

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): W. SCOTT HAYWARD

FILED

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

Name and address where notices should be sent: 20835749008579 HAYWARD, W SCOTT 5 ELM ST HARVARD, MA 01451

MAR 2 2010 TAWANA C. MARSHALL, CLERK U.S. BANKRUPTCY COURT NORTHERN DISTRICT OF TEXAS

Court Claim Number: (If known)

Filed on:

Name and address where payment should be sent (if different from above): same as 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: 978-808-3651

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

1. Amount of Claim as of Date Case Filed: \$ 639,412.63

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. see Exhibit A & Proof of claim dated 12/21/09

Specify the priority of the claim.

2. Basis for Claim: see Exhibit A (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: unknown

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: 52501 (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.

Nature of property or right of setoff: Real Estate Motor Vehicle Other

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: \$

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).

6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.

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

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.)

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

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

If the documents are not available, please explain:

All other applicable sections under 507. Amount entitled to priority: \$ 639,412.63

*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: 2/27/09

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

Erickson Ret. Comm. LLC



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Exhibit "A"

Erickson Retirement Communities, LLC ("Debtor") employed W. Scott Hayward ("Hayward"). As a part of its compensation package, Debtor paid its employees deferred compensation and other monies through one or more employee plans including, without limitation, the incentive compensation included within the growth participation plan, as amended. As stated in the Proof of Claim dated 12/21/09, Debtor owed Hayward \$639,412.63 in deferred compensation and/or other monies pursuant to the employee plans. Hayward hereby asserts a priority claim in the amount of \$639,412.63 under the employee plans.

Hayward submits this amended Proof of Claim to change its priority status.