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Marcia L. Goldstein
Jacqueline Marcus

Proposed Attorneys for Debtors and
Debtors in Possession

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

-----X
In re : Chapter 11 Case No.
EXTENDED STAY INC., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-1087401 :
-----X

In re : Chapter 11 Case No.
ESA P PORTFOLIO L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-1627190 :
-----X

In re : Chapter 11 Case No.
ESA 2005 PORTFOLIO L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-2628617 :
-----X



-----X
In re : Chapter 11 Case No.
ESA 2005–SAN JOSE L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-2741317 :
-----X

In re : Chapter 11 Case No.
ESA 2005–WALTHAM L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-2741418 :
-----X

In re : Chapter 11 Case No.
ESA ACQUISITION PROPERTIES L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-3698149 :
-----X

In re : Chapter 11 Case No.
ESA ALASKA L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-3698213 :
-----X

-----X
In re : Chapter 11 Case No.
ESA CANADA PROPERTIES :
BORROWER L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 26-0367476 :
-----X

In re : Chapter 11 Case No.
ESA FL PROPERTIES L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-0897687 :
-----X

In re : Chapter 11 Case No.
ESA MD BORROWER L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-0938839 :
-----X

In re : Chapter 11 Case No.
ESA MN PROPERTIES L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-0930648 :
-----X

-----X
In re : Chapter 11 Case No.
ESA P PORTFOLIO MD BORROWER L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-1627448 :
-----X

In re : Chapter 11 Case No.
ESA P PORTFOLIO PA PROPERTIES L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-2976306 :
-----X

In re : Chapter 11 Case No.
ESA P PORTFOLIO TXNC : 09-____()
PROPERTIES L.P., :
Debtor. :
Employer Tax I.D. No. 20-1627378 :
-----X

In re : Chapter 11 Case No.
ESA PA PROPERTIES L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-0897652 :
-----X

-----X
In re : Chapter 11 Case No.
ESA PROPERTIES L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-0891249 :
-----X

In re : Chapter 11 Case No.
ESA TX PROPERTIES L.P., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-0891295 :
-----X

In re : Chapter 11 Case No.
ESH/HOMESTEAD PORTFOLIO L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 06-1689049 :
-----X

In re : Chapter 11 Case No.
ESH/HV PROPERTIES L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 13-4188927 :
-----X

In re : Chapter 11 Case No.
ESH/MSTX PROPERTY L.P., : 09-____()
Debtor. :
Employer Tax I.D. No. 32-0075862 :
-----X

-----X
In re : Chapter 11 Case No.
ESH/TN PROPERTIES L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 04-3585781 :
-----X

In re : Chapter 11 Case No.
ESH/TX PROPERTIES L.P., : 09-____()
Debtor. :
Employer Tax I.D. No. 01-0556964 :
-----X

In re : Chapter 11 Case No.
ESH/HOMESTEAD MEZZ L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-0509883 :
-----X

In re : Chapter 11 Case No.
ESA P MEZZ L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-1627467 :
-----X

In re : Chapter 11 Case No.
ESA MEZZ L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-0930767 :
-----X

-----X
In re : Chapter 11 Case No.
ESH/HOMESTEAD MEZZ 2 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-0509903 :
-----X

In re : Chapter 11 Case No.
ESA P MEZZ 2 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-1627480 :
-----X

In re : Chapter 11 Case No.
ESA MEZZ 2 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-0930866 :
-----X

In re : Chapter 11 Case No.
ESH/HOMESTEAD MEZZ 3 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-0509936 :
-----X

In re : Chapter 11 Case No.
ESA P MEZZ 3 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-1628977 :
-----X

-----X
In re : Chapter 11 Case No.
ESA MEZZ 3 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-0930929 :
-----X

In re : Chapter 11 Case No.
ESH/HOMESTEAD MEZZ 4 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-0509953 :
-----X

In re : Chapter 11 Case No.
ESA P MEZZ 4 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-1628997 :
-----X

In re : Chapter 11 Case No.
ESA MEZZ 4 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-0930964 :
-----X

In re : Chapter 11 Case No.
ESH/HOMESTEAD MEZZ 5 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-3059613 :
-----X

