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

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

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

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

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

21 This Pleading applies to:

- All Debtors
 Specified Debtors

**DEBTORS' OMNIBUS RESPONSE TO
CURE AMOUNT OBJECTIONS**

Hearing Date: March 27, 2015
Hearing Time: 10:00 a.m.

22 This Omnibus Response is filed by Debtor SKYMALL, LLC (“**SkyMall**”), and the other
23 debtors and debtors-in possession (collectively with SkyMall, the “**Debtors**”) in the above-
24 captioned Chapter 11 cases (the “**Bankruptcy Cases**”). The Debtors file this Omnibus Response
25 in support of their *Motion For Orders (I) Authorizing Bidding Procedures And Auction, (II)*
26 *Scheduling Sale Hearing And Approving Notice Thereof, (III) Authorizing Sale Of Assets, And*

1 (IV) *Granting Related Relief* [Docket No. 22] (the “**Sale Motion**”), and in connection with the
2 *Order Establishing Bidding Procedures For Auction Sale, Scheduling Hearing On Sale Motion,*
3 *And Granting Related Relief* dated January 29, 2015 [Docket No. 53] (as amended by Docket No.
4 131, the “**Sale Procedures Order**”) and the *Notice Of: (1) Executory Contracts And Unexpired*
5 *Leases Subject To Potential Assumption And Assignment Pursuant To Pending Sale Motion; (2)*
6 *Proposed Cure Amounts With Respect Thereto; (3) Sale Hearing And Deadline For Objections;*
7 *And (4) Related Matters* [Docket No. 101] (as amended by Docket No. 159, the “**Cure Notice**”).¹
8 This Omnibus Response is filed in response to the various cure amount objections identified on
9 the attached **Exhibit A** (collectively, the “**Cure Amount Objections**”).²

10 In support of this Omnibus Response, the Debtors state as follows:

11 1. On January 23, 2015, the Debtors filed the Sale Motion, seeking to sell SkyMall’s
12 assets (as described in the Motion, the “**Sale**”) pursuant to a Court-approved sale process.

13 2. On January 29, 2015, the Court entered the Sale Procedures Order, establishing
14 procedures that govern the Sale process. The Sale Procedures Order, among other things,
15 directed the Debtors to serve the Cure Notice, which identified all executory contracts and
16 unexpired leases that might be assumed and assigned as part of the Sale (the “**Subject Contracts**
17 **and Leases**”), along with the Debtors’ contention regarding any cure amounts that would be
18 required if any Subject Contract or Lease was assumed and assigned to a buyer as part of the Sale
19 (the “**Cure Amounts**”). The Debtors timely filed and served the original Cure Notice on
20 February 20, 2015 [*see* Docket No. 101].

21 ¹ Unless otherwise provided herein, terms defined in the Sale Motion, the Sale Procedures
22 Order, and the Cure Notice, as applicable, will have the same meanings when used in this
Omnibus Response.

23 ² The Cure Amount Objections are comprised of both formal objections that were filed with
24 the Court and informal objections that Counterparties have made to the Debtors and/or their
25 counsel but that do not appear to have been filed with the Court. The formal objections filed with
26 the Court can be found at Docket Nos. 145, 149, 150, 151, 152, 154, 155, 160, 163, 166, 176,
182, 195, 205, 213, 225, 234, and 260. The informal objections are identified on Exhibit A by
their lack of associated Docket Number reference.

1 3. The Sale Procedures Order directed Counterparties to the Subject Contracts and
2 Leases to file any objections to the assumption and assignment of the Subject Contracts and
3 Leases, including with respect to the Cure Amounts asserted by the Debtors, on or before
4 March 4, 2014 (the “**Contract Objection Deadline**”).

5 4. On March 3, 2015, after further review of their books and records, the Debtors
6 filed an amended Cure Notice at Docket No. 159, which amended certain Cure Amounts for some
7 of the Subject Contracts and Leases.

