

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:

20835747007964
BERNSTEIN, ELISE
23 BUDLEIGH AVE
BEVERLY, MA 01915-1813

YOUR CLAIM IS SCHEDULED AS:
Schedule/Claim ID: s2974
AMOUNT/CLASSIFICATION
\$13,868.50 UNSECURED

Court Claim Number: (If known)

Filed on:

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

Bernstein, Elise
3801 Keller Ave.
Oakland CA 94605-3054

RECEIVED

JAN 26 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:

508-320-3433

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

1. Amount of Claim as of Date Case Filed: \$ 13,868.50

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: GPP Deferred Compensation Plan (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: ERER-ERB 1/21/2010

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.

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).

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: \$

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

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.)

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

Amount entitled to priority:

\$

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: 1/21/2010

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.

Elise Bernstein

FOR COURT USE ONLY

Erickson Ret. Comm. LLC



00604



March 5, 2009

Elise R. Bernstein

To: Participants in the Erickson pre-2006 Growth Participation Plan (GPP)

From: Rick Grindrod

As a vested participant in the GPP, you were scheduled to receive your fourth and final payment from the plan during 2009. In accordance with the plan document, Erickson is notifying you of its intent to defer your final GPP distribution and does not expect to make this payment in 2009.

Erickson, like many companies, is facing short-term challenges as a result of the current economic downturn. The decision to defer this distribution is necessary to maintain our commitment to provide a high level of affordable care to our 23,000 residents during the current economic climate. It also will help enable us to continue to fulfill our mission from a position of strength when the economy improves.

You may contact Mary Ann Lambrechts, GPP Plan Administrator, at 443-883-4829 or at maryann.lambrechts@erickson.com if you have any questions regarding the Erickson Growth Participation Plan.

Thank you for your understanding.

Rick

Bruce R. Grindrod, Jr.
President and CEO



June 15, 2007
Elise Bernstein
BROOK

Dear Elise,

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 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 \$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



Dear Elise Bernstein:

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 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 9/17/2001

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

Elise Bernstein

From: Elise Bernstein
Sent: Thursday, June 15, 2006 1:51 PM
To: Gary Cole
Subject: GPP distribution

Hi Gary,

Below is a message you sent me in March of this year. It seems not long thereafter, when John Erickson announced a new plan that made several GPP changes. One was to shorten the requirement for vesting from 5 years to 4 years, another was to begin to distribute 1/4 of the total vested amount each year in May. I then understood that I would receive 1/4 of my account during May 2006, but have not.

Did I misunderstand the new distribution process?

Thanks for your help.

From: Gary Cole
Sent: Monday, March 13, 2006 1:20 PM
To: Elise Bernstein
Subject: GPP

Importance: High
Sensitivity: Confidential

Elise -

The current value of your GPP unit grant is \$40,474. This is determined by current unit value of \$1051.74 less your per unit strike price of \$647 = \$404.74 value per unit. The per unit value is then multiplied by the number of units in your grant, 100. I hope this covers what you need for your planning discussion - please let me know if you need anything else.

Thanks,

Gary

Elise R. Bernstein, LICSW
Senior Resident Services Manager
200 Brooksby Village Drive
Brooksby Village
Peabody MA 01960
978-536-7835 FAX 978-536-7908