

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

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

*General Bankruptcy and Restructuring Counsel to
 the Debtor*

UNITED STATES BANKRUPTCY COURT
 SOUTHERN DISTRICT OF NEW YORK

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

**MONTHLY STATEMENT OF ARENT FOX LLP FOR
 COMPENSATION AND REIMBURSEMENT OF EXPENSES AS
 COUNSEL TO THE DEBTOR, AIRFASTTICKETS, INC.
FOR THE PERIOD OF JUNE 1, 2016 THROUGH JUNE 30, 2016**

Name of Applicant:	Arent Fox LLP
Authorized to Provide Professional Services to:	The Debtor, AirFastTickets, Inc.
Date of Retention:	December 2, 2015, <i>nunc pro tunc</i> to October 27, 2015
Compensation Period:	June 1, 2016 – June 30, 2016
Total Amount of Compensation for Professional Services:	\$89,719.00
<i>Less</i> Holdback pursuant to Compensation Procedures Order dated December 2, 2015 (20%):	<u>\$17,943.80</u>
Interim Compensation for Professional Services (80%):	\$71,775.20
<i>Plus</i> Reimbursement for Actual and Necessary Expenses (100%):	<u>\$ 227.75</u>
TOTAL REQUESTED PAYMENT AT THIS TIME	\$72,002.95

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

1693836
July 29, 2016
037168

FOR PROFESSIONAL SERVICES RENDERED THROUGH June 30, 2016

<u>No.</u>	<u>Reference</u>	<u>Hours</u>	<u>Total</u>
00000	General	0.0	227.75
00002	Case Management and Operating Reports	0.6	318.00
00004	Investigation, Due Diligence and Analysis	29.2	11,982.50
00010	Claims Administration and Objections	4.0	1,482.00
00012	Adversary Proceedings	8.9	5,836.00
00014	Fee Applications	10.3	3,432.00
00016	Disclosure Statement and Plan Matters and Solicitation	122.7	63,094.00
00030	NY State Court Action Against Frank Ferro, Nikolaos Koklonis	5.2	3,574.50
	TOTALS	180.9	89,946.75

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>				
MICHAEL S. CRYAN	LDR, 1996 (NY & DC)	19.10	735.00	14,038.50
ARAM ORDUBEGIAN	BR, 1996 (CA)	2.10	735.00	1,543.50
ANDY S. KONG	2006 (CA)	1.30	600.00	780.00
ERIC A. BIDERMAN		1.20	580.00	696.00
<u>ASSOCIATES</u>				
GEORGE V. UTLIK	BR, 2008 (NY, NJ)	74.50	530.00	39,485.00
M. DOUGLAS FLAHAUT	BR, 2006 (CA); 2008 (MT)	32.40	530.00	17,172.00
SEVAN GORGINIAN		16.80	330.00	5,544.00
Blended Rate for Attorneys: \$537.71				
<u>PARA PROFESSIONALS</u>				
LISA INDELICATO	BR	26.20	335.00	8,777.00
DESIREE M. MORRIS		1.50	310.00	465.00
MARIOLA WIATRAK		5.80	210.00	1,218.00
		180.9		89,719.00

SUMMARY OF CHARGES

POSTAGE	0.47
FILING FEES	210.00
FedEx Package	17.28
	227.75

(00000)

Re: General

FOR PROFESSIONAL SERVICES RENDERED THROUGH: June 30, 2016

FOR CHARGES:

FILING FEES

05/04/2016 FILING FEES ERIC A. BIDERMAN, FILING FEE 210.00

FILING FEES 210.00

MEALS

05/26/2016 MEALS ARAM ORDUBEGIAN, LUNCH, PLAN AND DISCLOSURE STATEMENT MEETING WITH CLIENT AND ITS FINANCIAL ADVISERS. WITH BRIAN WEISS, ADAM MEISLIK, NICHOLAS RUBIN, ALLAN E. ANDERSON, M. DOUGLAS FLAHAUT (NO CHARGE \$367.74) 0.00

MEALS 0.00

OVERNIGHT DELIVERY

06/06/2016 FedEx Package From: Mariola Wiatrak, Arent Fox LLP, NEW YORK, NY To: Andrea B Schwartz, Office of the US Trustee, NEW YORK CITY, NY US Received By: C DUCILLE 8.64

06/15/2016 FedEx Package From: Mariola Wiatrak, Arent Fox LLP, NEW YORK, NY To: Andrea B Schwartz, Office of the US Trustee, NEW YORK CITY, NY US Received By: R RODRIGUEZ 8.64

OVERNIGHT DELIVERY 17.28

POSTAGE

06/01/2016 POSTAGE User George Utlik produced \$0.47 in postage on 06/01/2016 0.47

POSTAGE 0.47

CURRENT CHARGES 227.75

SUBTOTAL FOR THIS MATTER \$227.75

(00002)

Re: Case Management and Operating Reports

FOR PROFESSIONAL SERVICES RENDERED THROUGH: June 30, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
06/14/16	GV UTLIK	Follow up with Adam Meislik re filing May MOR. (No Charge 0.1 hrs)	0.00	0.00
06/15/16	GV UTLIK	Review debtor's monthly operating report before filing and work with Mariola Wiatrak re redactions, filing and service.	0.40	212.00
06/15/16	MW WIATRAK	Redact and file May Monthly Operating Report (.5); forward copy to US Trustee (.1). (No Charge 0.6 hrs)	0.00	0.00
06/23/16	GV UTLIK	Conference call with Adam Meislik re case status and pending issues.	0.20	106.00
06/23/16	GV UTLIK	Confer with Lisa Indelicato re pending matters on presentment and related issues. (No Charge 0.2 hrs)	0.00	0.00
			0.60	318.00

