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UNITED STATES BANKRUPTCY COURT  
 SOUTHERN DISTRICT OF NEW YORK

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 In re : Chapter 11  
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 ROCK & REPUBLIC ENTERPRISES, INC., et al.,<sup>1</sup> : Case No. 10-11728 (AJG)  
 :  
 Debtors. : (Motion for Joint  
 : Administration Pending)  
 :  
 : Hearing Date:  
 : Time:  
 : Courtroom:  
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**JOINDER BY CREDITORS IN EMERGENCY MOTION OF RKF, LLC TO TRANSFER VENUE OF THE DEBTORS' BANKRUPTCY CASES TO THE UNITED STATES BANKRUPTCY COURT FOR THE CENTRAL DISTRICT OF CALIFORNIA**

ZABIN INDUSTRIES, INC. ("ZABIN"), one of the larger general unsecured creditors in this cases, hereby joins with RKF, LLC and affiliates (collectively, "RKF"), in requesting this Court to issue an Order pursuant to 28 U.S.C. § 1408 and 1412 and Rule 1014 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") transferring venue of these chapter 11 cases to the United States Bankruptcy Court for the Central District of California.

This Joinder is based on grounds set forth in the Emergency Motion to Transfer Venue of the Debtors' Bankruptcy Cases to the United States Bankruptcy Court for the Central District

<sup>1</sup> The other debtor in these bankruptcy cases is Triple R, Inc. (Case No. 10-11729 (AJG)).

of California filed herein by RKF on April 5, 2010, Docket # 12 (the "Venue Motion"). These grounds include the following, among others:

1. The Central District of California is the only proper venue because it is the place of incorporation of the Debtors, the location of their principal place of business, and the situs of their principal assets and books and records. It is a sham for the Debtors to represent venue as being proper in New York when, in fact, the only nexus to New York is merely a satellite office and showroom.

2. Moreover, even if venue were proper in New York (which clearly is not the case), venue should still be transferred to the Central District of California as being in the interest of justice and for the convenience of the parties pursuant to Bankruptcy Rule 1014(a)(1). California provides the most convenient and appropriate forum to almost all parties in interest for the following reasons: (1) the principal place of business and corporate headquarters are located in Culver City, California, less than 10 miles from the Bankruptcy Court in Los Angeles; (2) most of the premises leased by the Debtors are located in California; (3) sixteen of the Debtors' top twenty-five unsecured creditors are based in California; (4) RKF, the Debtors' largest secured creditor, is based in the greater Los Angeles area; and (5) nine of the fourteen litigation matters listed by Debtors in their schedules are pending in California courts. Clearly, the Central District of California is the most convenient venue.

3. Consequently, ZABIN hereby submits that the facts and evidence set forth in the RKF Venue Motion compel the conclusion that venue of these cases clearly belongs in Los Angeles and that the Court should enter an order transferring venue as requested.

WHEREFORE, ZABIN by this Joinder, hereby requests that the Court transfer the Debtors' cases to the Bankruptcy Court for the Central District of California where venue would

