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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 SEPTEMBER 1, 2016 THROUGH SEPTEMBER 30, 2016**

Name of Applicant:	Arent Fox LLP
Authorized to Provide Professional Services to:	The Debtor, AirFastTickets, Inc.
Date of Retention:	December 2, 2015, <i>nunc pro tunc</i> to October 27, 2015
Compensation Period:	September 1, 2016 – September 30, 2016
Total Amount of Compensation for Professional Services:	\$52,310.50
<i>Less</i> Holdback pursuant to Compensation Procedures Order dated December 2, 2015 (20%):	<u>\$10,462.10</u>
Interim Compensation for Professional Services (80%):	\$41,848.40
<i>Plus</i> Reimbursement for Actual and Necessary Expenses (100%):	<u>\$427.27</u>
TOTAL REQUESTED PAYMENT AT THIS TIME	\$42,275.67

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

1708189
October 28, 2016
037168

FOR PROFESSIONAL SERVICES RENDERED THROUGH September 30, 2016

<u>No.</u>	<u>Reference</u>	<u>Hours</u>	<u>Total</u>
00000	General	0.0	427.27
00002	Case Management and Operating Reports	0.8	264.00
00004	Investigation, Due Diligence and Analysis	1.8	1,132.50
00010	Claims Administration and Objections	25.0	11,518.00
00011	Miscellaneous Motions and Objections	23.3	14,267.50
00012	Adversary Proceedings	7.4	2,878.00
00013	Professional Retention	5.8	2,914.00
00014	Fee Applications	10.8	4,604.00
00016	Disclosure Statement and Plan Matters and Solicitation	22.5	12,478.50
00030	NY State Court Action Against Frank Ferro, Nikolaos Koklonis	3.4	2,254.00
TOTALS		100.8	52,737.77

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55 Second Street, 21st Floor
San Francisco, CA 94105-3470
T 415.757.5500 F 415.757.5501

1717 K Street, NW
Washington, DC 20006-5344
T 202.857.6000 F 202.857.6395

Taxpayer Identification Number: 53-0214923

TIME SUMMARY

	Area of Expertise, Year Admitted	Hours	Rate(\$)	Amount(\$)
<u>PARTNERS</u>				
MICHAEL S. CRYAN	LDR, 1996 (NY & DC)	14.60	735.00	10,731.00
ARAM ORDUBEGIAN	BR, 1996 (CA)	5.20	735.00	3,822.00
ANDY S. KONG	2006 (CA)	0.50	600.00	300.00
<u>ASSOCIATES</u>				
GEORGE V. UTLIK	BR, 2008 (NY, NJ)	36.00	530.00	19,080.00
M. DOUGLAS FLAHAUT	BR, 2006 (CA); 2008 (MT)	24.90	530.00	13,197.00
SEVAN GORGINIAN		2.10	330.00	693.00
Blended Rate for Attorneys: \$574.11				

PARA PROFESSIONALS

LISA INDELICATO	BR	6.50	335.00	2,177.50
MARIOLA WIATRAK		11.00	210.00	2,310.00
		100.8		52,310.50

SUMMARY OF CHARGES

POSTAGE	52.26
PARKING AND/OR MILEAGE	41.20
DUPLICATING SUMMARY	61.20
OTHER DATABASE SEARCH	5.20
COURT COSTS	30.00
FedEx Package	237.41
	427.27

(00000)

Re: General

FOR PROFESSIONAL SERVICES RENDERED THROUGH: September 30, 2016

FOR CHARGES:

COURT COSTS

09/15/2016	COURT COSTS - COURTCALL LLC AIRASTTICKETS, INC./15-11951 (TINAMARIE FEIL)	30.00
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COURT COSTS	30.00
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DUPLICATING SUMMARY

09/09/2016	DUPLICATING SUMMARY User Kelvyn Ortiz copied 612 on 09/09/2016 at 17:27 hrs	61.20
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DUPLICATING SUMMARY	61.20
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OTHER DATABASE SEARCH

09/30/2016	OTHER DATABASE SEARCH- PACER 08/31/2016	5.20
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OTHER DATABASE SEARCH	5.20
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OVERNIGHT DELIVERY

09/09/2016	FedEx Package From: Mariola Wiatrak, Arent Fox LLP, NEW YORK, NY To: Jeremy S Sussman The Law Offices of Jeremy S S, NEW YORK, NY US Received By: A ESPINAL; TID: 784046729127	8.71
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09/09/2016	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: L MENDEZ; TID: 784046839727	8.71
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09/09/2016	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: 784046913178	8.71
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09/09/2016	FedEx Package From: Mariola Wiatrak, Arent Fox LLP, NEW YORK, NY To: Nikolaos Koklonis HARRISON, NY US Received By: SIGNATURE NOT SUPPLIED; TID: 784046772859	11.51
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09/09/2016	FedEx Package From: Mariola Wiatrak, Arent Fox LLP, NEW YORK, NY To: Nikolaos Koklonis NEW YORK, NY US Received By: B BERNARD; TID: 784046822868	11.51
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09/09/2016	FedEx Package From: MARIOLA WIATRAC, ARENT FOX LLP, NEW YORK, NY To: NIKOLAOS KOKLONIS VOULIAGMENI, ATHENS, GR Received By: K OKLONIS; TID: 784048351245	42.71
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OVERNIGHT DELIVERY

