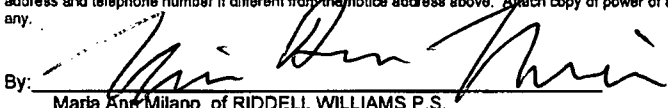



UNITED STATES BANKRUPTCY COURT FOR THE NORTHERN DISTRICT OF TEXAS		PROOF OF CLAIM
Name of Debtor Erickson Retirement Communities, LLC, et. al.		Case Number 09-37010 (Jointly Administered)
Name of Debtor Claim is Against: Erickson Retirement Communities, LLC		Case No. 09-37010
NOTE: This form should not 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): Microsoft Corporation and Microsoft Licensing, GP		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim. Court Claim Number: _____ (If Known) Filed on: _____
RECEIVED MAR 01 2010 BMC GROUP		
Name and Address where notices should be sent: Microsoft Corporation and Microsoft Licensing, GP c/o Maria Ann Milano Riddell Williams P.S. 1001 4 th Avenue, Ste. 4500 Seattle, WA 98154-1065 Telephone Number: 208-824-3800		<input type="checkbox"/> 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. <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.
Name and address where payment should be sent (if different from above):		
1. Amount of Claim at Date Case Filed: <u>\$ 1,655,906.10—Prepetition plus \$3,729,812.20 CONTINGENT CLAIM --</u> (see attached explanation) 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. <input type="checkbox"/> 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. <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> 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). <input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. § 507(a)(5). <input type="checkbox"/> 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). <input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. § 507(a)(8). <input type="checkbox"/> 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.
2. Basis for Claim: <u>Licenses and Agreements</u> (See instruction #2 on reverse side.)		
3. Last four digits of any number by which creditor identifies debtor: _____ 3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)		
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: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> 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 note, 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 definition of "redacted" on reverse side.) See attached. DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain.		
Date February 25, 2010	Signature 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. By:  Maria Ann Milano, of RIDDELL WILLIAMS P.S., Attorneys for Microsoft Corporation	THIS SPACE IS FOR COURT USE ONLY Erickson Ret. Comm. LLC  01046

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

In re Erickson Retirement Communities, LLC, et. al.
U.S. Bankruptcy Court for the Northern District of Texas
Case No. 09-37010
Proof of Claim by Microsoft Corporation (Continued)

This is a partially contingent Proof of Claim filed by Microsoft Licensing, GP, an affiliate of Microsoft Corporation (collectively "Microsoft"). Microsoft and Erickson Retirement Communities, LLC, ("Debtor") are parties to the following agreements (together, the "License"):

1. Enrollment Agreement No. 6538879;
2. Master Agreement No. 01E64474 ; and,
3. Enterprise Enrollment No. U6393522

The License is the contractual vehicle by which Debtor obtained licenses to use Microsoft software and intellectual property throughout its enterprise. It enabled the Debtor to license Microsoft's copyrighted software and products across its enterprise. The License is considered an executory contract under the Bankruptcy Code

The License is/was payable in three separate equal annual installments in the amount of \$1,864,906.10 beginning in June 2009. The debtor paid \$209,000 against the first annual installment, leaving a balance of \$1,655,906.10 unpaid and owing pre-petition. Attached as Exhibit A is a copy of Invoice No. 9658254369 dated June 25, 2009 representing the first annual installment.

The License is considered an executory contract under the Bankruptcy Code. It is presently unknown if the debtor intends to assume or reject the License. There are two annual installments remaining which will become due in June 2010 and June 2011. If Debtor assumes these agreements, it must pay the pre-petition balance of \$1,655,906.10 as a cure amount in full and any additional amounts then owing. Claimant reserves the right to amend this Proof of Claim to assert any "cure" due pursuant to 11 U.S.C. § 365(b)(1)(A). If Debtor rejects these agreements, Claimant reserves the right to amend this Proof of Claim to assert pre-petition rejection damage claims pursuant to 11 U.S.C. § 502(g) or in the alternative, asks that the debtor and the Court treat this Proof of Claim as a contingent claim for cure or rejection damages depending on the actions of the Debtor.

