

**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. 10-10528 (BLS)
)	
Debtors.)	(Jointly Administered)
)	
)	Objection Deadline: March 11, 2010 at 4:00 p.m. (ET)
)	Hearing Date March 18, 2010 at 10:30 a.m. (ET)

**NOTICE OF MOTION FOR ORDER GRANTING DEBTORS AN EXTENSION
OF TIME TO FILE SCHEDULES AND STATEMENTS**

PLEASE TAKE NOTICE that on March 1, 2010, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the **Motion for Order Granting Debtors an Extension of Time to File Schedules and Statements** (the “Motion”) with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”). A copy of the Motion is attached hereto as Exhibit A.

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Motion must be in writing, filed with the Clerk of the Bankruptcy Court, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801, and served upon the undersigned proposed counsel for the Debtors and Debtors in Possession on or before **March 11, 2010 at 4:00 p.m. (Eastern Standard Time)**.

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.

PLEASE TAKE FURTHER NOTICE that if an objection is timely filed, served and received and such objection is not otherwise timely resolved, a hearing to consider such objection and the Motion will be held before The Honorable Brendan L. Shannon at the Bankruptcy Court, 824 N. Market Street, 6th Floor, Courtroom No. 1, Wilmington, DE 19801 on **March 18, 2010 at 10:30 a.m. (Eastern Standard Time).**

**IF NO OBJECTIONS TO THE MOTION ARE TIMELY FILED, SERVED
AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY
COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT
FURTHER NOTICE OR HEARING.**

Dated: March 1, 2010
Wilmington, Delaware

BALLARD SPAHR LLP

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Proposed Counsel for the Debtors and Debtors in
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2 Admitted *pro hac vice*.

EXHIBIT A

**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. 10-10528 (BLS)
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Debtors.)	(Jointly Administered)
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)	Objection Deadline: March 11, 2010 at 4:00 p.m.
)	Hearing Date: March 18, 2010 at 10:30 a.m.

**MOTION FOR ORDER GRANTING DEBTORS AN EXTENSION
OF TIME TO FILE SCHEDULES AND STATEMENTS**

RC Sooner Holdings, LLC, (“RC Sooner” or the “Company”) and the above-captioned debtors and debtors in possession (collectively, the “Debtors”), hereby move (the “Motion”) this Court for entry of an order granting the Debtors additional time within which to file certain Schedules and Statements (defined below), pursuant to Rule 1007(c) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”). In support of this Motion, the Debtors respectfully represent as follows:

Jurisdiction

1. This Court has jurisdiction over this Motion under 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2)(A).
2. Venue of these chapter 11 cases and this Motion are proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.

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. The statutory basis for the relief requested herein is Bankruptcy Rule 1007(c).

Background

4. On February 22, 2010 (the "Petition Date"), each of the Debtors filed their respective voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). The Debtors thereafter have continued to manage their business and properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy

5. On February 24, 2010, the Court entered an order directing joint administration of these cases.

6. The Debtors own, operate and maintain a portfolio of 796 multi-family residential units divided among eight (8) separate apartment complexes (collectively, the "Apartments") for lease in Tulsa, Oklahoma. RC Sooner is the direct parent of eight (8) Oklahoma limited liability companies (collectively, the "RC LLCs"²), and together with RC Sooner, the "Purchasers") that were formed in October 2009 for the purpose of acquiring 100% of the membership interests of eight (8) existing Oklahoma limited liability companies that own the Apartments (collectively, the "Apartment LLCs"³). The purchase price of the acquisition included the assumption of approximately \$27 million in outstanding loans and mortgages (the

² The RC LLCs consist of the following co-debtor subsidiaries of RC Sooner: RC Brixton Square Owner, LLC; RC Cedar Crest Owner, LLC; RC Fulton Plaza Owner, LLC; RC Magnolia Owner, LLC; RC Pomeroy Park Owner, LLC; RC Salida Owner, LLC; RC Savannah South Owner, LLC and RC Southern Hills Owner, LLC. RC Sooner is also the direct parent of non-filing entity RC Old South Owner, LLC, whose real estate assets are not subject to loans held by the Federal National Mortgage Association.

³ The Apartment LLCs consist of the following co-debtor indirect subsidiaries of RC Sooner: Brixton Square Apartments, LLC; CC Apartments, LLC; Fulton Plaza Apartments, LLC; Magnolia Manor Apartments, LLC; Pomeroy Park Apartments, LLC; Salida Apartments, LLC; Savannah South Apartments, LLC and Southern Hills Villa Apartments, LLC. RC Sooner is also the ultimate parent of non-filing entity Old South Apartments, LLC, whose loan is not held by the Federal National Mortgage Association.

“Loans and Mortgages”) currently held by the Federal National Mortgage Association (“Fannie Mae”).

7. Unbeknownst to the Purchasers, however, the sellers of the Apartment LLCs and their brokers had engaged in a pattern of intentional misconduct and fraudulent misrepresentation from the very outset of negotiations for the sale of the Apartments and the Apartment LLCs, which misrepresentations included the failure to inform the Purchasers that the Loans and Mortgages had been in default since approximately September 2, 2009, and remained in default as of the closing on or about October 29, 2009.

8. Fannie Mae was not informed of the Purchasers’ purchase of the Apartment LLCs until late January, 2010, and the Company was not made aware of the existence of the defaults under the Loans and Mortgages until that same time, the sellers having actively concealed such facts from both Fannie Mae and the Company as recently as the final week of January, 2010.