-----X
In re : Chapter 11 Case No.
ESA P MEZZ 5 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-3059186 :
-----X

In re : Chapter 11 Case No.
ESA MEZZ 5 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-0931006 :
-----X

In re : Chapter 11 Case No.
ESH/HOMESTEAD MEZZ 6 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-3059667 :
-----X

In re : Chapter 11 Case No.
ESA P MEZZ 6 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-3059247 :
-----X

In re : Chapter 11 Case No.
ESA MEZZ 6 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-3058995 :
-----X

-----X
In re : Chapter 11 Case No.
ESH/HOMESTEAD MEZZ 7 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-3059722 :
-----X

In re : Chapter 11 Case No.
ESA P MEZZ 7 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-3059349 :
-----X

In re : Chapter 11 Case No.
ESA MEZZ 7 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-3059065 :
-----X

In re : Chapter 11 Case No.
ESH/HOMESTEAD MEZZ 8 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-3059779 :
-----X

In re : Chapter 11 Case No.
ESA P MEZZ 8 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-3059402 :
-----X

-----X
In re : Chapter 11 Case No.
ESA MEZZ 8 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-3059117 :
-----X

In re : Chapter 11 Case No.
ESH/HOMESTEAD MEZZ 9 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 26-0311011 :
-----X

In re : Chapter 11 Case No.
ESA P MEZZ 9 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 26-0310281 :
-----X

In re : Chapter 11 Case No.
ESA MEZZ 9 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 26-0310923 :
-----X

In re : Chapter 11 Case No.
ESH/HOMESTEAD MEZZ 10 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 26-0311063 :
-----X

-----X
In re : Chapter 11 Case No.
ESA P MEZZ 10 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 26-0310224 :
-----X

In re : Chapter 11 Case No.
ESA MEZZ 10 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 26-0310175 :
-----X

In re : Chapter 11 Case No.
HOMESTEAD VILLAGE L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 13-4188930 :
-----X

In re : Chapter 11 Case No.
ESA MD BENEFICIARY L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-1017038 :
-----X

In re : Chapter 11 Case No.
ESA P PORTFOLIO MD TRUST, : 09-____()
Debtor. :
Employer Tax I.D. No. 20-1628258 :
-----X

-----X
In re : Chapter 11 Case No.
ESA MD PROPERTIES BUSINESS TRUST, : 09-____()
Debtor. :
Employer Tax I.D. No. 20-1016992 :
-----X

In re : Chapter 11 Case No.
ESA P PORTFOLIO MD : 09-____()
BENEFICIARY L.L.C., :
Debtor. :
Employer Tax I.D. No. 20-1628432 :
-----X

In re : Chapter 11 Case No.
ESA CANADA PROPERTIES TRUST, : 09-____()
Debtor. :
Employer Tax I.D. No. 20-6692314 :
-----X

In re : Chapter 11 Case No.
ESA CANADA TRUSTEE INC., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-3622861 :
-----X

-----X
In re : Chapter 11 Case No.
ESA CANADA BENEFICIARY INC., : 09-____()
Debtor. :
Employer Tax I.D. No. 26-4337543 :
-----X

In re : Chapter 11 Case No.
ESA UD PROPERTIES L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-1017075 :
-----X

In re : Chapter 11 Case No.
ESA 2007 OPERATING LESSEE INC., : 09-____()
Debtor. :
Employer Tax I.D. No. 26-0479408 :
-----X

In re : Chapter 11 Case No.
ESA 2005 OPERATING LESSEE INC., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-2628471 :
-----X

In re : Chapter 11 Case No.
ESA OPERATING LESSEE INC., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-0944369 :
-----X

-----X
In re : Chapter 11 Case No.
ESA P PORTFOLIO OPERATING :
LESSEE INC., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-1627433 :
-----X

In re : Chapter 11 Case No.
ESA BUSINESS TRUST, : 09-____()
Debtor. :
Employer Tax I.D. No. 20-3698078 :
-----X

In re : Chapter 11 Case No.
ESA MANAGEMENT L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 36-4029101 :
-----X

