

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

MIG, INC.,

Debtor.

Chapter 11

Case No. 09-12118 (KG)

Re Docket No. 541

Hearing Date: February 10-12, 2010

**DEBTOR MIG, INC'S MOTION FOR AN ORDER AUTHORIZING THE DEBTOR
TO FILE ITS SUPPLEMENTAL OBJECTION TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS' MOTION FOR ORDER
PURSUANT TO SECTIONS 105(a), 1104(a), 1121(c)(1) AND (d)(1) AND 112(b),
APPOINTING A CHAPTER 11 TRUSTEE AND TERMINATING THE
DEBTOR'S EXCLUSIVITY TO FILE A PLAN OR, IN THE ALTERNATIVE,
DISMISSING CHAPTER 11 CASE FOR CAUSE UNDER SEAL**

The above captioned debtor and debtor in possession (the "Debtor"), by and through its undersigned counsel, hereby submits this motion (the "Motion") for an order authorizing the Debtor to file certain information contained in its *Supplemental Objection to the Motion for Order Pursuant to Sections 105(a), 1104(a), 1121(c)(1) and (d)(1) and 1112(b) of the Bankruptcy Code Appointing a Chapter 11 Trustee and Terminating the Debtor's Exclusive Period or, in the Alternative, Dismissing Chapter 11 Case [Docket No. 78]* (the "Supplemental Objection") [Docket No. 541] under seal, and in support hereof respectfully state as follows:

Status of Case and Jurisdiction

1. On June 18, 2009 (the "Petition Date"), the Debtor filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code").
2. Since the Petition Date, the Debtor has continued in possession of its properties and in operating and managing its business as a debtor-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.
3. On June 30, 2009, the United States Trustee appointed the Official Committee of Unsecured Creditors (the "Committee").

4. On July 23, 2009, the Committee filed the Motion for Order Pursuant to Sections 105(a), 1104(a), 1121(c)(1) and (d)(1) and 1112(b) of the Bankruptcy Code Appointing a Chapter 11 Trustee and Terminating the Debtor's Exclusive Period or, in the Alternative, Dismissing Chapter 11 Case [Docket No. 78] ("Trustee Motion").

5. Pursuant to the initial Scheduling Order [Docket No. 168], entered on August 31, 2009, the Debtor filed its preliminary objection to the Trustee Motion on September 25, 2009 [Docket No. 214].

6. Pursuant to Section 4 of the Second Amended Scheduling Order entered by the Court on December 30, 2009 (the "Second Amended Scheduling Order") [Docket No. 494], the Debtor filed its Supplemental Objection to the Trustee Motion on January 29, 2010.

7. This Motion pertains to the information contained in the Supplemental Objection.

8. This Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.

9. The statutory predicates for the relief sought herein are section 107(b) of the Bankruptcy Code, Rule 9018 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rule 9018-1 of the Local Rules for the United States Bankruptcy Court for the District of Delaware (the "Local Rules").

Relevant Background

10. In support of the Supplemental Objection, the Debtor relies on and includes reference to certain public information. In addition to the public information, the Debtor also relies on certain non-public information and includes as exhibits certain non-public documents

(the “Confidential Information”). The Confidential Information includes references to certain confidential information and/or documents which the Debtor and/or Committee has marked as containing confidential, sensitive and non-public information and which were produced during the discovery process in this chapter 11 case.

11. In connection with this bankruptcy case, the Committee and the Debtor have entered into a confidentiality agreement (the “Confidentiality Agreement”), whereby the Committee and the Debtor have agreed not to disclose certain information designated as confidential. The Confidential Information has been designated by the Debtor and/or the Committee as confidential pursuant to the Confidentiality Agreement.

Request for Relief

12. By this Motion, the Debtor seeks an order pursuant to section 107(b) of the Bankruptcy Code, Bankruptcy Rule 9018, and Local Rule 9018-1 authorizing the Debtor to file under seal the Confidential Information.

13. The Debtor proposes that it will publicly file a redacted version of the Supplemental Objection, which will exclude the portions of the Supplemental Objection containing Confidential Information. A full unredacted version of the Supplemental Objection will be filed under seal with the Court and will further be provided on a confidential basis to the Committee and to the Office of the United States Trustee.

Basis for Relief

14. The relief requested by the Debtor is authorized by section 107(b) of the Bankruptcy Code, which provides the Bankruptcy Court with the power to issue orders protecting a party’s confidential, commercial or proprietary information as follows:

On request of a party in interest, the bankruptcy court shall protect an entity with respect to a trade secret or confidential research, development, or commercial information

11 U.S.C. § 107(b).

15. Furthermore, Bankruptcy Rule 9018 defines the procedure by which a party may move for relief under section 107(b) of the Bankruptcy Code:

On motion or on its own initiative, with or without notice, the court may make any order which justice requires ... to protect the estate or any entity in respect of a trade secret or other confidential research, development or commercial information ...

