U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS

ENTERED

TAWANA C. MARSHALL, CLERK
THE DATE OF ENTRY IS
ON THE COURT'S DOCKET

The following constitutes the ruling of the court and has the force and effect therein described.

Signed April 9, 2010 **United States Bankruptcy Judge**

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

In re:	§	**CASE NO. 09-37010 (SGJ)**
	§	
ERICKSON RETIREMENT COMMUNITIES, LLC, *et al.* [1]	§	**CHAPTER 11**
	§	**Jointly Administered**
	§	
Debtors.		

ORDER OF THE COURT APPROVING THE VALUATION ALLOCATION FOR REDWOOD'S CONSIDERATION AS SET FORTH IN DEBTORS' FOURTH AMENDED JOINT PLAN OF REORGANIZATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE

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[1] The Debtors in these chapter 11 cases are Erickson Retirement Communities, LLC, Ashburn Campus, LLC, Columbus Campus, LLC, Concord Campus GP, LLC, Concord Campus, LP, Dallas Campus GP, LLC, Dallas Campus, LP, Erickson Construction, LLC, Erickson Group, LLC, Houston Campus, LP, Kansas Campus, LLC, Littleton Campus, LLC, Novi Campus, LLC, Senior Campus Services, LLC, Warminster Campus GP, LLC, Warminster Campus, LP.

The Court, having heard at the March 23, 2010 hearing on the Motion for Order Determining Appropriate Allocation of Sales Proceeds to be Generated under the Second Amended and Restated Master Purchase and Sale Agreement and to be Distributed under the Debtors Second Amended and Restated Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code Filed by Strategic Ashby Ponds Lender LLC, Strategic Concord Landholder, LP (the "Hearing") the statements of counsel for the of the above-captioned debtors and debtors in possession (the "Debtors") and witnesses regarding the allocation of the consideration (the "Allocation") to be paid by Redwood-ERC Senior Living Holdings, LLC ("Redwood") for the Debtors' assets (the "Assets"), as set forth in Debtors' Fourth Amended Joint Plan of Reorganization under Chapter 11 of the Bankruptcy Code (the "Plan"); 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), (c) venue of these chapter 11 cases in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409, and (d) notice of the Hearing was sufficient, the Court having determined that the legal and factual bases set forth at the Hearing establish just cause for the relief granted herein and it appearing that the relief granted herein is in the best interest of the Debtors and their estates; the Court finds as follows:

The Debtors on December 22 and 23, 2009 held a competitive auction (the "Auction") which yielded a fair sales price for the Assets sold at the Auction.

The Debtors marketed their assets collectively and on an asset by asset basis.

The Auction process in this case was extensive and fulsome and resulted in a purchase price that is a fair price for the assets and that the amount Redwood bid for the Assets at the Auction is the best indication of the value of the Assets.

The Allocation of the sale proceeds among the various Debtors as proposed by the Debtors and incorporated in the Debtors' Fourth Amended Disclosure Statement and Plan of Reorganization is a fair and reasonable allocation of the value of the Assets sold.

Based upon the foregoing findings and the oral findings made by the Court on March 23, 2009, it is hereby

ORDERED, that the valuation of the Debtors' assets and the allocation of the Redwood Sales Proceeds set forth in the Debtors' Fourth Amended Joint Plan of Reorganization be and is approved and adopted for all matters relating to the confirmation of the Debtors' Fourth Amended Joint Plan of Reorganization.

ORDERED, that the Bankruptcy Court shall retain exclusive jurisdiction to resolve any dispute arising from or related to the Order.

End of Order

CERTIFICATE OF NOTICE

District/off: 0539-3 User: mmathews Page 1 of 1 Date Rcvd: Apr 09, 2010
Case: 09-37010 Form ID: pdf019 Total Noticed: 1

The following entities were noticed by first class mail on Apr 11, 2010.
aty +Robert C. Yan, Farrell Fritz, P.C., 1320 RXR Plaza, Uniondale, NY 11556-0120

The following entities were noticed by electronic transmission.
NONE. TOTAL: 0

***** BYPASSED RECIPIENTS *****
NONE. TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Apr 11, 2010 **Signature:** Joseph Speetjens