

George V. Utlik  
ARENT FOX LLP  
1675 Broadway  
New York, NY 10019  
Telephone: (212) 484-3900  
Facsimile: (212) 484-3990  
[george.utlik@arentfox.com](mailto:george.utlik@arentfox.com)

Aram Ordubegian  
(admitted *pro hac vice*)  
Andy S. Kong  
(admitted *pro hac vice*)  
ARENT FOX LLP  
555 West Fifth Street, 48th Floor  
Los Angeles, CA 90013  
Telephone: (213) 629-7400  
Facsimile: (213) 629-7401  
[aram.ordubegian@arentfox.com](mailto:aram.ordubegian@arentfox.com)  
[andy.kong@arentfox.com](mailto:andy.kong@arentfox.com)

*General Bankruptcy and Restructuring Counsel  
to the Debtor*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In re:</b>	:	
	:	<b>Chapter 11</b>
<b>AIRFASTTICKETS, INC.,</b>	:	
	:	<b>Case No. 15-11951 (SHL)</b>
<b>Debtor.</b>	:	
	:	
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**NOTICE OF PRESENTMENT OF  
DEBTOR’S MOTION PURSUANT TO 11 U.S.C. § 502(b)(9),  
FED. R. BANKR. P. 2002 AND 3003(c)(3), AND LOCAL RULE 3003-1  
FOR ENTRY OF AN ORDER (I) ESTABLISHING DEADLINE FOR  
FILING PROOFS OF CLAIM AND PROCEDURES RELATED THERETO  
AND (II) APPROVING FORM AND MANNER OF NOTICE THEREOF**

**PLEASE TAKE NOTICE** that on **February 17, 2016 at 10:00 a.m. (Eastern Time)**, the undersigned will present the Motion on the Debtors Pursuant to section 502(b)(9) of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rules 2002 and 3003(c)(3) of

the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 3003-1 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”) for Entry of an Order (i) Establishing Deadline for Filing Proofs of Claim and Procedures Related Thereto and (ii) Approving Form and Manner of Notice Thereof (the “**Motion**”) and a proposed order granting the relief requested therein to the Honorable Sean H. Lane, in the United States Bankruptcy Court for the Southern District of New York, located at One Bowling Green, New York, New York 10004 (the “**Bankruptcy Court**”).

**PLEASE TAKE FURTHER NOTICE** that responses or objections (“**Objections**”) to the Motion shall be in writing, shall conform to the Bankruptcy Rules, the Local Rules, and the United States Bankruptcy Court for the Southern District of New York’s Procedural Guidelines for Filing Requests for Orders to Set the Last Date for Filing Proofs of Claim, updated as of December 1, 2015, shall be filed with the Bankruptcy Court (a) by attorneys practicing in the Bankruptcy Court, including attorneys admitted *pro hac vice*, electronically in accordance with General Order M-399 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)), and (b) by all other parties in interest, on a CD-ROM, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order M-399, to the extent applicable, and shall be served in accordance with General Order M-399 upon each of the following: (a) the attorneys for the Debtor, (i) Arent Fox LLP, 1675 Broadway, New York, New York 10019-5820 (Attn: George V. Utlik, Esq.), (ii) Arent Fox LLP, 555 West Fifth Street, 48th Floor, Los Angeles, CA 90013 (Attn: Aram Ordubegian, Esq. and Andy S. Kong, Esq.) and (iii) Richards, Layton & Finger, P.A., 920 North King Street, Wilmington, Delaware 19801 (Attn: Russell C. Silberglied, Esq.); (b) the Office of the United States Trustee for the Southern District of New York, 201 Varick

Street, Suite 1006, New York, New York 10014 (Attn: Andrea B. Schwartz, Esq.); and (c) all parties that have requested or that are required to receive notice pursuant to Bankruptcy Rule 2002, so as to be so filed and received no later than **February 16, 2016 at 4:00 p.m. (Eastern Time)** (the “**Objection Deadline**”).

**PLEASE TAKE FURTHER NOTICE** that if an Objection to the Motion is not received by the Objection Deadline, the Bankruptcy Court may enter an order granting the relief sought without further notice.

**PLEASE TAKE FURTHER NOTICE** that copies of the Motion may be obtained from the Court’s website at <https://ecf.nysb.uscourts.gov/> or, free of charge, on the website established for this chapter 11 case, [www.bmcgroup.com/airfasttickets](http://www.bmcgroup.com/airfasttickets).

Dated: February 9, 2016  
New York, New York

**ARENT FOX LLP**

By: /s/ George V. Utlik  
George V. Utlik  
1675 Broadway  
New York, New York 10019  
Telephone: (212) 484-3900  
Facsimile: (212) 484-3990  
[george.utlik@arentfox.com](mailto:george.utlik@arentfox.com)

Aram Ordubegian  
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1675 Broadway  
New York, NY 10019  
Telephone: (212) 484-3900  
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555 West Fifth Street, 48th Floor  
Los Angeles, CA 90013  
Telephone: (213) 629-7400  
Facsimile: (213) 629-7401  
[aram.ordubegian@arentfox.com](mailto:aram.ordubegian@arentfox.com)  
[andy.kong@arentfox.com](mailto:andy.kong@arentfox.com)

*General Bankruptcy and Restructuring Counsel  
to the Debtor*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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**In re:** :  
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**AIRFASTTICKETS, INC.,** : **Chapter 11**  
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**Debtor.** : **Case No. 15-11951 (SHL)**  
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**DEBTOR’S MOTION PURSUANT TO 11 U.S.C. § 502(b)(9),  
FED. R. BANKR. P. 2002 AND 3003(c)(3), AND LOCAL RULE 3003-1  
FOR ENTRY OF AN ORDER (I) ESTABLISHING DEADLINE FOR  
FILING PROOFS OF CLAIM AND PROCEDURES RELATED THERETO  
AND (II) APPROVING FORM AND MANNER OF NOTICE THEREOF**

The above-captioned debtor and debtor in possession (the “**Debtor**”) hereby submit this motion (the “**Motion**”) for entry of an order, substantially in the form attached hereto as **Exhibit** **A** (the “**Proposed Order**”), pursuant to § 502(b)(9) of title 11 of the United States Code (the

“**Bankruptcy Code**”), Rules 2002 and 3003(c)(3) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 3003-1 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”), (a) setting bar dates for creditors to file proofs of claim in this chapter 11 case, (b) approving procedures for filing proofs of claim, and (c) approving the form of notice of the bar dates and manner of service thereof, and, in support, state as follows:

### **Jurisdiction**

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory bases for the relief requested herein are § 502(b)(9) of the Bankruptcy Code, Rules 2002 and 3003(c)(3) of the Bankruptcy Rules, and Rule 3003-1 of the Local Rules.