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

CURRENT FEES	\$318.00
SUBTOTAL FOR THIS MATTER	\$318.00

(00004)

Re: Investigation, Due Diligence and Analysis

FOR PROFESSIONAL SERVICES RENDERED THROUGH: June 30, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
06/01/16	GV UTLIK	Follow up emails with Brian Weiss re document require and AmEx accounts and related issues.	0.20	106.00
06/01/16	GV UTLIK	Conference call with Brian Weiss re draft 2004 applications and related issues.	0.20	106.00
06/02/16	GV UTLIK	Draft requests for production to Citibank.	0.80	424.00
06/02/16	GV UTLIK	Communications with Michael Cryan re follow up document requests to Citibank and related issues.	0.20	106.00
06/06/16	AS KONG	Email countersigned common interest agreement with AFT UK to A. Meislik with comments.	0.10	60.00
06/06/16	GV UTLIK	Follow up with Adam Meislik and Brian Weiss re draft 2004 application and document requests.	0.10	53.00
06/07/16	GV UTLIK	Prepare and submit list of parties in interest re conflicts and connections search for purposes of Rule 2004 examination and service of subpoenas.	0.20	106.00
06/07/16	SG GORGINIAN	Phone call with G. Utlik re: 2004 examination; foreign entity service and recognition of order. (No Charge 0.3 hrs)	0.00	0.00
06/07/16	GV UTLIK	Communications with Sevan Gorginian re performing legal research re rule 2004 and service of subpoena on foreign banks subject to Hague. (No Charge 0.2 hrs)	0.00	0.00
06/07/16	SG GORGINIAN	Legal research and review secondary sources re: service of orders granting 2004 examinations on foreign non-parties re: Hague convention (.8); review statutory rule in FRCP re: same (.6); annotate notes to discuss with process server (.2) re: service and enforcement of orders in foreign country.	1.60	528.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
06/07/16	SG GORGINIAN	Legal strategy and planning with R. Ortiz and J. Mariscal re: service of orders in bankruptcy court on foreign non-parties and review detail correspondence from R. Ortiz re: same (.8); annotate notes to follow up with G. Utlik (.3); discussed with J. Mariscal re: options re: letters rogatory per Hague Rules (.1); review letters of rogatory requirement (.3).	1.50	495.00
06/07/16	GV UTLIK	Diligence and initial research re Hague issues for 2004 and subpoena purposes on foreign entities.	0.80	424.00
06/07/16	GV UTLIK	Emails with Karina Shreefer of Legal Language Services re Hague issues and service in Greece.	0.40	212.00
06/07/16	GV UTLIK	Follow up with Sevan Gorginian re Hague services issues. (No Charge 0.3 hrs)	0.00	0.00
06/08/16	GV UTLIK	Conference call with Michael Cryan re status of investigation and 2004 applications, subpoena and related issues.	0.30	159.00
06/08/16	SG GORGINIAN	Legal research re: service of FRBP 2004 order on foreign entity (Bank of Greece) re: adversary (.9); researched process servicers proposal re: service of same pursuant to Hague Convention (.7); thereafter annotate notes to discuss with G. Utlik re: legal procedure.	1.60	528.00
06/09/16	GV UTLIK	Follow up with Sevan Gorginian re Hague issues. (No Charge 0.1 hrs)	0.00	0.00
06/09/16	SG GORGINIAN	Phone call with process serving company re: serving Greek Bank re: 2004 examination order (.2); review information pertaining to service and Hague Convention issues (.4); annotate notes to discuss with First Legal re: service (.2).	0.80	264.00
06/13/16	GV UTLIK	Review and revise Rule 2004 motion and related proposed order, subpoena and request for production re PayPal, Inc.	0.90	477.00
06/13/16	GV UTLIK	Review and revise Rule 2004 motion re New York Community Bank.	0.40	212.00
06/13/16	GV UTLIK	Diligence re form Rule 2004 motion and related subpoena and document requests.	0.40	212.00
06/13/16	GV UTLIK	Email to Michael Cryan re Rule 2004 for PayPal and related issues.	0.20	106.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
