

**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:

 20835747900341  
RUBEL, LAURENCE  
1216 HAMPTON LANE  
MUNDELEIN, IL 60060

**YOUR CLAIM IS SCHEDULED AS:**  
Schedule/Claim ID: s2840   
**AMOUNT/CLASSIFICATION**  
\$23,595.21 UNSECURED

Court Claim Number: \_\_\_\_\_  
(If known)

Filed on: \_\_\_\_\_

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

**RECEIVED**  
**JAN 15 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: \$ 23,595.21

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: 2008 PERSONAL STATEMENTS & LETTERS (SEE 7 PAGE ATTACHMENTS)  
(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: 3901

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.)

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

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.

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: \$ \_\_\_\_\_ Amount Unsecured: \$ \_\_\_\_\_

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

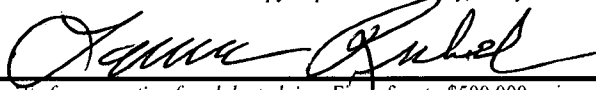
7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing 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:

Date: 1-13-2010

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.



FOR COURT USE ONLY

Erickson Ret. Comm. LLC



00488

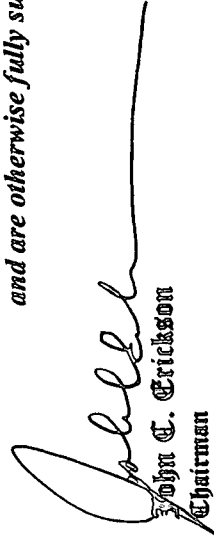
**Erickson Retirement Communities, L.L.C.**  
**Growth Participation Plan**  
**Certificate For**

**100 UNITS at the strike price of \$1051.74**

**In The Growth Participation Plan Of**  
**Erickson Retirement Communities Holdings, L.L.C.**  
**Granted To**

**Laurence E Rubel**

*This certificate represents your right to the amount of Equity Units indicated above under the Erickson Retirement Communities 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**

**Date: 12/31/2004**



Dear Laurence E Rubel:

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 \$15000. 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 \$3750. The remaining unit grant will earn interest at a rate of 9% until the final installment, scheduled to be paid in 2009.

As a non-vested employee, the first installment will be deposited in the deferred compensation account through PenCal. We will forward additional information about investment options available through PenCal, as well as procedures for opening an account if you have not already done so. Remember, only continuous fulltime service counts towards vesting in the GPP. Therefore, the date to use for vesting purposes may be different than your original hire date. The date to use for vesting purposes for your service is 11/15/2004

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



June 15, 2007  
Laurence E Rubel  
SEEDGE

Dear Laurence,

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 \$11,250.00 and the targeted 2007 installment, plus interest, is \$ 3,750.00. 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,

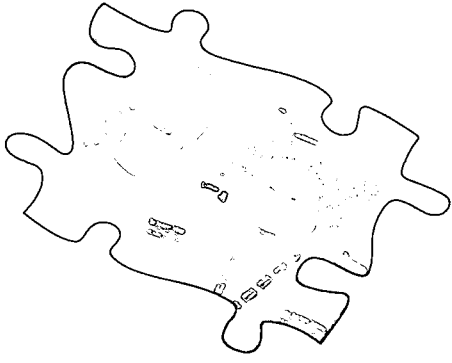
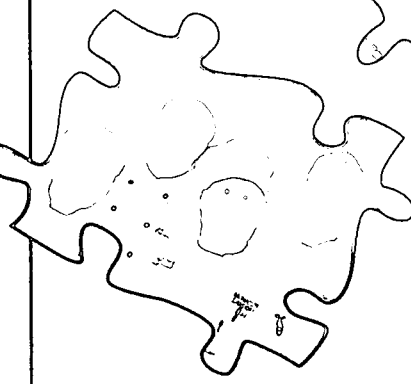
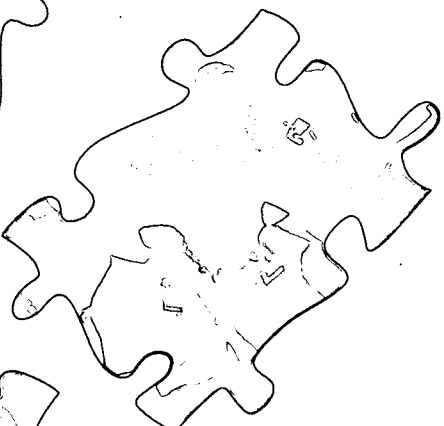
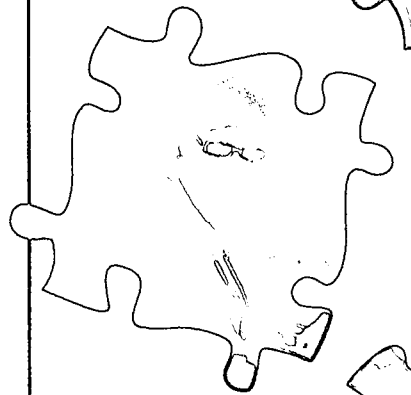
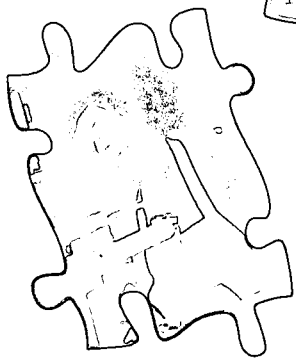
The Plan Administrators

