

UNITED STATES BANKRUPTCY COURT Northern District of Texas		PROOF OF CLAIM
Name of Debtor: ASHBURN CAMPUS, LLC		Case Number: 09-37018
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): PNC Bank, National Association, Successor To Mercantile-Safe Deposit and Trust Company		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim. Court Claim Number: _____ (If known) Filed on: _____
Name and address where notices should be sent: PNC Bank, National Association, Mail Stop: C3-CA01-19-1 Two Hopkins Plaza, 19th Floor, Baltimore, MD 21201 Attn: Wendy Andrus, Vice President Telephone number: (410) 237-5923		
Name and address where payment should be sent (if different from above): PNC Bank, National Association, As Collateral And Administrative Agent Mail Stop: C3-CA01-19-1, Two Hopkins Plaza, 19th Floor, Baltimore, MD 21201 Attn: Wendy Andrus, Vice President Telephone number: (410) 237-5923		<input checked="" 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>SEE ATTACHED</u> 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.		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.
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>SEE ATTACHED</u> , Amount Unsecured: \$ _____ plus interest, late charges, fees and attorneys' fees continuing to accrue		
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.) <u>SEE ATTACHED</u> DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain:		
Date: <u>2/25/2010</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. PNC BANK, NATIONAL ASSOCIATION, SUCCESSOR TO MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY By: <u>Sean Schroeder, Assistant Vice President</u>		FOR COURT USE ONLY Erickson Ret. Comm. LLC  01545

DEPOSIT AND OTHER ACCOUNTS
Ashburn Campus, LLC (“Debtor”)

PNC Bank, National Association (“PNC”), successor to Mercantile-Bank and Trust Company filed various Proofs of Claim against the Debtor on February 24, 2010 (the “February 24, 2010 Proofs of Claim”). The February 24, 2010 Proofs of Claim are incorporated by reference as if fully set forth herein. In addition to the February 24, 2010 Proofs of Claim, PNC files this protective proof of claim with respect to all secured rights of setoff in connection with the following accounts of the Debtor:

<u>Account Party</u>	<u>PNC Account No.</u>
Ashburn Campus LLC	xxxxx9935
	xxxxx3542
	xxxxx2019

LAW OFFICES
GEBHARDT & SMITH LLP
SUITE 2200
ONE SOUTH STREET
BALTIMORE, MARYLAND 21202-3281
TELEPHONE: (410) 752-5830
FACSIMILE: (410) 385-5119

WRITER'S DIRECT DIAL NUMBER:

(410) 385-5048
Email: ltancredi@gebsmith.com

WILMINGTON OFFICE:
SUITE 451
901 MARKET STREET
WILMINGTON, DELAWARE 19801
TELEPHONE: (302) 656-9002
FACSIMILE: (302) 429-5953

February 25, 2010

VIA OVERNIGHT MAIL

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

Re: Erickson Retirement Communities, et al.

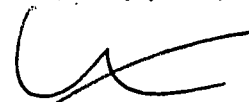
Ladies and Gentlemen:

Enclosed please find one original and one copy of a proof of claim for filing in each of the following bankruptcy cases:

Ashburn Campus, LLC	Case No. 09-37018
Concord Campus, LP	Case No. 09-37020
Erickson Construction, LLC	Case No. 09-37016
Erickson Retirement Communities, LLC	Case No. 09-37010
Houston Campus, LP	Case No. 09-37022
Kansas Campus, LLC	Case No. 09-37024
Littleton Campus, LLC	Case No. 09-37023
Novi Campus, LLC	Case No. 09-37025
Warminster Campus, LP	Case No. 09-37026

Please file the originals, date stamp the copies, and return the copies to me in the enclosed, self-addressed stamped envelope. Please do not hesitate to contact me if you should have any questions.

Very truly yours,



Lisa Bittle Tancredi

Encl.