

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

**COOLEY LLP**  
JEFFREY L. COHEN  
SETH VAN AALTEN  
ALEX R. VELINSKY  
1114 AVENUE OF THE AMERICAS  
NEW YORK, NY 10036  
Telephone: (212) 479-6000  
Facsimile: (212) 479-6275  
Email: jcohen@cooley.com; svanaalten@cooley.com;  
avelinsky@cooley.com

Proposed Lead Counsel for the Official Committee of  
Unsecured Creditors

**SNELL & WILMER LLP**  
STEVEN D. JEROME (AZ SBN 018420)  
ONE ARIZONA CENTER  
400 EAST VAN BUREN STREET, STE. 1900  
PHOENIX, AZ 85004  
Telephone: (602) 382-6000  
Facsimile: (602) 382-6070  
Email: sjerome@swlaw.com

Proposed Arizona Counsel for the Official Committee of  
Unsecured Creditors

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

In re  
SKYMALL, LLC,  
Debtor.

Jointly Administered with:  
XHIBIT CORP.,  
XHIBIT INTERACTIVE, LLC,  
FLYREP CORP.,  
SHC PARENT CORP.,  
SPYFIRE INTERACTIVE, LLC,  
STACKED DIGITAL, LLC, and  
SKYMALL INTERESTS, LLC.

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

Jointly Administered 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

**APPLICATION OF OFFICIAL  
COMMITTEE OF UNSECURED  
CREDITORS OF SKYMALL, LLC, ET  
AL. FOR ENTRY OF AN ORDER  
AUTHORIZING EMPLOYMENT AND**

**RETENTION OF COOLEY LLP AS  
LEAD COUNSEL NUNC PRO TUNC TO  
FEBRUARY 5, 2015**

1  
2  
3  
4  
5 The Official Committee of Unsecured Creditors (the "Committee") appointed in the  
6 chapter 11 cases of the above-captioned debtors and debtors-in-possession (collectively, the  
7 "Debtors") hereby files this application (this "Application") for an order authorizing the retention  
8 and employment of Cooley LLP ("Cooley") as its lead counsel pursuant to section 1103 of  
9 chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), Rule 2014(a) of the  
10 Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") and the Local Bankruptcy  
11 Rules for the United States Bankruptcy Court for the District of Arizona (the "Local Rules"). In  
12 support of this Application, the Committee also files the *Declaration of Jeffrey L. Cohen of*  
13 *Cooley LLP in Support of Application to Retain and Employ Cooley LLP as Lead Counsel to the*  
14 *Official Committee of Unsecured Creditors of SkyMall, LLC, et al., Nunc Pro Tunc to*  
15 *February 5, 2015* (the "Cohen Declaration"), attached hereto as **Exhibit B**.

16 **JURISDICTION AND VENUE**

17 1. Pursuant to 28 U.S.C. §§ 157 and 1334, this Court has jurisdiction to consider and  
18 grant the relief requested herein. A proceeding to consider and grant such relief is a core  
19 proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to  
20 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief sought herein are sections  
21 328(a) and 1103(a) of the Bankruptcy Code. Relief is also proper pursuant to Bankruptcy Rule  
22 2014 and the Local Rules.

23 **BACKGROUND**

24 2. On January 22, 2015 (the "Petition Date"), each of the Debtors filed a voluntary  
25 petition with this Court for relief under chapter 11 of the Bankruptcy Code. The Debtors are  
26 operating their businesses as debtors in possession pursuant to sections 1107(a) and 1108 of the  
27 Bankruptcy Code.



