

UNITED STATES BANKRUPTCY COURT Northern District of Texas (Dallas Division)

PROOF OF CLAIM

Name of Debtor: Erickson Retirement Communities, LLC, et al

Case Number: 09-37010(SAT)

NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.

Name of Creditor (the person or other entity to whom the debtor owes money or property):

Earth Works Supply
Name and address where notices should be sent:
Earth Works Supply
P.O. Box 1557
Conifer, CO 80433
Telephone number: 303-853-8207

RECEIVED
NOV 17 2009
BMC GROUP

Check this box to indicate that this claim amends a previously filed claim.

Court Claim Number: (If known)

Filed on:

Name and address where payment should be sent (if different from above):

Same

Telephone number:

Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.

Check this box if you are the debtor or trustee in this case.

1. Amount of Claim as of Date Case Filed: \$ 28,609.50

If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4.

If all or part of your claim is entitled to priority, complete item 5.

Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.

5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.

Specify the priority of the claim.

Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B).

Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. §507 (a)(4).

Contributions to an employee benefit plan - 11 U.S.C. §507 (a)(5).

Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. §507 (a)(7).

Taxes or penalties owed to governmental units - 11 U.S.C. §507 (a)(8).

Other - Specify applicable paragraph of 11 U.S.C. §507 (a)().

Amount entitled to priority:

\$

*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

2. Basis for Claim: Services performed and goods sold (See instruction #2 on reverse side.)

3. Last four digits of any number by which creditor identifies debtor:

3a. Debtor may have scheduled account as: (See instruction #3a on reverse side.)

4. Secured Claim (See instruction #4 on reverse side.)

Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.

Nature of property or right of setoff: Real Estate Motor Vehicle Other Describe:

Value of Property: \$ Annual Interest Rate %

Amount of arrearage and other charges as of time case filed included in secured claim,

if any: \$ Basis for perfection:

Amount of Secured Claim: \$ 28,609.50 Amount Unsecured: \$

6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.

7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See instruction 7 and definition of "redacted" on reverse side.)

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain:

FOR COURT USE ONLY

Date: 11/13/09

Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.

[Signature] President

Erickson Ret. Comm. LLC



INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, there may be exceptions to these general rules.

Items to be completed in Proof of Claim form

Court, Name of Debtor, and Case Number:

Fill in the federal judicial district where the bankruptcy case was filed (for example, Central District of California), the bankruptcy debtor's name, and the bankruptcy case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is located at the top of the notice.

Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the Bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if the trustee or another party in interest files an objection to your claim.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

3a. Debtor May Have Scheduled Account As:

Use this space to report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

4. Secured Claim:

Check the appropriate box and provide the requested information if the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See DEFINITIONS, below.) State the type and the value of property that secures the claim, attach copies of lien documentation, and state annual interest rate and the amount past due on the claim as of the date of the bankruptcy filing.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. §507(a).

If any portion of your claim falls in one or more of the listed categories, check the appropriate box(es) and state the amount entitled to priority. (See DEFINITIONS, below.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

6. Credits:

An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

7. Documents:

Attach to this proof of claim form redacted copies documenting the existence of the debt and of any lien securing the debt. You may also attach a summary. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary. FRBP 3001(c) and (d). If the claim is based on the delivery of health care goods or services, see instruction 2. Do not send original documents, as attachments may be destroyed after scanning.

Date and Signature:

The person filing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2), authorizes courts to establish local rules specifying what constitutes a signature. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. Attach a complete copy of any power of attorney. Criminal penalties apply for making a false statement on a proof of claim.

DEFINITIONS

Debtor

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

Creditor

A creditor is a person, corporation, or other entity owed a debt by the debtor that arose on or before the date of the bankruptcy filing. See 11 U.S.C. §101 (10)

Claim

A claim is the creditor's right to receive payment on a debt owed by the debtor that arose on the date of the bankruptcy filing. See 11 U.S.C. §101 (5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the clerk of the same bankruptcy court in which the bankruptcy case was filed.

Secured Claim Under 11 U.S.C. §506(a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car.

