

Fill in this information to identify the case:

Debtor 1 AIRFASTTICKETS, INC.
 Debtor 2 _____
 (Spouse, if filing)
 United States Bankruptcy Court Southern District of New York
 Case number 15-11951

RECEIVED
 APR 06 2016
 BMC GROUP

**Official Form 410
 Proof of Claim**

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? Microsoft Corporation and Microsoft Online, Inc., a subsidiary of Microsoft Corp.
 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)

Where should notices to the creditor be sent?
c/o Joseph E. Shickich
Riddell Williams P.S.
1001 Fourth Ave, Suite 4500
 Number Street
Seattle WA 98154
 City State Zip Code
 Contact phone (206) 624-3600
 Contact email: jshickich@riddellwilliams.com

Where should payments to the creditor be sent (if different)?
 Name _____
 Number Street _____
 City State Zip Code _____
 Contact phone _____
 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 a proof of claim for this claim? No
 Yes Who made the earlier filing? _____

AirFastTickets, Inc. POC

 00074

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?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Last 4 digits of the debtor's account or any number you use to identify the debtor: _____
7. How much is the claim?	\$1,608,941.41
	Does this amount include interest or other charges? <input checked="" type="checkbox"/> No (See Exhibit A hereto) <input type="checkbox"/> 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. <u>Online Advertising</u>
9. Is all or part of the claim secured?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. The claim is secured by a lien on property. Nature of property: <input type="checkbox"/> Real estate. If the claim is secured by the debtor's principal residence, file a <i>Mortgage Proof of Claim Attachment</i> (official Form 410-A) with this <i>Proof of Claim</i> . <input type="checkbox"/> Motor vehicle. <input type="checkbox"/> 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) _____ % <input type="checkbox"/> Fixed <input type="checkbox"/> Variable
10. Is this claim based on a lease?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Amount necessary to cure any default as of the date of the petition. \$ _____
11. Is this claim subject to a right of setoff?	<input checked="" type="checkbox"/> No <input type="checkbox"/> Yes. Identify the property: _____

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

- No
- Yes. The claim is secured by a lien on property.

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 the guarantor, surety, endorser, or other co-debtor. 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 04 04 2016
MM / DD / YYYY

Alon Day
Signature

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

Name Alon Day
 First name Middle name Last Name

Title Paralegal

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

Address 3460 157th Ave. NE
 Number Street
Redmond, WA 98052
 City State Zip

Contact phone 425-421-5898 Email alonday@microsoft.com

In re Airfasttickets, Inc.
United States Bankruptcy Court Southern District of New York
Case No. 15-11951
Proof of Claim Continued

Microsoft Online, Inc., a subsidiary of Microsoft Corporation (collectively, "Microsoft"), and Debtor are parties to a Microsoft Bing Ads Agreement (the "Agreement"), dated as of March 26, 2014, and Debtor placed an Insertion Order under the Agreement as of the same date. As set forth on Exhibit A to the Proof of Claim, Debtor owes Microsoft \$1,608,941.41.

EXHIBIT A

4825-0104-0943.01
20363.00446

Cust Name: AirfastTickets Inc
 Cust Number: 2565631
 Open Amount in USD: 1,608,941.41
 Past Due Balance in USD: 1,105,069.47