1           8. Pursuant to section 1103(a) of the Bankruptcy Code, the Committee requests that  
2 this Court approve the employment of Cooley as its lead counsel to, among other things:

- 3           a) Attend the meetings of the Committee;
- 4           b) Review financial and operational information furnished by the Debtors to  
5           the Committee;
- 6           c) Assist in the efforts to sell assets of the Debtors in a manner that  
7           maximizes value for creditors;
- 8           d) Analyze any proposed Chapter 11 plan;
- 9           e) Review and investigate prepetition transactions in which the Debtors  
10           and/or their insiders were involved;
- 11           f) Confer with the Debtors' management, counsel and financial advisors;
- 12           g) Review the Debtors' schedules, statements of financial affairs and business  
13           plan;
- 14           h) Advise the Committee as to the ramifications regarding all of the Debtors'  
15           activities and motions before this Court;
- 16           i) File appropriate pleadings on behalf of the Committee;
- 17           j) Review and analyze the Debtors' investment banker's work product and  
18           report to the Committee;
- 19           k) Provide the Committee with legal advice in relation to the chapter 11 cases;
- 20           l) Prepare various applications and memoranda of law submitted to the Court  
21           for consideration; and
- 22           m) Perform such other legal services for the Committee as may be necessary  
23           or proper in these proceedings.

24           9. Cooley has advised the Committee that it intends to apply to the Court for  
25 compensation and reimbursement of expenses in accordance with applicable provisions of the  
26 Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any administrative compensation  
27 order entered in these cases. The proposed rates of compensation, subject to final Court approval,  
28 are based on the customary hourly rates in effect when services are performed by the attorneys,

1 legal assistants and staff who provide services to the Committee. Cooley has agreed with the  
2 Committee that Cooley's fees will be discounted by 20% from standard hourly rates. In addition,  
3 Cooley will not bill the Committee for non-working travel time. Cooley's hourly rates are subject  
4 to periodic adjustment and the Committee has been advised of that fact.

5 10. As of February 2015, the hourly rates of the Cooley professionals anticipated to be  
6 staffed on this matter are set forth in the chart below.

7

Attorney	Status	Hourly Rate	Discounted Hourly Rate
Jeffrey L. Cohen	Partner	\$785	\$628.0
Seth Van Aalten	Associate	\$755	\$604.0
Alex R. Velinsky	Associate	\$725	\$580.0
Jeremy H. Rothstein	Associate	\$470	\$376.0
Rebecca Goldstein	Paralegal	\$300	\$240.0

8  
9  
10  
11  
12

13 11. Consistent with the firm's policy with respect to its other clients, Cooley will  
14 charge the Committee for all charges and disbursements incurred in rendering services to the  
15 Committee. These customary items include, among other things, photocopying, facsimiles,  
16 travel, business meals, computerized research, postage, witness fees, and other fees related to  
17 trials and hearings. Internal costs or overhead cost and document production services (including  
18 regular secretarial and word processing time), will not be charged for separately.

19 12. Based upon the Cohen Declaration filed contemporaneously herewith, the  
20 Committee is satisfied that (i) Cooley represents no interest adverse to the Committee, the  
21 Debtors, their estates, or any other party in interest in the matters upon which it is to be engaged  
22 and that its employment is in the best interest of the estates, (ii) Cooley has no connection with  
23 the U.S. Trustee or any other person employed in the office of the U.S. Trustee, and (iii) Cooley  
24 has not been paid any retainer against which to bill fees and expenses. To the best of the  
25 Committee's knowledge, Cooley has no connection with creditors or any other party in interest  
26 except as otherwise noted in the Cohen Declaration.

27  
28

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

**WHEREFORE**, the Committee hereby respectfully requests that it be authorized to retain and employ Cooley LLP as its lead counsel *nunc pro tunc* to February 5, 2015, and that Cooley be paid such compensation as may be allowed by this Court, and for such other further relief as is deemed just and proper. No prior application for the relief requested herein has been presented to this Court or any other court.

Dated: February 20, 2015

Respectfully submitted,  
The Official Committee of Unsecured Creditors  
of SkyMall, LLC, *et al.*

HSN Improvements, LLC  
Committee Chairperson

By:   
Name: Steven Wirth, Esq.