09/09/2016	FedEx Package From: MARIOLA WIATRAK, ARENT FOX LLP, NEW YORK, NY To: NIKOLAOS KOKLONIS VOULIAGHENI, ATHENS, GR Received By: K OKLONIS; TID: 784048475006	42.71
09/09/2016	FedEx Package From: MARIOLA WIATRAK, ARENT FOX LLP, NEW YORK, NY To: NIKOLAOS KOKLONIS VOULIAGMENI, ATHENS, GR Received By: K OKLONIS; TID: 784048714491	42.71
09/09/2016	FedEx Package From: MARIOLA WIATRAK, ARENT FOX LLP, NEW YORK, NY To: NIKOLAOS KOKLONIS VOULIAGHENI, ATHENS, GR Received By: K OKLONIS; TID: 784048758490	42.71
09/15/2016	FedEx Package From: Mariola Wiatrak, Arent Fox LLP, NEW YORK, NY To: Andrea B Schwartz Office of the US Trustee, NEW YORK CITY, NY US Received By: J CLARK; TID: 784093816423	8.71
09/23/2016	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 RODRIQUEZ; TID: 784165771335	8.71

OVERNIGHT DELIVERY 237.41

PARKING AND/OR MILEAGE

09/30/2016	PARKING AND/OR MILEAGE- PARKING VALIDATION 09/02/2016 NICK RUBEN	41.20
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PARKING AND/OR MILEAGE 41.20

POSTAGE

09/14/2016	POSTAGE User Mariola Wiatrak produced \$14.13 in postage on 09/14/2016	14.13
09/14/2016	POSTAGE User Mariola Wiatrak produced \$14.13 in postage on 09/14/2016	14.13
09/16/2016	POSTAGE User Mariola Wiatrak produced \$1.84 in postage on 09/16/2016	1.84
09/27/2016	POSTAGE User Lisa Indelicato produced \$1.38 in postage on 09/27/2016	1.38
09/27/2016	POSTAGE User Lisa Indelicato produced \$20.78 in postage on 09/27/2016	20.78

POSTAGE 52.26

CURRENT CHARGES	<hr/>	\$427.27
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SUBTOTAL FOR THIS MATTER		\$427.27
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(00002)

Re: Case Management and Operating Reports

FOR PROFESSIONAL SERVICES RENDERED THROUGH: September 30, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
09/13/16	GV UTLIK	Review and diligence re debtor's MOR and filing.	0.20	106.00
09/14/16	GV UTLIK	Follow up re debtor's draft MOR, missing pages and related issues before filing.	0.10	53.00
09/15/16	MW WIATRAK	Prepare for filing and file August operating report.	0.50	105.00
			0.80	264.00

	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
GEORGE V. UTLIK	0.3	at \$530.00 =	\$159.00
MARIOLA WIATRAK	0.5	at \$210.00 =	\$105.00
Total	0.8		\$264.00

CURRENT FEES	\$264.00
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SUBTOTAL FOR THIS MATTER	\$264.00
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(00004)

Re: Investigation, Due Diligence and Analysis

FOR PROFESSIONAL SERVICES RENDERED THROUGH: September 30, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
09/02/16	AS KONG	Review Travania's objection to Fareportal's rule 2004 exam motion.	0.20	120.00
09/08/16	GV UTLIK	Follow up with Brian Weiss and Michael Cryan re discovery produced by PayPal, any deficiency and related issues and strategy in anticipation of presentment of Rule 2004 motion.	0.20	106.00
09/09/16	GV UTLIK	Follow up with Brian Weiss re PayPal's document production and potential withdrawal of debtor's Rule 2004 application.	0.10	53.00
09/09/16	AS KONG	Review Fareportal's response to objection to rule 2004 exam motion and motion to file under seal.	0.30	180.00
09/12/16	GV UTLIK	Follow up communications Sarah Schindler-Williams, counsel for PayPal re debtor's Rule 2004 motion and its withdrawal.	0.20	106.00
09/12/16	GV UTLIK	Review and revise notice of withdrawal of debtor's rule 2004 motion against paypal.	0.10	53.00
09/12/16	AO ORDUBEGIAN	Calls with M. Cryan and G. Utlik re Fareportal's Rule 2004 examination reply papers and potential settlement options.	0.50	367.50
09/14/16	AO ORDUBEGIAN	Call with client after e-mail exchanges re outcome of Fareportal's Rule 2004 examination motion and next steps.	0.20	147.00
			1.80	1,132.50

	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
ARAM ORDUBEGIAN	0.7	at	\$735.00	=	\$514.50
ANDY S. KONG	0.5	at	\$600.00	=	\$300.00
GEORGE V. UTLIK	0.6	at	\$530.00	=	\$318.00
Total	1.8				\$1,132.50

CURRENT FEES \$1,132.50

SUBTOTAL FOR THIS MATTER \$1,132.50

(00010)