2008

Personal

Total Rewards

Statement



Company: ERC

Laurence Rubel  
1216 Hampton Lane  
Mundelein, IL 60060

*Rec'd  
Oct 3, 08  
JR*

PUTTING

TOGETHER YOUR

TOTAL REWARDS PUZZLE



## Value of Your Total Rewards

Dear Laurence:

You show dedicated passion for what we do by providing exceptional service to our residents and to each other. Your contributions make positive differences in many lives and I am grateful for the way you embrace the Erickson values and mission.

2008 brought major reasons to celebrate - the 25<sup>th</sup> anniversary of Charlestown and our first year being recognized in FORTUNE magazine's 2008 '100 Best Companies to Work for®'. Everyday, I continue to hear stories from residents and employees who express their gratitude for the rich opportunities we've created across the country. Together, we have created communities that are great places to live and work.

We are pleased to provide your 2008 Total Rewards Statement which summarizes both your pay and benefits as an Erickson employee. Benefits represent a significant portion of your total rewards package even though they may not be as visible as your pay. We believe that Erickson's total rewards package offers you the resources to positively impact your life and the lives of your family, both today and tomorrow.

This personal statement shows your benefit enrollments and Erickson's cost to provide you with coverage. Please review your statement carefully and keep it with your personal records. If you have any questions about your statement or your benefits, please contact your HR Department.

Sincerely,



John C. Erickson  
Chairman and CEO

**FORTUNE**  
**100 BEST**  
**COMPANIES**  
**TO WORK FOR® 2008**

### Laurence Rubel

#### 2008 Cash Compensation

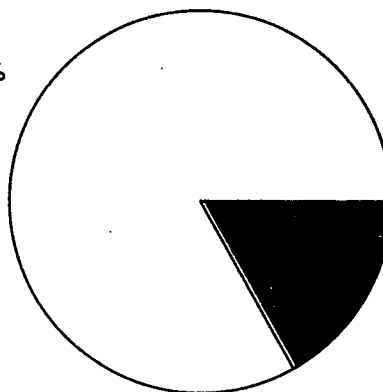
Your current annual base salary .....	\$	88,265
Your bonus amount.....	\$	6,249
<b>Your Total Estimated 2008 Cash Compensation.....</b>	<b>\$</b>	<b>94,514</b>

*Note: Your actual 2008 cash compensation may be different than the above projection. Bonuses are as of 8/1/08 and may include performance bonuses and special distributions.*

### Putting The Pieces Together - The Rewards of Working at Erickson

**Direct Pay: 83%**

This pie chart illustrates the contribution Erickson's benefits make to your total compensation.



**Benefits: 17%**

<b>Your Benefits</b>	<b>Your Estimated 2008 Contribution</b>	<b>Erickson's Estimated 2008 Contribution</b>
Medical Insurance.....	\$ 4,172	\$ 8,698
Dental Insurance.....	\$ 379	\$ 0
Basic Life and AD&D Insurance .....	\$ 0	\$ 81
Long Term Disability.....	\$ 0	\$ 521
Retirement Savings Plan*.....	\$ 6,022	\$ 3,011
Social Security and Other Statutory Benefits.....	\$ 6,713	\$ 6,897
<b>Total Value of Your Benefits.....</b>	<b>\$ 17,286</b>	<b>\$ 19,208</b>
<b>Your Estimated 2008 Cash Compensation.....</b>	<b>\$</b>	<b>\$ 94,514</b>
<b>Your Total Compensation.....</b>	<b>\$</b>	<b>\$ 113,722</b>

\*Retirement Savings Plan contributions are as of 8/1/2008.

