

**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)
	:	
	:	<b>Related Docket Nos. 155, 157 and 166</b>
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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.	:	
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	:	
RC SOONER HOLDINGS, LLC, <i>et al.</i> and OLD SOUTH APARTMENTS, LLC,	:	
	:	
Plaintiffs,	:	
	:	
v.	:	Adv. Pro. No. 10-50719 (BLS)
	:	
BANK OF THE WEST, <i>et al.</i> ,	:	
	:	
Defendants.	:	

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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.

**CERTIFICATION OF COUNSEL REGARDING PROPOSED ORDERS  
(I) GRANTING MOTION TO WITHDRAW AS COUNSEL;  
(II) DENYING MOTION FOR RECONSIDERATION; AND  
(III) TRANSFERRING CASES AND ADVERSARY PROCEEDINGS**

The undersigned hereby certifies that:

1. On May 4, 2010, the debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”) filed a Motion for Voluntary Dismissal of Certain Chapter 11 Cases Pursuant to 11 U.S.C. § 1112(b) (Docket No. 155) (the “Apartment LLC Dismissal Motion”). On May 18, 2010, in response to the Apartment LLC Dismissal Motion, the Remy Entities<sup>2</sup> filed a Reservation of Rights (Docket No. 169).

2. On May 6, 2010, counsel for the Remy Entities filed the Motion of the Remy Entities for Reconsideration of Stipulation and Consent Order Granting Motion of Fannie Mae for Relief from the Automatic Stay Pursuant to 11 U.S.C. § 362(d) and Rule 4001 of the Federal Rules of Bankruptcy Procedure (Docket No. 157) (the “Reconsideration Motion”). On May 20, 2010, the Federal National Mortgage Association (“Fannie Mae”) filed an Objection to the Reconsideration Motion (Docket No. 175).

3. On May 18, 2010, Montgomery, McCracken, Walker & Rhoads, LLP (“MMWR”), counsel for the Remy Entities, filed a Motion for Leave to Withdraw As Counsel for the Remy Entities Pursuant to Del. Bankr. L.R. 9010-2(B) (Docket No. 166) (the “Withdrawal Motion”, and together with the Apartment LLC Dismissal Motion and the

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<sup>2</sup> The Remy Entities are: 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. 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.

Reconsideration Motion, the "Motions"). On May 24, 2010, the Debtors filed a Response (Docket No. 178) to the Withdrawal Motion.

4. A hearing (the "Hearing") on the Motions and the respective objections and responses thereto was held on June 10, 2010.

5. Furthermore, the Court on its own motion raised *sua sponte* at the Hearing whether, based on the current posture of the cases, the venue of the Debtors' jointly administered chapter 11 cases and related adversary proceedings should be transferred from the District of Delaware to the appropriate federal district for Tulsa, Oklahoma, and whether the Court should adjudicate the Apartment LLC Dismissal Motion immediately or hold such motion in abeyance pending any transfer of venue.

6. All counsel present, including counsel for the Debtors, Fannie Mae, Bank of the West and MMWR as counsel for the Remy Entities, were provided an opportunity to respond to the Court's *sua sponte* venue motion in addition to conducting oral argument with respect to the Motions. Upon conclusion of oral argument at the Hearing, the Court (i) granted the Withdrawal Motion; (ii) denied the Reconsideration Motion; (iii) ordered that the jointly administered chapter 11 cases and related adversary proceedings be transferred to the appropriate federal district for Tulsa, Oklahoma; and (iv) ordered that the Apartment LLC Dismissal Motion be held in abeyance pending the transfer of venue for subsequent disposition by the transferee court.

7. The Court further instructed counsel to submit one or more proposed orders in accordance with the Court's rulings under certification of counsel.

8. Accordingly, the Debtors have attached hereto proposed orders (i) granting the Withdrawal Motion (attached as Exhibit A); (ii) denying the Motion for

Reconsideration (attached as Exhibit B); and (iii) transferring cases and adversary proceedings (attached as Exhibit C).

9. The forms of the attached orders have been circulated to all counsel present at the Hearing, as well as counsel for the Office of the United States Trustee. Counsel for Sperry Van Ness/William T. Strange Associates, Inc. have objected to the inclusion of the phrase “[U]pon the Court’s own motion raised *sua sponte*” in the first sentence of the introductory paragraph of Exhibit C as “superfluous and unnecessary”. The Debtors have received no other objections to the forms of proposed orders from counsel of the Office of the United States Trustee or counsel for any other party represented at the Hearing.

10. The Debtors believe that entry of the proposed orders in the forms attached is proper and, accordingly, the Debtors respectfully request that the proposed orders, attached hereto as Exhibits A, B and C, be entered at the earliest convenience of the Court.

Dated: June 11, 2010  
Wilmington, Delaware

Respectfully Submitted,

BALLARD SPAHR LLP

By: /s/ Christopher S. Chow  
Tobey M. Daluz, Esquire (No. 3939)  
Sean J. Bellew, Esquire (No. 4072)  
Christopher S. Chow, Esquire (No. 4172)  
919 N. Market Street, 12th Floor  
Wilmington, DE 19801  
Telephone: (302) 252-4465  
Facsimile: (302) 252-4466  
Email: daluzt@ballardspahr.com  
bellews@ballardspahr.com  
chowc@ballardspahr.com

- and -

Matthew G. Summers, Esquire<sup>3</sup>  
300 East Lombard Street, 18th Floor  
Baltimore, MD 21202-3268  
Telephone: (410) 528-5600  
Facsimile: (410) 528-5650  
Email: summersm@ballardspahr.com

Counsel for the Debtors and Debtors in Possession