Re: Claims Administration and Objections

FOR PROFESSIONAL SERVICES RENDERED THROUGH: September 30, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
09/01/16	AO ORDUBEGIAN	Strategy and planning with legal team re objection to claim of insider and related issues re plan confirmation.	0.20	147.00
09/02/16	GV UTLIK	Conference call with IBasis re proof of claim and voting issues.	0.20	106.00
09/02/16	GV UTLIK	Prepare an outline re debtor's claim objection to Niko's proof of claim.	0.60	318.00
09/06/16	GV UTLIK	Follow up communications with Doug Flahaut re debtor's claim objection to Niko's proof of claim. (No Charge 0.1 hrs)	0.00	0.00
09/06/16	GV UTLIK	Communications with Kevin Martin and Brian Weiss re inquiries by MaryPhilippa and Steven Barrett re their claims.	0.20	106.00
09/07/16	GV UTLIK	Conference call with Andrew Carty of Brown Rudnick re UK's claim, case status and Fareportal's motion.	0.20	106.00
09/07/16	GV UTLIK	Communications with Adam Meislik re case status, approval of BMC's retention, AFT UK's claims and other open items.	0.30	159.00
09/07/16	GV UTLIK	Communications with Reed Smith re alleged unpaid invoices, debtor's case status, claims bar date and other issues.	0.30	159.00
09/07/16	GV UTLIK	Communications with Adam Meislik and Aram Ordubegain re Reed Smith's alleged claims and related issues.	0.10	53.00
09/07/16	GV UTLIK	Draft email to Brian Weiss re communications and status to set up call to deal with AFT UK's proof of claim.	0.10	53.00
09/07/16	MD FLAHAUT	Exchange of e-mails and conference with S. Gorginian re objection to the claim of N. Kolkonis. (No Charge 0.2 hrs)	0.00	0.00
09/07/16	MD FLAHAUT	Preparation of objection to proof of claim to claim of N. Kolkonis.	2.40	1,272.00
09/07/16	MD FLAHAUT	Exchange of e-mails with B. Weiss and A. Meislik re objection to claim of N. Kolkonis.	0.20	106.00
09/08/16	MW WIATRAK	Draft Notice of Hearing re: objection to Kolkonis claim.	0.50	105.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
09/08/16	GV UTLIK	Work on claims objection to Koklonis' proof of claim and related issues.	2.80	1,484.00
09/08/16	GV UTLIK	Review correspondence from Brown Rudnick and supplemental requests for documentation re analysis of AFT UK's proof of claim.	0.20	106.00
09/08/16	SG GORGINIAN	Review Koklonis proof of claim and supporting documents (.2); legal research re: 502(b) grounds for objections to the claim (.9); annotate notes to incorporate into claim objection (.4). (No Charge 1.5 hrs)	0.00	0.00
09/08/16	GV UTLIK	Review Brain Weiss' response and supplemental documentation re AFT UK's claim.	0.20	106.00
09/08/16	SG GORGINIAN	Phone call with G. Utlik re: notice of claim objection and proposed order for the claim objection. (No Charge 0.1 hrs)	0.00	0.00
09/08/16	GV UTLIK	Draft correspondence to Brown Rudnick re supplemental documentation in support of Debtor's analysis of AFT UK's claim.	0.40	212.00
09/08/16	SG GORGINIAN	Draft proposed order granting the objection to Koklonis proof of claim.	0.90	297.00
09/08/16	MD FLAHAUT	Further preparation of draft objection to proof of claim of N. Koklonis.	3.60	1,908.00
09/08/16	MD FLAHAUT	Exchange of e-mails with A. Meislik and B. Weiss and re draft objection to the Koklonis proof of claim.	0.30	159.00
09/08/16	MD FLAHAUT	Exchange of e-mails with G. Utlik re revisions to objection to proof of claim (.2); review objection to proof of claim (.2).	0.40	212.00
09/08/16	MD FLAHAUT	Conference with S. Gorginian and review of draft order (.2); exchange of e-mails with S. Gorginian and G. Utlik re draft order (.1).	0.30	159.00
09/08/16	LA INDELICATO	Research regarding objection to Koklonis claim (.3); discussions to schedule hearing (.2).	0.50	167.50
09/09/16	MW WIATRAK	Work with G. Utlik on filing objection to claim by N. Koklonis (1.8); electronically file the objection and notice of hearing (.2); serve same via regular mail and overnight delivery (1).	3.00	630.00
09/09/16	MD FLAHAUT	Finalize objection to claim of N. Kolkonis (.9); exchange of various e-mails with G. Utlik, S. Gorginian and B. Weiss re same (.5).	1.40	742.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
09/09/16	SG GORGINIAN	Draft correspondence to G. Utlik and others re: service of claimant N. Koklonis and service of process on him in Greece.	0.60	198.00
09/09/16	SG GORGINIAN	Review declaration of B. Weiss re: claim objection (.2); review notice of hearing and draft email to G. Utlik re: issue pertaining to service of N. Koklonis in Greece(.2).	0.40	132.00
09/09/16	SG GORGINIAN	Review proposed draft order re: claim objection; draft email to D. Flahaut.	0.20	66.00
09/09/16	GV UTLIK	Email to Brown Rudnick re debtor's supplemental documentation re its analyses of AFT UK's claim.	0.20	106.00
09/09/16	GV UTLIK	Review, revise and finalize the debtor's objection to Koklonis' proof of claim.	0.90	477.00
09/09/16	GV UTLIK	Diligence re service issues re debtor's claim objection to Koklonis' claim.	0.40	212.00
09/09/16	GV UTLIK	Review and revise notice of debtor's claim objection to Koklonis' proof of claim.	0.20	106.00
09/09/16	GV UTLIK	Review and revise proposed order re Debtor's objection to Koklonis' proof of claim.	0.40	212.00
09/10/16	GV UTLIK	Email to client re filed objection and related documents to Koklonis' proof of claim.	0.10	53.00
09/12/16	GV UTLIK	Conference call with Liza of Judge Lane's Chambers re status of UST's extension re interim applications and scheduling hearing on objection to Koklonis' claim.	0.20	106.00
09/13/16	AO ORDUBEGIAN	E-mail exchanges with client re Niko's settlement offer to resolve claim objection.	0.10	73.50
09/13/16	MW WIATRAK	Prepare affidavit of service re: service of objection to Koklonis claim(.8); electronically file same (.1).	0.90	189.00
09/13/16	MS CRYAN	Discuss with counsel for N. Koklonis potential settlement of claim of N. Koklonis, the debtor's objection, and the adversary proceeding against N. Koklonis.	0.10	73.50
09/14/16	AO ORDUBEGIAN	E-mail exchanges with legal team re Niko's offer re settlement of claim objection.	0.20	147.00
09/15/16	MW WIATRAK	Update calendar.	0.10	21.00
09/22/16	MS CRYAN	Discuss via telephone call with counsel for N. Koklonis issues regarding settlement of N. Koklonis claim and the Debtor's claim objection, and related issues.	0.10	73.50

