

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. :
:
-----X

**DECLARATION OF THE DEBTOR’S VOTING AGENT REGARDING
SOLICITATION AND TABULATION OF VOTES IN CONNECTION WITH
THE DEBTOR’S FIRST AMENDED CHAPTER 11 PLAN OF LIQUIDATION**

Kevin Martin, declares pursuant to 28 U.S.C. § 1746, as follows:

1. I am over eighteen years of age and not a party to the above-captioned case. I am employed as a Director by BMC Group, Inc. (“BMC”), the voting agent for the above-captioned debtor and debtor in possession (the “Debtor”) in the chapter 11 case. BMC was retained by the Debtor as its voting agent under this Court’s *Order Authorizing the Debtor to Retain and Employ BMC Group, Inc. as Administrative Agent Nunc Pro Tunc to August 11, 2016* [Docket No. 224]. BMC’s business address is 3732 W. 120th Street, Hawthorne, California 90250.

2. On August 12, 2016, the Court entered its *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* [Docket No. 184] (the “Disclosure Statement Order”), which approved the *First Amended Disclosure Statement for Debtor’s First Amended Chapter 11 Plan of Liquidation* [Docket No. 179, Exhibit C] (the “Disclosure Statement”).

3. Under the terms of the *Debtor's First Amended Chapter 11 Plan of Liquidation* [Docket No. 179, Exhibit A] (the "Plan"),¹ all Claims against and Equity Interests in the Debtor, except Administrative Expense Claims, Professional Compensation and Reimbursement Claims, Priority Tax Claims, and United States Trustee Fees, have been classified and are treated as follows for purposes of voting:

| CLASS | CLAIM | STATUS | VOTING RIGHTS |
|-------|---|------------|------------------|
| 1 | Priority Non-Tax Claims | Unimpaired | Deemed to Accept |
| 2-A | General Unsecured Claims | Impaired | Entitled to Vote |
| 2-B | General Unsecured Claims of Airfasttickets Ltd. | Impaired | Entitled to Vote |
| 3 | Existing Equity Interests | Impaired | Deemed to Reject |
| 4 | Secured Claim of American Contractors Indemnity Company | Impaired | Entitled to Vote |

4. In accordance with the procedures to solicit votes from, and tabulate Ballots submitted by, holders entitled to vote on the Plan (the "Solicitation Procedures"), which was approved by the Court under the Disclosure Statement Order, BMC served solicitation packages via U.S. Postal Service First Class Mail on August 24, 2016 (the "Solicitation Packages") as follows:

- a) The Disclosure Statement, Plan, and Disclosure Statement Order (without Exhibits), on CD-ROM;
- b) The *Notice of Confirmation Hearing* [Docket No. 184, Exhibit 4];
- c) The appropriate Plan Class Ballot; and
- d) A self-addressed return envelope.

5. The Plan, Disclosure Statement, and Disclosure Statement Order were also posted to the BMC's website at www.bmcgroup.com/airfasttickets. The Notice of Confirmation

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Plan.

Hearing also contained information notifying parties in interest that such documents are available for viewing or downloading, free of charge, on the Debtor's restructuring website, at www.bmcgroup.com/airfasttickets, or by contacting BMC at (888) 909-0100 or via email to airfasttickets@bmcgroup.com.

6. A certificate evidencing service of the Solicitation Packages in accordance with the Disclosure Statement Order was filed with the Court on August 26, 2016 [Docket No. 201].

7. Under the Disclosure Statement Order, the Court established August 6, 2016 as the Voting Record Date and September 29, 2016 at 5:00 p.m. prevailing Eastern Time as the Voting Deadline.

8. The Plan, Disclosure Statement, Disclosure Statement Order, and Solicitation Procedures served as BMC's guide for the solicitation and tabulation of votes to accept or reject the Plan, and all Ballots received were reviewed and tabulated in accordance with the procedures described therein.

