


<b>UNITED STATES BANKRUPTCY COURT</b> <b>NORTHERN DISTRICT OF TEXAS</b> Dallas Division		<b>PROOF OF CLAIM</b>
Name of Debtor: Ashburn Campus, LLC, a Maryland limited liability company		Case Number: <b>09-37018</b>
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): <b>Strategic Ashby Ponds Lender LLC, a Delaware limited liability company</b>		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.  Court Claim Number: _____ (If known)
Name and address where notices should be sent: <b>Artoush Varshosaz</b> <b>Attn: Clint Hinds</b> <b>Baker Botts L.L.P.</b> <b>c/o Kennedy Associates Real Estate Counsel, L.P.</b> <b>2001 Ross Avenue</b> <b>7315 Wisconsin Avenue, Suite 350 West</b> <b>Dallas, Texas 75201</b> <b>Bethesda, MD 20814</b> <b>Tel: 214-953-6479</b> <b>Fax: 214-661-4479</b> <b>Email: Artoush.Varshosaz@bakerbotts.com</b>		<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):  Telephone number:		
1. Amount of Claim as of Date Case Filed:      \$ <u>See Attached Summary</u> <b>BMC GROUP</b>  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 or on d commence cases to respect after a the date of adjustment.
2. Basis for Claim: <u>Loan (see attached summary)</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 checked="" type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input checked="" type="checkbox"/> Other Describe: Personal property, rents, and other rights  Value of Property: \$ <u>(see attached summary)</u> Annual Interest Rate <u>14</u> %  Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ <u>(see attached summary)</u> Basis for perfection: <u>Deed of Trust and Financing Statements</u>  Amount of Secured Claim: \$ <u>(see attached summary)</u> Amount Unsecured: \$ <u>(see attached summary)</u>		
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.)  Summary is Attached DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.  If the documents are not available, please explain: (see attached summary)		
Date:  <b>February 19, 2010</b>	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.  	
		<b>FOR COURT USE ONLY</b>

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.



**INSTRUCTIONS FOR PROOF OF CLAIM FORM**

The instructions and definitions below are general explanations of the law. In particular types of cases or circumstances, such as bankruptcy cases that are not filed voluntarily by a debtor, there may be exceptions to these general rules.

**DEFINITIONS****Debtor**

The person, corporation, or other entity that has filed a bankruptcy case is called the debtor.

**Creditor**

A creditor is any person, corporation, or other entity to whom the debtor owed a debt on the date that the bankruptcy case was filed.

**Proof of Claim**

A form telling the bankruptcy court how much the debtor owed a creditor at the time the bankruptcy case was filed (the amount of the creditor's claim). This form must be filed with the clerk of the bankruptcy court where the bankruptcy case was filed.

**Secured Claim**

A claim is a secured claim to the extent that the creditor has a lien on property of the debtor (collateral) that gives the creditor the right to be paid from that property before creditors who do not have liens on the property.

Examples of liens are a mortgage on real estate and a security interest in a car, truck, boat, television set, or other item of property. A lien may have been obtained through a court proceeding before the bankruptcy case began; in some states a court judgment is a lien. In addition, to the extent a creditor also owed money to the debtor (has a right of setoff), the creditor's claim may be a secured claim. (See also *Unsecured Claim*.)

**Unsecured Claim**

If a claim is not a secured claim it is an unsecured claim. A claim may be partly secured and partly unsecured if the property on which a creditor has a lien is not worth enough to pay the creditor in full.

**Unsecured Priority Claim**

Certain types of unsecured claims are given priority, so they are to be paid in bankruptcy cases before most other unsecured claims (if there is sufficient money or property available to pay these claims). The most common types of priority claims are listed on the proof of claim form. Unsecured claims that are not specifically given priority status by the bankruptcy laws are classified as *Unsecured Nonpriority Claims*.

**Items to be completed in Proof of Claim form (if not already filled in)****Court, Name of Debtor, and Case Number:**

Fill in the name of the federal judicial district where the bankruptcy case was filed (for example, Central District of California), the name of the debtor in the bankruptcy case, and the bankruptcy case number. If you received a notice of the case from the court, all of this information is near the top of the notice.

**Information about Creditor:**

Complete the section given the name, address, and telephone number of the creditor to whom the debtor owes money or property, and the debtor's account number, if any. If anyone else has already filed a proof of claim relating to this debt, if you never received notices from the bankruptcy court about this case, if your address differs from that to which the court sent notice, or if this proof of claim replaces or changes a proof of claim that was already filed, check the appropriate box on the form.

**1. Basis for Claim:**

Check the type of debt for which the proof of claim is being filed. If the type of debt is not listed, check "Other" and briefly describe the type of debt. If you were an employee of the debtor, fill in your social security number and the dates of work for which you were not paid.

**2. Date Debt Incurred:**

Fill in the date when the debt first was owed by the debtor.

**3. Court Judgments:**

If you have a court judgment for this debt, state the date the court entered the judgment.