ORDER NO	ADVERTISER	REFERENCE NO	INVOICE NO	CREATED DATE	DUE DATE	ORIGINAL AMOUNT	OPEN AMOUNT	CURRENCY	DAYS PAST DUE	COMMENTS
X000GLPX	AirfastTickets Inc	9412084386	9412084386	03 APR 2014	03 APR 2014	2,100.68	2,100.68	USD	113	
X000B58Z	AirfastTickets Inc	9412082601	9412082601	03 APR 2014	03 MAY 2014	12,449.03	12,449.03	USD	83	
X000QZ79	AirfastTickets Inc	9412082602	9412082602	03 APR 2014	03 MAY 2014	454.43	454.43	USD	83	
X0001ZMJ	AirfastTickets Inc	9412082603	9412082603	03 APR 2014	03 MAY 2014	654.24	654.24	USD	83	
X000GJFB	AirfastTickets Inc	9412082604	9412082604	03 APR 2014	03 MAY 2014	22.61	22.61	USD	83	
X000J3LG	AirfastTickets Inc	9412082605	9412082605	03 APR 2014	03 MAY 2014	606.63	606.63	USD	83	
X000KVFK	AirfastTickets Inc	9412082606	9412082606	03 APR 2014	03 MAY 2014	253.31	253.31	USD	83	
X000TLUU	AirfastTickets Inc	9412085982	9412085982	03 APR 2014	02 JUN 2014	132.69	132.69	USD	53	
X0001ZMJ	AirfastTickets Inc	9412093088	9412093088	05 MAY 2014	04 JUN 2014	12,547.18	12,547.18	USD	51	
X000QZ79	AirfastTickets Inc	9412093089	9412093089	05 MAY 2014	04 JUN 2014	18,308.80	18,308.80	USD	51	
X000KVFK	AirfastTickets Inc	9412093090	9412093090	05 MAY 2014	04 JUN 2014	5,917.44	5,917.44	USD	51	
X000B58Z	AirfastTickets Inc	9412093091	9412093091	05 MAY 2014	04 JUN 2014	303,646.89	303,646.89	USD	51	
X000GJFB	AirfastTickets Inc	9412093092	9412093092	05 MAY 2014	04 JUN 2014	1,043.55	1,043.55	USD	51	
1st Installment due on Wed July 30th 2014							358,137.48			
X000J3LG	AirfastTickets Inc	9412093093	9412093093	05 MAY 2014	04 JUN 2014	36,221.02	36,221.02	USD	51	
X000CD4N	AirfastTickets Inc	9412093094	9412093094	05 MAY 2014	04 JUN 2014	3,654.96	3,654.96	USD	51	
X000KRCU	AirfastTickets Inc	9412093095	9412093095	05 MAY 2014	04 JUN 2014	2,392.63	2,392.63	USD	51	
X0001NUV	AirfastTickets Inc	9412093096	9412093096	05 MAY 2014	04 JUN 2014	426.44	426.44	USD	51	
X000MFT7	AirfastTickets Inc	9412093097	9412093097	05 MAY 2014	04 JUN 2014	435.61	435.61	USD	51	
X000ZARP	AirfastTickets Inc	9412093098	9412093098	05 MAY 2014	04 JUN 2014	79.91	79.91	USD	51	
X000B58Z	AirfastTickets Inc	9401869896	9401869896	03 JUN 2014	03 JUL 2014	(1.28)	(1.28)	USD	22	
X0001ZMJ	AirfastTickets Inc	9412103726	9412103726	03 JUN 2014	03 JUL 2014	22,710.61	22,710.61	USD	22	
X000QZ79	AirfastTickets Inc	9412103727	9412103727	03 JUN 2014	03 JUL 2014	9,165.40	9,165.40	USD	22	
X0001NUV	AirfastTickets Inc	9412103728	9412103728	03 JUN 2014	03 JUL 2014	242.22	242.22	USD	22	
X000J3LG	AirfastTickets Inc	9412103729	9412103729	03 JUN 2014	03 JUL 2014	36,004.57	36,004.57	USD	22	
X000CD4N	AirfastTickets Inc	9412103730	9412103730	03 JUN 2014	03 JUL 2014	3,933.70	3,933.70	USD	22	
X000KVFK	AirfastTickets Inc	9412103731	9412103731	03 JUN 2014	03 JUL 2014	7,677.16	7,677.16	USD	22	
X000B58Z	AirfastTickets Inc	9412103732	9412103732	03 JUN 2014	03 JUL 2014	552,878.18	250,000.00	USD	22	Partial payment on invoice 9412103732
2nd Installment due on Wed August 6th 2014							372,942.95			
X000B58Z	AirfastTickets Inc	9412103732	9412103732	03 JUN 2014	03 JUL 2014	2nd installment	302,878.18	USD	22	2nd payment on invoice 9412103732
X000GJFB	AirfastTickets Inc	9412103733	9412103733	03 JUN 2014	03 JUL 2014	816.05	816.05	USD	22	
X000ZARP	AirfastTickets Inc	9412103734	9412103734	03 JUN 2014	03 JUL 2014	129.18	129.18	USD	22	
X000MFT7	AirfastTickets Inc	9412103735	9412103735	03 JUN 2014	03 JUL 2014	626.57	626.57	USD	22	
X000KRCU	AirfastTickets Inc	9412103736	9412103736	03 JUN 2014	03 JUL 2014	1,574.77	1,574.77	USD	22	
X000GLPX	AirfastTickets Inc	9412095075	9412095075	05 MAY 2014	04 JUL 2014	25,787.56	25,787.56	USD	21	
X000DTF4	AirfastTickets Inc	9412095076	9412095076	05 MAY 2014	04 JUL 2014	31,025.64	31,025.64	USD	21	
X000WCYW	AirfastTickets Inc	9412095077	9412095077	05 MAY 2014	04 JUL 2014	2,013.24	2,013.24	USD	21	
X0007Q9	AirfastTickets Inc	9412095078	9412095078	05 MAY 2014	04 JUL 2014	2,077.38	2,077.38	USD	21	
X000TLUU	AirfastTickets Inc	9412096717	9412096717	05 MAY 2014	04 JUL 2014	2,325.28	2,325.28	USD	21	
X000E97Z	AirfastTickets Inc	9412096718	9412096718	05 MAY 2014	04 JUL 2014	4,735.19	4,735.19	USD	21	
3rd Installment due on Wed August 13th 2014							373,989.04			
X000GLPX	AirfastTickets Inc	9401870421	9401870421	03 JUN 2014	02 AUG 2014	(5.51)	(5.51)	USD	-8	
X000DTF4	AirfastTickets Inc	9412105594	9412105594	03 JUN 2014	02 AUG 2014	29,755.54	29,755.54	USD	-8	

