

DUANE MORRIS LLP  
1540 Broadway  
New York, NY 10036  
Telephone: (212) 692-1000  
William C. Heuer, Esq.  
- and -  
190 South LaSalle Street,  
Suite 3700  
Chicago, IL 60603-3433  
Telephone: (312) 499-6700  
John Robert Weiss, Esq.

*Counsel to Petitioning Creditors*

**UNITED STATES BANKRUPTCY COURT  
FOR THE 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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**MOTION FOR PAYMENT OF ADMINISTRATIVE EXPENSES  
PURSUANT TO 11 U.S.C. §§ 503(b)(3)(A) and 503(b)(4)**

Petitioning creditors KAYAK Software Corporation d/b/a KAYAK.com, Air Fast Tickets Limited (In Administration), TripAdvisor, LLC and Smarter Travel Media LLC (collectively, the “**Petitioning Creditors**”) in the above-captioned bankruptcy case of Airfasttickets, Inc. (the “**Debtor**”), commenced initially by the Petitioning Creditors as an involuntary chapter 7 case and recently converted to a case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”), by and through their counsel Duane Morris, LLP, request allowance and payment of administrative expenses, including (i) the expenses incurred by the Petitioning Creditors pursuant to 11 U.S.C. § 503(b)(3)(A), and (ii) compensation for professional services rendered by their attorneys and reimbursement of expenses incurred by such attorneys pursuant

to 11 U.S.C. § 503(b)(4) of the Bankruptcy Code. In support of this request, the Petitioning Creditors state as follows:

**FACTUAL BACKGROUND**

1. On July 27, 2015, the Petitioning Creditors filed an involuntary petition under section 303 of the Bankruptcy Code against the Debtor [Dkt. No. 1] (the “**Involuntary Petition**”).

2. As set forth below and in the time records of counsel for the Petitioning Creditors attached hereto as **Exhibit A**, the Petitioning Creditors expended sums in attorneys’ fees and expenses in relation to the Involuntary Petition.

3. To begin, counsel for the Petitioning Creditors researched the legal and factual propriety of initiating and pursuing the Involuntary Petition and entry of an order for relief under §303 of the Bankruptcy Code. Counsel organized the Petitioning Creditors and conferred regarding the basis for the Involuntary Petition.

4. Thereafter, counsel prepared the Involuntary Petition and related required filings, including the summons and corporate ownership statements for the various Petitioning Creditors, finalized such documents and filed them with the Court.

5. Once the Court issued the summons to the Debtor, counsel for the Petitioning Creditors caused the Involuntary Petition and summons to be served on the Debtor.

6. Shortly after the filing of the Involuntary Petition, counsel for the receiver that had been appointed for the Debtor (just days before the Involuntary Petition) by the Delaware Chancery Court in a state court proceeding pending in that court (the “**Receiver**”) contacted counsel for the Petitioning Creditors.

7. Counsel for the Petitioning Creditors and the Receiver engaged in numerous discussions regarding the Involuntary Petition, various state court proceedings related to the Debtor, the status of the Debtor's business and the Receiver's efforts and plans with respect to the Debtor.

8. After several discussions with the Receiver and his counsel and consultations with the Petitioning Creditors, counsel for the Petitioning Creditors agreed to extend the Debtor's time for responding to the Involuntary Petition and the parties entered into a stipulation reflecting same [Dkt. No. 5].

9. On September 21, 2015, the Debtor answered the Involuntary Petition consenting to entry of an order for relief and contemporaneously sought to convert the case to a case under chapter 11 [Dkt. No. 8].

10. On October 28, 2015, the Court entered an order granting the Debtor's motion to convert the case [Dkt. 28].

11. The efforts and services of counsel for the Petitioning Creditors as described above and indicated on the time records, were coordinated among the counsel so that there was no unnecessary overlap or duplication of efforts.

12. As set forth in the time records annexed as Exhibit "A", counsel for the Petitioning Creditors expended 29.3 hours on this matter for the period from July 2015 through September 21, 2015, resulting in legal fees incurred by the Petitioning Creditors totaling \$16,879.91 and expenses incurred in the amount of \$782.31, for total fees and expenses incurred of \$17,662.22. For the reasons set forth below, these fees and expenses incurred by the Petitioning Creditors should be allowed as an administrative expense.