9. Upon learning of the purchase of the Apartment LLCs, Fannie Mae declared a non-monetary default on account of the transfer of the Loans and Mortgages to the Company without Fannie Mae’s consent. Fannie Mae subsequently initiated state court actions in Oklahoma against the Apartment LLCs and certain of the sellers petitioning for foreclosure and the appointment of a receiver against all the Apartments. Hearings for the appointment of a receiver with respect to the Apartment LLCs had been scheduled for February 23, 2010.

10. Due to the imminent threat of Fannie Mae’s state court actions, the Debtors commenced these cases on the Petition Date in order to provide sufficient time for them to, among other things, pursue claims against the sellers and their brokers and negotiate a resolution of the Loan and Mortgage defaults with Fannie Mae, all of which efforts will enable

the Debtors to preserve and maximize the value of their business for the benefit of their creditors and other interested parties.

11. Additional factual background regarding the Debtors, including their current and historical business operations and the events precipitating these chapter 11 filings, is set forth in detail in the Affidavit of Daniel Gordon in Support of Chapter 11 Petitions and First Day Pleadings, and is incorporated herein by reference.

12. No trustee, examiner, or committee has been appointed in any of the Debtors' cases.

Relief Requested

13. Pursuant to Bankruptcy Rule 1007(b) and (c), a chapter 11 debtor must file its: a) schedules of assets and liabilities; b) schedule of current income and expenditures; c) schedule of executory contracts and unexpired leases; and d) a statement of financial affairs (collectively, the "Schedules and Statements"). Bankruptcy Rule 1007(c) grants a debtor fourteen (14) days from the date of the petition to file its Schedules and Statements, which date is March 8, 2010 based on the Petition Date.

14. Bankruptcy Rule 1007(c) authorizes the Court to grant an extension of the time to file the Schedules and Statements "for cause." By this Motion, the Debtors seek entry of an order extending the time to file their Schedules and Statements by an additional 30 days, to April 7, 2010.

15. The Debtors have over 700 creditors, which include hundreds of residential tenants, parties to executory contracts and various other creditors. Due to the large number of creditors, and the devotion of time and resources by the Debtors required to continue to manage successfully their large portfolio of multi-family residential units in Oklahoma, the

Debtors respectfully submit that they will require additional time to complete and file the Schedules and Statements.

16. Specifically, the Debtors are actively investigating the facts and circumstances relating to the sellers' numerous misrepresentations and active misconduct in connection with the sale of the Apartment LLCs. To that end, on February 24, 2010, the Debtors filed an adversary complaint (Adversary Proceeding No. 10-50723) asserting breach of contract, fraud, and RICO claims against the sellers and several affiliated and related companies and individuals. The Debtors submit that the requested extension will enable them to uncover additional facts in the course of their investigation that will ultimately enhance the accuracy of their Schedules and Statements. Furthermore, the Debtors require an extension in order to diligently review their records regarding the pre-petition liabilities of each unexpired lease and executory contract to which they are parties. The Debtors seek this extension without prejudice to their right to seek further extensions if necessary.

17. The Debtors are currently in the process of gathering the information necessary to complete the Schedules and Statements. However, at the same time, the Debtors are spending a significant amount of time addressing the requirements of their normal business activities. These efforts are essential to the Debtors' ability to ensure that their business remains a going concern and to preserve value for the creditors in these cases; such efforts would be hindered if the Debtors had to expend additional time and resources to complete the Schedules and Statements within the current timeframe.

18. This Court has routinely granted similar relief to that requested herein in a number of cases. *See, e.g., In re Pacific Energy Resources LTD*, Case No. 09-10785 (KJC) (Bankr. D. Del. April 8, 2009) (twenty day extension); *In re DBSI, Inc.*, Case No. 08-12687

(PJW) (Bankr. D. Del. December 18, 2008) (sixty day extension); *In re SemCrude, L.P.*, Case No. 08-11525 (BLS) (Bankr. D. Del. August 18, 2008) (sixty day extension); *In re Buffets Holdings, Inc.*, Case No. 08-10141 (MFW) (Bankr. D. Del. March 11, 2008 and May 1, 2008) (forty-six and fourteen day extensions).

19. For the foregoing reasons, the Debtors respectfully request that the Court grant them the additional time to file the Schedules and Statements.

[The remainder of this page has been left intentionally blank]

WHEREFORE, the Debtors respectfully request that this Court enter an order granting an extension of time to file the Schedules and Statements as set forth above, and granting such other and further relief as the Court deems just and proper.

Dated: March 1, 2010
Wilmington, Delaware

Respectfully Submitted,

BALLARD SPAHR LLP

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)	
Debtors.)	(Jointly Administered)
)	
)	Related Docket No. ____

**ORDER GRANTING DEBTORS AN EXTENSION OF
TIME TO FILE SCHEDULES AND STATEMENTS**

This matter coming before the Court on the Debtors’ Motion for an Extension of Time to File Schedules and Statements (the “Motion”),² seeking entry of an order granting the Debtors additional time in which to file their Schedules and Statements; and the Court having reviewed the Motion; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A); and it appearing that venue of these chapter 11 cases and the Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that due and adequate notice of the Motion was sufficient under the circumstances; and it appearing that the relief requested is in the best interests of the Debtors’ estates, their creditors and other parties in interest; and upon the record herein, and after due deliberation; and sufficient cause appearing therefore; the Court finds good cause exists for entry of the following 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.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. The Debtors are hereby granted an extension of thirty (30) days, for a total of forty-four (44) days from the Petition Date, through and including April 7, 2010, to file their Schedules and Statements.
3. Such extension is without prejudice to the Debtors' right to seek further extensions of time to file their Schedules and Statements.
4. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.

Dated: _____

UNITED STATES BANKRUPTCY JUDGE