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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 NOVEMBER 1, 2016 THROUGH DECEMBER 2, 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:	November 1, 2016 – December 2, 2016
Total Amount of Compensation for Professional Services:	\$21,266.00
<i>Less</i> Holdback pursuant to Compensation Procedures Order dated December 2, 2015 (20%):	<u>\$4,253.20</u>
Interim Compensation for Professional Services (80%):	\$17,012.80
<i>Plus</i> Reimbursement for Actual and Necessary Expenses (100%):	<u>\$19.39</u>
TOTAL REQUESTED PAYMENT AT THIS TIME	\$17,032.19

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

1723364
December 16, 2016
037168

FOR PROFESSIONAL SERVICES RENDERED THROUGH December 2, 2016

<u>No.</u>	<u>Reference</u>	<u>Hours</u>	<u>Total</u>
00000	General	0.0	19.39
00002	Case Management and Operating Reports	5.9	3,063.50
00010	Claims Administration and Objections	6.8	2,466.50
00012	Adversary Proceedings	12.9	7,430.50
00014	Fee Applications	1.7	647.50
00016	Disclosure Statement and Plan Matters and Solicitation	17.4	7,070.00
00030	NY State Court Action Against Frank Ferro, Nikolaos Koklonis	0.8	588.00
	TOTALS	45.5	21,285.39

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Los Angeles, CA 90013-1065
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1675 Broadway
New York, NY 10019-5820
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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

TIME SUMMARY

	Area of Expertise, Year Admitted	Hours	Rate(\$)	Amount(\$)
<u>PARTNERS</u>				
MICHAEL S. CRYAN	LDR, 1996 (NY & DC)	5.40	735.00	3,969.00
ARAM ORDUBEGIAN	BR, 1996 (CA)	1.40	735.00	1,029.00
ANDY S. KONG	2006 (CA)	0.80	600.00	480.00
<u>ASSOCIATES</u>				
GEORGE V. UTLIK	BR, 2008 (NY, NJ)	16.00	530.00	8,480.00
M. DOUGLAS FLAHAUT	BR, 2006 (CA); 2008 (MT)	3.70	530.00	1,961.00
Blended Rate for Attorneys: \$583.11				
<u>PARA PROFESSIONALS</u>				
LISA INDELICATO	BR	12.20	335.00	4,087.00
MARIOLA WIATRAK		6.00	210.00	1,260.00
		45.5		21,266.00

SUMMARY OF CHARGES

OTHER DATABASE SEARCH	10.66
FedEx Package	8.73
	19.39

(00000)

Re: General

FOR PROFESSIONAL SERVICES RENDERED THROUGH: December 2, 2016

FOR CHARGES:

OTHER DATABASE SEARCH

11/30/2016 OTHER DATABASE SEARCH- PACER 10/31/2016- 2.99
037168.00001IS OT.

11/30/2016 OTHER DATABASE SEARCH- PACER 10/31/2016 7.67

OTHER DATABASE SEARCH 10.66

OUT OF TOWN LODGING

11/09/2016 OUT OF TOWN LODGING ARAM ORDUBEGIAN, 0.00
LODGING 11/09/2016 - 11/10/2016, ONE NIGHT STAY
RE MEDIATION. (\$512.36 NO CHARGE)

OUT OF TOWN LODGING 0.00

OVERNIGHT DELIVERY

11/15/2016 FedEx Package From: Mariola Wiatrak, Arent Fox LLP, 8.73
NEW YORK, NY To: Andrea B Schwartz Office of the
US Trustee, NEW YORK CITY, NY US Received By: C
DUCILLE; TID: 784654999384

OVERNIGHT DELIVERY 8.73

CURRENT CHARGES

 \$19.39

SUBTOTAL FOR THIS MATTER \$19.39

(00002)

