

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

In re:

MIG, LLC and ITC Cellular, LLC,<sup>1</sup>

Debtors.

Chapter 11

Case No. 14-11605 (KG)

(Jointly Administered)

**Hearing Date: September 17, 2014 at 3:00 p.m.**

**Objection Deadline: September 10, 2014 at 4:00 p.m.**

**DEBTORS' MOTION FOR ORDER PURSUANT TO 11 U.S.C. § 107(b) AND  
FED. R. BANKR. P. 2015.3(e) AND 9018 AUTHORIZING THE DEBTORS TO  
FILE UNDER SEAL REPORTS OF FINANCIAL INFORMATION REQUIRED  
UNDER FED. R. BANKR. P. 2015.3(a)**

The above captioned debtors and debtors in possession (the “**Debtors**”), by and through their undersigned counsel, hereby move (the “**Motion**”) for entry of an order under section 107(b) of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the “**Bankruptcy Code**”), Rules 2015.3(e) and 9018 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 9018-1(b) of the Local Rules of Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), authorizing the Debtors to file under seal the reports of financial information required under Bankruptcy Rule 2015.3. In support of the Motion, the Debtors respectfully represent as follows:

**Status of Case**

1. On June 30, 2014 (the “**Petition Date**”), the Debtors commenced these cases (the “**Chapter 11 Cases**”) by filing voluntary petitions for relief under chapter 11 of the Bankruptcy Code.

2. The Debtors have continued in possession of their properties and are operating and managing their businesses as a debtor-in-possession pursuant to sections

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four (4) digits of each Debtor’s federal tax identification number, are: MIG, LLC. (5301) and ITC Cellular, LLC (4611).

1107(a) and 1108 of the Bankruptcy Code.

3. On July 21, 2014, the United States Trustee appointed the Official Committee of Unsecured Creditors (the “**Committee**”). No request has been made for the appointment of a trustee or examiner.

#### **Jurisdiction, Venue and Statutory Predicates**

4. 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.

5. The statutory predicates for the relief sought herein are section 107(b) of the Bankruptcy Code, Rules 2015.3(e) and 9018 of the Bankruptcy Rules, and Rule 9018-1 of the Local Rules.

#### **The Non-Debtor Affiliates**

6. Debtor MIG, LLC (“**MIG**”) is a limited liability company organized under the laws of the State of Delaware. MIG owns 100% of the membership interests in Debtor ITC Cellular, LLC (“**ITC Cellular**”), a Delaware limited liability company. ITC Cellular in turn owns 46% of the membership interests of non-debtor International Telcell Cellular, LLC (“**International Telcell**”). International Telcell, directly and indirectly through its wholly owned non-debtor subsidiary Telcell Wireless, LLC (“**Telcell Wireless**”), owns all the issued and outstanding equity interests of non-debtor Magticom Ltd. (“**Magticom**”), the leading mobile telephony company in the Republic of Georgia (“**Georgia**”). The remaining ownership stake of International Telcell is held 51% by Dr. George Jokhtaberidze (“**Dr. Jokhtaberidze**”), a Georgian national who founded Magticom and 3% by Gemstone Management Ltd., (“**Gemstone**”) an entity formed by certain former management of Magticom. The Debtors’ value is derived solely from their interests in International Telcell.

7. MIG's wholly-owned subsidiary Tag Holdings, Inc. ("**Tag**") also owns a 17 acre parcel of land in Opelika, Alabama. MIG believes that this land (and therefore its interest in Tag) is worthless.

**Bankruptcy Rule 2015.3 Financial Reporting Requirements**

8. Bankruptcy Rule 2015.3 requires chapter 11 debtors to file periodic reports of financial information regarding any non-debtor, non-publicly traded entity in which the chapter 11 debtor holds a substantial or controlling interest. Specifically, Bankruptcy Rule 2015.3(a) provides, in relevant part, that:

In a chapter 11 case, the trustee or debtor in possession shall file periodic financial reports of the value, operations, and profitability of each entity that is not a publicly traded corporation or a debtor in a case under title 11, and in which the estate holds a substantial or controlling interest. The reports shall be prepared as prescribed by the appropriate Official Form, and shall be based upon the most recent information reasonably available to the trustee or debtor in possession.

Fed. R. Bankr. P. 2015.3(a).

