

Exhibit B

The Ordubegian Declaration

2. I am fully familiar with the facts hereinafter stated, and I am authorized to and hereby make this declaration (the “**Declaration**”) on behalf of Arent Fox. The information contained in this Declaration is of my own personal knowledge or is derived from discussions with my partners or my review of the files in these cases. The application shall serve as the engagement letter between Arent Fox and the Debtor. The terms of the engagement are the same as the terms that existed prior to the filing of the involuntary bankruptcy case.

3. I submit this Declaration in support of the accompanying application (the “**Application**”) of the debtor and debtor-in-possession AirFastTickets, Inc., a Delaware corporation (the “**Debtor**”) for an order authorizing the employment of Arent Fox as general bankruptcy and restructuring counsel to the Debtor effective *nunc pro tunc* to the Conversion Date and in order to provide certain disclosures under Bankruptcy Code sections 504 and 1107, and Federal Rules of Bankruptcy Procedure 2014 and 5002.

4. All attorneys who will work on this engagement have read and are fully familiar with the Bankruptcy Code, the Federal Bankruptcy Rules, and the Local Rules and are sufficiently competent to handle whatever might foreseeably be expected of the Debtor’s counsel in this matter.

5. Insofar as I have been able to ascertain, except as described herein, the partners, counsel, and associates of Arent Fox are disinterested parties within the meaning of Bankruptcy Code section 101(14) and have no interest adverse to, and no connections with the Debtor, the Debtor’s estate, its creditors, or any other party-in-interest herein or their respective attorneys and accountants with respect to matters for which Arent Fox is to be engaged.¹ Although Arent

¹ Arent Fox will file additional and supplemental disclosure statements in the event Arent Fox becomes aware of any additional connections. In addition, it is possible that some creditors or parties-in-interest herein are creditors, professionals or parties-in-interest with *de minimus* interest in other cases in which Arent Fox plays a role.

Fox may have from time to time represented and in the future may represent various entities that are creditors of the Debtor or otherwise had or have an interest in these proceedings in matters wholly unrelated to this proceeding, Arent Fox will not represent those creditors or parties in connection with this Chapter 11 case

6. I will coordinate with Richards, Layton & Finger, P.A. and the Debtor to make every effort to avoid and/or minimize duplication of services.

B. Arent Fox's Conflict Check System

7. In connection with preparing this Declaration, Arent Fox submitted the names of parties-in-interest in this case (the "**Parties-in-Interest**") for review in the computerized conflict database system maintained by Arent Fox. The list of the Parties-in-Interest was obtained by Arent Fox from the Debtor. Arent Fox maintains and systematically updates its conflict check system in the regular course of business of the firm, and it is the regular practice of the firm to make and maintain these records. The conflict check system maintained by Arent Fox is designed to include every matter on which the firm is now or has been engaged, the entity for which the firm is now or has been engaged, and in each instance, the identity of related parties and adverse parties and the attorney in the firm that is knowledgeable about the matter. It is the policy of Arent Fox that no new matter may be accepted or opened within the firm without completing and submitting to those charged with maintaining the conflict check system the information necessary to check each such matter for conflicts, including the identity of the prospective client, as well as related and adverse parties. Accordingly, the database is regularly updated for every new matter undertaken by Arent Fox.

8. The Parties-in-Interest that Arent Fox submitted to its conflict database include:
- a. The Debtor;

- b. The Debtor's affiliates and co-debtors;
- c. The Debtor's insiders, officers, directors and interest holders;
- d. The petitioning creditors;
- e. All known secured creditors of the Debtor;
- f. All known general unsecured creditors of the Debtor;
- g. The Honorable Sean H. Lane and his chambers staff; and
- h. The Office of the United States Trustee or any person employed by the

Office of the United States Trustee.

