

Presentment Date & Time: September 1, 2023 at 12:00 p.m.  
Objection Deadline: August 25, 2023 at 12:00 p.m.

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re:

EXTENDED STAY INC., et al.,

Debtors.

----- X

Case No. 09-13764 (JLG)

Chapter 11

(Jointly Administered)

**NOTICE OF PRESENTMENT OF PLAN ADMINISTRATOR’S AND LITIGATION TRUSTEE’S MOTION FOR ENTRY OF AN ORDER (I) ISSUING A FINAL DECREE, (II) APPROVING FINAL DISTRIBUTIONS, (III) APPROVING TREATMENTS OF UNCLAIMED DISTRIBUTIONS, (IV) DISCHARGING THE PLAN ADMINISTRATOR AND LITIGATION TRUSTEE, AND (IV) GRANTING RELATED RELIEF**

TO: (I) THE OFFICE OF THE UNITED STATES TRUSTEE FOR THE SOUTHERN DISTRICT OF NEW YORK, (II) ALL PARTIES THAT HAVE FILED A NOTICE OF APPEARANCE AND REQUEST FOR SERVICE OF PAPERS IN THESE BANKRUPTCY CASES, AND (III) ALL CREDITORS WITH ALLOWED GUC CLAIMS WHO WILL BE RECEIVING DISTRIBUTIONS PURSUANT TO THE PLAN

**PLEASE TAKE NOTICE THAT** the Plan Administrator (the “Plan Administrator”) and Litigation Trustee of the Extended Stay Litigation Trust (the “Litigation Trustee”) has filed the attached *Motion For Entry of an Order (I) Issuing a Final Decree, (II) Approving Final Distributions, (III) Approving Treatment Of Unclaimed Distributions, (IV) Discharging The Plan*



*Administrator and Litigation Trustee, and (V) Granting Related Relief* (the “Motion”) for signature on **September 1, 2023 at 12:00 p.m. (prevailing Eastern Time)**.

**PLEASE TAKE FURTHER NOTICE** that responses to the Motion, if any, must be filed on or before **August 25, 2023 at 12:00 p.m. (prevailing Eastern Time)** (the “Objection Deadline”) with the United States Bankruptcy Court for the Southern District of New York, Courtroom 723, One Bowling Green, New York, N.Y. 10004 (the “Bankruptcy Court”).

At the same time, you must serve a copy of any response upon the undersigned counsel to the Plan Administrator and Litigation Trustee so that the response is timely received on or before the Objection Deadline.

**PLEASE TAKE FURTHER NOTICE THAT IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED BY THE MOTION WITHOUT FURTHER NOTICE.**

Dated: New York, New York  
August 11, 2023

**WEIL, GOTSHAL & MANGES LLP**

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re:

EXTENDED STAY INC., et al.,

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Case No. 09-13764 (JLG)

Chapter 11

(Jointly Administered)

**PLAN ADMINISTRATOR’S AND LITIGATION TRUSTEE’S MOTION FOR  
ENTRY OF AN ORDER (I) ISSUING A FINAL DECREE, (II) APPROVING FINAL  
DISTRIBUTIONS, (III) APPROVING TREATMENT OF UNCLAIMED DISTRIBUTIONS,  
(IV) DISCHARGING THE PLAN ADMINISTRATOR AND LITIGATION TRUSTEE,  
AND (V) GRANTING RELATED RELIEF**

Finbarr O’Connor, in his dual capacities as Plan Administrator (the “Plan Administrator”) and  
Successor Litigation Trustee (the “Litigation Trustee”, and together with the Plan Administrator, the  
“Plan Fiduciary”), for and on behalf of the Extended Stay Litigation Trust (the “Litigation Trust”),  
and Extended Stay, Inc., (“ESI”) and its affiliated debtors (collectively, the “Debtors”), hereby moves  
this Court (the “Motion”) for the entry of an order, substantially in the form annexed hereto as **Exhibit**

A (the “Proposed Order”) (a) issuing a final decree closing the chapter 11 case of Homestead Village L.L.C. (“Homestead Village”), (b) approving final distributions, (c) approving treatment of unclaimed distributions, (d) discharging the Plan Administrator and Litigation Trustee with respect to the Plan Debtors and their estates, and (e) granting related relief.

