

1 Quarles & Brady LLP  
Firm State Bar No. 00443100  
2 Renaissance One  
Two North Central Avenue  
Phoenix, AZ 85004-2391  
3 TELEPHONE 602.229.5200

4 Attorneys for Debtors and Debtors-in-  
Possession

5 John A. Harris (#014459)  
john.harris@quarles.com  
6 Lori L. Winkelman (#021400)  
7 lori.winkelman@quarles.com

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:

Jointly Administered with Case Nos.:

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.

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  
SALE 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 further support of their *Motion For Orders (I) Authorizing Bidding Procedures And Auction,*  
26 *(II) Scheduling Sale Hearing And Approving Notice Thereof, (III) Authorizing Sale Of Assets,*

1 *And (IV) Granting Related Relief* [Docket No. 22] (the “**Sale Motion**”), and in connection with  
2 the *Order Establishing Bidding Procedures For Auction Sale, Scheduling Hearing On Sale*  
3 *Motion, And Granting Related Relief* dated January 29, 2015 [Docket No. 53] (as amended by  
4 Docket No. 131, the “**Sale Procedures Order**”). This Omnibus Response is filed in response  
5 and opposition to the following sale objections (collectively, the “**Sale Objections**”):

- 6 • *U.S. Securities and Exchange Commission’s Limited Objection to Sale of*  
7 *Assets* [Docket No. 153] (the “**SEC Objection**”), filed by the U.S.  
8 Securities and Exchange Commission (the “**SEC**”) on March 3, 2015;
- 9 • *Limited Preliminary Objection to the Sale Motion and Cure Notice and*  
10 *Reservation of Rights* [Docket No. 177] (the “**Connexions Objection**”),  
11 filed by Connexions Loyalty, Inc. (“**Connexions**”) and SkyMall Ventures,  
12 LLC (“**Ventures**”) on March 4, 2015;
- 13 • *Official Committee of Restricted Equity Security Holders’ of Xhibit*  
14 *Corp.’s Objection to Debtors’ Motion for Orders Authorizing Sale of*  
15 *Assets, Et Al.* [Docket No. 178] (the “**Equity Committee Objection**”),  
16 filed by the Official Committee of Restricted Equity Security Holders’ of  
Xhibit Corp. (the “**Equity Committee**”) on March 4, 2015; and
- *United States Trustee’s Objection to Sale Motion and Reservation of*  
*Rights* [Docket No. 179] (the “**UST Objection**”), filed by the United  
States Trustee (the “**UST**”) on March 4, 2015.<sup>1</sup>

17 For the most part, the Sale Objections do not object to the Sale itself; rather they seek  
18 additional information regarding the Sale, confirmation that the Debtors' books and records will  
19 be preserved, and/or reserve rights if certain assets are the subject of the Sale. As discussed  
20 below, the Debtors have worked to provide the information and/or confirmations sought in the  
21 Sale Objections, and the Debtors believe they have addressed the concerns raised in the Sale

---

22 <sup>1</sup> In response to the *Notice Of: (1) Executory Contracts And Unexpired Leases Subject To*  
23 *Potential Assumption And Assignment Pursuant To Pending Sale Motion; (2) Proposed Cure*  
24 *Amounts With Respect Thereto; (3) Sale Hearing And Deadline For Objections; And (4) Related*  
25 *Matters* [Docket No. 101] (as amended by Docket No. 159, the “**Cure Notice**”) filed by the  
26 Debtors, a number of Counterparties to the Subject Contracts and Leases served “formal” or  
“informal” objections to the Cure Amounts asserted by the Debtors (collectively, the “**Cure**  
**Amount Objections**”). The Debtors’ omnibus response to the Cure Amount Objections is the  
subject of a separate pleading filed contemporaneously herewith.

1 Objections. In all events, the Sale Objections do not present a basis to deny approval of a Sale  
2 conducted in accordance with the Sale Procedures Order.

3 **GENERAL BACKGROUND.**

4 1. On January 23, 2015, the Debtors filed the Sale Motion, seeking to sell SkyMall's  
5 assets (as described in the Motion, the "Sale") pursuant to a Court-approved sale process.

6 2. On January 29, 2015, the Court entered the Sale Procedures Order, establishing  
7 procedures that govern the Sale process.

8 3. Pursuant to the Sale process, the various business assets of SkyMall have been  
9 (and continue to be) marketed by CohnReznick Capital Markets Securities, LLC  
10 ("CRCMS"), the Court approved investment banker retained by SkyMall. The assets being  
11 offered for sale (the "Subject Assets") include, without limitation, SkyMall's (i) intellectual  
12 property, (ii) furniture, fixtures and equipment, (iii) inventory, (iv) customer lists, (v) accounts  
13 receivable, (vi) interests under contracts and unexpired leases, (vii) interests in real estate and  
14 fixtures, and (viii) other assets comprising SkyMall's going concern business. *See, e.g.*, Sale  
15 Motion at ¶8.

