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*General Bankruptcy and Restructuring Counsel to  
 the Debtor*

UNITED STATES BANKRUPTCY COURT  
 SOUTHERN DISTRICT OF NEW YORK

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

**MONTHLY STATEMENT OF ARENT FOX LLP FOR  
 COMPENSATION AND REIMBURSEMENT OF EXPENSES AS  
 COUNSEL TO THE DEBTOR, AIRFASTTICKETS, INC.  
 FOR THE PERIOD OF DECEMBER 1, 2015 THROUGH DECEMBER 31, 2015**

Name of Applicant:	Arent Fox LLP
Authorized to Provide Professional Services to:	The Debtor, AirFastTickets, Inc.
Date of Retention:	December 2, 2015, <i>nunc pro tunc</i> to October 27 2015
Compensation Period:	December 1, 2015 – December 31, 2015
Total Amount of Compensation for Professional Services:	\$27,212.00
<i>Less</i> Holdback pursuant to Compensation Procedures Order dated December 2, 2015 (20%):	<u>\$5,442.40</u>
Interim Compensation for Professional Services (80%):	\$21,769.60
<i>Plus</i> Reimbursement for Actual and Necessary Expenses (100%):	<u>\$449.32</u>
<b>TOTAL REQUESTED PAYMENT AT THIS TIME</b>	<b>\$22,218.92</b>

1. Detailed time entries during the Compensation Period are set forth in the schedule annexed hereto as **Exhibit A**.
2. A summary of the Arent Fox professionals that provided services and the aggregate hours spent by each professional during the Compensation Period is set forth in the schedule annexed hereto as **Exhibit B**.
3. A summary of expenses by category and breakdown of the itemized expenses is set forth in the schedule annexed hereto as **Exhibit C**.

**EXHIBIT A**

Arent Fox LLP / Attorneys at Law  
Los Angeles, CA / New York, NY / San Francisco, CA / Washington, DC



Airfasttickets, Inc. - Debtor and Debtor-In-Possession  
875 Third Avenue, 3rd Floor  
New York, NY 10022

Invoice Number  
Invoice Date  
Client Number

1656448  
December 31, 2015  
037168

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FOR PROFESSIONAL SERVICES RENDERED THROUGH December 31, 2015

<u>No.</u>	<u>Reference</u>	<u>Hours</u>	<u>Total</u>
00000	General	0.0	449.32
00001	Petition, Schedules, First day Orders	1.9	446.50
00002	Case Management and Operating Reports	17.3	8,717.50
00003	Corporate and Business Matters	0.3	211.50
00009	Asset Analysis and Recovery	7.5	4,146.50
00010	Claims Administration and Objections	16.3	5,835.50
00013	Professional Retention	2.8	1,407.00
00014	Fee Applications	10.8	3,626.00
00016	Disclosure Statement and Plan Matters and Solicitation	0.2	99.00
00019	Automatic Stay and Section 362 and 363 Matters	5.5	2,722.50
	<b>TOTALS</b>	<b>62.6</b>	<b>27,661.32</b>

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1717 K Street, NW  
Washington, DC 20006-5344  
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**TIME SUMMARY**

	<b>Area of Expertise, Year Admitted</b>	<b>Hours</b>	<b>Rate(\$)</b>	<b>Amount(\$)</b>
<b><u>PARTNERS</u></b>				
ARAM ORDUBEGIAN	BR, 1996 (CA)	6.10	705.00	4,300.50
ANDY S. KONG	2006 (CA)	5.40	565.00	3,051.00
<b><u>ASSOCIATES</u></b>				
GEORGE V. UTLIK	BR, 2008 (NY, NJ)	16.80	495.00	8,316.00
M. DOUGLAS FLAHAUT	BR, 2006 (CA); 2008 (MT)	4.80	495.00	2,376.00
<b>Blended Rate for Attorneys: \$545.12</b>				
<b><u>PARA PROFESSIONALS</u></b>				
LISA INDELICATO	BR	26.60	320.00	8,512.00
AMANDA KYERETWIE		1.90	235.00	446.50
MARIOLA WIATRAK		1.00	210.00	210.00
		<b>62.6</b>		<b>27,212.00</b>

