

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF DALLAS**

In re **Naperville Campus, LLC**,
Debtor

Case No. **10-34177-11**

Chapter **11**

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts from all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	AMOUNTS SCHEDULED		
			ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	\$17,500,000.00		
B - Personal Property	Yes	10	\$10,369,498.37		
C - Property Claimed As Exempt	Yes	1			
D - Creditors Holding Secured Claims	Yes	2		\$180,318,240.81 UNKNOWN	
E - Creditors Holding Unsecured Priority Claims	Yes	3		\$834,659.14	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	3		\$15,404,298.93	
G - Executory Contracts and Unexpired Leases	Yes	4			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No				N/A
J - Current Expenditures of Individual Debtor(s)	No				N/A
Total Number of Sheets In ALL Schedules		25			
Total Assets			\$27,869,498.37		
			Total Liabilities	\$196,557,198.88 PLUS UNKNOWN	

In re **Naperville Campus, LLC**
 Debtor

Case No. **10-34177-11**
 (If known)

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a co-tenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, or both own the property by placing an 'H', 'W', 'J', or 'C' in the column labeled 'Husband, Wife, Joint or Community.' If the debtor holds no interest in real property, write 'None' under 'Description and Location of Property.'

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G- Executory Contracts and Unexpired Leases.

If any entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write 'None' in the column labeled 'Amount of Secured Claim.'

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	AMOUNT OF SECURED CLAIM	
		CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION		
Land and Buildings of Naperville property located at 2255 Erickson Drive, Naperville, IL 60563	Owner		\$17,500,000.00	N/A

Sheet no. 1 of 1 sheets attached to Schedule of Real Property

(Use only on the last page of the completed Schedule A)

\$17,500,000.00

(Report total also on Summary of Schedules)

*Value based on Senior Care Development's stalking horse offer, which includes the assumption of STD/TIFF bonds

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "X" in the appropriate position in the column labeled "None". If additional space is needed in any category attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, or both own the property by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community". If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

TYPE OF PROPERTY	NONE	HUSBAND, WIFE, JOINT OR COMMUNITY
		CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
01 CASH ON HAND.	<input checked="" type="checkbox"/>	
02 CHECKING, SAVINGS OR OTHER FINANCIAL ACCOUNTS, CERTIFICATES OF DEPOSIT, OR SHARES IN BANKS, SAVINGS AND LOAN, THRIFT, BUILDING AND LOAN, AND HOMESTEAD ASSOCIATIONS, OR CREDIT UNIONS, BROKERAGE HOUSES, OR COOPERATIVES.	<input type="checkbox"/> SEE RIDER B2	\$1,714,526.85
03 SECURITY DEPOSITS WITH PUBLIC UTILITIES, TELEPHONE COMPANIES, LANDLORDS, AND OTHERS.	<input type="checkbox"/> SEE RIDER B3	\$274,392.71
04 HOUSEHOLD GOODS AND FURNISHINGS, INCLUDING AUDIO, VIDEO, AND COMPUTER EQUIPMENT.	<input checked="" type="checkbox"/>	

In re **Naperville Campus, LLC**
Debtor

Case No. **10-34177-11**
(If known)

**SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)**

TYPE OF PROPERTY	NONE DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
05 BOOKS, PICTURES AND OTHER ART OBJECTS, ANTIQUES, STAMP, COIN, RECORD, TAPE, COMPACT DISC, AND OTHER COLLECTIONS OR COLLECTIBLES.	<input checked="" type="checkbox"/>	
06 WEARING APPAREL.	<input checked="" type="checkbox"/>	
07 FURS AND JEWELRY.	<input checked="" type="checkbox"/>	
08 FIREARMS AND SPORTS, PHOTOGRAPHIC, AND OTHER HOBBY EQUIPMENT.	<input checked="" type="checkbox"/>	
09 INTERESTS IN INSURANCE POLICIES. NAME INSURANCE COMPANY OF EACH POLICY AND ITEMIZE SURRENDER OR REFUND VALUE OF EACH.	<input checked="" type="checkbox"/>	
10 ANNUITIES. ITEMIZE AND NAME EACH INSURER.	<input checked="" type="checkbox"/>	
11 INTERESTS IN AN EDUCATION IRA AS DEFINED IN 26 U.S.C. § 530(B)(1) OR UNDER A QUALIFIED STATE TUITION PLAN AS DEFINED IN 26 U.S.C. § 529(B)(1). GIVE PARTICULARS. (FILE SEPARATELY THE RECORD(S) OF ANY SUCH INTEREST(S). 11 U.S.C. § 521(C).)	<input checked="" type="checkbox"/>	

