Jason Brookner
Monica S. Blacker
Andrews Kurth LLP
1717 Main Street, Suite 3700
Dallas, Texas 75201
Telephone: (214) 659-4400
Facsimile: (214) 659-4401
jasonbrookner@andrewskurth.com
monicablacker@andrewskurth.com

Daniel S. Bleck, Esq.
Adrienne K. Walker, Esq.
Mintz Levin Cohn Ferris Glovsky
and Popeo, PC
One Financial Center
Boston, Massachusetts 02111
Telephone: (617) 542-6000
Facsimile: (617) 542-2241
dbleck@mintz.com
awalker@mintz.com

Attorneys for Capmark Finance, Inc., as collateral and administrative agent

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

IN RE:	§	**CASE NO. 09-37010**
	§	
ERICKSON RETIREMENT COMMUNITIES, LLC, *et al*.[1]	§	**CHAPTER 11**
	§	**Jointly Administered**
	§	
Debtors.	§	

LIMITED OBJECTION AND RESERVATION OF RIGHTS OF CAPMARK FINANCE, INC. TO (I) APPLICATION FOR ORDER AUTHORIZING EMPLOYMENT AND RETENTION OF BRACEWELL & GUILIANI LLP AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS NUNC PRO TUNC TO THE PETITION DATE, AND (II) APPLICATION FOR AUTHORIZATION TO EMPLOY AND RETAIN PROTIVITI INC. AS FINANCIAL ADVISORS TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS NUNC PRO TUNC TO THE PETITION DATE

[1] The Debtors in these Chapter 11 cases are Erickson Retirement Communities, LLC, Ashburn Campus, LLC, Columbus Campus, LP, 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.

Capmark Finance, Inc., N.A., successor in interest to GMAC Commercial Mortgage Corporation, as administrative agent and collateral agent (the "Littleton Agent"), files this limited objection and reservation of rights (the "Limited Objection") to the (1) Application of the Official Committee of Unsecured Creditors of Erickson Retirement Communities, LLC, et al. Under 11 U.S.C. 1103(a) and Fed. R. Bankr. P. 2014, for Order Authorizing and Approving Retention and Employment *Nunc Pro Tunc* of Bracewell & Guiliani LLP ("Bracewell") as Counsel (the "Bracewell Application"), and (2) Application for Order Authorizing and Approving Retention and Employment, *Nunc Pro Tunc*, of Protiviti Inc. ("Protiviti") as Financial Advisors for the Official Committee of Unsecured Creditors (the "Protiviti Application"; and together with the Bracewell Application, the "Applications"). In support of this Limited Objection, the Littleton Agent states as follows:

The Littleton Agent does not object to (a) the retention of Bracewell as counsel to the Official Committee of Unsecured Creditors of the Erickson Retirement Communities, LLC chapter 11 case (the "ERC Committee"), or (b) the retention of Protiviti as financial advisor to the ERC Committee. The Littleton Agent, however, is concerned with the administrative costs associated with the retention of Bracewell and Protiviti by the unsecured creditors' committee of Littleton Campus, LLC (the "Littleton Committee") and the need for the continued involvement of the Littleton Committee.

The Littleton Agent files this Limited Objection to the Applications to reserve its rights to contest (i) any fees and expenses sought by Bracewell and Protiviti as against, among others, the estate of Littleton Campus, LLC ("Littleton Campus"); and (ii) the continued involvement of the Littleton Committee in the bankruptcy proceedings involving the Littleton Campus.

A review of the Schedules filed by Littleton Campus indicate that there is *de minimis* unsecured trade debt owed by Littleton Campus and, therefore, the costs of Bracewell and Protiviti assessed against the Littleton Campus estate may far exceed (i) the total amount of unsecured trade debt at the project level; and (ii) any alleged benefit the Littleton Campus may receive from such professional services. In addition, the Schedules filed by the Littleton Campus indicate that the major unsecured constituents of Littleton Campus are the Littleton Agent (to the extent of any deficiency), the mezzanine subordinated secured lender (whose claims are contractually subordinate to the Littleton Agent), the not for profit entities (whose claims are contractually assigned and subordinate to the Littleton Agent) and various Littleton Campus affiliates, all of whom are already effectively represented in these chapter 11 cases. The Littleton Agent is continuing to review whether there is any benefit to the estate of Littleton Campus by appointment of the Littleton Committee and, therefore files this Limited Objection to expressly reserve all rights to contest (i) the incurrence of any fees and expenses associated with the Littleton Committee, including by Bracewell and Protiviti; and (ii) the continued role of the Littleton Committee in these bankruptcy proceedings.

Finally, the Littleton Agent objects to the engagement of Protiviti on terms that require a lump sum monthly payment of $150,000. Protiviti should be required to seek compensation on

an hourly basis, so that the estates and the Court can be certain that the amounts sought are reasonable for the services provided.

Dated: December 16, 2009

Respectfully submitted,

/s/ Monica S. Blacker

ANDREWS KURTH LLP
Jason Brookner
Monica S. Blacker
Texas State Bar No. 00796534
1717 Main Street, Suite 3700
Dallas, Texas 75201
Telephone: (214) 659-4400
Facsimile: (214) 659-4401
jasonbrookner@andrewskurth.com
monicablacker@andrewskurth.com

MINTZ LEVIN COHN FERRIS GLOVSKY AND POPEO, PC
Daniel S. Bleck, Esq.
Adrienne K. Walker, Esq.
One Financial Center
Boston, Massachusetts 02111
Telephone: (617) 542-6000
Facsimile: (617) 542-2241
dbleck@mintz.com
awalker@mintz.com

Attorneys for Capmark Finance, Inc., as collateral and administrative agent

CERTIFICATE OF SERVICE

I hereby certify that on this 16th day of December, 2009, a true and correct copy of the foregoing was served via email through the Bankruptcy Court's Electronic Case Filing System on those parties that have consented to such service, including the movant-Debtors.

By: */s/ Monica S. Blacker*
Monica S. Blacker, Esquire