

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

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

**CERTIFICATION OF COUNSEL REGARDING STIPULATION AND CONSENT  
ORDER GRANTING MOTION OF FANNIE MAE FOR RELIEF FROM THE  
AUTOMATIC STAY PURSUANT TO 11 U.S.C. § 362(d) AND RULE 4001 OF THE  
FEDERAL RULES OF BANKRUPTCY PROCEDURE**

The undersigned hereby certifies that:

1. On March 30, 2010, the Federal National Mortgage Association (“Fannie Mae” or the “Lender”) filed its Motion for Relief from the Automatic Stay Pursuant to 11 U.S.C. § 362(d) and Rule 4001 of the Federal Rules of Bankruptcy Procedure (Docket No. 105) (the “Lift Stay Motion”).

2. The Debtors have reached an agreement with the Lender consenting to the relief requested by the Lender in the Lift Stay Motion upon the terms and conditions set forth in the Stipulation and Consent Order Granting Motion of Fannie Mae for Relief from the Automatic Stay Pursuant to 11 U.S.C. § 362(d) and Rule 4001 of the Federal Rules of Bankruptcy Procedure (the “Lift Stay Order”), attached hereto as Exhibit A, which is being submitted to the Court contemporaneously with a proposed Final Agreed Order Authorizing Debtors in

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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.

Possession to Use Cash Collateral, Granting Replacement Liens to Lender, and Granting Adequate Protection (the “Final Cash Collateral Order”).

3. Pursuant to the Lift Stay Order, the Lender is granted relief from the automatic stay imposed by Section 362(a) of the Code to seek the appointment of a receiver by a competent court of the State of Oklahoma to manage and operate the eight (8) apartment complexes owned by the Apartment Debtors<sup>2</sup> and to exercise its other state law rights and remedies against the apartment complexes.

4. A hearing on the Lift Stay Motion and the Debtors’ continued use of cash collateral took place on Monday, April 19, 2010 at 10:30 a.m. At the Court’s direction, counsel for the Remy parties and counsel for Bank of the West (“BOW”) were given until Tuesday, April 20, 2010 at 1:30 p.m. to raise any objection with respect to the proposed Lift Stay Order and the proposed Final Cash Collateral Order.

5. Although the Remy parties did not file a formal objection to the Lift Stay Motion, counsel for the Remy parties has interposed a general objection to the entry of the proposed Lift Stay Order and requests a telephonic hearing before this Court.

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<sup>2</sup> Capitalized terms not defined herein shall have the same meaning as those used in the Lift Stay Motion.

6. No other creditors or parties-in-interest have objected to the entry of the Lift Stay Order and the Debtors submit that no other or further notice is required under the circumstances.

Dated: April 21, 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*.