The Plan Fiduciary submits that the relief requested herein is appropriate because the Plan Fiduciary has (a) substantially consummated the Plan, (b) completed the claims review and reconciliation process for all claims filed against Homestead Village<sup>1</sup> including filing, prosecuting, and resolving numerous omnibus and other claims objections, (c) complied with his financial reporting obligations (including the payment of all United States Trustee fees related thereto), (d) completed litigating the Actions (as defined below), (e) completed his review of and objections to any disputed claims filed against Homestead Village, and (f) upon approval of this Motion, will complete distributions to holders of all Allowed GUC Claims (as defined below). Accordingly, the only matters that remain are the issuance of final distributions and payment of United States Trustee fees related thereto, the closing of the Chapter 11 case of Homestead Village L.L.C., and certain post-distribution tasks necessary to complete the wind down of the Debtors’ estates and administration of the Litigation Trust, including the disposition of ESI’s chapter 11 case.

In support of this Motion, the Plan Fiduciary respectfully represents as follows:

### **JURISDICTION**

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

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<sup>1</sup> Pursuant to the terms of the Plan and Confirmation Order, all claims filed against the Plan Debtors were substantively consolidated. See Confirmation Order ¶14; Plan § 6.1. Pursuant to the First Final Decree, all claims filed against the Plan Debtors were deemed as filed against Homestead Village.

2. The statutory bases for the relief requested in this Motion are sections 105(a), 350(a), 363(b)(1) and 1142 of title 11 of the United States Code (the “Bankruptcy Code”), as supplemented by Rule 3022 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) and Rule 3022-1 of the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the “Local Rules”).

## **BACKGROUND**

### **A. General Background**

3. On June 15, 2009, or February 28, 2010 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors’ chapter 11 cases were consolidated for procedural purposes only and were jointly administered.

4. By order dated July 20, 2010 [Docket No. 1172] (the “Confirmation Order”), the Bankruptcy Court confirmed the Debtors’ Fifth Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code, dated June 8, 2010, as Amended (the “Plan”), which applies to all of the Debtors other than ESI (collectively, the “Plan Debtors”).

5. On October 8, 2010 (the “Effective Date”) [Docket No. 1254], all conditions to the occurrence of the Effective Date set forth in the Plan and Confirmation Order were satisfied or waived in accordance therewith and the Effective Date of the Plan occurred.

6. On September 28, 2012, the Court entered an Order and Final Decree [Docket No. 1686] (the “First Final Decree”) closing the Debtors’ chapter 11 cases other than the chapter 11 cases for Homestead Village and ESI.

### **B. The Litigation Trust**

7. During the chapter 11 proceedings, the Court appointed an examiner (the “Examiner”) to investigate a variety of matters, which included potential claims arising from a leveraged buyout and payments to the Debtors’ stakeholders prior to the bankruptcy. Following the Examiner’s final report, the Debtors obtained confirmation of a plan that provided for the Litigation Trust to be created

for the benefit of certain creditors of debtors as beneficiaries and provided for the debtors to transfer to the Litigation Trust all of their right, title, and interest in the potential legal and equitable claims that the Examiner had identified in his report.

8. The Litigation Trust was formed by that certain *Litigation Trust Agreement* dated as of October 8, 2010, by and between the Debtors, ESI and Hobart Truesdell (the “Original Litigation Trustee”) [Docket No. 1138], and as amended by that certain *Amendment to Extended Stay Litigation Trust Agreement*, dated as of September 12, 2012, which appointed Finbarr O’Connor as successor Litigation Trustee.

9. The assets held by the Litigation Trust (the “Litigation Trust Assets”) are comprised of essentially all claims, potential claims, causes of actions, remedies, charges, suits or rights of recovery of the Debtors (i) referenced in the Report of Ralph R. Mabey, as Examiner, as amended [Docket Nos. 913, 1031, 1094, 1218] (the “Examiner’s Report”), and (ii) under §§ 502(d), 542 through 551, and 553 of the Bankruptcy Code (see Plan ¶ 1.89; ESI Settlement Agreement, § 4). Pursuant to the Plan and the Litigation Trust Agreement, the Litigation Trustee was responsible for, among other things, prosecution and settlement of the causes of action that constitute the Litigation Trust Assets.