**SUMMARY OF CHARGES**

POSTAGE	0.48
WESTLAW	118.80
OVERTIME MEALS & CABS	19.93
TAXICABS	83.80
COURT COSTS	125.00
OUT-OF-TOWN TRANSPORTATION	76.92
FedEx Package	24.39
	<b>449.32</b>

(00000)

Re: General

FOR PROFESSIONAL SERVICES RENDERED THROUGH: December 31, 2015

FOR CHARGES:

**COURT COSTS**

12/04/2015	COURT COSTS - COURTCALL LLC AIRFASTTICKETS, INC./15-11951 (ADAM MEISLIK)	37.00
12/04/2015	COURT COSTS - COURTCALL LLC AIRFASTTICKETS, INC./15-11951 (BRIAN WEISS)	44.00
12/04/2015	COURT COSTS - COURTCALL LLC AIRFASTTICKETS, INC./15-11951 (TINA MARIE FEIL)	44.00

**COURT COSTS 125.00**

**OUT-OF-TOWN TRANSPORTATION**

12/01/2015	OUT-OF-TOWN TRANSPORTATION ARAM ORDUBEGIAN, PUBLIC TRANSIT, SUBWAY TO COURT.	2.00
12/01/2015	OUT-OF-TOWN TRANSPORTATION ARAM ORDUBEGIAN, PUBLIC TRANSIT, SUBWAY FROM COURT.	2.00
12/02/2015	OUT-OF-TOWN TRANSPORTATION ARAM ORDUBEGIAN, TAXI/CAR SERVICE HOTEL/JFK, TAXI FROM HOTEL TO JFK.	72.92

**OUT-OF-TOWN TRANSPORTATION 76.92**

**OVERNIGHT DELIVERY**

12/11/2015	FedEx Package From: Andy Kong, Arent Fox LLP, LOS ANGELES, CA To: Citibank, N A, Citibank, N A, NEW YORK CITY, NY US Received By: P WILLIAMS	8.19
12/11/2015	FedEx Package From: Andy Kong, Arent Fox LLP, LOS ANGELES, CA To: Samira Abid, Citibank, N A, NEW YORK, NY US Received By: SIGNATURE NOT SUPPLIED	8.19
12/15/2015	FedEx Package From: Lisa Indelicato, ARENT FOX, NEW YORK, NY To: Susan D Golden, Office of the United States Tr, NEW YORK CITY, NY US Received By: I GONZALES	8.01

**OVERNIGHT DELIVERY 24.39**

**OVERTIME MEALS & CABS**

12/04/2015	OVERTIME MEALS & CABS SEAMLESS WEB ORDER FROM: Roast Kitchen (7th Ave) ORDERED BY: Lisa Indelicato	19.93
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**OVERTIME MEALS & CABS 19.93**

**POSTAGE**

12/24/2015 POSTAGE User Harold Rivera produced \$0.48 in postage on 12/24/2015 at 00:00 hrs 0.48

**POSTAGE 0.48**

**TAXICABS**

12/15/2015 TAXICABS - CRC MANAGEMENT INC. DEST: 191-16 35 AVE 83.80

**TAXICABS 83.80**

**WESTLAW**

12/16/2015 WESTLAW User: KONG,ANDY 118.80

**WESTLAW 118.80**

CURRENT CHARGES 

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 \$449.32

SUBTOTAL FOR THIS MATTER \$449.32

**(00001)**

Re: Petition, Schedules, First day Orders

FOR PROFESSIONAL SERVICES RENDERED THROUGH: December 31, 2015

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
12/10/15	AK KYERETWIE	Gather data from Schedule E and Schedule F; export data for review into multiple working formats; email to counsel	1.90	446.50
			<b>1.90</b>	<b>446.50</b>

	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
AMANDA KYERETWIE	1.9	at \$235.00 =	\$446.50
<b>Total</b>	<b>1.9</b>		<b>\$446.50</b>

