

Dated: March 12, 2015



Brenda K. Martin

Brenda K. Martin, Bankruptcy Judge

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**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.

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

This Pleading applies to:
 All Debtors
 Specified Debtors

**FINAL ORDER AUTHORIZING THE
EMPLOYMENT AND RETENTION OF
COHNREZNICK CAPITAL MARKET
SECURITIES, LLC AS INVESTMENT
BANKER PURSUANT TO 11 U.S.C.
§§ 327 AND 328**

This matter came before the Court on the *Emergency Application for Entry of an Order Authorizing the Employment and Retention of CohnReznick Capital Market Securities, LLC as Investment Banker Pursuant to 11 U.S.C. §§ 327 and 328* [Docket No. 21] (the “**Application**”)¹

¹ Capitalized terms not defined in this Order shall have the meanings ascribed to them in the Application.

1 filed by SKYMALL, LLC, *et al.*, the debtors and debtors-in possession (the “**Debtors**”) in the
2 above-captioned Chapter 11 cases (the “**Bankruptcy Cases**”). In the Application, the Debtors
3 seek entry of an order under 11 U.S.C. §§ 327, 328, and 1103, authorizing its employment and
4 retention of CohnReznick Capital Market Securities, LLC (“**CRCMS**”), as investment banker to
5 the Debtors. The Application is supported by the *Verified Statement in Support of Debtors’*
6 *Emergency Application for Entry of an Order Authorizing the Employment and Retention of*
7 *CohnReznick Capital Market Securities, LLC as Investment Banker Pursuant to 11 U.S.C. §§ 327*
8 *and 328* (the “**Manning Statement**”), attached as Exhibit A to the Application.

9 An initial hearing was held on the Application on January 27, 2015 (the “**Initial**
10 **Hearing**”). Thereafter, the Court entered its *Interim Order Approving Emergency Application*
11 *For Entry Of An Order Authorizing The Employment And Retention Of CohnReznick Capital*
12 *Market Securities, LLC As Investment Banker Pursuant To 11 U.S.C. §§ 327 And 328* [Docket
13 No. 63] (the “**Interim Order**”), which approved the Application on an interim basis and reserved
14 a ruling on certain requests in the Application pending a final hearing, all as stated in the Interim
15 Order.

16 The Court held a final hearing on the Application on February 19, 2015 (the “**Final**
17 **Hearing**”). The United States Trustee objected to approval of the Application. The Debtors and
18 the UST filed briefs in support of their respective positions regarding the Application. At the
19 Final Hearing, the Court took evidence regarding the Application, and it considered the argument
20 of counsel. At the conclusion of the Final Hearing, the Court ruled that the Application would be
21 approved, and the Court stated on the record its findings and conclusions in support of its ruling,
22 all as provided under Bankruptcy Rule 7052 as made applicable to the Application under
23 Bankruptcy Rule 9014.

24 For the reasons stated on the record at the Final Hearing, the Court **FINDS AND**
25 **CONCLUDES** that:
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1 A. The Court has jurisdiction over the matters raised in the Application under 28
2 U.S.C. §§ 157 and 1334.

3 B. Venue of this matter is proper under 28 U.S.C. §§ 1408 and 1409.

4 C. The Application presents a core proceeding under 28 U.S.C. § 157(b)(2).

5 D. Approval of the relief requested in the Application on a final basis as provided
6 herein is in the best interests of the Debtors, their estates, their creditors, and other parties-in-
7 interest.

8 E. Based upon the representations contained in the Application and the Manning
9 Statement, CRCMS is “disinterested” within the meaning of 11 U.S.C. §§ 101(14).

10 F. The Application requests that CRCMS be retained pursuant to the terms of the
11 Engagement Agreement attached as Exhibit 1 to the Manning Statement (the "**Engagement**
12 **Agreement**").

13 G. The Application expressly requests that CRCMS' retention pursuant to the terms of
14 the Application and the Engagement Agreement be approved pursuant to 11 U.S.C. §328.

15 H. Good and sufficient cause exists for granting the relief requested in the
16 Application.

17 In light of the foregoing:

18 **IT IS ORDERED THAT:**

19 1. The Application is **GRANTED**, on an final basis.

20 2. The Debtors, as debtors-in-possession, are authorized to retain and employ
21 CRCMS as their investment banker to perform the services set forth in the Application and the
22 Engagement Agreement.

23 3. CRCMS' retention pursuant to the Application and the Engagement Agreement is
24 approved under 11 U.S.C. § 328.

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1 4. CRCMS will be compensated in accordance with the procedures set forth in the
2 Application, the Engagement Agreement, and in accordance with all applicable Bankruptcy
3 Rules, Local Rules, and Orders of this Court.

4 5. The Debtors are authorized to take all actions necessary to effectuate the relief
5 granted by this Order.

6 6. This Court retains jurisdiction with respect to all matters arising from or related to
7 the implementation of this Order.

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DATED AND SIGNED AS INDICATED ABOVE.

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