In re **Naperville Campus, LLC**
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Case No. **10-34177-11**
(If known)

**SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)**

TYPE OF PROPERTY	NONE DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
12 INTERESTS IN IRA, ERISA, KEOGH, OR OTHER PENSION OR PROFIT SHARING PLANS. ITEMIZE.	<input checked="" type="checkbox"/>	
13 STOCK AND INTERESTS IN INCORPORATED BUSINESSES. ITEMIZE.	<input checked="" type="checkbox"/>	
14 INTERESTS IN PARTNERSHIPS OR JOINT VENTURES. ITEMIZE.	<input checked="" type="checkbox"/>	
15 GOVERNMENT AND CORPORATE BONDS AND OTHER NEGOTIABLE AND NON-NEGOTIABLE INSTRUMENTS.	<input checked="" type="checkbox"/>	
16 ACCOUNTS RECEIVABLE.	<input type="checkbox"/> SEE RIDER B16	\$7,500,047.77
17 ALIMONY, MAINTENANCE, SUPPORT, AND PROPERTY SETTLEMENTS TO WHICH THE DEBTOR IS OR MAY BE ENTITLED. GIVE PARTICULARS.	<input checked="" type="checkbox"/>	
18 OTHER LIQUIDATED DEBTS OWING DEBTOR INCLUDE TAX REFUNDS. GIVE PARTICULARS.	<input checked="" type="checkbox"/>	

In re **Naperville Campus, LLC**
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Case No. **10-34177-11**
(If known)

**SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)**

TYPE OF PROPERTY	NONE DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
19 EQUITABLE OR FUTURE INTERESTS, LIFE ESTATES, AND RIGHTS OR POWERS EXERCISABLE FOR THE BENEFIT OF THE DEBTOR OTHER THAN THOSE LISTED IN SCHEDULE OF REAL PROPERTY.	<input checked="" type="checkbox"/>	
20 CONTINGENT AND NON-CONTINGENT INTERESTS IN ESTATE OF A DECEDENT, DEATH BENEFIT PLAN, LIFE INSURANCE POLICY, OR TRUST.	<input checked="" type="checkbox"/>	
21 OTHER CONTINGENT AND UNLIQUIDATED CLAIMS OF EVERY NATURE, INCLUDING TAX REFUNDS, COUNTERCLAIMS OF THE DEBTOR, AND RIGHTS TO SETOFF CLAIMS. GIVE ESTIMATED VALUE OF EACH.	<input checked="" type="checkbox"/>	
22 PATENTS, COPYRIGHTS, AND OTHER INTELLECTUAL PROPERTY. GIVE PARTICULARS.	<input checked="" type="checkbox"/>	
23 LICENSES, FRANCHISES, AND OTHER GENERAL INTANGIBLES. GIVE PARTICULARS.	<input checked="" type="checkbox"/>	

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Case No. **10-34177-11**
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**SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)**

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY
			CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
24 CUSTOMER LISTS OR OTHER COMPILATIONS CONTAINING PERSONALLY IDENTIFIABLE INFORMATION (AS DEFINED IN 11 U.S.C. § 101(41A)) PROVIDED TO THE DEBTOR BY INDIVIDUALS IN CONNECTION WITH OBTAINING A PRODUCT OR SERVICE FROM THE DEBTOR PRIMARILY FOR PERSONAL, FAMILY, OR HOUSEHOLD PURPOSES.	<input checked="" type="checkbox"/>		
25 AUTOMOBILES, TRUCKS, TRAILERS, AND OTHER VEHICLES AND ACCESSORIES.	<input checked="" type="checkbox"/>		
26 BOATS, MOTORS, AND ACCESSORIES.	<input checked="" type="checkbox"/>		
27 AIRCRAFT AND ACCESSORIES.	<input checked="" type="checkbox"/>		
28 OFFICE EQUIPMENT, FURNISHINGS, AND SUPPLIES.	<input type="checkbox"/>	SEE RIDER B28 NET BOOK VALUE	\$778,755.52
29 MACHINERY, FIXTURES, EQUIPMENT AND SUPPLIES USED IN BUSINESS.	<input type="checkbox"/>	COMPUTER SOFTWARE (BOOK VALUE)	\$101,775.52
30 INVENTORY.	<input checked="" type="checkbox"/>		
31 ANIMALS.	<input checked="" type="checkbox"/>		