16 4. The Subject Assets do not include certain excluded assets (collectively, the  
17 "Excluded Assets"), which include: (i) cash, security deposits, or other cash equivalents; (ii)  
18 avoidance actions pursuant to Bankruptcy Code §§ 544, 545, 547, 548, 549, and 553(b) and any  
19 proceeds therefrom; and (iii) certain other estate claims and causes of action. *See, e.g.*, Sale  
20 Motion at ¶8.

21 5. Information regarding the SkyMall assets being offered for sale was populated into  
22 a data room created for the Sale by CRCMS and SkyMall. Any party interested in submitting a  
23 bid in regard to the Sale has been allowed access to the data room after executing a non-  
24 disclosure agreement. In addition, SkyMall has filed its Schedules of Assets and Liabilities  
25 [Docket No. 116] and its Statement of Financial Affairs [Docket No. 117]. The assets listed in  
26

1 the SkyMall Schedules (including the various exhibits and attachments to the Schedules) include  
2 the assets that are listed in the data room for the Sale.

3 6. Under the Sale process, potential bidders can submit bids for all of the Subject  
4 Assets or they can submit bids for discrete components of the Subject Assets (subject to the terms  
5 and requirements of the Sale Procedures Order).

6 7. As set forth in the Sale Procedures Order, the terms of the Sale are stated in an  
7 Asset Purchase Agreement template for the Sale (the "**APA Template**"). See Sale Procedures  
8 Order at p. 2; ¶2. The APA Template being used for the Sale provides for the specific assets  
9 which any bidder seeks to acquire to be identified in the APA (based on the APA Template)  
10 submitted by any bidder to CRCMS.

11 8. The APA Template also makes clear that, among other things, the Excluded Assets  
12 which are not subject to the Sale include:

13 "all Avoidance Actions and all Claims arising prior to the Closing Date  
14 (collectively, the "Excluded Claims"), including, without limitation, all Claims  
15 which Seller may have against (i) any of Seller's Affiliates in respect of  
16 intercompany transfers, receivables, guarantees or indemnities, (ii) any Person to  
17 the extent related to any Excluded Assets (whether arising before or after the  
18 Closing Date), and (iii) any Person (including Governmental Authorities) for  
19 refund or credit of any type with respect to any Taxes paid or accrued with respect  
20 to periods ending on or prior to the Closing Time"

21 9. Throughout the Sale process, and in accordance with the Sale Procedures Order,  
22 the Debtors and CRCMS have worked with Official Committee of Unsecured Creditors appointed  
23 in these cases (the "**Unsecured Committee**") and the financial advisors retained by the  
24 Unsecured Committee. The Unsecured Committee represents the largest creditor constituency in  
25 these cases, and the constituency most affected by the Sale process. The Debtors understand the  
26 Unsecured Committee to support the Sale process.

27 10. The Sale process is ongoing. The deadline for submission of bids by qualified  
28 bidders is March 19, 2015. The specific assets that any potential bidder may seek to acquire (and

1 the specific terms proposed by any bidder to the extent they differ from the APA Template), will  
2 not be known until all bids are actually submitted.

3 11. The Debtors have maintained and preserved their books and records, and if any  
4 proposed Sale implicates books and records of the Debtors, the Debtors will implement any  
5 actions necessary to ensure that the Debtors' books and records are preserved through and after  
6 the Sale.

7 12. The Debtors, working in conjunction with the Unsecured Committee, have  
8 expeditiously pursued a Sale while they maintain an operating business in order to maximize the  
9 potential value and recovery for stockholders. The Debtors and Unsecured Committee have also  
10 remained focused on preserving estate causes of action and the books and records necessary to  
11 respond to discovery requests and to investigate any potential causes of action.

12 **I. RESPONSE TO SEC OBJECTION.**

13 The SEC issued an investigative subpoena dated February 18, 2015 to Debtor Xhibit  
14 Corp., requiring it to produce documents and records of Xhibit and its affiliates and subsidiaries  
15 (including SkyMall) in connection with a non-public investigation by the SEC (the "**SEC**  
16 **Subpoena**"). The Debtors are cooperating with the SEC in regard to the SEC Subpoena.

17 The SEC Objection is a limited objection, in which the SEC primarily seeks assurance that  
18 "any items, such as files, computers, or other materials, that contain documents or records that are  
19 subject to the Commission's subpoena" are preserved through and after the Sale. The Debtors  
20 have discussed with the SEC that the Sale process has been, and will continue to be, conducted in  
21 a manner to ensure the Sale does not affect the preservation of the Debtors' books and records.

