

**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)

RE: DI 44

Objection Deadline: March 25, 2010 at 4:00 p.m.

Hearing Date: March 30, 2010 at 9:30 a.m.

**RESPONSE TO MOTION OF THE DEBTORS FOR AN ORDER AUTHORIZING
PRODUCTION OF DOCUMENTS AND EXAMINATION OF A REPRESENTATIVE
PURSUANT TO BANKRUPTCY RULE 2004 [DI 44]**

The RemyCo Entities,¹ by and through their undersigned counsel, respectfully file this Response to Motion of the Debtors for an Order Authorizing Production of Documents and Examination of a Representative Pursuant to Bankruptcy Rule 2004 [DI 44] (the “Motion”). In Response thereto, the RemyCo Entities state as follows:

1. The Motion seeks entry of an order requiring the RemyCo Entities to produce documents and a representative that can testify regarding the produced documents and their subject matter within one (1) week entry of an order granting the Motion.

2. The Debtors also commenced a separate adversary case against the RemyCo Entities on February 24, 2010 (the “Adversary”). *See* Case No. 10-50723 (BLS). Upon information and belief, the Debtors’ pre-petition and post-petition business relationship with the RemyCo Entities is the primary, if not sole, reason why the Debtors sought chapter 11 protection in this Court and is the primary but not necessarily the sole focus of the Adversary.²

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. Other than the filing of this bankruptcy case, the RemyCo Entities have no connection to the State of Delaware.

² Given the breadth of the facts/issues relating to the Adversary, it would seem that Part VII of the Federal Rules of Bankruptcy Procedure, as opposed to Rule 2004, would govern any requests for documents or a deposition

3. Exhibit A to the Proposed Order attached to the Motion contains twenty-eight (28) document requests involving twenty-three (23) separate defined terms that are applicable to fifteen different (15) entities which together comprise the RemyCo Entities.

4. At paragraph 21 of the Motion the Debtors seek to limit their 2004 requests to matters unrelated to the Adversary and only to those directly related to the preparation of Debtors' schedules and statements and information specifically referenced in Bankruptcy Rule 2004.

5. According to the Affidavit of Daniel Gordon filed by Debtor, the Adversary arises from and/or is related to the transfer of various Apartment LLCs on October 29, 2009. Therefore, any 2004 examination must be limited to unrelated matters arising from or related to actions subsequent to that date. In addition, the Debtors have limited their 2004 examination to those matters that do not arise from or relate to the October 29, 2001 transaction or any other matter arising from or related to the Adversary.

6. Since there are twenty-eight (28) document requests involving twenty-three (23) separate defined terms that are applicable to fifteen different (15) entities comprising the RemyCo Entities, any response and/or production of documents may involve thousands of documents needing to be reviewed to determine if they meet the requirements set forth above. One week to accomplish this task is insufficient. The RemyCo Entities estimate that it will take at least 4-5 weeks to fully complete the task and are willing to respond with document production on a "rolling" basis so that once a document qualifies it could be produced for the

at this point. Additionally, at the time the Motion was filed the RemyCo Entities are located in Oklahoma and had not entered an appearance in the case or been served with process in the Adversary at that time. Hence, if Rule 2004 is applicable, the Debtors should have sought compliance with Rule 2004(c), which requires the issuance of a subpoena under Rule 9016 in these circumstances. The subpoena procedure provides recipients with safeguards designed to allow appropriate objections to be asserted and sufficient time to respond. Part VII of the Bankruptcy Rules provides similar protections. The procedures the Debtors have chosen here to utilize do not provide these protections. Rather, the Debtors seek potentially thousands of documents pursuant to numerous categories of requests subject to numerous defined terms in a period significantly less than what exists under Rules 9016 or 7034.

Debtors. Once production of documents has been completed, the RemyCo Entities would make available for examination a representative familiar with the produced documents in Tulsa, Oklahoma and at a date and time to be agreed to by the Debtors and The RemyCo Entities.

