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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 AUGUST 1, 2016 THROUGH AUGUST 31, 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:	August 1, 2016 – August 31, 2016
Total Amount of Compensation for Professional Services:	\$88,608.00
<i>Less</i> Holdback pursuant to Compensation Procedures Order dated December 2, 2015 (20%):	<u>\$17,721.60</u>
Interim Compensation for Professional Services (80%):	\$70,886.40
<i>Plus</i> Reimbursement for Actual and Necessary Expenses (100%):	<u>\$1,781.11</u>
TOTAL REQUESTED PAYMENT AT THIS TIME	\$72,667.51

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

1703220
September 19, 2016
037168

FOR PROFESSIONAL SERVICES RENDERED THROUGH August 31, 2016

<u>No.</u>	<u>Reference</u>	<u>Hours</u>	<u>Total</u>
00000	General	0.0	1,781.11
00002	Case Management and Operating Reports	1.2	540.00
00004	Investigation, Due Diligence and Analysis	44.1	26,130.50
00010	Claims Administration and Objections	9.9	5,359.00
00011	Miscellaneous Motions and Objections	0.8	168.00
00012	Adversary Proceedings	10.3	5,126.00
00013	Professional Retention	7.0	2,910.50
00014	Fee Applications	30.9	12,823.50
00016	Disclosure Statement and Plan Matters and Solicitation	52.5	25,919.50
00029	Travel	0.0	0.00
00030	NY State Court Action Against Frank Ferro, Nikolaos Koklonis	17.3	9,631.00
TOTALS		174.0	90,389.11

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55 Second Street, 21st Floor
San Francisco, CA 94105-3470
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1717 K Street, NW
Washington, DC 20006-5344
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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)	26.50	735.00	19,477.50
ARAM ORDUBEGIAN	BR, 1996 (CA)	11.20	735.00	8,232.00
ANDY S. KONG	2006 (CA)	3.70	600.00	2,220.00
ERIC A. BIDERMAN		3.60	580.00	2,088.00
<u>ASSOCIATES</u>				
GEORGE V. UTLIK	BR, 2008 (NY, NJ)	71.90	530.00	38,107.00
M. DOUGLAS FLAHAUT	BR, 2006 (CA); 2008 (MT)	4.00	530.00	2,120.00
Blended Rate for Attorneys: \$597.56				
<u>PARA PROFESSIONALS</u>				
LISA INDELICATO	BR	35.30	335.00	11,825.50
DESIREE M. MORRIS		8.00	310.00	2,480.00
MARIOLA WIATRAK		9.80	210.00	2,058.00
		174.0		88,608.00

SUMMARY OF CHARGES

DUPLICATING SUMMARY	40.90
PARKING AND/OR MILEAGE	124.72
COURT COSTS	60.00
FILING FEES	95.00
OUT-OF-TOWN TRANSPORTATION	671.24
FedEx Package	50.15
OUT OF TOWN LODGING	739.10
	1,781.11

(00000)

Re: General

FOR PROFESSIONAL SERVICES RENDERED THROUGH: August 31, 2016

FOR CHARGES:

COURT COSTS

08/17/2016	COURT COSTS - COURTCALL LLC AIRFASTTICKETS, INC./15-11951 (ADAM MEISLIK)	30.00
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08/17/2016	COURT COSTS - COURTCALL LLC AIRFASTTICKETS, INC./15-11951 (BRIAN WEISS)	30.00
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COURT COSTS	60.00
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DUPLICATING SUMMARY

08/03/2016	DUPLICATING SUMMARY User Cristal Munoz copied 409 on 08/03/2016 at 12:46 hrs	40.90
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DUPLICATING SUMMARY	40.90
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FILING FEES

08/02/2016	FILING FEES MICHAEL S. CRYAN, FILING FEE	95.00
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FILING FEES	95.00
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OTHER DATABASE SEARCH

08/31/2016	OTHER DATABASE SEARCH-PACER 07/31/2016 (10.66 at No Charge)	0.00
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OTHER DATABASE SEARCH	0.00
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OUT OF TOWN LODGING

08/10/2016	OUT OF TOWN LODGING ARAM ORDUBEGIAN, LODGING 08/10/2016 - 08/12/2016, DISCLOSURE STATEMENT HEARING	739.10
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OUT OF TOWN LODGING	739.10
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OUT-OF-TOWN MEALS

08/10/2016	OUT-OF-TOWN MEALS ARAM ORDUBEGIAN, DINNER, DINNER WHILE TRAVELING. (22.14 at No Charge)	0.00
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08/11/2016	OUT-OF-TOWN MEALS ARAM ORDUBEGIAN, DINNER, CLIENT MEETING WITH ADAM MEISLIK (145.21 at No Charge)	0.00
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OUT-OF-TOWN MEALS	0.00
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OUT-OF-TOWN TRANSPORTATION

08/10/2016	OUT-OF-TOWN TRANSPORTATION ARAM ORDUBEGIAN, TAXI/CAR SERVICE NJ/HOTEL NYC, TAXI FROM NJ AIRPORT TO HOTEL.	100.00
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OUT-OF-TOWN TRANSPORTATION

08/10/2016	OUT-OF-TOWN TRANSPORTATION ARAM ORDUBEGIAN, AIRFARE 08/10/2016 - 08/12/2016 LAX/NEWARK, NJ/LAX, FLIGHT RE DISCLOSURE STATEMENT HEARING	464.20
08/11/2016	OUT-OF-TOWN TRANSPORTATION ARAM ORDUBEGIAN, TAXI/CAR SERVICE MEETING/NY OFFICE, CLIENT MEETING TO OFFICE. (12.35 at No Charge)	0.00
08/11/2016	OUT-OF-TOWN TRANSPORTATION ARAM ORDUBEGIAN, TAXI/CAR SERVICE OFFICE/NY-BK COURT, TAXI FROM NY OFFICE TO COURT.	26.30
08/11/2016	OUT-OF-TOWN TRANSPORTATION ARAM ORDUBEGIAN, TAXI/CAR SERVICE COURT/NY OFFICE, TAXI FROM NY-BK COURT TO NY OFFICE.	30.30
08/12/2016	OUT-OF-TOWN TRANSPORTATION ARAM ORDUBEGIAN, TAXI/CAR SERVICE HOTEL/NEWARK AIRPORT, TAXI FROM HOTEL TO NEWARK AIRPORT.	50.44

