

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):

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

Name and address where notices should be sent:

20835747008221
MILES, CHRISTINE
32 LINDEN STREET
ARDEN, NC 28704

YOUR CLAIM IS SCHEDULED AS:
Schedule/Claim ID: s3238
AMOUNT/CLASSIFICATION
\$6,000.00 UNSECURED

Court Claim Number: (If known)

Filed on:

FILED FEB 16 2010

TAWANA C. MARSHALL, CLERK
U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS

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

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: 828-676-0889

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

1. Amount of Claim as of Date Case Filed: \$ 6,000

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.

2. Basis for Claim: employee benefit (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: TAX ID 3375

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

RECEIVED

Describe: Value of Property: \$ Annual Interest Rate %

MAR 02 2010

Amount of arrearage and other charges as of time case filed included in secured claim

BMC GROUP

if any: \$ Basis for perfection:

Amount of Secured Claim: \$ Amount Unsecured: \$

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.

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

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.)

Amount entitled to priority:

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

\$

If the documents are not available, please explain:

*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: 2/7/10

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.

FOR COURT USE ONLY

Christine J. Miles

Erickson Ret. Comm. LLC



01742



June 15, 2007
Christine J Miles
GRNSP

Dear Christine,

Over the past year, the Growth Participation Plan (GPP) has undergone significant changes. Undoubtedly, you have heard about the Plan and wonder how it affects you. 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.

Due to your hire or promotion in 2005, you became eligible to receive the total New Participation Unit grant associated with your position. 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.

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

Sincerely,

The Plan Administrators

Christine Miles

From: Jaimie Levine
Sent: Tuesday, April 15, 2008 4:50 PM
To: Christine Miles
Subject: FW: Christine Miles

Here you go! ☺ I didn't forget about you, I am just a little slow...☺

From: Mary Ann Lambrechts
Sent: Tuesday, April 15, 2008 4:17 PM
To: Jaimie Levine
Subject: RE: Christine Miles

Hi Jaimie-
I hope you are also doing well on this sunny day!

Most of my work is with the "new" GPP but I do have information on the "old GPP" .

Christine is not listed as being eligible to receive grants under the old plan. Since she was promoted in 2005, she first became eligible for her first GPP grant in 2006. (25 units) That grant will mature in 2010 and be eligible to be paid out at that time. She must continue full time employment in a GPP eligible position to receive the full 2010 maturity price. Christine is also listed as receiving 25 units in 2007.

As of last year, the units granted in 2006 were announced to be worth \$100 per share. (25 x 100 = \$2500) The units Christine received in 2007 will not have a value until it is announced this year. An updated value for the 2006 shares will also be announced at that time.

The "new" GPP has a vesting requirement of 4 years and all FT service counts toward vesting. That means that Christine will be vested (assuming she has been full time since date of hire) in Sept of this year. Even though she will be vested, however, the 2006 units she was granted will not mature and be paid out until 2010 since they are under the new plan.

Please let me know if I've caused more harm than good with this explanation! I'll be happy to answer any follow up questions you or Christine may have.

Thanks, Mary Ann



August, 2008

Christine Miles
109 E Uhler Ave
Alexandria, VA 22301-1335

Re: Erickson Growth Participation Plan

We are pleased to provide this informational packet summarizing your units held in the Erickson GPP as of August 2008. The information below summarizes units granted to you since 2006. Units being granted in 2008 have been pro-rated for those who became newly eligible or received an increased Unit Level during 2007. Updated values are announced annually to those who remain eligible participants.

Please retain this statement with your important personal documents as a record of your account.

2008 GPP Statement

Units Granted In	Total Unit Level	Annual Unit Grant	Grant Value	Current Value	Estimated to Mature and be paid in
2006	100	25	\$170	\$4,250.00	2010
2007	100	25	\$ 70	\$1,750.00	2011
2008	100	25	\$ 0	\$0.00	2012
Total				\$6,000.00	

Please note that participants in the GPP prior to 12/31/2005 will receive the final annual payment in 2009. Future GPP informational events will be held later this year. In the meantime, if you have any questions about your GPP account, please contact Mary Ann Lambrechts, 443-883-4829 (600-4829) or at maryann.lambrechts@erickson.com.

