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

10 In re:
11 SKYMALL, LLC,
12
13 Debtor.

14 Jointly Administered with:
15 XHIBIT CORP.,
16 XHIBIT INTERACTIVE, LLC,
17 FLYREPLY CORP.,
18 SHC PARENT CORP.,
19 SPYFIRE INTERACTIVE, LLC,
20 STACKED DIGITAL, LLC, and
21 SKYMALL INTERESTS, LLC.

In 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

22 This Pleading applies to:
23 All Debtors
24 Specified Debtors

**NOTICE OF AGENDA FOR FINAL
HEARING ON FIRST DAY MOTIONS**

Hearing Date: February 19, 2015

Hearing Time: 1:30 P.M. (MST)

Location: Courtroom 701, United States
Bankruptcy Court, 230 N. First
Avenue, 7th Floor, Phoenix,
Arizona 85003

25 SKYMALL, LLC, *et al.*, the debtors and debtors-in-possession (the “**Debtors**”) in the
26 above-captioned Chapter 11 cases (the “**Bankruptcy Cases**”), hereby file this Notice of Agenda

1 for Final Hearing on First Day Motions scheduled for February 19, 2015 at 1:30 p.m. (the
2 “**Hearing**”) in Courtroom 701, United States Bankruptcy Court, 230 N. First Avenue, 7th Floor,
3 Phoenix, Arizona 85003. The following motions and applications (collectively, the
4 “**Pleadings**”) will be considered by the Court at the Hearing in the order indicated below:¹

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6 **I. Pleading:** Emergency Application for Entry of an Order Under 11 U.S.C.
7 § 327(a) Authorizing the Employment and Retention of Quarles & Brady LLP as
8 General Bankruptcy and Restructuring Counsel [Docket No. 13].

9 **A. Relief Requested:** The Debtors are seeking entry of a final order under
10 11 U.S.C. § 327(a) authorizing the employment and retention of Quarles &
11 Brady, LLP, as general bankruptcy and restructuring counsel for the
12 Debtors.

13 **B. Response/Objection Deadline:** February 17, 2015 at 12:00 p.m.

14 **C. Responses/Objections Received:** None.

15 **D. Status:** The Debtors are requesting entry of a final order approving the
16 application.

17 **II. Pleading:** Emergency Motion for Interim and Final Orders Authorizing the
18 Debtors to (A) Continue Prepetition Insurance Coverage, (B) Maintain Premium
19 Financing Agreements, and (C) Otherwise Honor Prepetition Obligations Related
20 Thereto [Docket No. 11].

21 **A. Relief Requested:** The Debtors are seeking entry of a final order
22 authorizing, but not directing, the Debtors to (a) continue to maintain and
23 administer their prepetition insurance policies and revise, extend, renew,
24 supplement or replace such policies through an insurance broker, (b) pay or
25 honor prepetition obligations outstanding on account of the Debtors’
26 insurance policies related thereto, if any, and (c) revise, extend, renew,
supplement or replace premium financing agreements in the ordinary
course of business and consistent with past practice.

B. Response/Objection Deadline: February 17, 2015 at 12:00 p.m.

¹ Copies of the pleadings are available from undersigned counsel upon request.

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C. Responses/Objections Received: None.

D. Status: The Debtors are requesting entry of a final order approving the motion.

III. Pleading: Emergency Motion for Interim and Final Orders Under 11 U.S.C. §§ 105(A), 345 and 363: (A) Authorizing Maintenance and Use of Debtors' Existing Bank Accounts, Cash Management System, Credit Card Processing System, and Business Forms; and (B) Waiving Investment and Deposit Requirements [Docket No. 9].

A. Relief Requested: The Debtors are seeking entry of a final order under 11 U.S.C. §§ 105(a), 345 and 363 authorizing the continued maintenance and use of the Debtors' existing bank accounts, cash management system, credit card processing system, and business forms, and waiving certain investment and deposit requirements.

B. Response/Objection Deadline: February 17, 2015 at 12:00 p.m.

C. Responses/Objections Received: None.

D. Status: The Debtors are requesting entry of a final order approving the motion.

IV. Pleading: Emergency Motion for Entry of Interim and Final Orders Under 11 U.S.C §§ 105, 363, and 507 Authorizing the Debtors to Continue to Pay Pre-Petition Wages, Compensation, and Honor Employee Benefit Plans and Programs [Docket No. 12].

A. Relief Requested: The Debtors are seeking entry of a final order authorizing the Debtors to (1) pay accrued, unpaid, pre-petition payroll obligations, and (2) continue to pay or honor certain amounts coming due (including accrued prepetition amounts) under the Debtors' employee benefit plans and programs in effect immediately prior to filing these Bankruptcy Cases, as more specifically set forth in the Motion.

B. Response/Objection Deadline: February 17, 2015 at 12:00 p.m.

C. Responses/Objections Received: None.

D. Status: At the request of the Unsecured Creditors Committee, the Debtors have agreed to continue the request in the wage motion to honor

1 severance packages to a continued hearing date sometime after the
2 February 19 Hearing. The Debtors are requesting entry of a final order
3 on the other components of the wage motion.

4 **V. Pleading:** Emergency Motion for Entry of Interim and Final Orders Under 11
5 U.S.C. § 366 Determining Adequate Assurance of Payment for Future Utility
6 Services and Establishing Determination and Objection Procedures [Docket No.
7 10].

8 **A. Relief Requested:** The Debtors are seeking entry of a final order under
9 Bankruptcy Code §§ 105(a) and 366, determining adequate assurance of
10 payment for future utility services and establishing determination and
11 objection procedures.

12 **B. Response/Objection Deadline:** February 17, 2015 at 12:00 p.m.

13 **C. Responses/Objections Received:** Objection filed by Arizona Public
14 Service (“APS”) [Docket No. 67].

15 **D. Status:** The Debtors are working with APS on an agreement to resolve
16 their objection.

17 **VI. Pleading:** Emergency Application for Entry of an Order Authorizing the
18 Employment and Retention of CohnReznick Capital Marketing Securities, LLC as
19 Investment Banker Pursuant to 11 U.S.C. §§ 327 and 328 [Docket No. 21].

20 **A. Relief Requested:** The Debtors are seeking entry of a final order under
21 11 U.S.C. §§ 327(a) and 328(a) authorizing their employment and retention
22 of CohnReznick Capital Market Securities, LLC, as investment banker to
23 the Debtors. The Debtors' brief in support was filed February 2, 2015
24 [Docket No. 62].

25 **B. Response/Objection Deadline:** February 13, 2015.

26 **C. Responses/Objections Received:** Brief in opposition filed by the
United States Trustee [Docket No. 87].

D. Status: The Debtors are requesting entry of a final order approving the
application.

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DATED this 18th day of February, 2015.

QUARLES & BRADY LLP
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By /s/ Lori L. Winkelman
John A. Harris
Lori L. Winkelman

Attorneys for Debtors and Debtors-in-Possession