9. A list of the Parties-in-Interest submitted to the conflict check system is attached hereto as Exhibit 1.

C. Arent Fox's Relationship With Parties-In-Interest In Unrelated Matters

10. Arent Fox appears in cases, proceedings, and transactions involving a substantial number of different attorneys, accountants, financial consultants, and investment bankers, some of whom now, or may in the future, represent creditors or Parties-In-Interest in this case. The Office of United States Trustee appears in each bankruptcy matter in which Arent Fox appears. Aside from this, there is no known connection with the Office of United States Trustee or any of its attorneys. Moreover, Arent Fox from time to time appears in cases in front of the Honorable Sean H. Lane but there are no known connections with Judge Lane or his chambers staff.

11. Exhibit 2 contains a list of the Parties-in-Interest or their affiliates that Arent Fox has represented, currently represents, or is or was adverse to in matters wholly unrelated to the Debtor and its estate. As disclosed in Exhibit 2, Arent Fox and its partners, counsel, and associates have in the past represented, currently represent, and may in the future represent entities that are creditors of the Debtor, or other parties-in-interest in the Debtor's Chapter 11

case in matters unrelated to this case. Except as set forth below, Arent Fox has not, and will not, represent any creditors of the Debtor or other parties-in-interest in connection with the Debtor or this case or have any relationship with any such entity that would be adverse to the Debtor or its estate.

12. Should any actual conflict arise with any current client listed in Exhibit 2 hereto in this bankruptcy case, Richards, Layton & Finger, P.A, proposed special counsel to the Debtor, will handle those issues.

13. For those parties listed as being “current clients” in Exhibit 2 hereto, I do not believe that any single matter is a major engagement that would involve either the billing of fees in excess of one half of one percent (0.5%) of Arent Fox’s annual fees billed, or that, in the aggregate for any related group of entities, exceeds two percent (2%) of Arent Fox’s annual fees billed.

D. Normal Hourly Rates and Disbursement Policy

14. Arent Fox has not agreed to share (a) any compensation it may receive with another party or person, other than with the partners and associates of Arent Fox, or (b) any compensation another person or party has received or may receive.

15. Subject to this Court’s approval in accordance with Bankruptcy Code section 330(a), Arent Fox will charge for its legal services on an hourly basis in accordance with its ordinary and customary hourly rates for services of this type and nature and for this type of matter in effect on the date such services are rendered and for its actual, reasonable and necessary out-of-pocket disbursements incurred in connection therewith. The following are Arent Fox’s current hourly rates for work of this nature:

- a. Partners: \$570 - \$940

- b. Of Counsel: \$555 - \$910
- c. Associates: \$320 - \$620
- d. Paraprofessionals: \$180 - \$320

16. The rates set forth above are subject to periodic review and adjustment and are set at a level designed to fairly compensate Arent Fox for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. Generally, the rates are subject to an increase at the beginning of each calendar year. It is Arent Fox's policy to charge its clients in all areas of practice for all other expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, telecopier and other charges, mail and express and overnight mail charges, special or hand delivery charges, photocopying charges, travel expenses, expenses for "working meals," computerized research and transcription costs. Arent Fox will charge the Debtor's estate for these expenses in a manner and at rates consistent with charges made generally to Arent Fox's other clients. Arent Fox believes that it is fairer to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients. Arent Fox will seek reimbursement of its expenses as allowed pursuant to the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and Orders of this Court.

17. As described in the Meislik Declaration, the Debtor has reviewed and approved Arent Fox's standard rate structure.

18. Arent Fox will not represent any entity other than the Debtor in this Chapter 11 case.

19. Prior to the petition date, Arent Fox received a retainer of \$350,000 from the Debtor. After the appointment of a receiver on or about July 21, 2015 by the Delaware Court of

Chancery (“**Chancery Court**”), Arent Fox’s fees and expenses prior to the petition date were subject to approval of the Chancery Court. Prior to the appointment of the receiver, the Debtor paid Arent Fox a total of \$160,702.09 in fees and expenses. On July 31, 2015, the Chancery Court approved \$33,328.00 in fees and expenses incurred through that date. Subsequently, on September 13, 2015, the Chancery Court approved another \$25,732.00 of fees and expenses incurred through that date. Arent Fox was given authority to apply the retainer before the entry of an order for relief.² Accordingly, on October 29, 2015, Arent Fox drew down \$68,378.62 from the retainer for unpaid fees accrued prior to entry of the order for relief. As a result, in total, Arent Fox has been paid \$288,140.71 prior to the Conversion Date, and holds a remaining retainer of \$32,200.78.

