

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:

JACOBS, RICHARD
3102 TUCKER ROAD
STREET, MD 21154

YOUR CLAIM IS SCHEDULED AS:
Schedule/Claim ID: s3532
AMOUNT/CLASSIFICATION
\$19,868.50 UNSECURED

Court Claim Number: (If known)

Filed on:

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

RECEIVED
JAN 07 2010
BMC GROUP

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.

Telephone number:

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

1. Amount of Claim as of Date Case Filed: \$19,868.50

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.

2. Basis for Claim: Stock buyout (See instruction #2 on reverse side.)

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

3. Last four digits of any number by which creditor identifies debtor: 3150

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).

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

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:

\$

\*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.

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:

Date: 1/4/2010

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.

Richard Jacobs

FOR COURT USE ONLY

Erickson Ret. Comm. LLC



00293



December 4, 2009

Dear Fellow GPP Participant,

As you may know, some of Erickson's compensation programs and processes have been impacted as a result of our recent filing for bankruptcy and restructuring under Chapter 11. The Growth Participation Plan is among those programs affected by the filing.

Due to the complexity of Erickson's structure and financing, there are many secured creditors of the company that have priority claim to available funds in the bankruptcy proceedings. Any vested units in the Plan that are held by employees are considered unsecured debt. Unfortunately, it is unlikely that there will be significant remaining funds from the bankruptcy estate to make payments under the Plan to participants after the secured debt or other priority claimants are satisfied. In addition, it is not likely that the eventual buyer of the company will agree to assume the GPP liabilities.

Given this probable outcome, we have provided the Court with information pertaining to the Plan and the associated outstanding balances for units held by vested participants as of November 23, 2009. As a plan participant, you will be contacted in the near future by the Bankruptcy Court through the BMC group, a restructuring service provider. Their notice will provide the outstanding balance that the company has in your name, and your options for filing a claim with the Court. The balances will include any units not redeemed under both the old and new versions of the GPP, or any deferred payments held in accounts with PenCal.

You will not be required to file a claim; it will be your choice whether or not to do so. In order to file a claim you will need the relevant information provided by BMC. There will be a time limit to submit the claim, so please be aware of the deadline if you plan on filing. Filing a claim does not guarantee that you will receive any funds.

As company growth was impacted by the economy, the value of the Plan was impacted as well. We regret the outcome for plan participants but want to make sure that everyone is advised.

Sincerely,

A handwritten signature in black ink, appearing to be "Gary Cole", written in a cursive style.

Gary Cole  
Vice President of Human Resources Operations  
Erickson Retirement Communities



Dear Richard Jacobs:

As you are now aware, big changes are ahead for the Growth Participation Plan (GPP). As we prepare for the new vision of the Plan, we prepare for the payout of the existing unit grant values.

With the establishment of the new unit value of \$1201.74, your total unit grant(s) is now worth \$55474. As announced, we will begin to pay out your unit grant in the existing plan over a four year period starting on May 18. The initial installment on your payout is \$13868.5. The remaining unit grant will earn interest at a rate of 9% until the final installment, scheduled to be paid in 2009.

As a vested employee, the payout will be sent to you as ordinary payroll checks are. One difference is that this will be a live check, even if your regular paycheck is normally deposited directly with your bank.

If you have any questions about your vesting date or the value of your unit grant, please contact your Human Resources department.

All funds paid out of the GPP are paid as ordinary earnings and will be taxed accordingly. We will be providing financial planning resources to help you plan how to invest the proceeds of the GPP. We will forward additional information in the coming weeks. Please remember that you have an hour of time with a financial advisor available through the Employee Help Line. Just call 1-888-300-0431 to arrange an appointment.

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

Sincerely,

The Plan Administrators

# Senior Campus Living Holdings, L.L.C.


Growth Participation Plan  
Certificate For

100 UNITS at the strike price of \$647.00

In The Growth Participation Plan Of  
Senior Campus Living Holdings, L.L.C.  
Granted To

**Richard Jacobs**

*This certificate represents your right to the amount of Equity Units indicated above under the Senior Campus Living Holdings, L.L.C. Growth Participation Plan (the Plan). The designated holder of these Equity Units is entitled to all the rights, opportunities, values, and benefits of future financial growth of the Company as specified in the Plan. These Equity Units are granted in consideration of the holder's future contributions to corporate strategies and the holder's productive delivery of services that form the foundation of the Company's growth. These Equity Units may be transferred and redeemed only in accordance with the Plan and are otherwise fully subject to the provisions of the Plan.*

