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- and -
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John Robert Weiss, Esq.

Counsel to Petitioning Creditors

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

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

**NOTICE OF MOTION FOR PAYMENT OF ADMINISTRATIVE
EXPENSES PURSUANT TO 11 U.S.C. §§ 503(b)(3)(A) and 503(b)(4)**

PLEASE TAKE NOTICE that Petitioning Creditors KAYAK Software Corporation d/b/a KAYAK.com, Air Fast Tickets Limited (In Administration), TripAdvisor, LLC and Smarter Travel Media LLC in the above-captioned bankruptcy case of Airfasttickets, Inc. (the “Debtor”), have filed the attached *Motion for Payment of Administrative Expenses Pursuant to 11 U.S.C. §§ 503(b)(3)(A) and 503(b)(4)* (the “Motion”).

PLEASE TAKE FURTHER NOTICE that a hearing to consider the Motion will be held before the Honorable Sean H. Lane, United States Bankruptcy Judge, the United States Bankruptcy Court for the Southern District of New York (the “Bankruptcy Court”), Alexander Hamilton Custom House, One Bowling Green, Courtroom 701, New York, NY 10004, on **December 3, 2015 at 10:00 a.m.**

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Motion must be in writing, must conform to the Federal Rules of Bankruptcy Proceed and the Local Bankruptcy Rules for the Southern District of New York, and must be filed with the Clerk of the Bankruptcy Court (with a courtesy copy delivered to Judge Lane's Chambers) and served upon: (a) undersigned counsel to Petitioning Creditors; (b) counsel to the Debtor: Arent Fox LLP, 1675 Broadway, New York, New York 10019, Attn: George V. Utlik; (c) the Office of the United States Trustee, 201 Varick Street, Room 1006, New York, NY 10014 (Attn: Andrea B. Schwartz, Esq.); and (d) all parties who have timely filed requests for notice under Bankruptcy Rule 2002, so as to be filed and actually received no later than **November 24, 2015 at 5:00 p.m.**

PLEASE TAKE FURTHER NOTICE that if no objection to the Motion is timely filed, served and received in accordance with this notice, the Bankruptcy Court may grant the relief requested in the Motion without further notice or hearing.

Dated: November 6, 2015

By: /s/ William C. Heuer
William C. Heuer, Esq.

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Counsel to Petitioning Creditors

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

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

**MOTION FOR PAYMENT OF ADMINISTRATIVE EXPENSES
PURSUANT TO 11 U.S.C. §§ 503(b)(3)(A) and 503(b)(4)**

Petitioning creditors KAYAK Software Corporation d/b/a KAYAK.com, Air Fast Tickets Limited (In Administration), TripAdvisor, LLC and Smarter Travel Media LLC (collectively, the “**Petitioning Creditors**”) in the above-captioned bankruptcy case of Airfasttickets, Inc. (the “**Debtor**”), commenced initially by the Petitioning Creditors as an involuntary chapter 7 case and recently converted to a case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”), by and through their counsel Duane Morris, LLP, request allowance and payment of administrative expenses, including (i) the expenses incurred by the Petitioning Creditors pursuant to 11 U.S.C. § 503(b)(3)(A), and (ii) compensation for professional services rendered by their attorneys and reimbursement of expenses incurred by such attorneys pursuant

to 11 U.S.C. § 503(b)(4) of the Bankruptcy Code. In support of this request, the Petitioning Creditors state as follows:

FACTUAL BACKGROUND

1. On July 27, 2015, the Petitioning Creditors filed an involuntary petition under section 303 of the Bankruptcy Code against the Debtor [Dkt. No. 1] (the “**Involuntary Petition**”).

2. As set forth below and in the time records of counsel for the Petitioning Creditors attached hereto as **Exhibit A**, the Petitioning Creditors expended sums in attorneys’ fees and expenses in relation to the Involuntary Petition.