Fed. R. Bankr. P. 9018.

16. Both the statute and the rule are similar to the provisions of Rule 26(c) of the Federal Rules of Civil Procedure which permits a court to “make any order which justice requires to protect a party or person from annoyance, embarrassment, oppression, or undue burden or expense, including ... that a trade secret or other confidential research, development or commercial information not be revealed or be revealed only in a designated way....”

Fed. R. Civ. P. 26(c). *See In re 50-Off Stores*, 213 B.R. 646, 650 (W.D. Tex. 1997).

17. The Debtor submits that sufficient cause exists for the Court to permit the filing of the Confidential Information under seal to avoid the public disclosure of the sensitive Confidential Information. Filing the Confidential Information under seal is necessary to protect the Debtor’s estate and maintain value for the Debtor’s creditors. Public disclosure of the Confidential Information could detrimentally affect the Debtor’s operations, and thus reduce expected distributions to creditors.

18. Pursuant to the terms of the Confidentiality Agreement, the Debtor and the Committee agreed not to disclose information designated as confidential. Accordingly, the Debtor believes that the certain portions of the Supplemental Objection should be filed under seal to comply with the Confidentiality Agreement.

19. Because portions of the Supplemental Objection contain non-public,

commercially sensitive and confidential information concerning the Debtor and falls squarely within the purview of section 107(b) of the Bankruptcy Code, the Debtor submits that the Court should grant the relief requested herein.

Notice

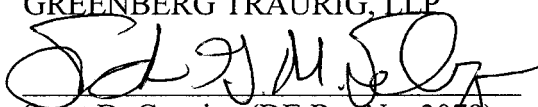
20. Notice of this Motion has been provided to: (a) the Office of the United States Trustee; (b) counsel to the Committee; and (c) those parties requesting notice pursuant to Bankruptcy Rule 2002 in this case. In light of the nature of relief requested herein, the Debtor submits no other or further notice is required.

No Prior Request

21. No prior request for the relief sought herein has been made to this or any other court.

WHEREFORE, based upon all of the foregoing, the Debtor respectfully requests that an order in substantially the form attached hereto be entered immediately authorizing the Debtor to file the Confidential Information contained in its Supplemental Objection to the Trustee Motion under seal and granting such other relief as the Court deems just and proper.

Dated: January 29, 2010

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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

MIG, INC.,

Debtor.

Chapter 11

Case No. 09-12118 (KG)

Re Docket No. _____

**ORDER AUTHORIZING THE DEBTOR
TO FILE ITS SUPPLEMENTAL OBJECTION TO THE OFFICIAL
COMMITTEE OF UNSECURED CREDITORS' MOTION FOR ORDER
PURSUANT TO SECTIONS 105(a), 1104(a) 1121(c)(1) AND (d)(1) AND 112(b),
APPOINTING A CHAPTER 11 TRUSTEE AND TERMINATING THE
DEBTOR'S EXCLUSIVITY TO FILE A PLAN OR, IN THE ALTERNATIVE,
DISMISSING CHAPTER 11 CASE FOR CAUSE UNDER SEAL**

Upon the *Motion for an Order Authorizing the Debtor to File Its Supplemental Objection to the Official Committee of Unsecured Creditors' Motion for Order Pursuant to Sections 105(a), 1104(a), 1121(c)(1) and (d)(1) and 1112(b) of the Bankruptcy Code Appointing a Chapter 11 Trustee and Terminating the Debtor's Exclusive Period or, in the Alternative, Dismissing Chapter 11 Case Under Seal* (the "Motion") of the above captioned debtor and debtor in possession (the "Debtor") pursuant to section 107(b) of the of title 11 of the United States Code (the "Bankruptcy Code"), Rule 9018 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Rule 9018-1 of the Local Rules for the United States Bankruptcy Court for the District of Delaware (the "Local Rules"), and granting it such other and further relief as the Court deems just and necessary; and adequate notice of the Motion having been given; and it appearing that no other or further notice is necessary; and the Court having jurisdiction to consider the Motion; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief requested in the Motion, and that such relief is in the best interest of the Debtor, its estate and its creditors and other parties-in-interest; and upon the record in these proceedings; and after due deliberation:

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The Debtor is authorized to file the Confidential Information contained in the Supplemental Objection under seal.
3. Such Confidential Information shall be filed and maintained under seal pending further order of the Court.
4. Such Confidential Information shall remain under seal and shall not be provided to any entity other than the Court, the Office of the United States Trustee, the Debtor and the Committee.
5. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this order.

Dated: January ____, 2010
Wilmington, Delaware

Honorable Kevin Gross
United States Bankruptcy Judge

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