OUT-OF-TOWN TRANSPORTATION 671.24

OVERNIGHT DELIVERY

08/01/2016	FedEx Package From: Lisa Indelicato, Arent Fox LLP, NEW YORK, NY To: Andrea Schwartz US Trustee s Office, NEW YORK CITY, NY US Received By: I RODRIGUEZ; TID: 783717051089	8.31
08/08/2016	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; TID: 783775291713	12.17
08/08/2016	FedEx Package From: Mariola Wiatrak, Arent Fox LLP, NEW YORK, NY To: Chambers of Hon Sean H Lane US Bankruptcy Court, NEW YORK, NY US Received By: SIGNATURE NOT SUPPLIED; TID: 783775347786	12.17
08/11/2016	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; TID: 783801149887	8.75
08/31/2016	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: I RODRIGUEZ; TID: 783971340542	8.75

OVERNIGHT DELIVERY 50.15

PARKING AND/OR MILEAGE

08/10/2016	PARKING AND/OR MILEAGE	34.72
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PARKING AND/OR MILEAGE

08/10/2016 PARKING AND/OR MILEAGE 90.00

PARKING AND/OR MILEAGE 124.72

CURRENT CHARGES

\$1,781.11

SUBTOTAL FOR THIS MATTER \$1,781.11

(00002)

Re: Case Management and Operating Reports

FOR PROFESSIONAL SERVICES RENDERED THROUGH: August 31, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
08/03/16	GV UTLIK	Communications with client re general case progress and status.	0.20	106.00
08/04/16	GV UTLIK	Communications with Adam Meislik re case status, informal issues raised by counsel for ACIC and proposed resolution and related issues re plan in preparation for the hearing on approval of the disclosure statement and solicitation procedures.	0.20	106.00
08/09/16	GV UTLIK	Communications with Brian Weiss re case status and issues.	0.20	106.00
08/11/16	GV UTLIK	Review debtor's MOR before filing.	0.30	159.00
08/11/16	MW WIATRAK	Prepare for filing and file July Operating Report. Forward copy to US Trustee.	0.30	63.00
			1.20	540.00

	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
GEORGE V. UTLIK	0.9	at	\$530.00	=	\$477.00
MARIOLA WIATRAK	0.3	at	\$210.00	=	\$63.00
Total	1.2				\$540.00

CURRENT FEES	<hr/>	\$540.00
SUBTOTAL FOR THIS MATTER		\$540.00

(00004)

Re: Investigation, Due Diligence and Analysis

FOR PROFESSIONAL SERVICES RENDERED THROUGH: August 31, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
08/01/16	GV UTLIK	Review correspondence from counsel for New York Community Bank re subpoena.	0.20	106.00
08/01/16	GV UTLIK	Review correspondence from counsel for New York Commercial Bank re subpoena.	0.20	106.00
08/01/16	GV UTLIK	Review document production received from New York Commercial Bank.	0.30	159.00
08/01/16	GV UTLIK	Meet and confer with Lisa Indelicato re latest document production and related issues, including processing and storing same, and forwarding document production to the debtor's financial advisors for review.	0.30	159.00
08/01/16	GV UTLIK	Review banks' invoices for document production and follow up re payment of same.	0.10	53.00
08/01/16	GV UTLIK	Communications with Michael Cryan re status of investigations, document production and related issues.	0.30	159.00
08/01/16	LA INDELICATO	Review document productions from NY Commercial Bank, Citibank and PayPal.	1.50	502.50
08/01/16	LA INDELICATO	Correspond with George Utlik and Adam Meislik regarding invoices from NY Commercial Bank and Citibank for production of documents.	0.20	67.00
08/02/16	LA INDELICATO	Coordinate with Desiree Morris regarding uploading document production to litigation support database.	0.70	234.50
08/03/16	GV UTLIK	Communications with Brown Rudnick, counsel for Airfasttickets, Ltd. re their proof of claim and document production.	0.30	159.00
08/04/16	GV UTLIK	Communications with Andrew M. Carty and Ezra Roth of Brown Rudnick re document production.	0.10	53.00
08/04/16	GV UTLIK	Review and diligence re Airfasttickets Ltd's document production.	0.60	318.00
08/04/16	GV UTLIK	Follow up communications with Brian Weiss re status and access to document production by Citibank, PayPal, NY Commercial Bank and AFT Ltd.	0.20	106.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
08/04/16	GV UTLIK	Work with Desiree Morris re latest document production and transfer via FTP to Brian Weiss.	0.20	106.00
08/09/16	GV UTLIK	Follow up re status of subpoena and document review with counsel of PayPal.	0.10	53.00
08/12/16	GV UTLIK	Communications with Michael Cryan and counsel for PayPal re upcoming notice of presentment, objection deadline, review of document production and potential adjournment and resolution of litigation issues.	0.20	106.00
08/12/16	GV UTLIK	Communications with Brian Weiss re status of review of document production by PayPal.	0.10	53.00
08/12/16	LA INDELICATO	Prepare Fourth Amended Notice of Presentment of Motion for Rule 2004 Examination of PayPal.	0.50	167.50
08/12/16	MS CRYAN	Work on legal strategy regarding Rule 2004 motion as to PayPal.	0.60	441.00
08/15/16	GV UTLIK	Conference call with Brian Weiss re AFT UK's discovery, claim and setting call with AFT UK's counsel and trustees re open issues.	0.30	159.00
08/15/16	GV UTLIK	Follow up re Citibank's document production and transfer of data to the debtor and debtor's financial advisor for review.	0.20	106.00
08/15/16	LA INDELICATO	Review, revise, file and arrange for service of Fourth Amended Notice of Presentment of the Motion for Rule 2004 Examination of PayPal, Inc.	0.60	201.00
08/15/16	GV UTLIK	Review draft fourth amended notice of presentment re Rule 2004 application against PayPal and confer with PayPal's counsel re same.	0.20	106.00
08/15/16	GV UTLIK	Follow up with Brown Rudnick re UK Trustee's document production and next steps.	0.20	106.00
08/24/16	AS KONG	Review Fareportal rule 2004 exam motion and motion to file under seal.	0.40	240.00
08/24/16	AO ORDUBEGIAN	Review various pleadings from Fareportal re Rule 2004 examination on emergency basis.	0.80	588.00
08/24/16	MS CRYAN	Analyze Fareportal 2004 Motion.	1.80	1,323.00
08/24/16	MS CRYAN	Analyze Fareportal Motion to Shorten Time.	0.90	661.50
08/24/16	MS CRYAN	Analyze Fareportal Motion to Seal.	0.80	588.00
08/24/16	GV UTLIK	Review Fareportal's ex part motion, motion under seal and motion for expedited hearing.	1.60	848.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
08/25/16	GV UTLIK	Review debtor's draft objection to Fareportal's ex parte motions.	0.90	477.00
08/25/16	MS CRYAN	Draft objection to Fareportal Motion to Shorten Time.	0.90	661.50
08/25/16	MS CRYAN	Draft objection to Fareportal Motion to Seal.	0.80	588.00
08/25/16	MW WIATRAK	Research re local rules requiring parties to confer before filing papers.	0.70	147.00
08/25/16	GV UTLIK	Conference call with the office of the united states trustee re Fareportal's ex parte motions and related issues.	0.20	106.00
08/25/16	GV UTLIK	Communications with Michael Cryan re Fareportal's motions, issues, grounds for objection under Rule 2004 and applicable local rules, issues and strategy.	0.90	477.00
08/25/16	GV UTLIK	Conference call with Morgan Lewis re Fareportal's motions and Travana's state court litigation.	0.40	212.00
08/25/16	GV UTLIK	Communications with Aram Ordubegian, Michael Cryan and Adam Meilsik re Travana's position re Fareportal's motion and related issues.	0.30	159.00
08/25/16	GV UTLIK	Communications with Edgar Park re Fareportal's motions.	0.10	53.00
08/25/16	GV UTLIK	Communications with Adam Meislik and Brian Weiss re Fareportal's motions, allegations, factual background re prepetition litigation and claims.	0.40	212.00
08/25/16	GV UTLIK	Conference call with Michael Cryan and Aram Ordubegian re Fareportal's motion and debtor's preliminary position and UST's inquiries.	0.40	212.00
08/25/16	GV UTLIK	Review case law sent by Michael Cryan re res judicata issues and rule 2004 issues re Fareportal's position.	0.60	318.00
08/25/16	AO ORDUBEGIAN	Call with legal team re response to Fareportal's emergency Rule 2004 examination motions.	0.50	367.50
08/25/16	AO ORDUBEGIAN	Review and revise opposition to same.	0.20	147.00
08/25/16	MS CRYAN	Work on strategy for addressing Fareportal 2004 Motion.	0.80	588.00
08/25/16	MS CRYAN	Research legal authorities in order to prepare objection to Fareportal 2004 Motion.	2.70	1,984.50