CURRENT FEES \$446.50

SUBTOTAL FOR THIS MATTER \$446.50



**(00002)**

Re: Case Management and Operating Reports

FOR PROFESSIONAL SERVICES RENDERED THROUGH: December 31, 2015

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
12/01/15	AO ORDUBEGIAN	Attend chapter 11 status conference hearing and retention applications and interim compensation motion hearings; pre- and post-hearing meeting with various counsel re plan matters and next steps.	4.20	2,961.00
12/01/15	GV UTLIK	Prepare for and attend initial status conference and court hearing on professionals' retention applications and motion for approval of interim compensation procedures.	2.40	1,188.00
12/09/15	GV UTLIK	Follow up re preparation and filing debtor's MOR.	0.10	49.50
12/09/15	GV UTLIK	Follow up communications with Aram Ordubegian and Adam Meislik re bank accounts and related issues.	0.20	99.00
12/09/15	GV UTLIK	Emails and telephone calls with Aram Ordubegian re case management and open projects.	0.60	297.00
12/10/15	LA INDELICATO	Discussions with George Utlik regarding open issues.	0.30	96.00
12/10/15	AO ORDUBEGIAN	Call with G. Utlik re necessary motions (relief from stay, claims bar date, and plan scheduling).	0.60	423.00
12/10/15	GV UTLIK	Conference call with Aram Ordubegian re pending matters and open projects, issues and strategy.	0.60	297.00
12/14/15	LA INDELICATO	Discussion with George Utlik regarding 341 Notice.	0.20	64.00
12/14/15	AS KONG	Multiple emails with UST and team re 341 meeting of creditors.	0.30	169.50
12/14/15	GV UTLIK	Communications with Andy Kong and Aram Ordubegian re 341 meeting of creditors, UST's communications and request re notice and follow up issues and strategy.	0.30	148.50
12/14/15	GV UTLIK	Follow up re preparation and filing of MOR.	0.10	49.50
12/15/15	LA INDELICATO	Prepare 341 Notice in WORD (1.0); call with Joseph Nadkarni and George Utlik regarding date and location of 341 meeting and filing and service of Notice (.2).	1.20	384.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
12/15/15	LA INDELICATO	Review, revise, file and serve Monthly Operating Report (1.2); discuss same with George Utlik (.2).	1.40	448.00
12/15/15	LA INDELICATO	Discussions with George Utlik regarding filing and service of 341 Notice.	0.20	64.00
12/15/15	AS KONG	Review November MOR.	0.30	169.50
12/15/15	AS KONG	Emails with team re rescheduling of 341 meeting.	0.20	113.00
12/15/15	GV UTLIK	Conference call and follow up email to Joseph T. Nadkarni of the Office of the United States Trustee re 341 meeting, notice and process.	0.20	99.00
12/15/15	GV UTLIK	Follow up call with Joseph T. Nadkarni and Lisa Indelicato re 341 meeting of creditors and notice re same.	0.20	99.00
12/15/15	GV UTLIK	Conference call with Lisa Indelicato re 341 meeting of creditors and related procedures, filing and serving debtor's MOR and professionals' statements and related issues.	0.30	148.50
12/18/15	LA INDELICATO	Email Joseph Nadkarni regarding location of 341 meeting.	0.10	32.00
12/18/15	GV UTLIK	Work with Lisa Indelicato re 341 meeting of creditors, scheduling and related issues.	0.40	198.00
12/23/15	LA INDELICATO	Discussions with George Utlik regarding filing and service of 341 Notice (.3). Various calls with Court personnel regarding same (.5). Download and review 341 Notice issued by Clerk (.1). Discussions with Court personnel and George Utlik regarding incorrect date in Notice (.3). Download and review corrected 341 Notice issued by Clerk (.1). Coordinate service of same with BMC (.3).	1.60	512.00
12/23/15	LA INDELICATO	Discussion with George Utlik regarding service of 341 Notice and email from Court re same.	0.20	64.00
12/23/15	GV UTLIK	Work with Lisa Indelicato re 341 meeting of creditors filing by the court, process, notice and service and draft claims bar date motion and related issues for case management purposes.	0.60	297.00
12/23/15	GV UTLIK	Communications with Aram Ordubegian re case status and open projects for case management purposes.	0.20	99.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
12/27/15	GV UTLIK	Review emails and correspondence re pending projects and to do list and follow up communications with Aram Ordubegian re same.	0.30	148.50

**17.30** 8,717.50

	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
ARAM ORDUBEGIAN	4.8	at \$705.00 =	\$3,384.00
ANDY S. KONG	0.8	at \$565.00 =	\$452.00
GEORGE V. UTLIK	6.5	at \$495.00 =	\$3,217.50
LISA INDELICATO	5.2	at \$320.00 =	\$1,664.00
<b>Total</b>	<b>17.3</b>		<b>\$8,717.50</b>

