

United States Bankruptcy Court DISTRICT OF ARIZONA		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): SKYMALL, LLC fka SKYMALL, INC.		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (Include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (Include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Tax Payer I.D. (ITIN)/Complete EIN (if more than one, state all): 95-4873205		Last four digits of Soc. Sec. or Individual-Tax Payer I.D. (ITIN)/Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): 1520 East Pima Street Phoenix, Arizona		Street Address of Joint Debtor (No. and Street, City, and State):
ZIP CODE 85034		ZIP CODE
County of Residence or of the Principal Place of Business: Maricopa		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):
ZIP CODE		ZIP CODE
Location of Principal Assets of Business Debtor (if different from street address above):		ZIP CODE
<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) _____	<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. §101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other _____	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding  <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
<b>Chapter 15 Debtors</b> County of debtor's center of interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending. _____	<b>Tax-Exempt Entity</b> (Check box, if applicable)  <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code)	<b>Nature of Debts</b> (Check one box)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. §101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
<b>Filing Fee</b> (Check one box)  <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). <i>See Official Form No. 3A.</i> <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. <i>See Official Form 3B.</i>		<b>Chapter 11 Debtors</b>  <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. §101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. §101(51D)  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 ( <i>amount subject to adjustment on 4/01/16 and every three years thereafter</i> ). ----- <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. §1126(b).
<b>Statistical/Administrative Information</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
<b>Estimated Number of Creditors</b> <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input checked="" type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000		
<b>Estimated Assets</b> (The Debtor has not obtained appraisals or valuations of its assets; therefore this amount is the Debtor's best estimate, and is subject to change.) <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
<b>Estimated Liabilities</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input checked="" type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>		<b>Name of Debtor(s):</b> SKYMALL, LLC fka SKYMALL, INC.	
<b>All Prior Bankruptcy Case Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)			
<b>Location Where Filed:</b>	<b>Case Number:</b>	<b>Date Filed:</b>	
<b>Location Where Filed:</b>	<b>Case Number:</b>	<b>Date Filed:</b>	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)			
<b>Name of Debtor:</b> Xhibit Corp. fka NB Manufacturing, Inc.; Xhibit Interactive, LLC fka Xhibit, LLC; FlyReply Corp.; SHC Parent Corp.; SpyFire Interactive, LLC; Stacked Digital, LLC; SkyMall Interests, LLC		<b>Case Number:</b> None/filed simultaneously herewith	<b>Date Filed:</b> January 22, 2015
<b>District:</b> Arizona	<b>Relationship:</b> Affiliates	<b>Judge:</b>	
<b>Exhibit A</b>		<b>Exhibit B</b>	
(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		(To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. §342(b).  X _____ Signature of Attorney for Debtor(s) Date	
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?  <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)  <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.  If this is a joint petition:  <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)  _____ (Name of landlord that obtained judgment)  _____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. §362(I)).			

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>	<b>Name of Debtor(s):</b> SKYMALL, LLC fka SKYMALL, INC.
<b>Signatures</b>	
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.          [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.          [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____          Signature of Debtor</p> <p>X _____          Signature of Joint Debtor</p> <p>_____          Telephone Number (If not represented by attorney)</p> <p>_____          Date</p>	<p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____          (Signature of Foreign Representative)</p> <p>_____          (Printed Name of Foreign Representative)</p> <p>_____          (Date)</p>
<p>X _____          Signature of Attorney for Debtor(s)</p> <p><i>John A. Harris</i>          Printed Name of Attorney for Debtor(s)</p> <p><b>Quarles &amp; Brady LLP</b>          Firm Name</p> <p><u>Renaissance One, Two North Central Avenue</u>          Address  <u>Phoenix, AZ 85004</u></p> <p><u>602-229-5406, john.harris@quarles.com</u>          Telephone Number</p> <p><u>January 22, 2015</u>          Date</p> <p><small>*In a case in which §707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. §110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§110(b), 110(h), and 342(b); and (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. §110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.</p> <p>_____          Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____          Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. §110.)</p> <p>_____          Address</p> <p>X _____          Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.</p> <p>Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:</p> <p>If more than one person prepared this document, attached additional sheets conforming to the appropriate official form for each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. §110; 18 U.S.C. §156.</i></p>
<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____          Signature of Authorized Individual</p> <p><i>Scott Wiley</i>          Printed Name of Authorized Individual</p> <p><u>Authorized Signatory</u>          Title of Authorized Individual</p> <p><u>January 22, 2015</u>          Date</p>	<p>_____          Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.</p> <p>Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:</p> <p>If more than one person prepared this document, attached additional sheets conforming to the appropriate official form for each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. §110; 18 U.S.C. §156.</i></p>