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
08/25/16	MS CRYAN	Research legal authorities in order to prepare objection to Fareportal Motion to Shorten Time.	1.30	955.50
08/25/16	MS CRYAN	Research legal authorities in order to prepare objection to Fareportal Motion to Seal.	0.90	661.50
08/25/16	MS CRYAN	Draft objection to Fareportal 2004 Motion.	2.80	2,058.00
08/25/16	AS KONG	Emails with team re Fareportal's rule 2004 exam motion and allegations contained therein.	0.20	120.00
08/25/16	GV UTLIK	Review unredacted and confidential documents re Fareportal's ex parte motion.	1.20	636.00
08/26/16	MS CRYAN	Revise objection to Fareportal 2004 Motion.	0.80	588.00
08/26/16	MS CRYAN	Work on strategy for addressing Fareportal 2004 Motion.	0.90	661.50
08/26/16	GV UTLIK	Draft, review and revise Debtor's objection to Fareportal's ex parte rule 2004 motion, motion under seal and motion for shortened notice.	3.90	2,067.00
08/26/16	GV UTLIK	Perform legal research and review case law re rule 2004 standing, "pending litigation" rule and other issues re Fareportal's ex parte rule 2004 motion, motion under seal and motion for shortened notice.	2.60	1,378.00
08/26/16	GV UTLIK	Communications with Michael Cryan and Aram Ordubegian re debtor's objection to Fareportal's motions and related issues and strategy.	0.60	318.00
08/26/16	GV UTLIK	Communications with Adam Meilsik re draft objection to Fareportal's motion and related issues.	0.30	159.00
08/26/16	GV UTLIK	Attempted conference calls and follow up voicemails with Michael Cryan and counsel for Fareportal re their ex parte motion.	0.30	159.00
08/26/16	GV UTLIK	Communications with Chambers re debtor's objection to Fareportal's motion.	0.20	106.00
08/26/16	GV UTLIK	Conference call with Brown Rudnick re status of UK claims review and Fareportal's motion and related issues.	0.20	106.00
08/26/16	AS KONG	Review debtor opposition to Foreportal's Rule 2004 exam motion.	0.20	120.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
08/26/16	MW WIATRAK	Prepare for filing and file Objection to Fareportal Motion for 2004 Examination; forward copy to chambers and to claims agent for service.	0.40	84.00
08/26/16	GV UTLIK	Communications with counsel for Travana Inc.	0.20	106.00
08/29/16	MS CRYAN	Attend to legal strategy regarding Fareportal 2004 motion.	0.30	220.50
08/29/16	MS CRYAN	Analyze order regarding Fareportal motion to shorten time.	0.20	147.00
08/29/16	LA INDELICATO	Review and download to E-Bank all filings involving Fareportal.	0.50	167.50
08/29/16	AO ORDUBEGIAN	E-mail exchanges with client re setting of hearing on Rule 2004 motion and related issues.	0.10	73.50
08/29/16	GV UTLIK	Follow up emails with Michael Cryan re communications with counsel for Fareportal.	0.10	53.00
08/29/16	GV UTLIK	Review court order scheduling Fareportal's motions for a hearing and email and calendar invites to Arent Fox's team and client re upcoming hearing and objection deadlines. (No Charge 0.2 hrs)	0.00	0.00
08/30/16	GV UTLIK	Review Judge Lane's order approving Fareportal's motion under seal and send same to client and Arent Fox's team. (No Charge 0.1 hrs)	0.00	0.00
08/30/16	AO ORDUBEGIAN	Call from client re Rule 2004 motion filed by Fareportal.	0.20	147.00
08/30/16	MS CRYAN	Attend to preparation of legal strategy regarding Fareportal 2004 motion.	0.40	294.00
			44.10	26,130.50