In re **Naperville Campus, LLC**
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Case No. **10-34177-11**
(If known)

**SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)**

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
32 CROPS - GROWING OR HARVESTED. GIVE PARTICULARS.	<input checked="" type="checkbox"/>		
33 FARMING EQUIPMENT AND IMPLEMENTS.	<input checked="" type="checkbox"/>		
34 FARM SUPPLIES, CHEMICALS, AND FEED.	<input checked="" type="checkbox"/>		
35 OTHER PERSONAL PROPERTY OF ANY KIND NOT ALREADY LISTED. ITEMIZE.	<input checked="" type="checkbox"/>		

Sheet no. 6 of 6 sheets attached to Schedule of Personal Property

(Use only on the last page of the completed Schedule B)

\$10,369,498.37

(Report total also on Summary of Schedules)

SCHEDULE B - PERSONAL PROPERTY

Rider B.2 - Bank Accounts

BANK	BALANCE
PNC - operating	\$ 333,518.27
Trustee Funds (Fifth Third Bank) - Bond Financing Reserve	56,766.31
Trustee Funds (US Bank) : The County of Dupage	3,577.88
Trustee Funds (US Bank) : The County of Dupage - Debt Service	19,481.12
Trustee Funds (US Bank) : The County of Dupage - Expense Fund	15,105.50
Trustee Funds (US Bank) : The County of Dupage - Reserve Fund	1,286,077.77
	<u>\$ 1,714,526.85</u>

() Accounts related to the TIFF / STD Bond financing are in the name of the County of Dupage and located at Fifth Third Bank & US Bank for the trustee*

SCHEDULE B - PERSONAL PROPERTY
Rider B.3 - Security Deposits

ASSET CATEGORY	LOCATION AND DESCRIPTION	AMOUNT
	Letter of Credit - City of Warrenville	\$74,081.00
	Deposit - City of Naperville	\$56,701.63
	Deposit - City of Naperville	\$143,610.08
		<u><u>\$274,392.71</u></u>

SCHEDULE B - PERSONAL PROPERTY
Rider B.16 - Accounts Receivable

ASSET CATEGORY	DESCRIPTION	VALUE*
	Monarch Landing - working capital loan	\$ 7,158,871.62
	Monarch Landing - working capital interest	341,176.15
	Total	<u>\$ 7,500,047.77</u>

SCHEDULE B - PERSONAL PROPERTY
RIDER B. 28 - OFFICE EQUIPMENT, FURNISHING AND SUPPLIES

Asset Category	Detail Reference	Cost	Accumulated Depreciation	Net Book Value
Furniture	Furniture	\$145,672.88	\$107,585.40	\$38,087.48
Equipment	Equipment	\$1,495,049.54	\$754,381.50	\$740,668.04
Total Furniture & Fixtures		\$1,640,722.42	\$861,966.90	\$778,755.52

In re **Naperville Campus, LLC**
Debtor

Case No. **10-34177-11**
(If known)

SCHEDULE C - PROPERTY CLAIMED AS EXEMPT

Debtor claims the exemptions to which debtor is entitled under:
(Check one box)

- 11 U.S.C. 522(b)(2)
- 11 U.S.C. 522(b)(3)
- Check if debtor claims a homestead exemption that exceeds \$146,450.