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
09/22/16	MS CRYAN	Discuss via telephone call with counsel for N. Koklonis the Debtor's response to settlement proposal as to N. Koklonis claim and the Debtor's claim objection.	0.10	73.50
09/22/16	MD FLAHAUT	Telephone conference with creditor P. Biel re questions regarding the bankruptcy case.	0.20	106.00
09/22/16	AO ORDUBEGIAN	E-mail exchanges with client and legal team re settlement offer from Niko re claim and related matters.	0.30	220.50

25.00 11,518.00

	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
MICHAEL S. CRYAN	0.3	at	\$735.00	=	\$220.50
ARAM ORDUBEGIAN	0.8	at	\$735.00	=	\$588.00
M. DOUGLAS FLAHAUT	8.8	at	\$530.00	=	\$4,664.00
GEORGE V. UTLIK	8.0	at	\$530.00	=	\$4,240.00
SEVAN GORGINIAN	2.1	at	\$330.00	=	\$693.00
LISA INDELICATO	0.5	at	\$335.00	=	\$167.50
MARIOLA WIATRAK	4.5	at	\$210.00	=	\$945.00
Total	25.0				\$11,518.00

CURRENT FEES	<u>\$11,518.00</u>
SUBTOTAL FOR THIS MATTER	\$11,518.00

(00011)

Re: Miscellaneous Motions and Objections

FOR PROFESSIONAL SERVICES RENDERED THROUGH: September 30, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
09/02/16	GV UTLIK	Review Travana's objection to Fareportal's rule 2004 motion.	0.40	212.00
09/02/16	GV UTLIK	Review correspondence from counsel for Travana re Travana's objection to Fareportal's rule 2004 motion and forward same to Adam Meislik and debtor's professionals.	0.10	53.00
09/07/16	GV UTLIK	Communications with Michael Cryan re Fareportal's motion and AFT UK's position and potential appearance at the upcoming hearing.	0.10	53.00
09/07/16	MS CRYAN	Work on strategy regarding Fareportal motions and issues concerning UK proceeding.	0.90	661.50
09/08/16	GV UTLIK	Follow up communications with Adam Meislik and Michael Cryan re Fareportal's Rule 2004 motion, nondisclosure of settlement agreement to any third party under Judge Lane's order granting motion to seal and related issues.	0.20	106.00
09/08/16	MS CRYAN	Correspond via e-mail with receiver regarding issues concerning Fareportal motions.	0.20	147.00
09/09/16	GV UTLIK	Review Fareportal's reply to debtor's and Travana's objections to Fareportal's Rule 2004 motion.	0.40	212.00
09/09/16	GV UTLIK	Emails with debtor's professionals re Fareportal's reply re issues related its Rule 2004 motion.	0.20	106.00
09/09/16	MS CRYAN	Analyze objection by Travana to Fareportal 2004 Motion in order to prepare to present oral argument of Fareportal 2004 Motion.	1.60	1,176.00
09/09/16	MS CRYAN	Analyze reply by Fareportal in further support of Fareportal 2004 Motion in order to prepare to present oral argument of Fareportal 2004 Motion.	2.70	1,984.50
09/12/16	MW WIATRAK	Draft Notice of Withdrawal of PayPal 2004 Motion (.7); electronically file same (.1); contact claims agent re: service (.1).	0.90	189.00
09/12/16	GV UTLIK	Review Fareportal's confidential unredacted reply.	0.90	477.00
09/12/16	GV UTLIK	Email to Adam Meislik and Michael Cryan re Fareportal's confidential unredacted reply.	0.10	53.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
09/12/16	GV UTLIK	Work with Michael Cryan re preparations re upcoming hearing on Fareportal's Rule 2004 motion, issues and related strategy.	0.80	424.00
09/13/16	GV UTLIK	Prepare for the upcoming court hearing and draft outline re oral argument re Fareportal's motion.	1.30	689.00
09/13/16	GV UTLIK	Diligence and document review re Fareportal's motion, factual background re notice to Fareportal by publication, debtor's sold assets and related issues.	1.20	636.00
09/13/16	MS CRYAN	Draft oral argument outline in order to prepare to present oral argument of Fareportal Rule 2004 Motion.	2.60	1,911.00
09/14/16	MW WIATRAK	Draft order denying Fareportal's 2004 motion; forward same to chambers.	0.60	126.00
09/14/16	GV UTLIK	Prepare for and attend court hearing re interim applications and Fareportal's motion.	3.80	2,014.00
09/14/16	GV UTLIK	Draft, review and revise proposed order denying Fareportal's rule 2004 motion against the debtor.	0.30	159.00
09/14/16	GV UTLIK	Communications with Adam Meislik and Aram Ordubegian re results of the court hearing and related issues.	0.30	159.00
09/14/16	MS CRYAN	Attend Court hearing on Fareportal 2004 Motion.	1.90	1,396.50
09/14/16	MS CRYAN	Review outline and motion papers in order to prepare to present oral argument of Fareportal Rule 2004 Motion.	1.80	1,323.00
			23.30	14,267.50