## CERTIFICATE OF RESOLUTIONS

The undersigned, on behalf of SKYMALL, LLC (the "Company"), hereby certifies that the sole Member of the Company adopted the following resolutions by written consent effective as of January 21, 2015:

WHEREAS, the sole Member of the Company has evaluated the Company's alternatives and has determined that the filing of a voluntary petition (the "Petition") under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") for the Company is in the best interests of the Company and its creditors and other parties in interest.

RESOLVED, that the Company shall be, and hereby is, authorized to (i) file a Petition under Chapter 11 of the Bankruptcy Code, prosecute the resulting bankruptcy case, and file in such bankruptcy case all pleadings, statements, schedules, and other documents of any kind that are necessary or advisable, and (ii) perform any and all acts as are reasonable, advisable, expedient, convenient, proper or necessary to effect any of the foregoing; and

RESOLVED, that the Company shall be, and hereby is, authorized to retain and employ the law firm of Quarles & Brady LLP ("Q&B") as general bankruptcy counsel, and CohnReznick Capital Market Securities, LLC ("CohnReznick"), as financial advisor, to, as applicable, assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the rights and obligations of the Company, including filing any pleadings and documents; and in connection therewith the Company is authorized to execute appropriate retention agreements, pay the fees of and pay appropriate retainers to such firms, immediately upon or following commencement of a Chapter 11 case under the Bankruptcy Code, and cause appropriate applications to be filed with the bankruptcy court for authority to retain the services of Q&B and CohnReznick; and

RESOLVED, that the Company shall be, and hereby is, authorized to employ any other professionals necessary to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith the Company is authorized to execute appropriate retention agreements, pay the fees of and pay appropriate retainers to such firms, immediately upon or following commencement of a Chapter 11 case under the Bankruptcy Code, and cause appropriate applications to be filed with the bankruptcy court for authority to retain the services of such professionals, as necessary; and

RESOLVED, that the Company shall be, and hereby is, authorized and empowered to enter into, execute, deliver, certify, file and/or record and perform such agreements, instruments, motions, affidavits, applications or approvals or rulings of governmental or regulatory authorities, certificates, complaints, pleadings or other documents, and to take such other actions as shall be or become necessary, proper and desirable to prosecute the successful completion of a Chapter 11 case under the Bankruptcy Code and to carry out and to put into effect the purposes of the foregoing resolutions and the transactions contemplated by these resolutions; and

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RESOLVED, that Scott Wiley, Chief Financial Officer and Acting Chief Executive Officer of Xhibit Corp. (the "Authorized Person"), is hereby authorized and directed by the Company to execute and deliver all documents and do such things (including supervising and directing other officers or agents of the Company) on behalf of the Company as are necessary or reasonable to effect the foregoing resolutions; and

RESOLVED, that all acts lawfully done or actions lawfully taken or to be taken by the Company by the Authorized Person, any officer or agent of the Company the Authorized Person directs, the Company's Manager, or any member or agent of Q&B or CohnReznick, in connection with the implementation of these resolutions, are hereby ratified, confirmed and approved in all respects; and

RESOLVED, that the Authorized Person or any officer of the Company is hereby authorized to certify and deliver, on the Company's behalf, to any person to whom such certification and delivery may be deemed necessary or appropriate a true copy of the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of the 22nd day of January, 2015.