X000WCYW	AirfastTickets Inc	9412105595	9412105595	03 JUN 2014	02 AUG 2014	3,270.56	3,270.56	USD	-8	
X000GLPX	AirfastTickets Inc	9412105596	9412105596	03 JUN 2014	02 AUG 2014	9,817.15	9,817.15	USD	-8	
X0007Q9	AirfastTickets Inc	9412105597	9412105597	03 JUN 2014	02 AUG 2014	5,059.30	5,059.30	USD	-8	
X000E97Z	AirfastTickets Inc	9401870995	9401870995	04 JUN 2014	03 AUG 2014	(0.49)	(0.49)	USD	-9	
X000E97Z	AirfastTickets Inc	9412107372	9412107372	04 JUN 2014	03 AUG 2014	1,233.93	1,233.93	USD	-9	
X000TLUU	AirfastTickets Inc	9412107373	9412107373	04 JUN 2014	03 AUG 2014	1,053.24	1,053.24	USD	-9	
X000J3LG	AirfastTickets Inc	9401871514	9401871514	08 JUL 2014	07 AUG 2014	(10.52)	(10.52)	USD	-13	
X000GJFB	AirfastTickets Inc	9401871515	9401871515	08 JUL 2014	07 AUG 2014	(0.05)	(0.05)	USD	-13	
X000BS8Z	AirfastTickets Inc	9401871516	9401871516	08 JUL 2014	07 AUG 2014	(5.07)	(5.07)	USD	-13	
X0001ZMJ	AirfastTickets Inc	9401871517	9401871517	08 JUL 2014	07 AUG 2014	(1.12)	(1.12)	USD	-13	
X000KVKF	AirfastTickets Inc	9401871518	9401871518	08 JUL 2014	07 AUG 2014	(1.90)	(1.90)	USD	-13	
X000QZ79	AirfastTickets Inc	9412115105	9412115105	08 JUL 2014	07 AUG 2014	4,671.79	4,671.79	USD	-13	
X0001ZMJ	AirfastTickets Inc	9412115106	9412115106	08 JUL 2014	07 AUG 2014	23,897.91	23,897.91	USD	-13	
X000J3LG	AirfastTickets Inc	9412115107	9412115107	08 JUL 2014	07 AUG 2014	41,539.83	41,539.83	USD	-13	
X000KVKF	AirfastTickets Inc	9412115108	9412115108	08 JUL 2014	07 AUG 2014	7,128.62	7,128.62	USD	-13	
X000BS8Z	AirfastTickets Inc	9412115109	9412115109	08 JUL 2014	07 AUG 2014	331,026.24	100,000.00	USD	-13	
4th Installment due on Wed August 20th 2014							227,403.21			
X000BS8Z	AirfastTickets Inc	9412115109	9412115109	08 JUL 2014	07 AUG 2014	2nd installment	231,026.24			
X0001NUV	AirfastTickets Inc	9412115110	9412115110	08 JUL 2014	07 AUG 2014	87.70	87.70	USD	-13	
X000CD4N	AirfastTickets Inc	9412115111	9412115111	08 JUL 2014	07 AUG 2014	2,440.07	2,440.07	USD	-13	
X000MFT7	AirfastTickets Inc	9412115112	9412115112	08 JUL 2014	07 AUG 2014	376.25	376.25	USD	-13	
X000KRCU	AirfastTickets Inc	9412115113	9412115113	08 JUL 2014	07 AUG 2014	772.26	772.26	USD	-13	
X000ZARP	AirfastTickets Inc	9412115114	9412115114	08 JUL 2014	07 AUG 2014	77.27	77.27	USD	-13	
X000GLPX	AirfastTickets Inc	9401871774	9401871774	08 JUL 2014	06 SEP 2014	(47.35)	(47.35)	USD	-43	
X000DTF4	AirfastTickets Inc	9401871775	9401871775	08 JUL 2014	06 SEP 2014	(0.34)	(0.34)	USD	-43	
X000DTF4	AirfastTickets Inc	9412117002	9412117002	08 JUL 2014	06 SEP 2014	29,845.98	29,845.98	USD	-43	
X0007Q9	AirfastTickets Inc	9412117003	9412117003	08 JUL 2014	06 SEP 2014	2,918.02	2,918.02	USD	-43	
X000GLPX	AirfastTickets Inc	9412117004	9412117004	08 JUL 2014	06 SEP 2014	5,753.71	5,753.71	USD	-43	
X000WCYW	AirfastTickets Inc	9412117005	9412117005	08 JUL 2014	06 SEP 2014	1,808.24	1,808.24	USD	-43	
X000E97Z	AirfastTickets Inc	9412118675	9412118675	08 JUL 2014	06 SEP 2014	826.74	826.74	USD	-43	
X000TLUU	AirfastTickets Inc	9412118676	9412118676	08 JUL 2014	06 SEP 2014	583.94	583.94	USD	-43	
5th Installment due on Wed August 27th 2014							276,468.73			
TOTAL							1,608,941.41			

