

Dated: January 29, 2015



Brenda K. Martin

Brenda K. Martin, Bankruptcy Judge

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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF ARIZONA**

In re:
SKYMALL, LLC,
Debtor.

In Proceedings Under Chapter 11
Case No. 2:15-bk-00679-BKM

Joint Administration pending with:

XHIBIT CORP.,
XHIBIT INTERACTIVE, LLC,
FLYREPLY CORP.,
SHC PARENT CORP.,
SPYFIRE INTERACTIVE, LLC,
STACKED DIGITAL, LLC, and
SKYMALL INTERESTS, LLC.

Joint Administration pending with
Case Nos.:
2:15-bk-00680-MCW
2:15-bk-00682-MCW
2:15-bk-00684-DPC
2:15-bk-00685-MCW
2:15-bk-00686-MCW
2:15-bk-00687-GBN
2:15-bk-00688-EPB

This Pleading applies to:
 All Debtors
 Specified Debtors

**INTERIM ORDER APPROVING
EMERGENCY APPLICATION FOR
ENTRY OF AN ORDER UNDER 11
U.S.C. § 327(a) AUTHORIZING THE
EMPLOYMENT AND RETENTION OF
QUARLES & BRADY LLP AS
GENERAL BANKRUPTCY AND
RESTRUCTURING COUNSEL**

This matter came before the Court on the *Emergency Application for Entry of an Order Under 11 U.S.C. § 327(a) Authorizing the Employment of Quarles & Brady LLP as General*

1 *Bankruptcy and Restructuring Counsel* [Docket No. 13] (the “**Application**”) ¹ filed by
2 SKYMALL, LLC, *et al.*, the debtors and debtors-in-possession (the “**Debtors**”) in the above-
3 captioned Chapter 11 cases (the “**Bankruptcy Cases**”). In the Application, the Debtors request
4 entry of an order under 11 U.S.C. § 327(a) authorizing the employment and retention of Quarles
5 & Brady LLP (the “**Quarles Firm**”), as general bankruptcy and restructuring counsel for the
6 Debtors. The Application is supported by the *Verified Statement of John A. Harris in Support of*
7 *Emergency Application for Entry of an Order Under 11 U.S.C. §327(a) Authorizing the*
8 *Employment and Retention of Quarles & Brady LLP as General Bankruptcy and Restructuring*
9 *Counsel* (the “**Harris Statement**”), attached to the Application as Exhibit A. An initial hearing
10 was held on the Application on January 27, 2015 (the “**Initial Hearing**”).

11 Having reviewed the Application and the Harris Statement, and having considered the
12 statements set forth on the record at the Initial Hearing, this Court finds and concludes that: (i) it
13 has jurisdiction over the matters raised in the Application under 28 U.S.C. §§ 157 and 1334; (ii)
14 venue of this matter is proper under 28 U.S.C. §§ 1408 and 1409; (iii) this matter is a core
15 proceeding under 28 U.S.C. § 157(b)(2); (iv) the relief requested in the Application is in the best
16 interests of the Debtors, their estates, their creditors, and other parties-in-interest; (v) adequate
17 and proper notice of the Application and the hearing on it has been given under the
18 circumstances; and (vi) good and sufficient cause exists for granting the relief requested in the
19 Application. In light of the foregoing:

20 **IT IS ORDERED THAT:**

- 21 1. The Application is GRANTED on an interim basis, as set forth herein.
- 22 2. The Quarles Firm is "disinterested" within the meaning of 11 U.S.C. § 101(14).

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¹ Capitalized terms not defined in this Order have the meaning ascribed to them in the Application.

