

UNITED STATES BANKRUPTCY COURT Northern District of Texas **PROOF OF CLAIM**

Name of Debtor: **Senior Campus Services, LLC** Case Number: **09-37017**

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): **Wells Fargo Bank National Association**
 Name and address where notices should be sent:
 c/o William W. Kannel, Esq., Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.,
 One Financial Center, Boston, MA 02111
 Telephone number: **(617) 542-6000**

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

Court Claim Number: _____
 (If known)

Filed on: _____

Name and address where payment should be sent (if different from above):
**Lorna Gleason, Wells Fargo Bank, N.A., 625 Marquette Street
 MAC N9311-115, Minneapolis, MN 55479**

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: \$ **see attached**

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)().

2. Basis for Claim: **See Attached Statement**
 (See instruction #2 on reverse side.)

3. Last four digits of any number by which creditor identifies debtor: **N/A**

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: **See Attached Statement**

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: \$ _____

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.

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: **See Attached Statement**

Date: **1/24/2010** Signature: *[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.
Vice President, Wells Fargo Bank

FOR COURT USE ONLY

Erickson Ret. Comm. LLC


01579

Addendum to Proof of Claim:
Claim of Wells Fargo Bank National Association in its capacity as indenture trustee
in re Senior Campus Services, LLC
(Chapter 11 Case No. 09-37017)

Wells Fargo Bank National Association, solely in its capacity as indenture trustee (“Indenture Trustee”) for those certain \$81,945,000 Bucks County Industrial Development Authority Retirement Community Revenue Bonds (Ann’s Choice, Inc. Facility) Series 2005A and Series 2005B and, on the terms and to the extent provided the Bond Documents set forth below, for those certain holders of other Parity Obligations as that term is used in the Bond Documents, if any (collectively, the “Ann’s Choice Bonds”) submits this addendum to its proof of claim against Senior Campus Services, LLC (the “Debtor”).

Claim Description.

The claims described in this proof of claim are based on obligations reflected in a Trust Indenture dated as of December 1, 2005 (the “Bond Indenture”), and a Partnership Interests Pledge Agreement dated as of December 1, 2005 (the “Partnership Interests Pledge Agreement”) that relate to the Ann’s Choice Bonds. The claims specifically relate to a pledge by the Debtor reflected in the Partnership Interests Pledge Agreement. The Indenture Trustee believes that the partnership interests and other interests of the Debtor described in the Partnership Interests Pledge Agreement are presently held by Erickson Retirement Communities, LLC and/or Warminster Campus GP, LLC. Reference is made to the proofs of claim filed by the Indenture Trustee against Erickson Retirement Communities, LLC and Warminster Campus GP, LLC with respect to the Partnership Interests Pledge Agreement, copies of which are attached hereto.

This proof of claim is filed primarily as a precautionary matter, and to the extent the Debtor continues to hold any interests described in the Partnership Interests Pledge Agreement. To the extent the Debtor continues to hold such interests, the attached proofs of claim are

incorporated herein by this reference and the claims described therein under the Partnership Interests Pledge Agreement are asserted against the Debtor.

The Indenture Trustee additionally asserts contingent and/or unliquidated claims against the Debtor for any damages or losses that the Indenture Trustee or the Bondholders may suffer as a result of the Debtor's breach of the Partnership Interests Pledge Agreement.

Payments on Account of the Indenture Trustee's Claim.

The Indenture Trustee demands that all monies or other property payable or deliverable on account of the claims set forth in this proof of claim be delivered to it for distribution and/or payment pursuant to the terms of the Bond Documents (including, without limitation for payment of fees and expenses of the Indenture Trustee as set forth therein).

Additional Terms, Conditions.

Holders of the Ann's Choice Bonds in their individual capacities may have separate claims against the Debtor that are not included in this proof of claim and this proof of claim shall be without prejudice to such separate claims.

The Indenture Trustee expressly reserves its right to amend or supplement this proof of claim (including, but not limited to, for purposes of fixing the amount of interest or additional fees, costs, and expenses referred to herein) at any time and in any respect.

This proof of claim is made without prejudice to the filing by the Indenture Trustee of additional proofs of claim with respect to any other indebtedness or liability of the Debtor to the Indenture Trustee, including, but not limited to any claim arising from any judgment entered in connection with the Bond Documents. The Indenture Trustee also expressly reserves all claims it holds against parties other than the Debtor. The Trustee reserves all rights as to the nature, characterization and substance of the Bond Documents.