Re: Case Management and Operating Reports

FOR PROFESSIONAL SERVICES RENDERED THROUGH: December 2, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
11/10/16	GV UTLIK	Follow up re case status, upcoming pre-trial conference and court hearing, applicable dates and deadlines and related notice.	0.30	159.00
11/14/16	GV UTLIK	Communications with Lisa Indelicato re debtor's post-confirmation duties, quarterly reports and draft claims objection.	0.40	212.00
11/14/16	GV UTLIK	Review and revise memorandum re critical dates and deadlines based on confirmed plan and litigation trust agreement under applicable bankruptcy rule and bankruptcy code.	1.90	1,007.00
11/14/16	AO ORDUBEGIAN	Conference call re all pending matters post-plan confirmation.	0.60	441.00
11/15/16	MW WIATRAK	Prepare for filing and file October Operating Report (.3); forward copy to US Trustee (.1).	0.40	84.00
11/15/16	GV UTLIK	Review debtor's monthly operating report before filing.	0.20	106.00
11/18/16	GV UTLIK	Draft review and revise memorandum to Adam Meislik re critical and upcoming dates and deadlines; and Liquidating Trust's post-confirmation obligations.	1.60	848.00
11/21/16	LA INDELICATO	Discussions with George Utlik regarding filing monthly operating report for October 2016 and post-confirmation quarterly reports thereafter.	0.30	100.50
11/23/16	GV UTLIK	Review and revise Debtor's Notices of adjournment re pre-trial and status conference before filing.	0.20	106.00
			5.90	3,063.50

	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
ARAM ORDUBEGIAN	0.6	at \$735.00 =	\$441.00
GEORGE V. UTLIK	4.6	at \$530.00 =	\$2,438.00
LISA INDELICATO	0.3	at \$335.00 =	\$100.50
MARIOLA WIATRAK	0.4	at \$210.00 =	\$84.00
Total	5.9		\$3,063.50

CURRENT FEES

\$3,063.50

SUBTOTAL FOR THIS MATTER

\$3,063.50

(00010)

Re: Claims Administration and Objections

FOR PROFESSIONAL SERVICES RENDERED THROUGH: December 2, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
11/07/16	GV UTLIK	Review debtor's draft charts re claims objections.	0.40	212.00
11/07/16	LA INDELICATO	Discussions with George Utlik regarding omnibus claim objection.	0.20	67.00
11/08/16	LA INDELICATO	Draft first omnibus claims objection and exhibits.	3.70	1,239.50
11/17/16	LA INDELICATO	Revise omnibus claims objection (.7) and forward draft to George Utlik for review (.1).	0.80	268.00
11/21/16	GV UTLIK	Confer with Jeremy Sussman and Adam Meislik re Koklonis' request for extension of admin claim bar date.	0.10	53.00
11/22/16	MW WIATRAK	Draft notice adjourning status conference re objection to Koklonis claim.	0.40	84.00
11/23/16	MW WIATRAK	Prepare for filing and file notice adjourning case status conference (.3); e-mail claims agent re service (.1).	0.40	84.00
12/02/16	AS KONG	Review N. Kokolanis administrative claim and emails with team re same.	0.50	300.00
12/02/16	GV UTLIK	Review N. Koklonis' motion and related documentation re alleged administrative expense claim.	0.30	159.00
			6.80	2,466.50

	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
ANDY S. KONG	0.5	at \$600.00 =	\$300.00
GEORGE V. UTLIK	0.8	at \$530.00 =	\$424.00
LISA INDELICATO	4.7	at \$335.00 =	\$1,574.50
MARIOLA WIATRAK	0.8	at \$210.00 =	\$168.00
Total	6.8		\$2,466.50

CURRENT FEES	\$2,466.50
SUBTOTAL FOR THIS MATTER	\$2,466.50

(00012)

