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IN THE UNITED STATES BANKRUPTCY COURT FOR THE
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

ONDOVA LIMITED COMPANY

CASE NO. 09-34784-SGJ-11

DEBTOR

CHAPTER 11

MOTION TO SUBSTITUTE
AND TO RECONSIDER EMPLOYMENT OF
GARY LYONS AS SOLE ATTORNEY FOR JEFF BARON

Comes now Jeff Baron (“Baron”) and for his AMENDED MOTION TO SUBSTITUTE AND TO RECONSIDER EMPLOYMENT OF GARY LYONS AS SOLE ATTORNEY FOR JEFF BARON states and alleges:

1. Baron does not seek this substitution for the purpose of delay or to negatively effect the Global Settlement Agreement. In point of fact, he wants the Global Settlement Agreement to be fully implemented.
2. However, after the Global Settlement Agreement, there will be matters remaining in the bankruptcy that Mr. Lyon is not licensed to handle and therefore Baron wants to replace Mr. Lyon as lead counsel for Baron in this matter.
3. On September 15, 2010, this Court ordered that Jeff Baron not be allowed to retain counsel of his choice.
4. The Court ruled on that date that the only attorney who could represent Mr. Baron in this matter was Gary Lyon and that Martin Thomas could not participate in this bankruptcy.
5. However, the Court did not then consider that Mr. Lyon is not admitted to practice law by the State of Texas. He does represent that he has been admitted to the United

**MOTION TO SUBSTITUTE AND TO RECONSIDER EMPLOYMENT OF
GARY LYONS AS SOLE ATTORNEY FOR JEFF BARON - Page NO.: 1**

States District Court for the Northern District of Texas (and thereby to the U.S. Bankruptcy Court in this matter).

6. While bankruptcy is initially federal law, many aspects of cases are determined by state law.

7. Without limitation, this Court has issued two Show Cause Orders implicating Texas State criminal law.

8. Additionally, state law may control the attorney fee issues raised by Gerrit Pronske as well as the evaluation of claims.

9. Mr. Lyon has advised Baron that Mr. Lyon is admitted only in the State of Oklahoma and that the Oklahoma Supreme Court requires that when an attorney licensed only in Oklahoma appears in the courts of another state (including the Federal Courts located in a state other than Oklahoma) the Oklahoma lawyer must associate with an attorney licensed in that state for the purpose of any non-Oklahoma state law issues.

10. Additionally, Baron asked the Court on September 22, 2010 to allow him to be represented Mr. Thomas at the show cause hearing because Mr. Lyon had not previously handled a show cause hearing and Mr. Thomas had. Baron had asked Mr. Lyon to assert the objections stated in Exhibit "A" but Mr. Lyon failed to do so. Baron believes the same objections should be asserted as to the Show Cause Order issued on September 27, 2010.

11. Mr. Thomas has been paid in full for his services through September 30, 2010 and agrees not to assert any future non-payment in this bankruptcy.

Wherefore, Baron prays that the Court reconsider its prior rulings in light of Mr. Lyon's not being licensed to practice law in the State of Texas and that Martin Thomas be substituted as his lead counsel of record in this matter.

Dated: September 28, 2010

Respectfully submitted,

/s/ Martin K. Thomas

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CERTIFICATE OF SERVICE

I hereby certify that I served all parties who have entered an electronic appearance in this matter via the ECF filing system this September 29, 2010

/s/ Martin K. Thomas

CERTIFICATE OF CONFERENCE

The undersigned counsel hereby certifies that he conferred with Ray Urbanik on September 30, 2010 and that Mr. Urbanik said that the Trustee, Daniel Sherman, will not oppose the relief requested in this motion. The Trustee was the only party who objected to the withdrawal of Mr. Pronske (on the basis that he objected to any replacement attorney) and therefore appears to be the only party with an interest in this motion. Mr. Gary Lyon has not advised the undersigned of whether he opposes the motion. Additionally, under Local Bankruptcy Rule 9014-1 a conference is not required when it is reasonably anticipated that the number of opposing parties may be too numerous to contact prior to the filing of the motion. Because of the large number of signatories to the Global Settlement Agreement, Baron does not believe that further conferences are required on this motion.

/s/ Martin K. Thomas