing re sale motion.	1.40	693.00
11/23/15	GV UTLIK	Communications with Russell Silberglie re resolution of objection to the sale motion, proposed language and related issues.	0.30	148.50
11/24/15	LA INDELICATO	Download and circulate Order Approving Sale (.2); discuss with George Utlik (.1).	0.30	96.00
11/24/15	AS KONG	Review order approving sale motion.	0.20	113.00
11/24/15	AO ORDUBEGIAN	Attend sale hearing; pre- and post-hearing meetings with Buyer's counsel re closing matters.	2.20	1,551.00
11/24/15	GV UTLIK	Communications with Adam Meislik, Aram Ordubegian and Russell Silberglie re sale hearing and related issues.	0.40	198.00
11/24/15	GV UTLIK	Review entered sale order and email to the debtor's team re sale order as entered.	0.20	99.00
11/24/15	GV UTLIK	Prepare for and attend hearing on the debtor's sale motion.	2.90	1,435.50
11/24/15	GV UTLIK	Review revised order approving the sale and communications with Russell Silberglie and Amanda Steele re same.	0.40	198.00
11/24/15	GV UTLIK	Draft email to Chambers submitting proposed order approving the debtor's sale motion.	0.10	49.50
			28.30	13,991.00

	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
ARAM ORDUBEGIAN	4.6	at	\$705.00	=	\$3,243.00
ANDY S. KONG	3.2	at	\$565.00	=	\$1,808.00
GEORGE V. UTLIK	13.6	at	\$495.00	=	\$6,732.00
LISA INDELICATO	6.9	at	\$320.00	=	\$2,208.00
Total	28.3				\$13,991.00

CURRENT FEES	\$13,991.00
SUBTOTAL FOR THIS MATTER	\$13,991.00

(00010)

Re: Claims Administration and Objections

FOR PROFESSIONAL SERVICES RENDERED THROUGH: November 30, 2015

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
10/28/15	GV UTLIK	Emails with Adam Meislik and Aram Ordubegian re status and potential payment of certain employees' claims against the estates and consulting retention going forward.	0.30	148.50
11/06/15	AS KONG	Review petitioning creditor counsel's motion for administrative claim and emails with team re same.	0.50	282.50
11/06/15	GV UTLIK	Review motion for payment of administrative expenses filed in the case and confer with Aram Ordubegian and Adam Meislik re same.	0.20	99.00
11/23/15	AS KONG	Review notice of claim from NY Labor dept and emails with team re same.	0.20	113.00
11/24/15	GV UTLIK	Review notice that NYS Department of Labor filed its claim on the Court's Claims Registry and emails with Brian Weiss re same.	0.10	49.50
			1.30	692.50

	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
ANDY S. KONG	0.7	at	\$565.00	=	\$395.50
GEORGE V. UTLIK	0.6	at	\$495.00	=	\$297.00
Total	1.3				\$692.50

CURRENT FEES	<u>\$692.50</u>
SUBTOTAL FOR THIS MATTER	\$692.50

(00013)

Re: Professional Retention

FOR PROFESSIONAL SERVICES RENDERED THROUGH: November 30, 2015

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
10/28/15	AS KONG	Revise AF retention application and supporting declarations.	0.60	339.00
10/29/15	AS KONG	Multiple emails with team re supplemental connections and notices for state and federal governmental agencies for retention application and sale motion and review case re expansion of insider definition.	0.50	282.50
10/29/15	AS KONG	Prepare proposed order on AF retention application.	0.30	169.50
10/29/15	AS KONG	Prepare proposed order on BMC retention application.	0.30	169.50
10/29/15	AS KONG	Prepare BMC retention application and supporting declaration.	0.90	508.50
10/30/15	AS KONG	Continue preparing BMC retention application.	1.30	734.50
10/30/15	GV UTLIK	Emails with Russell Silberglied and Andy Kong re retention applications and related process.	0.30	148.50
11/02/15	LA INDELICATO	Call Chambers to schedule hearing on applications to employ Debtor's professionals (.1); discussions with counsel regarding the professionals to be retained (.3).	0.40	128.00
11/02/15	AS KONG	Revise AF retention application, supporting declarations and proposed order.	1.30	734.50
11/02/15	AS KONG	Review Richard Laytons retention application.	0.30	169.50
11/02/15	AS KONG	Review proposed FA engagement letter and emails with A. Meslik and team re same and other outstanding professional retention issues.	0.40	226.00
11/02/15	AS KONG	Prepare BSW retention application, supporting declaration and proposed order and email same to B. Weiss with comments for review.	2.30	1,299.50
11/02/15	AS KONG	Revise BMC noticing agent retention application, supporting declaration and proposed order and email same to V. Bakshian with comments.	0.80	452.00
11/02/15	AS KONG	Review BMC claims agent retainer agreement, engagement letter and proposal.	0.50	282.50

