

UNITED STATES BANKRUPTCY COURT, NORTHERN DISTRICT OF TEXAS, DALLAS DIVISION

AMENDED PROOF OF CLAIM

Name of Debtor: Ashburn Campus, LLC

Case Number: 09-37018

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): Fidelity & Deposit Company of Maryland

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

Name and address where notices should be sent:

Robert P. Franke, Esq.
Strasburger & Price, LLP
901 Main Street, Suite 4400
Dallas, Texas 75202
Telephone number: (214) 651-2099

Court Claim Number: 1429
(If known)

Filed on: February 26, 2010

RECEIVED
APR 14 2010

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

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: \$ unliquidated

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 government units - 11 U.S.C. §507 (a)(8).

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

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.

2. Basis for Claim: See attached summary (See instruction #2 on reverse side.)

3. Last four digits of any number by which creditor identifies debtor: _____

3a. Debtor may have scheduled account as: _____ (See instruction #3 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:

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

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

if any: \$ _____ Basis for perfection: _____

Amount of Secured Claim: \$ _____ 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 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:

Date: 04/13/10

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.

Robert P. Franke, Attorney for Fidelity & Deposit Company of Maryland

FOR COURT USE ONLY

Erickson Ret. Comm. LLC



01825

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.

Claim Summary for Ashburn

Fidelity & Deposit Company of Maryland ("F&D"), at the request of Ashburn Campus, LLC ("Debtor") and Erickson Retirement Communities, LLC issued certain commercial, subdivision and payment and performance bonds naming the Debtor as principal on the projects identified in the attached as Exhibit A ("Bonds").

Although no claims are presently pending on the Bonds issued by F&D, F&D remains exposed to claims, additional losses and costs and expenses as a result of the issuance of the Bonds. As reflected on Exhibit A, F&D is exposed to claims in excess of \$11,800,000 plus costs and expenses which F&D may incur or sustain as a result of having furnished the Bonds to the Debtor.

F&D reserves the right to amend the Proof of Claim to reflect any specific claims made against the Bonds as well as to claim damages as a result of the disposition of the Bonds under the provisions of the Debtor's proposed plan of reorganization.

EXHIBIT A

Line Sheet
 ST00077772 - Erickson Retirement Communities (Commercial)
 Distributor: RIGGS COUNSELMAN MICHAELS & DOWNES INC