22 As discussed above, the Debtors have preserved their books and records, as well as  
23 potential estate causes of action (and the Debtors have worked with the Unsecured Committee in  
24 this regard). The Debtors are working with the Unsecured Committee to retain an e-discovery  
25 consultant (whose retention will be subject to Court approval) to provide the Debtors and their  
26 estates with discovery support needed for responding to the SEC Subpoena, as well as other

1 discovery that has been or may be served on the Debtors (including discovery requested by the  
2 Unsecured Committee).

3 The Debtors do not yet know if any actual bid(s) will implicate books and records of the  
4 Debtors. However, and to the extent any bid(s) do implicate such matters, the Debtors will  
5 structure any Sale that is proposed to the Court for approval in a manner to ensure that the Sale  
6 does not affect the continuing preservation of the Debtors' books and records. If any bid(s) do  
7 implicate books and records of the Debtors, the Debtors will notify the SEC (and other interested  
8 parties) prior to the Sale Hearing of the specific steps the Debtors propose to take in conjunction  
9 with any such Sale to preserve books and records, and the Debtors will include such steps in any  
10 Sale Order that is presented to the Court.

11 Accordingly, the Debtors believe they will be able to demonstrate that the SEC's concerns  
12 are addressed in regard to any Sale the Debtors may ask the Court to approve.

## 13 **II. RESPONSE TO UST OBJECTION.**

14 Like the SEC Objection, the UST also expresses concern that the Debtors' books and  
15 records be preserved through the Sale process. The Debtors believe they have addressed this  
16 concern for the reasons discussed in Section I above in regard to the SEC Objection.

17 The other matters raised by the UST do not present a basis to deny approval of a Sale  
18 conducted in accordance with the Sale Procedures Order:

19 (a) The UST asserts that its motion for appointment of a consumer privacy  
20 ombudsman should be addressed prior to the Sale. This matter was the subject of separate  
21 pleadings and a hearing conducted by the Court on March 12, 2015. At the conclusion of the  
22 March 12, 2015 hearing, the Court ruled that appointment of a consumer privacy ombudsman is  
23 not required in regard to the Sale.

24 (b) The UST requested the disclosure of a detailed list of assets being offered for sale  
25 in the Sale process. The Debtors discussed this matter with the UST, and the Debtors confirmed  
26 to the UST that the assets listed for sale in the data room are also listed in the Schedules filed by

1 SkyMall in the Bankruptcy Cases (including the various exhibits and attachments to the  
2 Schedules). The Debtors understand that this confirmation addresses the UST's concern on this  
3 point.

4 (c) The UST requested that the Equity Committee be able to respond and address any  
5 issues that the Equity Committee believes may exist in regard to the Sale from their perspective.  
6 The filing by the Equity Committee of the Equity Committee's objection establishes that the  
7 Equity Committee has been able to raise its concerns with the Sale. The Equity Committee  
8 Objection is addressed below.

9 (d) The UST raised concerns regarding Global Notes that were filed in conjunction  
10 with the Schedules and Statements filed by the Debtors. Although this issue does not relate  
11 directly to the Sale, the Debtors have discussed the matter with the UST. This issue also was  
12 addressed by the UST at the continued Section 341 meeting of creditors on March 18, 2015.

13 In light of the foregoing, the Debtors believe that the UST's concerns regarding the Sale  
14 have been addressed.

### 15 **III. RESPONSE TO CONNEXIONS OBJECTION.**

16 As discussed in the *Declaration of Scott Wiley In Support of First Day Motions* [Docket  
17 No. 8] (the "**First Day Declaration**"), SkyMall Ventures ("**Ventures**") was a wholly-owned  
18 subsidiary of SkyMall, and operated a loyalty business as a provider of merchandise, gift cards  
19 and rewards programs for program members in various corporate and other loyalty programs. On  
20 September 9, 2014, SkyMall sold 100% of the outstanding membership interests of Ventures to  
21 Connexions, pursuant to a Membership Interest Purchase Agreement (the "**MIPA**") dated as of  
22 the same date (the "**Ventures Sale**"). In connection with the Ventures Sale, SkyMall also entered  
23 into a Transition Services Agreement with Connexions, dated September 8, 2014 (the "**TSA**"),  
24 pursuant to which SkyMall provides a range of services to Connexions to support Connexions'  
25 operation of the acquired Ventures business. In the Connexions Objection, Connexions/Ventures  
26 identifies the interests it claims under the TSA and related agreements as the "**Connexions**

1 **Interests**". The Connexions Objection is limited to a reservation of rights by  
2 Connexions/Ventures if any Sale contemplates a sale of assets that would be free of or impair the  
3 asserted Connexions Interests. *See* Connexions Objection at ¶13.

4 The Debtors have discussed with Connexions/Ventures their objection to the Sale. The  
5 Debtors have been working (and they will continue to work) with Connexions/Ventures and the  
6 Unsecured Committee to achieve an orderly transition to Connexions of the support services  
7 provided under the TSA and related agreements. Until bids are actually submitted, the Debtors  
8 do not know whether any bid will actually implicate the asserted Connexions Interests. In the  
9 event a proposed bid does implicate such matters, the Debtors will work with  
10 Connexions/Ventures and any applicable bidder to resolve any issues prior to the Sale Hearing.