	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
MICHAEL S. CRYAN	11.7	at	\$735.00	=	\$8,599.50
GEORGE V. UTLIK	10.1	at	\$530.00	=	\$5,353.00
MARIOLA WIATRAK	1.5	at	\$210.00	=	\$315.00
Total	23.3				\$14,267.50

CURRENT FEES	<u>\$14,267.50</u>
SUBTOTAL FOR THIS MATTER	\$14,267.50

(00012)

Re: Adversary Proceedings

FOR PROFESSIONAL SERVICES RENDERED THROUGH: September 30, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
09/06/16	MS CRYAN	Prepare correspondence via e-mail to counsel for Citibank regarding potential resolution of adversary proceeding as to Citibank.	0.60	441.00
09/07/16	GV UTLIK	Communications with Michael Cryan and Aram Ordubegian re status of D&O action and requests for an extension by counsel for E. Vareli and related issues and strategy.	0.20	106.00
09/15/16	MW WIATRAK	Draft notice adjourning pre-trial conference (.7); call chambers to confirm date (.1); file and serve same (.3).	1.10	231.00
09/15/16	AO ORDUBEGIAN	E-mail exchanges with legal team re breakdown of settlement discussions with Niko.	0.10	73.50
09/15/16	GV UTLIK	Emails with Michael Cryan and Aram Ordubegian re litigation issues re Koklonis' claim and Citibank adv. pro. and potential approach and settlement resolution.	0.40	212.00
09/19/16	MW WIATRAK	Prepare and file affidavit of service re adjourned pre-trial conference.	0.60	126.00
09/19/16	LA INDELICATO	Correspond with Michael Cryan regarding Ferro adversary proceeding (.1); review docket (.1).	0.20	67.00
09/20/16	LA INDELICATO	Research regarding service of summons and complaint upon N. Koklonis (.4); discuss with Michael Cryan (.1).	0.50	167.50
09/22/16	LA INDELICATO	Discussions with Michael Cryan regarding issuance of summons by the Clerk (.2); call Court re same (.1); arrange for service of Notice of Pretrial Conference, Summons and Complaint pre Michael Cryan's instructions (.3); prepare and file Affidavit of Service (.5); prepare and file Stipulation re time to answer and complete service (.6); obtain signatures and submit to chambers for Judge Lane's consideration (.4).	2.10	703.50
09/28/16	MD FLAHAUT	Conference with A. Ordubegian re proposed stipulation regarding permitting debtor's officers to access insurance monies.	0.20	106.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
09/28/16	MD FLAHAUT	Exchange of multiple e-mails with G. Utlik and M. Cryan regarding proposed stipulation re limited relief from stay to allow payment of insurance defense funds.	0.30	159.00
09/29/16	MD FLAHAUT	Conference with M. Cryan re proposed stipulation re limited relief from stay for Debtor's insiders to access D&O insurance proceeds.	0.30	159.00
09/29/16	MD FLAHAUT	Research re issues with respect to the estate's interest in insurance proceeds (.2); Conference with A. Ordubegian re issues with respect to stipulation re limited relief from stay.	0.30	159.00
09/29/16	LA INDELICATO	Research regarding stipulation with D&O insurer.	0.50	167.50
			7.40	2,878.00

	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
MICHAEL S. CRYAN	0.6	at	\$735.00	=	\$441.00
ARAM ORDUBEGIAN	0.1	at	\$735.00	=	\$73.50
M. DOUGLAS FLAHAUT	1.1	at	\$530.00	=	\$583.00
GEORGE V. UTLIK	0.6	at	\$530.00	=	\$318.00
LISA INDELICATO	3.3	at	\$335.00	=	\$1,105.50
MARIOLA WIATRAK	1.7	at	\$210.00	=	\$357.00
Total	7.4				\$2,878.00

CURRENT FEES	<hr/>	\$2,878.00
SUBTOTAL FOR THIS MATTER		\$2,878.00

(00013)

Re: Professional Retention

FOR PROFESSIONAL SERVICES RENDERED THROUGH: September 30, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
09/02/16	GV UTLIK	Communications with Andrea B. Schwartz regarding BMC's 327 retention application and related issues.	0.20	106.00
09/02/16	GV UTLIK	Prepare an outline of necessary changes and clarifications and other information to be contained in BMC's supplemental declaration in support of their 327 retention application and required revisions to proposed order and email same to Tinamarie Feil.	0.60	318.00
09/02/16	GV UTLIK	Review and revise proposed order approving BMC's retention.	0.20	106.00
09/02/16	GV UTLIK	Conference call with Tinamarie Feil re BMC's retention and UST's issues.	0.20	106.00
09/03/16	GV UTLIK	Review BMC's draft supplemental declaration and provide comments re same to Tinamarie Feil.	0.20	106.00
09/03/16	GV UTLIK	Revise BMC's supplemental declaration and forward for review and execution by Tinamarie Feil.	0.20	106.00
09/03/16	GV UTLIK	Emails with Lisa Indelicato and Mariola Wiatrak re BMC's retention, filing of supplemental declaration and related issues.	0.20	106.00
09/06/16	MW WIATRAK	Prepare for filing and file Supplemental Declaration in Support of Motion to Retain BMC as Administrative Agent (.3); arrange with BMC service of same (.1); call chambers re approval for Tinamaire Feil to appear by phone (.1); set up CourtCall (.1).	0.50	105.00
09/06/16	GV UTLIK	Conference call with Andrea B. Schwartz re status of BMC's retention application and changes to proposed order and supplemental declaration.	0.20	106.00
09/06/16	GV UTLIK	Communications with Tinamarie Feil re BMC's retention application, supplemental declaration and her court appearance by court call.	0.20	106.00
09/06/16	GV UTLIK	Review and revise proposed order for retention of BMC to incorporate UST's comments.	0.20	106.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
09/06/16	GV UTLIK	Draft email to Andrea B. Schwartz with BMC's supplemental declaration and revised proposed order and redlines for review and comment.	0.20	106.00
09/07/16	GV UTLIK	Follow up with Tinamarie Feil re court hearing re BMC's retention.	0.10	53.00
09/07/16	GV UTLIK	Prepare for and attend court hearing on approval of debtor's retention of BMC as administrative agent under section 327(a).	2.40	1,272.00
09/07/16	GV UTLIK	Draft email to Chambers with attached proposed order.	0.20	106.00
			5.80	2,914.00