10. After this Court confirmed the Debtors’ plan of reorganization, the Litigation Trust, by its prior trustee, commenced five lawsuits against numerous defendants<sup>2</sup>. The Litigation Trust pursued those claims for over a year before the original trustee was replaced by the successor Litigation Trustee, who subsequently settled or dismissed all of the claims and parties to those cases, and all of the Actions have been closed.

11. On June 23, 2023, the Court entered a Stipulation and Order of Dismissal [Docket No. 530 in Adv. Pro. No. 11-2254] dismissing the last remaining open Action in these cases.

### **C. Claims Reconciliation**

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<sup>2</sup> On June 14 and 15, 2011, the Original Litigating Trustee filed five actions (each, an “Action” and, collectively, the “Actions”) (Adv. Pro. Nos. 11-02398, 11-02254, 11-02255, 11-02256, and 11-02259).

12. By orders entered on November 19, 2009 [Docket No. 595] and July 12, 2010 [Docket No. 1122] (together, the “Bar Date Orders”), the Bankruptcy Court set January 15, 2010 at 5:00 p.m. (prevailing Eastern Time) or August 17, 2010 at 5:00 p.m. (prevailing Eastern Time), as applicable, as the deadline (together, the “Bar Date”) for the filing of proofs of claim based upon prepetition claims. All proofs of claims, including general unsecured claims, received in these cases were recorded on the official claims register maintained by the claims agent (the “Claims Agent”). Following the Effective Date, pursuant to the terms of the Plan, the Claims Agent has maintained the claims register.

13. The Litigation Trustee has completed the review and reconciliation process and there are twenty-four (24) Class 5 general unsecured claims allowed against Homestead Village (the “Allowed GUC Claims”) for which the Litigation Trustee intends to make distributions pursuant to the terms of the Plan.

14. The Plan Administrator has completed the review and reconciliation process and has previously paid all allowed administrative and priority claims against Homestead Village and made the required distributions on account of the Mortgage Facility Claims, and may make further supplemental distributions pursuant to the terms of the Plan on account of such claims in the near future.

### **RELIEF REQUESTED**

15. By this Motion, the Plan Fiduciary requests, pursuant to Bankruptcy Code Sections 105(a), 350(a), 363(b)(1), and 1142, Bankruptcy Rules 3022 and 6007, and Local Rule 3022-1, the entry of an order substantially in the form of the Proposed Order (a) issuing a final decree closing the chapter 11 case of Homestead Village, (b) approving final distributions, and (c) approving the treatment of unclaimed distributions.

**BASIS FOR RELIEF REQUESTED**

**A. Final Decree Closing the Chapter 11 Case of Homestead Village**

16. Section 350(a) of the Bankruptcy Code provides that “[a]fter an estate is fully administered and the court has discharged the trustee, the court shall close the case.” 11 U.S.C. § 350(a). Further, Section 105(a) of the Bankruptcy Code provides, in relevant part, that “[t]he court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title.” 11 U.S.C. § 105(a).

17. Bankruptcy Rule 3022 governs the closing of chapter 11 cases and further provides that “[a]fter an estate is fully administered in a chapter 11 reorganization case, the court, on its own motion or on motion of a party in interest, shall enter a final decree closing the case.” FED. R. BANKR. P. 3022.

18. Neither the Bankruptcy Code nor the Bankruptcy Rules define the term “fully administered.” The Advisory Committee Notes to Bankruptcy Rule 3022, however, set forth the following non-exclusive factors to be considered in determining whether a case has been fully administered:

- a. whether the order confirming the plan has become final;
- b. whether deposits required by the plan have been distributed;
- c. whether the property proposed by the plan to be transferred has been transferred;
- d. whether the debtor or the successor of the debtor under the plan has assumed the business or the management of the property dealt with by the plan;
- e. whether payments under the plan have commenced; and
- f. whether all motions, contested matters, and adversary proceedings have been finally resolved.

*See* FED. R. BANKR. P. 3022, Advisory Committee Notes (1991).<sup>3</sup>

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<sup>3</sup> The Advisory Committee Notes also state that “[e]ntry of a final decree closing a chapter 11 case should not be delayed solely because the payments required by the plan have not been completed.”

