

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:
	:
EXTENDED STAY INC., <u>et al.</u> ,	:
	:
Debtors.	:
	:
-----X	

	Chapter 11 Case No.
	09-13764 (JMP)
	(Jointly Administered)

**ORDER PURSUANT TO SECTIONS 105(a), 342(a), AND 521(a)(1)
OF THE BANKRUPTCY CODE, BANKRUPTCY RULES 1007(a)
AND 2002(a), (f) AND (l), AND LOCAL BANKRUPTCY RULE 1007-1
(A) WAIVING THE REQUIREMENT TO FILE A LIST OF CREDITORS,
AND (B) APPROVING THE FORM AND MANNER OF NOTIFYING
CREDITORS OF THE COMMENCEMENT OF THE DEBTORS' CHAPTER 11 CASES**

Upon the Motion, dated June 15, 2009 (the "Motion"), of Extended Stay Inc. and its debtor affiliates, as debtors and debtors in possession (collectively, the "Debtors"), pursuant to sections 105(a), 342(a), and 521(a)(1) of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), Rules 1007(a), 2002(a), (f), and (l) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), Rule 1007-1 of the Local Bankruptcy Rules for the Southern District of New York (the "Local Rules"), and General Order M-192 (the "Standing Order") for waiver of the requirement for filing a list of creditors and approval of the form and manner of notifying creditors of the commencement of these chapter 11 cases, as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334 and the Standing Order M-61 Referring to Bankruptcy Judges for the Southern District of New York Any and All Proceedings Under Title 11, dated July 10, 1984 (Ward, Acting C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of



the Motion having been provided to the parties listed on “Exhibit 1” attached hereto and those creditors holding the five largest unsecured claims against the Debtors’ estates (on a consolidated basis), and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Motion (the “Hearing”); and the appearances of all interested parties having been noted in the record of the Hearing; and upon the Declaration of Joseph Teichman Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York in Support of First-Day Motions and Applications, filed contemporaneously with the Motion, the record of the Hearing, and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors, their estates and creditors, and all parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is hereby granted; and it is further

ORDERED that the requirement under section 521(a)(1) of the Bankruptcy Code, Bankruptcy Rule 1007(a)(1), Local Rule 1007-1 and the Standing Order to file a list of creditors with the Court is waived; and it is further

ORDERED that the Debtors, as soon as practicable after the commencement of these chapter 11 cases, shall furnish the list of creditors to a notice and claims agent (the “Notice and Claims Agent”), subject to the Court’s authorization to engage such an agent in these chapter 11 cases; and it is further

ORDERED that the notice of the commencement of these chapter 11 cases and of the meeting of creditors to be held pursuant to section 341 of the Bankruptcy Code (the “341

Meeting”), substantially in the form annexed hereto as “Exhibit 2” (the “Notice of Commencement”), hereby is approved; and it is further

ORDERED that the Debtors, with the assistance of the Notice and Claims Agent are hereby authorized and directed to mail the Notice of Commencement, no later than the date that is twenty days prior to the date on which the 341 Meeting is to be held, to all parties identified on the Debtors’ list of creditors; and it is further

ORDERED that the Debtors, with the assistance of the Notice and Claims Agent, shall cause the Notice of Commencement (with such changes as may be required for publication) to be published once in the national edition of *The Wall Street Journal* and that the form of the publication notice is hereby approved and authorized pursuant to Bankruptcy Rule 2002(l); and it is further

ORDERED that notice as provided herein is reasonably calculated to inform interested parties of these chapter 11 cases and hereby is approved; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, interpretation and/or enforcement of this Order.

