

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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: In re: : Chapter 11
: :
: AIRFASTTICKETS, INC., : Case No. 15-11951 (SHL)
: :
: Debtor. :
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**ORDER GRANTING FIRST OMNIBUS OBJECTION OF
THE LIQUIDATING TRUST OF AIRFASTTICKETS, INC.
TO CERTAIN PROOFS OF CLAIM (AMENDED AND SUPERSEDED CLAIMS,
CLAIMS TO BE RECLASSIFIED AND/OR REDUCED, AND NO LIABILITY CLAIMS)**

Upon consideration of the first omnibus claims objection [ECF No. 280] (the “Objection”)¹ of Liquidating Trust of Airfasttickets, Inc. (the “Liquidating Trust”), which was filed through Adam Meislik, the duly appointed liquidating trustee of the Liquidating Trust (the “Trustee”), pursuant to the Confirmed Plan of Airfasttickets, Inc. (the “Debtor”), by its counsel, Arent Fox LLP (“Arent Fox”), seeking entry of an order (a) disallowing and expunging the proofs of claim identified on **Exhibit 1** annexed hereto (collectively, the “Amended and Superseded Claims”); (b) reclassifying and/or reducing the proofs of claim identified on **Exhibit 2** annexed hereto (collectively, the “Claims to Be Modified”); and (c) disallowing and expunging the proofs of claim identified on **Exhibit 3** annexed hereto (collectively, the “No Liability Claims” and together with the Amended and Superseded Claims and the Claims to Be Modified, the “Disputed Claims”); and upon consideration of the declaration of Brian S. Weiss [ECF No. 280-3] (the “Weiss Declaration”) attached to the Objection as Exhibit B; and upon consideration of Croatia Airlines’ response to the Objection [ECF No. 292]; and upon consideration of the Liquidating Trust’s reply and status report with regard to formal and informal responses to the Objection [ECF No. 290], as

¹ All capitalized terms not defined herein shall have the meaning ascribed to them in the Objection.

supported by the declaration of George V. Utlik [ECF No. 290-1] (the “Utlik Declaration”) concerning, among other things, Croatia Airlines’ Claim No. 73 and supplemental documentation annexed as Exhibit B to Utlik Declaration; and upon the hearing (the “Hearing”) on the Objection having been held before this Court; and upon the representations of counsel at the Hearing; and it appearing that due and adequate notice of the Objection has been given, and that no other or further notice need be given; and it appearing that the legal and factual bases set forth in the Objection and on the record at the Hearing establish just cause for the relief granted herein; and it further appearing that the requested relief is reasonable, proper and in the best interests of the Liquidating Trust and creditors; and after due deliberation and sufficient cause appearing therefor; it is hereby

ORDERED, that the Objection is sustained to the extent set forth herein; and it is further

ORDERED, that the Amended and Superseded Claims set forth on Exhibit 1 to this Order are disallowed and expunged in full; and it is further

ORDERED, that the Claims to Be Modified set forth on Exhibit 2 to this Order are reclassified and/or reduced to the extent provided therein and in this Order; and it is further

ORDERED, that Claim No. 78 of Steven J. Barrett shall be reclassified, reduced, and allowed as an unsecured priority claim in the amount of \$7,500.00 in favor of Steven J. Barrett, and all other claims of Steven J. Barrett, including, without limitation, scheduled claims, Proof of Claim Nos. 17 and 72, and claims under section 502(h) of the Bankruptcy Code, against the debtor Airfastticket, Inc., the debtor’s bankruptcy estate, and the Liquidating Trust, are waived, released and expunged under this Order; and it is further

ORDERED, that Claim No. 79 of Mary-Philippa Barrett shall be reclassified, reduced, and allowed as an unsecured priority claim in the amount of \$7,500.00 in favor of Mary-Philippa Barrett, and all other claims of Mary-Philippa Barrett, including, without limitation, scheduled

claims, Proof of Claim Nos. 17 and 72, and claims under section 502(h) of the Bankruptcy Code, against the debtor Airfastticket, Inc., the debtor's bankruptcy estate, and the Liquidating Trust, are waived, released and expunged under this Order; and it is further

ORDERED, that the No Liability Claims set forth on Exhibit 3 to this Order are disallowed and expunged in full; and it is further

ORDERED, that this Order is without prejudice to the rights of the Liquidating Trust or any other party in interest to object to any of the Disputed Claims or the Surviving Claims on any grounds whatsoever, and all further substantive or procedural objections to such claims are reserved; and it is further

ORDERED, that the Liquidation Trustee is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Objection; and it is further

ORDERED, that the Liquidation Trustee or the Claims Agent is authorized and empowered to modify the official claims register in a manner consistent with this Order; and it is further

ORDERED, that this Court shall retain jurisdiction with respect to any matters arising from or related to the interpretation and implementation of this Order.