20. There is no engagement letter between the Debtor and Arent Fox for post-petition work to be performed in this bankruptcy case. The Application and the terms and conditions therein is deemed to be the engagement letter between the Debtor and Arent Fox in this bankruptcy case.

E. Conclusion

21. Based upon the information available to me, and except as otherwise described herein, Arent Fox holds no interest adverse to the Debtor, its estate or its creditors as to the matters in which it is to be employed other than the representation of the Debtor. I believe that Arent Fox is a “disinterested person” as defined in Bankruptcy Code section 101(14). I know of no reason why Arent Fox cannot act as attorney for the Debtor. The foregoing constitutes the statement of Arent Fox pursuant to Bankruptcy Code section 1107 and Federal Bankruptcy Rule 2014.

² The Chancery Court’s order required Arent Fox to seek after-the-fact Chancery Court approval of all fees for which that retainer was applied, and to move for relief from stay if necessary to effectuate that result.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief

Executed this 11th day of November 2015, at Los Angeles, CA.

/s/ Aram Ordubegian

Aram Ordubegian

EXHIBIT 1

Debtor

Airfasttickets, Inc.

Co-debtors

N/A

Debtor Affiliates

Airfasttickets Ltd.

Fast Group S.A.

Fast Group Deutschland A.G.

Air Fast Tickets Spolka

Air Fast Tickets Limited

Air Fast Tickets Tourism

Unsecured Creditors and Other Interested Parties

Nikolaos Koklonis

Kayak Software Corporation dba Kayak.com

TripAdvisor, LLC

Smarter Travel Media LLC

Google, Inc.

Intent Media

Paypal

American Express Bank, FSB

Airline Reporting Corp.

Brooklyn Events Center LLC

Microsoft Online, Inc.

Outfront Media fka CBS Outdoor

Every Mundo, LLC

Elan Pharmaceuticals

CBS Radio

Latham & Watkins LLP

Panos Kordonouris & Associates Co.

Lobel, Neue & Till, LLP

Kirschenbaum & Kirschenbaum, PC

Elani Vareli

Silverman Acampora, LLP

Six Degrees Law Group

Kalypso Kontogianni

Allen, Maxwell & Silver, Inc

Ashby & Geedes
Womble Carlyle Sandridge & Rice, LLP
AOL, Inc.
EverMundo
Goulston & Storrs
Trade Company Limited
Jason Chen
International Air Transport Association
Amphion Efthymia Ltd.
Eleni Vareli
Edgar Park
Jason Chen
Freya Roessner
Sagency/Jon Roessner
Ahmet Seyalioglu
Capital One Bank
Sunset Beach Resort
Travel Buddy
The Dilen-Schneider Group
Melody Capital Partners
Arrowtrak
Emmanouil Loannidis
Life Actions Trust
GK Elite Events & G Karavatkis
79 Pleasant Ridge House
Breend Ltd
Katopodis Thodoris
AFT Germany
AFT UK
Mindshare
Foreign Payroll
BSIS
875 3rd Ave LLC
Abco Plumbing & Heating Corp
Ad.net, Inc.
Adams Globalization
Aegis Capital Corporation
Aeroflot
Aeromexico Aerovias De Mexico S.A.
Aetna Life Insurance Company
Affordable Car Hire

