

**Exhibit A**

Proposed Order

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK

In re:	)	Chapter 11
AIRFASTTICKETS, INC.,	)	Case No. 15-11951 (SHL)
Debtor.	)	Re: Docket No. ____

**ORDER AUTHORIZING THE DEBTOR TO EMPLOY AND RETAIN  
RICHARDS, LAYTON & FINGER, P.A. AS SPECIAL COUNSEL TO  
THE DEBTOR NUNC PRO TUNC TO THE CONVERSION DATE**

This matter coming before the Court on the *Application to Employ and Retain Richards, Layton & Finger, P.A. as Special 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 Silberglied Affidavit and the Meislik Declaration; the Court having determined that the legal and factual bases set forth in the Application, the Silberglied Affidavit 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:

1. The Application is **GRANTED** to the extent provided herein.
2. Pursuant to section 327(e) of the Bankruptcy Code, and Bankruptcy Rule 2014, the Debtor is authorized to employ and retain RL&F as its special counsel, *nunc pro tunc* to the

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

Conversion Date, on the terms and conditions set forth in the Application and in the Silberglied Affidavit.

3. RL&F 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 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 1996 United States Trustee Fee Guidelines.

4. Prior to any increases in RL&F's rates, RL&F shall file a supplemental affidavit with the Court and provide ten business days' notice to the Debtors, 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.

5. RL&F 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 RL&F.

6. RL&F shall use its best efforts to avoid any duplication of services provided by any of the Debtor's other retained professionals in this chapter 11 case.

7. RL&F is authorized to perform any other services as may be requested by the Debtor and agreed to by RL&F, subject to Court approval on three days' notice following the filing of a Notice of Presentment disclosing the additional services requested by the Debtor and agreed to by RL&F.

8. To the extent the Application is inconsistent with this Order, the terms of this Order shall govern.

9. The Court shall retain jurisdiction over any and all issues arising from or related to the implementation and interpretation of this Order.

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

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THE HONORABLE SEAN H. LANE  
UNITED STATES BANKRUPTCY JUDGE