

**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)

**CERTIFICATION OF COUNSEL REGARDING SECOND INTERIM AGREED
ORDER (A) AUTHORIZING DEBTORS IN POSSESSION TO USE CASH COLLATERAL,
(B) GRANTING REPLACEMENT LIENS TO LENDER, (C) GRANTING ADEQUATE
PROTECTION, AND (D) SCHEDULING A FINAL HEARING THEREON**

The undersigned hereby certifies that:

1. On February 24, 2010, after conducting a preliminary hearing on the Motion of RC Sooner Holdings, LLC and its debtor affiliates and subsidiaries listed in footnote 1 (collectively, the “Debtors”) for Entry of Interim and Final Orders (A) Authorizing Debtors in Possession to Use Cash Collateral; (B) Granting Replacement Liens to Lender; (C) Granting Adequate Protection; and (D) Scheduling a Final Hearing Thereon (Docket No. 7) (the “Cash Collateral Motion”), this Court entered an Interim Agreed Order granting the Cash Collateral Motion (Docket No. 20) (the “First Interim Cash Collateral Order”) whereby, *inter alia*, this Court authorized the Debtors to use cash collateral through and including March 11, 2010, set a deadline to object to the Cash Collateral Motion of March 8, 2010, and set a final hearing on the Motion for March 11, 2010 at 9:30 a.m. ET.

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. On February 24, 2010, the Debtors served Notice of the entry of the First Interim Cash Collateral Order to (i) Federal National Mortgage Association (the "Lender"), (ii) counsel to the Lender, (iii) the District Counsel for the Internal Revenue Service, (iv) all known secured creditors of the Debtors, (v) all of the Debtors' landlords, (vi) the Office of the United States Trustee; and (vii) any other party which theretofore had filed in the Debtors' cases a request for special notice with this Court and served such request upon Debtors' counsel (Docket No. 25).

3. Lender has consented to the Debtors' continued use of cash collateral through and including March 18, 2010, on the terms set forth in the Second Interim Agreed Order (A) Authorizing Debtors in Possession to Use Cash Collateral; (B) Granting Replacement Liens to Lender; (C) Granting Adequate Protection; and (D) Scheduling a Final Hearing Thereon (the "Second Interim Cash Collateral Order"), and the Debtors have agreed to extend the deadline for the Lender to object to the Cash Collateral Motion and to the entry of a Final Order through and including March 15, 2010, at 4:30 p.m. ET.

4. No other creditors or parties-in-interest objected to the Cash Collateral Motion.

5. The parties respectfully request that this Court enter the Second Interim Cash Collateral Order attached hereto as Exhibit A at its earliest convenience. For the convenience of the Court, a black-lined comparison of the First Interim Cash Collateral Order and the Second Interim Cash Collateral Order is attached hereto as Exhibit B.

Dated: March 9, 2010
Wilmington, Delaware

Respectfully Submitted,

BALLARD SPAHR LLP

By: /s/ Tobey M. Daluz
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, Esquire¹
300 East Lombard Street, 18th Floor
Baltimore, MD 21202-3268
Telephone: (410) 528-5600
Facsimile: (410) 528-5650
Email: summersm@ballardspahr.com

Proposed Counsel for the Debtors and Debtors in
Possession

¹ Admitted *pro hac vice*.