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
11/02/15	AO ORDUBEGIAN	Review and revise Arent Fox, BSW, and BMC retention applications.	0.40	282.00
11/02/15	GV UTLIK	Communications with Adam Meislik re employment and retention issues.	0.30	148.50
11/02/15	GV UTLIK	Communications with Lisa Indelicato re employment and retention issues and related notices and deadlines.	0.20	99.00
11/02/15	GV UTLIK	Follow up regarding retention applications and related issues and emails with Russell Silberglie and Andy Kong re same.	0.20	99.00
11/02/15	GV UTLIK	Communications with Lisa Indelicato re contacting chambers re hearing for retention applications and related notice issues.	0.30	148.50
11/02/15	GV UTLIK	Follow up re retention applications to be prepared and filed for proposed estate professionals and applicable rules, hearing and scheduling issues.	0.40	198.00
11/03/15	LA INDELICATO	Discussions with George Utlik regarding retention of debtor's professionals.	0.20	64.00
11/03/15	AS KONG	Revise AF retention application.	0.20	113.00
11/03/15	AS KONG	Emails with A. Meislik, BMC and BSW re retention applications.	0.20	113.00
11/03/15	AS KONG	Prepare BSW and BMC retention applications with signature pages and exhibits for filing.	0.40	226.00
11/04/15	GV UTLIK	Follow up re monthly compensation procedures and related SDNY guidelines and communications with Lisa Indelicato and Aram Ardubegian re same.	0.30	148.50
11/05/15	LA INDELICATO	Review and revise retention application of BSW and Associates (1.6); review and revise retention application of BMC Group (1.5); email to counsel questions regarding applications (.3); draft Notice of Hearing on retention applications (.8); circulate drafts to team (.1); discussions with George Utlik regarding same (.5); correspond with counsel regarding retention applications (.3); additional revisions to retention applications per comments of counsel (1.5).	6.60	2,112.00
11/05/15	AS KONG	Revise notice of hearings on retention applications.	0.10	56.50

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
11/05/15	AS KONG	Review Richard Laytons' revised retention application and emails with R. Silberglide and A. Meislik re same.	0.50	282.50
11/05/15	AS KONG	Revise AF retention application and telephone with A. Ordubegian re same.	1.00	565.00
11/05/15	AS KONG	Revise BMC and BSW retention applications and telephone and emails with team re all pending retention applications to be filed.	0.70	395.50
11/05/15	AK KYERETWIE	Run supplemental conflicts for pending Professional Retention Application filing	1.90	446.50
11/06/15	LA INDELICATO	Various discussions with team regarding status and filing of retention applications of Debtor's professionals and review of same by US Trustee (.8); review and revise BMC retention application (.6); review and revise BSW retention application (.7); review and revise RLF retention application (1.4); review and revise Arent Fox retention application (2.3); discussions with team regarding adjournment of hearing on retention applications (.3); calls to chambers regarding adjournment (.2); calendar hearing date (.1)' prepare proosed case conference order (.5).	6.10	1,952.00
11/06/15	AS KONG	Multiple telephone and emails with team re UST request for retention application and coordinating and finalizing of retention applications.	1.50	847.50
11/06/15	AS KONG	Finalize AF retention application with supplemental connections and email to G. Utlik with cover email for UST.	0.60	339.00
11/06/15	AO ORDUBEGIAN	Calls and e-mail exchanges with professionals re US Trustee's review of applications and next steps.	0.40	282.00
11/06/15	GV UTLIK	Review, diligence and attention to estate professionals' draft retention applications and related materials.	1.60	792.00
11/06/15	GV UTLIK	Communications with Rob Hirsh and Aram Ordubegian re compliance with UST's review requirements and related issues before filing retention applications.	0.30	148.50
11/06/15	GV UTLIK	Work with Lisa Indelicato re draft retention applications, revisions and related issues.	0.80	396.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
11/06/15	GV UTLIK	Communications with Russell Silberglied re draft retention application and related issues re filing and adjourning hearing and filing re same.	0.30	148.50
11/06/15	GV UTLIK	Draft, review and revise memo to the Office of the United States Trustee with draft retention applications and addressing up front certain retention issues.	0.80	396.00
11/06/15	GV UTLIK	Communications with Aram Ordubegian and Andy Kong re supplements disclosures re Arent Fox's connections.	0.20	99.00
11/11/15	LA INDELICATO	Follow up regarding status of retention applications.	0.20	64.00
11/11/15	GV UTLIK	Follow up communications with the Office of the United States Trustee re draft retention applications.	0.10	49.50
11/12/15	AS KONG	Review AF, BSW and BMC retention applications in response to UST comments thereto and telephone and emails to UST re same.	0.80	452.00
11/12/15	AS KONG	Revise AF retention application and exhibits thereto and telephone and emails with A. Ordubegian and R. Silberglied re same.	1.20	678.00
11/12/15	AS KONG	Review revised BMC retention application and related documents and email to UST with comments.	0.50	282.50
11/12/15	AK KYERETWIE	Submit additional parties for conflict check per UST's instruction	0.50	117.50
11/12/15	GV UTLIK	Confer with Russell Silberglied re retention apps status.	0.10	49.50
11/12/15	GV UTLIK	Review UST's comments to professionals' draft retention applications and confer with Rob Hirsh, Russell Silberglied and Aram Ordubegian re open issues.	0.40	198.00
11/12/15	GV UTLIK	Follow up communications with Aram Ordubegian re issues and necessary revisions to Arent Fox's, BMC's and BSW's retention applications.	0.40	198.00
11/13/15	LA INDELICATO	Review, revise and file retention applications of BMC Group (.7), BSW & Associates (.8), Richards Layton & Finger (.7) and Arent Fox LLP (.9); review revise and file notice of hearing on retention applications (.4); arrange for service of applications and notice (.2).	3.70	1,184.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
11/13/15	AS KONG	Multiple emails with team and UST re UST review and comments to proposed professionals retention applications.	0.60	339.00
11/13/15	AS KONG	Revise BSW and AF retention applications and proposed orders and email same to A. Ordubegian with comments.	0.60	339.00
11/13/15	AK KYERETWIE	Phone and email exchange with BMC Re: Address changes to Creditor matrix	0.50	117.50
11/13/15	AO ORDUBEGIAN	Overview final preparation of all retention applications.	1.10	775.50
11/13/15	GV UTLIK	Review and finalize the estate professionals' retention applications, exhibits, proposed orders and related materials.	1.90	940.50
11/13/15	GV UTLIK	Review and revise draft motion for approval of monthly and interim compensation procedures.	0.80	396.00
11/13/15	GV UTLIK	Attention to UST's issues and comments to retention applications and communications with estate professionals re same.	0.90	445.50
11/13/15	GV UTLIK	Work with Lisa Indelicato and Aram Orbubegian re outstanding issues re estate professionals' retention applications and filing same.	1.20	594.00
11/13/15	GV UTLIK	Emails with Russell Siilberglied and other proposed estate professionals re retention applications and related issues.	0.40	198.00
11/13/15	GV UTLIK	Communications with BMC re service and notice of retention applications.	0.10	49.50
11/13/15	GV UTLIK	Review and revise notice re retention applications and motion for approval of monthly and interim compensation procedures.	0.30	148.50
11/16/15	AK KYERETWIE	Redact confidential account numbers for the Monthly Operating Report ending in 10/31/2015	0.80	188.00
11/17/15	LA INDELICATO	Prepare letter to Judge and US Trustee and packages enclosing courtesy copies of retention applications, compensation motions and notice of hearing.	0.70	224.00
			54.50	24,570.00