3. To begin, counsel for the Petitioning Creditors researched the legal and factual propriety of initiating and pursuing the Involuntary Petition and entry of an order for relief under §303 of the Bankruptcy Code. Counsel organized the Petitioning Creditors and conferred regarding the basis for the Involuntary Petition.

4. Thereafter, counsel prepared the Involuntary Petition and related required filings, including the summons and corporate ownership statements for the various Petitioning Creditors, finalized such documents and filed them with the Court.

5. Once the Court issued the summons to the Debtor, counsel for the Petitioning Creditors caused the Involuntary Petition and summons to be served on the Debtor.

6. Shortly after the filing of the Involuntary Petition, counsel for the receiver that had been appointed for the Debtor (just days before the Involuntary Petition) by the Delaware Chancery Court in a state court proceeding pending in that court (the “**Receiver**”) contacted counsel for the Petitioning Creditors.

7. Counsel for the Petitioning Creditors and the Receiver engaged in numerous discussions regarding the Involuntary Petition, various state court proceedings related to the Debtor, the status of the Debtor's business and the Receiver's efforts and plans with respect to the Debtor.

8. After several discussions with the Receiver and his counsel and consultations with the Petitioning Creditors, counsel for the Petitioning Creditors agreed to extend the Debtor's time for responding to the Involuntary Petition and the parties entered into a stipulation reflecting same [Dkt. No. 5].

9. On September 21, 2015, the Debtor answered the Involuntary Petition consenting to entry of an order for relief and contemporaneously sought to convert the case to a case under chapter 11 [Dkt. No. 8].

10. On October 28, 2015, the Court entered an order granting the Debtor's motion to convert the case [Dkt. 28].

11. The efforts and services of counsel for the Petitioning Creditors as described above and indicated on the time records, were coordinated among the counsel so that there was no unnecessary overlap or duplication of efforts.

12. As set forth in the time records annexed as Exhibit "A", counsel for the Petitioning Creditors expended 29.3 hours on this matter for the period from July 2015 through September 21, 2015, resulting in legal fees incurred by the Petitioning Creditors totaling \$16,879.91 and expenses incurred in the amount of \$782.31, for total fees and expenses incurred of \$17,662.22. For the reasons set forth below, these fees and expenses incurred by the Petitioning Creditors should be allowed as an administrative expense.

LEGAL BASIS FOR RELIEF

13. Section 503(b)(3) of the Bankruptcy Code provides that after notice and a hearing, there shall be allowed as administrative expenses:

the actual, necessary expenses, other than compensation and reimbursement specified in paragraph (4) of this subsection, incurred by (A) a creditor that files a petition under section 303 of [the Bankruptcy Code].

11 U.S.C. § 503(b)(3)(A).

14. Section 503(b)(4) of the Bankruptcy Code provides that there shall also be allowed as administrative expenses:

the reasonable compensation for professional services rendered by an attorney or an accountant of an entity whose expense is allowable under paragraph (3) of this subsection, based on the time, the nature, the extent, and the value of such services, and the cost of comparable services other than in a case under this title, and reimbursement for actual, necessary expenses incurred by such attorney or accountant.

11 U.S.C. § 503(b)(4).

15. Pursuant to sections 503(b)(3)(A) and 503(b)(4), petitioning creditors are entitled to reimbursement of the fees and expenses for preparing and filing of an involuntary petition, as well as for the adjudication of the involuntary petition to a successful conclusion by entry of the order for relief. *In re Crazy Eddie, Inc.*, 120 B.R. 273 (Bankr. S.D.N.Y. 1990).

16. Here, the Petitioning Creditors were required to incur costs and expenses in connection with factual and legal research, preparation of the Involuntary Petition and preparation for and participation in various discussions concerning the Involuntary Petition, the answer thereto and the order for relief.

17. As a result of the actions of the Petitioning Creditors, all creditors of the Debtor are now more secure in their ability to recover any funds from the Debtor's estate in a

transparent and accessible process. Thus, the actions taken by the Petitioning Creditors and the services rendered by their counsel provided a clear benefit to the Debtor's creditors in general. The Petitioning Creditors should not be forced to shoulder those costs alone.