A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. §507(a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor should redact and use only the last four digits of any social-security, individual's tax-identification, or financial-account number, all but the initials of a minor's name and only the year of any person's date of birth.

Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

INFORMATION

Acknowledgment of Filing of Claim

To receive acknowledgment of your filing, you may either enclose a stamped self-addressed envelope and a copy of this proof of claim or you may access the court's PACER system (www.pacer.psc.uscourts.gov) for a small fee to view your filed proof of claim.

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*), and any applicable orders of the bankruptcy court.

STATEMENT OF LIEN

TO ALL WHOM IT MAY CONCERN:

KNOW YE, That

35186, Ltd., dba Earth Works Supply

wishing to avail _____ sel _____ of the provisions of the statute in such cases made and provided, makes the following statement of lien:

FIRST. That the name of the owner or reputed owner of such property to be charged with the lien is

MSRESS III Denver Campus LLC

SECOND. That the name and mailing address of the person claiming the lien is

35186, Ltd., dba Earth Works Supply
5251 E. 77th Avenue
Commerce City CO 80022

✓ a subcontractor
Principal Contractor.

That the name of the person who furnished the material or performed the labor or services, or supplied the machinery, tools or equipment for which said lien is claimed is

35186, Ltd., dba Earth Works Supply

That the name of the principal contractor is

Erickson Construction LLC

THIRD. That the property to be charged with such lien is described as follows:

NW 1/4
Section 5
Township 6S
Range 68W

also known by street number as _____

situate in the _____ * County of Douglas State of Colorado. That the said lien is held for and on account of

35186, Ltd. dba Earth Works Supply

FOURTH. That the amount of indebtedness due or owing the claimant for which said lien is claimed, for material furnished, labor and services performed, machinery, tools and equipment supplied is \$ 28,609.50 together with interest thereon at the legal rate.

35186 LTD, dba Earth Works Supply
Claimant

By _____

STATE OF COLORADO

County of Adams

I, Tony Miller, being of lawful age and being first duly sworn upon oath, do say that I am President for

_____ the claimant herein named; that I have read the within statement of lien and abstract of indebtedness and know the contents thereof; and that the same is true and correct, to the best of my knowledge, information and belief, and is made on behalf of the claimant.

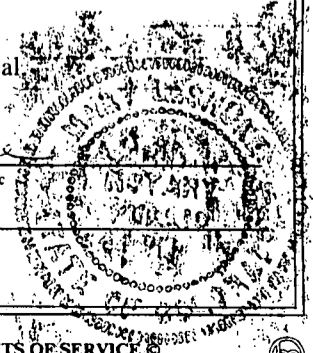
Subscribed and sworn to before me in the _____ County of Adams, State of Colorado this 26th day of October, 2009.

My Commission expires 3/24/2012. Witness my hand and official seal

*If in Denver, insert "City and".

Mary LaShure
Notary Public

Name and Address of Person Creating Newly Created Legal Description (§ 38-35-106.5, C.R.S.)



No. _____

STATEMENT OF LIEN
With Notice of Intent To File a Lien Statement
and Affidavit of Service

Versus

Claimant

Owner

STATE OF COLORADO

County of _____

I hereby certify that this instrument was filed for

record in my office, this _____ day

of _____, 19____

at _____ o'clock _____ M., and is duly recorded

in book _____, on page _____

Film No. _____, Reception No. _____

Recorder

Deputy

Fees, \$ _____

BRADFORD PUBLISHING CO

County of Adams
this 26th day of October
3/27/2012
My commission expires:
Mary Hobbs
Notary Public

Subscribed and sworn to before me in the
of Colorado
this 26th day of October
3/27/2012
My commission expires:
Witness my hand and official seal.

The undersigned, being of lawful age and being first duly sworn, deposes and says that this Notice of Intent to File a Lien Statement was served pursuant to Section 38-22-109(3) C.R.S.***, as evidenced by the Affidavits of Service or Mailing, at least ten (10) days before the time of filing the Lien Statement with the County Clerk and Recorder.

