

**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)

**CERTIFICATION OF COUNSEL REGARDING THIRD 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.

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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.

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. On March 11, 2010, this Court entered a 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 "First Interim Order") whereby, *inter alia*, this Court authorized the Debtors to use cash collateral through and including March 18, 2010, extended the deadline for Fannie Mae to object to the Motion of March 15, 2010, and set a final hearing on the Motion for March 18, 2010.

4. On March 11, 2010, the Debtors served Notice of the entry of the Second Interim Order to (i) the Lender, (ii) counsel to the Lender, and (iii) the Office of the United States Trustee.

5. On March 15, 2010, Lender filed a Limited Objection to the Motion, in which the Lender stated that it did not object to the use of Cash Collateral for ordinary and necessary operations or for the payment of fees to the Debtors' claims agent but objected solely to the use of Cash Collateral for the payment of other administrative expenses, including, without limitation, the payment of the fees of Debtors' attorneys. No other creditors or parties-in-interest objected to the Motion or the entry of a Final Order and no other or further Notice is required under the circumstances.

6. On March 18, 2010, this Court conducted a further preliminary hearing on the Motion and the Lender's Limited Objection.

7. Without waiving its Limited Objection, Lender has consented to the Debtors' continued use of cash collateral through and including March 30, 2010, on the terms set forth herein.

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

9. The parties respectfully request that this Court enter the Third 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 Second Interim Cash Collateral Order and the Third Interim Cash Collateral Order is attached hereto as Exhibit B.

Dated: March 18, 2010  
Wilmington, Delaware

Respectfully Submitted,

BALLARD SPAHR LLP

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- and -

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Proposed Counsel for the Debtors and Debtors in  
Possession

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<sup>1</sup> Admitted *pro hac vice*.