18. In addition, the fees and expenses incurred by counsel to the Petitioning Creditors are reasonable based on the time, nature, extent and value of such services and cost of comparable services as required under section 503(b)(4). First, while counsel for the Petitioning Creditors is seeking total reimbursement of fees and expenses of \$17,662.22, claims against the Debtor, which are being protected as a result of the Petitioning Creditors' actions, based on the limited information available thus far, likely amount to significantly more than the fees incurred by the Petitioning Creditors in protecting the estate's assets for the benefit of all claimants.

19. Furthermore, the services rendered by counsel to the Petitioning Creditors were standard services required in relation to the investigation, preparation and prosecution of the Involuntary Petition, and they were performed within a reasonable amount of time commensurate with the importance and nature of the tasks to be addressed. The hourly rates of counsel to the Petitioning Creditors for the services rendered reflect the hourly rates billed to their clients in other bankruptcy and commercial cases.

20. In sum, whether reviewed individually as to each of the tasks or collectively as a whole, the time expended by counsel to the Petitioning Creditors has been reasonable and efficient to accomplish the purpose served.

CONCLUSION

21. Based on the foregoing, the Petitioning Creditors submit that the expenses they incurred were necessary, reasonable and resulted in substantial benefit to the Debtor's estate and its creditor body as a whole under section 503(b)(3)(A) and 503(b)(4) of the Bankruptcy Code.

The services performed on behalf of the Petitioning Creditors in this case were reasonable and are the exact types of fees intended to be reimbursed under section 503(b)(4) of the Bankruptcy Code. Accordingly, the Petitioning Creditors submit that ample cause exist to grant this motion and approve as an administrative expense compensation and reimbursement of expenses for professional services rendered to the Petitioning Creditors in the total amount of \$17,662.22.

22. Pursuant to Local Bankruptcy Rule 9013-1(b), the legal support for this motion is contained herein.

23. No prior request for the relief sought herein has been made to this or any other Court.

WHEREFORE, for the reasons set forth above, the Petitioning Creditors request that the Court enter an order granting this motion, and granting the Petitioning Creditors such other and further relief as the Court deems just and proper.

Dated: November 6, 2015

By: /s/ William C. Heuer
William C. Heuer, Esq.

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Counsel to Petitioning Creditors

EXHIBIT A

Time Records

DuaneMorris

FIRM and AFFILIATE OFFICES

NEW YORK
LONDON
SINGAPORE
PHILADELPHIA
CHICAGO
WASHINGTON, DC
SAN FRANCISCO
SILICON VALLEY
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BOSTON
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BALTIMORE
WILMINGTON
MIAMI
BOCA RATON
PITTSBURGH
NEWARK
LAS VEGAS
CHERRY HILL
LAKE TAHOE
MYANMAR
OMAN

August 06, 2015

BENJAMIN BERMAN
GENERAL COUNSEL
KAYAK.COM
7 MARKET STREET
STAMFORD, CT 06902

AIRFASTTICKETS

File# E9457-00007

Invoice# 2096947

IRS# 23-1392502

FOR PROFESSIONAL SERVICES RECORDED
THROUGH 07/31/2015 IN CONNECTION
WITH THE ABOVE-CAPTIONED MATTER.