	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
ARAM ORDUBEGIAN	1.9	at	\$705.00	=	\$1,339.50
ANDY S. KONG	18.4	at	\$565.00	=	\$10,396.00

(00014)

Re: Fee Applications

FOR PROFESSIONAL SERVICES RENDERED THROUGH: November 30, 2015

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
11/04/15	LA INDELICATO	Research regarding interim compensation procedures, sample motions, SDNY fee guidelines, and form of proposed order granting fees.	2.30	736.00
11/12/15	AS KONG	Emails with team re interim compensation procedures.	0.20	113.00
11/13/15	LA INDELICATO	Review. revise and file interim compensation procedures motion.	0.80	256.00
11/13/15	AS KONG	Review draft interim compensation procedures motion.	0.40	226.00
			3.70	1,331.00

	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
ANDY S. KONG	0.6	at \$565.00 =	\$339.00
LISA INDELICATO	3.1	at \$320.00 =	\$992.00
Total	3.7		\$1,331.00

CURRENT FEES	\$1,331.00
SUBTOTAL FOR THIS MATTER	\$1,331.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
11/24/15	AO ORDUBEGIAN	Meeting with client re plan and disclosure statement and related case resolution matters post sale closing.	1.80	1,269.00
			1.80	1,269.00
			<u>Hours</u>	<u>Rate</u>
			<u>Value</u>	
ARAM ORDUBEGIAN		1.8 at \$705.00 =	\$1,269.00	
Total		1.8	\$1,269.00	
		CURRENT FEES		<u>\$1,269.00</u>
		SUBTOTAL FOR THIS MATTER		\$1,269.00

Re: Travel

FOR PROFESSIONAL SERVICES RENDERED THROUGH: November 30, 2015

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
11/19/15	AO ORDUBEGIAN	Travel to NY for sale hearing and meetings with client and legal team re all pending matters.	7.50	5,287.50
11/24/15	AO ORDUBEGIAN	Travel after sale hearing and related matters.	7.50	5,287.50
11/30/15	AO ORDUBEGIAN	Travel to NY for chapter 11 status conference, retention applications hearings, and interim compensation motion hearing.	7.50	5,287.50
			22.50	15,862.50

	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
ARAM ORDUBEGIAN	22.5	at	\$705.00	=	\$15,862.50
Total	22.5				\$15,862.50

CURRENT FEES	\$15,862.50
SUBTOTAL FOR THIS MATTER	\$15,862.50
INVOICE TOTAL	\$118,883.80

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 1644816
Invoice Date November 30, 2015
Client Number 037168

- - REMITTANCE COPY - -
PLEASE SEND WITH CHECK

TOTAL AMOUNT OF THIS INVOICE

\$118,883.80

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 1644816

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:	:
	:
	:
AIRFASTTICKETS, INC.,	:
	:
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 DECEMBER 1, 2015 THROUGH DECEMBER 31, 2015**

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:	December 1, 2015 – December 31, 2015
Total Amount of Compensation for Professional Services:	\$27,212.00
<i>Less</i> Holdback pursuant to Compensation Procedures Order dated December 2, 2015 (20%):	<u>\$5,442.40</u>
Interim Compensation for Professional Services (80%):	\$21,769.60
<i>Plus</i> Reimbursement for Actual and Necessary Expenses (100%):	<u>\$449.32</u>
TOTAL REQUESTED PAYMENT AT THIS TIME	\$22,218.92

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

1656448
December 31, 2015
037168

FOR PROFESSIONAL SERVICES RENDERED THROUGH December 31, 2015

<u>No.</u>	<u>Reference</u>	<u>Hours</u>	<u>Total</u>
00000	General	0.0	449.32
00001	Petition, Schedules, First day Orders	1.9	446.50
00002	Case Management and Operating Reports	17.3	8,717.50
00003	Corporate and Business Matters	0.3	211.50
00009	Asset Analysis and Recovery	7.5	4,146.50
00010	Claims Administration and Objections	16.3	5,835.50
00013	Professional Retention	2.8	1,407.00
00014	Fee Applications	10.8	3,626.00
00016	Disclosure Statement and Plan Matters and Solicitation	0.2	99.00
00019	Automatic Stay and Section 362 and 363 Matters	5.5	2,722.50
TOTALS		62.6	27,661.32