Dated: New York, New York
June 16, 2009

s/ James M. Peck
UNITED STATES BANKRUPTCY JUDGE

Exhibit 1

<p>The Office of the United States Trustee for the Southern District of New York</p> <p>33 Whitehall Street, 21st Floor, New York New York 10004 Attn: Paul Schwartzburg, Esq.</p>	<p>Counsel to the Supporting Certificate Holders</p> <p>Fried Frank Harris Shriver & Jacobson LLP One New York Plaza, New York, New York 10004 Attn: Brad Eric Scheler, Esq. Jennifer Rodburg, Esq.</p>
<p>Counsel to the Ad Hoc Mezzanine Lender Group</p> <p>Cleary, Gottlieb, Steen & Hamilton One Liberty Plaza 37th Floor New York, NY 10006 Attn: Michael Weinberger, Esq.</p>	<p>- and-</p> <p>Counsel to Cerberus Capital Management, L.P.</p> <p>Schulte Roth & Zabel LLP 919 Third Avenue New York, NY 10022 Attn: Adam Harris, Esq.</p>
<p>Counsel to Wachovia Bank National Association, the Agent under the Mortgage Loan Agreement and the Mezzanine Loan Agreements</p> <p>Morrison & Foerster L.L.P. 1290 Avenue of the Americas New York, N.Y. 10104-0050 Attn: Jeffrey Temple, Esq.</p>	<p>Counsel to the Ad Hoc Mezzanine Lender Group</p> <p>Kaye Scholer LLP 425 Park Avenue, New York, New York 10022 Attn: Jeannie Bionda, Esq. and Louis Hait, Esq.</p>
<p>Trustee under the Trust and Servicing Agreement</p> <p>Wells Fargo Corporate Trust Services MAC N2702-011 9062 Old Annapolis Road Columbia, MD 21045 Attn: Elizabeth A. Brewster, Vice President</p>	<p>Counsel to Fortress Investment Group L.L.C.</p> <p>Sidley Austin L.L.P. 787 Seventh Avenue New York, New York 10019 Attn: Robert L. Golub, Esq.</p>
<p>Servicer under the Trust and Servicing Agreement</p> <p>Wachovia Securities 201 South College Street NC1075 Charlotte, NC 28288 Attn: Mike Benner</p>	<p>Counsel to the Servicer under the Trust and Servicing Agreement</p> <p>Seyfarth Shaw LLP 620 Eighth Avenue, New York, NY 10018 Attn: Mitchell Kaplan, Esq.</p>

Exhibit 2

Notice of Commencement

UNITED STATES BANKRUPTCY COURT, SOUTHERN DISTRICT OF NEW YORK

**In re
EXTENDED STAY INC., et al.,
Debtors.**

Chapter 11 Case No:
09-_____ ()
(Jointly Administered)

NOTICE OF CHAPTER 11 BANKRUPTCY CASES, MEETING OF CREDITORS, AND DEADLINES

Chapter 11 bankruptcy cases concerning the debtors listed below were filed on June 15, 2009. You may be a creditor of one of the debtors. **This notice lists important deadlines.** You may want to consult an attorney to protect your rights. All documents filed with the Court, including lists of the debtors' properties and debts, are available for inspection at the office of the clerk of the Bankruptcy Court and the Court's website, www.nysb.uscourts.gov. Note that a PACER password is needed to access documents on the Court's website (a PACER password may be obtained by accessing the PACER website, <http://pacer.psc.uscourts.gov>).

<u>Name of Debtor</u>	<u>Case Number</u>	<u>Tax Identification Number</u>
Extended Stay Inc.	09-_____ ()	20-1087401
ESA P Portfolio L.L.C.	09-_____ ()	20-1627190
ESA 2005 Portfolio L.L.C.	09-_____ ()	20-2628617
ESA 2005-San Jose L.L.C.	09-_____ ()	20-2741317
ESA 2005-Waltham L.L.C.	09-_____ ()	20-2741418
ESA Acquisition Properties L.L.C.	09-_____ ()	20-3698149
ESA Alaska L.L.C.	09-_____ ()	20-3698213
ESA Canada Properties Borrower L.L.C.	09-_____ ()	26-0367476
ESA FL Properties L.L.C.	09-_____ ()	20-0897687
ESA MD Borrower L.L.C.	09-_____ ()	20-0938839
ESA MN Properties L.L.C.	09-_____ ()	20-0930648
ESA P Portfolio MD Borrower L.L.C.	09-_____ ()	20-1627448
ESA P Portfolio PA Properties L.L.C.	09-_____ ()	20-2976306
ESA P Portfolio TXNC Properties L.P.	09-_____ ()	20-1627378
ESA PA Properties L.L.C.	09-_____ ()	20-0897652
ESA Properties L.L.C.	09-_____ ()	20-0891249
ESA TX Properties L.P.	09-_____ ()	20-0891295
ESH/Homestead Portfolio L.L.C.	09-_____ ()	06-1689049
ESH/HV Properties L.L.C.	09-_____ ()	13-4188927
ESH/MSTX Property L.P.	09-_____ ()	32-0075862
ESH/TN Properties L.L.C.	09-_____ ()	04-3585781
ESH/TX Properties L.P.	09-_____ ()	01-0556964
ESH/Homestead Mezz L.L.C.	09-_____ ()	20-0509883
ESA P Mezz L.L.C.	09-_____ ()	20-1627467
ESA Mezz L.L.C.	09-_____ ()	20-0930767
ESH/Homestead Mezz 2 L.L.C.	09-_____ ()	20-0509903
ESA P Mezz 2 L.L.C.	09-_____ ()	20-1627480
ESA Mezz 2 L.L.C.	09-_____ ()	20-0930866
ESH/Homestead Mezz 3 L.L.C.	09-_____ ()	20-0509936
ESA P Mezz 3 L.L.C.	09-_____ ()	20-1628977
ESA Mezz 3 L.L.C.	09-_____ ()	20-0930929
ESH/Homestead Mezz 4 L.L.C.	09-_____ ()	20-0509953
ESA P Mezz 4 L.L.C.	09-_____ ()	20-1628997
ESA Mezz 4 L.L.C.	09-_____ ()	20-0930964
ESH/Homestead Mezz 5 L.L.C.	09-_____ ()	20-3059613
ESA P Mezz 5 L.L.C.	09-_____ ()	20-3059186
ESA Mezz 5 L.L.C.	09-_____ ()	20-0931006