	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
GEORGE V. UTLIK	5.3	at	\$530.00	=	\$2,809.00
MARIOLA WIATRAK	0.5	at	\$210.00	=	\$105.00
Total	5.8				\$2,914.00

CURRENT FEES	<u>\$2,914.00</u>
SUBTOTAL FOR THIS MATTER	\$2,914.00

(00014)

Re: Fee Applications

FOR PROFESSIONAL SERVICES RENDERED THROUGH: September 30, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
09/01/16	AO ORDUBEGIAN	Call from US Trustee re second interim fee application of special counsel.	0.20	147.00
09/06/16	AO ORDUBEGIAN	Call with R. Silberglieb re issues with second interim fee application of Layton, Finger.	0.20	147.00
09/07/16	GV UTLIK	Conference call with Andrea B. Schwartz re status of her review of professionals' interim fee application and her request for an extension of objection deadline.	0.10	53.00
09/07/16	GV UTLIK	Conference call to Chambers re UST's request for an extension of deadline to review and object to professionals' interim fee application.	0.10	53.00
09/07/16	GV UTLIK	Emails with Aram Ordubegian re granting UST extension of deadline to review and object to professionals' interim fee applications and related issues based on the call with Andrea B. Schwartz.	0.10	53.00
09/08/16	GV UTLIK	Communications with Andrea B. Schwartz re UST's objection deadline to professionals' fee applications, extension of time until Friday.	0.10	53.00
09/08/16	GV UTLIK	Contact Chambers re UST's objection deadline to professionals' fee applications and agreed extension of time to object until Friday.	0.10	53.00
09/09/16	GV UTLIK	Communications with Andrea B. Schwartz re estate professionals' interim fee applications.	0.20	106.00
09/09/16	GV UTLIK	Emails and calendar invites with estate professionals re UST's request for a conference call to address interim fee applications.	0.30	159.00
09/09/16	GV UTLIK	Conference call with Andrea B. Schwartz re her comments and issues re Wright, Ford & Young's fee application.	0.30	159.00
09/09/16	GV UTLIK	Communications with Wright, Ford & Young re UST's issues and proposed write off re their fee application and resolution.	0.20	106.00
09/09/16	GV UTLIK	Conference call with Andrea B. Schwartz re comments and issues re Arent Fox's second interim fee application and proposed resolution.	0.70	371.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
09/09/16	GV UTLIK	Follow up communications with Aram Ordubegian and Andrea B. Schwartz re UST's issues and concerns re Arent Fox's second interim fee application and proposed resolution and writeoff.	0.20	106.00
09/09/16	GV UTLIK	Review communications from estate professionals and prepare brief summary re their agreements with UST re reductions in fees or expenses for purposes of preparing presentation for the court hearing and revisions to proposed order.	0.30	159.00
09/13/16	GV UTLIK	Follow up communications with Andrea B. Schwartz re terms of agreements re estate professionals' interim fee applications and proposed order.	0.20	106.00
09/13/16	GV UTLIK	Prepare for the upcoming court hearing and draft outline re presentation for the court re interim compensation application.	0.90	477.00
09/13/16	GV UTLIK	Review and revise proposed order approving estate professionals' interim fee applications and related schedules.	0.80	424.00
09/13/16	GV UTLIK	Email draft proposed order to estate professionals for review and confirmation of agreed write off amounts. (No Charge 0.1 hrs)	0.00	0.00
09/13/16	GV UTLIK	Email draft proposed order to UST for review before the court hearing.	0.10	53.00
09/13/16	LA INDELICATO	Review fee applications (.4); discussions with G. Utlik regarding reductions in professionals fees and expenses (.2); prepare Proposed Order Approving Second Interim Fee Applications (1.0).	1.60	536.00
09/15/16	AO ORDUBEGIAN	Review and revise proforma time inputs for August 2016 for Arent Fox invoice.	0.20	147.00
09/16/16	LA INDELICATO	Revise Proposed Order Granting Second Interim Fee Applications (.3); and email to Andrea B. Schwartz for review (.1).	0.40	134.00
09/16/16	GV UTLIK	Review and revise proposed order approving estate professionals' interim fee applications and communications with Andrea B. Schwartz re same.	0.20	106.00
09/19/16	LA INDELICATO	Further revision to Proposed Order Granting Second Interim Fee Applications.	0.30	100.50
09/19/16	GV UTLIK	Review and revise proposed order re estate professionals' interim compensation.	0.20	106.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
09/19/16	GV UTLIK	Communications with Andrea B. Schwartz re review and comments re draft proposed order re estate professionals' interim compensation.	0.20	106.00
09/20/16	LA INDELICATO	Finalize and submit Proposed Order Granting second Interim Fee Applications to Chambers.	0.30	100.50
09/22/16	MW WIATRAK	Prepare August Monthly Fee Statement; Prepare for filing and file Arent Fox, Richards, Layton & BSW & Associates August Monthly Fee Statements.	2.00	420.00
09/23/16	MW WIATRAK	Serve and file August Monthly Fee Statement.	0.30	63.00
09/23/16	AS KONG	Review interim fee order. (No Charge 0.1 hrs)	0.00	0.00
09/26/16	LA INDELICATO	Email August fee statement to Adam Meislik. (No Charge 0.1 hrs)	0.00	0.00
			10.80	4,604.00