**4. Total Amount of Claim at Time Case Filed:**

Fill in the total amount of the entire claim. If interest or other charges in addition to the principal amount of the claim are included, check the appropriate place on the form and attach an itemization of the interest and charges.

**5. Secured Claim:**

Check the appropriate place if the claim is a secured claim. You must state the type and value of property that is collateral for the claim, attach copies of the documentation of your lien, and state the amount past due on the claim as of the date the bankruptcy case was filed. A claim may be partly secured and partly unsecured. (See DEFINITIONS, above).

**6. Unsecured Priority Claim:**

Check the appropriate place if you have an unsecured priority claim and state the amount entitled to priority. (See DEFINITIONS, above). A claim may be partly priority and partly nonpriority if, for example, the claim is for more than the amount given priority by the law. Check the appropriate place to specify the type of priority claim.

**7. Credits:**

By signing this proof of claim, you are stating under oath that in calculating the amount of your claim you have given the debtor credit for all payments received from the debtor.

**8. Supporting Documents:**

You must attach to this proof of claim form copies of documents that show the debtor owes the debt claimed or, if the documents are too lengthy, a summary of those documents. If documents are not available, you must attach an explanation of why they are not available.

## SUMMARY

**Debtor:** Ashburn Campus, LLC

**Case No.:** 09-37018 (Jointly Administered in 09-37010)

**Claimant:** Strategic Ashby Ponds Lender LLC

Ashburn Campus, LLC, a Maryland limited liability company ("Debtor"), and Strategic Ashby Ponds Lender LLC, a Delaware limited liability company ("Strategic Ashby"), are parties to that certain Loan Agreement, dated as of May 31, 2007 (as amended or modified, the "Loan"). Pursuant to the Loan, Debtor borrowed \$50 million from Strategic Ashby on the terms and conditions more particularly set forth in the promissory note simultaneously delivered and executed in favor of Strategic Ashby (the "Note").

As a condition to Strategic Ashby's agreement to make the Loan, it required that payment of the Note be secured in accordance with the terms of that certain Deed of Trust, Assignment of Rents and Leases, Security Agreement and Fixture Filing, by Debtor to Alexander Title Agency, Incorporated, in favor of Strategic Ashby, dated as of May 31, 2007 (the "Deed of Trust"). Pursuant to the Deed of Trust and related documents, Debtor's obligations under the Note are secured by, among other things, all of Debtor's property located in Loudoun County, Virginia, including without limitation real property, personal property, rents, and insurance proceeds.

Debtor defaulted under the Loan and Note as a result of, among other things, its failure to make timely payments as contemplated by the terms therein. Debtor's default triggered certain remedial provisions in favor of Strategic Ashby under the Loan. Accordingly, Strategic Ashby is entitled to damages for the principal amount of **\$50,000,000.00**, plus such other amounts due and owed under the Loan, including, without limitations, unpaid interest, make-whole amounts, fees (estimated on the Debtor's schedules for at least \$53.1 million), attorneys fees and costs.

Strategic Ashby hereby stipulates that its claim against Debtor is unsecured in an amount in excess of \$5,000,000.00.

Strategic Ashby hereby reserves all rights, claims and defenses, including without limitation its right to amend and supplement this claim. The Loan, Note, and Deed of Trust and other documents evidencing Strategic Ashby's claim and security interest in Debtor's property can be accessed electronically from the disc(s) attached to or otherwise included with this proof of claim. In addition, hard copies are available upon request from the undersigned.

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February 22, 2010

STRATEGIC ASHBY PONDS LENDER LLC AND  
STRATEGIC CONCORD LANDHOLDER, LP  
Erickson Retirement Communities, LLC  
080242.0101

Artoush Varshosaz  
TEL +1 214.953.6479  
FAX +1 214.661.4479  
Artoush.Varshosaz@BakerBotts.com

BY FEDEX

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

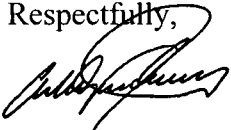
Re: In re: Erickson Retirement Communities, LLC  
Case No. 09-37010-sgj-11 (Jointly Administered)

Dear Sir or Madam:

Enclosed please find two sets of six different proofs of claim on behalf of Strategic Ashby Ponds Lender LLC and Strategic Concord Landholder, LP against Ashburn Campus, LLC (Case No. 09-37018), Concord Campus, LP (Case No. 09-37020), and Erickson Retirement Communities, LLC (Case No. 09-37010). Please file one set of proofs of claim in the corresponding case, as indicated on each respective proof of claim, and return file-stamped copies of the other set in the prepaid, self-addressed envelope enclosed.

Additionally, in lieu of voluminous documentation, there are two discs attached to or otherwise included with four of the proofs of claim. These discs provide the supporting documentation specified in those particular proofs of claim.

Please contact me if you have any questions.

Respectfully,  
  
Artoush Varshosaz

AV:rar  
Enclosures