

George V. Utlik
Arent Fox LLP
1675 Broadway
New York, NY 10019
Telephone: (212) 484-3900
Facsimile: (212) 484-3990
george.utlik@arentfox.com

Aram Ordubegian (admitted *pro hac vice*)
Andy S. Kong (admitted *pro hac vice*)
Arent Fox LLP
555 West Fifth Street, 48th Floor
Los Angeles, CA 90013
Telephone: (213) 629-7400
Facsimile: (213) 629-7401
aram.ordubegian@arentfox.com
andy.kong@arentfox.com

*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 OCTOBER 1, 2016 THROUGH OCTOBER 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:	October 1, 2016 – October 31, 2016
Total Amount of Compensation for Professional Services:	\$118,028.00
<i>Less</i> Holdback pursuant to Compensation Procedures Order dated December 2, 2015 (20%):	<u>\$23,605.60</u>
Interim Compensation for Professional Services (80%):	\$94,422.40
<i>Plus</i> Reimbursement for Actual and Necessary Expenses (100%):	<u>\$344.35</u>
TOTAL REQUESTED PAYMENT AT THIS TIME	\$94,766.75

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

1723278
November 30, 2016
037168

FOR PROFESSIONAL SERVICES RENDERED THROUGH October 31, 2016

<u>No.</u>	<u>Reference</u>	<u>Hours</u>	<u>Total</u>
00000	General	0.0	344.35
00002	Case Management and Operating Reports	1.5	461.00
00004	Investigation, Due Diligence and Analysis	1.5	830.00
00010	Claims Administration and Objections	14.6	7,735.50
00012	Adversary Proceedings	9.3	4,106.00
00014	Fee Applications	12.0	3,895.00
00016	Disclosure Statement and Plan Matters and Solicitation	181.0	96,703.00
00019	Automatic Stay and Section 362 and 363 Matters	0.7	420.00
00029	Travel	0.0	0.00
00030	NY State Court Action Against Frank Ferro, Nikolaos Koklonis	7.2	3,877.50
TOTALS		227.8	118,372.35

555 West Fifth Street, 48th Floor
Los Angeles, CA 90013-1065
T 213.629.7400 F 213.629.7401

1675 Broadway
New York, NY 10019-5820
T 212.484.3900 F 212.484.3990

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)	3.00	735.00	2,205.00
ARAM ORDUBEGIAN	BR, 1996 (CA)	33.30	735.00	24,475.50
ANDY S. KONG	2006 (CA)	5.90	600.00	3,540.00
<u>ASSOCIATES</u>				
GEORGE V. UTLIK	BR, 2008 (NY, NJ)	95.80	530.00	50,774.00
M. DOUGLAS FLAHAUT	BR, 2006 (CA); 2008 (MT)	43.10	530.00	22,843.00
SAM LAWAND		5.80	330.00	1,914.00

Blended Rate for Attorneys: \$565.82

PARA PROFESSIONALS

LISA INDELICATO	BR	29.50	335.00	9,882.50
MARIOLA WIATRAK		11.40	210.00	2,394.00
		227.8		118,028.00

SUMMARY OF CHARGES

POSTAGE	3.45
DUPLICATING SUMMARY	197.10
COURT COSTS	100.00
FedEx Package	43.80
	344.35

(00000)

Re: General

FOR PROFESSIONAL SERVICES RENDERED THROUGH: October 31, 2016

FOR CHARGES:

COURT COSTS

10/20/2016	COURT COSTS - COURTCALL LLC AIRFASTTICKETS, INC./15-11951 (ADAM MEISLIK)	100.00
------------	--	--------

COURT COSTS	100.00
--------------------	---------------

DUPLICATING SUMMARY

10/11/2016	DUPLICATING SUMMARY User Rodney Reddick copied 158 on 10/11/2016 at 16:14 hrs	15.80
------------	---	-------

10/11/2016	DUPLICATING SUMMARY User Rodney Reddick copied 915 on 10/11/2016 at 15:55 hrs	91.50
------------	---	-------

10/11/2016	DUPLICATING SUMMARY User Kelvyn Ortiz copied 898 on 10/11/2016 at 17:14 hrs	89.80
------------	---	-------

DUPLICATING SUMMARY	197.10
----------------------------	---------------

MEALS

10/06/2016	MEALS M. DOUGLAS FLAHAUT, DINNER, WORKING LUNCH. (\$17.44 NO CHARGE)	0.00
------------	--	------

10/10/2016	MEALS M. DOUGLAS FLAHAUT, DINNER, WORKING DINNER. (\$21.80 NO CHARGE)	0.00
------------	---	------

MEALS	0.00
--------------	-------------

OUT OF TOWN LODGING

10/12/2016	OUT OF TOWN LODGING ARAM ORDUBEGIAN, LODGING 10/12/2016 - 10/13/2016, ONE NIGHTS STAY RE CONFIRMATION HEARING. (\$416.65 NO CHARGE)	0.00
------------	---	------

10/13/2016	OUT OF TOWN LODGING M. DOUGLAS FLAHAUT, LODGING 10/13/2016 - 10/14/2016, OVERNIGHT STAY RE CLIENT MEETING IN D.C. (\$308.01 NO CHARGE)	0.00
------------	--	------

OUT OF TOWN LODGING	0.00
----------------------------	-------------

OUT-OF-TOWN MEALS

10/12/2016	OUT-OF-TOWN MEALS ARAM ORDUBEGIAN, DINNER, MEETING/PREP WITH FINANCIAL ADVISER RE CONFIRMATION HEARING. WITH BRIAN WEISS (\$59.04 NO CHARGE)	0.00
------------	--	------

OUT-OF-TOWN MEALS

10/13/2016	OUT-OF-TOWN MEALS M. DOUGLAS FLAHAUT, LUNCH, LUNCH WHILE TRAVELING. (\$10.50 NO CHARGE)	0.00
10/13/2016	OUT-OF-TOWN MEALS M. DOUGLAS FLAHAUT, BREAKFAST, BREAKFAST WHILE TRAVELING. (\$6.10 NO CHARGE)	0.00
10/13/2016	OUT-OF-TOWN MEALS M. DOUGLAS FLAHAUT, MEALS OTHER, WATER FOR TRAVEL. (\$2.99 NO CHARGE)	0.00
10/14/2016	OUT-OF-TOWN MEALS M. DOUGLAS FLAHAUT, BREAKFAST, BREALFAST WHILE TRAVEL. (\$15.07 NO CHARGE)	0.00
10/14/2016	OUT-OF-TOWN MEALS M. DOUGLAS FLAHAUT, DINNER, DINNER WHILE TRAVEL. (\$23.35 NO CHARGE)	0.00

