

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

PROOF OF CLAIM

Name of Debtor: Erickson Retirement Communities, LLC

Case Number: 09-37010

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):

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

Name and address where notices should be sent:

20835747006297 TAGUE, DAVID 851 KIOWA DRIVE PROSPER, TX 75078

YOUR CLAIM IS SCHEDULED AS: Schedule/Claim ID: s2529 AMOUNT/CLASSIFICATION \$117,878.38 UNSECURED

Court Claim Number: (If known)

Filed on:

RECEIVED

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

JAN 04 2010 BMC GROUP

Telephone number: (972) 346-2733

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: \$ 117,878.38 / \$126,432.11*

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. * EXHIBIT "A"

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).

2. Basis for Claim: EARNED DEFERRED COMPENSATION NOT PAID

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).

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

3a. Debtor may have scheduled account as:

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

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

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: Amount Unsecured:

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:

\$ 10,950

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.

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

If the documents are not available, please explain:

*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.

Date: 12/28/09

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.

DAVID B. TAGUE

FOR COURT USE ONLY

Erickson Ret. Comm. LLC



00262

Exhibit A

Supporting documentation/calculation for Proof of Claim for GPP Employment Benefit Plan

Name of Debtor:

Case Number:

Name of Creditor:

Address:

Exhibits referenced in this documentation:

Exhibit B: GPP document showing payout conditions

Exhibit C: GPP document showing principal dollar amount owed from GPP Old Plan

Exhibit D: GPP document showing principal dollar amount owed from GPP New Plan

Per GPP document (Exhibit B), Article VI, Paragraph 6.1.c spells out the payout of the Old GPP units to be in four installments to be paid on or before June 30 of each year with 9% annual accrued interest included at each payout based on a fixed valuation stated in Paragraph 6.1.e. Exhibit C shows the principal dollar amount owed from the GPP Old Plan based on one installment (ie, the fourth installment which was due in 2009) that was not paid out as scheduled.

For New Plan GPP units, the valuation of the units is published yearly (Exhibit D).

Calculation:

New GPP Plan: Calculation is shown on Exhibit D as a total of: \$ 45,000.00
Old GPP plan: Fourth installment: principal amount as shown on Exhibit C as installment of: \$ 72,878.38

Subtotal of Principal Amount from New Plan and Old Plan: \$ 117,878.38

Accrued Interest to final installment of Old Plan GPP:

(9% interest per annum) x ((476 days of accrued interest) / (365 calendar days per year)) = Effective Interest Rate

9 x (476 / 365) = 11.74%

Where 476 days is calculated from prior third installment date of June 30, 2008 up until the bankruptcy filing date of October 19, 2009.

(Effective interest rate) x (Principal Amount of old GPP installment) = Accrued Interest Owed

.1174 x 72,878.38 = \$ 8,553.73

(Subtotal of Principal from Old and New Plan) + (Accrued Interest Owed) = Total GPP owed

\$ 117,878.38 + \$ 8,553.73 = \$ 126,432.11



EXHIBIT "D"

SEE BACK PAGE
FOR SUMMARY TO MATCH
CLAIMED AMOUNT.

June 15, 2007
David B Tague
SWREG

Dear David,

As you are aware, the Growth Participation Plan (GPP) has undergone significant changes over the past year. We have now completed all of the necessary updates to the Plan document and collateral materials, and we are able to provide information on your personal position in the plan.

New Plan Information:

As we announced last year, we have converted the GPP from a long-term deferred compensation plan to a more current annual profit sharing arrangement. To that end, we enclose the amended GPP Plan Document along with an overview of the changes made to the plan and your grant of units. These changes are consistent with the communication received last year.

As an existing participant in the original Plan structure, you are eligible to receive the total New Participation Unit grant associated with your position in the new Plan. The total unit grant is 750 units. This grant will be issued in four installments of 187.5 units each over a four year period. The installments are similar to "rolling" options, and each will have a four year growth cycle. Any value that has accumulated over the four years for the installment will be paid per the terms of the restated Plan document.

The first installment of your grant of the New Participation Units was issued in 2006 and is deemed to have increased in value \$100 per New Participation Unit. The grant issuance is evidenced by this letter. We will not be issuing separate certificates.