CURRENT FEES \$8,717.50

SUBTOTAL FOR THIS MATTER \$8,717.50

(00003)

Re: Corporate and Business Matters

FOR PROFESSIONAL SERVICES RENDERED THROUGH: December 31, 2015

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
12/02/15	AO ORDUBEGIAN	E-mail exchanges and calls with client re NY employment issues re remaining employees of Debtor.	0.30	211.50
			<b>0.30</b>	<b>211.50</b>

	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
ARAM ORDUBEGIAN	0.3	at \$705.00 =	\$211.50
<b>Total</b>	<b>0.3</b>		<b>\$211.50</b>

CURRENT FEES	\$211.50
SUBTOTAL FOR THIS MATTER	\$211.50

**(00009)**

Re: Asset Analysis and Recovery

FOR PROFESSIONAL SERVICES RENDERED THROUGH: December 31, 2015

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
12/07/15	AS KONG	Meeting with D. Flahaut re surety bond issues.	0.20	113.00
12/08/15	AO ORDUBEGIAN	E-mail exchanges with client re monies left in CD account and next steps.	0.20	141.00
12/08/15	GV UTLIK	Communications with Adam Meislik and Dom Fennell re debtor's potential interest in CD funds and review related documents.	0.40	198.00
12/08/15	GV UTLIK	Follow up communications with Dominic Fennell and correspondence from Samir Abid of Citibank and insider's responses re letter of credit for British Airways and consider related issues re estate's interest and potential recovery.	0.40	198.00
12/08/15	GV UTLIK	Communications with Aram Ordubegian re hold letter to the bank re British Airways.	0.10	49.50
12/09/15	AO ORDUBEGIAN	E-mail exchanges with client re CD monies and obtaining same.	0.20	141.00
12/09/15	GV UTLIK	Follow up communications with Dom Fennell re contacting Anthony Giannopapas of Citibank with respect to the British Airways \$35,000 letter of credit.	0.20	99.00
12/09/15	GV UTLIK	Follow up communications with Dom Fennell re access to \$167,000 letter of credit and next steps.	0.20	99.00
12/10/15	GV UTLIK	Review correspondence from Dom Fennell re insurance endorsements and adding debtor in possession as additional named insured.	0.20	99.00
12/11/15	AS KONG	Emails with team re surety bond issues.	0.30	169.50
12/11/15	AS KONG	Prepare letter to Citibank re letter of credit freeze.	0.70	395.50
12/11/15	AS KONG	Review emails and documents re British Airways and line of credit release and emails with team and meeting with A. Ordubegian re same.	0.60	339.00
12/11/15	AO ORDUBEGIAN	Review and revise letter to Citibank re protection of CD monies.	0.20	141.00
12/11/15	GV UTLIK	Follow up re debtor's interest in certain CD and related issues and strategy.	0.20	99.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
12/11/15	GV UTLIK	Communications with Dominic J. Fennell and Doug Flahaut re surety bonds and related issues.	0.40	198.00
12/15/15	AS KONG	Emails with D. Fennell and team re Citibank letter of credit and freezing of same and related issues.	0.20	113.00
12/16/15	AS KONG	Emails with Citibank counsel and team re letter of credit freeze issues.	0.20	113.00
12/16/15	AS KONG	Prepare responsive letter to Citibank re estate interest in letter of credit.	1.20	678.00
12/16/15	AO ORDUBEGIAN	E-mail exchanges re Citibank monies; revise letter to opposing counsel re same.	0.10	70.50
12/16/15	GV UTLIK	Follow up re letter of credit issues and communications with Andy Kong and Aram Ordubegian re correspondence and documents in support of the debtor's position re interest in the funds.	0.40	198.00
12/17/15	AS KONG	Emails with Citibank and team re temporary freezing of letter of credit and next steps.	0.20	113.00
12/17/15	GV UTLIK	Follow up communications with Aram Ordubegian re surety bonds and other issues.	0.20	99.00
12/18/15	AS KONG	Email from D. Fennely re freezing of Citibank account.	0.10	56.50
12/28/15	AS KONG	Review spreadsheet of pre-petition transfers of moneys and emails with G. Utlik and D. Fennell re same and next steps.	0.40	226.00
			<b>7.50</b>	<b>4,146.50</b>