### **Background**

2. On July 28, 2015, certain of the Debtor’s creditors (the “**Petitioning Creditors**”) filed an involuntary petition against AirFastTickets, Inc. seeking an order for relief under chapter 7 of the Bankruptcy Code. Pursuant to the summons issued in conjunction with the involuntary petition, the Debtor had until August 21, 2015 to respond to the involuntary petition.

3. On August 20, 2015, the Petitioning Creditors filed a stipulation with the Court extending the Debtor’s time to respond to the involuntary petition, through and including September 21, 2015.

4. On September 21, 2015, in lieu of resisting the involuntary petition, the Debtor consented to the entry of the order for relief and filed its *Motion to Convert Chapter 7 Case to Chapter 11 Pursuant to 11 U.S.C. § 706(a)* [Docket No. 10] seeking to convert its case to one under chapter 11 of the Bankruptcy Code.

5. On October 27, 2015 (the “**Conversion Date**”), the Court entered an order converting the Debtor’s case to chapter 11 of the Bankruptcy Code (the “**Chapter 11 Case**”), which included an Order for Relief.

6. The Debtor is managing its affairs as a debtor-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. As of the filing of this Application, no trustee, examiner or committee has been appointed.

7. Additional background facts surrounding the commencement of this Chapter 11 case are more fully described in the *Declaration of Adam Meislik in Support of the Debtor’s Motion for Authorization to Sell Substantially All of Its Property Free and Clear of All Liens, Claims, Encumbrances, and Other Interests to AirTourist, Inc.*, attached as Exhibit C to the *Debtor’s Motion (i) for Authorization to (a) Sell Substantially All of Its Property Free and Clear of All Liens, Claims, Encumbrances, and Other Interests and (b) Assume and Assign Contracts and (ii) for Approval of Procedures for Determining Cure Amounts* [Docket No. 27].

**Relief Requested**

8. By this Motion, pursuant to § 502(b)(9) of the Bankruptcy Code, Bankruptcy Rules 2002 and 3003(c)(3), Local Rule 3003-1, and the United States Bankruptcy Court for the Southern District of New York’s Procedural Guidelines for Filing Requests for Orders to Set the Last Date for Filing Proofs of Claim, updated as of December 1, 2015 (the “**Guidelines**”), the Debtor requests the Court enter the Proposed Order:

- (a) establishing **April 6, 2016 at 7:00 p.m. prevailing Eastern Time (4:00 p.m. prevailing Pacific Time)** as the deadline for all persons or entities (not including governmental units as defined in § 101(27) of the Bankruptcy Code (“**Governmental Units**”)) to file a proof of claim (each a “**Proof of Claim**”) in respect of a claim, as defined in Section 101(5) of the Bankruptcy Code, against the Debtor which arose on or prior to the date of the order for relief on October 27, 2015, including, for the avoidance of doubt, secured claims, priority claims, and claims arising

under § 503(b)(9) of the Bankruptcy Code against the Debtor (the “**General Bar Date**”);

- (b) establishing **April 25, 2016 at 7:00 p.m. prevailing Eastern Time (4:00 p.m. prevailing Pacific Time)** as the deadline for Governmental Units to file a Proof of Claim against the Debtor (the “**Governmental Bar Date**” and together with the General Bar Date, the “**Bar Dates**”);
- (c) approving the proposed procedures for filing Proofs of Claim;
- (d) approving the proposed procedure for notice of the Bar Dates, including, among other things, the form of notice (the “**Bar Date Notice**”) substantially in the form annexed as Exhibit 1 to the Proposed Order attached hereto as Exhibit A; and
- (e) approving the proposed model Proof of Claim (the “**Proof of Claim Form**”), substantially in the form annexed as **Exhibit 2** to the Proposed Order.

#### **The Bar Dates**

9. Bankruptcy Rule 3003(c)(3) provides that the Court shall fix the time within which Proofs of Claim may be filed. Bankruptcy Rule 3003(c)(2) also provides that any creditor whose claim (a) is not scheduled in the Debtor’s schedules of assets and liabilities (the “**Schedules**”),<sup>1</sup> or (b) is scheduled as disputed, contingent, or unliquidated, must file a Proof of Claim by a bar date fixed by the Court. Bankruptcy Rule 3003(c)(2) further provides that “any creditor who fails to do so shall not be treated as a creditor with respect to such claim for the purposes of voting and distribution.” Fed. R. Bankr. P. 3003(c)(2).

10. Section 502(b)(9) of the Bankruptcy Code provides that the “claim of a governmental unit shall be timely filed if it is filed before 180 days after the date of the order for relief or such later time as the Federal Rules of Bankruptcy Procedure may provide.” 11 U.S.C. §502(b)(9).

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<sup>1</sup> On November 10, 2015, the Debtor filed the Schedules, which may be subsequently amended, if necessary.

11. The Local Rules and Guidelines require that all requests for orders to establish deadlines for filing Proofs of Claim conform substantially to the standard form of order and notice set forth in the Guidelines.

12. Based on the procedures set forth below (the “**Procedures**”), the proposed Bar Dates will give creditors ample opportunity to prepare and file Proofs of Claim.

**The Proposed Procedures for Filing Proofs of Claim**

13. The Debtor proposes the following Procedures for filing Proofs of Claim:

- (a) Unless otherwise provided herein, the General Bar Date shall be **April 6, 2016 at 7:00 p.m. prevailing Eastern Time (4:00 p.m. prevailing Pacific Time)**.
- (b) Unless otherwise provided herein, the Governmental Bar Date shall be **April 25, 2016 at 7:00 p.m. prevailing Eastern Time (4:00 p.m. prevailing Pacific Time)**.
- (c) Proofs of Claim must: (i) be written in the English language; (ii) be denominated in lawful currency of the United States as of the Conversion Date (using the exchange rate, if applicable, as of the Conversion Date); (iii) conform substantially to the Proof of Claim Form annexed to the proposed order or Official Bankruptcy Form No. 410;<sup>2</sup> (iv) specify by name and case number the Debtor against which the Proof of Claim is filed; (v) set forth with specificity the legal and factual basis for the alleged claim; (vi) include supporting documentation for the claim or an explanation as to why such documentation is not available; and (vii) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant.
- (d) Proofs of Claim must be filed either by delivering the original Proof of Claim Form by hand, or mailing the original Proof of Claim Form to the Debtor’s Court-approved claims agent, BMC Group, Inc. (“**BMC**”) on or before the applicable Bar Date as follows:

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<sup>2</sup> Official Bankruptcy Form No. 410 can be found at <http://www.uscourts.gov/forms/bankruptcy-forms>, the Official Website for the United States Bankruptcy Courts. A Proof of Claim Form can also be obtained on the website established in this chapter 11 case, [www.bmcgroup.com/airfasttickets](http://www.bmcgroup.com/airfasttickets).