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

**Exhibit A**  
**Proposed Order**

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

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

In re  
SKYMALL, LLC,  
  
Debtor.  
  
Jointly Administered with:  
  
XHIBIT CORP.,  
XHIBIT INTERACTIVE, LLC,  
FLYREP CORP.,  
SHC PARENT CORP.,  
SPYFIRE INTERACTIVE, LLC,  
STACKED DIGITAL, LLC, and  
SKYMALL INTERESTS, LLC.

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

Jointly Administered 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

**ORDER AUTHORIZING THE  
EMPLOYMENT AND RETENTION OF  
COOLEY LLP AS LEAD COUNSEL  
FOR THE OFFICIAL COMMITTEE  
OF UNSECURED CREDITORS**

Upon the application (the "Application")<sup>1</sup> of the Official Committee of Unsecured Creditors (the "Committee") in the above-captioned chapter 11 cases for entry of an order authorizing the Committee to employ and retain Cooley LLP ("Cooley") as its lead counsel *nunc pro tunc* to February 5, 2015, the date the Committee determined to employ Cooley as lead counsel in these cases, pursuant to section 1103 of title 11 of the United States Code; and upon

<sup>1</sup> Capitalized terms not defined herein shall retain the same meaning ascribed to them in the Application.



1 the Cohen Declaration (the “Cohen Declaration”) attached to the Application as **Exhibit B**; and  
2 the Court having jurisdiction pursuant to sections 157 and 1334 of title 28 of the United States  
3 Code to consider the Application and the relief requested therein; and venue being proper in this  
4 Court pursuant to sections 1408 and 1409 of title 28 of the United States Code; and the Court  
5 being satisfied that notice of this Application and the opportunity for a hearing on this  
6 Application was appropriate under the particular circumstances and no further or other notice  
7 need by given; and the Court being satisfied, based on the representations made in the  
8 Application and the Cohen Declaration, that Cooley does not represent or hold any interest  
9 adverse to the Debtors or their estates as to the matters upon which Cooley has been and is to be  
10 employed, and that Cooley is a “disinterested person” as such term is defined in section 101(14)  
11 of the Bankruptcy Code; and the Court having determined that the relief sought in the Application  
12 is in the best interests of the Committee, the Debtors, their creditors, and all parties in interest;  
13 and this Court having determined that the legal and factual bases set forth in the Application and  
14 in the Cohen Declaration establish just cause for the relief granted herein; and after due  
15 deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

16 A. The Application is GRANTED to the extent set forth herein.

17 B. In accordance with section 1103(a) of the Bankruptcy Code and Bankruptcy Rule  
18 2014, the Committee is authorized to employ and to retain Cooley LLP as its counsel, *nunc pro*  
19 *tunc* to February 5, 2015, on the terms and conditions set forth in the Application and in the  
20 Cohen Declaration.

21 C. Cooley shall apply for compensation and reimbursement in accordance with the  
22 procedures set forth in sections 330 and 331 of the Bankruptcy Code, applicable provisions of the  
23 Bankruptcy Rules, the Local Rules, and any fee and expense guidelines of this Court.

24 D. Cooley will provide notice of any rate increases by notifying the Committee and  
25 filing a notice with the Court. The Committee, United States Trustee, and all parties-in-interest  
26 retain all rights to object to any rate increase on all grounds including, but not limited to, the  
27 reasonableness standard provided for in section 330 of the Bankruptcy Code, and the Court  
28 retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.

1 E. The Committee and Cooley are authorized to take all actions they deem necessary  
2 and appropriate to effectuate the relief granted pursuant to this Order in accordance with the  
3 Application.

4 F. The terms and conditions of this Order shall be immediately effective and  
5 enforceable upon its entry.

6 G. This Court shall retain jurisdiction with respect to all matters arising from or  
7 relating to the interpretation or implementation of this Application and Order.