06/13/16	GV UTLIK	Email to Michael Cryan re Rule 2004 motion for New York Community Bank and related issues.	0.20	106.00
06/13/16	LA INDELICATO	Review and revise Motion for Rule 2004 Examination of PayPal, and Document Requests (.75; prepare Subpoena (.6); research regarding service addresses (.2); discuss with George Utlik and Michael Cryan (.1).	1.40	469.00
06/13/16	LA INDELICATO	Review and revise Motion for Rule 2004 Examination of Citibank, NA, and Document Requests (.5); prepare Subpoena (.6); research regarding service addresses (.3); discuss with George Utlik and Michael Cryan (.1).	1.50	502.50
06/13/16	LA INDELICATO	Review and revise Motion for Rule 2004 Examination of Citibank, NA, and Document Requests (.5); prepare Subpoena (.6); research regarding service addresses (.4); discuss with George Utlik and Michael Cryan (.1).	1.60	536.00
06/14/16	LA INDELICATO	Prepare Notice of Presentment and Opportunity for Hearing (.6); revise, file and arrange for service of Motion for Rule 2004 Examination of Citibank, NA, Subpoena and Document Requests (.9); discussions with George utlik and Michael Cryan regarding same (.2).	1.70	569.50
06/14/16	LA INDELICATO	Prepare Notice of Presentment and Opportunity for Hearing (.6); revise, file and arrange for service of Motion for Rule 2004 Examination of PayPal, Subpoena and Document Requests (.9); discussions with George utlik and Michael Cryan regarding same (.2).	1.70	569.50
06/14/16	LA INDELICATO	Prepare Notice of Presentment and Opportunity for Hearing (.6); revise, file and arrange for service of Motion for Rule 2004 Examination of New York Community Bank, Subpoena and Document Requests (.9); discussions with George utlik and Michael Cryan regarding same (.2).	1.70	569.50
06/14/16	GV UTLIK	Review and revise Rule 2004 motion, proposed order, subpoena and request for production to Citibank.	1.90	1,007.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
06/14/16	GV UTLIK	Conference call with Lisa Indelicato and Michael Cryan re Rule 2004 motions' service issues.	0.40	212.00
06/14/16	GV UTLIK	Email to Michael Cryan re Rule 2004 motion, proposed order and subpoena for Citibank and related issues.	0.20	106.00
06/14/16	GV UTLIK	Review and revise notice of presentment re Rule 2004 motions.	0.20	106.00
06/14/16	GV UTLIK	Review and revise finalized rule 2004 motions before filing and service.	0.40	212.00
06/14/16	SG GORGINIAN	Review proposal from process servers Crowe Foreign Services re: service and procedure to enforce bankruptcy court order on Greek Bank (.3); review lengthy email from agent of service (.1); follow up legal research on Hague Evidence Convention (1.6) in regards to 2004 examination and subpoena.	2.00	660.00
06/14/16	MW WIATRAK	Draft notice of presentment for Citibank 2004 motion.	0.50	105.00
06/22/16	GV UTLIK	Conference call with Michael Cryan and Brent Weisenberg and Sarah Schindler-Williams of Ballard Spahr, counsel for PayPayl re Rule 2004 motion, document requests and related issues.	0.40	212.00
06/22/16	MS CRYAN	Discuss via telephone with counsel for Pay Pal issues regarding Rule 2004 application as to Pay Pal.	0.40	294.00
06/22/16	MS CRYAN	Draft correspondence via e-mail to counsel for Pay Pal concerning issues regarding Rule 2004 application as to Pay Pal.	0.30	220.50
06/22/16	GV UTLIK	Review and revise amended notice of hearing re Rule 2004 motion concerning PayPal.	0.20	106.00
06/22/16	LA INDELICATO	Prepare Amended Notice of Presentment of Motion for Rule 2004 Examination of PayPal and Opportunity for Hearing (.4); discuss with George Utlik (.2).	0.60	201.00
06/23/16	MS CRYAN	Draft correspondence via e-mail to counsel for Pay Pal concerning issues regarding Rule 2004 application as to Pay Pal.	0.20	147.00
06/23/16	MS CRYAN	Draft correspondence via e-mail to counsel for Citibank concerning issues regarding Rule 2004 application as to Citibank.	0.30	220.50

