

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
RC SOONER HOLDINGS, LLC, *et al.*,¹) Case No. 10–10528 (BLS)
)
Debtor.) (Jointly Administered)

**AFFIDAVIT IN SUPPORT OF EMPLOYMENT OF SNEED LANG HERROLD PC
AS A PROFESSIONAL UTILIZED IN THE ORDINARY COURSE OF BUSINESS**

STATE OF OKLAHOMA)
) ss.
COUNTY OF TULSA)

David H. Herrold, being duly sworn, deposes and says:

1. I am a shareholder, director and attorney with SNEED LANG HERROLD PC, (the “Professional”), located at 1700 Williams Center Tower 1, One West Third Street, Tulsa, Oklahoma, 74103-3522.
2. The above-captioned debtors and debtors in possession (collectively, the “Debtors”) have requested that the Professional provide legal services to the Debtors, and the Professional has consented to provide such.
3. The Professional may have performed services in the past, may currently perform services and may perform services in the future in matters unrelated to the Debtors’ chapter 11 cases for persons that are parties in interest in the Debtors’ chapter 11 cases. The Professional does not perform services for any such person in connection with these chapter 11 cases, nor has any relationship with any such person, that person’s attorney or accountant that would be adverse to the Debtors or their estates.

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.

4. As part of its customary practice, the Professional is retained in cases, proceedings and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants, and parties in interest in these chapter 11 cases.

5. For purposes of full disclosure, on January 26, 2010 as amended, prior to the Debtors' bankruptcy filings, the Professional, the Debtors, certain non-debtor affiliates, RC Old South Owner, LLC, and Old South Apartments, LLC (the "Non-Debtor Affiliates"), RC Realty Management, Inc. ("RC Realty"), and Rosedale Cooley & Co., L.P. ("Rosedale"), entered into an attorney-client agreement under which the Professional was retained by the Debtors, the Non-Debtor Affiliates, RC Realty and Rosedale for non-bankruptcy purposes but to investigate and litigate matters either involving Fannie Mae or which now are the subject of adversary proceedings pending before the Bankruptcy Court involving Bank of the West, the Remys and the Remy-related entities. The Professional has never, nor does the Professional now, nor is it contemplated that the Professional will ever, represent the Non-Debtor Affiliates, RC Realty or Rosedale in any manner adverse to the Debtors or their estates.

6. Neither I nor any partner, officer or director of, or professional employed by, the Professional has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of the Professional.

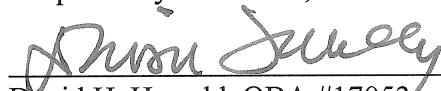
7. Neither I nor any partner, officer or director of, or professional employed by, the Professional, insofar as I have been able to ascertain, holds, or represents any interest adverse to the Debtors or their estates with respect to the matter(s) on which this Professional is to be employed.

8. The Debtors are not indebted to the Professional for any pre-petition services.

9. As of the Petition date, the Professional was not a party to an agreement for indemnification with the Debtors.

10. The Professional is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Professional should discover any facts bearing on the matters described herein, the Professional will supplement the information contained in this Affidavit.

Respectfully submitted,



David H. Herrold, OBA #17053
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Tulsa, Oklahoma 74103-3522
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Sworn to before me this 29th day of March, 2010.


Notary Public

My Commission Expires:

May 3, 2010

[NOTARIAL SEAL]

