

**UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF LOUISIANA  
LAFAYETTE DIVISION**

<b>In re:</b>	)	
	)	<b>Chapter 11</b>
<b>PICCADILLY RESTAURANTS, LLC;</b>	)	
<b>PICCADILLY FOOD SERVICE, LLC; and</b>	)	<b>Case No. 12-51127</b>
<b>PICCADILLY INVESTMENTS, LLC</b>	)	
	)	<b>Jointly Administered</b>
<b>Debtors.</b>	)	
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**MOTION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS  
FOR AUTHORITY TO DISCLOSE CONFIDENTIAL INFORMATION**

NOW INTO COURT, the Official Committee of Unsecured Creditors (the “Committee”), by and through counsel, and hereby files this Motion for Authority to Disclose Confidential Information (the “Motion”). By this Motion, the Committee respectfully requests that the Court enter an order authorizing the Committee to disclose information, including certain information designated “Confidential” by the Debtors, to third parties to aid the Committee in carrying out its duties under the Bankruptcy Code, including, but not limited to, in the evaluation of a plan of reorganization for the Debtors. In support hereof, the Committee respectfully states as follows:

**Background**

1. On September 11, 2012, the Debtors filed voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Western District of Louisiana, Lafayette Division (the “Bankruptcy Court”), and these cases are being jointly administered under Case No. 12-51127.

2. Jurisdiction over this matter is proper before the Court, and this proceeding constitutes a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

3. No plan of reorganization or disclosure statement has been proposed by the Debtors.

4. On October 23, 2012, the United States Trustee for the Western District of Louisiana appointed the Committee pursuant to Section 1102 of the Bankruptcy Code.

5. The Committee subsequently formed the Financial Subcommittee to handle certain Committee affairs related to the Debtors' finances (the "Subcommittee").

6. On or about November 27, 2012, the Debtors and Committee entered into that certain Confidentiality Agreement (the "Confidentiality Agreement"), which governs the designation and treatment of certain information disclosed by the Debtors, their agents and/or professionals that is defined therein as "Confidential Information"<sup>1</sup>. A true and correct copy of the Confidentiality Agreement is attached hereto as Exhibit "A".

7. The Committee, through the Subcommittee, desires to disclose information, which may include Confidential Information, to third parties to aid the Committee in carrying out its duties under the Bankruptcy Code, including, but not limited to, the evaluation of a plan of reorganization for the Debtors, and respectfully requests the authority to do so on the terms set forth herein.

### **Request for Relief**

8. By this Motion, the Committee respectfully requests that the Court enter an Order in the form of the proposed Order Permitting Disclosure of Confidential Information attached hereto as Exhibit "B" (the "Proposed Order"), which would permit the Committee, through the Subcommittee, to disclose information, including Confidential Information, to certain third parties subject to the following procedures:

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<sup>1</sup> The term "Confidential Information" used herein shall take the meaning ascribed to it in the Confidentiality Agreement.

- (a) Notwithstanding anything in the Confidentiality Agreement, the Committee may share Confidential Information with persons or entities for the purpose of aiding the Committee in carrying out its duties under the Bankruptcy Code, including, without limitation, in evaluating a plan of reorganization for the Debtors (each person or entity, a “Third Party Recipient”). The Committee shall, prior to disclosing Confidential Information to any Third Party Recipient, obtain a copy of the Third Party Confidentiality Agreement attached to the Proposed Order as Exhibit “1”, executed by such Third Party Recipient, and provide to such Third Party Recipient a copy of the order granting this Motion.
- (b) Within one (1) business day after receiving an executed copy of a Third Party Confidentiality Agreement from a Third Party Recipient, the Committee shall deliver a copy of the same to counsel for the Debtors, Lisa Futrell, via email at: [efutrell@joneswalker.com](mailto:efutrell@joneswalker.com)

9. The Committee further requests that the Court approve disclosure of information to Third Party Recipients on the terms set forth in the form of Third Party Confidentiality Agreement attached to the Proposed Order as Exhibit “1”, a summary of which follows:

- (a) Confidential Information will be used by Third Party Recipient for the sole purpose of aiding the Committee in carrying out its duties under the Bankruptcy Code, including, but not limited to, in the evaluation of a plan of reorganization for the Debtors, which may include, without limitation, evaluating the possibility of structuring, marketing or entering into a transaction to provide financial support to the Debtors or valuing the Debtors’ business and assets. Confidential Information will not be used, directly or indirectly, for any other purpose, including, without

limitation, for any litigation or threat thereof (unless such information is subsequently obtained through legal process), or for the Third Party Recipient's own benefit or for the benefit of any person or entity other than to aid the Committee in carrying out its duties under the Bankruptcy Code, including, but not limited to, in the evaluation of a plan of reorganization for the Debtors as provided in the Third Party Confidentiality Agreement.

- (b) Third Party Recipient shall not disclose any Confidential Information to any other person or entity other than (i) its professionals retained for the specific purpose of supporting Third Party Recipient in aiding the Committee in carrying out its duties under the Bankruptcy Code, including, without limitation, in evaluating a plan of reorganization for the Debtors; (ii) as approved in writing by the Debtors; or (iii) as required by law or by legal or regulatory process.
- (c) Except as may otherwise be set forth in a final definitive agreement between Third Party Recipient and the Debtors, Third Party Recipient understands and acknowledges that (i) neither the Debtors nor the Committee is making any representation or warranty, express or implied, as to the accuracy or completeness of the Confidential Information, and (ii) none of the Debtors, the Committee, their representatives, their professionals, or their respective officers, directors, employees, agents, affiliates or controlling persons shall have any liability to Third Party Recipient or any other person resulting from Third Party Recipient's use of Confidential Information. Nothing herein shall be deemed to prevent the Debtors or the Committee from entering into any other agreement or arrangement with any other entity or person in connection with Confidential Information.

10. The Committee further requests that any order granting this Motion amend the Confidentiality Agreement to accommodate the relief requested herein.

11. Section 1103(c)(3) of the Bankruptcy Code provides that a “committee appointed under section 1102 of this title may... (3) participate in the formulation of a plan...” The legislative history of section 1103 clarifies the intent of Congress that an official committee be involved in the process to formulate a reorganization plan and an advocate in such process on behalf of its constituency. See H.R. Rep. No. 595, 95<sup>th</sup> Conv. 1<sup>st</sup> Sess. 401 (“[Section 1103] provides for the appointment of creditors’ and equity security holders’ committees, which will be the primary negotiating bodies for the formulation of the plan or reorganization.”) See also 7 COLLIER ON BANKRUPTCY ¶ 1103.05[1][d] (Alan N. Resnick & Henry J. Sommer eds., 16<sup>th</sup> ed.).

12. The Committee seeks authority to share Confidential Information with Third Party Recipients that may be able to aid the Committee in carrying out its duties under the Bankruptcy Code, including, but not limited to, in the evaluation of a plan of reorganization for the Debtors. Not only is this authority necessary to permit the Committee to effectively satisfy these obligations, but it also would be in the best interests of the Debtors, the Debtors’ estates, the Committee and its constituency because it would ensure the Debtors’ bankruptcy cases provide the most value to the Debtors’ stakeholders.

13. The relief requested herein would not cause harm or prejudice to the Debtors, as the Third Party Confidentiality Agreement contains protections to preserve the confidentiality of any Confidential Information and restricts the use thereof.

14. The Committee respectfully submits that good cause exists to grant the relief requested herein and respectfully requests that this Motion be granted.

WHEREFORE, the Committee respectfully requests that the Court enter an order in the form of the Proposed Order attached hereto as Exhibit “B” and grant such further relief as the Court deems just, equitable and proper.

Respectfully submitted, this 19<sup>th</sup> day of March, 2013.

**GREENBERG TRAURIG, LLP**

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