8

9

**DATED AND SIGNED AS INDICATED ABOVE**

10

11

12

13

14

15

16

17

18

19

20

21

22

23

24

25

26

27

28

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

**Exhibit B**  
**Declaration of Jeffrey L. Cohen**

1 **COOLEY LLP**  
JEFFREY L. COHEN  
2 SETH VAN AALTEN  
ALEX R. VELINSKY  
3 1114 AVENUE OF THE AMERICAS  
NEW YORK, NY 10036  
4 Telephone: (212) 479-6000  
Facsimile: (212) 479-6275  
5 Email: jcohen@cooley.com; svanaalten@cooley.com;  
avelinsky@cooley.com

6  
7 Proposed Lead Counsel for the Official Committee of  
Unsecured Creditors

8 **SNELL & WILMER LLP**  
STEVEN D. JEROME (AZ SBN 018420)  
9 ONE ARIZONA CENTER  
400 EAST VAN BUREN STREET, STE. 1900  
10 PHOENIX, AZ 85004  
Telephone: (602) 382-6000  
11 Facsimile: (602) 382-6070  
Email: sjerome@swlaw.com

12  
13 Proposed Arizona Counsel for the Official Committee of  
Unsecured Creditors

14  
15 **IN THE UNITED STATES BANKRUPTCY COURT**  
16 **FOR THE DISTRICT OF ARIZONA**

17  
18 In re  
19 SKYMALL, LLC,  
20 Debtor.

21 Jointly Administered with:  
22 XHIBIT CORP.,  
XHIBIT INTERACTIVE, LLC,  
23 FLYREP CORP.,  
SHC PARENT CORP.,  
24 SPYFIRE INTERACTIVE, LLC,  
STACKED DIGITAL, LLC, and  
25 SKYMALL INTERESTS, LLC.

26 This Pleading applies to:  
27  All Debtors  
 Specified Debtors

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

Jointly Administered 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

**DECLARATION OF JEFFREY L.  
COHEN OF COOLEY LLP IN  
SUPPORT OF APPLICATION TO  
RETAIN AND EMPLOY COOLEY LLP  
AS LEAD COUNSEL TO THE**

**OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS OF  
SKYMALL, LLC, ET AL., NUNC PRO  
TUNC TO FEBRUARY 5, 2015**

STATE OF NEW YORK )  
 ) ss  
COUNTY OF NEW YORK )

Jeffrey L. Cohen, being duly sworn, deposes and says:

I am an attorney at law and a member of the law firm of Cooley LLP (“Cooley”). I make this declaration pursuant to section 1103 of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) and Federal Rule of Bankruptcy Procedure 2014.

1. Cooley is a law firm of approximately 850 attorneys with a New York office located at 1114 Avenue of the Americas, New York, New York 10036-7798. Subject to this Court’s approval, Cooley proposes to provide legal services to the Official Committee of Unsecured Creditors (the “Committee”) of SkyMall, LLC, *et al.* (the “Debtors”), at the rates approved by the Court, in compliance with sections 504 and 1103 of the Bankruptcy Code, and to provide disclosure required under Rules 2014(a) and 2016(a) of the Federal Rules of Bankruptcy Procedures (the “Bankruptcy Rules”). Unless otherwise stated in this declaration, I have personal knowledge of the facts set forth herein. To the extent any information disclosed herein requires amendment or modification upon Cooley’s completion of further review or as additional party-in-interest information becomes available to it, a supplemental declaration will be submitted to the Court reflecting such amended or modified information.

**COOLEY’S DISCLOSURE PROCEDURES**

2. Cooley has in the past represented, currently represents, and may in the future represent entities that are claimants of the Debtors in matters unrelated to the Debtors. Cooley has a large and diversified legal practice that encompasses the representation of many financial institutions and commercial corporations. Some of those entities are or may consider themselves to be creditors or parties in interest in the Debtors’ pending chapter 11 cases or to otherwise have interests in these cases.