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)	6.10	705.00	4,300.50
ANDY S. KONG	2006 (CA)	5.40	565.00	3,051.00
<u>ASSOCIATES</u>				
GEORGE V. UTLIK	BR, 2008 (NY, NJ)	16.80	495.00	8,316.00
M. DOUGLAS FLAHAUT	BR, 2006 (CA); 2008 (MT)	4.80	495.00	2,376.00
Blended Rate for Attorneys: \$545.12				
<u>PARA PROFESSIONALS</u>				
LISA INDELICATO	BR	26.60	320.00	8,512.00
AMANDA KYERETWIE		1.90	235.00	446.50
MARIOLA WIATRAK		1.00	210.00	210.00
		62.6		27,212.00

SUMMARY OF CHARGES

POSTAGE	0.48
WESTLAW	118.80
OVERTIME MEALS & CABS	19.93
TAXICABS	83.80
COURT COSTS	125.00
OUT-OF-TOWN TRANSPORTATION	76.92
FedEx Package	24.39
	449.32

(00000)

Re: General

FOR PROFESSIONAL SERVICES RENDERED THROUGH: December 31, 2015

FOR CHARGES:

COURT COSTS

12/04/2015	COURT COSTS - COURTCALL LLC AIRFASTTICKETS, INC./15-11951 (ADAM MEISLIK)	37.00
12/04/2015	COURT COSTS - COURTCALL LLC AIRFASTTICKETS, INC./15-11951 (BRIAN WEISS)	44.00
12/04/2015	COURT COSTS - COURTCALL LLC AIRFASTTICKETS, INC./15-11951 (TINA MARIE FEIL)	44.00

COURT COSTS	125.00
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OUT-OF-TOWN TRANSPORTATION

12/01/2015	OUT-OF-TOWN TRANSPORTATION ARAM ORDUBEGIAN, PUBLIC TRANSIT, SUBWAY TO COURT.	2.00
12/01/2015	OUT-OF-TOWN TRANSPORTATION ARAM ORDUBEGIAN, PUBLIC TRANSIT, SUBWAY FROM COURT.	2.00
12/02/2015	OUT-OF-TOWN TRANSPORTATION ARAM ORDUBEGIAN, TAXI/CAR SERVICE HOTEL/JFK, TAXI FROM HOTEL TO JFK.	72.92

OUT-OF-TOWN TRANSPORTATION	76.92
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OVERNIGHT DELIVERY

12/11/2015	FedEx Package From: Andy Kong, Arent Fox LLP, LOS ANGELES, CA To: Citibank, N A, Citibank, N A, NEW YORK CITY, NY US Received By: P WILLIAMS	8.19
12/11/2015	FedEx Package From: Andy Kong, Arent Fox LLP, LOS ANGELES, CA To: Samira Abid, Citibank, N A, NEW YORK, NY US Received By: SIGNATURE NOT SUPPLIED	8.19
12/15/2015	FedEx Package From: Lisa Indelicato, ARENT FOX, NEW YORK, NY T o: Susan D Golden, Office of the United States Tr, NEW YORK CITY, NY US Received By: I GONZALES	8.01

OVERNIGHT DELIVERY	24.39
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OVERTIME MEALS & CABS

12/04/2015	OVERTIME MEALS & CABS SEAMLESS WEB ORDER FROM: Roast Kitchen (7th Ave) ORDERED BY: Lisa Indelicato	19.93
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OVERTIME MEALS & CABS	19.93
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POSTAGE

12/24/2015 POSTAGE User Harold Rivera produced \$0.48 in postage on 12/24/2015 at 00:00 hrs 0.48

POSTAGE 0.48

TAXICABS

12/15/2015 TAXICABS - CRC MANAGEMENT INC. DEST: 191-16 35 AVE 83.80

TAXICABS 83.80

WESTLAW

12/16/2015 WESTLAW User: KONG,ANDY 118.80

WESTLAW 118.80

CURRENT CHARGES \$449.32

SUBTOTAL FOR THIS MATTER \$449.32

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
12/10/15	AK KYERETWIE	Gather data from Schedule E and Schedule F; export data for review into multiple working formats; email to counsel	1.90	446.50
			1.90	446.50
			<u>Hours</u>	<u>Rate</u>
			<u>Value</u>	
AMANDA KYERETWIE		1.9 at \$235.00 =	\$446.50	
Total		1.9	\$446.50	
		CURRENT FEES		\$446.50
		SUBTOTAL FOR THIS MATTER		\$446.50