ESH/Homestead Mezz 6 L.L.C.	09- ()	20-3059667
ESA P Mezz 6 L.L.C.	09- ()	20-3059247
ESA Mezz 6 L.L.C.	09- ()	20-3058995
ESH/Homestead Mezz 7 L.L.C.	09- ()	20-3059722
ESA P Mezz 7 L.L.C.	09- ()	20-3059349
ESA Mezz 7 L.L.C.	09- ()	20-3059065
ESH/Homestead Mezz 8 L.L.C.	09- ()	20-3059779
ESA P Mezz 8 L.L.C.	09- ()	20-3059402
ESA Mezz 8 L.L.C.	09- ()	20-3059117
ESH/Homestead Mezz 9 L.L.C.	09- ()	26-0311011
ESA P Mezz 9 L.L.C.	09- ()	26-0310281
ESA Mezz 9 L.L.C.	09- ()	26-0310923
ESH/Homestead Mezz 10 L.L.C.	09- ()	26-0311063
ESA P Mezz 10 L.L.C.	09- ()	26-0310224
ESA Mezz 10 L.L.C.	09- ()	26-0310175
Homestead Village L.L.C.	09- ()	13-4188930
ESA MD Beneficiary L.L.C.	09- ()	20-1017038
ESA P Portfolio MD Trust	09- ()	20-1628258
ESA MD Properties Business Trust	09- ()	20-1016992
ESA P Portfolio MD Beneficiary L.L.C.	09- ()	20-1628432
ESA Canada Properties Trust	09- ()	20-6692314
ESA Canada Trustee Inc.	09- ()	20-3622861
ESA Canada Beneficiary Inc.	09- ()	26-4337543
ESA UD Properties L.L.C.	09- ()	20-1017075
ESA 2007 Operating Lessee Inc.	09- ()	26-0479408
ESA 2005 Operating Lessee Inc.	09- ()	20-2628471
ESA Operating Lessee Inc.	09- ()	20-0944369
ESA P Portfolio Operating Lessee Inc.	09- ()	20-1627433
ESA Business Trust	09- ()	20-3698078
ESA Management L.L.C.	09- ()	36-4029101
ESA P Portfolio Holdings L.L.C.	09- ()	20-1628432
ESA Canada Operating Lessee Inc.	09- ()	94-0468838
Extended Stay Hotels L.L.C.	09- ()	20-1677438