Dated: New York, New York
February 27, 2017

/s/ Sean H. Lane
HONORABLE SEAN H. LANE
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT 1 - AMENDED & SUPERSEDED CLAIMS

First Omnibus Objection to Claims

**Airfasttickets, Inc.
15-11951 (SHL)**

Note: Claimants are listed alphabetically.

SEQ NO.	CLAIM(S) TO BE DISALLOWED & EXPUNGED			SURVIVING CLAIM(S)		
	NAME	CLAIM NO.	CLAIM AMOUNT	NAME	CLAIM NO.	CLAIM AMOUNT
1	DOMINIC J. FENNELL 380 MOUNTAIN RD. APT. 2211 UNION CITY, NJ 07087 Date Filed: 10/30/15	2	Priority: \$12,475.00 Unsecured: \$97,743.17 Total Claimed:\$110,218.17	DOMINIC J. FENNELL 380 MOUNTAIN RD. APT 2211 UNION CITY, NJ 07087 Date Filed: 03/11/16	29	Priority: \$2,769.23 Unsecured: \$110,218.17 Total Claimed: \$112,987.40
2	INTERNAL REVENUE SERVICE PO BOX 7346 DEPARTMENT OF THE TREASURY PHILADELPHIA, PA 19101-7346 Date Filed: 01/20/16	14	Priority: \$5,055.65 Total Claimed: \$5,055.65	INTERNAL REVENUE SERVICE PO BOX 7346 DEPARTMENT OF THE TREASURY PHILADELPHIA, PA 19101-7346 Date Filed: 07/12/16	84	Unsecured:\$10,386.93 Total Claimed: \$10,386.93

3	INTERNAL REVENUE SERVICE DEPARTMENT OF THE TREASURY 290 BROADWAY NEW YORK, NY 10007 Date Filed: 01/20/16	15	Admin: \$60,492.18 Total Claimed: \$60,492.18	INTERNAL REVENUE SERVICE PO BOX 7346 DEPARTMENT OF THE TREASURY PHILADELPHIA, PA 19101-7346 Date Filed: 07/12/16	84	Unsecured: \$10,386.93 Total Claimed: \$10,386.93
4	KAYAK SOFTWARE CORPORATION 7 MARKET STREET STAMFORD, CT 06902 Date Filed: 02/19/16	21	Unsecured: \$442,726.49 Total Claimed: \$442,726.49	KAYAK SOFTWARE CORPORATION 7 MARKET STREET STAMFORD, CT 06902 Date Filed: 03/17/16	34	Unsecured: \$442,726.49 Total Claimed: \$442,726.49
5	MARY-PHILIPPA BARRETT 13 CASKIE DRIVE SKELMORLIE, NORTH AYRSHIRE PA175AW SCOTLAND, UNITED KINGDOM Date Filed: 01/21/16	18	Priority: \$12,475.00 Unsecured: \$162,376.72 Total Claimed: \$174,851.72	MARY-PHILIPPA BARRETT 13 CASKIE DRIVE SKELMORLIE, NORTH AYRSHIRE PA175AW SCOTLAND, UNITED KINGDOM Date Filed: 04/04/16	79	Priority: \$178,581.80 Total Claimed: \$178,581.80