	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
MICHAEL S. CRYAN	16.9	at	\$735.00	=	\$12,421.50
ARAM ORDUBEGIAN	1.8	at	\$735.00	=	\$1,323.00
ANDY S. KONG	0.8	at	\$600.00	=	\$480.00
GEORGE V. UTLIK	19.5	at	\$530.00	=	\$10,335.00
LISA INDELICATO	4.0	at	\$335.00	=	\$1,340.00
MARIOLA WIATRAK	1.1	at	\$210.00	=	\$231.00
Total	44.1				\$26,130.50

CURRENT FEES	<hr/> \$26,130.50
SUBTOTAL FOR THIS MATTER	\$26,130.50

(00010)

Re: Claims Administration and Objections

FOR PROFESSIONAL SERVICES RENDERED THROUGH: August 31, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
08/03/16	GV UTLIK	Review correspondence and documents from John Ross re claims objection.	0.20	106.00
08/04/16	AS KONG	Review documents provided in support of AFT UK claim and email same to B. Weiss with comments.	1.60	960.00
08/12/16	GV UTLIK	Communications with Brian Weiss re Niko's proof of claim and related issues.	0.20	106.00
08/15/16	GV UTLIK	Conference call with Doug Flahaut re case status and issues.	0.30	159.00
08/15/16	MD FLAHAUT	Telephone conference with G. Utlik regarding claim objections with respect to Debtor's insider.	0.30	159.00
08/15/16	MD FLAHAUT	Review of proof of claim filed by Debtor's insider and exchange of e-mails with G. Utlik re draft objection to same.	0.40	212.00
08/15/16	GV UTLIK	Review and analyze proof of claim and related documentation filed by Nikolaos Koklonis.	0.30	159.00
08/16/16	GV UTLIK	Review debtor's analyses concerning AFT UK's proof of claim.	0.30	159.00
08/16/16	GV UTLIK	Draft, review and revise correspondence to Brown Rudnick, counsel for AFT UK, re debtor's analysis re proof of claim, subject to FRE 408 and other ground rules, along with proposed agenda for the call and separate legal issues.	0.60	318.00
08/17/16	GV UTLIK	Review, revise and finalize correspondence and related analyses to counsel for AFT UK re their claim and issues.	0.30	159.00
08/17/16	GV UTLIK	Prepare for and attend conference call with Brian Weiss re potential claim objection to N. Koklonis' proof of claim.	0.40	212.00
08/17/16	GV UTLIK	Perform legal research and review case law and claims objections re process and legal standard.	4.80	2,544.00
08/18/16	GV UTLIK	Follow up communications with Brian Weiss re case status and potential claims objections.	0.20	106.00
			9.90	5,359.00

	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
ANDY S. KONG	1.6	at	\$600.00	=	\$960.00
M. DOUGLAS FLAHAUT	0.7	at	\$530.00	=	\$371.00
GEORGE V. UTLIK	7.6	at	\$530.00	=	\$4,028.00
Total	9.9				\$5,359.00

CURRENT FEES	<hr/> \$5,359.00
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SUBTOTAL FOR THIS MATTER	\$5,359.00
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(00011)

Re: Miscellaneous Motions and Objections

FOR PROFESSIONAL SERVICES RENDERED THROUGH: August 31, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
08/23/16	MW WIATRAK	Drafting two notices of appearance to be filed in district court case; obtaining ECF password for G. Utlik for SDNY.	0.80	168.00
			0.80	168.00

	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
MARIOLA WIATRAK	0.8	at \$210.00 =	\$168.00
Total	0.8		\$168.00

CURRENT FEES \$168.00

SUBTOTAL FOR THIS MATTER \$168.00

(00012)

Re: Adversary Proceedings

FOR PROFESSIONAL SERVICES RENDERED THROUGH: August 31, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
08/01/16	LA INDELICATO	Review , revise and email to Chambers Stipulation Adjourning Hearing and Extending Briefing Schedule on Order To Show Cause with Temporary Restraining Order and Setting Hearing on Shortened Notice to Consider Plaintiff's Application for Order Enjoining Transfer of the Debtor's Property and Adjourning Initial Conference.	0.50	167.50
08/02/16	GV UTLIK	Follow re Court's entry of Stipulation Adjourning Hearing And Extending Briefing Schedule and calendar dates and deadlines.	0.20	106.00
08/03/16	LA INDELICATO	Calendar deadlines in Citibank AP.	0.10	33.50
08/03/16	GV UTLIK	Communications with Eric Biderman re status and issues re D&O claims.	0.20	106.00
08/04/16	DM MORRIS	Save scanned copies of NY Community bank, renamed files. send same via FTP to client.	1.40	434.00
08/09/16	GV UTLIK	Communications with Michael Cryan re Citibank's document production and request to discuss the concepts of interpleader or a consensual litigation escrow and related issues.	0.40	212.00
08/09/16	GV UTLIK	Conference call with Aram Ordubegian re Citibank's interpleader or escrow approach and proposed resolution.	0.20	106.00
08/09/16	GV UTLIK	Review correspondence and download and save documents production by Citibank.	0.40	212.00
08/09/16	GV UTLIK	Communications with Desiree Morris re transfer of documents produced by Citibank to debtor and financial advisor for review.	0.20	106.00
08/09/16	GV UTLIK	Review correspondence from Michael Venditto, counsel for Citibank, re production and potential resolution of the adversary proceeding vis-à-vis Citibank.	0.10	53.00
08/09/16	MS CRYAN	Analyze legal authorities governing potential resolution of adversary proceeding as to Citibank.	1.80	1,323.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
08/09/16	MS CRYAN	Analyze correspondence via e-mail from counsel for Citibank regarding potential resolution of adversary proceeding as to Citibank.	0.40	294.00
08/12/16	DM MORRIS	Facilitated sending copies of new Citibank production to client via FTP.	0.30	93.00
08/15/16	GV UTLIK	Follow up emails with Michael Cryan and Aram Ordubegian re draft stipulation re Citibank to escrow funds and dismiss them as defendant	0.10	53.00
08/15/16	MD FLAHAUT	Conferences and exchanges of e-mails with A. Ordubegian and G. Utlik re adversary proceeding against Citibank and potential resolution of same.	0.30	159.00
08/15/16	DM MORRIS	Conferred with G. Utlik regarding resending Citibank's production to the client. Facilitated sending same via FTP link.	0.50	155.00
08/17/16	MD FLAHAUT	Telephone conference and exchange of e-mails with M. Cryan re proposed interpleader issues.	0.40	212.00
08/17/16	MD FLAHAUT	Legal research re consensual litigation escrow and related matters.	0.90	477.00
08/22/16	MD FLAHAUT	Further legal research regarding costs and issues related to a litigation escrow versus interpleader; preparation of recommendation to client re same and exchange of e-mails with A. Ordubegian and M. Cryan r same.	0.70	371.00
08/22/16	MW WIATRAK	Call chambers re hearing date (0.10); prepare 2 notices of appearance to be filed in district court case (.6).	0.70	147.00
08/23/16	GV UTLIK	Communications with Michael Cryan, Desiree Morris and Mariola Wiatrak re defendants' motion to remove the case to the SDNY district and relating litigation and notice of appearance issues.	0.30	159.00
08/25/16	AO ORDUBEGIAN	Strategy and planning with legal team re request from Defendant Citibank to escrow or interplead disputed funds and next steps re same.	0.20	147.00
			10.30	5,126.00

