

EXHIBIT B

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	:	Chapter 11
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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”)¹ 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, and it

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

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, 2-B and ~~2-B4~~ 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 45, 6 and 57** (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~~, ~~6~~ and ~~6~~7** are **APPROVED**.

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

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~~substantially in the form annexed hereto as **Exhibit 6** ~~hereto.6.~~

12. To American Contractors Indemnity Company (“ACIC”) as the holder of Secured Claim in Class 4, the Debtor shall send the Class 4 Ballot substantially in the form annexed hereto as **Exhibit 7**.

Notices of Non-Voting Status

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

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

The Voting Deadline

15. ~~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.

16. ~~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

17. ~~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.

18. ~~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.

19. ~~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

20. ~~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.

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

Plan Confirmation Objections

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

23. ~~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.

24. ~~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).

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

26. ~~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)**.

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

28. ~~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.

29. ~~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

UNITED STATES BANKRUPTCY JUDGE

[Exhibit 7](#)

[Ballot for Class 4](#)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:

AIRFASTTICKETS, INC.,

Debtor.

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X

Chapter 11

Case No. 15-11951 (SHL)

BALLOT FOR CLASS 4 (SECURED CLAIM OF AMERICAN CONTRACTORS INDEMNITY COMPANY) FOR ACCEPTING OR REJECTING THE DEBTOR'S PLAN OF LIQUIDATION

AirFastTickets, Inc., as debtor and debtor in possession (the “Debtor”) is soliciting votes with respect to the Debtor’s Chapter 11 Plan of Liquidation (as it may be amended, the “Plan”), from the holders of certain impaired claims against the Debtor. The Bankruptcy Court has approved the Disclosure Statement for the Plan (the “Disclosure Statement”), which provides information to assist you in deciding how to vote your Ballot. If you do not have a Disclosure Statement or Plan, you may obtain copies on the web by visiting the Court’s website at <http://www.nysb.uscourts.gov>. To access documents on the Court’s website, you will need a PACER password and login, which you can obtain at <http://www.pacer.psc.uscourts.gov>. You may also obtain copies of the Disclosure Statement and Plan by visiting www.bmcgroup.com/airfasttickets or by calling BMC Group, Inc. (the “Voting Agent”) toll-free at (888) 909-0100.

The Bankruptcy Court’s approval of the Disclosure Statement does not indicate approval of the Plan by the Bankruptcy Court.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your Secured Claim has been placed in Class 4 under the Plan. If you hold claims or equity interests in more than one class, you will receive a ballot for each class in which you are entitled to vote.

If your Ballot is not received by the Voting Agent at the address indicated below by 4:00 p.m. (prevailing Eastern Time) on or before _____, 2016 (the “Voting Deadline”), and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

The Ballot is neither a proof of claim form nor an admission by the Debtor of the nature, validity, or amount of your Claim. The Plan can be confirmed by the Bankruptcy Court if it is accepted by the Holders of at least two-thirds in dollar amount and more than one-half in number of Claims that actually vote in each Impaired Class of Claims voting on the Plan. If the requisite acceptances are not obtained, the Bankruptcy Court may nevertheless confirm the Plan if it finds that the Plan accords fair and equitable treatment to the Class rejecting it and satisfies the requirements of section 1129(b) of the Bankruptcy Code. To have your vote count, you must complete, sign and return this Ballot.

The undersigned, the Holder of a Class 4 Claim against the Debtor in the unpaid amount of \$ _____, votes to:

(Check One Box Only)

<u>ACCEPT THE PLAN</u> <input type="checkbox"/>	<u>REJECT THE PLAN</u> <input type="checkbox"/>
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ADDITIONALLY, IF THE UNDERSIGNED AGREES TO PROVIDE THE FOLLOWING RELEASE OF THE RELEASED PARTIES UNDER SECTION 10.10 OF THE PLAN, PLEASE CHECK THE BOX BELOW:



THE UNDERSIGNED AGREES TO PROVIDE THE FOLLOWING RELEASE OF THE RELEASED PARTIES UNDER SECTION 10.10 OF THE PLAN.