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
06/23/16	GV UTLIK	Review correspondence from Citibank re Rule 2004 motion, request for an extension and confer with Michael Cryan re related issues and strategy.	0.20	106.00
06/23/16	LA INDELICATO	Revise, file and arrange for service of Amended Notice of Presentment of Rule 2004 Examination of PayPal and Opportunity for Hearing.	0.50	167.50
06/24/16	LA INDELICATO	Calendar anticipated date of Citibank document production. (No Charge 0.1 hrs)	0.00	0.00
			29.20	11,982.50

	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
MICHAEL S. CRYAN	1.2	at	\$735.00	=	\$882.00
ANDY S. KONG	0.1	at	\$600.00	=	\$60.00
GEORGE V. UTLIK	9.2	at	\$530.00	=	\$4,876.00
SEVAN GORGINIAN	7.5	at	\$330.00	=	\$2,475.00
LISA INDELICATO	10.7	at	\$335.00	=	\$3,584.50
MARIOLA WIATRAK	0.5	at	\$210.00	=	\$105.00
Total	29.2				\$11,982.50

CURRENT FEES	\$11,982.50
SUBTOTAL FOR THIS MATTER	\$11,982.50

(00010)

Re: Claims Administration and Objections

FOR PROFESSIONAL SERVICES RENDERED THROUGH: June 30, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
06/01/16	SG GORGINIAN	Review and respond to email inquiry from A. Ordubegian and E. Park re: claim transfer.	0.10	33.00
06/01/16	SG GORGINIAN	Pursuant to counsel E. Park's inquiry; researched and prepared claim transfer, notice of claim transfer.	0.70	231.00
06/01/16	SG GORGINIAN	Legal research re: statutory and local rules on purchase and transfer of claims; review FRBP 3001 re: compliance; review S.D.N.Y.'s claim transfer compliance; review local rules re: notice of claim transfer; thereafter annotate notes to discuss with attorney E. Park.	1.30	429.00
06/03/16	SG GORGINIAN	Research claims register on BMC to annotate claims against Estate to incorporate into disclosure statement (.7); review schedules (.2); review other pleadings re: claims and certain objections (.4).	1.30	429.00
06/07/16	AS KONG	Emails with B. Weiss and AFT UK re documents needed in support of AFT UK claim.	0.20	120.00
06/09/16	AS KONG	Emails with E. Biderman and M. Cryan re update on claim submitted to carrier and disclosure statement update.	0.20	120.00
06/21/16	AS KONG	Telephone and emails with AFT UK counsel and B. Weiss re documents in support of AFT UK's claim.	0.20	120.00
			4.00	1,482.00

	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
ANDY S. KONG	0.6	at \$600.00 =	\$360.00
SEVAN GORGINIAN	3.4	at \$330.00 =	\$1,122.00
Total	4.0		\$1,482.00

CURRENT FEES	\$1,482.00
SUBTOTAL FOR THIS MATTER	\$1,482.00

(00012)

Re: Adversary Proceedings

FOR PROFESSIONAL SERVICES RENDERED THROUGH: June 30, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
06/01/16	GV UTLIK	Communications with Michael Cryan and Liza Ebanks, Courtroom Deputy, re adjournment of Citibank's pre-trial hearing to August. (No Charge 0.2 hrs)	0.00	0.00
06/02/16	GV UTLIK	Follow with Cryan re adjournment of pretrial and court availability. (No Charge 0.1 hrs)	0.00	0.00
06/02/16	GV UTLIK	Review and revise parties' ordered stipulation adjourning pretrial conference. (No Charge 0.3 hrs)	0.00	0.00
06/09/16	GV UTLIK	Review and revise correspondence to Citibank re status and supplemental document requests.	0.20	106.00
06/09/16	MS CRYAN	Work on legal strategy regarding adversary proceeding.	2.70	1,984.50
06/10/16	MS CRYAN	Analyze documents to prepare adversary proceeding.	3.60	2,646.00
06/10/16	GV UTLIK	Follow up re status of the adversary proceeding. (No Charge 0.2 hrs)	0.00	0.00
06/10/16	MW WIATRAK	Review deadlines per stipulation. (No Charge 0.2 hrs)	0.00	0.00
06/10/16	LA INDELICATO	Calendar adjourn dates in Citibank adversary proceeding. (No Charge 0.3 hrs)	0.00	0.00
06/10/16	LA INDELICATO	Discussions with George Utlik and Michael Cryan regarding Stipulation Adjourning Hearing and Response Deadlines in Citibank AP (.3); submit Stipulation to Chambers for Judge Lane's consideration (.2). (No Charge 0.5 hrs)	0.00	0.00
06/15/16	MS CRYAN	Draft correspondence via e-mail to J. Sussman, counsel for defendant N. Koklonis, regarding discovery.	0.40	294.00
06/16/16	MS CRYAN	Draft correspondence via e-mail to M. Venditto, counsel for defendant Citibank, regarding discovery.	0.30	220.50
06/17/16	LA INDELICATO	Follow up with Chambers and George Utlik regarding Stipulation Extending Deadlines in Citibank AP. (No Charge 0.3 hrs)	0.00	0.00
06/20/16	LA INDELICATO	Calendar adjourn dates for Citibank AP per So-Ordered Stipulation. (No Charge 0.3 hrs)	0.00	0.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
06/21/16	AS KONG	Emails with team re complaint against among others F. Ferro and resolution of same.	0.20	120.00
06/22/16	DM MORRIS	Corresponded with attorney regarding service of summons and complaint (.2); completed notice of commencement of action (.6); corresponded with process server regarding same (.2).	1.00	310.00
06/24/16	DM MORRIS	Follow up with process server regarding service of summons and complaint	0.20	62.00
06/27/16	DM MORRIS	Follow up with process server regarding service of summons and complaint, follow up with M. Cryan regarding same.	0.30	93.00
			8.90	5,836.00

	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
MICHAEL S. CRYAN	7.0	at	\$735.00	=	\$5,145.00
ANDY S. KONG	0.2	at	\$600.00	=	\$120.00
GEORGE V. UTLIK	0.2	at	\$530.00	=	\$106.00
DESIREE M. MORRIS	1.5	at	\$310.00	=	\$465.00
Total	8.9				\$5,836.00

CURRENT FEES	<u>\$5,836.00</u>
SUBTOTAL FOR THIS MATTER	\$5,836.00

(00014)