	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
ARAM ORDUBEGIAN	0.7	at \$705.00 =	\$493.50
ANDY S. KONG	4.1	at \$565.00 =	\$2,316.50
GEORGE V. UTLIK	2.7	at \$495.00 =	\$1,336.50
<b>Total</b>	<b>7.5</b>		<b>\$4,146.50</b>

CURRENT FEES	\$4,146.50
SUBTOTAL FOR THIS MATTER	\$4,146.50

**(00010)**

Re: Claims Administration and Objections

FOR PROFESSIONAL SERVICES RENDERED THROUGH: December 31, 2015

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
12/01/15	LA INDELICATO	Research of current bar date guidelines, form bar date order, updated proof of claim form and sample bar date motions recently filed in SDNY (.7). Calculate deadline to file and serve bar date motion for January 13th hearing (.2). Discussions with GU regarding bar date motion (.2).	1.10	352.00
12/01/15	GV UTLIK	Review communications with Susan D. Golden and William C. Heuer re admin expense motion and scheduling and email to Susan and Bill re hearing results and next hearing date.	0.20	99.00
12/01/15	GV UTLIK	Communications with Lisa Indelicato re claims bar date motion and related issues.	0.20	99.00
12/01/15	GV UTLIK	Review local rules and forms re claims bar date motion and proposed order and related procedures.	0.40	198.00
12/01/15	GV UTLIK	Communications with Adam Meislik re insider's alleged claims, employment agreements and alleged royalty issues and review related documents.	0.40	198.00
12/02/15	LA INDELICATO	Discussions with George Utlik regarding bar date motion.	0.20	64.00
12/02/15	LA INDELICATO	Draft Motion to Set Last Day to File Proofs of Claim.	3.20	1,024.00
12/02/15	LA INDELICATO	Research regarding Motion to Set Last Day to File Proofs of Claim.	0.70	224.00
12/02/15	LA INDELICATO	Review new SDNY procedural guidelines to establish deadlines for the filing of proofs of claim in chapter 11 cases.	0.80	256.00
12/02/15	LA INDELICATO	Review new SDNY form order establishing deadline for the filing of proofs of claim in chapter 11 cases.	0.40	128.00
12/02/15	LA INDELICATO	Prepare draft bar date order.	1.40	448.00
12/02/15	LA INDELICATO	Prepare draft bar date notice.	0.70	224.00
12/02/15	AO ORDUBEGIAN	E-mail exchanges and calls with client and legal team re claims bar date matters.	0.30	211.50
12/02/15	GV UTLIK	Review notice of adjournment re court hearing by Bill Heuer and calendar hearing date.	0.10	49.50

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
12/02/15	GV UTLIK	Communications with Russell Silberglied and Lisa Indelicato re insider's alleged claims and claims bar date motion and proposed order provisions.	0.20	99.00
12/04/15	LA INDELICATO	Revise bar date motion.	0.80	256.00
12/07/15	LA INDELICATO	Discussion with George Utlik regarding bar date motion.	0.10	32.00
12/10/15	LA INDELICATO	Discussions with George Utlik regarding claims bar date motion.	0.30	96.00
12/10/15	GV UTLIK	Communications with Lisa Indelicato re claims bar date motion, issues and procedures.	0.30	148.50
12/14/15	LA INDELICATO	Meeting with George Utlik regarding bar date motion and new guidelines.	0.70	224.00
12/14/15	GV UTLIK	Work with Lisa Indelicato re claims bar date and requirements and timeline under SDNY guidelines and process.	0.60	297.00
12/15/15	LA INDELICATO	Meeting with George Utlik regarding motion to establish deadline to file claims.	1.00	320.00
12/15/15	LA INDELICATO	Review rules and calculate dates for bar date motion.	0.80	256.00
12/16/15	LA INDELICATO	Prepare Notice of Commencement of Chapter 11 Case.	1.00	320.00
12/16/15	AS KONG	Review insider's statement of claim filed against estate.	0.20	113.00
12/22/15	GV UTLIK	Review communications between Adam Meislik and Owen Davies and email proof of claim form to Owen Davies.	0.20	99.00
			<b>16.30</b>	<b>5,835.50</b>