9. Pursuant to the Plan and the Solicitation Procedures, only holders as of the Voting Record Date in the following Classes were entitled to vote to accept or reject the Plan (the "Voting Classes"):

| IMPAIRED CLASS AND DESCRIPTION | ACCEPT | | REJECT | |
|--|------------------|----------------------------|------------------|-------------------------|
| | VOTES COUNTED | AMOUNT | VOTES COUNTED | AMOUNT |
| Class 2-A General Unsecured Claims | 33 94.29% | \$18,347,146.43 90.55% | 2 5.71% | \$1,914,527.61 9.45% |
| Class 2-B General Unsecured Claims of Airfasttickets Ltd. | 1 100.00% | \$55,876,330.22 100.00% | 0 0.00% | \$0.00 0.00% |
| Class 4 Secured Claim of American Indemnity Company | 1 100.00% | \$70,000.00 100.00% | 0 0.00% | \$0.00 0.00% |

10. Attached hereto as Exhibit A is the full tabulation report that provides both a summary of, and the detail behind, all Ballots received as of the Voting Deadline. Exhibit A also

sets forth whether any Ballots cast were excluded from tabulation and the basis for such exclusion.

11. In tabulating the Ballots, in accordance with the Disclosure Statement Order, the following Ballots were not counted in determining the acceptance or rejection of the Plan:

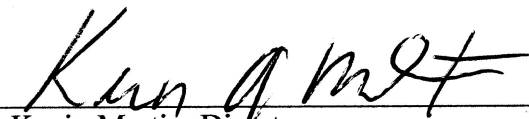
- (a) any Ballot that is properly completed, executed, and timely returned to the Voting Agent, but (i) does not indicate either an acceptance or rejection of the Plan, or (ii) indicates both an acceptance and a rejection of the Plan;
- (b) any Ballot received after the Voting Deadline;
- (c) any Ballot that is illegible or contains insufficient information to permit the identification of the claimant;
- (d) 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;
- (e) any Ballots not bearing an original signature, or
- (f) any Ballot transmitted to the Voting Agent by facsimile, telecopy, other means of electronic transmission, or any means other than those expressly approved.

12. BMC complied in all respects with the Solicitation Procedures and provisions of the Disclosure Statement Order.

13. All Ballots received by BMC are stored at BMC's Hawthorne office, located at 3732 W. 120th Street, Hawthorne, California 90250 and are available for inspection by the Court or any party in interest.

I declare under penalty of perjury of the laws of the United States that the foregoing is true and correct to the best of my knowledge and belief.

Executed on October 6, 2016



Kevin Martin, Director
BMC Group, Inc.

Exhibit A

[Plan Tabulation Report]

**BALLOT TABULATION REPORT
SUMMARY**
In Re: AirFastTickets, Inc.

| Ballot Counts | | | | | | | | Ballot Amounts | | | | | | |
|---------------|---|---------|----------|-------|---------------|----------------|----------------|-----------------|---------|----------------|-------|-----------------|----------------|-----------------|
| Class | Accepted | | Rejected | | Total Counted | Total Excluded | Total Received | Accepted | | Rejected | | Total Counted | Total Excluded | Total Received |
| 2-A | 33 | 94.29% | 2 | 5.71% | 35 | 3 | 38 | \$18,347,146.43 | 90.55% | \$1,914,527.61 | 9.45% | \$20,261,674.04 | \$318,179.51 | \$20,579,853.55 |
| 2-B | 1 | 100.00% | 0 | 0.00% | 1 | 0 | 1 | \$55,876,330.22 | 100.00% | \$0.00 | 0.00% | \$55,876,330.22 | \$0.00 | \$55,876,330.22 |
| 4 | 1 | 100.00% | 0 | 0.00% | 1 | 0 | 1 | \$70,000.00 | 100.00% | \$0.00 | 0.00% | \$70,000.00 | \$0.00 | \$70,000.00 |
| Class | Description | | | | | | | | | | | | | |
| 2-A | General Unsecured Claims | | | | | | | | | | | | | |
| 2-B | General Unsecured Claims of Airfasttickets Ltd. | | | | | | | | | | | | | |
| 4 | Secured Claim of American Indemnity Company | | | | | | | | | | | | | |

In Re: AirFastTickets, Inc.

BALLOT TABULATION REPORT

Plan Class 2-A: General Unsecured Claims

| Ballot Counts | | | | | | | | Ballot Amounts | | | | | | |
|---------------|----------|--------|----------|-------|---------------|----------------|----------------|-----------------|--------|----------------|-------|-----------------|----------------|-----------------|
| Class | Accepted | | Rejected | | Total Counted | Total Excluded | Total Received | Accepted | | Rejected | | Total Counted | Total Excluded | Total Received |
| 2-A | 33 | 94.29% | 2 | 5.71% | 35 | 3 | 38 | \$18,347,146.43 | 90.55% | \$1,914,527.61 | 9.45% | \$20,261,674.04 | \$318,179.51 | \$20,579,853.55 |

