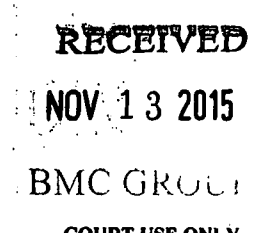


ORIGINAL

B10 (Official Form 10) (04/13)

UNITED STATES BANKRUPTCY COURT Southern District of New York		PROOF OF CLAIM
Name of Debtor: AirFastTickets, Inc.	Case Number: 15-11951 (SHL)	
<i>NOTE: Do not use this form to make a claim for an administrative expense that arises after the bankruptcy filing. You may file a request for payment of an administrative expense according to 11 U.S.C. § 503.</i>		
Name of Creditor (the person or other entity to whom the debtor owes money or property): Farecompare, LP		
Name and address where notices should be sent: Thompson & Knight LLP, 900 Third Avenue, 20th Floor, New York, NY 10022 Attn: Jennifer A. Christian, Esq.		<input type="checkbox"/> Check this box if this claim amends a previously filed claim. Court Claim Number: _____ <i>(If known)</i> Filed on: _____
Telephone number: (212) 751-3001 email: jennifer.christian@tklaw.com		
Name and address where payment should be sent (if different from above): Farecompare, LP 18111 Preston Road, Suite 800 Dallas, TX 75252-6615		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to this claim. Attach copy of statement giving particulars.
Telephone number: (972) 588-1438 email: sheri.zlotky@farecompare.com		
1. Amount of Claim as of Date Case Filed: \$ <u>163,230.48</u> If all or part of the claim is secured, complete item 4. If all or part of the claim is entitled to priority, complete item 5. <input type="checkbox"/> Check this box if the claim includes interest or other charges in addition to the principal amount of the claim. Attach a statement that itemizes interest or charges.		
2. Basis for Claim: <u>Services performed</u> (See instruction #2)		
3. Last four digits of any number by which creditor identifies debtor: _____	3a. Debtor may have scheduled account as: _____ (See instruction #3a)	3b. Uniform Claim Identifier (optional): _____ (See instruction #3b)
4. Secured Claim (See instruction #4) Check the appropriate box if the claim is secured by a lien on property or a right of setoff, attach required redacted documents, and provide the requested information.		
Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: _____		Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any: \$ _____
Value of Property: \$ _____		Basis for perfection: _____
Annual Interest Rate _____ % <input type="checkbox"/> Fixed or <input type="checkbox"/> Variable (when case was filed)		Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____
5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507 (a). If any part of the claim falls into one of the following categories, check the box specifying the priority and state the amount.		
<input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507 (a)(1)(A) or (a)(1)(B).	<input type="checkbox"/> Wages, salaries, or commissions (up to \$12,475*) earned within 180 days before the case was filed or the debtor's business ceased, whichever is earlier – 11 U.S.C. § 507 (a)(4).	<input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. § 507 (a)(5).
<input type="checkbox"/> 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).	<input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. § 507 (a)(8).	<input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. § 507 (a)(____).
		Amount entitled to priority: \$ _____
<i>*Amounts are subject to adjustment on 4/01/16 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</i>		
6. Credits. The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #6)		

AirFastTickets, Inc. POC

 00003

7. Documents: Attached are redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, security agreements, or, in the case of a claim based on an open-end or revolving consumer credit agreement, a statement providing the information required by FRBP 3001(c)(3)(A). If the claim is secured, box 4 has been completed, and redacted copies of documents providing evidence of perfection of a security interest are attached. If the claim is secured by the debtor's principal residence, the Mortgage Proof of Claim Attachment is being filed with this claim. (See instruction #7, and the definition of "redacted".)

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain:

8. Signature: (See instruction #8)

Check the appropriate box.

I am the creditor. I am the creditor's authorized agent. I am the trustee, or the debtor, or their authorized agent. I am a guarantor, surety, indorser, or other codebtor. (See Bankruptcy Rule 3005.)
(See Bankruptcy Rule 3004.)