If by First-Class Mail:

BMC Group, Inc.  
Attn: AirFastTickets Claims Processing  
P.O. Box 90100  
Los Angeles, CA 90009

OR

If by hand-delivery or overnight mail:

BMC Group, Inc.  
Attn: AirFastTickets Claims Processing  
300 N. Continental Blvd. #570  
El Segundo, CA 90245

- (e) A Proof of Claim shall be deemed timely filed only if it is **actually received** by BMC at the addresses listed above in subparagraph (d) on or before the applicable Bar Date.
- (f) Proofs of Claim sent by facsimile, telecopy, or electronic mail transmission will not be accepted.
- (g) Any person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, trusts, and Governmental Units) that asserts a claim that arises from the rejection of an executory contract or unexpired lease must file a Proof of Claim based on such rejection by the later of (i) the applicable Bar Date, or (ii) the date that is 30 days following the entry of the Court order approving such rejection, (which order may be the order confirming a chapter 11 plan in the Debtor's case) or be forever barred from doing so.
- (h) Notwithstanding the foregoing, a party to an executory contract or unexpired lease that asserts a claim on account of unpaid amounts accrued and outstanding as of the Conversion Date pursuant to such executory contract or unexpired lease (other than a rejection damages claim) must file a Proof of Claim for such amounts on or before the applicable Bar Date unless an exception identified in paragraph (k) below applies.
- (i) In the event that the Debtor amends or supplements its Schedules subsequent to the date of entry of the Proposed Order, the Debtor shall give notice of any amendment or supplement to the holders of claims affected thereby, and such holders shall have until the later of (i) the applicable Bar Date or (ii) 30 days from the date of such notice to file a Proof of Claim or be barred from doing so and shall be given notice of such deadline.

- (j) The following persons or entities are not required to file a Proof of Claim on or before the applicable Bar Date, solely with respect to the claims described below:
- (1) any person or entity whose claim is listed on the Schedules; provided that (A) the claim is **not** listed on the Schedules as “disputed,” “contingent,” or “unliquidated,” (B) the person or entity does not dispute the amount, nature, and priority of the claim as set forth in the Schedules, and (C) the person or entity does not dispute that the claim is an obligation of the specific Debtor against which the claim is listed in the Schedules;
  - (2) any person or entity whose claim has been paid in full;
  - (3) any person or entity that holds an equity security interest in the Debtor, which interest is based exclusively upon the ownership of common or preferred stock, membership interests, partnership interests, or warrants, options, or rights to purchase, sell, or subscribe to such a security or interest; provided, however, that if any such holder asserts a claim (as opposed to an ownership interest) against the Debtor (including a claim relating to an equity interest or the purchase or sale of such equity interest), a Proof of Claim must be filed on or before the applicable Bar Date pursuant to the Procedures;
  - (4) any holder of a claim allowable under § 503(b) and 507(a)(2) of the Bankruptcy Code as an administrative expense (**other than** a holder of a § 503(b)(9) claim);
  - (5) any person or entity that holds a claim that heretofore has been allowed by order of this Court entered on or before the applicable Bar Date;
  - (6) any holder of a claim for which a separate deadline has been fixed by this Court; or
  - (7) any person or entity who has already filed a Proof of Claim with the Clerk of the Court or BMC against the Debtor with respect to the claim being asserted, utilizing a claim form that substantially conforms to the Proof of Claim Form or Official Form No. 410.

**Consequences for Failure to File a Proof of Claim**

14. As stated above, Bankruptcy Rule 3003(c)(2) provides that any creditor whose claim is not scheduled, or is scheduled as disputed, contingent, or unliquidated, that fails to file a Proof of Claim by the applicable Bar Date “shall not be treated as a creditor with respect to such

claim for the purposes of voting and distribution.” Fed. R. Bankr. P. 3003(c)(2). Accordingly, the Debtor requests that any holder of a claim against the Debtor that is required to file a Proof of Claim in accordance with the Proposed Order, but fails to do so on or before the applicable Bar Date shall not be treated as a creditor with respect to such claim for the purposes of distribution in this chapter 11 case on account of such claim.

### **Notice of the Bar Dates**

15. Pursuant to Bankruptcy Rules 2002(a)(7), (f), and (l), and the Guidelines, the Debtor proposes to provide notice of the Bar Dates in accordance with the following Procedures:

- (a) Within five (5) business days of entry of an order granting the relief requested herein, the Debtor shall cause to be mailed (i) a Proof of Claim Form and (ii) the Bar Date Notice to the following parties:
  - (1) the Office of the United States Trustee for the Southern District of New York (the “**U.S. Trustee**”);
  - (2) all creditors and other known holders of claims at the address stated therein or as updated pursuant to a request by the creditor or by returned mail from the post office with a forwarding address;
  - (3) all parties actually known to the Debtor as having potential claims against the Debtor;
  - (4) all counterparties to the Debtor’s executory contracts and unexpired leases at the addresses stated therein or as updated pursuant to a request by the counterparty or by returned mail from the post office with a forwarding address;
  - (5) all parties to pending litigation against the Debtor (as of the date of the entry of the Proposed Order);
  - (6) the Internal Revenue Service, the United States Attorney’s Office for the Southern District of New York, and all applicable Governmental Units;
  - (7) all persons or entities that have filed claims (as of the date of the entry of the Proposed Order);
  - (8) all parties who have requested notice pursuant to Bankruptcy Rule 2002 (as of the date of entry of the Proposed Order); and

(9) such additional persons and entities deemed appropriate by the Debtor.

(b) The Debtor shall post the Proof of Claim Form and the Bar Date Notice on the website established by BMC for the Debtor's case: [www.bmcgroup.com/airfasttickets](http://www.bmcgroup.com/airfasttickets).

16. The proposed Bar Date Notice substantially conforms to the form annexed to the Guidelines. Specifically, the Bar Date Notice notifies parties in interest of:

- (a) the Bar Dates;
- (b) who must file a Proof of Claim;
- (c) the Procedures for filing a Proof of Claim;
- (d) the consequences of failing to timely file a Proof of Claim; and
- (e) where parties can find further information.

17. The Debtor intends to supplement notice of the Bar Dates by providing notice by publication consistent with the Guidelines and Bankruptcy Rule 2002(l). See FED R. BANKR. P. 2002(l) ("The court may order notice by publication if it finds that notice by mail is impracticable or that it is desirable to supplement the notice."). Such notice is appropriate for (i) those creditors to whom no other notice was sent and who are unknown or not reasonably ascertainable by the Debtor; (ii) known creditors with addresses unknown by the Debtor; and (iii) creditors with potential claims unknown by the Debtor. Accordingly, the Debtor proposes to publish the Bar Date Notice, with any necessary modifications for ease of publication, once in the national edition of The New York Times, subject to applicable publication deadlines, at least twenty-eight (28) days prior to the General Bar Date.