In re : Chapter 11 Case No.
ESA P PORTFOLIO HOLDINGS L.L.C. : 09-____()
Debtor. :
Employer Tax I.D. No. 20-1628432 :
-----X

-----X
In re : **Chapter 11 Case No.**
: **ESA CANADA OPERATING LESSEE INC.,** : **09-____()**
: **Debtor.** :
: **Employer Tax I.D. No. 94-0468838** :
-----X

:
In re : **Chapter 11 Case No.**
: **EXTENDED STAY HOTELS L.L.C.,** : **09-____()**
: **Debtor.** :
: **Employer Tax I.D. No. 20-1677438** :
-----X

**DEBTORS’ MOTION FOR ORDER DIRECTING
JOINT ADMINISTRATION PURSUANT TO RULE 1015(b)
OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

TO THE HONORABLE UNITED STATES BANKRUPTCY JUDGE:

Extended Stay Inc. and its debtor affiliates, as debtors and debtors in possession (collectively, “Extended Stay” or the “Debtors”), respectfully represent:

Background

1. On the date hereof (the “Commencement Date”), the Debtors each commenced with this Court a voluntary case under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). The Debtors are authorized to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

Extended Stay's Business

2. Extended Stay is the largest owner and operator of mid-price extended stay hotels in the United States, holding one of the most geographically diverse portfolios in the lodging sector with properties located across 44 states (including 11 hotels located in New York) and two provinces in Canada. As a result of acquisitions and mergers, Extended Stay's portfolio has expanded to encompass over 680 properties, consisting of hotels directly owned or leased by Extended Stay or one of its affiliates. Extended Stay currently operates five hotel brands: (i) Crossland Economy Studios, (ii) Extended Stay America, (iii) Extended Stay Deluxe, (iv) Homestead Studio Suites, and (v) StudioPLUS Deluxe Studios, each designed to appeal to value-conscious customers at different price points in their respective markets, and offering Extended Stay guests a range of amenities and services.

3. Extended Stay's business model is a hybrid between a hotel and an apartment, as it provides value-conscious guests seeking longer-term accommodations with an affordable, attractive alternative to traditional hotels and apartments. Extended Stay achieves lower operating costs than traditional hotels, which provide higher service levels such as room service and daily maid service, by eliminating these services and other amenities in exchange for a lower per night price and a fully equipped kitchen, cable TV, and wireless internet access in each of its available rooms, in addition to on site laundry facilities. Typical Extended Stay guests include government and business travelers, people on temporary work assignments or training programs, individuals relocating or purchasing a home and individuals with other short-term housing needs.

4. For the year ending December 31, 2008, Extended Stay's audited financial statements show consolidated assets (including nondebtor affiliates) totaling approximately \$7.1

billion and consolidated liabilities totaling approximately \$7.6 billion. Consolidated revenues for the 12 months ending December 31, 2008 were approximately \$1 billion.

5. All Extended Stay hotels are managed by HVM L.L.C. (“HVM”), an entity that is affiliated with, but not directly owned by, the Extended Stay family of companies. HVM, on behalf of Extended Stay, pays all property level expenses of the hotels, contracts with service providers and purchases all goods and materials utilized in the operation of the business. HVM employs approximately 10,000 employees in connection with the operation of the hotels at any given point in time.

Jurisdiction and Venue

6. 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 before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

7. By this Motion, the Debtors seek entry of an order, substantially in the form attached hereto as “Exhibit A” (the “Proposed Order”), directing the joint administration of these cases for procedural purposes only pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

Basis for Relief Requested

8. Bankruptcy Rule 1015(b) provides, in relevant part, that if “two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates.” Fed. R. Bankr. P. 1015(b). The Debtors are “affiliates” as that term is defined under section 101(2) of the Bankruptcy Code. See 11 U.S.C. § 101(2). Accordingly, this Court is authorized to grant the requested relief.

9. On the date hereof, the Debtors commenced the seventy chapter 11 cases referenced above by filing the appropriate petitions with this Court. Given the provisions of the Bankruptcy Code and the Bankruptcy Rules, as well as the Debtors' affiliation, joint administration of these cases is warranted.

