

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF OKLAHOMA**

In re: : Chapter 7
: :
RC SOONER HOLDINGS, LLC, *et al.*,¹ : Case No. 10-12185-R
: :
Debtors. : (Jointly Administered)
: :

**NOTICE OF FILING OF AFFIDAVIT OF DANIEL GORDON WITH RESPECT TO
DEBTORS’ COMPLIANCE WITH ORDER COMPELLING DEBTORS’
COMPLIANCE WITH STIPULATION AND CONSENT ORDER**

PLEASE TAKE NOTICE that RC Sooner Holdings, LLC, *et al.*, (the “Debtors”) hereby file the Affidavit Of Daniel Gordon With Respect To Debtors’ Compliance With Order Compelling Debtors’ Compliance With Stipulation And Consent Order.

February 16, 2011

Respectfully Submitted,

BALLARD SPAHR LLP

By: /s/ Christopher S. Chow
Tobey M. Daluz, Esquire (DE Bar No. 3939)*
Sean J. Bellew, Esquire (DE Bar No. 4072)*
Christopher S. Chow, Esquire (DE Bar No. 4172)*
919 N. Market Street, 11th Floor
Wilmington, DE 19801
Telephone: (302) 252-4465
Facsimile: (302) 252-4466
Email: daluzt@ballardspahr.com
bellews@ballardspahr.com
chowc@ballardspahr.com
**Admitted Pro Hac Vice*

Counsel to Debtors

and

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.

SNEED LANG HERROLD PC

David H. Herrold, OBA # 17053
Emily M. Jones, OBA #21719
1700 Williams Center Tower I
One West Third Street
Tulsa, OK 74103-3522
Telephone: 918-588-1313
Facsimile: 918-588-1314
Email: dherrold@sneedlangherrold.com
ejones@sneedlangherrold.com

Local Counsel for the RC Entities

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FOR THE NORTHERN DISTRICT OF OKLAHOMA**

In re: : Chapter 7
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RC SOONER HOLDINGS, LLC, *et al.*,¹ : Case No. 10-12185-R
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Debtors. : (Jointly Administered)
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**AFFIDAVIT OF DANIEL GORDON WITH RESPECT TO
DEBTORS' COMPLIANCE WITH ORDER COMPELLING
DEBTORS' COMPLIANCE WITH STIPULATION AND CONSENT ORDER**

Daniel Gordon, being duly sworn, states that the following is true to the best of his knowledge, information and belief:

1. I am the Manager of RC Sooner Holdings, LLC ("RC Sooner" or the "Company"), the ultimate parent of the other debtors in the above-captioned chapter 7 cases (collectively with RC Sooner, the "Debtors"). I am authorized to submit this affidavit (the "Affidavit") with respect to the Debtors' compliance with this Court's Order Regarding Motion of Fannie Mae for an Order Compelling Debtors' Compliance with the Stipulation and Consent Order Granting Motion of Fannie Mae for Relief from the Automatic Stay Pursuant to 11 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 445 Park Avenue, 9th Floor, New York, New York 10022.

§ 362(d) and Rule 4001 of the Federal Rules of Bankruptcy Procedure (Docket No. 160) (the “Order”).

2. I am generally familiar with the Debtors’ day-to-day operations and business affairs, am generally familiar with their books and records, and am generally familiar with the Debtors’ efforts to produce documents in response to the various requests of the Federal National Mortgage Association (“Fannie Mae”) throughout these cases.

3. Except as otherwise indicated, all facts set forth in this Affidavit are based upon my personal knowledge, my review of relevant documents, or my opinion, based upon my experience and knowledge of the Debtors’ operations and activities.

4. In accordance with the Order, the Debtors and their principals, including myself, have used best efforts to obtain any documents and records in the possession or within the control of both the Debtors and any non-debtor entities, including but not limited to RC Realty Management, Inc. (“RC Realty”), the Debtors’ former property manager. Such efforts have yielded the following with respect to following categories of documents:

5. Bank Statements: Prior to entry of the Order, the Debtors provided to Fannie Mae redacted bank statements for March, April and May 2009, which statements were provided by RC Realty to the Debtors upon Fannie Mae’s agreement, subject to Fannie Mae’s full reservation of all rights and legal positions relating to RC Realty, that by providing such items RC Realty did not consent to the jurisdiction of the Oklahoma Bankruptcy Court or otherwise waive its rights to object to any further production requests. The Debtors believe that upon the completion of such production, the Debtors have provided to Fannie Mae all bank statements relating to the postpetition period during which the Debtors operated the properties

prior to the appointment of the receiver (the "Receiver") pursuant to Fannie Mae's state foreclosure action.