	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
MICHAEL S. CRYAN	2.2	at	\$735.00	=	\$1,617.00
ARAM ORDUBEGIAN	0.2	at	\$735.00	=	\$147.00
M. DOUGLAS FLAHAUT	2.3	at	\$530.00	=	\$1,219.00

	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
GEORGE V. UTLIK	2.1	at	\$530.00	=	\$1,113.00
LISA INDELICATO	0.6	at	\$335.00	=	\$201.00
DESIREE M. MORRIS	2.2	at	\$310.00	=	\$682.00
MARIOLA WIATRAK	0.7	at	\$210.00	=	\$147.00
Total	10.3				\$5,126.00

CURRENT FEES	<hr/>	\$5,126.00
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SUBTOTAL FOR THIS MATTER		\$5,126.00
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(00013)

Re: Professional Retention

FOR PROFESSIONAL SERVICES RENDERED THROUGH: August 31, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
08/05/16	LA INDELICATO	Discussions with George Utlik regarding retention of BMC as administrative agent for the Debtor (.3); research regarding same (.5).	0.80	268.00
08/09/16	LA INDELICATO	Research re tax accountant fee application.	0.40	134.00
08/15/16	LA INDELICATO	Review and revise BMC Retention Application as Administrative Agent, Declaration in Support and Proposed Order.	0.80	268.00
08/15/16	GV UTLIK	Review and revise Debtor's application to employ and retain BMC Group Inc. as Administrative Agent under section 327(a) of the Bankruptcy Code.	1.80	954.00
08/15/16	GV UTLIK	Review and revise proposed order re Debtor's application to employ and retain BMC Group Inc.	0.40	212.00
08/15/16	GV UTLIK	Review and revise Declaration of Tinamerie Feil in support of Debtor's application to employ and retain BMC Group Inc. as Administrative Agent.	0.40	212.00
08/15/16	GV UTLIK	Prepare emails to Adam Meislik and BMC re revised retention application and redlines for review and execution before filing.	0.30	159.00
08/16/16	LA INDELICATO	Prepare Notice of Hearing of Application to retain BMC Group as Administrative Agent (.6). Review, revise, file and arrange for service of Application to Retain BMC Group as Administrative Agent and related Notice of Hearing (1.5).	2.10	703.50
			7.00	2,910.50

	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
GEORGE V. UTLIK	2.9	at \$530.00 =	\$1,537.00
LISA INDELICATO	4.1	at \$335.00 =	\$1,373.50
Total	7.0		\$2,910.50

CURRENT FEES	\$2,910.50
SUBTOTAL FOR THIS MATTER	\$2,910.50

(00014)