I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief.

Print Name: Sheri Zlotky
Title: Controller
Company: Farecompare LP
Address and telephone number (if different from notice address above):

(Signature)

(Date)

Telephone number: _____ email: _____

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, exceptions to these general rules may apply.

Items to be completed in Proof of Claim form

Court, Name of Debtor, and Case Number:

Fill in the federal judicial district in which the bankruptcy case was filed (for example, Central District of California), the debtor's full name, and the case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is at the top of the notice.

Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on delivering health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if an interested party objects to the claim.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

3a. Debtor May Have Scheduled Account As:

Report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

3b. Uniform Claim Identifier:

If you use a uniform claim identifier, you may report it here. A uniform claim identifier is an optional 24-character identifier that certain large creditors use to facilitate electronic payment in chapter 13 cases.

4. Secured Claim:

Check whether the claim is fully or partially secured. Skip this section if the

claim is entirely unsecured. (See Definitions.) If the claim is secured, check the box for the nature and value of property that secures the claim, attach copies of lien documentation, and state, as of the date of the bankruptcy filing, the annual interest rate (and whether it is fixed or variable), and the amount past due on the claim.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. § 507 (a).

If any portion of the claim falls into any category shown, check the appropriate box(es) and state the amount entitled to priority. (See Definitions.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority:

6. Credits:

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.

7. Documents:

Attach redacted copies of any documents that show the debt exists and a lien secures the debt. You must also attach copies of documents that evidence perfection of any security interest and documents required by FRBP 3001(c) for claims based on an open-end or revolving consumer credit agreement or secured by a security interest in the debtor's principal residence. You may also attach a summary in addition to the documents themselves. FRBP 3001(c) and (d). If the claim is based on delivering health care goods or services, limit disclosing confidential health care information. Do not send original documents, as attachments may be destroyed after scanning.

8. Date and Signature:

The individual completing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. If you sign this form, you declare under penalty of perjury that the information provided is true and correct to the best of your knowledge, information, and reasonable belief. Your signature is also a certification that the claim meets the requirements of FRBP 9011(b). Whether the claim is filed electronically or in person, if your name is on the signature line, you are responsible for the declaration. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. If the claim is filed by an authorized agent, provide both the name of the individual filing the claim and the name of the agent. If the authorized agent is a servicer, identify the corporate servicer as the company. Criminal penalties apply for making a false statement on a proof of claim.

DEFINITIONS

Debtor

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

Creditor

A creditor is a person, corporation, or other entity to whom debtor owes a debt that was incurred before the date of the bankruptcy filing. See 11 U.S.C. §101 (10).

Claim

A claim is the creditor's right to receive payment for a debt owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. §101 (5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the clerk of the same bankruptcy court in which the bankruptcy case was filed.

Secured Claim Under 11 U.S.C. § 506 (a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien.

A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. § 507 (a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor must show only the last four digits of any social-security, individual's tax-identification, or financial-account number, only the initials of a minor's name, and only the year of any person's date of birth. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information.

Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

INFORMATION

Acknowledgment of Filing of Claim

To receive acknowledgment of your filing, you may either enclose a stamped self-addressed envelope and a copy of this proof of claim or you may access the court's PACER system (www.pacer.psc.uscourts.gov) for a small fee to view your filed proof of claim.

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*), and any applicable orders of the bankruptcy court.