#### **The Proof of Claim Form**

18. With the assistance of BMC Group, the Debtor has prepared the Proof of Claim Form, which substantially conforms to Official Form 410, but is tailored to this chapter 11 case. The substantive modifications to Official Form 410 proposed by the Debtor include:

- (a) Indicating how the Debtor has identified each creditor's respective claim, including the amount of the claim and whether the claim has been listed as contingent, unliquidated, or disputed;
- (b) Allowing creditors to assert claims under section 503(b)(9) of the Bankruptcy Code; and
- (c) Adding certain instructions and references to the Debtor's case.

19. When sent to a creditor, the Proof of Claim Form will be further customized (to the extent possible) to contain certain information about the creditor.

**The Proposed Bar Date and Notice Procedures Are Reasonably Calculated to Provide Due and Proper Notice**

20. Bankruptcy Rule 2002(a)(7) requires the Debtor to provide at least twenty-one (21) days' notice of the time fixed for filing Proofs of Claim. Bankruptcy Rule 2002(p)(2) requires at least thirty (30) days' notice to creditors with a foreign address. The Guidelines provide that creditors should be given at least thirty-five (35) days' notice after the mailing date and at least twenty-eight (28) days' notice after the publication date.

21. The Proposed Order provides that the Debtor will be providing at least thirty-five (35) days' notice to all known creditors. Specifically, BMC will have five (5) business days from the date of entry of the Proposed Order to complete the mailing of the Bar Date Notice. If the Court enters the Proposed Order on February 24, 2016, BMC's mailing would be completed by March 2, 2016, which is thirty-five (35) days prior to the proposed General Bar Date of **April 6, 2016** at 7:00 p.m. prevailing Eastern Time (4:00 p.m. prevailing Pacific Time).

22. The Debtor requests entry of the Proposed Order on or before February 24, 2016. The Guidelines request that, "if possible, the dates proposed by counsel [should] provide the Court with at least seven (7) days after the application is submitted to process the order."

23. The Debtor submits that the proposed Bar Dates and Procedures provide sufficient time for all parties in interest, including foreign creditors, to assert their claims.

Further, because the proposed Procedures will provide notice to all known parties in interest by mail and notice to any unknown parties in interest by publication, the Debtor submits that the proposed Procedures are reasonably calculated to provide notice to all parties that may wish to assert a claim in this chapter 11 case.

24. BMC will also post the Proof of Claim Form, along with instructions for filing Proofs of Claim, on the website established in this chapter 11 case: [www.bmcgroup.com/airfasttickets](http://www.bmcgroup.com/airfasttickets). The Bar Date Notice will provide that the Debtor's Schedules may be accessed through the same website. Accordingly, the Debtor submits that no further or other notice of the Bar Dates is necessary and that the proposed Procedures provide due and proper notice of the Bar Dates.

#### **Objections to Claims and Reservation of Rights**

25. The Debtor reserves all rights and defenses with respect to any Proof of Claim, including, among other things, the right to object to any Proof of Claim on any grounds. The Debtor also reserves all rights and defenses to any claim listed on the Schedules, including, among other things, the right to dispute any such claim and assert any offsets or defenses thereto. To the extent the Debtor disputes any claim listed on the Schedules and such claim is not already listed as disputed, contingent, or unliquidated, the Debtor shall amend its Schedules as appropriate.

26. Further, the Debtor reserves the right to seek a further order of this Court to fix a deadline by which holders of claims not subject to the Bar Dates must file Proofs of Claim against the Debtor or be forever barred from doing so.

27. Based on the foregoing, the Debtor submits that the relief requested herein is necessary and appropriate, is in the best interests of its estate and creditors, and should be granted in all respects.

**Notice**

28. In accordance with the Guidelines, the Debtor represents that 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. Accordingly, the Debtor submits that no other or further notice this Motion is required or necessary.

**No Previous Request**

29. No prior motion for the relief requested herein has been made by the Debtor to this or any other court.

*[The remainder of the page is intentionally blank.]*

WHEREFORE, the Debtor respectfully requests entry of the Order, substantially in the form attached hereto as **Exhibit A**, (i) granting the Motion in its entirety and (ii) granting such further relief as is necessary or appropriate.

Dated: February 9, 2015  
New York, New York

**ARENT FOX LLP**

By: /s/ George V. Utlik

George V. Utlik  
1675 Broadway  
New York, New York 10019  
Telephone: (212) 484-3900  
Facsimile: (212) 484-3990  
[george.utlik@arentfox.com](mailto:george.utlik@arentfox.com)

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[aram.ordubegian@arentfox.com](mailto:aram.ordubegian@arentfox.com)  
[andy.kong@arentfox.com](mailto:andy.kong@arentfox.com)

*General Bankruptcy and Restructuring  
Counsel to the Debtor*



**EXHIBIT A**

**Proposed Order**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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<b>In re:</b>	:
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	<b>Chapter 11</b>
<b>AIRFASTTICKETS, INC.,</b>	:
	:
	<b>Case No. 15-11951 (SHL)</b>
<b>Debtor.</b>	:
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**ORDER GRANTING DEBTOR’S MOTION PURSUANT TO 11 U.S.C. § 502(b)(9),  
FED. R. BANKR. P. 2002 AND 3003(c)(3), AND LOCAL RULE 3003-1 FOR  
ENTRY OF AN ORDER (I) ESTABLISHING DEADLINE FOR FILING  
PROOFS OF CLAIM AND PROCEDURES RELATED THERETO  
AND (II) APPROVING FORM AND MANNER OF NOTICE THEREOF**

Upon the motion (the “**Motion**”)<sup>3</sup> of the above-captioned debtor and debtor in possession (collectively, the “**Debtor**”), pursuant to § 502(b)(9) of title 11 of the United States Code (the “**Bankruptcy Code**”), Rules 2002 and 3003(c)(3) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 3003-1 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Rules**”), and the United States Bankruptcy Court for the Southern District of New York’s Procedural Guidelines for Filing Requests for Orders to Set the Last Date for Filing Proofs of Claim, updated as of December 1, 2015 (the “**Guidelines**”), for an order (a) establishing (i) **April 6, 2016 at 7:00 p.m. prevailing Eastern Time (4:00 p.m. prevailing Pacific Time)** (the “**General Bar Date**”), as the deadline for each person or entity (including without limitation, each individual, partnership, joint venture, corporation, estate, or trust) other than a governmental unit (as defined in § 101(27) of the Bankruptcy Code) (“**Governmental Units**”) to file a proof of claim (each a “**Proof of Claim**”) in respect of a claim (as defined in § 101(5) of the Bankruptcy Code) which arose on or prior to the date of the order for relief on October 27, 2015, including, for the avoidance of doubt, secured claims, priority claims, and

<sup>3</sup> All capitalized terms not otherwise defined herein shall have the same meaning as set forth in the Motion.