6	MARY-PHILIPPA BARRETT 13 CASKIE DRIVE SKELMORLIE, NORTH AYRSHIRE PA175AW SCOTLAND, UNITED KINGDOM Date Filed: 04/04/16	71	Priority: \$178,581.80 Total Claimed: \$178,581.80	MARY-PHILIPPA BARRETT 13 CASKIE DRIVE SKELMORLIE, NORTH AYRSHIRE PA175AW SCOTLAND, UNITED KINGDOM Date Filed: 04/04/16	79	Priority: \$178,581.80 Total Claimed: \$178,581.80
7	NYS DEPARTMENT OF LABOR* STATE OFFICE CAMPUS BUILDING # 12 ROOM # 256 ALBANY, NY 12240 Date Filed: 11/27/15	4	Unsecured: <i>Unliquidated</i> Total Claimed: <i>Unliquidated</i>	NYS DEPARTMENT OF LABOR* STATE OFFICE CAMPUS BUILDING # 12 ROOM # 256 ALBANY, NY 12240 Date Filed: 11/16/15	12	Unsecured: <i>Unliquidated</i> Total Claimed: <i>Unliquidated</i>
8	NYC DEPARTMENT OF FINANCE ATTN: BANKRUPTCY UNIT TAX AUDIT & ENFORCEMENT DIVISION 345 ADAMS STREET 10TH FLOOR BROOKLYN, NY 11201 Date Filed: 02/08/16	24	Priority:\$13,374.68 Total Claimed:\$13,374.68	NYC DEPARTMENT OF FINANCE ATTN: BANKRUPTCY UNIT TAX AUDIT & ENFORCEMENT DIVISION 345 ADAMS STREET 10TH FLOOR BROOKLYN, NY 11201 Date Filed: 04/11/16	82	Priority:\$31,007.61 Total Claimed:\$31,007.61

9	STEVEN J. BARRETT 13 CASKIE DRIVE SKELMORLIE, NORTH AYRSHIRE PA175AW SCOTLAND, UNITED KINGDOM Date Filed: 01/21/16	17	Priority: \$12,475.00 Unsecured: \$352,780.32 Total Claimed: \$365,255.32	STEVEN J. BARRETT 13 CASKIE DRIVE SKELMORLIE, NORTH AYRSHIRE PA175AW SCOTLAND, UNITED KINGDOM Date Filed: 04/04/16	78	Priority: \$368,818.04 Total Claimed: \$368,818.04
10	STEVEN J. BARRETT 13 CASKIE DRIVE SKELMORLIE, NORTH AYRSHIRE PA175AW SCOTLAND, UNITED KINGDOM Date Filed: 04/04/16	72	Priority: \$368,818.04 Total Claimed: \$368,818.04	STEVEN J. BARRETT 13 CASKIE DRIVE SKELMORLIE, NORTH AYRSHIRE PA175AW SCOTLAND, UNITED KINGDOM Date Filed: 04/04/16	78	Priority: \$368,818.04 Total Claimed: \$368,818.04

* Denotes an unliquidated component.

EXHIBIT 2 - CLAIMS TO BE RECLASSIFIED AND/OR REDUCED

First Omnibus Objection to Claims

**Airfasttickets, Inc.
15-11951 (SHL)**

Note: Claimants are listed alphabetically.

SEQ NO.	CLAIM(S) TO BE MODIFIED			ALLOWED AMOUNT AND CLASSIFICATION PER BOOKS & RECORDS	BASIS FOR OBJECTION & ALLOWED AMOUNT
	NAME	CLAIM NO.	CLAIMED AMOUNT		
1	FREYA ROESSNER ATTN: STEVEN M. POST ESQ. 71 HANOVER ROAD MOUNTAIN LAKES, NJ 07046 Date Filed: 02/23/16	25	Priority: \$12,475.00 Unsecured: \$265,714.27 Total Claimed: \$278,189.27	Total Allowed: \$0.00	<p>The Claimant made a request for reimbursement of certain expenses allegedly incurred by the claimant as an employee. In support of the claim, the Claimant attached numerous credit card receipts. However, the Claimant did not provide any document or schedule identifying the legal entity for which such expenses were allegedly incurred and failed to explain any business purpose of each amount claimed. Further, there is no basis for a priority claim, according to the proof of claim or the Debtor's books and records.</p> <p>Accordingly, there is no basis for any liability against the debtor, and the claim should be modified and reduced, as set forth in the column titled "Allowed Amount and Classification Per Books & Records".</p>