DESCRIPTION OF PROPERTY	SPECIFY LAW PROVIDING EACH EXEMPTION	VALUE OF CLAIMED EXEMPTION	CURRENT VALUE OF PROPERTY WITHOUT DEDUCTING EXEMPTION
Not Applicable	Not Applicable		

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests. List creditors in alphabetical order to the extent practicable. If a minor child is the creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", including the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND ACCOUNT NUMBER (See instructions Above)	CODEBTOR		CONTINGENT			UNSECURED PORTION, IF ANY	
	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	UNLIQUIDATED				
			DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL			
Vendor No: s175 DUPAGE COUNTY (BOND) 421 N COUNTY FARM ROAD WHEATON, IL 60187		MONEY LOANED TIF BOND Value: Unknown	X	X	X	\$14,500,000.00	UNKNOWN
Vendor No: s182 MANUFACTURERS AND TRADERS TRUST COMPANY 25 SOUTH CHARLES STREET 16TH FLOOR BALTIMORE, MD 21201		SECURED DEBT UCC NUMBER 0000000181331943 SECURED PARTY TO SERIES A & B BOND DEBT Value: Unknown	X	X	X	UNKNOWN	UNKNOWN
Vendor No: s183 MANUFACTURERS AND TRADERS TRUST COMPANY 25 SOUTH CHARLES STREET 16TH FLOOR BALTIMORE, MD 21201		SECURED DEBT UCC NUMBER 0000000181331946 SECURED PARTY TO SERIES A & B BOND DEBT Value: Unknown	X	X	X	UNKNOWN	UNKNOWN

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	CODEBTOR		CONTINGENT			UNSECURED PORTION, IF ANY	
	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE	UNLIQUIDATED				
			DISPUTED				
			AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL				
Vendor No: s177 MONARCH LANDING, INC 701 MAIDEN CHOICE LANE BALTIMORE, MD 21228		MONEY LOANED COMMUNITY MORTGAGE ENTRANCE FEES	X	X	X	\$35,775,000.00	UNKNOWN
		Value: Unknown					
Vendor No: s227 MONARCH LANDING, INC 701 MAIDEN CHOICE LANE BALTIMORE, MD 21228		INTERCOMPANY PURCHASE OPTION DEPOSIT	X	X	X	\$130,000,000.00	UNKNOWN
		Value: Unknown					
Vendor No: s180 ROBERTS ENVIRONMENTAL CONTROL CORP 8500 WEST 185TH STREET, SUITE B TINLEY PARK, IL 60477		GOODS, SERVICES, TRADE MECHANICS LIEN	X	X	X	\$36,640.81	UNKNOWN
		Value: Unknown					
Vendor No: s181 ROBERTS ENVIRONMENTAL CONTROL CORP 8500 WEST 185TH STREET, SUITE B TINLEY PARK, IL 60477		GOODS, SERVICES, TRADE MECHANICS LIEN	X	X	X	\$6,600.00	UNKNOWN
		Value: Unknown					
Vendor No: s178 WELLS FARGO (TRUSTEE) 9062 OLD ANNAPOLIS ROAD COLUMBIA, MD 21045		MONEY LOANED SERIES A & B BOND DEBT	X	X	X	UNKNOWN	UNKNOWN
		Value: Unknown					

UNKNOWN

\$180,318,240.81 PLUS UNKNOWN

In re Naperville Campus, LLC
Debtor

Case No. 10-34177-11
(If known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditor, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J" or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPE OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets.)

Domestic Support Obligations

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order of relief. 11 U.S.C. § 507(a)(3).

Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

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(If known)

Certain Farmers and Fishermen

Claims of certain farmers and fishermen, up to a maximum of \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

Deposits by individuals

Claims of individuals up to \$2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

Taxes and Other Certain Debts Owed to Governmental Units

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

Commitments to Maintain the capital of an Insured Depository Institution

Claims based on commitments to the FDIC, RTC, director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C § 507(a)(9)

Claims for Death or Personal Injury While Debtor Was Intoxicated

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

In re Naperville Campus, LLC
 Debtor

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SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND ACCOUNT NUMBER (See instructions Above)	CODEBTOR		CONTINGENT			AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	UNLIQUIDATED				
			DISPUTED				
			AMOUNT OF CLAIM				
Vendor No: _____ s196 DUPAGE COUNTY TAX COLLECTOR 412 NORTH COUNTRY FARM ROAD WHEATON, IL 60187		TAXES & OTHER GOVT DEBTS	X	X	X	\$834,659.14	\$834,659.14