18111 Preston Road, Suite 800, Dallas, TX 75252
 Phone: 972-755-1058 Fax: 972-755-1062
 Federal Tax ID: 20-1126909

Invoice

Date	Invoice #
5/31/2014	10483

Bill To
Air Fast Tickets, Inc. 875 Third Avenue New York, NY 10022

FOR:	Terms
May 2014	Net 30

Quantity	Description	Rate (USD)	Amount (USD)
	Revised 06/05/2014 at 4:11 pm CT Insertion Order Number: 02272014-3 AFT P.O. #: US14065 Effective Date: 05/21/2014		
278,140	USA and Canada Origin Based Route, Top Row Guaranteed; CPC.	0.13	36,158.20
189,328	USA and Canada Origin Based Routes, Not Covered on Current Campaign; CPC.	0.11	20,826.08
WIRE INSTRUCTIONS FED Wire Funds To: Texas Capital Bank, N.A. ABA: 111017979 Account Name: Farecompare, LP Account Number:			
We appreciate your prompt payment.		Total (USD)	56,984.28



18111 Preston Road, Suite 800, Dallas, TX 75252
Phone: 972-755-1058 Fax: 972-755-1062
Federal Tax ID: 20-1126909

Invoice

Date	Invoice #
6/30/2014	10651

Bill To
Air Fast Tickets, Inc. 875 Third Avenue New York, NY 10022

FOR:	Terms
June 2014	Net 30

Quantity	Description	Rate (USD)	Amount (USD)
402,877	Insertion Order Number: 02272014-3 AFT P.O. #: US140189 Effective Date: 05/21/2014 USA and Canada Origin Based Route, Top Row Guaranteed; CPC.	0.13	52,374.01
WIRE INSTRUCTIONS FED Wire Funds To: Texas Capital Bank, N.A. ABA: 111017979 Account Name: Farecompare, LP Account Number:			
We appreciate your prompt payment.		Total (USD)	52,374.01



18111 Preston Road, Suite 800, Dallas, TX 75252
Phone: 972-755-1058 Fax: 972-755-1062
Federal Tax ID: 20-1126909

Invoice

Date	Invoice #
7/31/2014	10937

Bill To
Air Fast Tickets, Inc. 875 Third Avenue New York, NY 10022

FOR:	Terms
July 2014	Net 30

Quantity	Description	Rate (USD)	Amount (USD)
411,852	Insertion Order Number: 02272014-3 AFT P.O. #: US-140200 Effective Date: 05/21/2014 USA and Canada Origin Based Route, Top Row Guaranteed; CPC.	0.13	53,540.76
WIRE INSTRUCTIONS FED Wire Funds To: Texas Capital Bank, N.A. ABA: 111017979 Account Name: Farecompare, LP Account Number:			
We appreciate your prompt payment.		Total (USD)	53,540.76



18111 Preston Road, Suite 800, Dallas, TX 75252
 Phone: 972-755-1058 Fax: 972-755-1062
 Federal Tax ID: 20-1126909

Invoice

Date	Invoice #
8/31/2014	11172

Bill To
Air Fast Tickets, Inc. 875 Third Avenue New York, NY 10022

FOR:	Terms
August 2014	Net 30

Quantity	Description	Rate (USD)	Amount (USD)
41,011	Insertion Order Number: 02272014-3 Effective Date: 05/21/2014 USA and Canada Origin Based Route, Top Row Guaranteed; CPC.	0.13	5,331.43
WIRE INSTRUCTIONS FED Wire Funds To: Texas Capital Bank, N.A. ABA: 111017979 Account Name: Farecompare, LP Account Number:			
We appreciate your prompt payment.		Total (USD)	5,331.43



18111 Preston Road, Suite 800
 Dallas TX 75252
 Pn: (972) 588-14425

FareCompare Insertion Order #: 02272014-3

Publisher IO/PO: AFT US PO14065

CONTACT INFORMATION

Advertiser	AirFasttickets Inc.	FareCompare	
Main Contact	Frances Antonino	Main Contact	Ken Cannon
Address	875 Third Ave NY, NY 10022	Address	18111 Preston Road, Suite 800 Dallas, TX 75252
Phone	212 652 8151	Phone	977 588 1425
Email	fantolino@airfasttickets.com	Email	ken.cannon@farecompare.com
Billing Contact	Dominic Funnell	Billing Contact	Rhonda O'Connor
Address	875 Third Avenue New York, NY 10022	Address:	18111 Preston Road, Suite 800 Dallas TX 75252
Phone:	212-652-8167	Phone:	
Email	dfunnell@airfasttickets.com	Email:	accounts.receivable@farecompare.com