	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
ARAM ORDUBEGIAN	0.6	at	\$735.00	=	\$441.00
GEORGE V. UTLIK	5.3	at	\$530.00	=	\$2,809.00
LISA INDELICATO	2.6	at	\$335.00	=	\$871.00
MARIOLA WIATRAK	2.3	at	\$210.00	=	\$483.00
Total	10.8				\$4,604.00

CURRENT FEES	<u>\$4,604.00</u>
SUBTOTAL FOR THIS MATTER	\$4,604.00

(00016)

Re: Disclosure Statement and Plan Matters and Solicitation

FOR PROFESSIONAL SERVICES RENDERED THROUGH: September 30, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
09/06/16	MD FLAHAUT	Legal research regarding objection to claim of N. Koklonis; initial preparation of same.	2.90	1,537.00
09/13/16	GV UTLIK	Conference call with Andrea B. Schwartz re upcoming hearing and open issues and UST's review of debtor's plan and related confirmation issues.	0.20	106.00
09/13/16	GV UTLIK	Emails with Aram Ordubegian re case status, upcoming court hearing, UST's issues and resolution.	0.20	106.00
09/14/16	GV UTLIK	Emails with Aram Ordubegian re confirmation issues and related confirmation documents to be reviewed for the call with the UST.	0.30	159.00
09/14/16	GV UTLIK	Email and calendar invite to Andrea B. Schwartz re upcoming conference call and relevant confirmation documents to be reviewed for the call.	0.20	106.00
09/14/16	GV UTLIK	Follow up emails with Doug Flahaut re confirmation issues, voting deadline and timeline.	0.20	106.00
09/14/16	MD FLAHAUT	Exchange of e-mails with G. Utlik re plan voting deadline and solicitation.	0.20	106.00
09/14/16	AO ORDUBEGIAN	Prepare for conference call with UST re edits to First Amended Plan.	0.50	367.50
09/16/16	MD FLAHAUT	Preparation for and attend conference call with UST and A. Ordubegian re proposed plan amendments and issues.	0.80	424.00
09/16/16	MD FLAHAUT	Conference and exchanges of e-mails with A. Ordubegian and G. Utlik re revisions to plan and finalization of liquidating trust agreement.	0.40	212.00
09/16/16	GV UTLIK	Prepare for and participate on conference call with Andrea B. Schwartz, Aram Ordubegian and Doug Flahaut re UST's comments to plan.	0.80	424.00
09/16/16	AO ORDUBEGIAN	Call with UST and legal team re UST's proposed edits to plan.	0.70	514.50
09/16/16	GV UTLIK	Conference call with Aram Ordubegian and Doug Flahaut re pending confirmation issues and revisions to latest plan and other issues and strategy.	0.60	318.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
09/16/16	GV UTLIK	Diligence and review documents re pending and upcoming confirmation issues.	1.40	742.00
09/16/16	GV UTLIK	Email to Doug Flahaut re confirmation issues to be addressed and documents to be drafted.	0.60	318.00
09/19/16	GV UTLIK	Conference call with Andrew Carty re debtor's proposed plan and scope of releases.	0.20	106.00
09/19/16	GV UTLIK	Follow up emails with Aram Ordubegian and Andrew Carty re debtor's proposed plan and scope of releases.	0.20	106.00
09/20/16	MD FLAHAUT	Review draft liquidating trust agreement; conference with A. Ordubegian re same.	0.60	318.00
09/20/16	MD FLAHAUT	Review and revise draft plan of liquidation; Legal research re same; Conference and exchanges of e-mail with A. Ordubegian re same.	3.30	1,749.00
09/20/16	AO ORDUBEGIAN	Review edits to plan per informal objection from US Trustee.	0.50	367.50
09/21/16	MD FLAHAUT	Perform further review of and edits to plan of liquidation (1.2); Exchange of e-mails with A. Ordubegian and A. Schwartz re same (.2).	1.40	742.00
09/22/16	AO ORDUBEGIAN	Review vote tabulation to date and draft of pleading to be filed.	0.10	73.50
09/22/16	MD FLAHAUT	Receipt and review of ballot tabulation to date; Exchange of e-mails with A. Ordubegian and G. Utlik re same.	0.40	212.00
09/22/16	GV UTLIK	Review interim tabulation report and forward same to Doug Flahaut.	0.10	53.00
09/22/16	GV UTLIK	Communications with Michael Cryan and Aram Ordubegian re Koklonis' offers to resolve claims objection and pending adv. pro. and potential responses.	0.20	106.00
09/23/16	AO ORDUBEGIAN	E-mail exchange and call with client re voting tabulation to date and impact on plan confirmation.	0.20	147.00
09/27/16	MD FLAHAUT	Receipt and review of voting tabulation; exchange of e-mails with A. Ordubegian and A. Meislik re same.	0.40	212.00
09/27/16	AO ORDUBEGIAN	Outline confirmation brief.	0.40	294.00
09/27/16	GV UTLIK	Communications with the debtor's team re voting and case status.	0.10	53.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
09/28/16	GV UTLIK	Review correspondence from Pati Biel re Intent Media address update and forward same to debtor's claims and tabulation agent.	0.20	106.00
09/29/16	GV UTLIK	Review correspondence from Adam Meislik re Sevet's counsel and allegedly unpaid bills.	0.10	53.00
09/29/16	MD FLAHAUT	Research and review re confirmation (.7); review of ballots (.3); initial preparation of draft confirmation brief (1.8).	2.80	1,484.00
09/29/16	MD FLAHAUT	Review of ballot tally; conference with A. Ordubegian re same.	0.20	106.00
09/29/16	MD FLAHAUT	Exchange of e-mails with A. Carty re plan questions and proposed revisions.	0.20	106.00
09/30/16	AO ORDUBEGIAN	Call and e-mail exchanges with M. Cryan re Niko's requests for more time re confirmation objection and response to claim objection.	0.30	220.50
09/30/16	MD FLAHAUT	Legal research re issues related to the supervision of non-debtor's fee requests in bankruptcy court; exchange of e-mails with M. Cryan and A. Ordubegian re same.	0.60	318.00
			22.50	12,478.50

