

UNITED STATES BANKRUPTCY COURT Northern District of Texas		PROOF OF CLAIM
Name of Debtor: Ericson 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): Manufacturers and Traders Trust Company		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.
Name and address where notices should be sent: Manufacturers and Traders Trust Company 25 South Charles Street, 10th Floor, Baltimore, MD 21201 Attn: Linda J. Weinberg, Senior Vice President		Court Claim Number: _____ (If known)
Telephone number: (410) 244-4025		Filed on: _____
Name and address where payment should be sent (if different from above): <div style="text-align: center; font-size: 1.2em;">RECEIVED</div> <div style="text-align: center; font-size: 1.2em;">FEB 25 2010</div> <div style="text-align: center; font-size: 1.2em;">BMC GROUP</div>		<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.
Telephone number:		<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>9,623,335.99</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: \$ _____ *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.
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 checked="" 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>see attached</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: <u>see attached</u> Value of Property: \$ <u>TBD</u> Annual Interest Rate _____ % <u>see attached</u> Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ <u>see attached</u> Basis for perfection: <u>see attached</u> Amount of Secured Claim: \$ <u>9,623,335.99</u> 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: 02/23/2010	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. Attach copy of power of attorney, if any: Manufacturers and Traders Trust Company By: Mark S. Gaffin, Vice President <i>[Signature]</i> 410-244-3932	

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.



ATTACHMENT

This claim arises from a Building Loan Agreement (the "Agreement") dated July 31, 2008 among Erickson Construction, LLC, Senior Campus Services, LLC, Senior Campus Care, LLC, SCL Realty, LLC (collectively, the "Borrowers"), Erickson Retirement Communities, LLC ("ERC"), as guarantor, Manufacturers and Traders Trust Company, a/k/a M&T Bank ("M&T"), in its capacity as collateral and administrative agent and lender, and Wilmington Trust FSB ("Wilmington Trust," and collectively with M&T, the "M&T/Wilmington Lenders"), as lender. Pursuant to the Agreement, the M&T/Wilmington Lenders provided to the Borrowers a secured loan in the aggregate principal amount of up to \$19,200,000.00 for the purpose of constructing an office building and related improvements at 5525 Research Park Drive, Catonsville, Maryland 21250.

Prior to October 19, 2009 (the "Petition Date"), the Borrowers and ERC defaulted on their obligations to the M&T/Wilmington Lenders. As of the Petition Date, the amounts owed to M&T were not less than set forth below:

Principal:	\$9,585,180.46
Interest:	\$19,766.71
Attorneys' fees and expenses:	\$18,388.82
Total:	\$9,623,335.99

The documents supporting this claim (the "Loan Documents") are submitted herewith in electronic form via compact disc pursuant to the Bankruptcy Court's Order Granting Joint Motion to Establish Protocol Under Federal Rules of Bankruptcy Procedure 3001 and 2019 for Filing Proofs of Claim, entered on February 8, 2010. In addition to the foregoing amounts, M&T, in its capacity as collateral and administrative agent and lender, and Wilmington Trust, as lender, individually and collectively, reserve the right to collect as part of their respective claims against the Debtors, in accordance with the terms of the Loan Documents and applicable law: (i) all post-petition interest¹ and late charges that accrue under the Loan Documents after the Petition Date, and (ii) all attorneys' fees and expenses, including, without limitation, all post-petition attorneys' fees, that any or all of the M&T/Wilmington Lenders has incurred and hereafter incurs as a result of the filing of this bankruptcy case, the defaults existing under the Loan Documents, and the enforcement of rights and remedies of any and all of the M&T/Wilmington Lenders under the Loan Documents.

The M&T/Wilmington Lenders, individually and collectively, reserve the right to supplement and/or amend this Proof of Claim from time to time and to assert an unsecured claim in this bankruptcy case to the extent that the value of the collateral is insufficient to satisfy the M&T/Wilmington Lenders' claims under the Loan Documents. The M&T/Wilmington Lenders, individually and collectively, also reserve the right to amend and/or supplement this Proof of Claim in all other respects and to add additional claims of any nature whatsoever, including but not limited to claims entitled to administrative priority.

¹ As of the Petition Date, interest accrued at the rate of three percentage points over the Base Rate (as defined in the Loan Documents).

The filing of this Proof of Claim is not an acknowledgment or admission that the Bankruptcy Court has jurisdiction over the M&T/Wilmington Lenders' claims against any Debtor or non-Debtor entity, and the M&T/Wilmington Lenders reserve all rights with respect thereto.