Microsoft also reserves the right to assert any applicable administrative expenses for Debtor's post-petition use of Microsoft's copyrighted software and products.

Microsoft Licensing, GP

Invoice

Microsoft Licensing, GP
 C/O Bank of America
 Rt:02609593/Acc:3751205782 (wire)
 Rt:111000012/Acc:3751205782 (ACH)
 1950 N Stemmons Fwy Ste 5010 LB #842467
 DALLASTX75207
 United States
 Phone:
 Telex:
 Fax:

Bill to PO Number: 10190150FD1
 Purchase Order Date: 19-JUN-2009

Page No: 2
 Document No: 9658254369
 Document Date: 25-JUN-2009
 Payment Due Date: 25-JUL-2009

Terms: Net payment due 30 days from invoice date

Line No.	Usage Country	Microsoft Part No. Description	Lic. Type Level	Pool	Period	Reason Code & Description	Billing Option	Qty Ordered Subscription Qty Ordered	Unit Price	Extended Amount
000009	United States	W06-01063 CoreCAL ALNG LicSAPk MVL Pltfm DvcCAL	CUS-C	Enterprise Products	Apr2009-Mar2010		AE	679.00	53.68	36,448.72
000010	United States	9MB-01512 ExchgEntCALwSrv ALNG LicSAPk MVL Pltfm DvcCAL	CUS-C	Enterprise Products	Apr2009-Mar2010		AE	6,000.00	8.96	53,760.00
000011	United States	KMA-00782 OfficeCommsSvrEntCAL ALNG LicSAPk MVL Pltfm DvcCAL	CUS-C	Enterprise Products	Apr2009-Mar2010		AE	6,000.00	14.61	87,660.00
000012	United States	KLA-00782 OfficeCommsSvrStdCAL ALNG LicSAPk MVL Pltfm DvcCAL	CUS-C	Enterprise Products	Apr2009-Mar2010		AE	679.00	3.32	2,254.28
000013	United States	KLA-00780 OfficeCommsSvrStdCAL ALNG SA MVL Pltfm DvcCAL	CUS-C	Enterprise Products	Apr2009-Mar2010		AE	5,321.00	2.28	12,131.88
000014	United States	76N-03161 SharePointEntCAL ALNG LicSAPk MVL Pltfm DvcCAL	CUS-C	Enterprise Products	Apr2009-Mar2010		AE	6,000.00	8.44	50,640.00
000015	United States	T98-02189 WinRightsMgmtSvcsCAL ALNG LicSAPk MVL Pltfm DvcCAL	CUS-C	Enterprise Products	Apr2009-Mar2010		AE	6,000.00	4.16	24,960.00
000016	United States	S26-00118 OneNote ALNG SA MVL	ACP-C	Enterprise Applications	Apr2009-Mar2010		AE	123.00	13.92	1,712.16
000017	United States	H30-00238 PrjctPro ALNG SA MVL w/PrjctSvrCAL	ACP-C	Enterprise Applications	Apr2009-Mar2010		AE	20.00	150.24	3,004.80
000018	United States	KNA-00235 OfficeCommsSvrStd ALNG SA MVL	ACP-C	Enterprise Servers	Apr2009-Mar2010		AE	1.00	112.80	112.80
000019	United States	94C-00056 PrjctPrflhoSvrCAL ALNG SA MVL UsrCAL	ACP-C	Enterprise Servers	Apr2009-Mar2010		AE	246.00	38.40	9,446.40
000020	United States	H32-00002 SharePointIntmt ALNG SA MVL	ACP-C	Enterprise Servers	Apr2009-Mar2010		AE	1.00	6,612.35	6,612.35

Microsoft Licensing, GP

Invoice

Microsoft Licensing, GP
 C/O Bank of America
 Rt:026009593/Acct:3751205782 (wire)
 Rt:111000012/acct:3751205782 (ACH)
 1950 N Stenmons Fwy Ste 5010 LB #842467
 DALLASTX75207
 United States
 Phone:
 Telex:
 Fax:

Bill to PO Number: 10190150FD1
 Purchase Order Date: 19-JUN-2009

Page No: 3
 Document No: 9658254369
 Document Date: 25-JUN-2009
 Payment Due Date: 25-JUL-2009

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Line No.	Usage Country	Microsoft Part No.	Description	Lic. Type Level	Pool	Period	Reason Code & Description	Billing Option	Qty Ordered	Subscription Qty Ordered	Unit Price	Extended Amount
000021	United States	228-04437	SQLSvrStd ALNG LicSAPk MVL	ACP-C	Enterprise Servers	Apr2009-Mar2010		AE	1.00		333.44	333.44
000022	United States	MUY-00205	SysCntrMgmtSiteEnt ALNG LicSAPk MVL	ACP-C	Enterprise Servers	Apr2009-Mar2010		AE	7.00		376.08	2,632.56
000023	United States	UAS-00346	SysCntrOpsMgmtSvrMEnt ALNG SA MVL	ACP-C	Enterprise Servers	Apr2009-Mar2010		AE	303.00		68.88	20,870.64
000024	United States	P73-00226	WinSvrStd ALNG SA MVL	ACP-C	Enterprise Servers	Apr2009-Mar2010		AE	149.00		117.17	17,458.33
000025	United States	269-12445	OfficeProPlus ALNG LicSAPk.MVL Pltfm	CUS-C	Enterprise Products	Apr2009-Mar2010		AE	679.00		138.76	94,218.04
000026	United States	269-12442	OfficeProPlus ALNG SA MVL Pltfm	CUS-C	Enterprise Products	Apr2009-Mar2010		AE	5,321.00		78.64	418,443.44
000027	United States	661-04734	WinVistaBsns ALNG SA MVL Pltfm wMDOOP	CUS-C	Enterprise Products	Apr2009-Mar2010		AE	5,321.00		37.06	197,196.26
000028	United States	W06-01069	CoreCAL ALNG SA MVL Pltfm DvcCAL	CUS-C	Enterprise Products	Apr2009-Mar2010		AE	5,321.00		28.56	151,967.76
000029	United States	9SE-00148	FrfmtPrctmSite ALNG SubsVL MVL Pltfm PerDvc	CUS-C	Enterprise Products	Apr2009-Mar2010		AE	6,000.00	36 Months	17.16	102,960.00
000030	United States	076-01912	Pjct ALNG SA MVL	ACP-C	Enterprise Applications	Apr2009-Mar2010		AE	216.00		90.24	19,491.84
000031	United States	124-00001	VSTeamDev ALNG SA MVL wMSDNPrem	ACP-C	Enterprise Applications	Apr2009-Mar2010		AE	15.00		756.72	11,350.80
000032	United States	HJA-00242	BztlkSvrBmch ALNG SA MVL 1Proc	ACP-C	Enterprise Servers	Apr2009-Mar2010		AE	4.00		290.52	1,162.08

Microsoft Licensing, GP

Invoice

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 C/O Bank of America
 R:026009593/Acct:3751205782 (wire)
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 1950 N Stemmons Fwy Ste 5010 LB #842467
 DALLAS TX 75207
 United States
 Phone:
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Bill to PO Number: 10190150FD1
 Purchase Order Date: 19-JUN-2009

