

**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.**

*Hay G. C. Jones*  
\_\_\_\_\_  
**United States Bankruptcy Judge**

**Signed April 16, 2010**

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

**IN RE:**

**ERICKSON RETIREMENT  
COMMUNITIES, LLC, *et al.*,**

**Debtors.**

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**CASE NO. 09-37010 (sgj)**

**Chapter 11**

**(Jointly Administered)**

**STIPULATION AND ORDER BETWEEN GARNET VALLEY SCHOOL DISTRICT,  
CONCORD TOWNSHIP, PENNSYLVANIA AND THE DEBTORS RESOLVING  
OBJECTION TO CONFIRMATION TO DEBTORS' FOURTH AMENDED JOINT  
PLAN OF REORGANIZATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

This Order and Stipulation is made as of April 14, 2010, by and among Erickson Retirement Communities, LLC ("Erickson") and its affiliated debtors and debtors-in-possession (together with Erickson, the "Debtors")<sup>1</sup> and Garnet Valley School District and Concord Township, Pennsylvania (collectively, the "Pennsylvania Taxing Authorities", and together with the Debtors, the "Parties") hereby stipulate as follows:

<sup>1</sup> In addition to Erickson Retirement Communities, LLC, the following entities are debtors in these related cases: Dallas Campus, LP, Dallas Campus GP, LLC, Erickson Group, LLC, Erickson Construction, LLC, Senior Campus Services, LLC, Ashburn Campus, LLC, Columbus Campus, LLC, Concord Campus, LP, Concord Campus GP, LLC, Houston Campus, L.P., Littleton Campus, LLC, Kansas Campus, LLC, Novi Campus, LLC, Warminster Campus, L.P. and Warminster Campus GP, LLC.

WHEREAS, the Debtors have agreed to resolve the Pennsylvania Taxing Authorities' objection to confirmation of the *Debtors' Fourth Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code*, as amended from time to time (the "Plan"), by entering into this Stipulation and Order, which is incorporated by reference in the *Order Confirming Debtors' Fourth Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* (the "Confirmation Order").

IT IS THEREFORE AGREED, AND UPON COURT APPROVAL HEREOF, IT SHALL BE ORDERED AS FOLLOWS:

1. Upon the earlier date of (a) the Effective Date of the Plan, or (b) the conveyance of property owned by the Debtors, claimed to be owned by the Debtors, or in which the Debtors claim an interest by listing it on their respective Schedule A or through other means, including but not limited to, all property located at the community know as Maris Grove, that is subject to the statutory tax liens of the Pennsylvania Taxing Authorities, the Debtors shall pay to the Pennsylvania Taxing Authorities the undisputed portion of the pre-petition ad valorem property tax claims for tax years 2009 and earlier owed to the Pennsylvania Taxing Authorities. The Pennsylvania Taxing Authorities reserve the right to assert a claim for any and all amounts allowable under 11 U.S.C. § 506(b). Any and all interest on the ad valorem property tax claims that accrues prior to such taxes being paid in full, shall be paid as provided in 11 U.S.C. § 511 and the applicable statute of the Commonwealth of Pennsylvania. All liens securing ad valorem real and personal property taxes for all tax years shall remain attached to the respective real and personal property.

2. Notwithstanding anything to the contrary in the Plan, the Plan Supplement or the Confirmation Order, the Pennsylvania Taxing Authorities shall retain all statutory tax liens that

secure pre-petition and post-petition ad valorem real and personal property taxes until all amounts owed are paid in full. These statutory liens shall not be primed by any liens granted by the Debtors or the Reorganized Debtors under the Plan, the Plan Supplement, the Confirmation Order or otherwise.

3. Notwithstanding anything to the contrary in the in the Plan, the Plan Supplement or the Confirmation Order, nothing in the Plan or the Confirmation Order shall (a) preclude the Debtors from pursuing the relief requested in the Debtors' Amended Motion for Determination of Tax Liability [Docket No. 1287], as may be amended (the "Determination Motion"), or (b) preclude the Pennsylvania Taxing Authorities from asserting all rights, privileges and defenses (all of which are preserved) regarding the Determination Motion, including the right to contest and oppose the relief requested therein.

4. Notwithstanding the fact that the foregoing language is not in the Confirmation Order, the Parties agree to be bound by the foregoing language as if set forth in the Confirmation Order itself.

5. The Bankruptcy Court shall have jurisdiction over any action of proceeding arising out of, or relating to, this Order and Stipulation.

Agreed to by:

By: /s/ Vincent P. Slusher

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