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Merger Of SkyMall And Xhibit Creates Next-Generation Merchandising And Relationship Sales Enterprise

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PHOENIX, May 17, 2013 /PRNewswire/ -- SkyMall, the Phoenix-based specialty retailer and preferred partner in the loyalty marketplace, has merged into a subsidiary of Xhibit Corp. (OTCQB: XBTC), a leading provider of digital marketing and advertising solutions.

The combined companies will focus on the next generation interactive platform to provide the 650 million viewers of SkyMall's and more than 135 million loyalty division members a comprehensive and enhanced client experience.

"SkyMall and Xhibit are a perfect match of innovation, marketing and technology," said SkyMall CEO Kevin Weiss, who will serve as CEO of Xhibit Corp. "This merger enables SkyMall with significant opportunities to create heightened value for our partners and customers. With the help of Xhibit's team, we look forward to expanding our industry-leading platforms around the world."

The combination of Xhibit's large digital media distribution network and SkyMall's growing merchants and customer reach will create a world-class consumer merchandising and relationship platform. SkyMall's catalog is currently available to 80 percent of U.S. domestic travelers. SkyMall is also the preferred loyalty partner provider to iconic enterprises in finance, gaming and hospitality verticals.

"We are excited to bring these two companies together," said Chris Richarde, Xhibit's founder, who will now serve as President of Xhibit Corp. "At Xhibit's core, we have focused on building communities that link consumers with product and service providers while enhancing the purchasing process. We believe that our platform will enhance the shopping experience for SkyMall's suppliers, customers and members."

Najafi Companies, owners of SkyMall prior to the merger, will remain a major shareholder of Xhibit Corp. "Xhibit is a leading marketer and their industry expertise will give SkyMall a strong competitive advantage," added Najafi Companies CEO Jahm Najafi. "This merger positions the combined company properly for continued growth both domestically and internationally."

Xhibit has acquired all of the outstanding capital stock of the SkyMall parent for newly-issued shares of Xhibit common stock representing approximately 40 percent of the total outstanding shares of Xhibit capital stock. The transaction was structured as a merger of a newly-formed Xhibit subsidiary into the SkyMall parent, and was unanimously approved by the boards of directors of Xhibit and the SkyMall parent and by the shareholders of the SkyMall parent.

About SkyMall

SkyMall is a multi-channel, direct marketer offering high-quality, innovative merchandise from top direct marketers and manufacturers through the iconic SkyMall catalog and website, SkyMall.com. The SkyMall catalog is seen by approximately 88% of all domestic air passengers reaching more than 650 million travelers annually. Founded in 1999, SkyMall Ventures (SMV) is an innovative provider of merchandise, gift cards and experiential rewards reaching millions of loyalty program members in some of the most well-regarded loyalty programs in the country. SMV provides cost-effective, global solutions supported by a high-quality customer experience.

About Xhibit Corp.

Xhibit Corp. is a cloud based marketing and technology development company focused on digital advertising, mobile and social media development, and CRM (customer relationship management) solutions. Xhibit offers a total solution for digital advertising and marketing that is integrated throughout its divisions and shares technology and resources across all of its services. Through its subsidiaries, Xhibit utilizes its branded products and services to provide digital marketing and advertising solutions for top tier advertisers and agency clients.

About Najafi Companies

Najafi Companies is an international private investment firm based in Phoenix, Arizona, with offices in New York, Paris, Toronto and holdings in sectors including consumer, media, technology, industrial, energy and real estate across seven countries. The firm makes highly-selective investments in companies with strong management teams across a variety of industries, often in areas undergoing rapid technological transformation. The firm takes a long-term view on its investments and focuses its efforts to create value through growth and superior performance. Najafi Companies funds its investments with internally generated capital, not through a fund. Free from the restrictions of a fund, the firm is able to move quickly and decisively when investing, and with no requirements to return capital to outside partners, Najafi Companies is able to make investments that create maximum value for the long-term.

Cautionary Statement Regarding Forward-Looking Information

This press release may contain certain "forward-looking statements" relating to the business of Xhibit Corp. All statements, other than statements of historical fact included herein are "forward-looking statements" including statements regarding the advantages of Xhibit's products and services, market acceptance of those products and services, the business strategy, plans and objectives of Xhibit; potential advantages of the SkyMall acquisition; Mr. Weiss' anticipated contributions as CEO and any other statements of non-historical information. These forward-looking statements are often identified by the use of forward-looking terminology such as "believes," "expects", "intended" or similar expressions, involve known and unknown risks and uncertainties. Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, they do involve assumptions, risks and uncertainties, and these expectations may prove to be incorrect. Investors should not place undue reliance on these forward-looking statements, which speak only as of the date of this press release. The Company's actual results and ultimate corporate actions could differ materially from those anticipated in these forward-looking statements as a result of a variety of factors, including, the Company's ability to execute its business plans and maintain relationships with its customers, Xhibit's ability to integrate SkyMall's operation with its own, products and services developed by other companies that are competitive with Xhibit's form of advertising, market share garnered by competitors, ability to maintain customer and vendor relationships, and those factors discussed in the Company's periodic reports that are filed with the Securities and Exchange Commission and available on its website <http://www.sec.gov/>, among other factors. All forward-looking statements

attributable to the Company or persons acting on its behalf are expressly qualified in their entirety by these factors. Other than as required under the securities laws, the Company does not assume a duty to update these forward-looking statements.

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