OTHER NAMES USED BY THE DEBTORS IN THE PAST 8 YEARS: BRE/ESA P Portfolio L.L.C., BRE/ESA 2005 Portfolio L.L.C., BRE/ESA 2005-San Jose L.L.C., BRE/ESA 2005-Waltham L.L.C., BRE/ESA Acquisition Properties L.L.C., BRE/ESA Alaska L.L.C., BRE/ESA Canada Properties Borrower L.L.C., BRE/ESA FL Properties L.L.C., BRE/ESA MD Borrower L.L.C., BRE/ESA MN Properties L.L.C., BRE/ESA P Portfolio MD Borrower L.L.C., BRE/ESA P Portfolio PA Properties L.L.C., BRE/ESA P Portfolio TXNC Properties L.P., BRE/ESA PA Properties L.L.C., BRE/ESA Properties L.L.C., BRE/ESA TX Properties L.P., BRE/Homestead Portfolio L.L.C., BRE/HV Properties L.L.C., BRE/MSTX Property L.P., BRE/TN Properties L.L.C., BRE/TX Properties L.P., BRE/Homestead Mezz L.L.C., BRE/ESA P Mezz L.L.C., BRE/ESA Mezz L.L.C., BRE/Homestead Mezz 2 L.L.C., BRE/ESA P Mezz 2 L.L.C., BRE/ESA Mezz 2 L.L.C., BRE/Homestead Mezz 3 L.L.C., BRE/ESA P Mezz 3 L.L.C., BRE/ESA Mezz 3 L.L.C., BRE/Homestead Mezz 4 L.L.C., BRE/ESA P Mezz 4 L.L.C., BRE/ESA Mezz 4 L.L.C., BRE/Homestead Mezz 5 L.L.C., BRE/ESA P Mezz 5 L.L.C., BRE/ESA Mezz 5 L.L.C., BRE/Homestead Mezz 6 L.L.C., BRE/ESA P Mezz 6 L.L.C., BRE/ESA Mezz 6 L.L.C., BRE/Homestead Mezz 7 L.L.C., BRE/ESA P Mezz 7 L.L.C., BRE/ESA Mezz 7 L.L.C., BRE/Homestead Mezz 8 L.L.C., BRE/ESA Mezz 8 L.L.C., BRE/Homestead Mezz 9 L.L.C., BRE/Homestead Mezz 10 L.L.C., BRE/Homestead Village L.L.C., BRE/ESA MD Beneficiary L.L.C., BRE/ESA P Portfolio MD Trust, BRE/ESA MD Properties Business Trust, BRE/ESA P Portfolio MD Beneficiary L.L.C., BRE/ESA Canada Properties Trust, BRE/ESA Canada Trustee Inc., BRE/ESA Canada Beneficiary Inc., BRE/ESA 2007 Operating Lessee Inc., BRE/ESA 2005 Operating Lessee Inc., BRE/ESA Operating Lessee Inc., BRE/ESA P Portfolio Operating Lessee Inc., BRE/ESA Business Trust, BRE/ESA P Portfolio Holdings L.L.C., BRE/ESA Canada Operating Lessee Inc.

<u>Attorneys for Debtors</u> Marcia L. Goldstein, Esq. Jacqueline Marcus, Esq. Weil, Gotshal & Manges LLP 767 Fifth Avenue New York, New York 10153-0119 Telephone: 212-310-8000 Facsimile: 212-310-8007	DATE, TIME, AND LOCATION OF MEETING OF CREDITORS PURSUANT TO BANKRUPTCY CODE SECTION 341(a) _____, 2009 at __:__.m. (prevailing Eastern Time) Office of the United States Trustee for the Southern District of New York 80 Broad Street, Fourth Floor New York, New York 10004
DEADLINE TO FILE A PROOF OF CLAIM None at this time. When the Court sets a claims deadline, you will be notified and provided a proof of claim form by mail.	
DEADLINE TO FILE A COMPLAINT TO DETERMINE DISCHARGEABILITY OF CERTAIN DEBTS _____, 2009 at __:__.m. (prevailing Eastern Time)	
CREDITORS MAY NOT TAKE CERTAIN ACTIONS IN MOST INSTANCES, THE FILING OF THE BANKRUPTCY CASE AUTOMATICALLY STAYS CERTAIN COLLECTION AND OTHER ACTIONS AGAINST THE DEBTORS AND THE DEBTORS' PROPERTY. UNDER CERTAIN CIRCUMSTANCES, THE STAY MAY BE LIMITED TO 30 DAYS OR NOT EXIST AT ALL, ALTHOUGH THE DEBTORS CAN REQUEST THE COURT TO EXTEND OR IMPOSE A STAY. IF YOU ATTEMPT TO COLLECT A DEBT OR TAKE OTHER ACTION IN VIOLATION OF THE BANKRUPTCY CODE, YOU MAY BE PENALIZED. COMMON EXAMPLES OF PROHIBITED ACTIONS BY CREDITORS ARE CONTACTING THE DEBTORS TO DEMAND REPAYMENT, TAKING ACTION AGAINST THE DEBTORS TO COLLECT MONEY OWED TO CREDITORS OR TO TAKE PROPERTY OF THE DEBTORS, AND STARTING OR CONTINUING COLLECTION ACTIONS, FORECLOSURE ACTIONS, OR REPOSSESSIONS. CONSULT A LAWYER TO DETERMINE YOUR RIGHTS IN THIS CASE.	
<u>Address of the Clerk of the Bankruptcy Court</u> Clerk of the United States Bankruptcy Court, One Bowling Green, New York, New York 10004-1408 Hours Open: 8:30 a.m. – 5:00 p.m.	For the Court: _____ Clerk of the Bankruptcy Court Date: June __, 2009