Re: Fee Applications

FOR PROFESSIONAL SERVICES RENDERED THROUGH: August 31, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
08/03/16	GV UTLIK	Communications with Lisa Indelicato and Accounting re preparation of Arent Fox's second interim fee application and related issues. (No Charge 0.3 hrs)	0.00	0.00
08/03/16	LA INDELICATO	Draft Arent Fox's second interim fee application.	2.20	737.00
08/03/16	LA INDELICATO	Prepare fee and expense summary.	0.60	201.00
08/04/16	GV UTLIK	Diligence re professionals' monthly and interim fee applications and compliance with compensation procedures order. (No Charge 0.3 hrs)	0.00	0.00
08/04/16	GV UTLIK	Communications with Lisa Indelicato re case status, contacting Chambers to obtain a hearing on interim fee applications and other case projects and issues. (No Charge 0.4 hrs)	0.00	0.00
08/04/16	GV UTLIK	Communications with Tim W. Stephens, debtor's accountant, re status of its fee application, compliance with retention order and compensation procedures and related issues.	0.40	212.00
08/05/16	LA INDELICATO	Coordinate with Committee professionals and schedule hearing on second interim fee applications.	0.30	100.50
08/05/16	LA INDELICATO	Discussions with George Utlik regarding second interim fee applications of Committee professionals. (No Charge 0.3 hrs)	0.00	0.00
08/05/16	LA INDELICATO	Review RLF fee application. (No Charge 0.5 hrs)	0.00	0.00
08/05/16	GV UTLIK	Review and revise Arent Fox's second interim fee application.	2.90	1,537.00
08/09/16	GV UTLIK	Diligence re debtor's accountant's interim and final fee application and communications with Brian Weiss re same.	0.40	212.00
08/10/16	GV UTLIK	Conference call with Brian Weiss re CPA's interim and final fee application and related issues.	0.10	53.00
08/11/16	GV UTLIK	Review and revise first and final fee application for the debtor's accountant.	0.70	371.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
08/12/16	MW WIATRAK	Draft July Monthly Fee Statement.	0.50	105.00
08/12/16	LA INDELICATO	Prepare second interim fee application of Arent Fox and exhibits thereto.	3.40	1,139.00
08/12/16	LA INDELICATO	Prepare RLF, BSW and Wright Ford fee applications for electronic filing next week.	1.20	402.00
08/15/16	GV UTLIK	Draft Arent Fox's second interim fee application.	2.80	1,484.00
08/15/16	MW WIATRAK	Draft Notice of Hearing re Second Interim Fee Applications.	0.60	126.00
08/15/16	GV UTLIK	Review and revise BSW's second interim fee application and related declaration.	0.90	477.00
08/16/16	GV UTLIK	Review and revise Arent Fox's second interim fee application to provide for summaries of services by category and related declaration, summaries and exhibits.	3.90	2,067.00
08/16/16	GV UTLIK	Work with Lisa Indelicato and James Peralta re Arent Fox's second interim fee application, review and revisions re categories of services, invoices, voluntary write offs and related issues. (No Charge 0.6 hrs)	0.00	0.00
08/16/16	GV UTLIK	Communications with Aram Ordubegian re Arent Fox's second interim fee application and related issues. (No Charge 0.3 hrs)	0.00	0.00
08/16/16	GV UTLIK	Review and revise Arent Fox's second interim fee application to incorporate comments and edits by Aram Ordubegian. (No Charge 0.6 hrs)	0.00	0.00
08/16/16	AO ORDUBEGIAN	Review and revise second interim fee application of Arent Fox.	0.70	514.50
08/16/16	LA INDELICATO	Various discussions with George Utlik regarding second interim fee application (.3). Call James Peralta regarding corrections to invoice (.1). Review and revise second interim fee application of Arent Fox (2.2).	2.60	871.00
08/17/16	GV UTLIK	Review, revise and finalize Arent Fox's second interim fee application and related declaration and exhibits. (No Charge 0.9 hrs)	0.00	0.00
08/17/16	AO ORDUBEGIAN	Finalize second interim fee application of Arent Fox LLP. (No Charge 0..2 hrs)	0.00	0.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
08/17/16	LA INDELICATO	Review, revise, file and arrange for service second interim fee applications of Arent Fox, Richards Layton & Finger, & BSW Associates and final fee application of Wright Ford (3.1); revise, file and arrange for service of Notice of Hearing on fee applications (.5); prepare fee summary chart with payment calculations (1.2).	4.70	1,574.50
08/29/16	LA INDELICATO	Review RLF July fee statement.	0.10	33.50
08/30/16	AO ORDUBEGIAN	Review and revise proforma time inputs for July 2016 for Arent Fox invoice.	0.30	220.50
08/31/16	GV UTLIK	Review Arent Fox's monthly statement before filing. (No Charge 0.2 hrs)	0.00	0.00
08/31/16	MW WIATRAK	Complete Arent Fox July Fee Statement (.8); prepare for filing and file Arent Fox, Richards, Layton and BSW & Associates July Fee Statements (.3); forward copies to US Trustee (.1).	1.20	252.00
08/31/16	LA INDELICATO	Follow up with Committee professionals re status of monthly fee statements (.2) and review same (.2).	0.40	134.00
			30.90	12,823.50

	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
ARAM ORDUBEGIAN	1.0	at	\$735.00	=	\$735.00
GEORGE V. UTLIK	12.1	at	\$530.00	=	\$6,413.00
LISA INDELICATO	15.5	at	\$335.00	=	\$5,192.50
MARIOLA WIATRAK	2.3	at	\$210.00	=	\$483.00
Total	30.9				\$12,823.50

CURRENT FEES	<u>\$12,823.50</u>
SUBTOTAL FOR THIS MATTER	\$12,823.50

(00016)