#### 11 **IV. RESPONSE TO EQUITY COMMITTEE OBJECTION.**

12 As an initial matter, and in light of accommodations made by the Debtors to provide  
13 participation by the Equity Committee in the Sale process, counsel for the Equity Committee  
14 stated to counsel for the Debtors on March 16, 2015 that "it is the consensus of the Equity  
15 Committee that the Committee will not oppose or hinder the auction from proceeding on  
16 March 25. However, we reserve our rights to address any concerns that may arise from the  
17 auction and raise any such issues with the Court at the March 27 hearing."

18 In all events, the Equity Committee Objection does not present any basis for the Sale not  
19 to proceed. The Equity Committee asserts that potential causes of action owned by the Debtors  
20 and their estates should be excluded from the Sale. As discussed above, the Sale process  
21 excludes such claims/causes of action, and the APA Template makes express that these are  
22 "Excluded Assets" not subject to the Sale.

23 The Equity Committee also asserts that a "reorganization alternative" should be  
24 considered as an alternative to the Sale. The content of such a "reorganization alternative" is not  
25 identified in the Equity Committee Objection. *See* Equity Committee Objection at pp. 2-3. As  
26 discussed in the Sale Motion and the First Day Declaration, the Debtors believe that an



1 expeditious Sale is the best alternative to maximize value in these cases, in large part because the  
2 Debtors do not have the capital to sustain SkyMall's scaled down operations for an extended  
3 period of time. See First Day Declaration at ¶¶ 28-33. Even the Equity Committee has  
4 acknowledged that tens of millions of dollars of new capital would be required to pay creditors  
5 and capitalize SkyMall as a going concern business over the long term. The only source the  
6 Equity Committee has identified for this multi-millions dollar infusion is a potential new stock  
7 offering to be purchased by existing shareholders of Xhibit. The Debtors do not believe that this  
8 is even remotely realistic or feasible under the existing circumstances.

9 Accordingly, the Equity Committee Objection raises no valid objections to the Sale.

10 WHEREFORE, and in light of the foregoing, the Debtors respectfully request that the  
11 Court enter an Order:

- 12 A. Denying the Sale Objections;  
13 B. Approving a Sale to a Successful Bidder or Successful Bidders in accordance with  
14 the Sale Procedures Order; and  
15 D. Granting the Debtors such other and further relief as is appropriate under the facts  
16 and circumstances of these cases.

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

18 QUARLES & BRADY LLP  
19 Renaissance One  
20 Two North Central Avenue  
Phoenix, AZ 85004-2391

21 By /s/ John A. Harris

22 John A. Harris  
23 Lori L. Winkelman

24 Attorneys for Debtors and Debtors-in-Possession  
25  
26

1 COPIES of the foregoing sent via  
2 e-mail or first-class mail this 18th  
3 day of March, 2015, to all parties  
4 on the Official Service List  
5 attached hereto.

6  
7  
8  
9  
10  
11  
12  
13  
14  
15  
16  
17  
18  
19  
20  
21  
22  
23  
24  
25  
26  
/s/ Debra Lindsey

**SKYMALL, LLC, et al.**  
**OFFICIAL SERVICE LIST**

LARRY WATSON  
OFFICE OF THE U.S. TRUSTEE  
230 N. FIRST AVENUE, SUITE 204  
PHOENIX, AZ 85003  
Email: larry.watson@usdoj.gov

DAVID BOTTER, ESQ.  
AKIN GUMP STRAUSS HAUER & FELD LLP  
ONE BRYANT PARK  
NEW YORK NY 10036-6745  
Email: dbotter@akingump.com  
COUNSEL FOR CONNEXIONS LOYALTY, INC.  
AND SKYMALL VENTURES, LLC

SUSAN M. FREEMAN  
JUSTIN J. HENDERSON  
LEWIS ROCA ROTHGERBER LLP  
201 E. WASHINGTON STREET, SUITE 1200  
PHOENIX, AZ 85004-2595  
Email: SFreeman@LRRLaw.com  
Email: JHenderson@LRRLaw.com  
COUNSEL FOR CONNEXIONS LOYALTY, INC.  
AND SKYMALL VENTURES, LLC

DAREN W. PERKINS, ESQ.  
EXECUTIVE DIRECTOR & ASSISTANT  
GENERAL COUNSEL  
JPMORGAN CHASE & CO.  
P. O. BOX 655415  
DALLAS, TX 75265-5415  
Email: daren.perkins@jpmchase.com