OUT-OF-TOWN MEALS	0.00
--------------------------	-------------

OUT-OF-TOWN TRANSPORTATION

10/12/2016	OUT-OF-TOWN TRANSPORTATION ARAM ORDUBEGIAN, AIRFARE 10/12/2016 - 10/13/2016 LAX/NEWARD (EWR), AIRFARE FOR AFT CONFIRMATION HEARING. (\$548.10 NO CHARGE)	0.00
10/13/2016	OUT-OF-TOWN TRANSPORTATION ARAM ORDUBEGIAN, TAXI/CAR SERVICE NY OFFC/BK COURT, TRANSPORT FROM OFFICE TO COURT RE CONFIRMATION HEARING. (\$30.00 NO CHARGE)	0.00
10/13/2016	OUT-OF-TOWN TRANSPORTATION ARAM ORDUBEGIAN, TAXI/CAR SERVICE BK COURT/NY OFFC., TRANSPORT FROM COURT TO OFFICE RE CONFIRMATION HEARING. (\$27.96 NO CHARGE)	0.00
10/13/2016	OUT-OF-TOWN TRANSPORTATION M. DOUGLAS FLAHAUT, AIRFARE 10/13/2016 - 10/14/2016 LAX/NY/DC/LAX, FLIGHT RE HEARING AND CLIENT MEETING IN D.C. (\$1,034.20 NO CHARGE)	0.00
10/13/2016	OUT-OF-TOWN TRANSPORTATION M. DOUGLAS FLAHAUT, PUBLIC TRANSIT, SUBWAY (\$3.00 NO CHARGE)	0.00
10/13/2016	OUT-OF-TOWN TRANSPORTATION M. DOUGLAS FLAHAUT, PUBLIC TRANSIT, TRANSPORT FROM AIRPORT TO NYC (COURT). (\$17.00 NO CHARGE)	0.00
10/14/2016	OUT-OF-TOWN TRANSPORTATION M. DOUGLAS FLAHAUT, TAXI/CAR SERVICE HOTEL/MEETING, TRANSPORT TO MEETING. (\$57.74 NO CHARGE)	0.00

OUT-OF-TOWN TRANSPORTATION

10/21/2016	OUT-OF-TOWN TRANSPORTATION ARAM ORDUBEGIAN, AIRFARE 10/21/2016 - 10/21/2016 EWR/LAX, FLIGHT NY TO LAX. (\$279.10 NO CHARGE)	0.00
10/21/2016	OUT-OF-TOWN TRANSPORTATION ARAM ORDUBEGIAN, BAGGAGE FEE, FLIGHT NY TO LAX. (\$25.00 NO CHARGE)	0.00
10/21/2016	OUT-OF-TOWN TRANSPORTATION ARAM ORDUBEGIAN, TAXI/CAR SERVICE NY OFFICE/EWR, TRANSPORT FROM NY OFFICE TO AIRPORT. (\$121.26 NO CHARGE)	0.00

OUT-OF-TOWN TRANSPORTATION 0.00

OVERNIGHT DELIVERY

10/11/2016	FedEx Package From: Lisa Indelicato, Arent Fox LLP, NEW YORK, NY To: Andrea B Schwartz US Trustee, NEW YORK CITY, NY US Received By: C DUCILLE; TID: 784324382484	13.19
10/11/2016	FedEx Package From: Lisa Indelicato, Arent Fox LLP, NEW YORK, NY To: The Honorable Sean H Lane United States Bankruptcy Court, NEW YORK, NY US Received By: K HENRY; TID: 784324419810	13.19
10/14/2016	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: 784356553478	8.71
10/28/2016	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: 784491066262	8.71

OVERNIGHT DELIVERY 43.80

PHONE CHARGES

10/14/2016	PHONE CHARGES M. DOUGLAS FLAHAUT, INTERNET, IN FLIGHT INTERNET. (\$7.50 NO CHARGE)	0.00
10/14/2016	PHONE CHARGES M. DOUGLAS FLAHAUT, INTERNET, IN FLIGHT INTERNET. (\$7.50 NO CHARGE)	0.00

PHONE CHARGES 0.00

POSTAGE

10/20/2016	POSTAGE User Mariola Wiatrak produced \$3.45 in postage on 10/20/2016	3.45
------------	--	------

POSTAGE 3.45

TAXICABS

10/12/2016 TAXICABS ARAM ORDUBEGIAN, TAXI/CAR SERVICE 0.00
HOME/LAX, UBER FROM HOME TO LAX. (\$157.75 NO
CHARGE)

10/21/2016 TAXICABS ARAM ORDUBEGIAN, TAXI/CAR SERVICE 0.00
LAX/HOME, TRANSPORT FROM LAX HOME. (\$120.00
NO CHARGE)

TAXICABS 0.00

CURRENT CHARGES

\$344.35

SUBTOTAL FOR THIS MATTER \$344.35

(00002)

Re: Case Management and Operating Reports

FOR PROFESSIONAL SERVICES RENDERED THROUGH: October 31, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
10/13/16	LA INDELICATO	Prepare and file Notice of Status Conference.	0.40	134.00
10/14/16	MW WIATRAK	Prepare for filing and file September Operating Report (.6); forward copy to US Trustee (.2).	0.80	168.00
10/14/16	GV UTLIK	Review debtor's monthly operating review before filing.	0.30	159.00
			1.50	461.00

	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
GEORGE V. UTLIK	0.3	at \$530.00 =	\$159.00
LISA INDELICATO	0.4	at \$335.00 =	\$134.00
MARIOLA WIATRAK	0.8	at \$210.00 =	\$168.00
Total	1.5		\$461.00

CURRENT FEES	<hr/> \$461.00
--------------	----------------

SUBTOTAL FOR THIS MATTER	\$461.00
--------------------------	----------

(00004)

Re: Investigation, Due Diligence and Analysis

FOR PROFESSIONAL SERVICES RENDERED THROUGH: October 31, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
10/07/16	AS KONG	Telephone with AMEX re subpoena for documents.	0.30	180.00
10/14/16	GV UTLIK	Communications with Adam Meislik re Microsoft subpoena and related issues.	0.20	106.00
10/17/16	GV UTLIK	Follow up re status of investigations and subpoenas issued.	0.40	212.00
10/17/16	GV UTLIK	Follow up email with Adam Meislik re Microsoft subpoena.	0.10	53.00
10/17/16	AS KONG	Emails with G. Utlik re AMEX subpoena for documents.	0.20	120.00
10/21/16	GV UTLIK	Review correspondence and documentation received from Winston and Strawn, counsel for Groupon Europe.	0.30	159.00
			1.50	830.00

	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
ANDY S. KONG	0.5	at \$600.00 =	\$300.00
GEORGE V. UTLIK	1.0	at \$530.00 =	\$530.00
Total	1.5		\$830.00

CURRENT FEES \$830.00

SUBTOTAL FOR THIS MATTER \$830.00

(00010)

