

Hearing Date: November 24, 2015 at 11:00 a.m.
Objection Deadline: November 17, 2015 at 5:00 p.m.

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Proposed Co-Counsel to the Debtor

Proposed Co-Counsel to the Debtor

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re: :
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Chapter 11
AIRFASTTICKETS, INC., :
:
Case No. 15-11951 (SHL)
Debtor. :
:
-----X

**NOTICE OF DEBTOR’S MOTION (I) FOR AUTHORIZATION
TO (A) SELL SUBSTANTIALLY ALL OF ITS PROPERTY FREE AND
CLEAR OF ALL LIENS, CLAIMS, ENCUMBRANCES, AND OTHER
INTERESTS AND (B) ASSUME AND ASSIGN CONTRACTS AND (II) FOR
APPROVAL OF PROCEDURES FOR DETERMINING CURE AMOUNTS**

PLEASE TAKE NOTICE that on October 26, 2015, AirFastTickets, Inc., Delaware corporation, the debtor in the above-captioned case (the “Debtor”), through its undersigned proposed counsel, filed a motion (the “**Motion**”) [Docket No. 27] pursuant to 11 U.S.C. §§ 105(a), 363(b), (f), and (m), and 365, Fed. R. Bankr. Proc. 2002, 6004, and 6006 and Local Rules 6004-1 and 6006-1 for entry of an order, a copy of which is attached to the Motion as Exhibit A, (the “**Sale Order**”) (i)

authorizing (a) the private sale of the Property¹, (the “Sale”) to the AirTourist, Inc. (the “Buyer”) free and clear of all liens, claims, encumbrances, and other interests; (b) the Debtor’s entry into that certain Purchase and Sale Agreement dated October 23, 2015, a copy of which is attached to the Motion as Exhibit B, (the “Purchase and Sale Agreement”) and (c) the Debtor to assume and assign certain Contracts in accordance with the Assumption Procedures set forth herein; (ii) granting the Buyer the protections afforded a good faith purchaser by section 363(m) of the Bankruptcy Code; and (iii) approving procedures (the “Assumption Procedures”) for the assumption and assignment to Buyer of executory contracts (collectively, the “Contracts”) and the determination of the amount of cure obligations (the “Cure Amounts”), if any, related thereto, and as supported by the Declaration of Adam Meislik, a copy of which is attached to the Motion as Exhibit C.

PLEASE TAKE FURTHER NOTICE that a hearing to consider the Motion will be held before the Honorable Sean H. Lane, United States Bankruptcy Judge, the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”), Alexander Hamilton Custom House, One Bowling Green, Courtroom 701, New York, NY 10004, on **November 24, 2015 at 11:00 a.m.**

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Motion must be in writing, must conform to the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and the Local Bankruptcy Rules for the Southern District of New York, must set forth the name of the objecting party, must state with particularity the basis for the objection and the specific grounds therefor, and must be filed with the Clerk of the Bankruptcy Court (with a courtesy copy delivered to Judge Lane’s Chambers) and served upon (a) undersigned proposed counsel to the Debtor; (b) counsel to Petitioning Creditors Kayak Software Corporation d/b/a KAYAK.com and Air Fast Ticket Limited, Duane Morris LLP, 1540 Broadway, New York, New York 10019 (Attn: William C. Heuer,

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

Esq.), and 190 South LaSalle Street, Suite 3700, Chicago, IL 60603-3433 (Attn: John Robert Weiss, Esq.); (c) counsel to Petitioning Creditors TripAdvisor, LLC and Smarter Travel Media LLC, Goulston & Storrs, 400 Atlantic Avenue, Boston, MA 02110 (Attn.: Douglas B. Rosner, Esq.); (d) Geoffrey Carton-Kelly, Joint Administrator of Air Fast Ticket Limited c/o FRP Advisory LLP, 110 Cannon Street, London, EC4N 6EU; (e) the Office of the United States Trustee, 201 Varick Street, Room 1006, New York, NY 10014 (Attn: Andrea B. Schwartz, Esq.); (f) counsel to AirTourist, Inc., Weil Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153-0119 (Attn: Ted S. Waksman, Esq. and Ronit J. Berkovich, Esq.) and Six Degrees Law Group, 233 Wilshire Boulevard, Suite 700, Santa Monica, CA 90401 (Attn: Edgar D. Park, Esq.); and (g) all parties who have timely filed requests for notice under Bankruptcy Rule 2002, so as to be filed and actually received no later than **November 17, 2015 at 5:00 p.m.**

PLEASE TAKE FURTHER NOTICE that if no objection to the Motion is timely filed, served and received in accordance with this Notice, the Bankruptcy Court may grant the relief requested in the Motion without further notice or hearing.

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Dated: October 28, 2015
New York, New York

ARENT FOX LLP

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