Re: Fee Applications

FOR PROFESSIONAL SERVICES RENDERED THROUGH: June 30, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
06/02/16	AO ORDUBEGIAN	Review and revise proforma time inputs of Arent Fox LLP for April 2016. (No Charge 0.4 hrs)	0.00	0.00
06/03/16	SG GORGINIAN	Pursuant to UST's requirements; annotate and revise supporting document to fee application (.2); review and respond to G. Utlik email thereafter (.1).	0.30	99.00
06/03/16	MW WIATRAK	Draft April Monthly Fee Statement.	0.80	168.00
06/03/16	GV UTLIK	Review and address issues re Arent Fox's April monthly statement, including redaction for confidentiality issues.	0.40	212.00
06/06/16	MW WIATRAK	Revise April invoice (5); file April Monthly Fee Statement (.1); forward copy to US Trustee (.1).	0.70	147.00
06/06/16	GV UTLIK	Follow up re Arent Fox's revised monthly statement, redactions to protect confidentiality, filing and service of same.	0.20	106.00
06/16/16	MW WIATRAK	Draft May Monthly Fee Statement.	0.50	105.00
06/20/16	MW WIATRAK	Draft form of monthly fee statement for U Turn.	0.50	105.00
06/20/16	LA INDELICATO	Coordinate with Debtor's professionals regarding monthly fee statements.	0.50	167.50
06/21/16	LA INDELICATO	Review and correct May invoice (.8); prepare monthly fee statement (.6).	1.40	469.00
06/21/16	SG GORGINIAN	Review issue for Arent Fox performas pursuant to US Trustee's requirement re: final fee application and description (.1); annotate revision and discussed with J. Peralta (.2) and sent back to L. Indelicato. (No Charge 0.3 hrs)	0.00	0.00
06/21/16	MW WIATRAK	Complete May monthly fee statement.	0.60	126.00
06/22/16	SG GORGINIAN	Review email from L. Indelicato re: performa compliance with US Trustee re: interim fee application. (No Charge 0.1 hrs)	0.00	0.00
06/24/16	LA INDELICATO	Follow up with George Utlik regarding May invoice. (No Charge 0.1 hrs)	0.00	0.00
06/27/16	LA INDELICATO	Email U Turn regarding monthly fee statements. (No Charge 0.1 hrs)	0.00	0.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
06/27/16	GV UTLIK	Coordinate and confer with Lisa Indelicato re U Turn and other professionals' monthly invoices, filing and service.	0.20	106.00
06/27/16	GV UTLIK	Review and mark up re redactions Arent Fox's draft May invoice to protect privileged information before filing.	0.30	159.00
06/28/16	LA INDELICATO	Revise AF May fee statement (.5). Review May fee statements of other Committee professionals and prepare for electronic filing (.7). Circulate fee statements to George Utlik for final review before filing (.2). Discussions with George Utlik regarding same (.2).	1.60	536.00
06/28/16	GV UTLIK	Conference call and emails with Wright Ford Young & Co. re their monthly statement before filing.	0.20	106.00
06/28/16	GV UTLIK	Review RLF's and BSW's invoices for redaction of confidential information.	0.20	106.00
06/30/16	GV UTLIK	Follow up re professionals' invoice in preparation for filing same.	0.20	106.00
06/30/16	GV UTLIK	Conference call and emails with Jeff Myers re draft invoice, separation of time entries and expenses in compliance with UST guidelines and local rules.	0.20	106.00
06/30/16	LA INDELICATO	Finalize and file monthly fee statements of Arent Fox, Richards Layton and BSW & Associates.	1.50	502.50
			10.30	3,432.00

	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
GEORGE V. UTLIK	1.9	at \$530.00 =	\$1,007.00
SEVAN GORGINIAN	0.3	at \$330.00 =	\$99.00
LISA INDELICATO	5.0	at \$335.00 =	\$1,675.00
MARIOLA WIATRAK	3.1	at \$210.00 =	\$651.00
Total	10.3		\$3,432.00

CURRENT FEES	\$3,432.00
SUBTOTAL FOR THIS MATTER	\$3,432.00

(00016)