CAMPAIGN DETAILS

Start Date	End Date	Campaign Description	Model	Unit Cost	Budget
5/1/14		USA and Canada origin based route Top row position guaranteed. EST 350,000 clicks @ \$0.13 CPC (\$45,000 maximum budget)	CPC	\$0.13	\$45,000
5/1/14		USA and Canada origin based routes, not covered on current campaign EST 185,000 clicks @ \$0.11 CPC (\$20,000 maximum budget)	CPC	\$0.11	\$20,000

NOTES

Terms specified in insertion order overrides any terms of the IAB agreement. The total monthly spend amount is set as a cap, not a committed spend. Advertiser may cancel all placements with 48 hours' notice. Invoicing is based on OAS numbers provided by FareCompare. The payment terms will be net 30 upon receipt of invoice.

TERMS AND CONDITION

Except as expressly set forth in the Modified/Additional Terms in Addendum A attached hereto ("Modified Terms"), this Insertion Order between Advertiser or Agency and Media Company is governed by the Standard Terms and Conditions for Internet Advertising for Media Buys of One Year or Less v 3.0 (the "IAB Terms") located at http://www.iab.net/media/file/IAB_4As-tsandcs-FINAL.pdf. If there is a conflict between the Modified Terms and the IAB Terms, the Modified Terms shall govern.

Agreed and Accepted:
 AGENCY/ADVERTISER

Signature: [Signature]
 Print Name: Steve Barrett
 Title: Chief Commercial Officer
 Date: 29 APRIL 2014

FARECOMPARE.COM

Signature: [Signature]
 Print Name: Ken Cannon
 Title: Director of Partnerships and Distribution
 Date: 5/1/2014

Email the signed agreement to ken.cannon@farecompare.com



18111 Preston Road, Suite 800
 Dallas TX 75252
 Ph: (972) 588 1425

FareCompare Insertion Order #: 02272014-3

Publisher ID/PO: _____ AFT PO #US140165

Advertiser: AirFastTickets Inc.

Revision Number: _____

CONTACT INFORMATION

Advertiser	AirFastTickets Inc	FareCompare	
Main Contact	Frances Antolino	Main Contact	Ken Cannon
Address	875 Third Ave NY, NY 10022	Address	18111 Preston Road, Suite 800 Dallas, Tx 75252
Phone	212-652-8151	Phone	972-588-1425
Email	fantolino@airfasttickets.com	Email	Ken.Cannon@farecompare.com
Billing Contact	Dominic Fennell, Head of Accounting	Billing Contact	Rhonda O'Connor
Address	875 Third Ave NY, NY 10022	Address	18111 Preston Road, Suite 800 Dallas Tx 75252
Phone	212 652 8167	Phone	
Email	dfennell@airfasttickets.com	Email	Rhonda.oconnor@farecompare.com

CAMPAIGN DETAILS

Start Date	End Date	Campaign Description	Model	Unit Cost	Budget
5/21/14		All USA and Canada departures Top row position guaranteed. EST 500,000 clicks @ \$0.13 CPC (\$65,000 maximum budget)	CPC	\$0.13	\$65,000

NOTES

Terms specified in insertion order overrides any terms of the IAB agreement. The total quarterly spend amount is set as a cap, not a committed spend. Advertiser may cancel all placements with 48 hours' notice. Invoicing is based on OAS numbers provided by FareCompare. The payment terms will be net 30 upon receipt of invoice.