19. Courts in this district have recognized that the above factors are nonexclusive and provide a “flexible standard” for determining whether a case has been fully administered. *In re IDC Servs., Inc.*, 1998 WL 547085, at \*3-4 (S.D.N.Y. Aug. 28, 1998); *see also In re SLI, Inc.*, No. 02-12608, 2005 Bankr. LEXIS 1322, at \* 5 (Bankr. D. Del. June 24, 2005) (“[The Bankruptcy Rule 3002] factors are but a guide in determining whether a case has been fully administered, and not all factors need to be present before the case is closed.”). Rather, “Bankruptcy Rule 3022 is intended to allow bankruptcy courts flexibility in determining whether an estate is fully administered.” *In re Union Home & Indus., Inc.*, 375 B.R. 912, 916 (10th Cir. B.A.P. 2007) (citation omitted); *see also In re Kliegl Bros. Universal Elec. Stage Lighting Co., Inc.*, 238 B.R. 531, 542 (Bankr. E.D.N.Y. 1999) (recognizing that bankruptcy courts weigh the factors contained in the Advisory Committee Notes when deciding whether to close a case); *In re Jay Bee Enters., Inc.*, 207 B.R. 536, 538-39 (Bankr. E.D. Ky. 1997) (same); *Walnut Assocs. v. Saidel*, 164 B.R. 487, 493 (E.D. Pa. 1994) (“[A]ll of the factors in the Committee Note need not be present before the Court will enter a final decree.”) (quoting *In re Mold Makers, Inc.*, 124 B.R. 766, 768-69 (Bankr. N.D. Ill. 1990)).

20. It is appropriate for the Court to enter a final decree closing the chapter 11 case of Homestead Village based on an analysis of the factors enumerated in the Advisory Committee Notes to Bankruptcy Rule 3022, because each such factor has been fully or substantially satisfied. The Confirmation Order became final and non-appealable more than twelve (12) years ago. Pursuant to the Confirmation Order, the Plan, and the Litigation Trust Agreement and as required by the Plan, the Plan Administrator and Litigation Trustee have completed their designated tasks with respect to Homestead Village. Previously, the Plan Administrator had reconciled and resolved all secured, administrative and priority claims filed against Homestead Village and made all required distributions on account thereof. The Litigation Trustee has also reconciled and resolved all general unsecured claims filed against Homestead Village, and following the entry of this order, the Litigation Trustee will make final distributions to holders of Allowed GUC Claims. Further, other than the instant

Motion, all motions, contested matters, adversary proceedings, and appeals in the Chapter 11 Case of Homestead Village have been fully resolved. Accordingly, the Litigation Trustee submits that the Chapter 11 Case of Homestead Village may now be closed and that the closing of the Chapter 11 case of Homestead Village will not prejudice any creditor of the Plan Debtors.<sup>4</sup>

21. In addition to the factors set forth in the Advisory Committee Notes, courts have also considered whether the plan of reorganization has been substantially consummated. *See In re Gates Comm. Chapel of Rochester, Inc.*, 212 B.R. 220, 224 (Bankr. W.D.N.Y. 1997); *see also Walnut Assocs.*, 164 B.R at 493. The Bankruptcy Code defines the term “substantial consummation” as:

- a. transfer of all or substantially all of the property proposed by the plan to be transferred;
- b. assumption by the debtor or by the successor to the debtor under the plan of the business or of the management of all or substantially all of the property dealt with by the plan; and
- c. commencement of distribution under the plan.

11 U.S.C. § 1101(2).

22. As discussed above, substantially all the estates’ causes of action were transferred to the Litigation Trust to hold in trust for the Litigation Trust beneficiaries for distribution in accordance with the terms of the Plan and the Litigation Trust Agreement. Pursuant to the Plan, the Litigation Trustee is prepared to make the final distribution (the “Final Distribution”) contemplated herein. Other than the assets to be distributed as part of the Final Distribution, no other assets, other than a minimal administrative reserve for costs associated with the closing of the chapter 11 case of Homestead Village and the Litigation Trust, will remain with the Plan Administrator and/or Litigation Trust. Accordingly, the Plan Fiduciary submits that the Plan has been substantially consummated within the meaning of Section 1101(2) of the Bankruptcy Code.

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<sup>4</sup> For the avoidance of doubt, the case of ESI will not be impacted by this Motion or entry of the Final Decree for Homestead Village L.L.C.