**Relief Requested**

9. By this Motion, the Debtors seek entry of an order under Bankruptcy Code section 107(b) and Bankruptcy Rules 2015.3(e) and 9018 authorizing the Debtors to file under seal the reports of financial information regarding International Telcell, Telcell Wireless and Magticom (the "**Non-Debtor Affiliates**") required under Bankruptcy Rule 2015.3 (the "**Confidential Information**"). The Debtors request that such Confidential Information remain under seal and confidential, and shall not be made available to anyone other than the Court, the United States Trustee, and any of the following parties, if such parties request the Confidential Information from the Debtors in writing and enter into a confidentiality agreement acceptable to the Debtors with respect to the receipt of such information: (i) counsel to the Committee; (ii)

counsel to Bank of New York Mellon (the “**Indenture Trustee**”), trustee under the Indenture, dated as of December 31, 2010 among MIG, as Issuer, ITC Cellular, as Co-Obligor, and the Indenture Trustee; and (iii) any creditor of the Debtors.

**Basis for Relief**

10. Bankruptcy Rule 9018 and Local Rule 9018-1(b) permit a party in interest, such as the Debtors, to pursue a motion seeking to file documents under seal. Moreover, Bankruptcy Rule 2015.3(e) contemplates entry of an order under Bankruptcy Code section 107 to provide protection of the periodic reports of financial information required under Bankruptcy Rule 2015.3(a).

11. Bankruptcy Code section 107(b) provides that “[o]n request of a party in interest, the bankruptcy court shall. . . (1) protect an entity with respect to a trade secret or confidential research, development, or commercial information...” 11 U.S.C. § 107(b).

12. The Debtors submit 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. Pursuant to that certain Second Amended and Restated Limited Liability Company Agreement (the “**LLC Agreement**”) by and between International Telcell, ITC Cellular, Dr. Jokhtaberidze and Gemstone, the Debtors are required to keep confidential all information obtained from International Telcell pursuant to the LLC Agreement that is not publicly available. On July 22, 2014, the Debtors filed a Notice [Docket No. 69] (the “**Notice**”) to all entities, and holders of interests in entities, in which the Debtors’ estates hold a substantial or controlling interest, of the Debtors’ intention to file a report of financial information pursuant to Bankruptcy Rule 2015.3. Following receipt of the Notice, on August 4, 2014, Dr. Jokhtaberidze notified the Debtors that disclosing confidential information regarding the value, profitability and operations of Magticom, International

Telcell and/or Telcell Wireless would be a breach of the LLC Agreement. Further, the Non-Debtor Affiliates are not public companies and have no obligation to publicly provide financial statements and/or results of operations. Accordingly, filing the Confidential Information under seal is necessary to prevent a breach of the LLC Agreement and thereby protect the Debtors' estates and maintain value for the Debtors' creditors and any ongoing business operations of the Non-Debtor Affiliates. Public disclosure of the Confidential Information could detrimentally affect the Non-Debtor Affiliates' operations and therefore the value of the Debtors' interests.

13. Because the Confidential Information contains non-public, commercially sensitive and confidential information concerning the Non-Debtor Affiliates and falls squarely within the purview of section 107(b) of the Bankruptcy Code, the Debtors submit that the Court should grant the relief requested herein.

**Notice**

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

**No Prior Request**

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

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WHEREFORE, based upon all of the foregoing, the Debtors respectfully request that an order in substantially the form attached hereto be entered immediately authorizing the Debtors to file the Confidential Information under seal and granting such other relief as the Court deems just and proper.

Dated: August 19, 2014

GREENBERG TRAURIG, LLP

/s/ Dennis A. Meloro

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*Counsel for the Debtors and  
Debtors-in-Possession*

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FOR THE DISTRICT OF DELAWARE**

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MIG, LLC and ITC Cellular, LLC,<sup>1</sup>

Debtors.

Chapter 11

Case No. 14-11605 (KG)

(Jointly Administered)

**Hearing Date: September 17, 2014 at 3:00 p.m.**

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**NOTICE OF MOTION**

**PLEASE TAKE NOTICE** that the above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”), filed the *DEBTORS’ MOTION FOR ORDER PURSUANT TO 11 U.S.C. § 107(b) AND FED. R. BANKR. P. 2015.3(e) AND 9018 AUTHORIZING THE DEBTORS TO FILE UNDER SEAL REPORTS OF FINANCIAL INFORMATION REQUIRED UNDER FED. R. BANKR. P. 2015.3(a)* (the “**Motion**”) with the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

**PLEASE TAKE FURTHER NOTICE** that any response or objection to the relief sought in the Motion must be filed with the Court, at 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801 on or before **SEPTEMBER 10, 2014, AT 4:00 P.M. PREVAILING EASTERN TIME.**

