

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re: ) Chapter 11  
 )  
RC SOONER HOLDINGS, LLC, et al.,<sup>1</sup> ) Case No. 10-10528 (BLS)  
 )  
Debtors. ) (Jointly Administered)

**CERTIFICATION OF COUNSEL REGARDING MOTION OF THE DEBTORS  
FOR AN ORDER AUTHORIZING PRODUCTION OF DOCUMENTS AND  
EXAMINATION OF A REPRESENTATIVE PURSUANT TO BANKRUPTCY RULE 2004**

The undersigned hereby certifies that:

1. On March 18, 2010, the Court conducted a preliminary hearing (the “Preliminary Hearing”) on the Motion of RC Sooner Holdings, LLC and its debtor affiliates and subsidiaries (collectively, the “Debtors”) for an Order Authorizing Production of Documents and Examination of a Representative Pursuant to Bankruptcy Rule 2004 (Docket No. 44) (the “2004 Motion”), and on the Motion of the RemyCo Entities<sup>2</sup> to Continue Objection Deadline and Hearing Date on Debtor’s 2004 Motion (Docket No. 59) (the “Motion to Continue”). After hearing the initial arguments of counsel, the Court extended the deadline for the RemyCo Entities to object to the 2004 Motion to March 25, 2010 at 4:00 p.m. and set a hearing on the 2004 Motion for March 30, 2010 at 8:30 a.m. (ET), requiring the Debtors to submit a statement under certification of counsel by 12:00 p.m. on March 29, 2010, setting forth the remaining areas of dispute between the Debtors and the RemyCo Entities with respect to the 2004 Motion.

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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.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the 2004 Motion or the Motion to Continue.

2. On March 25, 2010, the RemyCo Entities filed the Response to Motion of the Debtors for an Order Authorizing Production of Documents and Examination of a Representative Pursuant to Bankruptcy Rule 2004 (Docket No. 85) (the "Response"). No other creditors or parties in interest objected or otherwise responded to the Motion and no other or further Notice is required under the circumstances.

3. Since the Preliminary Hearing, counsel for the Debtors and the RemyCo Entities have engaged in discussions regarding the documents sought by the Debtors pursuant to the 2004 Motion. As a result of such discussions, the Debtors and the RemyCo Entities have agreed to an initial discovery schedule set forth below and accordingly state as follows:

4. Agreed Document Production Schedule: The RemyCo Entities have agreed to initially produce on a rolling basis all documents sought by the Debtors pursuant to the 2004 Motion that the RemyCo Entities believe are unrelated to the adversary proceedings, not otherwise subject to an applicable privilege, directly related to the preparation of the Debtors' schedules and statements, and limited to the information specifically authorized under Bankruptcy Rule 2004. Such initial production is to be completed by no later than April 9, 2010. Documents shall be produced directly to counsel for the Debtors in electronic or other agreed to format, except that in the event such documents prove to be overly voluminous, electronic production by the RemyCo Entities shall be supplemented by physical production at the offices of Sneed Lang Herrold P.C., 1700 Williams Center Tower I, One West Third Street, Tulsa, OK 74103-3552, Attn: David H. Herrold, Esq.

5. Agreed Examination Schedule: The RemyCo Entities have further agreed to produce for examination one or more representatives that are familiar with the documents to be produced and the subject matter therein, available to testify individually and authorized to

testify on behalf of the business entities, within one week from the conclusion of the initial production, but in any event no later than April 16, 2010. Such examination shall be unrelated to the adversary proceedings and directly related to the preparation of the Debtors' schedules and statements, and limited to the information specifically authorized under Bankruptcy Rule 2004. The examination of the Remyco Entities' representative(s) shall take place at the offices of Sneed Lang Herrold P.C. on or before April 16, 2010, at a mutually convenient time to be agreed upon between the Debtors and the RemyCo Entities.

6. Discovery Disputes: The applicability of the "pending proceeding" rule to the discovery sought under the 2004 Motion and the scope of such discovery, among other things, remain in dispute between the Debtors and the RemyCo Entities. However, due to the Debtors' need to obtain additional information necessary to the accurate and complete preparation of their schedules and statements as soon as possible, and in an effort to reduce litigation costs for both parties, the Debtors and the RemyCo Entities have agreed to the initial discovery schedule set forth above.

7. In light of the foregoing initial discovery schedule, the parties respectfully request that the hearing on the 2004 Motion and the Response be carried to the next regularly

scheduled omnibus hearing in these cases currently scheduled for April 19, 2010 at 10:30 a.m. (ET), which schedule will allow the parties sufficient time to conduct initial discovery and submit any interim discovery disputes to the Court for timely resolution.

Dated: March 29, 2010  
Wilmington, Delaware

Respectfully Submitted,  
BALLARD SPAHR LLP

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- and -

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Counsel for the Debtors and Debtors in Possession

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<sup>3</sup> Admitted *pro hac vice*.