

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):

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

Name and address where notices should be sent:

REXFORD, DANIEL
3316 ROYAL OAK CT
ELLCOTT CITY, MD 21043

BMC GROUP

FEB 26 2010

YOUR CLAIM IS SCHEDULED AS:
Schedule/Claim ID: s2496
AMOUNT/CLASSIFICATION
\$2,867,265.00 UNSECURED
[Contingent/Unliquidated/Disputed]

Court Claim Number: (If known)

Filed on:

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

RECEIVED

Telephone number:

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.

Check this box if you are the debtor or trustee in this case.

1. Amount of Claim as of Date Case Filed: \$ 3,552,228

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.

Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B).

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).

Contributions to an employee benefit plan - 11 U.S.C. §507 (a)(5).

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.

2. Basis for Claim: Services performed

3. Last four digits of any number by which creditor identifies debtor: 0001

3a. Debtor may have scheduled account as:

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

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.

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain:

Date: 2/25/10

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.

[Handwritten signature]

FOR COURT USE ONLY

Erickson Ret. Comm. LLC



01427

Dan Rexford
Exhibit A

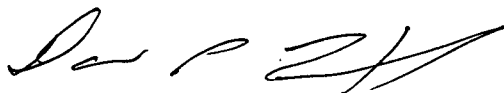
Original Grants – fixed as of May 1, 2005 with the balance accruing at 9% until fully paid. ¹	\$4,947,488.20
Retained balance (2000 units) being paid over 4 years with 2 payments remaining (anticipated to be paid May 2008 and May 2009). Balance accruing at 9% until fully paid. ¹	\$ 554,740.00
Revised plan units issued in 2005 with 2006 being the initial year of value. 500 units granted in 2005; valued after 12/31/06. This will be paid pursuant to plan provisions unless Company opts to pay sooner.	\$ 50,000.00
Other compensation accrued and payable as of February 2008	
PTO	\$ 67,244.82 (Paid)
Other	_____
TOTAL	<u>\$5,619,473.00</u>

¹ Payments due under the first two provisions will be paid simultaneously with \$2,000,000 payable May 1, 2008 and balance no later than May 1, 2009.

The attached Exhibit A is a modification to Erickson's Growth Participation Plan which was conveyed to me on April 18, 2008.

The Growth Participation Plan was initiated in 1998 to compensate employees for growing the company. It was acknowledged as part of the compensation plan.

A partial payment was received on June 4, 2008 and the balance remains due -- \$3,552,000.



Daniel P. Rexford

2/25/2010