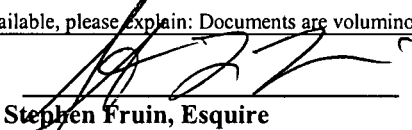



<b>UNITED STATES BANKRUPTCY COURT – NORTHERN DISTRICT OF TEXAS (DALLAS DIVISION)</b>	<b>PROOF OF CLAIM</b>
<b>Name of Debtor: Littleton Campus, LLC</b>	<b>Case Number: 09-37023</b>
<i><b>NOTE:</b> This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.</i>	
<b>Name of Creditor: (The person or other entity to whom the debtor owes money or property): Wind Crest, Inc.</b>	<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.
<b>Name and address where notices should be sent:</b> Stephen Fruin Whiteford, Taylor & Preston, LLP 7 St. Paul Street Baltimore, MD 21202 Telephone number: (410) 347-8700	<b>RECEIVED</b> <b>FEB 26 2010</b> <b>BMC GROUP</b> <b>Court Claim Number:</b> (If known) <b>Filed on:</b>
<b>Name and address where payment should be sent (if different from above):</b>   <b>Telephone number:</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 box if you are the debtor or trustee in this case.
<b>1. Amount of Claim as of Date Case Filed: \$143,922,233.98*</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 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.	<b>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.</b>  Specify the priority of the claim.
<b>2. Basis for Claim: See Summary</b>	<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)(____).
<b>3. Last four digits of any number by which creditor identifies debtor: 3662</b>  <b>3a. Debtor may have scheduled account as:</b> _____ (See instruction #3a on reverse side.)	<b>Amount entitled to priority:</b> \$ _____  <i>* 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.</i>
<b>4. Secured Claim (See instruction #4 on reverse side.)</b> Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information.  <b>Nature of property or right of setoff:</b> <input checked="" type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other <b>Describe:</b>  <b>Value of Property:</b> \$ <u>Unknown</u> <b>Annual Interest Rate</b> <u>4.4</u> % <b>Amount of arrearage and other charges as of time case filed included in secured claim, if any:</b> \$ _____ <b>Basis for perfection:</b> _____ <b>Amount of Secured Claim:</b> \$ <u>141,340,375.00*</u> <b>Amount Unsecured:</b> \$ _____	
<b>6. Credits:</b> The amount of all payments on this claim has been credited for the purpose of making this proof of claim. <b>7. Documents:</b> 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.)  <b>DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.</b> If the documents are not available, please explain: Documents are voluminous and available upon request.	
<b>Date: February 25, 2010</b>  <b>Signature:</b>  <b>Stephen Fruin, Esquire</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>  Erickson Ret. Comm. LLC  01473

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.

**\* plus all additional amounts for items including, without limitation, interest, professional fees, costs, charges, and damages as may be provided for under the contracts or agreements between the parties or under applicable law.**

## Summary of Claim

### 1. Community Loan Claim: \$141,340,375.00\*

Pursuant to a Community Loan Agreement, Wind Crest, Inc. (the "Claimant"), loaned Initial Entrance Deposits that it received, totaling \$141,340,375, to Littleton Campus, LLC. (the "Debtor"). The Community Loan Claim is secured by a lien on the Debtor's real property pursuant to a Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing. Additionally, the Claimant has offset rights against any applicable rent associated with the real property. Copies of the Community Loan Agreement and Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing are available upon request and may be obtained from the Debtors' data room.

### 2. Reimbursement for Professional Fees and Expenses Claim: \$2,536,158.98\*

Pursuant to various agreements and understandings, the Debtor is responsible for all expenses incurred by the Claimant as a result of the Debtor's restructuring, including, but not limited to, the respective professional fees which have been incurred by the Claimant as a result of said restructuring. The known professional fees are broken down as follows:

#### a. APCO Worldwide, Inc.:

Invoice Number	Dates Covered	Amount	Exhibit
347984	9/1/2009-9/30/2009	\$7,037.25*	A
349257	10/1/2009-10/18/2009	\$48,349.87*	B
Total		\$55,387.12*	

#### b. Whiteford Taylor and Preston, LLP

The Claimant has incurred fees and expenses as a result of the need to retain Whiteford Taylor and Preston, LLP ("WTP"). Unpaid fees and expenses are owed to WTP for both pre-petition and post-petition invoices, totaling no less than \$1,129,103.15\* through December 31, 2009. Fees and expenses continue to accrue subsequent to that date. Expenses may have been incurred prior to that date that have not been invoiced.. A summary of all invoices is attached at Exhibit C.