Total	\$834,659.14	\$834,659.14	
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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", including the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primary consumer debts filing a case under chapter 7, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured nonpriority claims to report on this Schedule F.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND ACCOUNT NUMBER (See instructions Above)	CODEBTOR		CONTINGENT		AMOUNT OF CLAIM
	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE	UNLIQUIDATED		
			DISPUTED		
Vendor No. _____ s239 AMERICAN EXPRESS PO BOX 1270 NEWARK, NJ 07101		TRADE DEBT			\$137.21
Vendor No. _____ s233 ART LITHO COMPANY 3500 MARMENCO CT BALTIMORE, MD 21230		TRADE DEBT			\$2,330.00
Vendor No. _____ s238 AT&T PO BOX 8100 AURORA, IL 60507-8100		TRADE DEBT			\$292.48
Vendor No. _____ s236 CALLSOURCE PO BOX 60280 LOS ANGELES, CA 90060-0280		TRADE DEBT			\$351.00
Vendor No. _____ s235 CANON BUSINESS SOLUTIONS INC 15004 COLLECTIONS CENTER DRIVE CHICAGO, IL 60693		TRADE DEBT			\$609.95

Debtor

(If known)

**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)**

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	CODEBTOR		CONTINGENT			AMOUNT OF CLAIM
	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE	UNLIQUIDATED			
			DISPUTED			
Vendor No. s2101 CHARLESTOWN INC. 701 MAIDEN CHOICE LANE CATONSVILL, MD 21228		GOODS, SERVICES, TRADE				\$268.00
Vendor No. s228 ERICKSON RETIREMENT COMMUNITIES 701 MAIDEN CHOICE LANE CATONSVILLE, MD 21228		MONEY LOANED ERC FUNDING	X	X	X	\$10,003,094.71
Vendor No. s229 ERICKSON RETIREMENT COMMUNITIES 701 MAIDEN CHOICE LANE CATONSVILLE, MD 21228		MONEY LOANED DEVELOPMENT FEES	X	X	X	\$789,238.15
Vendor No. s2107 ERICKSON RETIREMENT COMMUNITIES, INC. 701 MAIDEN CHOICE LANE CATONSVILLE, MD 21228		INTERCOMPANY GOODS, SERVICES, TRADE	X	X	X	\$3,732,810.74
Vendor No. s2108 ERICKSON RETIREMENT COMMUNITIES, INC. 701 MAIDEN CHOICE LANE CATONSVILLE, MD 21228		INTERCOMPANY GOODS, SERVICES, TRADE	X	X	X	\$114,609.95
Vendor No. s232 EU SERVICES 649 NORTH HORNERS LN ROCKVILLE, 20850		TRADE DEBT				\$2,661.16
Vendor No. s240 HINCKLEY SPRING WATER COMPANY PO BOX 660579 DALLAS, TX 75266-0579		TRADE DEBT				\$47.11
Vendor No. s231 MONARCH LANDING, INC 701 MAIDEN CHOICE LANE BALTIMORE, MD 21228		TRADE DEBT				\$4,576.20
Vendor No. s2109 MONARCH LANDING, INC 701 MAIDEN CHOICE LANE BALTIMORE, MD 21228		GOODS, SERVICES, TRADE	X	X	X	\$752,219.01

In re **Naperville Campus, LLC**
 Debtor

Case No. **10-34177-11**
 (If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE	CODEBTOR		CONTINGENT		
	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM, IF CLAIM IS SUBJECT TO SETOFF, SO STATE	UNLIQUIDATED		AMOUNT OF CLAIM
			DISPUTED		
Vendor No. _____ s234 NAPERVILLE AREA CHAMBER OF COMMERCE COMMERCE 55 SOUTH MAIN ST SUITE 351 NAPERVILLE, IL 60540-5381		TRADE DEBT			\$750.00
Vendor No. _____ s237 UNITED PARCEL SERVICE PO BOX 7247-0244 PHILADELPHIA, PA 19170-0001		TRADE DEBT			\$303.26

In re **Naperville Campus, LLC**
Debtor

Case No. **10-34177-11**
(If known)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any time share interests.

State nature of debtor's interest in contract, i.e. "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of the lease.

Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed.R. Bankr. P. 1007(m).

NOTE: A party listed on this schedule will not receive notice of the filing of this case unless the party is also scheduled in the appropriate schedule of creditors.

Check this box if debtor has no executory contracts or unexpired leases.

	NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT
26	CITY OF NAPERVILLE 400 S. EAGLE STREET NAPERVILLE, IL 60540	SERVICE AGREEMENT CITY OF NAPERVILLE PHASE 1 MAINTENANCE AGREEMENT DATED 6/04/09
27	CITY OF NAPERVILLE 400 S. EAGLE STREET NAPERVILLE, IL 60540	SERVICE AGREEMENT CITY OF NAPERVILLE CORPORATE LANE MAINTENANCE AGREEMENT DATED 12/23/06
28	CITY OF NAPERVILLE 400 S. EAGLE STREET NAPERVILLE, IL 60540	SERVICE AGREEMENT CITY OF NAPERVILLE PHASE 1 EARTHWORK AND EROSION CONTROL BOND DATED 06/08/06
29	CITY OF NAPERVILLE 400 S. EAGLE STREET NAPERVILLE, IL 60540	SERVICE AGREEMENT CITY OF NAPERVILLE PHASE 1 SANITARY, WATER SUPPLY BOND DATED 04/25/06
30	CITY OF NAPERVILLE 400 S. EAGLE STREET NAPERVILLE, IL 60540	AGREEMENT ESCROW AGREEMENT WITH FIRST AMENDMENT RE: PARK DONATION
25	CITY OF NAPERVILLE 400 S. EAGLE STREET NAPERVILLE, IL 60540	AGREEMENT PARK DONATION FEE RESOLUTION DATED 09/05/06

In re **Naperville Campus, LLC**
Debtor

Case No. **10-34177-11**
(If known)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

	NAME AND MAILING ADDRESS, INCLUDING ZIP CODE. OF OTHER PARTIES TO LEASE OR CONTRACT	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT
31	CITY OF WARRENVILLE 3S258 MANNING AVENUE WARRENVILLE, IL 60555	SERVICE AGREEMENT CITY OF WARRENVILLE PHASE 1 MAINTENANCE AGREEMENT DATED 03/03/08
32	COUNTY OF DUPAGE 421 N COUNTY FARM RD WHEATON, IL 60187	AGREEMENT INFRASTRUCTURE, DEVELOPMENT AND INDEMNITY AGREEMENT DATED JUNE 15, 2006, AS MAY BE AMENDED, MODIFIED, SUPPLEMENTED OR RESTATED FROM TIME TO TIME.
33	DUPAGE COUNTY 421 N COUNTY FARM RD WHEATON, IL 60187	AGREEMENT INTER-GOVERNMENTAL AGREEMENT
34	DUPAGE COUNTY 421 N COUNTY FARM RD WHEATON, IL 60187	AGREEMENT AMBULANCE AGREEMENT
35	DUPAGE COUNTY 421 N COUNTY FARM RD WHEATON, IL 60187	SERVICE AGREEMENT INTER-GOVERNMENTAL APPROVAL FOR ELECTRIC SERVICE
36	ERICKSON RETIREMENT COMMUNITIES 701 MAIDEN CHOICE LANE CATONSVILLE, MD 21228	AGREEMENT DEVELOPMENT AGREEMENT, DATED AS OF MAY 26, 2005, AS AMENDED MODIFIED, SUPPLEMENTED OR RESTATED FROM TIME TO TIME
37	HARDIN-KIGHT ASSOCIATES 7524 WB&A ROAD, SUITE 100 GLEN BURNIE, MD	AGREEMENT AGREEMENT DATED 4/29/2005
38	HITCHCOCK DESIGN GROUP 221 WEST JEFFERSON AVENUE NAPERVILLE, IL 60540	AGREEMENT AGREEMENT DATED 10/8/2004

