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

-----X
: **Chapter 11 Case No.**
: **09-____()**
: **(Joint Administration Requested)**
: **Debtors.**
: **EXTENDED STAY INC., et al.,**
: **In re**
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**DEBTORS' MOTION 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 FOR (A)
A WAIVER OF THE REQUIREMENT TO FILE A LIST OF CREDITORS,
AND (B) APPROVAL OF THE FORM AND MANNER OF NOTIFYING
CREDITORS OF THE COMMENCEMENT OF THE DEBTORS' CHAPTER 11 CASES**

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"),¹ 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

¹ A list of the Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax
identification number, is attached hereto as "Exhibit A."



manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. Contemporaneously herewith, the Debtors filed a motion seeking joint administration of their chapter 11 cases pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

Extended Stay’s Business

3. 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.

4. 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.

5. 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.

6. 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

7. 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

8. By this Motion, the Debtors request that, pursuant to section 105(a) of the Bankruptcy Code, the Court: (i) waive the requirement to file a list of creditors on the Commencement Date, as set forth in section 521(a)(1) of the Bankruptcy Code, Bankruptcy Rule 1007(a)(1), 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") of the United States Bankruptcy Court for the Southern District of New York (collectively, the "Notice Rules"), and

(ii) authorize certain procedures (the “Procedures”) for notifying creditors of the commencement of the chapter 11 cases and of the meeting of creditors to be held pursuant to section 341 of the Bankruptcy Code (the “341 Meeting”), including the form of such notice (the “Notice of Commencement”). The proposed form of Notice of Commencement is annexed hereto as “Exhibit B.” A proposed order is annexed hereto as “Exhibit C” (the “Proposed Order”).

Basis for Relief Requested

A. Request to Waive the Requirement to File a List of Creditors

9. Pursuant to the Notice Rules, the Debtors must file a list of creditors and their addresses with their chapter 11 petitions, unless the Debtors file their schedules of assets and liabilities simultaneously with the petitions. Contemporaneously herewith, the Debtors have filed a motion for extension of time to file schedules of assets and liabilities, schedules of executory contracts and unexpired leases, and statements of financial affairs (the “Schedules”). Because the Debtors have not filed the Schedules on the Commencement Date, without further relief, the Notice Rules would require the Debtors to file a list of creditors and their addresses.

10. The Debtors intend to retain and employ Kurtzman Carson Consultants LLC as their notice and claims processing agent (the “Notice and Claims Agent”) in these chapter 11 cases. The Debtors have filed a motion requesting authorization to retain the Notice and Claims Agent pursuant to section 156(c) of title 28 of the United States Code, which empowers the Court to use outside facilities or services pertaining to the provision of notices and other administrative information to parties in interest when the Debtors pay the costs out of the estates’ assets. See 28 U.S.C. § 156(c). The Debtors propose that, pursuant to section 342(a) of the Bankruptcy Code and Bankruptcy Rules 2002(a) and (f), as soon as practicable after the Commencement Date, the Debtors furnish their list of creditors to the Notice and Claims Agent so that the Notice and Claims Agent may mail the Notice of Commencement to the parties

identified thereon. See 11 U.S.C. § 342(a); Fed. R. Bankr. P. 2002(a), (f). Creditors will be notified of the commencement of these cases through their receipt of the Notice of Commencement.

11. Because the Notice and Claims Agent will receive the consolidated list of creditors and mail the Notice of Commencement to the parties identified thereon, the Debtors believe that filing the list of creditors will serve no useful, independent purpose. Additionally, pursuant to the Standing Order, as incorporated by Local Rule 1007-1, the Debtors have conferred with the Clerk of the Court and the Clerk has been informed that the Debtors will provide the list of creditors to the Notice and Claims Agent as proposed herein. Therefore, the Debtors submit that the Court should waive the requirement to file a list of creditors.

B. Request to Approve the Form and Manner of Notifying Creditors of the Commencement of the Debtors' Chapter 11 Cases

12. Section 341(e) of the Bankruptcy Code requires, in relevant part, that within a “reasonable” time after the Commencement Date, the first meeting of creditors be held. 11 U.S.C. § 341(e). Bankruptcy Rule 2002(a) provides, in relevant part, that “the clerk, or some other person as the court may direct shall give the debtor, the trustee, all creditors and indenture trustees at least 20 days’ notice by mail of the meeting of creditors under § 341 or § 1104(b) of the Code.” Fed. R. Bankr. P. 2002(a). Additionally, Bankruptcy Rule 2002(f) provides, in relevant part, that “the clerk, or some other person as the court may direct” shall send notice by mail to all creditors of the order for relief. Fed. R. Bankr. P. 2002(f).

