

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : **Chapter 11**
: :
EXTENDED STAY, INC., et al., : **Case No. 09-13764 (JMP)**
: :
Debtors. : **(Jointly Administered)**
: :
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**FINAL DECREE AND ORDER PURSUANT TO SECTIONS 150(a) AND 350(a) OF
THE BANKRUPTCY CODE AND BANKRUPTCY RULE 3022 CLOSING CERTAIN
JOINTLY ADMINISTERED CHAPTER 11 CASES AND GRANTING RELATED RELIEF**

Upon the motion, dated September 20, 2012, (the "Motion")¹ of Capstone Advisory Group, LLC (the "Plan Administrator"), the Plan Administrator under the Debtors' Fifth Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated June 8, 2010, as Amended (the "Plan"), seeking entry of an order and final decree closing the chapter 11 cases of the Plan Debtors other than Homestead Village L.L.C. (collectively, the "Closing Debtors") and granting related relief, all as more fully set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334 and Article XII of the Plan; and the Motion being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to (i) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004, Attn: Paul Schwartzberg, Esq.; (ii) Hahn & Hessen LLP, 488 Madison Avenue, New York, NY 10022, Attn: Mark Power, Esq. and Joseph Orbach, Esq., attorneys for the Creditors' Committee; (iii) Venable LLP, Rockefeller Center, Avenue of the Americas, 24th Floor, New York, New York 10020, Attn: Carollynn Callari, Esq. and Gregory Cross, Esq., attorneys for the Special Servicer; (iv) Capstone Advisory Group, L.L.C., 104 West 40th Street, 16th Floor New York, New NY

¹ Capitalized terms used but not otherwise defined herein shall have the mea



10018, Attn: Finbarr O'Connor, the Plan Administrator and Litigation Trustee, and (v) those parties that have requested notices pursuant to Bankruptcy Rule 2002, and no other or further notice being required; and the Debtors having received an informal response to the Motion and having resolved the informal response; and the relief requested in the Motion being in the best interests of the Debtors and their estates and creditors; and the Court having reviewed the Motion; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is granted.
2. Pursuant to the Plan and section 105(a) of the Bankruptcy Code, claims that have been scheduled or filed in the Plan Debtors' cases shall be deemed filed or scheduled in the case of Homestead Village L.L.C. (Case No. 09-13766 (JMP)).
3. Pursuant to section 350(a) of the Bankruptcy Code and Bankruptcy Rule 3022, a final decree is hereby entered closing the cases of the Closing Debtors identified on Exhibit A hereto as of the date of this Order.
4. The requirement under Rule 3022-1 of the Local Rules of the Bankruptcy Court for the Southern District of New York that a closing report be filed in connection with the Closing Debtors' chapter 11 cases is waived.
5. This Order and the closing of the Closing Debtors' chapter 11 cases shall not affect or impact, and shall be completely without prejudice to, any party's rights or defenses respecting the claims scheduled or filed in the Plan Debtors' cases or respecting the pending Adversary Proceedings or respecting any future adversary proceeding or contested matters that

may be brought by or against any of the parties to the Adversary Proceedings. Without limiting the foregoing, neither this Order nor any of the relief granted and actions authorized herein shall affect, impact or prejudice any rights, arguments and defenses relating to or based upon the capital structure of the Debtors (including the Closing Debtors) and the separateness of their respective assets and liabilities.

6. This Court shall retain jurisdiction to hear and determine all matters relating to the Closing Debtors' chapter 11 cases, including without limitation, issues arising in connection with the Plan or under this Order, and this Order is without prejudice to the Closing Debtors' right to reopen any of the chapter 11 cases pursuant to section 350(b) of the Bankruptcy Code.