Re: Case Management and Operating Reports

FOR PROFESSIONAL SERVICES RENDERED THROUGH: December 31, 2015

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
12/01/15	AO ORDUBEGIAN	Attend chapter 11 status conference hearing and retention applications and interim compensation motion hearings; pre- and post-hearing meeting with various counsel re plan matters and next steps.	4.20	2,961.00
12/01/15	GV UTLIK	Prepare for and attend initial status conference and court hearing on professionals' retention applications and motion for approval of interim compensation procedures.	2.40	1,188.00
12/09/15	GV UTLIK	Follow up re preparation and filing debtor's MOR.	0.10	49.50
12/09/15	GV UTLIK	Follow up communications with Aram Ordubegian and Adam Meislik re bank accounts and related issues.	0.20	99.00
12/09/15	GV UTLIK	Emails and telephone calls with Aram Ordubegian re case management and open projects.	0.60	297.00
12/10/15	LA INDELICATO	Discussions with George Utlik regarding open issues.	0.30	96.00
12/10/15	AO ORDUBEGIAN	Call with G. Utlik re necessary motions (relief from stay, claims bar date, and plan scheduling).	0.60	423.00
12/10/15	GV UTLIK	Conference call with Aram Ordubegian re pending matters and open projects, issues and strategy.	0.60	297.00
12/14/15	LA INDELICATO	Discussion with George Utlik regarding 341 Notice.	0.20	64.00
12/14/15	AS KONG	Multiple emails with UST and team re 341 meeting of creditors.	0.30	169.50
12/14/15	GV UTLIK	Communications with Andy Kong and Aram Ordubegian re 341 meeting of creditors, UST's communications and request re notice and follow up issues and strategy.	0.30	148.50
12/14/15	GV UTLIK	Follow up re preparation and filing of MOR.	0.10	49.50
12/15/15	LA INDELICATO	Prepare 341 Notice in WORD (1.0); call with Joseph Nadkarni and George Utlik regarding date and location of 341 meeting and filing and service of Notice (.2).	1.20	384.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
12/15/15	LA INDELICATO	Review, revise, file and serve Monthly Operating Report (1.2); discuss same with George Utlik (.2).	1.40	448.00
12/15/15	LA INDELICATO	Discussions with George Utlik regarding filing and service of 341 Notice.	0.20	64.00
12/15/15	AS KONG	Review November MOR.	0.30	169.50
12/15/15	AS KONG	Emails with team re rescheduling of 341 meeting.	0.20	113.00
12/15/15	GV UTLIK	Conference call and follow up email to Joseph T. Nadkarni of the Office of the United States Trustee re 341 meeting, notice and process.	0.20	99.00
12/15/15	GV UTLIK	Follow up call with Joseph T. Nadkarni and Lisa Indelicato re 341 meeting of creditors and notice re same.	0.20	99.00
12/15/15	GV UTLIK	Conference call with Lisa Indelicato re 341 meeting of creditors and related procedures, filing and serving debtor's MOR and professionals' statements and related issues.	0.30	148.50
12/18/15	LA INDELICATO	Email Joseph Nadkarni regarding location of 341 meeting.	0.10	32.00
12/18/15	GV UTLIK	Work with Lisa Indelicato re 341 meeting of creditors, scheduling and related issues.	0.40	198.00
12/23/15	LA INDELICATO	Discussions with George Utlik regarding filing and service of 341 Notice (.3). Various calls with Court personnel regarding same (.5). Download and review 341 Notice issued by Clerk (.1). Discussions with Court personnel and George Utlik regarding incorrect date in Notice (.3). Download and review corrected 341 Notice issued by Clerk (.1). Coordinate service of same with BMC (.3).	1.60	512.00
12/23/15	LA INDELICATO	Discussion with George Utlik regarding service of 341 Notice and email from Court re same.	0.20	64.00
12/23/15	GV UTLIK	Work with Lisa Indelicato re 341 meeting of creditors filing by the court, process, notice and service and draft claims bar date motion and related issues for case management purposes.	0.60	297.00
12/23/15	GV UTLIK	Communications with Aram Ordubegian re case status and open projects for case management purposes.	0.20	99.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
12/27/15	GV UTLIK	Review emails and correspondence re pending projects and to do list and follow up communications with Aram Ordubegian re same.	0.30	148.50
			17.30	8,717.50
		<u>Hours</u>	<u>Rate</u>	<u>Value</u>
ARAM ORDUBEGIAN		4.8	at \$705.00 =	\$3,384.00
ANDY S. KONG		0.8	at \$565.00 =	\$452.00
GEORGE V. UTLIK		6.5	at \$495.00 =	\$3,217.50
LISA INDELICATO		5.2	at \$320.00 =	\$1,664.00
Total		17.3		\$8,717.50
CURRENT FEES				\$8,717.50
SUBTOTAL FOR THIS MATTER				\$8,717.50

FOR PROFESSIONAL SERVICES RENDERED THROUGH: December 31, 2015

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
12/02/15	AO ORDUBEGIAN	E-mail exchanges and calls with client re NY employment issues re remaining employees of Debtor.	0.30	211.50
			0.30	211.50
			<u>Hours</u>	<u>Rate</u>
			<u>Value</u>	
ARAM ORDUBEGIAN		0.3 at \$705.00 =		\$211.50
Total		0.3		\$211.50
		CURRENT FEES		\$211.50
		SUBTOTAL FOR THIS MATTER		\$211.50

(00009)