13. The Debtors submit that their proposal to have the Notice and Claims Agent mail the Notice of Commencement to their creditors complies with the requirements of Bankruptcy Rules 2002(a) and (f). In accordance with Bankruptcy Rules 2002(a) and (f), the Notice of Commencement provides notice of (i) the commencement of the Debtors chapter 11

cases, and (ii) the time and location of the 341 Meeting. Furthermore, having the Notice and Claims Agent mail the Notice of Commencement relieves the Clerk of the Court of the administrative burden of providing notice to the Debtors' creditors, which may include numerous taxing authorities in various jurisdictions spread over 44 states. Accordingly, the Debtors submit the Court should authorize the Notice and Claims Agent to mail the Notice of Commencement after the 341 Meeting has been scheduled.

14. The Debtors also propose to publish, as soon as practicable, the Notice of Commencement substantially in the form of "Exhibit B," once in the national edition of *The Wall Street Journal*. The Court has authority under Bankruptcy Rule 2002(l) to "order notice by publication if it finds that notice by mail is impracticable or that it is desirable to supplement the notice." Fed. R. Bankr. P. 2002(l). The Debtors submit that publication of the Notice of Commencement is the most practical method by which to notify creditors who do not receive the Notice of Commencement by mail and to notify other parties in interest of the commencement of these chapter 11 cases. Notice by publication also constitutes an efficient use of the estates' resources. Accordingly, the Court should approve the Debtors' proposal to provide notice by publication.

15. Section 105(a) of the Bankruptcy Code empowers the Court to "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). The Debtors submit that the relief requested herein is appropriate in these chapter 11 cases and is within the Court's equitable powers under section 105 of the Bankruptcy Code. Approval of the proposed Procedures will ensure that parties in interest receive prompt notice of the commencement of these chapter 11 cases. Moreover, the proposed Procedures are beneficial to the Debtors' estates and to the Debtors' creditors because

they provide actual notice to all of the Debtors' creditors in an efficient and cost-effective manner.

16. Furthermore, the proposed process of notifying creditors of the commencement of chapter 11 cases by a mailing of the Notice of Commencement by a notice and claims agent has been employed in many other large 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. 158]; In re Gen. Growth Props., Inc., Case No. 09-11977 (ALG) (Bankr. S.D.N.Y. Apr. 16, 2009) [Docket No. 37]; In re BearingPoint, Inc., Case No. 09-10691 (REG) (Bankr. S.D.N.Y. Feb. 19, 2009) [Docket No. 35]; In re Steve & Barry's Manhattan LLC, Case No. 08-12579 (ALG) (Bankr. S.D.N.Y. July 10, 2008) [Docket No. 52]; In re Lexington Precision Corp., Case No. 08-11153 (MG) (Bankr. S.D.N.Y. Apr. 2, 2008) [Docket No. 21]; In re Lenox Sales, Inc., Case No. 08-14679 (ALG) (Bankr. S.D.N.Y. Nov. 25, 2008) [Docket No. 31]; In re PRC, LLC, Case No. 08-10239 (MG) (Bankr. S.D.N.Y. Jan. 25, 2008) [Docket No. 34].²

17. Based upon the foregoing, the Debtors submit that the relief requested herein is essential, appropriate, and in the best interest of the Debtors' estates, creditors, and all parties in interest, and therefore should be granted in these chapter 11 cases.

Notice

18. 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

² Because of the voluminous nature of the unreported orders cited herein, they are not annexed to this Motion. Copies of these orders are available upon request of the Debtors' counsel, including at the hearing to consider this Motion.

against the Debtors' estates (on a consolidated basis). The Debtors submit that no other or further notice need be provided.

