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*General Bankruptcy and
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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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**DEBTOR’S MOTION FOR ENTRY OF AN ORDER
GRANTING LIMITED RELIEF FROM THE AUTOMATIC STAY**

AirFastTickets, Inc., a Delaware corporation, the above-captioned debtor and debtor in possession (the “Debtor”), through its undersigned counsel, hereby files this motion (the “Motion”) for entry of an order, substantially in the form attached hereto as **Exhibit A** (the “Order”), lifting the automatic stay for the limited purpose of permitting Richards, Layton &

Finger, P.A. and Arent Fox LLP (collectively, the “Debtor’s Counsel”) to file fee applications in the Delaware Court of Chancery (the “Chancery Court”) relating to work performed on behalf of the Debtor before this Court’s order for relief was entered in the Debtor’s chapter 11 case. This Motion was provided to and reviewed by the United States Trustee before filing, and the United States Trustee has authorized the Debtor to represent that it has no objection to this Motion. In further support of the Motion, the Debtor respectfully represents as follows:

JURISDICTION

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the Southern District of New York, dated January 31, 2012. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and the Court may enter a final order consistent with Article III of the United States Constitution.

2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory bases for the relief requested herein are 11 U.S.C. §§ 105(a), 362(d), Rule 4001(d) of the Federal Rules of Bankruptcy Procedures (the “Bankruptcy Rule”), and Rule 4001-1 of Local Bankruptcy Rules for the Southern District of New York.

RELIEF REQUESTED

4. By this Motion, the Debtor seeks entry of the Order, as agreed to by the United States Trustee, lifting the automatic stay for the limited purpose of permitting the Debtor’s Counsel to file fee applications in the Chancery Court relating to work performed on behalf of the Debtor before this Court’s order for relief was entered in the Debtor’s chapter 11 case.

BACKGROUND

A. The Chapter 7 Case

5. On July 27, 2015, certain of the Debtor's creditors (the "Petitioning Creditors") filed an involuntary petition against the Debtor seeking an order for relief under chapter 7 of the Bankruptcy Code.

6. On September 21, 2015, the Debtor filed an answer, consenting to the entry of an order for relief under the Bankruptcy Code. The Debtor also filed its *Motion to Convert Chapter 7 Case to Chapter 11 Pursuant to 11 U.S.C. § 706(a)* (the "Motion to Convert"), seeking to convert the Debtor's case to one under chapter 11 of the Bankruptcy Code.

7. On October 28, 2015 the Court entered an order converting the Debtor's case to one under chapter 11 of the Bankruptcy Code.

8. A creditors committee formation meeting was convened by the United States Trustee on November 13, 2015, but no committee was formed.

9. On November 24, 2015, the Court approved the sale of substantially all of the Debtor's operating assets under section 363 of the Bankruptcy Code. Thereafter, on December 2, 2015, the Court approved the retention of Arent Fox, LLP as general bankruptcy and restructuring counsel to the Debtor and Richards, Layton & Finger, P.A. as special counsel to the Debtor in its chapter 11 case.

B. The Chancery Court Actions

10. Prior to the involuntary bankruptcy case, the Debtor's founder filed a complaint in the Chancery Court seeking a judicial determination that he was the sole director, Chairman of the Board, CEO, President and majority stockholder of the Debtor (the "225 Action"). In response to the 225 Action, the Chancery Court was informed by the defendants of a fraud perpetrated on the Debtor and its creditors by the Debtor's founder, equity holders and

management. Due to the seriousness of the defendants' allegations, the Chancery Court *sua sponte* appointed Adam Meislik of GlassRatner Advisory and Capital Group, LLC as custodian *pendente lite*. At the same time, the Chancery Court suggested that Mr. Meislik be appointed as a receiver pursuant to 8 DEL. C. § 291.

11. On July 21, 2015, on motion by certain parties in interest, the Chancery Court appointed Mr. Meislik as receiver for the Debtor. In addition to that title, the Chancery Court's order broadly gave Mr. Meislik all of the powers of the Debtor's Board of Directors and Officers and made him the sole person authorized to act on behalf of the Debtor.

