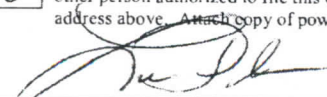



B 10 (Official Form 10) (12/08)

UNITED STATES BANKRUPTCY COURT Northern District of Texas (Dallas Division)		PROOF OF CLAIM
Name of Debtor: Erickson Retirement Communities, LLC and Kansas Campus, LLC		Case Number: 09-37010 09-37024
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):		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.
Name and address where notices should be sent: c/o Scott J. Goldstein, Esq., Spencer Fane Britt & Browne, LLP 1000 Walnut Street, Suite 1400, Kansas City, Missouri 64106 Telephone number: (816) 474-8100		Court Claim Number: _____ (If known) Filed on: _____
Name and address where payment should be sent (if different from above): Lorna Gleason, Wells Fargo CMES Special Accounts Group 625 Marquette Ave., 11th Floor Minneapolis, MN 55479 Telephone number: (612) 667-9036		<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 this box if you are the debtor or trustee in this case.
1. Amount of Claim as of Date Case Filed: \$ _____ 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 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.
2. Basis for Claim: <u>See Attached Statement</u> (See instruction #2 on reverse side.)		<input type="checkbox"/> 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: _____ 3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)		<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).
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 type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input checked="" type="checkbox"/> 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: \$ _____		<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).
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: _____		<input checked="" type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. §507 (a)(____). Amount entitled to priority: \$ _____ <small>*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.</small>
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.  Vice President Wells Fargo Bank		FOR COURT USE ONLY Erickson Ret. Comm. LLC  01633

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.

B 10 (Official Form 10) (12/08) – Cont.

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, there may be exceptions to these general rules.

Items to be completed in Proof of Claim form**Court, Name of Debtor, and Case Number:**

Fill in the federal judicial district where the bankruptcy case was filed (for example, Central District of California), the bankruptcy debtor's name, and the bankruptcy case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is located at the top of the notice.

Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the Bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if the trustee or another party in interest files an objection to your claim.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

3a. Debtor May Have Scheduled Account As:

Use this space to report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

4. Secured Claim:

Check the appropriate box and provide the requested information if the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See DEFINITIONS, below.) State the type and the value of property that secures the claim, attach copies of lien documentation, and state annual interest rate and the amount past due on the claim as of the date of the bankruptcy filing.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. §507(a).

If any portion of your claim falls in one or more of the listed categories, check the appropriate box(es) and state the amount entitled to priority. (See DEFINITIONS, below.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

6. Credits:

An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

7. Documents:

Attach to this proof of claim form redacted copies documenting the existence of the debt and of any lien securing the debt. You may also attach a summary. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary. FRBP 3001(c) and (d). If the claim is based on the delivery of health care goods or services, see instruction 2. Do not send original documents, as attachments may be destroyed after scanning.

Date and Signature:

The person filing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2), authorizes courts to establish local rules specifying what constitutes a signature. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. Attach a complete copy of any power of attorney. Criminal penalties apply for making a false statement on a proof of claim.

DEFINITIONS**Debtor**

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

Creditor

A creditor is a person, corporation, or other entity owed a debt by the debtor that arose on or before the date of the bankruptcy filing. See 11 U.S.C. §101 (10)

Claim

A claim is the creditor's right to receive payment on a debt owed by the debtor that arose on the date of the bankruptcy filing. See 11 U.S.C. §101 (5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the clerk of the same bankruptcy court in which the bankruptcy case was filed.

Secured Claim Under 11 U.S.C. §506(a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car.

A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. §507(a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor should redact and use only the last four digits of any social-security, individual's tax-identification, or financial-account number, all but the initials of a minor's name and only the year of any person's date of birth.

Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

INFORMATION**Acknowledgment of Filing of Claim**

To receive acknowledgment of your filing, you may either enclose a stamped self-addressed envelope and a copy of this proof of claim or you may access the court's PACER system (www.pacer.psc.uscourts.gov) for a small fee to view your filed proof of claim.

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*), and any applicable orders of the bankruptcy court.

Mail original proof of claim form and copies of supporting documentation to:

If by regular mail:

BMC Group Inc
Attn: Erickson Retirement Communities, LLC
Claims Processing
PO Box 3020
Chanhassen, MN 55317-3020

If by messenger or overnight delivery:

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

Debtors

Erickson Retirement Communities, LLC
Ashburn Campus, LLC
Columbus Campus, LLC
Concord Campus GP, LLC
Concord Campus, LP
Dallas Campus GP, LLC
Dallas Campus, LP
Erickson Construction, LLC
Erickson Group, LLC
Houston Campus, LP
Kansas Campus, LLC
Littleton Campus, LLC
Novi Campus, LLC
Senior Campus Services, LLC
Warminster Campus GP, LLC
Warminster Campus, LP

Case Number

09-37010
09-37018
09-37019
09-27021
09-37020
09-37013
09-37012
09-37016
09-37015
09-37022
09-37024
09-37023
09-37025
09-37017
09-37027
09-37026

Once filed, a "**Filed**" stamped copy of the proof of claim will be returned to the claimant within three (3) business days of docketing **If** the claimant encloses a stamped, self-addressed envelope with a copy of the proof of claim.

