

**EXHIBIT A**  
**TO MOTION TO APPROVE DISCLOSURE STATEMENT**  
**(PROPOSED ORDER)**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re:	:	Chapter 11
	:	
AIRFASTTICKETS, INC.,	:	Case No. 15-11951 (SHL)
	:	
Debtor.	:	
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**ORDER (I) APPROVING THE DISCLOSURE STATEMENT,  
(II) ESTABLISHING PLAN SOLICITATION AND VOTING PROCEDURES,  
(III) SCHEDULING A CONFIRMATION HEARING, AND  
(IV) ESTABLISHING NOTICE AND OBJECTION PROCEDURES FOR  
CONFIRMATION OF THE DEBTOR’S CHAPTER 11 PLAN OF LIQUIDATION**

Upon the motion, dated July 11, 2016 (the “Motion”)<sup>1</sup> of Airfasttickets, Inc., as debtor and debtor in possession (the “Debtor”), for an order under sections 105(a), 502, 1123, 1124, 1125, 1126, and 1128 of title 11 of the United States Code (the “Bankruptcy Code”), Rules 2002, 3003, 3016, 3017, 3018, 3020, 6006, 9006, 9007, 9013, 9014, and 9021 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rules 2002-1 and 3017-1 of the Local Bankruptcy Rules for the Southern District of New York (the “Local Rules”), (i) approving the Debtor’s disclosure statement (the “Disclosure Statement”); (ii) establishing plan solicitation and voting procedures (the “Solicitation Procedures”); (iii) scheduling a confirmation hearing; and (iv) establishing notice and objection procedures for confirmation of the Debtor’s chapter 11 plan of liquidation (the “Plan”), as further described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein under 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding under 28 U.S.C. § 157(b); and venue being proper before this Court under 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to all necessary parties,

<sup>1</sup> Capitalized terms used but not defined herein shall have the meaning ascribed to them in the Motion.

and it appearing that no other or further notice need be provided; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtor, its estate, creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is **FOUND AND DETERMINED AS FOLLOWS:**

A. **Adequate Information** – The Disclosure Statement, attached hereto as **Exhibit 1**, contains adequate information within the meaning of section 1125 of the Bankruptcy Code and no further information is necessary.

B. **Fair and Equitable Voting Procedures** – The procedures, set forth below, for the solicitation and tabulation of votes to accept or reject the Plan provide for a fair and equitable voting process and are consistent with section 1126 of the Bankruptcy Code.

C. **Non-Voting Class** – Equity Holders in Class 3 are Impaired (the “Impaired Class”) and, accordingly, Equity Holders are conclusively presumed to reject the Plan and not entitled to vote on account of their equity interests (the “Non-Voting Class”).

D. **Voting Classes** – Claims in Classes 2-A and 2-B are Impaired and are entitled to vote on account of such Claims (collectively, “Voting Classes”); provided (a) as of the Record Date, the outstanding amount of such claim is greater than zero (\$0.00); (b) as of the Record Date, the claim has not been disallowed, expunged, disqualified, or suspended; or (c) unless otherwise provided herein, such claim or interest is subject to an objection or request for estimation that has been filed with this Bankruptcy Court. Further, creditors that are not scheduled in the Debtor’s Schedules or those that have not timely filed a proof of claim by the Bar Dates are not entitled to vote.

E. **Solicitation Packages** – The proposed distribution and contents of the Solicitation Packages comply with Bankruptcy Rules 2002 and 3017 and constitute sufficient notice to all interested parties of the Record Date, Voting Deadline, Plan Objection Deadline, Confirmation Hearing, and all related matters.

F. **Ballots** – The form of the Ballots annexed hereto as **Exhibits 4 and 5** (collectively, the “**Ballots**”) are consistent with the Official Bankruptcy Form No. 314, address the particular needs of this Debtor’s chapter 11 case, and provide adequate information and instructions for each individual entitled to vote to accept or reject the Plan and no further information or instruction is necessary.

G. **Notices of Non-Voting Status** – The Notice of Non-Voting Status, substantially in the form annexed hereto as **Exhibits 2 and 3**, complies with the Bankruptcy Code, the Bankruptcy Rules, and the Local Rules and provides adequate notice to the holders of Priority Non-Tax Claims and Equity Holders of their non-voting status and no further notice is necessary.

H. **The Voting Deadline** – The period and Voting Deadline, set forth below, during which the Debtor may solicit acceptances to the Plan is a reasonable and sufficient period of time for the Voting Classes to make an informed decision whether to accept or reject the Plan and timely return Ballots evidencing such decision.

I. **Confirmation Notice and Objection Procedures** – The procedures, set forth below, regarding notice to all parties in interest of the time, date, and place of the hearing to consider confirmation of the Plan (the “**Confirmation Hearing**”) constitute good and sufficient notice to all interested parties and no further notice is necessary.