\$13,387.28

DISBURSEMENTS
PROFESSIONAL SERVICES
TOTAL DISBURSEMENTS

\$447.31

\$447.31

BALANCE DUE THIS INVOICE

\$13,834.59

TOTAL BALANCE DUE

\$13,834.59

TOTAL AMOUNT DUE PER PARTY \$4,611.53

File # E9457-00007
AIRFASTTICKETS

INVOICE# 2096947

DATE	ID #	TIMEKEEPER		HOURS	VALUE
7/2/2015	04429	JR WEISS	CONFERENCE CALL WITH PETITIONING CREDITORS. TELEPHONE CONFERENCE WITH B. HEUER RE: INVOLUNTARY PETITION.	0.60	\$501.00
7/2/2015	05525	WH HEUER	CONFER WITH J. WEISS AND P. HEER REGARDING STRATEGY AND NEXT STEPS.	0.20	\$147.00
7/6/2015	04168	P H HEER	RESEARCH REGARDING INVOLUNTARY FILING. RESEARCH REGARDING DEBTOR'S ADDRESSES AND REGISTERED AGENTS. RESEARCH REGARDING DEBTOR'S CREDITORS, STATUS OF JUDGMENT AND REVIEW INFORMATION REGARDING CREDITORS' CLAIMS. COMMENCE DRAFTING PETITION. REVIEW LOCAL RULES REGARDING INVOLUNTARY PETITIONS.	5.50	\$2,640.00
7/7/2015	05525	WH HEUER	REVIEW DRAFT INVOLUNTARY FILING DOCUMENTS AND INFORMATION PREPARED BY P. HEER. COMMUNICATIONS WITH J. WEISS REGARDING SAME.	0.10	\$73.50
7/7/2015	04168	P H HEER	REVISE DOCUMENTS FOR FILING INVOLUNTARY PETITION (PETITION, CORPORATE OWNERSHIP STATEMENT). DRAFT CORRESPONDENCE TO W. HEUER RE: OUTSTANDING INFORMATION, ISSUES TO CONSIDER AND TIMELINE.	3.00	\$1,440.00
7/9/2015	05590	P E CHRONIS	REVIEW INVOLUNTARY PETITION AND UPDATE AND ADVISE CLIENT OF SAME.	0.40	\$279.30
7/14/2015	05525	WH HEUER	REVIEW DRAFT DOCUMENTS AND COMMUNICATIONS AMONG TEAM REGARDING SAME, NEXT STEPS.	0.20	\$147.00
7/15/2015	04429	JR WEISS	FINAL REVIEW OF INVOLUNTARY PETITION AND RELATED PLEADINGS AND CORR. WITH CLIENTS.	0.20	\$167.00
7/15/2015	05525	WH HEUER	COMMUNICATIONS AMONG TEAM AND REVIEW AND COMMENT UPON DRAFT DOCUMENTS.	0.20	\$147.00
7/15/2015	04168	P H HEER	REVIEW CORRESPONDENCE REGARDING AIRFASTTICKETS LTD. CLAIM AND CORPORATE OWNERSHIP STATEMENT. REVISE PETITION TO INCLUDE LTD CLAIM AND INFORMATION. CORRESPONDENCE TO W. HEUER AND J. WEISS RE: SAME AND RE: OUTSTANDING DOCUMENTS.	1.40	\$672.00
7/16/2015	05525	WH HEUER	CONFER WITH P. HEER REGARDING DRAFT CASE FILING DOCUMENTS.	0.20	\$147.00
7/17/2015	05525	WH HEUER	CONFER WITH P. HEER REGARDING CASE FILING AND DRAFT DOCUMENTS.	0.20	\$147.00

