

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:

20835747007926 GUNTHER, LINDA 1301 SALEM AVENUE WALL, NJ 07719

YOUR CLAIM IS SCHEDULED AS: Schedule/Claim ID: s2934 AMOUNT/CLASSIFICATION \$17,293.50 UNSECURED

Court Claim Number: (If known)

Filed on:

RECEIVED

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

JAN 22 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.

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

Telephone number: (732) 681-3391

1. Amount of Claim as of Date Case Filed: \$ 17,293.50

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).

2. Basis for Claim: Payroll Wages Growth Profit Participant

3. Last four digits of any number by which creditor identifies debtor: 3375

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:

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:

\$ 17,293.50

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: 12/23/09

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.

Linda Gunther

FOR COURT USE ONLY

Erickson Ret. Comm. LLC



00553



Dear Linda Gunther:

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 \$45174. 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 \$11293.5. 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

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.

GPP Q & A

- Is the GPP a “qualified plan” or a “non-qualified plan”?
 - **The GPP is a “non-qualified” plan.**
- Do we elect a beneficiary for the GPP distributions?
 - **Since the GPP is a “non-qualified” plan, there is no beneficiary designation.**
- How are the first unit installments pro-rated for newly hired or promoted employees?
 - **Going forward, the first unit installment will be pro-rated based on the quarter in which the hire or promotion takes place. If an employee is promoted to an eligible manager level position (eligible for 100 total units) in the first quarter they will receive 100% of their first installment (25 units); 75% if it is the second quarter (18.75units), 50% if it is the third quarter (12.5 units) and 25% if it is the fourth quarter (6.25 units).**
- Will 401k/403b be taken out of GPP Payouts?
 - **The GPP is paid as ordinary earnings. If you are a 403b or 401k participants, deductions will be made as you have instructed for all other earnings.**
- Can the money be rolled over to some kind of investment account?
 - **The GPP is a “non-qualified” plan and is paid out as ordinary earnings. It cannot be rolled over into an IRA or similar account.**
- Is there any way to reduce the tax impact?
 - **Generally, maximize your contribution to the 401k or 403b. 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.**