

**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)
	)	
	)	<b>Related Docket Nos. 6, 22, &amp; 45</b>

**CERTIFICATION OF COUNSEL REGARDING STIPULATION BETWEEN THE  
DEBTORS AND PUBLIC SERVICE OF OKLAHOMA D/B/A/ AMERICAN ELECTRIC  
POWER RESOLVING AMERICAN ELECTRIC POWER'S OBJECTION TO THE  
UTILITY MOTION**

The undersigned hereby certifies that:

1. On February 22, 2010, the Debtors filed their Motion 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 [Docket No. 6] (the "Utility Motion").<sup>2</sup>
2. On February 24, 2010, this Court entered its Interim Order (A) Prohibiting Utility Providers From Altering Refusing or Discontinuing Service, (B) Deeming Utilities

---

<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.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Utility Motion.

Adequately Assured of Future Payment, And (C) Establishing Procedures For Determining Adequate Assurance of Payment [Docket No. 22] (the “Interim Utility Order”).

3. On March 9, 2010, Public Service of Oklahoma d/b/a American Electric Power (“AEP”) filed and served its objection to the Utility Motion [Docket No. 45] (the “Objection”).

4. The Debtors and AEP (the “Parties”) reached an agreement regarding the Objection and, on March 18, 2010, filed a proposed stipulation (the “Proposed Stipulation”) memorializing the Parties’ resolution.

5. Pursuant to the Proposed Stipulation, Fannie Mae, the Debtors’ secured lender, was given five (5) business days following the filing of the Proposed Stipulation to object.

6. On March 18, 2010, this Court entered its 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 [Docket No. 72] (the “Final Utility Order”).

7. Subsequent to the filing of the Proposed Stipulation and the entry of the Final Utility Order, counsel for Fannie Mae contacted Debtors’ counsel with proposed revisions (the “Proposed Revisions”) to the Proposed Stipulation. The Proposed Revisions have been incorporated into a final stipulation (the “Stipulation”), which resolves any objections from Fannie Mae.

8. The Parties respectfully request that this Court enter the Stipulation attached hereto as Exhibit A at its earliest convenience.

Dated: March 25, 2010  
Wilmington, Delaware

Respectfully Submitted,  
BALLARD SPAHR LLP

By: /s/ Christopher S. Chow  
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, Esquire<sup>3</sup>  
300 East Lombard Street, 18th Floor  
Baltimore, MD 21202-3268  
Telephone: (410) 528-5600  
Facsimile: (410) 528-5650  
Email: summersm@ballardspahr.com

Counsel for the Debtors and Debtors in Possession

---

<sup>3</sup> Admitted *pro hac vice*.