

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

IN RE:

RC SOONER HOLDINGS, LLC, *et al.*,

Debtors.

(Chapter 11)

Case No. 10-10528 (BLS)

(Jointly Administered)

Objection Deadline: June 14, 2010 at 4:00 p.m.

Hearing Date: June 21, 2010 at 10:00 a.m.

MOTION TO WITHDRAW AS ATTORNEY

COMES NOW the undersigned attorney of record for the RemyCo Entities,¹ Noel C. Burnham of Burnham Law Associates, LLC and prays this Court to enter its order under Local Rule 9010-2(b) granting leave to withdraw as counsel for the RemyCo Entities and as grounds therefore would show the Court:

1. The undersigned was retained to represent the RemyCo Entities in the case with respect to their defense and response to the Debtors' 2004 examination motion. This phase of the case has been completed.
2. There have arisen irreconcilable differences between the RemyCo Entities and the undersigned in that the RemyCo Entities has ceased to communicate with counsel; and refuses to tender payment of counsel's invoice for fee earned such that said sums are now over 30 days past due.
3. The undersigned has earned fees and incurred expenses in this representation in excess of three times the amount of the retainer provided by the RemyCo Entities.

¹ The RemyCo Entities which are the subject of the Debtors' 2004 Motion are RemyCo., Inc., The Remy Companies, Inc., Home Realty Ventures, Inc., Bradford Creek Properties, LLC, Landrum Design and Development Co., Inc., Diamond Pointe, LLC, Bluechip Holdings, LLC, Tim L. Remy, Tim J. 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 Burke. The RemyCo Entities are located in the State of Oklahoma.

4. Due to the circumstances noted above, the undersigned will be unable to effectively and properly continue representing the RemyCo Entities herein and pursuant to the engagement terms between the RemyCo Entities and the undersigned, the representation has been terminated.

5. The last known address of the RemyCo Entities herein is:

T.J. Remy
The Remy Companies
8516 E. 101st Street, Suite J
Tulsa, OK 74133

WHEREFORE, upon hearing hereof, the undersigned prays that this Court enter its order allowing withdrawal herein.

May 20, 2010

Respectfully Submitted

/s/ Noel C. Burnham _____

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