Filing of Chapter 11 Bankruptcy Case	A bankruptcy case under chapter 11 of the Bankruptcy Code (title 11, United States Code) has been filed in this Court by each of the debtors named above, and an order for relief has been entered. Chapter 11 allows a debtor to reorganize or liquidate pursuant to a plan. A plan is not effective unless confirmed by the court. You may be sent a copy of the plan and disclosure statement telling you about the plan, and you might have an opportunity to vote on the plan. You will be sent a notice of the date of the confirmation hearing, and you may object to confirmation of the plan and attend the confirmation hearing. Unless a trustee is serving, the debtors will remain in possession of the debtors' property and may continue to operate their business.
Legal Advice	The staff of the bankruptcy clerk's office or the United States Trustee's office cannot give legal advice. Consult a lawyer to determine your rights in this case.
Creditors Generally May Not Take Certain Actions	Prohibited collection actions are listed in Bankruptcy Code § 362. Common examples of prohibited actions include contacting the debtors by telephone, mail, or otherwise to demand repayment; taking actions to collect money or obtain property from the debtors; repossessing the debtors' property; and starting or continuing lawsuits or foreclosures. Under certain circumstances, the stay may be limited to 30 days or not exist at all, although the debtors can request the court to extend or impose a stay.
Meeting of Creditors	A meeting of creditors is scheduled for the date, time, and location listed above. <i>The debtors' representative must be present at the meeting to be questioned under oath by the trustee and by creditors.</i> Creditors are welcome to attend, but are not required to do so. The meeting may be continued and concluded at a later date without further notice. The court, after notice and a hearing, may order that the United States trustee not convene the meeting if the debtor has filed a plan for which the debtor solicited acceptances before filing the case.
Notice	You will not receive notice of all documents filed in these chapter 11 cases. On June __, 2009, the Court entered its Order Establishing Notice Procedures (the "Notice Procedures Order"). The Notice Procedures Order describes the notice procedures that apply in these chapter 11 cases. All parties who desire to participate in these chapter 11 cases must follow the procedures set forth in the Notice Procedures Order. Parties can obtain a copy of the Notice Procedures Order and all other documents filed electronically with the Court in these cases, including lists of the Debtors' property and debts, by: (i) contacting the Clerk of the Court at One Bowling Green, New York, New York 10004-1408, (ii) accessing the Court's website at www.nysb.uscourts.gov ; or (iii) accessing the Debtors' website maintained by the Debtors' notice and claims agent, Kurtzman Carson Consultants LLC, at www.kccllc.net/extendedstay . Note that a PACER (http://www.pacer.psc.uscourts.gov) password and login are needed to access documents on the Court's website.
Claims	Schedules of liabilities will be filed pursuant to Bankruptcy Rule 1007. Any creditor holding a scheduled claim which is not identified as disputed, contingent, or unliquidated as to amount may, is not required to, file a proof of claim in these cases. Creditors whose claims are not scheduled or whose claims are scheduled as disputed, contingent, or unliquidated as to amount and who desire to participate in these cases or share in any distribution must file a proof of claim. A creditor who relies on the schedule of liabilities has the responsibility for determining that the claim is listed accurately. A form of proof of claim and notice of the deadline for filing such proof of claim will be sent to you later. A deadline for the last day for filing proofs of claim has not yet been established.
Discharge of Debts	Confirmation of a chapter 11 plan may result in a discharge of debts, which may include all or part of your debt. <i>See</i> Bankruptcy Code § 1141(d). A discharge means that you may never try to collect the debt from the debtors, except as provided in the plan. If you believe that a debt owed to you is not dischargeable under Bankruptcy Code § 1141(d)(6)(A), you must start a lawsuit by filing a complaint in the bankruptcy clerk's office by the "Deadline to File a Complaint to Determine Dischargeability of Certain Debts" listed above. The bankruptcy clerk's office must receive the objection by the "Deadline to File a Complaint to Determine Dischargeability of Certain Debts" listed on the front side.
Bankruptcy Clerk's Office	Any paper that you file in these bankruptcy cases should be filed at the bankruptcy clerk's office at the address listed on the front side. You may inspect all papers filed, including the list of the debtors' property and debts and the list of property claimed as exempt, at the bankruptcy clerk's office.
Foreign Creditors	Consult a lawyer familiar with United States bankruptcy law if you have any questions regarding your rights in this case.