Bond Data as of 12/31/2009

| <u>Open Bonds</u> Principal Name | <u>Original</u> Inception Date | <u>Effective</u> Date | <u>Expiration</u> Date | <u>Type Of Bond</u> | <u>Bond Description</u> | <u>Primary Obligor</u> | <u>Bond Number</u> | <u>Company</u> | <u>Premium</u> | <u>Bond Penalty</u> | <u>Cancellation</u> Date |
|-------------------------------------|-----------------------------------|--------------------------|---------------------------|--|--|--|--------------------|----------------|----------------|---------------------|-----------------------------|
| CONCORD CAMPUS L.P. | 05/11/2009 | 05/11/2009 | 05/11/2010 | NON-CONSTRUC TION CONTRACT PERF | CONCORD TOWNSHIP SEWER AUTHORI | CONCORD TOWNSHIP SEWER AUTHORI | LPMB8953970 00 | F&D | 994 | 66,257 | |
| CONCORD CAMPUS, L.P. | 04/22/2009 | 04/22/2009 | 04/22/2010 | NON-CONSTRUC TION CONTRACT PERF | CONCORD TOWNSHIP SEWER AUTHORI | CONCORD TOWNSHIP SEWER AUTHORI | LPMB8953978 00 | F&D | 1,193 | 79,553 | |
| ERICKSON RETIREMENT COMMUNITIE | 04/04/2009 | 04/04/2009 | 04/04/2010 | PATIENT TRUST FUND BONDS | COMMONWEAL TH OF MASSACHUSET TS | COMMONWEAL TH OF MASSACHUSET TS | LPMT7519608 04 | F&D | 150 | 10,000 | |
| SEDGEBROOK, INC. (ERICKSON RET | 02/03/2009 | 02/03/2009 | 02/03/2010 | PATIENT TRUST FUND BONDS | RESIDENTS OF THE RENAISSANCE G | RESIDENTS OF THE RENAISSANCE G | LPMB8953988 00 | F&D | 100 | 5,000 | |
| LINDEN PONDS, INC. | 01/29/2009 | 01/29/2010 | 01/29/2011 | NURSING HOME PATIENT TRUST FUN | COMMONWEAL TH OF MASSACHUSET TS | COMMONWEAL TH OF MASSACHUSET TS | LPMB8953984 01 | F&D | 0 | 10,000 | |
| ASHBY PONDS, INC. | 01/28/2009 | 01/28/2010 | 01/28/2011 | RETAIL AND PROFESSIONAL - MEDI | VIRGINIA DEPARTMENT OF HEALTH | VIRGINIA DEPARTMENT OF HEALTH | LPMB8953983 01 | F&D | 0 | 50,000 | |
| ERICKSON RETIREMENT COMMUNITIE | 08/16/2008 | 08/16/2009 | 08/16/2010 | FINANCIAL GUARANTEE - UTILITY | VIRGINIA ELECTRIC AND POWER CO | VIRGINIA ELECTRIC AND POWER CO | LPMB8920428 01 | F&D | 3,552 | 236,804 | |
| ERICKSON RETIREMENT COMMUNITIE | 03/27/2008 | 08/27/2009 | 03/27/2010 | NON-CONSTRUC TION CONTRACT PERF | LOUDOUN COUNTY, VIRGINIA | LOUDOUN COUNTY, VIRGINIA | LPMT7599103 02 | F&D | 55,845 | 7,506,000 | |
| ERICKSON RETIREMENT COMMUNITIE | 03/27/2008 | 08/27/2009 | 03/27/2010 | NON-CONSTRUC TION CONTRACT PERF | LOUDOUN COUNTY, VIRGINIA | LOUDOUN COUNTY, VIRGINIA | LPMT7599108 02 | F&D | 908 | 122,000 | |
| WESTMINSTER CAMPUS, LLC | 01/15/2008 | 01/15/2010 | 01/15/2011 | NON-CONSTRUC TION CONTRACT PERF | CITY OF WESTMINSTER COLORADO | CITY OF WESTMINSTER COLORADO | LPMT7597373 01 | F&D | 0 | 5,894 | |

Line Sheet
 ST00077772 - Erickson Retirement Communities (Commercial)
 Distributor: RIGGS COUNSELLMAN MICHAELS & DOWNES INC