8 5. In response to the Cure Notice and the Sale Procedures Order, Counterparties (the
9 “**Objecting Counterparties**”) to approximately 99 of the 365 Subject Contracts and Leases
10 identified in the Cure Notice disputed the Cure Amounts through the Cure Amount Objections.
11 (The agreements that are the subject of the Cure Amount Objections and which are identified on
12 Exhibit A hereto will be referred to herein as the “**Disputed Contracts**”) As noted above, the
13 Cure Amount Objections include both formal and informal objections, and also include all
14 Counterparties that contacted the Debtors or Debtors’ counsel or otherwise filed an objection both
15 prior to and after the Contract Objection Deadline.

16 6. The Objecting Counterparties generally do not object to the approval of the Sale,
17 as requested in the Sale Motion.³ Rather, the Objecting Counterparties object to (i) the
18 assignment and assumption of a specific Subject Contract or Lease in conjunction with a Sale,
19 and/or (ii) the Cure Amount the Debtors have identified in connection with a specific Subject
20 Contract or Lease.⁴

21 _____
22 ³ The Debtors' omnibus response to the substantive objections to the Sale is the subject of a
separate pleading filed contemporaneously herewith.

23 ⁴ The Cure Amount Objection filed by Reactive Surfaces Ltd., LLP (“**Reactive**”) [Docket
24 No. 155] appears to assert various allegations of fraudulent misrepresentation by SkyMall and
claims damages resulting from such alleged misrepresentations. The allegations asserted by
25 Reactive in its objection are not relevant to the issues raised by the Sale Motion or the Cure
Amounts. In all events, the Debtors expressly deny all allegations of fraudulent misrepresentation
26 or other malfeasance asserted by Reactive in its objection, and the Debtors reserve all their rights
to further dispute such allegations if and when such allegations are properly before the Court.

1 7. Following the filing of the amended Cure Notice, the Debtors used their best
2 efforts to directly contact (through e-mail or telephone) each of the Objecting Counterparties in
3 an attempt to reconcile any disputes or discrepancies in the Cure Amounts.

4 8. For most of the Disputed Contracts and except as noted on Exhibit A, the Debtors
5 and the Objecting Counterparties are still in the process of delivering and/or reviewing the
6 relevant documentation necessary for a reconciliation.

7 9. As set forth in the Sale Procedures Order, no executory contract or unexpired
8 lease, including the Subject Contracts and Leases, will be subject to a request for assumption or
9 assignment unless the Debtors ask the Court to approve a Sale to a bidder that proposes the
10 assumption and assignment of such executory contract and/or unexpired lease. *See* Sale
11 Procedures Order, ¶ 11. In short, a Cure Amount Objection will only become relevant if the
12 Prevailing Bidder identifies a Disputed Contract as an agreement that the Prevailing Bidder seeks
13 to purchase.⁵

14 10. The Sale Procedures Order identified March 19, 2015 as the deadline for the
15 submission of qualified bids. The Debtors will not know whether any of the Subject Contracts
16 and Leases or any of the Disputed Contracts have been identified as an agreement a Bidder seeks
17 to purchase until bids are actually received. If any of the Disputed Contracts are identified by a
18 Bidder as contracts it seeks to have assumed and assigned, the Debtors will expeditiously pursue
19 any reconciliation related to such Disputed Contract prior to the Sale Hearing scheduled for
20 March 27, 2015.

21 _____
22 ⁵ The Cure Notice does not seek to alter or affect any pre-Petition Date claims (including
23 any potential rejection claims) that may be asserted by the non-debtor Counterparties to the
24 Subject Contracts and Leases. Other than with respect to the potential assumption and
25 assignment of a Subject Contract or Lease in conjunction with a potential Sale, the Cure Amounts
26 are not an adjudication of any amounts owed to any Counterparty related to pre-Petition Date
claims or rejection claims. Nothing in the Cure Notice or in this Omnibus Response shall be
construed to be an admission by any of the Debtors that they owe the amounts listed in the Cure
Notice, or any amounts, in regard to such pre-Petition Date claims. The rights of the Debtors and
the Counterparties related to the validity of or amounts that may be owing with respect to any pre-
Petition Date claims, including any claim for rejection damages, are fully reserved.

