

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
MAR 15 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? Smarter Travel Media LLC
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?
Federal Rule of Bankruptcy Procedure (FRBP) 2002(g)

<p>Where should notices to the creditor be sent?</p> <p><u>Douglas B. Rosner, Esq., c/o Goulston & Storrs PC</u> Name <u>400 Atlantic Avenue</u> Number Street <u>Boston MA 02110</u> City State ZIP Code Contact phone <u>617-574-4107</u> Contact email <u>drosner@goulstonstorrs.com</u></p> <p>Uniform claim identifier for electronic payments in chapter 13 (if you use one): _____</p>	<p>Where should payments to the creditor be sent? (if different)</p> <p>_____ Name _____ Number Street _____ City State ZIP Code Contact phone _____ Contact email _____</p>
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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? _____

AirFastTickets, Inc. POC

00031

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? \$ 1,704,631.56. 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.
Services Provides (See Attached Exhibit A)

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:

- | | Amount entitled to priority |
|---|-----------------------------|
| <input type="checkbox"/> Domestic support obligations (including alimony and child support) under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). | \$ _____ |
| <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"/> 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). | \$ _____ |
| <input type="checkbox"/> Taxes or penalties owed to governmental units. 11 U.S.C. § 507(a)(8). | \$ _____ |
| <input type="checkbox"/> Contributions to an employee benefit plan. 11 U.S.C. § 507(a)(5). | \$ _____ |
| <input type="checkbox"/> 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 03 07 2016
MM / DD / YYYY



 Signature

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

Name Kristin Elizabeth Anderson Carucci
First name Middle name Last name

Title Director Finance and Accounting
 Company Smarter Travel

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

Address 226 Causeway
Number Street

Boston MA 02114
City State ZIP Code

Contact phone 617-886-5525 Email kanderson@tripadvisor.com

EXHIBIT A TO THE
PROOF OF CLAIM OF
SMARTER TRAVEL MEDIAL LLC AGAINST
AIRFASTTICKETS, INC.

Unpaid Invoices:¹

AFT US- \$1,520,242.56

Transaction	Transaction Type	Transaction Date	Due Date	Transaction Currency	Original Amount	Payments/ Credits Applied	Open Balance
CINV1058048	Invoice	6/1/2014	7/1/2014	USD	\$715,436.72	\$49,979.00	\$665,457.72
CINV1060703	Invoice	7/1/2014	7/31/2014	USD	\$749,636.12	\$0.00	\$749,636.12
CINV1064178	Invoice	8/1/2014	8/31/2014	USD	\$105,148.72	\$0.00	\$105,148.72
						Total:	\$1,520,242.56

AFT UK- £117,253.17 (US- \$184,389)

Transaction	Transaction Type	Transaction Date	Due Date	Transaction Currency	Original Amount	Payments/ Credits Applied	Open Balance
CINV1055708	Invoice	5/1/2014	5/31/2014	GBP	\$38,054.12	\$0.00	£38,054.12
CINVI1058085	Invoice	6/1/2014	7/1/2014	GPB	\$47,660.19	\$0.00	£47,660.19
CINV1060734	Invoice	7/1/2014	7/31/2014	GPB	\$31,538.86	\$0.00	£31,538.86
						Total:	£117,253.17 (US\$184,389)

¹ Copies of the invoices are available upon request.

March 14, 2016

VIA OVERNIGHT DELIVERY

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


Re: In re AirFastTickets, Inc., Case No. 15-11951 (SHL)

Dear Sir or Madam:

Enclosed for filing in the above-referenced case please find the following proofs of claim: (i) a proof of claim on behalf of Smarter Travel Media LLC to be filed against AirFastTickets, Inc. and (ii) a proof of claim on behalf of TripAdvisor, LLC to be filed against AirFastTickets, Inc. Also enclosed please find copies of these claims to be date-stamped and returned to us the in enclosed self-addressed stamped envelope

Thank you for your attention to this matter.

Very truly yours,



Stacey A. Mordas
Paralegal

Enclosures