Introduction

The Erickson Retirement Communities Growth Participation Plan (GPP) is a long-term incentive for key full-time employees. The plan value is driven by Erickson's growth and performance. As part of your total rewards package, the GPP is designed to pay competitively, drive enterprise value, and allows you to share in the company's success.

Who is eligible?

All full time employees grade 29 (or equivalent) and above are eligible to participate in the plan.

How does the plan work?

- **Total Unit Levels** (the total number of units granted during a 4 year cycle) are determined by your position, status, and grade as of December 31st of each year. Eligible participants will be granted one quarter of their Total Unit Level annually beginning the following year. For example, an employee at the Total Unit Level of 100 will receive a ¼ grant equaling 25 units each year.
- Those who were newly hired, or promoted to a new **Total Unit Level**, will receive a prorated unit amount in the following year's grant.

- With continued full-time employment and Erickson success, value of your units will increase until the **Maturity Date**, 4 years from date of grant.

- In the year of maturity, participants who have 4 years of vesting service will receive a pay out. For instance, 2009 unit grants will mature and be paid out to vested participants in 2013.

- The payout amount will be the updated **Unit Value** multiplied by the number of matured units.

- Assuming continued eligibility, in every year that you receive a payout, you will receive a new **Annual Unit Grant** (1/4 of Total Unit Level).

How is the unit value determined each year?

- Each year the plan is valued based upon:
- Erickson's growth and performance against goals;
 - The increase, if any, in the appraised value of Erickson;
 - The available cash from Operations
- External market conditions also influence the value of the plan.

The chart below demonstrates the "life cycle" of annual unit grants. In this example, the unit value increases each year. The fourth anniversary year of a grant is an important one. In that year, those Matured Units begin to be paid out. **MD** new units are granted. The following is intended only as an example. The Annual Unit Grant used in this example is 25 units (a total unit level of 100 units).

Year	2006	2007	2008	2009	2010	2011
2006 Unit Grant	25 units granted—no value yet	2006 Grant Value increases to \$100/unit	2006 Grant Value increases to \$170/unit	2006 Grant Value increases to \$270/unit	2006 grant value increases to \$400/unit. Units are matured & paid out as GPP compensation \$10,000 (\$400 x 25)	
2007 Unit Grant		25 additional units granted—no value yet	2007 Grant Value increases to \$170/unit	2007 Grant Value increases to \$270/unit	2007 Grant Value increases to \$300/unit	2007 Grant Value increases to \$400/unit. Units are matured & paid out as GPP compensation \$10,000 (\$400 x 25)
2008 Unit Grant			25 additional units are granted for 2008—no value yet	2008 Grant Value increases to \$100/unit	2008 Grant Value increases to \$230/unit	2008 Grant Value increases to \$330/unit
2009 Unit Grant				25 additional units are granted for 2009—no value yet	2009 Grant Value increases to \$130/unit	2009 unit value increases to \$230/unit
2010 Unit Grant					25 additional units are granted for 2010—no value yet	2010 Grant Value increases to \$100/unit
2011 Unit Grant						25 additional units are granted for 2011—no value yet

continued from previous page

The **Annual Unit Grants** continue as long as you are eligible. For example, if your position warrants a **Total Unit Level** of 100 units over a 4 year period, you will receive a 25 unit grant each year, assuming your status remains constant. If your position warrants a **Total Unit Level** of 200 units, you will receive a 50 unit grant each year. Please note that grants are pro-rated in first year of eligibility in any given level.

GPP Definitions

Annual Unit Grant—Equal to 1/4 of Total Unit Level.

Eligible GPP Participant—All full time employees grade 29 (or equivalent) and above are eligible to participate in the plan. An employee becomes an actual Participant when he or she has received an Annual Unit Grant.

Grant Value—Current unit value for a Annual Unit Grant times the number of units in that grant. Grant value is updated annually as each year's **Unit Value** is determined.

Maturity Date—Four years from the date of an Annual Unit Grant.