STATE OF COLORADO

County of Adams

AFFIDAVIT OF SERVICE OR MAILING PRIOR TO FILING LIEN STATEMENT

County of Adams
this 26th day of October
3/27/2012
My commission expires:
Mary Hobbs
Notary Public

Subscribed and sworn to before me in the
of Colorado
this 26th day of October
3/27/2012
My commission expires:
Witness my hand and official seal.

The undersigned, being of lawful age and being first duly sworn upon oath, deposes and says that this Notice of Intent to File a Lien Statement was (personally served upon)* (mailed by fully prepaid registered* or certified* mail, return receipt requested, to the last known address of)* the principal or prime contractor or his agent, as follows: Erickson Construction LLC, 701 Maiden Choice Lane, Catonsville, MD 21228 on the 26th day of October, 2009.

STATE OF COLORADO

County of Adams

AFFIDAVIT OF SERVICE OR MAILING - CONTRACTOR

County of Adams
this 26th day of October
3/27/2012
My commission expires:
Mary Hobbs
Notary Public

Subscribed and sworn to before me in the
of Colorado
this 26th day of October
3/27/2012
My commission expires:
Witness my hand and official seal.

The undersigned, being of lawful age and being first duly sworn upon oath, deposes and says that this Notice of Intent to File a Lien Statement was (personally served upon)* (mailed by fully prepaid registered* or certified* mail, return receipt requested, to the last known address of)* the owner or reputed owner or his agent, as follows: MSRESS III Denver Campus LLC, c/o Roane Johnson, 701 Maiden Choice Ln, Catonsville, MD 21228 on the 26th day of October, 2009.

STATE OF COLORADO

County of Adams

AFFIDAVIT OF SERVICE OR MAILING - OWNER

Type Name and Address of Claimant Above

35156 LTD. ABC E...
5251 E. 77th AVE
Commerce City, CO 80022

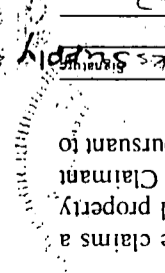
Attorney's Name and Address

Take Notice that the Lien Claimant set forth on the Statement of Lien contained on the reverse of this Notice claims a Mechanic's Lien for material or equipment supplied to or labor performed on the project situated upon the real property described on said Statement of Lien, for the amount stated. If payment is not made within ten (10) days, the Claimant intends to record said Statement of Lien in the County wherein the real property is located. This notice is given pursuant to Section 38-22-109(3) C.R.S.***

TO THE OWNER AND TO THE PRINCIPAL CONTRACTOR:

NOTICE OF INTENT TO FILE A LIEN STATEMENT

***38-22-109, Lien Statement. (3) In order to preserve any lien for work performed or materials furnished, there must be a notice of intent to file a Lien Statement, but prior to filing the Lien Statement. Such notice of intent shall be served by personal service or by registered or certified mail, return receipt requested, addressed to the last known address of such persons, and an affidavit of service or mailing at least ten days before filing of the Lien Statement with the county clerk and recorder shall be filed for record with said statement and shall constitute proof of such service.



EARTH WORKS SUPPLY

P.O. BOX 1557
Conifer, CO 80433
(303) 853-8207

Invoice

Date	Invoice #
8/14/2009	6750

Bill To
Erickson Construction, LLC 701 Maiden Choice Lane Baltimore, MD 21228

P.O. No.	Terms	Project
554SW20-3	Net 30	Wind Crest

Quantity	Description	Rate	Amount
1,100	Temporary Erosion Control Blanket - Straw Biodegradable	1.70	1,870.00
4,200	Temporary Erosion Control Blanket - Straw Photo	1.36	5,712.00
Thank you for your business.		Total	\$7,582.00