1 11. To the extent the Debtors and the Objecting Counterparties have not reached a
2 resolution on the Cure Amounts to any applicable Disputed Contract prior to the Sale Hearing,
3 the Prevailing Bidder or any other assignee will segregate any disputed Cure Amounts pending a
4 resolution of any such disputes by this Court or mutual agreement of the parties.

5 12. Accordingly, none of the Cure Amount Objections should impact approval of the
6 Sale.

7 WHEREFORE, the Debtors respectfully request that the Court enter an Order:

8 A. Allowing the Sale to proceed, notwithstanding the Cure Amount Objections;

9 B. In the event the Debtors and/or the Prevailing Bidder and the objecting
10 Counterparty(ies) cannot consensually resolve a Counterparty's objection to the Cure Amount,
11 directing the Prevailing Bidder or any other assignee to segregate any disputed Cure Amounts
12 pending further order of the Court; and

13 C. Granting the Debtors such other and further reliefs as is appropriate under the facts
14 and circumstances of these cases.

15 RESPECTFULLY SUBMITTED this 18th day of March, 2015.

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19 Phoenix, AZ 85004-2391

19 By /s/ John A. Harris
20 John A. Harris
21 Lori L. Winkelman

22 Attorneys for Debtors and Debtors-in-Possession

22 COPIES of the foregoing sent this 18th
23 day of March, 2015 via e-mail or first-
24 class mail to all parties on the Official
25 Service List, and via first-class mail
26 to all parties on the Cure Objection
Service List attached hereto

26 /s/ Debra Lindsey

Exhibit "A"

Objecting Counterparty	Docket Number of Objection (if any)	Cure Amount Asserted by Debtors	Cure Amount Asserted by Objecting Counterparty	Status
770 Imports (Waliki Toys Inc.)	-	\$0.00	\$36,055.78	Ongoing
Absorbent Specialty Products	-	\$478.89	\$761.90	Ongoing
Alonzo Guzman	-	\$1,170.00	\$2,115.00	Ongoing
Angel Sales, Inc. dba Kagan Unlimited	-	\$0.00	\$16,749.58	Ongoing
Anna J. Chung Ltd. (dba AJS Collection.com)	-	\$30,956.25	\$47,075.00	Ongoing [may have been transferred to Hone II, LP]
Argo Marketing Group	-	\$0.00	\$4,957.00	Ongoing
Art & Artifact/Signals	-	\$102,943.81	Unknown	Objected to being listed twice: Issue was addressed in Amended Cure Notice
Authentic Street Signs	-	\$31,486.12	\$33,992.30	Ongoing
Azodi, Inc. (In1Case)	-	\$0.00	\$2,144.43	Ongoing
BB Designs	-	\$0.00	\$6,381.49	Ongoing
Beeline Marketing Solutions, Inc.	-	\$9,876.87	\$11,247.19	Ongoing
BlueKube/Porch Potty	-	\$80,087.62	\$81,895.52	Ongoing
Blue Ridge Product Solutions, Inc.	-	\$17,939.46	\$18,575.27	Ongoing
Brand 44, LLC	176	\$16,200.00	\$47,035.97	Ongoing
Brinn Inc.	-	\$38,746.88	\$56,362.41	Ongoing
Buy Insta Slim, Inc.	-	\$0.00	\$47,000.00	Ongoing
Caldera International	-	\$12,356.15	\$18,131.27	Ongoing
Cinmar, LLC	213	\$166,466.62	\$168,659.86	Ongoing
Cockroach Design, LLC (dba Stewart/Stand)	-	\$8,348.84	\$10,071.17	Ongoing
Comdata Stored Value Solutions (SVS) (Ceridian)	-	\$832.80	\$11,035.01	Objection resolved-Agreed to \$10,918.24
DAC Innovations, Inc.	145	\$2,908.42	\$8,628.94	Ongoing
Demandware, Inc.	-	\$220,433.68	\$220,433.68	Objection resolved
Design Toscano Inc.	195	\$153,605.84	\$203,613.45	Ongoing

