

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):

Nicole Alexander Halton

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

Name and address where notices should be sent:

20835747007971 ALEXANDER, NICOLE 2141 N PIERCE CT ARLINGTON, VA 22209

YOUR CLAIM IS SCHEDULED AS: Schedule/Claim ID: s2981 AMOUNT/CLASSIFICATION \$13,543.50 UNSECURED

Court Claim Number: 52981 (If known)

Filed on:

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

Halton, Nicole A. - see attachment Same address

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: 571-239-0317

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

1. Amount of Claim as of Date Case Filed: \$13,543.50

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: GPP/annual profit sharing (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: Real Estate Motor Vehicle 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:

RECEIVED FEB 26 2010

BMC GROUP

FOR COURT USE ONLY

Date: 2/22/10

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. Attach copy of power of attorney, if any.

Nicole A. Halton, Assistant Rehab Manager Nicole A. Halton

Erickson Ret. Comm. LLC



01500

COMMONWEALTH OF VIRGINIA

BOOK 00131 / 1029

MARRIAGE REGISTER

COPY A
FOR CLERK OF COURT

CIRCUIT COURT FOR CITY OR COUNTY OF FAIRFAX COUNTY, VIRGINIA	CLERK'S NUMBER 2008 01336
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1. FULL NAME OF GROOM GARY JOHN HALTON		3. DATE OF BIRTH (Month, Day, Year) .		4. PLACE OF BIRTH (state or foreign country) NEW YORK	
2. AGE 42 Years		6. NUMBER OF THIS MARRIAGE SECOND		7. MARITAL STATUS (if previously married) WIDOWED <input type="checkbox"/> DIVORCED <input checked="" type="checkbox"/>	
5. RACE CAUCASIAN		8. EDUCATION Elementary or Secondary (Specify only highest grade completed) 12		9a. USUAL RESIDENCE STREET ADDRESS OR RT NUMBER 2141 N PIERCE COURT	
8. EDUCATION College (1-4 or 5+) 5+		9b. CITY OR TOWN OF RESIDENCE ARLINGTON		9c. COUNTY (if independent city, leave blank) ARLINGTON	
9d. STATE (OR FOREIGN COUNTRY) VIRGINIA		10. NAME OF FATHER JOHN FRANCIS HALTON SR		11. FULL MAIDEN NAME OF MOTHER	

12. PRESENT NAME OF BRIDE NICOLE JEAN ALEXANDER		MAIDEN SURNAME (if different)			
13. AGE 37 Years		14. DATE OF BIRTH (Month, Day, Year)		15. PLACE OF BIRTH (state or foreign country) VIRGINIA	
16. RACE CAUCASIAN		17. NUMBER OF THIS MARRIAGE FIRST		18. MARITAL STATUS (if previously married) WIDOWED <input type="checkbox"/> DIVORCED <input type="checkbox"/>	
19. EDUCATION Elementary or Secondary (Specify only highest grade completed) 12		College (1-4 or 5+) 5+		20a. USUAL RESIDENCE STREET ADDRESS OR RT NUMBER 6848 HEATHERWAY COURT	
20b. CITY OR TOWN OF RESIDENCE ALEXANDRIA		20c. COUNTY (if independent city, leave blank) FAIRFAX		20d. STATE (OR FOREIGN COUNTRY) VIRGINIA	
21. NAME OF FATHER ALFRED JOSEPH ALEXANDER		22. FULL MAIDEN NAME OF MOTHER			

23. TO ANY PERSON LICENSED TO PERFORM MARRIAGES
You are hereby authorized to join the above-named persons in marriage under procedures outlined in the statutes of the Commonwealth of Virginia

MARRIAGE LICENSE

Date issued **APRIL 14, 2008**
License Expires Sixty Days After Above Date

Signature *[Signature]* Clerk of Court or Deputy
Date Received by Clerk of Court from Officiant **MAY 14 2008**