7. While it continues to be the belief of the RemyCo Entities that a Rule 2004 examination is not applicable in the present situation, they submit the following in response to the requests for production of documents and examination of a representative:

GENERAL OBJECTIONS

A. With respect to all twenty-eight (28) document requests set forth in the 2004 Motion directed at the RemyCo Entities, the RemyCo Entities object to Debtors' requests for production of documents to the extent that they seek information which is subject to the Attorney-Client Privilege, or the Work Product Privilege, or otherwise seeks information beyond the scope of discovery permitted by Rule 2004.

B. With respect to all twenty-eight (28) document requests set forth in the 2004 Motion directed at the RemyCo Entities, the RemyCo Entities object to production of the documents sought by these requests, as any documents which would or could be responsive to these request (1) are already in the possession of Debtors and/or its counsel, and (2) would be overly burdensome to produce.

C. With respect to all twenty-eight (28) document requests set forth in the 2004 Motion directed at the RemyCo Entities, the RemyCo Entities also object to the extent they seek privileged documents or seek documents containing "confidential" business information related to RemyCo Entities' or their Clients' businesses, operations, finances, proprietary information and trade secrets other than that of the Debtors.

D. Subject to, and without waiving its General Objections, the RemyCo Entities respond to the 28 requests as follows:

RESPONSE TO REQUEST NO. 1: - Any documents responsive to this Request involve matters related to the Adversary and are not directly related to the preparation of Debtors' schedules and statements and information specifically referenced in Bankruptcy Rule 2004.

RESPONSE TO REQUEST NO. 2: - Any documents responsive to this Request involve matters related to the Adversary and are not directly related to the preparation of Debtors' schedules and statements and information specifically referenced in Bankruptcy Rule 2004.

RESPONSE TO REQUEST NO. 3: - Any documents responsive to this Request involve related to the Adversary and are not directly related to the preparation of Debtors' schedules and statements and information specifically referenced in Bankruptcy Rule 2004.

RESPONSE TO REQUEST NO. 4: - Any documents responsive to this Request involve matters related to the Adversary and are not directly related to the preparation of Debtors' schedules and statements and information specifically referenced in Bankruptcy Rule 2004.

RESPONSE TO REQUEST NO. 5: - Any documents responsive to this Request involve matters related to the Adversary and are not directly related to the preparation of Debtors' schedules and statements and information specifically referenced in Bankruptcy Rule 2004, in addition, the establishment of a BAR DATE for filing Proof of Claims will provide Debtors with an accurate and more viable source of information regarding claims against their estate.

RESPONSE TO REQUEST NO. 6: - Any documents responsive to this Request involve matters related to the Adversary and are not directly related to the preparation of Debtors' schedules and statements and information specifically referenced in Bankruptcy Rule 2004.

RESPONSE TO REQUEST NO. 7: - Any documents responsive to this Request involve matters related to the Adversary and are not directly related to the preparation of Debtors' schedules and statements and information specifically referenced in Bankruptcy Rule 2004.

RESPONSE TO REQUEST NO. 8: - Any documents responsive to this Request involve matters related to the Adversary and are not directly related to the preparation of Debtors' schedules and statements and information specifically referenced in Bankruptcy Rule 2004.

RESPONSE TO REQUEST NO. 9: - Any documents responsive to this Request involve matters related to the Adversary and are not directly related to the preparation of Debtors' schedules and statements and information specifically referenced in Bankruptcy Rule 2004.

RESPONSE TO REQUEST NO. 10: - Any documents responsive to this Request involve matters related to the Adversary and are not directly related to the preparation of Debtors' schedules and statements and information specifically referenced in Bankruptcy Rule 2004.

RESPONSE TO REQUEST NO. 11: - Any documents responsive to this Request involve matters related to the Adversary and are not directly related to the preparation of Debtors' schedules and statements and information specifically referenced in Bankruptcy Rule 2004.

RESPONSE TO REQUEST NO. 12: - Any documents responsive to this Request involve matters related to the Adversary and are not directly related to the preparation of Debtors' schedules and statements and information specifically referenced in Bankruptcy Rule 2004.

RESPONSE TO REQUEST NO. 13: - Any documents responsive to this Request involve matters related to the Adversary and are not directly related to the preparation of Debtors' schedules and statements and information specifically referenced in Bankruptcy Rule 2004.

