

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

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

**ORDER UNDER 11 U.S.C. §§ 105(a) AND 331 ESTABLISHING
PROCEDURES FOR INTERIM COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR PROFESSIONALS**

Upon consideration of the motion (the "Motion")² of RC Sooner Holdings, LLC and the above-captioned debtors and debtors in possession (collectively, the "Debtors"), seeking entry of an order establishing procedures for interim compensation and reimbursement of expenses for professionals, and upon consideration of the Affidavit of Daniel Gordon in Support of Chapter 11 Petitions and First Day Pleadings; it appearing that the relief requested is in the best interests of the Debtors' estates, their creditors and other parties in interest; it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. §§ 157(b)(2)(A) and (O); it appearing that venue of these chapter 11 cases and the Motion is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; due and adequate

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.

² Unless otherwise defined, capitalized terms used herein shall have the meanings ascribed to them in the motion.

notice of the Motion having been given under the circumstances; and after due deliberation and cause appearing therefor; it is hereby

ORDERED that the Motion is GRANTED; and it is further

ORDERED that, except as may otherwise be provided in Court orders authorizing the retention of specific professionals, all Professionals (as defined in the Motion) may seek interim compensation and reimbursement of expenses in accordance with following procedures:

a. No earlier than the 25th day of each calendar month, each Professional seeking interim compensation shall file an application (the "Monthly Fee Application") with the Court pursuant to section 331 of the Bankruptcy Code for interim approval and allowance of compensation for services rendered and reimbursement of expenses incurred during the immediately preceding month (the "Compensation Period").

b. Each Monthly Fee Application shall comply with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), applicable Third Circuit law and the Local Rules of this Court and shall be served upon the "Notice Parties" set forth in the Motion.

c. Each Notice Party shall have twenty (20) days after service of a Monthly Fee Application to object to such application (the "Objection Deadline"). Upon the expiration of the Objection Deadline, each Professional may file a certificate of no objection or a certificate of partial objection with the Court, whichever is applicable, after which the Debtors are authorized to pay each Professional an amount (the "Actual Monthly Payment") equal to the lesser of (i) 80 percent of the fees and 100 percent of the expenses requested in the Monthly Fee Application (the "Maximum Payment") or (ii) 80 percent of the fees and 100 percent of the expenses not subject to an objection.

d. If any Notice Party objects to a Professional's Monthly Fee Application, it must file a written objection with the Court and serve it on the Professional and each of the Notice Parties so that it is received on or before the Objection Deadline. Thereafter, the objecting party and the Professional may attempt to resolve the objection on a consensual basis. If the parties are unable to reach a resolution of the objection within 20 days after service of the objection, then the Professional may either (i) file a response to the objection with the Court, together with a request for payment of the difference, if any, between the Maximum Payment and the Actual Monthly Payment made to the affected Professional (the "Incremental Amount"); or (ii) forego payment of the Incremental Amount until the next quarterly or final fee application hearing, at which time the Court will consider and dispose of the objection, if requested by the parties.

e. Beginning with the period ending on May 31, 2010, and at three month intervals or such other intervals convenient to the Court ("Quarterly Period"), each Professional shall file with the Court and serve upon the Notice Parties, pursuant to section 331 of the Bankruptcy Code, an interim application for allowance of compensation and reimbursement of expenses, of the amounts sought in the Monthly Fee Applications filed during such period (the "Quarterly Fee Application"). The Quarterly Fee Application must include a summary of the Monthly Fee Applications that are the subject of the request and any other information requested by the Court or required by the Local Rules. A Quarterly Fee Application must be filed and served within 30 days of the conclusion of the Quarterly Period. The first Quarterly Fee Application should cover the time between the commencement of these cases through and including May 31, 2010. Any Professional who fails to file a Quarterly Fee Application when due will be ineligible to receive further interim

payments of fees or expenses under the compensation procedures until such time as the Quarterly Fee Application is submitted.

f. The Debtors shall request that the Court schedule a hearing on the Quarterly Fee Applications at least once every three (3) months or at such other intervals as the Court deems appropriate.

g. The pendency of an objection to payment of compensation or reimbursement of expenses will not disqualify a Professional from future payment of compensation or reimbursement of expenses, unless the Court orders otherwise.

h. Neither the payment of nor the failure to pay, in whole or in part, monthly compensation and reimbursement of expenses, nor the filing of or failure to file an objection, will bind any party in interest or the Court with respect to the allowance of quarterly or final applications for compensation and reimbursement of expenses of Professionals.

i. All fees and expenses paid to Professionals are subject to disgorgement until final allowance by the Court.

IT IS FURTHER ORDERED that the Debtors shall send a notice of hearing with respect to the Fee Applications, if a hearing is set, to the Notice Parties, as designated above, and all parties who have filed a notice of appearance with the Clerk of this Court and requested such notice.

IT IS FURTHER ORDERED that the Debtors shall include all payments to Professionals on their monthly operating reports, detailed so as to state the amount paid to each of the Professionals.

IT IS FURTHER ORDERED that all time periods set forth in this Order shall be calculated in accordance with Rule 9006(a) of the Federal Rules of Bankruptcy Procedure.

IT IS FURTHER ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

Dated:

UNITED STATES BANKRUPTCY JUDGE