10. Joint administration of these cases will remove the need to prepare, replicate, file and serve duplicative notices, applications, and orders in each of the seventy Debtor cases, thereby saving the Debtors' estates substantial time, considerable expense and resources. Joint administration will also relieve the Court of entering duplicative orders and maintaining duplicative files and dockets and, similarly, simplify supervision of the administrative aspects of these chapter 11 cases by the United States Trustee for the Southern District of New York (the "U.S. Trustee").

11. Moreover, because the Motion requests only the administrative consolidation – and not the substantive consolidation – of these estates, joint administration will not adversely affect creditors' rights. Accordingly, each creditor may still file its claim against a particular estate. In fact, the reduced costs that will result from the joint administration of these cases will enhance the rights of all creditors.

12. The joint administration of affiliated debtors' chapter 11 cases for procedural purposes has been permitted in other complex chapter 11 cases in this District. See, e.g., In re Gen. Motors Corp., Case No. 09-50026 (REG) (Bankr. S.D.N.Y. June 1, 2009) [Docket No. 156]; In re Gen. Growth Props., Inc., Case No. 09-11977 (ALG) (Bankr. S.D.N.Y. Apr. 16, 2009) [Docket No. 35]; In re BearingPoint, Inc., Case No. 09-10691 (REG) (Bankr. S.D.N.Y. Feb. 19, 2009) [Docket No. 31]; In re Tronox Inc., Case No. 09-10156 (ALG) (Bankr. S.D.N.Y. Jan. 13, 2009) [Docket No. 39]; Lyondell Chem. Co., Case No. 09-10023 (REG)

(Bankr. S.D.N.Y. Jan. 7, 2009) [Docket No. 54]; In re Lehman Bros. Holdings Inc., Case No. 08-13555 (JMP) (Bankr. S.D.N.Y. Sept. 17, 2008) [Docket No. 86].

13. Accordingly, the Debtors respectfully request that the Court modify the caption of their cases to reflect the joint administration of these chapter 11 cases, as follows:

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

-----X	
In re	: Chapter 11 Case No.
	: :
EXTENDED STAY INC., <u>et al.</u>,	: 09-____()
	: :
Debtors.	: (Jointly Administered)
	: :
-----X	

14. The Debtors also seek the Court’s direction that a notation substantially similar to the following notation be entered on the docket in each of the Debtors’ chapter 11 cases to reflect the joint administration of these cases:

An Order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of Extended Stay Inc.; ESA P Portfolio L.L.C.; ESA 2005 Portfolio L.L.C.; ESA 2005-San Jose L.L.C.; ESA 2005-Waltham L.L.C.; ESA Acquisition Properties L.L.C.; ESA Alaska L.L.C.; ESA Canada Properties Borrower L.L.C.; ESA FL Properties L.L.C.; ESA MD Borrower L.L.C.; ESA MN Properties L.L.C.; ESA P Portfolio MD Borrower L.L.C.; ESA P Portfolio PA Properties L.L.C.; ESA P Portfolio TXNC Properties L.P.; ESA PA Properties L.L.C.; ESA Properties L.L.C.; ESA TX Properties L.P.; ESH/Homestead Portfolio L.L.C.; ESH/HV Properties L.L.C.; ESH/MSTX Property L.P.; ESH/TN Properties L.L.C.; ESH/TX Properties L.P.; ESH/Homestead Mezz L.L.C.; ESA P Mezz L.L.C.; ESA Mezz L.L.C.; ESH/Homestead Mezz 2 L.L.C.; ESA P Mezz 2 L.L.C.; ESA Mezz 2 L.L.C.; ESH/Homestead Mezz 3 L.L.C.; ESA P Mezz 3 L.L.C.; ESA Mezz 3 L.L.C.; ESH/Homestead Mezz 4 L.L.C.; ESA P Mezz 4 L.L.C.; ESA Mezz 4 L.L.C.; ESH/Homestead Mezz 5 L.L.C.; ESA P Mezz 5 L.L.C.; ESA Mezz 5 L.L.C.; ESH/Homestead Mezz 6 L.L.C.; ESA P Mezz 6 L.L.C.; ESA Mezz 6 L.L.C.; ESH/Homestead Mezz 7 L.L.C.; ESA P Mezz 7 L.L.C.; ESA Mezz 7 L.L.C.; ESH/Homestead Mezz 8 L.L.C.; ESA P Mezz 8 L.L.C.; ESA Mezz 8 L.L.C.; ESH/Homestead Mezz 9 L.L.C.; ESA P Mezz 9 L.L.C.; ESA Mezz 9 L.L.C.; ESH/Homestead Mezz 10 L.L.C.; ESA P Mezz 10 L.L.C.; ESA Mezz 10 L.L.C.;