claims arising under § 503(b)(9) of the Bankruptcy Code, against the Debtor (each, a “**Claim**”), and (ii) **April 25, 2016 at 7:00 p.m. prevailing Eastern Time (4:00 p.m. prevailing Pacific Time)** (the “**Governmental Bar Date**”, and together with the General Bar Date, the “**Bar Dates**”) as the deadline for each Governmental Unit to file a Proof of Claim to assert any Claim; and (b) approving the proposed (i) model Proof of Claim form (the “**Proof of Claim Form**”) and (ii) procedures for filing Proofs of Claim, all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and the Court having found that the Debtor provided appropriate notice of the Motion and the opportunity for a hearing on the Motion under the circumstances; and the Court having found that no other or further notice need be provided; and the Court having reviewed the Motion and considered the entire record before the Court; and the Court having determined that the legal and factual bases set forth in the Motion and in the record before the Court establish just cause for the relief granted herein; and any objections to the relief requested herein having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted as provided herein.
2. The following Procedures for filing Proofs of Claim are approved:
  - (a) Unless otherwise provided herein, the General Bar Date shall be **April 6, 2016 at 7:00 p.m. prevailing Eastern Time (4:00 p.m. prevailing Pacific Time)**.
  - (b) Unless otherwise provided herein, the Governmental Bar Date shall be **April 25, 2016 at 7:00 p.m. prevailing Eastern Time (4:00 p.m. prevailing Pacific Time)**.

- (c) Proofs of Claim must: (i) be written in the English language; (ii) be denominated in lawful currency of the United States as of the Conversion Date (using the exchange rate, if applicable, as of the Conversion Date); (iii) conform substantially to the Proof of Claim Form annexed to the proposed order or Official Bankruptcy Form No. 410;<sup>4</sup> (iv) specify by name and case number the Debtor against which the Proof of Claim is filed; (v) set forth with specificity the legal and factual basis for the alleged claim; (vi) include supporting documentation for the claim or an explanation as to why such documentation is not available; and (vii) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant.
- (d) Proofs of Claim must be filed either by delivering the original Proof of Claim Form by hand, or mailing the original Proof of Claim Form to the Debtor's Court-approved claims agent, BMC Group, Inc. ("**BMC**") on or before the applicable Bar Date as follows:

If by First-Class Mail:

BMC Group, Inc.  
Attn: AirFastTickets Claims Processing  
P.O. Box 90100  
Los Angeles, CA 90009

OR

If by hand-delivery or overnight mail:

BMC Group, Inc.  
Attn: AirFastTickets Claims Processing  
300 N. Continental Blvd. #570  
El Segundo, CA 90245

- (e) A Proof of Claim shall be deemed timely filed only if it is **actually received** by BMC at the addresses listed above in subparagraph (e) on or before the applicable Bar Date.
- (f) Proofs of Claim sent by facsimile, telecopy, or electronic mail transmission will not be accepted.
- (g) Any person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, trusts, and Governmental Units) that asserts a claim that arises from the rejection of an executory contract

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<sup>4</sup> Official Bankruptcy Form No. 410 can be found at <http://www.uscourts.gov/forms/bankruptcy-forms>, the Official Website for the United States Bankruptcy Courts. A Proof of Claim Form can also be obtained on the website established in this chapter 11 case, [www.bmcgroup.com/airfasttickets](http://www.bmcgroup.com/airfasttickets).

or unexpired lease must file a Proof of Claim based on such rejection by the later of (i) the applicable Bar Date or (ii) the date that is 30 days following the entry of the Court order approving such rejection, (which order may be the order confirming a chapter 11 plan in the Debtor's case) or be forever barred from doing so.

- (h) Notwithstanding the foregoing, a party to an executory contract or unexpired lease that asserts a claim on account of unpaid amounts accrued and outstanding as of the Conversion Date pursuant to such executory contract or unexpired lease (other than a rejection damages claim) must file a Proof of Claim for such amounts on or before the applicable Bar Date unless an exception identified in paragraph (k) below applies.
- (i) In the event that the Debtor amends or supplements its Schedules subsequent to the date of entry of the Proposed Order, the Debtor shall give notice of any amendment or supplement to the holders of claims affected thereby, and such holders shall have until the later of (i) the applicable Bar Date or (ii) 30 days from the date of such notice to file a Proof of Claim or be barred from doing so and shall be given notice of such deadline.
- (j) The following persons or entities are **not** required to file a Proof of Claim on or before the applicable Bar Date, solely with respect to the claims described below:
  - (1) any person or entity whose claim is listed on the Schedules; provided that (A) the claim is **not** listed on the Schedules as "disputed," "contingent," or "unliquidated," (B) the person or entity does not dispute the amount, nature, and priority of the claim as set forth in the Schedules, and (C) the person or entity does not dispute that the claim is an obligation of the Debtor against which the claim is listed in the Schedules;
  - (2) any person or entity whose claim has been paid in full;
  - (3) any person or entity that holds an equity security interest in the Debtor, which interest is based exclusively upon the ownership of common or preferred stock, membership interests, partnership interests, or warrants, options, or rights to purchase, sell, or subscribe to such a security or interest; provided, however, that if any such holder asserts a claim (as opposed to an ownership interest) against the Debtor (including a claim relating to an equity interest or the purchase or sale of such equity interest), a Proof of Claim must be filed on or before the applicable Bar Date pursuant to the Procedures;

- (4) any holder of a claim allowable under § 503(b) and 507(a)(2) of the Bankruptcy Code as an administrative expense (**other than** a holder of a § 503(b)(9) claim);
- (5) any person or entity that holds a claim that heretofore has been allowed by order of this Court entered on or before the applicable Bar Date;
- (6) any holder of a claim for which a separate deadline has been fixed by this Court; or
- (7) any person or entity who has already filed a Proof of Claim with the Clerk of the Court or BMC against the Debtor with respect to the claim being asserted, utilizing a claim form that substantially conforms to the Proof of Claim Form or Official Form No. 410.

3. Pursuant to Bankruptcy Rule 3003(c)(2), any holder of a Claim who fails to timely file a Proof of Claim as provided herein shall not be treated as a creditor with respect to such Claim for the purposes of voting and distribution with respect to any chapter 11 plan that may be filed in this case.

4. The (i) proposed notice of the Bar Dates, substantially in the form annexed hereto as **Exhibit 1** (the “**Bar Date Notice**”); and (ii) the Proof of Claim Form, substantially in the form annexed hereto as **Exhibit 2** are approved.