#### c. Healthcare Management Partners, LLC

The Claimant has incurred fees and expenses as a result of the need to retain HealthCare Management Partners, LLC ("HMP"). Unpaid fees are owed to HMP for both pre-petition and post-petition invoices, totaling no less than \$1,351,668.71\* through January 31, 2010 and continue to accrue subsequent to that date. A summary of all invoices is attached at Exhibit D.

### 3. Tax Claims: \$45,700\*

Pursuant to agreements and understandings, Debtor is responsible for paying certain property taxes and for reimbursing Claimant for same. The Claimant is owed \$45,700\* in reimbursement for prepayment of property taxes.

### 4. Additional Claims

In addition to the above sums, the Claimant asserts the following additional claims against the Debtor:

A. Any and all claims, rights and/or remedies the Claimant may have, including, but not limited to, claims for indemnification, contribution, rescission, breach of contract, fraud, specific performance

misrepresentation, and reimbursement and/or subrogation, fees, costs, attorneys' fees and expenses, related to or arising from transactions by or among or involving Claimant and the Debtor and/or any of its affiliates, successors, predecessors or assigns, arising as a matter of law or equity, based upon or relating to, among other things, the relationship of the Claimant (and/or any related party) and the Debtor.

**B.** Any and all claims for breach of any warranty; including but not limited to (i) breach of any warranty to complete development of the entirety or any portion of the continuing care retirement community located on land owned or leased by the Claimant; (ii) breach of any warranty relating to the construction of the continuing care retirement community located on land owned or leased by the Claimant (iii) breach of any duty of the debtor to provide an accounting to the claimant; and (iv) breach of any duty of the Debtor under the Management Agreements. By means of example and not limitation, the Claimant is aware that the Debtor has obligations to the Eagle's Trace, Inc. to, among other things, replace windows and conform with trenching requirements. The Claimant is also aware that the Debtor has obligations to Brooksby Village, Inc. related to the construction of curbs and walkways.

The type and full extent of certain claims made herein are undetermined at this time. The Claimant reserves the rights to amend any of the claims set forth herein. The Claimant also reserves the right to file or assert a claim for damages resulting from a rejection of any executory contract.

Note: Claimant reserves the right to amend and/or supplement this Proof of Claim at any time and in any manner, and to file additional proofs of claim for additional claims which may be based on the relationship described herein or the same events and circumstances described herein. In addition, the Claimant reserves the right to attach or bring forth additional documents supporting the Claim and additional documents that may become available after further investigation and discovery. The Claimant further reserves the right to amend its proof of claim to reflect ongoing post-petition professional fees and other expenses. The Claimant further reserves the right to file or assert a claim for administrative expenses, other claims entitled to priority and proofs of claim against other parties, including but not limited to affiliated debtors. To the extent that any obligation described herein arises or is deemed to arise after the conversion of such cases to chapter 7, this Proof of Claim also should be construed as a request for payment of such administrative expense(s). To the extent any unsecured claim accrued post-petition, Claimant further reserves the right to assert administrative priority for such claim. Claimant further reserves all setoff rights, including without limitation, the right to treat unsecured claims as secured. Claimant further reserves the right to file an adversary proceeding in order to protect its claim.

Note: This Proof of Claim is a protective proof of claim and is filed to protect the Claimant from potential forfeiture of any and all rights against the Debtor. The filing of this Proof of Claim shall not constitute: (a) a waiver or release of the rights of Claimant against the Debtor or any other person or property; (b) a waiver of the Claimants to contest the jurisdiction of this Court with respect to the subject matter of the Claim, any objection or other proceeding commenced with respect thereto or any other proceeding commenced in this case against or otherwise involving the Claimant; or (c) an election of remedies or choice of law.

**\* plus all additional amounts for items including, without limitation, interest, professional fees, costs, charges, and damages as may be provided for under the contracts or agreements between the parties or under applicable law.**

# **EXHIBIT A**

**APCO WORLDWIDE INC.**  
*Public Affairs and Strategic Communications*  
700 12th Street, N.W. Suite 800  
Washington, DC 20005

Whiteford, Taylor & Preston LLP  
Deborah H. Diehl  
Seven Saint Paul Street  
Baltimore, MD 21202-1636  
United States

Date: October 16, 2009  
Invoice Number: 347984  
Project: WHTTLR-104779

For Professional Services Rendered 09/01/2009 through 09/30/2009 Manager: Jarrell, Kent

