

**Exhibit A**

Proposed Order

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 AUTHORIZING THE DEBTOR TO EMPLOY AND RETAIN  
ARENT FOX LLP AS GENERAL BANKRUPTCY AND RESTRUCTURING  
COUNSEL TO THE DEBTOR NUNC PRO TUNC TO THE CONVERSION DATE**

This matter coming before the Court on the *Application to Employ and Retain Arent Fox LLP as General Bankruptcy and Restructuring Counsel to the Debtor Nunc Pro Tunc to the Conversion Date* (the "**Application**")<sup>1</sup>; the Court having reviewed the Application; the Court finding that (a) it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core matter pursuant to 28 U.S.C. § 157(b)(2)(A), (c) notice of the Application was sufficient under the circumstances and (d) venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; the Court having considered the Ordubegian Declaration and the Meislik Declaration; the Court having determined that the legal and factual bases set forth in the Application, the Ordubegian Declaration and the Meislik Declaration establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

**IT IS HEREBY ORDERED THAT:**

ORDERED, that the Application is granted to the extent provided herein.

ORDERED, that pursuant to section 327(a) of the Bankruptcy Code and Bankruptcy Rule 2014, the Debtor is authorized to employ and retain Arent Fox as its counsel, nunc pro tunc to the Conversion Date, on the terms and conditions set forth in the Application and in the Ordubegian Declaration; and it is further

ORDERED, that Arent Fox shall be compensated for fees and reimbursed for reasonable and necessary expenses and shall file interim and final fee applications for allowance of its compensation and expenses pursuant to sections 330 and 331 of the Bankruptcy Code and in accordance with the Bankruptcy Rules, Local Bankruptcy Rule 2016-1, the

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<sup>1</sup> Capitalized terms not otherwise defined herein have the meaning ascribed to them in the Application.

Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York, dated November 25, 2009, the Amended Order Establishing Procedures for Monthly Compensation and Reimbursement of Expenses of Professionals, dated December 21, 2010, and the United States Trustee Fee Guidelines; and it is further

ORDERED, that prior to any increases in Arent Fox's rates, Arent Fox shall file a supplemental affidavit with the Court and provide ten business days' notice to the Debtor, the United States Trustee and any official committee, which supplemental affidavit shall explain the basis for the requested rate increases in accordance with Section 330(a)(3)(F) of the Bankruptcy Code and state whether the Debtor has consented to the rate increase. The United States Trustee retains all rights to object to any rate increase on all grounds including, but not limited to, the reasonableness standard provided for in section 330 of the Bankruptcy Code, and all rates and rate increases are subject to review by the Court; and it is further

ORDERED, that Arent Fox shall apply any remaining amounts of its prepetition retainer as a credit toward postpetition fees and expenses, after such postpetition fees and expenses are approved pursuant to the first Order of the Court awarding fees and expenses to Arent Fox; and it is further

ORDERED, that to the extent the Application is inconsistent with this Order, the terms of this Order shall govern; and it is further

ORDERED, that the Court shall retain jurisdiction to hear and to determine all matters arising from or related to implementation of this Order.

Dated: \_\_\_\_\_, 2015  
New York, New York

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UNITED STATES BANKRUPTCY JUDGE