

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11
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PACIFICCO INC., et al.,	:	Case No. 23-10470 (PB)
	:	
Debtors.¹	:	(Joint Administration Requested)
	:	
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**SUPPLEMENTAL DECLARATION OF ROBERT A. DEL GENIO IN
SUPPORT OF THE DEBTORS’ CHAPTER 11 PETITIONS AND FIRST DAY RELIEF**

I, Robert A. Del Genio, make this supplemental declaration (the “**Supplemental Declaration**”) under 28 U.S.C. § 1746:

1. I am a senior managing director at FTI Consulting, Inc. (“**FTI**”). On March 15, 2022, FTI was retained by PacificCo Inc. (“**Catalina Parent**”) to assist Weil, Gotshal & Manges LLP on behalf of Catalina Parent and each of the other affiliated debtors (collectively, the “**Debtors**” or “**Catalina**”) in advising Catalina in its negotiations with its creditors and to provide Catalina and its other professionals financial advisory services in connection with Catalina’s evaluation and development of strategic alternatives. Additional information with respect to my background and qualifications, as well as the retention of FTI, is set forth in the Del Genio Declaration (as defined below).

2. On March 29, 2023, the Debtors filed the *Motion of Debtors for Entry of an Order (I) Authorizing the Debtors to (A) Prepare and Maintain Consolidated List of Creditors in*

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Catalina Marketing Corporation (9007); PacificCo Inc. (1563); PacificCo Intermediate Corp. (8394); PacificCo Acquisition Corp. (4852); Catalina Marketing Procurement, LLC (9333); Catalina Marketing Technology Solutions, Inc. (8728); Modiv Media, LLC (3507); Cellfire LLC (5599); Catalina Marketing Worldwide, LLC (9687); Catalina-Pacific Media, L.L.C. (3931); CMJ Investments L.L.C. (0561); Supermarkets Online, Inc. (6998); Supermarkets Online Holdings, Inc. (1736); Catalina Marketing Loyalty Holdings, Inc. (3746); and Catalina Digital Holdings, LLC (3488). The Debtors’ principal offices are located at 200 Carillon Parkway, Suite 200, St. Petersburg, FL 33716.



Lieu of Submitting Separate Mailing Matrix for Each Debtor, (B) File Consolidated List of 30 Largest Unsecured Creditors, and (C) Redact Certain Personally Identifiable Information and Commercial Information, and (II) Granting Related Relief [ECF No. 6] (the “**Creditor Matrix Motion**”).

3. On March 29, 2023, the Debtors filed the *Declaration of Robert A. Del Genio in Support of the Debtors’ Chapter 11 Petitions and First Day Relief* [ECF No. 18] (the “**Del Genio Declaration**”).²

4. On March 30, 2023, the United States Trustee for Region 2 (the “**United States Trustee**”) filed the *Objection of the United States Trustee to Motion of Debtors for Entry of an Order (I) Authorizing the Debtors to (A) Prepare and Maintain Consolidated List of Creditors in Lieu of Submitting Separate Mailing Matrix for Each Debtor, (B) File Consolidated List of 30 Largest Unsecured Creditors, and (C) Redact Certain Personally Identifiable Information and Commercial Information, and (II) Granting Related Relief* [ECF No. 28] (the “**Objection**”).

5. I am submitting this supplemental declaration (the “**Supplemental Declaration**”) to supplement the Del Genio Declaration and provide additional testimony with respect to the information provided in the Creditor Matrix Motion in response to the Objection.

6. Except as otherwise indicated herein, this Supplemental Declaration is based upon my personal knowledge, my review of relevant documents, information provided to me by employees of the Debtors or the Debtors’ legal and financial advisors, or my opinion based upon my experience, knowledge, and information concerning the Debtors’ operations. If called

² Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Del Genio Declaration or the Creditor Matrix Motion, as applicable.

upon to testify, I would testify competently to the facts set forth in this Supplemental Declaration. I am authorized to submit this Supplemental Declaration on behalf of the Debtors.

Confidential Commercial Information

7. The Debtors operate in a highly competitive digital media and marketing industry. As such, in the ordinary course of business, the Debtors closely guard their customer lists and treat such lists as confidential, proprietary trade secrets. Currently, if a competitor were to seek such commercially sensitive information (the “**Commercial Information**”), the competitor could obtain access to data that could seriously harm the Debtors.

8. If filed publicly on the Court’s docket, the Commercial Information, including any customer lists, would provide the Debtors’ competitors: (a) a clear picture of who the Debtors’ customers are, including those persons and entities who show a willingness to purchase data and promotions of the type offered by the Debtors; (b) the locations within the customer’s operations where they interface with the Debtors; and (c) insight into the scope and type of work in which the Debtors and the customers are engaged. This would enable competitors to strategically target the Debtors’ customers and attempt to secure them as their own.

9. Accordingly, disclosure of such Commercial Information, particularly at this juncture, could severely impact the Debtors’ ongoing business and ability to reorganize in chapter 11. If the Commercial Information were disclosed publicly to the Debtors’ competitors, such disclosure would put the Debtors at an enormous competitive disadvantage and could undermine the Debtors’ reorganization efforts.

10. Additionally, the disclosure of personally identifiable employee information would enable the Debtors’ competitors to become aware of such employees’ identities. Such disclosure could lead to the Debtors’ competitors conducting outreach to the Debtors’

employees in an effort to hire such employees away from the Debtors. Given the importance of such employees to the Debtors' restructuring efforts and the go-forward business, ensuring the Debtors retain such employees is essential for maximizing the value of the estates on behalf of all stakeholders.

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Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing
is true and correct to the best of my information, knowledge, and belief.

Dated: March 30, 2023
New York, New York

/s/ Robert A. Del Genio
Robert A. Del Genio