Homestead Village L.L.C.; ESA MD Beneficiary L.L.C.; ESA P Portfolio MD Trust; ESA MD Properties Business Trust; ESA P Portfolio MD Beneficiary L.L.C.; ESA Canada Properties Trust; ESA Canada Trustee Inc.; ESA Canada Beneficiary Inc.; ESA UD Properties L.L.C.; ESA 2007 Operating Lessee Inc.; ESA 2005 Operating Lessee Inc.; ESA Operating Lessee Inc.; ESA P Portfolio Operating Lessee Inc.; ESA Business Trust; ESA Management L.L.C.; ESA P Portfolio Holdings L.L.C.; ESA Canada Operating Lessee Inc.; and Extended Stay Hotels L.L.C. The docket in **Case No. 09-_____ ()** should be consulted for all matters affecting this case.

15. Finally, the Debtors seek authority to file the monthly operating reports required by the U.S. Trustee Operating Guidelines on a consolidated basis; provided, however, that disbursements will be listed on a debtor-by-debtor basis. The Debtors submit that filing consolidated monthly operating reports will further administrative economy and efficiency without prejudice to any party in interest.

16. Based on the foregoing, the Debtors submit that the relief requested is necessary, appropriate and in the best interests of their estates and creditors and that the motion should be granted in all respects.

Notice

17. No trustee, examiner, or creditors' committee has been appointed in these chapter 11 cases. The Debtors have served notice of this Motion on the parties listed on "Exhibit 1" attached to the Proposed Order, and those creditors holding the five largest unsecured claims against the Debtors' estates (on a consolidated basis). The Debtors submit that no other or further notice need be provided.

18. No previous request for the relief sought herein has been made by the Debtors to this or any other court.

WHEREFORE the Debtors respectfully request that the Court grant the relief requested herein and such other and further relief as it deems just and proper.

Dated: June 15, 2009
New York, New York

/s/ Jacqueline Marcus
Marcia L. Goldstein
Jacqueline Marcus
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007

Proposed Attorneys for Debtors
and Debtors in Possession

Exhibit A
Proposed Order

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

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In re :
EXTENDED STAY INC., :
Debtor. :
Employer Tax I.D. No. 20-1087401 :
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Chapter 11 Case No.
09-____()

In re :
ESA P PORTFOLIO L.L.C., :
Debtor. :
Employer Tax I.D. No. 20-1627190 :
-----X

Chapter 11 Case No.
09-____()

In re :
ESA 2005 PORTFOLIO L.L.C., :
Debtor. :
Employer Tax I.D. No. 20-2628617 :
-----X

Chapter 11 Case No.
09-____()

In re :
ESA 2005-SAN JOSE L.L.C., :
Debtor. :
Employer Tax I.D. No. 20-2741317 :
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Chapter 11 Case No.
09-____()

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In re : Chapter 11 Case No.
ESA 2005-WALTHAM L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-2741418 :
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In re : Chapter 11 Case No.
ESA ACQUISITION PROPERTIES L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-3698149 :
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In re : Chapter 11 Case No.
ESA ALASKA L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-3698213 :
-----X

In re : Chapter 11 Case No.
ESA CANADA PROPERTIES : 09-____()
BORROWER L.L.C., :
Debtor. :
Employer Tax I.D. No. 26-0367476 :
-----X

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In re : Chapter 11 Case No.
ESA FL PROPERTIES L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-0897687 :
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In re : Chapter 11 Case No.
ESA MD BORROWER L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-0938839 :
-----X

In re : Chapter 11 Case No.
ESA MN PROPERTIES L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-0930648 :
-----X

