

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

In re:	:	Chapter 11
	:	
RC SOONER HOLDINGS, LLC, <i>et al.</i> , <sup>1</sup>	:	Case No. 10-10528 (BLS)
	:	
Debtors.	:	(Jointly Administered)
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RC SOONER HOLDINGS, LLC, <i>et al.</i> and	:	
OLD SOUTH APARTMENTS, LLC,	:	
	:	
Plaintiffs,	:	
	:	
v.	:	Adv. Pro. No. 10-50723 (BLS)
	:	
REMYCO., INC.; <i>et al.</i>	:	
	:	
Defendants.	:	

**CERTIFICATION OF COUNSEL IN OPPOSITION TO PERMITTING DEPOSITION  
DISCOVERY IN ADVANCE OF RULING ON DISPOSITIVE MOTIONS**

The undersigned counsel for the defendant Remy Entities in the above-referenced adversary proceeding hereby certifies on behalf of its client as follows:

1. The Remy Entities<sup>2</sup> join in and adopt as if fully set forth herein the positions set forth in the Certification of Counsel in Support of Postponing Depositions in Adversary Proceeding filed on behalf of Sperry Van Ness/William T. Strange Associates, Inc. (“SPN”).

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<sup>1</sup> The Debtors and the last four digits of their taxpayer identification numbers are: RC Sooner Holdings, LLC (7904); RC Brixton Square Owner, LLC (8002); RC Cedar Crest Owner, LLC (7914); RC Fulton Plaza Owner, LLC (8011); RC Magnolia Owner, LLC (7998); RC Pomeroy Park Owner, LLC (7939); RC Salida Owner, LLC (7947); RC Savannah South Owner, LLC (7983); RC Southern Hills Owner, LLC (7958); Brixton Square Apartments, LLC (1844); CC Apartments, LLC (1798); Fulton Plaza Apartments, LLC (4344); Magnolia Manor Apartments, LLC (4486); Pomeroy Park Apartments, LLC (1649); Salida Apartments, LLC (1915); Savannah South Apartments, LLC (8586); and Southern Hills Villa Apartments, LLC (1721). The business address for each of the Debtors where notices should be sent is 1515 Broadway, 11th Floor, New York, New York 10036-8901.

<sup>2</sup> RemyCo., Inc.; The Remy Companies, Inc.; Home Realty Ventures, Inc.; Bradford Creek Properties, LLC; Landrun Design and Development Co., Inc.; Diamond Pointe, LLC; Bluechip Holdings, LP; Tim L. Remy; Tim J.

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2. The Remy Entities' motion to dismiss raises significant issues as evidenced by Plaintiffs' unilateral withdrawal of its RICO counts. As to the counts that remain, Plaintiffs' fraud, conspiracy and fraudulent conveyance counts remain deficient. The inconvenience, expense and procedural deficiencies of conducting the deposition of individuals and entities on issues that are not the subject of claims that may be pursued by the plaintiffs is unjustified.

3. Written discovery is proceeding, and the Remy Entities have already produced a significant volume of documents. The answers of the Remy Entities to Debtors' first set of interrogatories are not due until after many of the depositions are currently scheduled to occur. Permitting oral depositions to proceed without the benefit of all the documents and written answers to interrogatories is wasteful and likely to lead to the need to conduct a second round of depositions for certain witnesses, particularly third parties, and likely to involve unnecessary inquiry, and discovery disputes regarding certain avenues of inquiry.

4. Plaintiffs have not even filed their own self executing disclosures as required by Rule 7026(d). Also to the extent that plaintiffs seek to depose third parties, this places defendants at a distinct disadvantage in having to proceed without even the most basic information from Plaintiffs, particularly since the Amended Complaint is factually deficient.

5. The plaintiffs have named numerous persons (some of whom the now seek to depose) who are likely to be dismissed. Allowing plaintiffs to depose witnesses on issues that are not likely to remain in the case and deposing parties whose connection to the litigation is minimal is not only wasteful but rewards plaintiffs for naming parties against whom they have no meritorious claims and defendants who they would otherwise have no basis to depose.

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Remy; Sherry E. Remy; L. Leon Remy; Robin E. Remy; Sherry E. Remy Revocable Trust DTD July 14, 1997; L. Leon Remy Revocable Trust DTD July 14, 1997 and Mona Remy Berke (together, "the Remy Entities").

6. As there is no legitimate reorganization purpose for the Sooner LLCs, the pending motion to dismiss the Apartment LLCs, calls into question whether the adversary proceeding – and indeed whether the bankruptcy cases themselves -- should remain in the District of Delaware. Indeed, the bankruptcy cases filed by the Sooner LLCs raise the specter that plaintiffs have improperly forum shopped in an effort to move this case from Oklahoma where ALL of the properties are located, all of the operative facts occurred, and all but one of the parties resides. If the Apartment LLCs are removed from the bankruptcy the only matter remaining would be the adversary proceedings, which absent the bankruptcy could have been brought only in Oklahoma. Accordingly, dismissal of the Apartment LLCs may support a motion to dismiss the Sooner LLC bankruptcy cases, a motion to appoint a trustee in the Sooner LLC bankruptcy cases and/or a motion to transfer venue of the adversary proceedings. Subjecting the defendants to the inconvenience and expense of deposition discovery at this stage of the proceedings is unduly prejudicial to the defendants.

7. Accordingly, deposition discovery should not proceed at this time.

Dated: May 27, 2010

**MONTGOMERY, MCCrackEN, WALKER &  
RHOADS, LLP**

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