5. The following Procedures are approved:

- (a) Within five (5) business days of entry of an order granting the relief requested herein, the Debtor shall cause to be mailed (i) a Proof of Claim Form and (ii) the Bar Date Notice to the following parties:
  - (1) the United States Trustee;
  - (2) all creditors and other known holders of claims at the address stated therein or as updated pursuant to a request by the creditor or by returned mail from the post office with a forwarding address;
  - (3) all parties actually known to the Debtor as having potential claims against the Debtor;
  - (4) all counterparties to the Debtor’s executory contracts and unexpired leases at the addresses stated therein or as updated

pursuant to a request by the counterparty or by returned mail from the post office with a forwarding address;

- (5) all parties to pending litigation against the Debtor (as of the date of the entry of the Proposed Order);
  - (6) the Internal Revenue Service, the United States Attorney's Office for the Southern District of New York, and all applicable Governmental Units;
  - (7) all persons or entities that have filed claims (as of the date of the entry of the Proposed Order);
  - (8) all parties who have requested notice pursuant to Bankruptcy Rule 2002 (as of the date of entry of the Proposed Order); and
  - (9) such additional persons and entities deemed appropriate by the Debtor.
- (b) The Debtor shall post the Proof of Claim Form and the Bar Date Notice on the website established by BMC for the Debtor's case: [www.bmcgroup.com/airfasttickets](http://www.bmcgroup.com/airfasttickets).

6. With regard to those holders of Claims listed on the Schedules, the Debtor is authorized to mail one or more Proof of Claim Forms (as appropriate), substantially similar to the Proof of Claim Form annexed hereto as **Exhibit 2**, indicating on the form how the Debtor has scheduled each creditor's Claim in the Schedules (including the amount of the Claim and whether the Claim has been scheduled as contingent, unliquidated, or disputed).

7. The Debtor shall publish the Bar Date Notice, with any necessary modifications for ease of publication, once in the national edition of The New York Times, subject to applicable publication deadlines, at least twenty-eight (28) days prior to the Bar Date, which publication is approved and shall be deemed good, adequate, and sufficient publication notice of the Bar Date and the Procedures for filing Proofs of Claim in this chapter 11 case.

8. The Debtor and BMC are authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order.

9. Notification of the relief granted by this Order as provided herein is fair and reasonable and will provide good, sufficient, and proper notice to all creditors of their rights and obligations in connection with Claims they may have against the Debtor in this chapter 11 case.

10. Nothing in this Order shall prejudice the right of the Debtor or any other party in interest to dispute or assert offsets or defenses to any Claim reflected in the Schedules or otherwise.

11. Pursuant to Bankruptcy Rule 3003(c)(2), all holders of claims that fail to comply with this Order by timely filing a proof of claim in appropriate form shall not be treated as a creditor with respect to such claim for the purposes of voting and distribution.

12. Entry of this Order is without prejudice to the rights of the Debtor to seek a further order of this Court fixing the date by which holders of Claims **not** subject to the Bar Dates established herein must file such Claims against the Debtor or be forever barred from doing so.

13. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

Dated: New York, New York  
\_\_\_\_\_, 2016

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UNITED STATES BANKRUPTCY JUDGE



**EXHIBIT 1**

**Proposed Bar Date Notice**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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

**NOTICE OF DEADLINE FOR FILING PROOFS OF CLAIM**

TO ALL PERSONS WITH CLAIMS AGAINST THE DEBTOR SET FORTH BELOW:

<b>Name of Debtor</b>	<b>Case Number</b>	<b>Tax Identification Number</b>	<b>Other Names Used by Debtor in the Past 8 Years</b>
AirFastTickets, Inc.	15-11951 (SHL)	45-4321505	None.

On February \_\_, 2016, the United States Bankruptcy Court for the Southern District of New York (the “**Court**”), having jurisdiction over the chapter 11 case of above-referenced debtor and debtor in possession set forth above (the “**Debtor**”) entered an order (the “**Bar Date Order**”) establishing **April 6, 2016 at 7:00 p.m. prevailing Eastern Time (4:00 p.m. prevailing Pacific Time)** as the last date and time for each person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts, but not governmental units (as defined in § 101(27) of the Bankruptcy Code) (“**Governmental Units**”)) to file a proof of claim (“**Proof of Claim**”) based on prepetition claims, including, for the avoidance of doubt, secured claims, priority claims, and claims arising under § 503(b)(9) of the Bankruptcy Code (defined below), against the Debtor listed above (the “**General Bar Date**”); and (ii) **April 25, 2016, 2016 at 7:00 p.m. prevailing Eastern Time (4:00 p.m. prevailing Pacific Time)** as the last date and time for each Governmental Unit to file a Proof of Claim based on prepetition claims against the Debtor (the “**Governmental Bar Date**,” and together with the General Bar Date, the “**Bar Dates**”).

The Bar Date Order, the Bar Dates, and the procedures set forth below for the filing of Proofs of Claim apply to all claims against the Debtor (other than those set forth below as being specifically excluded) that arose prior to **October 27, 2015**, the date on which the Court entered an order converting the Debtor’s case to a case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”), which order included an Order for Relief.

**If you have any questions relating to this Notice, please feel free to contact BMC Group, Inc. (“BMC”) toll-free at (888) 909-0100 or by e-mail at [airfasttickets@bmcgroup.com](mailto:airfasttickets@bmcgroup.com).**

**YOU SHOULD CONSULT AN ATTORNEY IF YOU HAVE ANY QUESTIONS,  
INCLUDING WHETHER YOU SHOULD FILE A PROOF OF CLAIM.**

1. WHO MUST FILE A PROOF OF CLAIM

You **MUST** file a **Proof of Claim** to vote on a chapter 11 plan filed by the Debtor or to share in any distributions from the Debtor's estate if you have a claim that arose prior to **October 27, 2015** and it is not one of the types of claims described in Section 2 below. Claims based on acts or omissions of the Debtor that occurred before **October 27, 2015** must be filed on or prior to the applicable Bar Date, even if such claims are not now fixed, liquidated, or certain or did not mature or become fixed, liquidated, or certain before **October 27, 2015**.

Pursuant to § 101(5) of the Bankruptcy Code and as used in this Notice, the word "**claim**" means: (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured. Further, claims include unsecured claims, secured claims, and priority claims.

2. WHO NEED NOT FILE A PROOF OF CLAIM

You need not file a Proof of Claim if:

- (2) Your claim is listed on the Schedules (as defined below) and (A) is **not** listed on the Schedules as "disputed," "contingent," or "unliquidated," (B) you do **not** dispute the amount, nature, and priority of the claim as set forth in the Schedules, and (C) you do not dispute that the claim is an obligation of the Debtor against which the claim is listed in the Schedules;
- (3) Your claim has been paid in full;
- (4) You hold an equity security interest in the Debtor, which interest is based exclusively upon the ownership of common or preferred stock, membership interests, partnership interests, or warrants, options, or rights to purchase, sell, or subscribe to such a security or interest; provided, however, that if you assert such claim (as opposed to an ownership interest) against the Debtor (including a claim relating to an equity interest or the purchase or sale of such equity interest), a Proof of Claim must be filed on or before the applicable Bar Date as set forth in this Notice;
- (5) You hold a claim allowable under § 503(b) and 507(a)(2) of the Bankruptcy Code as an administrative expense (**other than** a § 503(b)(9) claim);
- (6) You hold a claim that heretofore has been allowed by order of this Court entered on or before the applicable Bar Date;

- (7) You hold a claim for which a separate deadline has been fixed by this Court; or
- (8) You are a person or entity that has already filed a Proof of Claim with the Clerk of the Court or BMC against the Debtor with respect to the claim being asserted, utilizing a claim form that substantially conforms to the Proof of Claim Form or Official Form No. 410.