Project: National Senior Campuses

	<u>Current Hours</u>	<u>Rate</u>	<u>Current Amount</u>
<b>Professional Services Rendered</b>			
Senior Vice President Jarrell, Kent	5.50	425.00	2,337.50
Senior Vice President Wentz, R.A. Pete	6.00	400.00	2,400.00
Senior Vice President Katz, Tilden	4.00	415.00	1,660.00
Subtotal: Professional Services Rendered	15.50		6,397.50
Disbursement Fee			639.75
<b>TOTAL AMOUNT DUE:</b>			<u><u>7,037.25</u></u> USD

**PAYMENT IS DUE UPON RECEIPT**  
**REMIT TO:**

WIRES-APCO Worldwide  
Citibank F.S.B, 1400 G St. Washington, DC 20005  
Account#15262731  
Swift Code CITI US 33, ABA#254070116



CHECKS-APCO Worldwide-Washington DC  
P.O. Box 9197  
Uniondale, NY 11555-9197

FEDERAL TAX IDENTIFICATION NUMBER 13-3627625

# **EXHIBIT B**

**APCO WORLDWIDE INC.**  
*Public Affairs and Strategic Communications*  
 700 12th Street, N.W. Suite 800  
 Washington, DC 20005

Whiteford, Taylor & Preston LLP  
 Deborah H. Diehl  
 Seven Saint Paul Street  
 Baltimore, MD 21202-1636  
 United States

Date: December 04, 2009  
 Invoice Number: 349257  
 Project: WHTTLR-104779

For Professional Services Rendered 10/01/2009 through 10/18/2009 Manager: Jarrell, Kent

Project: National Senior Campuses

		<u>Current Hours</u>	<u>Rate</u>	<u>Current Amount</u>
<b>Professional Services Rendered</b>				
Manager	Haaga, Blythe	45.50	250.00	11,375.00
Manager	Larson, Katharine	3.50	250.00	875.00
Senior Vice President	Jarrell, Kent	29.25	425.00	12,431.25
Senior Vice President	Wentz, R.A. Pete	35.50	400.00	14,200.00
Senior Vice President	Katz, Tilden	10.00	415.00	4,150.00
Subtotal: Professional Services Rendered		123.75		43,031.25
Disbursement Fee				4,303.12

**Out of Pocket Expenses**

Travel - Airfare				894.40
Parking				121.10
Subtotal: Out of Pocket Expenses				1,015.50

**TOTAL AMOUNT DUE: 48,349.87 USD**

**PAYMENT IS DUE UPON RECEIPT  
 REMIT TO:**

WIRES-APCO Worldwide  
 Citibank F.S.B, 1400 G St. Washington, DC 20005  
 Account#15262731  
 Swift Code CITI US 33, ABA#254070116



CHECKS-APCO Worldwide-Washington DC  
 P.O. Box 9197  
 Uniondale, NY 11555-9197

**FEDERAL TAX IDENTIFICATION NUMBER 13-3627625**

**EXHIBIT C**



Outstanding Invoices - matter #080475.00001

Type	Invoice	Date	Fees	Cost	Other	Total
BILL	6098443	8/19/2009	41,194.40	1,768.06	-	42,962.46
BILL	6100204	9/15/2009	67,097.20	2,522.14	-	69,619.34
BILL	6100857	9/25/2009	79,049.60	3,648.07	-	82,697.67
BILL	6102138	10/8/2009	105,718.40	172.80	-	105,891.20
BILL	6103009	10/15/2009	67,434.40	624.14	-	68,058.54
PAY	WIRE PNC	12/2/2009	(90,506.62)	(9,493.38)	-	(100,000.00)
BILL	6107974	12/16/2009	206,596.00	9,493.38	-	216,089.38
PAY	WIRE OAK	12/16/2009	(50,000.00)	-	-	(50,000.00)
Total	6107974	12/16/2009	66,089.38	-	-	66,089.38
BILL	6108160	11/30/2009	65,666.40	1,311.07	-	66,977.47
BILL	6108564	12/31/2009	211,822.40	7,889.77	-	219,712.17
BILL	6110291	1/28/2010	364,488.00	3,274.30	-	367,762.30
GRAND TOTAL			1,068,560.18	21,210.35	-	1,089,770.53