File # E9457-00007
AIRFASTTICKETS

INVOICE# 2096947

DATE	ID #	TIMEKEEPER		HOURS	VALUE
7/20/2015	05590	P E CHRONIS	COMMUNICATIONS AMONG TEAM. FOLLOW UP ON STATUS OF BANKRUPTCY ISSUES AND EMAILS WITH J. WEISS RE: SAME.	0.30	\$209.48
7/23/2015	05525	WH HEUER	CONFER WITH P. HEER. COMMUNICATIONS AMONG TEAM. REVIEW DRAFT CASE FILING DOCUMENTS.	0.20	\$147.00
7/27/2015	05525	WH HEUER	REVIEW CASE FILING DOCUMENTS. CONFER WITH P. HEER RE: SAME.	0.20	\$147.00
7/27/2015	04168	P H HEER	ATTENTION TO AND REVIEW FINAL DOCUMENTS FOR FILING (PETITION SIGNATURES AND CORPORATE OWNERSHIP STATEMENTS). REVIEW FILING REQUIREMENTS, COORDINATING WITH A. KELLY RE FILING, AND ATTENTION TO SERVICE INQUIRIES.	3.20	\$1,536.00
7/27/2015	05556	AK KELLEY	E-FILING INVOLUNTARY PETITION AND CORPORATE DISCLOSURE STATEMENTS	0.60	\$138.00
7/28/2015	04429	JR WEISS	MEMO TO CLIENTS ON INVOLUNTARY FILING.	0.50	\$417.50
7/28/2015	05525	WH HEUER	COMMUNICATIONS AMONG TEAM REGARDING INVOLUNTARY FILING.	0.30	\$220.50
7/29/2015	05525	WH HEUER	TELECONFERENCE WITH COUNSEL TO RECEIVER. EMAIL COMMUNICATIONS AMONG TEAM AND WITH COUNSEL TO RECEIVER. ATTEND TO MATTERS AS NECESSARY.	0.80	\$588.00
7/29/2015	04168	P H HEER	ATTENTION TO CORRESPONDENCE RE: RECEIVER ORDER.	0.30	\$144.00
7/30/2015	05525	WH HEUER	COMMUNICATIONS AMONG TEAM AND WITH COUNSEL TO RECEIVER.	0.20	\$147.00
7/31/2015	04429	JR WEISS	CONFERENCE CALL WITH CLIENTS RE INVOLUNTARY STATUS AND COMMUNICATION WITH RECEIVER. CONFERENCE CALL WITH RECEIVER.	1.10	\$918.50
7/31/2015	04429	JR WEISS	MEMO TO CLIENTS RE: CONVERSATION WITH RECEIVER.	0.50	\$417.50
7/31/2015	05525	WH HEUER	PREPARE FOR AND PARTICIPATE IN TEAM TELECONFERENCE. PARTICIPATE IN FOLLOW-UP TELECONFERENCE WITH RECEIVER AND COUNSEL. CONFER WITH J. WEISS REGARDING STRATEGY, NEXT STEPS.	1.80	\$1,323.00
7/31/2015	05728	AK KORDAS	PREPARE PRO HAC VICE MOTION FOR J. WEISS; E-MAIL CORRESPONDENCE WITH P. HEER RE: SAME	1.50	\$480.00
7/31/2015	05556	AK KELLEY	COORDINATED PROCESS SERVICE OF SUMMONS AND PETITION	0.20	\$46.00
			TOTAL SERVICES	23.90	\$13,387.28

File # E9457-00007
AIRFASTTICKETS

INVOICE# 2096947

DATE	DISBURSEMENTS	AMOUNT
07/23/2015	PROFESSIONAL SERVICES FEES	447.31
	Total:	\$447.31
	TOTAL DISBURSEMENTS	\$447.31

File # E9457-00007
AIRFASTTICKETS

INVOICE# 2096947

TIMEKEEPER

NO.	NAME	HOURS	VALUE
04429	JR WEISS	2.90	\$2,421.50
05525	WH HEUER	4.60	\$3,381.00
05590	P E CHRONIS	0.70	\$488.78
04168	P H HEER	13.40	\$6,432.00
05728	AK KORDAS	1.50	\$480.00
05556	AK KELLEY	0.80	\$184.00
		<hr/> 23.90	<hr/> \$13,387.28

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LAKE TAHOE
MYANMAR
OMAN

September 24, 2015

BENJAMIN BERMAN
GENERAL COUNSEL
KAYAK.COM
7 MARKET STREET
STAMFORD, CT 06902

AIRFASTTICKETS

File# E9457-00007

Invoice# 2112508

IRS# 23-1392502

FOR PROFESSIONAL SERVICES RECORDED
THROUGH 08/31/2015 IN CONNECTION
WITH THE ABOVE-CAPTIONED MATTER.