Bond Data as of 12/31/2009

| Principal Name | Original Inception Date | Effective Date | Expiration Date | Type Of Bond | Bond Description | Primary Obligor | Bond Number | Company | Premium | Bond Penalty | Cancellation Date |
|--------------------------------|-------------------------|----------------|-----------------|--------------------------------|---------------------------------|---------------------------------|-------------------|---------|---------|--------------|-------------------|
| ERICKSON RETIREMENT COMMUNITIE | 09/20/2007 | 09/20/2009 | 09/20/2010 | TRANSPORTING LOADS OF EXCESSIV | ILLINOIS DEPARTMENT OF TRANSPOR | ILLINOIS DEPARTMENT OF TRANSPOR | LPMB893829 02 F&D | | 1,125 | 75,000 | |
| ASHBURN CAMPUS, LLC | 09/19/2007 | 09/19/2009 | 09/19/2010 | NON-CONSTRU CTION CONTRACT | VIRGINIA DEPARTMENT OF TRANSPOR | VIRGINIA DEPARTMENT OF TRANSPOR | LPMB893828 03 F&D | | 4,200 | 280,000 | |
| RIDERWOOD VILLAGE, INC. | 08/07/2007 | 10/01/2008 | 09/30/2009 | WORKERS COMP. - SELF INSURERS | STATE OF MARYLAND, DEPT. OF LA | STATE OF MARYLAND, DEPT. OF LA | LPMT593746 01 F&D | | 6,656 | 443,714 | |
| ASHBURN CAMPUS, LLC | 07/25/2007 | 07/25/2009 | 07/25/2011 | NON-CONSTRU CTION CONTRACT | LOUDOUN COUNTY, VA | LOUDOUN COUNTY, VA | LPMT593417 01 F&D | | 2,048 | 136,500 | |
| ASHBURN CAMPUS, LLC | 07/18/2007 | 07/18/2009 | 07/18/2011 | NON-CONSTRU CTION CONTRACT | LOUDOUN COUNTY SANITATION AUTH | LOUDOUN COUNTY SANITATION AUTH | LPMT593263 01 F&D | | 5,237 | 349,100 | |
| ASHBURN CAMPUS, LLC | 08/18/2007 | 08/18/2009 | 08/18/2011 | NON-CONSTRU CTION CONTRACT | LOUDOUN COUNTY, VA | LOUDOUN COUNTY, VA | LPMT592417 01 F&D | | 3,594 | 239,600 | |
| ERICKSON RETIREMENT COMMUNITIE | 05/17/2007 | 05/17/2009 | 05/17/2011 | NON-CONSTRU CTION CONTRACT | LOUDOUN COUNTY SANITATION AUTH | LOUDOUN COUNTY SANITATION AUTH | LPMT591570 01 F&D | | 23,540 | 1,569,329 | |
| ERICKSON RETIREMENT COMMUNITIE | 05/14/2007 | 05/14/2009 | 05/14/2011 | NON-CONSTRU CTION CONTRACT | LOUDOUN COUNTY, VIRGINIA - DEP | LOUDOUN COUNTY, VIRGINIA - DEP | LPMT591463 02 F&D | | 22,140 | 1,476,000 | |
| ERICKSON RETIREMENT COMMUNITIE | 05/11/2007 | 05/11/2009 | 05/11/2011 | NON-CONSTRU CTION CONTRACT | LOUDOUN COUNTY SANITATION AUTH | LOUDOUN COUNTY SANITATION AUTH | LPMT591450 01 F&D | | 2,505 | 167,000 | |
| CHARLESTOWN COMMUNITY, INC. | 04/25/2007 | 04/25/2009 | 04/25/2010 | MOTOR VEHICLE - ALL OTHER | MARYLAND MOTOR VEHICLE ADMINIS | MARYLAND MOTOR VEHICLE ADMINIS | LPMT590988 02 F&D | | 100 | 1,000 | |

Line Sheet
 ST00077772 - Erickson Retirement Communities (Commercial)
 Distributor: RIGGS COUNSELLMAN MICHAELS & DOWNES INC