In re : Chapter 11 Case No.
ESA P PORTFOLIO MD BORROWER L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-1627448 :
-----X

In re : Chapter 11 Case No.
ESA P PORTFOLIO PA PROPERTIES L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-2976306 :
-----X

-----X
In re : Chapter 11 Case No.
ESA P PORTFOLIO TXNC :
PROPERTIES L.P., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-1627378 :
-----X

In re : Chapter 11 Case No.
ESA PA PROPERTIES L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-0897652 :
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In re : Chapter 11 Case No.
ESA PROPERTIES L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-0891249 :
-----X

In re : Chapter 11 Case No.
ESA TX PROPERTIES L.P., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-0891295 :
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-----X
In re : Chapter 11 Case No.
ESH/HOMESTEAD PORTFOLIO L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 06-1689049 :
-----X

In re : Chapter 11 Case No.
ESH/HV PROPERTIES L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 13-4188927 :
-----X

In re : Chapter 11 Case No.
ESH/MSTX PROPERTY L.P., : 09-____()
Debtor. :
Employer Tax I.D. No. 32-0075862 :
-----X

In re : Chapter 11 Case No.
ESH/TN PROPERTIES L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 04-3585781 :
-----X

In re : Chapter 11 Case No.
ESH/TX PROPERTIES L.P., : 09-____()
Debtor. :
Employer Tax I.D. No. 01-0556964 :
-----X

-----X
In re : Chapter 11 Case No.
ESH/HOMESTEAD MEZZ L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-0509883 :
-----X

In re : Chapter 11 Case No.
ESA P MEZZ L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-1627467 :
-----X

In re : Chapter 11 Case No.
ESA MEZZ L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-0930767 :
-----X

In re : Chapter 11 Case No.
ESH/HOMESTEAD MEZZ 2 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-0509903 :
-----X

In re : Chapter 11 Case No.
ESA P MEZZ 2 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-1627480 :
-----X

-----X
In re : Chapter 11 Case No.
ESA MEZZ 2 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-0930866 :
-----X

In re : Chapter 11 Case No.
ESH/HOMESTEAD MEZZ 3 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-0509936 :
-----X

In re : Chapter 11 Case No.
ESA P MEZZ 3 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-1628977 :
-----X

In re : Chapter 11 Case No.
ESA MEZZ 3 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-0930929 :
-----X

In re : Chapter 11 Case No.
ESH/HOMESTEAD MEZZ 4 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-0509953 :
-----X

-----X
In re : Chapter 11 Case No.
ESA P MEZZ 4 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-1628997 :
-----X

In re : Chapter 11 Case No.
ESA MEZZ 4 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-0930964 :
-----X

In re : Chapter 11 Case No.
ESH/HOMESTEAD MEZZ 5 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-3059613 :
-----X

In re : Chapter 11 Case No.
ESA P MEZZ 5 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-3059186 :
-----X

In re : Chapter 11 Case No.
ESA MEZZ 5 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-0931006 :
-----X

-----X
In re : Chapter 11 Case No.
ESH/HOMESTEAD MEZZ 6 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-3059667 :
-----X

In re : Chapter 11 Case No.
ESA P MEZZ 6 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-3059247 :
-----X

In re : Chapter 11 Case No.
ESA MEZZ 6 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-3058995 :
-----X

In re : Chapter 11 Case No.
ESH/HOMESTEAD MEZZ 7 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-3059722 :
-----X

In re : Chapter 11 Case No.
ESA P MEZZ 7 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-3059349 :
-----X

-----X
In re : Chapter 11 Case No.
ESA MEZZ 7 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-3059065 :
-----X

In re : Chapter 11 Case No.
ESH/HOMESTEAD MEZZ 8 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-3059779 :
-----X

In re : Chapter 11 Case No.
ESA P MEZZ 8 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-3059402 :
-----X

In re : Chapter 11 Case No.
ESA MEZZ 8 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-3059117 :
-----X

In re : Chapter 11 Case No.
ESH/HOMESTEAD MEZZ 9 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 26-0311011 :
-----X

-----X
In re : Chapter 11 Case No.
ESA P MEZZ 9 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 26-0310281 :
-----X