**LEGAL BASIS FOR RELIEF**

13. Section 503(b)(3) of the Bankruptcy Code provides that after notice and a hearing, there shall be allowed as administrative expenses:

the actual, necessary expenses, other than compensation and reimbursement specified in paragraph (4) of this subsection, incurred by (A) a creditor that files a petition under section 303 of [the Bankruptcy Code].

11 U.S.C. § 503(b)(3)(A).

14. Section 503(b)(4) of the Bankruptcy Code provides that there shall also be allowed as administrative expenses:

the reasonable compensation for professional services rendered by an attorney or an accountant of an entity whose expense is allowable under paragraph (3) of this subsection, based on the time, the nature, the extent, and the value of such services, and the cost of comparable services other than in a case under this title, and reimbursement for actual, necessary expenses incurred by such attorney or accountant.

11 U.S.C. § 503(b)(4).

15. Pursuant to sections 503(b)(3)(A) and 503(b)(4), petitioning creditors are entitled to reimbursement of the fees and expenses for preparing and filing of an involuntary petition, as well as for the adjudication of the involuntary petition to a successful conclusion by entry of the order for relief. *In re Crazy Eddie, Inc.*, 120 B.R. 273 (Bankr. S.D.N.Y. 1990).

16. Here, the Petitioning Creditors were required to incur costs and expenses in connection with factual and legal research, preparation of the Involuntary Petition and preparation for and participation in various discussions concerning the Involuntary Petition, the answer thereto and the order for relief.

17. As a result of the actions of the Petitioning Creditors, all creditors of the Debtor are now more secure in their ability to recover any funds from the Debtor's estate in a

transparent and accessible process. Thus, the actions taken by the Petitioning Creditors and the services rendered by their counsel provided a clear benefit to the Debtor's creditors in general. The Petitioning Creditors should not be forced to shoulder those costs alone.

18. In addition, the fees and expenses incurred by counsel to the Petitioning Creditors are reasonable based on the time, nature, extent and value of such services and cost of comparable services as required under section 503(b)(4). First, while counsel for the Petitioning Creditors is seeking total reimbursement of fees and expenses of \$17,662.22, claims against the Debtor, which are being protected as a result of the Petitioning Creditors' actions, based on the limited information available thus far, likely amount to significantly more than the fees incurred by the Petitioning Creditors in protecting the estate's assets for the benefit of all claimants.

19. Furthermore, the services rendered by counsel to the Petitioning Creditors were standard services required in relation to the investigation, preparation and prosecution of the Involuntary Petition, and they were performed within a reasonable amount of time commensurate with the importance and nature of the tasks to be addressed. The hourly rates of counsel to the Petitioning Creditors for the services rendered reflect the hourly rates billed to their clients in other bankruptcy and commercial cases.

20. In sum, whether reviewed individually as to each of the tasks or collectively as a whole, the time expended by counsel to the Petitioning Creditors has been reasonable and efficient to accomplish the purpose served.

### **CONCLUSION**

21. Based on the foregoing, the Petitioning Creditors submit that the expenses they incurred were necessary, reasonable and resulted in substantial benefit to the Debtor's estate and its creditor body as a whole under section 503(b)(3)(A) and 503(b)(4) of the Bankruptcy Code.

The services performed on behalf of the Petitioning Creditors in this case were reasonable and are the exact types of fees intended to be reimbursed under section 503(b)(4) of the Bankruptcy Code. Accordingly, the Petitioning Creditors submit that ample cause exist to grant this motion and approve as an administrative expense compensation and reimbursement of expenses for professional services rendered to the Petitioning Creditors in the total amount of \$17,662.22.

22. Pursuant to Local Bankruptcy Rule 9013-1(b), the legal support for this motion is contained herein.

23. No prior request for the relief sought herein has been made to this or any other Court.

WHEREFORE, for the reasons set forth above, the Petitioning Creditors request that the Court enter an order granting this motion, and granting the Petitioning Creditors such other and further relief as the Court deems just and proper.

Dated: November 6, 2015

By: /s/ William C. Heuer  
William C. Heuer, Esq.

Duane Morris LLP  
1540 Broadway  
New York, NY 10036  
Telephone: (212) 692-1000  
Facsimile: (212) 692-1020  
wheuer@duanemorris.com  
and  
John Robert Weiss, Esq.  
190 South LaSalle Street,  
Suite 3700  
Chicago, IL 60603-3433  
Telephone: (312) 499-6700  
Facsimile: (312) 499-6701  
jrweiss@duanemorris.com

*Counsel to Petitioning Creditors*