Matured Units—Annual Grant Units that have reached their maturity date.

Pro-rated grant—An Annual Unit Grant that is based upon partial year eligibility. Those hired or newly promoted to an eligible position for plan participation receive a pro-rated number of units in their first grant.

Example: Participant is newly hired or promoted to a new level eligible for the plan on 11/1/2007. This would qualify the Participant to receive an annual unit grant in 2008. In this example he/she would be eligible for total Unit Level of 100 over a 4 year period.
Pro-rated grant issued in June 2008 would be calculated as follows:
100 divided by 4 years = 25 units
25 units times 25% (one quarter of 2007) is equal to an initial grant of 6.25 units.

Termination (from plan)—The end of full time employment with Erickson, or when in a position or grade not eligible for continued plan participation.

Total Unit Level—The total number of units granted during a 4 year cycle



are determined by your position, status, and grade as of December 31st of each year. Eligible participants will be granted one quarter of their units annually beginning the following year. For example, an employee at the Total Unit Level of 100 will receive a 1/4 Annual Unit Grant equaling 25 units each year.

Unit Value—A valuation of the performance indicators and external market conditions as determined annually per the terms of the Plan Document. (See

“How is the Unit Valuation Determined?” on page 1 and the life cycle of a unit chart on page 2.)

Vesting—A total of four years of full time employment is required to be eligible to receive any GPP payout. The four years may be non-consecutive full time employment.

ERICKSON



Frequently Asked Questions:

Are all employees eligible for the Growth Participation Plan (GPP)?

The GPP was initiated to promote the long term growth and profitability of Erickson by offering performance-based incentive compensation to key full-time employees. Full time employees grade 29 (or equivalent) and above are eligible to participate in the plan. An employee becomes a Participant when he or she has received an annual unit grant.

I was hired or promoted to a GPP eligible position on February 6, 2007. Why didn't I receive units when they were granted in August of 2007?

Employment status as of December 31

of any year determines plan eligibility and Total Unit Level for the following year. Grants awarded in the first annual unit grant are pro-rated based upon

quarter hired or promoted as per the following schedule: January-March- 100% of annual unit grant, April-June 75%, July-September 50%, October-December 25%

I was hired as a full-time employee on January 5, 2004 and was promoted to a GPP-eligible position in July 2005. When do I become vested in my units?

All full time employment counts as vesting service, including full time service prior to your plan participation. Assuming continual full-time employment,

Frequently Asked Questions cont.

Will I become vested 4 years from your date of hire, or in this example on January 5, 2008. Even though you have vested, units will not be paid out until the maturity date of any annual unit grant.

What happens to my units if I move to a part-time position or, non GPP eligible position?

All unvested units will be forfeited. Vested units will no longer increase in value as of your employment change and will be paid out a per the plan document.

What happens to my vested units if I end my Erickson employment?

Vested units that mature after employment ends do not increase in value will be paid out per the plan document. Unvested units will be forfeited.

I was in the GPP Plan prior to January 1, 2006. What happened to those units?

Units issued prior to 2006 are being retired and paid out in four annual installments beginning in May 2006 and ending in 2009. Please contact Mary Ann Lambrechts (600-4829) with questions regarding payouts of your retired units or your Pen Cal account.

Can a unit value change by less than \$100 in a year?

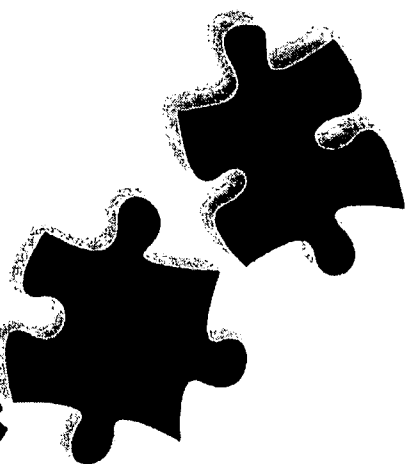
Yes, it is possible that the unit value would increase by less than \$100 based upon the outcome of the annual valuation process. Actual payment of GPP is not guaranteed. The Administrators have the authority to modify, extend or terminate the plan at any time, per the terms of the Plan Document. Please see "How the Value is Determined" in this brochure.