Re: Claims Administration and Objections

FOR PROFESSIONAL SERVICES RENDERED THROUGH: October 31, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
10/05/16	GV UTLIK	Conference call with Jeremy Sussman re Koklonis' request for an adjournment of the hearing or an extension of deadline to respond to debtor's claims objection and related issues.	0.20	106.00
10/06/16	MS CRYAN	Discuss with counsel for Fareportal issues regarding Fareportal's objection.	0.10	73.50
10/06/16	MS CRYAN	Review Fareportal's objection.	0.40	294.00
10/06/16	MS CRYAN	Draft correspondence via e-mail to A. Ordubegian regarding analysis of Fareportal's objection.	0.30	220.50
10/06/16	MS CRYAN	Review N. Koklonis objection.	0.30	220.50
10/07/16	MD FLAHAUT	Review of opposition objection to proof of claim of N. Kolkonis; Exchange of e-mails with B. Weiss and G. Utlik re same.	0.50	265.00
10/07/16	AS KONG	Review N. Kokolanis response to claim objection.	0.30	180.00
10/07/16	AS KONG	Emails with team re UCC lien search and N. Kokolanis claim to lien on assets.	0.30	180.00
10/07/16	GV UTLIK	Review Koklonis' response to debtor's claim objection.	1.20	636.00
10/10/16	GV UTLIK	Draft, review and revise Supplemental Declaration of Brian Weiss.	1.90	1,007.00
10/10/16	GV UTLIK	Draft, review and revise debtor's reply to Koklonis' Response to our Claims Objection.	4.70	2,491.00
10/11/16	GV UTLIK	Review, review and finalize debtor's reply to Nikolaos Koklonis' response to debtor's claim objection.	0.80	424.00
10/11/16	GV UTLIK	Communications with Brian Weiss re his declaration in support of debtor's reply to Nikolaos Koklonis' response to debtor's claim objection.	0.40	212.00
10/11/16	AO ORDUBEGIAN	Revise reply papers to Niko proof of claim objection.	0.40	294.00
10/12/16	MW WIATRAK	Preparing binders for hearing on objection to Koklonis' claim.	1.00	210.00
10/14/16	MW WIATRAK	Update calendar.	0.10	21.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
10/18/16	GV UTLIK	Review debtor's draft response to AFT UK and related documentation concerning their questions and potential reconciliation of AFT UK's claim against the estate.	0.40	212.00
10/19/16	GV UTLIK	Draft, review and revise response and related documentation to counsel for AFT UK and request for conference to address AFT UK's claim.	0.60	318.00
10/19/16	GV UTLIK	Communications with Brian Weiss re AFT UK's claim and related issues.	0.20	106.00
10/26/16	GV UTLIK	Review communications with counsel for Groupon Europe GmbH.	0.20	106.00
10/27/16	GV UTLIK	Conference call with Brian Weiss re debtor's upcoming claims objection and related issues.	0.30	159.00
			14.60	7,735.50

	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
MICHAEL S. CRYAN	1.1	at	\$735.00	=	\$808.50
ARAM ORDUBEGIAN	0.4	at	\$735.00	=	\$294.00
ANDY S. KONG	0.6	at	\$600.00	=	\$360.00
M. DOUGLAS FLAHAUT	0.5	at	\$530.00	=	\$265.00
GEORGE V. UTLIK	10.9	at	\$530.00	=	\$5,777.00
MARIOLA WIATRAC	1.1	at	\$210.00	=	\$231.00
Total	14.6				\$7,735.50

CURRENT FEES	<u>\$7,735.50</u>
--------------	-------------------

SUBTOTAL FOR THIS MATTER	\$7,735.50
--------------------------	------------

(00012)

Re: Adversary Proceedings

FOR PROFESSIONAL SERVICES RENDERED THROUGH: October 31, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
10/03/16	MD FLAHAUT	Exchange of e-mails with M. Cryan and G. Utlik re Kolkonis stipulation re limited relief from stay.	0.20	106.00
10/04/16	GV UTLIK	Review correspondence and invoice for subpoena from NY Community Bank and forward same to Adam Meislik.	0.10	53.00
10/04/16	MW WIATRAK	Revisions to stipulation modifying the automatic stay.	0.40	84.00
10/04/16	LA INDELICATO	Discussions with George Utlik and Court re docket error in re: Meislik v. Ferro (D&O action, Adv. Pro. No. 16-01207 (.1); submit online request to correct error (.1).	0.20	67.00
10/05/16	MS CRYAN	Draft correspondence via e-mail to counsel for defendant Citibank regarding potential resolution of adversary proceeding as this defendant.	0.60	441.00
10/13/16	GV UTLIK	Review documents and diligence re dates and deadlines re pending adversary proceedings and counsel's availability.	0.30	159.00
10/13/16	GV UTLIK	Communications with Michael Cryan re adjournment of pre-trial conferences in pending adv. pro. and related notices and related issues.	0.30	159.00
10/13/16	GV UTLIK	Review and revise notice re adjournment of pre-trial conference in the adversary proceeding.	0.20	106.00
10/13/16	MW WIATRAK	Draft two notices adjourning pre-trial conferences.	1.00	210.00
10/13/16	LA INDELICATO	Re: Ferro AP 16-1207 - Prepare and file Notice of Adjournment of Pre-Trial Conference to 11.30.16.	0.40	134.00
10/13/16	LA INDELICATO	Re: Citibank AP 16-1040 - Prepare and file Notice of Adjournment of Pre-Trial Conference to 11.30.16.	0.40	134.00
10/14/16	MW WIATRAK	Draft stipulation extending time to answer in Ferro et al. adversary proceeding.	0.50	105.00
10/14/16	MW WIATRAK	Update calendar.	0.10	21.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
10/14/16	MS CRYAN	Discuss via telephone with adversary request by adversary for extension of time to respond to adversary complaint and related issues.	0.40	294.00
10/16/16	AO ORDUBEGIAN	Review and revise interpleader stipulation re Citibank funds and e-mail exchange with client re next steps.	0.20	147.00
10/17/16	GV UTLIK	Review Citibank's proposed draft interpleader pleading and confer with Michael Cryan re same.	0.20	106.00
10/17/16	GV UTLIK	Conference call with Michael Cryan re pending adversary proceeding and stipulation re dates and deadlines.	0.20	106.00
10/17/16	MS CRYAN	Draft correspondence via e-mail to counsel for Citibank regarding interpleader stipulation in adversary proceeding.	0.40	294.00
10/18/16	MW WIATRAK	Serve and file stipulation extending time to answer (.7); forward copy to chambers (.1).	0.80	168.00
10/18/16	GV UTLIK	Communications with Michael Cryan re adversary proceedings status and related stipulations and Koklonis' position re same.	0.20	106.00
10/18/16	GV UTLIK	Follow up conference call with Jeremy Sussman re status, stipulations and next court status conference.	0.30	159.00
10/18/16	MS CRYAN	Draft correspondence via e-mail to counsel for N. Koklonis regarding interpleader stipulation in adversary proceeding.	0.20	147.00
10/18/16	MS CRYAN	Discuss via telephone with counsel for N. Koklonis issues regarding interpleader stipulation in adversary proceeding.	0.20	147.00
10/18/16	AO ORDUBEGIAN	Call from Niko's counsel re interpleader and global settlement of all disputes between the parties.	0.30	220.50
10/19/16	MW WIATRAK	Prepare and file affidavit of service re stipulation extending time.	0.70	147.00
10/25/16	GV UTLIK	Follow up diligence re transfers to Koklonis and communications with Brian Weiss and Michael Cryan re same.	0.40	212.00
10/28/16	MS CRYAN	Discuss with counsel for N. Koklonis terms of draft interpleader stipulation as to Citibank.	0.10	73.50
			9.30	4,106.00

