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**UNITED STATES BANKRUPTCY COURT**
**FOR THE NORTHERN DISTRICT OF TEXAS**
**FORT WORTH DIVISION**

| | | |
|---|---|---|
| In re: | ) | Chapter 11 |
| PILGRIM'S PRIDE CORPORATION., et al., | ) | Case No. 08-45664 (DML) |
| Debtors. | ) | (Jointly Administered) |

**MOTION OF AD HOC SHAREHOLDERS GROUP FOR PERMISSION TO FILE SUPPLEMENTAL BRIEF UNDER SEAL**

**TO THE HONORABLE D. MICHAEL LYNN,**

The *Ad Hoc* Shareholders Group[1] hereby files its *Motion for Permission to File Supplemental Brief Under Seal* (the "Motion"), pursuant to Fed. R. Bankr. Proc. 9019, and respectfully states as follows:

[1] The *Ad Hoc* Shareholders Group presently consists of those parties included in the Rule 2019 Statement filed by Brown Rudnick LLP and Kelly Hart & Hallman LLP on March 24, 2009 [Docket No. 1291], as amended on April 13, 2009 [Docket No. 1448].

1. On March 20, 2009, the Ad Hoc Shareholders Group filed its *Motion for Order Directing the Appointment of an Official Committee of Equity Security Holders Pursuant to 11 U.S.C. § 1102(a)* (the "Motion to Appoint"). The Motion to Appoint is currently scheduled to be heard on April 29, 2009.

2. The *Ad Hoc* Shareholders Group seeks to file a brief in support of its Motion to Appoint (the "Supplemental Brief"). However, in the Supplemental Brief, the *Ad Hoc* Shareholders Group discusses certain financial information of the Debtors obtained through discovery and that could be considered confidential and/or commercially sensitive, including non-public operating and financial forecasts and projections.

3. In connection with the Motion to Appoint, the *Ad Hoc* Shareholders Group, the Debtors, the Official Committee of Unsecured Creditors, the Bank of Montreal/BMO Capital Markets Financing Inc. ("Bank of Montreal"), and Lonnie "Bo" Pilgrim, have agreed to keep confidential, information obtained through discovery in connection with the Motion to Appoint.

4. Because the Supplemental Brief contains information obtained through discovery subject to the Confidentiality Agreement, the *Ad Hoc* Shareholders Group seeks to file the Supplemental Brief under seal with limited service only to the Office of the United States Trustee, the Debtors, the Official Committee of Unsecured Creditors, Bank of Montreal, and Lonnie "Bo" Pilgrim, subject to the same being unsealed at or following the hearing on the Motion to Appoint, if the Court deems appropriate.

5. Alternatively, the *Ad Hoc* Shareholders Group seeks to file and serve a redacted version of the Supplemental Brief, redacting only those portions of the Supplemental Brief containing sensitive information subject to the Confidentiality Agreement, with service of the

unredacted Supplemental Brief only to the Office of the United States Trustee, the Debtors, the Official Committee of Unsecured Creditors, Bank of Montreal and Lonnie "Bo" Pilgrim.

6. Upon the filing of this Motion, counsel for the *Ad Hoc* Shareholders Group will deliver a copy of the Supplemental Brief to Chambers so that the Court may inspect it *in camera.*

7. Counsel for the *Ad Hoc* Shareholders Group has contacted counsel for the Debtors and the Official Committee of Unsecured Creditors, the Bank of Montreal and Lonnie "Bo" Pilgrim, who have not responded that they object to the relief that the *Ad Hoc* Shareholders Group has requested in this Motion.

**WHEREFORE**, the *Ad Hoc* Shareholders Group respectfully requests that this Court enter an Order (i) allowing the Supplemental Brief to be filed under seal with limited service, and (ii) grant such other and further relief as is just and proper.

Dated: Fort Worth, Texas
April 27, 2009

Respectfully submitted,

**KELLY HART & HALLMAN**

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## CERTIFICATE OF SERVICE

I hereby certify that on April 27, 2009, a true and correct copy of the foregoing Motion was served by first class United States mail, postage prepaid, or electronically, if available, on those parties listed on the Debtor's Master Service List, dated March 24, 2009, for the above-captioned cases.

*/s/ Jeremy B. Coffey*
Jeremy B. Coffey