Re: Adversary Proceedings

FOR PROFESSIONAL SERVICES RENDERED THROUGH: December 2, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
11/07/16	GV UTLIK	Review correspondence and revised stipulation re D&O defense costs from counsel for Koklonis.	0.40	212.00
11/07/16	GV UTLIK	Emails with Adam Meislik and Brian Weiss re D&O tail coverage and review same.	0.20	106.00
11/07/16	GV UTLIK	Follow up with Michael Cryan re litigation status and upcoming court hearing preparations.	0.20	106.00
11/09/16	GV UTLIK	Conference call with Michael Cryan re litigation claims against Koklonis and draft stipulations.	0.40	212.00
11/10/16	GV UTLIK	Communications with Jeremy Sussman re draft stipulations, NK's comments, and scheduling a call to resolve issues before upcoming pre-trial.	0.30	159.00
11/12/16	GV UTLIK	Review and mark up Koklonis' stipulation re interpleder action.	0.70	371.00
11/12/16	GV UTLIK	Review and mark up Koklonis' draft stipulation re D&O action and defense costs.	0.40	212.00
11/12/16	GV UTLIK	Review draft revised complaint re Citibank and Koklonis.	0.60	318.00
11/12/16	GV UTLIK	Communications with Michael Cryan and Adam Meislik re transfers, claims, and necessary data re insolvency, liquidity for revising complaint.	0.30	159.00
11/14/16	GV UTLIK	Conference call with Michael Cryan re pending litigation and amendment of complaint.	0.40	212.00
11/18/16	GV UTLIK	Diligence re adversary proceeding and preparation for upcoming hearing and confer with Michael Cryan and Aram Ordubegian re same.	0.40	212.00
11/22/16	GV UTLIK	Communications with Jeremy Sussman, Michael Cryan and Aram Ordubegian re adjournment of hearing and issues re draft stipulations.	0.30	159.00
11/22/16	MW WIATRAK	Draft 2 notices adjourning pre-trial conferences.	0.70	147.00
11/22/16	LA INDELICATO	Various discussions with Michael Cryan, Aram Ordubegian and George Utlik regarding adjournment of all matters scheduled for November 30th at the Court's direction.	0.30	100.50

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
11/23/16	MW WIATRAK	Prepare for filing and file 2 notices adjourning pre-trial conferences (.5); e-mail claims agent re service (.1).	0.60	126.00
11/23/16	LA INDELICATO	Confirm that all matters set for 11/30 were adjourned (.1); discussion with Mariola Wiatrak regarding Notices to be filed and served (.1).	0.20	67.00
11/28/16	MS CRYAN	Analyze transactions involving certain transferees in order to prepare adversary complaint.	4.80	3,528.00
11/29/16	MS CRYAN	Discuss via telephone with G. Utlik legal strategy for adversary complaint.	0.50	367.50
11/29/16	MS CRYAN	Draft correspondence via e-mail to G. Utlik regarding legal strategy for adversary complaint.	0.10	73.50
11/29/16	GV UTLIK	Review charts re insider payments in connection with upcoming preference and fraudulent conveyance litigation [0.4]; conference call with Michael Cryan re preference litigation and related issues [0.4]; follow up communications with Brian Weiss re preferential and fraudulent transfers to clarify information and related issues [0.3].	1.10	583.00
			12.90	7,430.50

	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
MICHAEL S. CRYAN	5.4	at \$735.00 =	\$3,969.00
GEORGE V. UTLIK	5.7	at \$530.00 =	\$3,021.00
LISA INDELICATO	0.5	at \$335.00 =	\$167.50
MARIOLA WIATRAK	1.3	at \$210.00 =	\$273.00
Total	12.9		\$7,430.50

CURRENT FEES	\$7,430.50
SUBTOTAL FOR THIS MATTER	\$7,430.50

(00014)

Re: Fee Applications

FOR PROFESSIONAL SERVICES RENDERED THROUGH: December 2, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
11/01/16	LA INDELICATO	Revise exhibits to fee application.	0.40	134.00
11/02/16	LA INDELICATO	Draft proposed order granting fee applications.	0.80	268.00
11/29/16	GV UTLIK	Review Arent Fox's monthly statement before filing and confer with Aram Ordubegian re same.	0.40	212.00
11/29/16	LA INDELICATO	Follow up re status of October fee statements.	0.10	33.50
11/30/16	GV UTLIK	Follow up communications with Aram Ordubegian re draft invoice and issues. (No Charge)	0.00	0.00

1.70 647.50

	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
GEORGE V. UTLIK	0.4	at \$530.00 =	\$212.00
LISA INDELICATO	1.3	at \$335.00 =	\$435.50
Total	1.7		\$647.50

CURRENT FEES	\$647.50
SUBTOTAL FOR THIS MATTER	\$647.50

(00016)

