

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF OKLAHOMA**

In re: : Chapter 7
: :
RC SOONER HOLDINGS, LLC, *et al.*,¹ : Case No. 10-12185-R
: :
Debtors. : (Jointly Administered)
: :

RC SOONER HOLDINGS, LLC, *et al.* and :
OLD SOUTH APARTMENTS, LLC, :
: :
Plaintiffs, :
: :
v. : Adv. Pro. No. 10-01070-R
: :
BANK OF THE WEST, *et al.*, :
: :
Defendants. :
: :

RC SOONER HOLDINGS, LLC, *et al.* and :
OLD SOUTH APARTMENTS, LLC, :
: :
Plaintiffs, :
: :
v. : Adv. Pro. No. 10-01071-R
: :
REMYCO., INC., *et al.*, :
: :
Defendants. :
: :

¹ 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.

MOTION TO APPEAR BY TELEPHONE AT STATUS CONFERENCE

Ballard Spahr LLP (“Ballard”), counsel for RC Sooner Holdings, LLC (“RC Sooner” or the “Company”) and certain direct and indirect subsidiaries of RC Sooner, as debtors (collectively, the “Debtors”) under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), jointly administered under Case No. 10-12185-R (collectively, the “Chapter 11 Cases” and after conversion to chapter 7, the “Chapter 7 Cases”), and non-debtor Old South Apartments, LLC (“Old South Apartments”, and together with the Debtors, the “RC Entities”) for Adversary Proceeding No. 10-01070-R (the “BOW Action”) and Adversary Proceeding No. 10-01071-R (the “Rescission Action”, and, together with the BOW Action and the converted Chapter 11 Cases, the “Proceedings”), respectfully moves this Court (the “Motion”) for an Order allowing Ballard to appear by telephone at the Status Conference scheduled for Wednesday, February 2, 2011 at 10:30 a.m. Ballard respectfully states the following in support of its request:

1. On or about February 22, 2010 (the “Petition Date”), each of the Debtors filed their respective voluntary petitions for relief under the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “Delaware Bankruptcy Court”). From the Petition Date through the date of entry of the Conversion Order (as defined below), the Debtors managed their business and properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On February 24, 2010, the Delaware Bankruptcy Court entered an order directing joint administration of the Chapter 11 Cases.

3. On June 14, 2010, the Delaware Bankruptcy Court entered an order transferring venue of the Chapter 11 Cases to the United States District Court for the Northern District of Oklahoma [Delaware Bankruptcy Court D.I. 204] (the “Transfer Order”).

4. On June 29, 2010, the Transfer Order was docketed in the United States Bankruptcy Court for the Northern District of Oklahoma and files for each of the Proceedings were opened. The Proceedings continue to remain pending before this Court.

5. On December 2, 2010, this Court entered its Order Granting Motion to Convert Case from Chapter 11 to Chapter 7 [D.I. 138] (the “Conversion Order”). On December 7, 2010, Scott P. Kirtley was appointed as Chapter 7 Trustee of the Chapter 7 Cases [D.I. 141].

6. On January 26, 2011, this Court entered orders scheduling a status conference in the Proceedings for Wednesday, February 2, 2011 at 10:30 a.m.

7. The RC Entities are primarily represented by Tobey M. Daluz, Sean J. Bellew and Christopher S. Chow of the law firm of Ballard Spahr LLP, located in Wilmington, Delaware.² The RC Entities have retained the law firm of Sneed Lang Herrold PC as local counsel.

8. Ballard requests that it be allowed to appear by telephone at the Status Conference so that the RC Entities may avoid incurring travel expenses and additional attorneys’ fees associated with counsel appearing in person at the Status Conference, particularly in light of the conversion of the Debtors’ Chapter 11 Cases to cases under chapter 7.

² By orders entered on July 16, 2010, the Court granted motions by Ballard Spahr counsel for admission to practice *pro hac vice* before this Court. [Dkts. 21 (Chow), 22 (Bellew) and 23 (Daluz)].

WHEREFORE, Ballard respectfully requests that the Court grant its Motion and allow Ballard to appear at the Status Conference, scheduled for Wednesday, February 2, 2011, at 10:30 a.m., by telephone and for all other and further relief the Court deems just and proper.

January 28, 2011

Respectfully Submitted,

BALLARD SPAHR LLP

By: /s/ Christopher S. Chow

Tobey M. Daluz, Esquire (DE Bar No. 3939)*

Sean J. Bellew, Esquire (DE Bar No. 4072)*

Christopher S. Chow, Esquire (DE Bar 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

**Admitted Pro Hac Vice*

Counsel for the RC Entities

and

SNEED LANG HERROLD PC

David H. Herrold, OBA # 17053

Emily M. Jones, OBA #21719

1700 Williams Center Tower I

One West Third Street

Tulsa, OK 74103-3522

Telephone: 918-588-1313

Facsimile: 918-588-1314

Email: dherrold@sneedlangherrold.com

ejones@sneedlangherrold.com

Local Counsel for the RC Entities