	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
MICHAEL S. CRYAN	1.9	at	\$735.00	=	\$1,396.50
ARAM ORDUBEGIAN	0.5	at	\$735.00	=	\$367.50
M. DOUGLAS FLAHAUT	0.2	at	\$530.00	=	\$106.00
GEORGE V. UTLIK	2.2	at	\$530.00	=	\$1,166.00
LISA INDELICATO	1.0	at	\$335.00	=	\$335.00
MARIOLA WIATRAK	3.5	at	\$210.00	=	\$735.00
Total	9.3				\$4,106.00

CURRENT FEES	<hr/>	\$4,106.00
SUBTOTAL FOR THIS MATTER		\$4,106.00

(00014)

Re: Fee Applications

FOR PROFESSIONAL SERVICES RENDERED THROUGH: October 31, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
10/07/16	AO ORDUBEGIAN	Review and revise proforma time inputs for Arent Fox's September 2016 invoice.	0.20	147.00
10/20/16	MW WIATRAK	Prepare Richards Layton September Fee Statement for filing.	0.30	63.00
10/21/16	GV UTLIK	Review draft final fee application of WFY.	0.20	106.00
10/21/16	MW WIATRAK	Drafting September Fee Statement.	1.00	210.00
10/25/16	LA INDELICATO	Draft final fee application of Arent Fox.	2.30	770.50
10/25/16	LA INDELICATO	Review and revise final fee application of Wright Ford.	0.60	201.00
10/25/16	GV UTLIK	Review Wright Ford Young's draft fee application.	0.30	159.00
10/26/16	GV UTLIK	Diligence and review of AF's draft invoice and comments re issues.	0.10	53.00
10/26/16	LA INDELICATO	Draft final fee application and exhibits.	2.50	837.50
10/26/16	MW WIATRAK	Start working on final fee application.	0.80	168.00
10/27/16	MW WIATRAK	Revise September Monthly Fee Statement.	0.50	105.00
10/27/16	GV UTLIK	Review and mark up Arent Fox's monthly invoice before filing.	0.30	159.00
10/27/16	LA INDELICATO	Continued to draft final fee application and exhibits.	2.20	737.00
10/28/16	MW WIATRAK	Prepare for filing and file September fee statements for Arent Fox, Richards Layton and BSW.	0.60	126.00
10/28/16	GV UTLIK	Further review of amended statement and revisions to Arent Fox's invoice before filing and communications with Mariola Wiatrak re same.	0.10	53.00
			12.00	3,895.00

	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
ARAM ORDUBEGIAN	0.2	at	\$735.00	=	\$147.00
GEORGE V. UTLIK	1.0	at	\$530.00	=	\$530.00
LISA INDELICATO	7.6	at	\$335.00	=	\$2,546.00
MARIOLA WIATRAK	3.2	at	\$210.00	=	\$672.00

	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
Total	12.0		\$3,895.00
	CURRENT FEES		\$3,895.00
	SUBTOTAL FOR THIS MATTER		\$3,895.00

(00016)