Objecting Counterparty	Docket Number of Objection (if any)	Cure Amount Asserted by Debtors	Cure Amount Asserted by Objecting Counterparty	Status
Didit (Inceptor)	-	\$15,872.83	\$18,550.46	Objection resolved- agreed to \$18,550.46
di Potter	-	\$875.58	\$1,914.08	Ongoing
Doogie Stuff	-	\$0.00	\$6,034.41	Ongoing
e3Light Group	-	\$3,782.421	\$6,309.57	Ongoing
Enjoy Laura, Inc.	-	\$0.00	\$11,175.17	Ongoing
Fashion Junkie 4 Life	-	\$2,704.16	\$3,028.00	Ongoing
Fat Brain Toys	-	\$6,747.26	\$9,958.96	Ongoing
Feinkind Inc. (dba Refined Pet Products)	-	\$0.00	\$3,294.00	Ongoing
First Time Manufactory, Inc./First Time Design Limited	-	\$2,145.32	\$2,569.85	Ongoing
Gemmy Industries Corp.	-	\$549,433.93	\$552,180.00	Ongoing [may have been transferred to Honne II, LP]
Global TTC	-	\$0.00	\$1,600.00	Ongoing
Go Jump In The Lake	154	\$6,805.78	\$7,882.20	Ongoing
GrillGate LLC	-	\$0.00	\$10,832.44	Ongoing
Hammacher, Schlemmer & Co., Inc.	152	\$384,326.13	\$551,293.00	Ongoing
Hatzlachh Supply Inc.	-	\$1,915.11	\$2,703.26	Ongoing
Holton Products, LLC	-	\$20,520.00	\$20,540.00	Ongoing
Honey-Can-Do International, LLC	-	\$2,206.29	\$3,458.35	Ongoing
HSN Improvements LLC	213	\$293,915.29	\$311,856.50	Ongoing
Inspired Products Group, LLC dba Kidsembrace	-	\$1,869.89	\$3,013.20	Ongoing
Inventist	-	\$36,400.32	\$36,400.00	Ongoing [may have been transferred to Fair Harbor Capital, LLC]
iTouchless Housewares and Products	-	\$2,328.55	\$2,886.05	Ongoing
Jamberly Group, Inc.	-	\$35,234.13	\$41,385.00	Ongoing [may have been transferred to Derek C. Cheung]
JDS Marketing & Sales, Inc.	-	\$50,988.24	\$58,163.11	Ongoing

Objecting Counterparty	Docket Number of Objection (if any)	Cure Amount Asserted by Debtors	Cure Amount Asserted by Objecting Counterparty	Status
Kateco LLC	-	\$9,314.75	\$9,456.74	Ongoing [may have been transferred to Argo Partners]
KEC America	-	\$0.00	\$21,099.76	Ongoing
Kuhi Comfort, Inc.	-	\$2,272.80	\$3,802.19	Ongoing
Laiko International Co., Inc.	-	\$4,450.82	\$5,349.19	Ongoing [may have been transferred to DACA VI LLC]
Lake Industries, Inc.	-	\$3,336.00	\$17,155.19	Ongoing
Landmarc Products LLC	-	\$0.00	\$4,000-\$5,000	Ongoing
Laptop Butler, LLC	-	\$137.92	\$148.14	Ongoing
Leading Edge Engineering	-	\$888.13	\$1,200.00	Ongoing
Legacy Decor	-	\$18,124.81	\$30,127.00	Ongoing
Library of Classics, Inc.	-	\$35,489.06	\$39,060.17	Ongoing
McArthur Homeware LLC	-	\$1,955.39	\$2,222.62	Ongoing
Micro-Mom Scooters LLC	-	\$0.00	\$6,256.62	Ongoing
Midwest Innovative Products, LLC	-	\$2,862.80	\$3,235.33	Ongoing [may have been transferred to Argo Partners]
Nanoveu Inc.	-	\$0.00	\$1,042.68	Ongoing
Nbryte	-	\$31,473.30	\$46,943.60	Ongoing [may have been transferred to Argo Partners]
Nedia Enterprises, Inc.	-	\$1,950.76	\$3,066.68	Ongoing
NetSuite, Inc.	225	\$98,815.17	\$105,181.85	Ongoing
Next Success Inc.	-	\$3,324.19	\$6,003.00	Ongoing
Optigroove LLC (dba Red Head Oak Barrel)	-	\$0.00	\$423.83	Ongoing
Paradigm Health & Wellness	-	\$4,183.0	\$2,309.00	Ongoing
Pitney Bowes Global	-	\$2,054.75	\$4,531.44	Ongoing
Prepac	-	\$78,916.22	\$89,000.00	Ongoing
Push Pushi	-	\$3,582.29	\$11,223.98	Ongoing
PYS Gifts aka Picture Your Street	205 234	\$18,029.40	\$27,035.27	Objection resolved- agreed to \$18,029.40

