

**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)
)
Debtors.) (Jointly Administered)

**CERTIFICATION OF COUNSEL REGARDING DEBTORS' MOTION
FOR ENTRY OF INTERIM AND FINAL ORDERS AUTHORIZING
POSTPETITION FINANCING, GRANTING SENIOR LIENS, AND
APPROVING AGREEMENT WITH ALLSTAR CAPITAL, INC.**

The undersigned hereby certifies that:

1. On April 30, 2010, the Debtors filed a Motion for Entry of Interim and Final Orders Authorizing Postpetition financing, Granting Senior Liens, and Approving Agreement with AllStar Capital, Inc. (Docket No. 149) (the "Financing Motion").

2. The deadline to object to the Financing Motion was May 10, 2010, at 12:00 p.m. (noon) and the hearing on the Financing Motion initially was scheduled to occur on May 12, 2010. Because the initial hearing date was within fourteen (14) days of the filing of the Financing Motion, the Debtors initially requested entry of only an Interim Order Authorizing Postpetition Financing, Granting Senior Liens, and Approving Agreement with AllStar Capital, Inc. (the "Interim Order").

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.

3. No objections were filed to the Financing Motion. On May 11, 2010 Debtors filed a Certificate of No Objection. [Docket No. 164]. Moreover, following informal discussions with the Debtors, the United States Trustee authorized the Debtors to inform the Court that it had no objection to the Financing Motion.

4. At the request of the Debtors, the May 12, 2010, hearing was cancelled and the hearing on the Financing Motion occurred on May 25, 2010.

5. At the May 25, 2010, hearing on the Financing Motion, counsel to the Debtors inquired whether the Court would consider entering a Final Order Authorizing Postpetition Financing, Granting Senior Liens, and Approving Agreement with AllStar Capital, Inc. (the “Final Order”) in place of the proposed Interim Order Authorizing Postpetition Financing, Granting Senior Liens, and Approving Agreement with AllStar Capital, Inc. (the “Interim Order”) that the Debtors previously had provided to the Court because the hearing was being conducted more than fourteen (14) days after the Financing Motion was filed. The Court indicated that it would be willing to enter a Final Order. Counsel to Fannie Mae, the Office of the United States Trustee, and other parties-in-interest were present in the courtroom when counsel to the Debtors made this request and interposed no objections to the Debtors’ request.

6. The Debtors believe that entry of a Final Order is proper and, accordingly, the Debtors respectfully request that the proposed Final Order, attached hereto as Exhibit A, be entered at the earliest convenience of the Court.

7. A black-lined comparison of the proposed Final Order and the proposed Interim Order previously provided to the Court is attached as Exhibit B.

8. All substantive changes in the Final Order relate solely to the relief granted being granted on a final rather interim basis, and no other substantive changes have been made from the form of Interim Order previously provided to the Court.

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

Dated: May 25, 2010
Wilmington, Delaware

Respectfully Submitted,

BALLARD SPAHR LLP

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