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Tel: 609-227-4600
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February 24, 2010

By Federal Express

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

Re: Erickson Retirement Communities, LLC; Case No. 09-37010 in
the United States Bankruptcy Court for the Northern District of
Texas

Dear sir or madam:

Enclosed for filing please find original, signed proofs of claim (along with their accompanying addenda) by Manufacturers and Traders Trust Company ("M&T") in its capacity as agent, individually as lender and as risk participant in an interest rate swap, and as successor in interest to Provident Bank of Maryland as lender, against the above-referenced debtor and related debtors whose cases are being administered jointly with the above-referenced case. Enclosed please also find copies of the proofs of claim to be stamped "Filed" and returned in the enclosed self-addressed, pre-paid FedEx envelope upon the filing of the originals.

For your reference, the following tables, titled "As Agent," "Individually as Lender," "Individually as Risk Participant," and "As Successor to Provident Bank of Maryland as Lender," set forth each of the claims submitted by M&T in its various capacities at this time.

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As Agent:

<u>Debtor</u>	<u>Case No.</u>	<u>Claim Amount</u>
Erickson Retirement Communities, LLC	09-37010	\$18,474,332.49
Erickson Construction, LLC	09-37016	\$18,474,332.49
Senior Campus Services, LLC	09-37017	\$18,474,332.49

Individually as Lender:

<u>Debtor</u>	<u>Case No.</u>	<u>Claim Amount</u>
Erickson Retirement Communities, LLC	09-37010	\$9,623,335.99
Erickson Retirement Communities, LLC	09-37010	\$62,196,541.70
Erickson Retirement Communities, LLC	09-37010	\$5,154,539.98
Erickson Retirement Communities, LLC	09-37010	\$9,576,390.43
Erickson Retirement Communities, LLC	09-37010	\$7,848,566.24
Dallas Campus GP, LLC	09-37013	\$62,196,541.70
Erickson Group, LLC	09-37015	\$62,196,541.70
Erickson Group, LLC	09-37015	\$5,154,539.98
Erickson Group, LLC	09-37015	\$9,576,390.43
Erickson Group, LLC	09-37015	\$7,848,566.24

Erickson Construction, LLC	09-37016	\$9,623,335.99
Erickson Construction, LLC	09-37016	\$62,196,541.70
Erickson Construction, LLC	09-37016	\$5,154,539.98
Erickson Construction, LLC	09-37016	\$9,576,390.43
Senior Campus Services, LLC	09-37017	\$9,623,335.99
Senior Campus Services, LLC	09-37017	\$62,196,541.70
Ashburn Campus, LLC	09-37018	\$5,154,539.98
Concord Campus, LP	09-37020	\$9,576,390.43
Concord Campus GP, LLC	09-37021	\$62,196,541.70
Concord Campus GP, LLC	09-37021	\$9,576,390.43
Littelton Campus, LLC	09-37023	\$7,848,566.24
Warminster Campus GP, LLC	09-37027	\$62,196,541.70

Individually as Risk Participant:

<u>Debtor</u>	<u>Case No.</u>	<u>Claim Amount</u>
Erickson Retirement Communities, LLC	09-37010	\$3,590,250.00

As Successor to Provident Bank of Maryland as Lender:

<u>Debtor</u>	<u>Case No.</u>	<u>Claim Amount</u>
Erickson Retirement Communities, LLC	09-37010	\$6,219,556.15

Erickson Retirement Communities, LLC	09-37010	\$5,154,539.97
Erickson Retirement Communities, LLC	09-37010	\$4,788,176.31
Dallas Campus GP, LLC	09-37013	\$6,219,556.15
Erickson Group, LLC	09-37015	\$6,219,556.15
Erickson Group, LLC	09-37015	\$5,154,539.97
Erickson Group, LLC	09-37015	\$4,788,176.31
Erickson Construction, LLC	09-37016	\$6,219,556.15
Erickson Construction, LLC	09-37016	\$5,154,539.97
Erickson Construction, LLC	09-37016	\$4,788,176.31
Senior Campus Services, LLC	09-37017	\$6,219,556.15
Ashburn Campus, LLC	09-37018	\$5,154,539.97
Concord Campus, LP	09-37020	\$4,788,176.31
Concord Campus GP, LLC	09-37021	\$6,219,556.15
Concord Campus GP, LLC	09-37021	\$4,788,176.31
Warminster Campus GP, LLC	09-37027	\$6,219,556.15

Please also find a compact disc enclosed containing documents submitted in support of the proofs of claim by M&T in its capacity as agent (*i.e.*, the three claims set forth in the first chart above, under the heading "As Agent") in accordance with the Bankruptcy Court's Order Granting Joint Motion to Establish Protocol Under Federal Rules of Bankruptcy Procedure 3001 and 2019 for Filing Proofs of Claim, entered on February 8, 2010.

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February 24, 2010

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Thank you for your assistance in this matter. If you have any questions about or issues with return shipping, please contact me at (973)-286-5534.

Regards,



Lucas F. Hammonds

LFH
Enclosures