| Ctrl. No. | Cln No. | Creditor Name | Total Amount | Accepting | | Rejecting | | Excluded | Grants Release | Comments |
|-----------|---------|--|----------------|----------------|-------|----------------|-------|----------|----------------|--|
| | | | | Amount | Votes | Amount | Votes | | | |
| 12 | 42 | ALBERT JEN-TA LEE & YING SUNNY CHEN REVOCABLE TRST | \$441,555.46 | \$441,555.46 | 1 | | 0 | | Yes | |
| 39 | 13 | AMERICAN EXPRESS BANK FSB | \$1,010,789.22 | \$1,010,789.22 | 1 | | 0 | | | |
| 13 | 43 | ASSOCIATED INT'L (HONGKONG) LTD. | \$1,868,332.97 | | | \$1,868,332.97 | 1 | | | |
| 40 | 85 | CALDWELL LESLIE & PROCTOR, PC | \$46,194.64 | | | \$46,194.64 | 1 | | | |
| 14 | 44 | CHEN LUNG TSAI | \$245,333.29 | \$245,333.29 | 1 | | 0 | | Yes | |
| 36 | 45 | CHEN TSAO CHIN | \$126,716.64 | \$126,716.64 | 1 | | 0 | | Yes | |
| 15 | 46 | CHING-YAO KAO | \$252,200.00 | \$252,200.00 | 1 | | 0 | | Yes | |
| 16 | 47 | DAVID CHOU | \$591,666.58 | \$591,666.58 | 1 | | 0 | | Yes | |
| 2 | 26 | DODD CARTER | \$420.00 | \$420.00 | 1 | | 0 | | Yes | |
| 17 | 48 | EDGAR D. PARK | \$565,583.37 | \$565,583.37 | 1 | | 0 | | Yes | |
| 18 | 49 | EVELYN YANG | \$68,500.00 | \$68,500.00 | 1 | | 0 | | | |
| 8 | 3 | FARECOMPARE LP | \$163,230.48 | \$163,230.48 | 1 | | 0 | | | |
| 5 | 2 | FENNELL, DOMINIC J | \$97,743.17 | | | | 0 | X | | Ballot did not indicate an acceptance or rejection of the Plan |
| 6 | s91 | FENNELL, DOMINIC J | \$110,218.17 | | | | 0 | X | | Ballot did not indicate an acceptance or rejection of the Plan |
| 7 | 29 | FENNELL, DOMINIC J | \$110,218.17 | | | | 0 | X | | Ballot did not indicate an acceptance or rejection of the Plan |
| 19 | 50 | GARY CHANG | \$279,333.33 | \$279,333.33 | 1 | | 0 | | Yes | |
| 20 | 51 | GOLDEN CROWN INTERNATIONAL LTD. | \$955,777.57 | \$955,777.57 | 1 | | 0 | | | |
| 35 | 69 | HNA GROUP (INTERNATIONAL) CO LTD | \$2,888,590.00 | \$2,888,590.00 | 1 | | 0 | | Yes | |
| 21 | 52 | HO YU KUANG | \$2,043,943.95 | \$2,043,943.95 | 1 | | 0 | | Yes | |

In Re: AirFastTickets, Inc.