\$2,436.00

DISBURSEMENTS

FILING FEES

\$335.00

TOTAL DISBURSEMENTS

\$335.00

BALANCE DUE THIS INVOICE

\$2,771.00

TOTAL BALANCE DUE

\$2,771.00

File # E9457-00007

INVOICE# 2112508

AIRFASTTICKETS

DATE	ID #	TIMEKEEPER		HOURS	VALUE
8/5/2015	05525	WH HEUER	TELECONFERENCE WITH COUNSEL TO RECEIVER. COMMUNICATIONS AMONG TEAM RE: SAME.	0.30	\$220.50
8/6/2015	05525	WH HEUER	COMMUNICATIONS AMONG TEAM REGARDING STATUS, UPDATE, NEXT STEPS.	0.20	\$147.00
8/7/2015	05525	WH HEUER	COMMUNICATIONS WITH COUNSEL TO RECEIVER AND AMONG TEAM.	0.10	\$73.50
8/10/2015	05525	WH HEUER	PREPARE FOR AND PARTICIPATE IN TEAM TELECONFERENCE.	1.00	\$735.00
8/10/2015	04168	P H HEER	COMMUNICATIONS WITH COUNSEL TO RECEIVER. FOLLOW-UP AMONG TEAM. TELECONFERENCE REGARDING EXTENSION OF RESPONSE DEADLINE AND RELATED ISSUES.	0.60	\$288.00
8/14/2015	05525	WH HEUER	COMMUNICATIONS WITH COUNSEL TO RECEIVER AND AMONG TEAM REGARDING STATUS.	0.10	\$73.50
8/17/2015	05525	WH HEUER	COMMUNICATIONS AMONG TEAM REGARDING DRAFT STIPULATION AND REVISIONS THERETO.	0.20	\$147.00
8/18/2015	05525	WH HEUER	COMMUNICATIONS WITH COUNSEL TO RECEIVER.	0.20	\$147.00
8/18/2015	04168	P H HEER	COMMUNICATIONS AMONG TEAM REGARDING LANGUAGE FOR DRAFT STIPULATION RELATING TO SERVICE. COMMUNICATIONS AMONG COUNSEL REGARDING SAME.	0.80	\$384.00
8/19/2015	05525	WH HEUER	ATTENTION TO STIPULATION TO EXTEND ANSWER TIME. REVISE REGARDING LANGUAGE FOR SERVICE.	0.10	\$73.50
8/20/2015	05525	WH HEUER	COMMUNICATIONS WITH COUNSEL AND AMONG TEAM REGARDING STIPULATION.	0.10	\$73.50
8/21/2015	05525	WH HEUER	COMMUNICATIONS AMONG COUNSEL AND AMONG TEAM.	0.10	\$73.50
			COMMUNICATIONS AMONG TEAM REGARDING CASE FILING.		
			TOTAL SERVICES	3.80	\$2,436.00

File # E9457-00007
AIRFASTTICKETS

INVOICE# 2112508

DATE	DISBURSEMENTS	AMOUNT
07/27/2015	FILING FEES FEE - INVOLUNTARY PETITION	335.00
	Total:	\$335.00
	TOTAL DISBURSEMENTS	\$335.00

File # E9457-00007
AIRFASTTICKETS

INVOICE# 2112508

TIMEKEEPER

NO.	NAME	HOURS	VALUE
05525	WH HEUER	2.40	\$1,764.00
04168	P H HEER	1.40	\$672.00
		<u>3.80</u>	<u>\$2,436.00</u>

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BALTIMORE
WILMINGTON
MIAMI
BOCA RATON
PITTSBURGH
NEWARK
LAS VEGAS
CHERRY HILL
LAKE TAHOE
MYANMAR
OMAN

October 20, 2015

BENJAMIN BERMAN
GENERAL COUNSEL
KAYAK.COM
7 MARKET STREET
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AIRFASTTICKETS

File# E9457-00007

Invoice# 2120245

IRS# 23-1392502

FOR PROFESSIONAL SERVICES RECORDED
THROUGH 09/30/2015 IN CONNECTION
WITH THE ABOVE-CAPTIONED MATTER.