Re: Disclosure Statement and Plan Matters and Solicitation

FOR PROFESSIONAL SERVICES RENDERED THROUGH: October 31, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
10/03/16	GV UTLIK	Conference call with Doug Flahaut re case status, revised draft plan and confirmation issues.	0.40	212.00
10/03/16	GV UTLIK	Review BMC's latest tabulation report.	0.30	159.00
10/03/16	GV UTLIK	Review BMC's draft declaration in support of confirmation and tabulation report.	0.60	318.00
10/03/16	GV UTLIK	Communications with BMC re voting, tabulation, reports and declaration in support of confirmation.	0.20	106.00
10/03/16	GV UTLIK	Diligence re claim objection and confirmation and Koklonis' inquiries and requests re adjournment of upcoming objection deadlines.	0.40	212.00
10/03/16	AO ORDUBEGIAN	Review voting tabulation report and outline confirmation brief.	0.40	294.00
10/03/16	MD FLAHAUT	Telephone conference and exchange of e-mails with G. Utlik re plan confirmation issues.	0.50	265.00
10/04/16	GV UTLIK	Conference call with Adam Meislik re draft stipulation and issues re payment of D&O defense costs.	0.20	106.00
10/04/16	GV UTLIK	Diligence re upcoming confirmation hearing, open issues and draft confirmation order and affidavit in support of confirmation.	0.90	477.00
10/04/16	GV UTLIK	Emails with Aram Ordubegian re case status and upcoming confirmation.	0.20	106.00
10/04/16	GV UTLIK	Conference call with Jeremy Sussman, counsel for D&O defendants, re upcoming confirmation hearing and draft stipulation re defense costs.	0.30	159.00
10/04/16	GV UTLIK	Email to client and Aram Ordubegian re status of negotiations with Jeremy Sussman.	0.20	106.00
10/04/16	GV UTLIK	Follow up conference call with Jeremy Sussman re Koklonis' request for a global resolution of claims objection, confirmation and Citibank's adv. pro. and potential settlement terms and email re same to the debtor's team.	0.20	106.00
10/04/16	MD FLAHAUT	Telephone conference and exchange of e-mails with G. Utlik re confirmation issues and related issues with respect to Kolkonis' claim.	0.30	159.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
10/04/16	MD FLAHAUT	Telephone conference and exchange of e-mails with A. Ordubegian re confirmation issues in preparation for next week's confirmation hearing.	0.20	106.00
10/04/16	MD FLAHAUT	Initial preparation of draft confirmation order.	1.20	636.00
10/04/16	AO ORDUBEGIAN	Strategy and planning with D. Flahaut re outline of confirmation brief.	0.50	367.50
10/04/16	LA INDELICATO	Prepare first draft of Confirmation Order.	5.10	1,708.50
10/05/16	GV UTLIK	Confer with Aram Ordubegian and Adam Meislik re Koklonis' another request for an adjournment or an extension and confirmation preparations.	0.30	159.00
10/05/16	GV UTLIK	Review and revise BMC's draft declaration in support of BMC's tabulation report and confirmation.	1.90	1,007.00
10/05/16	GV UTLIK	Conference call with Kevin Martin of BMC re tabulation report and related certification.	0.20	106.00
10/05/16	MD FLAHAUT	Further preparation of confirmation brief.	1.80	954.00
10/06/16	AO ORDUBEGIAN	Review objections to plan confirmation; e-mails exchanges with client and legal team re same and next steps.	0.70	514.50
10/06/16	GV UTLIK	Conference call with Jeremy Sussman re Koklonis' confirmation objection and response to debtor's claims objection.	0.10	53.00
10/06/16	GV UTLIK	Communications with counsel for Fareportal re anticipated confirmation objection.	0.10	53.00
10/06/16	GV UTLIK	Review finalized declaration and related tabulation report of the debtor's voting agent in support of confirmation before filing.	0.40	212.00
10/06/16	AS KONG	Review Fareportal's objection to plan.	0.30	180.00
10/06/16	MD FLAHAUT	Receipt and detailed review of Fareportal's opposition to confirmation; Exchange of e-mails with G. Utlik, A. Meislik, and A. Ordubegian re same.	0.80	424.00
10/06/16	MD FLAHAUT	Receipt and detailed review of Fareportal's \$10 million proof of claim filed on 10/3; Exchange of e-mails with G. Utlik, A. Meislik, and A. Ordubegian re same.	0.70	371.00
10/06/16	MD FLAHAUT	Further preparation of draft confirmation order.	3.40	1,802.00
10/06/16	GV UTLIK	Review Fareportal's objection to confirmation.	0.90	477.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
10/06/16	LA INDELICATO	Review and file Voting Agent's Declaration re Vote Tabulation.	0.30	100.50
10/07/16	GV UTLIK	Review Koklonis' confirmation objection.	0.80	424.00
10/07/16	GV UTLIK	Communications with Aram Ordubegian and Adam Meislik re confirmation objections and related issues.	0.40	212.00
10/07/16	GV UTLIK	Conference call with Doug Flahaur re confirmation objection and debtor's response and confirmation brief and related factual and legal issues.	0.90	477.00
10/07/16	GV UTLIK	Email to Brian Weiss re UCC search results and related issues.	0.20	106.00
10/07/16	GV UTLIK	Meet and confer with Sam Lawand re third party releases and related legal research.	0.40	212.00
10/07/16	MD FLAHAUT	Telephone conference and exchange of e-mails with G. Utlik re upcoming plan hearing.	0.90	477.00
10/07/16	MD FLAHAUT	Exchange of e-mails with S. Leland and G. Utlik re issues re third party releases.	0.20	106.00
10/07/16	MD FLAHAUT	Review of UCC-1 Search (.2); Exchange of various e-mails with A. Ordubegian, B. Weiss, and G. Utlik re UCC-1 search (.1).	0.30	159.00
10/07/16	MD FLAHAUT	Preparation of confirmation brief.	3.70	1,961.00
10/07/16	MD FLAHAUT	Preparation of response to the confirmation objection of N. Kolkonis.	1.80	954.00
10/07/16	MD FLAHAUT	Preparation of response to the confirmation objection of Fareportal.	1.90	1,007.00
10/07/16	AO ORDUBEGIAN	Outline reply to confirmation objections and confirmation brief (2.0); various meetings with client and legal team re same and next steps (2.0).	4.00	2,940.00
10/07/16	MD FLAHAUT	Exchange of e-mails with G. Utlik re draft confirmation order.	0.20	106.00
10/07/16	MD FLAHAUT	Initial receipt and review of N. Kolkonis' objection to confirmation (.3); exchange of e-mails with A. Ordubegian re the Kolkonis confirmation objection (.3).	0.60	318.00
10/07/16	MD FLAHAUT	Initial receipt and review of N. Kolkonis' opposition to the objection to his claim (.4); exchange of e-mails with A. Ordubegian re the Kolkonis oposition to Debtor's claim objection (.2).	0.60	318.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
10/07/16	GV UTLIK	Conference call with Brian Weiss re confirmation objections.	0.20	106.00
10/07/16	AS KONG	Review N. Kokonais objection to plan.	0.30	180.00
10/07/16	SL LAWAND	Research authority on confirming plans of liquidation with exculpation provisions for estate fiduciaries.	0.70	231.00
10/08/16	SL LAWAND	Research authority on confirming plans of liquidation with exculpation provisions for estate fiduciaries.	3.80	1,254.00
10/08/16	GV UTLIK	Communications with Aram Ordubegian and Doug Flahaut re confirmation brief, legal research and other confirmation issues and preparations.	0.30	159.00
10/08/16	GV UTLIK	Work with Sam Lawand re legal research and case law in support of confirmation brief.	0.60	318.00
10/09/16	GV UTLIK	Review and revise debtor's proposed confirmation order.	2.40	1,272.00
10/09/16	GV UTLIK	Review and revise debtor's Second Amended Chapter 11 Plan.	1.60	848.00
10/09/16	GV UTLIK	Communications with Doug Flahaut and Sam Lawand re legal research results and open legal issues for confirmation brief.	0.40	212.00
10/09/16	SL LAWAND	Research authority on confirming plans of liquidation with exculpation provisions for estate fiduciaries.	0.90	297.00
10/09/16	MD FLAHAUT	Further preparation of draft confirmation brief.	3.30	1,749.00
10/09/16	MD FLAHAUT	Further legal research re exculpatory / release provisions (.7); exchange of e-mails with S. Lawand re release provisions (.1).	0.80	424.00
10/09/16	MD FLAHAUT	Preparation of draft declaration of A. Meislik in support of confirmation.	0.70	371.00
10/09/16	MD FLAHAUT	Further preparation of draft declaration of B. Weiss in support of confirmation.	0.90	477.00
10/09/16	MD FLAHAUT	Further preparation of draft replies to the objections of Fareportal and N. Kolkonis.	2.70	1,431.00
10/09/16	MD FLAHAUT	Exchange of e-mails with G. Utlik, A. Ordubegian and S. Lawand re confirmation brief (.2).	0.20	106.00
10/10/16	AO ORDUBEGIAN	Revise reply to oppositions and confirmation brief.	1.70	1,249.50