In re : Chapter 11 Case No.
ESA MEZZ 9 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 26-0310923 :
-----X

In re : Chapter 11 Case No.
ESH/HOMESTEAD MEZZ 10 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 26-0311063 :
-----X

In re : Chapter 11 Case No.
ESA P MEZZ 10 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 26-0310224 :
-----X

In re : Chapter 11 Case No.
ESA MEZZ 10 L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 26-0310175 :
-----X

-----X
In re : Chapter 11 Case No.
HOMESTEAD VILLAGE L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 13-4188930 :
-----X

In re : Chapter 11 Case No.
ESA MD BENEFICIARY L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-1017038 :
-----X

In re : Chapter 11 Case No.
ESA P PORTFOLIO MD TRUST, : 09-____()
Debtor. :
Employer Tax I.D. No. 20-1628258 :
-----X

In re : Chapter 11 Case No.
ESA MD PROPERTIES BUSINESS TRUST, : 09-____()
Debtor. :
Employer Tax I.D. No. 20-1016992 :
-----X

-----X
In re : Chapter 11 Case No.
ESA P PORTFOLIO MD :
BENEFICIARY L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-1628432 :
-----X

In re : Chapter 11 Case No.
ESA CANADA PROPERTIES TRUST, : 09-____()
Debtor. :
Employer Tax I.D. No. 20-6692314 :
-----X

In re : Chapter 11 Case No.
ESA CANADA TRUSTEE INC., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-3622861 :
-----X

In re : Chapter 11 Case No.
ESA CANADA BENEFICIARY INC., : 09-____()
Debtor. :
Employer Tax I.D. No. 26-4337543 :
-----X

-----X
In re : Chapter 11 Case No.
ESA UD PROPERTIES L.L.C., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-1017075 :
-----X

In re : Chapter 11 Case No.
ESA 2007 OPERATING LESSEE INC., : 09-____()
Debtor. :
Employer Tax I.D. No. 26-0479408 :
-----X

In re : Chapter 11 Case No.
ESA 2005 OPERATING LESSEE INC., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-2628471 :
-----X

In re : Chapter 11 Case No.
ESA OPERATING LESSEE INC., : 09-____()
Debtor. :
Employer Tax I.D. No. 20-0944369 :
-----X

-----X
In re : **Chapter 11 Case No.**
: **ESA P PORTFOLIO OPERATING** : **09-____()**
LESSEE INC., :
: **Debtor.** :
: **Employer Tax I.D. No. 20-1627433** :
-----X

In re : **Chapter 11 Case No.**
: **ESA BUSINESS TRUST,** : **09-____()**
: **Debtor.** :
: **Employer Tax I.D. No. 20-3698078** :
-----X

In re : **Chapter 11 Case No.**
: **ESA MANAGEMENT L.L.C.,** : **09-____()**
: **Debtor.** :
: **Employer Tax I.D. No. 36-4029101** :
-----X

In re : **Chapter 11 Case No.**
: **ESA P PORTFOLIO HOLDINGS L.L.C.** : **09-____()**
: **Debtor.** :
: **Employer Tax I.D. No. 20-1628432** :
-----X

-----X
In re : **Chapter 11 Case No.**
:
ESA CANADA OPERATING LESSEE INC., : **09-____()**
:
Debtor. :
:
Employer Tax I.D. No. 94-0468838 :
-----X

-----X
In re : **Chapter 11 Case No.**
:
EXTENDED STAY HOTELS L.L.C., : **09-____()**
:
Debtor. :
:
Employer Tax I.D. No. 20-1677438 :
-----X

**ORDER PURSUANT TO RULE 1015(b)
OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE
DIRECTING JOINT ADMINISTRATION OF CHAPTER 11 CASES**

Upon the Motion, dated June __, 2009 (the “Motion”), of Extended Stay Inc. and its debtor affiliates, as debtors and debtors in possession (collectively, the “Debtors”), for entry of an order pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”) directing the joint administration of the Debtors’ chapter 11 cases for procedural purposes only, 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 of the Southern District of New York in Support of First-Day Motions and Appearances, 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 granted; and it is further