BALLOT TABULATION REPORT

Plan Class 2-A: General Unsecured Claims

| Ctrl. No. | Clm No. | Creditor Name | Total Amount | Accepting | | Rejecting | | Excluded | Grants Release | Comments |
|-----------|---------|------------------------------|----------------|----------------|-------|-----------|-------|----------|----------------|----------|
| | | | | Amount | Votes | Amount | Votes | | | |
| 22 | 53 | JASON CHEN | \$1,378,563.00 | \$1,378,563.00 | 1 | | 0 | | | |
| 23 | 54 | JOSEPHINE WOO SAU TIN | \$69,500.00 | \$69,500.00 | 1 | | 0 | | Yes | |
| 37 | 55 | LEE BOU INT'L LTD | \$638,888.75 | \$638,888.75 | 1 | | 0 | | | |
| 38 | 56 | LI KAI | \$642,425.41 | \$642,425.41 | 1 | | 0 | | | |
| 9 | 18 | MARY-PHILIPPA BARRETT | \$162,376.72 | \$162,376.72 | 1 | | 0 | | Yes | |
| 24 | 58 | MELISSA YOU | \$119,555.54 | \$119,555.54 | 1 | | 0 | | Yes | |
| 25 | 59 | MICHAEL YANG | \$190,833.31 | \$190,833.31 | 1 | | 0 | | Yes | |
| 26 | 60 | NEW SILICON HOLDINGS LIMITED | \$1,944,999.56 | \$1,944,999.56 | 1 | | 0 | | | |
| 27 | 61 | PENG HSUEH-HUA | \$491,166.67 | \$491,166.67 | 1 | | 0 | | Yes | |
| 28 | 62 | PHILLIP YU KANG CHEN | \$136,999.96 | \$136,999.96 | 1 | | 0 | | | |
| 29 | 63 | PI HUA YANG | \$68,055.54 | \$68,055.54 | 1 | | 0 | | Yes | |
| 3 | s144 | RONALDO ALMERO | \$450.00 | \$450.00 | 1 | | 0 | | Yes | |
| 30 | 64 | SHIEH JAW-CHYI KAY | \$930,277.60 | \$930,277.60 | 1 | | 0 | | Yes | |
| 31 | 65 | SOPHIA YANG | \$398,222.13 | \$398,222.13 | 1 | | 0 | | Yes | |
| 10 | 17 | STEVEN J BARRETT | \$352,780.32 | \$352,780.32 | 1 | | 0 | | Yes | |
| 32 | 66 | SUMMIT ELITE GLOBAL LTD | \$638,333.20 | \$638,333.20 | 1 | | 0 | | | |
| 4 | 75 | TRAVELFUSION | \$823.30 | \$823.30 | 1 | | 0 | | | |
| 33 | 67 | TRUST FOR PATRICK | \$127,555.53 | \$127,555.53 | 1 | | 0 | | Yes | |
| 34 | 68 | ZHAO YANPING | \$421,700.00 | \$421,700.00 | 1 | | 0 | | Yes | |

In Re: AirFastTickets, Inc.

BALLOT TABULATION REPORT

Plan Class 2-B: General Unsecured Claims of Airfasttickets Ltd.

| Ballot Counts | | | | | | | Ballot Amounts | | | | | | | |
|---------------|----------|---------|----------|-------|---------------|----------------|----------------|-----------------|---------|----------|-------|-----------------|----------------|-----------------|
| Class | Accepted | | Rejected | | Total Counted | Total Excluded | Total Received | Accepted | | Rejected | | Total Counted | Total Excluded | Total Received |
| 2-B | 1 | 100.00% | 0 | 0.00% | 1 | 0 | 1 | \$55,876,330.22 | 100.00% | \$0.00 | 0.00% | \$55,876,330.22 | \$0.00 | \$55,876,330.22 |

| Ctrl. No. | Cln No. | Creditor Name | Total Amount | Accepting | | Rejecting | | Excluded | Grants Release | Comments |
|-----------|---------|--------------------------|-----------------|-----------------|-------|-----------|-------|----------|----------------|----------|
| | | | | Amount | Votes | Amount | Votes | | | |
| 11 | 81 | AIR FAST TICKETS LIMITED | \$55,876,330.22 | \$55,876,330.22 | 1 | | 0 | | | |

In Re: AirFastTickets, Inc.

BALLOT TABULATION REPORT

Plan Class 4: Secured Claim of American Indemnity Company

| Ballot Counts | | | | | | | Ballot Amounts | | | | | | | |
|---------------|----------|---------|----------|-------|---------------|----------------|----------------|-------------|---------|----------|-------|---------------|----------------|----------------|
| Class | Accepted | | Rejected | | Total Counted | Total Excluded | Total Received | Accepted | | Rejected | | Total Counted | Total Excluded | Total Received |
| 4 | 1 | 100.00% | 0 | 0.00% | 1 | 0 | 1 | \$70,000.00 | 100.00% | \$0.00 | 0.00% | \$70,000.00 | \$0.00 | \$70,000.00 |

| Ctrl. No. | Cln No. | Creditor Name | Total Amount | Accepting | | Rejecting | | Excluded | Grants Release | Comments |
|-----------|---------|--|--------------|-------------|-------|-----------|-------|----------|----------------|----------|
| | | | | Amount | Votes | Amount | Votes | | | |
| 1 | 32 | AMERICAN CONTRACTORS INDEMNITY COMPANY | \$70,000.00 | \$70,000.00 | 1 | | 0 | | Yes | |