TRANSMITTAL LETTER

Date: April 5, 2016

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

RE: In re: AirFastTickets, Inc.
Case No. 15-11951

VIA	<input type="checkbox"/>	HAND DEL	<input type="checkbox"/>	MAIL	<input checked="" type="checkbox"/>	FED EX
Date		Documents				
4/4/16		Proof of Claim				

FOR THE FOLLOWING PURPOSE (If you have any questions, please call):

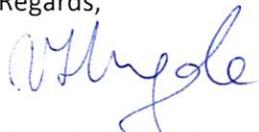
<input type="checkbox"/> For Your Information	<input type="checkbox"/> For Processing
<input type="checkbox"/> Per Our Conversation	<input type="checkbox"/> For Payment
<input type="checkbox"/> Per Our Emails	<input type="checkbox"/> For Filing
<input type="checkbox"/> For Signature	<input checked="" type="checkbox"/> See Remarks/Further
<input type="checkbox"/> For Review and Comment	Instructions Below

REMARKS/FURTHER INSTRUCTIONS:

To Whom it May Concern,

Enclosed please find a Proof of Claim for filing in the AirFastTickets, Inc. bankruptcy case. Also, enclosed is an extra copy of the Proof of Claim to be returned to us in the envelope we are providing. Thank you.

Regards,



Veronica I. Magda
Executive Assistant