

UNITED STATES BANKRUPTCY COURT Northern District of Texas (Dallas Division)

PROOF OF CLAIM

Name of Debtor: Erickson Retirement Communities

Case Number: 09-37010-11

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): David S. Dess

Check this box to indicate that this claim amends a previously filed claim.

Name and address where notices should be sent: David S. Dess
1260 French Creek Drive
Wayzata, MN 55391
Telephone number: 913-908-5513

RECEIVED
FEB 17 2010
BMC GROUP

Court Claim Number: _____
(If known)

Filed on: _____

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

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: \$ 7,813.00

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 GPP
(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: 7010

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
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: \$ _____

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. 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: 2-15-10

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.

David S. Dess

FOR COURT USE ONLY

Erickson Ret. Comm. LLC



00896

November 11, 2008

Mr. David S. Dess
1260 French Creek Drive
Wayzata, MN 55391

Dear Dave:

I am delighted to confirm our offer of employment and welcome you as a new member of the **Erickson Retirement Communities** team. As previously agreed upon, your start date will be December 1, and your title is Sr. Vice President, Integrated Marketing. This position will work in our corporate office in Catonsville, MD. This offer is contingent upon satisfactory completion of an employment eligibility document (commonly referred to as an "I-9") and the results of a drug screen, professional references, and a criminal background check.

Your annual compensation will be \$230,000.00. You also have the opportunity to earn a target bonus of 30% annually based on three factors: (1) your performance at 20%; (2) the performance of your business area at 50%; and (3) the overall performance of the company at 30%. In addition to bonus opportunities, you will be eligible to participate in the Growth Participation Plan (explanatory brochure is attached). As an SVP, you will be eligible to receive 1,250 Plan equity units, distributed in equal 312.5 grants over a four year period, in accordance with the Plan document. **Because you are starting work during the 4Q2008, you will be granted 78.13 units* for that service.** We will also provide relocation services coordination and expense reimbursement through our preferred vendor as agreed to for your requirements. In addition, we will provide you with a sign-on bonus of \$25,000 to address transition issues. If for any reason your position is eliminated, or you lose your position for reasons outside of your control, we agree to extend to you a severance package to include base, bonus (based on prior year pay-out) and COBRA coverage for a period of six months.

You will accrue Paid Time Off at an annual allotment of 21 days and an Extended Leave allotment of six days per year. The Paid Time Off allotment is available after six months of employment. Also, Erickson Retirement Communities observes seven national holidays per year. You will be eligible for health, dental and life insurance benefits the first of the month after 90 days of employment. In addition, you may participate in the company's 401K retirement plan immediately upon hire and, after one year of service, you will be eligible to receive a full company match on the first 5% of your contribution.

You will need to contact Barbara Cheek, Senior HR Manager, to complete your new hire paperwork and drug screen at least ten (10) days prior to your start date. Barbara may be reached at 410-402-4843. Please contact Sara Jo Light, SVP, Sr. Executive Development at 410-402-2541 with any employment questions.

Please signify your acceptance of this offer on the terms and conditions stated above and subject to satisfactory completion of the "I-9" as well as the satisfactory results of the drug screening, OIG check and criminal background, by signing and returning one copy of this letter. I look forward to working with you.

Sincerely,

Donna Samulowitz
Chief Marketing Officer

David S. Dess

Date