Re: Disclosure Statement and Plan Matters and Solicitation

FOR PROFESSIONAL SERVICES RENDERED THROUGH: August 31, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
08/01/16	GV UTLIK	Follow up re ACIC's proposed treatment under the plan and communications with their counsel and Doug Flahaut re same.	0.20	106.00
08/02/16	AS KONG	Multiple emails with team re revisions to disclosure statement.	0.30	180.00
08/02/16	GV UTLIK	Communications with Gib Pagter Jr., Aram Ordubegian and Doug Flahaut re resolution of issues raised by ACIC, revised plan and preparation for upcoming hearing.	0.30	159.00
08/02/16	AO ORDUBEGIAN	Overview proposed edits from creditors to disclosure statement to avoid objections.	0.20	147.00
08/03/16	GV UTLIK	Conference call with Andrea B. Schwartz re motion for approval of disclosure statement.	0.10	53.00
08/05/16	GV UTLIK	Review and revise Debtor's amended plan and disclosure statement regarding Class 4 and its treatment under the amended plan.	0.80	424.00
08/05/16	GV UTLIK	Emails with client re revised plan, disclosure statement and comments from UST re disclosure statement.	0.20	106.00
08/05/16	GV UTLIK	Communications with Adam Meislik and Aram Ordubegian re upcoming court hearing and preparations.	0.20	106.00
08/08/16	AS KONG	Review amended disclosure statement and plan.	0.80	480.00
08/08/16	GV UTLIK	Diligence and preparations for upcoming hearing, court-call arrangements and communications with the debtor and professionals re same.	0.40	212.00
08/08/16	GV UTLIK	Work with Mariola Wiatrak re revising, finalizing, filing and serving debtor's first amended plan and disclosure statement and related issues.	0.60	318.00
08/08/16	MW WIATRAK	Work on G. Utlik's revisions to plan and disclosure statement (1.8); draft notice of filing of first amended plan and disclosure statement (.7); prepare for filing and file same with the exhibits (.4) forward copies to chambers and US Trustee (.2).	3.10	651.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
08/08/16	GV UTLIK	Review and finalize debtor's first amended plan.	0.80	424.00
08/08/16	GV UTLIK	Review and finalize debtor's first amended disclosure statement in support of first amended plan.	1.40	742.00
08/08/16	GV UTLIK	Communications with client re singing confirmation pleadings.	0.20	106.00
08/08/16	GV UTLIK	Review and revise notice of filing first amended plan.	0.20	106.00
08/08/16	GV UTLIK	Communications with client re filing first amended plan and related issues.	0.30	159.00
08/09/16	MW WIATRAK	Telephone call with chambers re approval for telephonic appearance at the hearing for B. Weiss and A. Meislik.	0.10	21.00
08/09/16	MW WIATRAK	Make CourtCall arrangements for B. Weiss and A. Meislik to appear at the hearing.	0.20	42.00
08/09/16	AO ORDUBEGIAN	E-mails with client and legal team re final redlines to disclosure statement prior to hearing.	0.20	147.00
08/09/16	GV UTLIK	Conference call with Aram Ordubegian re pending issues and proposed resolution and strategy re upcoming hearing.	0.30	159.00
08/09/16	GV UTLIK	Draft, review and revise Notice of Filing re revised proposed order approving disclosure statement and Exhibit 7 - Ballot for Class 4.	0.40	212.00
08/09/16	GV UTLIK	Draft, review and revise revised proposed order approving disclosure statement.	0.40	212.00
08/09/16	GV UTLIK	Draft, review and revise ballot for Class 4.	0.40	212.00
08/09/16	GV UTLIK	Contact Chambers re upcoming hearing and issues.	0.20	106.00
08/09/16	GV UTLIK	Communications with Lisa Indelicato re case status, issues re upcoming hearing and related process. (No Charge 0.3 hrs)	0.00	0.00
08/09/16	GV UTLIK	Communications with Russell Silberglied and Adam Meislik re case status, upcoming court hearing re approval of disclosure statement and related issues and correspondence with the Delaware Chancery Court.	0.20	106.00
08/09/16	GV UTLIK	Conference call with Tinamarie Feil of BMC re upcoming hearing re solicitation procedures and package and related issues.	0.20	106.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
08/09/16	GV UTLIK	Diligence and preparation for the upcoming hearing on approval of disclosure statement and solicitation procedures.	1.80	954.00
08/09/16	GV UTLIK	Follow up communications with Mariola Wiatrak re filing and service of amended plan and disclosure statement and related issues.	0.20	106.00
08/09/16	GV UTLIK	Communications with Aram Ordubegian re case status, filing amended plan and disclosure statement, update re UST's review of the plan and disclosure statement and preparation for the upcoming hearing.	0.20	106.00
08/10/16	GV UTLIK	Draft an outline in preparation for the hearing on approval of the disclosure statement and solicitation procedures.	1.90	1,007.00
08/10/16	GV UTLIK	Review confirmation documents and diligence in preparation for the court hearing on approval of the disclosure statement and solicitation procedures.	3.60	1,908.00
08/10/16	LA INDELICATO	Review, revise, file and arrange for service of Notice of Filing Revised Proposed Order Approving Disclosure Statement and clean and redline versions of Proposed Order.	1.90	636.50
08/11/16	GV UTLIK	Conference call with BMC re upcoming hearing and solicitation procedures and forms.	0.20	106.00
08/11/16	GV UTLIK	Meet and confer with Aram Ordubegian re preparation for the hearing.	0.40	212.00
08/11/16	GV UTLIK	Emails with the debtor and debtor's financial advisor re upcoming hearing, court call, preparations and issues.	0.40	212.00
08/11/16	GV UTLIK	Emails with the litigation team re status of pending actions in preparation for the upcoming court hearing.	0.20	106.00
08/11/16	GV UTLIK	Review and revise outline for the hearing on approval of the disclosure statement and solicitation procedures.	0.80	424.00
08/11/16	GV UTLIK	Attend the hearing on approval of the disclosure statement and solicitation procedures.	2.40	1,272.00
08/11/16	AO ORDUBEGIAN	Prepare for disclosure statement hearing.	2.70	1,984.50
08/11/16	AO ORDUBEGIAN	Attend hearing on disclosure statement; pre-hearing meeting with US Trustee re all pending matters.	3.80	2,793.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
08/11/16	GV UTLIK	Communications with Tinamarie Feil of BMC re hearing results, retention of BMC as ballot and tabulation agent under section 327 and related requirements and solicitation procedures and related issues.	0.40	212.00
08/11/16	GV UTLIK	Review and revise proposed order approval disclosure statement and solicitation to address Court's comments on the record, run redlines and submit to Chambers for entry.	0.60	318.00
08/11/16	GV UTLIK	Communications with Lisa Indelicato re hearing results and pending case management issues. (No Charge 0.2 hrs)	0.00	0.00
08/11/16	GV UTLIK	Communications with Lisa Indelicato re approval of disclosure statement and solicitation procedures and related issues.	0.30	159.00
08/11/16	GV UTLIK	Review and assemble pleadings, docket, MORs and prepare for the court hearing on approval of the disclosure statement.	1.90	1,007.00
08/12/16	AS KONG	Review order approving disclosure statement.	0.20	120.00
08/12/16	MD FLAHAUT	Receipt and review of draft order approving disclosure statement; exchange of e-mails with G. Utlik re same.	0.40	212.00
08/12/16	GV UTLIK	Email to the Debtor re Court's entered order approving disclosure statement and solicitation procedures.	0.10	53.00
08/12/16	GV UTLIK	Review revised proposed order approving disclosure and solicitation and all exhibits attached thereto before filing.	0.30	159.00
08/12/16	GV UTLIK	Review and revise proposed order approving disclosure statement and Liquidating Trust Agreement before filing.	0.40	212.00
08/12/16	GV UTLIK	Communications with Russell Silberglied, co-counsel to the Debtor, re case status, approval of disclosure statement and related correspondence to Delaware Chancery Court re status and next steps.	0.20	106.00
08/12/16	LA INDELICATO	Prepare clean and redline versions of Revised Proposed Order Approving Disclosure Statement and all exhibits 1-7 thereto for submission to Chambers.	4.40	1,474.00
08/16/16	MW WIATRAK	Update dates in solicitation package.	0.60	126.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
08/17/16	GV UTLIK	Work with Lisa Indelicato re solicitation package, including approved disclosure statement, plan, confirmation hearing notice, non-voting notices and the ballots.	0.70	371.00
08/17/16	LA INDELICATO	Prepare solicitation package.	4.80	1,608.00
08/18/16	GV UTLIK	Review and finalize solicitation package, including approved disclosure statement, plan, confirmation hearing notice, non-voting notices and the ballots.	1.40	742.00
08/18/16	MW WIATRAK	Prepare documents for solicitation package.	0.60	126.00
08/18/16	AO ORDUBEGIAN	Call from B. Weiss re plan confirmation and solicitation matters.	0.50	367.50
08/19/16	GV UTLIK	Communications with Aram Ordubegian and Kevin Martin of BMC re debtor's solicitation materials and related issues.	0.30	159.00
08/19/16	AO ORDUBEGIAN	Final review and edits to solicitation package.	0.60	441.00
08/24/16	MD FLAHAUT	Receipt and review of Rule 2004 examination request and motion to shorten time; exchange of e-mails with G. Utlik and A. Ordubegian re same.	0.60	318.00
			52.50	25,919.50