23. Based on the foregoing, the Plan Fiduciaries submit that it is appropriate and necessary for the entry of a final decree closing the chapter 11 case of Homestead Village L.L.C.

**B. Authorizing Final Distributions**

24. Section 1142(a) of the Bankruptcy Code provides that “any entity organized . . . for the purpose of carrying out the plan shall carry out the plan and shall comply with any orders of the court.” 11 U.S.C. § 1142(a). Section 1142(b) of the Bankruptcy Code provides that “the court may direct . . . any necessary party to execute or deliver or to join in the execution or delivery of any instrument required to effect a transfer of property dealt with by a confirmed plan, and to perform any other act . . . that is necessary for the consummation of the plan.” 11 U.S.C. § 1142(b). In addition, section 105(a) of the Bankruptcy Code provides, in pertinent part, that the Court may “issue any order, process or judgment that is necessary or appropriate to carry out the provisions of [the Bankruptcy Code].” 11 U.S.C. § 105(a).

25. Pursuant to the terms of the Plan, the Litigation Trustee “shall distribute . . . the amount distributable” to holders of Allowed Claims (as defined in the Plan). (Plan Art. VII.(7.5)). As noted above, the Litigation Trustee has completed his claims review, reconciled all claims, and prosecuted numerous claims objections. The Litigation Trustee has determined that the claims identified on **Schedule 1** to the Proposed Order in the amounts identified therein constitute all of the currently unpaid Allowed GUC Claims against the Plan Debtors. As set forth in the Plan, Final Distributions on account of Allowed GUC Claims will equal 80% of such Allowed GUC Claim. Plan at §4.6(b). Schedule 1 details the proposed Final Distribution amount for each Allowed GUC Claim.

26. Additionally, the Litigation Trustee requests that the Court only require the Litigation Trustee to hold Final Distributions for creditors for a period of ninety (90) days from issuance.<sup>5</sup> The Litigation Trustee submits that ninety (90) days is a sufficient time period for Holders of Allowed

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<sup>5</sup> The Plan initially provided that unclaimed distributions after one hundred and eighty (180) days would become property of the Litigation Trust.

GUC Claims to receive and deposit the Final Distributions. Requiring the Litigation Trustee to hold Final Distributions for one hundred and eighty (180) days would necessitate the Litigation Trustee to operate into calendar year 2024 and trigger additional tax filing obligations, with the attendant additional cost. By limiting Final Distributions to ninety (90) days, the Litigation Trustee anticipates being able to complete his tasks prior to the end of 2023 and file final tax returns for the year 2023. If the Litigation Trustee is required to operate into 2024, the Litigation Trust would need to take a larger administrative reserve. To ensure that checks are deposited by Holders of Allowed GUC Claims, the Litigation Trustee will attempt to contact each Holder of an Allowed GUC Claim that has not deposited its check forty-five (45) days after issuance. Given the limited number of Allowed GUC Claims and the limited total amount of distributions, the Litigation Trustee respectfully submits that triggering an additional tax year for the Litigation Trust is unwarranted under the circumstances and the ninety (90) day time period fairly balances the need to close the Litigation Trust with the rights of Holders of Allowed GUC Claims.

27. Pursuant to the terms of the Plan, the source of funding the Final Distribution is a gift from the Special Servicer. Plan at §4.6 (b). Accordingly, to the extent there are unclaimed distributions such funds should be returned to the Special Servicer.

**C. Discharge of Plan Administrator and Litigation Trustee Other than with Respect to Trailing Obligations**

28. Pursuant to the terms of the Plan, the Plan Administrator is obligated to resolve administrative and priority claims and to make timely distributions on account of such claims. Plan at § 7.1(b).

29. Pursuant to the terms of the Plan, the Litigation Trustee is obligated to resolve disputed claims, make timely distributions to holders of Allowed GUC Claims and Litigation Trust interests and not unduly prolong the duration of the Litigation Trust. Plan at § 7.1(c).

30. As set forth more fully above, the Plan Administrator and Litigation Trustee have fulfilled these obligations. At present, the Plan has been substantially consummated and all that remains for the Litigation Trustee is the completion of the final distribution and certain post-distribution administrative tasks. As such, the Plan Fiduciaries submit that it is appropriate for the Court to release and discharge the Plan Administrator and Litigation Trustee of their duties and obligations as Plan Administrator and as Litigation Trustee of the Litigation Trust with respect to the Plan Debtors and their estates other than those limited remaining duties and obligations relating to the wind down of the Litigation Trust and the Proposed Order (the “Trailing Obligations”), which Trailing Obligations should terminate upon the termination of the Litigation Trust.