	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
ARAM ORDUBEGIAN	0.3	at \$705.00 =	\$211.50
ANDY S. KONG	0.2	at \$565.00 =	\$113.00
GEORGE V. UTLIK	2.6	at \$495.00 =	\$1,287.00
LISA INDELICATO	13.2	at \$320.00 =	\$4,224.00
<b>Total</b>	<b>16.3</b>		<b>\$5,835.50</b>

CURRENT FEES	\$5,835.50
SUBTOTAL FOR THIS MATTER	\$5,835.50



(00013)

Re: Professional Retention

FOR PROFESSIONAL SERVICES RENDERED THROUGH: December 31, 2015

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
12/01/15	GV UTLIK	Review and revise proposed Order Approving Retention Application of Arent Fox LLP as General Bankruptcy and Restructuring Counsel to the Debtor.	0.30	148.50
12/01/15	GV UTLIK	Review and revise proposed Order Approving Retention Application of Richards, Layton & Finger, P.A. as Special Counsel to the Debtor.	0.30	148.50
12/01/15	GV UTLIK	Review and revise proposed Order Approving Retention Application of BSW & Associates as Financial Advisor to the Debtor.	0.30	148.50
12/01/15	GV UTLIK	Review and revise proposed Order Approving Retention Application of BMC Group, Inc. as Claims and Noticing Agent for the Debtor	0.30	148.50
12/01/15	GV UTLIK	Review and revise proposed Order Approving the Debtor's Motion for Entry of an Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals.	0.30	148.50
12/02/15	AS KONG	Review order approving various professional retention applications and order approving fee procedure.	0.30	169.50
12/02/15	GV UTLIK	Communications with Aram Ordubegian and Adam Meislik re employment of ordinary course professionals and payments.	0.20	99.00
12/02/15	GV UTLIK	Review orders entered by the Court re professionals' employment applications.	0.20	99.00
12/17/15	GV UTLIK	Review RL&F's notice re hourly rates increase and confer with Russell Silberglied re same.	0.30	148.50
12/17/15	GV UTLIK	Work re Arent Fox's notice re increase of rates and related issues and communications with Aylin Soolassians and Lisa Indelicato re same.	0.30	148.50
			<b>2.80</b>	<b>1,407.00</b>

	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
ANDY S. KONG	0.3	at \$565.00 =	\$169.50
GEORGE V. UTLIK	2.5	at \$495.00 =	\$1,237.50
<b>Total</b>	<b>2.8</b>		<b>\$1,407.00</b>

CURRENT FEES	<u>\$1,407.00</u>
SUBTOTAL FOR THIS MATTER	\$1,407.00

**(00014)**

Re: Fee Applications

FOR PROFESSIONAL SERVICES RENDERED THROUGH: December 31, 2015

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
12/01/15	LA INDELICATO	Discussions with George Utlik regarding preparation of form monthly fee statement for use by Debtor's professionals and calendaring dates for filing monthly fee statements and interim fee applications.	0.20	64.00
12/01/15	GV UTLIK	Draft email to Chambers re proposed four orders approving retention applications and order approving motion for entry of an order establishing procedures for interim compensation and reimbursement of expenses for retained professionals.	0.20	99.00
12/07/15	LA INDELICATO	Prepare form of monthly fee statement.	0.60	192.00
12/07/15	GV UTLIK	Review draft monthly fee notice.	0.10	49.50
12/08/15	LA INDELICATO	Revise form of monthly fee statement (.3); review compensation procedures order (.1); discuss filing deadline of service of same with George Utlik (.2).	0.60	192.00
12/08/15	GV UTLIK	Review and revise draft monthly statement form for estate professionals.	0.20	99.00
12/09/15	GV UTLIK	Follow up communications re procedures for submitting estate professionals monthly fee statements.	0.20	99.00
12/10/15	GV UTLIK	Emails with Aram Ordubegian re draft compensation statement.	0.10	49.50
12/14/15	LA INDELICATO	Review Arent Fox's invoice for compliance with US Trustee Guidelines and local rules (.7); discuss same with George Utlik (.2).	0.90	288.00
12/14/15	GV UTLIK	Review Arent Fox draft monthly invoice and confer with Lisa Indelicato and Aram Ordubegian re comments and revisions re same.	0.40	198.00
12/14/15	GV UTLIK	Communications with Russell Silberglied and Aram Ordubegian re interim compensation process, notice re upcoming annual rate increase and related issues.	0.20	99.00