Without waiving any objection and by way of further response only, the RemyCo Entities state

that with respect to the Apartment LLC's there were no assignments of the Apartment LLC's property for the benefit of creditors within 120 days preceding the Petition Date.

RESPONSE TO REQUEST NO. 14: - Any documents responsive to this Request involve matters related to the Adversary and are not directly related to the preparation of Debtors' schedules and statements and information specifically referenced in Bankruptcy Rule 2004.

RESPONSE TO REQUEST NO. 15: - Any documents responsive to this Request involve matters related to the Adversary and are not directly related to the preparation of Debtors' schedules and statements and information specifically referenced in Bankruptcy Rule 2004.

Without waiving any objection and by way of further response only, the RemyCo Entities state that with respect to the Apartment LLC's property there were no claims made against insurance policies for any losses within one year preceding the Petition Date.

RESPONSE TO REQUEST NO. 16: - Any documents responsive to this Request involve matters related to the Adversary and are not directly related to the preparation of Debtors' schedules and statements and information specifically referenced in Bankruptcy Rule 2004.

RESPONSE TO REQUEST NO. 17: - Any documents responsive to this Request involve matters related to the Adversary and are not directly related to the preparation of Debtors' schedules and statements and information specifically referenced in Bankruptcy Rule 2004.

RESPONSE TO REQUEST NO. 18: - Any documents responsive to this Request involve matters related to the Adversary and are not directly related to the preparation of Debtors' schedules and statements and information specifically referenced in Bankruptcy Rule 2004.

RESPONSE TO REQUEST NO. 19: - Any documents responsive to this Request involve matters related to the Adversary and are not directly related to the preparation of Debtors' schedules and statements and information specifically referenced in Bankruptcy Rule 2004.

RESPONSE TO REQUEST NO. 20: - Any documents responsive to this Request involve matters related to the Adversary and are not directly related to the preparation of Debtors' schedules and statements and information specifically referenced in Bankruptcy Rule 2004.

RESPONSE TO REQUEST NO. 21: - Any documents responsive to this Request involve matters related to the Adversary and are not directly related to the preparation of Debtors' schedules and statements and information specifically referenced in Bankruptcy Rule 2004.

RESPONSE TO REQUEST NO. 22: - Any documents responsive to this Request involve matters related to the Adversary and are not directly related to the preparation of Debtors' schedules and statements and information specifically referenced in Bankruptcy Rule 2004.

RESPONSE TO REQUEST NO. 23: - Any documents responsive to this Request involve matters related to the Adversary and are not directly related to the preparation of Debtors' schedules and statements and information specifically referenced in Bankruptcy Rule 2004.

RESPONSE TO REQUEST NO. 24: - Any documents responsive to this Request involve matters related to the Adversary and are not directly related to the preparation of Debtors' schedules and statements and information specifically referenced in Bankruptcy Rule 2004.

RESPONSE TO REQUEST NO. 25: - Any documents responsive to this Request involve matters related to the Adversary and are not directly related to the preparation of Debtors' schedules and statements and information specifically referenced in Bankruptcy Rule 2004.

RESPONSE TO REQUEST NO. 26: - Any documents responsive to this Request involve matters related to the Adversary and are not directly related to the preparation of Debtors' schedules and statements and information specifically referenced in Bankruptcy Rule 2004.

RESPONSE TO REQUEST NO. 27: - Any documents responsive to this Request involve matters related to the Adversary and are not directly related to the preparation of Debtors' schedules and statements and information specifically referenced in Bankruptcy Rule 2004.

RESPONSE TO REQUEST NO. 28: - Any documents responsive to this Request involve matters related to the Adversary and are not directly related to the preparation of Debtors' schedules and statements and information specifically referenced in Bankruptcy Rule 2004.

WHEREFORE, for the reasons set forth herein, The RemyCo Entities respectfully requests that the Court quash the Motion and the document requests therein as they relate to The RemyCo Entities, as well as grant it any other and further relief that is just and equitable.

March 25, 2009

Respectfully Submitted

/s/ Noel C. Burnham

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