

**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)
	)	
	)	<b>Objection Deadline: June 17, 2010 at 4:00 p.m. (ET)</b>
	)	<b>Hearing Date: To be determined only if objections</b>
	)	<b>are filed</b>

**NOTICE OF SECOND MONTHLY FEE APPLICATION OF  
BALLARD SPAHR LLP, COUNSEL TO THE DEBTORS, FOR  
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR  
THE PERIOD APRIL 1, 2010 THROUGH APRIL 30, 2010**

PLEASE TAKE NOTICE that on May 28, 2010, Ballard Spahr LLP ("Ballard"), as counsel to the above captioned debtors and debtors in possession (collectively, the "Debtors") filed the **Second Monthly Fee Application of Ballard Spahr LLP, Counsel to the Debtors, For Compensation and Reimbursement of Expenses for the Period April 1, 2010 Through April 30, 2010** (the "Second Monthly Application") with the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court"). A copy of the Second Monthly Application is attached hereto as Exhibit A.

PLEASE TAKE FURTHER NOTICE that the Second Monthly Application is submitted pursuant to the Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Professionals entered by the Bankruptcy Court on March 22, 2010 (the "Interim Compensation Order").

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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.

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Second Monthly Application, if any, must be in writing, filed with the Clerk of the Bankruptcy Court, 824 Market Street, 3<sup>rd</sup> Floor, Wilmington, Delaware 19801, on or before **June 17, 2010 at 4:00 p.m. (Eastern Standard Time)**.

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Second Monthly Application must also be served so that they are received on or before **June 17, 2010 at 4:00 p.m. (Eastern Standard Time)** by: (i) RC Sooner Holdings, LLC, *et al.*, 1515 Broadway, Fl. 11, New York, NY 10036-8901, Attention: Daniel Gordon; (ii) counsel for the Debtors, Tobey M. Daluz, Esquire and Christopher S. Chow, Esquire (Ballard Spahr LLP, 919 N. Market St., 12th Floor, Wilmington, Delaware 19801); (iii) counsel to Fannie Mae, Rachel Mersky, Esquire (Monzack Mersky McLaughlin and Browder, P.A., 1201 North Orange St., Suite 400, Wilmington, Delaware 19801) and Lewis Carter, Esquire (Doerner, Saunders, Daniel & Anderson, L.L.P., 320 S. Boston, Suite 500, Tulsa, Oklahoma 74103); and (iv) the Office of the United States Trustee, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801-3519, Attention: Kevin Callahan, Esquire.

PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTION IS FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURES, THEN 80% OF THE FEES AND 100% OF THE EXPENSES REQUESTED MAY BE PAID PURSUANT TO THE INTERIM COMPENSATION ORDER WITHOUT FURTHER ORDER FROM THE BANKRUPTCY COURT.

PLEASE TAKE FURTHER NOTICE THAT IF A TIMELY OBJECTION IS FILED AND SERVED IN ACCORDANCE WITH THIS NOTICE, THEN PAYMENT WILL BE MADE ACCORDING TO THE PROCEDURES SET FORTH IN THE INTERIM COMPENSATION ORDER.

PLEASE TAKE FURTHER NOTICE THAT A HEARING ON THE SECOND MONTHLY APPLICATION WILL BE HELD AT THE BANKRUPTCY COURT'S CONVENIENCE ONLY IF OBJECTIONS OR RESPONSES ARE FILED.

Dated: May 28, 2010  
Wilmington, Delaware

Respectfully Submitted,

BALLARD SPAHR LLP

By: /s/ Christopher S. Chow  
Tobey M. Daluz, Esquire (No. 3939)  
Sean J. Bellew, Esquire (No. 4072)  
Christopher S. Chow, Esquire (No. 4172)  
919 N. Market Street, 12th Floor  
Wilmington, DE 19801  
Telephone: (302) 252-4465  
Facsimile: (302) 252-4466  
Email: daluzt@ballardspahr.com  
bellews@ballardspahr.com  
chowc@ballardspahr.com

- and -

Matthew G. Summers, Esquire<sup>2</sup>  
300 East Lombard Street, 18th Floor  
Baltimore, MD 21202-3268  
Telephone: (410) 528-5600  
Facsimile: (410) 528-5650  
Email: summersm@ballardspahr.com

Counsel for the Debtors and Debtors in Possession

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<sup>2</sup> Admitted *pro hac vice*.