

**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)
	)	(Jointly Administered)
Debtors.	)	
	)	<b>Related Docket No. ____</b>

**ORDER GRANTING AMENDED APPLICATION OF THE DEBTORS FOR AN  
ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT OF  
BALLARD SPAHR LLP AS COUNSEL TO THE DEBTORS AND DEBTORS IN  
POSSESSION PURSUANT TO 11 U.S.C. §§ 327(a) and 328(a), FED. R. BANKR. P.  
2014(a) AND DEL. BANKR. L.R. 2014-1 NUNC PRO TUNC TO THE PETITION DATE**

Upon consideration of the Amended Application of the Debtors for an Order Authorizing the Retention and Employment of Ballard Spahr LLP (“Ballard Spahr”) as Counsel to the Debtors and Debtors in Possession *Nunc Pro Tunc* to the Petition Date (the “Application”), and the Unsworn Declaration of Tobey M. Daluz, Esquire (the “Declaration”), a partner in Ballard Spahr, and upon consideration of the Affidavit of Daniel Gordon In Support Of Chapter 11 Petitions And First Day Pleadings; and the Court being satisfied that Ballard Spahr represents no interest adverse to the Debtors or to their estates in the matters upon which Ballard Spahr is to be engaged, that Ballard Spahr is disinterested within the meaning of Bankruptcy Code<sup>2</sup> section 101(14) and, that such firm’s employment is necessary and would be in the best interests of the Debtors’ estates, it is hereby

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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 Application.

ORDERED that, pursuant to 11 U.S.C. § 327(a), Fed. R. Bankr. P. 2014(a) and Del. Bankr. L.R. 2014-1, the Debtors are authorized to employ Ballard Spahr to represent the Debtors and their estates in the above-captioned bankruptcy cases under chapter 11 of the Bankruptcy Code; and it is further

ORDERED that the employment of Ballard Spahr is authorized and approved effective as of the commencement of the cases; and it is further

ORDERED that, pursuant to 11 U.S.C. § 328(a), Ballard Spahr's hourly rates for its paralegals and attorneys set forth in the Declaration are approved as reasonable; and it is further

ORDERED that, pursuant to 11 U.S.C. § 328(a), the payment of the Retainer to Ballard Spahr by the Debtors is hereby approved as justified and reasonable under the circumstances of these cases; *provided, however*, that the allowance of postpetition fees and expenses to be paid from such Retainer to Ballard Spahr remains subject to application to, and approval by, this Court; and it is further

ORDERED that, subject to application to, and approval by, this Court, the fees and expenses of Ballard Spahr shall be allowed as an expense of administration of these cases.

Dated: \_\_\_\_\_

\_\_\_\_\_  
United States Bankruptcy Judge