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
12/15/15	LA INDELICATO	Discussions with George Utlik and Accounting regarding cost exceptions and other revisions to invoice necessary to comply with US Trustee Guidelines and local rules (.6); review revised invoice (.4); prepare monthly fee statement (.8); circulate monthly fee statement for review and comment (.1); review BSW monthly fee statement (.2); correspond with George Utlik, and Brian Weiss regarding revisions to BSW fee statement (.3); review BSW retention order to determine whether BSW is subject to a holdback (.2); discuss same with Aram Ordubegian (.1); review, file and serve monthly fee statement of Richards Layton & Finger (.7); revise, file and serve monthly fee statement of Arent Fox (.8); review, file and serve monthly fee statement of BSW & Associates (.7).	4.90	1,568.00
12/15/15	GV UTLIK	Communications with Lisa Indelicato re professionals' fee statement filing and related issues.	0.20	99.00
12/15/15	MW WIATRAK	Filing with court three monthly fee statements.	0.60	126.00
12/17/15	LA INDELICATO	Review and electronically file Supplemental Affidavit of Russell Silberglied regarding 2016 Rate Increase (.3); discuss same with Russell Silberglied (.1).	0.40	128.00
12/17/15	LA INDELICATO	Review, revise and electronically file Supplemental Affidavit of Aram Ordubegian regarding 2016 Rate Increase.	0.40	128.00
12/18/15	LA INDELICATO	Coordinate with BMC regarding service of Supplemental Affidavits Regarding 2016 Rate increases of Richards Layton & Finger and Arent Fox.	0.20	64.00
12/29/15	MW WIATRAK	Retrieve and review compensation order and calendar deadline for filing first interim fee application	0.40	84.00
			<b>10.80</b>	<b>3,626.00</b>

	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
GEORGE V. UTLIK	1.6	at \$495.00 =	\$792.00
LISA INDELICATO	8.2	at \$320.00 =	\$2,624.00
MARIOLA WIATRAK	1.0	at \$210.00 =	\$210.00
<b>Total</b>	<b>10.8</b>		<b>\$3,626.00</b>

CURRENT FEES

\$3,626.00

SUBTOTAL FOR THIS MATTER

\$3,626.00

(00016)

Re: Disclosure Statement and Plan Matters and Solicitation

FOR PROFESSIONAL SERVICES RENDERED THROUGH: December 31, 2015

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
12/11/15	GV UTLIK	Communications with Aram Ordubegian re case status and forms for combined disclosure statement and plan.	0.20	99.00
			<b>0.20</b>	<b>99.00</b>

	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
GEORGE V. UTLIK	0.2	at \$495.00 =	\$99.00
<b>Total</b>	<b>0.2</b>		<b>\$99.00</b>

CURRENT FEES \$99.00

SUBTOTAL FOR THIS MATTER \$99.00

**(00019)**

Re: Automatic Stay and Section 362 and 363 Matters

FOR PROFESSIONAL SERVICES RENDERED THROUGH: December 31, 2015

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Value</u>
12/07/15	MD FLAHAUT	Detailed review of transportation bonds and related issues; conference with A. Kong and telephone conference with counsel for bondholder re relief from stay to terminate and refund same.	1.70	841.50
12/07/15	GV UTLIK	Review communications with Russell Silberglied and Susan Golden re 362 issues and approach re Vice Chancellor Laster.	0.20	99.00
12/07/15	GV UTLIK	Communications with Russell Silberglied and Aram Ordubegian re strategy for lifting the stay to get pre-order for relief fees approved by Vice Chancellor Laster.	0.20	99.00
12/10/15	MD FLAHAUT	Telephone conference and exchange of e-mails with G. Pagter re issues related to state travel bonds and potential stipulation re relief from stay with respect to same; legal research re state law treatment of such travel bonds.	0.80	396.00
12/11/15	MD FLAHAUT	Telephone conference and exchange of e-mails with G. Utlík re relief from stay issues related to travel bonds.	0.40	198.00
12/11/15	MD FLAHAUT	Research state law travel bond issues and exchange of e-mails with D. Fennell and A. Meislik re same.	0.90	445.50
12/17/15	GV UTLIK	Follow up communications with Russell Silberglied re call with Susan Golden and related issues.	0.20	99.00
12/17/15	GV UTLIK	Communications with Aram Ordubegian re lift stay motion.	0.10	49.50
12/18/15	MD FLAHAUT	Telephone conference and exchange of e-mails with G. Pagter re travel bond issues.	0.30	148.50
12/18/15	MD FLAHAUT	Initial receipt and review of documentation re travel bonds and proposed stipulation for relief from stay re same from G. Pagter.	0.70	346.50
			<b>5.50</b>	<b>2,722.50</b>
		<u>Hours</u>	<u>Rate</u>	<u>Value</u>
M. DOUGLAS FLAHAUT		4.8	at \$495.00 =	\$2,376.00
GEORGE V. UTLIK		0.7	at \$495.00 =	\$346.50