Bond Data as of 12/31/2009

| <u>Bond</u> <u>Principal Name</u> | <u>Original</u> <u>Inception Date</u> | <u>Effective</u> <u>Date</u> | <u>Expiration</u> <u>Date</u> | <u>Type Of</u> <u>Bond</u> | <u>Bond</u> <u>Description</u> | <u>Primary</u> <u>Obligor</u> | <u>Bond</u> <u>Number</u> | <u>Company</u> | <u>Premium</u> | <u>Bond</u> <u>Penalty</u> | <u>Cancellation</u> <u>Date</u> |
|--------------------------------------|--|---------------------------------|----------------------------------|--|--|----------------------------------|------------------------------|----------------|----------------|-------------------------------|------------------------------------|
| CEGDAR CREST VILLAGE, INC. | 04/13/2007 | 04/13/2009 | 04/13/2010 | PATIENT TRUST FUND BONDS | STATE OF NEW JERSEY | LPM7519917 05 | F&D | | 150 | 10,000 | |
| ANN'S CHOICE, INC. | 04/10/2007 | 04/10/2009 | 04/10/2010 | PATIENT TRUST FUND BONDS | STATE OF PENNSYLVANIA | LPM7590543 02 | F&D | | 75 | 5,000 | |
| THE TALON BAR COMPANY (ERICKSO | 02/08/2007 | 01/01/2010 | 12/31/2010 | TAX - ALCOHOLLIQUO R - ALL OTH | STATE OF TEXAS | LPM8940576 05 | F&D | | 0 | 7,500 | |
| ERICKSON RETIREMENT COMMUNITTE | 08/08/2008 | 08/08/2008 | 08/08/2010 | FINANCIAL GUARANTEE - UTILITY | RELIANT ENERGY | LPM7582581 01 | F&D | | 1,925 | 73,300 | |
| ERICKSON RETIREMENT COMMUNITTE | 09/16/2005 | 09/16/2005 | 09/16/2008 | FINANCIAL GUARANTEE - TRADITIO | COMMONWEAL TH EDISON | LPM8483011 01 | ZA | | 0 | 0 | |
| ERICKSON RETIREMENT COMMUNITTE | 09/16/2004 | 09/16/2009 | 09/16/2010 | FINANCIAL GUARANTEE - TRADITIO | COMMONWEAL TH EDISON | LPM8782011 05 | F&D | | 2,421 | 161,380 | |
| ERICKSON RETIREMENT COMMUNITTE | 07/29/2004 | 07/29/2009 | 07/29/2010 | PATIENT TRUST FUND BONDS | COMMONWEAL TH OF VIRGINIA | LPM8752334 05 | F&D | | 150 | 10,000 | |
| Total Commercial Bonds: 27 | | | | | | | | | | | |
| | | | | | | | | | 138,608 | 13,095,931 | |
| TINTON FALLS CAMPUS, LLC | 10/25/2007 | 10/25/2007 | 10/25/2009 | NON-CONSTRU CTION CONTRACT PERF | BOROUGH OF TINTON FALLS | LPM7595658 00 | F&D | | 78,401 | 5,226,738 | 10/25/2009 |
| ANN'S CHOICE, INC. | 10/01/2007 | 04/01/2008 | 10/01/2008 | ESGROW DEPOSIT BONDS | PENNSYLVANI A DEPARTMENT OF INS | LPM7595190 01 | F&D | | 103,091 | 13,718,000 | 10/01/2008 |
| FOX RUN VILLAGE, INC. | 08/25/2007 | 08/25/2007 | 10/25/2007 | TAX - ALCOHOLLIQUO R - RETAILE | MICHIGAN LIQUOR CONTROL BOARD | LPM7583989 00 | F&D | | 100 | 1,000 | 10/25/2007 |
| ANN'S CHOICE, INC. | 08/01/2007 | 08/01/2007 | 12/01/2007 | ESGROW DEPOSIT BONDS | COMMONWEAL TH OF PENNSYLVANI A | LPM8893810 00 | F&D | | 47,790 | 11,295,417 | 09/12/2007 |

Confidential

Line Sheet
 ST00077772 - Erickson Retirement Communities (Commercial)
 Distributor: RIGGS COUNSELMAN MICHAELS & DOWNES INC

