

Fill in this information to identify the case:

Debtor 1 Airfasttickets, Inc.

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

United States Bankruptcy Court for the: Southern District of New York

Case number 15-11951 (SHL)

RECEIVED

OCT 03 2016

BMC GROUP

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? Fareportal, Inc. 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? [X] No [ ] Yes. From whom? \_\_\_\_\_

3. Where should notices and payments to the creditor be sent? Federal Rule of Bankruptcy Procedure (FRBP) 2002(g) Where should notices to the creditor be sent? Sheppard Mullin Richter & Hampton, LLP Name 30 Rockefeller Plaza (Attn: M. Cademartori) Number Street New York NY 10112 City State ZIP Code Contact phone 212-653-8700 Contact email mcademartori@sheppardmullin.com Where should payments to the creditor be sent? (if different) Fareportal, Inc. (Attn: Werner G. Kunz) Name 135 West 50 Street, Suite 500 Number Street New York NY 10020 City State ZIP Code Contact phone 646-738-7813 Contact email \_\_\_\_\_

Uniform claim identifier for electronic payments in chapter 13 (if you use one): \_\_\_\_\_

4. Does this claim amend one already filed? [X] 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? [X] No [ ] Yes. Who made the earlier filing? \_\_\_\_\_

AirFastTickets, Inc. POC 00086

**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? \$ not less than \$10,000,000. 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.  
See attached addendum.

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)?

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

No

Yes. Check all that apply:

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.

Amount entitled to priority

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

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

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

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

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

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

\* 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.

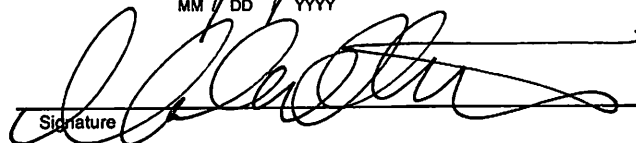
I am a guarantor, surety, endorser, or other codebtor. Bankruptcy Rule 3005.

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 09/30/2016  
MM / DD / YYYY

  
Signature

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

Name Malani J. Cademartori  
First name Middle name Last name

Title Partner

Company Sheppard Mullin Richter & Hampton, LLP  
Identify the corporate servicer as the company if the authorized agent is a servicer.

Address 30 Rockefeller Plaza  
Number Street

New York NY 10112  
City State ZIP Code

Contact phone 212-653-8700 Email mcademartori@sheppardmullin.com

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

In re:

AIRFASTTICKETS, INC.

Debtor.

Chapter 11

Case No. 15-11951 (SHL)

**ADDENDUM TO PROOF OF CLAIM OF FAREPORTAL, INC.**

**A. CREDITOR INFORMATION**

All communications regarding this Proof of Claim filed by Fareportal, Inc. (“**Fareportal**”) should be addressed to Fareportal (Attn: Werner G. Kunz), 135 West 50 Street, Suite 500, New York, New York 10020, Telephone (646) 738-7813, with a copy to Malani J. Cademartori, Esq., Sheppard Mullin Richter & Hampton LLP, 30 Rockefeller Plaza, New York, New York 10112, Telephone (212) 653-8700.

**B. CLAIM INFORMATION**

1. Basis for Claim. Fareportal holds potential pre-petition claims (the “**Claim**”) in an unliquidated amount of no less than \$10,000,000.00, in the aggregate, against debtor Airfasttickets, Inc. (the “**Debtor**”) arising from the (i) breach of a certain agreement (the “**Agreement**”) between the Debtor and Fareportal due to, among other things, the misappropriation of Fareportal’s trade secrets by the Debtor and/or its current or former employees,<sup>1</sup> (ii) rejection of the Agreement on the effective date pursuant to Article 8.1 of the Debtor’s *First Amended Chapter 11 Plan of Liquidation*, and (iii) sale of Fareportal’s trade secrets, including without limitation, source code, to Travana, Inc., formerly known as AirTourist, Inc., on or about November 24, 2015. The amount and liability of the Debtor for the

---

<sup>1</sup> Due to the confidentiality of the existence and subject matter of the Agreement, the Bankruptcy Court approved the sealing of certain pleadings filed by Fareportal that describe the Agreement. See Dkt. Nos. 205, 227 (the “**Sealing Orders**”). The Debtor, the Court, the United States Trustee and certain other parties have been provided with the Agreement pursuant to the Sealing Orders.

amounts asserted herein shall be proven at a later date and through an appropriate proceeding on the issues, following further discovery.

2. Amount and Classification of Claim. Fareportal holds an unsecured claim in an unliquidated amount of no less than \$10,000,000, in the aggregate.

3. Setoff. The Claim is not subject to any known right of setoff held by the Debtor.

4. Reservation of Rights. Fareportal reserves its rights to amend or further supplement this Proof of Claim in all respects, including, but not limited to, liquidating any unliquidated amounts, asserting a claim or claims for additional amounts due and/or claims based on alternative theories or liabilities, and asserting any claims for damages arising from events or conduct by the Debtor. Moreover, Fareportal hereby reserves its rights to assert all or part of the claim as an administrative or other priority claim, and to file additional claim(s) or application(s) for payment of such administrative or priority claims.

Filing of this Proof of Claim is not: (a) a waiver or release of Fareportal's rights against any person, entity or property, including without limitation, any officers, directors or other principals of the Debtor; (b) a consent by Fareportal to the jurisdiction of this Court with respect to proceedings, if any, commenced in any case against or otherwise involving Fareportal; (c) a waiver or release of Fareportal's right to trial by jury in any proceeding as to any and all matters so triable herein, notwithstanding the designation or not of such matters as "core proceedings" pursuant to 28 U.S.C. § 157(b)(2); (d) a waiver or release of Fareportal's right to have any and all final orders in any and all non-core matters or proceedings entered only after *de novo* review by a United States District Court Judge; or (e) an election of remedy.

# SheppardMullin

Sheppard Mullin Richter & Hampton LLP  
30 Rockefeller Plaza  
New York, NY 10112-0015  
212.653.8700 main  
212.653.8701 main fax  
www.sheppardmullin.com

212.634.3055 direct  
MDriscoll@sheppardmullin.com

September 30, 2016

File Number: 47CT-245952

## VIA FEDEX

BMC Group, Inc.  
Attn: Airfasttickets Claims Processing  
3732 West 120<sup>th</sup> Street  
Hawthorne, CA 90250

Original

Re: *In re Airfasttickets, Inc.*, Case No. 15-11951  
Proof of Claim of Fareportal, Inc.

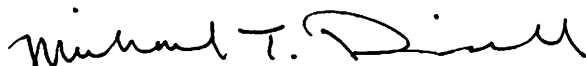
Dear Sir/Madam:

Enclosed please find an original and one additional copy of the Proof of Claim of Fareportal, Inc. in the above referenced bankruptcy case.

Please date-stamp the enclosed copies (which are marked as such) upon receipt, and return the date-stamped copy in the enclosed stamped, self-addressed envelope.

Please do not hesitate to contact me with any questions regarding the enclosed.

Sincerely,



Michael T. Driscoll  
for SHEPPARD, MULLIN, RICHTER & HAMPTON LLP

Enclosures