STEVEN R. WIRTH, ESQ.  
AKERMAN LLP  
401 E. JACKSON STREET, SUITE 1700  
TAMPA, FL 33602  
Email: steven.wirth@akerman.com  
COUNSEL FOR HSN IMPROVEMENTS, LLC ,  
CORNERSTONE BRANDS, INC. AND CINMAR,  
LLC

PAUL W. WEISER, ESQ.  
BUCHALTER NEMER  
16435 N. SCOTTSDALE RD, SUITE 440  
SCOTTSDALE, AZ 85254-1754  
Email: pweiser@buchalter.com  
COUNSEL FOR PKY FUND II PHOENIX I, LLC

JOANNA NEWDECK, ESQ.  
AKIN GUMP STRAUSS HAUER & FELD LLP  
1333 NEW HAMPSHIRE AVENUE, N.W.  
WASHINGTON, DC 20036  
Email: jnewdeck@akingump.com  
COUNSEL FOR CONNEXIONS LOYALTY, INC.  
AND SKYMALL VENTURES, LLC

JANET E. BOSTWICK, ESQ.  
JANET E. BOSTWICK, PC  
295 DEVONSHIRE STREET  
BOSTON, MA 02110  
Email: jeb@bostwicklaw.com  
COUNSEL FOR DEMANDWARE INC.

WESLEY D. RAY, ESQ.  
POL SINELLI PC  
1 EAST WASHINGTON STREET, SUITE 1200  
PHOENIX, AZ 85004  
Email: wray@polsinelli.com  
COUNSEL FOR HSN IMPROVEMENTS, LLC ,  
CORNERSTONE BRANDS, INC. AND CINMAR,  
LLC

JEFFREY R. MANNING  
COHNREZNICK CAPITAL MARKETS  
SECURITIES LLC  
500 E PRATT STREET SUITE 200  
BALTIMORE MD 21202  
Email: jeff.manning@crcms.com  
INVESTMENT BANKER FOR DEBTORS

**SKYMALL, LLC, et al.**  
**OFFICIAL SERVICE LIST**

CHRISTOPHER A. WARD, ESQ.  
JARRETT VINE, ESQ.  
POL SINELLI PC  
222 DELAWARE AVENUE, SUITE 1101  
WILMINGTON, DE 19801  
Email: cward@polsinelli.com  
Email: jvine@polsinelli.com  
COUNSEL FOR HSN IMPROVEMENTS, LLC ,  
CORNERSTONE BRANDS, INC. AND CINMAR,  
LLC

TAMALYN E. LEWIS, ESQ.  
ENGELMAN BERGER, PC  
3636 N. CENTRAL AVENUE, SUITE 700  
PHOENIX, AZ 85012  
Email: tel@eblawyers.com  
COUNSEL FOR AMERICAN AIRLINES, INC.  
AND US AIRWAYS, INC.

MARIAN GARZA  
ASCENSION CAPITAL GROUP, INC.  
P.O. BOX 201347  
ARLINGTON, TX 76006  
Email: ecfnotices@ascensioncapitalgroup.com  
BANKRUPTCY SERVICER FOR BMW  
FINANCIAL SERVICES NA, LLC

DEAN C. WALDT, ESQ.  
MICHAEL S. MYERS, ESQ.  
BALLARD SPAHR LLP  
1 EAST WASHINGTON STREET, SUITE 2300  
PHOENIX, AZ 85004-2555  
Email: waldd@ballardspahr.com  
Email: myersms@ballardspahr.com  
COUNSEL FOR XSE, LLC, X SHARES, LLC,  
AND SMXE LENDING, LLC

SANDRA W. LAVIGNA, ESQ.  
SECURITIES & EXCHANGE COMMISSION  
444 SOUTH FLOWER STREET, SUITE 900  
LOS ANGELES CA 90071-9591  
Email: lavignas@sec.gov

AUTUMN D. HIGHSMITH, ESQ.  
HAYNES AND BOONE, LLP  
2323 VICTORY AVENUE, SUITE 700  
DALLAS, TEXAS 75219  
Email: autumn.highsmith@hayesboone.com  
COUNSEL FOR AMERICAN AIRLINES, INC.  
AND US AIRWAYS, INC.

THOMAS J. SALERNO, ESQ.  
ANTHONY P. CALI, ESQ.  
GORDON SILVER  
ONE E. WASHINGTON, SUITE 400  
PHOENIX, AZ 85004  
Email: tsalerno@gordonsilver.com  
Email: acali@gordonsilver.com

HARRIS B. WINSBERG, ESQ.  
STEPHEN S. ROACH, ESQ.  
TROUTMAN SANDERS LLP  
600 PEACHTREE ST., SUITE 5200  
ATLANTA, GA 30308  
Email: harris.winsberg@troutmansanders.com  
Email: stephen.roach@troutmansanders.com  
COUNSEL FOR DELTA AIRLINES, INC.