1           3.       In order to prepare this declaration, Cooley compared the Debtors' bankruptcy  
2 petitions, list of top 20 unsecured creditors, and the Debtors' major equity holders, with the  
3 information contained in the conflict check systems and adverse party indexes currently  
4 maintained by Cooley (collectively, the "Conflict Check System"). A list of entities searched is  
5 attached hereto as **Schedule 1**.

6           4.       The facts stated in this declaration as to the relationship between Cooley lawyers  
7 on one hand, and the Debtors, the Debtors' creditors and other parties in interest are based upon  
8 the results of the review of the Conflict Check System. To the extent that the firm discovers any  
9 connection with any interested party or enters into any new relationship with any interested party,  
10 the firm will promptly supplement its disclosure to the Court.

11           5.       The Conflict Check System is a computerized database of current and former  
12 clients and adverse and related parties that are regularly maintained and updated in the course of  
13 the firm's business. These procedures are designed to include every matter on which the firm is  
14 now or has been engaged, by which entity the firm is now or has been engaged, and, in each  
15 instance, to include and record the identity of related parties and adverse parties and the attorney  
16 in the firm that is knowledgeable about the matter. It is Cooley's policy that that no new matter  
17 may be accepted or opened within the firm without completing and submitting to those charged  
18 with maintaining the Conflict Check System the information necessary to check such matter for  
19 conflicts, including the identity of the prospective client, the matter and related and adverse  
20 parties. Accordingly, the database is regularly updated for every new matter undertaken by  
21 Cooley and reflects entries that are noted in the systems at the time the information becomes  
22 known by persons whose regular duties include recording and maintaining this information. The  
23 scope of the system is a function of the completeness and accuracy of the information submitted  
24 by the attorney opening a new matter. As a partner of the firm, I regularly send information to  
25 update the Conflict Check System and use and rely upon the information contained in the system  
26 in the performance of my duties at Cooley and in my practice of law.

27  
28



1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

(a) Cooley previously represented, currently represents, and may represent in the future an affiliate of Bertelsmann Inc., an equityholder of the Debtor, in matters wholly unrelated to these chapter 11 cases.

(b) Cooley has in the past represented, and may represent in the future, American Airlines, Inc., an unsecured creditor, in matters wholly unrelated to these chapter 11 cases.

14. No attorney at Cooley represents an insider of the Debtors, any subsidiary, or other affiliate.

15. No attorney at Cooley has been paid fees prepetition or holds a security interest, guarantee, or other assurance of compensation for services performed and to be performed in these proceedings except as set forth herein.

16. There is no agreement of any nature, other than the Cooley partnership agreement, as to the sharing of any compensation to be paid to Cooley.

17. No attorney at Cooley has any other connection with the Debtors, their creditors, the United States Trustee, or any employee of that office, or any parties in interest in these proceedings.

18. To the best of my knowledge, no attorney at Cooley is a relative of, currently has, or previously has had any connection with the bankruptcy judge approving the employment of Cooley as the Committee's lead counsel that would render the employment improper.

19. To the best of my knowledge, no attorney at Cooley has any other interest, direct or indirect, that may be affected by the proposed representation.

20. Cooley will not, while employed by the Committee, represent any other entity having an adverse interest in connection with these Chapter 11 cases.

**COOLEY'S RATES AND BILLING PRACTICES**

21. The legal services Cooley agreed to provide are detailed in the accompanying retention application and the same is incorporated herein by reference. The attorneys who are



1 presently contemplated to be working on this engagement and their present hourly rates are set  
2 forth in the accompanying retention application. The attorney having primary responsibility on  
3 the engagement shall be affiant, a partner in the firm.

4 22. Cooley agreed to provide legal services to the Committee and recognizes that any  
5 allowance of compensation for services rendered on behalf of the Committee in connection with  
6 these proceedings and any reimbursement of disbursements made in connection therewith are  
7 subject to the prior approval and authorization by order of this Court. Cooley realizes that any  
8 application for fees must be supported by detailed contemporaneous time records. Cooley also  
9 understands that this Court's approval of its retention application is not approval of any proposed  
10 terms of compensation and that this Court may allow compensation on terms different from those  
11 proposed.