#### About This Statement

Every effort has been taken to assure that the information contained in this statement is accurate; however, no warranty or guarantee is implied or intended. Company contributions are based on the benefit plan provisions, your current base pay rate annualized as of 8/1/2008, and assumes fully insured status under Social Security. If a discrepancy is found to exist between this statement and the benefit booklets, summary plan descriptions or contracts, the provisions of the latter documents will govern.

## Healthcare Coverage

Erickson recognizes the value to you of financial protection from the high cost of healthcare. For this reason, Erickson provides you with the opportunity for you and your family to enroll in medical and dental programs through company-sponsored plans.

### Medical

Erickson provides you and your family the opportunity to enroll in one of two health plans:

***You are currently enrolled in the High Option Medical Plan with Employee + Spouse coverage.***

### Dental

Erickson offers your choice of two dental plans through MetLife.

***You are currently enrolled in the High Option Dental Plan with Employee Only coverage.***

## Disability Income

### Short Term Disability

You may purchase coverage in the amount of 60% of your bi-weekly salary with a maximum benefit of \$2,000 bi-weekly. For off-the-job injuries or illnesses, benefits begin after 14 days of total disability and benefits may be paid up to 6 months.

***You are currently not participating in the Short Term Disability Plan.***

### Long Term Disability

Erickson provides Long Term Disability (LTD) coverage at no cost to you. In the event you have an illness or disability lasting longer than six months, you may be eligible to receive 60% of base earnings, up to a maximum of \$5,000 a month. You are automatically enrolled in the LTD plan after one year of continuous service. Benefits are payable after 180 days from the date of your disability.

## Work/Life Benefits

**Flexible Spending Accounts:** Through the Flexible Spending Accounts (FSA) Plan you are able to set aside pre-tax dollars to pay for unreimbursed medical/dental bills and child care expenses. ***For the 2008 plan year you have elected to contribute \$2,210 to your medical expense reimbursement account.***

**Paid Time Off (PTO):** Accrued PTO may be taken after six months of service. Accrued PTO in excess of 1.5 times your annual accrual will convert to ELB on your anniversary date. ***You are currently accruing 21 PTO days per year.***

**Extended Leave Bank (ELB):** Extended leave time is used for illness exceeding 24 hours (3 consecutive workdays). Full time employees accrue 6 days per year and part time employees accrue 4.8 days per year.

**Holidays:** Full time employees are eligible for 7 paid holidays a year. These days include: New Year's Day, Martin Luther King Jr. Day, Memorial Day, Independence Day, Labor Day, Thanksgiving Day and Christmas Day.

**Bereavement:** Bereavement leave is available to all full time employees upon hire. Up to three days may be granted for the death of an immediate family member or the loss of one of your spouse/partner's immediate family members. Check your employee handbook for information on specific relationships.

## Survivor Protection

### Life Insurance and AD&D

Erickson provides basic life and accidental death and dismemberment (AD&D) insurance coverage at no cost to you. Additional coverage may be purchased through our voluntary plan offered at low group rates.

### Basic Life and AD&D

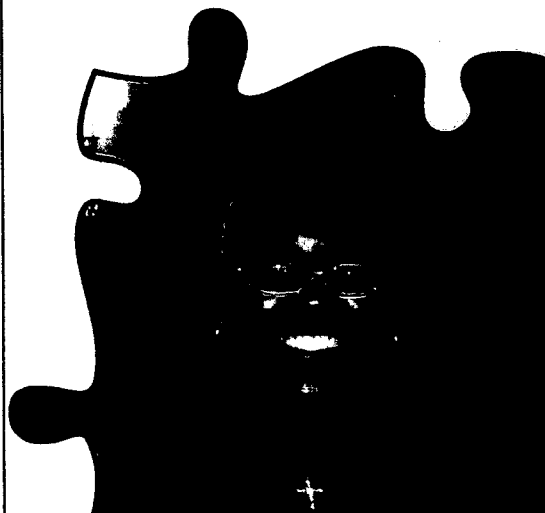
Erickson provides you with a basic group term life insurance benefit equal to \$50,000. The coverage amount is your annual salary rounded to the next higher thousand up to a maximum of \$50,000. Accidental Death and Dismemberment (AD&D) coverage is included at the same amount.