**THEREFORE, IT IS HEREBY ORDERED AS FOLLOWS:**

**Approval of the Disclosure Statement**

1. The Disclosure Statement, attached hereto as **Exhibit 1**, is **APPROVED**.

2. All objections to the Disclosure Statement that have not been withdrawn or resolved as provided for in the record of the Disclosure Statement hearing are overruled.

**Temporary Allowance of Claims**

3. Solely for purposes of voting to accept or reject the Plan and not for the purpose of the allowance of, or distribution on account of, a claim or interest, and without prejudice to the rights of the Debtor in any other context, each claim or interest within a Class of Claims entitled to vote to accept or reject the Plan is temporarily allowed in an amount equal to the amount of such claim or interest as set forth in the Schedules subject to the following exceptions (unless expressly waived by the Debtor):

- (a) If a claim or interest is deemed allowed under the Plan, such claim or interest is allowed for voting purposes in the deemed allowed amount set forth in the Plan;
- (b) If a proof of claim was timely filed in an amount that is liquidated, non-contingent, and undisputed, such claim is temporarily allowed in the amount set forth on the proof of claim, unless such claim is disputed as set forth in subparagraph (g) below;
- (c) If a claim for which a proof of claim has been timely filed is wholly contingent, unliquidated, disputed, unknown, or undetermined, such claim is accorded one vote and valued at one dollar (\$1.00) for voting purposes only, and not for purposes of allowance or distribution, unless such claim is disputed as set forth in subparagraph (g) below;
- (d) If a claim or interest has been estimated or otherwise allowed for voting purposes by order of the Bankruptcy Court, such claim is temporarily allowed in the amount so estimated or allowed by the Bankruptcy Court for voting purposes only, and not for purposes of allowance or distribution;
- (e) If a claim is listed in the Schedules as contingent, unliquidated, or disputed and a proof of claim was not (a) filed by the Bar Dates for the filing of proofs of claim established by the Bankruptcy Court or (b) deemed timely filed by an order of the Bankruptcy Court prior to the Voting Deadline, the Debtor proposes that such claim be disallowed for voting purposes and for purposes of allowance and distribution pursuant to Bankruptcy Rule 3003(c);

- (f) If a claim is listed in the Schedules or on a timely filed proof of claim as contingent, unliquidated, or disputed in part, such claim is temporarily allowed in the amount that is liquidated, non-contingent, and undisputed for voting purposes only, and not for purposes of allowance or distribution, unless such claim is disputed as set forth in subparagraph (g) below;
- (g) If a party in interest has filed an objection or request for estimation as to a claim or interest, such claim is temporarily disallowed (to the extent provided in the objection or request) for voting purposes only but not for purposes of allowance or distribution, except as ordered by the Bankruptcy Court before the Voting Deadline; and
- (h) Unless temporarily allowed for voting purposes by the Bankruptcy Court, if a proof of claim asserts a claim that is not in U.S. dollars, such claim will be treated as unliquidated and allowed for voting purposes only in the amount of \$1.00.

**Voting Record Date**

4. The Voting Record Date is set as **August 6, 2016** for all holders of claims and interests unless otherwise agreed to by the Debtor.

**Solicitation Packages**

5. The Solicitation Packages as described below are **APPROVED**.

6. On or before **August 29, 2016** or as soon as reasonably practicable thereafter, the Debtor shall mail or cause to be mailed the Solicitation Packages to all parties entitled to receive notice of the Confirmation Hearing under Bankruptcy Rule 2002.

7. Solicitation Packages (either in printed hard copies or CD-ROM format, or a combination thereof) shall contain:

- (a) the Confirmation Hearing Notice;
- (b) to Voting Classes;
  - (1) this Order (without attachments);
  - (2) the Disclosure Statement, which shall include the Plan as an attachment;
  - (3) a Ballot; and

(c) to Non-Voting Classes, a Notice of Non-Voting Status.

8. The Debtor is authorized to make non-substantive changes to the Disclosure Statement, the Plan, and related materials without further order of the Court.

### **Ballots**

9. The form of Ballots, attached hereto as **Exhibits 5 and 6** are **APPROVED**.

10. To holders of General Unsecured Claims in Class 2-A, the Debtor shall send the Class 2-A Ballot at **Exhibit 5** hereto.

11. To Airfasttickets Ltd. as the holder of General Unsecured Claim in Class 2-B, the Debtor shall send the Class 2-B Ballot at **Exhibit 6** hereto.

### **Notices of Non-Voting Status**

12. The Notice of Non-Voting Status to holders of Priority Non-Tax Claims, attached hereto as **Exhibit 2** is **APPROVED**.

13. The Notice of Non-Voting Status to Equity Holders, attached hereto as **Exhibit 3** is **APPROVED**.

### **The Voting Deadline**

14. The Voting Deadline is **September 29, 2016 at 5:00 p.m. (prevailing Eastern Time)** for all holders of claims and interests unless otherwise agreed to by the Debtor.