	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
ARAM ORDUBEGIAN	8.0	at	\$735.00	=	\$5,880.00
ANDY S. KONG	1.3	at	\$600.00	=	\$780.00
M. DOUGLAS FLAHAUT	1.0	at	\$530.00	=	\$530.00
GEORGE V. UTLIK	26.5	at	\$530.00	=	\$14,045.00
LISA INDELICATO	11.1	at	\$335.00	=	\$3,718.50
MARIOLA WIATRAK	4.6	at	\$210.00	=	\$966.00
Total	52.5				\$25,919.50

CURRENT FEES	<u>\$25,919.50</u>
SUBTOTAL FOR THIS MATTER	\$25,919.50

(00029)

Re: Travel

FOR PROFESSIONAL SERVICES RENDERED THROUGH: August 31, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
08/10/16	AO ORDUBEGIAN	Travel to NY for disclosure statement hearing. (No Charge 7.2 hrs)	0.00	0.00
08/12/16	AO ORDUBEGIAN	Travel from New York to Los Angeles. (No Charge 7.7 hrs)	0.00	0.00
			0.00	0.00
		SUBTOTAL FOR THIS MATTER		\$0.00

(00030)

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

FOR PROFESSIONAL SERVICES RENDERED THROUGH: August 31, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
08/01/16	MS CRYAN	Prepare request for judicial notice in state court litigation.	0.30	220.50
08/01/16	DM MORRIS	Facilitated e-filing of affidavit of service of complaint served upon Frank Ferro	0.50	155.00
08/02/16	EA BIDERMAN	Correspond with Marsh regarding status of D&O insurance claim.	0.40	232.00
08/02/16	DM MORRIS	Completed RJi and addendum. Reviewed same with M. Cryan. Telephone call to court clerk regarding same. Facilitated e-filing same.	2.60	806.00
08/03/16	EA BIDERMAN	Correspond with Marsh and AIG regarding status of claim.	0.50	290.00
08/04/16	DM MORRIS	Research regarding obtaining copies of certificates of good standing. Telephone call to California office regarding same. telephone call to California supreme court regarding same.	1.20	372.00
08/05/16	MS CRYAN	Analyze legal issues in order to prepare litigation.	4.90	3,601.50
08/17/16	AO ORDUBEGIAN	Strategy and planning with legal team via e-mail and call re Defendants' offer to remove action to bankruptcy court and related matters.	0.20	147.00
08/17/16	GV UTLIK	Communications with Michael Cryan and Aram Ordubegian re status and strategy of the D&O action.	0.30	159.00
08/17/16	MS CRYAN	Work on litigation strategy issues regarding potential removal.	0.80	588.00
08/17/16	MS CRYAN	Discuss via telephone with counsel for E. Vareli and N. Koklonis issues regarding potential removal.	0.20	147.00
08/23/16	DM MORRIS	Met with M. Cryan regarding case, telephone call to SDNY regarding filing of answer to complaint pro se. Email to M. Cryan regarding same. completed notice of appearance for M. Cryan and G. Utlik, facilitated e-filing of same.	1.50	465.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
08/26/16	EA BIDERMAN	Review and analysis of D&O insurance policy provisions and New York law regarding notice of claim and of correspondence with insurance carrier regarding claim; Analysis of same and of proposed response to insurance broker/agent regarding expiration of coverage.	2.70	1,566.00
08/26/16	MS CRYAN	Analyze correspondence via e-mail from counsel for E. Vareli regarding insurer and related issues.	0.40	294.00
08/26/16	MS CRYAN	Draft correspondence via e-mail to counsel for E. Vareli regarding insurer and related issues.	0.80	588.00
			17.30	9,631.00

	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
MICHAEL S. CRYAN	7.4	at	\$735.00	=	\$5,439.00
ARAM ORDUBEGIAN	0.2	at	\$735.00	=	\$147.00
ERIC A. BIDERMAN	3.6	at	\$580.00	=	\$2,088.00
GEORGE V. UTLIK	0.3	at	\$530.00	=	\$159.00
DESIREE M. MORRIS	5.8	at	\$310.00	=	\$1,798.00
Total	17.3				\$9,631.00

CURRENT FEES	<u>\$9,631.00</u>
SUBTOTAL FOR THIS MATTER	<u>\$9,631.00</u>
INVOICE TOTAL	\$90,389.11

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 1703220
Invoice Date September 19, 2016
Client Number 037168

- - REMITTANCE COPY - -
PLEASE SEND WITH CHECK

TOTAL AMOUNT OF THIS INVOICE

\$90,389.11

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 1703220

EXHIBIT B

**SUMMARY OF FEES
AUGUST 1, 2016 – AUGUST 31, 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.	26.50	\$735	\$19,477.50
Aram Ordubegian	Partner since 2009. Member of CA bar since 1996.	11.20	\$735	\$8,232.00
Andy S. Kong	Partner since 2016. Member of the CA bar since 2006.	3.70	\$600	\$2,220.00
Eric A. Biderman	Joined firm as an associate in 2010. Member of NY bar since 2006. Member of NJ bar since 2005.	3.60	\$580	\$2,088.00
George V. Utlik	Joined firm as an associate in 2009. Member of NJ bar since 2008. Member of NY bar since 2008.	71.90	\$530	\$38,107.00
M. Douglas Flahaut	Joined firm as an associate in 2009. Member of the CA bar since 2006.	4.00	\$530	\$2,120.00
Lisa Indelicato	Paraprofessional	35.30	\$335	\$11,825.50
Desiree Morris	Paraprofessional	8.00	\$310	\$2,480.00
Mariola Wiatrak	Paraprofessional	9.80	\$210	\$2,058.00
TOTALS		174		\$88,608.00

Blended Rate: \$597.56¹

¹ The Blended Rate excludes paraprofessionals' time.

EXHIBIT C

SUMMARY OF EXPENSES
AUGUST 1, 2016 – AUGUST 31, 2016

Expense Category	Service Provider (if applicable)	Total Expenses
Duplicating		\$40.90
Parking and/or Mileage		\$124.72
Court Costs	CourtCall	\$60.00
Filing Fees		\$95.00
Out-of-Town Transportation		\$671.24
Overnight Delivery	FedEx	\$50.15
Out-of-Town Lodging		\$739.10
TOTAL:		\$1781.11