

Exhibit B

Kunz-Cho Declaration

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

AIRFASTTICKETS, INC.,

Debtor.

Chapter 11

Case No. 15-11951 (SHL)

**DECLARATION OF WERNER G. KUNZ-CHO IN SUPPORT OF THE
MOTION FOR ORDER AUTHORIZING FAREPORTAL INC. TO (A)
CONDUCT A 2004 EXAMINATION OF TRAVANA, INC.
AND (B) SEEK RELATED DOCUMENT PRODUCTION**

I, Werner G. Kunz-Cho, make this declaration under 28 U.S.C. § 1746:

1. I submit this Declaration in support of the *Motion for Order Authorizing Fareportal Inc. to (A) Conduct a 2004 Examination of Travana, Inc. and (B) Seek Related Document Production* (the "Motion").¹

2. I am Co-Chief Executive Officer at Fareportal, Inc. ("Fareportal"), a technology company with domestic offices in New York City and Las Vegas, and foreign offices in Canada, Mexico, London, and India. I am a resident in Fareportal's headquarters located at 135 West 50 Street, Suite 500, New York, NY 10020.

3. Except as otherwise indicated herein, I have personal knowledge of the matters and issues set forth herein or have gained knowledge of such matters from my review of the relevant documents, or from information provided to me or verified by Fareportal's management, other employees, and/or professional advisors. If called upon to testify, I would testify competently to the facts set forth herein.

4. I have reviewed the Motion or have otherwise had the contents of the Motion explained to me and, to the best of my knowledge, insofar as I have been able to ascertain after

¹ All capitalized terms used but otherwise not defined herein shall have the meanings set forth in the Motion.

reasonable inquiry, I believe that the approval of the relief requested therein is necessary to determine whether Fareportal's trade secrets and confidential and proprietary information have been misappropriated.

5. Fareportal is a high-tech, high-touch travel technology company that provides travel-related services to customers and businesses worldwide. Fareportal owns and operates a number of online travel agencies ("OTAs") that primarily focus on helping customers search for and find inexpensive airfares. CheapOair and OneTravel are two of Fareportal OTAs and cater to individual travelers. CheapOair and OneTravel are among the most popular OTA websites in the world. The portion of the OTA air travel market upon which CheapOair and OneTravel focus is highly competitive.

6. Fareportal's OTAs also help customers search for and find inexpensive hotel rooms and car rentals. However, unlike entities such as Expedia, Travelocity and Priceline that focus primarily on helping customers secure vacation packages and hotel rooms, Fareportal's OTAs focus primarily on discounted airfares.

7. Fareportal uses a .NET programming framework (the ".NET Framework") to run its OTAs. Upon information and belief, Fareportal is one of the few companies in the industry to use the .NET Framework.

8. Fareportal has spent substantial resources developing trade secrets and confidential and proprietary information (collectively, the "Trade Secrets") in order to maintain a competitive advantage within the industry. The Trade Secrets owned by Fareportal include, but are not limited to the following: (i) source code; (ii) business plans and models; (iii) customer profile databases; (iv) customer contact information; (v) pricing plans, marketing strategies and future plans with respect to customers; (vi) contracts with Customer Relationship Management

software suppliers and other vendors; (vii) repeat booking statistics; (viii) numerous analytics reports; (ix) passenger detail schematics; (x) customer booking details; and (xi) website traffic source information. None of Fareportal's Trade Secrets are publicly available, and Fareportal has taken significant steps to protect the same.

9. On February 22, 2013, Fareportal commenced a civil action by filing a complaint against Airfasttickets, Ahmet Seyalioglu ("Seyalioglu"), and Anna-Lisa Ford ("Ford," and together with Airfasttickets and Seyalioglu, the "Defendants"), in the Supreme Court of New York, New York County, Index No. 650587/2013 (the "2013 Complaint"). The 2013 Complaint alleged, *inter alia*, that (i) Defendants misappropriated Fareportal's Trade Secrets, (ii) Seyalioglu breached the restrictive covenants set forth in his employment agreement and stock option agreement with Fareportal, (iii) Ford breached the restrictive covenants set forth in her employment agreement with Fareportal, and (iv) Airfasttickets employed Seyalioglu and Ford in violation of those agreements.

10. On February 22, 2013, the Supreme Court of New York, New York County entered an temporary restraining order (the "2013 TRO") that enjoined the Defendants "from using, referencing, or relying on any trade secrets or confidential, proprietary information misappropriated from Fareportal.

11. On or about April 19, 2013, Fareportal and the Defendants entered into a certain *Settlement Agreement & Release* (the "Settlement Agreement") that settled the 2013 Complaint.²

² The Settlement Agreement is considered confidential and has been provided to the Court, and to counsel to Airfasttickets (now counsel to the Liquidating Trust) in connection with the Airfasttickets 2004 Motion (defined below) filed in this case in August 2016, under seal, pursuant to the August 30, 2016 Order issued by this Court [Dk. No. 205] (the "Sealing Order"). A copy of the Settlement Agreement is attached to the unredacted version of my Declaration supplied to the Court and to counsel to the Airfasttickets estate, filed in support of the Airfasttickets 2004 Motion, and pursuant to the Sealing Order.

12. Prior to August 1, 2016, Fareportal never received any notices in connection with the Debtor's bankruptcy case, including notice of the bankruptcy case, or any information, solicitations for interest in or other notices in connection with the Sale Motion or the Sale Order, and was not aware of the Debtor's bankruptcy case that date. In fact, Fareportal only learned of the existence of the bankruptcy case on August 1, 2016 through a third-party and in connection with the process of commencing the Trade Secrets Action.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge.

Dated: February 12, 2019
New York, New York

/s/ Werner G. Kunz-Cho
Werner G. Kunz-Cho
Co-CEO, Fareportal, Inc.