Re: Asset Analysis and Recovery

FOR PROFESSIONAL SERVICES RENDERED THROUGH: December 31, 2015

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
12/07/15	AS KONG	Meeting with D. Flahaut re surety bond issues.	0.20	113.00
12/08/15	AO ORDUBEGIAN	E-mail exchanges with client re monies left in CD account and next steps.	0.20	141.00
12/08/15	GV UTLIK	Communications with Adam Meislik and Dom Fennell re debtor's potential interest in CD funds and review related documents.	0.40	198.00
12/08/15	GV UTLIK	Follow up communications with Dominic Fennell and correspondence from Samir Abid of Citibank and insider's responses re letter of credit for British Airways and consider related issues re estate's interest and potential recovery.	0.40	198.00
12/08/15	GV UTLIK	Communications with Aram Ordubegian re hold letter to the bank re British Airways.	0.10	49.50
12/09/15	AO ORDUBEGIAN	E-mail exchanges with client re CD monies and obtaining same.	0.20	141.00
12/09/15	GV UTLIK	Follow up communications with Dom Fennell re contacting Anthony Giannopapas of Citibank with respect to the British Airways \$35,000 letter of credit.	0.20	99.00
12/09/15	GV UTLIK	Follow up communications with Dom Fennell re access to \$167,000 letter of credit and next steps.	0.20	99.00
12/10/15	GV UTLIK	Review correspondence from Dom Fennell re insurance endorsements and adding debtor in possession as additional named insured.	0.20	99.00
12/11/15	AS KONG	Emails with team re surety bond issues.	0.30	169.50
12/11/15	AS KONG	Prepare letter to Citibank re letter of credit freeze.	0.70	395.50
12/11/15	AS KONG	Review emails and documents re British Airways and line of credit release and emails with team and meeting with A. Ordubegian re same.	0.60	339.00
12/11/15	AO ORDUBEGIAN	Review and revise letter to Citibank re protection of CD monies.	0.20	141.00
12/11/15	GV UTLIK	Follow up re debtor's interest in certain CD and related issues and strategy.	0.20	99.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
12/11/15	GV UTLIK	Communications with Dominic J. Fennell and Doug Flahaut re surety bonds and related issues.	0.40	198.00
12/15/15	AS KONG	Emails with D. Fennell and team re Citibank letter of credit and freezing of same and related issues.	0.20	113.00
12/16/15	AS KONG	Emails with Citibank counsel and team re letter of credit freeze issues.	0.20	113.00
12/16/15	AS KONG	Prepare responsive letter to Citibank re estate interest in letter of credit.	1.20	678.00
12/16/15	AO ORDUBEGIAN	E-mail exchanges re Citibank monies; revise letter to opposing counsel re same.	0.10	70.50
12/16/15	GV UTLIK	Follow up re letter of credit issues and communications with Andy Kong and Aram Ordubegian re correspondence and documents in support of the debtor's position re interest in the funds.	0.40	198.00
12/17/15	AS KONG	Emails with Citibank and team re temporary freezing of letter of credit and next steps.	0.20	113.00
12/17/15	GV UTLIK	Follow up communications with Aram Ordubegian re surety bonds and other issues.	0.20	99.00
12/18/15	AS KONG	Email from D. Fennely re freezing of Citibank account.	0.10	56.50
12/28/15	AS KONG	Review spreadsheet of pre-petition transfers of moneys and emails with G. Utlik and D. Fennell re same and next steps.	0.40	226.00
			7.50	4,146.50

	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
ARAM ORDUBEGIAN	0.7	at	\$705.00	=	\$493.50
ANDY S. KONG	4.1	at	\$565.00	=	\$2,316.50
GEORGE V. UTLIK	2.7	at	\$495.00	=	\$1,336.50
Total	7.5				\$4,146.50

CURRENT FEES	\$4,146.50
SUBTOTAL FOR THIS MATTER	\$4,146.50

(00010)

Re: Claims Administration and Objections

FOR PROFESSIONAL SERVICES RENDERED THROUGH: December 31, 2015

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
12/01/15	LA INDELICATO	Research of current bar date guidelines, form bar date order, updated proof of claim form and sample bar date motions recently filed in SDNY (.7). Calculate deadline to file and serve bar date motion for January 13th hearing (.2). Discussions with GU regarding bar date motion (.2).	1.10	352.00
12/01/15	GV UTLIK	Review communications with Susan D. Golden and William C. Heuer re admin expense motion and scheduling and email to Susan and Bill re hearing results and next hearing date.	0.20	99.00
12/01/15	GV UTLIK	Communications with Lisa Indelicato re claims bar date motion and related issues.	0.20	99.00
12/01/15	GV UTLIK	Review local rules and forms re claims bar date motion and proposed order and related procedures.	0.40	198.00
12/01/15	GV UTLIK	Communications with Adam Meislik re insider's alleged claims, employment agreements and alleged royalty issues and review related documents.	0.40	198.00
12/02/15	LA INDELICATO	Discussions with George Utlik regarding bar date motion.	0.20	64.00
12/02/15	LA INDELICATO	Draft Motion to Set Last Day to File Proofs of Claim.	3.20	1,024.00
12/02/15	LA INDELICATO	Research regarding Motion to Set Last Day to File Proofs of Claim.	0.70	224.00
12/02/15	LA INDELICATO	Review new SDNY procedural guidelines to establish deadlines for the filing of proofs of claim in chapter 11 cases.	0.80	256.00
12/02/15	LA INDELICATO	Review new SDNY form order establishing deadline for the filing of proofs of claim in chapter 11 cases.	0.40	128.00
12/02/15	LA INDELICATO	Prepare draft bar date order.	1.40	448.00
12/02/15	LA INDELICATO	Prepare draft bar date notice.	0.70	224.00
12/02/15	AO ORDUBEGIAN	E-mail exchanges and calls with client and legal team re claims bar date matters.	0.30	211.50
12/02/15	GV UTLIK	Review notice of adjournment re court hearing by Bill Heuer and calendar hearing date.	0.10	49.50