12 23. Cooley will abide by the terms of any administrative order establishing  
13 professional compensation and reimbursement procedures entered in these cases.

14 24. The present hourly rates for the attorneys who are presently contemplated to be  
15 working on this engagement are set forth in the accompanying retention application. Cooley has  
16 agreed with the Committee that Cooley's fees will be discounted by 20% from standard hourly  
17 rates. In addition, Cooley will not bill the Committee for non-working travel time. The proposed  
18 rates of compensation are subject to periodic adjustment, and the Committee has been so advised.

19 25. Consistent with the firm's policy with respect to its other clients, Cooley will  
20 continue to charge the Committee for all charges and disbursements incurred in rendering  
21 services to the Committee. These customary items include, among other things, photocopying,  
22 facsimiles, travel, business meals, computerized research, postage, witness fees, and other fees  
23 related to trials and hearings. Internal costs or overhead cost and document production services  
24 (including regular secretarial and word processing time), will not be charged for separately.  
25 Cooley shall at all times adhere to any local rule or chambers guidelines with respect to  
26 reimbursement of expenses.

27 26. Cooley did not receive a retainer with respect to this representation.  
28

1  
2  
3  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28

27. The foregoing constitutes the statement of Cooley pursuant to sections 504 and 1103 of the Bankruptcy Code and Bankruptcy Rules 2014(a) and 2016(a).

Dated: New York, New York  
February 20, 2015

/s/ Jeffrey L. Cohen  
Jeffrey L. Cohen

Sworn to before me this  
20th day of February 2015

/s Rebecca G. Goldstein

Notary Public

REBECCA G. GOLDSTEIN  
Notary Public, State of New York  
No. 01GO4814490  
Qualified in Nassau County  
Commission Expires February 28, 2015

**SCHEDULE 1**

**Potential Parties-in-Interest**

**Debtors:**

Skymall, LLC,  
Xhibit Corp.,  
Xhibit Interactive, LLC,  
Flyreply Corp.,  
SHC Parent Corp.,  
Spyfire Interactive, LLC,  
Stacked Digital, LLC, And  
Skymall Interests, LLC.

**Top 20 Creditors:**

Delta Airlines, Inc.  
American Airlines, Inc.  
Us Airways  
Gemmy Industries Corp.  
United Parcel Service  
Hammacher Schlemmer  
Southwest Airlines, Inc.  
Midland Paper  
American Express  
HSN Improvements  
United Airlines, Inc.  
Constangy, Brooks & Smith LLP  
Steiner Sports Memorabilia  
Demandware, Inc.  
What On Earth  
Wireless  
Cinmar  
Solutions aka Norm Thompson Outfitters  
Relief Pod Int'l  
Signals

**Other Committee Members:**

Midland Paper Company  
Jumbleberry Interactive Group, LTD  
HSN Improvements, LLC  
Varidesk, LLC

**Others:**

Brenda K. Martin (Judge)  
Larry L. Watson (US Trustee)  
Connexions Loyalty, Inc. (Counterparty to Transition Services Agreement)  
XSE LLC (Major Shareholder)  
Chris Richarde (Major Shareholder)  
X Shares LLC (Major Shareholder)  
Bertelsmann Inc. (Major Shareholder)  
Cede & Co. (Major Shareholder)  
Najafi Companies (Former Owner)  
Jahm Najafi (Controlling Shareholder)

1 Chris Richarde (Major Shareholder)  
X Shares LLC (Major Shareholder)  
2 Bertelsmann Inc. (Major Shareholder)  
Cede & Co. (Major Shareholder)  
3 Najafi Companies (Former Owner)  
Jahm Najafi (CEO of former owner)  
4  
5  
6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
27  
28