Re: Disclosure Statement and Plan Matters and Solicitation

FOR PROFESSIONAL SERVICES RENDERED THROUGH: June 30, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
06/01/16	SG GORGINIAN	Research and review disclosure statement and plan confirmation hearing procedural rules (.6); annotate notes re: court's rules re: notice and hearing on disclosure statement approval (.2).	0.80	264.00
06/01/16	SG GORGINIAN	Review legal research findings re: proposed chapter 11 plan and disclosure statement requirement re: solicitation, plan confirmation, disclosure statement hearing on adequacy (.4); thereafter called S. Lawland re: same (.2).	0.60	198.00
06/02/16	SG GORGINIAN	Phone call with S. Lawland re: combined disclosure statement and plan confirmation.	0.50	165.00
06/02/16	MD FLAHAUT	Further review and preparation of plan and B. Weiss's comments to same; Conference with and exchange of e-mails re plan and confirmation issues with A. Ordubegian re same.	1.80	954.00
06/02/16	SG GORGINIAN	Pursuant to call with S. Lawland re: plan confirmation and disclosure statement (1); thereafter conduct further legal research re: same and ballot and notice to creditors (1.7).	1.80	594.00
06/02/16	AO ORDUBEGIAN	Review and revise chapter 11 plan; call with client re same.	1.20	882.00
06/03/16	MD FLAHAUT	Telephone conference with B. Weiss re plan issues (.2); legal research re equitable subordination of potential insider claims (.5).	0.70	371.00
06/04/16	MD FLAHAUT	Further preparation of draft plan.	2.60	1,378.00
06/04/16	MD FLAHAUT	Further preparation of liquidating trust agreement (2.9); exchange of e-mails with B. Weiss and A. Ordubegian re same (.3).	3.20	1,696.00
06/06/16	MD FLAHAUT	Further preparation of draft disclosure statement.	2.70	1,431.00
06/07/16	MD FLAHAUT	Further preparation of draft disclosure statement (3.6); conference with A. Ordubegian and exchange of e-mails with G. Utlik and A. Ordubegian re same (.3).	3.90	2,067.00
06/07/16	MD FLAHAUT	Further preparation of draft plan.	1.40	742.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
06/07/16	AO ORDUBEGIAN	Conference with G. Utlik re plan matters and next steps.	0.30	220.50
06/07/16	GV UTLIK	Conference call with Aram Ordubegian re confirmation issues, disclosure statement and plan process.	0.30	159.00
06/07/16	GV UTLIK	Follow up communications with Aram Ordubegian confirmation, dates and deadlines and process.	0.30	159.00
06/08/16	GV UTLIK	Follow up call with Doug Flahaut re claims and liquidation analysis and ballot forms.	0.30	159.00
06/08/16	GV UTLIK	Review Excel chart re claims pool and classification, including scheduled and filed claims.	0.40	212.00
06/08/16	MD FLAHAUT	Telephone conferences with G. Utlik re balloting issues.	0.30	159.00
06/08/16	MD FLAHAUT	Telephone conferences with counsel for AFT UK regarding proposed plan and disclosure statement.	0.50	265.00
06/08/16	MD FLAHAUT	Preparation for and telephone conference with B. Weiss re liquidation analysis and related matters.	0.60	318.00
06/08/16	MD FLAHAUT	Further preparation of draft disclosure statement (1.9); exchange of e-mails with G. Utlik and others re same (.4).	2.30	1,219.00
06/08/16	MW WIATRAK	Preliminary draft motion for order approving disclosure statement, notice, proposed order and ballots.	1.20	252.00
06/08/16	GV UTLIK	Conference call with Lisa Indelicato re confirmation issues.	0.40	212.00
06/08/16	MD FLAHAUT	Telephone conference with G. Utlik re plan and disclosure statement issues.	1.10	583.00
06/08/16	GV UTLIK	Conference call with Douglas Flahaut re disclosure statement and plan and related confirmation issues.	1.10	583.00
06/08/16	GV UTLIK	Follow up conference call with Lisa Indelicato re motion for approval of disclosure statement and related issues.	0.40	212.00
06/08/16	GV UTLIK	Emails with Aram Ordubegian, Doug Flauhat and Lisa Indelicato re confirmation timeline, disclosure statement, plan and related issues.	0.40	212.00
06/08/16	GV UTLIK	Review and markup draft plan of liquidation.	4.80	2,544.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
06/08/16	AO ORDUBEGIAN	Overview disclosure statement and related attachments.	0.60	441.00
06/08/16	LA INDELICATO	Revise Plan.	0.60	201.00
06/08/16	LA INDELICATO	Research regarding Plan, Disclosure Statement and exhibits.	0.80	268.00
06/08/16	LA INDELICATO	Research regarding Motion to Approve Disclosure Statement and exhibits.	0.70	234.50
06/09/16	MW WIATRAK	Revisions to motion for order approving disclosure statement, notice of hearing, proposed order and ballots.	1.00	210.00
06/09/16	MD FLAHAUT	Telephone conference with B. Weiss re plan and disclosure statement issues.	0.30	159.00
06/09/16	GV UTLIK	Communications with Doug Flahaut re supplemental disclosures re litigation targets and claims.	0.40	212.00
06/09/16	GV UTLIK	Confer with Michael Cryan re litigation issues for disclosure purposes.	0.20	106.00
06/09/16	GV UTLIK	Review, revise and mark up debtor's draft plan of liquidation.	3.90	2,067.00
06/09/16	GV UTLIK	Emails with Doug Flahaut re latest revisions to the draft plan and related issues.	0.20	106.00
06/09/16	GV UTLIK	Draft motion for approval of disclosure statement.	3.70	1,961.00
06/10/16	MD FLAHAUT	Telephone conference with counsel for AFT UK re plan issues.	0.20	106.00
06/10/16	SG GORGINIAN	Review claims register to determine priority debts to be paid in liquidation plan (.2); annotate notes re: administrative expenses to be incorporated into chart re: payment schedule (.6); legal research re: feasibility in liquidation plans (.5).	1.30	429.00
06/10/16	LA INDELICATO	Review and revise Motion to Approve Disclosure Statement.	1.70	569.50
06/10/16	MD FLAHAUT	Revise draft liquidating trust agreement.	1.80	954.00
06/10/16	LA INDELICATO	Review and revise Ballots.	1.40	469.00
06/10/16	LA INDELICATO	Review and revise Proposed Order Approving Disclosure Statement.	1.10	368.50
06/10/16	LA INDELICATO	Review Plan.	0.60	201.00