Dated: New York, New York
September 28, 2012

s/ James M. Peck

HONORABLE JAMES M. PECK
UNITED STATES BANKRUPTCY JUDGE

Exhibit A

The Closing Debtors

Debtor	Case Number
ESA P Portfolio L.L.C. f/k/a BRE/ESA P Portfolio L.L.C.	09-13765
ESA 2005 Portfolio L.L.C. f/k/a BRE/ESA 2005 Portfolio L.L.C.	09-13767
ESA 2005-San Jose L.L.C. f/k/a BRE/ESA 2005-San Jose L.L.C.	09-13770
ESA 2005-Waltham L.L.C. f/k/a BRE/ESA 2005-Waltham L.L.C.	09-13773
ESA Acquisition Properties L.L.C. f/k/a BRE/ESA Acquisition Properties L.L.C.	09-13775
ESA Alaska L.L.C. f/k/a BRE/ESA Alaska L.L.C.	09-13780
ESA Canada Properties Borrower L.L.C. f/k/a BRE/ESA Canada Properties Borrower L.L.C.	09-13785
ESA FL Properties L.L.C. f/k/a BRE/ESA FL Properties L.L.C.	09-13791
ESA MD Borrower L.L.C. f/k/a BRE/ESA MD Borrower L.L.C.	09-13794
ESA MN Properties L.L.C. f/k/a BRE/ESA MN Properties L.L.C.	09-13798
ESA P Portfolio MD Borrower L.L.C. f/k/a BRE/ESA P Portfolio MD Borrower L.L.C.	09-13803
ESA P Portfolio PA Properties L.L.C. f/k/a BRE/ESA P Portfolio PA Properties L.L.C.	09-13807
ESA P Portfolio TXNC Properties L.P. f/k/a BRE/ESA P Portfolio TXNC Properties L.P.	09-13809
ESA PA Properties L.L.C. f/k/a BRE/ESA PA Properties L.L.C.	09-13811
ESA Properties L.L.C. f/k/a BRE/ESA Properties L.L.C.	09-13815
ESA TX Properties L.P. f/k/a BRE/ESA TX Properties L.P.	09-13818
ESH/Homestead Portfolio L.L.C. f/k/a BRE/Homestead Portfolio L.L.C.	09-13778
ESH/HV Properties L.L.C. f/k/a BRE/HV Properties L.L.C.	09-13786
ESH/MSTX Property L.P. f/k/a BRE/MSTX Property L.P.	09-13790
ESH/TN Properties L.L.C. f/k/a BRE/TN Properties L.L.C.	09-13793
ESH/TX Properties L.P. f/k/a BRE/TX Properties L.P.	09-13802
ESH/Homestead Mezz L.L.C. f/k/a BRE/Homestead Mezz L.L.C.	09-13805
ESA P Mezz L.L.C. f/k/a BRE/ESA P Mezz L.L.C.	09-13813
ESA Mezz L.L.C. f/k/a BRE/ESA Mezz L.L.C.	09-13816