TERMS AND CONDITION

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Agreed and Accepted:

AGENCY/ADVERTISER

Signature: [Signature]
 Print Name: Steve Barrett
 Title: CCO
 Date: _____

MEDIA COMPANY

Signature: [Signature]
 Print Name: Ken Cannon
 Title: Director of Partnerships
 Date: 22 May 2014

Email the signed agreement to ken.cannon@farecompare.com



18111 Preston Road, Suite 800
 Dallas TX 75252
 Ph: (972) 588-1425

FareCompare Insertion Order #: 02272014-4

Publisher IO/PO: _____ AFT PO # US140189

Advertiser: AirFastTickets Inc.

Revision Number: _____

CONTACT INFORMATION

Advertiser	<u>AirFastTickets Inc</u>	FareCompare	
Main Contact	<u>Frances Antolano</u>	Main Contact	<u>Ken Cannon</u>
Address	<u>875 Third Ave</u> <u>NY, NY 10022</u>	Address	<u>18111 Preston Road, Suite 800</u> <u>Dallas, TX 75252</u>
Phone	<u>212-652-8151</u>	Phone	<u>972-588-1425</u>
Email	<u>fantolano@airfasttickets.com</u>	Email	<u>Ken.cannon@farecompare.com</u>
Billing Contact:	<u>Dominic Fennell, Head of Accounting</u>	Billing Contact	<u>Rhonda O'Connor</u>
Address:	<u>875 Third Ave</u> <u>NY, NY 10022</u>	Address:	<u>18111 Preston Road, Suite 800</u> <u>Dallas TX 75252</u>
Phone	<u>212-652-8167</u>	Phone:	
Email	<u>dfennell@airfasttickets.com</u>	Email:	<u>Rhonda.oconnor@farecompare.com</u>

CAMPAIGN DETAILS

Start Date	End Date	Campaign Description	Model	Unit Cost	Budget
6/1/14		All USA and Canada departures Top row position guaranteed. EST 500,000 clicks @ \$0.13 CPC (\$65,000 maximum budget)	CPC	\$0.13	\$65,000

NOTES

Terms specified in insertion order overrides any terms of the IAB agreement. The total quarterly spend amount is set as a cap, not a committed spend. Advertiser may cancel all placements with 48 hours' notice. Invoicing is based on OAS numbers provided by FareCompare. The payment terms will be net 30 upon receipt of invoice.

TERMS AND CONDITION

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Agreed and Accepted:
 AGENCY/ADVERTISER
 Signature: [Signature]
 Print Name: Steve Barrett
 Title: CCO
 Date: 5/22/2014

MEDIA COMPANY
 Signature: [Signature]
 Print Name: Ken Cannon
 Title: Director of Partnerships
 Date: 5/22/2014

Email the signed agreement to ken.cannon@farecompare.com

THOMPSON & KNIGHT LLP

ATTORNEYS AND COUNSELORS

JENNIFER A. CHRISTIAN
DIRECT DIAL: 212.751.3091
EMAIL: Jennifer.Christian@tklaw.com

900 THIRD AVENUE • 20TH FLOOR
NEW YORK, NEW YORK 10022
212.751.3001
FAX 212.751.3113
www.tklaw.com

AUSTIN
DALLAS
FORT WORTH
HOUSTON
LOS ANGELES
NEW YORK

ALGIERS
LONDON
MÉXICO CITY
MONTERREY
PARIS

November 11, 2015

VIA FEDEX

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

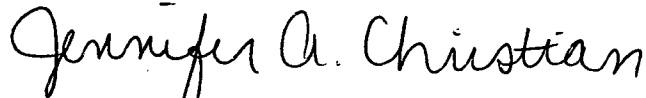
Re: AirFastTickets, Inc., Case No. 15-11951 (SHL)
United States Bankruptcy Court for the Southern District of New York

Dear Claims Agent:

Enclosed please find Farecompare, LP's Proof of Claim for filing in the AirFastTickets, Inc. bankruptcy case, Case No.: 15-11951 (SHL).

Also enclosed is a copy of the Proof of Claim. Kindly date-stamp the copy and return it to me in the enclosed self-addressed envelope. Please feel free to contact me should you have any questions.

Very truly yours,



Jennifer A. Christian

Enclosures