	<u>Hours</u>	<u>Rate</u>	<u>Value</u>
<b>Total</b>	<b>5.5</b>		<b>\$2,722.50</b>
	CURRENT FEES		\$2,722.50
	SUBTOTAL FOR THIS MATTER		\$2,722.50
	<b>INVOICE TOTAL</b>		<b>\$27,661.32</b>



Arent Fox LLP / Attorneys at Law  
Los Angeles, CA / New York, NY / San Francisco, CA / Washington, DC



Airfasttickets, Inc. - Debtor and Debtor-In-Possession  
875 Third Avenue, 3rd Floor  
New York, NY 10022

Invoice Number 1656448  
Invoice Date December 31, 2015  
Client Number 037168

- - REMITTANCE COPY - -  
PLEASE SEND WITH CHECK

**TOTAL AMOUNT OF THIS INVOICE** \$27,661.32

**PLEASE REMIT PAYMENTS BY CHECK TO THE FOLLOWING ADDRESS:**

Arent Fox LLP  
P.O. Box 644672  
Pittsburgh, PA 15264-4672

**WIRING INSTRUCTIONS (if applicable):**

Bank: PNC Bank  
Address: 800 17th Street, NW  
Washington, DC 20006  
ABA#: 031000053 (for Wires Only)  
054000030 (for ACH Only)  
SWIFT CODE: PNCCUS33 (for international use)  
Account#: 5559763933  
Beneficiary Name: Arent Fox LLP  
Beneficiary Address: 1717 K Street, NW  
Washington, DC 20006

Please reference the following:

Client 037168  
Client Name Airfasttickets, Inc. - Debtor and Debtor-In-Possession  
Invoice Number 1656448

**EXHIBIT B**

**SUMMARY OF FEES  
DECEMBER 1, 2015 – DECEMBER 31, 2015**

<b>Name of Professional Individual</b>	<b>Position, year assumed position, prior relevant experience, year of obtaining relevant license to practice</b>	<b>Hours</b>	<b>Rate</b>	<b>Amount</b>
Aram Ordubegian	Partner since 2009. Member of CA bar since 1996.	6.10	\$705	\$4,300.50
Andy S. Kong	Joined firm as an associate in 2009. Member of the CA bar since 2006.	5.40	\$565	\$3,051.00
George V. Utlik	Joined firm as an associate in 2009. Member of NJ bar since 2008. Member of NY bar since 2008.	16.80	\$495	\$8,316.00
M. Douglas Flahaut	Joined firm as an associate in 2009. Member of the CA bar since 2006.	4.80	\$495.00	\$2,376.00
Lisa Indelicato	Paraprofessional	26.60	\$320	\$8,512.00
Amanda Kyeretwie	Paraprofessional	1.90	\$235	\$446.50
Mariola Wiatrak	Paraprofessional	1.00	\$210	\$210.00
<b>TOTALS</b>		<b>62.60</b>		<b>\$27,212.00</b>

**Blended Rate: \$597.23<sup>1</sup>**

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<sup>1</sup> The Blended Rate excludes paraprofessionals' time.

**EXHIBIT C**

**SUMMARY OF EXPENSES**  
**DECEMBER 1, 2015 – DECEMBER 31, 2015**

<b>Expense Category</b>	<b>Service Provider (if applicable)</b>	<b>Total Expenses</b>
Postage		0.48
Westlaw		\$118.80
Overtime Meals and Cabs		\$19.93
Taxicabs		\$83.80
Court Costs		\$125.00
Out-of-Town Transportation		\$76.92
Overnight delivery	FedEx	\$24.39
<b>TOTAL:</b>		<b>\$449.32</b>