

Dated: March 2, 2015



Brenda K. Martin

Brenda K. Martin, Bankruptcy Judge

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF ARIZONA

In Re:
SKYMALL, LLC,

Debtor.

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

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

Jointly Administered with Case Nos.:
2:15-bk-00680-BKM
2:15-bk-00682-BKM
2:15-bk-00684-BKM
2:15-bk-00685-BKM
2:15-bk-00686-BKM
2:15-bk-00687-BKM
2:15-bk-00688-BKM

The Pleading applies to:
 All Debtors
 Specified Debtors:

**ORDER AUTHORIZING THE
EMPLOYMENT AND RETENTION OF
SNELL & WILMER L.L.P. AS LOCAL
COUNSEL FOR THE OFFICIAL
COMMITTEE OF UNSECURED
CREDITORS NUNC PRO TUNC TO
FEBRUARY 6, 2015**

Upon the application of Snell & Wilmer L.L.P. and the Official Committee of Unsecured Creditors (the "Committee") in the above-captioned Chapter 11 cases (the "Bankruptcy Cases"), for entry of an Order authorizing the Committee to employ and retain Snell & Wilmer L.L.P. ("Snell") as local counsel *nunc pro tunc* to February 6, 2015, the date the Committee determined to employ Snell as local counsel in these cases, pursuant to section 1103 of title 11 of the United States Code; and upon the Affidavit of Counsel in Support of Application to Employ Snell & Wilmer LLP as Local Counsel for the Official Committee of Unsecured Creditors Nunc Pro Tunc to February 6, 2015 (the "Jerome Affidavit") attached to the Application as **Exhibit A**; and the

Snell & Wilmer
LLP.
LAW OFFICES
One Arizona Center, 400 E. Van Buren, Suite 1900
Phoenix, Arizona 85004-2202
602.382.6000

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

15 A. The Application is GRANTED in its entirety.

16 B. In accordance with section 1103(a) of the Bankruptcy Code and Bankruptcy Rule
17 2014, the Committee is authorized to employ and to retain Snell & Wilmer L.L.P. as its local
18 counsel, *nunc pro tunc* to February 6, 2015, on the terms and conditions set forth in the
19 Application and in the Jerome Affidavit.

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

23 D. Snell will provide notice of any rate increases by notifying the Committee and
24 filing a notice with the Court. The Committee, United States Trustee, and all parties-in-interest
25 retain all rights to object to any rate increase on all grounds including, but not limited to, the
26 reasonableness standard provided for in section 330 of the Bankruptcy Code, and the Court
27 retains the right to review any rate increase pursuant to section 330 of the Bankruptcy Code.
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E. The Committee and Snell are authorized to take all actions they deem necessary and appropriate to effectuate the relief granted pursuant to this Order in accordance with the Application.

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

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

DATED AND SIGNED AS INDICATED ABOVE