MARRIAGE CERTIFICATE

24. DATE OF MARRIAGE **5-10-08** 25. PLACE OF MARRIAGE **Fairfax County, VIRGINIA** 26. TYPE OF CEREMONY CIVIL RELIGIOUS

27. I CERTIFY THAT I JOINED THE ABOVE-NAMED PERSONS IN MARRIAGE ON THE DATE AND AT THE PLACE SPECIFIED

SIGNATURE OF OFFICIANT *Wesley E. Peyton* TITLE OF OFFICIANT **Reverend**

Authorized to perform marriages by the Circuit Court for **Fairfax** Virginia on **1983**
(city or county) (year of authorization)

NAME OF OFFICIANT (type or print) **Wesley E. Peyton**

ADDRESS OF OFFICIANT **8355 Stahlway on Annandale, VA**
(street or route number) (city or town) (state)

A COPY TESTE
JOHN T. FREY, CLERK
BY: *James D. McCray*
Deputy Clerk
Date: **6/5/2008**
Original retained in the office of
the Clerk of the Circuit Court of
Fairfax County, Virginia



001311029

Please

TO OFFICIANT

Complete and sign certificates on both copies
Return both copies within five days to Clerk of Court issuing license.

VSS-781 Section 32.1-287 Code of Virginia


Ericksen Retirement Communities, L.L.C.
Growth Participation Plan
Certificate for

100 UNITS at the strike price of \$900

In The Growth Participation Plan Of
Ericksen Retirement Communities Holdings, L.L.C.

Granted To
Ricole Alexander

This certificate represents your right to the amount of Equity Units indicated above under the Ericksen Retirement Communities Holdings, L.L.C. Growth Participation Plan (the Plan). The designated holder of these Equity Units is entitled to all the rights, opportunities, values, and benefits of future financial growth of the Company as specified in the Plan. These Equity Units are granted in consideration of the holder's future contributions to corporate strategies and the holder's productive delivery of services that form the foundation of the Company's growth. These Equity Units may be transferred and redeemed only in accordance with the Plan and are otherwise fully subject to the provisions of the Plan.


John Q. Ericksen
Chairman

Date: 12/31/2003



June 15, 2007
Nicole Alexander
GRNSP

Dear Nicole,

As you are aware, the Growth Participation Plan (GPP) has undergone significant changes over the past year. We have now completed all of the necessary updates to the Plan document and collateral materials, and we are able to provide information on your personal position in the plan.

New Plan Information:

As we announced last year, we have converted the GPP from a long-term deferred compensation plan to a more current annual profit sharing arrangement. To that end, we enclose the amended GPP Plan Document along with an overview of the changes made to the plan and your grant of units. These changes are consistent with the communication received last year.

As an existing participant in the original Plan structure, you are eligible to receive the total New Participation Unit grant associated with your position in the new Plan. The total unit grant is 100 units. This grant will be issued in four installments of 25 units each over a four year period. The installments are similar to "rolling" options, and each will have a four year growth cycle. Any value that has accumulated over the four years for the installment will be paid per the terms of the restated Plan document.

The first installment of your grant of the New Participation Units was issued in 2006 and is deemed to have increased in value \$100 per New Participation Unit. The grant issuance is evidenced by this letter. We will not be issuing separate certificates.

Original Plan Balance:

In addition to new grants under the amended plan, we are in the second year of paying out your balance accrued under the original GPP through December 31, 2005. As was discussed at the annual meeting, we are a growth company and continue to utilize our capital to start new campuses (Tall Grass Creek in Kansas City and Ashby Ponds in Virginia) in addition to supporting existing communities. We are completing the refinancing of our capital in multiple campuses and will be positioned to both fund the second installment by the end of July as well as starting our 20th community, Hickory Chase, in Ohio this fall.

Your balance in the original plan was fixed in 2006, with one quarter paid last year. The remaining balance is earning 9% and the second payment is targeted to be paid by the end of July. Your balance is \$22,630.50 and the targeted 2007 installment, plus interest, is \$ 7,543.50. If you are not yet vested, the installment will be directed to the account at PenCal. As a reminder, the original Plan vesting remains at 5 years of service.

We will update you on this schedule as we progress through the summer. Thanks for all your support and commitment.

If you have any other questions regarding the GPP, please contact your Human Resources Department.

Sincerely,

The Plan Administrators