M. REED MERCADO, ESQ.  
SHEPPARD, MULLIN, RICHTER & HAMPTON LLP  
333 SOUTH HOPE STREET, 43RD FLOOR  
LOS ANGELES, CALIFORNIA 90071-1422  
Email: rmercado@sheppardmullin.com  
COUNSEL FOR GLOBAL EAGLE  
ENTERTAINMENT

STEVEN D. JEROME, ESQ.  
ERIC S. PEZOLD, ESQ.  
SNELL & WILMER L.L.P.  
400 E. VAN BUREN STREET, SUITE 1900  
PHOENIX, AZ 85004-2202  
Email: sjerome@swlaw.com  
Email: epezold@swlaw.com  
LOCAL COUNSEL FOR OFFICIAL COMMITTEE  
OF UNSECURED CREDITORS

**SKYMALL, LLC, et al.**  
**OFFICIAL SERVICE LIST**

JEFFREY L. COHEN, ESQ.  
SETH VAN AALTEN, ESQ.  
ALEX R. VELINSKY, ESQ.  
COOLEY LLP  
1114 AVENUE OF THE AMERICAS  
NEW YORK, NY 10036  
Email: jcohen@cooley.com  
Email: svanaalten@cooley.com  
Email: avelinsky@cooley.com  
LEAD COUNSEL FOR OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS

AMERICAN EXPRESS  
PO BOX 0001  
LOS ANGELES CA 90096-8000  
Email: george.w.brunson@aexp.com

CINMAR (FRONTGATE/ELECTMIX)  
5566 W CHESTER RD  
ATTN: GREG BERGLUND  
WEST CHESTER OH 45069  
Email: afranzoni@cinmar.com

CHRISTOPHER L. HERING, ESQ.  
GAMMAGE & BURNHAM P.L.C.  
TWO NORTH CENTRAL AVENUE, 15TH FLOOR  
PHOENIX, AZ 85004  
Email: chering@gblaw.com  
COUNSEL FOR VICTORINA LLC

S. CARY FORRESTER, ESQ.  
FORRESTER & WORTH, PLLC  
3636 NORTH CENTRAL AVENUE, SUITE 700  
PHOENIX, AZ 85012  
E-mail: scf@forresterandworth.com  
COUNSEL FOR UNDERBOSS PRODUCTIONS, LLC

KIMBERLY A. WALSH, ESQ.  
ASSISTANT ATTORNEY GENERAL  
BANKRUPTCY & COLLECTIONS DIVISION  
MC 008  
P.O. BOX 12548  
AUSTIN, TEXAS 78711-2548  
Email: Kimberly.Walsh@texasattorneygeneral.gov

CAROLYN J. JOHNSEN, ESQ.  
DICKINSON WRIGHT, PLLC  
1850 NORTH CENTRAL AVENUE, SUITE 1400  
PHOENIX, AZ 85004  
Email: cjohnsen@dickinsonwright.com  
COUNSEL FOR DESIGN TOSCANO LTD.

JONATHAN B. FRUTKIN, ESQ.  
THE FRUTKIN LAW FIRM, PLC  
15205 N. KIERLAND BLVD., SUITE 200  
SCOTTSDALE, AZ 85254  
Email: jfrutkin@frutkinlaw.com  
COUNSEL FOR AMERICAN PRINTHOUSE

JOHN D. ELROD, ESQ.  
GREENBERG TRAUERIG, LLP  
TERMINUS 200  
3333 PIEDMONT ROAD, NE, SUITE 2500  
ATLANTA, GA 30305  
Email: elrodj@gtlaw.com  
COUNSEL FOR UNITED PARCEL SERVICE, INC.

AMERICAN AIRLINES  
4333 AMON CARTER BLVD  
FORT WORTH TX 76155  
Email: walter.weems@aa.com

**SKYMALL, LLC, et al.**  
**OFFICIAL SERVICE LIST**

GEMMY INDUSTRIES CORP  
PO BOX 3588  
COPPELL TX 75019  
Email: jason.mccann@gemmy.com

CONSTANGY BROOKS & SMITH LLP  
PO BOX 102476  
ATLANTA GA 30368-0476  
Email: jrosin@constangy.com

HAMMACHER, SCHLEMMER & CO., INC.  
ATTN: KAREN SEAWELL  
9307 N. MILWAUKEE AVE.  
NILES IL 60714  
Email: Kseawell@hammacher.com

HAMMACHER SCHLEMMER & CO., INC.  
ATTN: ANN HAMILTON  
9307 N MILWAUKEE AVENUE  
NILES IL 60714  
Email: ann.hamilton@bgeitd.com

PATRICK A. CLISHAM, ESQ.  
ENGELMAN BERGER, P.C.  
3636 N. CENTRAL AVENUE, SUITE 700  
PHOENIX, AZ 85012  
Email: pac@eblawyers.com  
COUNSEL FOR HAMMACHER, SCHLEMMER &  
CO., INC.