2	<p>MARY-PHILIPPA BARRETT 13 CASKIE DRIVE SKELMORLIE, NORTH AYRSHIRE PA175AW SCOTLAND, UNITED KINGDOM</p> <p>Date Filed: 04/04/16</p>	79	<p>Priority: \$178,581.80 Total Claimed: \$178,581.80</p>	<p>Priority: \$7,500.00 Total Allowed: \$7,500.00</p>	<p>Based on the Debtor's review and analysis of the proof of claim and the Debtor's books and records, the Claimant is only entitled to the amount scheduled by the Debtor. The Claimant is asserting a priority claim for amounts in excess of the statutory cap of \$12,750 and without any basis supporting priority. The Claimant has also failed to prove or provide such date they actually ceased providing services and whether they were terminated or resigned.</p> <p>Based on additional documentation provided by the Claimant, The Liquidating Trust and the Claimant agreed to settle the claim.</p>
3	<p>SMARTER TRAVEL MEDIA LLC DOUGLAS B ROSNER ESQ, C/O GOULSTON & STORRS PC 400 ATLANTIC AVENUE BOSTON, MA 02110</p> <p>Date Filed: 03/15/16</p>	31	<p>Unsecured: \$1,704,631.56 Total Claimed: \$1,704,631.56</p>	<p>Unsecured: \$1,520,221.56 Total Allowed: \$1,520,221.56</p>	<p>The Claimant includes amounts due from a non-Debtor entity (AFT United Kingdom) in its proof of claim totaling \$184,441.00 (see pg. 4 of the proof of claim). Since this amount is not an obligation of the Debtor such amount should be disallowed.</p> <p>Accordingly, the claim should be modified and reduced as set forth in the column titled "Allowed Amount and Classification Per Books & Records".</p>

4	STEVEN J. BARRETT 13 CASKIE DRIVE SKELMORLIE, NORTH AYRSHIRE PA175AW SCOTLAND, UNITED KINGDOM Date Filed: 04/04/16	78	Priority: \$368,818.04 Total Claimed: \$368,818.04	Priority: \$7,500.00 Total Allowed: \$7,500.00	Based on Debtor's review and analysis of the proof of claim and the Debtor's books and records, Claimant is only entitled to the amount scheduled by the Debtor. The Claimant is asserting a priority claim for amounts in excess of the statutory cap of \$12,750 and without any basis supporting priority. The Claimant has also failed to prove or provide such date they actually ceased providing services and whether they were terminated or resigned. Based on additional documentation provided by the Claimant, The Liquidating Trust and the Claimant agreed to settle the claim.
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EXHIBIT 3 - NO LIABILITY CLAIMS

First Omnibus Objection to Claims

**Airfasttickets, Inc.
15-11951 (SHL)**

Note: Claimants are listed alphabetically.

SEQ NO.	CLAIM(S) TO BE DISALLOWED & EXPUNGED			BASIS FOR DISALLOWANCE & EXPUNGING OF CLAIM
	NAME	CLAIM NO.	CLAIM AMOUNT	
1	AMERICAN EXPRESS (BLACK CARD) AMERICAN EXPRESS SERVICES EUROPE LTD DEPT 77 BRIGHTON ENGLAND, BN BN88 1AH UNITED KINGDOM Date Filed: No proof of claim has been filed.	N/A Scheduled Claim	Total Amount: \$809,386.50	The Debtor scheduled this claim in the amount stated erroneously. After further review of the Debtor's books and records and the relevant account statement (account ending in x73003), the credit card account is in the name of Nikolaos Koklonis, not the Debtor. Accordingly, the claim as scheduled should be disallowed in its entirety and expunged.
2	CROATIA AIRLINES DD 75 B BANI BUZIN ZAGREB, 10010 CROATIA Date Filed: 03/18/16	73	Unsecured: \$156,203.79 Total Amount: \$156,203.79	The Claimant asserted the claim against the Debtor. The Claimant does not have a direct relationship with the Debtor, rather it has a relationship with a non-Debtor entity, International Airline Travel Associates ("IATA"). According to pages 27-28 of the proof of claim, IATA entered into an agreement dated November 29, 2011 with Fast Group Deutschland, a non-Debtor entity. Additionally, per page 4 of the proof of claim, the Claimant references amounts it is claiming is owed by each of the Debtor's affiliated entities (non-Debtors), none of which includes amounts owed by the Debtor. Accordingly, the claim should be disallowed in its entirety and expunged for the reasons set forth above.