Are GPP pay outs taxable income? Are they 401(k) or 403(b) eligible?

Yes, GPP payments are taxable income. GPP payments to active employees are 401(k) and 403(b) eligible and contributions will be deducted for those enrolled in these plans. Contributions are eligible for employer match per the plan guidelines.

When will I receive information on my account?

A personalized account summary will be sent to you annually.

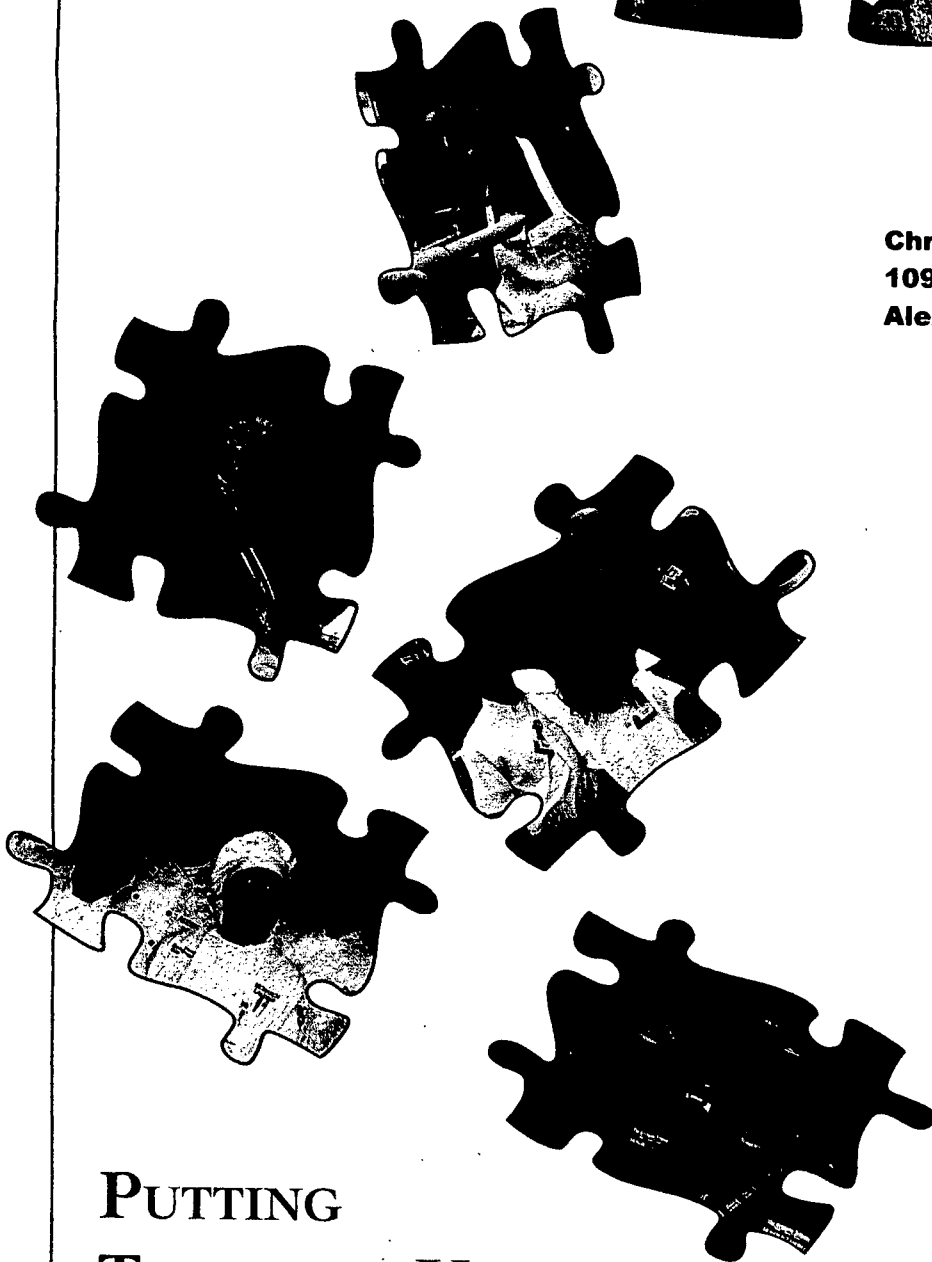


2008
Personal
Total Rewards
Statement



Company: GSV

Christine Miles
109 E. Uhler Ave.
Alexandria, VA 22301



PUTTING
TOGETHER YOUR
TOTAL REWARDS PUZZLE



Retirement Benefits

401(k) Plan

Through the 401(k) Plan, you and Erickson work as partners to help build your financial security for retirement;

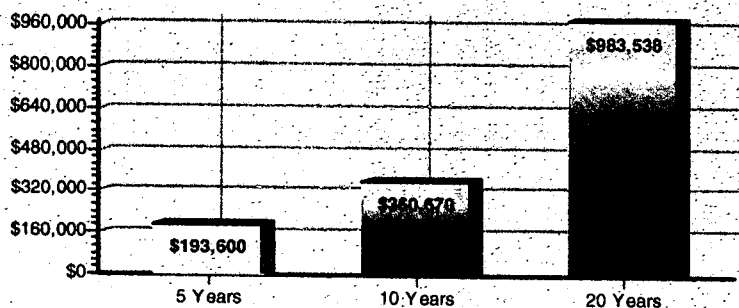
- Through your pre-tax contributions
- After one year of service (minimum 1000 hours worked), through Erickson's dollar-for-dollar matching contribution (up to 5% of your compensation)*
- Through the investment growth of your total account

*As of 8/1/08 you were contributing 25% of your salary and your total account balance was \$74,481.**

**You are always 100% vested in your contributions. Please refer to the Plan document for vesting schedule on company matching contributions.*

The Future Value of Your 403(b) Account

The chart below shows the potential value of your account in the years ahead if you continue to contribute at your current rate. These estimates are based on 3% annual salary increase and 7% annual investment return. These estimates and account values are not guaranteed.



Social Security

Social Security is intended to replace between 20% to 40% of your final year's pay at retirement. You and Erickson share equally in the cost of Social Security taxes. In 2008, you and Erickson will each pay an estimated \$5,695 to the Social Security Administration.