In re Naperville Campus, LLC
Debtor

Case No. 10-34177-11
(If known)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE. OF OTHER PARTIES TO LEASE OR CONTRACT	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT
39 ILLINOIS FINANCE AUTHORITY 2 PRUDENTIAL PLAZA 180 N STETSON AVENUE, SUITE 2555 CHICAGO, IL	LEASEHOLD AGREEMENT FEE AND LEASEHOLD MORTGAGE, SECURITY AGREEMENT AND FIXTURE FILING, DATED AS OF AUGUST 1, 2007, AS MAY BE AMENDED, MODIFIED, SUPPLEMENTED OR RESTATED FROM TIME TO TIME.
40 LASALLE BANK NATIONAL ASSOCIATION CORPORATE TRUST DEPARTMENT 135 S LASALLE ST, SUITE 1960 CHICAGO, IL	AGREEMENT ACCEPT, HOLD, AND DISBURSE FUNDS DEPOSITED INTO ESCROW (NAPERVILLE CAMPUS, LLC)
41 MONARCH LANDING, INC 701 MAIDEN CHOICE LANE BALTIMORE, MD 21228	AGREEMENT AMENDED AND RESTATED MASTER LEASE AND USE AGREEMENT, DATED AS OF DECEMBER 1, 2007
42 MONARCH LANDING, INC 701 MAIDEN CHOICE LANE BALTIMORE, MD 21228	GUARANTY PURCHASE DEPOSIT REFUND GUARANTY AGREEMENT, DATED AS OF DECEMBER 1, 2007, AS MAY BE AMENDED, MODIFIED, SUPPLEMENTED OR RESTATED FROM TIME TO TIME.
43 MONARCH LANDING, INC 701 MAIDEN CHOICE LANE BALTIMORE, MD 21228	AGREEMENT COMPLETION GUARANTY, DATED AS OF DECEMBER 1, 2007, AS MAY BE AMENDED, MODIFIED, SUPPLEMENTED OR RESTATED FROM TIME TO TIME.
44 MONARCH LANDING, INC 701 MAIDEN CHOICE LANE BALTIMORE, MD 21228	AGREEMENT AMENDED AND RESTATED WORKING CAPITAL LOAN AGREEMENT, DATED AS OF DECEMBER 1, 2007, AS MAY BE AMENDED, MODIFIED, SUPPLEMENTED OR RESTATED FROM TIME TO TIME.

In re Naperville Campus, LLC
Debtor

Case No. 10-34177-11
(If known)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE. OF OTHER PARTIES TO LEASE OR CONTRACT	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT
45 MONARCH LANDING, INC 701 MAIDEN CHOICE LANE BALTIMORE, MD 21228	AGREEMENT INFRASTRUCTURE, DEVELOPMENT AND INDEMNITY AGREEMENT DATED JUNE 15, 2006, AS MAY BE AMENDED, MODIFIED, SUPPLEMENTED OR RESTATED FROM TIME TO TIME.
46 MONARCH LANDING, INC 701 MAIDEN CHOICE LANE BALTIMORE, MD 21228	LEASEHOLD AGREEMENT FEE AND LEASEHOLD MORTGAGE, SECURITY AGREEMENT AND FIXTURE FILING, DATED AS OF AUGUST 1, 2007, AS MAY BE AMENDED, MODIFIED, SUPPLEMENTED OR RESTATED FROM TIME TO TIME.
47 NORDSTROM SAMSON & ASSOCIATES 23761 RESEARCH DRIVE FARMINGTON HILLS, MI	AGREEMENT AIA B163-1993 AGREEMENT DATED 2/28/2005
48 STATE OF ILLINOIS DEPT OF TRANSPORTATION 2300 S DIRKSEN PARKWAY SPRINGFIELD, IL	AGREEMENT PERFORMANCE BOND #929383376 DATED 12/23/08
49 STATE OF ILLINOIS DEPT OF TRANSPORTATION 2300 S DIRKSEN PARKWAY SPRINGFIELD, IL	AGREEMENT IDOT HIGHWAY PERMIT BOND – 12/22/05
50 V3 CONSULTANTS 7325 JANES AVENUE WOODRIDGE, IL	AGREEMENT AGREEMENT DATED 5/11/2004

In re Naperville Campus, LLC
Debtor

Case No. 10-34177-11
(If known)

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
MONARCH LANDING, INC 701 MAIDEN CHOICE LANE BALTIMORE, MD 21228	UNKNOWN

In re Naperville Campus, LLC, _____,

Case No. 10-34177-11 _____

Debtor

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION

I, Paul Rundell, the Chief Restructuring Officer of Naperville Campus, LLC, named as the debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 26 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

(Total shown on summary page plus 1.)

Date July 21, 2010 Signature /s/ Paul Rundell _____

Paul Rundell

(print name of individual signing on behalf of debtor)

Chief Restructuring Officer

(indicate position or relationship to debtor)