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
12/02/15	GV UTLIK	Communications with Russell Silberglied and Lisa Indelicato re insider's alleged claims and claims bar date motion and proposed order provisions.	0.20	99.00
12/04/15	LA INDELICATO	Revise bar date motion.	0.80	256.00
12/07/15	LA INDELICATO	Discussion with George Utlik regarding bar date motion.	0.10	32.00
12/10/15	LA INDELICATO	Discussions with George Utlik regarding claims bar date motion.	0.30	96.00
12/10/15	GV UTLIK	Communications with Lisa Indelicato re claims bar date motion, issues and procedures.	0.30	148.50
12/14/15	LA INDELICATO	Meeting with George Utlik regarding bar date motion and new guidelines.	0.70	224.00
12/14/15	GV UTLIK	Work with Lisa Indelicato re claims bar date and requirements and timeline under SDNY guidelines and process.	0.60	297.00
12/15/15	LA INDELICATO	Meeting with George Utlik regarding motion to establish deadline to file claims.	1.00	320.00
12/15/15	LA INDELICATO	Review rules and calculate dates for bar date motion.	0.80	256.00
12/16/15	LA INDELICATO	Prepare Notice of Commencement of Chapter 11 Case.	1.00	320.00
12/16/15	AS KONG	Review insider's statement of claim filed against estate.	0.20	113.00
12/22/15	GV UTLIK	Review communications between Adam Meislik and Owen Davies and email proof of claim form to Owen Davies.	0.20	99.00
			16.30	5,835.50

	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
ARAM ORDUBEGIAN	0.3	at	\$705.00	=	\$211.50
ANDY S. KONG	0.2	at	\$565.00	=	\$113.00
GEORGE V. UTLIK	2.6	at	\$495.00	=	\$1,287.00
LISA INDELICATO	13.2	at	\$320.00	=	\$4,224.00
Total	16.3				\$5,835.50

CURRENT FEES	\$5,835.50
SUBTOTAL FOR THIS MATTER	\$5,835.50

Re: Professional Retention

FOR PROFESSIONAL SERVICES RENDERED THROUGH: December 31, 2015

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
12/01/15	GV UTLIK	Review and revise proposed Order Approving Retention Application of Arent Fox LLP as General Bankruptcy and Restructuring Counsel to the Debtor.	0.30	148.50
12/01/15	GV UTLIK	Review and revise proposed Order Approving Retention Application of Richards, Layton & Finger, P.A. as Special Counsel to the Debtor.	0.30	148.50
12/01/15	GV UTLIK	Review and revise proposed Order Approving Retention Application of BSW & Associates as Financial Advisor to the Debtor.	0.30	148.50
12/01/15	GV UTLIK	Review and revise proposed Order Approving Retention Application of BMC Group, Inc. as Claims and Noticing Agent for the Debtor	0.30	148.50
12/01/15	GV UTLIK	Review and revise proposed Order Approving the Debtor's Motion for Entry of an Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals.	0.30	148.50
12/02/15	AS KONG	Review order approving various professional retention applications and order approving fee procedure.	0.30	169.50
12/02/15	GV UTLIK	Communications with Aram Ordubegian and Adam Meislik re employment of ordinary course professionals and payments.	0.20	99.00
12/02/15	GV UTLIK	Review orders entered by the Court re professionals' employment applications.	0.20	99.00
12/17/15	GV UTLIK	Review RL&F's notice re hourly rates increase and confer with Russell Silberglied re same.	0.30	148.50
12/17/15	GV UTLIK	Work re Arent Fox's notice re increase of rates and related issues and communications with Aylin Soolassians and Lisa Indelicato re same.	0.30	148.50
			2.80	1,407.00

	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
ANDY S. KONG	0.3	at	\$565.00	=	\$169.50
GEORGE V. UTLIK	2.5	at	\$495.00	=	\$1,237.50
Total	2.8				\$1,407.00

CURRENT FEES	\$1,407.00
SUBTOTAL FOR THIS MATTER	\$1,407.00

(00014)

Re: Fee Applications

FOR PROFESSIONAL SERVICES RENDERED THROUGH: December 31, 2015

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
12/01/15	LA INDELICATO	Discussions with George Utlik regarding preparation of form monthly fee statement for use by Debtor's professionals and calendaring dates for filing monthly fee statements and interim fee applications.	0.20	64.00
12/01/15	GV UTLIK	Draft email to Chambers re proposed four orders approving retention applications and order approving motion for entry of an order establishing procedures for interim compensation and reimbursement of expenses for retained professionals.	0.20	99.00
12/07/15	LA INDELICATO	Prepare form of monthly fee statement.	0.60	192.00
12/07/15	GV UTLIK	Review draft monthly fee notice.	0.10	49.50
12/08/15	LA INDELICATO	Revise form of monthly fee statement (.3); review compensation procedures order (.1); discuss filing deadline of service of same with George Utlik (.2).	0.60	192.00
12/08/15	GV UTLIK	Review and revise draft monthly statement form for estate professionals.	0.20	99.00
12/09/15	GV UTLIK	Follow up communications re procedures for submitting estate professionals monthly fee statements.	0.20	99.00
12/10/15	GV UTLIK	Emails with Aram Ordubegian re draft compensation statement.	0.10	49.50
12/14/15	LA INDELICATO	Review Arent Fox's invoice for compliance with US Trustee Guidelines and local rules (.7); discuss same with George Utlik (.2).	0.90	288.00
12/14/15	GV UTLIK	Review Arent Fox draft monthly invoice and confer with Lisa Indelicato and Aram Ordubegian re comments and revisions re same.	0.40	198.00
12/14/15	GV UTLIK	Communications with Russell Silberglied and Aram Ordubegian re interim compensation process, notice re upcoming annual rate increase and related issues.	0.20	99.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
12/15/15	LA INDELICATO	Discussions with George Utlik and Accounting regarding cost exceptions and other revisions to invoice necessary to comply with US Trustee Guidelines and local rules (.6); review revised invoice (.4); prepare monthly fee statement (.8); circulate monthly fee statement for review and comment (.1); review BSW monthly fee statement (.2); correspond with George Utlik, and Brian Weiss regarding revisions to BSW fee statement (.3); review BSW retention order to determine whether BSW is subject to a holdback (.2); discuss same with Aram Ordubegian (.1); review, file and serve monthly fee statement of Richards Layton & Finger (.7); revise, file and serve monthly fee statement of Arent Fox (.8); review, file and serve monthly fee statement of BSW & Associates (.7).	4.90	1,568.00
12/15/15	GV UTLIK	Communications with Lisa Indelicato re professionals' fee statement filing and related issues.	0.20	99.00
12/15/15	MW WIATRAK	Filing with court three monthly fee statements.	0.60	126.00
12/17/15	LA INDELICATO	Review and electronically file Supplemental Affidavit of Russell Silberglied regarding 2016 Rate Increase (.3); discuss same with Russell Silberglied (.1).	0.40	128.00
12/17/15	LA INDELICATO	Review, revise and electronically file Supplemental Affidavit of Aram Ordubegian regarding 2016 Rate Increase.	0.40	128.00
12/18/15	LA INDELICATO	Coordinate with BMC regarding service of Supplemental Affidavits Regarding 2016 Rate increases of Richards Layton & Finger and Arent Fox.	0.20	64.00
12/29/15	MW WIATRAK	Retrieve and review compensation order and calendar deadline for filing first interim fee application	0.40	84.00
			10.80	3,626.00