Debtor	Case Number
ESH/Homestead Mezz 2 L.L.C. f/k/a BRE/Homestead Mezz 2 L.L.C.	09-13819
ESA P Mezz 2 L.L.C. f/k/a BRE/ESA P Mezz 2 L.L.C.	09-13820
ESA Mezz 2 L.L.C. f/k/a BRE/ESA Mezz 2 L.L.C.	09-13823
ESH/Homestead Mezz 3 L.L.C. f/k/a BRE/Homestead Mezz 3 L.L.C.	09-13826
ESA P Mezz 3 L.L.C. f/k/a BRE/ESA P Mezz 3 L.L.C.	09-13828
ESA Mezz 3 L.L.C. f/k/a BRE/ESA Mezz 3 L.L.C.	09-13830
ESH/Homestead Mezz 4 L.L.C. f/k/a BRE/Homestead Mezz 4 L.L.C.	09-13831
ESA P Mezz 4 L.L.C. f/k/a BRE/ESA P Mezz 4 L.L.C.	09-13832
ESA Mezz 4 L.L.C. f/k/a BRE/ESA Mezz 4 L.L.C.	09-13833
ESH/Homestead Mezz 5 L.L.C. f/k/a BRE/Homestead Mezz 5 L.L.C.	09-13777
ESA P Mezz 5 L.L.C. f/k/a BRE/ESA P Mezz 5 L.L.C.	09-13781
ESA Mezz 5 L.L.C. f/k/a BRE/ESA Mezz 5 L.L.C.	09-13784
ESH/Homestead Mezz 6 L.L.C. f/k/a BRE/Homestead Mezz 6 L.L.C.	09-13788
ESA P Mezz 6 L.L.C. f/k/a BRE/ESA P Mezz 6 L.L.C.	09-13792
ESA Mezz 6 L.L.C. f/k/a BRE/ESA Mezz 6 L.L.C.	09-13796
ESH/Homestead Mezz 7 L.L.C. f/k/a BRE/Homestead Mezz 7 L.L.C.	09-13801
ESA P Mezz 7 L.L.C. f/k/a BRE/ESA P Mezz 7 L.L.C.	09-13806
ESA Mezz 7 L.L.C. f/k/a BRE/ESA Mezz 7 L.L.C.	09-13810
ESH/Homestead Mezz 8 L.L.C. f/k/a BRE/Homestead Mezz 8 L.L.C.	09-13812
ESA P Mezz 8 L.L.C.	09-13814
ESA Mezz 8 L.L.C. f/k/a BRE/ESA Mezz 8 L.L.C.	09-13817
ESH/Homestead Mezz 9 L.L.C. f/k/a BRE/Homestead Mezz 9 L.L.C.	09-13821
ESA P Mezz 9 L.L.C.	09-13822
ESA Mezz 9 L.L.C.	09-13824
ESH/Homestead Mezz 10 L.L.C. f/k/a BRE/Homestead Mezz 10 L.L.C.	09-13825
ESA P Mezz 10 L.L.C.	09-13827
ESA Mezz 10 L.L.C.	09-13829
ESA MD Beneficiary L.L.C. f/k/a BRE/ESA MD Beneficiary L.L.C.	09-13768

Debtor	Case Number
ESA P Portfolio MD Trust f/k/a BRE/ESA P Portfolio MD Trust	09-13769
ESA MD Properties Business Trust f/k/a BRE/ESA MD Properties Business Trust	09-13771
ESA P Portfolio MD Beneficiary L.L.C. f/k/a BRE/ESA P Portfolio MD Beneficiary L.L.C.	09-13772
ESA Canada Properties Trust f/k/a BRE/ESA Canada Properties Trust	09-13774
ESA Canada Trustee Inc. f/k/a BRE/ESA Canada Trustee Inc.	09-13776
ESA Canada Beneficiary Inc. f/k/a BRE/ESA Canada Beneficiary Inc.	09-13779
ESA UD Properties L.L.C.	09-13782
ESA 2007 Operating Lessee Inc. f/k/a BRE/ESA 2007 Operating Lessee Inc.	09-13783
ESA 2005 Operating Lessee Inc. f/k/a BRE/ESA 2005 Operating Lessee Inc.	09-13787
ESA Operating Lessee Inc. f/k/a BRE/ESA Operating Lessee Inc.	09-13789
ESA P Portfolio Operating Lessee Inc. f/k/a BRE/ESA P Portfolio Operating Lessee Inc.	09-13795
ESA Business Trust f/k/a BRE/ESA Business Trust	09-13797
ESA Management L.L.C.	09-13799
ESA P Portfolio Holdings L.L.C. f/k/a BRE/ESA P Portfolio Holdings L.L.C.	09-13800
ESA Canada Operating Lessee Inc. f/k/a BRE/ESA Canada Operating Lessee Inc.	09-13804
Extended Stay Hotels L.L.C.	09-13808
ESH/MSTX GP L.L.C. f/k/a BRE/MSTX GP L.L.C.	10-10807
ESH/TXGP L.L.C. f/k/a BRE/TXGP L.L.C.	10-10808
ESA TXGP L.L.C. f/k/a BRE/ESA TXGP L.L.C.	10-10806
ESA P Portfolio TXNC GP L.L.C. f/k/a BRE/ESA P Portfolio TXNC GP L.L.C.	10-10805
ESH/TN Member Inc. f/k/a BRE/TN Member Inc.	10-10809