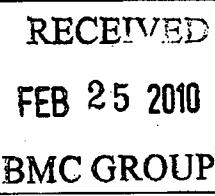
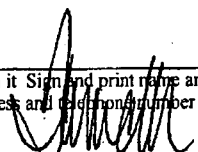


UNITED STATES BANKRUPTCY COURT Northern District of Texas		PROOF OF CLAIM
Name of Debtor: Erickson Retirement Communities, LLC		Case Number: 09-37010-sgj11
<i>NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.</i>		
Name of Creditor (the person or other entity to whom the debtor owes money or property): City of Overland Park, Kansas		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.
Name and address where notices should be sent: Bruce A. Wilson Kutak Rock LLP 1650 Farnam Street Omaha, Nebraska 68102 Email: bruce.wilson@kutakrock.com Telephone number: 402-346-6000		Court Claim Number: _____ (If known) Filed on: _____
<div style="text-align: center;">  </div> Tammy Owens 8500 Santa Fe Drive Overland Park, KS 66221 Email: Tammy.Owens@opkansas.org Telephone Number: 913-895-6080		
Name and address where payment should be sent (if different from above): Tammy Owens City of Overland Park 8500 Santa Fe Drive Overland Park, KS 66221		<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
Telephone number: Same as above.		<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: \$See Exhibit A 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 checked="" 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)(____)
2. Basis for Claim: See instruction #2 on reverse side. See Exhibit 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>
3. Last four digits of any number by which creditor identifies debtor: _____ 3a. Debtor may have scheduled account as: Bond, Real Estate Taxes (Amendment to Schedule F) (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 type="checkbox"/> Other Describe: Secured claim to extent of collateral value. Unsecured Priority claim [11 U.S.C. 507(a)(8)] to extent of any shortfall in collateral value. Value of Property: \$ _____ Annual Interest Rate _____ % Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$See Exhibit A Basis for perfection: See Exhibit A. Amount of Secured Claim: \$ See Exhibit A Amount Unsecured: \$ _____		
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 definition of "redacted" on reverse side) See Exhibit A DO NOT SEND ORIGINAL DOCUMENTS ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING If the documents are not available, please explain:		
Date: February 24, 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. <div style="text-align: center;">  Tammy Owens, Senior Assistant City Attorney </div>	FOR COURT USE ONLY

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



In re Erickson Retirement Communities, LLC
Case No. 09-37010-sgj11

Exhibit A
to
Proof of Claim of
City of Overland Park, Kansas

Claims set forth in this proof of claim against the Debtor arise from or relate to (i) real property owned by Kansas Campus, LLC, an affiliate of the Debtor, described as property no. NP18660000 0001, Tallgrass Creek, 13750 and 13800 Metcalf Avenue, Overland Park, Kansas, and related property in the transportation development district or districts relating to the Bonds defined below (the "Property"), (ii) certain unpaid real estate taxes and special assessments relating to the Property, certain or all of which may be owed to the City of Overland Park, Kansas as Claimant, and (iii) \$14,950,000 City of Overland Park, Kansas Transportation Development District Special Assessment Bonds, Series 2006 (Tallgrass Creek Project) (the "Bonds"). The special assessments relating to the Property provide the source of payment on the Bonds. Copies of documents supporting and otherwise relating to the claim are too voluminous to attach and are known to or in the possession of the Debtor.

The total amount of claims has not been determined with specificity at this time. Additionally, Claimant may hold contingent and/or unliquidated claims under Kansas law and documents relating to the Bonds.

Without limiting the foregoing, the Debtor or its affiliated debtor Kansas Campus, LLC, owes the following delinquent real estate taxes and special assessments relating to the Property and the Bonds for the tax year 2009 in an aggregate amount not less than \$1,729,323.11 which have not been paid by the Debtor. The Debtor or its affiliated debtor Kansas Campus, LLC, also owes interest on such real estate taxes and special assessments at the rate of 8% per annum and late penalties. See K.S.A. 2008 Supp. 79-2004. The foregoing real estate taxes and special assessments, interest and penalties are fully secured by the Property pursuant to K.S.A. 79-1804. This lien is prior to any other lien or encumbrance on the Property and the proceeds thereof.

This proof of claim also includes any other pre-petition claim owed by the Debtor, directly or indirectly, relating to the Bonds and the related bond documents or the Property, whether now known or hereafter discovered. These claims include, but may not be limited to, any prepetition amounts owed by the Debtor under the documents relating to the Bonds, including a Tax Regulatory Agreement dated as of December 1, 2006 by and among the Claimant, Kansas Campus, LLC and Tallgrass Creek, Inc., and an Agreement for Administrative Services dated December 12, 2006 by and among the Claimant, the Debtor and MuniCap, Inc.

In addition to the claims set forth herein, to the extent not already covered by and not inconsistent with this proof of claim, Claimant also asserts those claims as may be set forth on Debtor's schedules that are applicable to Claimant. This proof of claim shall not constitute a waiver of any rights of Claimant, including Claimant's right to sell, or cause the sale of, the Property to satisfy real estate taxes and special assessments. Claimant reserves the right to amend, modify or supplement this proof of claim.

This proof of claim may relate to a separate proof of claim filed by the Johnson County Treasurer, Johnson County, Kansas, or the indenture trustee of the above-referenced Bonds, if any, relating to the Bonds, the Property or the related real estate taxes and special assessments, interest and penalties described herein. This proof of claim also relates to a similar proof of claim filed by the Claimant in the bankruptcy case of Kansas Campus, LLC, case no. 09-37024.