  
John C. Erickson  
Chairman

12/31/2001  
Date



June 15, 2007  
Richard Jacobs  
CDMGC

Dear Richard,

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 100 units. This grant will be issued in four installments of 25 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 20<sup>th</sup> 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 \$41,605.50 and the targeted 2007 installment, plus interest, is \$13,868.50. 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

**New Plan Example**

**Total Unit Grant 100**

<b>2006</b>	<b>2007</b>	<b>2008</b>	<b>2009</b>	<b>2010</b>	<b>2011</b>	<b>2012</b>	<b>2013</b>	<b>2014</b>	
<b>Hired or Promoted</b>	25 Installment	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	
		25	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	\$100.00	
		Installment				25	\$100.00	\$100.00	
			25	\$100.00	\$100.00	\$100.00	\$100.00		
			Installment				25	\$100.00	
				25	\$100.00	\$100.00	\$100.00	\$100.00	
				Installment				25	
					25.0	25.0	25.0	25.0	
					<b>Accumulated Value</b>	\$400.00	\$400.00	\$400.00	\$400.00
					<b>PAYOUT</b>	\$10,000.00	\$10,000.00	\$10,000.00	\$10,000.00

## Growth Participation Plan - Update

The Growth Participation Plan is a Long Term Incentive plan designed to reward key performers for their contribution to the success of the Company. The requirements for participation in the Plan are:

- Grade 29 and above
- Full-time - Must be full time service

Some Key GPP Terms for understanding the Plan:

- Unit Installments: The unit issuances staggered over a 4 year period
- Pro-Rated Installments: For newly hired or promoted employees, the first unit installment will be pro-rated based on the date of hire or promotion
- Total Unit Grants: The total of the staggered unit issuances
- Rolling Options: The four year growth period limit for the unit issuances
- Accumulated Value: The value of the issuance after the four year growth period

What is new about plan?

- It gives employees the benefit of a cash payout while they continue to benefit from the success of the company
- Increases the tangible value of the program
- 4 year rolling "options"
- First unit installment will be pro-rated based on the quarter in which the hire or promotion takes place
- Units phased in over 4 years
- Unit vesting shortened from 5 years to 4 - the original plan vesting remains at 5 years, the new plan is reduced to 4 years.
- Valuation shifts toward profit sharing
- Drive to more regular valuation

How is the plan valued?

- There are 3 indicators of performance:
  - Erickson's performance against goals for the current year;
  - The increase, if any, in the appraised value of Erickson;
  - The available cash from Operations (cash from Management, Development and Construction fees, less any cash used for overhead).
- The target for successful performance is an annual increase of \$100 per New Participation unit. The Administrators will assess if Erickson's overall performance has met, will not meet, or exceeded the target based on at least the 3 performance indicators set out above. The New Participation Units granted in 2006 are deemed to have increased in value \$100 per New Participation Unit.



March 17, 2005

Dear Growth Participation Plan Participant:

As provided under the Growth Participation Plan, (the "Plan") the Plan Administrator will provide certain information on an annual basis to all participants. This information will be provided by June 30 of each year.

The information is as follows:

1. Value per unit based on 12/31/04 results: \$1051.74 per unit.  
(Copy of valuation and report by PriceWaterhouse Coopers attached.)
2. Put Period – March 21, 2005 through April 4, 2005.  
(Vested employees may redeem up to 10% of their total unit grant(s) during this period. To the extent that the vested employee is over 50 years old or has been employed with the company 20 years, the participant may put a maximum of up to 33 1/3 %.)

We are pleased to announce a \$10.00 per unit distribution. If you are vested under the Plan as of March 14, 2005 (five years of Full Time employment), a distribution check will be issued to you on March 18, 2005 equal to \$10.00 X (number of units you have) less any appropriate taxes.

If you are not vested but have previously received a distribution and have established a deferred compensation money market account with Pen-Cal, the distribution will be placed in that account based on the percentages that you have already established. You do not need to fill out any additional forms. Documents are attached explaining the account and the funds that you may choose to invest in. For those who do not have an account already established with Pen-Cal, an enrollment form is also enclosed (investment information will follow). Please complete the form and return to Gary Cole, Human Resources Department, Corporate Office by April 8, 2005, who will then forward them to Pen-Cal. Once Pen-Cal receives your enrollment form, you will be able to access your account and invest your funds via the phone or Internet as you desire.