**YOU SHOULD NOT FILE A PROOF OF CLAIM IF YOU DO NOT HAVE A CLAIM AGAINST THE DEBTOR.**

**THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT THE DEBTOR OR THE COURT BELIEVES THAT YOU HAVE A CLAIM.**

**3. EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

If you hold a claim arising from the rejection of an executory contract or unexpired lease, you must file a Proof of Claim based on such rejection by the later of (i) the applicable Bar Date, or (ii) such date as the Court may fix, which date shall not be less than **30 days** following the date of entry of an order approving the rejection of such executory contract or unexpired lease, or you will be forever barred from doing so. Notwithstanding the foregoing, if you are a party to an executory contract or unexpired lease and you wish to assert a claim with respect to unpaid amounts accrued and outstanding as of **October 27, 2015** pursuant to that executory contract or unexpired lease (other than a rejection damages claim), you must file a Proof of Claim for such amounts on or before the applicable Bar Date unless an exception identified above applies.

**4. WHEN AND WHERE TO FILE**

Except as provided for herein, all Proofs of Claim must be filed either by delivering the original Proof of Claim Form by hand, or mailing the original Proof of Claim Form to the Debtor's Court-approved claims agent, BMC on or before the applicable Bar Date as follows:

If by First-Class Mail:

BMC Group, Inc.  
Attn: AirFastTickets Claims Processing  
P.O. Box 90100  
Los Angeles, CA 90009

OR

If by hand-delivery or overnight mail:

BMC Group, Inc.  
Attn: AirFastTickets Claims Processing  
300 N. Continental Blvd. #570  
El Segundo, CA 90245

Proofs of Claim will be deemed timely filed only if **actually received** by BMC at the addresses listed above on or before the applicable Bar Date. Proofs of Claim may not be delivered by facsimile, telecopy, or electronic mail transmission.

5. WHAT TO FILE

If you file a Proof of Claim, your filed Proof of Claim must: (i) be written in the English language; (ii) be denominated in lawful currency of the United States as of **October 27, 2015** (using the exchange rate, if applicable, as of **October 27, 2015**); (iii) conform substantially to the form provided with this Notice (the “**Proof of Claim Form**”) or Official Form 410; (iv) set forth with specificity the legal and factual basis for the alleged claim; (v) include supporting documentation for the claim or an explanation as to why such documentation is not available; and (vi) be **signed** by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant.

Your Proof of Claim form must **not** contain complete social security numbers or taxpayer identification numbers (only the last four digits), a complete birth date (only the year), the name of a minor (only the minor’s initials), or a financial account number (only the last four digits of such financial account).

Additional Proof of Claim forms may be obtained at <http://www.uscourts.gov/forms/bankruptcy-forms>, the Official Website for the United States Bankruptcy Courts, or the website established in this chapter 11 case, [www.bmcgroup.com/airfasttickets](http://www.bmcgroup.com/airfasttickets).

**YOU SHOULD ATTACH TO YOUR COMPLETED PROOF OF CLAIM FORM COPIES OF ANY DOCUMENTS UPON WHICH YOUR CLAIM IS BASED. IF THE DOCUMENTS ARE VOLUMINOUS, YOU SHOULD ATTACH A SUMMARY.**

6. CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM BY THE BAR DATE

**ANY HOLDER OF A CLAIM THAT IS NOT EXCEPTED FROM THE REQUIREMENTS OF THE BAR DATE ORDER, AS SET FORTH IN SECTION 2 ABOVE, AND THAT FAILS TO TIMELY FILE A PROOF OF CLAIM IN THE APPROPRIATE FORM, WILL BE FOREVER BARRED FROM ASSERTING SUCH CLAIM AGAINST THE DEBTOR AND ITS CHAPTER 11 ESTATE, FROM VOTING ON ANY PLAN OF REORGANIZATION FILED IN THIS CHAPTER 11 CASE, AND FROM PARTICIPATING IN ANY DISTRIBUTION IN THE DEBTOR’S CASE ON ACCOUNT OF SUCH CLAIM.**

7. THE DEBTOR’S SCHEDULES, ACCESS THERETO, AND CONSEQUENCES OF AMENDMENT THEREOF

You may be listed as the holder of a claim against the Debtor in the Debtor’s Schedules of Assets and Liabilities and/or Schedules of Executory Contracts and Unexpired Leases

(collectively, the “**Schedules**”). To determine if and how you are listed in the Schedules, please refer to the descriptions set forth on the enclosed Proof of Claim Form regarding the nature, amount, and status of your claim(s). If you received postpetition payments from the Debtor (as authorized by the Court) on account of your claim, the enclosed Proof of Claim Form will reflect the net amount of your claims.

As set forth above, if you agree with the nature, amount, and status of your claim as listed in the Debtor’s Schedules, and if your claim is not listed in the Schedules as “disputed,” “contingent,” or “unliquidated,” you need not file a Proof of Claim. Otherwise, or if you decide to file a Proof of Claim, you must do so before the applicable Bar Date in accordance with the procedures set forth in this Notice.

Copies of the Schedules may be examined by interested parties on the Court’s electronic docket for the Debtor’s chapter 11 case, which is posted (i) on the website established by BMC for the Debtor’s case at [www.bmcgroup.com/airfasttickets](http://www.bmcgroup.com/airfasttickets) and (ii) on the Court’s website at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov). (A login and password to the Court’s Public Access to Electronic Court Records (“PACER”) are required to access the information on the Court’s website and can be obtained through the PACER Service Center at [www.pacer.psc.uscourts.gov](http://www.pacer.psc.uscourts.gov).) Copies of the Schedules also may be examined between the hours of 9:00 a.m. and 4:30 p.m. (prevailing Eastern Time) Monday through Friday at the Office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 511, New York, New York 10004-1408. Copies of the Debtor’s Schedules also may be obtained by written request to the Debtor’s claims agent, BMC, at the address set forth below:

BMC Group, Inc.  
Attn: AirFastTickets Claims Processing  
300 N. Continental Blvd #570  
El Segundo, CA 90245

In the event that the Debtor amends or supplements its Schedules subsequent to the date of this Notice, the Debtor shall give notice of any amendment or supplement to the holders of claims affected by such amendment or supplement within ten (10) days after filing such amendment or supplement, and such holders must file a Proof of Claim by the later of (i) the applicable Bar Date or (ii) 28 days following the date such notice is served, or be forever barred from doing so, and such deadline shall be contained in any notice of such amendment or supplement of the Schedules provided to the holders of claims affected thereby.