Page No: 4
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Line No.	Usage Country	Microsoft Part No. Description	Lic. Type Level	Pool	Period	Reason Code & Description	Billing Option	Qty Ordered Subscription Qty Ordered	Unit Price	Extended Amount
000033	United States	F52-00396 BztlkSvrEnt ALNG SA MVL 1 Proc	ACP-C	Enterprise Servers	Apr2009-Mar2010		AE	6.00	5,652.30	33,913.80
000034	United States	395-02504 ExchgSvrEnt ALNG SA MVL	ACP-C	Enterprise Servers	Apr2009-Mar2010		AE	16.00	644.32	10,309.12
000035	United States	H04-00268 OfficeSharePointSvr ALNG SA MVL	ACP-C	Enterprise Servers	Apr2009-Mar2010		AE	2.00	714.38	1,428.76
000036	United States	MUY-00383 SysChnMgmtSiteEnt ALNG SASU MVL OpsMgrEntMVL	ACP-C	Enterprise Servers	Apr2009-Mar2010		AE	303.00	213.84	64,793.52
000037	United States	EFC-00333 SysCtrOpsMgrSvrwSQL ALNG SA MVL	ACP-C	Enterprise Servers	Apr2009-Mar2010		AE	1.00	211.08	211.08
000038	United States	LUA-00928 WinSvrDataCtrwHV ALNG SASU MVL WinSvrEntwVrt 1Proc	ACP-C	Enterprise Servers	Apr2009-Mar2010		AE	16.00	17.88	286.08
000039	United States	P72-00188 WinSvrEnt ALNG SA MVL	ACP-C	Enterprise Servers	Apr2009-Mar2010		AE	138.00	380.64	52,528.32
000040	United States	P72-00815 WinSvrEnt ALNG SASU MVL WinSvrStd	ACP-C	Enterprise Servers	Apr2009-Mar2010		AE	21.00	614.88	12,912.48
000041	United States	74P-00002 ExchgHstdArchv ALNG SubsvL MVL PerUsr	ACP-C	Enterprise Servers	Apr2009-Mar2010		AE	1,000.00 36 Months	45.00	45,000.00
000042	United States	74G-00002 ExchgHstdEncryptn ALNG SubsvL MVL PerUsr	ACP-C	Enterprise Servers	Apr2009-Mar2010		AE	100.00 36 Months	14.64	1,464.00

Microsoft Licensing, GP

Invoice

Microsoft Licensing, GP
 C/O Bank of America
 Rt:02609593/Account:3751205782 (wire)
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Line No.	Usage Country	Microsoft Part No.	Description	Lic. Type Level	Pool	Period	Reason Code & Description	Billing Option	Qty Ordered	Subscription Qty Ordered	Unit Price	Extended Amount
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Total Sale	USD	1,864,906.10
Tax Amount	USD	0.00
Total Amount	USD	1,864,906.10

We hereby certify that the information on this invoice is true and correct.

Microsoft Licensing, GP

When invoices are reprinted, remittance information may change to reflect current invoicing operations.



RIDDELL WILLIAMS P.S.

1001 FOURTH AVENUE, SUITE 4500 | SEATTLE, WASHINGTON 98154-1192
206.624.3600 TELEPHONE | 206.389.1708 FACSIMILE
WWW.RIDDELLWILLIAMS.COM

MERI JANKOVIC
206.389.1511
MJANKOVIC@RIDDELLWILLIAMS.COM

February 26, 2010

LETTER OF TRANSMITTAL

To: BMC Group Inc
Attn: Erickson Retirement Communities, LLC Claims Processing
18750 Lake Drive East
Chanhassen, MN 55317

Re: In re Erickson Retirement Communities USBC ND Texas 9-37010

VIA () HAND DEL () MAIL (XX) FEDERAL EXPRESS

<u>DOCUMENTS</u>	<u>DATED</u>	<u>DESCRIPTION</u>
1 Original + 1 Copy	02/26/2010	Proof of Claim of Microsoft Corporation and Microsoft Licensing, GP

FOR THE FOLLOWING PURPOSE (If you have any questions, please call):

- | | |
|---|--|
| <input type="checkbox"/> For Your Information | <input checked="" type="checkbox"/> For Processing |
| <input type="checkbox"/> Per Our Conversation | <input type="checkbox"/> For Payment |
| <input type="checkbox"/> Per Our Emails | <input type="checkbox"/> For Filing |
| <input type="checkbox"/> For Signature | <input checked="" type="checkbox"/> See Remarks/Further Instructions Below |
| <input type="checkbox"/> For Review and Comment | |

REMARKS/FURTHER INSTRUCTIONS: Please process/file the enclosed Proof of Claim and return the copy stamped received/filed to me in the self-addressed and stamped envelope enclosed. Please feel free to call me if you have any questions. Thank you.

Sincerely,
Riddell Williams P.S.

By 
Meri Jankovic

Enclosure