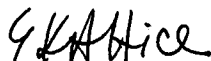


UNITED STATES BANKRUPTCY COURT Northern District of Texas (Dallas Division)		PROOF OF CLAIM
Name of Debtor: Erickson Retirement Communities, LLC		Case Number: 09-37010
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request 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): Saul Ewing LLP		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.
Name and address where notices should be sent: Saul Ewing LLP Attn: Edith K. Altice, Esq. 500 East Pratt Street Baltimore, MD 21202 Telephone number: 410.332.8839		Court Claim Number: _____ (If known) Filed on: _____
Name and address where payment should be sent (if different from above): Telephone number:		<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.
1. Amount of Claim as of Date Case Filed: \$ <u>227,203.69</u>		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: \$ _____
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.		
2. Basis for Claim: <u>Legal Services (see attached)</u> (See instruction #2 on reverse side.)		
3. Last four digits of any number by which creditor identifies debtor: <u>N/A</u> 3a. Debtor may have scheduled account as: <u>N/A</u> (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 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: <u>2/23/10</u> 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.  Edith K. Altice, Esq.		FOR COURT USE ONLY

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 THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
(Dallas Division)**

In re:	:	Chapter 11
ERICKSON RETIREMENT COMMUNITIES, LLC, <i>et al.</i>	:	Case No. 09-37010
Debtor.	:	Jointly Administered

**Statement in Support of Saul Ewing LLP's Claim
Against Debtor Erickson Retirement Communities, LLC**

This statement is submitted by Saul Ewing LLP ("Saul Ewing") in support of this Proof of Claim against Erickson Retirement Communities, LLC (the "Debtor").

1. On October 19, 2009 (the "Petition Date"), the Debtor, and certain other affiliated entities (the "Debtors"),¹ filed voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code").

2. Saul Ewing, with offices in Philadelphia, Harrisburg and Chesterbrook, Pennsylvania; Newark and Princeton, New Jersey; Baltimore, Maryland; Washington, D.C.; Wilmington, Delaware; and New York, New York, employs approximately 250 attorneys and has a large and diversified legal practice which encompasses the representation of many businesses, financial institutions and individuals.

3. Prior to the Petition Date, Saul Ewing provided various legal services to the Debtor. The Debtor has been provided with a copy of the invoice for legal services, which

¹ The Debtors in these chapter 11 cases are Erickson Retirement Communities, LLC, Ashburn Campus, LLC, Columbus Campus, LLC, Concord Campus GP, LLC, Concord Campus, LP, Dallas Campus GP, LLC, Dallas Campus, LP, Erickson Construction, LLC, Erickson Group, LLC, Houston Campus, LP, Kansas Campus, LLC, Littleton Campus, LLC, Novi Campus, LLC, Senior Campus Services, LLC, Warminster Campus GP, LLC, Warminster Campus, LP.

provides detailed descriptions of the services provided and costs incurred.

4. After applying all payments received by, or for the benefit of, the Debtor, the Debtor owes Saul Ewing \$227,203.69 for legal services provided and the reimbursement of expenses.

5. Saul Ewing expressly reserves all rights and remedies that it has or may have against the Debtor or any other person or persons liable for all or part of the indebtedness claimed herein. This proof of claim is filed to protect Saul Ewing from forfeiture of its claims. The filing of this proof of claim is not: (a) a waiver or release of Saul Ewing's rights or remedies against any person, entity or property; (b) an election of a remedy; or (c) a waiver of the right to assert a different or enhanced classification or priority in respect of the Claim asserted herein.

6. Saul Ewing expressly reserves its right to amend or supplement this proof of claim or to file additional proofs of claim.

February 23, 2010

VIA FEDERAL EXPRESS, OVERNIGHT DELIVERY

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

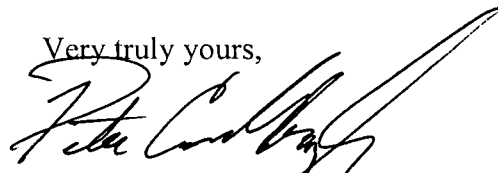
Re: Erickson Retirement Communities – Proofs of Claim
Erickson Retirement Communities, LLC (Case No. 09-37010)

Dear Sir/Madam:

Enclosed please find an original and two copies of a Proof of Claim to be filed in the above case. Kindly date-stamp and return two copies in the enclosed envelope.

Should you have any questions, please do not hesitate to contact me at the number listed above. Thank you for your attention to this matter.

Very truly yours,



Peter Coolbaugh, Paralegal

Enclosures

cc: Edith K. Altice, Esq.