Re: Disclosure Statement and Plan Matters and Solicitation

FOR PROFESSIONAL SERVICES RENDERED THROUGH: December 2, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
11/07/16	GV UTLIK	Conference call with Brian Weiss re case status, procedure, dates and deadlines re professionals' final fee applications.	0.10	53.00
11/08/16	GV UTLIK	Review correspondence from Associated International Ltd re confirmation notice and respond to their request for copies of confirmation order and confirmed plan.	0.20	106.00
11/10/16	LA INDELICATO	Review document and calculate critical dates per Plan, Confirmation Order and Liquidating Trust Agreement.	2.30	770.50
11/11/16	MW WIATRAK	Review Plan, Confirmation Order and Trust Agreement (.8); draft schedule of critical dates (1.8).	2.60	546.00
11/11/16	LA INDELICATO	Review Plan, Confirmation Order and LTA and revise critical dates memo.	3.10	1,038.50
11/14/16	GV UTLIK	Conference call with Aram Ordubegian, Michael Cryan and Doug Flahaut re post-confirmation issues and case status, pending litigation and preparation for upcoming court hearing and related issues.	0.80	424.00
11/14/16	GV UTLIK	Perform legal research and revise case law re application of statute of limitations under section 546(a) to the involuntary chapter 7 case and order for relief granted upon conversation of the case to chapter 11.	0.70	371.00
11/14/16	MD FLAHAUT	Conference with A. Ordubegian, M. Cryan, and G. Utlik re post confirmation issues and litigation strategy.	0.80	424.00
11/14/16	MD FLAHAUT	Review of plan and disclosure statement regarding effective date; Exchange of e-mails with G. Utlik and A. Ordubegian re same.	0.60	318.00
11/15/16	AS KONG	Review order re Groupon's motion for default judgment and emails from B. Long re same.	0.20	120.00
11/15/16	GV UTLIK	Diligence re requirements and conditions to the effective date under confirmed plan.	0.40	212.00
11/15/16	GV UTLIK	Communications with Doug Flahaut re "effective date" under the plan and related issues.	0.20	106.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
11/17/16	MD FLAHAUT	Exchange of e-mails with A. Meislik and B. Weiss transfer of assets and notice of effective date.	0.20	106.00
11/17/16	MD FLAHAUT	Conference with A. Ordubegian re prerequisites to effective date.	0.10	53.00
11/17/16	MD FLAHAUT	Legal research issues with respect to prerequisites to effective date.	0.30	159.00
11/18/16	MD FLAHAUT	Further preparation of dates and deadlines memorandum and add comments to same.	0.50	265.00
11/18/16	MD FLAHAUT	Exchange of e-mails with G. Utlik and B. Weiss re effective date prerequisites and next steps.	0.20	106.00
11/18/16	GV UTLIK	Conference call with Russell Silberglied re debtor's effective date and related issues and filing motion and proposed order in the state court re same.	0.20	106.00
11/18/16	GV UTLIK	Communications with Robert C. Maddox of Richards, Layton & Finger, P.A. re final fee applications.	0.10	53.00
11/18/16	GV UTLIK	Follow up communications with Adam Meislik and Brian Weiss re effective date under the confirmed plan.	0.30	159.00
11/21/16	MD FLAHAUT	Exchange of e-mails with M. Wiatrak re deadlines re the effective date of the plan and related deadlines and requirements.	0.20	106.00
11/21/16	MW WIATRAK	Review memo re: critical post-confirmation dates (.2); calendar upcoming deadlines (.2).	0.40	84.00
11/22/16	AS KONG	Review notice of default judgment against Fast Group.	0.10	60.00
11/25/16	GV UTLIK	Communications with Adam Meislik, Brian Weiss and Andrew Carty, counsel for AFT UK re debtor's availability for conference call to address AFT UK's claims and related issues.	0.30	159.00
11/25/16	GV UTLIK	Conference call with Andrea B. Schwartz re Debtor's confirmed plan, anticipated effective date and post-confirmation process and procedures.	0.30	159.00
11/29/16	MD FLAHAUT	Review of October invoice and exchange of e-mails with A. Ordubegian and G. Utlik re same.	0.20	106.00
11/30/16	GV UTLIK	Communications with Brian Weiss re case status, pending issues and preparation for going effective under the confirmed plan.	0.30	159.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
11/30/16	GV UTLIK	Conference call with Joseph Nadkarni of UST re Debtor's post-confirmation obligations and quarterly reports.	0.20	106.00
11/30/16	GV UTLIK	Review and revise draft notice re effective date.	0.20	106.00
11/30/16	MW WIATRAK	Draft Notice of Occurrence of Effective Date.	0.50	105.00
12/02/16	MD FLAHAUT	Exchange of e-mails with G. Utlik re liquidating trust agreement and effective date requirements.	0.20	106.00
12/02/16	MD FLAHAUT	Review of final Liquidating Trust Agreement; Exchange of e-mails with A. Meislik and A. Ordubegian re same.	0.40	212.00
12/02/16	GV UTLIK	Communications with Adam Meislik and Dough Flahaut re execution of creditor trust agreement and debtor's going effective under the plan.	0.20	106.00
			17.40	7,070.00