EFFECTIVE AS OF THE CONFIRMATION DATE, BUT SUBJECT TO THE OCCURRENCE OF THE EFFECTIVE DATE, TO THE EXTENT PERMITTED BY APPLICABLE LAW, FOR GOOD AND VALUABLE CONSIDERATION, EACH HOLDER OF A CLAIM (WHETHER OR NOT ALLOWED) AGAINST THE DEBTOR THAT (A) VOTES TO ACCEPT THE PLAN (OR IS DEEMED TO ACCEPT THE PLAN) OR HOLDER OF AN INTEREST IN THE DEBTOR (WHETHER OR NOT ALLOWED), AND EACH PERSON OR ENTITY PARTICIPATING IN EXCHANGES AND DISTRIBUTIONS UNDER THIS PLAN, FOR ITSELF AND ITS RESPECTIVE SUCCESSORS, ASSIGNS, TRANSFEREES, CURRENT AND FORMER OFFICERS, DIRECTORS, AGENTS AND EMPLOYEES, IN EACH CASE IN THEIR CAPACITY AS SUCH, SHALL BE DEEMED TO RELEASE, WAIVE, VOID, EXTINGUISH, AND DISCHARGE, UNCONDITIONALLY AND FOREVER, ANY AND ALL CLAIMS, CAUSES OF ACTION, AND RELEASED ACTIONS AGAINST THE DEBTOR AND THE RELEASED PARTIES (OTHER THAN THE RIGHTS TO ENFORCE THE PLAN, AND ANY RIGHT OR OBLIGATION UNDER THE PLAN, AND THE SECURITIES, CONTRACTS, INSTRUMENTS, RELEASES, INDENTURES, AND OTHER AGREEMENTS OR DOCUMENTS DELIVERED HEREUNDER OR CONTEMPLATED HEREBY), WHETHER LIQUIDATED OR UNLIQUIDATED, FIXED OR CONTINGENT, MATURED OR UNMATURED, KNOWN OR UNKNOWN, FORESEEN OR UNFORESEEN, THEN EXISTING OR THEREAFTER ARISING, IN LAW, EQUITY OR OTHERWISE, THAT ARE BASED IN WHOLE OR IN PART ON ANY ACT, OMISSION, TRANSACTION, EVENT, OR OTHER OCCURRENCE TAKING PLACE ON OR BEFORE THE EFFECTIVE DATE IN ANY WAY RELATING TO THE DEBTOR, THIS CHAPTER 11 CASE AND RELATED PROCEEDINGS, INCLUDING, BUT NOT LIMITED TO, FILING OF THIS CHAPTER 11 CASE, ADMINISTRATION OF THIS CHAPTER 11 CASE, THE SALE, FORMULATION, NEGOTIATION, PREPARATION, DISSEMINATION, APPROVAL, EXECUTION, ADMINISTRATION, CONFIRMATION, IMPLEMENTATION, OR CONSUMMATION OF, AS WELL AS THE SOLICITATION OF VOTES FOR, THE PLAN (INCLUDING ALL DISTRIBUTIONS THEREUNDER), THE DISCLOSURE STATEMENT, AND THE PLAN SUPPLEMENT; PROVIDED, HOWEVER, THAT THE FOREGOING SHALL NOT OPERATE AS A WAIVER OF OR RELEASE FROM ANY CAUSES OF ACTION ARISING FROM LIABILITY FOR GROSS NEGLIGENCE, WILLFUL MISCONDUCT, OR FRAUD OF ANY OF THE RELEASED PARTIES AS DETERMINED BY A FINAL ORDER ENTERED BY A COURT OF COMPETENT JURISDICTION.

DATED: _____, 2016 Name of Creditor: _____
 By: _____
 Print Name of Signatory: _____
 Title (if corporation or partnership): _____
 TIN/SSN: _____
 Address: _____
 Telephone: _____
 Email: _____

PLEASE COMPLETE, SIGN AND DATE THE BALLOT. Completed and signed Ballots must be delivered either by mail with the enclosed envelope or by hand delivery, overnight courier, or first class mail to the Voting Agent at the following addresses:

<u>IF BY REGULAR/USPS EXPRESS MAIL</u>	<u>IF BY HAND DELIVERY OR OVERNIGHT COURIER (FEDEX OR UPS)</u>
<u>BMC Group, Inc.</u> <u>Attn: AirFastTickets, Inc.</u> <u>P.O. Box 90100</u> <u>Los Angeles, CA 90009</u>	<u>BMC Group, Inc.</u> <u>Attn: AirFastTickets, Inc.</u> <u>3732 West 120th Street</u> <u>Hawthorne, CA 90250</u>

The Ballot will not be accepted by telecopy, facsimile, or other electronic means of transmission.

IN ORDER TO HAVE YOUR VOTE COUNT, THIS BALLOT MUST BE RECEIVED BY THE VOTING AGENT BY 4:00 P.M. (PREVAILING EASTERN TIME) ON _____, 2016.