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
10/10/16	GV UTLIK	Review and markup draft omnibus reply to confirmation objection and brief in support of confirmation.	5.80	3,074.00
10/10/16	AO ORDUBEGIAN	Review and revise confirmation brief, reply to oppositions to confirmation, and related reply to Niko's response to claim objection (5.7); various calls with client re confirmation hearing (1.0).	6.70	4,924.50
10/10/16	MD FLAHAUT	Further preparation of draft omnibus reply to the oppositions of Fareportal and Kolkonis (1.7).	1.70	901.00
10/10/16	MD FLAHAUT	Further preparation of confirmation brief (1.4).	1.40	742.00
10/10/16	MD FLAHAUT	Final research regarding 3rd party releases; exchange of e-mails with G. Utlik and telephone conference with S. Lawand re same.	0.40	212.00
10/10/16	MD FLAHAUT	Revise draft declaration of B. Weiss in support of confirmation of the plan; Telephone conference and exchanges of e-mails with B. Weiss re same.	0.50	265.00
10/10/16	MD FLAHAUT	Revise draft declaration of A. Meislik and exchange of e-mails with A. Meislik and A. Ordubegian re same.	0.40	212.00
10/10/16	MD FLAHAUT	Review and revise reply to N. Kolkonis' opposition to the Debtor's objection to his proof of claim; conference with A. Ordubegian and exchange of e-mails with B. Weiss and A. Meislik re same.	0.60	318.00
10/10/16	LA INDELICATO	Review and revise Confirmation Brief (2.1); prepare Weiss Declaration in Support of Confirmation (1.2); prepare Meislik Declaration in Support of Confirmation (1.2); review 2nd Amended Plan and circulate clean and redlined copies for client's final review, approval and signature (.9); prepare binders for confirmation hearing (1.3).	6.70	2,244.50
10/10/16	GV UTLIK	Review and revise proposed confirmation order.	0.80	424.00
10/10/16	GV UTLIK	Communications with Aram Ordubegian re preparation for confirmation hearing, appearances and evidentiary issues.	0.40	212.00
10/10/16	AS KONG	Strategize and plan with A. Ordubegian re plan confirmation hearing.	1.20	720.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
10/11/16	LA INDELICATO	Review, revise and file Debtor's Reply to Nikolaos Koklonis's Response to Debtor's Objection to Koklonis' Claim (.8); and Supplemental Declaration of Brian Weiss in Support of Claim Objection (.6).	1.40	469.00
10/11/16	LA INDELICATO	Review, revise and file Debtor's Second Amended Plan – clean and redline (1.3); Brief in Support of Confirmation of the Debtor's Plan and Omnibus Reply to Confirmation Objections (1.4); Declaration of Brian Weiss in Support of Plan Confirmation (.7); Declaration of Adam Meislik in Support of Plan Confirmation (.7); and Notice of Filing and Proposed Confirmation Order (1.4); update binders (.3).	5.80	1,943.00
10/11/16	GV UTLIK	Communications with Adam Meislik and Brian Weiss in preparation for upcoming confirmation hearing, court appearance and related issues.	0.60	318.00
10/11/16	GV UTLIK	Communications with Kevin Martin of BMC re upcoming confirmation hearing and his appearance and potential testimony.	0.30	159.00
10/11/16	GV UTLIK	Communications with Chambers re upcoming confirmation hearing, court appearance, debtor's delivery of relevant binders, documentation and pleadings.	0.40	212.00
10/11/16	GV UTLIK	Communications with Aram Ordubegian re debtor's filings, documentation in preparation for the upcoming confirmation hearing and related issues.	0.40	212.00
10/11/16	GV UTLIK	Diligence and document review in preparation for upcoming confirmation hearing and preparation of documentation and pleadings to be put together and delivered to Chambers and UST.	1.60	848.00
10/11/16	GV UTLIK	Draft, review and revise outline re Debtor's objection to Koklonis' proof of claim and related documentary and evidentiary issues.	2.40	1,272.00
10/11/16	GV UTLIK	Review, revise and finalize Declaration of Adam Meislik in support of confirmation.	0.60	318.00
10/11/16	GV UTLIK	Review, revise and finalize Declaration of Brian Weiss in support of confirmation.	0.90	477.00
10/11/16	GV UTLIK	Draft, revise and finalize debtor's brief in support of confirmation of Second Amended Plan and omnibus reply to confirmation objections.	3.80	2,014.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
10/11/16	GV UTLIK	Draft, review and revise proposed confirmation order.	1.20	636.00
10/11/16	GV UTLIK	Review and revise notice of filing proposed confirmation order.	0.20	106.00
10/11/16	AS KONG	Review second amended plan and plan confirmation brief.	1.00	600.00
10/11/16	AS KONG	Review reply brief to N. Kokolanis opposition to claim objection.	0.30	180.00
10/11/16	AS KONG	Review proposed findings of fact and conclusions of law re plan confirmation.	0.60	360.00
10/11/16	AO ORDUBEGIAN	Final revisions to confirmation brief and discussions with client re hearing.	3.70	2,719.50
10/11/16	MD FLAHAUT	Exchange of various e-mails and review of confirmation hearing documents in preparation for 10-13-16 hearing.	0.40	212.00
10/11/16	GV UTLIK	Draft email to Andrea B. Schwartz, counsel for United States Trustee, re upcoming confirmation hearing, latest filings and confirmation binder to be delivered to her office.	0.30	159.00
10/12/16	MD FLAHAUT	Preparation for tomorrow's disclosure statement hearing; review and analysis of declaration of N. Kolkonis filed today in advance of confirmation hearing.	0.80	424.00
10/12/16	MW WIATRAK	Schedule telephonic appearance at the hearing for A. Meislik.	0.10	21.00
10/12/16	MW WIATRAK	Preparing binders for confirmation hearing.	2.50	525.00
10/12/16	SL LAWAND	Prepare for confirmation hearing.	0.40	132.00
10/12/16	AO ORDUBEGIAN	Prepare with confirmation and claim objection hearings with B. Weiss.	3.80	2,793.00
10/12/16	AO ORDUBEGIAN	E-mail from Niko's counsel re declaration filing; exchanges with client and legal team re same and impact on upcoming hearings.	0.60	441.00
10/12/16	GV UTLIK	Legal research and preparation for the hearing re sample confirmation orders approving third party releases and exculpation provisions.	0.80	424.00
10/12/16	GV UTLIK	Communications with counsel for Fareportal re their confirmation objection and consideration of proposed resolution.	0.30	159.00
10/12/16	GV UTLIK	Draft, review and revise outline in preparation for the upcoming confirmation hearing.	6.80	3,604.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
10/12/16	GV UTLIK	Communications with Aram Ordubegian re open confirmation issues and potential solutions.	0.60	318.00
10/12/16	GV UTLIK	Review case law re confirmation issues based on briefs cited by the debtor and counsel for Fareportal in preparation for the upcoming confirmation hearing.	2.40	1,272.00
10/12/16	GV UTLIK	Review binder of confirmation pleadings and documents and diligence re potential evidentiary issues and exhibits to be submitted into evidence in support of confirmation.	1.40	742.00
10/12/16	GV UTLIK	Review Nikolaos Koklonis' declaration and related documentation in support of his proof of claim and objection to confirmation.	0.90	477.00
10/12/16	GV UTLIK	Communications with Jeremy Sussman re upcoming confirmation hearing and requests for the debtor's Form S-1 Registration Statement.	0.40	212.00
10/13/16	LA INDELICATO	Prepare and file Notice of Filing of Exhibits in Support of Plan Confirmation.	0.40	134.00
10/13/16	AO ORDUBEGIAN	Meeting with client and legal team in preparation for confirmation trial (3.2); attend confirmation trial with meetings with all parties re settlement (1.2); post hearing meeting re confirmation order (3.8).	8.20	6,027.00
