

EXHIBIT

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Our File No.
23698-100

February 11, 2010

VIA EMAIL

Matthew G. Summers
Ballard Spahr, LLP
300 Lombard Street, 18th Floor
Baltimore, MD 21202

Thomas A. Connop
Locke, Lord, Bissell & Liddell, LLP
2200 Ross Avenue, Suite 2200
Dallas, TX 75201

**Re: In re Erickson Retirement Communities LLC, et al. (the "Debtors")
MSRESS Adversary Proceedings
Rule 2004 Examination**

Dear Matthew and Thomas:

Confirming our understanding regarding pending discovery deadlines contained in the (i) Discovery Scheduling Order proposed in Adversary Proceedings 09-03465 and 09-03466 (the "Adversary Proceedings") and (ii) the proposed Consent Order Granting Motion of MSRESS III Entities for Order Authorizing The Examination of the Debtors Pursuant to Bankruptcy Rule 2004, we have agreed that all deadlines are stayed pending confirmation of the Debtors' plan of reorganization.

We have further agreed that either Debtors or MSRESS III Entities may terminate this agreement by providing written notice via email.

Notice to the Debtors shall be sent to:

tberkowitz@farrellfritz.com or pcollins@farrellfritz.com

Notice to the MSRESS III Entities shall be sent to:

msummers@ballardspahr.com or tconnopp@lockelord.com

In the event of a termination notice by either the Debtors or the MSRESS III Entities, the parties shall meet and confer regarding new discovery dates and if an agreement is not reached within five (5) business days, the parties shall seek the first available date for the Bankruptcy Court to conduct a conference to set new dates.

Matthew G. Summers
Thomas A. Connop
February 11, 2010
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Please indicate your clients' consent by executing a copy of this letter in the space provided and returning it to me.

Best regards,


/s/ Ted A. Berkowitz

Ted A. Berkowitz

TAB:ml

cc: Patrick Collins. *(via email)*
Michael Hynes *(via email)*
Thomas Califano. *(via email)*
Vince Slusher *(via email)*

MSRESS III Dallas Campus, LLC
MSRESS III Denver Campus, LLC
MSRESS III Kansas Campus, LLC
(Collectively, the "MSRESS III Entities")

By 
Matthew G. Summers
Counsel for the MSRESS III Entities