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.

United States Bankruptcy Judge

Signed July 26, 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**
	§	
	§	**(Jointly Administered)**
Debtors.	§	
	§	

ORDER APPROVING FIRST AND FINAL APPLICATION OF ALVAREZ & MARSAL HEALTHCARE INDUSTRY GROUP LLC AS CHIEF RESTRUCTURING OFFICER AND EXECUTIVE VICE PRESIDENT OF RESTRUCTURING AND ADDITIONAL PERSONNEL FOR THE DEBTORS FOR ALLOWANCE OF COMPENSATION FOR PROFESSIONAL SERVICES RENDERED AND FOR REIMBURSEMENT OF REASONABLE AND NECESSARY EXPENSES INCURRED FROM OCTOBER 19, 2009 THROUGH APRIL 30, 2010

Alvarez & Marsal Healthcare Industry Group LLC ("A&M"), chief

[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.

restructuring officer and executive vice president and additional personnel for Erickson Retirement Communities, LLC ("ERC") and its affiliated debtors (collectively, the "Debtors"), pursuant to sections 330 and 331 of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") and Federal Rule of Bankruptcy Procedure 2016, and the Order Pursuant to 11 U.S.C. §§ 105(a) and 332 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals entered on November 24, 2009 [Dkt. No. 367] (the "Interim Compensation Procedures Order"), filed its First and Final Fee Application [1499] (the "Final Fee Application") for approval, allowance and payment to A&M of compensation in the amount of $4,869,727.65 (reasonable fees in the amount of $4,656,570.04 and actual and necessary disbursements in the amount of $213,157.61) for the period of October 19, 2009 through April 30, 2010, and for the Court to authorize Debtors to allow the allowed fees and expenses, and for the Court to allow (on a final basis) fees and expenses which have already been approved by this Court and paid to A&M.

The Court, finding that (1) it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; (2) venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; (3) this is a core proceeding pursuant to 28 U.S.C. § 157(b); (4) notice of the Final Fee Application was sufficient under the circumstances, and no objections have been received; (5) the relief sought in the Final Fee Application is in the best interests of the Debtors, their creditors, and all parties in interest; and (6) the legal and factual bases set forth in the Final Fee Application establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Final Fee Application is approved, and the fees and expenses A&M

requested in the Final Fee Application are allowed in the amount of reasonable fees in the amount of $4,656,570.04 and actual and necessary disbursements in the amount of $213,157.61 which A&M incurred in connection with A&M's work for the Debtors during the period from October 19, 2009 through April 30, 2010.

2. The Debtors are authorized to pay the balance of A&M's fees and expenses requested in the Final Fee Application in the amount of $4,656,570.04 fees and $213,157.61 actual and necessary disbursements incurred, respectively.

3. A&M's fees and expenses which have already been approved by this Court and paid to A&M are allowed on a final basis.

4. This Order shall be immediately effective and enforceable upon its entry, and the Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation and enforcement of this Order.

End of Order