Addendum to Proof of Claim:
Claim of Wells Fargo Bank National Association in its capacity as indenture trustee
in In re Erickson Retirement Communities, LLC (Case No. 09-37010) and
Kansas Campus, LLC (Case No. 09-37024)

Wells Fargo Bank National Association solely in its capacity as successor indenture trustee (“Indenture Trustee”) for those certain \$15,000,000 The City of Overland Park, Kansas Transportation Development District Special Assessment Bonds, Series 2006 (Tallgrass Creek Project) (“Kansas Bonds”) submits this addendum to its proof of claim against Erickson Retirement Communities, LLC and Kansas Campus, LLC (“Debtors”). As of the date the Debtors’ Chapter 11 cases were filed, the claims described herein (“Indenture Trustee Claims”) totaled not less than \$15,050,700.83.

Documents Supporting the Indenture Trustee’s Claim.

The documents supporting the Indenture Trustee Claims are too voluminous to attach to the Indenture Trustee’s proof of claim. The Indenture Trustee believes Debtors have a full set of the documents relating to these claims and, upon written request to counsel to the Indenture Trustee at the address included in this claim, the Indenture Trustee will make available copies of supporting documents. In accordance with that certain “Order Granting Joint Motion to Establish Protocol Under Federal Rules of Bankruptcy Procedure 3001 and 2019 for Filing Proofs of Claim” entered in the Debtors bankruptcy case as docket no. 797, the Indenture Trustee has also submitted relevant documents to the claims agent described in that order. The documents submitted to the claims agent are collectively referred to herein as the “Bond Documents.”

Amount and Priority of the Indenture Trustee’s Claim.

Debtors commenced their Chapter 11 Bankruptcy Cases on October 19, 2009 (the “Petition Date”). The liquidated amounts of the Indenture Trustee Claims as of the Petition Date total

\$15,050,700.83, comprised of principal in the amount of \$14,950,000 and accrued and unpaid interest in the amount of \$100,700.83.

In addition to these amounts, the Indenture Trustee Claims include costs of collection accrued as of the Petition Date, including, but not limited to, fees and expenses, including attorneys' fees, all as more fully set forth and described in the Bond Documents.

The Indenture Trustee additionally asserts contingent and/or unliquidated claims against the Debtors arising under the Bond Documents, including but not limited to damages or losses that the Indenture Trustee or the Bondholders may suffer as a result of the Debtors' breach of the Bond Documents, including any breach of indemnity obligations in the Bond Documents, and any claims and remedies that may exist against the Debtors related to the issuance of the Kansas Bonds.

The Indenture Trustee asserts the right to recover post-petition amounts due pursuant to, inter alia, Bankruptcy Code Section 503, ongoing costs of collection (including attorney's fees), principal, interest, premium, fees, costs and charges, which amounts may be unliquidated in whole or in part and continue to accrue, and the right to assert any additional claims including unsecured claims, administrative expense claims, priority and/or super-priority claims pursuant to, inter alia, Bankruptcy Code §§ 365, 507(a)(2) and 503(b)(3) and 503(b)(5).

Security for the Indenture Trustee's Claim.

The Debtors' obligation to make the Special Assessment Payments are absolute and unconditional and the Special Assessment is deemed a lien encumbering and running with the real property which is part of the Project (as defined in the Trust Indenture), which lien has the same rights associated with it as real estate taxes and the same priority in accordance with Kansas law. In addition, the Indenture Trustee Claims are secured, inter alia, to the extent of all funds held pursuant to the Bond Documents (the "Funds"). Nothing herein should be construed as an admission that the Funds are property of the Debtor's estate. The Indenture Trustee Claims are also secured by the

Debtors' obligation to remit Special Assessment Payments as described in the Bond Documents. The Indenture Trustee Claim is additionally secured, among other things, by (i) setoff rights, all of which the Indenture Trustee expressly reserves; (ii) any and all liens provided by state and local law relating to the Debtors' real property tax obligations; and (iii) the obligations owed under the Bond Documents. Without waiving the Indenture Trustee's rights under Bankruptcy Code § 1111(b)(2), the claims asserted in this claim are secured to the extent of the value of this security and unsecured for any deficiency.

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 pursuant to the terms of the Bond Documents.

Additional Terms, Conditions.

Holders of the Kansas Bonds in their individual capacities may have separate claims against the Debtors 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 Debtors. 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 Debtors 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.

Northern District of Texas Claims Register

[09-37010-sgj11 Erickson Retirement Communities, LLC](#)

Judge: Stacey G. Jernigan

Chapter: 11

Office: Dallas

Last Date to file claims: 02/28/2010

Trustee:

Last Date to file (Govt):

<i>Creditor:</i> (13036748) Wells Fargo Bank National Association	Claim No: 44 <i>Original Filed</i> Date: 02/28/2010 <i>Original Entered</i> Date: 02/28/2010	<i>Status:</i> <i>Filed by:</i> CR <i>Entered by:</i> Epps, Lisa <i>Modified:</i>
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Secured claimed: \$15050700.83

Total claimed: \$15050700.83

History:

[Details](#) [44-1](#) 02/28/2010 Claim #44 filed by Wells Fargo Bank National Association, total amount claimed: \$15050700.83 (Epps, Lisa)

Description: (44-1) Filed as Successor Indenture Trustee for The City of Overland Park, Kansas Transportation Development District Special Assessment Bonds Series 2006 (Tallgrass Creek Project)

Remarks:

Claims Register Summary

Case Name: Erickson Retirement Communities, LLC

Case Number: 09-37010-sgj11

Chapter: 11

Date Filed: 10/19/2009

Total Number Of Claims: 1

	Total Amount Claimed	Total Amount Allowed
Unsecured		
Secured	\$15050700.83	
Priority		
Unknown		
Administrative		
Total	\$15050700.83	\$0.00