06/13/16	LA INDELICATO	Revise Motion to Approve Disclosure Statement.	0.60	201.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
06/13/16	GV UTLIK	Review and mark up the debtor's draft liquidation analysis summary and related chart, projected recoveries and commentary.	0.60	318.00
06/13/16	MD FLAHAUT	Review and revise draft motion to approve disclosure statement (.6); exchange of e-mails with G. Utlik re same (.2).	0.80	424.00
06/13/16	GV UTLIK	Draft, review and revise proposed order for approval of the Debtor's Disclosure Statement.	2.40	1,272.00
06/13/16	GV UTLIK	Draft, review and revise ballots for Voting Classes.	0.90	477.00
06/13/16	GV UTLIK	Draft, review and revise proposed notice of confirmation.	0.80	424.00
06/13/16	GV UTLIK	Draft, review and revise proposed notice to non-voting class.	0.70	371.00
06/13/16	GV UTLIK	Review and revise motion for approval of the debtor's disclosure statement.	2.90	1,537.00
06/15/16	MD FLAHAUT	Exchange of e-mails with A. Carty re plan and disclosure statement issues.	0.20	106.00
06/20/16	GV UTLIK	Review correspondence from Doug Flahaut re draft disclosure statement and open issues.	0.20	106.00
06/20/16	GV UTLIK	Conference call with Doug Flahaut re confirmation issues.	0.50	265.00
06/20/16	GV UTLIK	Email to Michael Cryan and Eric Biderman re draft disclosure statement and related D&O action issues.	0.10	53.00
06/20/16	GV UTLIK	Work with Michael Cryan, Eric Biderman and Doug Flahaut re disclosure statement and related issues.	0.90	477.00
06/20/16	GV UTLIK	Follow up with Brian Weiss re disclosure statement and related issues.	0.20	106.00
06/20/16	MD FLAHAUT	Review and revise draft disclosure statement (1.4); exchange of e-mails with B. Weiss and G. Utlik re same (.3).	1.70	901.00
06/20/16	SG GORGINIAN	Review and annotate notes re: initial draft of the disclosure statement (.4); annotate notes for 363 sale motion referenced in disclosure statement to further research upon (.2).	0.60	198.00
06/20/16	MS CRYAN	Analyze draft disclosure statement.	2.30	1,690.50
06/20/16	MS CRYAN	Draft comments to draft disclosure statement.	0.90	661.50
06/22/16	MD FLAHAUT	Telephone conference with G. Utlik re Airfast plan and disclosure statement.	0.50	265.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
06/22/16	GV UTLIK	Conference call with Doug Flahaut re disclosure statement, motion and related issues.	0.50	265.00
06/22/16	MD FLAHAUT	Further preparation of draft disclosure statement; exchange of e-mails with M. Cryan and G. Utlik re same.	1.30	689.00
06/23/16	GV UTLIK	Conference call with Michael Cryan re disclosure of various buckets of litigation claims and related issues.	0.40	212.00
06/23/16	MD FLAHAUT	Preparation for and conference with G. Utlik re plan and disclosure statement issues.	1.20	636.00
06/23/16	MD FLAHAUT	Exchange of e-mails and conference with B. Weiss and A. Meislik re disclosure statement issues.	0.80	424.00
06/23/16	MD FLAHAUT	Exchange of e-mails and conference with M. Cryan re disclosure statement issues.	0.30	159.00
06/23/16	MS CRYAN	Draft comments to draft disclosure statement.	1.40	1,029.00
06/23/16	MS CRYAN	Analyze draft disclosure statement.	2.60	1,911.00
06/23/16	AS KONG	Meeting with D. Flahaut re disclosure statement, plan and liquidating trust agreement update and open issues.	0.20	120.00
06/23/16	GV UTLIK	Work with Doug Flahaut re draft plan and confirmation issues.	1.40	742.00
06/24/16	GV UTLIK	Conference call with Doug Flahaut re confirmation pleadings and issues.	1.40	742.00
06/24/16	MD FLAHAUT	Telephone conference and exchanges of e-mails with G. Utlik re plan and disclosure statement issues.	1.10	583.00
06/24/16	GV UTLIK	Review and review debtor's chapter 11 plan and address related issues.	1.90	1,007.00
06/25/16	MD FLAHAUT	Further review and revise draft plan and disclosure statement (.9); exchange of e-mails with Airfast team re same (.2).	1.10	583.00
06/25/16	AS KONG	Emails with D. Flahaut and A. Ordubegian re disclosure statement, plan and liquidating trust agreement update and open issues.	0.20	120.00
06/27/16	GV UTLIK	Conference call with Brian Weiss re confirmation issues and pleadings, including plan and liquidation trust agreement.	0.90	477.00
06/28/16	GV UTLIK	Follow up conference call with Michael Cryan re disclosure statement issues.	0.10	53.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
06/28/16	GV UTLIK	Conference call with Lisa Indelicato re confirmation pleadings, timeline and issues.	0.30	159.00
06/28/16	GV UTLIK	Review and revise the debtor's draft liquidation analysis and related chart and notations.	1.40	742.00
06/28/16	GV UTLIK	Review and revise the debtor's draft chapter 11 plan of liquidation.	5.80	3,074.00
06/28/16	LA INDELICATO	Discussions with George Utlik regarding Plan, Disclosure Statement and Motion to Approve Disclosure Statement and exhibits (.2); review and revise Motion to Approve Disclosure Statement (1.2).	1.40	469.00
06/29/16	LA INDELICATO	Review and revise Motion to Approve DS, Proposed Order and exhibits.	1.60	536.00
06/29/16	GV UTLIK	Review and revise debtor's draft Liquidation Analysis Disclaimer.	1.10	583.00
06/29/16	GV UTLIK	Perform research re exculpation, release and indemnification issues.	1.30	689.00
06/29/16	GV UTLIK	Continued review and revisions to debtor's draft plan of liquidation.	4.60	2,438.00
06/29/16	GV UTLIK	Review and revise debtor's disclosure statement.	2.90	1,537.00
06/30/16	GV UTLIK	Review and review draft Liquidating Trust Agreement.	4.60	2,438.00
06/30/16	GV UTLIK	Email to the debtor's team re revised plan, liquidating trust agreement and liquidation analysis, along with redlines re comments and revisions and status of confirmation pleadings.	0.40	212.00
06/30/16	GV UTLIK	Review and revise debtor's draft disclosure statement.	3.90	2,067.00
06/30/16	GV UTLIK	Review and revise motion for approval of the disclosure statement.	2.40	1,272.00
06/30/16	GV UTLIK	Follow up with Aram Ordubegian re status and issues re confirmation pleadings. (No Charge 0.2 hrs)	0.00	0.00
			122.70	63,094.00