Air Fast Tickets Spolka Z.0.0
Air Fast Tickets Tic. LTD
Air India
Aireuropa
Airfasttickeets Greece
Airfasttickets Germany
Airfasttickets, LTD
Airtran Airways
Alaska Airlines
Algosystems S.A.
Alison Brod Public Relations
All Covered
Amazon Web Services, Inc.
American Express Merchant Risk
Applause App Quality Inc
Arrowtrak Inc
Asiana Airlines Arc ECCB
Bahamasair Holdings, LTD
BCM One - McGraw Communications, Inc
Big City Outdoor
Callari Partners LLC
CBS Outdoor
Chanh Phaengnavong
Cheapflight Media
Cheapflights Media Canada
Citicorp North America Inc.
Clear Channel Broadcasting
Clear Channel Outdoor-Total Traffic Weather
Clia Lock Box
Clicktripz LLC
CMS Cameron McKenna
Cogent Communications Inc.
Communication Associates
Consolidated Edison
Deutsche Lufthansa AG
DGA Security Systems, Inc.
Di Ink Print Production
Dodd Carter
Downtown Travel
Dr. Print
Dunhilitraveldeals

Edgar Park
Efax Corporate c/o J2 Cloud Services, Inc
Enett
Farecompare
Flexasoft LLC
Frontier Airlines, Inc.
Gina Coulibaly
Globe One Ltd
Gunster
Hawaiian Airlines
Independent Traveler
Jet Airways (India) Ltd
Kathleen Skazlic
Kount, Inc
Margaret Kishibe
McCann World Group
Mobissimo, Inc
Mongo DB
Otr Media Group, Inc.
Patricia Hampden
Perseuss Travel
Poland Spring
Rakuten Linkshare Corp
Revelex Corporation
Ronaldo Almero
RR Donnelley
Samantha Vacca
Shi International Corp
Skyline Travel
Skyscanner
Som Phaengnavong
Spirit Airlines
Spot Thompson Total Communication Group
Teresita Manangan
The CFO Group LLC
The Hartford
Threat Metrix
Travcom
Travelfusion
Travelport
Travelzoo

United Corporate Services
Van Wagner Transportation Advertising LLC
Veinteractive
Verifone Media #774523
Verizon
West Side Movers
Westchester Joint Water Works
Workiva LLC
Taxing Agencies
NYC Dept. of Finance
Internal Revenue Service
United States Attorney's Office Southern District of New York Attn: Tax & Bankruptcy Unit
United States Trustee's Office Region 2
U.S. Securities and Exchange Commission, New York Regional Office
NYS Unemployment Insurance Fund
John Cahill, Esq., Regional Counsel for New York/New Jersey
U.S. Department of Health and Human Services, Office of the General Counsel
Robert Roberts, Office of Site Remediation
Enforcement
Securities & Exchange Commission
Securities and Exchange Commission New York Regional Office
Delaware State Treasury
Secretary of State Division of Corporations
Department of Treasury Internal Revenue Service
NYS Department of Taxation and Finance
NYC Department of Finance
Parking Violations Bureau
Travelers CL Remittance Center
The Charter Oak Fire Insurance Company
ARM-Capacity of New York, State of Delaware Division of Corporations
Wells Fargo Bank, N.A.
BDO LLP
Airtronics Air Conditioning Corp
AOL Advertising
Beata Modrzejewska Wilson
Brooklyn Nets, LLC
I Heart Media
Intent
Lisa Chen
Mary Philippa Barrett
Skylink Travel

The Venetian
WeWork
Axis Insurance
Great American Insurance Group
Barde Barden
Ignatov Valentin
Lefkothea Demesticha
Lockdrive Limited
London Travel and Tours Limited
Panjot Halo
Petra Nemenyi
Worldwide Internet Services Limited
Lalchandani Simon PL
Total Traffic & Weather Network
GlassRatner Advisory & Capital Group, LLC
Noerr LLP
Richards, Layton & Finger P.A.
UTurn Consultants I.K.E.
Cabrillo Advisors
Gary & Assoc-Ernest Gary
Gauri Bindu
Randy Michel
Eleni Vareli
Lisa Chen
Alice Chen
George Karavatakis
Sevket Seyalioglu
West Side Movers, Inc.
Citibank
New York Commercial Bank
Wells Fargo
Albert Jen-Ta Lee
Associated Int'l
B19-Byuing Du
Chen Tsao
Chen Tsao Chien
Gary Chang
Golden Crown Intl
Hainan Intl
Huang Zheng
Jane K. Lee