19. 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
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Proposed Attorneys for Debtors
and Debtors in Possession

Exhibit A

Debtor	Last Four Digits of Federal Tax I.D. Number
Extended Stay Inc.	7401
ESA P Portfolio L.L.C. f/k/a BRE/ESA P Portfolio L.L.C.	7190
ESA 2005 Portfolio L.L.C. f/k/a BRE/ESA 2005 Portfolio L.L.C.	8617
ESA 2005-San Jose L.L.C. f/k/a BRE/ESA 2005-San Jose L.L.C.	1317
ESA 2005-Waltham L.L.C. f/k/a BRE/ESA 2005-Waltham L.L.C.	1418
ESA Acquisition Properties L.L.C. f/k/a BRE/ESA Acquisition Properties L.L.C.	8149
ESA Alaska L.L.C. f/k/a BRE/ESA Alaska L.L.C.	8213
ESA Canada Properties Borrower L.L.C. f/k/a BRE/ESA Canada Properties Borrower L.L.C.	7476
ESA FL Properties L.L.C. f/k/a BRE/ESA FL Properties L.L.C.	7687
ESA MD Borrower L.L.C. f/k/a BRE/ESA MD Borrower L.L.C.	8839
ESA MN Properties L.L.C. f/k/a BRE/ESA MN Properties L.L.C.	0648
ESA P Portfolio MD Borrower L.L.C. f/k/a BRE/ESA P Portfolio MD Borrower L.L.C.	7448
ESA P Portfolio PA Properties L.L.C. f/k/a BRE/ESA P Portfolio PA Properties L.L.C.	6306
ESA P Portfolio TXNC Properties L.P. f/k/a BRE/ESA P Portfolio TXNC Properties L.P.	7378
ESA PA Properties L.L.C. f/k/a BRE/ESA PA Properties L.L.C.	7652
ESA Properties L.L.C. f/k/a BRE/ESA Properties L.L.C.	1249
ESA TX Properties L.P. f/k/a BRE/ESA TX Properties L.P.	1295
ESH/Homestead Portfolio L.L.C. f/k/a BRE/Homestead Portfolio L.L.C.	9049
ESH/HV Properties L.L.C. f/k/a BRE/HV Properties L.L.C.	8927
ESH/MSTX Property L.P. f/k/a BRE/MSTX Property L.P.	5862
ESH/TN Properties L.L.C. f/k/a BRE/TN Properties L.L.C.	5781
ESH/TX Properties L.P. f/k/a BRE/TX Properties L.P.	6964
ESH/Homestead Mezz L.L.C. f/k/a BRE/Homestead Mezz L.L.C.	9883

Debtor	Last Four Digits of Federal Tax I.D. Number
ESA P Mezz L.L.C. f/k/a BRE/ESA P Mezz L.L.C.	7467
ESA Mezz L.L.C. f/k/a BRE/ESA Mezz L.L.C.	0767
ESH/Homestead Mezz 2 L.L.C. f/k/a BRE/Homestead Mezz 2 L.L.C.	9903
ESA P Mezz 2 L.L.C. f/k/a BRE/ESA P Mezz 2 L.L.C.	7480
ESA Mezz 2 L.L.C. f/k/a BRE/ESA Mezz 2 L.L.C.	0866
ESH/Homestead Mezz 3 L.L.C. f/k/a BRE/Homestead Mezz 3 L.L.C.	9936
ESA P Mezz 3 L.L.C. f/k/a BRE/ESA P Mezz 3 L.L.C.	8977
ESA Mezz 3 L.L.C. f/k/a BRE/ESA Mezz 3 L.L.C.	0929
ESH/Homestead Mezz 4 L.L.C. f/k/a BRE/Homestead Mezz 4 L.L.C.	9953
ESA P Mezz 4 L.L.C. f/k/a BRE/ESA P Mezz 4 L.L.C.	8997
ESA Mezz 4 L.L.C. f/k/a BRE/ESA Mezz 4 L.L.C.	0964
ESH/Homestead Mezz 5 L.L.C. f/k/a BRE/Homestead Mezz 5 L.L.C.	9613
ESA P Mezz 5 L.L.C. f/k/a BRE/ESA P Mezz 5 L.L.C.	9186
ESA Mezz 5 L.L.C. f/k/a BRE/ESA Mezz 5 L.L.C.	1006
ESH/Homestead Mezz 6 L.L.C. f/k/a BRE/Homestead Mezz 6 L.L.C.	9667
ESA P Mezz 6 L.L.C. f/k/a BRE/ESA P Mezz 6 L.L.C.	9247
ESA Mezz 6 L.L.C. f/k/a BRE/ESA Mezz 6 L.L.C.	8995
ESH/Homestead Mezz 7 L.L.C. f/k/a BRE/Homestead Mezz 7 L.L.C.	9722
ESA P Mezz 7 L.L.C. f/k/a BRE/ESA P Mezz 7 L.L.C.	9349
ESA Mezz 7 L.L.C. f/k/a BRE/ESA Mezz 7 L.L.C.	9065
ESH/Homestead Mezz 8 L.L.C. f/k/a BRE/Homestead Mezz 8 L.L.C.	9779
ESA P Mezz 8 L.L.C.	9402
ESA Mezz 8 L.L.C. f/k/a BRE/ESA Mezz 8 L.L.C.	9117
ESH/Homestead Mezz 9 L.L.C. f/k/a BRE/Homestead Mezz 9 L.L.C.	1011
ESA P Mezz 9 L.L.C.	0281