	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
MICHAEL S. CRYAN	7.2	at	\$735.00	=	\$5,292.00
ARAM ORDUBEGIAN	2.1	at	\$735.00	=	\$1,543.50
ANDY S. KONG	0.4	at	\$600.00	=	\$240.00
M. DOUGLAS FLAHAUT	32.4	at	\$530.00	=	\$17,172.00

	<u>Hours</u>		<u>Rate</u>	=	<u>Value</u>
GEORGE V. UTLIK	62.3	at	\$530.00	=	\$33,019.00
SEVAN GORGINIAN	5.6	at	\$330.00	=	\$1,848.00
LISA INDELICATO	10.5	at	\$335.00	=	\$3,517.50
MARIOLA WIATRAK	2.2	at	\$210.00	=	\$462.00
Total	122.7				\$63,094.00

CURRENT FEES	<hr/> \$63,094.00
SUBTOTAL FOR THIS MATTER	\$63,094.00

(00030)

Re: NY State Court Action Against Frank Ferro,
 Nikolaos Koklonis, and Eleni Vareli

FOR PROFESSIONAL SERVICES RENDERED THROUGH: June 30, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
06/09/16	EA BIDERMAN	Correspondence with M. Cryan and insurance broker regarding status of insurance claim.	0.80	464.00
06/20/16	EA BIDERMAN	Review disclosure statement regarding litigation and insurance policy.	0.20	116.00
06/21/16	MS CRYAN	Work on strategy regarding service of process on defendants.	2.30	1,690.50
06/22/16	EA BIDERMAN	Review disclosure statement regarding litigation and insurance policy.	0.20	116.00
06/23/16	GV UTLIK	Follow up with Michael Cryan re status, service of D&O complaint and related issues.	0.30	159.00
06/27/16	MS CRYAN	Attend to issues regarding service of process.	0.70	514.50
06/27/16	MS CRYAN	Attend to issues regarding service of process.	0.70	514.50
			5.20	3,574.50

	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
MICHAEL S. CRYAN	3.7	at \$735.00 =	\$2,719.50
ERIC A. BIDERMAN	1.2	at \$580.00 =	\$696.00
GEORGE V. UTLIK	0.3	at \$530.00 =	\$159.00
Total	5.2		\$3,574.50

CURRENT FEES	\$3,574.50
SUBTOTAL FOR THIS MATTER	\$3,574.50
INVOICE TOTAL	\$89,946.75

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

Smart in your world®
Arent Fox

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

Invoice Number 1693836
Invoice Date July 29, 2016
Client Number 037168

- - REMITTANCE COPY - -
PLEASE SEND WITH CHECK

TOTAL AMOUNT OF THIS INVOICE **\$89,946.75**

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 1693836

EXHIBIT B

**SUMMARY OF FEES
JUNE 1, 2016 – JUNE 30, 2016**

Name of Professional Individual	Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice	Hours	Rate	Amount
Michael S. Cryan	Partner since 2005. Member of NY and DC bars since 1996. Member of CA bar since 2007.	19.10	\$735	\$14,038.50
Aram Ordubegian	Partner since 2009. Member of CA bar since 1996.	2.10	\$735	\$1,543.50
Andy S. Kong	Partner since 2016. Member of the CA bar since 2006.	1.3	\$600	\$780.00
Eric A. Biderman	Joined firm as an associate in 2010. Member of NY bar since 2006. Member of NJ bar since 2005.	1.20	\$580	\$696.00
George V. Utlik	Joined firm as an associate in 2009. Member of NJ bar since 2008. Member of NY bar since 2008.	74.50	\$530	\$39,485.00
M. Douglas Flahaut	Joined firm as an associate in 2009. Member of the CA bar since 2006.	32.40	\$530	\$17,172.00
Sevan Gorginian	Joined firm as an associate in 2016. Member of the CA bar since 2014.	16.80	\$330	\$5,544.00
Lisa Indelicato	Paraprofessional	26.20	\$335	\$8,777.00
Desiree Morris	Paraprofessional	1.50	\$310	\$465.00
Mariola Wiatrak	Paraprofessional	5.80	\$210	\$1,218.00
TOTALS		180.90		\$89,719.00

Blended Rate: \$537.71¹

¹ The Blended Rate excludes paraprofessionals' time.

EXHIBIT C

SUMMARY OF EXPENSES
JUNE 1, 2016 – JUNE 30, 2016

Expense Category	Service Provider (if applicable)	Total Expenses
Postage		\$0.47
Filing Fees		\$210.00
Overnight Delivery	FedEx	\$17.28
TOTAL:		\$227.75