Every year, the Social Security Administration sends a Social Security Statement to workers and former workers aged 25 and older. It includes a summary of the estimated benefits you and your family may receive as a result of your earnings. The statement gives you the opportunity to see if your account has been properly credited each year.

The Social Security Administration may be reached at 800-772-1213.

Additional Benefits

Growth Participation Plan

As a key employee you are eligible to participate in the Growth Participation Plan (GPP). The GPP is a long term incentive plan that has been established to allow you to share in the success of the company. When considering your total cash compensation, remember to include the value of your units in the GPP plan. Detailed GPP statements are issued annually.

The accumulated value of your new GPP unit grant(s) is \$6,000. You are fully vested in the new GPP after four years of full time service.

Education Assistance

After 3 months of service, Erickson will reimburse you up to \$4,500 per year for eligible educational expenses (tuition, registration and fees) for full time employees and up to \$3,000 per year for part time employees working 30 or more hours a week. You may request payment be made in advance.

Employee Help Line

The Help Line provides you and your family with private short term and confidential counseling. Help is also available for personal concerns such as family or marital issues, parenting issues, life changes, conflict resolution, drug and/or alcohol abuse, emotional or behavioral difficulties, child care referrals, legal and financial issues and many other topics. Phone consultations are available 24 hours a day, 7 days a week. Call (888) 300-0431 or visit the web site at www.lifebalance.net (our company ID is *erc* and our password is *2760*) for details. Erickson will have no knowledge of your use of the Help Line.

Other Benefits

- Adoption assistance
- Emergency transportation
- Discounts on baby products
- Transit passes*
- Emergency assistance loans
- Child care discount program
- Employee meal discount
- Savings bond program
- Wellness fund

*This benefit may not be available at each Erickson location.