	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
GEORGE V. UTLIK	1.6	at	\$495.00	=	\$792.00
LISA INDELICATO	8.2	at	\$320.00	=	\$2,624.00
MARIOLA WIATRAK	1.0	at	\$210.00	=	\$210.00
Total	10.8				\$3,626.00

CURRENT FEES

\$3,626.00

SUBTOTAL FOR THIS MATTER \$3,626.00

Re: Automatic Stay and Section 362 and 363 Matters

FOR PROFESSIONAL SERVICES RENDERED THROUGH: December 31, 2015

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>	
12/07/15	MD FLAHAUT	Detailed review of transportation bonds and related issues; conference with A. Kong and telephone conference with counsel for bondholder re relief from stay to terminate and refund same.	1.70	841.50	
12/07/15	GV UTLIK	Review communications with Russell Silberglied and Susan Golden re 362 issues and approach re Vice Chancellor Laster.	0.20	99.00	
12/07/15	GV UTLIK	Communications with Russell Silberglied and Aram Ordubegian re strategy for lifting the stay to get pre-order for relief fees approved by Vice Chancellor Laster.	0.20	99.00	
12/10/15	MD FLAHAUT	Telephone conference and exchange of e-mails with G. Pagter re issues related to state travel bonds and potential stipulation re relief from stay with respect to same; legal research re state law treatment of such travel bonds.	0.80	396.00	
12/11/15	MD FLAHAUT	Telephone conference and exchange of e-mails with G. Utlik re relief from stay issues related to travel bonds.	0.40	198.00	
12/11/15	MD FLAHAUT	Research state law travel bond issues and exchange of e-mails with D. Fennell and A. Meislik re same.	0.90	445.50	
12/17/15	GV UTLIK	Follow up communications with Russell Silberglied re call with Susan Golden and related issues.	0.20	99.00	
12/17/15	GV UTLIK	Communications with Aram Ordubegian re lift stay motion.	0.10	49.50	
12/18/15	MD FLAHAUT	Telephone conference and exchange of e-mails with G. Pagter re travel bond issues.	0.30	148.50	
12/18/15	MD FLAHAUT	Initial receipt and review of documentation re travel bonds and proposed stipulation for relief from stay re same from G. Pagter.	0.70	346.50	
			5.50	2,722.50	
			<u>Hours</u>	<u>Rate</u>	<u>Value</u>
	M. DOUGLAS FLAHAUT		4.8	at \$495.00 =	\$2,376.00
	GEORGE V. UTLIK		0.7	at \$495.00 =	\$346.50

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 1656448
Invoice Date December 31, 2015
Client Number 037168

- - REMITTANCE COPY - -
PLEASE SEND WITH CHECK

TOTAL AMOUNT OF THIS INVOICE

\$27,661.32

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 1656448

EXHIBIT B

SUMMARY OF FEES
DECEMBER 1, 2015 – DECEMBER 31, 2015

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.	6.10	\$705	\$4,300.50
Andy S. Kong	Joined firm as an associate in 2009. Member of the CA bar since 2006.	5.40	\$565	\$3,051.00
George V. Utlik	Joined firm as an associate in 2009. Member of NJ bar since 2008. Member of NY bar since 2008.	16.80	\$495	\$8,316.00
M. Douglas Flahaut	Joined firm as an associate in 2009. Member of the CA bar since 2006.	4.80	\$495.00	\$2,376.00
Lisa Indelicato	Paraprofessional	26.60	\$320	\$8,512.00
Amanda Kyeretwie	Paraprofessional	1.90	\$235	\$446.50
Mariola Wiatrak	Paraprofessional	1.00	\$210	\$210.00
TOTALS		62.60		\$27,212.00

Blended Rate: \$597.23¹

¹ The Blended Rate excludes paraprofessionals' time.

EXHIBIT C

**SUMMARY OF EXPENSES
DECEMBER 1, 2015 – DECEMBER 31, 2015**

Expense Category	Service Provider (if applicable)	Total Expenses
Postage		0.48
Westlaw		\$118.80
Overtime Meals and Cabs		\$19.93
Taxicabs		\$83.80
Court Costs		\$125.00
Out-of-Town Transportation		\$76.92
Overnight delivery	FedEx	\$24.39
TOTAL:		\$449.32