#### **PAYMENT OF US TRUSTEE FEES AND FINAL REPORT**

31. The Plan Administrator will pay all statutory fees of the United States Trustee accruing up to the date of the final decree for the chapter 11 case of Homestead Village within ten (10) business days of the date of entry of the Proposed Order.<sup>6</sup>

32. Pursuant to Rule 3022-1 of the Local Rules of the Bankruptcy Court for the Southern District of New York, a closing report concerning Homestead Village’s chapter 11 case is being filed under separate cover, contemporaneously with this Motion. The Plan Administrator will also file quarterly operating reports for the second and third quarter of 2023 and pay all fees due and owing to the Office of the United States Trustee for the Southern District of New York under section 1930 of title 28 of the United States Code.

#### **NO PRIOR REQUEST**

33. No previous request for the relief sought in this Motion with respect to the chapter 11 case of Homestead Village has been made to this or any other court.<sup>7</sup>

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<sup>6</sup> For purposes of calculating the final statutory fee due to the United States Trustee, the Plan Administrator will deem all final distributions as being made on the date the final decree is entered.

<sup>7</sup> As noted above, the Court previously approved the request to close the chapter 11 cases of each of the Plan Debtors other than Homestead Village L.L.C.

**NOTICE**

34. Notice of this Motion will be provided to (i) the United States Trustee for the Southern District of New York pursuant to S.D.N.Y. Bankr. LR 2002, (ii) all creditors with Allowed Claims who will be receiving distributions pursuant to the Plan, and (iii) all other parties entitled to notice. In light of the nature of the relief requested herein, the Plan Fiduciary submits that no other or further notice is required.

**CONCLUSION**

WHEREFORE, the Plan Administrator and Litigation Trustee respectfully request that this Court enter an order, substantially in the form as the Proposed Order, (a) issuing a final decree closing the chapter 11 case of Homestead Village, (b) approving final distributions, (c) approving treatment of unclaimed distributions, (d) discharging the Plan Administrator and Litigation Trustee with respect to the Plan Debtors and their estates; and (e) granting such other or further relief that the Court deems just and proper.

Dated: New York, New York  
August 11, 2023

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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Case No. 09-13764 (JLG)

In re:

Chapter 11

EXTENDED STAY INC., et al.,

(Jointly Administered)

Debtors.

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**ORDER (I) ISSUING A FINAL DECREE, (II) APPROVING FINAL DISTRIBUTIONS,  
(III) APPROVING TREATMENT OF UNCLAIMED DISTRIBUTIONS,  
(IV) DISCHARGING THE PLAN ADMINISTRATOR AND LITIGATION  
TRUSTEE, AND (V) GRANTING RELATED RELIEF**

Upon the Motion<sup>1</sup> of Finbarr O’Connor, in his capacities as Plan Administrator and Litigation Trustee (the “Litigation Trustee”, and together with the Plan Administrator, the “Plan Fiduciary”) for and on behalf of the Extended Stay Litigation Trust (the “Litigation Trust”), for Extended Stay, Inc., (“ESI”) and its affiliated debtors (collectively, the “Debtors”), for the entry of an order, (a) issuing a final decree closing the chapter 11 case of Homestead Village L.L.C. (the “Chapter 11 Case”), (b) approving final distributions, (c) approving treatment of unclaimed distributions, (d) discharging the Plan Administrator and Litigation Trustee with respect to the Plan Debtors and their estates, and (e) granting related relief; and the Court having found that the Plan Fiduciary has achieved substantial consummation of the Plan; and it appearing that Homestead Village’s estate has been fully administered; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that the Plan Fiduciary has filed the Final Report concerning the period from the Petition Date through August 11, 2023 in accordance with Local Rule 3022-1; and consideration

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<sup>1</sup> Capitalized terms used, but not defined, herein shall have the meanings ascribed to them in the Motion.

of the Motion and the relief 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, and no other or further notice being required; and the Court having found that good and sufficient cause exists for granting the relief requested in the Motion; it is hereby