### Optional Life

You may purchase supplemental life insurance for yourself equal to 1 or 2 times your basic annual earnings, up to \$150,000. You may also purchase \$10,000 of coverage for your spouse/partner and coverage for your children is available in units of \$5,000 to a maximum of \$25,000.

### Optional AD&D

Supplemental AD&D benefits are payable in the event of serious injury or death as the result of an accident. You may purchase coverage for yourself or your entire family at one of the following levels: \$25,000, \$50,000, \$100,000 or \$150,000.



## Retirement Benefits

### 401(k) Plan

Through the 401(k) Plan, you and Erickson work as partners to help build your financial security for retirement;

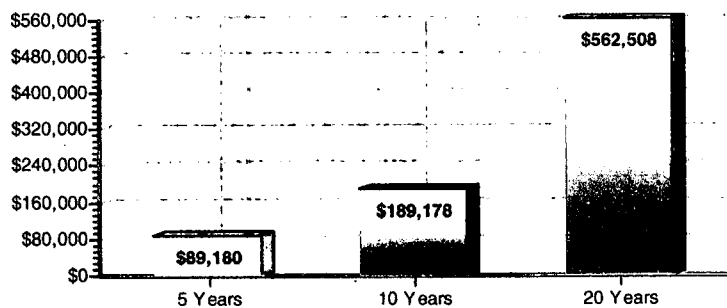
- Through your pre-tax contributions
- After one year of service (minimum 1000 hours worked), through Erickson's dollar-for-dollar matching contribution (up to 5% of your compensation)\*
- Through the investment growth of your total account

*As of 8/1/08 you were contributing 10% of your salary and your total account balance was \$24,161.\**

*\*You are always 100% vested in your contributions. Please refer to the Plan document for vesting schedule on company matching contributions.*

### The Future Value of Your 401(k) Account

The chart below shows the potential value of your account in the years ahead if you continue to contribute at your current rate. These estimates are based on 3% annual salary increase and 7% annual investment return. These estimates and account values are not guaranteed.



### Social Security

Social Security is intended to replace between 20% to 40% of your final year's pay at retirement. You and Erickson share equally in the cost of Social Security taxes. In 2008, you and Erickson will each pay an estimated \$6,713 to the Social Security Administration.

Every year, the Social Security Administration sends a Social Security Statement to workers and former workers aged 25 and older. It includes a summary of the estimated benefits you and your family may receive as a result of your earnings. The statement gives you the opportunity to see if your account has been properly credited each year.

The Social Security Administration may be reached at 800-772-1213.

## Additional Benefits

### Growth Participation Plan

As a key employee you are eligible to participate in the Growth Participation Plan (GPP). The GPP is a long term incentive plan that has been established to allow you to share in the success of the company. When considering your total cash compensation, remember to include the value of your units in the plan as well as the distributions you may receive, and the value of the units in the new GPP which began in 2006. Detailed GPP statements are issued annually.

**Your original GPP remaining value is \$3,750. Your estimated annual distribution (without interest) is \$3,750.** You are fully vested in the original GPP after five years of full-time service.

**The accumulated value of your new GPP unit grant(s) is \$6,000.** You are fully vested in the new GPP after four years of full time service.

### Education Assistance

After 3 months of service, Erickson will reimburse you up to \$4,500 per year for eligible educational expenses (tuition, registration and fees) for full time employees and up to \$3,000 per year for part time employees working 30 or more hours a week. You may request payment be made in advance.

### Employee Help Line

The Help Line provides you and your family with private short term and confidential counseling. Help is also available for personal concerns such as family or marital issues, parenting issues, life changes, conflict resolution, drug and/or alcohol abuse, emotional or behavioral difficulties, child care referrals, legal and financial issues and many other topics. Phone consultations are available 24 hours a day, 7 days a week. Call (888) 300-0431 or visit the web site at [www.lifebalance.net](http://www.lifebalance.net) (our company ID is *erc* and our password is *2760*) for details. Erickson will have no knowledge of your use of the Help Line.