Original Plan Balance:

In addition to new grants under the amended plan, we are in the second year of paying out your balance accrued under the original GPP through December 31, 2005. As was discussed at the annual meeting, we are a growth company and continue to utilize our capital to start new campuses (Tall Grass Creek in Kansas City and Ashby Ponds in Virginia) in addition to supporting existing communities. We are completing the refinancing of our capital in multiple campuses and will be positioned to both fund the second installment by the end of July as well as starting our 20th community, Hickory Chase, in Ohio this fall.

Your balance in the original plan was fixed in 2006, with one quarter paid last year. The remaining balance is earning 9% and the second payment is targeted to be paid by the end of July. Your balance is \$218,635.13 and the targeted 2007 installment, plus interest, is \$72,878.38. If you are not yet vested, the installment will be directed to the account at PenCal. As a reminder, the original Plan vesting remains at 5 years of service.

We will update you on this schedule as we progress through the summer. Thanks for all your support and commitment.

If you have any other questions regarding the GPP, please contact your Human Resources Department.

Sincerely,

The Plan Administrators

David Tague

From: Rick Grindrod
Sent: Monday, February 09, 2009 12:51 PM
To: Erickson Top 100
Subject: Compensation and Benefits Announcement
Attachments: compensation exempt FINAL 2-5-09.doc; compensation non-exempt FINAL 2-9-09.doc

Good afternoon,

On Wednesday afternoon I will be sending out notes to non-exempt employees who are participants in our 401(k) and 403(b) plans and to all exempt employees regarding the compensation and benefit measures we are taking to conserve cash and help achieve our strategic objectives. Copies of those letters are attached.

The news I am announcing is not pleasant, but I am counting on you to stand behind these actions and engage your staff so they understand why we must take them.

On Wednesday morning, before my letters go out, I would like you to meet with your staff to go over the changes. But because of the emotionally charged nature of this information, I am trusting you to keep it in strict confidence until Wednesday. I am sharing this information with you now so that you may resolve your own questions or concerns by talking with your supervisor, or with me.

The key elements of the compensation and benefit actions we are taking are as follows:

Merit raises: All non-exempt employees will be eligible for a merit increase based on their 2008 performance. Exempt employees will not receive merit increases this year.

Bonuses: As a result of the company's 2008 performance, the company component of the annual bonus will not be paid. We are evaluating the possibility of paying a small portion of the department/community and the individual component. If paid, this will apply to bonus-eligible employees (vice president and below), in recognition of the strong results many areas did achieve and of everyone's hard work. We will communicate that decision to you as soon as possible. Senior vice presidents and above will forego their bonuses.

Growth Participation Plan: The fourth and final payment to those vested in the pre-2006 Growth Participation Plan will be deferred and is not expected to be paid out in 2009. Payments will also be deferred to those who have, or will become, newly vested in this plan.

Company performance in a prior year is used to determine the annual updated value of GPP units in the current plan. We expect that GPP units granted in 2006, 2007 and 2008 will remain at the current values of \$170, \$70 and \$0 respectively. No payments were scheduled from this plan in 2009.

401(k) and 403(b) accounts: Effective April 1, 2009, the company is suspending its matching contributions to employees' 401(k) and 403(b) accounts. Employees' access to their accounts is not affected and all may continue to make tax-deferred contributions through payroll deduction.

Recognizing the impact that these changes may have, we have been able to make a positive change. Until now, the 401(k) and 403(b) plans offered "hardship only" loans to employees that are repaid

2/9/2009

through payroll deduction. Effective, April 1, 2009, we have lifted the plan restriction that requires you to be in an extreme hardship situation in order to qualify for a loan. We hope this more liberal loan policy will help employees through these rough economic times. Full details on how to apply for the loans will be available in March.

Please make sure that when you discuss these actions with your reports on Wednesday, you frame the conversation within the context of our need to conserve cash during the temporary economic storm we face:

- We all must make short-term sacrifices to protect our residents, who are our key focus;
- These actions are necessary so that when the current economic turbulence subsides, we can emerge strong and able to fulfill our mission of serving as many seniors as possible; and
- Our long-term prospects for the future remain bright.

Thanks for your dedication, hard work and sacrifice as together we pull through these challenging times.

Sincerely,

Rick

Rick Grindrod,
President and CEO

(2005) OLD PLAN	\$72,878.38	(June 17, 2007)
NEW PLAN		(Feb 09, 2009)
(2006)	187.5 @ 170° 31,875.00	
(2007)	187.5 @ 70° 13,125.00	
(2008)	187.5 @ 0° 0.00	
	<hr/>	
	\$ 117,838.38	