Outstanding Invoices - matter #080475.00025

Type	Invoice	Date	Fees	Cost	Other	Total
BILL	6097888	8/12/2009	9,928.00	10.57	-	9,938.57
BILL	6098458	8/19/2009	2,154.40	-	-	2,154.40
BILL	6100216	9/15/2009	1,429.60	258.49	-	1,688.09
BILL	6100870	9/25/2009	7,448.80	0.84	-	7,449.64
BILL	6102152	10/8/2009	7,332.80	185.12	-	7,517.92
BILL	6103025	10/15/2009	2,169.60	-	-	2,169.60
BILL	6108135	11/30/2009	2,255.20	-	-	2,255.20
BILL	6108144	11/30/2009	1,964.80	-	-	1,964.80
BILL	6108570	12/31/2009	3,457.60	-	-	3,457.60
BILL	6109759	1/19/2010	736.80	-	-	736.80
GRAND TOTAL			38,877.60	455.02	-	39,332.62

**EXHIBIT D**

<u>Invoice #</u>	<u>Date</u>	<u>Amount</u>	<u>Expenses</u>	<u>Payment/ Adjustment</u>	<u>Balance Due</u>	<u>Notes</u>
1425	5/31/2009	209,912.50	6,985.96	216,898.46	-	Pd Full
1438	6/15/2009	158,500.00	5,916.96	150,864.46	13,552.50	Pd Partial
1442	6/21/2009	90,743.75	92.17	79,217.17	11,618.75	Pd Partial
1444	6/28/2009	106,478.13	3,301.05	104,379.18	5,400.00	Pd Partial
1448	7/7/2009	50,725.00	8,618.90	59,343.90	-	Pd Full
1452	7/14/2009	53,793.75	-	53,793.75	-	Pd Full
1466	7/18/2009	48,437.50	474.46	48,911.96	-	Pd Full
1473	7/25/2009	48,431.25	4,816.04	53,247.29	-	Pd Full
1486	7/31/2009	64,893.75	4,174.91	-	69,068.66	Inv. Sent
1491	8/8/2009	59,006.25	2,454.28	-	61,460.53	Inv. Sent
1492	8/15/2009	63,406.25	616.43	-	64,022.68	Inv. Sent
1501	8/22/2009	39,881.25	2,017.45	-	41,898.70	Inv. Sent
1502	8/29/2009	25,600.00	1,367.94	-	26,967.94	Inv. Sent
1504	9/4/2009	43,375.00	-	-	43,375.00	Inv. Sent
1514	9/12/2009	49,212.50	5,972.54	-	55,185.04	Inv. Sent
1518	9/19/2009	41,193.75	811.72	42,005.47	-	Pd Full
1521	9/26/2009	46,908.75	6,612.59	-	53,521.34	Inv. Sent
1528	10/6/2009	40,265.00	908.61	41,173.61	-	Pd Full
1544	10/18/2009	71,705.00	9,123.90	-	80,828.90	Inv. Sent
Petition Date	-	-	-	-	-	n/a
1560	10/31/2009	113,675.00	3,622.79	117,297.79	-	Pd Full
1575	11/15/2009	103,293.75	1,557.01	32,702.21	72,148.55	Pd Partial
1583	11/30/2009	89,247.50	9,718.11	-	98,965.61	Inv. Sent
1602	12/15/2009	189,843.75	4,471.16	-	194,314.91	Inv. Sent
1615	12/31/2009	210,081.25	48,648.45	-	258,729.70	Inv. Sent
1620	1/15/2010	114,910.00	737.75	-	115,647.75	Inv. Sent
1628	1/31/2010	83,986.25	975.90	-	84,962.15	Inv. Sent
		<u>2,217,506.88</u>	<u>133,997.08</u>	<u>999,835.25</u>	<u>1,351,668.71</u>	

WHITEFORD, TAYLOR & PRESTON L.L.P.

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STEPHEN F. FRUIN  
DIRECT LINE (410) 347-9494  
DIRECT FAX (410) 234-2356  
sfruin@wtplaw.com

February 25, 2010

**Via Federal Express**

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

**Re: Erickson Retirement Communities, LLC.  
Chp 11 Case No. 09-37010 (SGJ)  
Jointly Administered in 09-37010 (SGJ)**

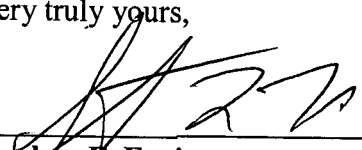
Dear Sir/Madam:

I have enclosed 37 original proofs of claim to be filed in the above-referenced case on behalf of 19 claimants.

We are also enclosing copies of each proof of claim. Kindly date-stamp the copies and return them to me in the enclosed pre-paid Federal Express envelope.

Thank you for your assistance with this matter. Please call me should you require additional information.

Very truly yours,

  
\_\_\_\_\_  
Stephen F. Fruin  
Whiteford, Taylor & Preston, LLP  
7 St. Paul Street  
Baltimore, MD 21202-1636  
410-347-9494

Enclosures

1891055