



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.

Henry G. C. George
United States Bankruptcy Judge

Signed February 22, 2010

**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
	§	
Debtors.	§	Jointly Administered
-----	§	

**ORDER AUTHORIZING THE EMPLOYMENT AND
RETENTION OF FARRELL FRITZ, P.C. TO PROVIDE CONFLICTS AND
OTHER COUNSEL TO THE DEBTORS, NUNC PRO TUNC TO NOVEMBER 19, 2009**

Upon the application (the "Application")² of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order pursuant to sections 327 and 328(a) of title 11 of the United States Code (the "Bankruptcy Code"), and Rule 2014(a) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), authorizing the Debtors to employ and retain Farrell Fritz, P.C. ("Farrell Fritz") as their conflicts counsel, *nunc pro tunc* to November 19, 2009, all as more fully described in the Application; and upon consideration of the

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, and Warminster Campus, LP.

² All capitalized terms not defined herein shall have the same meaning ascribed to term in the Application.

declaration of Ted A. Berkowitz, a partner of Farrell Fritz, annexed as Exhibit B to the Application (the "Berkowitz Declaration"); and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided as reflected in the Application and certificates of service on file in these chapter 11 cases, and it appearing that no other or further notice need be provided; and a hearing (the "Hearing") having been held to consider the relief requested in the Application; and upon the Court being satisfied based on the representations made in the Application and the Berkowitz Declaration that the partners, counsel and associates of Farrell Fritz who will be engaged in these chapter 11 cases represent no interest adverse to the Debtors' estates with respect to the matters upon which Farrell Fritz is to be engaged and that they are disinterested persons as that term is defined under section 101(14) of the Bankruptcy Code, and the Court having found and determined that the relief sought in the Application is in the best interests of the Debtors, their estates and creditors, and all parties in interest and that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and notice of the Application appearing to be adequate and appropriate under the circumstances; and any objections to the requested relief having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED that the Application is granted to the extent set forth herein; and it is further

ORDERED that pursuant to sections 327 and 328(a) of the Bankruptcy Code, the Debtors are authorized to employ and retain Farrell Fritz as their conflicts counsel, *nunc pro tunc* to

November 19, 2009, on the terms set forth in the Application, the Berkowitz Declaration, and that certain engagement letter attached hereto as Exhibit 1 (the "Engagement Letter"); and it is further

ORDERED that as conflicts counsel, Farrell Fritz will render professional services to the Debtors for certain discrete matters, which may include, but are not limited to, the following matters where DLA Piper LLP (US) ("Piper") or other counsel for the Debtors, may not be able to act as a result of an actual or potential conflict of interest or where the Debtors, Piper, or other counsel to the Debtors, have requested that Farrell Fritz represents the Debtors:

- (a) advise the Debtors with respect to their powers and duties as debtors in possession in the continued management and operation of their business and properties;
- (b) attend meetings and negotiate with representatives of creditors and other parties in interest;
- (c) take necessary action to protect and preserve the Debtors' estates, including prosecuting actions on the Debtors' behalf, defending any action commenced against the Debtors and representing the Debtors' interests in negotiations concerning litigation in which the Debtors are involved, including objections to claims filed against the estates;
- (d) prepare motions, applications, answers, orders, appeals, reports and papers necessary to the administration of the Debtors' estates;
- (e) take any necessary action on behalf of the Debtors to obtain approval of a Disclosure Schedule and confirmation of one or more Chapter 11 plans;
- (f) represent the Debtors in connection with obtaining postpetition financing;
- (g) advise the Debtors in connection with any potential sale of assets;

- (h) advise the Debtors on the rights of offset and the applicability of the “safe harbor” provisions of the Bankruptcy Code;
- (i) appear before the Court, any appellate courts and the United States Trustee, and protect the interests of the Debtors’ estates before those Courts and the United States Trustee;
- (j) consult with the Debtors regarding tax matters; and
- (k) perform other necessary legal services and provide other necessary legal advice to the Debtors in connection with these cases, including (i) the analysis of the Debtors’ leases and executory contracts and the assumption, rejection or assignment thereof, (ii) the analysis of the validity of liens against the Debtors’ interests in property, and (iii) advice on corporate, litigation, employment, intellectual property, governmental investigatory, regulatory and environmental matters.

And it is further

ORDERED that Farrell Fritz shall be compensated in accordance with the procedures set forth in sections 330(a) and 331 of the Bankruptcy Code, the applicable provisions of the Bankruptcy Rules and the Local Rules, the Guidelines and such other procedures as may be fixed by order of this Court; and it is further

ORDERED that the Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Application and the terms of any engagement letter executed by the Debtors and Farrell Fritz consistent with this Order as approved by the Court; and it is further

ORDERED that the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that the Court retains jurisdiction with respect to all matters arising from, or related to, the interpretation and implementation of this Order; and it is further

ORDERED that notice of the Application as provided herein shall be deemed good and sufficient notice of the Application.

###End of Order###