10/13/16	MD FLAHAUT	Preparation for and attend hearing on confirmation of chapter 11 plan (5.3).	5.30	2,809.00
10/13/16	GV UTLIK	Prepare for hearing on confirmation and objection to Koklonis' proof of claim.	2.40	1,272.00
10/13/16	GV UTLIK	Attend hearing on confirmation of the debtor's second amended plan and claim objection to Koklonis' proof of claim.	5.60	2,968.00
10/13/16	GV UTLIK	Review and revise notice re filing Exhibits admitted into evidence in support of confirmation.	0.40	212.00
10/14/16	GV UTLIK	Review and revise Liquidating Trust Agreement to confirm with Debtor's Confirmed Second Amended Chapter 11 Plan.	2.90	1,537.00
10/14/16	GV UTLIK	Draft, review and revise proposed confirmation order based on the record at the Confirmation Hearing, agreements reached with objecting parties, and bankruptcy court's rulings.	2.80	1,484.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
10/14/16	GV UTLIK	Diligence and follow up re pending and upcoming court hearings, status and related issues.	0.40	212.00
10/14/16	GV UTLIK	Communications with counsel for Fareportal re draft confirmation order and agreement with Fareportal based on withdrawn objection.	0.20	106.00
10/16/16	AO ORDUBEGIAN	Review and revise updated confirmation order and revised liquidating trust agreement.	0.80	588.00
10/16/16	MD FLAHAUT	Final review of updated Liquidating Trust Agreement and exchange of e-mails with A. Ordubegian and G. Utlik re same.	0.40	212.00
10/16/16	MD FLAHAUT	Final review of updated draft confirmation order and exchange of e-mails with A. Ordubegian and G. Utlik re same.	0.50	265.00
10/17/16	GV UTLIK	Communications with Aram Ordubegian and Doug Flahaut re revised proposed confirmation order and liquidating trust agreement.	0.20	106.00
10/17/16	GV UTLIK	Review and revise proposed confirmation order and run a redline showing changes.	0.30	159.00
10/17/16	GV UTLIK	Review and revise liquidating trust agreement and run a redline showing changes.	0.30	159.00
10/17/16	GV UTLIK	Draft email to Jeremy Sussman re revised proposed confirmation order and redline requesting review and comment before submitting to Chambers.	0.20	106.00
10/17/16	GV UTLIK	Draft email to counsel for Fareportal re revised proposed confirmation order and redline requesting review and comment before submitting to Chambers.	0.20	106.00
10/17/16	GV UTLIK	Draft email to Andrea B. Schwartz of UST with revised proposed confirmation order and liquidating trust agreement and redlines for review and comment before submitting the documents to Chambers.	0.20	106.00
10/17/16	GV UTLIK	Conference call with Aram Ordubegian re Fareportal's and Koklonis' comments and edits to the proposed confirmation order.	0.20	106.00
10/17/16	GV UTLIK	Conference call with Jeremy Sussman, counsel for Nikolaos Koklonis re comments to proposed confirmation order.	0.20	106.00
10/17/16	GV UTLIK	Review correspondence from and comments to proposed confirmation order by counsel for Fareportal.	0.20	106.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
10/17/16	GV UTLIK	Review correspondence from Jeremy Sussman, counsel for Nikolaos Koklonis and their proposed edits and mark up of the draft proposed confirmation order.	0.10	53.00
10/17/16	GV UTLIK	Communications with Aram Ordubegian re proposed position re Koklonis' comments to the proposed confirmation order and their potential conflicting submissions to Chambers.	0.20	106.00
10/17/16	MD FLAHAUT	Review and revise proposed confirmation order; Exchange of e-mails with G. Utlik and A. Ordubegian re same.	0.40	212.00
10/17/16	AO ORDUBEGIAN	Review and revise confirmation order; call with J. Sussman re Niko's objections to same.	0.50	367.50
10/18/16	GV UTLIK	Conference call with Andrea B. Schwartz re debtor's proposed confirmation order and liquidating trust agreement and UST's comments and revisions re same.	0.70	371.00
10/18/16	GV UTLIK	Email and conference call to Andrea B. Schwartz re proposed order and revised liquidating trust re status of review and comments before submitting same to Chambers.	0.20	106.00
10/18/16	GV UTLIK	Communications with Aram Ordubegian and Jeremy Sussman re resolving Nikolaos Koklonis' issues re proposed confirmation order.	0.40	212.00
10/19/16	GV UTLIK	Communications with Adam Meislik re liquidating trust and related issues.	0.20	106.00
10/19/16	GV UTLIK	Conference call and emails with Aram Ordugegian re liquidating trust and related issues.	0.20	106.00
10/19/16	GV UTLIK	Communications with Brian Weiss re process and timeline for final fee applications.	0.20	106.00
10/19/16	GV UTLIK	Draft memo re case status, confirmation process and timeline for going effective and related issues.	0.60	318.00
10/19/16	GV UTLIK	Email to Adam Meislik re status and documents submitted to Chambers.	0.10	53.00
10/19/16	MW WIATRAK	Preparing exhibits to confirmation order in pdf. E-mail same to G. Utlik.	0.20	42.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
10/19/16	GV UTLIK	Review, revise and finalize proposed confirmation order, confirmed plan, and liquidating trust agreement and submit same to Chambers along with redlines showing changes against prior filed drafts.	1.90	1,007.00
10/20/16	MD FLAHAUT	Review of liquidating trust provisions and prerequisites for going effective (.9); exchange of e-mails with A. Ordubegian re liquidating trust agreement (.3).	1.20	636.00
10/20/16	GV UTLIK	Communications with debtor's professionals re confirmation, anticipated effective date, process and timeline for going effective and final fee applications.	0.30	159.00
10/24/16	AO ORDUBEGIAN	E-mail exchanges with client re post-confirmation management of Trust issues.	0.30	220.50
10/24/16	MD FLAHAUT	Telephone conference and exchanges of e-mails with G. Utlik re compensation issues and prerequisites to taking the plan effective.	0.50	265.00
10/24/16	GV UTLIK	Communications with Adam Meislik, Aram Ordubegian and Doug Flahaut re liquidating trust agreement and related issues.	0.20	106.00
10/24/16	GV UTLIK	Follow up conference call with Doug Flahaut re liquidating trust issues.	0.30	159.00
10/25/16	GV UTLIK	Communications with Adam Meislik re motion for entry of default judgment in the Circuit Civil Court of Cook County, Illinois by Groupon International GMB v. Fast Group S.A.	0.20	106.00
10/26/16	GV UTLIK	Review Court's entered confirmation order.	0.30	159.00
10/26/16	GV UTLIK	Draft, review and revise notice of entry of confirmation order.	0.20	106.00
10/26/16	GV UTLIK	Emails with Adam Meislik re confirmation order and related issues.	0.20	106.00
10/26/16	GV UTLIK	Follow up with Chambers re docketing proposed Exhibits to the confirmation order.	0.20	106.00
10/26/16	LA INDELICATO	Calls with George Utlik and Court regarding uploading exhibits to Confirmation Order (.2); review docket to confirm exhibits were uploaded and discuss with George Utlik (.1); draft, file and arrange for service of Notice of Entry of Confirmation Order (.5).	0.80	268.00
10/26/16	MD FLAHAUT	Cursory receipt and review of confirmation order.	0.20	106.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
10/26/16	GV UTLIK	Conference call with Adam Meislik, Michael Cryan and Brian Weiss re prepetition transactions and related claims.	0.60	318.00
10/26/16	AS KONG	Review order confirming plan.	0.40	240.00
10/31/16	GV UTLIK	Emails with Russell Silberglied re draft motion re receiver to Chancery Court, entry of confirmation order and anticipated effective date.	0.20	106.00
			181.00	96,703.00