EARTH WORKS SUPPLY

P.O. BOX 1557
Conifer, CO 80433
(303) 853-8207

Invoice

Date	Invoice #
8/14/2009	6751

Bill To
Erickson Construction, LLC 701 Maiden Choice Lane Baltimore, MD 21228

P.O. No.	Terms	Project
554SW20-4	Net 30	Wind Crest

Quantity	Description	Rate	Amount
155	Silt Fence Hand Trenched	2.25	348.75
840	Silt Fence Repair	0.45	378.00
400	Silt Fence Removal	0.45	180.00
200	Construction Fence Removal	0.45	90.00
Thank you for your business.		Total	\$996.75

EARTH WORKS SUPPLY

P.O. BOX 1557
 Conifer, CO 80433
 (303) 853-8207

Invoice

Date	Invoice #
8/14/2009	6752

Bill To
Erickson Construction, LLC 701 Maiden Choice Lane Baltimore, MD 21228

P.O. No.	Terms	Project
Estimate 3284	Net 30	Wind Crest

Quantity	Description	Rate	Amount
375	Straw Wattle 9"x25'	2.25	843.75
28	General Labor - Built detention pond wall/berm and clean trickle pan 7/17/08	39.00	1,092.00
6	Operator - Dirt work for berm 7/17/09	89.00	534.00
63	General Labor - Restructure detention pond wall/berm, clean inlets and clean trickle pan 7/20/09	39.00	2,457.00
12	Operator - Move dirt/Structure berm 7/20/09	89.00	1,068.00
49	General Labor - Install diversion ditch above pond and prep for mowing 7/21/09	39.00	1,911.00
2	Operator - Build diversion ditch/Sediment stop 7/21/09	89.00	178.00
4	General Labor - Clean sediment from sidewalk below pond 7/23/09	39.00	156.00
1.5	Operator - Grading 7/23/09	89.00	133.50
10.5	General Labor - Clean inlets and place rip rap 8/4/09	39.00	409.50
7.5	Operator - Filling in and reshaping slopes 8/4/09	89.00	667.50
12	General Labor - Dirt work and clean up 8/5/09	39.00	468.00
6.5	Operator - Dirt work 8/5/09	89.00	578.50
11	Operator - Mowing and sediment traps 8/6/09	89.00	979.00
11	General Labor - Install sediment traps, fixed rills and clean diversion ditch 8/7/09	39.00	429.00
4.5	Operator - Install sediment trap and diversion ditch 8/7/09	89.00	400.50
42	General Labor - Inlet maintenance, cut in diversion ditch and cut weeds 8/10/09	39.00	1,638.00
5	Operator - Diversion ditch and relocate dirt 8/10/09	89.00	445.00
24	General Labor - Cut weed and remove debris 8/11/09	39.00	936.00
6.5	Operator - Grade slope and reconstruct ditch 8/11/09	89.00	578.50
3	Operator - Cut in diversion ditch, build sediment trap, clean out sediment in swale rebuild diversion ditch 8/12/09	89.00	267.00

Thank you for your business.

Total

EARTH WORKS SUPPLY

P.O. BOX 1557
Conifer, CO 80433
(303) 853-8207

Invoice

Date	Invoice #
8/14/2009	6752

Bill To
Erickson Construction, LLC 701 Maiden Choice Lane Baltimore, MD 21228

P.O. No.	Terms	Project
Estimate 3284	Net 30	Wind Crest

Quantity	Description	Rate	Amount
22.5	General Labor - Hand trench for blanket and trench for wattle checks 8/13/09	39.00	877.50
5.5	Operator - Grading 8/13/09	89.00	489.50
Thank you for your business.		Total	\$17,536.75

EARTH WORKS SUPPLY

P.O. BOX 1557
Conifer, CO 80433
(303) 853-8207

Invoice

Date	Invoice #
9/18/2009	6779

Bill To
Erickson Construction, LLC 701 Maiden Choice Lane Baltimore, MD 21228

P.O. No.	Terms	Project
554SW20-3	Net 30	Wind Crest

Quantity	Description	Rate	Amount
400	Temporary Erosion Control Blanket	1.36	544.00
3	Rip, crimp, surface roughing, seed and mulch (3 acres)	650.00	1,950.00

Thank you for your business.

Total

\$2,494.00