\$1,056.63

TOTAL BALANCE DUE

\$1,056.63

File # E9457-00007

INVOICE# 2120245

AIRFASTTICKETS

DATE	ID #	TIMEKEEPER		HOURS	VALUE
9/9/2015	05525	WH HEUER	TELECONFERENCE WITH COUNSEL REGARDING STATUS.	0.20	\$147.00
			COMMUNICATIONS AMONG TEAM RE: SAME.		
9/21/2015	05525	WH HEUER	COMMUNICATIONS AMONG TEAM AND WITH COUNSEL TO DEBTOR (EMAIL AND TELECONFERENCE). REVIEW NEW CASE FILINGS AND COMMUNICATIONS AMONG TEAM RE: SAME.	0.50	\$367.50
			COMMUNICATIONS WITH CLERK OF THE COURT.		
9/21/2015	05590	P E CHRONIS	DRAFT STATUS SUMMARY TO CLIENT.	0.20	\$139.65
9/22/2015	05525	WH HEUER	REVIEW NEW CASE FILINGS.	0.20	\$147.00
			COMMUNICATIONS AMONG TEAM RE: SAME, STRATEGY.		
9/22/2015	05556	AK KELLEY	E-FILING AFFIDAVITS OF CORPORATE SERVICE.	0.20	\$46.00
9/23/2015	05590	P E CHRONIS	REVIEW OF STATUS OF BANKRUPTCY ACTION AND RECOMMENDATION TO CLIENT IN CONNECTION WITH SAME.	0.30	\$209.48
			TOTAL SERVICES	1.60	\$1,056.63

File # E9457-00007
AIRFASTTICKETS

INVOICE# 2120245

TIMEKEEPER

NO.	NAME	HOURS	VALUE
05525	WH HEUER	0.90	\$661.50
05590	P E CHRONIS	0.50	\$349.13
05556	AK KELLEY	0.20	\$46.00
		<hr/> 1.60	<hr/> \$1,056.63

PROPOSED ORDER

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

-----	x
In re:	:
	: Chapter 7
AIRFASTTICKETS, INC.	:
	: Case No. 15-11951-shl
Debtor.	:
-----	x

**ORDER GRANTING PAYMENT OF ADMINISTRATIVE EXPENSES
PURSUANT TO 11 U.S.C. §§ 503(b)(3)(A) and 503(b)(4)**

Petitioning creditors KAYAK Software Corporation d/b/a KAYAK.com, Air Fast Tickets Limited (In Administration), TripAdvisor, LLC and Smarter Travel Media LLC (collectively, the “**Petitioning Creditors**”) in the above-captioned bankruptcy case of Airfasttickets, Inc. (the “**Debtor**”) having filed, by and through their attorneys Duane Morris LLP, the *Motion for Payment of Administrative Expenses Pursuant to 11 U.S.C. §§ 503(b)(3)(A) and 504(b)(4)* (the “**Motion**”); and parties in interest having received adequate notice of the Motion; a hearing having been held before this Court to consider the Motion; the Court having considered the Motion; and due consideration having been given to any responses thereto; and having found the amount requested in the Motion to be reasonable; it is hereby

ORDERED that the Motion is granted; and it is further

ORDERED that the Petitioning Creditors are allowed administrative expenses against the Debtor’s estate pursuant to 11 U.S.C. §§ 503(b)(3)(A) and 503(b)(4) of the Bankruptcy Code, in the aggregate sum of \$17,662.22, and the Debtor is directed to pay such administrative expense claim forthwith; and it is further

ORDERED that the Court shall retain exclusive jurisdiction over the implementation of
this Order.

Dated: December ____, 2015
New York, NY

HONORABLE SEAN H. LANE
UNITED STATES BANKRUPTCY JUDGE