

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:

20835747006440
OAKLEY, ROGER H
178 NORTH MAIN ST
BELLINGHAM, MA 02019

FILED
FEB 01 2010
TAWANA C. MARSHALL, CLERK
U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS

YOUR CLAIM IS SCHEDULED AS:
Schedule/Claim ID: s2606
AMOUNT/CLASSIFICATION
\$48,700.06 UNSECURED

Court Claim Number: (If known)

Filed on:

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

Roger H. Oakley
178 North Main Street
Bellingham, MA 02019

RECEIVED

FEB 04 2010

BMC GROUP

Telephone number: 508-966-2470

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: \$ 48,700.06

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).

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).

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:

\$ 48,700.06

\*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.

2. Basis for Claim: Deferred Compensation & Growth Participation Plan

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

3a. Debtor may have scheduled account as:

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:

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: 1/27/2010

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.

FOR COURT USE ONLY

Erickson Ret. Comm. LLC



00766

Handwritten signature of Roger H. Oakley



June 15, 2007  
Roger H Oakley  
CDLPH

Dear Roger,

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.

Additionally, due to your promotion in 2005, you became eligible for an additional unit grant of 100 units. This grant will also be issued in four installments, with each equal to 25 units. The installments may accumulate value as stated above.

The first installment of the New Participation Units for both your previous and new positions was granted in 2006 and is deemed to have increased in value \$100 per New Participation Unit.

The grant issuances are 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.

Roger Oakley  
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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 \$22,630.50 and the targeted 2007 installment, plus interest, is \$ 7,543.50. 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



February 6, 2009

Roger Oakley  
178 North Main St.  
Bellingham, MA 02019

Dear Roger,

I am writing to thank you for over 5 years of service to Erickson Retirement Communities. This current economic climate has been difficult for our entire industry. I am saddened that we needed to eliminate positions, and want to personally thank you on behalf of the employees and residents upon whose lives you have made a positive impact. Thank you for your great work in our Boston area communities. Your vast knowledge and respect of the construction and development community allowed you to be very successful while at Erickson and earn the praise of many in the Boston construction community. You achieved this not only through your management of Linden Ponds field operations and the direction of the field staff, but also in your relationships with the corporate offices.

You are one of many people who worked hard to help Erickson grow to serve more than 22,000 residents. Our commitment to create communities that celebrate life will continue even through the tough economic challenges. Thank you for contributing to that mission.

Our HR staff is available to you if there are ways we can help in the coming weeks. If you do not have access to a computer to work on your resume, we may be able to help. Your manager will be able to provide you a letter of recommendation should you request it to serve as reference on applications to other jobs. If you think I can personally be of assistance please feel free to email me directly.

Our high calling is to do our very best for our residents, both when the economy is booming and when it is not. Thank you on their behalf for your contributions. I wish you the very best for the future.

Sincerely,

A handwritten signature in black ink that reads "Rick". The signature is written in a cursive, slightly slanted style.

Bruce R. "Rick" Grindrod, Jr.

President and Chief Executive Officer

Rick.Grindrod@Erickson.com



June 28, 2004

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 2003, and have now passed the threshold into the Plan. You are now participating in values of the units above the base 12/31/03 value of \$900.00. Your participation will be for the appreciation of unit values above \$900.00.

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



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

**100 UNITS at the strike price of \$900**

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

**Roger H Oakley**

*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: 12/31/2003