Debtor	Last Four Digits of Federal Tax I.D. Number
ESA Mezz 9 L.L.C.	0923
ESH/Homestead Mezz 10 L.L.C. f/k/a BRE/Homestead Mezz 10 L.L.C.	1063
ESA P Mezz 10 L.L.C.	0224
ESA Mezz 10 L.L.C.	0175
Homestead Village L.L.C. f/k/a BRE/Homestead Village L.L.C.	8930
ESA MD Beneficiary L.L.C. f/k/a BRE/ESA MD Beneficiary L.L.C.	7038
ESA P Portfolio MD Trust f/k/a BRE/ESA P Portfolio MD Trust	8258
ESA MD Properties Business Trust f/k/a BRE/ESA MD Properties Business Trust	6992
ESA P Portfolio MD Beneficiary L.L.C. f/k/a BRE/ESA P Portfolio MD Beneficiary L.L.C.	8432
ESA Canada Properties Trust f/k/a BRE/ESA Canada Properties Trust	2314
ESA Canada Trustee Inc. f/k/a BRE/ESA Canada Trustee Inc.	2861
ESA Canada Beneficiary Inc. f/k/a BRE/ESA Canada Beneficiary Inc.	7543
ESA UD Properties L.L.C.	7075
ESA 2007 Operating Lessee Inc. f/k/a BRE/ESA 2007 Operating Lessee Inc.	9408
ESA 2005 Operating Lessee Inc. f/k/a BRE/ESA 2005 Operating Lessee Inc.	8471
ESA Operating Lessee Inc. f/k/a BRE/ESA Operating Lessee Inc.	4369
ESA P Portfolio Operating Lessee Inc. f/k/a BRE/ESA P Portfolio Operating Lessee Inc.	7433
ESA Business Trust f/k/a BRE/ESA Business Trust	8078
ESA Management L.L.C.	9101
ESA P Portfolio Holdings L.L.C. f/k/a BRE/ESA P Portfolio Holdings L.L.C.	8432
ESA Canada Operating Lessee Inc. f/k/a BRE/ESA Canada Operating Lessee Inc.	8838
Extended Stay Hotels L.L.C.	7438

Exhibit B

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
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<p><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</p>	<p>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</p>
<p align="center">DEADLINE TO FILE A PROOF OF CLAIM</p> <p>None at this time. When the Court sets a claims deadline, you will be notified and provided a proof of claim form by mail.</p>	
<p align="center">DEADLINE TO FILE A COMPLAINT TO DETERMINE DISCHARGEABILITY OF CERTAIN DEBTS _____, 2009 at __:__.m. (prevailing Eastern Time)</p>	
<p align="center">CREDITORS MAY NOT TAKE CERTAIN ACTIONS</p> <p>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.</p>	
<p><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.</p>	<p>For the Court: _____ Clerk of the Bankruptcy Court Date: June __, 2009</p>

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.

Exhibit C

Proposed Order

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

-----X
: **Chapter 11 Case No.**
: **09-____()**
: **(Jointly Administered)**
: **Debtors.**
: **09-____()**
: **(Jointly Administered)**
-----X

**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 __, 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: June 11, 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>

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.

<p><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</p>	<p>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</p>
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<p><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.</p>	<p>For the Court: _____ Clerk of the Bankruptcy Court Date: June __, 2009</p>

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.
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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.