By executing and filing this proof of claim, the Indenture Trustee does not waive any right to any security or any other right or rights with respect to the claim it has or may have against the Debtor or any other person or persons. The filing of this proof of claim is not intended and should not be construed to be an election of remedies or waiver of any past, present or future defaults or events of default under the Bond Documents.

The Indenture Trustee submits itself to the jurisdiction of the United States District Court for the Northern District of Texas and, to the extent the United States Bankruptcy Court for the Northern District of Texas may constitutionally exercise the powers of the District Court, to the Bankruptcy Court solely for the purpose of the resolution of the claims set forth herein. The Indenture Trustee objects to the exercise of jurisdiction by the District Court or the Bankruptcy Court over the Indenture Trustee or over any cases or controversies concerning the Indenture Trustee for any other purpose. The Indenture Trustee hereby demands trial by jury on all issues so triable.

ACTIVE 4842551v.1

UNITED STATES BANKRUPTCY COURT

Northern District of Texas

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):
Wells Fargo Bank National Association

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

Name and address where notices should be sent:
c/o William W. Kannel, Esq., Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.,
One Financial Center, Boston, MA 02111

Court Claim Number: _____
(If known)

Telephone number:
(617) 542-6000

RECEIVED

Filed on: _____

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

FEB 27 2010

Lorna Gleason, Wells Fargo Bank, N.A., 625 Marquette Street
MAC N9311-115, Minneapolis, MN 55479

BMC GROUP

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: \$ not less than \$158,576,039.80

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.

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.

Specify the priority of the claim.

2. Basis for Claim: See Attached Statement
(See instruction #2 on reverse side.)

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

3. Last four digits of any number by which creditor identifies debtor: N/A

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).

3a. Debtor may have scheduled account as: _____
(See instruction #3a on reverse side.)

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

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.

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).

Nature of property or right of setoff: Real Estate Motor Vehicle Other
Describe: See Attached Statement

Taxes or penalties owed to governmental units - 11 U.S.C. §507 (a)(8).

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: \$ _____

Other - Specify applicable paragraph of 11 U.S.C. §507 (a)(____).

Amount entitled to priority:

\$ _____

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: See Attached Statement

*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.

Date: 2/27/2010

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.

[Signature], Vice President, Wells Fargo Bank

FOR COURT USE ONLY

MINTZ LEVIN

Ian A. Hammel | 617 348 1724 | iahammel@mintz.com

One Financial Center
Boston, MA 02111
617-542-6000
617-542-2241 fax
www.mintz.com

February 26, 2010

VIA OVERNIGHT MAIL

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

Re: Proofs of Claim for various debtors in jointly administered chapter 11 cases
Erickson Retirement Communities, LLC, et al
Chapter 11 Case No. 09-37010

Dear Claims Agent:

Enclosed for filing in the referenced proceedings are 12 separate proofs of claim. Each claim is filed on behalf of one of the following creditors:

- Wells Fargo Bank National Association as successor indenture trustee for the \$81,945,000 Bucks County Industrial Development Authority Retirement Community Revenue Bonds (Ann's Choice, Inc. Facility) Series 2005A, Series 2005B-1, and Series 2005B-2;
- Wells Fargo Bank National Association as successor indenture trustee for the \$156,365,000 Massachusetts Development Finance Agency Revenue Bonds (Linden Ponds, Inc. Facility) Series 2007A, Series 2007B and Series 2007C;
- Wells Fargo Bank National Association as successor indenture trustee for the \$178,745,000 Illinois Finance Authority Revenue Bonds (Monarch Landing, Inc. Facility) Series 2007A and Series 2007B;
- Wells Fargo Bank National Association as indenture trustee for the \$25,760,000 Hickory Chase Community Authority Infrastructure Improvement Revenue Bonds, Series 2008; and/or
- U.S. Bank National Association as successor indenture trustee for the \$137,145,000 Illinois Finance Authority Revenue Bonds (Sedgebrook, Inc. Facility) Series 2007A and Series 2007B.

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

BOSTON | WASHINGTON | NEW YORK | STAMFORD | LOS ANGELES | PALO ALTO | SAN DIEGO | LONDON

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

Letter to Claims Agent Regarding Claims.


February 26, 2010

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Please see that with respect to each claim, it is reflected in the claims register for the associated Chapter 11 case reflected on the face page of that claim.

Thank you for your attention to these matters.

Very truly yours,



Ian A. Hammel

IAH:jb1
Enclosure