ORDERED that the above-captioned chapter 11 cases are consolidated for procedural purposes only and shall be jointly administered by the Court; and it is further

ORDERED that nothing contained in this Order shall be deemed or construed as directing or otherwise effecting the substantive consolidation of any of the above-captioned cases; and it is further

ORDERED that the caption of the jointly administered cases shall read as follows:

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

-----X	
In re	: Chapter 11 Case No.
	:
EXTENDED STAY INC., <u>et al.</u>,	: 09-____()
	:
Debtors.	: (Jointly Administered)
	:
-----X-	

; and it is further

ORDERED that a docket entry shall be made in each of the Debtors' chapter 11 cases substantially as follows:

An Order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases of Extended Stay Inc.; ESA P Portfolio L.L.C.; ESA 2005 Portfolio L.L.C.; ESA 2005-San Jose L.L.C.; ESA 2005-Waltham L.L.C.; ESA Acquisition Properties L.L.C.; ESA Alaska L.L.C.; ESA Canada Properties Borrower L.L.C.; ESA FL Properties L.L.C.; ESA MD Borrower L.L.C.; ESA MN Properties L.L.C.; ESA P Portfolio MD Borrower L.L.C.; ESA P Portfolio PA Properties L.L.C.; ESA P Portfolio TXNC Properties L.P.; ESA PA Properties L.L.C.; ESA Properties L.L.C.; ESA TX Properties L.P.; ESH/Homestead Portfolio L.L.C.; ESH/HV Properties L.L.C.; ESH/MSTX Property L.P.; ESH/TN Properties L.L.C.; ESH/TX Properties L.P.; ESH/Homestead Mezz L.L.C.; ESA P Mezz L.L.C.; ESA Mezz L.L.C.; ESH/Homestead Mezz 2 L.L.C.; ESA P Mezz 2 L.L.C.; ESA Mezz 2 L.L.C.; ESH/Homestead Mezz 3 L.L.C.; ESA P Mezz 3 L.L.C.; ESA Mezz 3 L.L.C.; ESH/Homestead Mezz 4 L.L.C.; ESA P Mezz 4 L.L.C.; ESA Mezz 4 L.L.C.; ESH/Homestead Mezz 5 L.L.C.; ESA P Mezz 5 L.L.C.; ESA Mezz 5 L.L.C.; ESH/Homestead Mezz 6 L.L.C.; ESA P Mezz 6 L.L.C.; ESA Mezz 6 L.L.C.; ESH/Homestead Mezz 7 L.L.C.; ESA P Mezz 7 L.L.C.; ESA Mezz 7 L.L.C.; ESH/Homestead Mezz 8 L.L.C.; ESA P Mezz 8 L.L.C.; ESA Mezz 8 L.L.C.; ESH/Homestead Mezz 9 L.L.C.; ESA P Mezz 9 L.L.C.; ESA Mezz 9 L.L.C.; ESH/Homestead Mezz 10 L.L.C.; ESA P Mezz 10 L.L.C.; ESA Mezz 10 L.L.C.; Homestead Village L.L.C.; ESA MD Beneficiary L.L.C.; ESA P Portfolio MD Trust; ESA MD Properties Business Trust; ESA P Portfolio MD Beneficiary L.L.C.; ESA Canada Properties Trust; ESA Canada Trustee Inc.; ESA Canada Beneficiary Inc.; ESA UD Properties L.L.C.; ESA 2007 Operating Lessee Inc.; ESA 2005 Operating Lessee Inc.; ESA Operating Lessee Inc.; ESA P Portfolio Operating Lessee Inc.; ESA Business Trust; ESA Management L.L.C.; ESA P

Portfolio Holdings L.L.C.; ESA Canada Operating Lessee Inc.; and Extended Stay Hotels L.L.C. The docket in **Case No. 09-_____** (__) should be consulted for all matters affecting this case.

; and it is further

ORDERED that the Debtors shall be permitted to file their monthly operating reports required by the United States Trustee Operating Guidelines on a consolidated basis; provided, however, that disbursements will be listed on a debtor-by-debtor basis; 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: June , 2009
New York, New York

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>