Bond Data as of 12/31/2009

| Classed Bonds Principal Name | Original Inception Date | Effective Date | Expiration Date | Type Of Bond | Bond Description | Primary Obligor | Bond Number | Company | Premium | Bond Penalty | Cancellation Date |
|-----------------------------------|----------------------------|-------------------|--------------------|--|--|--|---------------|---------|---------|--------------|----------------------|
| ERICKSON CONSTRUCTION LLC | 12/21/2006 | 12/21/2006 | 12/21/2007 | DISCHARGE MECHANICS LIEN - FIX | TD INDUSTRIES MANAGEMENT, LLC | CITY OF OVERLAND PARK | CG88840582 00 | F&D | 1,628 | 108,516 | 12/21/2007 |
| KANSAS CAMPUS, LLC | 12/04/2006 | 12/04/2006 | 12/04/2008 | NON-CONSTRU CTION CONTRACT | PERFORMANCE BOND INCR BP TO \$2,085,634 W/AP \$3,062 | CITY OF OVERLAND PARK | LPM7587388 03 | F&D | 31,284 | 2,085,634 | 09/08/2008 |
| HIGHLAND SPRINGS, INC. | 09/01/2008 | 09/01/2008 | 09/01/2009 | NON-CONSTRU CTION CONTRACT PERF | TEXAS DEPARTMENT OF INSURANCE | TEXAS DEPARTMENT OF INSURANCE | LPM7584628 02 | F&D | 27,866 | 1,857,750 | 09/01/2009 |
| EAGLES TRACE, INC. | 09/10/2005 | 09/10/2008 | 09/10/2009 | NON-CONSTRU CTION CONTRACT PERF | TEXAS DEPARTMENT OF INSURANCE | TEXAS DEPARTMENT OF INSURANCE | LPM8808479 03 | F&D | 35,501 | 2,386,710 | 09/10/2009 |
| HENRY FORD VILLAGE, INC | 04/05/2005 | 01/01/2009 | 12/31/2009 | WORKERS COMP - SELF INSURERS | STATE OF MICHIGAN DEPARTMENT OF INSURANCE | STATE OF MICHIGAN DEPARTMENT OF INSURANCE | LPM8808438 04 | F&D | 7,500 | 500,000 | 12/31/2009 |
| ERICKSON RETIREMENT COMMUNITTE | 11/29/2004 | 01/01/2009 | 12/31/2009 | WORKERS COMP - SELF INSURERS | STATE OF MICHIGAN DEPARTMENT OF INSURANCE | STATE OF MICHIGAN DEPARTMENT OF INSURANCE | LPM8782072 03 | F&D | 5,448 | 207,552 | 12/31/2009 |
| Total Commercial Bonds: 10 | | | | | | | | | 338,609 | 37,367,317 | |

Line Sheet

ST00077772 - Eickeson Retirement Communities (Contract)
 Distributor: RIGGS COUNSELLMAN MICHAELS & DOWNES INC
 Bonds with an Effective Date on or after: <ALL>

Bond Data as of 12/31/2009

| Principal Name | Original Inception Date | Effective Date | Expiration Date | Job Description | Primary Obligor | Bond Number | Company | Premium | Contract Price | Revised Contract Price | Cancellation Date |
|--------------------|-------------------------|----------------|-----------------|-----------------|-----------------------|---------------|---------|---------|----------------|------------------------|-------------------|
| KANSAS CAMPUS, LLC | 12/04/2008 | 12/04/2008 | 12/04/2010 | | CITY OF OVERLAND PARK | MNTT587368 00 | F&D | 15,842 | 1,881,487 | 1,881,487 | |
| | | | | | | | | 15,842 | 1,881,487 | 1,881,487 | |



April 13, 2010

ROBERT P. FRANKE
214.651.2099
Direct Fax: 214.659.4057
robert.franke@strasburger.com

VIA FEDERAL EXPRESS

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

RE: In re: Ashburn Campus, LLC, Case No. 09-37018, In the United States
Bankruptcy Court for the Northern District of Texas, Dallas Division

Dear Claims Agent:

Enclosed for filing in the above-referenced matter, please find the original and two (2) copies of Fidelity & Deposit Company of Maryland's Amended Proof of Claim. I have also enclosed a self-addressed, stamped envelope for your use in returning a file-stamped copy to my office.

If you have any questions, please do not hesitate to call.

Sincerely,

A handwritten signature in black ink, appearing to read 'RPF', with a long horizontal flourish extending to the right.

Robert P. Franke

RPF:ma
Enclosures