	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
ARAM ORDUBEGIAN	31.9	at	\$735.00	=	\$23,446.50
ANDY S. KONG	4.1	at	\$600.00	=	\$2,460.00
M. DOUGLAS FLAHAUT	42.4	at	\$530.00	=	\$22,472.00
GEORGE V. UTLIK	73.5	at	\$530.00	=	\$38,955.00
SAM LAWAND	5.8	at	\$330.00	=	\$1,914.00
LISA INDELICATO	20.5	at	\$335.00	=	\$6,867.50
MARIOLA WIATRAK	2.8	at	\$210.00	=	\$588.00
Total	181.0				\$96,703.00

CURRENT FEES	<u>\$96,703.00</u>
SUBTOTAL FOR THIS MATTER	\$96,703.00

(00019)

Re: Automatic Stay and Section 362 and 363 Matters

FOR PROFESSIONAL SERVICES RENDERED THROUGH: October 31, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
10/26/16	AS KONG	Review files re all correspondences with Groupon re violation of stay and emails with G. Utlik and M. Cryan re same.	0.70	420.00
			0.70	420.00

	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
ANDY S. KONG	0.7	at \$600.00 =	\$420.00
Total	0.7		\$420.00

CURRENT FEES	\$420.00
--------------	----------

SUBTOTAL FOR THIS MATTER	\$420.00
--------------------------	----------

(00029)

Re: Travel

FOR PROFESSIONAL SERVICES RENDERED THROUGH: October 31, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
10/12/16	AO ORDUBEGIAN	Travel time for confirmation hearing. (No Charge 6.8 hrs)	0.00	0.00
10/13/16	MD FLAHAUT	Travel to NY for confirmation hearing. (No Charge 8.6 hrs)	0.00	0.00
10/14/16	MD FLAHAUT	Return travel to Los Angeles after confirmation hearing. (No Charge 7.8 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: October 31, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
10/03/16	GV UTLIK	Diligence re draft stipulation and issues re Koklonis' request for payment of defense costs and fees.	0.80	424.00
10/03/16	GV UTLIK	Communications with Michael Cryan re latest negotiations with Koklonis and his counsel and related issues.	0.40	212.00
10/04/16	GV UTLIK	Conference call with Michael Cryan re negotiations with Koklonis' counsel, draft stipulation and status.	0.20	106.00
10/04/16	GV UTLIK	Draft, review and revise stipulation modifying automatic stay to authorize D&O insurance pay D&O defendants defense costs.	2.80	1,484.00
10/04/16	GV UTLIK	Review correspondence with Jeremy Sussman re pending action and issues.	0.20	106.00
10/04/16	GV UTLIK	Conference call to Jeremy Sussman re case status and issues.	0.10	53.00
10/04/16	GV UTLIK	Draft email to Adam Meislik with draft stipulation and redline showing proposed edits re payment of D&O defense costs.	0.10	53.00
10/04/16	GV UTLIK	Further review and revisions to the draft stipulation re defense costs to address latest proposed edits and issues.	0.60	318.00
10/04/16	GV UTLIK	Draft email along with draft stipulation re defense costs and redline to counsel for the D&O defendants.	0.30	159.00
10/13/16	GV UTLIK	Review and revise notice re adjournment of pre-trial conference in the D&O adversary proceeding.	0.30	159.00
10/13/16	GV UTLIK	Review Koklonis' revised stipulation re D&O action and related issues and confer with Aram Ordubegian and Michael Cryan re same.	0.40	212.00
10/16/16	AO ORDUBEGIAN	Review stipulation re payment of Defendants' counsel's fees via insurance funds and relief from stay; confer with client re same.	0.30	220.50
10/18/16	GV UTLIK	Review and finalize stipulation re D&O defense claims and emails with Jeremy Sussman re same.	0.40	212.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
10/28/16	GV UTLIK	Communications with Jeremy Sussman and Michael Cryan re draft stipulations re D&O defense costs and interpleader.	0.30	159.00
			7.20	3,877.50

	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
ARAM ORDUBEGIAN	0.3	at \$735.00 =	\$220.50
GEORGE V. UTLIK	6.9	at \$530.00 =	\$3,657.00
Total	7.2		\$3,877.50

CURRENT FEES	<u>\$3,877.50</u>
--------------	-------------------

SUBTOTAL FOR THIS MATTER	<u>\$3,877.50</u>
--------------------------	-------------------

INVOICE TOTAL	<u>\$118,372.35</u>
----------------------	----------------------------

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 1723278
Invoice Date November 30, 2016
Client Number 037168

- - REMITTANCE COPY - -
PLEASE SEND WITH CHECK

TOTAL AMOUNT OF THIS INVOICE

\$118,372.35

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 1723278

EXHIBIT B

**SUMMARY OF FEES
OCTOBER 1, 2016 – OCTOBER 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.	3.00	\$735	\$2,205.00
Aram Ordubegian	Partner since 2009. Member of CA bar since 1996.	33.30	\$735	\$24,475.50
Andy S. Kong	Partner since 2016. Member of the CA bar since 2006.	5.90	\$600	\$3,540.00
George V. Utlik	Joined firm as an associate in 2009. Member of NJ bar since 2008. Member of NY bar since 2008.	95.80	\$530	\$50,774.00
M. Douglas Flahaut	Joined firm as an associate in 2009. Member of the CA bar since 2006.	43.10	\$530	\$22,843.00
Sam Lawand	Joined firm as an associate in 2016. Member of the NY bar since 2016.	5.80	\$330	\$1,914.00
Lisa Indelicato	Paraprofessional	29.50	\$335	\$9,882.50
Mariola Wiatrak	Paraprofessional	11.40	\$210	\$2,394.00
TOTALS		227.8		\$118,028.00

Blended Rate: \$565.82¹

¹ The Blended Rate excludes paraprofessionals' time.

EXHIBIT C

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

Expense Category	Service Provider (if applicable)	Total Expenses
Postage		\$3.45
Duplicating		\$197.10
Court Costs	CourCall	\$100.00
Overnight Delivery	FedEx	\$43.80
TOTAL:		\$344.35