**A HOLDER OF A POSSIBLE CLAIM AGAINST THE DEBTOR SHOULD CONSULT AN ATTORNEY IF SUCH HOLDER HAS ANY QUESTIONS REGARDING THIS NOTICE, INCLUDING WHETHER THE HOLDER SHOULD FILE A PROOF OF CLAIM.**

Dated: New York, New York  
\_\_\_\_\_, 2016

**BY ORDER OF THE COURT**

ARENT FOX LLP  
1675 Broadway  
New York, New York 10019  
Telephone: (212) 484-3900  
Facsimile: (212) 484-3990  
-and-  
555 West Fifth Street, 48th Floor  
Los Angeles, CA 90013  
Telephone: (213) 629-7400  
Facsimile: (213) 629-7401  
GENERAL BANKRUPTCY AND  
RESTRUCTURING COUNSEL TO THE DEBTOR

**EXHIBIT 2**

**Proof of Claim Form**



**Fill in this information to identify the case:**

Debtor 1 \_\_\_\_\_

Debtor 2 \_\_\_\_\_  
(Spouse, if filing)

United States Bankruptcy Court for the: \_\_\_\_\_ District of \_\_\_\_\_  
(State)

Case number \_\_\_\_\_

**Official Form 410**

**Proof of Claim**

12/15

**Read the instructions before filling out this form. This form is for making a claim for payment in a bankruptcy case. Do not use this form to make a request for payment of an administrative expense. Make such a request according to 11 U.S.C. § 503.**

**Filers must leave out or redact** information that is entitled to privacy on this form or on any attached documents. Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. **Do not send original documents;** they may be destroyed after scanning. If the documents are not available, explain in an attachment.

A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.

**Fill in all the information about the claim as of the date the case was filed. That date is on the notice of bankruptcy (Form 309) that you received.**

**Part 1: Identify the Claim**

**1. Who is the current creditor?**

\_\_\_\_\_ Name of the current creditor (the person or entity to be paid for this claim)

\_\_\_\_\_ Other names the creditor used with the debtor

**2. Has this claim been acquired from someone else?**

No

Yes. From whom? \_\_\_\_\_

**3. Where should notices and payments to the creditor be sent?**

Where should notices to the creditor be sent?	Where should payments to the creditor be sent? (if different)
_____ Name	_____ Name
_____ Number Street	_____ Number Street
_____ City State ZIP Code	_____ City State ZIP Code
Contact phone _____	Contact phone _____
Contact email _____	Contact email _____
Uniform claim identifier for electronic payments in chapter 13 (if you use one): -----	

**4. Does this claim amend one already filed?**

No

Yes. Claim number on court claims registry (if known) \_\_\_\_\_ Filed on \_\_\_\_\_  
MM / DD / YYYY

**5. Do you know if anyone else has filed a proof of claim for this claim?**

No

Yes. Who made the earlier filing? \_\_\_\_\_

**Part 2: Give Information About the Claim as of the Date the Case Was Filed**

6. Do you have any number you use to identify the debtor?  No  Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: \_\_\_\_\_

7. How much is the claim? \$\_\_\_\_\_. Does this amount include interest or other charges?  No  Yes. Attach statement itemizing interest, fees, expenses, or other charges required by Bankruptcy Rule 3001(c)(2)(A).

8. What is the basis of the claim? Examples: Goods sold, money loaned, lease, services performed, personal injury or wrongful death, or credit card. Attach redacted copies of any documents supporting the claim required by Bankruptcy Rule 3001(c). Limit disclosing information that is entitled to privacy, such as health care information.

9. Is all or part of the claim secured?  No  Yes. The claim is secured by a lien on property. Nature of property:  Real estate. If the claim is secured by the debtor's principal residence, file a Mortgage Proof of Claim Attachment (Official Form 410-A) with this Proof of Claim.  Motor vehicle  Other. Describe: \_\_\_\_\_ Basis for perfection: \_\_\_\_\_ Attach redacted copies of documents, if any, that show evidence of perfection of a security interest (for example, a mortgage, lien, certificate of title, financing statement, or other document that shows the lien has been filed or recorded.) Value of property: \$\_\_\_\_\_ Amount of the claim that is secured: \$\_\_\_\_\_ Amount of the claim that is unsecured: \$\_\_\_\_\_ (The sum of the secured and unsecured amounts should match the amount in line 7.) Amount necessary to cure any default as of the date of the petition: \$\_\_\_\_\_ Annual Interest Rate (when case was filed) \_\_\_\_\_%  Fixed  Variable

10. Is this claim based on a lease?  No  Yes. Amount necessary to cure any default as of the date of the petition. \$\_\_\_\_\_

11. Is this claim subject to a right of setoff?  No  Yes. Identify the property: \_\_\_\_\_

**12. Is all or part of the claim entitled to priority under 11 U.S.C. § 507(a)?**

No

Yes. Check all that apply:

**Amount entitled to priority**

A claim may be partly priority and partly nonpriority. For example, in some categories, the law limits the amount entitled to priority.

Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).

\$ \_\_\_\_\_

Up to \$2,775\* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use. 11 U.S.C. § 507(a)(7).

\$ \_\_\_\_\_

Wages, salaries, or commissions (up to \$12,475\*) earned within 180 days before the bankruptcy petition is filed or the debtor's business ends, whichever is earlier. 11 U.S.C. § 507(a)(4).

\$ \_\_\_\_\_

Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8).

\$ \_\_\_\_\_

Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5).

\$ \_\_\_\_\_

Other. Specify subsection of 11 U.S.C. § 507(a)(\_\_\_\_) that applies.

\$ \_\_\_\_\_

\* Amounts are subject to adjustment on 4/01/16 and every 3 years after that for cases begun on or after the date of adjustment.

**Part 3: Sign Below**

**The person completing this proof of claim must sign and date it. FRBP 9011(b).**

If you file this claim electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what a signature is.

**A person who files a fraudulent claim could be fined up to \$500,000, imprisoned for up to 5 years, or both. 18 U.S.C. §§ 152, 157, and 3571.**

Check the appropriate box:

I am the creditor.

I am the creditor's attorney or authorized agent.

I am the trustee, or the debtor, or their authorized agent. Bankruptcy Rule 3004.

I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

I understand that an authorized signature on this *Proof of Claim* serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

I have examined the information in this *Proof of Claim* and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on date \_\_\_\_\_  
MM / DD / YYYY

\_\_\_\_\_  
Signature

**Print the name of the person who is completing and signing this claim:**

Name \_\_\_\_\_  
First name Middle name Last name

Title \_\_\_\_\_

Company \_\_\_\_\_  
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address \_\_\_\_\_  
Number Street

City State ZIP Code

Contact phone \_\_\_\_\_ Email \_\_\_\_\_