	<u>Hours</u>		<u>Rate</u>		<u>Value</u>
ANDY S. KONG	0.3	at	\$600.00	=	\$180.00
M. DOUGLAS FLAHAUT	3.7	at	\$530.00	=	\$1,961.00
GEORGE V. UTLIK	4.5	at	\$530.00	=	\$2,385.00
LISA INDELICATO	5.4	at	\$335.00	=	\$1,809.00
MARIOLA WIATRAK	3.5	at	\$210.00	=	\$735.00
Total	17.4				\$7,070.00

CURRENT FEES	\$7,070.00
SUBTOTAL FOR THIS MATTER	\$7,070.00

(00030)

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

FOR PROFESSIONAL SERVICES RENDERED THROUGH: December 2, 2016

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
11/15/16	AO ORDUBEGIAN	Call from N. Rubin re other claims against insiders.	0.20	147.00
11/22/16	AO ORDUBEGIAN	Call from J. Sussman re stipulation with AIG re payment of his fees and next steps.	0.60	441.00
			0.80	588.00

	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
ARAM ORDUBEGIAN	0.8	at \$735.00 =	\$588.00
Total	0.8		\$588.00

CURRENT FEES	\$588.00
SUBTOTAL FOR THIS MATTER	\$588.00
INVOICE TOTAL	\$21,285.39

Arent Fox LLP / Attorneys at Law
Los Angeles, CA / New York, NY / San Francisco, CA / Washington, DC

Smart in your world®
Arent Fox

Airfasttickets, Inc. - Debtor and Debtor-In-Possession
875 Third Avenue, 3rd Floor
New York, NY 10022

Invoice Number 1723364
Invoice Date December 16, 2016
Client Number 037168

- - REMITTANCE COPY - -
PLEASE SEND WITH CHECK

TOTAL AMOUNT OF THIS INVOICE **\$21,285.39**

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 1723364

EXHIBIT B

**SUMMARY OF FEES
NOVEMBER 1, 2016 – DECEMBER 2, 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.	5.40	\$735	\$3,969.00
Aram Ordubegian	Partner since 2009. Member of CA bar since 1996.	1.40	\$735	\$1,029.00
Andy S. Kong	Partner since 2016. Member of the CA bar since 2006.	0.80	\$600	\$480.00
George V. Utlik	Joined firm as an associate in 2009. Member of NJ bar since 2008. Member of NY bar since 2008.	16.00	\$530	\$8,480.00
M. Douglas Flahaut	Joined firm as an associate in 2009. Member of the CA bar since 2006.	3.70	\$530	\$1,961.00
Lisa Indelicato	Paraprofessional	12.20	\$335	\$4,087.00
Mariola Wiatrak	Paraprofessional	6.00	\$210	\$1,260.00
TOTALS		45.5		\$21,266.00

Blended Rate: \$583.11¹

¹ The Blended Rate excludes paraprofessionals' time.

EXHIBIT C

SUMMARY OF EXPENSES
NOVEMBER 1, 2016 – DECEMBER 2, 2016

Expense Category	Service Provider (if applicable)	Total Expenses
Database Search	Pacer	\$10.66
Overnight Delivery	FedEx	\$8.73
TOTAL:		\$19.39