12. The Debtor's Counsel represented the receiver in connection with the actions pending in the Chancery Court. In that regard, the Chancery Court entered orders on July 31, 2015, September 13, 2015, and October 7, 2015 (the "Fee Orders"). The Fee Orders (a) approved fees that had already been submitted by the applicants as of the date of each respective order; (b) approved the funding of retainers; and (c) authorized the Debtor's Counsel to apply and deduct not-yet-approved fees from their respective retainers before the entry of an order for relief in the chapter 11 case. With respect to that last portion, the Fee Orders required the Debtor's Counsel to file after-the-fact fee applications (the "Fee Applications") for final review and approval of their fees by the Chancery Court. To effectuate this process, the Fee Orders require the Debtor's Counsel to seek relief from the automatic stay in order to file such Fee Applications.

13. Accordingly, the Debtor believes that relief from the automatic stay is necessary and appropriate to permit the Debtor's Counsel to meet its obligation to file the Fee Applications required by the Chancery Court and take any other actions necessary to comply with the Chancery Court's Fee Orders. The Debtor has conferred with the Office of the United States Trustee regarding these issues and this Motion. The United States Trustee also has agreed that

relief from the automatic stay is appropriate to permit the Debtor's Counsel to file the Fee Applications in the Chancery Court and to take other actions necessary to comply with the Chancery Court's Fee Orders and does not object to the Motion or the relief sought herein.

BASIS FOR RELIEF

14. Section 362(d)(1) of the Bankruptcy Code provides that the automatic stay may be lifted for cause by motion after notice and a hearing. *See* 11 U.S.C. § 362(d)(1). "Cause" is a flexible standard, taking into account the particular facts and circumstances of the issue before the Court. *See In re Bogdanovich*, 292 F.3d 104, 110 (2d Cir. 2002) ("The ultimate determination whether to lift a stay depends upon the facts underlying a given motion") (citing *Sonnax Indus., Inc. v. Tri Component Prods. Corp. (In re Sonnax Indus.)*, 907 F.2d 1280, 1286 (2d Cir. 1990)); *Baldino v. Wilson (In re Wilson)*, 116 F.3d 87, 90 (3d Cir. 1997) (stating that section 362(d)(1) "does not define 'cause,' leaving courts to consider what constitutes cause based on the totality of the circumstances in each particular case.") (citation omitted). In addition, section 105(a) of the Bankruptcy Code authorizes the Court to issue any order "necessary or appropriate to carry out the provisions of [the Bankruptcy Code]," thereby codifying the Court's inherent equitable powers. *See* 11 U.S.C. § 105(a).

15. Cause exists here to grant the Debtor's Counsel the limited relief from the automatic stay requested by this Motion. Lifting the automatic stay will enable the Debtor's Counsel to comply with the requirements of the Chancery Court's Fee Orders. Moreover, no party will be prejudiced by the relief sought. The United States Trustee has agreed to the requested stay relief, and it is unlikely that any other party in interest would object or have any significant interest in these issues. Accordingly, cause exists to grant the limited relief from the automatic stay requested by the Debtor in this chapter 11 case.

NOTICE

16. Notice of this Motion shall be provided to: (a) the Office of the United States Trustee for the Southern District of New York; (b) the Debtor's twenty (20) largest unsecured creditors; (c) Nikolaos Koklonis, the Debtor's majority stockholder; and (d) all parties that have requested or that are required to receive notice pursuant to Bankruptcy Rule 2002. The Debtor submits that no other or further notice is necessary.

NO PRIOR REQUEST

17. No prior request for the relief sought in this Motion has been made to this or any other court.

[Remainder of page intentionally left blank.]

CONCLUSION

WHEREFORE, for the reasons set forth herein, the Debtor respectfully requests that this Court enter the proposed Order lifting the automatic stay, substantially in the form attached hereto as **Exhibit A**, for the limited purpose of permitting the Debtor's Counsel to file fee applications in the Chancery Court in compliance with the requirements of the Fee Orders and grant such other and further relief as is just and proper.

Dated: January 8, 2016
New York, New York

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/s/ George V. Utlik

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