

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:) Chapter 11
)
RC SOONER HOLDINGS, LLC, et al.,¹) Case No. 10-10528()
)
Debtors.) (Jointly Administered)

**ORDER APPOINTING BMC GROUP, INC.
AS CLAIMS, NOTICING, AND BALLOTING AGENT**

Upon the Application² of the above-captioned debtors and debtors in possession (collectively, the “Debtors”) for entry of an order (i) appointing BMC Group, Inc. (“BMC”) to perform certain claims, noticing, and balloting services pursuant to Federal Rule of Bankruptcy Procedure 2002, Local Rule of Bankruptcy Procedure 2002-1(f) and 28 U.S.C. § 156(c), (ii) approving the form and manner of notice of the initial meeting of the Debtors’ creditors as required by section 341(a) of title 11 of the United States Code (the “Bankruptcy Code”) and (iii) granting certain other related relief; and upon the Affidavit of Myrtle H. John in Support of Debtors’ Application for Entry of an Order Under 28 U.S.C. § 156(c) Authorizing the Employment and Retention of BMC Group, Inc. as Claims, Noticing, and Balloting Agent for the Debtors (the “John Affidavit”); and upon consideration of the Affidavit of Daniel Gordon in Support of Chapter 11 Petitions and First Day Pleadings; and the Court being satisfied with the representations made in the Application and the John Affidavit that BMC represents no interest

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.

adverse to the Debtors' estates with respect to the matters upon which BMC is to be engaged, that BMC is a "disinterested person" as that term is used in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and that BMC's appointment is necessary and in the best interests of the Debtors, their estates and creditors, and it appearing that proper and adequate notice has been given and that no other or further notice is required; and upon the record herein, and after due deliberation; and sufficient cause appearing therefor; the Court finds good cause exists for entry of the following order.

IT IS THEREFORE ORDERED that BMC is appointed as the Claims, Noticing, and Balloting Agent in these chapter 11 cases pursuant to 28 U.S.C. § 156(c), and is authorized to perform the following services as requested by the Office of the Clerk of the Court (the "Clerk's Office") or the Debtors:

- a. Prepare and serve required notices in this chapter 11 case, including:
 - i. notice of the commencement of the case and the initial meeting of creditors under § 341(a) of the Bankruptcy Code;
 - ii. notice of the claims bar date;
 - iii. notice of any hearings on a disclosure statement and confirmation of a plan of reorganization; and
 - iv. other miscellaneous notices to any entities, as the Debtors or the Court deem necessary or appropriate for an orderly administration of these chapter 11 cases.
- b. Within five (5) days after the mailing of a particular notice, file with the Clerk's Office a certificate or affidavit of service that includes a copy of the notice involved, an alphabetical list of persons to whom the notice was mailed and the date of mailing;
- c. Docket all claims received by the Clerk, for whom BMC is hereby appointed as agent, maintain the official claims registers (the "Claims Registers") for the Debtors on behalf of the Clerk, and provide the Clerk with a duplicate unofficial Claims Register on a monthly basis, unless otherwise directed.

- d. Specify in the Claims Registers the following information for each claim docketed:
 - i. the claim number assigned;
 - ii. the date received;
 - iii. the name and address of the claimant who filed the claim; and
 - iv. the classification(s) of the claim (e.g. secured, unsecured, priority, etc.) asserted in the claim.
- e. Record all transfers of claims and provide any notices of such transfer required by Rule 3001(e) of the Federal Rules of Bankruptcy Procedure;
- f. Make changes to the Claims Registers pursuant to Court order;
- g. Maintain the official mailing list of all entities that have filed a proof of claim, which list shall be available upon request by the Clerk or upon request and payment of an appropriate copying charge by a party in interest;
- h. Assist the Debtors, if necessary, in the clerical preparation of their schedules, and statements of financial affairs and any amendments or supplements thereto, and maintain a mailing list of the parties included therein;
- i. Perform all balloting services that may be required in this case, including, to the extent necessary, identifying voting and nonvoting creditors, preparing class-specific ballots, distributing ballots and accompanying documents, and serving as balloting agent to receive and tabulate voting results, and providing such other ballot related services requested by the Debtors;
- j. At the close of the case, box all original documents in the proper format, as determined by the Clerk, and make arrangements for the long-term storage of same as instructed by the Clerk; and
- k. Promptly comply with such further services as the Debtors or the Clerk shall request.

IT IS FURTHER ORDERED that BMC is authorized and directed to serve the Case Commencement Notice substantially in the form attached as Exhibit C to the Application, subject to any revisions agreed to by the U.S. Trustee, no later than ten (10) business days after the Debtors receive notice from the Office of the United States Trustee of the time and place of the Creditors' Meetings to be held pursuant to Bankruptcy Code section 341(a). BMC shall

serve the Case Commencement Notice by regular mail, postage prepaid, on those entities entitled to receive the Case Commencement Notice pursuant to Bankruptcy Rule 2002. Service of the Case Commencement Notice in accordance with this paragraph is approved in all respects and shall be deemed sufficient notice of the commencement of these chapter 11 cases and the Creditors' Meetings under the Bankruptcy Code, the Bankruptcy Rules and the Local Rules.

IT IS FURTHER ORDERED that the fees and expenses of BMC incurred in the performance of the above services shall be treated as administrative expenses of the Debtors' chapter 11 estates and shall be paid by the Debtors in the ordinary course of business. To the extent BMC performs any non-administrative functions, the Debtors shall seek to retain BMC pursuant to section 327 of the Bankruptcy Code.

IT IS FURTHER ORDERED that BMC shall continue to perform all of the above listed duties until (i) it obtains an order from the Court, after notice and opportunity for a hearing, allowing it to be terminated or (ii) the case is closed.

Dated: _____

UNITED STATES BANKRUPTCY JUDGE