MARK L. RADTKE, ESQ.  
SHAW FISHMAN GLANTZ & TOWBIN LLC  
321 N. CLARK STREET, SUITE 800  
CHICAGO, IL 60654  
Email: mradtke@shawfishman.com  
COUNSEL FOR HAMMACHER, SCHLEMMER &  
CO., INC.

MIDLAND PAPER COMPANY  
ATTN: RALPH DELETTA  
101 E. PALATINE RD.  
WHEELING IL 60090  
Email: Ralph.deletto@midlandpaper.com

MIDLAND PAPER  
1140 PAYSPIRE CIRCLE  
CHICAGO IL 60674  
Email: jim.otoole@midlandpaper.com

HSN IMPROVEMENTS LLC  
5568 WEST CHESTER RD  
WEST CHESTER OH 45069  
Email: cpellenberg@improvementscatalog.com

SIGNALS  
5581 HUDSON INDUSTRIAL PKWY  
HUDSON OH 44236  
Email: mbender@woecatalog.com

RELIEF POD INTL  
1801 E CARNEGIE AVE  
SANTA ANA CA 92705  
Email: dcoleman@reliefpod.com

SOUTHWEST AIRLINES, INC.  
14800 FRYE ROAD  
FORT WORTH, TX 76115  
Email: vicki.mccrummen@wnco.com

NORM THOMPSON OUTFITTERS, INC. DBA  
SOLUTIONS  
ATTN: KAREN DURLING  
26 ALBERIGI DRIVE  
JESSUP, PA 18434  
Email: mbowcut@ntobrand.com

NORM THOMPSON OUTFITTERS, INC. DBA  
SOLUTIONS  
DANIEL W. RAMSEY  
138 CONANT STREET  
BEVERLY MA 01915  
Email: dramsey@orchardbrands.com

**SKYMALL, LLC, et al.**  
**OFFICIAL SERVICE LIST**

STEINER SPORTS MEMORABILIA, INC.  
145 HUGENOT STREET  
NEW ROCHELLE, NY 10801  
Email: smahoney@steinersports.com

STEINER SPORTS MEMORABILIA, INC.  
ATTN: KELVIN JOSEPH  
145 HUGUENOT STREET  
NEW ROCHELLE NY 10801  
Email: Kjoseph@steinersports.com

UNITED PARCEL SERVICE  
P.O. BOX 505820  
THE LAKES, NV 88905  
Email: milanoue@ups.com

UNITED AIRLINES, INC.  
1200 E. ALGONQUIN ROAD  
ELK GROVE, IL 60007  
Email: david.oppenheim@united.com

WHAT ON EARTH  
5581 HUDSON INDUSTRIAL PKWY  
HUDSON, OH 44236  
Email: mbender@woecatalog.com

US AIRWAYS  
P.O. BOX 29655  
PHOENIX, AZ 85038  
Email: autumn.highsmith@haynesboone.com  
Email: tel@eblawyers.com

INSIGHT DIRECT USA, INC.  
ATTN: MICHAEL L. WALKER  
6820 S. HARL AVENUE  
TEMPE, AZ 85283  
Email: Sherri.West@Insight.com

WIRELESS  
5581 HUDSON INDUSTRIAL PKWY  
HUDSON, OH 44236  
Email: mbender@woecatalog.com

VARIDESK, LLC  
ATTN: CRAIG D. STOREY  
117 WRANGLER WAY, SUITE 100  
COPPELL TX 75019  
Email: craig.storey@varidesk.com

PROJECT MANAGEMENT CORP.  
3683 E VALLEJO DRIVE  
GILBERT, AZ 85298  
Email: jerel@talentwoo.com

CHAIM PIEKARSKI  
AVI GOLDENBERG  
C&A MARKETING, INC.  
2 BERGEN TURNPIKE  
RIDGEFIELD PARK, NJ 07660  
Email: chaim@camarketing.com  
Email: avig@camarketing.com

MISSOURI DEPARTMENT OF REVENUE  
BANKRUPTCY UNIT  
ATTN: STEVEN A. GINTHER  
PO BOX 475  
JEFFERSON CITY MO 65105-0475  
Email: azecf@dor.mo.gov

JUMBLEBERRY  
C/O ALBERT LUK  
171 E. LIBERTY STEET, SUITE 310  
TORONTO ON M6K 3P6  
CANADA  
Email: Brian@jumbleberry.com  
Email: albert.luk@jumbleberry.com

NCR CORPORATION  
INTELLECTUAL PROPERTY LAW VP  
3097 SATELLITE BOULEVARD, 2ND FLOOR  
DULUTH, GEORGIA 30096  
Email: richard.weiss@ncr.com

**SKYMALL, LLC, et al.**  
**OFFICIAL SERVICE LIST**

E3LIGHT INC.  
ATTN: CRAIG DEGROOT  
130 7TH AVE., SUITE 350  
NEW YORK, NY 10011  
Email: cdg@e3light.com

BRADLEY HILLIER  
421 W. ALAMEDA DRIVE  
TEMPE, AZ 85282  
Email: bhillier@homebrandsgroup.com  
OFFICIAL COMMITTEE OF RESTRICTED EQUITY  
SHAREHOLDERS OF XHIBIT CORP.