	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
ARAM ORDUBEGIAN	2.7	at	\$735.00	=	\$1,984.50
M. DOUGLAS FLAHAUT	14.2	at	\$530.00	=	\$7,526.00
GEORGE V. UTLIK	5.6	at	\$530.00	=	\$2,968.00
Total	22.5				\$12,478.50

CURRENT FEES	<u>\$12,478.50</u>
SUBTOTAL FOR THIS MATTER	\$12,478.50

(00030)

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

FOR PROFESSIONAL SERVICES RENDERED THROUGH: September 30, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
09/08/16	MS CRYAN	Analyze issues regarding request for extension to time to answer complaint.	0.90	661.50
09/08/16	MS CRYAN	Analyze issues regarding request for extension to time to answer complaint.	0.70	514.50
09/08/16	MS CRYAN	Draft correspondence via e-mail to adversary regarding issues concerning request for extension to time to answer complaint and time to complete service.	0.40	294.00
09/08/16	LA INDELICATO	Research regarding appearances in Ferro case in SDNY; correspond with Michael Cryan re same.	0.10	33.50
09/28/16	GV UTLIK	Communications with Michael Cryan and Doug Flahaut re draft stipulation re Koklonis' defense costs.	0.20	106.00
09/28/16	MD FLAHAUT	Review and revise draft stipulation re limited relief from stay to allow payment of insurance defense funds.	0.80	424.00
09/28/16	AO ORDUBEGIAN	Strategy and planning with legal team re stipulation for relief re insurance funding of defendants' defense.	0.30	220.50

3.40 2,254.00

	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
MICHAEL S. CRYAN	2.0	at \$735.00 =	\$1,470.00
ARAM ORDUBEGIAN	0.3	at \$735.00 =	\$220.50
M. DOUGLAS FLAHAUT	0.8	at \$530.00 =	\$424.00
GEORGE V. UTLIK	0.2	at \$530.00 =	\$106.00
LISA INDELICATO	0.1	at \$335.00 =	\$33.50
Total	3.4		\$2,254.00

CURRENT FEES \$2,254.00

SUBTOTAL FOR THIS MATTER \$2,254.00

INVOICE TOTAL \$52,737.77

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 1708189
Invoice Date October 28, 2016
Client Number 037168

- - REMITTANCE COPY - -
PLEASE SEND WITH CHECK

TOTAL AMOUNT OF THIS INVOICE

\$52,737.77

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 1708189

EXHIBIT B

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

Name of Professional Individual	Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice	Hours	Rate	Amount
Michael S. Cryan	Partner since 2005. Member of NY and DC bars since 1996. Member of CA bar since 2007.	14.60	\$735	\$10,731.00
Aram Ordubegian	Partner since 2009. Member of CA bar since 1996.	5.20	\$735	\$3,822.00
Andy S. Kong	Partner since 2016. Member of the CA bar since 2006.	0.50	\$600	\$300.00
George V. Utlik	Joined firm as an associate in 2009. Member of NJ bar since 2008. Member of NY bar since 2008.	36.00	\$530	\$19,080.00
M. Douglas Flahaut	Joined firm as an associate in 2009. Member of the CA bar since 2006.	24.90	\$530	\$13,197.00
Sevan Gorginian	Joined firm as an associate in 2016. Member of the CA bar since 2014.	2.10	\$330	\$693.00
Lisa Indelicato	Paraprofessional	6.50	\$335	\$2,177.50
Mariola Wiatrak	Paraprofessional	11.00	\$210	\$2,310.00
TOTALS		100.8		\$52,310.50

Blended Rate: \$574.11¹

¹ The Blended Rate excludes paraprofessionals' time.

EXHIBIT C

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

Expense Category	Service Provider (if applicable)	Total Expenses
Postage		\$52.26
Parking and/or Mileage		\$41.20
Duplicating		\$61.20
Database Search		\$5.20
Court Costs	CourCall	\$30.00
Overnight Delivery	FedEx	\$237.41
TOTAL:		\$427.27