**PLEASE TAKE FURTHER NOTICE** that at the same time, you must also serve a copy of the response or objection upon: (i) the Debtors, Attn.: Natalia Alexeeva, 5960 Fairview Road, Suite 400, Charlotte, North Carolina 28210; (ii) counsel for the Debtors (a) Greenberg Traurig, LLP, The Nemours Building, 1007 North Orange Street, Suite 1200, Wilmington, Delaware 19801, Attn: Dennis A. Meloro, Esq. and (b) Greenberg Traurig, LLP, 200 Park Avenue, New York, New York 10166, Attn: Maria J. DiConza, Esq.; (iii) counsel to the Indenture Trustee (a) Morgan, Lewis & Bockius LLP, 101 Park Avenue, New York, New York 10178, Attn: Glenn E. Siegel, Esq. and James L. Garrity, Jr., Esq. and (b) DLA Piper LLP (US), 1201 N. Market Street, Suite 2100, Wilmington, Delaware 19801, Attn: R. Craig Martin, Esq.; (iv) counsel to Indenture Trustee of the MIG Notes (a) Milbank, Tweed, Hadley & McCloy LLP,

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four (4) digits of each Debtor’s federal tax identification number, are: MIG, LLC. (5301) and ITC Cellular, LLC (4611).

1 Chase Manhattan Plaza, New York, New York 10005, Attn: Gerard Uzzi, Esq. and Bradley Scott Friedman, Esq. and (b) Pachulski Stang Ziehl & Jones LLP, 919 N. Market Street, 17th Floor, Wilmington, Delaware 19801, Attn: Laura Davis Jones, Esq. and Timothy P. Cairns, Esq.; (v) Office of the U.S. Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Jane Leamy, Esq.; and (vi) counsel to the Official Committee of Unsecured Creditors (a) McKenna Long & Aldridge LLP, 303 Peachtree Street, Suite 5300, Atlanta, Georgia 30308, Attn: Henry F. Sewell, Jr., Esq. and (b) Cole Schotz Meisel Forman & Leonard, PA, 500 Delaware Avenue, Suite 1410, Wilmington, Delaware 19801, Attn: J. Kate Stickles, Esq.

**PLEASE TAKE FURTHER NOTICE THAT A HEARING TO CONSIDER THE RELIEF SOUGHT IN THE MOTION WILL BE HELD ON SEPTEMBER 17, 2014 AT 3:00 P.M. PREVAILING EASTERN TIME BEFORE THE HONORABLE KEVIN GROSS AT THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE, 824 MARKET STREET, 6<sup>TH</sup> FLOOR, COURTROOM NO. 3, WILMINGTON, DELAWARE 19801.**

Dated: August 19, 2014

GREENBERG TRAURIG, LLP

/s/ Dennis A. Meloro

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*Counsel for the Debtors and  
Debtors-in-Possession*



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

In re:

MIG, LLC and ITC Cellular, LLC,<sup>1</sup>

Debtors.

Chapter 11

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Re: Docket No. \_\_\_\_\_

**ORDER PURSUANT TO 11 U.S.C. § 107(b) AND  
FED. R. BANKR. P. 2015.3(e) AND 9018 AUTHORIZING THE DEBTORS TO  
FILE UNDER SEAL REPORTS OF FINANCIAL INFORMATION REQUIRED  
UNDER FED. R. BANKR. P. 2015.3(a)**

Upon the *Debtors' Motion for Order Pursuant to 11 U.S.C. § 107(b) and Fed. R. Bankr. P. 2015.3(e) and 9018 Authorizing the Debtors to File under Seal Reports of Financial Information Required Under Fed. R. Bankr. P. 2015.3(a) and Official Form 26* (the "**Motion**")<sup>2</sup> of the above captioned debtors and debtors in possession (the "**Debtors**") pursuant to section 107(b) of the of title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (the "**Bankruptcy Code**"), Rules 2015.3 and 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**") for an order authorizing the Debtors to file the Confidential Information under seal, 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,

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<sup>2</sup> Capitalized terms not otherwise defined herein shall the meanings ascribed to them in the Motion.

and that such relief is in the best interest of the Debtors, their estates and 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. Pursuant to Bankruptcy Code section 107(b) and Rules 2015.3(e) and 9018 of the Bankruptcy Rules, the Court hereby authorizes the Debtors to file the reports of financial information of its Non-Debtor Affiliates required under Fed. R. Bankr. P. 2015.3(a) (the “**Confidential Information**”) under seal.
3. Such Confidential Information shall be filed and maintained under seal pending further order of the Court.
4. The Confidential Information shall be made available to the Court, the United States Trustee, and any of the following parties, if such parties request the Confidential Information from the Debtors in writing and enter into a confidentiality agreement acceptable to the Debtors with respect to the receipt of such information: (i) counsel to the Committee; (ii) counsel to Bank of New York Mellon (the “**Indenture Trustee**”), trustee under the Indenture, dated as of December 31, 2010 among MIG, as Issuer, ITC Cellular, as Co-Obligor, and the Indenture Trustee; and (iii) any creditor of the Debtors.
5. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this order.

Dated: September \_\_\_\_, 2014  
Wilmington, Delaware

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Honorable Kevin Gross  
United States Bankruptcy Judge