Objecting Counterparty	Docket Number of Objection (if any)	Cure Amount Asserted by Debtors	Cure Amount Asserted by Objecting Counterparty	Status
Randstad Professionals	-	\$15,965.90	\$16,351.82	Ongoing
RBS Shaving, LLC	-	\$1,414.52	\$6,781.85	Ongoing
Reactive Surfaces Ltd., LLP	155	\$4,009.17	\$74,000.00	Ongoing
Reicher Enterprises LLC	149	\$0.00	\$7,500.00	Ongoing
Revo Innovations LLC	-	\$0.00	\$48,381.12	Ongoing
R.S.P.A. Inc.	-	\$9,873.59	\$9,910.61	Ongoing
Ryonet Corporation	-	\$0.00	\$8,572.14	Ongoing
RZ Mask LLC	-	\$2,965.77	\$3,316.39	Ongoing
Sailskating LLC	150	\$3,405.93	\$6,803.81	Ongoing
Sigma Enterprises	-	\$0.00	\$21,757.17	Ongoing
Sisters Gourmet, Inc.	182	\$3,961.46	\$6,617.83	Ongoing
SLT USA, Inc.	-	\$1,241.55	\$2,925.25	Ongoing
Smart Surplus	-	\$12,906.82	13,936.00	Ongoing
Sportailor, Inc.	-	\$330.17	\$541.75	Ongoing
Steiner Sports Memorabilia, Inc.	-	\$205,927.00	\$262,008.66	Ongoing
Straight Up Chess (TRF Games, Inc.)	-	\$6,983.78	\$10,036.00	Ongoing
Strider Sports International, Inc.	151 260	\$4,872.11	\$7,896.69	Ongoing
Szul Jewelry, Inc.	-	\$6,781.51	10,572.41	Ongoing
Teledynamics	-	\$0.00	\$673.28	Ongoing
Trademark Games	-	\$56,592.84	\$66,933.51	Ongoing
TrueCloud	-	\$83,000.00	\$86,500.00	Ongoing
Umbra LLC	-	\$7,101.20	\$9,409.45	Ongoing
Underboss Productions, LLC	160	\$17,634.96	\$48,479.90	Ongoing
United Parcel Service, Inc.	163	\$322,362.95	\$589,486.04	Ongoing
Victorina LLC	166	\$0.00	\$48,861.09 (Contingent)	Ongoing
Wewood Watches (Level Your Brand)	-	\$321.69	417.00	Ongoing
Wynit Distribution LLC	-	\$0.00	\$18,177.62	Ongoing
Xeriscapes Unlimited Inc.	-	\$5,023.36	\$5,738.73	Ongoing
Yujin Robot Inc.	-	\$6,398.12	\$6,929.80	Ongoing

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