6. Cancelled Checks. To the extent not already produced to Fannie Mae prior to the entry of the Order and to the best of my knowledge, the Debtors are not in the possession of any cancelled checks.

7. Deposit Slips. To the extent not already produced to Fannie Mae prior to the entry of the Order and to the best of my knowledge the Debtors are not in the possession of any deposit slips.

8. Check Registers. To the extent not already produced to Fannie Mae prior to the entry of the Order and to the best of my knowledge the Debtors are not in the possession of any check registers.

9. General Ledgers. Neither the Debtors nor RC Realty kept general ledgers, but rather recorded financial transactions in the experimental YARDI database records, the entirety of which were produced to Fannie Mae in paper format prior to the entry of the Order. No representation or warranty has been made – or is being made in conjunction herewith – as to the accuracy or completeness of the information contained in the YARDI database. The YARDI database holds information that does not relate to the Debtors or the Debtors' properties and, as such, cannot be provided in native electronic format without resulting in the release of private, confidential and proprietary information owned and controlled by non-Debtor entities for the benefit of third parties.

10. Rent Rolls. All rent rolls relating to the postpetition period during which the Debtors operated the properties prior to the appointment of the Receiver were included in the monthly operating reports filed by the Debtors with the Bankruptcy Court and/or were included

in the YARDI database records produced to Fannie Mae prior to entry of the Order. No representation or warranty has been made – or is being made in conjunction herewith – as to the accuracy or completeness of the information contained in the YARDI database.

11. Rent Receipt Records. All rent receipt records were included in the YARDI database records produced to Fannie Mae prior to entry of the Order.

12. Payroll Records. All payroll for Oklahoma-based employees of non-Debtor RC Realty was coordinated through a third party payroll company. Summary records relating to such payroll will be provided to Fannie Mae on or prior to February 18, 2011.

13. Employee Files. All employee files were on-site at the Debtors' properties at the time that a court-appointed Receiver was put in place or were turned over to the Receiver subsequent to his appointment. To the best of my knowledge, the Debtors are not in possession of any employee files.

14. Tax Payment Records. To the extent not already produced to Fannie Mae prior to the entry of the Order and to the best of my knowledge, the Debtors are not in the possession of any tax payment records, nor do they believe any exist.

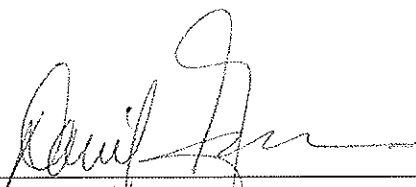
15. Tax Deposit Accounts. To the best of my knowledge, the Debtors are not in the possession of any tax payment accounts, nor do they believe any exist.

16. Bills of Sales, Warranties, Invoices, Receipts and Maintenance Records Regarding Equipment. To the extent not already produced to Fannie Mae prior to the entry of the Order and to the best of my knowledge, the Debtors are not in the possession of any bills of sales, warranties, invoices, receipts and maintenance records regarding equipment.

17. Documents Supporting Budgeted Expenditures Pursuant to the Cash Collateral Order. To the extent not already produced to Fannie Mae prior to the entry of the

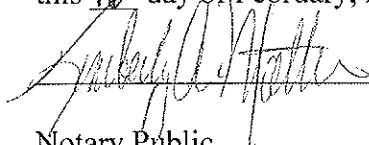
Order and to the best of my knowledge, the Debtors are not in the possession of any additional documents supporting budgeted expenditures pursuant to the Cash Collateral Order.

18. Security Deposits or Records of Security Deposits. To the extent not already produced to Fannie Mae prior to the entry of the Order and to the best of my knowledge, the Debtors are not in the possession of security deposits or records of security deposits. The Debtors believe that during their period of operation of the properties prior to the appointment of the receiver, “move-in fees” or “application fees” were collected in lieu of security deposits. The Debtors further believe that such fees were not classified or recorded separately from rent revenue generally, and that any records regarding such fees were included in the YARDI database records produced to Fannie Mae prior to entry of the Order. No representation or warranty has been made – or is being made in conjunction herewith – as to the accuracy or completeness of the information contained in the YARDI database. Moreover, security deposits on hand prior to the Debtors’ acquisition of the properties were in fact never turned over to the Debtors by the sellers and to the extent such security deposits exist, it is the Debtors’ belief that such deposits remain the possession of the sellers.



Daniel Gordon, Manager
RC Sooner Holdings, LLC

Subscribed and sworn to before me
this 16 day of February, 2011



Notary Public

KIMBERLY A MATTERA
NOTARY PUBLIC-STATE OF NEW YORK
No. 01MA6175420
Qualified in New York County
Commission Expires October 09, 2011