**ORDERED, DECREED AND ADJUDGED THAT:**

1. The Motion is GRANTED.
2. The Chapter 11 Case, as captioned above is and shall be and hereby is closed effective immediately as of the date of the entry of this Order:
3. The Litigation Trustee is authorized to issue Final Distributions to the holders of Allowed GUC Claims in the amounts set forth on Schedule 1 attached hereto, and the Final Distributions may be voided if not deposited within ninety (90) days of issuance.
4. The Litigation Trustee is authorized to return any unclaimed distributions to the Special Servicer.
5. To the extent not previously paid, the outstanding fees required to be paid to the United States Trustee pursuant to 28 U.S.C. § 1930(a)(6) shall be paid within ten (10) business days of the date of the entry of this Order.
6. The Plan Fiduciary and his employees, professionals and representatives are hereby authorized and directed to take any and all actions necessary or appropriate in connection with the closing of the Chapter 11 Case in accordance with this Order.
7. Upon entry of this Order, the Plan Fiduciary shall be, and hereby is, fully released and discharged of his duties and obligations with respect to the Plan Debtors and their estates other than those duties and obligations relating to the wind down of the Litigation Trust and this Order

(the “Trailing Obligations”), which Trailing Obligations shall terminate, without further Order of the Court, upon termination of the Litigation Trust.

8. This Order is without prejudice to any party’s right to seek to reopen the Chapter 11 Case.

9. This Order is without prejudice to and does not otherwise affect the continuing effect of the Plan and applicable provisions of the Confirmation Order that will survive the closing of the Chapter 11 Case.

10. Notwithstanding any stay that might be applicable to this Order, this Order shall be effective and enforceable immediately upon entry hereof.

11. This Court shall retain jurisdiction to hear and determine all matters arising from or related to (a) the Chapter 11 Case, as provided for in the Plan, and (b) the implementation, interpretation and enforcement of this Order.

**SCHEDULE 1**

Claim No.	Creditor Name	Allowed GUC Amount	Distribution Amount
48	American InfoSource LP as Agent for T Mobile T Mobile USA Inc	\$723.40	\$578.72
47	American InfoSource LP as Agent for T Mobile T Mobile USA Inc	\$184.49	\$147.59
267	Department of the Treasury Internal Revenue Service	\$14,166.00	\$11,332.80
355	DFS Services LLC	\$16,540.12	\$13,232.10
392	Franchise Tax Board	\$213.31	\$170.65
393	Franchise Tax Board	\$1,307.48	\$1,045.98
394	Franchise Tax Board	\$12,064.18	\$9,651.34
398	Franchise Tax Board	\$1,045.90	\$836.72
1984	Georgia Department of Revenue	\$5,521.24	\$4,416.99
2029	Illinois Department of Revenue	\$350.03	\$280.02
159	Illinois Department of Revenue	\$544.00	\$435.20
2015	Illinois Department of Revenue	\$778.00	\$622.40
51	Interline Brands Inc dba Trayco	\$783.06	\$626.45
1999	LOUISVILLE JEFFERSON COUNTY	\$333.06	\$266.45
87	Micros Systems Inc	\$1,601.20	\$1,280.96
13	New York State Department of Taxation and Finance	\$346.55	\$277.24
133	Oklahoma Tax Commission	\$20.00	\$16.00
256	Public Service Electric & Gas Company	\$18,193.63	\$14,554.90
176	Tennessee Department of Revenue	\$729.76	\$583.81
486	Tennessee Department of Revenue	\$19,438.43	\$15,550.74
2002	Texas Comptroller of Public Accounts on Behalf of the State of Texas Texas Municipalities Texas Counties	\$18,455.86	\$14,764.69
263	Texas Comptroller of Public Accounts on Behalf of the State of Texas Texas Municipalities Texas Counties Special Purpose Dist	\$11,995.60	\$9,596.48
316	Texas Comptroller of Public Accounts on Behalf of the State of Texas Texas Municipalities Texas Counties Special Purpose Dist	\$453.76	\$363.01
266	Texas Comptroller of Public Accounts on Behalf of the State of Texas Texas Municipalities Texas Counties Special Purpose Dist	\$12,118.60	\$9,694.88
<b>Totals</b>		<b>\$137,907.66</b>	<b>\$110,326.13</b>