

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 AUTHORIZING THE DEBTOR TO RETAIN AND  
EMPLOY BMC GROUP, INC. AS ADMINISTRATIVE AGENT  
UNDER 11 U.S.C. § 327(a) NUNC PRO TUNC TO AUGUST 11, 2016**

Upon the application (the “Application”) of Airfasttickets, Inc., the debtor and debtor in possession in the above-captioned chapter 11 case (the “Debtor”), as supported by the Declaration of Tinamarie Feil (the “Feil Declaration”) annexed as Exhibit A to the Application, as well as the Supplemental Declaration of Tinamarie Feil [ECF No. 212] (the “Supplemental Declaration”) for an order authorizing the Debtor to employ and retain BMC Group, Inc. (“BMC Group”) as its administrative agent (the “Administrative Agent”) in the Debtor’s chapter 11 case *nunc pro tunc* to August 11, 2016, under section 327(a) of the Bankruptcy Code,<sup>1</sup> Bankruptcy Rule 2014 and 2016, and Local Rules 2014-1 and 2016-1; and the Court having reviewed the Application and having found that: (a) it has jurisdiction over this matter under 28 U.S.C. §§ 157 and 1334, (b) this is a core matter under 28 U.S.C. § 157(b)(2)(A), (c) notice of the Application was sufficient and appropriate under the circumstances, and (d) venue is proper before this Court under 28 U.S.C. §§ 1408 and 1409; and a hearing having been held to consider the relief requested in the Application (the “Hearing”); and the Court having considered the Feil Declaration and the Supplemental Declaration and having determined that the relief sought in the Application is in the best interests of the Debtor, its estate and creditors and that the legal and

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

factual bases set forth in the Application and the Feil Declaration establish just cause for the relief granted herein; and based on the record of the Hearing and all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is hereby,

**ORDERED**, that the Application is granted to the extent provided herein; and it is further

**ORDERED**, that the Debtor is authorized to retain and employ BMC Group as the Administrative Agent to perform the Administrative Services in this chapter 11 case *nunc pro tunc* to August 11, 2016, pursuant to the terms of the Services Agreement annexed to the Feil Declaration, and as set forth in the Supplemental Declaration, and in furtherance of this Court's Claims and Noticing Agent Retention Order [ECF No. 68]; and it is further

**ORDERED**, that Administrative Agent shall be compensated in accordance with and will file interim and final fee applications for allowance of its compensation and expenses and shall be subject to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Amended Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals [ECF No. 95], the Amended Order Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals, dated November 25, 2009 and ~~the Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York, dated June 17, 2013~~ *applicable law*; and it is further

**ORDERED**, that prior to any increases in Administrative Agent's rates for any individual retained by Administrative Agent and providing services in these cases, Administrative Agent shall file a supplemental affidavit with the Court and provide ten business days' notice to the Debtor, the United States Trustee and any official committee. The

supplemental affidavit shall explain the basis for the requested rate increases in accordance with Section 330(a)(3)(F) of the Bankruptcy Code and state whether Professional's client has consented to the rate increase. The United States Trustee retains all rights to object to any rate increase on all grounds including, but not limited to, the reasonableness standard provided for in section 330 of the Bankruptcy Code; and it is further

**ORDERED**, that the Debtor and Administrative Agent are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application; and it is further

**ORDERED**, that notwithstanding any term in the Services Agreement to the contrary, the Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order; and it is further

**ORDERED**, that notwithstanding any provision in the Bankruptcy Rules to the contrary, this Order immediately shall be effective and enforceable upon its entry; and it is further

**ORDERED**, that in the event of any inconsistency between the Services Agreement, the Application, and the Order, this Order shall govern.

Dated: September 20, 2016  
New York, New York

/s/ Sean H. Lane  
UNITED STATES BANKRUPTCY JUDGE