Kuan Ltd.
Lee Bou
Li Maochang
Lin An-Hung
New Silicon Holdings Ltd.
Patricia Lee
Patrick Kam
Peng Hsueh Hua
Richard Chang
San Yin Josephine Woo
Shizhao Ho
So Yang Int'l Inc.
Sophia Yang
Su Paul (Mr.)
Tang Chiu Lin
Tonny Trading Co.
Trend Global Ltd.
Yang Pi Hua
Yang Shou Jou
Yng Mann Kuo
Zhaoyanping (Ms.)
Amazing Spirit Intl Ltd.

EXHIBIT 2

PARTY	ARENT FOX RELATIONSHIP
Jason Chen	Former Client
International Air Transport Association	Former Adverse; Former Other Interested Party
Kayak Software Corporation and/or its affiliates	Former Adverse Priceline Group, Inc. (affiliate)- Former Client; Current Adverse; Former Other Interested Party Booking.com (affiliate)- Current Adverse; Former Other Interested Party
Microsoft Online Inc.	Current Adverse
American Express Bank, FSB and/or its affiliates	Former Other Interested Party American Express Company (affiliate)- Current Client; Current & Former Client Friendly; Current & Former Adverse; Current & Former Other Interested Party
Microsoft Online Inc. and/or its affiliates	Current Adverse Microsoft Entities (affiliate)- Former Client; Current & Former Client Friendly; Current & Former Adverse; Current & Former Other Interested Party
TripAdvisor, LLC	Current & Former Adverse; Current Other Interested Party
Smarter Travel Media, LLC	Current Adverse
Google, Inc.	Current & Former Client; Current & Former Client Friendly; Current & Former Adverse; Current & Former Other Interested Party
Intent Media	Current Adverse; Former Other Interested Party
Paypal	Current & Former Adverse; Former & Current Other Interested Party

Airline Reporting Corp.	Former Adverse
Brooklyn Events Center, LLC	Current Client; Current Client Friendly
Brooklyn Nets, LLC	Current Client; Current Client Friendly
Outfront Media fka CBS Outdoor	Current Adverse; Former & Current Other Interested Party
Elan Pharmaceuticals	Current & Former Client; Former Client Friendly
CBS Radio	Current Other Interested Party
Latham & Watkins, LLP	Former Client; Former Client Friendly; Former Adverse; Former Other Interested Party
Allen, Maxwell & Silver Inc	Current Adverse
Womble Carlyle Sandridge & Rice, LLP	Former Client; Former Client Friendly; Current & Former Adverse; Former Other Interested Party
AOL, Inc.	Current & Former Client; Current & Former Client Friendly; Current & Former Other Interested Party; Current & Former Adverse
AOL Advertising	Current Client Friendly; Current Other Interested Party
Goulston & Storrs	Former Client; Former Client Friendly; Current Other Interested Party
Eleni Vareli	Former Client
Associated International	Current Adverse Party
Axis Insurance	Former Other Interested Party; Current Adverse Party
BDO LLP	Current and Former Client Friendly; Current & Former Other Interested Party; Former Adverse Party
Citibank	Former Client; Former Client Friendly; Current & Former Other Interested Party; Current & Former Adverse Party

Glass Ratner Advisory & Capital Group, LLC	Current Client; Current Client Friendly; Former Other Interested Party
Golden Crown Int'l	Former Client
Great American Insurance Group	Former Client Friendly; Former Adverse; Current & Former Other Interested Party
Intent	Former Other Interested Party
Kuan Ltd.	Current Client Friendly
The Venetian	Former Other Interested Party
Wells Fargo Bank NA	Current and Former Client; Current & Former Client Friendly; Current & Former Adverse; Current & Former Other Interested Party; Former Co-Party