BRADLEY J. STEVENS  
JEFFREY D. GARDNER  
PAUL J. VALENTINE  
JENNINGS, STROUSS & SALMON, P.L.C.  
ONE E. WASHINGTON STREET, SUITE 1900  
PHOENIX, AZ 85004-2554  
Email: bstevens@jsslaw.com  
Email: jgardner@sslaw.com  
Email: pvalentine@jsslaw.com  
COUNSEL FOR OFFICIAL COMMITTEE OF  
RESTRICTED EQUITY SHAREHOLDERS OF  
XHIBIT CORP.

NCR CORPORATION  
GENERAL COUNSEL  
3097 SATELLITE BOULEVARD, 2ND FLOOR  
DULUTH, GA 30096  
Email: law.notices@ncr.com

CHAD ROBERSON  
HONNE CAPITAL, LLC  
375 PARK AVENUE, 26TH FLOOR  
NEW YORK, NY 10152  
Email: roberson@honnecapital.com

TWIN STAR  
NIKOLA KRGOVIC  
BRACE ABAFI 2/10  
ZEMUN MB 62400382  
SERBIA

TIMOTHY SMITH  
8700 N. 64TH PLACE  
PARADISE VALLEY, AZ 85253  
Email: msmith1803@aol.com  
OFFICIAL COMMITTEE OF RESTRICTED EQUITY  
SHAREHOLDERS OF XHIBIT CORP.

DAVID SANDERS  
7944 E. PARK VIEW LANE  
SCOTTSDALE, AZ 85255  
Email: dsanders@ambath.com  
OFFICIAL COMMITTEE OF RESTRICTED EQUITY  
SHAREHOLDERS OF XHIBIT CORP.

RYAN J. LORENZ  
CLARK HILL PLC  
14850 N. SCOTTSDALE ROAD, SUITE 500  
SCOTTSDALE, AZ 85254  
Email: rlorenz@clarkhill.com  
COUNSEL FOR BRAND 44, LLC

JOSEPH CORRIGAN  
IRON MOUNTAIN INFORMATION  
MANAGEMENT, LLC  
ONE FEDERAL STREET  
BOSTON, MA 02110  
Email: Bankruptcy2@ironmountain.com

U. S. SECURITIES AND EXCHANGE COMMISSION  
ATTN: MORGAN BRADYLYONS  
100 F STREET, MAIL STOP 9040  
WASHINGTON, D.C. 20549

RACKSPACE US INC.  
UNIT 5 MILLKINGTON ROAD  
HYDE PARKE HAYES  
MIDDLESEX GB UB34AZ  
UNITED KINGDOM



**SKYMALL, LLC, et al.**  
**OFFICIAL SERVICE LIST**

BIG HUGE MEDIA LLC  
360 GRAND AVENUE  
BROOKLYN, NY 11238

ADCAFE LLC  
49 WOODBROOKE DRIVE  
EDISON, NJ 08820-2965

MARKETO INC.  
PO BOX 122068  
DALLAS, TX 75312-2068

IDENTIFYLE INC.  
7945 CARTILLA AVENUE, SUITE A  
RANCHO CUCAMONGA, CA 91730

SECURITIES & EXCHANGE COMMISSION  
444 SOUTH FLOWER STREET, SUITE 900  
LOS ANGELES, CA 90071

INTERNAL REVENUE SERVICE  
4041 N CENTRAL AVENUE  
BUILDING A  
PHOENIX AZ 85012

INTERNAL REVENUE SERVICE  
CENTRALIZED INSOLVENCY OPERATIONS  
PO BOX 7346  
PHILADELPHIA PA 19101-7346

ARIZONA DEPARTMENT OF REVENUE  
ATTENTION BK PAYMENT UNIT  
1275 W WASHINGTON AVE  
PHOENIX, AZ 85007

ARIZONA DEPT OF REVENUE  
1600 WEST MONROE 7TH FLOOR  
PHOENIX AZ 85007

US BANK, NA  
BANKRUPTCY/RECOVERY DEPT.  
PO BOX 5229  
CINCINNATI, OH 45201

AMERICAN EXPRESS TRAVEL RELATED  
SERVICES CO, INC.  
POB 3001  
MALVERN, PA 19355-0701

ROSENTHAL & ROSENTHAL, INC.  
ATTN: ANTHONY DITIRRO  
1370 BROADWAY  
NEW YORK, NY 10018