**SKYMALL, LLC**

By: SkyMall Interests, LLC, its sole  
Member

By: SHC Parent Corp., its sole Member

By: Scott Wiley  
Name: Scott Wiley  
Title: Chief Financial Officer

**WRITTEN CONSENT OF THE SOLE MEMBER**

**OF**

**SKYMALL, LLC**

The undersigned, being the sole member of SkyMall, LLC (the "Company"), a Delaware limited liability company, hereby consents in writing, in lieu of holding a meeting, pursuant to Sections 18-302(d) and 18-404(d) of the Delaware Limited Liability Company Act, as amended, to the following resolutions.

**FILING OF VOLUNTARY BANKRUPTCY PETITION.**

WHEREAS, the sole Member of the Company has evaluated the Company's alternatives and has determined that the filing of a voluntary petition (the "Petition") under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") for the Company is in the best interests of the Company and its creditors and other parties in interest.

RESOLVED, that the Company shall be, and hereby is, authorized to (i) file a Petition under Chapter 11 of the Bankruptcy Code, prosecute the resulting bankruptcy case, and file in such bankruptcy case all pleadings, statements, schedules, and other documents of any kind that are necessary or advisable, and (ii) perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effect any of the foregoing; and

RESOLVED, that the Company shall be, and hereby is, authorized to retain and employ the law firm of Quarles & Brady LLP ("Q&B") as general bankruptcy counsel, and CohnReznick Capital Market Securities, LLC ("CohnReznick"), as financial advisor, to, as applicable, assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the rights and obligations of the Company, including filing any pleadings and documents; and in connection therewith the Company is authorized to execute appropriate retention agreements, pay the fees of and pay appropriate retainers to such firms, immediately upon or following commencement of a Chapter 11 case under the Bankruptcy Code, and cause appropriate applications to be filed with the bankruptcy court for authority to retain the services of Q&B and CohnReznick; and

RESOLVED, that the Company shall be, and hereby is, authorized to employ any other professionals necessary to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith the Company is authorized to execute appropriate retention agreements, pay the fees of and pay appropriate retainers to such firms, immediately upon or following commencement of a Chapter 11 case under the Bankruptcy Code, and cause appropriate applications to be filed with the bankruptcy court for authority to retain the services of such professionals, as necessary; and

RESOLVED, that the Company shall be, and hereby is, authorized and empowered to enter into, execute, deliver, certify, file and/or record and perform such agreements, instruments, motions, affidavits, applications or approvals or rulings of governmental or regulatory authorities, certificates, complaints, pleadings or other documents, and to take such other actions as shall be

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or become necessary, proper and desirable to prosecute the successful completion of a Chapter 11 case under the Bankruptcy Code and to carry out and to put into effect the purposes of the foregoing resolutions and the transactions contemplated by these resolutions; and

RESOLVED, that Scott Wiley, Chief Financial Officer and Acting Chief Executive Officer of Xhibit Corp. (the "Authorized Person"), is hereby authorized and directed by the Company to execute and deliver all documents and do such things (including supervising and directing other officers or agents of the Company) on behalf of the Company as are necessary or reasonable to effect the foregoing resolutions; and

RESOLVED, that all acts lawfully done or actions lawfully taken or to be taken by the Company by the Authorized Person, any officer or agent of the Company the Authorized Person directs, the Company's Manager, or any member or agent of Q&B or CohnReznick, in connection with the implementation of these resolutions, are hereby ratified, confirmed and approved in all respects; and

RESOLVED, that the Authorized Person or any officer of the Company is hereby authorized to certify and deliver, on the Company's behalf, to any person to whom such certification and delivery may be deemed necessary or appropriate a true copy of the foregoing resolutions.

*[SIGNATURES TO FOLLOW]*

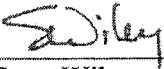
**IN WITNESS WHEREOF**, the undersigned, being the sole member of the Company, has executed this Consent, effective as of January 21, 2015, on the date set forth below:

Dated: January 22, 2015.

**SOLE MEMBER:**

SKYMALL INTERESTS, LLC, a Delaware limited liability company

By: SHC Parent Corp., a Delaware corporation,  
its sole Member

By:   
Name: Scott Wiley  
Its: Chief Financial Officer