Sincerely,

The Plan Administrators





Maryland • New Jersey • Massachusetts • Michigan • Virginia • Pennsylvania

March 11, 2003

Dear Growth Participation Plan Participant:

As provided under the Growth Participation Plan, (the "Plan") the Plan Administrator will provide certain information on an annual basis to all participants. This information will be provided by June 30 of each year.

The information is as follows:

1. Value per unit based on 12/31/02 results: \$750.00 per unit.  
(Copy of valuation and report by PriceWaterhouse Coopers attached.)
2. Put Period – March 17, 2003 through March 28, 2003.  
(Vested employees may redeem up to 10% of their units during this period. To the extent that the vested employee is over 50 years old or has been employed with the company 20 years, the participant may put a maximum of up to 33 ½%.)

We are pleased to announce a \$10.00 per unit distribution. If you are vested under the Plan as of March 10, 2003 (five years of Full Time employment), a distribution check will be issued to you on March 14, 2003 equal to \$10.00 X (number of units you have) less any appropriate taxes.

If you are not vested but have previously received a distribution and have established a deferred compensation money market account with Pen-Cal, the distribution will be placed in that account based on the percentages that you have already established. You do not need to fill out any additional forms. Documents are attached explaining the account and the funds that you may choose to invest in. For those who do not have an account already established with Pen-Cal, an enrollment package is also enclosed. Please complete the form and return to Mari Shoebottom, Legal Department, Corporate Office by April 1, 2003, who will then forward them to Pen-Cal. Once Pen-Cal receives your enrollment form, you will be able to access your account and invest your funds via the phone or Internet as you desire (instruction enclosed).

If you have any questions regarding Pen-Cal or the enrollment form, call Mari at extension 8183. If you have any questions regarding the Plan, please call Jeff Jacobson at extension 8914.

Sincerely,

Plan Administrators:

Rick Grindrod  
Bernie Hirl  
Michael Erickson



March 11, 2003

Dear Growth Participation Plan Participant:

As provided under the Growth Participation Plan, (the "Plan") the Plan Administrator will provide certain information on an annual basis to all participants. This information will be provided by June 30 of each year.

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If you have any questions regarding Pen-Cal or the enrollment form, call Mari at extension 8183. If you have any questions regarding the Plan, please call Jeff Jacobson at extension 8914.

Sincerely,

Plan Administrators:

Rick Grindrod  
Bernie Hirl  
Michael Erickson



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Maryland • New Jersey • Massachusetts • Michigan • Virginia

May 23, 2002

Dear Growth Participation Plan Participant:

We are pleased to inform you that you are now a participant in the Erickson Growth Participation Plan. You became eligible for the Plan by virtue of your hire or promotion into an eligible position in 2001, and have now passed the threshold into the Plan. You are now participating in values of the units above the base 12/31/01 value of \$647.00. Your participation will be for the appreciation of unit values above \$647.00.

Your certificate identifying the units issued is enclosed, as well as a Plan Document. The Plan Document provides a detailed explanation of the rules and regulations of the Plan.

Please call Gary Cole at extension 8628 with any questions.

Sincerely,

The Plan Administrators

Richard Jacobs  
3102 Tucker Road  
Street, Maryland 21154  
410-457-0579  
443-743-4366 (cell)

January 4, 2010

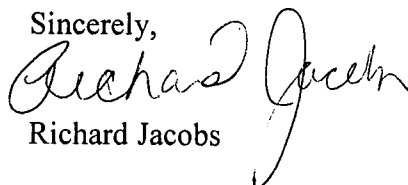
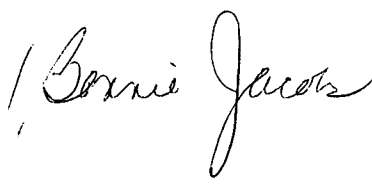
Re: Erickson Bankruptcy Case 09-37010

Dear Madam or Sir:

Enclosed you will find two separate Proof of Claim forms with attachments. I had previously filed a Proof of Claim form for my severance wages with the court on October 23, 2009 with an estimate of monies owed. I am submitting the new amended Proof of Claim form with you with attachments.

I have also enclosed copies of both forms with a self addressed and stamped envelope. I would like to have a copy stamped and returned for proof of filing.

Sincerely,

 /   
Richard Jacobs