

**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)
)	
)	Related Docket Nos. 6 & 22

**FINAL ORDER (A) PROHIBITING UTILITY PROVIDERS FROM
ALTERING REFUSING OR DISCONTINUING SERVICE,
(B) DEEMING UTILITIES ADEQUATELY ASSURED OF
FUTURE PAYMENT, AND (C) ESTABLISHING PROCEDURES
FOR DETERMINING ADEQUATE ASSURANCE OF PAYMENT**

This matter coming before the Court on the Motion of the Debtors for Interim and Final Orders Under Section 366 of the Bankruptcy Code (A) Prohibiting Utility Providers from Altering, Refusing or Discontinuing Service (B) Deeming Utilities Adequately Assured of Future Payment, and (C) Establishing Procedures for Determining Adequate Assurance of Payment (the “Motion”),² filed by the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”); and upon consideration of the Affidavit of Daniel Gordon in Support of Chapter 11 Petitions and First Day Pleadings; the Court having reviewed the Motion and any objections thereto; the Court finding that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), (c) venue of these chapter 11 cases and the Motion in this District is proper pursuant to 28 U.S.C. §§

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.

1408 and 1409, and (d) notice of the Motion was sufficient under the circumstances; the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and it appearing that the relief requested is in the best interests of the Debtors' estates, their creditors and other parties in interest;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED on a final basis under the same terms and conditions as set forth in the Interim Order, subject to the following modifications in this paragraph 1 which affect only the rights of Public Service of Oklahoma d/b/a American Electric Power ("AEP"), whose objection filed at Docket No. 45 (the "Objection") is hereby adjourned upon agreement of the parties:

a. The Utility Deposit Account shall be reduced by \$17,794.00 (the "AEP Reduction"), to a total of \$27,206.00, which reduction reflects only that portion of the original amount of the Utility Deposit Account solely attributable to approximately 50% of the estimated cost of the monthly services provided to the Debtors by AEP.

b. The Debtors shall tender the \$17,794.00 to AEP within five (5) business day of the Court approving this Final Order.

c. Following the AEP Reduction, AEP is specifically prohibited from recovering any amounts from the remaining Utility Deposit Account, and the provisions of the Interim Order and the provisions of this Final Order other than paragraphs 1(a-c) shall not be binding on AEP; *provided, however*, that the Debtors are hereby authorized to enter into a stipulation with AEP with respect to granting additional adequate assurance to AEP in resolution of its Objection; *provided further*, that notwithstanding anything to the contrary in this Final Order or section 366 of the Bankruptcy Code, AEP shall not discontinue, alter or refuse services

to the Debtors on the basis that the Debtors have not provided AEP with adequate assurance of payment pending a final hearing on the Objection or further Order of the Court, unless the Debtors fail to timely tender the payment required by paragraph 1(b) above.

2. Nothing in this order shall be deemed to vacate or modify any other restrictions, if any, on the termination of services by a Utility Provider as provided by 11 U.S.C. §§ 362 and 365 or other applicable law. Nothing herein or in the Motion shall constitute postpetition assumption or adoption of any agreement pursuant to 11 U.S.C. § 365, nor shall anything herein be deemed a waiver by the Debtors or any other party of any rights with respect to assumption or rejection of an executory contract.

3. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation of this Order.

Dated: March 18, 2010



UNITED STATES BANKRUPTCY JUDGE