15. To be counted, a Ballot must be properly executed, completed, and delivered to the Voting Agent by first-class mail, overnight courier, or personal delivery such that the Ballot is actually received at the addresses set forth in the Ballot by the Voting Deadline.

### **Tabulation Procedures**

16. The following tabulation procedures are **APPROVED**:

- (a) if a creditor casts more than one Ballot voting the same claim(s) or interest(s) before the Voting Deadline, the last properly completed and

executed Ballot received before the Voting Deadline be deemed to reflect the voter's intent, and thus, to supersede any prior Ballots.

- (b) the following Ballots shall not be counted:
  - (1) any Ballot that is properly completed, executed, and timely returned to the Voting Agent, but (i) does not indicate either an acceptance or rejection of the Plan or (ii) indicates both an acceptance and a rejection of the Plan;
  - (2) in the absence of any extension of the Voting Deadline granted by the Debtor, any Ballot received after the Voting Deadline;
  - (3) any Ballot that is illegible or contains insufficient information to permit the identification of the claimant;
  - (4) any Ballot cast by a person or entity that does not hold a claim or interest in a Class that is entitled to vote to accept or reject the Plan;
  - (5) any Ballots not bearing an original signature; or
  - (6) any Ballot transmitted to the Voting Agent by facsimile, telecopy, other means of electronic transmission, or any means other than those expressly approved herein.
- (c) if a party that is entitled to vote has more than one claim or interest within the same Class against the Debtor based upon different transactions, the Debtor proposes that said party shall be entitled to one vote in the aggregate dollar amount of all of said claims or interests;
- (d) if a creditor indicates a claim amount on its Ballot that is different than the amount otherwise calculated in accordance with the procedures set forth herein, such claim shall be temporarily allowed for voting purposes in the lesser of the two said amounts; and
- (e) notwithstanding anything to the contrary contained herein, the Debtor propose that any creditor who has scheduled, filed or purchased any duplicate claims be provided with only one Solicitation Package and one Ballot and be permitted to vote only a single claim for numerosity purposes in a dollar amount based upon its claim against one of the Debtor, regardless of whether any party in interest has objected to such duplicate claims.

17. With respect to transfers of claims or interests filed under Bankruptcy Rule 3001, the holder of a claim as of the Record Date shall be the transferor of such claim or interest and

entitled to cast the Ballot with respect to that claim or interest unless the documentation evidencing such transfer was docketed by the Court on or before **twenty-one (21) days** prior to the Record Date and no timely objection with respect to such transfer was filed by the transferor.

18. The Debtor or the Voting Agent is authorized (but not required to) contact parties that submit incomplete or otherwise deficient Ballots to cure such deficiencies. The Debtor is authorized to waive any such deficiencies in its discretion based upon the facts and circumstances in connection therewith.

#### **Confirmation Hearing**

19. The Confirmation Hearing is scheduled for **October 13, 2016 at 11:00 a.m. (prevailing Eastern Time)**; provided, however, that the Confirmation Hearing may be adjourned or continued from time to time by the Court or the Debtor without further notice other than adjournments announced in open Court or as indicated in any notice of agenda of matters scheduled for hearing filed by the Debtor with the Court.

20. The Notice of the Confirmation Hearing, attached hereto as **Exhibit 4** is **APPROVED**.

#### **Plan Confirmation Objections**

21. The Plan Objection Deadline is **October 6, 2016 at 5:00 p.m. (prevailing Eastern Time)**.

22. Objections and responses, if any, to confirmation of the Plan, must be in writing, and must (a) conform to the Bankruptcy Rules and the Local Rules, (b) set forth the name of the objecting party, the nature and amount of claims or interests held or asserted by the objecting party against the Debtor's estate or property; and (c) provide the basis for the objection and the specific grounds therefore.

23. Registered users of the Bankruptcy Court's case filing system must electronically file their objections and responses. All other parties in interest must file their objections and responses in writing, must conform to the Bankruptcy Rules and the Local Rules, and must be filed with the Clerk of the Bankruptcy Court (with a courtesy copy delivered to Chambers of the Honorable Sean H. Lane).

24. Any objections or responses must also be served upon and received by the Notice Parties no later than the Plan Objection Deadline.

25. The Debtor may file and serve replies or an omnibus reply to any such objections no later than **October 11, 2016 at 5:00 p.m. (prevailing Eastern Time)**.

26. The Debtor may file and serve the Ballot certification no later than **October 6, 2016 at 5:00 p.m. (prevailing Eastern Time)**.

27. The Debtor is authorized, in its sole discretion, to take or refrain from taking any action necessary or appropriate to implement the terms of and the relief granted in this Order without seeking further order of the Court.

28. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

Dated: August \_\_\_\_, 2016  
New York, New York

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UNITED STATES BANKRUPTCY JUDGE