3	<p>DOMINIC J. FENNEL 380 MOUNTAIN RD APT 2211 UNION CITY, NJ 07087</p> <p>Date Filed: 03/11/16</p>	29	<p>Priority: \$2,769.23 Unsecured: \$110,218.17 Total Amount: \$112,987.40</p>	<p>The Claimant is asserting a compensation bonus of \$60,000 based on the filing of an initial public offering of the Debtor's stock. The Claimant has failed to attach a written agreement to support the amount claimed. The Debtor did not consummate an initial public offering, accordingly, the bonus amount being claimed had not been earned, nor has evidence been provided that such bonus was in place. The Claimant is also asserting "merit pay" of \$47,201.00. Affixed to the proof of claim on page 9, the Claimant attaches an email referencing a reduction to the Claimant's pay rate and number of days to be worked. The Claimant has not affixed documentation to the proof of claim to support the Claimant was entitled to merit pay.</p> <p>Accordingly, the claim should be disallowed in its entirety and expunged for the reasons set forth above.</p>
5	<p>FREYA ROESSNER ATTN: STEVEN M. POST ESQ. 71 HANOVER ROAD MOUNTAIN LAKES, NJ 07046</p> <p>Date Filed: 02/23/16</p>	25	<p>Priority:\$12,475.00 Unsecured:\$265,714.27 Total Amount: \$278,189.27</p>	<p>The Claimant made a request for reimbursement of certain expenses allegedly incurred by the claimant as an employee. In support of the claim, the Claimant attached numerous credit card receipts. However, the Claimant did not provide any document or schedule identifying the legal entity for which such expenses were allegedly incurred and failed to explain any business purpose of each amount claimed. Further, there is no basis for a priority claim, according to the proof of claim or the Debtor's books and records.</p> <p>Accordingly, there is no basis for any liability against the debtor, and the claim should be disallowed in its entirety and expunged for the reasons set forth above.</p>

6	<p>MINVERA VENTURES LTD. 120 GLADSTONOS LIMASSOL, 3032 CYPRUS</p> <p>Date Filed: 09/10/15</p>	6	<p>Unsecured:\$1,180,000.00 Total Amount: \$1,180,000.00</p>	<p>The Claimant has not provided documentation to support the amount being claimed which is for "services rendered". Per the Debtor's books and records, the Debtor does not owe amounts to this Claimant.</p> <p>Accordingly, the amount being claimed by the Claimant should be disallowed in its entirety for the reasons set forth above.</p>
7	<p>MCCANN WORLD GROUP IDRAS 2 CHALANDRI ATHENS, GR 15232 GREECE</p> <p>Date Filed: No proof of claim has been filed.</p>	N/A Scheduled Claim	<p>Unsecured: \$191,145.24 Total Amount: \$191,145.24</p>	<p>The Debtor scheduled this claim in the amount stated erroneously. After additional review of the Debtor's books and records, no amounts are due to this party as no documentation could be located supporting any liability for the Claimant against the debtor.</p> <p>Accordingly, the claim as scheduled should be disallowed in its entirety and expunged.</p>
8	<p>PANOS KORDONOURIS & ASSOCIATES CO. CO 39, 17 NOEMVRIOU 1973 STREET CHOLARGOS ATHENS, GR 15562 GREECE</p> <p>Date Filed: No proof of claim has been filed.</p>	N/A Scheduled Claim	<p>Unsecured: \$321,488.68 Total Amount: \$321,488.68</p>	<p>The Debtor scheduled this claim in the amount stated erroneously. After additional review of the Debtor's books and records, no documentation can be located to support such claim.</p> <p>Accordingly, the claim as scheduled should be disallowed in its entirety and expunged.</p>
9	<p>DELAWARE FRANCHISE TAX THE DELAWARE DEPARTMENT OF STATE DIVISION OF CORPORATIONS PO BOX 898 DOVER, DE 19903</p> <p>Date Filed: No proof of claim has been filed.</p>	N/A Scheduled Claim	<p>Priority: \$243,195.65 Total Amount: \$243,195.65</p>	<p>The Debtor scheduled this claim in the amount stated erroneously. After additional review of the Debtor's books and records, no amounts are due to this party. The Debtor has attempted to contact this party on numerous occasions and has not received return communications.</p> <p>Accordingly, the claim as scheduled should be disallowed in its entirety and expunged.</p>

